RED LIGHT HOLLAND CORP.

FORM 2A

<u>LISTING STATEMENT</u>

MAY 25, 2020

Cautionary Statement Regarding Forward-Looking Information

This Listing Statement and the documents incorporated into this Listing Statement contain "forward-looking statements" and "forward-looking information" within the meaning of applicable securities laws (forward-looking information and forward-looking statements being collectively hereinafter referred to as "forward-looking statements"). Such forward-looking statements are based on expectations, estimates and projections as at the date of this Listing Statement or the dates of the documents incorporated herein, as applicable. Any statements that involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often but not always using phrases such as "expects" or "does not expect", "is expected", "anticipates" or "does not anticipate", "plans", "budget", "scheduled", "forecasts", "estimates", "believes" or "intends", or variations of such words and phrases, or stating that certain actions, events or results "may" or "could", "would", "should", "might" or "will" be taken, occur or be achieved) are not statements of historical fact and may be forward-looking statements and are intended to identify forward-looking statements. These forward-looking statements include, but are not limited to, statements and information concerning: the intentions, plans and future actions of the Resulting Issuer; statements relating to the business and future activities of the Resulting Issuer after the date of this Listing Statement; market position, ability to compete and future financial or operating performance of the Resulting Issuer after the date of this Listing Statement; statements based on the audited financial statements of Added Capital included as Schedules to this Listing Statement; anticipated developments in operations; the future demand for truffles and related products from time to time produced, supplied, or distributed by the Resulting Issuer; the results of the growth and cultivation of truffles or the development of the Resulting Issuer's future products and the timing thereof; the timing and amount of estimated capital expenditure in respect of the business of the Resulting Issuer; operating expenditures; success of marketing activities; estimated budgets; currency fluctuations; requirements for additional capital; government regulation; limitations on insurance coverage; the timing and possible outcome of litigation in future periods; the timing and possible outcome of regulatory and permitting matters; goals; strategies; future growth; planned business activities and planned future acquisitions; the adequacy of financial resources; and other events or conditions that may occur in the future.

Forward-looking statements are based on the beliefs of the management of the Resulting Issuer, as well as on assumptions, which such management believes to be reasonable based on information available at the time such statements were made. However, by their nature, forward-looking statements are based on assumptions and involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Forward-looking statements are subject to a variety of risks, uncertainties and other factors which could cause actual events or results to differ from those expressed or implied by the forward-looking statements, including, without limitation those risks outlined in Section 17 of this Listing Statement.

The list of risk factors set out in this Listing Statement is not exhaustive of the factors that may affect any forward-looking statements of the Resulting Issuer. Forward-looking statements are statements about the future and are inherently uncertain. Actual results could differ materially from those projected in the forward-looking statements as a result of the matters set out or incorporated by reference in this Listing Statement generally and certain economic and business factors, some of which may be beyond the control of the Resulting Issuer. The Resulting Issuer does not intend, and does not assume any obligation, to update any forward-looking statements, other than as required by applicable law. For all of these reasons, the security holders of the Resulting Issuer should not place undue reliance on forward-looking statements.

Market and Industry Data

This Listing Statement includes market and industry data that has been obtained from third party sources, including industry publications. The Resulting Issuer believes that the industry data is accurate and that its estimates and assumptions are reasonable, but there is no assurance as to the accuracy or completeness of this data. Third party sources generally state that the information contained therein has been obtained from sources believed to be reliable, but there is no assurance as to the accuracy or completeness of included information. Although the data is believed to be reliable, the Resulting Issuer has not independently verified any of the data from third-party sources referred to in this Listing Statement or ascertained the underlying economic assumptions relied upon by such sources.

Except as otherwise indicated, the information provided herein is as of May 25, 2020.

GLOSSARY OF TERMS

The following glossary of certain of the terms used in this Listing Statement is provided for ease of reference.

"**Added Capital**" means Added Capital Inc., a corporation existing under the laws of the Province of Ontario, as constituted prior to giving effect to the Amalgamations.

"**Added Options**" means the stock options of Added Capital entitling holders thereof to purchase (i) prior to completion of the Added Share Consolidation, Added Shares, and (ii) following completion of the Added Share Consolidation, Added Post-Consolidation Shares.

"**Added Post-Consolidation Shares**" means the issued and outstanding common shares in the capital of Added, as constituted following the Added Share Consolidation.

"**Added Share Consolidation**" means the consolidation of the issued and outstanding Added Shares on the basis of one (1) Added Post-Consolidation Share for each twenty (20) Added Shares issued and outstanding.

"**Added Shares**" means the issued and outstanding common shares in the capital of Added Capital, as constituted prior to the Added Share Consolidation.

"**affiliate**" means a company that is affiliated with another company as described below.

A company is an "affiliate" of another company if:

(a) one of them is the subsidiary of the other, or

(b) each of them is controlled by the same person.

A company is "controlled" by a person if:

(a) voting securities of the company are held, other than by way of security only, by or for the benefit of that person, and

(b) the voting securities, if voted, entitle the person to elect a majority of the directors of the company.

A person beneficially owns securities that are beneficially owned by:

(a) a company controlled by that person, or

(b) an affiliate of that person or an affiliate of any company controlled by that person.

"**Amalco 1**" means the corporation resulting from the amalgamation of Finco and Numco 1.

"**Amalco 2**" means the corporation resulting from the amalgamation of Debtco and Numco 2.

“**Amalgamations**” means, collectively, the Vertical Amalgamation and the Horizontal Amalgamations.

“**Amalgamation Agreements**” means, collectively, (i) the amalgamation agreement dated May 21, 2020 among New Added Capital, Finco and Numco 1, and (ii) the amalgamation agreement dated May 21, 2020 among New Added Capital, Debtco and Numco 2.

“**associate**” when used to indicate a relationship with a person, means

(a) an issuer of which the person beneficially owns or controls, directly or indirectly, voting securities entitling him to more than 10% of the voting rights attached to outstanding securities of the issuer,

(b) any partner of the person,

(c) any trust or estate in which the person has a substantial beneficial interest or in respect of which a person or company serves as trustee or in a similar capacity,

(d) in the case of a person that is an individual, a relative of that person, including

(i) that person’s spouse or child, or

(ii) any relative of the person or of his spouse who has the same residence as that person.

“**COVID-19**” means the Coronavirus disease 2019, an infectious disease caused by severe acute respiratory syndrome coronavirus 2 (SARS-CoV-2).

“**CSE**” means the Canadian Securities Exchange.

“**Debtco**” means Red Light Holland Debt Inc., an Ontario corporation incorporated as a wholly-owned, non-operating subsidiary of Added Capital.

“**Debtco Amalgamation**” has the meaning ascribed to it in Section 2.4.

“**Debtco Share**” has the meaning ascribed to it in Section 2.4.

“**Director**” means the Director appointed pursuant to Section 178 of the OBCA.

“**Dutchco**” means Red Light Holland B.V., a corporation to be incorporated under the laws of the Netherlands following the Listing Date, as a wholly-owned subsidiary of the Resulting Issuer, and through which the Resulting Issuer intends to carry on its business in the Netherlands.

“**Escrow Agreement**” has the meaning ascribed to it in Section 11.

“**Finco**” means Red Light Holland Financing Inc., an Ontario corporation incorporated as a wholly-owned, non-operating subsidiary of Added Capital for the purpose of completing the Offering.

“**Finco Amalgamation**” has the meaning ascribed to it in Section 2.4.

“**Finco First Tranche**” has the meaning ascribed to it in Section 2.4.

“**Finco Second Tranche**” has the meaning ascribed to it in Section 2.4.

“**Finco Third Tranche**” has the meaning ascribed to it in Section 2.4.

“**Finco Share**” has the meaning ascribed to it in Section 2.4.

“**Financing Price**” means the price at which the Subscription Receipts were sold pursuant to the Offering, being $0.06 per Subscription Receipt.

“**Finder**” means, First Republic Capital Corporation, together with any other selling group members.

“**Finder Compensation Warrants**” has the meaning ascribed to it in Section 2.4.

“**Horizontal Amalgamations**” has the meaning ascribed to it in Section 2.4.

“**industry partners**” means businesses and other enterprises and participants within the truffles industry involved in the production and manufacturing, packaging, marketing, sale, or distribution of truffles or one or more of the Resulting Issuer’s (or its subsidiaries’) future product offerings, including, but not limited to, manufacturers, Smart Shop Retailers, distributors, and licenced producers.

“**Insider**” if used in relation to an issuer, means:

(a) a director or senior officer of the issuer;

(b) a director or senior officer of the company that is an Insider or subsidiary of the issuer;

(c) a person that beneficially owns or controls, directly or indirectly, voting shares carrying more than 10% of the voting rights attached to all outstanding voting shares of the issuer; or

(d) the issuer itself if it holds any of its own securities.

“**Lease Agreement**” has the meaning ascribed to it in Section 4.1.

“**Listing Date**” means the date on which the Resulting Issuer Shares are listed and posted for trading on the CSE.

“**Listing Statement**” means this Form 2A Listing Statement, filed in connection with the Resulting Issuer’s Fundamental Change.

“**MD&A**” means management’s discussion and analysis.

"**Name Change**" has the meaning ascribed to it in Section 2.2.

"**NEO**" or "**named executive officer**" means each of the following individuals:

(a) an individual who acted as chief executive officer of the company, or acted in a similar capacity, for any part of the most recently completed financial year;

(b) an individual who acted as chief financial officer of the company, or acted in a similar capacity, for any part of the most recently completed financial year;

(c) the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than $150,000 for that financial year; and

(d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the company or its subsidiaries, nor acting in a similar capacity, at the end of that financial year.

"**New Added Capital**" means Added Capital, as constituted after giving effect to the Vertical Amalgamation (and the Name Change), but prior to giving effect to the Horizontal Amalgamations.

"**Non-U.S. Subscriber**" means a Subscriber who is not a U.S. Subscriber.

"**Numco 1**" means 2747439 Ontario Inc., a corporation incorporated as a wholly-owned subsidiary of Added Capital for the purpose of completing the Finco Amalgamation.

"**Numco 2**" means 2747451 Ontario Inc., a corporation incorporated as a wholly-owned subsidiary of Added Capital for the purpose of completing the Debtco Amalgamation.

"**Numco 3**" means 2747455 Ontario Inc., a corporation incorporated as a wholly-owned subsidiary of Added Capital for the purpose of completing the Vertical Amalgamation.

"**OBCA**" means the *Business Corporations Act* (Ontario).

"**Offering**" has the meaning ascribed to it in Section 2.4.

"**Person**" shall mean any individual, firm, partnership, limited partnership, limited liability company or partnership, association, trust, trustee, executor, administrator, legal or personal representative, government, governmental body, entity or authority, group, body corporate, corporation, unincorporated organization or association, syndicate, joint venture or any other entity, whether or not having legal personality, and any of the foregoing in any derivative, representative or fiduciary capacity and pronouns have a similar extended meaning.

"**premium brand of truffles**" or "**Red Light Holland-branded truffles**" and similar expressions, as used in this Listing Statement, refer to fresh, unprocessed truffles.

"**Promoter**" has the meaning ascribed to it in the *Securities Act* (Ontario).

"**Resulting Issuer**" means Red Light Holland Corp. (being, Added Capital, as constituted after giving effect to the Amalgamations and the change in its corporate name), and, in the case of references to matters undertaken by a predecessor in interest to the Resulting Issuer, includes such predecessor in interest, unless the context otherwise requires after giving effect to the Amalgamations.

"**Resulting Issuer Compensation Warrants**" means the Finder Compensation Warrants, as constituted following completion of the Amalgamations, with each warrant exercisable for one (1) Resulting Issuer Share.

"**Resulting Issuer Options**" means options to acquire Resulting Issuer Shares.

"**Resulting Issuer Shares**" means the issued and outstanding common shares in the capital of the Resulting Issuer.

"**Revive**" has the meaning ascribed to it in Section 3.1.

"**Revive Agreement**" has the meaning ascribed to it in Section 3.1.

"**Revive Technology**" has the meaning ascribed to it in Section 3.1.

"**SEDAR**" means the System for Electronic Document Analysis and Retrieval.

"**Smart Shops**" means brick-and-mortar stores, within the Netherlands, that are duly authorized under applicable laws to sell and offer for sale fresh, unprocessed truffles and related products.

"**Smart Shop Retailers**" means third party specialty retailers and operators of Smart Shops.

"**Stock Option Plan**" has the meaning ascribed to it in Section 9.

"**Subscriber**" means a purchaser of Subscription Receipts.

"**Subscription Receipt**" has the meaning ascribed to it in Section 2.4.

"**truffles**" has the meaning ascribed to it in Section 2.4.

"**TSXV**" means the TSX Venture Exchange.

"**U.S. Person**" means a "U.S. person" as such term is defined in Rule 902(k) of Regulation S under the United States *Securities Act of 1933*, as amended.

"**U.S. Subscriber**" means a Subscriber who is in the United States, a U.S. Person, or purchasing the Subscription Receipts for the account or benefit of a person or persons that is/are in the United States or U.S. Persons.

“**Vertical Amalgamation**” has the meaning ascribed to it in Section 2.4.

CURRENCY PRESENTATION AND EXCHANGE RATE INFORMATION

Unless otherwise indicated, in this Listing Statement, (i) all references to “$”or “CDN” refer to Canadian dollars and (ii) all references to “Euros” or “€”refer to Euros, the lawful currency of the European Union,

For the purposes of this Listing Statement, the exchange rate applicable as of the date of this Listing Statement, for converting Canadian dollars into Euros, is $1.00 = €0.65.

1. Table of Contents

2. Corporate Structure

2.1 Corporate Name and Head and Registered Office

The full name of the Resulting Issuer is "Red Light Holland Corp.," which the Resulting Issuer changed from "Added Capital Inc." upon completion of the Vertical Amalgamation on April 24, 2020. The head and registered office of the Resulting Issuer is located at 1 Adelaide Street East, Suite 801, Toronto, Ontario, M5C 2V9. The Resulting Issuer became a reporting issuer on September 1, 1983, and is presently a reporting issuer in the Provinces of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Quebec, New Brunswick, and Nova Scotia.

2.2 Jurisdiction of Incorporation

The Resulting Issuer was incorporated under the laws of the Province of British Columbia on September 29, 1982, under the name "Dolphin Explorations Limited", by registration of its memorandum and articles with the British Columbia Registrar of Companies. The Resulting Issuer was later continued under the laws of the Province of Ontario by articles of continuance dated October 7, 1988. Pursuant to articles of amendment filed on February 11, 1994, the Resulting Issuer's name was changed to "American Gem Corporation". Subsequently, pursuant to articles of amendment filed on October 22, 1999, the Resulting Issuer's name was changed again to "Digital Gem Corporation". The Resulting Issuer's name was changed a further time, pursuant to articles of amendment filed on September 29, 2000, to "Northern Financial Corporation". Pursuant to articles of amendment filed on July 2, 2014, the Resulting Issuer changed its name to "Added Capital Inc."

Other than as set out herein, no material amendments have been made to the Resulting Issuer's articles or other constating documents in the last ten (10) years preceding the date of this Listing Statement.

On February 13, 2020, Added Capital completed the Added Share Consolidation, following which, an aggregate of 851,396 Added Post-Consolidation Shares were issued and outstanding.

On April 24, 2020, the Resulting Issuer completed the Vertical Amalgamation, whereby its name was changed from "Added Capital Inc." to "Red Light Holland Corp." (the "**Name Change**"). Subsequently, on May 22, 2020, the Resulting Issuer completed the Horizontal Amalgamations. Following the Amalgamations, there were an aggregate of 193,855,865 Resulting Issuer Shares issued and outstanding.

2.3 Inter-corporate Relationships

Northern Securities Inc. ("**NSI**"), a wholly-owned, non-operating subsidiary of the Resulting Issuer, was formed under the OBCA on September 19, 1996. Prior to December 31, 2012, NSI had carried on a traditional brokerage and investment banking business. Effective December 31, 2012, NSI ceased carrying on its brokerage business as a result of being unable to secure an alternative carrying broker. As a result of the termination of its brokerage business, NSI developed a capital deficiency which resulted in NSI being suspended as a dealer member of the Investment Industry Regulatory Organization of Canada on March 19, 2013. Effective July 18, 2018, the Investment Industry Regulatory Organization of Canada terminated NSI's dealer membership.

Finco, a wholly-owned, non-operating subsidiary of the Resulting Issuer, was formed under the OBCA on October 8, 2019.

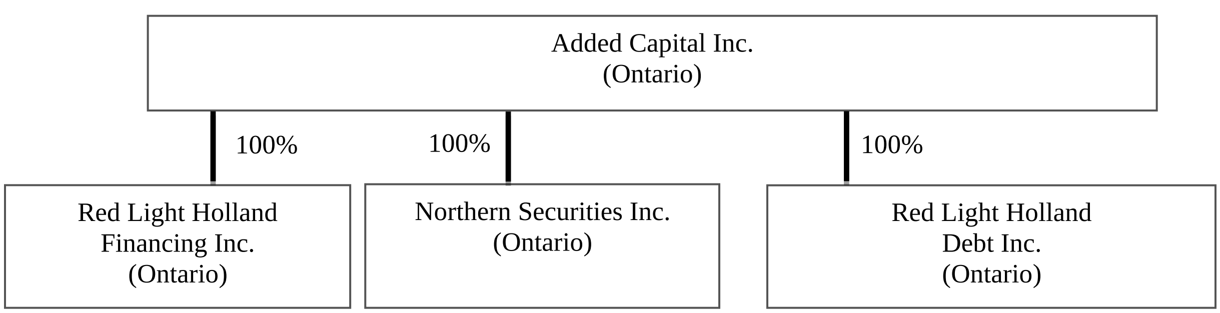
Debtco, a wholly-owned, non-operating subsidiary of the Resulting Issuer, was formed under the OBCA on November 26, 2019.

Amalco 1, a wholly-owned, non-operating subsidiary of the Resulting Issuer, was formed under the OBCA on May 22, 2020, pursuant to the amalgamation of Finco and Numco 1.

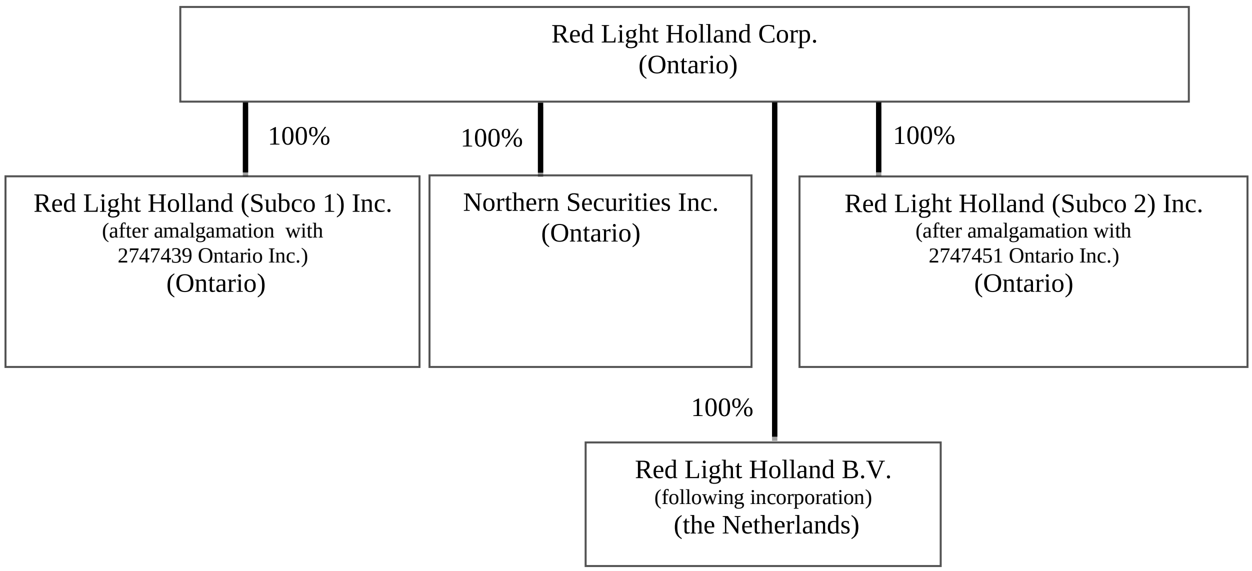
Amalco 2, a wholly-owned, non-operating subsidiary of the Resulting Issuer, was formed under the OBCA on May 22, 2020, pursuant to the amalgamation of Debtco and Numco 2.

Dutchco, a wholly-owned subsidiary of the Resulting Issuer, is expect to be formed under the laws of the Netherlands following the Listing Date.

The following diagram presents the corporate structure of Added Capital, as constituted prior to completion of the Amalgamations:



The Amalgamations, which resulted in a reverse take-over of Added Capital by the shareholders of Finco and Debtco, resulted in the following corporate structure:



2.4 Fundamental Change

On December 20, 2019, Finco completed the first tranche of a non-brokered private placement of 13,041,166 subscription receipts of Finco (each, a "**Subscription Receipt**") at a price of $0.06 per Subscription Receipt for gross proceeds of $782,469.96 (the "**Finco First Tranche**"). On February 7, 2020, Finco completed the second tranche of a non-brokered private placement of 28,478,397 Subscription Receipts at a price of $0.06 per Subscription Receipt for gross proceeds of $1,708,703.82 (the "**Finco Second Tranche**"). On March 13, 2020, Finco completed the third tranche of a non-brokered private placement of 24,502,967 Subscription Receipts at a price of $0.06 per Subscription Receipt for gross proceeds of $1,470,178.02 (the "**Finco Third Tranche**" and together with the Finco First Tranche and the Finco Second Tranche, the "**Offering**"). Each Subscription Receipt entitled the holder thereof to receive, without any further action on the part of the holder and for no additional consideration, one (1) common share in the capital of Finco (each, a "**Finco Share**").

Immediately prior to the closing of the Horizontal Amalgamations, each Subscription Receipt converted, with no additional consideration or action by the holder into one (1) Finco Share, for an aggregate of 66,022,530 Finco Shares. Fifty percent (50%) of the gross proceeds of the Offering were delivered into escrow on behalf of the purchasers of Subscription Receipts and have now been released from escrow as a result of the escrow release conditions having been satisfied. In connection with the Offering, Finco paid to the Finder a cash commission of $283,633.87, representing 8% of the gross proceeds of the Offering attributable to the issue and sale of the Subscription Receipts to Non-U.S. Subscribers. 50% of the cash commission was paid to the Finder at the closing of the Offering and the balance was held in escrow and has now been released from escrow as a result of the escrow release conditions having been satisfied. Additionally, Finco issued to the Finder an aggregate of 4,816,802 non-transferable compensation warrants, representing (i) 8% of the Subscription Receipts sold pursuant to the Offering through the Finder (the "**Finder Compensation Warrants**") to Non-U.S. Subscribers who are not on the president's list, and (ii) 4% of the Subscription Receipts sold pursuant to the Offering through the Finder (the "**Finder Compensation Warrants**") to Non-U.S. Subscribers who are on the president's list. Each Finder Compensation Warrant entitles the holder thereof to acquire one (1) Finco Share, for a period of twenty-four (24) months from the closing date at an exercise price equal to the Financing Price.

Immediately prior to the closing of the Horizontal Amalgamations, all Finder Compensation Warrants outstanding automatically adjusted in accordance with their terms such that, following the completion of the Horizontal Amalgamations, each Finder Compensation Warrant entitles the holder thereof to acquire, upon exercise, one (1) Resulting Issuer Share.

On April 24, 2020 Added Capital and Numco 3 completed a vertical amalgamation under the OBCA, whereby Added Capital completed the Name Change, and continued as the remaining entity (the "**Vertical Amalgamation**"). Subsequently, on May 22, 2020 (i) New Added Capital, Finco and Numco 1 completed a three-cornered amalgamation under the OBCA, pursuant to which Finco and Numco 1 amalgamated to become a wholly-owned, non-operating subsidiary of New Added Capital (the "**Finco Amalgamation**"), and (ii) New Added Capital, Debtco and Numco 2 completed a three-cornered amalgamation under the OBCA, pursuant to which Debtco and Numco 2 amalgamated to become a wholly-owned, non-operating subsidiary of New Added Capital (the "**Debtco Amalgamation**", and together with the Finco Amalgamation, the "**Horizontal Amalgamations**").

The Horizontal Amalgamations were completed pursuant to the terms of the Amalgamation Agreements. Upon the Horizontal Amalgamations becoming effective, (i) each shareholder of Finco received one (1) Resulting Issuer Share for each one (1) Finco Share held, (ii) each shareholder of Debtco received one (1) Resulting Issuer Share for each one (1) common share in the capital of Debtco (each, a "**Debtco Share**") held, (iii) all unexercised Finder Compensation Warrants adjusted in accordance with their terms such that, following the completion of the Horizontal Amalgamations, each Finder Compensation Warrant entitles the holder thereof to acquire, upon exercise, one (1) Resulting Issuer Share, on the same terms as the Finder Compensation Warrants, and (iv) all unexercised Added Options outstanding automatically adjusted in accordance with their terms such that, following the completion of the Amalgamations, each Added Option entitles the holder thereof to acquire, upon exercise, one (1) Resulting Issuer Share, on the same terms as the Added Options. Immediately prior to completion of the Horizontal Amalgamations, Finco issued an aggregate of 1,833,333 Resulting Issuer Shares to certain finders as consideration for assisting in arranging the Amalgamations.

Following completion of the Amalgamations, there are an aggregate of 193,855,865 Resulting Issuer Shares issued and outstanding. Of these issued and outstanding Resulting Issuer Shares, former shareholders of Debtco hold 125,148,606 Resulting Issuer Shares, representing approximately 64.56% of the Resulting Issuer Shares; former Subscription Receipt holders hold 66,022,530 Resulting Issuer Shares, representing approximately 34.06% of the outstanding Resulting Issuer Shares; certain finders hold 1,833,333 Resulting Issuer Shares, representing approximately 0.95% of the outstanding Resulting Issuer Shares; and the original shareholders of Added Capital hold 851,396 Resulting Issuer Shares, representing approximately 0.44% of the outstanding Resulting Issuer Shares.

2.5 Non-Corporate Issuers and Issuers Incorporated Outside of Canada

The Resulting Issuer is neither a non-corporate issuer nor an issuer incorporated outside of Canada.

3. General Development of the Business

3.1 General Development of the Business

Added Capital

Added Capital was incorporated under the name "Dolphin Explorations Limited" under the laws of the Province of British Columbia on September 29, 1982. On October 7, 1988, Added Capital was continued under the laws of the Province of Ontario. On February 11, 1994, Added Capital changed its name to "American Gem Corporation", and on October 22, 1999, Added Capital changed its name to "Digital Gem Corporation". On September 29, 2000, Added Capital changed it's name a further time to "Northern Financial Corporation". On July 2, 2014, Added Capital changed it's name to "Added Capital Inc.", and completed a consolidation of the then issued and outstanding Added Shares on the basis of one (1) post-consolidated Added Share for each ten (10) pre-consolidation Added Shares issued and outstanding.

In January 2020, Added Capital completed a debt restructuring transaction (the "**Debt Restructuring**"), whereby it assigned, to Debtco, an aggregate of $1,577,623 in debt (the "**Assigned Debt**") owing by Added Capital to several third-party creditors. As part of the Debt Restructuring, in January 2020, Debtco completed a debt conversion (the "**Debt Conversion**"), whereby approximately twenty (20) third-party creditors elected to convert (A) an aggregate of $196,562.55 of the Assigned Debt into Debtco Shares at a conversion price of $0.005 per Debtco Share, and (B) an aggregate of $1,294,262.35 of the Assigned Debt into Debtco Shares at a conversion price of $0.02 per Debtco Share. In addition, Debtco accepted subscriptions for (A) an aggregate of $14,583.30 for Debtco Shares at a price of $0.005 per Debtco Share, and (B) an aggregate of $344,096.41 of for Debtco Shares at a price of $0.02 per Debtco Share. Following completion of the Debt Restructuring (including the Debt Conversion), and as of the date of this Listing Statement, there is no short term or long-term debt remaining as owing by Debtco to any third-party creditors.

On May 21, 2020, New Added Capital, Finco and Numco 1, and New Added Capital, Debtco and Numco 2, entered into the respective Amalgamation Agreement.

Finco

Finco, a wholly-owned, non-operating subsidiary of the Resulting Issuer, was formed under the OBCA on October 8, 2019. Finco has not carried on any active business since its incorporation. However, Finco has played an important part in the development of the Resulting Issuer's business as the vehicle through which the Resulting Issuer has entered into the Revive Agreement and the Letter of Intent, both described below, and the Lease Agreement, described in Section 4.1 – *General – Material Lease Terms*.

Revive Agreement

On February 4, 2020, Finco entered into a supply and collaboration agreement (the "**Revive Agreement**") with Revive Therapeutics Ltd. ("**Revive**"), a specialty cannabis company incorporated under the laws of the Province of Ontario, and, as of the date of this Listing Statement, listed on the CSE. Revive is engaged in the research, development and commercialization of novel cannabinoid-based products, and the application of its novel cannabinoid delivery technology (the "**Revive Technology**") to fill the medical needs relating to various diseases and disorders. Pursuant to the terms of the Revive Agreement, Finco agreed to supply Revive with a consistent strain of fresh, unprocessed truffles for the sole purpose of Revive undertaking research and development on the suitability and implementation of the Revive Technology with respect to such truffles and its extracts. In the event Revive successfully implements the Revive Technology with the truffles purchased from Finco (or extracts therefrom), Revive and Finco have agreed to negotiate with the view to enter a license agreement pursuant to which Revive will license the Revive Technology to Finco for use with products derived from truffles or their extracts.

Letter of Intent

On May 13, 2020, Finco entered into a non-exclusive letter of intent (the "**Letter of Intent**") with Xena-it.nl B.V. ("**McSmart**"), an independent and established third party producer, wholesaler, and distributor of truffles within the Netherlands, to launch the Red Light Holland-branded truffles within the Netherlands. The Letter of Intent, which is intended to create a non-exclusive relationship between the parties, covers the entire truffles supply chain, from production to retail distribution, and marks an important achievement in the development of the Resulting Issuer's business. Under the terms of the Letter of Intent, McSmart will supply, package, and white label truffles produced by McSmart under the Red Light Holland-brand, and market, and distribute the white labelled truffles, both to third party Smart Shop Retailers for resale, and to end-consumers in the Netherlands through three (3) Smart Shops operated by McSmart. Under the terms of the Letter of Intent, both Finco and McSmart will promote and market the white labelled Red Light Holland-brand truffles within the Netherlands. The Resulting Issuer will, on the date on which McSmart and the Resulting Issuer execute a definitive agreement in respect of the transactions contemplated by the Letter of Intent, (i) advance, to McSmart, a deposit in the amount of $100,000 (plus any applicable taxes) to cover the costs and expenses associated with developing the machinery need to package the white labelled truffles by McSmart, and (ii), subject to all applicable laws (including the rules and policies of the CSE), grant to McSmart options to purchase up to 500,000 Resulting Issuer Shares, with each option entitling McSmart to purchase one (1) Resulting Issuer Share, at an exercise price of $0.06, for a period of five (5) years.

The Letter of Intent, was negotiated and entered into amid heightened uncertainty as to the ultimate extent of the impact of COVID-19 on the truffles industry within the Netherlands, and in particular, the impact COVID-19 will have on the respective businesses of the Resulting Issuer and McSmart, and the general market demand for truffles within the Netherlands. As a result, Finco and McSmart agreed to set forth certain material terms pertaining to the arrangement contemplated by the Letter of Intent (such as, the quantities, timelines, and costs) in a definitive agreement between the parties, expected to be entered into following the Listing Date.

As of the date of this Listing Statement, the Resulting Issuer anticipates that it will (but there can be no guarantee that it will) introduce the Red Light Holland-branded truffles within the Netherlands as early as Q2 2020, subject to market conditions (including, the effects and impact of COVID-19 on the Resulting Issuer's proposed business plans) and the operations of its industry partners.

Debtco

Debtco, a wholly-owned, non-operating subsidiary of the Resulting Issuer, was formed under the OBCA on November 26, 2019, in order to complete the Debt Restructuring. Debtco has not, at any time since its incorporation, carried on any active business.

3.2 Significant Acquisitions and Dispositions

The Resulting Issuer has not completed any significant acquisitions or dispositions during the Resulting Issuer's most recently completed fiscal year ended March 31, 2019 or its current fiscal year. As of the date of this Listing Statement, the Resulting Issuer does not have any plans to complete any significant acquisition.

3.3 Trends, Commitments, Events or Uncertainties

Market Size and Opportunity

The Resulting Issuer believes that there is presently a sizeable legal market for fresh, unprocessed truffles within the Netherlands, and further, believes that there is a promising prospect for a strong, legal recreational truffles industry to emerge over time, globally. In particular, the Resulting issuer believes that over time, the truffles industry (and consumer perceptions thereof) will likely undergo a paradigm shift that is analogous to the change experienced by the cannabis industry, which resulted in the emergence of the global, multibillion-dollar industry. Although the legal market for fresh, unprocessed truffles is presently limited, globally, and in some jurisdictions (such as the City of Denver, State of Colorado, U.S.) is still in its early stages, the Resulting Issuer believes that the recent wave of deregulation and legalization of recreational cannabis across the globe will provide jurisdictions with the impetus to shift their focus to truffles, and, in time, give way to the emergence of numerous and sizable opportunities for market participants, including the Resulting Issuer.

In addition to the above, the Resulting Issuer remains optimistic about the future of psychedelics, in general. While psychedelics have remained taboo for more than half a century, psychedelics are progressively emerging as potential alternative candidates for conventional therapies for individuals suffering from elusive maladies like post-traumatic stress disorder ("**PTSD**"), addiction, Alzheimer's, and depression.[1] The Resulting Issuer believes that, as cannabis continues to gain foothold in society as a legal and dependable alternative to traditional medicinal products, there is also sizable potential for the future emergence of a strong medical truffles industry.

As of the date of this Listing Statement, certain psychoactive components in truffles are being researched as candidates for the treatment of several physical and mental conditions, such as PTSD and depression.[2] In 2018 and 2019, for example, the U.S. Food and Drug Administration (the "**FDA**") granted breakthrough therapy designation for the psychoactive chemical compound in truffles, psilocybin, for use as a candidate in the treatment of major depressive disorders.[3] At present, treatments for such conditions are limited in effectiveness, with some traditional treatment methods posing a heightened risk of complications. By contrast, the Resulting Issuer expects that like the various key compounds in cannabis, which are presently being used in a variety of medical products and formulations, the compounds in truffles may in time also emerge as a safer and healthier medical treatment alternative for various ailments, and provide a significant market with steady revenue generating potential. In particular, the Resulting Issuer believes that, amid recent resurgence of interest in the study of psilocybin and psilocybin medicine, the approximately $15 billion-dollar global anti-depressant market presents a promising opportunity to capitalize on.[4]

Trends and Uncertainties

In addition to the risk factors outlined in Section 17 – *Risk Factors*, the Resulting Issuer believes that the immediate and eventual impact of COVID-19 on the truffles market in the Netherlands, as well as the Resulting Issuer, its proposed business and its financial condition and results of operations, remains as a significant uncertainty.

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[1] https://www.baystreet.ca/stockstowatch/7145/Magic-Mushroom-Market-Set-to-Grow-10-Feet-Tall
[2] https://www.healtheuropa.eu/worlds-first-magic-mushroom-nasal-spray-for-ptsd-and-depression/95434/
[3] https://www.biopharmaglobal.com/2019/11/26/usona-institute-receives-fda-breakthrough-therapy-designation-for-psilocybin-for-the-treatment-of-major-depressive-disorder/
[4] https://stockhouse.com/news/newswire/2019/08/23/why-psychedelics-look-like-next-billion-dollar-business

4 Narrative Description of the Business

4.1 General

The Resulting Issuer's immediate business objective is to provide its premium brand of truffles to the legal market within the Netherlands. By doing so, the Resulting Issuer hopes to contribute to the advancement and awareness of truffles, and promote its potential as a candidate for further research and study.

The Resulting Issuer's target market is focused on the recreational space, and includes young professionals, and socially and artistically conscious individuals who are part of the positive counterculture.

Truffles vs. Magic Mushrooms

Psilocybin truffles (commonly known as magic truffles) ("**truffles**") are the sclerotia (the compact mass of hardened, vegetative part of a fungus or fungus-like bacterial colony which contain food reserves) of psilocybin mushrooms ("**magic mushrooms**"). Truffles and magic mushrooms both belong to the same species of psychoactive fungi, and contain similar psychoactive substances and active compounds (such as psilocybin, psilocin and baeocystin). However, there are some key differences.

First, truffles and magic mushrooms are each at a different stage of fungal development. Truffles, which grow beneath the ground, can be described as dormant fungi (which resemble walnuts) that store food reserves during periods where surrounding environmental conditions are not optimal for the above-ground growth of the mushroom part of a fungus. Truffles store food and psychoactive chemicals until the surrounding environment becomes suitable for the above-ground growth of magic mushrooms.

Second, and although scientific data is limited with respect to the various kinds of truffles, anecdotal reports from users of truffles usually describe milder experiences, with less pronounced hallucinations and a more preserved ability to move and socialize.

Finally, the concentration of psychoactive substances and active compounds in magic mushrooms is believed to vary considerably, which could result in the potency of individual mushrooms in a particular batch of magic mushrooms to be somewhat inconsistent. On the other hand, the concentration of psychoactive substances and active compounds, and therefore the potency, is regarded to be far more consistent in truffles, relative to magic mushrooms, which enables a more predictable dosing experience.

The Proposed Business

As at the date of this Listing Statement, the Resulting Issuer has not had any active business operations. However, management of the Resulting Issuer have invested significant time, and the resources necessary, to develop the business of the Resulting Issuer to the stage necessary, in management's reasonable view, for the Resulting Issuer to execute on its business plans in a timely manner following the Listing Date. As of the date of this Listing Statement, the Resulting Issuer has, in addition to the Revive Agreement (see Section 3.1 – *General Development of the Business*), entered into an arrangement in respect of the entire truffles supply chain, from production to retail distribution, with McSmart (see Section 3.1 – *General Development of the Business*), and the Lease Agreement (see Section 4.1 – *General – Material Lease Terms*).

Following the Listing Date, the Resulting Issuer, through one or more wholly-owned subsidiaries, intends to establish itself as a producer and distributor of its premium brand of truffles within the Netherlands. While the Resulting Issuer intends to, initially, rely on McSmart, and if and to the extent required, other industry partners to set up its initial operations and facilitate the distribution and sale of its premium brand of truffles within the Netherlands, the Resulting Issuer intends to maintain its various relationships with industry partners (such as McSmart), on an as needed basis, following such time as the Resulting Issuer has built the Facility and established its business operations within the Netherlands. In pursing its business objectives, the Resulting Issuer intends to focus and limit its operations for the immediate future exclusively on the growth, production and sale (through Smart Shop Retailers) of fresh, unprocessed truffles to the recreational market within the Netherlands, a market within which the growth, sale, and distribution of truffles has existed for more than a decade. Subject to various factors, including market and regulatory conditions, and the operational priorities from time to time established by the Resulting Issuer, the Resulting Issuer may, in the future, also engage in (i) the supply of fresh, unprocessed truffles directly to end users, as legally licensed retailer within the Netherlands, and (ii) the supply of fresh, unprocessed truffles to third parties within the Netherlands, that are duly licensed and authorized to conduct research and clinical trials for medical purposes using truffles.

By leveraging the strengths and experiences of its management team – individuals who possess a wealth of combined knowledge and experience necessary for the growth, mass-production, and distribution of fresh, unprocessed truffles, as well as the marketing and management of its proposed business- the Resulting Issuer intends to over time establish itself as a leader in the recreational truffles industry.

For the immediate future, the Resulting Issuer's business is expected to be focused exclusively on the recreational truffles industry, and its fresh, unprocessed truffles are expected to be accessible only to end-users within the Netherlands. Until such time as market and regulatory conditions present a legal and viable business opportunity for the expansion of the Resulting Issuer's business, the Resulting Issuer does not intend to engage in the distribution or sale of truffles outside of the Netherlands. Instead, the Resulting Issuer intends to focus on developing, branding, producing and distributing its premium brand of truffles exclusively in the Netherlands.

The Facility

The Resulting Issuer's goal is to supply, to the legal market, its premium brand of truffles which are pure and natural, and free of harmful pesticides and chemicals. To this end, the Resulting Issuer intends to construct an approximately 3,000 square feet, custom built, indoor growing, production and distribution facility in Horst, the Netherlands (the "**Facility**"). Subject to market conditions (including, the effects and impact of COVID-19 on the Resulting Issuer's proposed business plans), the Resulting Issuer intends to begin construction of the Facility as early as Q2, 2020, which construction is projected to be completed over the course of a twelve (12) to twenty four (24) month period thereafter.

Once complete, the Facility is expected to be capable of producing up to 10,000 kilograms of truffles per year.

Upon completion of construction, the Resulting Issuer intends to promptly establish its production operations, with the goal of beginning to independently grow and produce its own truffles for packaging and distribution under the Red Light Holland-brand. Following completion of construction, the Resulting Issuer also intends to apply to have the Facility EU-Good Manufacturing Practices ("**EU-GMP**") certified.

EU-GMP are a codified set of rules and regulations established by the European Union, which provide the minimum requirements that a producer must meet to ensure the quality, safety and efficacy of its products, from batch to batch. EU-GMP that govern each industry may differ significantly. However, at a high level, EU-GMP are designed to prevent harm to end users, ensure that end products are free from contamination, are produced and manufactured in a proper, well-documented, traceable manner by duly qualified and trained staff.

The EU-GMP certification is one of the highest levels of quality certification in the world. However, a EU-GMP certification is neither required nor essential for the Resulting Issuer to being growing and producing its own truffles. Management of the Resulting Issuer believe that a EU-GMP certification, if obtained, will over time contribute to the Resulting Issuer's reputation and credibility as a proponent for the delivery of safe products to end users. In addition, management of the Resulting Issuer believe that a EU-GMP certification, if obtained, will allow the Resulting Issuer to enjoy a marketing and competitive advantage as a supplier of fresh, unprocessed truffles to (i) Smart Shop Retailers, and (ii) in the future, and subject to various factors (including market and regulatory conditions, and the operational priorities from time to time established by the Resulting Issuer) to third parties duly licensed and authorized to conduct research and clinical trials for medical purposes using truffles.

To the knowledge of the management of the Resulting Issuer, as of the date of this Listing Statement, existing producers and cultivators of truffles in the Netherlands do not grow truffles in any EU-GMP certified facility. As such, in the event that the Resulting Issuer is successful in obtaining a EU-GMP certification (of which there can be no guarantee), and subject to developments following the date of this Listing Statement, the Resulting Issuer believes that it will be placed in a unique position, as one of the few, or the only, producer and distributer within the Netherlands of truffles produced in a EU-GMP certified facility. Following such time as it obtains the EU-GMP certification, the Resulting Issuer intends to utilize, in its growth and production operations, the appropriate EU-GMP-compliant commercial-scale cultivation methodologies, with the goal of producing a clean and consistent, premium brand of truffles.

Product Offerings

The Resulting Issuer's goal is to apply the highest standards to its growth, processing and production operations in order to supply, to the legal market, its premium band of truffles, which are pure and natural, and free of harmful pesticides and chemicals.

The Resulting Issuer, through one or more of its wholly owned subsidiaries, intends to grow, produce, and offer for sale (through Smart Shop Retailers) its premium brand of truffles for recreational use within the Netherlands under the brand name "Red Light Holland". Initially, the Resulting Issuer intends to rely on McSmart to set up its initial business operations, and if and to the extent required, form additional strategic partnerships with (i) existing producers of truffles based in the Netherlands, to source the truffles the Resulting Issuer intends to distribute under its premium brand, and (ii) Smart Shop Retailers, to facilitate the distribution and sale of its premium brand of truffles. The Resulting Issuer also intends to establish a robust e-commerce platform, in order to market and promote its premium brand of truffles for sale through Smart Shop Retailers. Subject to market conditions (including, the effects and impact of COVID-19 on the Resulting Issuer's proposed business plans), the Resulting Issuer anticipates that the e-commerce platform will cost approximately €14,000 to launch, and will become operational as early as late Q2, 2020.

As of the date of this Listing Statement, the Resulting Issuer is not a party to any discussions with any producers of truffles based in the Netherlands (other than McSmart), or any Smart Shop Retailers. Given the breath of McSmart's expertise and experience in the truffles industry in the Netherlands, and the fact that the Resulting Issuer's arrangement with McSmart could provide the Resulting Issuer with access to, approximately, up to fifty (50%) of Smart Shop Retailers, the Resulting Issuer believes that it is not necessary at this time to enter into negotiations or discussions with any additional, potential industry partners in order to set up its initial business operations.

The Resulting Issuer expects that its production and processing operations will initially be conducted from the Facility, and that its Red Light Holland-branded truffles will initially be made available to end-users in two different varieties, under the names "Bicycle Day" and "Bliss".

Bicycle Day

The "Bicycle Day" variety of the Red Light Holland-brand is expected to be the Resulting Issuer's most popular variety of truffles, which the Resulting Issuer expects to cater to novice users who seek a controlled, self-discovery experience while minimizing possible adverse reactions. Bicycle Day is expected to be comprised of the psilocybe cubensis mycelium variety of premium truffles -a variety which is relatives easy to cultivate and which has widespread popularity among consumers. The psilocybe cubensis mycelium variety of truffles have an approximately 0.63% psilocybin content, which is regarded as falling within the median range for most truffles.

Bliss

The “Bliss” variety of the Red Light Holland-brand is expected to be the Resulting Issuer’s second most popular variety of truffles, which the Resulting Issuer expects to cater to the more discerning consumers seeking an introspective and artistically creative experience. Bliss is expected to be comprised of the psilocybe tampanesis mycelium variety of truffles, which have an approximately 0.68% psilocybin content, also regarded as falling within the median range for most truffles.

Distribution and Scalability

Although the Resulting Issuer intends to focus and limit its operations for the immediate future exclusively in the Netherlands, the Resulting Issuer believes that there will, over time, be growing market demand for truffles internationally. In particular, the Resulting Issuer believes that as jurisdictions across the globe continue to decriminalize and/or legalize the sale and distribution of cannabis and products containing cannabis compounds, there is potential for truffles to also transition from being a counterculture product to a product consumed by mainstream end-users.

The Resulting Issuer’s marketing and distribution strategy for the immediate future is expected to focus on two (2) distribution channels within the Netherlands. The Resulting Issuer intends to distribute its premium brand of truffles to end-users through (i) partnerships with Smart Shop Retailers, and (ii) a robust e-commerce platform, intended to promote the sale, of it premium brand of truffles through Smart Shop Retailers, in each case in compliance with existing local laws. The Resulting Issuer may also set-up kiosk establishments in targeted retail locations (both leased and licensed), the purpose of which will be solely to promote awareness of truffles and the Resulting Issuer’s brand and business. As of the date of this Listing Statement, the Resulting Issuer does not have any plans to establish or operate any brick-and-mortar retail store locations.

In implementing its marketing and distribution strategy, the Resulting Issuer intends to implement and utilize consistent branding and messaging of its premium brand of truffles using the Red Light Holland-brand. The Resulting Issuer intends to consider and establish branding guidelines, where necessary, and monitor the use of the Resulting Issuer’s brand name across its distribution channels in order to ensure the highest brand integrity. As of the date of this Listing Statement, the Resulting Issuer has not implemented any formal guidelines with respect to its logo, secondary marks, icons, logos, typography, color palette, packaging or photo styling. However, following the Listing Date, the Resulting Issuer intends to consider, and if deemed advisable, implement such guidelines as may from time to time be necessary to enable the Resulting Issuer to effectively implement its marketing and distribution strategy.

Retailer and Producer Partnerships

The Resulting Issuer intends to establish working partnerships with Smart Shop Retailers in order to market and distribute its premium brand of truffles. In addition, until such time as the Facility is completed, the Resulting Issuer will need to rely on McSmart, and if and to the extent required, establish working partnerships with existing producers of truffles based in the Netherlands, to source the fresh, unprocessed truffles the Resulting Issuer intends to distribute under its premium brand.

The Resulting Issuer expects that such working partnerships will enable the Resulting Issuer to expand its presence in the Netherlands by introducing its Red Light Holland-branded truffles to the market, and enabling it to, over time, capture a growing market share. As of the date of this Listing Statement, the Resulting Issuer has identified more than one hundred (100) potential partners in the Netherlands, most of which are independent and active in the distribution of fresh, unprocessed truffles.

E-Commerce Platform

Today's consumers are increasingly searching online for information relating to products, and as such, the Resulting Issuer believes that having a strong, robust website, that is optimized for searches is essential to the Resulting Issuer's business. As such, the Resulting Issuer intends to create a customized e-commerce website to promote the sale of its premium brand of truffles, which, subject to market conditions (including, the effects and impact of COVID-19 on the Resulting Issuer's proposed business plans), the Resulting Issuer anticipates that the e-commerce platform will become operational as early as late Q2, 2020. The Resulting Issuer's e-commerce websites is expected to (i) offer for sale, through Smart Shop Retailers, the Resulting Issuer's premium brand of truffles, and (ii) offer for sale through the Resulting Issuer, the Resulting Issuer's branded apparel and proprietary branded accessory products, subject in all cases to applicable laws and all governmental approvals (where required).

Corporate History

- October 8, 2019: Finco is incorporated in the Province of Ontario.
- November 26, 2019: Debtco is incorporated in the Province of Ontario.
- December 20, 2019: Finco completes the Finco First Tranche, for aggregate gross proceeds of $782,469.96.
- February 4, 2020: Finco enters into the Revive Agreement.
- February 7, 2020: Finco completes the Finco Second Tranche, for aggregate gross proceeds of $1,708,703.82.
- March 13, 2020: Finco completes the Finco Third Tranche, for aggregate gross proceeds of $1,470,178.02.
- May 21, 2020: New Added Capital, Finco and Numco 1, and New Added Capital, Debtco and Numco 2, entered into the respective Amalgamation

Agreement, in respect of the Horizontal Amalgamations, whereby (i) Finco will amalgamate with Numco 1 and shareholders of Finco will receive Resulting Issuer Shares in exchange for their Finco Shares, and (ii) Debtco will amalgamate with Numco 2 and shareholders of Debtco will receive Resulting Issuer Shares in exchange for their Debtco Shares, resulting in the shareholders of Finco and Debtco acquiring control of New Added Capital by way of a reverse take-over.

Funds Available

The funds expected to be available to the Resulting Issuer are as set forth below. All currency amounts are stated in Canadian dollars.

Sources	Funds Available
Net Proceeds from the Offering(1)	$3,677,717.92
Existing working capital (deficiency)(2)	$650,578
Fees and expenses of the Amalgamations(2)(3)	$300,000
Net Funds Available	$3,085,411

Notes:

1. Net proceeds raised from the Offering, after deducting $283,633.88 in financing costs.
2. Unaudited estimate as at May 12, 2020.
3. Includes costs and expenditures incurred on account of legal services, auditors' fees, and compliance fees, as well as travel expenses.

Business Objectives and Milestones

The business objectives and milestones of the Resulting Issuer over the next twelve (12) months is to establish and develop the Resulting Issuer's truffles business within the Netherlands. The Resulting Issuer has set the below milestones to achieve this objective. All currency amounts are stated in Euros.

Milestone	Target Date	Estimated Cost
Begin and complete construction of the Facility	**Q2, 2020**	€800,000
Establish additional partnerships with retailers within the Netherlands, to distribute Red Light Holland-branded truffles	**Q2, 2020**	€20,000
Establish additional partnerships with existing producers within the Netherlands, to source the substrate required for the Resulting Issuer's premium brand of truffles	**Q2, 2020**	€36,000
Launch the Resulting Issuer's e-commerce website	**Q2, 2020**	€14,000
Launch the Resulting Issuer's marketing campaign	**Q2, 2020**	€300,000
Unallocated working capital	**N/A**	€1,759,620
Total:		€1,170,000(1)(2)

Notes:

1. Reflects the high end of the estimated range (between €500,000 to €800,000) of the anticipated costs and expenditures associated with the construction of the Facility.
2. Does not reflect anticipated costs and expenditures on account of general corporate and general and administrative expenses for the twelve (12) months following the completion of the Amalgamations (net of cash flow from operations).

Other than as described in this Listing Statement, to the knowledge of the Resulting Issuer, there are no other particular significant events or milestones that must occur for the Resulting Issuer's initial business objectives to be accomplished. However, and in particular given the uncertainty of the immediate and eventual impact of COVID-19 on the Resulting Issuer's proposed business plans and the operations of its industry partners, there can be no guarantee that the Resulting Issuer will meet its business objectives or milestones described above within the specific time periods, within the estimated costs or at all.

In addition, there may be circumstances where, for sound business reasons, a reallocation of funds may be necessary, including due to demands for shifting focus or investment in marketing and business development activities, requirements for accelerating, increasing, reducing, or eliminating initiatives in response to changes in market, regulations and/or developments in research and design, unexpected setbacks, and strategic opportunities, such as partnerships, strategic partners, joint ventures, mergers, acquisitions, and other opportunities. The Resulting Issuer has no other sources of funds and may require additional funds in order to fulfill all of the Resulting Issuer's expenditure requirements and to meet its objectives, in which case the Resulting Issuer expects to either issue additional securities or incur indebtedness. There is no assurance that additional funding required by the Resulting Issuer will be available if required.

Stage of Development of Principal Products

As of the date of this Listing Statement, the Resulting Issuer has not begun operations, and has not generated any revenue from operations. However, management of the Resulting Issuer have invested significant time, and the resources necessary, to develop the business of the Resulting Issuer to the stage necessary, in management's reasonable view, for the Resulting Issuer to execute on its business plans in a timely manner following the Listing Date. Following the Listing Date, and subject to market conditions (including, the effects and impact of COVID-19 on the Resulting Issuer's proposed business plans) and the operations of its industry partners, the Resulting Issuer expects to launch its principal product, its Red Light Holland-branded truffles, within the Netherlands as early as Q2, 2020 and expects to begin to generate a steady stream of revenues from operations as early as mid/late Q3, 2020. The Resulting Issuer intends to target its premium brand of truffles towards the recreational space, towards young professionals, and socially and artistically conscious individuals who are part of the positive counterculture. Until such time as market and regulatory conditions present a viable business opportunity for the expansion of the Resulting Issuer's business, the Resulting Issuer does not intend to engage in the medical truffles industry (whether in the Netherland or elsewhere) or the sale of its premium brand of truffles to end-users outside of the Netherlands.

In order to establish its business operations, the Resulting Issuer intends to leverage the extensive professional network of its management to build working partnerships with (i) existing producers of truffles based in the Netherlands, to source the truffles the Resulting Issuer intends to distribute under its premium brand, and (ii) Smart Shop Retailers, to facilitate the distribution and sale of its premium brand of truffles.

In addition, the Resulting Issuer may consider, and if deemed advisable, engage marketing and brand development firms to roll out the Resulting Issuer's premium brand of truffles across the Netherlands over the course of the next twelve (12) to twenty four (24) months. These marketing and brand development firms, if engaged, are expected to assist the Resulting Issuer to build its brand, increase brand awareness, establish a retail placement strategy, and develop and launch its e-commerce platform. In addition, these marketing and brand development firms, if engaged, will assist the Resulting Issuer to develop positive consumer perception and goodwill and promote the Resulting Issuer's brand and messaging.

Regulatory Overview

The *Opium Act* (*Opiumwe*) (the "**Opium Act**") is the primary drug legislation in the Netherlands. Article 2 and Article 3 of the Opium Act prohibit the possession, production, preparation, processing, selling, delivering, transporting, importing and exporting of any drug or substance listed on the schedules/lists accompanying the Act (together, the "**Opium Act Lists**"), as well as preparations containing one or more of such substances. Article 2 and Article 3 of the Opium Act also prohibit the above-noted activities in respect of a number of plants or parts of plants which are named in the Opium Act Lists.

Under the legislative framework of the Opium Act, and as confirmed by case law from the Supreme Court of the Netherlands (the highest court in the Netherlands), insofar as the Opium Act Lists include certain compounds and preparations but not the organic matter within which those compounds occur naturally, the prohibitions in Article 2 and Article 3 of the Opium Act do not relate to unlisted organic matter (and parts thereof). As of the date of this Listing Statement, the Opium Act Lists expressly name magic mushrooms, as well as psilocin (*psilocine*) and psilocybin (*psilocybine*), both of which are substances that naturally occur within both magic mushrooms and truffles. However, the Opium Act Lists do not expressly name truffles. In light of the legislative framework of the Opium Act, and case law from the Supreme Court of the Netherlands, Article 2 and Article 3 of the Opium Act do not prohibit the cultivation, production, and sale of fresh, unprocessed truffles, provided that (i) the truffles are not subject to further processing that results in the truffles becoming a preparation prohibited under the Opium Act, and (ii) the biomatter that is cultivated, produced, and sold as truffles has not progressed to a stage in growth where the biomatter has transitioned from sclerotia (truffles), to become a magic mushroom (*paddo*).

The Resulting Issuer intends, intends to establish strict growth and cultivation parameters and procedures for its proposed operations in order to comply with the Opium Act, and further, retain qualified staff to ensure compliance with such parameters and procedures. In particular, the Resulting Issuer intends to grow and cultivate its truffles in sealed, airtight bags, a manner currently employed by existing participants in the truffles industry, in order to create a precise, and controlled environment that is unsuitable for the growth of magic mushrooms (and thereby preclude truffles from transitioning to become a magic mushrooms.

Production and Sales

The Resulting Issuer's goal is to produce and package all fresh, unprocessed truffles to be supplied by the Resulting Issuer, at the Facility. However, the Resulting Issuer anticipates that in the early stages of its operations, the Resulting Issuer will need to rely on McSmart, and if and to the extent required, one or more established and duly licensed and qualified producers and packagers within the Netherlands, in order to produce and package truffles to be supplied by the Resulting Issuer. Although management of the Resulting Issuer believe that, as of the date of this Listing Statement, the Resulting Issuer's arrangement with McSmart is sufficient to enable the Resulting Issuer to set up its initial business operations, if and to the extent required, the Resulting Issuer intends to negotiate and enter into additional agreements with one or more established and duly licensed and qualified producers and packagers within the Netherlands, to produce and package truffles to be supplied by the Resulting Issuer.

As of the date of this Listing Statement, truffles in the Netherlands are packaged and sold with basic plastic packaging, which the Resulting Issuer believes to be underwhelming and ineffective to inspire loyalty and confidence amongst consumers. The Resulting Issuer intends to disrupt existing norms on the branding, packaging and marketing of truffles to consumers. In particular, the Resulting Issuer intends to make available its premium brand of truffles in packaging printed with premium branding, which is expected to include certain promotional information, as well as identifying information on the particular strain of the truffles included in the package.

In producing and packaging the fresh, unprocessed truffles to be supplied by the Resulting Issuer, the Resulting Issuer intends to at all times comply with (and, where applicable, take steps to ensure that all industry partners which are producing and packaging truffles to be supplied by the Resulting Issuer comply with) all packaging and labelling requirements imposed by applicable laws. As of the date of this Listing Statement, the Resulting Issuer expects that its Red Light Holland-branded truffles will initially be made available in 7 to 20 gram boxes, to be designed substantially as follows.

* Proposed boxed packaging for Red Light Holland-branded truffles.

Material Lease Terms

On May 4, 2020, Finco entered into a three (3) year lease for approximately 3,000 square feet of commercial space in Horst, the Netherlands (the "**Lease Agreement**") with an independent third party (the "**Landlord**"). The Resulting Issuer intends to use the leased space to grow, produce and store its premium brand of truffles. Pursuant to the Lease Agreement, Finco will pay to the Landlord an annual rent of €16,000, and unless terminated in accordance with its terms, the lease may be renewed and extended upon notice to the Landlord, not later than two months prior to expiration of the applicable term, up to a period of eighteen (18) years. As of the date of this Listing Statement, Finco is in good standing under the Lease Agreement. The Landlord is not a related person of Finco or the Resulting Issuer, as such term is defined pursuant to CSE Policy 1.

Specialized Skills and Knowledge

The Resulting Issuer's directors and officers possess a wide range of professional skills and experience relevant to pursuing and executing on the Resulting Issuer's business strategy. Drawing on significant experience in various industries and sectors, the Resulting Issuer believes management has a demonstrated track record of bringing together all of the key components for a successful truffles company, such as strong technical skills, expertise in planning and financial controls, ability to execute on business development opportunities, and capital markets expertise. The operational skills of the Resulting Issuer's management includes valuable knowledge and ability to analyze demographics and consumer purchasing habits, and tailor product brands and consumer retail experiences based on relevant demographic data.

By leveraging the strengths and experiences of its management team – individuals who possess a wealth of combined knowledge and experience necessary for the growth, mass-production, and distribution of truffles, as well as the marketing and management of its proposed business- the Resulting Issuer intends to, over time, establish itself as a leader in the recreational truffles industry. The Resulting Issuer will continue to build out its team with specialists on an as-needed basis.

Sources of Raw Materials

At the early stages of its business, the Resulting Issuer expects to source the raw materials to establish its operations through McSmart and/or other third party suppliers located in the Netherlands, which raw materials are expected to be, in general, readily available and in adequate supply.

Cyclicalness or Seasonality

The Resulting Issuer's operations are expected to occur within the Facility, and as such, the Resulting Issuer's business is not expected to be cyclical or seasonal.

Renegotiation or Termination

As of the date of this Listing Statement, the Resulting Issuer is not expecting renegotiation or termination of the Revive Agreement, the Letter of Intent, or the Lease Agreement.

Environmental Protection Requirements

As of the date of this Listing Statement, the Resulting Issuer does not expect environmental protection requirements to cause material financial or operational effects.

Employees

As of the date of this Listing Statement, the Resulting Issuer does not employ any full time employees. At the current stage of development, the Resulting Issuer is focused on maintaining a lean corporate structure, utilizing sales agents for client acquisition when possible, and independent contractors and consultants, on an "as needed" basis.

Material Agreements

The Resulting Issuer's business is expected to be significantly dependent on the Letter of Intent (which described in Section 3.1 – *General Development of the Business*) and the Lease Agreement (which is described in Section 4.1 – *General – Material Lease Terms*), and dependent in part on the Revive Agreement (which is described above in Section 3.1 – *General Development of the Business*).

As of the date of this Listing Statement, the Revive Agreement, the Letter of Intent, and the Lease Agreement are all in good standing. The counterparties to each of the foregoing agreements are not a related person of the Resulting Issuer, as such term is defined pursuant to CSE Policy 1.

Competitive Conditions

The Resulting Issuer believes that the Netherlands is an ideal location to establish and operate a vertically integrated truffles company, primarily due to its favourable regulatory regime, and access to a strong and established consumer base for the sale of truffles. The truffles industry within the Netherlands is an established industry that is highly competitive. The market for access to truffles in the Netherlands has created a competitive environment for truffles producers as well as for Smart Shop Retailers.

As a company expected to operate from the Netherlands, the Resulting Issuer expects to face direct competition to attract and retain end-users, and expects to compete with other industry participants that may have greater financial resources and longer operating histories. The chief competitors of the Resulting Issuer's product offerings are expected to be existing producers as well as Smart Shop Retailers. Although reliable data is limited, the Resulting Issuer believes that, as of the date of this Listing Statement, there are at least two (2) major producers of truffles within the Netherlands, and more than one hundred (100) Smart Shop Retailers that offer truffles for sale.

4.2 Asset Backed Securities

The Resulting Issuer does not have any asset-backed securities.

4.3 Mineral Projects

The Resulting Issuer does not have any mineral projects.

4.4 Issuers with Oil and Gas Operations

The Resulting Issuer does not have any oil and gas operations.

5. Selected Consolidated Financial Information

The following Sections 5.1 and 5.2 summarize the annual and quarterly financial information of Added Capital and all of its subsidiaries (including Finco and Debtco, where applicable) on a consolidated basis, in each case for the periods indicated therein.

5.1A Selected Pro Forma Financial Information

The following table summarizes selected pro-forma financial information for the Resulting Issuer (as at April 30, 2020), after giving effect to the Amalgamations as if it had been completed on that date, and should be read in conjunction with the unaudited pro forma financial statements of the Resulting Issuer attached hereto as Schedule "E". All currency amounts are stated in Canadian dollars.

Pro Forma Balance Sheet	**New Added Capital (Dec 31, 2019)**	**Finco (Dec 31, 2019)**	**Debtco (Dec 31, 2019)**
Current Assets	$1,004,855	$2,956,087	$358,680
Total Assets	$1,004,855	$2,956,087	$358,680
Total Liabilities	$3,166,689	$(1,005,265)	-
Shareholders' Equity (deficit)	$(2,687,612)	$3,961,352	$358,680

Pro Forma Balance Sheet	**Resulting Issuer (*Pro Forma*) (Dec 31, 2019)**
Current Assets	$3,735,989
Total Assets	$3,735,989
Total Liabilities	$650,578
Shareholders' Equity (deficit)	$2,259,641

5.1B **Annual Information**

Added Capital

The following table summarizes financial information of Added Capital for the last three (3) completed fiscal years ended March 31, 2019, 2018 and 2017. This summary financial information should only be read in conjunction with Added Capital's audited consolidated financial statements for the fiscal years ended March 31, 2019, 2018 and 2017 and the notes thereto. See "Financial Statements" in Section 25 hereof. Added Capital's financial statements are also available under the Resulting Issuer's SEDAR profile at www.sedar.com.

	Year Ended March 31, 2019 (audited)	**Year Ended March 31, 2018 (audited)**	**Year Ended March 31, 2017 (audited)**
Total Revenues	$10,844	$40,819	$187,497
Net Loss or Gain in total	$(180,041)	$(309,377)	$145,307
Basic and Diluted Loss or Earnings per Share	$(0.01)	$(0.02)	$ 0.01
Total Assets	-	$ 32,200	$13,465
Total Current Liabilities	$2,142,888	$1,995,047	$1,626,935
Cash dividends declared per share	Nil	Nil	Nil

5.2 Quarterly Information

Added Capital

The following tables summarize the financial results for each of Added Capital's eight (8) most recently completed quarters. This financial data has been prepared in accordance with IFRS and all figures are stated in Canadian dollars. See "Financial Statements" in Section 25 hereof for the financial statements of Added Capital for the three-month period ended December 31, 2019.

	December 31, 2019 Q3	**September 30, 2019 Q2**	**June 30, 2019 Q1**	**March 31, 2019 Q4**
Financial results:				
Net (loss) profit for the period	$(8,955)	$(5,000)	$(5,000)	$(6,873)
Basic and Diluted loss per share	$(0.00)	$(0.00)	$(0.00)	$(0.00)
Balance sheet data:				
Cash	$1,004,855	$4,367	-	-
Total assets	$1,004,855	$4,367	-	-
Shareholders' Equity (deficit)	$(2,687,612)	$(2,678,657)	$(2,673,657)	$(2,668,657)
	December 31, 2018 Q3	**September 30, 2018 Q2**	**June 30, 2018 Q1**	**March 31, 2018 Q4**
Financial results:				
Net (loss) profit for the period	$(57,540)	$ (57,117)	$ (58,601)	$(189,562)
Basic and Diluted loss per share	$(0.00)	$(0.00)	$(0.00)	$(0.00)
Balance sheet data:				
Cash	$26	$365	$1,397	$1,286
Total assets	$12,940	$13,279	$14,311	$32,200
Shareholders' Equity (deficit)	$(2,661,874)	$(2,604,334)	$(2,547,217)	$(2,488,616)

5.3 Dividends

On October 9, 2017, Added Capital paid a special dividend of $0.002349081 to holders of record of the issued and outstanding Added Shares as at September 25, 2017, with the aggregate dividends paid being $40,000.

Other than as described above, to date, Finco, Debtco, and Added Capital have not paid any dividends on the Finco Shares, the Debtco Shares or the Added Shares. The Resulting Issuer anticipates that, for the foreseeable future, it will retain future earnings and other cash resources for the operation and development of its business. Payment of any future dividends will be at the discretion of the Resulting Issuer's board of directors (the "**Resulting Issuer Board**"), after taking into account various factors, including the Resulting Issuer's operating results, financial condition, and current and anticipated cash needs.

5.4 Foreign GAAP

Not applicable. Added Capital's financial statements are not prepared using foreign GAAP.

6. Management's Discussion and Analysis

(a) Annual MD&A

Added Capital

Added Capital's annual MD&A for its most recent fiscal year ended March 31, 2019 is attached to this Listing Statement as Schedule "B".

(b) Interim MD&A

Added Capital

Added Capital's MD&A for its most recent interim period ended December 31, 2019 is attached to this Listing Statement as Schedule "D".

7. Market for Securities

As of the date of this Listing Statement, the Resulting Issuer has received the conditional approval of the CSE to list the Resulting Issuer Shares on the CSE, and provided that the Resulting Issuer satisfies all customary listing conditions of the CSE, the Resulting Issuer Shares are expected to commence trading on the CSE as early as May 28, 2020.

8. Consolidated Capitalization

The outstanding capital of the Resulting Issuer consists of:

(a) 193,855,865 Resulting Issuer Shares; and

(b) 4,816,802 Resulting Issuer Finder Compensation Warrants.

9. Options to Purchase Securities

Added Capital's shareholders approved the implementation of its stock option plan (the "**Stock Option Plan**") at Added Capital's annual shareholder meeting held on September 26, 2014. The Stock Option Plan provides that a maximum of 10% of the Resulting Issuer Shares issued and outstanding from time to time may be issued under the Stock Option Plan. The Stock Option Plan was established to provide incentive to qualified parties to increase their proprietary interest in the Resulting Issuer and thereby encourage their continuing association with the Resulting Issuer. Management proposes stock option grants to the Resulting Issuer Board based on such criteria as performance, previous grants, and hiring incentives.

The Stock Option Plan is administered by the Resulting Issuer Board, which has full and final authority with respect to the granting of all options thereunder. Options may be granted under the Stock Option Plan to certain qualified parties, such as directors, senior officers, employees and consultants of the Resulting Issuer or its subsidiaries. The exercise prices will be determined by the Resulting Issuer Board, provided that it is not less than such minimum price as is permitted by the policies of any stock exchange on which the Resulting Issuer Shares may be listed. All options granted under the Stock Option Plan will expire not later than the date that is five (5) years from the date that such options are granted. Options granted under the Stock Option Plan are not transferable or assignable other than by testamentary instrument or pursuant to the laws of succession.

Upon completion of the Horizontal Amalgamations, all unexercised Added Options immediately prior to the Horizontal Amalgamations automatically adjusted in accordance with their terms such that, following the completion of the Amalgamations, each Added Option entitles the holder thereof to acquire, upon exercise, one (1) Resulting Issuer Share, on the same terms as the Added Options.

As of the date of this Listing Statement, there are no Resulting Issuer Options issued and outstanding.

10. Description of the Securities

10.1 Description of the Securities

The Resulting Issuer's authorized share capital consists of an unlimited number of Resulting Issuer Shares. Immediately following completion of the Amalgamations, there were an aggregate of 193,855,865 Resulting Issuer Shares issued and outstanding.

Except as otherwise prescribed by the OBCA, at a meeting of shareholders of the Resulting Issuer, each Resulting Issuer Share entitles the holder thereof to one (1) vote in respect of each Resulting Issuer Share held at such meetings. The holders of Resulting Issuer Shares are entitled to receive dividends if, as and when declared by the Resulting Issuer Board. In the event of liquidation, dissolution or winding-up of the Resulting Issuer, the holders of the Resulting Issuer Shares are entitled to share rateably in any distribution of the property or assets of the Resulting Issuer.

There are no pre-emptive rights, no conversion or exchange rights, no redemption, retraction, purchase for cancellation or surrender provisions. There are no sinking or purchase fund provisions, no provisions permitting or restricting the issuance of additional securities or any other material restrictions, and there are no provisions, which are capable of requiring a security holder to contribute additional capital.

Miscellaneous Securities Provisions

None of the matters set out in Sections 10.2 to 10.6 of CSE Form 2A are applicable to the share structure of the Resulting Issuer.

10.7 Prior Sales of Common Shares

Added Capital

No Added Shares were issued during within the last twelve (12) months before the date of this Listing Statement.

Finco

The following table sets forth the issuances of Subscription Receipts within the last twelve (12) months before the date of this Listing Statement.

Date Issued	Number of Securities	Issue Price per Security	Value Received
December 20, 2019	13,041,166(1)	$0.06	$782,496.96
February 7, 2020	28,478,397(1)	$0.06	$1,708,703.82
March 13, 2020	24,502,967(1)	$0.06	$1,470,178.02

Notes:

1. Each Subscription Receipt entitled the holder thereof to receive, without any further action on the part sof the holder and for no additional consideration, one (1) Finco Share.

Debtco

The following table sets forth the issuances of Debtco Shares within the last twelve (12) months before the date of this Listing Statement.

Date Issued	Number of Securities	Issue Price per Security	Value Received
January 2020	39,312,502(1)	$0.005	Debt Settlement
January 2020	65,714,617(2)	$0.02	Debt Settlement
January 2020	2,916,666	$0.005	$14,583.33
January 2020	17,204,821	$0.02	$344,096.41

Notes:

1. Represents Debtco Shares issued as part of the Debt Conversion, in settlement of an aggregate of $196,562.51 in debt.
2. Represents Debtco Shares issued as part of the Debt Conversion, in settlement of an aggregate of $1,314,292.34 in debt.

10.8 Stock Exchange Price

The Added Shares were listed and posted for trading on the TSXV, with its last ticker symbol being "AAD". In May 2019, following receipt of the requisite shareholder approval, Added Capital voluntarily applied to the TSXV and received approval to delist the Added Shares from the TSXV, and, effective May 23, 2019, the Added Shares were delisted from the TSXV. The Added Shares remain unlisted. Added Capital intends to obtain approval from the CSE to list the Resulting Issuer Shares on the CSE under the symbol "TRIP".

The last trading price of the Added Shares on TSXV prior to the delisting was $0.025 per Added Share.

11. Escrowed Securities

As at the date of this Listing Statement, none of the Added Shares or other securities of Added Capital are held in escrow.

Upon listing of the Resulting Issuer Shares on the CSE, securities held by "Principals" of the Resulting Issuer will be held in escrow, as required under the policies of the CSE. For the purposes of this section, "Principals" means the (i) directors and senior officers of the Resulting Issuer or any material operating subsidiary, (ii) Promoters of the Resulting Issuer during the two (2) years preceding the Amalgamations, (iii) holders of more than 10% of the outstanding Resulting Issuer Shares who also have a right to elect or appoint a director or senior officer of the Resulting Issuer or a material operating subsidiary, (iv) holders of more than 20% of the outstanding Resulting Issuer Shares, (v) companies, trusts, partnerships or other entities held more than 50% by one or more of the foregoing, and (vi) spouses or other relatives that live at the same address as any of the foregoing. The securities will be held in escrow by TSX Trust Company, as escrow agent and depositary pursuant an escrow agreement dated May 22, 2020 (the "**Escrow Agreement**"). 10% of such securities held in escrow will be released from escrow on the date the Resulting Issuer Shares are listed on the CSE, and 15% every six (6) months thereafter, subject to acceleration provisions provided for in National Policy 46-201 – *Escrow for Initial Public Offerings*.

The following table sets forth details of the securities of the Resulting Issuer to be held in escrow following the listing of the Resulting Issuer Shares on the CSE:

Name of Holder	Designation of Class	Number of Shares	% of Outstanding Shares
Todd Shapiro	Resulting Issuer Shares	9,625,000	4.99%
Ann Barnes(1)	Resulting Issuer Shares	4,333,333	2.25%

Notes:

1. Includes (i) 3,333,333 Resulting Issuer Shares held of record by Ms. Barned, and (ii) 1,000,000 Resulting Issuer Shares beneficially owned by Ms. Barned and held of record by Eade Corporation, a corporation controlled by Ms. Barnes.

The securities of the Resulting Issuer to be held in escrow are scheduled to be released according to the following schedule:

Date	**Number of Escrowed Securities Released**
Upon Listing on the Exchange	10%
6 months from date of Listing on the Exchange	15%
12 months from date of Listing on the Exchange	15%
18 months from date of Listing on the Exchange	15%
24 months from date of Listing on the Exchange	15%
30 months from date of Listing on the Exchange	15%
36 months from date of Listing on the Exchange	15%

12. Principal Shareholders

Resulting Issuer

To the knowledge of the directors and senior officers of the Resulting Issuer, upon completion of the Amalgamations, no person or company beneficially owned, directly or indirectly, or exercised control or direction over, Resulting Issuer Shares carrying more than 10% of the voting rights attached to all outstanding Resulting Issuer Shares.

13 Directors and Officers

13.1 Directors and Officers of the Resulting Issuer

The Resulting Issuer’s management team is experienced in matters relating to the Resulting Issuer’s business, and possess the necessary skill sets to implement its business plan. Further, the Resulting Issuer’s management team, acting on the advice of legal, financial and other professional advisors, has the requisite knowledge of capital markets, mergers and acquisitions, and raising capital. The Resulting Issuer intends to, from time to time, add to its management team people with significant experience and skills in marketing and regulatory matters to help the Resulting Issuer become a leader in the recreational truffles industry.

The following table sets out the names, municipalities of residence of the proposed directors and officers of the Resulting Issuer, the number of voting securities of the Resulting Issuer beneficially owned, directly or indirectly, or over which they exercise control or direction, the offices they will hold in the Resulting Issuer, and the principal occupation of the proposed directors and senior officers during the past five (5) years.

Name & Municipality of Residence and Position[(1)]	Principal Occupation for Past Five Years	Director or Officer of the Resulting Issuer Since	Number and Percentage of Resulting Issuer Shares Owned
Todd Shapiro[(3)], *Chief Executive Officer, Director and Chairman* Toronto, Ontario	Broadcaster, radio host, and media personality. Host of the "Todd Shapiro Show" on SiriusXM channel 168. Director of Graph Blockchain Inc.	May 22, 2020	9,625,000 (4.99%)
Kyle Appleby, *Chief Financial Officer* Toronto, Ontario	Senior Officer of various public enterprises (including Nuinsco Resources Limited, Cadillac Ventures Inc., Nurcapital Corporation Ltd., and DigiCrypts Blockchain Solutions Inc.) and Director of Captor Capital Corp.	May 22, 2020	500,000 (0.26%)
Hans Derix, *President* Horst, Netherlands	Founder and Director, Sensum (a drug and alcohol rehab service based in Asia)	May 22, 2020	NIL
Lowell Kamin[(2)] [(3)], *Director* Toronto, Ontario	Managing Partner of Kamin Consulting Corp. and a Director of Research Equity Sales, Merrill Lynch	May 22, 2020	833,336 (0.43%)
Binyomin Posen[(2)] [(3)], *Director* Toronto, Ontario	Senior Analyst at Plaza Capital. CEO and CFO of Jiminex Inc. Director, CEO and CFO of Shane Resources Inc.	March 14, 2019	166,667 (0.09%)
Ann Barnes[(2)], *Director* Toronto, Ontario	Chief Executive Officer of Edica Group (o/a Edica Naturals) and Director and Chair of HR Committee, of Earth Alive Clean Technologies	May 22, 2020	4,333,333[(4)] (2.25%)

Notes:

1. Each director and officer of the Resulting Issuer will devote such time as may from time be necessary in order to perform the work required in connection with acting in their capacity as a director or officer of the Resulting Issuer.
2. Proposed member of the Audit Committee.

3. Proposed member of the Compensation and Governance Committee.
4. Includes (i) 3,333,333 Resulting Issuer Shares held of record by Ms. Barnes, and (ii) 1,000,000 Resulting Issuer Shares beneficially owned by Ms. Barnes and held of record by Eade Corporation, a corporation controlled by Ms. Barnes.

A brief description of the biographies for all of the proposed officers and directors of the Resulting Issuer is set out below, in Section 13.10 - *Management*.

13.2 Period of Service of Directors

Information on the period of service of directors is contained in the table in Section 13.1 – *Directors and Executive Officers*.

13.3 Directors and Executive Officers Common Share Ownership

Following completion of the Amalgamations, the directors and senior officers of the Resulting Issuer as a group, directly or indirectly, beneficially owned or exercised control or director over 15,458,336 Resulting Issuer Shares, representing approximately 8.02% of the issued and outstanding Resulting Issuer Shares.

13.4 Committees

The Resulting Issuer has two committees: the Audit Committee, and the compensation and governance committee (the "**Compensation and Governance Committee**").

The Audit Committee

The Audit Committee's role is to assist the Resulting Issuer Board in fulfilling its financial oversight responsibilities. The Audit Committee will review and consider, in consultation with the auditors, the financial reporting process, the system of internal control, and the audit process. In performing its duties, the Audit Committee will maintain effective working relationships with the Resulting Issuer Board, management, and the external auditors.

The Audit Committee is expected to be comprised of three (3) directors: Ann Barnes, Lowell Kamin, and Binyomin Posen, each of whom is a director and financially literate in accordance with Section 1.6 of National Instrument 52-110 – *Audit Committees* ("**NI 52-110**"). Each member of the Audit Committee is considered independent within the meaning of NI 52-110, as they will be independent of management and free from any material relationship with the Resulting Issuer. A brief description of the biographies for each member of the Audit Committee is set out below, in Section 13.10 - *Management*.

Exemptions Relied Upon

The Resulting Issuer is a "venture issuer" within the meaning of NI 52-110, and as such, is relying on the exemptions provided for in Section 6.1 of NI 52-110 in respect of the composition of its Audit Committee and in respect of certain of its reporting obligations under NI 52-110. In particular, the Resulting Issuer is relying on the exemption in section 6.1 of NI 52-110 relating to Parts 3 (*Composition of the Audit Committee*) and 5 (*Reporting Obligations*) of NI 52-110.

The Compensation and Governance Committee

The Compensation and Governance Committee's role is to assist the Resulting Issuer Board in discharging its responsibilities with respect to identifying individuals qualified to become new board members, setting director and senior executive compensation, and assessing and making recommendations to the regarding certain compensation related and governance matters as delegated by the Resulting Issuer Board.

The Compensation and Governance Committee determines the compensation for NEOs based on various factors, including, their skill, qualifications, experience level, level of responsibility involved in their position, the existing stage of development of the Resulting Issuer, the Resulting Issuer's resources, industry practice and regulatory guidelines regarding executive compensation levels. The Compensation and Governance Committee is comprised of Todd Shapiro, Lowell Kamin, and Binyomin Posen, each of whom has the requisite business management experience, to provide them with an understanding of the factors required in evaluating executive compensation.

Each year, the Compensation and Governance Committee and the Resulting Issuer Board will review the base salaries of all executive officers to determine whether adjustments are appropriate to bring their salaries to a competitive level and to reflect their responsibilities as executives of a public corporation. In conducting this review, the Resulting Issuer Board will consider comparative data for executives having similar responsibilities in competitive organizations, taking into account size, location and appropriate differentiating factors. Given the limited number of public entities having businesses similar to the Resulting Issuer's business, comparisons are expected to be made to junior public issuers generally. No specific junior public issuers are expected to be used on an ongoing basis for the purpose of these comparisons.

13.5 Principal Occupation of Directors and Officers

Information on directors and executive officers' principal occupation is contained in the table in Section 13.1- *Directors and Executive Officers*.

13.6 Corporate Cease Trade Orders or Bankruptcies

None of the proposed directors or officers of the Resulting Issuer or any of their personal holding companies:

(a) is, as at the date of this Listing Statement, or has been, within ten (10) years before the date of this Listing Statement, a director, chief executive officer or chief financial officer of any company, that:

- was subject to a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days while that person was acting in the capacity as director, chief executive officer or chief financial officer; or

- was subject to a cease trade or similar order or an order that denied the company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the person ceased to be a director, chief executive officer or chief financial officer of the company and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer; or

(b) is as at the date of this Listing Statement or has been within the 10 years before the date of this Listing Statement, a director or executive officer of any company, that while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

13.7 Penalties or Sanctions

No proposed director, officer, or Promoter of the Resulting Issuer, or any shareholder anticipated to hold a sufficient amount of securities of the Resulting Issuer to materially affect control of the Resulting Issuer, has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority or has been subject to any other penalties or sanctions imposed by a court or regulatory body or self-regulatory authority that would be likely to be considered important to a reasonable investor making an investment decision.

13.8 Personal Bankruptcies

No proposed director, officer or Promoter of the Resulting Issuer, or a shareholder anticipated to hold a sufficient amount of securities of the Resulting Issuer to affect materially the control of the Resulting Issuer, or a personal holding company of any such persons, has, within the 10 years preceding the date of this Listing Statement, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of that person.

13.9 Conflicts of Interest

The Resulting Issuer Board is required by law to act honestly and in good faith with a view to the best interests of the Resulting Issuer and to disclose any interests which they may have in any project or opportunity of the Resulting Issuer. If a conflict arises, any director in a conflict will disclose his interest and abstain from voting on such matter at a meeting of the Resulting Issuer Board.

To the best of the Resulting Issuer's knowledge, and other than as disclosed herein, there are no existing or potential conflicts of interest among the Resulting Issuer, its Promoters, directors, officers or other members of management of the Resulting Issuer. However, certain of the directors, officers, Promoters and other members of management serve as directors, officers, Promoters and members of management of other public companies and therefore it is possible that a conflict may arise between their duties as a director, officer, Promoter or member of management of such other companies and their duties as a Director, officer, Promoter or member of management of the Resulting Issuer.

The directors and officers of the Resulting Issuer are aware of the existence of laws governing accountability of directors and officers for corporate opportunity and requiring disclosure by directors of conflicts of interest and the Resulting Issuer will rely upon such laws in respect of any directors' and officers' conflicts of interest or in respect of any breaches of duty to any of its directors and officers.

13.10 **Management**

A brief description of the biographies for all of the proposed officers and directors of the Resulting Issuer is set out below. Given the early stage of development of the Resulting Issuer's business, the Resulting Issuer intends to maintain a lean corporate structure, and utilize sales agents for client acquisition when possible.

Todd Shapiro, Age 46, Director, Chairman, and Chief Executive Officer – Mr. Shapiro is a top rated Sirius-XM radio show host and a seasoned marketing entrepreneur with over twenty (20) years of experience. He is presently a consultant, assisting with brand strategy and investor relations for several public companies, such as Halo Labs Inc., Namaste Technologies, and Enthusiast Gaming Inc. Mr. Shapiro is one of North America's most creative brand ambassadors, having worked with recognized brand name companies such as Canopy Growth Corporation, Samsung Electronics Co., and Canada Goose Holdings Inc. He is an Honorary Chair of the Road Hockey to Conquer Cancer, the Princess Margaret Cancer Foundation, and is a dedicated supporter of the Centre for Addiction and Mental Health and the Polar Bear Foundation.

Mr. Shapiro will devote such time as may from time be necessary in order to perform the work required in connection with acting in his capacity as Director and Chief Executive Officer of the Resulting Issuer, which currently is estimated to be approximately 85% of his time.

Kyle Appleby, Age 45, Chief Financial Officer - Mr. Appleby is a Chartered Professional Accountant with extensive finance, accounting, audit and compliance experience in diverse industries, including, among others, the technology, telecom, bitcoin mining, junior mining, investment funds, and food industries. Mr. Appleby has a marked ability to improve operations, impact growth, maximize profits and meet tight deadlines. He has experience in management, working with board of directors, banks, lawyers, auditors and various regulatory bodies and has worked with over twenty (20) public companies across a variety of exchanges, including the

TSXV, the CSE, the Alternative Investment Market (a sub-market of the London Stock Exchange) and the OTC Markets.

Mr. Appleby will devote such time as may from time be necessary in order to perform the work required in connection with acting in his capacity as Chief Financial Officer of the Resulting Issuer, which currently is estimated to be approximately 35% of his time.

Hans Derix, Age 52, President – Mr. Derix is a certified Substance Abuse Therapist (APCB) and member of the Association of Addiction Professionals (NAADAC) with over a decade of experience in the field of addiction treatment. He is the founder and managing director of Sensum, Asia’s first and only addiction treatment provider specialized in round-the-clock, one-on-one, in-home rehab services. As a founding member of The New Life Foundation and former, senior member of Asia’s largest rehab center - The Cabin- Mr. Derix has been instrumental in promoting third wave, mindfulness based therapies to the field of addiction recovery in Asia. He recognizes, and is a proponent, of the potential of natural remedies, including truffles, in treating individuals suffering from mental health disorders such as addiction. He is a strong advocate of further, clinical research on truffles.

Mr. Derix will devote such time as may from time be necessary in order to perform the work required in connection with acting in his capacity as Chief Operating Officer of the Resulting Issuer, which currently is estimated to be approximately 35% of his time.

Lowell Kamin, Age 44, Director – Mr. Kamin has over 30 years of combined experience in the financial services and real estate sectors, which has equipped him with in-depth knowledge of capital markets, asset management, and investment banking. Between 1994 and 2014, Mr. Kamin held several senior roles with various brokerages and investment banks, such as Scotia McLeod (1994 to 2000), Scotia Capital (2000 to 2009) and the Bank of America, Merrill Lynch (2009 - 2014). In the last five years, Mr. Kamin has been engaged on consulting projects for Firm Capital Corporation, Bristol Gate Capital Partners, and has built a sizeable, tax effective income portfolio for single family offices focused on mortgage investment corporations and real estate investment trusts.

Mr. Kamin is a proposed member of the Audit Committee. Mr. Kamin will devote such time as may from time be necessary in order to perform the work required in connection with acting in his capacity as a Director of the Resulting Issuer, which currently is estimated to be approximately 20% of his time.

Binyomin Posen, Age 27, Director - Mr. Posen is a Senior Analyst at Plaza Capital Limited, where he focuses on corporate finance, capital markets and helping companies to go public. After three and a half years of studies overseas, he returned to complete his baccalaureate degree in Toronto, Ontario. Upon graduating (on the Dean’s List) Mr. Posen began his career as an analyst at a Toronto boutique investment bank where his role consisted of raising funds for initial public offerings and reverse takeover transactions, business development for portfolio companies and client relations. He is currently a director and senior officer at Agau Resources

Inc., a director and senior officer at Shane Resources Ltd., a director of The Hash Corporation (formerly Senternet Phi Gamma Inc.), and a director of High Tide Inc.

Mr. Posen is a proposed member of the Audit Committee. Mr. Posen will devote such time as may from time be necessary in order to perform the work required in connection with acting in his capacity as a Director of the Resulting Issuer, which currently is estimated to be approximately 20% of his time.

Ann Barnes, *Age 51*, *Director* – Ms. Barnes has over a decade of combined managerial experience, spanning across the health and nutrition, and cannabis industries. Ms. Barnes is presently the Chief Executive Officer of Edica Group Inc. (carrying on business as Edica Naturals), a plant-based supplement company, a position she has held since September 2015. Prior to her role with Edica Group Inc., she served as the Chief Executive Officer of Mum's Original Inc., a plant-based health food company, from January 2012 to September 2015. Ms. Barnes is current Director and Chair, Human Resource Committee, of Earth Alive Clean Technologies, a position she has held since October 2018. Prior to that, between April 2013 to October 2017, she served as the Chairman of Peace Naturals Project Inc., a licensed cannabis producer. Ms. Barnes holds a Honours B.A. from York University (Political Science and Economics) and a Law Degree (LL.B) from Windsor University.

Ms. Barned is a proposed member of the Audit Committee. Ms. Barnes will devote such time as may from time be necessary in order to perform the work required in connection with acting in her capacity as a Director of the Resulting Issuer, which currently is estimated to be approximately 20% of her time.

14. Capitalization

14.1 Securities Classes

Issued Capital

	Number of Securities (non-diluted)	**Number of Securities (fully-diluted)**	**% of Issued (non-diluted)**	**% of Issued (fully diluted)**
Public Float				
Total outstanding (A)	193,855,865	197,672,667	100%	100%
Held by related persons or employees of the Resulting Issuer or related person of the Resulting Issuer, or by persons or companies who beneficially own or control, directly or indirectly, more than a 5% voting position in the Resulting Issuer (or who would beneficially own or control, directly or indirectly, more than a 5% voting position in the Resulting Issuer upon exercise or conversion of other securities held) (B)	15,458,336	15,458,336	7.97%	7.78%
Total Public Float (A-B)	178,397,529	183,214,331	92.03%	92.22%
Freely-Tradeable Float				
Number of outstanding securities subject to resale restrictions, including restrictions imposed by pooling or other arrangements or in a shareholder agreement and securities held by control block holders (C)	13,958,333(1)	13,958,333(1)	7.20%	7.03%
Total Tradeable Float (A-C)	179,897,532	184,714,334	92.80%	92.97%

Note:

(1) See *Section 11 – Escrowed Securities*. Upon the Listing Date, 1,395,833 Resulting Issuer Shares held in escrow or subject to resale restrictions will be released immediately and the remaining 12,562,500 Resulting Issuer Shares will be subject to escrow or resale restrictions.

Public Security holders (Registered)

Class of Security: Resulting Issuer Shares

Size of Holding	Number of holders	Total number of securities
1 - 99 securities	56	190
100 – 499 securities	3	530
500 – 999 securities	NIL	NIL
1,000 – 1,999 securities	2	2,500
2,000 – 2,999 securities	1	2,500
3,000 – 3,999 securities	NIL	NIL
4,000 – 4,999 securities	NIL	NIL
5,000 or more securities	141	193,850,085
Total:	203	193,850,085

Public Security holders (Beneficial)

Class of Security: Resulting Issuer Shares

Size of Holding	Number of holders	Total number of securities
1 - 99 securities	90	860
100 – 499 securities	21	5,996
500 – 999 securities	10	5,467
1,000 – 1,999 securities	14	17,828
2,000 – 2,999 securities	17	36,135
3,000 – 3,999 securities	1	3,000
4,000 – 4,999 securities	1	4,075
5,000 or more securities	17	2,408,412(1)
Unable to confirm	Unable to confirm(2)	191,368,312
Total:	171	193,850,085

(1) Excludes 15,458,336 Resulting Issuer Shares over which the directors and senior officers of the Resulting Issuer as a group, beneficially own or exercise control or director over.

(2) Shares are held by an unknown number of participants (intermediaries) through CDS & Co., the Canadian depository for securities.

Non-Public Security holders (Registered)

Class of Security: Resulting Issuer Shares

Size of Holding	Number of holders	Total number of securities
1 - 99 securities	NIL	NIL
100 – 499 securities	NIL	NIL
500 – 999 securities	NIL	NIL
1,000 – 1,999 securities	NIL	NIL
2,000 – 2,999 securities	NIL	NIL
3,000 – 3,999 securities	NIL	NIL
4,000 – 4,999 securities	NIL	NIL
5,000 or more securities	5	15,458,336
Total:	**5**	**15,458,336**

14.2 Convertible / Exchangeable Securities

The following table sets out information with respect to securities outstanding that are convertible or exchangeable into Resulting Issuer Shares:

Description of Security (include conversion / exercise terms, including conversion / exercise price)	Number of convertible / exchangeable securities outstanding	Number of listed securities issuable upon conversion / exercise
Resulting Issuer Compensation Warrants[(1)]	4,816,802	4,816,802

(1) The Resulting Issuer Compensation Warrants are exercisable at an exercise price of $0.06 per Resulting Issuer Share and expiring twenty four (24) months from the date of issuance.

14.3 Other Listed Securities

There are no listed securities reserved for issuance that are not included in Section 14.2.

15. Executive Compensation

The following table sets forth the anticipated compensation to be paid or awarded to the directors and the following executive officers of the Resulting Issuer: (i) the Chief Executive Officer and (ii) the Chief Financial Officer.

Table of Compensation Excluding Compensation Securities							
Name & position	**Year**	**Salary, Consulting Fee, Retainer or Commission ($)**	**Bonus ($)**	**Committee or meeting fees ($)**	**Value of Perquisites ($)**	**Value of all other compensation ($)**	**Total compensation ($)**
Todd Shapiro, *Chief Executive Officer, Director & Chairman*	2020	$96,000	Nil	Nil	Nil	Nil	$96,000
Kyle Appleby, *Chief Financial Officer*	2020	$36,000	Nil	Nil	Nil	Nil	$36,000
Hans Derix, *President*	2020	$84,000	Nil	Nil	Nil	Nil	$84,000
Lowell Kamin, *Director*	2020	Nil	Nil	Nil	Nil	Nil	Nil
Binyomin Posen, *Director*	2020	Nil	Nil	Nil	Nil	Nil	Nil
Ann Barnes, *Director*	2020	Nil	Nil	Nil	Nil	Nil	Nil

Compensation Discussion and Analysis

The purpose of this Compensation Discussion and Analysis is to provide information about the Resulting Issuer's executive compensation objectives and processes and to discuss compensation decisions relating to its NEOs.

The Resulting Issuer has in place the Compensation and Governance Committee. All tasks related to developing and monitoring the Resulting Issuer's approach to the compensation of NEOs are performed by members of the Compensation and Governance Committee. The compensation of the NEOs and the Resulting Issuer's employees is reviewed, recommended and approved by the Resulting Issuer Board, acting on the advice of the Compensation and Governance Committee, without reference to any specific formula or criteria. However, the Resulting Issuer reviews compensation programs of companies in its peer group to ensure that executive compensation is within the parameters of companies of a similar size and in the same industry.

The Resulting Issuer's current compensation program is comprised of a base salary, long term incentives under the Stock Option Plan, and in special circumstances, short term incentives (discretionary bonuses). The compensation program is intended to reward executive officers on the basis of individual performance and achievement of corporate objectives, both in the short term and the long term. Each element of executive compensation is carefully considered by the Resulting Issuer Board to ensure that there is the right mix of short-term and long-term incentives for the purposes of achieving the Resulting Issuer's goals and objectives. In determining executive compensation, the Resulting Issuer Board considers the Resulting Issuer's financial circumstances at the time decisions are made regarding executive compensation, and also the anticipated financial situation of the Resulting Issuer in the mid and long-term.

At this time, the Resulting Issuer has not established any benchmark or performance goals that the NEOs must achieve in order to maintain their respective positions as NEOs with the Resulting Issuer. However, the NEOs are expected to carry out their duties in an effective and efficient manner and to advance the business objectives of the Resulting Issuer. If the Resulting Issuer Board, acting on the advice of the Compensation and Governance Committee, determines that these duties are not being met, the Resulting Issuer Board has the ability to replace such NEOs in its discretion.

The following executive compensation principles guide the Resulting Issuer Board in fulfilling its roles and responsibilities in the design and ongoing administration of the Resulting Issuer's executive compensation program:

- The compensation program is intended to attract, motivate, reward and retain the management talent needed to achieve the Resulting Issuer's business objectives of improving overall corporate performance and creating long-term value for the shareholders. To that end, compensation levels and opportunities must be market competitive while also being fair and reasonable to shareholders.

- Compensation must strike an appropriate balance between short and long-term rewards and incentives without motivating the executive officers to take unnecessary or excessive risk.

- The Compensation program must align executives' long-term financial interests with those of shareholders by providing equity-based incentives.

Base Salary

Base salaries and discretionary bonuses primarily reward recent performance and incentive stock options encourage NEOs to continue to deliver results over a longer period of time and serve as a retention tool.

The base salary of each executive officer is determined by the Resulting Issuer Board based on an assessment by the Resulting Issuer Board of his or her sustained performance, consideration of competitive compensation, the level of responsibility and experience of the individual, the relative importance of the position to the

Resulting Issuer, and the professional qualifications of the individual. A final determination is made by the Resulting Issuer Board in its sole discretion and its knowledge of the industry and geographic location which the Resulting Issuer operates.

The NEOs' performances and salaries are to be reviewed periodically to ensure that they properly reflect a balance of market conditions, the levels of responsibilities and accountability of each individual, their unique experience, skills and capability and level of sustained performance. Increases in salary are to be evaluated on an individual basis and are performance based. The amount and award of bonuses to key executives and senior management is discretionary, depending on, among other factors, the financial performance of the Resulting Issuer and the position of a participant.

Option Based Awards

The purpose of the Stock Option Plan is to assist the Resulting Issuer in attracting, retaining and motivating directors, officer, employees, and consultants of the Resulting Issuer and its subsidiaries and to closely align the personal interests of such service providers with the interests of the Resulting Issuer and its shareholders.

The Stock Option Plan provides that a maximum of 10% of the Resulting Issuer Shares issued and outstanding from time to time may be issued under the Stock Option Plan. The Stock Option Plan is administered by the Resulting Issuer Board.

Termination and Change of Control Benefits

As of the date of this Listing Statement, the Resulting Issuer does not have any employment agreements nor any compensatory plans or arrangements with respect to the NEOs that results, or will result, in the payment of amounts or benefits due to the resignation, retirement or any other termination of employment of such NEO's employment or engagement with the Resulting Issuer, a change of control of the Resulting Issuer, or a change in the NEO's responsibilities following a change of control.

Incentive & Pension Plan Awards

As of the date of this Listing Statement, the Resulting Issuer does not have any equity based incentive plans, or any deferred compensation plan or pension plan that provides for payments or benefits at, following or in connection with the retirement of its NEOs.

16. Indebtedness of Directors and Executive Officers

No director or officer of the Resulting Issuer, or person who acted in such capacity in the last financial year, or any other individual who at any time during the most recently completed financial year of the Resulting Issuer was a director of the Resulting Issuer or any associate of the Resulting Issuer, is indebted to the Resulting Issuer, nor is any indebtedness of any such person to another entity the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Resulting Issuer.

No director or officer of Finco, or person who acted in such capacity in the last financial year, or any other individual who at any time during the most recently completed financial year of Finco was a director of Finco or any associate of Finco, is indebted to Finco, nor is any indebtedness of any such person to another entity the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by Finco.

17. Risk Factors

The Resulting Issuer Shares should be considered highly speculative due to the nature of the Resulting Issuer's proposed business and the present stage of its development. In evaluating the Resulting Issuer and its new business, investors should carefully consider the following risk factors, in addition to the other information contained in this Listing Statement. These risk factors are not a definitive list of all risk factors associated with an investment in the Resulting Issuer or in connection with the Resulting Issuer's operations.

Additional risks and uncertainties that the Resulting Issuer is unaware of, or that the Resulting Issuer currently deems not to be material, may also become important factors that affect the Resulting Issuer. If any such risks actually occur, the Resulting Issuer's business, financial condition or results of operations could be materially adversely affected.

The Resulting Issuer's actual operating results may be very different from those expected as at the date of this Listing Statement.

Risks Pertaining to Changing Laws and Regulations

Regulatory risks

Successful execution of the Resulting Issuer's strategy is contingent, in part, upon compliance with regulatory requirements from time to time enacted by governmental authorities and obtaining all regulatory approvals, where necessary, for the sale of its premium brand of truffles and future products. The truffles industry is a fairly new industry and the Resulting Issuer cannot predict the impact of the ever-evolving compliance regime in respect of this industry. Similarly, the Resulting Issuer cannot predict the time required to secure all appropriate regulatory approvals for its premium brand of truffles and future products, or the extent of testing and documentation that may, from time to time, be required by governmental authorities. The impact of compliance regimes, any delays in obtaining, or failure to obtain regulatory approvals may significantly delay or impact the development of markets, its business and products, and sales initiatives and could have a material adverse effect on the business, financial condition and operating results of the Resulting Issuer.

The Resulting Issuer will incur ongoing costs and obligations related to regulatory compliance. Failure to comply with regulations may result in additional costs for corrective measures, penalties or result in restrictions on the Resulting Issuer's operations. In addition, changes in regulations, more vigorous enforcement thereof or other unanticipated events could require extensive changes to the Resulting Issuer's operations, increased compliance costs or give rise to material liabilities, which could have a material adverse effect on the business, financial condition and operating results of the Resulting Issuer.

Risks Related to the Resulting Issuer's Business and Industry

Early Stage of the Industry and Growth

The truffles industry is in a nascent stage. Unforeseen and unanticipated changes in, or introduction of, laws and regulations in the Netherlands and jurisdictions within which the Resulting Issuer may from time to time be engaged in could have a material adverse effect on the Resulting Issuer's ability to successfully establish its business and market its premium brand of truffles. The truffles industry may also be subject to rapid and sustained growth and development, resulting is a variety of competitors and companies entering the market, which could have a material adverse effect on the Resulting Issuer's ability to attract and retain staff and consumer support for its product offerings.

Plans for Growth

The Resulting Issuer intends to grow rapidly and significantly expand its operations within the next twelve (12) to twenty four (24) months. This growth will place a significant strain on the Resulting Issuer's management systems and resources. The Resulting Issuer will not be able to implement its business strategy in a rapidly evolving market, without an effective planning and management process. In particular, the Resulting Issuer may be required to manage multiple relationships with various strategic industry participants and other third parties, which relationships could be strained in the event of rapid growth. Similarly, a large increase in the number of third party relationships the Resulting Issuer has, may lead to management of the Resulting Issuer being unable to manage growth effectively. The occurrence of such events may result in the Resulting Issuer being unable to successfully identify, manage and exploit existing and potential market opportunities.

No Assurance of Commercial Success

The successful commercialization of the Resulting Issuer's premium brand of truffles and its future products will depend on many factors, including, the Resulting Issuer's ability to establish and maintain working partnerships with industry participants in order to market its premium brand of truffles and future products, the Resulting Issuer's ability to supply a sufficient amount of its premium brand of truffles to meet market demand, and the number of competitors within each jurisdiction within which the Resulting Issuer may from time to time be engaged. There can be no assurance that the Resulting Issuer or its industry partners will be successful in their respective efforts to develop and implement, or assist the

Resulting Issuer in developing and implementing, a commercialization strategy for the Resulting Issuer's premium brand of truffles and future products.

Limited Marketing and Sales Capabilities

The Resulting Issuer will, for the immediate future, have limited marketing and sales capabilities, and there can be no assurance that it will be able to develop or acquire these capabilities at the level needed to produce and deliver for sale, through industry partners, its premium brand of truffles in sufficient commercial quantities. Further, there can be no assurance that the Resulting Issuer, either on its own or through arrangements with other industry participants, will be able to develop or acquire such capabilities on a cost-effective basis, or at all. Finally, there can be no assurance that the Resulting Issuer's industry partners will be able to market or sell the Resulting Issuer's premium brand of truffles and future products in compliance with requisite regulatory protocols or on a cost-effective basis. The Resulting Issuer's dependence upon third parties for the production, and marketing or sale, as applicable, of the Resulting Issuer's premium brand of truffles and future products could have a material adverse effect on the Resulting Issuer's business, financial condition and results of operations.

No Profits or Significant Revenues

The Resulting Issuer has no history upon which to evaluate its performance and future prospects. The Resulting Issuer's proposed operations are subject to all the business risks associated with new enterprises. These include likely fluctuations in operating results as the Resulting Issuer makes significant investments in research, development and product opportunities, and reacts to developments in its market, including purchasing patterns of customers, and the entry of competitors into the market. The Resulting Issuer will only be able to pay dividends on any shares once its directors determine that it is financially able to do so.

Added Capital has incurred net losses for the years ended March 31, 2019, 2018 and 2017 and for the three-month period ended December 31, 2019 and has generated limited revenues since inception. As a result, the Resulting Issuer cannot make any assurance that it will be profitable in the next three (3) years or generate sufficient revenues to pay dividends to the holders of the Resulting Issuer Shares.

Reliance on Management and Key Personnel

The Resulting Issuer believes that its success has depended, and continues to depend, on the efforts and talents of its executives and employees, including its Chief Executive Officer. The Resulting Issuer's future success depends on its continuing ability to attract, develop, motivate and retain highly qualified and skilled employees. Qualified individuals are in high demand, and the Resulting Issuer may incur significant costs to attract and retain them. In addition, the loss of any of the Resulting Issuer's senior management or key employees could materially adversely affect its ability to execute its business plan and strategy, and it may not be able to find adequate replacements on a timely basis, or at all.

The Resulting Issuer does not maintain key person life insurance policies on any of its employees.

Factors which may prevent realization of growth targets

The Resulting Issuer's business is in the early development stage. There is a risk that the resources necessary for its business and operations may not be secured on time, on budget, or at all, and further, that the Resulting Issuer may not have sufficient truffles and/or future products available to meet the anticipated future demand when it arises, as a result of being adversely affected by a variety of factors, including some that are discussed elsewhere in these Risk Factors and the following:

- failure, or delays in, obtaining, or satisfying conditions from time to time imposed by, regulatory approvals
- non-performance by third party industry partners
- increases in materials or labour costs
- breakdown, aging or failure of equipment or processes
- third party or operator errors
- operational inefficiencies
- disruptions or declines in productivity
- inability to attract sufficient numbers of qualified workers
- disruption in the supply of energy and utilities
- major incidents and/or catastrophic events such as fires, explosions or storms

The Resulting Issuer may experience additional expenditures related to unforeseen issues that have not been taken into account in the preparation of this Listing Statement.

Additional financing

The continued development of the Resulting Issuer's business may require additional financing. The failure to raise such capital could result in the delay or indefinite postponement of the Resulting Issuer's current business strategy or the Resulting Issuer ceasing to carry on business. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be favourable to the Resulting Issuer. If additional funds are raised through issuances of equity or convertible debt securities, existing shareholders could suffer significant dilution, and any new equity securities issued could have rights, preferences and privileges superior to those of holders of the Resulting Issuer Shares. In addition, from time to time, the Resulting Issuer may enter into transactions to acquire assets or the shares of other companies. These transactions may be financed wholly or partially with debt, which may temporarily increase the Resulting Issuer's debt levels above industry standards. Any debt financing secured in the future could involve restrictive covenants relating to capital raising activities and other financial and operational matters, which may make it more difficult for the Resulting Issuer to obtain additional capital and to pursue business opportunities, including potential acquisitions. Debt financings may contain provisions, which, if breached, may entitle lenders to accelerate repayment of loans and there is no assurance that the Resulting Issuer would be able to repay such loans in such an event or prevent the enforcement of security granted pursuant to such debt financing. The Resulting Issuer may require additional financing to fund its operations to the point where it is generating positive cash flows. Negative cash flow may restrict the Resulting Issuer's ability to pursue its business objectives.

Competition

The industry within which the Resulting Issuer intends to operate will become intensely competitive in all its phases, and the Resulting Issuer will face intense competition from other companies, some of which can be expected to have more financial resources and retail, cultivation, processing, and marketing experience than the Resulting Issuer. There can be no assurance that potential competitors of the Resulting Issuer, which may have greater financial, cultivation, production, sales and marketing experience, and personnel and resources than the Resulting Issuer, are not currently developing, or will not in the future develop, products and strategies that are equally or more effective and/or economical as any products or strategies developed by the Resulting Issuer or which would otherwise render the Resulting Issuer's business, products and strategies, as applicable, ineffective, or obsolete. Increased competition by larger and better financed competitors could materially and adversely affect the business, financial condition and results of operations of the Resulting Issuer.

Impact of the COVID-19 Pandemic

COVID-19 is an infectious disease caused by severe acute respiratory syndrome coronavirus 2 (SARS-CoV-2). Since December 31, 2019, the outbreak of COVID-19 has led governments worldwide to enact emergency measures to combat the spread of the virus. These measures, which include, among other things, the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally, resulting in an economic slowdown. Such events may result in a period of business disruption, and in reduced operations, any of which could have a material adverse impact on the Resulting Issuer's profitability, results of operations, financial condition and the market and trading price of the Resulting Issuer's securities.

As of the date of this Listing Statement, the duration and the immediate and eventual impact of the COVID-19 pandemic remains unknown. In particular, it is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Resulting Issuer and its industry partners. To date, a number of businesses have suspended or scaled back their operations and development as cases of COVID-19 have been confirmed, for precautionary purposes or as governments have declared a state of emergency or taken other actions. In the event that the operations or development of the Resulting Issuer or one or more of the Resulting Issuer's industry partners is suspended or scaled back, or if the Resulting Issuer's supply chains are disrupted, such events may have a material adverse impact on the Resulting Issuer's profitability, results of operations, and financial condition. The breadth of the impact of the COVID-19 pandemic on investors, businesses, the global economy and financial and commodity markets may also have a material adverse impact on the Resulting Issuer's profitability, results of operations and financial conditions and the market and trading price of the Resulting Issuer's securities.

In addition to the above-noted risks, the Resulting Issuer's proposed business is subject to the additional risk that the COVID-19 pandemic, or public perception of the COVID-19 pandemic, could cause potential consumers of the Resulting Issuer's product offerings to avoid public places, including Smart Shops and other retail properties, which could cause temporary or long-term disruptions in market demand for truffles, and/or the supply and delivery of truffles. Furthermore, the COVID-19 pandemic (or similar outbreaks or other public health crises) could lead to employees of the Resulting Issuer's industry partners to avoid their places of employment, which could adversely affect our industry partners' ability to adequately staff and manage their respective businesses, and in turn have a material adverse impact on the Resulting Issuer's profitability, results of operations and financial conditions, and the market and trading price of the Resulting Issuer's securities. Finally, there is a risk that one or more orders by governmental authorities in the Netherlands could lead to the complete or partial closure of one or more Smart Shops and/or the facilities or operations of the Resulting Issuer and its industry partners for an indefinite period of time.

Unfavourable publicity or consumer perception

The Resulting Issuer believes the truffles industry is highly dependent upon consumer perception regarding the safety, efficacy and quality of truffles as well as products produced or manufactured using truffles. Consumer perception of the Resulting Issuer's premium brand of truffles and future products can be significantly influenced by scientific research or findings, regulatory investigations, litigation, media attention and other publicity regarding the consumption of truffles and products produced or manufactured using truffles. There can be no assurance that future scientific research, findings, regulatory proceedings, litigation, media attention or other research findings or publicity will be favourable to the medical and/or recreational truffles industry or any particular product, or consistent with earlier publicity. Future research reports, findings, regulatory proceedings, litigation, media attention or other publicity that are perceived as less favourable than, or that question, earlier research reports, findings or publicity could have a material adverse effect on the demand for the Resulting Issuer's premium brand of truffles and future products and the business, results of operations, financial condition and cash flows of the Resulting Issuer. The Resulting Issuer's dependence upon consumer perceptions means that adverse scientific research reports, findings, regulatory proceedings, litigation, media attention or other publicity, whether or not accurate or with merit, could have a material adverse effect on the Resulting Issuer, the demand for the Resulting Issuer's premium brand of truffles and future products, and the business, results of operations, financial condition and cash flows of the Resulting Issuer. Further, adverse publicity reports or other media attention regarding the safety, efficacy and quality of truffles in general, or the Resulting Issuer's premium brand of truffles and future products and services specifically, or associating the consumption of truffles with illness or other negative effects or events, could have such a material adverse effect. Such adverse publicity reports or other media attention could arise even if the adverse effects associated with such products resulted from consumers' failure to consume such products legally, appropriately or as directed.

Product liability

The Resulting Issuer may be subject to various product liability claims, including claims that its premium brand of truffles and future products contain contaminants, are improperly labeled or include inadequate instructions as to use or inadequate warnings concerning side effects and interactions with other substances. In addition, the Resulting Issuer may be forced to defend lawsuits. The Resulting Issuer cannot predict whether product liability claims will be brought against it in the future or the effect of any resulting adverse publicity on the business. Moreover, the Resulting Issuer may not have adequate resources in the event of a successful claim against it. The successful assertion of a product liability claim against it could result in potentially significant monetary damages. In addition, interactions of the products with other similar products, prescription medicines and over-the-counter drugs have not been fully explored.

The Resulting Issuer may also be exposed to claims relating to product advertising or product quality. People may purchase the Resulting Issuer's premium brand of truffles and future products expecting certain results. If they do not perceive expected results to occur, certain individuals or groups may seek monetary retribution.

Contamination and Production Interruptions

The Resulting Issuer intends to assess, and where necessary, adopt various quality, environmental, health and safety standards. However, the Resulting Issuer's premium brand of truffles and future products may still not meet such standards or could otherwise become contaminated. A failure to meet such standards or contamination could occur in its operations or those of its industry partners, as applicable. Such a failure or contamination could result in expensive interruptions in the Resulting Issuer's business, as well as recalls and liability claims. Moreover, negative publicity could be generated even from false, unfounded or nominal liability claims or limited recalls. Any of these failures or occurrences could negatively affect the Resulting Issuer's business and financial performance.

Promoting the Brand

Promoting the Resulting Issuer's brand will be critical to creating and expanding a customer base. Promoting the brand will depend largely on the Resulting Issuer's ability to provide quality truffles to the market. Further, the Resulting Issuer may, in the future, introduce new products or services that its customers do not like, which may negatively affect the brand and reputation. If the Resulting Issuer fails to successfully promote its brand or if it incurs excessive expenses in this effort, its business and financial results from operations could be materially adversely affected.

Product Viability

If the Resulting Issuer's premium brand of truffles and future products are not perceived to have the effects intended by the end user, the Resulting Issuer's business may suffer. In general, truffles have minimal long-term data with respect to efficacy, unknown side effects and/or interaction with individual human biochemistry or other supplements or medications. As a result, the Resulting Issuer's premium brand of truffles could have certain side effects if not used as directed or if taken by an end user that has certain known or unknown medical conditions.

Success of Quality Control Systems

The quality and safety of the Resulting Issuer's products are critical to the success of its business and operations. As such, it is imperative that the Resulting Issuer (and its service providers') quality control systems operate effectively and successfully. Quality control systems can be negatively impacted by the design of the quality control systems, the quality of the training program and adherence by employees to quality control guidelines. Any significant failure or deterioration of such quality control systems could have a material adverse effect on the Resulting Issuer's business and operating results.

Product recalls

Producers and distributors of products are sometimes subject to the recall or return of their products for a variety of reasons, including product defects, such as contamination, unintended harmful side effects or interactions with other substances, packaging safety and inadequate or inaccurate labeling disclosure. If the Resulting Issuer's premium brand of truffles or its future products are recalled due to an alleged product defect or for any other reason, the Resulting Issuer could be required to incur the unexpected expense of the recall and any legal proceedings that might arise in connection with the recall. The Resulting Issuer may lose a significant amount of sales and may not be able to replace those sales at an acceptable margin or at all. In addition, a product recall may require significant management attention. Although the Resulting Issuer intends to assess, and where necessary, implement procedures in place for testing processed truffles and future products, there can be no assurance that any quality, potency or contamination problems will be detected in time to avoid unforeseen product recalls, regulatory action or lawsuits. Additionally, if the Resulting Issuer's premium brand of truffles or it future products were subject to recall, the image of such product and the Resulting Issuer could be harmed. Any recall, including for any of the foregoing reasons, could lead to decreased demand for the Resulting Issuer's premium brand of truffles and future products, and could have a material adverse effect on the results of operations and financial condition of the Resulting Issuer. Additionally, product recalls may lead to increased scrutiny of the operations of the Resulting Issuer by regulatory agencies, requiring further management attention and potential legal fees and other expenses.

Reliance on key inputs

The Resulting Issuer's business is expected to be dependent on a number of key inputs and their related costs including raw materials and supplies. Any significant interruption or negative change in the availability or economics of the supply chain for key inputs could materially impact the business, financial condition and operating results of the Resulting Issuer. Examples of potential risks include, but are not limited to, the risk that crops may become diseased or victim to insects or other pests and contamination, or subject to extreme weather conditions such as excess rainfall, freezing temperature, or drought, all of which could result in low crop yields, decreased availability of truffles, and higher acquisition prices. Any inability to secure required supplies and services or to do so on appropriate terms could have a materially adverse impact on the business, financial condition and operating results of the Resulting Issuer.

Risks Related to Third Party Relationships

The Resulting Issuer intends to enter into strategic alliances with third parties that the Resulting Issuer believes will complement or augment its proposed business or will have a beneficial impact on the Resulting Issuer. Strategic alliances could present unforeseen integration obstacles or costs, may not enhance the Resulting Issuer's business, and may involve risks that could adversely affect the Resulting Issuer, including significant amounts of management time that may be diverted from operations in order to pursue and complete such transactions or maintain such strategic alliances. Future strategic alliances could result in the incurrence of additional debt, costs and contingent liabilities, and there can be no assurance that future strategic alliances will achieve, or that the Resulting Issuer's existing strategic alliances will continue to achieve, the expected benefits to the Resulting Issuer's business or that the Resulting Issuer will be able to consummate future strategic alliances on satisfactory terms, or at all. Any of the foregoing could have a material adverse effect on the Resulting Issuer's business, financial condition and results of operations.

In addition to the foregoing, the success of the Resulting Issuer's business will depend, in large part, on the Resulting Issuer's ability to enter into, and maintain collaborative arrangements with various participants in the truffles industry. There can be no assurance that the Resulting Issuer will be able to enter into collaborative arrangements in the future on acceptable terms, if at all. There can be no assurance that such arrangements will be successful, that the parties with which the Resulting Issuer has or may establish arrangements will adequately or successfully perform their obligations under such arrangements, that potential partners will not compete with the Resulting Issuer by seeking or prioritizing alternate, competitor products. The termination or cancellation of any such collaborative arrangement or the failure of the Resulting Issuer and/or the other parties to these arrangements to fulfill their obligations could have a material adverse effect on the Resulting Issuer's business, financial condition and results of operations. In addition, disagreements between the Resulting Issuer and any of its industry partners could lead to delays or time consuming and expensive legal proceedings, which could have a material adverse effect on the Resulting Issuer's business, financial condition and results of operations.

Liability arising from Fraudulent or Illegal Activity

The Resulting Issuer is exposed to the risk that its employees, independent contractors, consultants, service providers and licensors may engage in fraudulent or other illegal activity. Misconduct by these parties could include intentional undertakings of unauthorized activities, or reckless or negligent undertakings of authorized activities, in each case on the Resulting Issuer's behalf or in its service that violate (i) various laws and regulations, including healthcare laws and regulations, (ii) laws that require the true, complete and accurate reporting of financial information or data, (iii) the terms of the Resulting Issuer's agreements with third parties. Such misconduct could expose the Resulting Issuer to, among other things, class actions and other litigation, increased regulatory inspections and related sanctions, and lost sales and revenue or reputational damage.

The Resulting Issuer cannot always identify and prevent misconduct by its employees and other third parties, including third party service providers, and the precautions taken by the Resulting Issuer to detect and prevent this activity may not be effective in controlling unknown, unanticipated or unmanaged risks or losses or in protecting it from governmental investigations or other actions or lawsuits stemming from such misconduct. If any such actions are instituted against the Resulting Issuer, and it is not successful in defending itself or asserting its rights, those actions could have a significant impact on its business, including the imposition of civil, criminal or administrative penalties, damages, monetary fines and contractual damages, reputational harm, diminished profits and future earnings or curtailment of its operations.

Relationships with Industry Participants

The Resulting Issuer believes that establishing sustainable, working relationships with the various industry participants in the truffles industry is important to develop its brand and product recognition and increase sales volume. As of the date of this Listing Statement, other than in respect of the Revive Agreement, the Resulting Issuer has not established any working relationships with any industry participants in the truffles industry, and there can be no assurance that the Resulting Issuer will be able to establish, or once established, sustain these relationships with industry participants. Any such failure or inability will impede the Resulting Issuer's ability to develop its brand and product recognition and increase sales volume, which may have a material adverse effect on the Resulting Issuer's business, results of operations and financial condition.

Difficulty to forecast

The Resulting Issuer must rely largely on its own market research to forecast sales as detailed forecasts are not generally obtainable from other sources at this early stage of the truffles industry. A failure in the demand for the Resulting Issuer's premium brand of truffles and future products to materialize as a result of competition, technological change or other factors could have a material adverse effect on the business, results of operations and financial condition of the Resulting Issuer.

Operating risk and insurance coverage

The Resulting Issuer does not have insurance to protect its assets, operations and employees. While the Resulting Issuer may, in the future obtain insurance coverage to address all material risks to which it is exposed and is adequate and customary in its proposed state of operations, such insurance will be subject to coverage limits and exclusions and may not be available for the risks and hazards to which the Resulting Issuer is expected to be exposed. In addition, no assurance can be given that such insurance will be adequate to cover the Resulting Issuer's liabilities or will be generally available in the future, or if available, that premiums will be commercially justifiable. If the Resulting Issuer were to incur substantial liability and such damages were not covered by insurance or were in excess of policy limits, or if the Resulting Issuer were to incur such liability at a time when it is not able to obtain liability insurance, its business, results of operations and financial condition could be materially adversely affected.

Costs of Operating as Public Company

As a public company, the Resulting Issuer will incur significant legal, accounting and other expenses. As a public company, the Resulting Issuer is subject to various securities rules and regulations, which impose various requirements on the Resulting Issuer, including the requirement to establish and maintain effective disclosure and financial controls and corporate governance practices. The Resulting Issuer's management and other personnel need to devote a substantial amount of time to these compliance initiatives. Moreover, these rules and regulations increase the Resulting Issuer's legal and financial compliance costs and make some activities more time-consuming and costly.

Management of growth

The Resulting Issuer may be subject to growth-related risks, including capacity constraints and pressure on its internal systems and controls. The ability of the Resulting Issuer to manage growth effectively will require it to continue to implement and improve its operational and financial systems and to expand, train and manage its employee base. The inability of the Resulting Issuer to deal with this growth may have a material adverse effect on the Resulting Issuer's business, financial condition, results of operations and prospects.

Conflicts of interest

The Resulting Issuer may be subject to various potential conflicts of interest because of the fact that some of its officers and directors may be engaged in a range of business activities. The Resulting Issuer's executive officers and directors may devote time to their outside business interests, so long as such activities do not materially or adversely interfere with their duties to the Resulting Issuer. In some cases, the Resulting Issuer's executive officers and directors may have fiduciary obligations associated with these business interests that interfere with their ability to devote time to the Resulting Issuer's business and affairs and that could adversely affect the Resulting Issuer's operations. These outside business interests could require significant time and attention of the Resulting Issuer's executive officers and directors.

In addition, the Resulting Issuer may also become involved in other transactions which conflict with the interests of its directors and the officers who may from time to time deal with persons, firms, institutions or companies with which the Resulting Issuer may be dealing, or which may be seeking investments similar to those desired by it. The interests of these persons could conflict with those of the Resulting Issuer, and from time to time, these persons may be competing with the Resulting Issuer for available investment opportunities.

Conflicts of interest, if any, will be subject to the procedures and remedies provided under applicable laws. In particular, in the event that such a conflict of interest arises at a meeting of the Resulting Issuer's directors, a director who has such a conflict will abstain from voting for or against the approval of such participation or such terms. In accordance with applicable laws, the directors of the Resulting Issuer are required to act honestly, in good faith and in the best interests of the Resulting Issuer.

Unpredictable and volatile market price for Resulting Issuer Shares

The market price for Resulting Issuer Shares may be volatile and subject to wide fluctuations in response to numerous factors, many of which are beyond the Resulting Issuer's control, including the following:

- actual or anticipated fluctuations in the Resulting Issuer's quarterly results of operations
- recommendations by securities research analysts
- changes in the economic performance or market valuations of companies in the industry in which the Resulting Issuer operates
- addition or departure of the Resulting Issuer's executive officers and other key personnel
- release or expiration of lock-up or other transfer restrictions on outstanding Resulting Issuer Shares
- sales or perceived sales of additional Resulting Issuer Shares
- significant acquisitions or business combinations, strategic partnerships, joint ventures or capital commitments by or involving the Resulting Issuer or its competitors
- operating and share price performance of other companies that investors deem comparable to the Resulting Issuer
- fluctuations to the costs of vital production materials and services
- changes in global financial markets and global economies and general market conditions, such as interest rates and pharmaceutical product price volatility

- operating and share price performance of other companies that investors deem comparable to the Resulting Issuer or from a lack of market comparable companies
- news reports relating to trends, concerns, technological or competitive developments, regulatory changes and other related issues in the Resulting Issuer's industry or target markets

Financial markets have recently experienced significant price and volume fluctuations that have particularly affected the market prices of equity securities of companies and that have often been unrelated to the operating performance, underlying asset values or prospects of such companies. Accordingly, the market price of the Resulting Issuer Shares may decline even if the Resulting Issuer's operating results, underlying asset values or prospects have not changed. Additionally, these factors, as well as other related factors, may cause decreases in asset values that are deemed to be other than temporary, which might result in impairment losses. There can be no assurance that continuing fluctuations in price and volume will not occur. If such increased levels of volatility and market turmoil continue, the Resulting Issuer's operations could be adversely affected and the trading price of the Resulting Issuer Shares might be materially adversely affected.

No dividends

The Resulting Issuer's current policy is, and will be, to retain earnings to finance the development and enhancement of its products and to otherwise reinvest in the Resulting Issuer. Therefore, the Resulting Issuer does not anticipate paying cash dividends on the Resulting Issuer Shares in the foreseeable future. The Resulting Issuer's dividend policy will be reviewed from time to time by the Resulting Issuer Board in the context of its earnings, financial condition and other relevant factors. Until the time that the Resulting Issuer does pay dividends, which it might never do, its shareholders will not be able to receive a return on their Resulting Issuer Shares unless they sell them. See "Dividend Policy".

Future sales of Resulting Issuer Shares by existing shareholders

Sales of a substantial number of Resulting Issuer Shares in the public market could occur at any time. These sales, or the market perception that the holders of a large number of Resulting Issuer Shares intend to sell Resulting Issuer Shares, could reduce the market price of our Resulting Issuer Shares. Holders of options to purchase Resulting Issuer Shares will have an immediate income inclusion for tax purposes when they exercise their options (that is, tax is not deferred until they sell the underlying Resulting Issuer Shares). As a result, these holders may need to sell Resulting Issuer Shares purchased on the exercise of options in the same year that they exercise their options. This might result in a greater number of Resulting Issuer Shares being sold in the public market, and fewer long-term holds of Resulting Issuer Shares by Management and our employees.

18. Promoters

There are no persons performing investor relations activities for the Resulting Issuer and there have been no persons performing such services within the last two (2) years.

19. Legal Proceedings

19.1 Legal Proceedings

There are no legal proceedings material to the Resulting Issuer to which the Resulting Issuer is a party or of which any of its property is the subject matter, and there are no such proceedings known to the Resulting Issuer to be contemplated.

19.2 Regulatory Actions

The Resulting Issuer is not subject to any penalties or sanctions imposed by any court or regulatory authority relating to securities legislation or by a securities regulatory authority, nor has the Resulting Issuer entered into a settlement agreement with a securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body or self-regulatory authority that are necessary to provide full, true and plain disclosure of all material facts relating to the Resulting Issuer's securities or would be likely to be considered important to a reasonable investor making an investment decision.

20. Interest of Management and Others in Material Transactions

No director or executive officer of the Resulting Issuer or any person or company that is the direct or indirect beneficial owner of, or who exercises control or direction over, more than 10 percent of any class of the Resulting Issuer's outstanding voting securities, or an associate or affiliate of any such persons or companies, has any material interest, direct or indirect, in any transaction within the three years preceding the date of this document, or any proposed transaction, that has materially affected or will materially affect the Resulting Issuer or a subsidiary of the Resulting Issuer.

Other than as disclosed herein, no director or executive officer of Finco or any person or company that is the direct or indirect beneficial owner of, or who exercises control or direction over, more than 10 percent of any class of Finco's outstanding voting securities, or an associate or affiliate of any such persons or companies, has any material interest, direct or indirect, in any transaction within the three (3) years preceding the date of this document, or any proposed transaction, that has materially affected or will materially affect Finco or a subsidiary of Finco.

21. Auditors, Transfer Agents and Registrars

21.1 Auditor

The auditor of the Resulting Issuer is expected to be the firm of McGovern Hurley LLP, located at 251 Consumers Road, Suite 800, Toronto, Ontario, M2J 4R3 .

21.2 Transfer Agent

The transfer agent of the Resulting Issuer is expected to be TSX Trust Company, of TSX Trust Company, 100 Adelaide Street West, Suite 301, Toronto, Ontario M5H

4H1.

22. Material Contracts

The Resulting Issuer has not entered into any material contracts within the two (2) years before the date of this Listing Statement, other than contracts entered into in the ordinary course of business, except as follows:

1. the Amalgamation Agreements (see *Section 2.4 – Fundamental Change*); and

2. the Escrow Agreement (see *Section 11 – Escrowed Securities*).

Copies of these agreements are or will be made available upon request from Garfinkle Biderman LLP, legal counsel to the Resulting Issuer, at 1 Adelaide Street East, Suite 801, Toronto, Ontario, M5C 2V9 at any time during ordinary business hours.

23 Interest of Experts

None of the foregoing experts, nor any partner, employee or consultant of such an expert who participated in and who was in a position to directly influence the preparation of the applicable statement, report or valuation, has, has received or is expected to receive, registered or beneficial interests, direct or indirect, in Resulting Issuer Shares or other property of Resulting Issuer or any of its associates or affiliates, representing 3% or more of the outstanding Resulting Issuer Shares.

24. Other Material Facts

Other than as set out elsewhere in this Listing Statement, there are no other material facts about Added Capital, Finco, Debtco and their securities which are necessary in order for this Listing Statement to contain full, true and plain disclosure of all material facts relating to the Resulting Issuer, its subsidiaries, and their respective securities.

25. Financial Statements

Schedule “A” contains the audited consolidated financial statements of Added Capital for the fiscal years ended March 31, 2019, 2018 and 2017.

Schedule “B” contains Added Capital’s MD&A’s for the fiscal year ended March 31, 2019.

Schedule “C” contains the unaudited condensed interim financial statements of Added Capital for the three-month period ended December 31, 2019.

Schedule “D” contains Added Capital’s MD&A for the three-month period ended December 31, 2019.

Schedule "E" contains a *pro forma* consolidated financial statement of the Resulting Issuer as at December 31, 2019 after giving effect to the Amalgamations as if it had been completed on that date.

CERTIFICATE OF THE RESULTING ISSUER

The foregoing contains full, true and plain disclosure of all material information relating to Red Light Holland Corp. It contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in light of the circumstances in which it was made.

Dated at Toronto, this 25th day of May, 2020.

/s/ Todd Shapiro	*/s/ Kyle Appleby*
Todd Shapiro, CEO	Kyle Appleby, CFO
/s/ Lowell Kamin	*/s/ Ann Barnes*
Lowell Kamin, Director	Ann Barnes, Director

SCHEDULE “A”
AUDITED FINANCIAL STATEMENTS OF ADDED CAPITAL

(See attached)

ADDED CAPITAL INC.
CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED MARCH 31, 2019 AND 2018
(Expressed in Canadian Dollars)

McGovern Hurley LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

251 Consumers Road, Suite 800
Toronto, Ontario
M2J 4R3
Canada

Tel 416-496-1234
Fax 416-496-0125
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Independent Auditor's Report

To the Shareholders of Added Capital Inc.

Opinion

We have audited the consolidated financial statements of Added Capital Inc. and its subsidiaries (the "Company"), which comprise the consolidated statements of financial position as at March 31, 2019 and 2018, and the consolidated statements of operations and comprehensive (loss), consolidated statements of changes in shareholders' deficiency and consolidated statements of cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at March 31, 2019 and 2018, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with International Financial Reporting Standards ("IFRS").

Basis for opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada. We have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material uncertainty related to going concern

We draw attention to Note 1 in the consolidated financial statements, which indicates that the Company incurred a net loss during the year ended March 31, 2019 and, as of that date, the Company's current liabilities exceeded its current assets. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that material uncertainties exist that cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other information

Management is responsible for the other information. The other information comprises Management's Discussion and Analysis.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of management and those charged with governance for the consolidated financial statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risks of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner of the audit resulting in this independent auditor's report is Glen McFarland.

McGovern Hurley LLP

McGovern Hurley LLP

Chartered Professional Accountants
Licensed Public Accountants

Toronto, Ontario
July 29, 2019

ADDED CAPITAL INC.
Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)
As at

	March 31, 2019	March 31, 2018
ASSETS		
CURRENT		
Cash	$ -	$ 1,286
Securities owned (Note 3)	-	18,000
TOTAL CURRENT ASSETS	-	19,286
NON CURRENT ASSETS		
Property and equipment (Note 5)	-	12,914
TOTAL NON CURRENT ASSETS	-	12,914
TOTAL ASSETS	$ -	$ 32,200
LIABILITIES		
CURRENT		
Short-term loans payable (Notes 6 and 12)	$ 1,042,251	$ 1,007,706
Accounts payable and accrued liabilities (Notes 12 and 14)	1,100,637	987,341
TOTAL CURRENT LIABILITIES	2,142,888	1,995,047
NON CURRENT LIABILITIES		
Other liabilities (Note 14)		
TOTAL NON CURRENT LIABILITIES	525,769	525,769
TOTAL LIABILITIES	2,668,657	2,520,816
SHAREHOLDERS' DEFICIENCY		
Share capital (Note 7(a))	4,016,634	4,016,634
Warrants (Note 7(f))	312,952	312,952
Contributed surplus (Note 7(g))	1,796,652	1,796,652
Deficit	(8,794,895)	(8,614,854)
TOTAL SHAREHOLDERS' DEFICIENCY	(2,668,657)	(2,488,616)
TOTAL LIABILITIES AND SHAREHOLDERS' DEFICIENCY	$ -	$ 32,200

GOING CONCERN (Note 1)
PROVISIONS AND CONTINGENCIES (Note 10)

APPROVED BY THE BOARD

"Michael Lerner"

Director

"Balu Gopalakrishnan"

Director

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

ADDED CAPITAL INC.
Consolidated Statements of Operations and Comprehensive (Loss)
(Expressed in Canadian Dollars)
For the years ended March 31, 2019 and 2018

	2019	**2018**
REVENUES		
Financial advisory	$ 9,779	$ 40,000
Other	1,065	1,007
(Loss) on investments (Note 3)	-	(188)
TOTAL REVENUES	10,844	40,819
OPERATING EXPENSES		
General and administrative (Note 12)	190,885	350,062
Interest expense	-	134
TOTAL OPERATING EXPENSES	190,885	350,196
(LOSS) BEFORE INCOME TAXES	(180,041)	(309,377)
NET (LOSS) AND COMPREHENSIVE (LOSS) FOR THE PERIOD	$ (180,041)	$ (309,377)
LOSS PER SHARE – Basic and diluted (Note 7 (e))	$ (0.01)	$ (0.02)
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING – Basic and diluted	17,027,933	17,027,933

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

ADDED CAPITAL INC.
Consolidated Statements of Changes in Shareholders' Deficiency
(Expressed in Canadian Dollars)
For the years ended March 31, 2019 and 2018

	Common Shares #	Common Shares $	Warrants $	Contributed Surplus $	Deficit $	Shareholders' (Deficiency) $
Balance, March 31, 2017	**17,027,933**	**4,016,634**	**312,952**	**1,796,652**	**(8,265,477)**	**(2,139,239)**
Dividends paid	-	-	-	-	(40,000)	(40,000)
Net loss and comprehensive loss	-	-	-	-	(309,377)	(309,377)
Balance, March 31, 2018	**17,027,933**	**4,016,634**	**312,952**	**1,796,652**	**(8,614,854)**	**(2,488,616)**
Net loss and comprehensive loss	-	-	-	-	(180,041)	(180,041)
Balance, March 31, 2019	**17,027,933**	**4,016,634**	**312,952**	**1,796,652**	**(8,794,895)**	**(2,668,657)**

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

ADDED CAPITAL INC.
Consolidated Statements of Cash Flows
(Expressed in Canadian Dollars)
For the years ended March 31, 2019 and 2018

	2019	2018
CASH FLOWS FROM (USED IN) OPERATING ACTIVITIES		
Net (loss) for the period	$ (180,041)	$ (309,377)
Items not affecting cash		
Impairment of property and equipment (Note 5)	12,914	-
	(167,127)	(309,377)
Movements in working capital:		
Securities owned	18,000	(18,000)
Accounts payable and accrued liabilities	113,296	291,319
Cash flows (used in) from operating activities	(35,831)	(36,058)
CASH FLOWS FROM (USED IN) FINANCING ACTIVITIES		
Dividends paid	-	(40,000)
Repayment of short term loans	(18,610)	(37,800)
Increase in short term loans	53,155	114,593
Cash flows from (used in) financing activities	34,545	36,793
CHANGE IN CASH	(1,286)	735
CASH, BEGINNING OF PERIOD	1,286	551
CASH, END OF PERIOD	$ -	$ 1,286

SUPPLEMENTARY INFORMATION (Note 13)

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

1. NATURE OF OPERATIONS AND GOING CONCERN

Added Capital Inc. ("Added" or the "Company") ceased revenue producing merchant banking activities during 2019 and is currently evaluating potential future opportunities. Prior to December 31, 2012, the Company carried on a traditional brokerage and investment banking business through Northern Securities Inc. ("NSI"), which was a member firm of the Investment Industry Regulatory Organization of Canada ("IIROC"). The Company is governed by the Business Corporations Act (Ontario) and its common shares are listed on the TSX Venture Exchange under the symbol "AAD". The address of its registered office is 1 Adelaide Street East, Suite 801, Toronto, Ontario, Canada, M5C 2V9.

Going concern

These consolidated financial statements have been prepared on the basis of accounting principles applicable to a going concern which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business.

Certain matters existing as at March 31, 2019, including a working capital deficiency, substantial loans, and NSI's discontinued operations represent material uncertainties that cast significant doubt about the ability of the Company to continue as a going concern.

As at March 31, 2019, the Company's working capital deficiency is $2,142,888 which includes substantial loans that have not been repaid (Note 6).

NSI assigned its client accounts to other brokerage firms pursuant to a consent order, agreed upon with IIROC, issued by an IIROC Hearing Panel on December 14, 2012. On March 19, 2013, NSI and IIROC entered into a settlement agreement which provided for the suspension of NSI as an IIROC member. The suspension from IIROC and assignment of client accounts to other brokerage firms resulted in NSI's business being recorded as discontinued.

The Company is no longer an IIROC member as its membership was terminated with the consent of IIROC and the Company. However, the Company continues to have the ability to carry on the following businesses: corporate finance, mergers and acquisition advisory, and research.

The Company is in the process of restructuring its debt. Despite the restructuring items that have taken place, the Company continues to have a need for further restructuring, profit from operations or additional financing. There is no assurance that these items will take place or be available to the Company. Management has considered expectations for future profitability and believes that the Company will continue in operation for the foreseeable future and will be able to restructure or satisfy its liabilities and commitments in the normal course of business, and accordingly, it is appropriate to prepare these financial statements on a going concern basis. If the going concern assumption was not appropriate for these financial statements, adjustments would be necessary in the carrying values of assets and liabilities, the reported net loss and the statement of financial position classifications used. Such adjustments could be material.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

These consolidated financial statements are presented in Canadian dollars, which is the Company's functional and presentation currency. These consolidated financial statements are presented on a historical cost basis unless an item is reported at fair value, and is presented on an accrual basis, except for cash flow information.

These consolidated financial statements were authorized for issuance by the Company's Board of Directors on July 29, 2019.

Principles of consolidation

Subsidiaries consist of entities over which the Company is exposed to, or has rights to, variable returns as well as the ability to affect those returns through the power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date control is transferred to the Company and are de-consolidated from the date control ceases. These consolidated financial statements include the accounts of the Company and all its subsidiaries with its principal subsidiary being NSI. Intercompany accounts and balances are eliminated upon consolidation.

Cash and cash equivalents

The Company considers all highly liquid debt instruments with an original maturity date of three months or less to be cash equivalents. As at March 31, 2019 and March 31, 2018, the Company does not have any cash equivalents.

Financial assets and liabilities

Financial assets

Initial recognition and measurement

Non-derivative financial assets within the scope of IFRS 9 are classified and measured as “financial assets at fair value”, as either FVPL or FVOCI, and “financial assets at amortized costs”, as appropriate. The Company determines the classification of financial assets at the time of initial recognition based on the Company’s business model and the contractual terms of the cash flows.

All financial assets are recognized initially at fair value plus, in the case of financial assets not at FVPL, directly attributable transaction costs on the trade date at which the Company becomes a party to the contractual provisions of the instrument.

Financial assets with embedded derivatives are considered in their entirety when determining their classification at FVPL or at amortized cost. Other accounts receivable held for collection of contractual cash flows are measured at amortized cost.

Subsequent measurement – financial assets at amortized cost

After initial recognition, financial assets measured at amortized cost are subsequently measured at the end of each reporting period at amortized cost using the Effective Interest Rate (“EIR”) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and any fees or costs that are an integral part of the EIR. The EIR amortization is included in the consolidated statements of operations.

Subsequent measurement – financial assets at FVPL

Financial assets measured at FVPL include financial assets management intends to sell in the short term and any derivative financial instrument that is not designated as a hedging instrument in a hedge relationship. Financial assets measured at FVPL are carried at fair value in the consolidated statements of financial position with changes in fair value recognized in other income or expense in the consolidated statements of operations. The Company’s securities owned are classified as financial assets at FVPL.

Subsequent measurement – financial assets at FVOCI

Financial assets measured at FVOCI are non-derivative financial assets that are not held for trading and the Company has made an irrevocable election at the time of initial recognition to measure the assets at FVOCI. The Company does not measure any financial assets at FVOCI.

After initial measurement, investments measured at FVOCI are subsequently measured at fair value with unrealized gains or losses recognized in other comprehensive income or loss in the consolidated statements of comprehensive (loss). When the investment is sold, the cumulative gain or loss remains in accumulated other comprehensive income or loss and is not reclassified to profit or loss.

Derecognition

A financial asset is derecognized when the contractual rights to the cash flows from the asset expire, or the Company no longer retains substantially all the risks and rewards of ownership.

Impairment of financial assets

The Company’s only financial assets subject to impairment are other accounts receivable, which are measured at amortized cost. The Company has elected to apply the simplified approach to impairment as permitted by IFRS 9, which requires the expected lifetime loss to be recognized at the time of initial recognition of the receivable. To measure estimated credit losses, accounts receivable have been grouped based on shared credit risk characteristics, including the number of days past due. An impairment loss is reversed in subsequent periods if the amount of the expected loss decreases and the decrease can be objectively related to an event occurring after the initial impairment was recognized.

Financial liabilities

Initial recognition and measurement

Financial liabilities are measured at amortized cost, unless they are required to be measured at FVPL as is the case for held for trading or derivative instruments, or the Company has opted to measure the financial liability at FVPL. The Company's financial liabilities include accounts payable and accrued liabilities, short-term loans payable, which are each measured at amortized cost. All financial liabilities are recognized initially at fair value and in the case of long-term debt, net of directly attributable transaction costs.

Subsequent measurement – financial liabilities at amortized cost

After initial recognition, financial liabilities measured at amortized cost are subsequently measured at the end of each reporting period at amortized cost using the EIR method. Amortized cost is calculated by taking into account any discount or premium on acquisition and any fees or costs that are an integral part of the EIR. The EIR amortization is included in the consolidated statements of operations.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged, cancelled or expires with any associated gain or loss recognized in other income or expense in the consolidated statements of operations.

Property and Equipment

Property and equipment are recorded at cost less accumulated depreciation and any impairment losses recorded. Depreciation is provided using the following annual rates and methods:

Works of art	Not amortized

Impairment of non-financial assets

At the end of each reporting period, the Company reviews the carrying amounts of its non-financial assets, such as property and equipment, to determine whether there is an indication of an impairment loss. If any such indication exists, the recoverable amount of the assets is estimated in order to determine the extent of impairment loss. The recoverable amount of an asset is the higher of its fair value less costs to sell and its value in use.

If the recoverable amount of the asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and an impairment loss is recognized immediately in profit or loss.

When an impairment loss is subsequently reversed, the carrying amount of the assets is increased to the revised estimate of its recoverable amount to the extent that the carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been previously recognized.

Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

(a) Securities trading transactions

Securities transactions, commissions and related clearing expenses are recorded on a trade date basis when the services are performed.

(b) Financial advisory fees

Financial advisory fees consist of management and advisory fees. Revenue from mergers and acquisitions and other corporate finance activities are recorded when the underlying transaction is substantially completed and collection of funds is reasonable assured under the engagement terms and the related revenue is reasonably determinable. Management and advisory fees are recognized on an accrual basis.

(c) Interest income

Interest income is recorded when earned.

(d) Broker warrants

Broker warrants received by the Company in respect of underwriting activities are initially measured at fair value using the Black-Scholes model. Broker warrants are classified as fair value through profit and loss and subsequent changes in fair value are recorded as revenue.

Derivatives

Embedded derivatives are separated from the host contract and accounted for separately if the economic characteristics and risks of the host contract and the embedded derivative are not closely related, a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative, and the combined instrument is not measured at fair value through profit and loss. Changes in the fair value of separable embedded derivatives are recognized immediately in the consolidated statements of operations. The Company's sharing of profits based on financial instrument price is considered an embedded derivative.

Income taxes

Income tax expense comprises current and deferred tax. Income tax expense is recognized in profit or loss except to the extent that it relates to items recognized in other comprehensive income or directly in equity, in which case it is recognized in the same statement in which the related item is recognized.

Current tax is the tax expected to be payable on the taxable profit for the year, calculated using tax rates enacted or substantively enacted by the reporting date, and any adjustments to tax payable in respect to previous years. Current tax assets and liabilities are offset when the Company intends to settle on a net basis and the legal right to offset exists.

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the consolidated statement of financial position and the amounts attributed to such assets and liabilities for tax purposes. Deferred tax liabilities are generally recognized for all taxable temporary differences and deferred tax assets are recognized to the extent that it is probable that future taxable profits will be available against which deductible temporary differences can be utilized.

Deferred tax is calculated using the tax rates expected to apply in the periods in which the assets will be realized or the liabilities settled, based on tax rates and enacted and substantively enacted law by the reporting date.

Deferred tax assets and liabilities are offset when they arise in the same tax reporting group and related to income taxes levied by the same taxation authority, and when the Company has a legal right to offset.

Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Provisions

Provisions represent liabilities to the Company for which the amount or timing is uncertain. Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources will be required to settle the obligation, and the amount can be reliably estimated. Provisions are measured at the present value of the expenditures expected to settle the obligation using a discount rate that reflects current market assessments of the time value of money and the risks specific to the obligation. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Share-based payments

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled share-based transactions are set out in the share-based payment note.

Earnings (loss) per share

Basic earnings (loss) per share is calculated by dividing net income available to common shareholders by the weighted average number of shares outstanding. Diluted earnings (loss) per share is calculated by assuming that any proceeds from the exercise of dilutive stock options and warrants would be used to repurchase common shares at the average market price during the period, with the incremental number of shares being included in the denominator of the diluted earnings (loss) per share calculation. The diluted earnings (loss) per share calculation excludes any potential conversion of options and warrants that would increase earnings per share or decrease loss per share.

Significant judgments, estimates and assumptions

The preparation of these consolidated financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amount of revenues and expenses during the year.

The areas which require management to make significant judgments, estimates and assumptions in determining carrying values include, but are not limited to:

(a) Valuation of financial instruments

The financial instruments of the Company are measured at fair value or amortized cost. Fair value is determined on the basis of closing market prices on the reporting date from independent sources, if available. If there is no available market price, fair value is determined using the Black-Scholes model. The inputs to the Black-Scholes model are derived from observable market data where possible, but where observable data is not available, judgment is required to establish fair value. There is inherent uncertainty and imprecision in estimating the factors that can affect fair value when observable data is not available.

(b) Income and other taxes

Accruals for tax liabilities require management to make estimates and judgments with respect to the ultimate outcome of tax filings and assessments. Actual results could vary from these estimates. Deferred tax assets are recognized to the extent that the Company believes it is probable that the assets can be recovered. Deferred tax assets and liabilities are recorded using substantively enacted future tax rates. Accordingly, the actual income and other tax liabilities and deferred tax assets may differ significantly from that estimated and recorded.

(c) Impairment

The carrying value of property and equipment is reviewed each reporting period to determine whether there is an indication of impairment. If the carrying amount of an asset exceeds its recoverable amount, the asset is impaired and an impairment loss is recognized in net income. The assessment of recoverable amount requires the use of estimates and assumptions for discount rates, future capital requirements and operating performance. Changes in any of the assumptions or estimates used in determining the fair value of the assets could impact the impairment analysis.

(d) Provisions and contingencies

Provisions are recorded by the Company when it has determined that it has a present obligation, whether legal or constructive, and that it is probable that an outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation. Provisions are recorded based on management's best estimates of timing, and quantum of future outflows. See Note 10.

(e) Going concern

For further information regarding going concern refer to Note 1.

Accounting policies adoptions and changes

IFRS 15 - Revenue From Contracts With Customers ("IFRS 15")
IFRS 15 replaces IAS 18 - Revenue, IAS 11 - Construction contracts, and some revenue-related interpretations. The standard contains a single model that applies to contracts with customers and two approaches to recognizing revenue: at a point in time or over time. The model features a contract-based five-step analysis of transactions to determine whether, how much and when revenue is recognized. New estimates and judgmental thresholds have been introduced, which may affect the amount and/or timing of revenue recognized. On April 1, 2018, the Company adopted IFRS 15 and has determined that the adoption of this new standard does not have a significant impact on its financial statements.

IFRS 9 Financial Instruments ("IFRS 9")
Effective April 1, 2018, the Company adopted IFRS 9, Financial Instruments, which resulted in changes in accounting policies as described below.

IFRS 9 replaces International Accounting Standard ("IAS") 39, Financial Instruments: Recognition and Measurement. IFRS 9 introduces new requirements for the classification, measurement and impairment of financial assets and hedge accounting. It establishes two primary measurement categories for financial assets: (i) amortized cost and (ii) fair value either through profit or loss ("FVPL") or through other comprehensive income ("FVOCI"); establishes criteria for the classification of financial assets within each measurement category based on business model and cash flow characteristics; and eliminates the existing held for trading, held to maturity, available for sale, loans and receivable and other financial liabilities categories. IFRS 9 also introduces a new expected credit loss model for the purpose of assessing the impairment of financial assets and requires that there be a demonstrated economic relationship between the hedged item and hedging instrument.

The Company adopted IFRS 9 on a retrospective basis. Due to the nature of its financial instruments, the adoption of IFRS 9 had no material impact on the opening accumulated deficit balance on April 1, 2018. The impact on the classification and measurement of its financial instruments is set out below.

All financial assets not classified at amortized cost or FVOCI are measured at FVPL. On initial recognition, the Company can irrevocably designate a financial asset at FVPL if doing so eliminates or significantly reduces an accounting mismatch.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated at FVPL:

- It is held within a business model whose objective is to hold the financial asset to collect the contractual cash flows associated with the financial asset instead of selling the financial asset for a profit or loss;
- Its contractual terms give rise to cash flows that are solely payments of principal and interest.

All financial instruments are initially recognized at fair value on the consolidated statement of financial position. Subsequent measurement of financial instruments is based on their classification. Financial assets and liabilities classified at FVPL are measured at fair value with changes in those fair values recognized in the consolidated statement of operations and comprehensive loss for the year. Financial assets and liabilities classified at amortized cost are measured at amortized cost using the effective interest method.

The following table summarizes the classification and measurement changes under IFRS 9 for each financial instrument:

	Financial instrument classification	
	Under IAS 39	**Under IFRS 9**
Financial assets		
Cash	Loans and receivables	Amortized cost
Securities owned	Held for trading	FVPL
Financial liabilities		
Accounts payable and accrued liabilities	Other financial liabilities	Amortized cost
Short-term loans payable	Other financial liabilities	Amortized cost
Other liabilities	Other financial liabilities	Amortized cost

The original carrying value of the Company's financial instruments under IAS 39 has not changed under IFRS 9.

Future accounting policies

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods beginning on or after April 1, 2019 or later periods. Many are not applicable or do not have a significant impact to the Company and have been excluded. The following have not yet been adopted and are being evaluated to determine their impact on the Company.

IAS 1 – Presentation of Financial Statements ("IAS 1") and IAS 8 – Accounting Policies, Changes in Accounting Estimates and Errors ("IAS 8") were amended in October 2018 to refine the definition of materiality and clarify its characteristics. The revised definition focuses on the idea that information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. The amendments are effective for annual reporting periods beginning on or after January 1, 2020. Earlier adoption is permitted.

(Expressed in Canadian Dollars)

IFRIC 23 – Uncertainty Over Income Tax Treatments ("IFRIC 23") was issued in June 2017 and clarifies the accounting for uncertainties in income taxes. The interpretation committee concluded that an entity shall consider whether it is probable that a taxation authority will accept an uncertain tax treatment. If an entity concludes it is probable that the taxation authority will accept an uncertain tax treatment, then the entity shall determine taxable profit (tax loss), tax bases, unused tax losses and credits or tax rates consistently with the tax treatment used or planned to be used in its income tax filings. If an entity concludes it is not probable that the taxation authority will accept an uncertain tax treatment, the entity shall reflect the effect of uncertainty in determining the related taxable profit (tax loss), tax bases, unused tax losses and credits or tax rates. IFRIC 23 is effective for annual periods beginning on or after January 1, 2019.

3. SECURITIES OWNED

Securities owned consist of the following:

	March 31, 2019	March 31, 2018
Common shares	$ -	$ 18,000
Total	$ -	$ 18,000

For the year ended March 31, 2019 the Company had a realized loss of $12,000 (2018 – gain of $11,812) and an unrealized gain of $12,000 (2018 – $12,000) for a net gain on investments of $Nil (2018 – net loss of $188).

4. FINANCIAL INSTRUMENTS

The fair value hierarchy presented distinguishes between the inputs used in determining the fair value of the Company's various financial instruments. The hierarchy levels are defined as:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Observable inputs other than Level 1 quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; or inputs other than quoted prices that are observable or corroborated by observable market data; and

Level 3 – Unobservable inputs that are supported by little or no market activity. Valuation techniques are primarily model-based.

	Carrying Value		Estimated Fair Value					
			March 31, 2019			March 31, 2018		
	March 31, 2019	March 31, 2018	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Securities owned	$ -	$ 18,000	$ -	$ -	$ -	$ 18,000	$ -	$ -

There was no Level 2 or Level 3 financial instrument activity for the years ended March 31, 2019 and 2018.

5. PROPERTY AND EQUIPMENT

	Art	Total
Cost		
Balance, March 31, 2017 and 2018	$ 12,914	$ 12,914
Impairment	(12,914)	(12,914)
Balance, March 31, 2019	$ -	$ -
Accumulated Depreciation		
Balance, March 31, 2017, 2018 and 2019	$ -	$ -
Net Book Value		
March 31, 2018	$ 12,914	$ 12,914
March 31, 2019	$ -	$ -

(Expressed in Canadian Dollars)

Depreciation on property and equipment, including impairment charges, for the year ended March 31, 2019 was $12,914 (2018 – $Nil).

6. SHORT-TERM LOANS PAYABLE

As at March 31, 2019, the Company has an unsecured term loan outstanding in the amount of $200,000 (March 31, 2018 – $200,000) owing to an arm's length lender. The loan bore interest at a rate of 12%, matured on March 31, 2013, and is unsecured. The lender agreed to waive all historical and future interest on the loan. During the year ended March 31, 2018 an additional $78,868 was advanced to the Company which was repaid by way of an advance from Victor Alboini ("Alboini"), a former director and officer of the Company. There is no current repayment date on the loan.

As at March 31, 2019, the Company had unsecured loans outstanding with an arm's length lender in the amount of $400,000 and an unsecured demand loan outstanding in the amount of $100,000 (March 31, 2018 – $400,000 and $100,000, respectively). The demand loan became payable in full on June 12, 2013. The lender agreed to waive all historic and future interest on the loans. During the year ended March 31, 2019, the loan was assigned by a former director of the Company to an arm's length lender. There is no current repayment date on the loans.

The Company had unsecured loans outstanding in the amount of $342,251 as at March 31, 2019 (March 31, 2018 – $307,706) owed to an arm's length lender. The loans were previously owed to Alboini and Stature Inc. ("Stature"), a company wholly-owned by Alboini. Alboini and Stature agreed to waive all historic and future interest on the loans. During the year ended March 31, 2019, the loan was assigned to an arm's length lender. There is no current repayment date on the loans.

7. CAPITAL STOCK

(a) *Share capital*

Authorized
Unlimited number of common shares with no par value
2,000,000 voting, convertible, redeemable, preference shares

Issued and outstanding	
17,027,933 common shares	$4,016,634

Share capital activity for the years ended March 31, 2019 and 2018, is summarized as follows:

	Common Shares #	Amount $
Balance, March 31, 2019, 2018 and 2017	17,027,933	4,016,634

(b) *Stock options*

On September 26, 2014, the shareholders of the Company approved a new stock option plan (the "Plan"). The Plan's maximum number of common shares which are reserved for issuance are expressed as a percentage of the issued and outstanding common shares, rather than as a fixed number, and the Plan's aggregate reservation is restricted to 10%. As at the date hereof, 10% of the issued and outstanding common shares is 1,702,793 common shares. During the year ended March 31, 2019, no options were granted (2018 – no options granted) and $Nil was recorded as share-based compensation (2018 - $Nil).

The following table reflects the continuity of options for the year ended March 31, 2019:

		Number of Common Shares				
Expiry Date	**Exercise Price**	**Opening Balance**	**Options Granted**	**Options Exercised**	**Options Expired**	**Closing Balance**
June 2, 2019*	$0.05	250,000	-	-	-	250,000
June 2, 2019*	$0.05	300,000	-	-	-	300,000
		550,000	-	-	-	550,000

(Expressed in Canadian Dollars)

*The stock options were issued to former directors and officers that resigned effective March 4, 2019, and the stock options expire 90 days following their resignation.

The following table reflects the continuity of options for the year ended March 31, 2018:

		Number of Common Shares				
Expiry Date	**Exercise Price**	**Opening Balance**	**Options Granted**	**Options Exercised**	**Options Expired**	**Closing Balance**
November 11, 2019	$0.05	340,000	-	-	(90,000)	250,000
August 24, 2021	$0.05	400,000	-	-	(100,000)	300,000
		740,000	-	-	(190,000)	550,000

The weighted average remaining contractual life and weighted average exercise price of options outstanding and of options exercisable as at March 31, 2019 are as follows:

		Options Outstanding and Exercisable	
Expiry Date	**Exercise Price**	**Number of Options**	**Average Remaining Contractual Life (Years)**
June 2, 2019	$0.05	250,000	0.2
June 2, 2019	$0.05	300,000	0.2
		550,000	0.2

(c) *Employee share purchase plan*

On September 25, 2006, the shareholders of the Company approved the establishment of an employee share purchase plan ("ESPP"). The ESPP allows qualifying employees to purchase common shares of the Company equal to 8% of their annual compensation to a maximum amount of $8,000 per year, unless the Board of Directors waives the individual maximum. The Company matches the number of shares purchased at no additional cost to the employee over a three-year vesting period or such other period determined by the Board of Directors.

There were no purchases under the ESPP for the years ended March 31, 2019 and 2018. The Company intends to satisfy its historic ESPP obligation of 188,094 shares which include matching shares by acquiring shares in the market on behalf of participants in the ESPP.

(d) *Financings*

The Company did not issue shares in 2019 nor 2018.

(e) *Loss per share data*

The weighted average number of common shares outstanding, used in computing basic and diluted earnings per common share for the periods ended March 31, 2019 and 2018 were:

March 31, 2019	17,027,933
March 31, 2018	17,027,933

The effect of outstanding common share purchase options and warrants on the net (loss) for the periods presented is not reflected as to do so would be anti-dilutive.

(f) *Warrants:*

	Warrants #	Amount $
Balance, March 31, 2019, 2018 and 2017	6,660,000	312,952

(Expressed in Canadian Dollars)

As at March 31, 2019, warrants outstanding were as follows:

		Warrants Outstanding and Exercisable	
Expiry Date	**Exercise Price**	**Number of Warrants**	**Average Remaining Contractual Life (Years)**
August 21, 2019	$0.05	1,880,000	0.4
September 11, 2019	$0.05	380,000	0.4
December 12, 2021	$0.05	4,400,000	2.7
		6,660,000	1.9

(g) *Contributed surplus:*

Contributed surplus activity for the years ended March 31, 2019 and 2018 is summarized as follows:

Balance, March 31, 2019, 2018 and 2017	$ 1,796,652

8. CAPITAL MANAGEMENT

The Company requires capital to fund existing and future operations and meet regulatory capital requirements. The Company's policy is to maintain adequate levels of capital at all times.

The Company's capital structure includes the following:

	March 31, 2019	March 31, 2018
Short-term loans payable	$ 1,042,251	$ 1,007,706
Shareholders' deficiency comprised		
Share capital	4,016,634	4,016,634
Warrants	312,952	312,952
Contributed surplus	1,796,652	1,796,652
Deficit	(8,794,895)	(8,614,854)
	($1,626,406)	($1,480,910)

The Company's objectives when managing capital are to (i) provide financial capacity and flexibility in order to preserve its ability to meet its strategic objectives and financial obligations and continue as a going concern; (ii) maintain a capital structure which allows the Company to respond to changes in economic and marketplace conditions and affords the Company the ability to participate in new investments; (iii) optimize the use of its capital to provide an appropriate investment return to its shareholders equal with the level of risk; and (iv) maintain a flexible capital structure which optimizes the cost of capital at acceptable levels of risk.

The Company's financial strategy is formulated and adapted according to market conditions in order to maintain a flexible capital structure that is consistent with its objectives and the risk characteristics of its underlying assets. The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of its underlying assets. The Company maintains or adjusts its capital level to enable it to meet its objectives by: (i) realizing proceeds from the disposition of its investments; (ii) utilizing leverage in the form of margin loans on its investments; (iii) raising capital through loans from third party investors who seek to participate in investment opportunities; and (iv) raising capital through the issuance of securities.

The Company's capital management objectives, policies and processes have generally remained unchanged during the years ended March 31, 2019 and 2018.

The Company is also subject to capital requirements imposed the TSX Venture Exchange ("TSXV") which requires adequate working capital or financial resources of the greater of (i) $50,000 and (ii) an amount required in order to maintain operations and cover general and administrative expenses for a period of 6 months.

As of March 31, 2019, the Company may not be compliant with the policies of the TSXV. The impact of this violation is not known and is ultimately dependent on the discretion of the TSXV.

(Expressed in Canadian Dollars)

9. INCOME TAXES

a) Provision for income taxes

Major items causing the Company's effective tax rate to differ from the combined Canadian federal and provincial statutory rate of 26.5% (2018 – 26.5%) were as follows:

		2019		2018
(Loss) before taxes	$	(180,041)	$	(309,377)
Statutory tax rates		26.5%		26.5%
Expected income tax recovery at statutory tax rates		(48,000)		(82,000)
Adjustment to expected income tax benefit:				
Other		37,000		(43,000)
Benefit of tax assets not recognized		11,000		125,000
Deferred income tax provision (recovery)	$	-	$	-

b) Deferred income tax

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

		2019		2018
Unrecognized deductible temporary differences				
Non-capital loss carry-forwards	$	27,334,000	$	27,282,000
Exploration and development		4,232,000		4,232,000
Capital losses carried forward		86,695,000		86,695,000
Other		441,000		441,000
	$	118,702,000	$	118,650,000

As at March 31, 2019, the Company expects to have Canadian non-capital losses available for carryforward expiring as follows:

2027	$	3,677,000
2029		4,099,000
2030		2,710,000
2031		2,111,000
2032		4,973,000
2033		6,137,000
2034		2,936,000
2035		50,000
2037		146,000
2038		303,000
2039		192,000
	$	27,334,000

10. PROVISIONS AND CONTINGENCIES

The Company is party to legal proceedings and other claims in the ordinary course of its operations. Litigation and other claims are subject to many uncertainties and the outcome of individual matters is not predictable. Where management can estimate that there is a loss probable, a provision has been recorded in its financial statements, where proceedings are at a premature stage or the ultimate outcome is not determinable, then no provision is recorded. It is possible that the final resolution of these matters may require the Company to make expenditures over an extended period of time and in a range of amounts that cannot be reasonably estimated and may differ significantly from any amounts recorded in these consolidated financial statements. Should the Company be unsuccessful in its defense or settlement of one or more of these legal actions, there could be a materially adverse effect on the Company's financial position, future expectations, and cash flows.

11. RISK MANAGEMENT

Fair value of financial assets and financial liabilities

Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest rate, currency or credit risks arising from its financial instruments. The fair values of the Company's financial assets and financial liabilities approximate their carrying amounts due to their imminent or short-term maturity.

Market risk
Market risk is the risk that a change in market prices, interest rate levels, indices, liquidity and other market factors will result in losses. The Company is exposed to market risk as a result of its principal trading in equity securities and fixed income securities. Securities held for trading are valued at market and as such, changes in market value affect earnings (losses) as they occur. The Company mitigates its market risk exposure through controls to limit concentration levels. As at March 31, 2019, the Company does not hold equity securities.

Interest rate risk
Interest rate risk arises from the possibility that changes in interest rates will affect the value of financial instruments and fixed income securities held by the Company. The Company holds minimal fixed income securities and does not hedge its exposure to interest rates since the risk is very low. As at March 31, 2019, the Company no longer has interest-bearing loans.

Foreign exchange risk
Foreign exchange risk is the risk that the market value of financial instruments and the associated revenues will fluctuate due to changes in exchange rates. The Company does not use derivatives to modify the foreign exchange risk. The Company holds minimal financial instruments in foreign currencies.

Liquidity risk

Liquidity risk is the risk that results from the Company's potential inability to meet its financial obligations as they come due. The Company generates cash flow primarily from its commission and fee based businesses as well as its investments.

The Company manages liquidity risk by reviewing the amount of cash available, on a daily basis, to ensure that it can meet its current obligations. There is no guarantee that the Company will be able to continue to meet its current obligations. See Note 1.

The Company has loans outstanding of $1,042,251 as at March 31, 2019 (March 31, 2018 - $1,007,706).

12. RELATED PARTY TRANSACTIONS

The Company had related party transactions with directors or officers of the Company, or companies with which they were associated, as follows:

a) During the year ended March 31, 2019, Alboini and Stature provided net loan advances of $34,545 to the Company (2018 – net loan advances of $76,793 from the Company), resulting in a balance of $342,251 owing to them as at March 31, 2019 (March 31, 2018 - $307,706). During the year ended March 31, 2014, Alboini and Stature waived all historical and future interest on their total loans to the Company. During the year ended March 31, 2019, the loans were assigned to an arm's length lender. There is no current repayment date on the loans.

(Expressed in Canadian Dollars)

b) As at March 31, 2018, the Company had $500,000 in loans payable to a former director of the Company. During the year ended March 31, 2019, the loans payable were assigned to an arm's length lender.

c) Accounts payable and accrued liabilities includes $166,312 in fees due to former directors and officers as at March 31, 2019 (March 31, 2018 - $384,370 due to directors and officers).

Compensation to key management personnel

Compensation paid or payable during the years ended March 31, 2019 and 2018 to persons and corporation in charge of the planning, direction and control of the Company, including executive and non-executive directors, is as follows:

	2019	2018
Fees and benefits	$ 155,000	$ 238,667
Total	$ 155,000	$ 238,667

13. SUPPLEMENTAL INFORMATION – STATEMENT OF CASH FLOWS

	2019	2018
Interest paid	$ -	$ 134

14. OTHER LIABILITIES

During the year ended March 31, 2017, the Company transferred $525,769 of accounts payable (the "Statute-barred Claims") to non-current liabilities on the basis that any claims in respect of the Statute-barred Claims were statute barred under the Limitations Act (Ontario). The Statute-barred Claims related to expenses billed by and third party liabilities incurred by NSI which is no longer active. However, for accounting purposes under IFRS, a debt can only be removed from the Company's Statement of Financial Position when it is extinguished, meaning only when the contract is discharged or canceled or expires. The effect of the Limitations Act is to prevent a creditor from enforcing an obligation but it does not formally extinguish the debt for accounting purposes. It is the position of management of the Company that the Statute-barred Claims cannot be enforced by the creditors, do not create any obligation for the Company to pay out any cash and do not affect the financial or working capital position of the Company. The Statute-barred Claims are required to be reflected on the Company's Statement of Financial Position as a result of the current interpretation of IFRS, but they are classified as long-term liabilities since the Company has no intention to pay these Statute-barred Claims and the creditors cannot enforce payment of the Statute-barred Claims. While inclusion of these items is intended solely to comply with the requirements of IFRS, the Company in no way acknowledges any of the Statute-barred Claims.

15. OPERATING SEGMENT INFORMATION

The management of the Company is responsible for the entire operations of the Company and considers the business to have a single operating segment. Certain operations within the single operating segment were discontinued during 2013 and presented as discontinued operations where applicable within the consolidated statement of operations and comprehensive income.

The internal reporting provided to the management of the Company's assets, liabilities and performance is prepared on a consistent basis with the measurement and recognition principles of IFRS. There were no changes in the reportable segments in the years ended March 31, 2019 and 2018.

16. SUBSEQUENT EVENT

On June 2, 2019, 550,000 stock options issued to former directors and officers expired unexercised.

SCHEDULE "B"
ANNUAL MD&A OF ADDED CAPITAL

(See attached)

ADDED CAPITAL INC.

MANAGEMENT'S DISCUSSION & ANALYSIS
FOR THE YEARS ENDED MARCH 31, 2019 AND 2018

MANAGEMENT'S DISCUSSION AND ANALYSIS

July 29, 2019

This Management's Discussion and Analysis ("MD&A") of the financial condition and results of operations of the Company are the views of management and should be read in conjunction with the consolidated financial statements and related notes for the years ended March 31, 2019 and 2018, which are prepared in accordance with International Financial Reporting Standards ("IFRS"). All figures are expressed in Canadian dollars unless otherwise indicated.

The Company's Audit Committee and Board of Directors have reviewed and approved the MD&A on July 29, 2019.

Overview

Added Capital Inc. ("Added" or the "Company") wholly owns Northern Securities Inc. ("Northern Securities" or "NSI"), a suspended member firm of the Investment Industry Regulatory Organization of Canada ("IIROC"). Prior to December 31, 2012, the Company carried on a traditional brokerage and investment banking business. Effective December 31, 2012, NSI ceased carrying on its brokerage business because it could not secure an alternative carrying broker when Penson Financial Services Canada ("Penson") terminated its carrying brokerage business in Canada. NSI reached arrangements to transfer its client accounts and investment advisors to other IIROC dealer members by December 31, 2012.

As a result of the termination of its brokerage business, NSI developed a capital deficiency which resulted in NSI being suspended as an IIROC dealer member on March 19, 2013. As a result of the suspension, the Company carried on the business of mergers and acquisitions, research and corporate finance, restructurings, proxy solicitations and merchant banking as and from March 19, 2013.

Added also provided services to Jaguar Financial Corporation ("Jaguar"), a merchant bank in which Vic Alboini ("Alboini"), Chairman and CEO of the Company, is also the Chairman and CEO. Added ceased providing management services to Jaguar effective December 2016.

On March 28, 2012, the common shares of the Company commenced trading on the TSX Venture Exchange under the trading symbol "NFC". Prior to this date the Company's shares were traded on the Toronto Stock Exchange. On July 2, 2014, the Company changed its name to Added Capital Inc. and its trading symbol to "AAD".

Need for Profitable Operations

Due to a lack of investor interest in small-cap stocks, numerous small cap companies are unable to execute on their growth plans in the manner they have in the past. Many of these companies are in need of assistance in areas such as finance, operations, investor relations, and governance. The Company has acted as an involved investor, assisting companies to improve their ability to meet their growth targets, carry out their capital market objectives and implement appropriate value creation strategies.

The best example in the team's history of this involved ownership is Lakeside Steel Inc. ("Lakeside"), where an investor group led by the Company purchased shares of Lakeside, then a private company, and the team arranged for turnaround management to be put in place and took an active role on the Board. Lakeside was taken public by NSI in a financing that strengthened Lakeside's balance sheet. After the turnaround, Lakeside subsequently hired a very good CEO with the substantial involvement of the Company, and raised $45 million in two rounds of financing, led by a highly respected independent investment bank, which allowed Lakeside to pursue an aggressive growth plan in the United States. Subsequently, Lakeside was sold to a large steel company in the U.S.

The Company has substantial experience in M&A, restructurings and proxy solicitations. Traditional M&A includes acting as an advisor to any party to an M&A transaction or acting for the Board of Directors or management or any shareholder. Any M&A service may also involve the preparation of a fairness opinion or valuation.

The team has considerable experience in financial restructurings. More and more companies will require this service if capital markets continue to remain unfavourable to small cap companies.

Proxy solicitation is a low margin business and labour intensive; however, from time to time this service can generate reasonable work and success fees.

Business Environment

The Company's corporate client base consists of small cap mining, technology and special situation companies. In the past few years the capital markets have not been receptive to small cap mining companies that do not have producing or near producing assets. Commodity prices have weakened and mining company share prices have plummeted.

The downturn has, however, created selective positive acquisition opportunities for the Company and its clients. The Company is substantially active in the M&A advisory business with a number of M&A engagements with small cap companies.

Annual Financial Information

	Year ended March 31, 2019	Year ended March 31, 2018	Year ended March 31, 2017
Total revenues	$10,844	$40,819	$187,497
Income (loss) from continuing operations	$ (180,041)	$ (309,377)	$145,307
Net income (loss)	$ (180,041)	$ (309,377)	$145,307
Earnings per share	$(0.01)	$(0.02)	$0.01
Total assets	$ -	$ 32,200	$ 13,465
Long term liabilities	$ 525,769	$ 525,769	$ 525,769

Results of Operations for the year ended March 31, 2019

The Company reports a consolidated net loss of $180,041 for the year ended March 31, 2019, compared to net loss of $309,377 for the year ended March 31, 2018. General and administrative expenses in the year ended March 31, 2019 of $190, 855 (2018 - $350,062) relates mostly to management fees, public company costs and regulatory fees, partly offset by recoveries reported against amounts previously expensed for legal and travel.

Revenue

Total revenue for the year ended March 31, 2019 was $10,844, compared with $40,819 in 2018.

Financial advisory revenue for the year ended March 31, 2019 decreased to $9,779 from $40,000 in 2018. The Company recorded a loss on investments of $Nil (2018 – loss of $188). Other income for the year ended March 31, 2019 amounted to $1,065 (2018 - $1,007).

Revenue of the Company is dependent upon the strength of the commodities markets and the general condition of the financial markets. Fluctuations in the financial markets will have a significant adverse effect on the financial results of the Company as will the Company's ability to enter into successful advisory arrangements. The Company had a reduced number of active success-based advisory engagements open during the year ended March 31, 2019. The success of these engagements may or may not be realized in future periods.

Expenses

Total expenses for the year ended March 31, 2019 were $190,885 (2018 - $350,195). General and administrative expenses are the operating expenses of the Company which includes compensation and general overhead. The Company had general and administrative expenses of $190,885 as compared to $350,062 in 2018. General and administrative expenses include $153,874 (2018 - $258,422) in management fees and salaries, $220 (2018 - $1,300) in mailing and shareholder communication costs, a recovery of $12,926 (2018 – expenses of $14,831) in travel, a recovery of $7,943 (2018 – expenses of $43,919) in audit and legal fees, $15,000 (2018 - $15,000) in director's fees, $11,788 (2018 – recovery of $47) in office and general expenses, $17,833 (2018 - $16,636) in listing and filing fees and $12,914 (2018 - $Nil) in impairment of property and equipment. General and administrative expenses are expected to be reduced in future periods.

Total interest expense for the year ended March 31, 2019 was $nil, compared with $134 in 2018. Interest expense is expected to be minimal in future periods as the Company's interest-bearing debt has been eliminated. Share-based compensation totaled $Nil for the year ended March 31, 2019 (2018 - $Nil) in connection with options issued during the period.

Quarterly Financial Information

For the quarters ended	Revenue (loss)	Net Loss	Loss per share	Shares
March 31, 2019	$ -	$ (6,783)	$ (0.00)	17,027,933
December 31, 2018	84	(57,540)	(0.00)	17,027,933
September 30, 2018	5,439	(57,117)	(0.00)	17,027,933
June 30, 2018	5,321	(58,601)	(0.00)	17,027,933
March 31, 2018	(13,749)	(189,562)	(0.00)	17,027,933
December 31, 2017	42,191	(11,917)	(0.00)	17,027,933
September 30, 2017	12,127	(58,460)	(0.00)	17,027,933
June 30, 2017	250	(49,438)	(0.00)	17,027,933

Results of Operations for the three months ended March 31, 2019

The Company reports a consolidated net loss of $6,783 for the three months ended March 31, 2019, compared to a loss of $189,562 in the three months ended March 31, 2018.

Revenue

Financial advisory revenue for the three months ended March 31, 2019 was $Nil as compared to a loss of $13,749 for the three months ended March 31, 2018.

Revenue of the Company is dependent upon the strength of the commodities markets and the general condition of the financial markets. Fluctuations in the financial markets will have a significant adverse effect on the financial results of the Company as will the Company's ability to enter into successful advisory arrangements. The Company had a reduced number of active success-based advisory engagements open during the period ended March 31, 2019. The success of these engagements may or may not be realized in future periods.

Expenses

Total expenses for the three months ended March 31, 2019 were $6,783 (2018 - $175,813). General and administrative expenses are the operating expenses of the Company which includes compensation and general overhead. These expenses include $27,795 (2018 – $132,145) in management fees and salaries, a recovery of $24,000 in travel (2018 – expenses of $5,111), a recovery of $21,017 in audit and legal fees (2018 – expenses of $25,815), $3,750 in director's fees (2018 - $3,750), $7,341 in listing and filing fees (2018 - $7,792), and $12,914 in impairment on the property and equipment (2018 - $Nil). General and administrative expenses are expected to be reduced in future periods.

Total interest expense for the three months ended March 31, 2019 was $Nil, compared with $Nil in 2018. Interest expense is expected to be minimal in future periods as the Company's interest-bearing debt has been eliminated.

Liquidity, Capital Resources and Cash Flows

The Company had cash of $nil as at March 31, 2019 compared to $1,286 as at March 31, 2018.

The Company used cash in operations of $35,831 in the year ended March 31, 2019 (2018 – $36,057).

The Company's working capital deficiency at March 31, 2019 was $2,142,888. The Company also has certain loans that have matured and have not been repaid.

Overall because of the materially adverse events that have occurred in fiscal 2013 including the loss of NSI's brokerage business and its suspension as an IIROC Dealer Member, the Company's assets, revenue and ongoing expenses have all dropped considerably, and its liabilities have increased substantially to the point of testing the Company's ability to continue as a going concern.

While the Company has prepared its consolidated financial statements on the basis of accounting principles applicable to a going concern, certain adverse conditions create some uncertainty relating to this assumption. While the Company has been profitable in recent years, the Company continues to have substantial debt. The Company's continued operation is dependent upon its ability to maintain profitable operations and continue a positive financial restructuring of its debt. The recent debt settlements have been a positive step towards a financial restructuring. In addition three lenders including Alboini have waived all interest both historical and going forward, and there are no fixed dates for repayment. These three lenders with loans totaling $1,042,251 at March 31, 2019, are cooperating with the Company.

A portion of the cash of the Company is maintained by NSI, the Company's wholly owned subsidiary. The Company must receive consent from IIROC prior to the repatriation of any cash.

Outlined below are the contractual obligations as of March 31, 2019 including payments due for each of the next five years and thereafter:

Payments Due by Period

Contractual Obligations	Total	Less than 3 months	3 months to less than 6 months	6 months to 1 year	1 to 3 years	4 to 5 years	After 5 years
Short-term loans	$1,042,251	$1,042,251	-	-	-	-	-
Total	$1,042,251	$1,042,251	-	-	-	-	-

Management of Capital

The Company requires capital to fund existing and future operations and meet regulatory capital requirements. The Company's aspires to maintain adequate levels of capital at all times.

The Company's capital structure includes the following:

	March 31, 2019	March 31, 2018
Short-term loans payable	$ 1,042,251	$ 1,007,706
Shareholders' deficiency comprised of:		
Share capital	4,016,634	4,016,634
Warrants	312,952	312,952
Contributed surplus	1,796,652	1,796,652
Deficit	(8,794,895)	(8,614,854)
	($ 1,626,406)	($ 1,480,910)

The Company's objectives when managing capital are to (i) provide financial capacity and flexibility in order to preserve its ability to meet its strategic objectives and financial obligations and continue as a going concern; (ii) maintain a capital structure which allows the Company to respond to changes in economic and marketplace conditions and affords the Company the ability to participate in new investments; (iii) optimize the use of its capital to provide an appropriate investment return to its shareholders equal with the level of risk; and (iv) maintain a flexible capital structure which optimizes the cost of capital at acceptable levels of risk.

The Company's financial strategy is formulated and adapted according to market conditions in order to maintain a flexible capital structure that is consistent with its objectives and the risk characteristics of its underlying assets. The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of its underlying assets. The Company maintains or adjusts its capital level to enable it to meet its objectives by: (i) realizing proceeds from the disposition of its investments; (ii) utilizing leverage in the form of margin loans on its investments; (iii) raising capital through loans from third party investors who seek to participate in investment opportunities; and (iv) raising capital through the issuance of securities.

The Company's subsidiary, NSI, was required to maintain a certain level of regulatory capital under the IIROC rules. IIROC Dealer Member Rule 17.1 sets a minimum capital requirement for each firm based on its size and business model to ensure that the investment dealer not only has capital available to cover known risks but also excess capital to cover unforeseen risks. IIROC's minimum capital requirements are aimed at ensuring that investment dealers do not assume excessive leverage or engage in business practices which expose them to too much risk. This capital was provided by the Company and is eliminated upon consolidation as a loan between the parent and subsidiary. As at March 31, 2019, the amount of this loan was $8,600,000 (March 31, 2018 - $8,600,000).

The Company's capital management objectives, policies and processes have remained unchanged during the periods ended March 31, 2019 and 2018.

The Company is also subject to capital requirements imposed the TSX Venture Exchange ("TSXV") which requires adequate working capital or financial resources of the greater of (i) $50,000 and (ii) an amount required in order to maintain operations and cover general and administrative expenses for a period of 6 months.

As of March 31, 2019, the Company may not be compliant with the policies of the TSXV. The impact of this violation is not known and is ultimately dependent on the discretion of the TSXV.

Dividends

The Company did not pay dividends in the 2019 or 2018 financial years.

Off-Balance Sheet Arrangements

The Company had no off-balance sheet arrangements as of March 31, 2019 and July 29, 2019.

Changes to Management and Board

Effective March 14, 2019, Mr. Alboini (CEO), Mr. Rapagna (CFO), Mr. Reimer (Director), and Mr. Steinberg (Director) resigned. Michael Lerner is the CEO and Director. Effective May 8, 2019, Michael Lerner, Balu Gopalakrishnan, Binyomin Posen and Donal Caroll were elected to the Board of Directors.

Critical Accounting Estimates

Significant judgments, estimates and assumptions

The preparation of the Company's consolidated financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amount of revenues and expenses during the year.

The areas which require management to make significant judgments, estimates and assumptions in determining carrying values include, but are not limited to:

Valuation of financial instruments

The financial instruments of the Company are measured at fair value or amortized cost. Fair value is determined on the basis of market prices from independent sources, if available. If there is no available market price, fair value is determined using the Black-Scholes model. The inputs to the Black-Scholes model are derived from observable market data where possible, but where observable data is not available, judgment is required to establish fair value. There is inherent uncertainty and imprecision in estimating the factors that can affect fair value when observable data is not available.

Income and other taxes

Accruals for tax liabilities require management to make estimates and judgments with respect to the ultimate outcome of tax filings and assessments. Actual results could vary from these estimates. Deferred tax assets are recognized to the extent that the Company believes it is probable that the assets can be recovered. Deferred tax assets and liabilities are recorded using substantively enacted future tax rates. Accordingly, the actual income tax liabilities and deferred tax assets may differ significantly from that estimated and recorded.

*Impairmen*t

The carrying value of investment in associated company, and property and equipment is reviewed each reporting period to determine whether there is an indication of impairment. If the carrying amount of an asset exceeds its recoverable amount, the asset is impaired and an impairment loss is recognized in net income. The assessment of recoverable amount requires the use of estimates and assumptions for discount rates, future capital requirements and operating performance. Changes in any of the assumptions or estimates used in determining the fair value of the assets could impact the impairment analysis.

Provisions and contingencies

Provisions are recorded by the Company when it has determined that it has a present obligation, whether legal or constructive, and that it is probable that an outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation. Provisions are recorded based on management's best estimates of timing, and quantum of future outflows. See Note 10 of the accompanying consolidated financial statements.

Going concern

For further information regarding going concern refer to Note 1 of the accompanying consolidated financial statements.

Financial Instruments

Financial assets

Initial recognition and measurement
Non-derivative financial assets within the scope of IFRS 9 are classified and measured as “financial assets at fair value”, as either FVPL or FVOCI, and “financial assets at amortized costs”, as appropriate. The Company determines the classification of financial assets at the time of initial recognition based on the Company’s business model and the contractual terms of the cash flows.

All financial assets are recognized initially at fair value plus, in the case of financial assets not at FVPL, directly attributable transaction costs on the trade date at which the Company becomes a party to the contractual provisions of the instrument.

Financial assets with embedded derivatives are considered in their entirety when determining their classification at FVPL or at amortized cost. Other accounts receivable held for collection of contractual cash flows are measured at amortized cost.

Subsequent measurement – financial assets at amortized cost
After initial recognition, financial assets measured at amortized cost are subsequently measured at the end of each reporting period at amortized cost using the Effective Interest Rate (“EIR”) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and any fees or costs that are an integral part of the EIR. The EIR amortization is included in the consolidated statements of operations.

Subsequent measurement – financial assets at FVPL
Financial assets measured at FVPL include financial assets management intends to sell in the short term and any derivative financial instrument that is not designated as a hedging instrument in a hedge relationship. Financial assets measured at FVPL are carried at fair value in the consolidated statements of financial position with changes in fair value recognized in other income or expense in the consolidated statements of operations. The Company’s securities owned are classified as financial assets at FVPL.

Subsequent measurement – financial assets at FVOCI
Financial assets measured at FVOCI are non-derivative financial assets that are not held for trading and the Company has made an irrevocable election at the time of initial recognition to measure the assets at FVOCI. The Company does not measure any financial assets at FVOCI.

After initial measurement, investments measured at FVOCI are subsequently measured at fair value with unrealized gains or losses recognized in other comprehensive income or loss in the consolidated statements of comprehensive (loss). When the investment is sold, the cumulative gain or loss remains in accumulated other comprehensive income or loss and is not reclassified to profit or loss.

Derecognition
A financial asset is derecognized when the contractual rights to the cash flows from the asset expire, or the Company no longer retains substantially all the risks and rewards of ownership.

Impairment of financial assets
The Company’s only financial assets subject to impairment are other accounts receivable, which are measured at amortized cost. The Company has elected to apply the simplified approach to impairment as permitted by IFRS 9, which requires the expected lifetime loss to be recognized at the time of initial recognition of the receivable. To measure estimated credit losses, accounts receivable have been grouped based on shared credit risk characteristics, including the number of days past due. An impairment loss is reversed in subsequent periods if the amount of the expected loss decreases and the decrease can be objectively related to an event occurring after the initial impairment was recognized.

Financial liabilities

Initial recognition and measurement
Financial liabilities are measured at amortized cost, unless they are required to be measured at FVPL as is the case for held for trading or derivative instruments, or the Company has opted to measure the financial liability at FVPL. The Company’s financial liabilities include accounts payable and accrued liabilities, short-term loans payable, which are

each measured at amortized cost. All financial liabilities are recognized initially at fair value and in the case of long-term debt, net of directly attributable transaction costs.

Subsequent measurement – financial liabilities at amortized cost
After initial recognition, financial liabilities measured at amortized cost are subsequently measured at the end of each reporting period at amortized cost using the EIR method. Amortized cost is calculated by taking into account any discount or premium on acquisition and any fees or costs that are an integral part of the EIR. The EIR amortization is included in the consolidated statements of operations.

Derecognition
A financial liability is derecognized when the obligation under the liability is discharged, cancelled or expires with any associated gain or loss recognized in other income or expense in the consolidated statements of operations.

The following is a description and analysis of the risks associated with financial instruments that may affect the Company:

Fair value of financial assets and financial liabilities
Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest rate, currency or credit risks arising from its financial instruments. The fair values of the Company's financial assets and financial liabilities approximate their carrying amounts due to their imminent or short-term maturity.

Market risk
Market risk is the risk that a change in market prices, interest rate levels, indices, liquidity and other market factors will result in losses. The Company is exposed to market risk as a result of its principal trading in equity securities and fixed income securities. Securities held for trading are valued at market and as such, changes in market value affect earnings (losses) as they occur. The Company mitigates its market risk exposure through controls to limit concentration levels. As at March 31, 2019, the Company does not hold equity securities.

Interest rate risk
Interest rate risk arises from the possibility that changes in interest rates will affect the value of financial instruments and fixed income securities held by the Company. The Company holds minimal fixed income securities and does not hedge its exposure to interest rates since the risk is very low. As at March 31, 2019, the Company no longer has interest-bearing loans.

Foreign exchange risk
Foreign exchange risk is the risk that the market value of financial instruments and the associated revenues will fluctuate due to changes in exchange rates. The Company does not use derivatives to modify the foreign exchange risk. The Company holds minimal financial instruments in foreign currencies.

Liquidity risk
Liquidity risk is the risk that results from the Company's potential inability to meet its financial obligations as they come due. The Company generates cash flow primarily from its commission and fee based businesses as well as its investments.

The Company manages liquidity risk by reviewing the amount of cash available, on a daily basis, to ensure that it can meet its current obligations. There is no guarantee that the Company will be able to continue to meets its current obligations. See Note 1 of the accompanying financial statements.

The Company has loans outstanding of $1,042,251 as at March 31, 2019 (March 31, 2018 - $1,007,706).

Share Capital Information

Outlined below is selected current share capital information related to the Company as at July 29, 2019:

Description	Number
Common shares issued and outstanding	17,027,933
Common share purchase warrants issued and outstanding	6,660,000
Common share purchase options issued and outstanding	-

On September 25, 2006, the shareholders of the Company approved the establishment of an employee share purchase plan ("ESPP"). The ESPP allows qualifying employees to purchase common shares of the Company equal to 8% of their annual compensation to a maximum amount of $8,000 per year, unless the Board of Directors waives the individual maximum. The Company matches the number of shares purchased at no additional cost to the employee over a three-year vesting period or such other period determined by the Board of Directors. The Company intends to satisfy its historic ESPP obligation of 188,094 shares at March 31, 2019 which include matching shares by acquiring shares in the market on behalf of participants in the ESPP.

Subsequent Events
On June 2, 2019, 550,000 stock options issued to former directors and officers expired unexercised.

Related Party Transactions

The Company had related party transactions with directors or officers of the Company, or companies with which they were associated, as follows:

a) During the year ended March 31, 2018, Alboini and Stature provided net loan advances of $34,545 from the Company (2018 – net loan advances of $76,793 from the Company), resulting in a balance of $342,251 owing to them as at March 31, 2019 (March 31, 2018 - $307,706). During the year ended March 31, 2014, Alboini and Stature waived all historical and future interest on their total loans to the Company. During the year ended March 31, 2019, the loans were assigned to an arm's length lender. There is no current repayment date on the loans.
b) As at March 31, 2018, the Company had $500,000 in loans payable to a former director of the Company. During the year ended March 31, 2019, the loans payable were assigned to an arm's length lender.
c) Accounts payable and accrued liabilities includes $166,312 in fees due to former directors and officers as at March 31, 2019 (March 31, 2018 - $384,370 due to directors and officers).

Compensation to key management personnel

Compensation paid or payable during the year ended March 31, 2019 and 2018 to persons and corporation in charge of the planning, direction and control of the Company, including executive and non-executive directors, is as follows:

	2019	2018
Fees and benefits	$ 155,000	$ 238,667
Share-based compensation	-	-
Total	$ 155,000	$ 238,667

Commitments, Provisions and Contingencies

The Company is party to legal proceedings and other claims in the ordinary course of its operations. Litigation and other claims are subject to many uncertainties and the outcome of individual matters is not predictable. Where management can estimate that there is a loss probable, a provision has been recorded in its financial statements, where proceedings are at a premature stage or the ultimate outcome is not determinable, then no provision is recorded. It is possible that the final resolution of these matters may require the Company to make expenditures over an extended period of time and in a range of amounts that cannot be reasonably estimated and may differ significantly from any amounts recorded in these consolidated financial statements. Should the Company be unsuccessful in its defense or settlement of one or more of these legal actions, there could be a materially adverse effect on the Company's financial position, future expectations, and cash flows.

Future Accounting Policies

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods beginning on or after April 1, 2019 or later periods. Many are not applicable or do not have a significant impact to the Company and have been excluded. The following have not yet been adopted and are being evaluated to determine their impact on the Company.

IAS 1 – Presentation of Financial Statements ("IAS 1") and IAS 8 – Accounting Policies, Changes in Accounting Estimates and Errors ("IAS 8") were amended in October 2018 to refine the definition of materiality and clarify its characteristics. The revised definition focuses on the idea that information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. The amendments are effective for annual reporting periods beginning on or after January 1, 2020. Earlier adoption is permitted.

IFRIC 23 – Uncertainty Over Income Tax Treatments ("IFRIC 23") was issued in June 2017 and clarifies the accounting for uncertainties in income taxes. The interpretation committee concluded that an entity shall consider whether it is probable that a taxation authority will accept an uncertain tax treatment. If an entity concludes it is probable that the taxation authority will accept an uncertain tax treatment, then the entity shall determine taxable profit (tax loss), tax bases, unused tax losses and credits or tax rates consistently with the tax treatment used or planned to be used in its income tax filings. If an entity concludes it is not probable that the taxation authority will accept an uncertain tax treatment, the entity shall reflect the effect of uncertainty in determining the related taxable profit (tax loss), tax bases, unused tax losses and credits or tax rates. IFRIC 23 is effective for annual periods beginning on or after January 1, 2019.

Forward-Looking Statements

This MD&A contains "forward-looking statements" that reflect Added's current expectations and projections about its future results. When used in this MD&A, forward looking statements can be identified by the use of words such as "estimate", "consider", "expect", "anticipate", "objective" and similar expressions or variations of such words. Forward looking statements are, by their very nature, not guarantees of the Company's future operational or financial performance, and are subject to risks and uncertainties and other factors that could cause Added's actual results, performance, prospects or opportunities to differ materially from those expressed in, or implied by, these forward looking statements. No representation or warranty is intended with respect to anticipated future results, that estimates and projections will be sustained or that any project will otherwise prove to be economic.

Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this MD&A or as of the date otherwise specifically indicated herein. Due to risks and uncertainties, including the risks and uncertainties elsewhere in this MD&A, actual events may differ materially from current expectations. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by securities law.

Additional Information

Additional information on the Company has been filed electronically through the System for Document Analysis and retrieval ("SEDAR") and is available online at www.sedar.com.

SCHEDULE “C”
UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS OF ADDED CAPITAL FOR THE THREE-MONTH PERIOD ENDED DECEMBER 31, 2019

(See attached)

RED LIGHT HOLLAND CORP. (FORMERLY ADDED CAPITAL INC.)

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED DECEMBER 31, 2019 AND 2018

(Expressed in Canadian Dollars)
(Unaudited)

Notice to Reader

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

These unaudited condensed interim consolidated financial statements have been restated due to an error in the presentation in the cash flow statement whereby the cash held in escrow was included in cash at the end of the periods presented.

These unaudited condensed interim consolidated financial statements have also been updated to reflect subsequent events to May 19, 2020 including a name change, a share consolidation and other items included in the subsequent events note. Other than the changes as stated above, the restated condensed interim consolidated financial statements do not contain any other material changes or amendments.

Signed: ***"Michael Lerner"***		Signed: **"Balu Gopalakrishnan"**
Chief Executive Officer		Chief Financial Officer

Toronto, Ontario
May 19, 2020

RED LIGHT HOLLAND CORP. (FORMERLY ADDED CAPITAL INC.)
Condensed Consolidated Interim Statements of Financial Position (unaudited)
(Expressed in Canadian Dollars)
As at

	December 31, 2019	March 31, 2019
ASSETS		
CURRENT		
Cash	$ 3,545	$ -
Cash held in escrow (Note 4)	1,001,310	
TOTAL CURRENT ASSETS	1,004,855	-
TOTAL ASSETS	$ 1,004,855	$ -
LIABILITIES		
CURRENT		
Short-term loans payable (Notes 3 and 9)	$ 1,127,251	$ 1,042,251
Accounts payable and accrued liabilities (Note 9)	1,034,182	1,100,637
Liability for cash held in escrow (Note 4)	1,005,265	-
TOTAL CURRENT LIABILITIES	3,166,698	2,142,888
NON CURRENT LIABILITIES		
Other liabilities (Note 10)		
TOTAL NON CURRENT LIABILITIES	525,769	525,769
TOTAL LIABILITIES	3,692,467	2,668,657
SHAREHOLDERS' DEFICIENCY		
Share capital (Note 5(a))	4,016,634	4,016,634
Warrants (Note 5(f))	260,972	312,952
Contributed surplus	1,848,632	1,796,652
Deficit	(8,813,850)	(8,794,895)
TOTAL SHAREHOLDERS' DEFICIENCY	(2,687,612)	(2,668,658)
TOTAL LIABILITIES AND SHAREHOLDERS' DEFICIENCY	$ 1,004,855	$ -

GOING CONCERN (Note 1)
PROVISIONS AND CONTINGENCIES (Note 7)

APPROVED BY THE BOARD

"Michael Lerner"

Director

*"*Balu Gopalakrishnan*"*

Director

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

RED LIGHT HOLLAND CORP. (FORMERLY ADDED CAPITAL INC.)
Condensed Consolidated Interim Statements of Operations and Comprehensive Loss (unaudited)
(Expressed in Canadian Dollars)
For the three months and nine months ended December 31, 2019 and 2018

	Three months ended		Nine months ended	
	December 31, 2019	December 31, 2018	December 31, 2019	December 31, 2018
REVENUES				
Financial advisory	$ -	$ -	$ -	$ 9,779
Other	-	84	-	1,065
TOTAL REVENUES	-	84	-	10,844
OPERATING EXPENSES				
General and administrative (Note 9)	8,955	57,624	18,955	184,102
TOTAL OPERATING EXPENSES	8,955	57,624	18,955	184,102
(Loss) before the undernoted	(8,955)	(57,540)	(18,955)	(173,258)
NET LOSS AND COMPREHENSIVE LOSS FOR THE PERIOD	$ (8,955)	$ (57,540)	$ (18,955)	$ (173,258)
LOSS PER SHARE – Basic and diluted (Note 5 (e))	$ (0.01)	$ (0.06)	$ (0.02)	$ (0.20)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING – Basic and diluted	851,396	851,396	851,396	851,396

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

RED LIGHT HOLLAND CORP. (FORMERLY ADDED CAPITAL INC.)
Condensed Consolidated Interim Statements of Changes in Shareholders' Deficiency (unaudited)
(Expressed in Canadian Dollars)
For the nine months ended December 31, 2019 and 2018

	Common Shares #	Common Shares $	Warrants $	Contributed Surplus $	Deficit $	Shareholders' (Deficiency) $
Balance, March 31, 2018	**851,396**	**4,016,634**	**312,952**	**1,796,652**	**(8,614,854)**	**(2,488,616)**
Net (loss) and comprehensive (loss)	-	-	-	-	(173,258)	(173,258)
Balance, December 31, 2018	**851,396**	**4,016,634**	**312,952**	**1,796,652**	**(8,788,112)**	**(2,661,874)**
Balance, March 31, 2019	**851,396**	**4,016,634**	**312,952**	**1,796,652**	**(8,794,895)**	**(2,668,657)**
Expiry of warrants	-	-	(51,980)	51,980	-	-
Net (loss) and comprehensive (loss)	-	-	-	-	(18,955)	(18,955)
Balance, December 31, 2019	**851,396**	**4,016,634**	**260,972**	**1,848,632**	**(8,813,850)**	**(2,687,612)**

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

RED LIGHT HOLLAND CORP. (FORMERLY ADDED CAPITAL INC.)
Condensed Consolidated Interim Statements of Cash Flows (unaudited)
(Expressed in Canadian Dollars)
For the nine months ended December 31, 2019 and 2018

	2019	2018
CASH FLOWS FROM (USED IN) OPERATING ACTIVITIES		
Net loss for the period	$ (18,955)	$ (173,258)
Movements in working capital:		
Securities owned	-	18,000
Accounts payable and accrued liabilities	(66,455)	119,453
Cash flows (used in) from operating activities	(85,410)	(35,805)
CASH FLOWS FROM INVESTING ACTIVITIES		
Cash held in escrow	(1,001,310)	-
CASH FLOWS FROM (USED IN) FINANCING ACTIVITIES		
Repayment of short-term loans	-	(18,610)
Liability for cash held in escrow	1,005,265	
Increase in short term loans	85,000	53,155
Cash flows from (used in) financing activities	1,090,265	34,545
CHANGE IN CASH	3,545	(1,260)
CASH, BEGINNING OF PERIOD	-	1,286
CASH, END OF PERIOD	$ 3,545	$ 26

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

1. NATURE OF OPERATIONS AND GOING CONCERN

Red Light Holland Corp. (formerly Added Capital Inc.) ("RLHC" or the "Company") ceased revenue producing merchant banking activities during 2019 and is currently evaluating potential future opportunities. Prior to December 31, 2012, the Company carried on a traditional brokerage and investment banking business through Northern Securities Inc. ("NSI"), which was a member firm of the Investment Industry Regulatory Organization of Canada ("IIROC"). The Company is governed by the Business Corporations Act (Ontario). The address of its registered office is 1 Adelaide Street East, Suite 801, Toronto, Ontario, Canada, M5C 2V9.

Going concern

These consolidated interim financial statements have been prepared on the basis of accounting principles applicable to a going concern which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business.

Certain matters existing as at December 31, 2019, including a working capital deficiency, substantial loans, and NSI's discontinued operations represent material uncertainties that cast significant doubt about the ability of the Company to continue as a going concern.

As at December 31, 2019, the Company's working capital deficiency is $2,161,843, which includes substantial loans that have not been repaid (Note 3).

NSI assigned its client accounts to other brokerage firms pursuant to a consent order, agreed upon with IIROC, issued by an IIROC Hearing Panel on December 14, 2012. On March 19, 2013, NSI and IIROC entered into a settlement agreement which provided for the suspension of NSI as an IIROC member. The suspension from IIROC and assignment of client accounts to other brokerage firms resulted in NSI's business being recorded as discontinued.

The Company is no longer an IIROC member as its membership was terminated with the consent of IIROC and the Company. However, until 2019, the Company continued to have the ability to carry on the following businesses: corporate finance, mergers and acquisition advisory, and research.

The Company is in the process of restructuring its debt. Despite the restructuring items that have taken place, the Company continues to have a need for further restructuring, profit from operations or additional financing. There is no assurance that these items will take place or be available to the Company. Management has considered expectations for future profitability and believes that the Company will continue in operation for the foreseeable future and will be able to restructure or satisfy its liabilities and commitments in the normal course of business, and accordingly, it is appropriate to prepare these financial statements on a going concern basis. If the going concern assumption was not appropriate for these financial statements, adjustments would be necessary in the carrying values of assets and liabilities, the reported net income and the statement of financial position classifications used. Such adjustments could be material.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance

These interim financial statements, including comparative periods, have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"), including IAS 34, Interim Financial Reporting.

These financial statements are presented in Canadian dollars, which is the Company's functional and presentation currency. These financial statements are presented on a historical cost basis unless an item is reported at fair value, and is presented on an accrual basis, except for cash flow information.

These consolidated financial statements were authorized for issuance by the Company's Board of Directors on May 19, 2020.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Principles of consolidation

Subsidiaries consist of entities over which the Company is exposed to, or has rights to, variable returns as well as the ability to affect those returns through the power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date control is transferred to the Company and are de-consolidated from the date control ceases. These consolidated financial statements include the accounts of the Company and all its subsidiaries with its principal subsidiaries being NSI, Red Light Holland Financing Inc. and Red Light Holland Debt Inc. Intercompany accounts and balances are eliminated upon consolidation.

Cash and cash equivalents

The Company considers all highly liquid debt instruments with an original maturity date of three months or less to be cash equivalents. As at December 31, 2019 the Company has $3,545 in cash and $1,001,310 of cash held in escrow (note 4). As at December 31, 201, the Company did not have any cash equivalents.

Financial instruments – recognition and measurement

Non-derivative financial assets within the scope of IFRS 9 are classified and measured as "financial assets at fair value", as either FVPL or FVOCI, and "financial assets at amortized costs", as appropriate. The Company determines the classification of financial assets at the time of initial recognition based on the Company's business model and the contractual terms of the cash flows.

All financial assets are recognized initially at fair value plus, in the case of financial assets not at FVPL, directly attributable transaction costs on the trade date at which the Company becomes a party to the contractual provisions of the instrument.

Financial assets with embedded derivatives are considered in their entirety when determining their classification at FVPL or at amortized cost. Other accounts receivable held for collection of contractual cash flows are measured at amortized cost.

Subsequent measurement – financial assets at amortized cost

After initial recognition, financial assets measured at amortized cost are subsequently measured at the end of each reporting period at amortized cost using the Effective Interest Rate ("EIR") method. Amortized cost is calculated by taking into account any discount or premium on acquisition and any fees or costs that are an integral part of the EIR. The EIR amortization is included in the consolidated statements of operations.

Subsequent measurement – financial assets at FVPL

Financial assets measured at FVPL include financial assets management intends to sell in the short term and any derivative financial instrument that is not designated as a hedging instrument in a hedge relationship. Financial assets measured at FVPL are carried at fair value in the consolidated statements of financial position with changes in fair value recognized in other income or expense in the consolidated statements of operations. The Company's securities owned are classified as financial assets at FVPL.

Subsequent measurement – financial assets at FVOCI

Financial assets measured at FVOCI are non-derivative financial assets that are not held for trading and the Company has made an irrevocable election at the time of initial recognition to measure the assets at FVOCI. The Company does not measure any financial assets at FVOCI.

After initial measurement, investments measured at FVOCI are subsequently measured at fair value with unrealized gains or losses recognized in other comprehensive income or loss in the consolidated statements of comprehensive (loss). When the investment is sold, the cumulative gain or loss remains in accumulated other comprehensive income or loss and is not reclassified to profit or loss.

Derecognition

A financial asset is derecognized when the contractual rights to the cash flows from the asset expire, or the Company no longer retains substantially all the risks and rewards of ownership.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Impairment of financial assets The Company's only financial assets subject to impairment are other accounts receivable, which are measured at amortized cost. The Company has elected to apply the simplified approach to impairment as permitted by IFRS 9, which requires the expected lifetime loss to be recognized at the time of initial recognition of the receivable. To measure estimated credit losses, accounts receivable have been grouped based on shared credit risk characteristics, including the number of days past due. An impairment loss is reversed in subsequent periods if the amount of the expected loss decreases and the decrease can be objectively related to an event occurring after the initial impairment was recognized.

Financial liabilities

Initial recognition and measurement

Financial liabilities are measured at amortized cost, unless they are required to be measured at FVPL as is the case for held for trading or derivative instruments, or the Company has opted to measure the financial liability at FVPL. The Company's financial liabilities include accounts payable and accrued liabilities, short-term loans payable, which are each measured at amortized cost. All financial liabilities are recognized initially at fair value and in the case of long-term debt, net of directly attributable transaction costs.

Subsequent measurement – financial liabilities at amortized cost

After initial recognition, financial liabilities measured at amortized cost are subsequently measured at the end of each reporting period at amortized cost using the EIR method. Amortized cost is calculated by taking into account any discount or premium on acquisition and any fees or costs that are an integral part of the EIR. The EIR amortization is included in the consolidated statements of operations.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged, cancelled or expires with any associated gain or loss recognized in other income or expense in the consolidated statements of operations.

Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

(a) Securities trading transactions

Securities transactions, commissions and related clearing expenses are recorded on a trade date basis when the services are performed.

(b) Financial advisory fees

Financial advisory fees consist of management and advisory fees. Revenue from mergers and acquisitions and other corporate finance activities are recorded when the underlying transaction is substantially completed and collection of funds is reasonable assured under the engagement terms and the related revenue is reasonably determinable. Management and advisory fees are recognized on an accrual basis.

(c) Interest income

Interest income is recorded when earned.

(d) Broker warrants

Broker warrants received by the Company in respect of underwriting activities are initially measured at fair value using the Black-Scholes model. Broker warrants are classified as fair value through profit and loss and subsequent changes in fair value are recorded as revenue.

Income taxes

Income tax expense comprises current and deferred tax. Income tax expense is recognized in profit or loss except to the extent that it relates to items recognized in other comprehensive income or directly in equity, in which case it is recognized in the same statement in which the related item is recognized.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Current tax is the tax expected to be payable on the taxable profit for the year, calculated using tax rates enacted or substantively enacted by the reporting date, and any adjustments to tax payable in respect to previous years. Current tax assets and liabilities are offset when the Company intends to settle on a net basis and the legal right to offset exists.

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the consolidated statement of financial position and the amounts attributed to such assets and liabilities for tax purposes. Deferred tax liabilities are generally recognized for all taxable temporary differences and deferred tax assets are recognized to the extent that it is probable that future taxable profits will be available against which deductible temporary differences can be utilized.

Deferred tax is calculated using the tax rates expected to apply in the periods in which the assets will be realized or the liabilities settled, based on tax rates and enacted and substantively enacted law by the reporting date.

Deferred tax assets and liabilities are offset when they arise in the same tax reporting group and related to income taxes levied by the same taxation authority, and when the Company has a legal right to offset.

Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Provisions

Provisions represent liabilities to the Company for which the amount or timing is uncertain. Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources will be required to settle the obligation, and the amount can be reliably estimated. Provisions are measured at the present value of the expenditures expected to settle the obligation using a discount rate that reflects current market assessments of the time value of money and the risks specific to the obligation. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Share-based payments

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled share-based transactions are set out in the share-based payment note.

Loss per share

Basic loss per share is calculated by dividing net income available to common shareholders by the weighted average number of shares outstanding. Diluted loss per share is calculated by assuming that any proceeds from the exercise of dilutive stock options and warrants would be used to repurchase common shares at the average market price during the period, with the incremental number of shares being included in the denominator of the diluted loss per share calculation. The diluted loss per share calculation excludes any potential conversion of options and warrants that would increase earnings per share or decrease loss per share.

Significant judgments, estimates and assumptions

The preparation of these consolidated financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amount of revenues and expenses during the year.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

The areas which require management to make significant judgments, estimates and assumptions in determining carrying values include, but are not limited to:

(a) Valuation of financial instruments

The financial instruments of the Company are measured at fair value or amortized cost. Fair value is determined on the basis of closing market prices on the reporting date from independent sources, if available. If there is no available market price, fair value is determined using the Black-Scholes model. The inputs to the Black-Scholes model are derived from observable market data where possible, but where observable data is not available, judgment is required to establish fair value. There is inherent uncertainty and imprecision in estimating the factors that can affect fair value when observable data is not available.

(b) Income and other taxes

Accruals for tax liabilities require management to make estimates and judgments with respect to the ultimate outcome of tax filings and assessments. Actual results could vary from these estimates. Deferred tax assets are recognized to the extent that the Company believes it is probable that the assets can be recovered. Deferred tax assets and liabilities are recorded using substantively enacted future tax rates. Accordingly, the actual income and other tax liabilities and deferred tax assets may differ significantly from that estimated and recorded.

(c) Provisions and contingencies

Provisions are recorded by the Company when it has determined that it has a present obligation, whether legal or constructive, and that it is probable that an outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation. Provisions are recorded based on management's best estimates of timing, and quantum of future outflows. See Note 8.

(d) Going concern

For further information regarding going concern refer to Note 1.

Accounting policy adoptions and changes

IFRS 16 – Leases – The standard was issued by the IASB on January 13, 2016, and replaced IAS 17, "Leases". IFRS 16 brings most leases on-balance sheet for lessees under a single model, eliminating the distinction between operating and financing leases. Lessor accounting however remains largely unchanged and the distinction between operating and finance leases is retained. The new standard became effective for annual periods beginning on or after January 1, 2019. This standard had no impact as the Company does not have any leases.

3. SHORT-TERM LOANS PAYABLE

As at December 31, 2019, the Company has an unsecured term loan outstanding in the amount of $85,000 (March 31, 2019 – $Nil) owing from shareholders. These loans are not interest bearing and have no current repayment date.

As at December 31, 2019, the Company has an unsecured term loan outstanding in the amount of $200,000 (March 31, 2019 – $200,000) owing to an arm's length lender. The loan bore interest at a rate of 12%, matured on March 31, 2013, and is unsecured. The lender agreed to waive all historical and future interest on the loan. During the year ended March 31, 2018 an additional $78,868 was advanced to the Company which was repaid by way of an advance from Alboini, a director and officer at the time of the advance. There is no current repayment date on the loan.

As at December 31, 2019, the Company had unsecured loans outstanding with a former director of the Company in the amount of $400,000 and an unsecured demand loan outstanding in the amount of $100,000 with a former director of the Company (March 31, 2019 – $400,000 and $100,000, respectively) (Note 9). The demand loan became payable in full on June 12, 2013. The lender agreed to waive all historic and future interest on the loans. There is no current repayment date on the loans.

The Company had unsecured loans outstanding in the amount of $342,251 as at December 31, 2019 (March 31, 2019 – $322,999) owing to Alboini and Stature Inc. ("Stature"), a company wholly-owned by Alboini. Alboini and Stature agreed to waive all historic and future interest on the loans. There is no current repayment date on the loans.

(Expressed in Canadian Dollars)

4. LIABILITY FOR CASH HELD IN ESCROW

On October 8, 2019, the Company incorporated Red Light Holland Financing Inc. ("RLH") (under the laws of the province of Ontario), a wholly owned subsidiary of the Company, for the purpose of completing a transaction (the "Transaction") to which RLH would be the resulting issuer ("Resulting Issuer"). Funds held in escrow relate to the $702,878 of restricted funds and $298,432 of non-restricted funds of RLH raised through subscription receipt financings (tranche 1 closed December 20, 2019, tranche 2 and 3 subsequent to the end of the quarter (note 11)). On December 20, 2019, 13,041,166 subscription receipts were issued for proceeds of $782,470. Each subscription receipt entitles the holder to receive, without payment of additional consideration or further action on the part of the holder, one common share in the capital of the Transaction. Upon completion of the Transaction, each common share of RLH shall be exchanged for one Resulting Issuer common share. In the event the Transaction does not occur or other escrow release conditions are not satisfied or waived the escrowed funds shall be returned to the holders of the subscription receipts on a pro rata basis and the subscription receipts will be cancelled without any further action on the part of the holders.

5. CAPITAL STOCK

(a) *Share capital*

Authorized	
Unlimited number of common shares with no par value	
2,000,000 voting, convertible, redeemable, preference shares	
Issued and outstanding	
851,396 common shares (note 11)	$4,068,614

Share capital activity for the nine months ended December 31, 2019, is summarized as follows:

	Common Shares #	Amount $
Balance, March 31, 2019 and December 31, 2019	851,396	4,016,634

(b) *Stock options*

On September 26, 2014, the shareholders of the Company approved a new stock option plan (the "Plan"). The Plan's maximum number of common shares which are reserved for issuance are expressed as a percentage of the issued and outstanding common shares, rather than as a fixed number, and the Plan's aggregate reservation is restricted to 10%. As at the date hereof, 10% of the issued and outstanding common shares is 85,139 common shares. During the nine months ended December 31, 2019, $Nil was recorded as share-based compensation..

All stock options expired unexercised in the nine months ended December 31, 2019 as a result of the resignation of the holders as directors and officer of the Company. No options were outstanding or exercisable as at December 31, 2019.

The following table reflects the continuity of options for the nine months ended December 31, 2019:

		Number of Common Shares				
Expiry Date	**Exercise Price**	**Opening Balance**	**Options Granted**	**Options Exercised**	**Options Expired**	**Closing Balance**
November 11, 2019	$1.00	12,500	-	-	12,500	-
August 24, 2021	$1.00	15,000	-	-	15,000	-
		27,500	-	-	27,500	-

(Expressed in Canadian Dollars)

5. CAPITAL STOCK (CONTINUED)

The following table reflects the continuity of options for the year ended March 31, 2019:

		Number of Common Shares				
Expiry Date	**Exercise Price**	**Opening Balance**	**Options Granted**	**Options Exercised**	**Options Expired**	**Closing Balance**
November 11, 2019	$1.00	12,500	-	-	-	12,500
August 24, 2021	$1.00	15,000	-	-	-	15,000
		27,500	-	-	-	27,500

(c) *Employee share purchase plan*

On September 25, 2006, the shareholders of the Company approved the establishment of an employee share purchase plan ("ESPP"). The ESPP allows qualifying employees to purchase common shares of the Company equal to 8% of their annual compensation to a maximum amount of $8,000 per year, unless the Board of Directors waives the individual maximum. The Company matches the number of shares purchased at no additional cost to the employee over a three-year vesting period or such other period determined by the Board of Directors.

There were no purchases under the ESPP for the nine months ended December 31, 2019 and the year ended March 31, 2019.

(d) *Financings*

The Company did not issue shares in fiscal 2020 or 2019.

(e) *Loss per share data*

The weighted average number of common shares outstanding, used in computing basic and diluted loss per common share for the periods ended December 31, 2019 and 2018 were:

December 31, 2019	851,396
December 31, 2018	851,396

The effect of outstanding common share purchase options and warrants on the net loss for the periods presented is not reflected as to do so would be anti-dilutive.

(f) *Warrants:*

	Warrants #	Amount $
Balance, March 31, 2019	333,000	312,952
Expiry of warrants	(113,000)	(51,980)
Balance, December 31, 2019	220,000	260,972

As at December 31, 2019, warrants outstanding were as follows:

		Warrants Outstanding and Exercisable	
Expiry Date	**Exercise Price**	**Number of Warrants**	**Average Remaining Contractual Life (Years)**
December 12, 2021	$1.00	220,000	2.2

(Expressed in Canadian Dollars)

6. CAPITAL MANAGEMENT

The Company requires capital to fund existing and future operations and meet regulatory capital requirements. The Company's policy is to maintain adequate levels of capital at all times.

The Company's capital structure includes the following:

	December 31, 2019	March 31, 2019
Short-term loans payable	$ 1,127,251	$ 1,042,251
Shareholders' deficiency comprised		
Share capital	4,016,634	4,016,634
Warrants	260,972	312,952
Contributed surplus	1,848,632	1,796,652
Deficit	(8,813,850)	(8,794,895)
	($1,560,361)	($1,626,406)

The Company's objectives when managing capital are to (i) provide financial capacity and flexibility in order to preserve its ability to meet its strategic objectives and financial obligations and continue as a going concern; (ii) maintain a capital structure which allows the Company to respond to changes in economic and marketplace conditions and affords the Company the ability to participate in new investments; (iii) optimize the use of its capital to provide an appropriate investment return to its shareholders equal with the level of risk; and (iv) maintain a flexible capital structure which optimizes the cost of capital at acceptable levels of risk.

The Company's financial strategy is formulated and adapted according to market conditions in order to maintain a flexible capital structure that is consistent with its objectives and the risk characteristics of its underlying assets. The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of its underlying assets. The Company maintains or adjusts its capital level to enable it to meet its objectives by: (i) realizing proceeds from the disposition of its investments; (ii) utilizing leverage in the form of margin loans on its investments; (iii) raising capital through loans from third party investors who seek to participate in investment opportunities; and (iv) raising capital through the issuance of securities.

The Company's capital management objectives, policies and processes have generally remained unchanged during the periods ended December 31, 2019 and 2018.

7. PROVISIONS AND CONTINGENCIES

The Company is party to legal proceedings and other claims in the ordinary course of its operations. Litigation and other claims are subject to many uncertainties and the outcome of individual matters is not predictable. Where management can estimate that there is a loss probable, a provision has been recorded in its financial statements, where proceedings are at a premature stage or the ultimate outcome is not determinable, then no provision is recorded. It is possible that the final resolution of these matters may require the Company to make expenditures over an extended period of time and in a range of amounts that cannot be reasonably estimated and may differ significantly from any amounts recorded in these consolidated financial statements. Should the Company be unsuccessful in its defense or settlement of one or more of these legal actions, there could be a materially adverse effect on the Company's financial position, future expectations, and cash flows.

8. RISK MANAGEMENT

Fair value of financial assets and financial liabilities

Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest rate, currency or credit risks arising from its financial instruments. The fair values of the Company's financial assets and financial liabilities approximate their carrying amounts due to their imminent or short-term maturity.

Market risk
Market risk is the risk that a change in market prices, interest rate levels, indices, liquidity and other market factors will result in losses. The Company is exposed to market risk as a result of its principal trading in equity securities and fixed income securities. Securities held for trading are valued at market and as such, changes in market value affect earnings (losses) as they occur. The Company mitigates its market risk exposure through controls to limit concentration levels. As at December 31, 2019, the Company does not hold equity securities.

(Expressed in Canadian Dollars)

8. RISK MANAGEMENT (CONTINUED)

Interest rate risk
Interest rate risk arises from the possibility that changes in interest rates will affect the value of financial instruments and fixed income securities held by the Company. The Company holds minimal fixed income securities and does not hedge its exposure to interest rates since the risk is very low. As at December 31, 2019, the Company no longer has interest-bearing loans.

Foreign exchange risk
Foreign exchange risk is the risk that the market value of financial instruments and the associated revenues will fluctuate due to changes in exchange rates. The Company does not use derivatives to modify the foreign exchange risk. The Company holds minimal financial instruments in foreign currencies.

Liquidity risk

Liquidity risk is the risk that results from the Company's potential inability to meet its financial obligations as they come due. The Company generates cash flow primarily from its commission and fee-based businesses as well as its investments.

The Company manages liquidity risk by reviewing the amount of cash available, on a daily basis, to ensure that it can meet its current obligations. There is no guarantee that the Company will be able to continue to meet its current obligations. See Note 1.

The Company has loans outstanding of $1,127,251 as at December 31, 2019 (March 31, 2019 - $1,042,251).

9. RELATED PARTY TRANSACTIONS

The Company had related party transactions with directors or officers of the Company, or companies with which they were associated, as follows:

a) During the nine months ended December 31, 2019, Alboini and Stature provided net loan advances of $Nil to the Company (nine months ended December 31, 2018 – net loan advances of $35,545 to the Company), resulting in a balance of $342,251 owing to them as at December 31, 2019 (March 31, 2019 - $322,999). During the year ended March 31, 2014, Alboini and Stature waived all historical and future interest on their total loans to the Company. There is no current repayment date on the loans.

b) As at December 31, 2019, the Company had $500,000 (March 31, 2019 - $500,000) in loans payable to an arm's length lender. These amounts are unsecured, non-interest bearing and due on demand. The loan was assigned from a former director of the Company. See Note 3.

c) Accounts payable and accrued liabilities includes $166,312 in fees due to former officers and current and former directors as at December 31, 2019 (March 31, 2019 - $166,312). These amounts are unsecured, non-interest bearing and due on demand.

Compensation to key management personnel

Compensation paid or payable during the nine months ended December 31, 2019 and 2018 to persons and corporation in charge of the planning, direction and control of the Company, including executive and non-executive directors, is as follows:

	2019	2018
Fees and benefits	$ -	$ 132,750
Total	$ -	$ 132,750

10. OTHER LIABILITIES

During the year ended March 31, 2017, the Company transferred $525,769 of accounts payable (the "Statute-barred Claims") to non-current liabilities on the basis that any claims in respect of the Statute-barred Claims were statute barred under the Limitations Act (Ontario). The Statute-barred Claims related to expenses billed by and third party liabilities incurred by NSI which is no longer active. However, for accounting purposes under IFRS, a debt can only be removed from the Company's Statement of Financial Position when it is extinguished, meaning only when the contract is discharged or canceled or expires. The effect of the Limitations Act is to prevent a creditor from enforcing an obligation but it does not formally extinguish the debt for accounting purposes. It is the position of management of the Company that the Statute-barred Claims cannot be enforced by the creditors, do not create any obligation for the Company to pay out any cash and do not affect the financial or working capital position of the Company. The Statute-barred Claims are required to be reflected on the Company's Statement of Financial Position as a result of the current interpretation of IFRS, but they are classified as long-term liabilities since the Company has no intention or obligation to pay these Statute-barred Claims and the creditors cannot enforce payment of the Statute-barred Claims. While inclusion of these items is intended solely to comply with the requirements of IFRS, the Company in no way acknowledges any of the Statute-barred Claims.

11. SUBSEQUENT EVENTS

In January 2020, the Company's wholly owned subsidiary, Red Light Holland Debt Inc., completed a debt conversion transaction where an aggregate of $196,562 of debt was converted at a price of $0.005 per common share and an aggregate of $1,294,262 was converted at a price of $0.02 per common share. Concurrently, the wholly owned subsidiary closed two separate private placements. Gross proceeds of $14,583 at a price of $0.005 per common share and $344,096 at a price of $0.02 per common share were received.

Effective February 13, 2020, the Company consolidated its issued and outstanding common shares on the basis of one (new) post consolidation common share for each 20 (old) pre-consolidation common shares (the "Consolidation"). The Consolidation was approved at the Company's annual and special meeting of shareholders held on May 8, 2019. The consolidated financial statement reflect the post-consolidation common shares.

On February 7 and 27, 2020, the Company's wholly owned subsidiary, RLH, closed a second and third tranche of the subscription receipt financing (note 4). The private placement offering of subscription receipts (each, a "Subscription Receipt") was completed at a price of $0.06 per Subscription Receipt for gross proceeds of approximately $3,611,352 (the "Financing"). The net proceeds of the Financing will be used for operational expansion, business development and working capital purposes.

Each Subscription Receipt entitles the holder thereof to receive, upon satisfaction of the Escrow Release Conditions (as defined below) on or before the Escrow Release Deadline (as defined below), and without payment of additional consideration, one common share of Finco (an "Underlying Share"). If the Escrow Release Conditions are satisfied on or before the Escrow Release Deadline, then each Underlying Share will be exchanged for one common share in the capital of the Company (an "RLHC Share").

The gross proceeds of the Financing, less (i) 50% of the Finder's Fee (as defined below) and the expenses of First Republic Capital Corporation (the "Finder") incurred in connection with the Financing, which were paid to the Finder; and (iii) 50% of the gross proceeds, which were paid to the Company (the gross proceeds net of such deductions, the "Escrowed Proceeds") were delivered to and held by an escrow agent (the "Escrow Agent"). The Escrowed Proceeds, together with all interest and other income earned thereon, are referred to herein as the "Escrowed Funds". The remaining 50% of the Finder's Fee will be released from escrow to the Finder from the Escrowed Funds and the balance of the Escrowed Funds will be released from escrow to the Company upon satisfaction of certain escrow release conditions (the "Escrow Release Conditions") on or before 5:00 pm on June 17, 2020 (the "Escrow Release Deadline"). In the event that (i) the Escrow Release

Conditions are not satisfied on or before the Escrow Release Deadline, or (ii) if prior to such time, the Company advises the Finder or announces to the public that it does not intend to satisfy the Escrow Release Conditions, the Escrow Agent will return to holders of Subscription Receipts an amount equal to gross proceeds of the Financing and their pro rata portion of any interest earned thereon. The Company will be responsible and liable to the holders of Subscription Receipts for any shortfall between the gross proceeds raised and the Escrowed Funds.

11. SUBSEQUENT EVENTS (CONTINUED)

The Finder received a cash commission equal to 8.0% of the aggregate gross proceeds from the Financing (the "Finder's Fee"). Finco also issued to the Finder that number of compensation options (the "Compensation Options") equal to 8.0% of the aggregate number of Subscription Receipts sold pursuant to the Financing. Each Compensation Option entitles the holder thereof to acquire one common share of Finco at an exercise price of $0.06 for a period of 24 months. If the Escrow Release Conditions have not been satisfied on or prior to the Escrow Deadline, then the Finder's Fee will be reduced to the amount paid on the closing date and the Compensation Options will thereafter be cancelled and be of no further value or effect.

On April 27, 2020, in anticipation of the closing of two three-cornered amalgamations (the "Amalgamations") to be completed by and among the Company and certain of its wholly-owned subsidiaries, including Red Light Holland Financing Inc. ("Finco") and Red Light Holland Debt Inc. ("Debtco"), the Company has effected a change of its name to "Red Light Holland Corp." The Amalgamations, which remain subject to the satisfaction of certain conditions and receipt of all applicable regulatory and other approvals, is expected to result in a reverse takeover of the Company by the shareholders of Finco and Debtco.

SCHEDULE "D"
INTERIM MD&A OF ADDED CAPITAL FOR THE THREE-MONTH PERIOD ENDED DECEMBER 31, 2019

(See attached)

RED LIGHT HOLLAND CORP (FORMERLY ADDED CAPITAL INC.)

MANAGEMENT'S DISCUSSION & ANALYSIS
FOR THE THREE AND NINE MONTHS ENDED DECEMBER 31, 2019 AND 2018

MANAGEMENT'S DISCUSSION AND ANALYSIS

This Management's Discussion and Analysis ("MD&A") of the financial condition and results of operations of the Company are the views of management and should be read in conjunction with the consolidated interim financial statements and related notes for the three and nine months ended December 31, 2019 and 2018, and the audit annual financial statements for the years ended March 31, 2019 and 2018, which are prepared in accordance with International Financial Reporting Standards ("IFRS"). All figures are expressed in Canadian dollars unless otherwise indicated.

The effective date for this report is May 19, 2020.

Overview and RTO

Red Light Holland Corp (Formerly Added Capital Inc.) ("RLHC" or the "Company") through one or more wholly-owned subsidiaries, intends to establish itself as a producer and distributor of its premium brand of psilocybin truffles within the Netherlands. By doing so, the Company hopes to contribute to the advancement and awareness of Truffles, and promote its potential as a candidate for further research and study. The Company's target market is focused on the recreational space, and includes young professionals, and socially and artistically conscious individuals who are part of the positive counterculture.

On May 22, 2020, the Company received a conditional approval to list its common shares on the Canadian Securities Exchange (the "CSE"). The Company is in the process of filing final documents with the CSE and, subject to satisfying customary listing conditions, expects the Common Shares to commence trading on May 28, 2020 under the ticker symbol "TRIP".

On May 22, 2020, the Company closed a reverse takeover transaction (the "RTO Transaction") with Red Light Holland Financing Inc. ("Finco") and Red Light Holland Debt Inc. ("Debtco"), both wholly owned subsidiaries of the Company. The RTO Transaction was effected by way of two triangular amalgamations among (a) the Company, Debtco and a wholly-owned subsidiary of the Company, and (b) the Company, Finco and another wholly-owned subsidiary of the Company.

In connection with the completion of the RTO Transaction, the board of directors and senior officers of the Company were reconstituted to consist of Todd Shapiro (Director, Chairman and Chief Executive Officer), Hans Derix (President), Kyle Appleby (Chief Financial Officer), Anne Barnes (Director), Lowell Kamin (Director), and Binyomin Posen (Director).

Effective February 13, 2020, the Company consolidated its issued and outstanding common shares on the basis of one (new) post consolidation common share for each 20 (old) pre-consolidation common shares (the "Consolidation"). The Consolidation was approved at the Company's annual and special meeting of shareholders held on May 8, 2019. The information in this report reflect the post-consolidation common shares.

Prior to completing the RTO, and during the three and nine month period ended December 31, 2019, the Company was inactive and evaluating business opportunities.

Financing events subsequent to December 31, 2019

On February 27, 2020, the Company completed the third and final tranche of a subscription receipt financing issuing a total of 66,022,530 subscription receipts. The private placement offering of subscription receipts (each, a "Subscription Receipt") was completed at a price of $0.06 per Subscription Receipt for gross proceeds of approximately $3,961,352 (the "Financing"). The net proceeds of the Financing will be used for operational expansion, business development and working capital purposes. Each subscription receipt entitled the holder to receive, without payment of additional consideration or further action on the part of the holder, one common share in the capital of the RLH. Upon completion of the RTO, each Common Share was exchanged for one Resulting Issuer common share.

In January 2020, RLHC completed a debt restructuring transaction (the "Debt Restructuring"), whereby it assigned, to Debtco, an aggregate of $1,577,623 in debt (the "Assigned Debt") owing by RLH to several third-party creditors. As part of the Debt Restructuring Debtco completed a debt conversion (the "Debt Conversion"), whereby the creditors elected to convert (A) an aggregate of $196,562 of the Assigned Debt into Debtco Shares at a conversion price of $0.005 per Debtco Share, and (B) an aggregate of $1,314,292 of the Assigned Debt into Debtco Shares at a conversion price of $0.02 per Debtco Share.

In connection with the RTO Transaction, the escrowed portion of the net proceeds from the Subscription were released from escrow and the subscription receipts were converted into 66,022,530 Common Shares. As a result of the completion of the RTO Transaction, former holders of subscription receipts from the Financing now hold approximately 34.06% of the Common Shares, on a non-diluted basis.

Results of Operations for the three months ended December 31, 2019

The Company reports a consolidated net loss of $8,955 for the three months ended December 31, 2019, compared to a net loss of $57,540 in 2018. During the three months ended December 31, 2019, the Company was not operating, as it was seeking a corporate transaction.

Revenue

Total revenue for the three months ended December 31, 2019 was $Nil, compared with revenue of $84 in the comparative periods in 2018.

Revenue of the Company is dependent upon the strength of the commodities markets and the general condition of the financial markets. Fluctuations in the financial markets will have a significant adverse effect on the financial results of the Company as will the Company's ability to enter into successful advisory arrangements. The Company had a number of active success-based advisory engagements open during the period ended December 31, 2018.

Expenses

Total expenses for the three months ended December 31, 2019 were $8,955 (2018 - $57,624). General and administrative expenses are the operating expenses of the Company which includes compensation and general overhead. General and administrative expenses include $Nil (2018 - $37,500) in management fees and salaries, $Nil (2018 - $3,000) in travel, $5,000 (2018 - $10,000) in audit and legal fees, $Nil (2018 - $3,750) in director's fees, $Nil (2018 – $79) in office and general expenses and $3,955 (2018 - $3,295) in listing and filing fees.

Results of Operations for the nine months ended December 31, 2019

The Company reports a consolidated net loss of $18,955 for the nine months ended December 31, 2019, compared to a net loss of $173,258 for the nine months ended December 31, 2018. The Company is not active in 2019 and has incurred only filing fees of $3,955 and accruals for audit expenses. In 2018, the Company earned a small amount of revenue and incurred general and administrative costs.

Quarterly Financial Information

For the quarters ended	Revenue (loss)	Net Loss	Loss per share	Shares
December 31, 2019	$ -	$ (8,955)	$ (0.00)	17,027,933
September 30, 2019	-	(5,000)	(0.00)	17,027,933
June 30, 2019	-	(5,000)	(0.00)	17,027,933
March 31, 2019	-	(6,783)	(0.00)	17,027,933
December 31, 2018	84	(57,540)	(0.00)	17,027,933
September 30, 2018	5,439	(57,117)	(0.00)	17,027,933
June 30, 2018	5,321	(58,601)	(0.00)	17,027,933
March 31, 2018	(13,749)	(189,562)	(0.00)	17,027,933

Liquidity, Capital Resources and Cash Flows

The Company had cash of $3,545 as at December 31, 2019 and $1,001,310 of funds held in escrow ($702,878 of restricted funds and $298,432 of non-restricted funds) compared to $Nil as at March 31, 2019.

The Company used cash in operations of $85,410 during the nine months ended December 31, 2019 (nine months ended December 31, 2018 – $35,805). Accounts payable and accruals decreased by $66,455, as loans were used to pay mostly legal and audit fees.

The Company's working capital deficiency at December 31, 2019 was $2,161,843. The Company also has certain loans that have matured and have not been repaid.

As at December 31, 2019, because of the materially adverse events that have occurred in fiscal 2013 including the loss of the Company's brokerage business and its suspension as an IIROC Dealer Member, the Company's assets, revenue and ongoing expenses have all dropped considerably, and its liabilities have increased substantially to the point of testing the Company's ability to continue as a going concern. These concerns were addressed subsequent to December 31, 2019.

As previously disclosed, subsequent to December 31, 2019. the Company completed the RTO Transaction, raised approximately $4,000,000 and settled debt of approximately $1,500,000.

At its current operating level, the Company will have sufficient funds to cover short-term operational needs. The Company expects to still operate at a loss for at minimum the next 12 months. As such, the Company will need additional financing for to funds corporate operations beyond the 12 months. The timing and ability to do so will depend on the liquidity of the financial markets as well as the acceptance of investors to finance small cap companies. There can be no guarantee that the Company will be able to secure any required financing.

Management of Capital

The Company requires capital to fund existing and future operations and meet regulatory capital requirements. The Company's aspires to maintain adequate levels of capital at all times.

The Company's objectives when managing capital are to (i) provide financial capacity and flexibility in order to preserve its ability to meet its strategic objectives and financial obligations and continue as a going concern; (ii) maintain a capital structure which allows the Company to respond to changes in economic and marketplace conditions and affords the Company the ability to participate in new investments; (iii) optimize the use of its capital to provide an appropriate investment return to its shareholders equal with the level of risk; and (iv) maintain a flexible capital structure which optimizes the cost of capital at acceptable levels of risk.

The Company's financial strategy is formulated and adapted according to market conditions in order to maintain a flexible capital structure that is consistent with its objectives and the risk characteristics of its underlying assets. The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of its underlying assets. The Company maintains or adjusts its capital level to enable it to meet its objectives by: (i) realizing proceeds from the disposition of its investments; (ii) utilizing leverage in the form of margin loans on its investments; (iii) raising capital through loans from third party investors who seek to participate in investment opportunities; and (iv) raising capital through the issuance of securities.

The Company's capital management objectives, policies and processes have remained unchanged during the periods ended December 31, 2019 and March 31, 2019.

Dividends

The Company did not pay dividends in the 2019 or 2018 financial years, nor in the nine-month period ended December 31, 2019.

Off-Balance Sheet Arrangements

The Company had no off-balance sheet arrangements as of December 31, 2019 and the date of this MDA.

Critical Accounting Estimates

Significant judgments, estimates and assumptions

The preparation of the Company's consolidated financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amount of revenues and expenses during the year.

The areas which require management to make significant judgments, estimates and assumptions in determining carrying values include, but are not limited to:

Valuation of financial instruments

The financial instruments of the Company are measured at fair value or amortized cost. Fair value is determined on the basis of market prices from independent sources, if available. If there is no available market price, fair value is determined using the Black-Scholes model. The inputs to the Black-Scholes model are derived from observable market data where possible, but where observable data is not available, judgment is required to establish fair value. There is inherent uncertainty and imprecision in estimating the factors that can affect fair value when observable data is not available.

Income and other taxes

Accruals for tax liabilities require management to make estimates and judgments with respect to the ultimate outcome of tax filings and assessments. Actual results could vary from these estimates. Deferred tax assets are recognized to the extent that the Company believes it is probable that the assets can be recovered. Deferred tax assets and liabilities are recorded using substantively enacted future tax rates. Accordingly, the actual income tax liabilities and deferred tax assets may differ significantly from that estimated and recorded.

*Impairmen*t

The carrying value of investment in associated company, and property and equipment is reviewed each reporting period to determine whether there is an indication of impairment. If the carrying amount of an asset exceeds its recoverable amount, the asset is impaired and an impairment loss is recognized in net income. The assessment of recoverable amount requires the use of estimates and assumptions for discount rates, future capital requirements and operating performance. Changes in any of the assumptions or estimates used in determining the fair value of the assets could impact the impairment analysis.

Provisions and contingencies

Provisions are recorded by the Company when it has determined that it has a present obligation, whether legal or constructive, and that it is probable that an outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation. Provisions are recorded based on management's best estimates of timing, and quantum of future outflows. See Note 10 of the accompanying consolidated financial statements.

Going concern

For further information regarding going concern refer to Note 1 of the accompanying consolidated financial statements.

Risk Management

The following is a description and analysis of the risks associated with financial instruments that may affect the Company:

Fair value of financial assets and financial liabilities
Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest rate, currency or credit risks arising from its financial instruments. The fair values of the Company's financial assets and financial liabilities approximate their carrying amounts due to their imminent or short-term maturity.

Market risk
Market risk is the risk that a change in market prices, interest rate levels, indices, liquidity and other market factors will result in losses. The Company is exposed to market risk as a result of its principal trading in equity securities and fixed income securities. Securities held for trading are valued at market and as such, changes in market value affect earnings (losses) as they occur. The Company mitigates its market risk exposure through controls to limit concentration levels. As at December 31, 2019, the Company does not hold equity securities.

Interest rate risk
Interest rate risk arises from the possibility that changes in interest rates will affect the value of financial instruments and fixed income securities held by the Company. The Company holds minimal fixed income securities and does not hedge its exposure to interest rates since the risk is very low. As at December 31, 2019, the Company no longer has interest-bearing loans.

Foreign exchange risk
Foreign exchange risk is the risk that the market value of financial instruments and the associated revenues will fluctuate due to changes in exchange rates. The Company does not use derivatives to modify the foreign exchange risk. The Company holds minimal financial instruments in foreign currencies.

Liquidity risk
Liquidity risk is the risk that results from the Company's potential inability to meet its financial obligations as they come due. The Company generates cash flow primarily from its commission and fee-based businesses as well as its investments.

The Company manages liquidity risk by reviewing the amount of cash available, on a daily basis, to ensure that it can meet its current obligations. There is no guarantee that the Company will be able to continue to meets its current obligations. See Note 1 of the accompanying financial statements.

The Company has loans outstanding of $1,127,251 as at December 31, 2019 (March 31, 2019 - $1,042,251).

Share Capital Information

Outlined below is selected current share capital information related to the Company as at the date of this MDA:

Description	Number
Common shares issued and outstanding	193,855,865
Common share purchase warrants issued and outstanding	4,816,802

On September 25, 2006, the shareholders of the Company approved the establishment of an employee share purchase plan ("ESPP"). The ESPP allows qualifying employees to purchase common shares of the Company equal to 8% of their annual compensation to a maximum amount of $8,000 per year, unless the Board of Directors waives the individual maximum. The Company matches the number of shares purchased at no additional cost to the employee over a three-year vesting period or such other period determined by the Board of Directors. The Company intends to satisfy its historic ESPP obligation of 188,094 shares at September 30, 2019 which include matching shares by acquiring shares in the market on behalf of participants in the ESPP.

Related Party Transactions

The Company had related party transactions with directors or officers of the Company, or companies with which they were associated, as follows:

a) During the nine months ended December 31, 2019, Alboini and Stature provided net loan advances of $Nil to the Company (nine months ended December 31, 2018 – net loan advances of $35,545 to the Company), resulting in a balance of $342,251 owing to them as at December 31, 2019 (March 31, 2019 - $322,999). During the year ended March 31, 2014, Alboini and Stature waived all historical and future interest on their total loans to the Company. There is no current repayment date on the loans.

b) As at December 31, 2019, the Company had $500,000 (March 31, 2019 - $500,000) in loans payable to an arm's length lender. These amounts are unsecured, non-interest bearing and due on demand. The loan was assigned from a former director of the Company. See Note 3.

c) Accounts payable and accrued liabilities includes $166,312 in fees due to former officers and current and former directors as at December 31, 2019 (March 31, 2019 - $166,312). These amounts are unsecured, non-interest bearing and due on demand.

Compensation to key management personnel

Compensation paid or payable during the nine months ended December 31, 2019 and 2018 to persons and corporation in charge of the planning, direction and control of the Company, including executive and non-executive directors, is as follows:

	2019	2018
Fees and benefits	$ -	$ 132,750
Total	$ -	$ 132,750

Commitments, Provisions and Contingencies

The Company is party to legal proceedings and other claims in the ordinary course of its operations. Litigation and other claims are subject to many uncertainties and the outcome of individual matters is not predictable. Where management can estimate that there is a loss probable, a provision has been recorded in its financial statements, where proceedings are at a premature stage or the ultimate outcome is not determinable, then no provision is recorded. It is possible that the final resolution of these matters may require the Company to make expenditures over an extended period of time and in a range of amounts that cannot be reasonably estimated and may differ significantly from any amounts recorded in these consolidated financial statements. Should the Company be unsuccessful in its defense or settlement of one or more of these legal actions, there could be a materially adverse effect on the Company's financial position, future expectations, and cash flows.

Accounting policies adoptions

IFRS 16 – Leases – The standard was issued by the IASB on January 13, 2016, and replaced IAS 17, "Leases". IFRS 16 brings most leases on-balance sheet for lessees under a single model, eliminating the distinction between operating and financing leases. Lessor accounting however remains largely unchanged and the distinction between operating and finance leases is retained. The new standard became effective for annual periods beginning on or after January 1, 2019. This standard had no impact as the Company does not have any leases.

Future Accounting Policies

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods beginning on or after April 1, 2019 or later periods. Many are not applicable or do not have a significant impact to the Company and have been excluded. The following have not yet been adopted and are being evaluated to determine their impact on the Company.

IAS 1 – Presentation of Financial Statements ("IAS 1") and IAS 8 – Accounting Policies, Changes in Accounting Estimates and Errors ("IAS 8") were amended in October 2018 to refine the definition of materiality and clarify its characteristics. The revised definition focuses on the idea that information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. The amendments are effective for annual reporting periods beginning on or after January 1, 2020. Earlier adoption is permitted.

Forward-Looking Statements

This MD&A contains "forward-looking statements" that reflect RLHC's current expectations and projections about its future results. When used in this MD&A, forward looking statements can be identified by the use of words such as "estimate", "consider", "expect", "anticipate", "objective" and similar expressions or variations of such words. Forward looking statements are, by their very nature, not guarantees of the Company's future operational or financial performance, and are subject to risks and uncertainties and other factors that could cause RLHC's actual results, performance, prospects or opportunities to differ materially from those expressed in, or implied by, these forward looking statements. No representation or warranty is intended with respect to anticipated future results, that estimates and projections will be sustained or that any project will otherwise prove to be economic.

Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this MD&A or as of the date otherwise specifically indicated herein. Due to risks and uncertainties, including the risks and uncertainties elsewhere in this MD&A, actual events may differ materially from current expectations. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by securities law.

Additional Information

Additional information on the Company has been filed electronically through the System for Document Analysis and retrieval ("SEDAR") and is available online at www.sedar.com.

SCHEDULE "E"
UNAUDITED PRO FORMA FINANCIAL STATEMENTS

(See attached)

Unaudited Pro Forma Consolidated Statement of Financial Position of Resulting Issuer

As at December 31, 2019

RED LIGHT HOLLAND CORP

Unaudited Pro Forma Consolidated Statement of Financial Position
As at December 31, 2019

(In Canadian dollars)

RED LIGHT HOLLAND CORP

UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at December 31, 2019

(Expressed in Canadian Dollars)

	31-Dec-19	Conversion of debt	Debtco subscriptions	Subscription receipt conversion	Finders fee	Shares issued for services	Accrued charges	Adjusted 31-Dec-19
Assets								
Cash	$ 3,545	$ -	$ 358,680	$ 3,957,397	$ (283,633)	$ -	$ (300,000)	$ 3,735,989
Cash held in escrow	1,001,310	-	-	(1,001,310)	-	-	-	-
	1,004,855	-	358,680	2,956,087	(283,633)	-	(300,000)	3,735,989
Liabilities and Shareholders' Equity								
Liabilities:								
Accounts payable	$ 1,034,182	$ (383,604)	$ -	$ -	$ -	$ -	$ -	$ 650,578
Short term loans payable	1,127,251	(1,127,251)	-	-	-	-	-	-
Liability for cash held in escrow	1,005,265	-	-	(1,005,265)	-	-	-	-
Total	3,166,698	(1,510,855)	-	(1,005,265)	-	-	-	$ 650,578
Long term								
Other liabilities	525,769	-	-	-	-	-	-	525,769
	525,769	$ -	$ -	$ -	$ -	$ -	$ -	$ 525,769
Shareholders' equity:								
Share capital	4,016,634	1,510,855	358,680	3,961,352	(437,771)	110,000	-	9,519,749
Warrants	260,972	-	-	-	154,138	-	-	415,110
Contributed surplus	1,848,632	-	-	-	-	-	-	1,848,632
Deficit	(8,813,850)	-	-	-	-	(110,000)	(300,000)	(9,223,850)
	(2,687,612)	1,510,855	358,680	3,961,352	(283,633)	-	(300,000)	2,559,641
	$ 1,004,855	$ -	$ 358,680	$ 2,956,087	$ (283,633)	$ -	$ (300,000)	$ 3,735,989

The accompanying notes are an integral part of this unaudited pro forma statement of financial position

1. BASIS OF PRESENTATION

This unaudited pro forma consolidated statement of financial position of Red Light Holland Corp. (RLH) has been prepared by management to reflect the proposed transactions as described in Note 2.

The unaudited pro forma consolidated statement of financial position has been prepared from information derived from and should be read in conjunction with the following:

1. The unaudited condensed interim consolidated financial statements of RLH for the three and nine months ended December 31, 2019;

The unaudited pro forma consolidated statement of financial position has been prepared by management, and, in the opinion of management, includes all adjustments necessary for fair presentation. No adjustments have been made to reflect additional costs or cost savings that could result from the combination of the operations of RLH and its subsidiaries, as management does not anticipate any material costs or cost savings as a result of the transaction.

The unaudited pro forma consolidated statement of financial position has been prepared for illustration purposes only and may not be indicative of the combined results or financial position had the transaction been in effect at the date indicated. The unaudited pro forma consolidated statement of financial position should be read in conjunction with other information contained in the Filing Statement.

2. ASSUMPTIONS AND PRO FORMA ADJUSTMENTS

This pro-forma assumes the closing of the anticipated, two, three-cornered amalgamations (the "Amalgamations") to be completed by and among the RLH and certain of its wholly-owned subsidiaries, including Red Light Holland Financing Inc. ("Finco") and Red Light Holland Debt Inc. ("Debtco"). The Amalgamations will result in a new RLH (New RLH) and a reverse takeover of RLH by the shareholders of Finco and Debtco.

The final structure of the Amalgamations is subject to receipt of definitive tax, corporate and securities law advice satisfactory to RLH and its subsidiaries.

A summary of the Amalgamations are as follows:

- RLH and its subsidiary, Numco 3, completed a vertical amalgamation, whereby New RLH continued as the remaining entity (the “Vertical Amalgamation”).

- New RLH, and its wholly owned subsidiaries, Finco and Numco 1, completed a three-cornered amalgamation where Finco and Numco 1 amalgamated to become a wholly-owned, non-operating subsidiary of New RLH (the “Finco Amalgamation”),

2. ASSUMPTIONS AND PRO FORMA ADJUSTMENTS (CONTINUED)

- New RLH, and its wholly owned subsidiaries, Debtco and Numco 2, completed a three-cornered amalgamation, pursuant to which Debtco and Numco 2 amalgamated to become a wholly-owned, non-operating subsidiary of New Added Capital (the "Debtco Amalgamation", and together with the Finco Amalgamation, the "Horizontal Amalgamations").

- The pro forma adjustments contained in the unaudited pro forma consolidated statement of financial position are based on estimates and assumptions by management of RLH based on available information and the receipt and closing of the Transaction, private placements and equipment acquisitions, as if they had occurred on December 31, 2019.

The unaudited pro forma consolidated statement of financial position gives effect to the following assumptions and adjustments:

(a) RLH undertook a share consolidation of 1:20 (such that it had 851,396 Common Shares issued and outstanding prior to the Amalgamation).

(b) Prior to the Amalgamations, RLH had 851,396 Common Shares issued and outstanding, has no options and no warrants or other dilutables outstanding.

(c) Finco completed a non-brokered private placement of 66,022,530 subscription receipts ("Subscription Receipt") at a price of $0.06 per Subscription Receipt for gross proceeds of $3,961,352. Each Subscription Receipt entitled the holder to one common share in the capital of Finco ("Finco Share").

(d) Immediately prior to the closing of the Horizontal Amalgamations, each Subscription Receipt converted into one Finco Share, for an aggregate of 66,022,530 Finco Shares.

(e) In connection with the Offering, Finco paid to the Finder a cash commission of $283,633, and issued 4,816,802 compensation warrants. Each Finder Compensation Warrant entitles the holder to acquire one Finco Share, for a period of 24 months from the closing date at an exercise price of $0.06. The warrants were valued at $154,138 using the Black Scholes option pricing model using the following assumptions: risk free interest rate 1.69%; expected volatility of 100%; expected dividend yield of 0% and an expected life of two years.

(f) RLH completed a debt restructuring transaction (the "Debt Restructuring"), whereby it assigned, to Debtco, an aggregate of $1,577,623 in debt (the "Assigned Debt") owing by RLH to several third-party creditors. As part of the Debt Restructuring Debtco completed a debt conversion (the "Debt Conversion"), whereby the creditors elected to convert (A) an aggregate of $196,562 of the Assigned Debt into Debtco Shares at a conversion price of $0.005 per Debtco Share, and (B) an aggregate of $1,314,292 of the Assigned Debt into Debtco Shares at a conversion price of $0.02 per Debtco Share. In aggregate, 105,027,119 shares of RLH are to be issued as a part of the Debt Restructuring.

(expressed in Canadian dollars)

2. ASSUMPTIONS AND PRO FORMA ADJUSTMENTS (CONTINUED)

(g) Debtco accepted subscriptions for (A) an aggregate of $14,583 for Debtco Shares at a price of $0.005 per Debtco Share, and (B) an aggregate of $344,096 of for Debtco Shares at a price of $0.02 per Debtco Share. In aggregate, 20,121,487 shares of RLH are to be issued pursuant to these subscriptions.

(h) Upon the Horizontal Amalgamations becoming effective, (i) each shareholder of Finco received one New RLH Share for each one Finco Share held, (ii) each shareholder of Debtco received one New RLH Share for each one common share in the capital of Debtco (each, a "Debtco Share") held, (iii) all unexercised Finder Compensation Warrants adjusted in accordance with their terms such that, each Finder Compensation Warrant entitles the holder to acquire, upon exercise, one New RLH Share, on the same terms, and (iv) all unexercised RLH options outstanding automatically adjusted in accordance with their terms such that, following the completion of the Amalgamations, each option entitles the holder to acquire, upon exercise, one New RLH Share, on the same terms as the RLH Options.

(i) Immediately prior to completion of the Horizontal Amalgamations, Finco issued an aggregate of 1,833,333 New RLH Shares to certain finders as consideration for assisting in arranging the Amalgamations. The shares issued were value at $0.06 per share based on the issue price of the subscription receipts.

(j) Additional costs associated with the Transaction which have not been incurred as at December 31, 2019, are estimated to be approximately $300,000.

(k) The pro forma effective income tax rate applicable to the operations will be approximately 28%.

3. PRO FORMA SHARE CAPITAL

	Number of shares	Dollar amount
Balance at December 31, 2019	851,396	$ 4,016,634
Shares issued on horizontal amalgamation of Finco	66,022,530	3,523,581
Shares issued on horizontal amalgamation of Debtco	125,148,606	1,869,534
Common shares issued for services	1,833,333	110,000
	193,855,865	$ 9,519,749