SHANE RESOURCES LTD.

Condensed Interim Financial Statements

For the three months ended March 31, 2021 and 2020

(unaudited)

(Expressed in Canadian Dollars)

NOTICE OF NO AUDITOR REVIEW OF CONDENSED INTERIM FINANCIAL STATEMENTS

The accompanying unaudited condensed interim financial statements of Shane Resources Ltd. (the "Company") have been prepared by and are the responsibility of the Company's management. These financial statements, along with the accompanying notes, have been reviewed and approved by the members of the Company's audit committee.

In accordance with Canadian Securities Administrators National Instruments 51-102, the Company discloses that these unaudited condensed interim financial statements have not been reviewed by the Company's auditors.

SHANE RESOURCES LTD.

STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars)
AS AT

	March 31, 2021	December 31, 2020
ASSETS		
Current		
Cash	$ 14,643	$ 19,182
Receivables	10,883	10,548
	$ 25,526	$ 29,730
LIABILITIES		
Current		
Accounts payable	$ 27,187	$ 19,836
	27,187	19,836
SHAREHOLDERS' EQUITY (DEFICIENCY)		
Capital stock (Note 5)	6,887,428	6,887,428
Deficit	(6,889,089)	(6,877,534)
	(1,661)	9,894
	$ 25,526	$ 29,730

Nature of operations (Note 1)
Going Concern (Note 2)
Subsequent Event (Note 9)
The accompanying notes are an integral part of the annual financial statements.

Approved and authorized by the Board of Directors on May 31, 2021:

"Binyomin Posen"
Director

"Sendy Shorser"
Director

SHANE RESOURCES LTD.

CONDENSED INTERIM STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS
(Expressed in Canadian Dollars)
(Unaudited)

	For the three months ended March 31, 2021	March 31, 2020
Operating costs for the period		
Public company fees	$ 2,704	$ 185
Management and consulting fees (Note 7)	-	3,426
Professional fees	8,851	2,348
Net loss and comprehensive loss for the period	$ 11,555	$ 3,426
Loss per share - basic and diluted	$ (0.00)	$ (0.00)
Weighted average common shares	24,603,985	12,959,917

The accompanying notes are an integral part of the annual financial statements.

SHANE RESOURCES LTD.

CONDENSED INTERIM STATEMENTS OF CASH FLOWS
(Expressed in Canadian Dollars)

	For the three months ended March 31, 2021	March 31, 2020
Cash flows used in operating activities		
Net loss for the period	$ (11,555)	$ (2,533)
Non-cash working capital item changes:		
Receivables	(335)	(3,255)
Accounts payable	7,351	(5,250)
	(4,539)	(11,038)
Cash flows provided by financing activities		
Issuance of share capital	-	75,416
	-	75,416
Change in cash during the period	(4,539)	64,378
Cash, beginning of year	19,182	-
Cash, end of year	$ 14,643	$ 64,378
Cash (paid) received during the year for income taxes and interest	$ -	$ -

The accompanying notes are an integral part of the annual financial statements.

SHANE RESOURCES LTD.

STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (DEFICIENCY)
FOR THE PERIODS ENDED MARCH 31, 2021 AND 2020
(Expressed in Canadian Dollars)

	Number of Shares*	Capital Stock	Deficit	Total
Balance December 31, 2019	2,803,985	$ 6,797,012	$ (6,824,992)	$ (27,980)
Issuance of shares for cash, net of costs	17,892,661	70,879	-	70,879
Issuance of shares for cash	907,339	4,537	-	4,537
Issuance of shares for debt	3,000,000	15,000	-	15,000
Loss for the period	-	-	(2,533)	(2,533)
Balance March 31, 2020	24,603,985	6,887,428	(6,827,525)	59,903
Loss for the period	-	-	(50,009)	(50,009)
Balance December 31, 2020	24,603,985	$ 6,887,428	(6,877,534)	9,894
Loss for the period	-	-	(11,555)	(11,555)
Balance March 31, 2021	24,603,985	$ 6,887,428	$ (6,889,089)	$ (1,661)

*The share numbers have been adjusted to reflect a consolidation of the Company's share capital on a one new for 40 old basis effective June 5, 2020. Fractional shares were rounded down. Prior year number of shares outstanding have been adjusted to reflect this change as if it had occurred at the beginning of the year.

The accompanying notes are an integral part of the annual financial statements.

1. Nature of Operations

Shane Resources Ltd. (the "Company") is a corporation incorporated under the laws of Saskatchewan.

On January 31, 2014, the shareholders, on a "majority of minority" basis, authorized the delisting of the Company's shares from the NEX board of the TSX Venture Exchange. Shareholders also approved the sale of substantially all of the assets of the Company and the winding up of the Company.

On June 20, 2014, the Company was dissolved.

On December 21, 2018 the Company was revived. On May 9, 2019, the Securities Division of the Financial and Consumer Affairs Authority of Saskatchewan (the "**FCAA**") issued a variation order of its cease trade order dated June 11, 2014, which allowed the Company complete the following transactions: (i) entered into a loan agreement with an arm's length lender in the amount of $10,000 which is convertible into 500,000 common shares of the Company at $0.02 per share and 500,000 warrants of the Company at an exercise price of $0.08 per share; (ii) issued 1,000,000 common shares at $0.02 per share to raise a total of $20,000; and (iii) issued 155,672 common shares at $0.02 per share for cash proceeds of $3,113 and 486,082 common shares at $0.08 for cash proceeds of $38,887.

As a result of the above transactions in 2019, Loomac Management Ltd. ("**Loomac**") beneficially owned and controlled a total of 69% of the issued common shares of the Company. If Loomac exercised all its warrants, it would have beneficially owned approximately 75% of the issued and outstanding common shares of the Company on a fully diluted basis, at that time.

On November 12, 2019, the Company announced that on November 8, 2019 the FCAA issued an order revoking its previously issued cease trade order in respect of the securities of the Company.

In 2020, the Company completed the following transactions: (i) issued 17,892,661 common shares for proceeds of $89,463 before costs of $18,584 were applied against the proceeds; (ii) issued 907,339 common shares for proceeds of $4,537; (iii) issued 3,000,000 shares to settle creditor debts in the amount of $15,000.

As a result of the above transactions, at December 31, 2020, KW Capital Partners ("**KW**") beneficially owned and controlled a total of 36% of the issued common shares of the Company. If KW exercised all its warrants, it would have beneficially owned approximately 36% of the issued and outstanding common shares of the Company on a fully diluted basis, at that time.

2. Going Concern

These financial statements have been prepared using International Financial Reporting Standards ("IFRS") applicable to a going-concern, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. Accordingly, it does not give effect to adjustments, if any that would be necessary should the Company be unable to continue as a going concern and, therefore, be required to realize its assets and liquidate its liabilities in other than the normal course of business and at amounts which may differ from those shown in the financial statements. The ability of the Company to continue as a going concern is dependent on its ability to obtain additional equity financing and achieve future profitable operations.

As at March 31, 2021, the Company had a net loss of $11,555 (December 31, 2020 - $52,542) and an accumulated deficit of $6,889,089 (December 31, 2020 - $6,877,534). The Company's liquidity is dependent on its ability to obtain additional equity financing and achieve future profitable operations.

The Company has not generated revenue from operations and will require additional financing to maintain its operations and activities. These material uncertainties and conditions may cast significant doubt as to the Company's ability to continue as a going concern.

The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.

3. Basis of Presentation

Statement of compliance

These condensed interim financial statements have been prepared in accordance with International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board ("**IASB**") applicable to the preparation of interim financial statements, including IAS34, Interim financial reporting. The comparative information has also been prepared on this basis.

These financial statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit or loss which are stated at their fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

These financial statements were authorized for issue by the Board of Directors on May 31, 2020.

Basis of measurement

These financial statements are presented in Canadian dollars, unless otherwise stated.

Critical accounting judgments and estimates

The preparation of these financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported expenses during the period. Actual results could differ from these estimates.

Critical judgments in applying accounting policies

The preparation of these financial statements requires management to make judgments regarding the going concern of the Company, as discussed in Note 2.

4. Significant Accounting Policies

The financial statements of the Company have been prepared in accordance with IFRS and reflect the following significant accounting policies:

Financial Instruments

All financial assets not classified at amortized cost or fair value through other comprehensive income ("**FVOCI**") are measured at fair value through profit or loss ("**FVTPL**"). On initial recognition, the Company can irrevocably designate a financial asset at FVTPL 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 FVTPL:

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

The Company classified cash and accounts receivable at amortized cost and accounts payable at amortized cost.

Impairment of financial assets:

The Company assesses all information available, including on a forward-looking basis, the expected credit losses associated with any financial assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. To assess whether there is a significant increase in credit risk, the Company compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition based on all information available, and reasonable and supportive forward-looking information.

Financial instruments recorded at fair value:

Financial instruments recorded at fair value on the statements of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- Level 1 - valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 - valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs)

As at March 31, 2021 and December 31, 2020, the Company did not have any financial instruments recorded at fair value.

Impairment of long lived assets

At each financial position reporting date the carrying amounts of the Company's long-lived assets are reviewed to determine whether there is any indication that those assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use, which is the present value of future cash flows expected to be derived from the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the profit or loss for the period. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

Basic and diluted loss per share

Basic loss per share is computed by dividing the loss for the year by the weighted average number of common shares outstanding during the year. For diluted per share computations, assumptions are made regarding potential common shares outstanding during the year. The weighted average number of common shares is increased to include the number of additional common shares that would be outstanding if, at the beginning of the year, or at time of issuance, if later, all options and warrants are exercised. Proceeds from exercise are used to purchase the Company's common shares at their average market price during the year, thereby reducing the weighted average number of common shares outstanding. If these computations prove to be anti-dilutive, diluted loss per share is the same as basic loss per share.

Income taxes

Income tax expense is comprised of current and deferred tax. Current tax and deferred tax are recognized in net income except to the extent that it relates to a business combination or items recognized directly in equity or in other comprehensive loss/income.

Current taxes are recognized for the estimated income taxes payable or receivable on taxable income or loss for the current year and any adjustment to income taxes payable in respect of previous years. Current taxes are determined using tax rates and tax laws that have been enacted or substantively enacted by the year end date.

Deferred tax assets and liabilities are recognized where the carrying amount of an asset or liability differs from its tax base, except for taxable temporary differences arising on the initial recognition of goodwill and temporary differences arising on the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction affects neither accounting nor taxable profit or loss.

Recognition of deferred tax assets for unused tax losses, tax credits and deductible temporary differences is restricted to those instances where it is probably that future taxable profit will be available against which the deferred tax asset can be utilized. At the end of each reporting period the Company reassesses unrecognized deferred tax assets. The Company recognizes a previously unrecognized deferred tax asset to the extent that it has become probably that future taxable profit will allow the deferred tax asset to be recovered.

Share based payments

The Company grants stock options to buy common shares of the Company to directors, officers, employees and service providers. The Company recognizes share-based compensation expense based on the estimated fair value of the options. A fair value measurement is made for each vesting installment within each option grant and is determined using the Black-Scholes option-pricing model. The fair value of the options is recognized over the vesting period of the options granted as both share-based compensation expense and reserves. This includes a forfeiture estimate, which is revised for actual forfeitures in subsequent periods. The reserves account is subsequently reduced if the options are exercised and the amount initially recorded is then credited to capital stock.

In situations where equity instruments are issued to non-employees and some or all of the goods or services received by the entity as consideration cannot be specifically identified, they are measured at fair value of the share-based payment. Otherwise, share-based payments are measured at the fair value of goods or services received.

Foreign currency translation

The functional currency and the reporting currency of the Company is the Canadian dollar. Transactions denominated in foreign currency are translated into Canadian dollars at the rate of exchange in effect at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies have been translated into Canadian dollars at the rate of exchange in effect at the statement of financial position date, while non-monetary assets and liabilities are translated at historical rates.

Any gains or losses resulting from translation have been included in the statement of operations and comprehensive loss.

Comprehensive income (loss)

Comprehensive income (loss) is the change in the Company's equity that results from transactions and other events from other than the Company's shareholders. Gains and losses that would otherwise be recorded as part of net earnings is presented in other "comprehensive income" until it is considered appropriate to recognize into net earnings. Comprehensive income (loss) consists of net income (loss) and other comprehensive income (loss) and represents the change in shareholders' equity which results from transactions and events from sources other than the Company's shareholders. For the years presented, net loss was the same as comprehensive loss.

Changes in Accounting Policies

Certain pronouncements were issued by the IASB or IFRIC that are mandatory for the Company's accounting period beginning on January 1, 2020. The following amendment has been adopted:

IFRS 16, Leases ("IFRS 16") On January 13, 2016, the IASB published a new standard, IFRS 16, Leases, eliminating the current dual accounting model for lessees, which distinguishes between on-balance sheet finance leases and off-balance sheet operating leases. Under the new standard, a lease becomes an on-balance sheet liability that attracts interest, together with a new right-of-use asset. In addition, lessees will recognize a front-loaded pattern of expense for most leases, even when cash rentals are constant. IFRS 16 is effective for annual periods beginning on or after January 1, 2019, with earlier adoption permitted. On January 1, 2020, the Company adopted IFRS 16. The adoption of this standard does not have a material impact on the Company's consolidated financial statements.

5. Capital Stock and Reserves

(Expressed in Canadian Dollars)

On June 5, 2020 the Company completed a consolidation of its share capital on a one new for forty old basis. The share and per share amounts have been adjusted within these financial statements to reflect the share consolidation.

The authorized capital stock of the Company is an unlimited number of common shares and unlimited number of preferred shares issuable in series. The issued common shares in the Company are as follows:

	Common Shares #	Amount $
Balance, December 31, 2018	662,231	6,725,012
Issued for cash	2,141,754	72,000
Balance, December 31, 2019	2,803,985	6,797,012
Issued for cash, net of costs	17,892,661	70,879
Issued for cash	907,339	4,537
Issued for debt	3,000,000	15,000
Balance, March 31, 2021 and December 31, 2020	24,603,985	6,887,428

On June 5, 2020, the Company effected a share consolidation, with forty pre-Consolidation common shares exchanged for one post-Consolidation share. Fractional shares were rounded down. Prior numbers of shares outstanding have been adjusted to reflect this change as if it had occurred at the beginning of the period.

On May 27, 2019, the Company announced that Loomac acquired, pursuant to the conversion of a loan in the amount of $10,000 advanced by Loomac to the Company, 500,000 units of the Company at a price of $0.02 per unit. Each unit consists of one common share and one common share purchase warrant ("**Warrant**"), each warrant entitling the holder to purchase one additional common share at an exercise price of $0.08 per share until May 27, 2024. The common shares, the warrants and the common shares issuable upon exercise of the warrants are subject to a statutory four-month hold period and cease trade order dated June 11, 2014 issued against the Company by the FCAA.

On May 27, 2019, the Company announced that Loomac acquired, pursuant to a private placement, beneficial ownership and control of 1,000,000 common shares at a price of $0.02 per share which have a four-month hold period and cease trade order dated June 11, 2014 issued against the Company by the Securities Division of the Financial and Consumer Affairs Authority of Saskatchewan.

On June 25, 2019, the Company closed a private placement where the Company issued (i) 155,672 common shares, at a subscription price of $0.02 per common share; and (ii) 486,082 common shares, at a subscription price of $0.08 per common share. The common shares are subject to a statutory four-month hold period and cease trade order dated June 11, 2014 issued against the Company by the Securities Division of the Financial and Consumer Affairs Authority of Saskatchewan.

(Expressed in Canadian Dollars)

On February 18, 2020, the Company issued 17,892,661 common shares for proceeds of $89,463. Costs of $18,584 were applied against the proceeds. The common shares are subject to a statutory four-month hold period.

On February 21, 2020, the Company issued 907,339 common shares for proceeds of $4,537. Concurrently, the Company issued 3,000,000 shares to settle creditor debts in the amount of $15,000. These shares were subject to a statutory four-month hold period.

Stock Options

The Company has established a share-based compensation plan pursuant to which options to purchase common shares may be granted to certain officers, directors, and contractors of the Company as well as persons providing ongoing services to the Company. The aggregate number of shares issuable under the plan shall not exceed 10% of the issued and outstanding common shares of the Company. Unless otherwise determined by the Board of Directors of the Company (the "**Board**"), the exercise price of options equals at least the closing price of the common shares on the day prior to the date of the grant. Stock options vest in accordance with the determination of the Board at the time of the grant and may be granted for up to a ten year term in accordance with TSX Venture Exchange policy.

Options Granted

During the three-month period ended March 31, 2021 and the year ended December 31, 2020, the Company granted no stock options and had no stock options outstanding.

Warrants

The following is a summary of warrants outstanding as at March 31, 2021 and December 31, 2020:

	Weighted

	Number of Warrants	Average Exercise Price
Outstanding at March 31, 2021 and December 31, 2020	500,000	$ 0.08

As at March 31, 2021, the Company had the following warrants outstanding:

Outstanding	Exercise Price	Remaining Contractual Life (years)	Expiry Date
500,000	$ 0.08	3.16	May 27, 2024

6. Income Taxes

This note has not been updated from December 31, 2020.

7. Related Party Transactions

Related parties and related party transactions impacting the accompanying financial statements are summarized below and include transactions with the following individuals or entities:

Key management personnel

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board and corporate officers.

Remuneration attributed to key management personnel can be summarized as follows:

	For the three months ended March 31, 2021	For the three months ended March 31, 2020
Consulting and professional fees	$ -	$ -
	$ -	$ -

Other related parties

As at March 31, 2021 and December 31, 2020 there were no accounts payable to related parties.

8. Financial Instruments and Capital Risk Management

The Company's financial instruments consist of receivables, and accounts payable.

The Company is exposed to varying degrees to a variety of financial instrument related risks:

Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations.

The Company's receivables consist of GST/HST receivable due from the government of Canada. The Company does not believe it is exposed to significant credit risk.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company as of March 31, 2021 has cash on hand of $14,643 and current liabilities of $27,187. The Company is exposed to liquidity risk.

Historically, the Company's sole source of funding has been the issuance of equity securities for cash, primarily through private placements and loans from related and other parties. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The risk that the Company will realize a loss as a result of a decline in the interest rate is low, as the Company has no investments with variable interest rates.

b) Foreign currency risk

As at March 31, 2021, the Company's expenditures are predominantly in Canadian dollars, and any future equity raised is expected to be predominantly in Canadian dollars. As a result, the Company believes its currency risk to be minimal.

c) Price risk

Price risk is related to equity and commodity price risks. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. As the Company holds no equity or commodity related investments or assets, the Company has no exposure to price risk.

Capital management

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue debt, acquire or dispose of assets or adjust the amount of cash and investments.

The Company currently is not subject to externally imposed capital requirements. There were no changes in the Company's approach to capital management during the year.

9. Subsequent Event

On April 9, 2021, the Company announced it has entered a letter of intent ("**LOI**") with Empatho Corp. an Artificial Intelligence company with a presence in the virtual wellness sector, to complete a business transaction by way of reverse takeover. The final structure of the Company is to be determined following receipt of tax, corporate and securities law advice.