

# **Compel Capital Inc.**

## **Financial Statements**

Expressed in Canadian Dollars

Unaudited – Prepared by Management

**September 30, 2020 and 2019  
(Restated)**

### **Notice to Reader**

The interim financial statements herein of **Compel Capital Inc.** are being refiled with the applicable securities administrators to reflect a correction in the company's **Liabilities, Expenses and Loan Payable** disclosure throughout the statements, and in particular as follows:

- **Balance Sheet (Liabilities and Loan Payable)**
- **Statement of Loss and Comprehensive Loss (Expenses, Net Loss and Weighted Average)**
- **Statement of Cash Flows (Operations, including Net Loss and Net changes in non-cash working capital)**
- **Notes thereto (including Note 1, Note 4, Note 7, Note 8 and Note 11)**

No further amendment has otherwise been made to any amount, balance or disclosure in the interim financial report herein.

**January 18, 2021**

### **UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS NOTICE OF NO AUDITOR REVIEW OF INTERIM 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 financial statements of **Compel Capital Inc.** have been prepared by and are the responsibility of the Company's management. These unaudited condensed interim financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") and reflect Management's best estimates and judgements based on information currently available. The Company's independent auditor has not performed a review of these financial statements in accordance with standards established for a review of interim financial statements by an entity's auditor.

**Balance Sheet**  
Expressed in Canadian Dollars  
Unaudited – Prepared by Management  
**As at September 30, 2020 and December 31, 2019**

	2020	(audited) 2019
<b>Assets</b>		
Cash	\$ 32	32
<b>Liabilities</b>		
<b>Current</b>		
Accounts payable and accrued liabilities (Note 4)	\$ 31,518	\$ 37,543
Loan payable - interest bearing (Note 5)	109,254	68,695
	\$ 140,772	106,238
<b>Shareholders' Deficiency</b>		
Capital stock (Note 6)	542,439	542,439
Accumulated Deficit	(683,179)	(648,645)
	(140,740)	(106,206)
	\$ 32	\$ 32

*Nature of Business and Going Concern (Note 1)*

*Subsequent Event (Note 12)*

Approved on behalf of the Board "Andrew Lindzon"  
Director (Signed)

"Myra Bongard"  
Director (Signed)

**Compel Capital Inc.**  
**Statement of Loss and Comprehensive Loss**  
Expressed in Canadian Dollars  
Unaudited – Prepared by Management  
**For the Periods Ended September 30, 2020 and 2019**

	Nine months ended Sept 30 2020	Nine months ended Sept 30 2019	Three months ended Sept 30 2020	Three months ended Sept 30 2019
<b>Expenses</b>				
General and Administrative	<b>\$34,534</b>	\$38,913	<b>\$10,836</b>	\$13,215
<b>Net loss and comprehensive loss</b>	<b>\$34,534</b>	<b>\$38,913</b>	<b>\$10,836</b>	<b>\$13,215</b>
Net Loss per share (Note 7)				
Basic and Diluted	<b>\$(0.001)</b>	\$(0.001)	<b>\$ (0.000)</b>	\$ (0.000)
Weighted average number of common shares outstanding (Note 7)				
Weighted Average number of Common Shares outstanding basic and diluted	<b>48,982,084</b>	48,982,088	<b>48,982,084</b>	48,982,088

## Compel Capital Inc.

### Statement of Changes in Equity

Expressed in Canadian Dollars

Unaudited - Prepared by Management

**For the Periods Ended September 30, 2020  
and 2019**

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	Share Capital	Contributed Surplus	Accumulated OCI	Deficit	Total Equity
<b>Balance January 1, 2020</b>	<b>\$542,439</b>			<b>\$(648,645)</b>	<b>\$(106,206)</b>
<b>Net loss and comprehensive loss</b>				<b>\$(34,534)</b>	<b>\$(34,534)</b>
<b>Balance September 30, 2020</b>	<b>\$542,439</b>	<b>-</b>	<b>-</b>	<b>\$(683,179)</b>	<b>\$(140,740)</b>
Balance January 1, 2019	\$542,439			\$(596,216)	\$(53,777)
Net loss and comprehensive loss				\$(38,913)	\$(38,913)
<b>Balance September 30, 2019</b>	<b>\$542,439</b>	<b>-</b>	<b>-</b>	<b>\$(635,129)</b>	<b>\$(92,690)</b>

**Compel Capital Inc.**  
**Statement of Cash Flows**  
Expressed in Canadian Dollars  
Unaudited – Prepared by Management  
**For the Periods Ended September 30, 2020 and 2019**

	Nine months ended Sept 30 2020	Nine months ended Sept 30 2019	Three months ended Sept 30 2020	Three months ended Sept 30 2019
<b>Cash provided by (used in):</b>				
<b>OPERATIONS</b>				
Net loss for the period	(\$34,534)	(\$38,913)	(\$10,836)	(\$13,215)
Items not affecting cash				
Interest accrued	5,383	3,118	1,794	1,215
Filing fees accrued	400		400	
Management fee accrued	25,925	27,000	8,642	9,000
	<b>(2,826)</b>	<b>(8,795)</b>	<b>-</b>	<b>(3,000)</b>
Net changes in non-cash working capital				
Accounts payable and accrued liabilities	2,826	8,795	-	3,000
	-	-	-	-
Change in cash	-	-	-	-
Cash, beginning of period	32	32	32	32
<b>Cash, end of period</b>	<b>\$32</b>	<b>\$32</b>	<b>\$32</b>	<b>\$32</b>

## **1. NATURE OF BUSINESS AND GOING CONCERN**

Compel Capital Inc. (the "Company") is incorporated under the laws of the Province of Ontario and is inactive. The Company does not engage in commercial operations and has no assets. The Company will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a potential acquisition.

While these financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") on a going concern basis that presumes the realization of assets and discharge of liabilities in the normal course of business, there are material uncertainties related to adverse conditions and events that cast significant doubt on the Company's ability to continue as a going concern.

During the period ended September 30, 2020, the Company incurred a loss of \$ 34,534 and, as of that date, the Company had accumulated deficit of \$ 683,179 and a working capital and shareholder deficiency of \$140,740. The Company's continuing operations as intended are dependent upon its ability to raise additional funds, its ability to complete a qualifying transaction, investor sentiment and financial market conditions, all of which may be impacted by the uncertainties arising from the COVID-19 pandemic (note 12). Should the Company be unable to identify a potential acquisition and/or secure additional financing, the Company may be unable to discharge its net liabilities. These uncertainties may cast significant doubt upon the Company's ability to continue as a going concern.

The Company's continuing ability to meet its obligations as they come due is dependent upon continued financial support from directors, shareholders or corporations affiliated with directors and shareholders (Note 5) and its ability to raise additional funds through the issuance of shares.

These financial statements do not include any adjustments to the amounts and classification of assets and liabilities that might be necessary should the Company be unable to continue operations. Such adjustments may be material.

The registered office of the Company is located at 38 Edmund Seager Drive, Thornhill, Toronto, Ontario L4J 4R9.

## **2. BASIS OF PRESENTATION**

### **Statement of Compliance**

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). The accounting policies set out below were consistently applied to all periods presented unless otherwise noted.

The financial statements of the Company were approved by the Board of Directors on January 18, 2021

### **Basis of Presentation**

These financial statements have been prepared on a historical cost basis. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information.

These financial statements have been prepared in Canadian dollars, which is the Company's functional and presentation currency.

### **3. SIGNIFICANT ACCOUNTING POLICIES**

#### **Financial Instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument.

##### *Financial assets*

Cash is classified as amortized cost.

##### *Financial liabilities*

Loans payable, and accounts payable and accrued liabilities are classified as amortized cost.

Subsequent to initial recognition, these liabilities are carried at amortized cost, using the effective interest method. The effective interest method is a method of calculating the amortized cost of an instrument and of allocating interest expense over the relevant period. The effective interest rate is the rate that discounts estimated future cash receipts (including all transaction costs and other premiums or discounts) through the expected life of the debt instrument to the net carrying amount on initial recognition.

At present, the Company classifies all of its financial liabilities as held at amortized cost. These financial liabilities are classified as current liabilities as the payment is due within 12 months.

Common shares are classified as equity. Incremental costs directly attributable to the issue of common shares are recognized as a deduction from equity, net of any tax effects.

Financial instruments recorded at fair value on the balance sheet 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)
- Level 3: Valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs)

As at September 30, 2020 and 2019, the Company does not have any financial instruments measured at fair value and that required classification within the fair value hierarchy.

#### **Loss Per Share**

The Company presents basic and diluted loss per share data for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted loss per share is determined by adjusting the loss attributable to common shareholders and the weighted average number of common shares outstanding for the effects of all warrants and options outstanding, if any, that may add to the total number of common shares.

**3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)**

**Income Taxes**

Income tax on the profit or loss for the periods presented comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is provided using the balance sheet 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. The following temporary differences are not provided for: goodwill not deductible for tax purposes and the initial recognition of assets or liabilities that affect neither accounting nor taxable profit. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the financial position reporting date.

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. To the extent that the Company does not consider it probable that a deferred tax asset will be recovered, it does not record that excess.

**Significant Accounting Judgments and Estimates**

The preparation of these financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities. The estimates and associated assumptions are based on anticipations and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the review affects both current and future periods. There have been no significant judgments made by management in the application of IFRS that have a significant effect on these financial statements.

*Going concern*

The Company applied judgment in assessing its ability to continue as a going concern for at least 12 months. See note 1.

**4. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES**

	2020	2019
Trade payables		
Audit	\$ 2,825	\$ 6,350
Legal Fees	28,293	29,693
Filing fees	400	1,500
	<b>\$ 31,518</b>	<b>\$ 37,543</b>



**5. LOAN PAYABLE - INTEREST BEARING**

The total loan payable in the amount of \$109,254 (2019 - \$ 68,695) is due to two corporations. The loans bear interest at 10% per annum, are unsecured and due on demand. The total amount of accrued interest included in the loan's payable is \$5,383 (2019 - \$ 3,118). On December 10, 2018 the balance then existing was converted to Common Shares (Note 6).

**6. CAPITAL STOCK**

- a) **Authorized**  
unlimited common shares  
unlimited preference shares, rights to be determined on issuance.

<b>Common Shares</b>	<b>Number of Shares</b>	<b>Amount</b>
<b>Balance at September 30, 2020</b>	<b>48,982,084</b>	<b>\$ 542,439</b>

On December 10, 2018 the Company agreed to issue a total of 46,854,800 common shares to certain of the Company's debtholder's for settlement of \$234,274 principal amount of unsecured debt.

**7. LOSS PER SHARE**

The calculation of basic and diluted loss per share for the nine months ended Sept 30, 2020 was based on the loss attributable to common shareholders of \$34,534 (2019 - \$ 38,913). The calculation of basic and diluted loss per share for the quarter ended September 30, 2020 was based on the loss attributable to common shareholders of \$10,836 (2019 - \$ 13,215) The weighted average number of common shares outstanding of 48,982,088 (2019 – 48,982,088).

**8. INCOME TAXES**

**Provision for Income Taxes**

The Company's effective income tax rate differs from the amount that would be computed by applying the combined federal and provincial statutory rate of 26.5% (2019 - 26.5%) to the net loss and comprehensive loss for the period. The reason for the difference is as follows:

	<b>2020</b>	<b>2019</b>
Loss before income taxes	\$ (34,534)	\$ (38,913)
Statutory rate	26.5%	26.5%
Expected income tax recovery	\$ (9,100)	\$ (10,300)
Increase (decrease) resulting from:		
Change in deferred tax assets not recognized	9,100	10,300
Income tax expense	\$ -	\$ -

**Compel Capital Inc.**  
**Notes to Financial Statements**  
Expressed in Canadian Dollars  
Unaudited – Prepared by Management  
**September 30, 2020 and 2019**

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**8. INCOME TAXES (Cont'd)**

The Company's deferred income tax assets are estimates as follows:

	<b>2020</b>	2019
Deferred income tax assets		
Non-capital losses	<b>\$ 130,800</b>	\$ 121,700
Less: Deferred tax assets not recognized	<b>(130,800)</b>	(121,700)
<b>Net deferred income tax asset</b>	<b>\$ -</b>	\$ -

**Losses Carried Forward**

As at September 30, 2020, the Company has non-capital losses for income tax purposes of approximately \$493,700 available to apply against future taxable income. If not utilized, the non-capital losses will expire as follows:

2028	\$ 52,600
2029	54,500
2030	23,900
2031	8,100
2032	10,600
2033	14,900
2034	12,300
2035	9,800
2036	47,200
2037	67,900
2038	105,000
2039	52,400
2040	34,500
	<b>\$ 493,700</b>

**9. RELATED PARTY TRANSACTIONS**

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

Related party transactions conducted in the normal course of operations are measured at the exchange value (the amount established and agreed to by the related parties).

There has been no key management compensation in the periods ended September 30, 2020 and 2019.

**10. CAPITAL RISK MANAGEMENT**

The Company includes equity, comprised of issued common shares and deficit, in the definition of capital.

The Company's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund the identification and evaluation of potential acquisitions. To secure the additional capital necessary to pursue these plans, the Company may attempt to raise additional funds through the issuance of equity or by securing strategic partners.

**10. CAPITAL RISK MANAGEMENT (Cont'd)**

There has been no change with respect to the overall capital risk management strategy during the period ended September 30, 2020.

**11. FINANCIAL INSTRUMENTS AND RISK FACTORS**

The Company's financial instruments, consisting of cash, accounts payable and accrued liabilities and loans payable, approximate fair values due to the relatively short-term maturities of the instruments. It is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments.

The Company has accounts payable and accrued liabilities of \$31,518 due within 12 months and has cash of \$ 32. As a result, the Company has liquidity risk and may not have sufficient funds to meet its ongoing obligations. See note 1.

**12. SUBSEQUENT EVENTS**

Since December 31, 2019, the outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the successful completion of the contemplated transaction or potential delays in the timing of closing a transaction and condition of the Company in future periods.

On December 16, 2020 the Company entered into a Letter of Intent (the "LOI") with ScreenPro Security Ltd. to acquire all of the issued and outstanding share capital of ScreenPro in a reverse takeover transaction.