RELAY MEDICAL CORP.

CONDENSED UNAUDITED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED JUNE 30, 2021 AND 2020

INDEX

Relay Medical Corp
Management's Responsibility of Financial Reporting
June 30, 2021

Notice of No Auditor Review of Condensed Interim Consolidated Financial Statements

Under National Instrument 51-102, Part 4, subsection 4.3(3) (a), if an auditor has not performed a review of the interim financial statements; they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor. The accompanying unaudited condensed interim consolidated financial statements of the Company have been prepared by management and approved by the Audit Committee and Board of Directors of the Company on August 30, 2021. The Company's independent auditor has not performed a review of these financial statements in accordance with the standards established by Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

RELAY MEDICAL CORP.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Unaudited - Expressed in Canadian dollars)

As at		June 30, 2021		September 30, 2020
Assets				
Current assets				
Cash	**$**	**7,833,474**	$	896,057
Other receivable		**773,402**		582,669
Prepaid expenses		**667,142**		12,987
		9,274,018		1,491,713
Non-current assets				
Reclamation bonds (note 12)		**73,431**		73,431
Property, plant and equipment (note 8)		**27,595**		64,015
Right-of-use asset (note 9)		**323,935**		396,785
Investment in associate Fionet Rapid Response Group (note 5)		**1,500,000**		-
Due from associate Fionet Rapid Response Group		**1,175,954**		-
Investment in associate Glow LifeTech Corp. (note 7)		**2,635,140**		764,529
Intangible assets (notes 6 and 10)		**6,887,449**		60,000
	$	**21,897,522**	$	2,850,473
Current Liabilities				
Current liabilities				
Accounts payable and accrued liabilities	**$**	**1,843,561**	$	525,876
Current portion of lease liability (note 11)		**91,179**		89,725
Convertible debenture		**-**		861,416
Canada Emergency Business Account Loan		**60,000**		40,000
		1,994,740		1,517,017
Non-Current Liabilities				
Lease liability (note 11)		**300,278**		382,929
Regional Relief and Recovery Fund Loan		**140,860**		79,296
Total liabilities		**2,435,878**		1,979,242
Shareholders' equity				
Capital stock (Note 13)		**45,837,175**		21,963,267
Warrant reserve		**6,580,807**		4,592,552
Contributed surplus		**10,208,589**		7,576,121
Equity component of convertible debenture		**-**		20,386
Deficit		**(43,164,927)**		(33,281,095)
Total equity attributable to shareholders of Relay		**19,461,644**		871,231
	$	**21,897,522**	$	2,850,473

APPROVED ON BEHALF OF THE BOARD OF DIRECTORS

"Greg Van Staveren" *"Michael Minder"*

NATURE OF OPERATIONS (Note 1)

SUBSEQUENT EVENTS (Note 18)

RELAY MEDICAL CORP.

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
FOR THE THREE AND NINE MONTHS ENDED JUNE 30, 2021 AND 2020
(Unaudited - Expressed in Canadian dollars)

	Three months ended		Nine months ended	
	2021	2020	**2021**	2020
Revenues				
Sales and royalties revenue	**$ 108,540**	$ -	**$ 108,540**	$ -
Government grant revenue	**274,116**	-	**317,395**	-
Expenses				
Share-based compensation (note 13(b))	**421,673**	59,100	**4,452,169**	1,575,324
Consulting and management fees (note 14)	**1,085,018**	127,480	**2,254,900**	845,335
Salaries and benefits	**509,253**	35,375	**1,239,017**	467,740
Product research and development costs	**344,150**	923,598	**1,196,115**	1,443,533
Amortization expense (note 8)	**4,000**	28,180	**12,000**	315,790
Shareholder communications and marketing	**1,216,621**	176,050	**2,771,419**	316,522
Office, general and administrative	**(18,277)**	42,330	**443,954**	124,991
Depreciation	**2,245**	39,828	**65,053**	105,044
Professional fees	**362,854**	21,805	**1,047,959**	160,623
Transfer agent and filing fees	**17,574**	12,855	**60,749**	25,372
Share of Loss of investment in associate (Note 7)	**(1,620,125)**	(6,694)	**(719,967)**	198,739
Interest and accretion	**3,248**	20,052	**48,711**	58,898
Expense recovery related to investment in FRR	**(2,675,954)**	-	**(2,675,954)**	(300,000)
Net earnings (loss) and comprehensive income(loss)	**$ 730,376**	**$ (1,479,959)**	**$ (9,770,190)**	**$ (5,337,911)**
Loss per share				
Basic and diluted (note 17)	**$ 0.00**	$ (0.01)	**$ (0.05)**	$ (0.04)
Weighted average number of common shares outstanding, basic and diluted	**251,096,337**	131,649,740	**198,970,181**	128,177,216

RELAY MEDICAL CORP.

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

FOR THE NINE MONTHS ENDED JUNE 30, 2021 AND 2020

(Unaudited - Expressed in Canadian dollars)

	Capital Stock		Warrant reserve	Contributed surplus	Equity component of Convertible Debentures	Deficit	Total Equity
	Number of shares	Amount					
Balance - October 1, 2019	**124,880,164**	**$ 18,651,874**	**$ 3,206,443**	**$ 5,403,362**	**$ -**	**$ (25,852,569)**	**$ 1,409,110**
Units issued for cash, net of issuance costs	3,552,777	639,500		-	-	-	639,500
Fair value of unit warrants issued	-	(398,887)	398,887	-	-	-	-
Equity component of convertible debentures	-	-	-	-	87,533	-	87,533
Fair value of debenture warrants issued	-	-	-	-	166,939	-	166,939
Fair value of warrants issued	-	-	-	-	149,847	-	149,847
Fair value of finder warrants issued	-	-	-	-	26,770	-	26,770
Shares issued for cash on exercise of options (note 14 (b))	650,000	120,000	-	-	-	-	120,000
Shares issued on the setlement of debt	6,707,497	1,207,349	-	-	-	-	1,207,349
Share-based compensation (note 14 (b))	-	-	-	1,575,324	-	-	1,575,324
Net loss for the period	-	-	-	-	-	(5,337,911)	(5,337,911)
Balance - June 30, 2020	**135,790,438**	**$ 20,219,836**	**$ 3,605,330**	**$ 6,978,686**	**$ 431,089**	**$ (31,190,480)**	**$ 44,461**
Balance - October 1, 2019	**124,880,164**	**$ 18,651,874**	**$ 3,206,443**	**$ 5,403,362**	**$ -**	**$ (25,852,569)**	**$ 1,409,110**
Units issued for cash, net of issuance costs	13,737,866	1,630,574	811,490	-	-	-	2,442,064
Equity component of convertible debentures	-	-	-	-	20,386	-	20,386
Fair value of debenture warrants issued	-	-	265,170	-	-	-	265,170
Shares issued on exercise of options	650,000	211,347	-	(91,347)	-	-	120,000
Shares issued on the setlement of debt	7,148,797	1,469,472	-	-	-	-	1,469,472
Share-based compensation	-	-	-	2,264,106	-	-	2,264,106
Warrant Modification	-	-	309,449	-	-	(309,449)	-
Net loss for the period	-	-	-	-	-	(7,119,077)	(7,119,077)
Balance October 1, 2020	**146,416,827**	**$ 21,963,267**	**$ 4,592,552**	**$ 7,576,121**	**$ 20,386**	**$ (33,281,095)**	**$ 871,231**
Units issued for cash, net of issuance cost (Note 13)	42,862,500	5,698,287	2,874,213	-	-	-	**8,572,500**
Units issued in relation to Cybeats Acquisition (Note 6)	9,311,475	5,680,000	-	-	-	-	**5,680,000**
Shares issued on exercise of options (note 13 (b))	13,027,587	4,013,417	-	(1,819,701)	-	-	**2,193,716**
Shares issued on exercise of warrants (note 13 (c))	23,740,415	7,178,204	(853,305)		-	-	**6,324,900**
Share-based compensation (note 13 (b))	-	-	-	4,452,169	-	-	**4,452,169**
Conversion of debentures	5,250,000	945,000	-	-	(20,386)	-	**924,614**
Warrant Modification	-	-	113,642	-	-	(113,642)	**-**
Expiration of Warrants	-	-	(146,295)				**(146,295)**
Shares issued on the setlement of debt	588,524	359,000					**359,000**
Net loss for the period	-	-	-	-	-	(9,770,190)	**(9,770,190)**
Balance - June 30, 2021	**241,197,328**	**$ 45,837,175**	**$ 6,580,807**	**$ 10,208,589**	**$ -**	**$ (43,164,927)**	**$ 19,461,645**

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

RELAY MEDICAL CORP.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE NINE MONTHS ENDED JUNE 30, 2021 AND 2020
(Unaudited - Expressed in Canadian dollars)

		2021		2020
Cash flows from (used in) operating activities				
Net loss for the period	**$**	**(9,883,832)**	$	(5,337,911)
Items not affecting cash from operations:				
Depreciation		**65,053**		466,872
Loss on investment in associate		**(1,870,611)**		168,613
Share-based compensation		**4,452,169**		1,575,324
Shares issued for the settlement of liabilities		**359,000**		1,307,349
Interest and accretion net		**72,850**		18,672
Changes in non-cash working capital items:				
Prepaid expenses		**(654,155)**		(9,127)
Amounts receivable		**(190,733)**		(20,823)
Accounts payable and accrued liabilities		**1,483,092**		(134,132)
Net cash used in operating activities		**(6,167,167)**		(1,965,162)
Cash flows used in investing activities				
Investment in associate Fionet Rapid Response Group		**(2,675,954)**		-
Purchase of property, plant and equipment (note 8)		**(28,634)**		-
Net cash used in investing activities		**(2,704,588)**		-
Cash flows from (used in) financing activities				
Government Loans/Grants		**81,564**		40,000
Proceeds from private placement, net of issue costs		**7,290,189**		639,500
Net proceeds from issuance of convertible debenture		**-**		945,000
Proceeds from warrant exercise		**6,324,900**		-
Proceeds from options exercise		**2,193,716**		130,000
Proceeds from transactions with associate		**-**		249,350
Net payments on leases		**(81,196)**		(44,669)
Net cash from financing activities		**15,809,173**		1,959,181
Decrease in cash for the period		**6,937,417**		(5,981)
Cash - beginning of perdiod		**896,057**		212,195
Cash - end of period	**$**	**7,833,474**	$	206,214

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

1. NATURE OF OPERATIONS

Relay Medical Corp. ("the Company") was incorporated in British Columbia and is engaged in the business of providing expertise in the development, commercial leadership, funding, and strategic partnerships offering inventors and early-stage start-ups. All amounts herein reflect the financial effects of the amalgamation. The principal business address of the Company is 65 International Boulevard, Suite 202, Toronto, Ontario, M9W 6L9.

During the period, there was a global outbreak of COVID-19 ("Coronavirus"), which has had a significant impact on businesses through the restrictions put in place by Canadian government regarding travel, business operations and isolation/quarantine orders. At this time, it is unknown the extent of the impact the Coronavirus outbreak may have on the Company as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence. These uncertainties arise from the inability to predict the ultimate geographic spread of the disease and the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions and quarantine/isolation measures that are currently, or may be put, in place by Canada and other countries to fight the virus. While the extent of the impact is unknown, the impact to date has been manageable and the company will continue to be in operations.

2. BASIS OF PRESENTATION

Statement of Compliance

These unaudited condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC") which the Canadian Accounting Standards Board has approved for incorporation into Part 1 of the Handbook of Chartered Professional Accountants of Canada applicable to the preparation of interim financial statements, including International Accounting Standard ("IAS") 34, Interim Financial Reporting. These unaudited condensed interim consolidated financial statements do not include all the information and disclosures required in the annual consolidated financial statements and should be read in conjunction with the Company's annual consolidated financial statements as at and for the year ended September 30, 2020.

Principles of Consolidation

These consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries, UX Data Sciences Corp., Osprey Device Networks Corp., HemoPalm Corp and Cybeats Technologies Inc. All significant intercompany balances and transactions have been eliminated on consolidation.

These consolidated financial statements originally included the accounts of Glow LifeTech Corp. (Glow). The company acquired control of Glow LifeTech on April 3, 2019 and subsequently lost control on May 27, 2019. As at March 31 2021, the company accounted for its investment in Glow as an investment in associate (Note 7). As at June 30, 2021, the Company accounted for its retained interest in Glow as a financial asset and values the asset at fair value. Relay recognizes in profit or loss any difference between the fair value of any retained interest and any proceeds from disposing of a part interest in the associate or joint venture; and the carrying amount of the investment at the date the equity method was discontinued.

As at June 30, 2021, the company accounts for its investment in FRR as an investment in associate (Note 5).

All significant intercompany balances and transactions have been eliminated on consolidation.

Subsidiaries.

Subsidiaries are entities over which the Company has control. Control is defined as when the Company is exposed or has rights to the variable returns from the subsidiary and has the ability to affect those returns through its power over the subsidiary. Power is defined as existing rights that give the Company the ability to direct the relevant activities of the subsidiary. Subsidiaries are fully consolidated from the date control is transferred to the Company and are de-consolidated from the date control ceases.

Non-controlling interests

A non-controlling interest is initially recognized as the proportionate share of the identifiable net assets of the subsidiary on the date of its acquisition and is subsequently adjusted for the non-controlling interest's share in changes of the acquired subsidiary's earnings and capital. Effects of transactions with non-controlling interests are recorded in equity if there is no change in control.

Basis of Measurement

These consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments which are measured at fair value. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

Functional and Presentation Currency

The consolidated financial statements are presented in Canadian dollars, which is also the Company's functional currency.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting polices set out below have been applied consistently to all periods presented in these consolidated financial statements.

Impairment

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 at a cash generating unit level. If any such indication exists, the recoverable amount of the cash generating unit 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. If the recoverable amount is estimated to be less than its carrying amount, the carrying amount 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.

Intangible assets

The Company records intangible assets at fair value at the date of acquisition. An intangible asset is capitalized when the economic benefit associated with an asset is probable and when the cost can be measured reliably. Intangible assets are carried at cost less accumulated depreciation and impairment losses. Cost consists of expenditures directly attributable to the acquisition of the assets. Intangible assets with finite lives are tested amortized over the related benefit period. Those with indefinite lives are not amortized and are tested for impairment on an annual basis. The

Company's intangible assets consist of patents, patent applications, software license and research and development costs that are amortized over their five-year estimated useful life.

Research and Development costs

Costs associated with the development of the Company's products are capitalized where the following criteria are met:

- the technical feasibility of completing the intangible asset so it will be available for use or sale;
- its intention to complete and its ability to use or sell the asset;
- how the asset will generate future economic benefits;
- the availability of resources to complete the asset; and
- the ability to measure reliably of the expenditure during development.

All research and development costs incurred by the Company were expensed in the year.

Share-based Payments

The Company accounts for share-based payment using the fair value method. Under this method, compensation expense is measured at fair value on the date of grant using the Black-Scholes option pricing model, and is recognized as an expense or capitalized, depending on the nature of the grant, with a corresponding increase in equity, over the period that the employees earn the options. The amount recognized as an expense is adjusted to reflect the number of share options expected to vest. The Black-Scholes option pricing model requires the input of subjective assumptions, including the expected term of the option and stock price volatility.

For transactions with employees and others providing similar services, the Company measures the fair value of the services received by reference to the fair value of the equity instruments granted. For transactions with parties other than employees, the Company measures the goods or services received, and the corresponding increase in equity, directly, at the fair value of the goods or services received, unless that fair value cannot be estimated reliably. When the Company cannot estimate reliably the fair value of the goods or services received, it measures their value, and the corresponding increase in equity, indirectly, by reference to the fair value of the equity instruments granted.

Foreign Currency Translation

The Company's functional and presentation currency is the Canadian dollar. Foreign currency transactions are initially recorded in the functional currency at the transaction date exchange rate. At closing date, monetary assets and liabilities denominated in a foreign currency are translated into the functional currency at the closing date exchange rate, and non-monetary assets and liabilities at the historical rates. Exchange differences arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were translated on initial recognition during the period or in previous financial statements are recognized in profit or loss.

Financial Instruments

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the financial instrument.

Under IFRS 9, financial assets are classified and measured based on the business model in which they are held and the characteristics of their contractual cash flows. IFRS 9 contains the primary measurement categories for financial assets: measured at amortized cost, fair value through other comprehensive income ("FVTOCI") and fair value through profit and loss ("FVTPL").

Below is a summary showing the classification and measurement bases of financial instruments;

Asset or Liability	Measurement
Cash	Fair value
Other Receivables	Fair value
Convertible Debentures	Amortized cost
Reclamation bonds	Amortized cost
Accounts payable and accrued liabilities	Amortized cost

Financial assets

Financial assets are classified as either financial assets at FVTPL, amortized cost, or FVTOCI. The Company determines the classification of its financial assets at initial recognition.

i. Financial assets recorded at FVTPL

Financial assets are classified as FVTPL if they do not meet the criteria of amortized cost or FVTOCI. Gains or losses on these items are recognized in profit or loss.

ii. Amortized cost

Financial assets are classified as measured at amortized cost if both of the following criteria are met and the financial assets are not designated as at FVTPL: 1) the object of the Company's business model for these financial assets is to collect their contractual cash flows; and 2) the asset's contractual cash flows represent "solely payments of principal and interest".

iii. Fair Value through other comprehensive income

Investments recorded at fair value through other comprehensive income (FVOCI) On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to measure the investment at FVOCI whereby changes in the investment's fair value (realized and unrealized) will be recognized permanently in OCI with no reclassification to profit or loss. The election is made on an investment-by-investment basis.

Financial liabilities

Financial liabilities are classified as either financial liabilities at FVTPL or at amortized cost. The Company determines the classification of its financial liabilities at initial recognition.

i. Amortized cost

Financial liabilities are classified as measured at amortized cost unless they fall into one of the following categories: financial liabilities at FVTPL, financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition, financial guarantee contracts, commitments to provide a loan at a below-market interest rate, or contingent consideration recognized by an acquirer in a business combination.

ii. Financial liabilities recorded FVTPL

Financial liabilities are classified as FVTPL if they fall into one of the five exemptions detailed above.

Transaction costs

Transaction costs associated with financial instruments, carried at FVTPL, are expensed as incurred, while transaction costs associated with all other financial instruments are included in the initial carrying amount of the asset or the liability.

Subsequent measurement

Instruments classified as FVTPL are measured at fair value with unrealized gains and losses recognized in profit or loss. Instruments classified as amortized cost are measured at amortized cost using the effective interest rate method. Instruments classified as FVTOCI are measured at fair value with unrealized gains and losses recognized in other comprehensive income.

Derecognition

The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled, or expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in profit or loss.

Expected credit loss impairment model

IFRS 9 introduced a single expected credit loss impairment model, which is based on changes in credit quality since initial application. The adoption of the expected credit loss impairment model had no impact on the Company's consolidated financial statements.

The Company assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due. The Company considers a financial asset to be in default when the borrower is unlikely to pay its credit obligations to the Company in full or when the financial asset is more than 90 days past due.

The carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

Financial instruments at fair value through profit and loss

Financial instruments recorded at fair value on the consolidated 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 date (unobservable inputs).

Cash is measured at fair value using Level 1 inputs.

The fair value of the Company's financial instruments approximates the carrying value, due to the short-term nature of the instruments.

Cash

Cash consists of deposits in banks.

Property, plant and equipment

Property, plant and equipment is stated at historical cost less accumulated depreciation and accumulated impairment losses.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognized. All other repairs and maintenance are charged to the statement of loss and comprehensive loss during the financial period in which they are incurred.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognized in profit or loss in the period.

Amortization is calculated on a straight-line basis at the following annual rates:

Laboratory and technical equipment	3 years
Office, furniture and equipment	3 years
Computer equipment	2 years

Income Taxes

Income tax on profit or loss for the year comprises of current and deferred tax. Current tax is the expected tax paid or payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax paid or payable in respect of previous years.

Deferred tax is recorded using the liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realized. The effect on deferred income tax assets and liabilities of a change in income tax rates is recognized in the period that includes the date of the enactment or substantive enactment of the change. Deferred tax assets and liabilities are presented separately except where there is a right of set off within fiscal jurisdictions.

Basic and Diluted Income (Loss) per Share

Basic income (loss) per share has been calculated using the weighted average number of common shares outstanding during the year. Diluted income (loss) per share has been calculated using the weighted average number of common shares that would have been outstanding during the respective period had all of the stock options and warrants outstanding at year end having a dilutive effect been converted into shares at the beginning of the year and the proceeds used to repurchase the Company's common shares at the average market price for the year. If these computations prove to be anti-dilutive, diluted income (loss) per share is the same as basic income (loss) per share.

Investment in Associates

Investments in associates are accounted for using the equity method based on the Company's ability to exercise significant influence over the operating and financial policies of the investee. Investments of this nature are recorded at original cost and adjusted periodically to recognize the Company's proportionate share of the associate's net income or losses after the date of investment, additional contributions made and dividends received. Investments are written down when there has been a significant or prolonged decline in fair value.

The Company discontinues the use of the equity method from the date when its investment ceases to be an associate or a joint venture as follows:

(a) If the investment becomes a subsidiary, the Company shall account for its investment in accordance with IFRS 3 Business Combinations and IFRS 10.

(b) If the retained interest in the former associate or joint venture is a financial asset, the Company measures the retained interest at fair value. The fair value of the retained interest shall be regarded as its fair value on initial recognition as a financial asset in accordance with IFRS 9. The Company shall recognise in profit or loss any difference between:

(i) the fair value of any retained interest and any proceeds from disposing of a part interest in the associate or joint venture; and

(ii) the carrying amount of the investment at the date the equity method was discontinued.

(c) When the use of the equity method is discontinued, the entity shall account for all amounts previously recognised in other comprehensive income in relation to that investment on the same basis as would have been required if the investee had directly disposed of the related assets or liabilities.

Government Grants

Government grants are recognized only when there is reasonable assurance that the Company will comply with any conditions attached to the grant and that the grant will be received. A grant relating to expenses is recognized as income in the period in which the expenses are incurred. A grant relating to capital expenditures is deferred and amortized to income on the same basis as the related capital assets are amortized.

Leases

All leases are accounted for by recognizing a right-of-use asset and a lease liability except for leases of low value assets and leases with a duration of twelve months or less. Lease liabilities are measured at the present value of the contractual payments due to the lessor over the lease term, with the discount rate determined by the incremental borrowing rate on commencement of the lease is used. Right-of-use assets are amortized on a straight-line basis over the remaining term of the lease or over the remaining economic life of the asset if this is judged to be shorter than the lease term. The determination of the incremental borrowing rate utilized on commencement of the lease to present value the contractual payments requires significant judgement in its determination.

4. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES

The preparation of these consolidated financial statements in conformity with IFRS requires that management make estimates and assumptions about future events that affect the amounts reported in the consolidated financial statements and related notes to the consolidated financial statements. Actual results may differ from those estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

(i) Critical accounting estimates

Critical accounting estimates are estimates and assumptions made by management that may result in a material adjustment to the carrying amount of assets and liabilities within the next financial year and are, but are not limited to, the following:

Share based payments and warrants

The fair value of stock options and warrants issued are subject to the limitation of the Black Scholes option pricing model that incorporates market data and involves uncertainty in estimates used by management in the assumptions. Because the Black Scholes option pricing model requires the input of highly subjective assumptions, including the volatility of share prices, changes in subjective input assumptions can materially affect the fair value estimate.

Useful life of intangible assets

Management has exercised their judgment in determining the useful life of its patents, patent applications, software license and research and development costs. The estimate is based on the expected period of benefit of the patent and the expected life of the product in the marketplace.

(ii) Critical accounting judgments

Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements are, but are not limited to, the following:

Evaluation of going concern

The preparation of the financial statements requires management to make judgments regarding the going concern of the Company.

Impairment of intangible assets

Management has exercised their judgment in determining if the intangible assets are impaired. The judgment is based on management's ability to assess for indicators of impairment.

Income taxes

Management has exercised their judgment in determining the provision for future income taxes. The judgment is based on the Company's current understanding of the tax law as it relates to the transactions and activities entered into by the Company.

Control

The Company uses judgement when assessing if the Company controls an investee, which includes the assessment of whether it holds power over the relevant activities, is exposed to variable returns and has the ability to use that power to affect those variable returns.

Research vs. Development Stage

The Company uses judgement when assessing if the Company has achieved development stage activities with its internally generated intangible assets.

Accounting standards and amendments issued but not yet adopted

Amendment to IFRS 3 – Business Combinations

On October 22, 2018, the IASB issued Definition of a Business (Amendments to IFRS 3: Business Combinations). The amendments to IFRS 3 are applicable for acquisitions occurring on or after January 1, 2020 and are adopted prospectively. These amendments to the implementation guidance of IFRS 3 clarify the definition of a business to assist entities to determine whether a transaction should be accounted for as a business combination or an asset acquisition. The amendments to IFRS 3 – Business Combinations may affect whether future acquisitions are accounted for as business combinations or asset acquisitions, along with the resulting allocation of the purchase price between the net identifiable assets acquired and goodwill. The Company does not expect any impact to the financial statements as a result of its adoption of the amendments to IFRS 3.

5. INVESTMENT IN ASSOCIATE (FIONET RAPID RESPONSE GROUP)

On August 19, 2020, Relay announced the establishment of a joint venture ("JV") to accelerate adaption and delivery of Fio's proven data-and-device platform, Fionet, as a COVID-19 pandemic testing, data collection and reporting solution. The JV will operate under the name "Fionet Rapid Response Group" and be headquartered in Toronto, Canada. Relay and Fio previously announced the signing of a Memorandum of Understanding May 15, 2020. The Fionet Rapid Response Group will enable mass distributed testing and automated aggregation, triage, and tracking to contain COVID-19, for deployment by public health agencies, retail health providers and private sector companies in Canada, the United States, Europe, Africa, and elsewhere.

On December 22, 2020, Fionet Rapid Response Group ("FRR") was incorporated in Ontario. As part of the Joint Venture agreement Relay was to invest $1.5M into FRR through payment of expenses with another $0.5M to be given in the form of a repayable loan. With this investment Relay will receive a 33% royalty on all FRR revenue related to individual testing and 20% royalty on all FRR revenue related to FRR platform solutions. In addition to the revenue royalty, Relay also owns 33% of the FRR while Fio Corporation owns the remaining balance. Relay recognized an investment in associate, represented by the Company's ability to significantly influence FRR. The investment in associate has been initially valued and recognized at its cost of $1,500,000.

(Unaudited - Expressed in Canadian dollars)

		Period ended June 30, 2021
FRR		
Opening balance		406,531
Contribution		1,093,469
Ending balance	$	**1,500,000**

Summarized financial information of the investement are presented below, on a 100% basis:

Selected information as at June 30,	**2021**
Total assets	**1,370,427**
Total Liabilities	**1,671,343**
Net Assets	**(300,916)**

Selected information for the years ended	**2021**
Gross Revenue	**1,896,001**

6. CYBEATS TECHNOLOGIES INC. ACQUISITION

On March 18, 2021, the Company acquired all the issued and outstanding shares of Cybeats Technologies Inc. (“Cybeats”) pursuant to the Share Exchange Agreement signed March 2, 2021. The acquired business was purchased for $7,180,000, paid by the issuance of 9,311,475 common shares, valued at $0.61 per share and $500,000 in cash. The remaining $1,000,000 will be paid out in cash or 1,639,344 shares valued at $0.61 per share. As Cybeats did not meet the definition of a business per IFRS 3, the acquisition has been accounted for as an asset acquisition, whereby Relay is considered to issue shares in return for the net assets of Cybeats at their fair value as follows;

Net assets acquired	
Receivables and prepaids	331,862
Property, plant and equipment	9,985
Accounts payable	(1,296)
Net assets acquired	340,551
IP, Goodwill	6,839,449
Total consideration	**7,180,000**

The Share Exchange Agreement (“SEA”) included performance milestone shares to be paid out if certain performance metrics are met:

1. First performance milestone - If Cybeats sales generate gross revenues in excess of $1M within 18 months of the SEA the performance consideration to be paid out will be $1.72M worth of common shares to be paid out using a 15-day weighted average trading price directly prior to the achievement of the first performance milestone.
2. Second performance milestone - If Cybeats sales generate gross revenues in excess of $4.5M within 30 months of the SEA the performance consideration to be paid out will be $3M worth of common shares to be paid out using a 15-day weighted average trading price directly prior to the achievement of the first performance milestone.

(Unaudited - Expressed in Canadian dollars)

3. Third performance milestone - If Cybeats sales generate gross revenues in excess of $9M within 42 months of the SEA the performance consideration to be paid out will be $2M worth of common shares to be paid out using a 15-day weighted average trading price directly prior to the achievement of the first performance milestone.

7. INVESTMENT IN ASSOCIATE (GLOW LIFETECH CORP.)

During the September 30, 2020 fiscal year, Glow completed a series of private placements for gross proceeds of $2,411,115 through the issuance of 12,120,000 common shares at a price of $0.20 per share. In connection with these private placements, as of September 30, 2020, Relay's ownership in glow was further diluted down to 22.2% (September 30, 2019 – 39.1%). As a result, a dilution gain on investment in associate was recognized in the statement of loss and comprehensive loss totaling $197,410 (September 30, 2019 - $nil).

During the three months ended December 31, 2020, Glow completed a private placement for gross proceeds of $285,000 through the issuance of 1,425,000 common shares.

On February 9, 2021, the Company announced that it has committed to participating in the RTO financing of Glow by investing $600,000 to acquire 2,000,000 additional shares which brings its total equity position to 8,250,000 shares.

On March 3, 2021, Glow completed its Reverse Takeover of Ateba pursuant to the terms of the Business Combination Agreement. The Transaction was completed by way of a three-cornered amalgamation between Glow and Ateba whereby Ateba acquired all of the issued and outstanding shares of Glow in exchange for 47,334,379 Common Shares and Glow became a wholly-owned subsidiary of the Company. With the completion of the Transaction the Common Shares became listed on the CSE under the symbol "GLOW". In connection with this and the private placement Relay reduced its ownership in Glow. As of June 30, 2021 Relay owned 14.57% of Glow.

The investment stake was previously valued using the equity method but as of April 1, 2021, the Company changed accounting methods to fair value method accounting as it represents an investment in a financial asset being shares in a publicly traded company. The investment stake is now valued with the 8,250,000 shares at market price on June 30, 2021, of $0.28 per share.

		Six months ended June 31, 2021		Year Ended September 30, 2020
Glow Lifetech Ltd.				
Opening balance	$	764,529	$	1,139,607
Contribution		-		-
Share of equity loss		-		(495,810)
Dilution gain		-		197,410
Elimination of intercompany transactions		-		(76,678)
Gain from using the Fair value method		1,545,471		-
Ending balance	**$**	**2,310,000**	$	764,529

(Unaudited - Expressed in Canadian dollars)

8. PROPERTY PLANT AND EQUIPMENT

	Laboratory equipment $	Office furniture & equipment $	Computer equipment $	Total $
Cost				
As at October 1, 2019	76,647	67,996	2,879	147,521
As at September 30, 2020	76,647	67,996	2,879	147,521
As at December 31, 2020	76,647	67,996	2,879	147,521
As at June 30, 2020	**76,647**	**67,996**	**2,879**	147,522

	Laboratory equipment $	Office furniture & equipment $	Computer equipment $	Total $
Amortization for the period	15,015	17,659	1,179	33,853
As at October 1, 2019	15,015	17,659	1,179	33,853
Amortization for the period	25,549	22,665	1,440	49,654
As at September 30, 2020	40,564	40,324	2,619	83,507
Amortization for the period	6,387	5,666	260	12,314
As at December 31, 2020	46,951	45,990	2,879	95,821
Amortization for the period	6,387	5,666	-	12,054
As at March 31, 2021	53,339	51,657	2,879	107,874
Amortization for the period	**6,387**	**5,666**	**-**	**12,054**
As at June 30, 2021	**59,726**	**57,323**	**2,879**	**119,928**

	Laboratory equipment $	Office furniture & equipment $	Computer equipment $	Total $
Net book value				
As at October 1, 2019	61,632	50,337	1,700	113,669
As at September 30, 2020	36,083	27,672	260	64,015
As at December 31, 2020	29,696	22,006	-	51,702
As at June 30, 2021	**16,921**	**10,673**	**-**	**27,595**

9. RIGHT OF USE ASSET

IFRS 16 - ROU October 1, 2018		
Additions		665,129
Depreciation	$	(123,044)
Disposal on sublease	$	(48,324)
IFRS 16 - ROU October 1, 2019	**$**	**493,761**
Depreciation		(96,976)
Balance, September 30, 2020	**$**	**396,785**
Depreciation		(24,283)
Balance, December 31, 2020	**$**	**372,502**
Depreciation		(24,283)
Balance, March 31, 2021	**$**	**348,218**
Depreciation		(24,283)
Balance, June 30, 2021	**$**	**323,935**

Right-of-use assets consist of the lease for the Company's office and laboratory and are amortized over a period of 74 months.

(Unaudited - Expressed in Canadian dollars)

10. INTANGIBLE ASSETS

The following is a summary of patents as at June 30, 2021:

	Patents	Software license	Cybeats	Total
Balance September 30, 2019	243,645	76,000	-	319,645
Amortization	(243,645)	(16,000)	-	(259,645)
Balance September 30, 2020	**-**	**60,000**	**-**	**60,000**
Additions (note 6)	-	-	6,839,449	6,839,449
Amortization	-	(12,000)	-	(12,000)
Balance June 30, 2021	**-**	**48,000**	**6,839,449**	**6,887,449**

Patents held by the Company from the prior periods include various patents and licenses relating to the HemoPalm project that continues to be under development.

On April 3, 2019, the Company disposed of certain intangible assets and licenses to use its proprietary technologies as consideration for common shares in Glow.

The Company assessed the carrying value of its intangible assets for indicators of impairment and recorded a non-cash impairment loss of $2,645,558 in the prior year. The Company continues to have full access to the remaining assets acquired as part of the UXD acquisition.

11. LEASE LIABILITY

On September 1, 2017, the Company entered into a 36-month lease agreement to lease office and laboratory facilities. On July 15, 2019, the Company entered into a sub lease agreement to lease this space to a third party for the remainder of the original lease term, ending August 30, 2020.

On November 1, 2018, the Company entered into a 60-month lease agreement to lease an office and laboratory facilities. The lease payments are $5,540 per month from the commencement date of the lease.

	Office & laboratory lease	Office lease	Total
Balance, October 1, 2018	**$ -**	**$ -**	**$ -**
Additions	582,800	82,329	665,129
Interest expense	66,829	9,100	75,929
Lease payments	(159,448)	(48,662)	(208,110)
Balance, September 30, 2019	$ 490,181	$ 42,767	$ 532,948
Interest expense	70,767	2,706	73,473
Lease payments	(88,294)	(45,473)	(133,767)
Balance, September 30, 2020	$ 472,654	$ -	$ 472,654
Interest expense	48,711	-	48,711
Lease payments	(129,908)	-	(129,908)
Balance, June 30, 2021	**$ 391,457**	**$ -**	**$ 391,457**

(Unaudited - Expressed in Canadian dollars)

The Company has recorded these leases as right-of-use assets (note 9) and lease liability in the statement of financial position as at June 30, 2021. At the commencement date of the lease, the lease liability was measured at the present value of the lease payments that were not paid at that date. The lease payments are discounted using an interest rate of 15%, which was the Company's incremental borrowing rate.

The continuity of the undiscounted lease liability is presented in the table below:

	Under 1 year	Between 1-2 years	Between 3-4 years	4 years	Total
Office Lease	$ 153,057	$ 163,861	$ 60,998		$ 377,915

12. RECLAMATION BONDS

The Company holds reclamation bonds with the Alberta Energy Regulator as required by section 1.100(2) of the Oil and Gas Conservation Regulations and Directive 006: License Liability Rating Program and License Transfer Process. The reclamation bonds are held for the purposes of the future well abandonment, related to the business of the Company prior to the reverse takeover transaction. The Company has performed all requested remediation work at the site and is currently engaged with the regulator for the return of these funds to the Company.

(Unaudited - Expressed in Canadian dollars)

13. CAPITAL STOCK

(a) Common shares

Authorized

The authorized capital stock of the Company consists of an unlimited number of common shares.

Issued and Outstanding

	Number
Balance - September 30, 2019	**146,416,827**
Shares issued on the settlement of debt (i)	7,148,797
Shares issued on the exercise of stock options (ii)	650,000
Shares issued on private placement (iii)	3,552,777
Shares issued on the settlement of debt (iv)	2,276,944
Shares issued on the exercise of stock options (v)	450,000
Shares issued on the private placement (vi)	10,185,089
Shares issued on debt settlement (vii)	441,300
Balance - September 30, 2020	**146,416,827**
Shares issued on convertible debentures (viii)	5,250,000
Shares issued on the exercise of stock options (ix)	2,250,000
Shares issued on the exercise of warrants (x)	65,086
Balance - December 31, 2020	**153,981,913**
Shares issued on the private placement (xi)	42,862,500
Shares issued on exercise of stock options (xii)	10,027,587
Shares issued on exercise of warrant exercise (xiii)	23,525,329
Shares issued on acquisition of cybeats (xiv)	9,311,475
Balance - March 31, 2021	**239,708,804**
Shares issued on exercise of stock options (xv)	750,000
Shares issued on exercise of warrant exercise (xvi)	150,000
Shares issued on debt settlement (xvii)	588,524
Balance - June 30, 2021	**241,197,328**

i. During the September 30, 2020 fiscal year, a total of 7,148,797 common shares fair valued at $1,469,472 were issued to various debt holders in settlement of amounts payable totaling $1,308,850. In connection with the debt settlements, a loss on settlement of debt was recognized in the statement of loss and comprehensive loss for the September 30, 2020 fiscal year totaling $160,622.

ii. On January 22, 2020 and June 12, 2020, 200,000 and 450,000 options respectively were exercised into common shares of the Company at prices of $0.15 and $0.20 per common share for gross proceeds of $120,000. In connection with the exercising, amounts totaling $91,347 were transferred from contributed surplus to share capital.

iii. On May 29, 2020, the Company completed a non-brokered private placement financing, raising gross proceeds of $639,500 through the issuance of 3,552,777 units at a price of $0.18 per unit. Each unit is comprised of one common share and one common share purchase warrant. Each warrant entitles the holder to purchase one additional common share at an exercise price of $0.20 on or before May 29, 2022. The Company incurred a cash finders fees of $7,416 and issued an aggregate 41,200 finders warrants.

iv. Each finder warrant entitling the holder to acquire one Common Share at a price of $0.20 for a period of twenty-four months from the date of issuance. Proceeds were allocated to common shares and warrants using the relative fair value method. The fair value of warrants was valued at $206,767 and the fair value of finder warrants was valued at $4,626.

v. On September 17, 2020, the Company completed a non-brokered private placement financing, raising gross proceeds of $1,833,316 through the issuance of 10,185,089 units at a price of $0.18 per unit. Each unit is comprised of one common share and one common share purchase warrant. Each Warrant entitles the holder to purchase one additional common share at an exercise price of $0.20 on or before September 17, 2022. The Company incurred a cash finders fees of $23,336 and issued an aggregate 129,644 finders warrants. Each finder warrant entitling the holder to acquire one Common Share at a price of $0.20 for a period of twenty-four months from the date of issuance. Proceeds were allocated to common shares and warrants using the relative fair value method. The fair value of warrants was valued at $584,629 and the fair value of finder warrants was valued at $15,468.

vi. On September 18, 2019, 70,473 common shares were issued in connection with the exercise of 70,473 broker warrants at an exercise price of $0.20.

vii. On August 9, 2019, the Company closed a non-brokered private placement financing (the “Offering”) for gross proceeds of $542,000 through the issuance of 2,710,000 Units (each “Unit”) at a price of $0.20 per unit. Each Unit is comprised of: (i) one common share in the capital of the Company (each a “Common Share”); (ii) one Common Share purchase warrant (each, “Warrant”). Each whole Warrant entitles the holder to purchase one additional Common Share at an exercise price of $0.30 on or before February 9, 2021. Certain eligible persons were paid a cash commission totaling $13,760 equal to 8 per cent of the proceeds raised from subscribers introduced to the company by such finders and the company also issued an aggregate of 68,800 finder warrants to finders, each finder warrant entitling the holder to acquire one Unit at a price of $0.20 cents for a period of 18 months from the date of issuance.

viii. On July 9, 2019, 1,250,000 common shares were issued in connection the exercise of 1,250,000 options at the exercise price of $0.10.

ix. On December 3, 2020 and December 29, 2020 2,250,000 common shares were issued in connection with the exercise of 2,250,000 options at exercise prices of $0.15 and $0.20.

x. On December 3, 2020 65,806 common shares were issued in connection with the exercise of 65,806 warrants at the exercise price of $0.20.

xi. On December 22, 2020 5,250,000 common shares were issued in connection with the converting of the convertible debenture of $945,000 for the price of $0.18 per share.

xii. On January 22, 2021, the Company closed a non-brokered private placement financing for gross proceeds of $8,572,500 through the issuance of 42,862,500 Units (each “Unit”) at a price of $0.20 per unit. Each Unit is comprised of: (i) one common share in the capital of the Company (each a “Common Share”); (ii) one Common Share purchase warrant (each, a “Warrant”). Each whole Warrant entitles the holder to purchase one additional Common Share at an exercise price of $0.30 on or before 18 months from the date of issuance.

(Unaudited - Expressed in Canadian dollars)

xiii. Throughout the period, 10,027,587 common shares were issued in connection with the exercise of 10,027,587 stock options at an exercise price of $0.20-$0.23.

xiv. Throughout the period, 23,525,329 common shares were issued in connection with the exercise of 23,525,329 stock options at an exercise price of $0.20-$0.23.

xv. On March 18, 2021, the Company acquired all the issued and outstanding shares of Cybeats Technologies Inc. pursuant to the Share Exchange Agreement signed March 2, 2021. The acquired business was purchased for $7,180,000, paid by the issuance of 9,311,475 common shares, valued at $0.61 per share and $500,000 in cash.

xvi. On April 9, 2021 588,524 common shares were issued in connection with the settlement of debt, issued at a price of $0.61 to settle amounts owing of $359,000

xvii. On April 15, 2021, 150,000 common shares were issued on the exercise of warrants at an exercise price of $0.30 for gross proceeds of $45,000.

xviii. On April 22, 2021 and May 7, 2021, 350,000 and 400,000 options were exercised respectively at an exercise price of $0.225 for gross proceeds of $168,750.

(b) Stock option plan and share-based compensation

The Company has a stock option plan under which it is authorized to grant options to directors, employees and consultants enabling them to acquire up to 20% of the issued and outstanding common shares of the Company. Under the plan, the exercise price of each option equals the market price, minimum price, or a discounted price of the Company's shares as calculated on the date of grant. The following table summarizes activity within the Company's stock option plan during the period:

	Number of Options Outstanding		Black-Scholes Value		Weighted Average Exercise Price
Balance - October 1, 2019	15,859,500	$	3,169,858	$	0.250
Granted	14,800,000		2,298,732	$	0.200
Exercised	(650,000)		(91,347)	$	0.180
Expired and cancelled	(550,000)		(144,258)	$	0.350
Forfeited	(3,818,000)		(862,419)	$	0.280
Balance - September 30, 2020	**25,641,500**	**$**	**4,370,566.00**	**$**	**0.220**
Granted	4,600,000	$	768,936.44	$	0.230
Exercised	(2,250,000)		(292,605)	$	0.190
Balance - December 31, 2020	**27,991,500**		**4,846,897**	**$**	**0.220**
Granted	8,100,000		3,261,560	$	0.530
Exercised	(10,027,587)		(1,401,726)	$	0.180
Balance - March 31, 2021	**26,063,913**		**6,706,731**	**$**	**0.270**
Granted	1,500,000		421,673	$	0.500
Exercised	(750,000)		(125,370)	$	0.225
Balance - June 30, 2021	**26,813,913**		**7,003,034**	**$**	**0.335**

- On August 26, 2020, the Company announced that it has granted an aggregate of 1,000,000 options to purchase common shares of the Company with an estimated fair value of $174,239 exercisable at a price of $0.23 per common share, vesting immediately and expiring on August 26, 2025, to certain directors, employees, officers and consultants of the Company.
- On August 18, 2020, the Company announced that it has granted an aggregate of 3,800,000 options to purchase common shares of the Company with an estimated fair value of $589,759 exercisable at a price of $0.205 per common share, vesting immediately and expiring on August 18, 2025, to certain directors, employees, officers and consultants of the Company.
- On February 19, 2020, the Company announced that it has granted an aggregate of 10,000,000 options to purchase common shares of the Company with an estimated fair value of $1,409,662 exercisable at a price of $0.20 per common share, vesting immediately and expiring on February 19, 2025, to certain directors, employees, officers and consultants of the Company.
- On January 22, 2020 and June 12, 2020, 200,000 and 450,000 options respectively were exercised into common shares of the Company at prices of $0.15 and $0.20. The fair value of the options exercised was $91,347.
- On December 16, 2020 and December 29, 2020, 1,250,000 and 1,000,000 options respectively were exercised into common shares of the Company at prices of $0.15 and $0.20. The fair value of the options exercised was $292,605.
- On December 18, 2020, the Company announced that it has granted an aggregate of 4,600,000 options to purchase common shares of the Company with an estimated fair value of $768,936 exercisable at a price of $0.225 per common share, vesting immediately and expiring on December 18, 2025, to certain directors, employees, officers, and consultants of the Company.
- On January 8, 2021, the Company announced that it has granted an aggregate of 1,100,000 options to purchase common shares of the Company with an estimated fair value of $246,665 exercisable at a price of $0.305 per common share, vesting immediately and expiring on January 8, 2026, to certain directors, employees, officers and consultants of the Company.
- On January 22, 2021, the Company announced that it has granted an aggregate of 3,000,000 options to purchase common shares of the Company with an estimated fair value of $752,753 exercisable at a price of $0.335 per common share, vesting immediately and expiring on January 22, 2026, to certain directors, employees, officers and consultants of the Company.
- On March 3, 2021, the Company announced that it has granted an aggregate of 4,000,000 options to purchase common shares of the Company with an estimated fair value of $2,262,142 exercisable at a price of $0.74 per common share, vesting immediately and expiring on March 3, 2026, to certain directors, employees, officers and consultants of the Company.
- On April 26, 2021, the Company granted an aggregate of 1,500,000 options to purchase common shares of the Company with an estimated fair value of $421,673 exercisable at a price of $0.50 per common share, vesting immediately and expiring on April 26, 2026.

(Unaudited - Expressed in Canadian dollars)

The following common share purchase options are outstanding as at June 30, 2021:

Date of Grant	Number Of Options Outstanding		Exercise Price	Weighted Average Remaining life (years)	Expiry Date	Number Of Options Exercisable
June 19,2017	1,240,000		0.300	1.0	June 19, 2022	1,240,000
November 20, 2017	1,862,000		0.270	1.4	November 22, 2022	1,862,000
June 20, 2018	1,387,500		0.270	2.0	June 20, 2023	1,387,500
September 12, 2019	1,825,000		0.200	2.2	September 12, 2023	1,825,000
February 19, 2020	3,449,413		0.200	3.6	February 19, 2025	3,449,413
August 18, 2020	3,500,000		0.210	4.1	August 18, 2025	3,500,000
August 26, 2020	800,000		0.230	4.2	August 26, 2025	800,000
December 18, 2020	3,150,000		0.225	4.5	December 18, 2025	3,150,000
January 8, 2021	1,100,000		0.305	4.5	January 8, 2026	1,100,000
January 22, 2021	3,000,000		0.335	4.6	January 22, 2026	3,000,000
March 3, 2021	4,000,000		0.740	4.7	March 3, 2026	4,000,000
April 26, 2021	1,500,000		0.500	4.8	April 26, 2026	1,500,000
	26,813,913	**$**	**0.335**	**3.7**		**26,813,913**

The fair value of options granted during the period ended June 30, 2021 was estimated at the date of grant using a Black Scholes Option Pricing Model with the following assumptions:

	Apr 26 2021	**March 3 2021**	**January 22 2021**	**January 8 2021**
Share price	0.39	0.74	0.335	0.305
Risk free interest rate	0.49%	0.70%	0.44%	0.44%
Expected life of options	5 years	5 years	5 years	5 years
Annualized volatility	102%	105%	102%	102%
Dividend rate	Nil	Nil	Nil	Nil
Forfeiture rate	0%	0%	0%	0%

(Unaudited - Expressed in Canadian dollars)

(c) Warrants

The following table summarizes warrants that have been issued, exercised or have expired during the period ended June 30, 2021:

	Number of Warrants Outstanding	Black-Scholes Value	Weighted Average Exercise Price
Balance - September 30, 2020	**37,483,711**	**2,836,813**	**$ 0.25**
Expired	(28,114)	(2,602)	0.20
Exercised	(65,086)	(6,025)	0.20
Balance - December 31, 2020	**37,390,511**	**2,828,186**	**0.25**
Granted	42,862,500	6,274,050	0.30
Expired	(5,274,745)	(146,295)	(0.30)
Exercised	(23,525,329)	(844,696)	(0.24)
Balance - March 31, 2021	**51,452,937**	**8,111,245**	**0.25**
Exercised	(150,000)	(8,609)	(0.30)
Balance - June 30, 2021	**51,302,937**	**8,102,636**	**0.25**

The fair value of warrants granted was estimated at the date of grant using a Black Scholes Option Pricing Model with the following assumptions:

	Feb-21	May-20	Jan-20
Share price	0.3	0.235	0.2
Risk free interest rate	0.15%	0.28%	0.26%
Time to maturity	1.5	2.0	1.5
Annualized volatility	71%	80%	108%
Dividend yield	NIL	NIL	NIL

As at June 30, 2021, the following warrants were outstanding. The warrants entitle the holders to purchase the stated number of common shares at the exercise price on or before the expiry date:

Number of Warrants Outstanding	Exercise Price	Fair Value	Expiry Date
1,421,200	0.20	403,513	November 29, 2021
8,412,037	0.20	1,430,522	March 17, 2022
23,577,400	0.30	3,557,910	July 8, 2022
13,769,800	0.30	2,071,279	July 15, 2022
2,262,500	0.30	430,583	July 22, 2022
500,000	0.30	56,137	September 2, 2022
500,000	0.30	56,137	September 19, 2022
100,000	0.30	11,227	September 30, 2022
550,000	0.30	61,751	October 21, 2022
110,000	0.30	12,350	October 29, 2022
100,000	0.30	11,227	November 19, 2022
51,302,937		**8,102,636**	

14. RELATED PARTY TRANSACTIONS

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 of Directors, Corporate Officers and Vice Presidents.

During the three months ended June 30, 2021, $142,500 (December 31, 2020 - $84,883) was due to key management and companies controlled by or related to key management.

15. FINANCIAL RISK FACTORS

The Company manages its exposure to a number of different financial risks arising from its operations as well as its use of financial instruments including market risks, credit risk and liquidity risk through its risk management strategy. The objective of the strategy is to support the delivery of the Company's financial targets while protecting its future financial security and flexibility.

Financial risks are primarily managed and monitored through operating and financing activities and, if required. The financial risks are evaluated regularly with due consideration to changes in the key economic indicators and up-to-date market information.

The Company’s financial instruments primarily consist of cash, accounts payable and accrued liabilities, government loans and convertible debentures. The fair value of the Company’s accounts payable and accrued liabilities approximates their carrying value, due to their short-term maturities or ability of prompt liquidation. The Company’s cash is recorded at fair value, under the fair value hierarchy, based on level one quoted prices in active markets for identical assets or liabilities. The Company’s reclamation bond, government loans and convertible debentures are measured at amortized cost.

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

Market Risk

Market risk is the risk or uncertainty arising from possible market price movements and their impact on the future performance of the business. These market risks are evaluated by monitoring changes in key economic indicators and market information on an on-going basis.

a) Interest Rate Risk

The Company has cash balances and is not at a significant risk to fluctuating interest rates. The Company’s current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. The Company monitors the credit worthiness of the debtor and is satisfied with the debtor’s ability to repay the amount owing.

b) Foreign currency risk

As at June 30, 2021, the Company’s expenditures are predominantly in Canadian dollars, and any future equity raised is expected to be predominantly in Canadian dollars and therefore is not at a significant risk to fluctuating exchange risks.

Liquidity Risk

Liquidity risk encompasses the risk that a company cannot meet its financial obligations in full. The Company's main source of liquidity is derived from its common stock issuances. These funds are primarily used to finance working capital, operating expenses, capital expenditures, and acquisitions.

The Company manages its liquidity risk by regularly monitoring its cash flows from operating activities and holding adequate amounts of cash and cash equivalents.

As at June 30, 2021 the Company held cash of $7,833,474 (September 30, 2020 - $896,057) to settle current liabilities of $2,252,574 (September 30, 2020 - $1,517,017).

Credit Risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. Financial instruments that potentially subject the Company to credit risk consist of cash. The Company has reduced its credit risk by investing its cash with Canadian chartered banks.

16. CAPITAL MANAGEMENT

Due to the development stage of the Company and its reliance on equity funding at this time, Relay defines capital as its common stock. As at June 30, 2021, the Company's capital stock was $45,837,175 (September 30, 2020 - $21,963,267).

There were no changes in the Company's approach to capital management during the period ended June 30, 2021 and the Company is not subject to any externally imposed capital requirements. Management has no expectations that it will raise debt in the coming year.

The Company's objectives when managing capital are:

a) To safeguard the Company's financial capacity and liquidity for future earnings in order to continue to provide an appropriate return to shareholders and other stakeholders;
b) To maintain a flexible capital structure which optimizes the cost of capital at an acceptable risk; and
c) To enable the Company to maximize growth by meeting its capital expenditure budget, to expand its budget to accelerate projects, and to take advantage of acquisition opportunities.

The Company regularly monitors and reviews the amount of capital in proportion to risk and future opportunities. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

17. BASIC AND DILUTED LOSS PER SHARE

Basic loss per share has been calculated by dividing the net loss per the financial statements by the weighted average number of shares outstanding during the year. The fully diluted loss per share would be calculated using a common share balance increased by the number of common shares that could be issued on the exercise of outstanding warrants and options of the Company. As the Company is in a loss position for the nine months ended June 30, 2021 and 2020, this would be anti-dilutive.

18. SUBSEQUENT EVENTS

On July 14, 2021, Relay issued 1,639,344 shares to former Cybeats shareholders which was laid out in the terms of the Share Exchange Agreement (Note 6) signed March 2, 2021, and closed March 17, 2021.These shares were issued at a share price of $0.61.

On July 22, 2021, Relay announces an engagement to provide the Cybeats integrated cybersecurity platform to StarFish Product Engineering Inc. ("StarFish Medical"), the largest medical device design consultancy in Canada.

Throughout the months of July and August Relay has purchased 1,758,000 shares of Relay Medical in the form of share buybacks at an average cost of approximately $0.22. These shares are held within the Relay trading account.