



Redfund Capital Corp.
Condensed interim consolidated financial statements
For the nine months ended
June 30, 2020
Unaudited – Prepared by Management
(Expressed in Canadian Dollars)

**NOTICE OF NO AUDITOR REVIEW OF CONDENSED
INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

The accompanying unaudited condensed interim consolidated financial statements of Redfund Capital Corp. ("the Company") for the three and nine months ended June 30, 2020 and June 30, 2019, have been prepared by the management of the Company and approved by the Company's Audit Committee and the Company's Board of Directors.

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 an auditor has not reviewed the financial statements.

The accompanying unaudited condensed interim consolidated financial statements of the Company have been prepared by and are the responsibility of the Company's management. The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by CPA Canada for a review of the condensed interim consolidated financial statements by an entity's auditor.

Redfund Capital Corp.**Condensed Interim Consolidated Statements of Financial Position****Unaudited – Prepared by Management**

As at June 30, 2020 and September 30, 2019

	Note	June 30, 2020 \$	September 30, 2019 \$
Assets			
Current assets			
Cash		1,142	18,280
Other receivable		54,675	-
Interest receivable		66,833	24,276
		122,650	42,556
Non-current assets			
Convertible loans receivable	4	748,457	726,886
Intangible assets	3	28,356	-
Goodwill	3	273,993	-
		1,050,806	726,886
Total assets		1,173,456	769,442
Liabilities and shareholders' equity			
Current liabilities			
Accounts payable and accrued liabilities	7	263,400	159,655
Total liabilities		263,400	159,655
Shareholders' equity			
Share capital	5	30,134,572	29,679,528
Reserves	5	6,916,731	6,869,055
Other comprehensive income		1,971	-
Deficit		(36,126,067)	(35,938,796)
Equity attributable to owners of the Company		927,207	609,787
Non-controlling interests		(17,151)	-
Total shareholders' equity		910,056	609,787
Total liabilities and shareholders' equity		1,173,456	769,442
Nature of operations and going concern	1		
Subsequent event	10		

Approved on behalf of the Board of Directors on August 31, 2020:

"Meris Kott"

Director

"Eugene Hodgson"

Director

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

Redfund Capital Corp.**Condensed Interim Consolidated Statements of Changes in Shareholders' Equity****Unaudited – Prepared by Management**

For the nine months ended June 30, 2020 and June 30, 2019

	of shares #	capital \$	Reserves \$	advance \$	income \$	Deficit \$	to owners \$	interests \$	equity \$
October 1, 2018	41,196,115	27,303,591	6,443,836	564,208	-	(33,568,297)	743,338	-	743,338
Private placement units issued	5,724,999	1,717,500	-	(564,208)	-	-	1,153,292	-	1,153,292
Shares issued for services	3,295,833	619,167	-	-	-	-	619,167	-	619,167
Share issue costs	-	(36,167)	6,700	-	-	-	(29,467)	-	(29,467)
Share-based payments	-	-	423,000	-	-	-	423,000	-	423,000
Loss and comprehensive loss for the period	-	-	-	-	-	(2,297,250)	(2,297,250)	-	(2,297,250)
June 30, 2019	50,216,947	29,604,091	6,873,536	-	-	(35,865,547)	612,080	-	612,080
October 1, 2019	51,416,947	29,679,528	6,869,055	-	-	(35,938,796)	609,787	-	609,787
Acquisition of Sunshine State Tea	4,500,000	270,000	-	-	-	-	270,000	(18,188)	251,812
Shares issued for services	3,085,291	185,044	-	-	-	-	185,044	-	185,044
Share-based payments	-	-	47,676	-	-	-	47,676	-	47,676
Translation adjustment	-	-	-	-	1,971	-	1,971	-	1,971
Loss and comprehensive loss for the period	-	-	-	-	-	(187,271)	(187,271)	1,037	(186,234)
June 30, 2020	59,002,238	30,134,572	6,916,731	-	1,971	(36,126,067)	927,207	(17,151)	910,056

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

Redfund Capital Corp.**Condensed Consolidated Interim Statements of Loss and Comprehensive Loss****Unaudited – Prepared by Management****For the three and nine months ended June 30,**

	Note	Three months ended		Nine months ended	
		June 30, 2020 \$	June 30, 2019 \$	June 30, 2020 \$	June 30, 2019 \$
Income					
Interest income		25,331	65,455	76,272	110,811
Other income		1,385	-	1,385	-
		26,716	65,455	77,657	110,811
Expenses					
Bank charges		419	897	1,409	1,486
Consulting	7	134,500	778,102	186,826	1,117,528
Investor relations and marketing		-	-	-	285,300
Office		121	17,186	4,979	37,007
Professional fees	7	10,500	41,101	38,575	48,351
Public relations		-	37,497	-	384,569
Regulatory and filing		3,664	25,451	19,826	51,497
Share-based payments	5,7	47,676	-	47,676	423,000
Travel	7	-	46,291	10,359	101,043
Loss from operating expenses		(170,164)	(881,070)	(231,993)	(2,338,970)
Other income		-	-	-	-
Gain on contract settlement	5	-	-	24,000	-
Unrealized gain on convertible loans receivable, net	4	48,632	-	21,571	-
Foreign exchange gain (loss)		257	41,720	188	41,720
Net loss for the period		(121,275)	(839,350)	(186,234)	(2,297,250)
Other comprehensive income (loss)					
Foreign currency translation adjustment		1,971	-	1,971	-
Income (loss) and comprehensive income (loss) for the period		(119,304)	(839,350)	(184,263)	(2,297,250)
Income (loss) and comprehensive income (loss) for the period attributable to:					
Owners of the Company		(122,312)	(839,350)	(187,271)	(2,297,250)
Owners of the Company - comprehensive income		1,971	-	1,971	-
Non-controlling interest		1,037	-	1,037	-
		(119,304)	(839,350)	(184,263)	(2,297,250)
Loss per share					
Weighted average number of common shares outstanding					
- Basic #	6	53,713,197	49,455,268	53,413,706	47,543,486
- Diluted #	6	53,713,197	49,455,268	53,413,706	47,543,486
Basic loss per share \$	6	(0.00)	(0.02)	(0.00)	(0.05)
Diluted loss per share \$	6	(0.00)	(0.02)	(0.00)	(0.05)

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

Redfund Capital Corp.**Condensed Consolidated Interim Statements of Cash Flows****Unaudited – Prepared by Management**

For the nine months ended June 30,

	Note	2020 \$	2019 \$
Operating activities			
Net loss for the period		(186,234)	(2,297,250)
Adjustments for:			
Share-based payments		47,676	423,000
Shares issued for services		185,044	619,167
Unrealized loss on convertible loans receivable, net		(21,571)	-
Accrued interest		(42,557)	-
Net change in non-cash working capital items	8	(33,211)	(55,649)
		(50,853)	(1,310,732)
Financing activities			
Proceeds from issuance of units		-	1,153,292
Share issue costs		-	(29,467)
Issuance of convertible notes receivable		-	(670,820)
		-	453,005
Investing activities			
Interest income received on convertible notes		33,715	-
		33,715	-
Net decrease in cash		(17,138)	(857,727)
Cash, beginning of period		18,280	928,249
Cash, end of period		1,142	70,522

Supplemental cash flow information

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

Redfund Capital Corp.

Notes to the Condensed interim consolidated financial statements

Unaudited – Prepared by Management

For the nine months ended June 30, 2020 and June 30, 2019

1. Nature of operations and going concern

Redfund Capital Corp. (the "Company") was incorporated under the Business Corporation Act of Alberta on August 31, 1998 and was continued to British Columbia on January 30, 2006. The Company's shares are publicly traded on the Frankfurt Exchange and Canadian Stock Exchange (the "CSE") under the symbol "LOAN".

On August 2, 2018, the Company completed a change of business and corporate name change to become a merchant bank focused on medical cannabis non-THC, CBD and hemp in both Canada and the United States. The head office, principal address and records office of the Company are located at 100 - 1111 Melville St Vancouver, British Columbia V6E 3V6.

These condensed interim consolidated financial statements (the "financial statements") have been prepared on a going concern basis 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. As at June 30, 2020, the Company is not able to finance day to day activities through operations and incurs losses. The continuing operations of the Company are dependent upon its ability to attain profitable operations and generate funds there from. This indicates the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. Management intends to finance operating costs with equity financings, loans from directors and companies controlled by directors and or private placement of common shares. If the Company is unable to continue as a going concern, the net realizable value of its assets may be materially less than the amounts on its statement of financial position.

In March 2020 the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or ability to raise funds.

2. Significant accounting policies

(a) Basis of presentation

These financial statements have been prepared in conformity with International Accounting Standard ("IAS") 34, Interim Financial Reporting, using the same accounting policies as detailed in the Company's annual audited financial statements for the year ended September 30, 2019, and do not include all the information required for full annual financial statements 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"). It is suggested that these financial statements be read in conjunction with the annual audited financial statements.

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

All amounts in these financial statements are presented in Canadian dollars, which is the functional currency of the Company. See Note 2(b) for details of the Company's subsidiaries and their functional currencies.

Redfund Capital Corp.**Notes to the Condensed interim consolidated financial statements****Unaudited – Prepared by Management**

For the nine months ended June 30, 2020 and June 30, 2019

2. Significant accounting policies (continued)**(b) Basis of consolidation**

These financial statements include the accounts of the Company and its subsidiaries. The results of each subsidiary will continue to be included in the consolidated financial statements of the Company until the date that the Company's control over the subsidiary ceases. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

Inter-company balances and transactions, including unrealized income and expenses arising from inter-company transactions, are eliminated on consolidation.

Entity	Incorporation	Status	Functional Currency	Ownership
Ultra Invest Canada Inc. ("Ultra Invest")	Canada	Inactive	Canadian	100%
Ona Power Oil & Gas Corp ("Ona")	United States	Inactive	US Dollar	100%
Sunshine State Tea Company, LLC	United States	Active	US Dollar	18%

Non-controlling interest in the net assets of the consolidated subsidiaries are identified separately from the Company's equity. The non-controlling interests consist of the non-controlling interests' portion of net assets and income or losses.

The Company has a 18% ownership in Sunshine State Tea Company, LLC ("SSTC"), and if combined with the shares owned by the Company's Chief executive officer and Director, it gives the Company voting control and the ability to control the key operating activities of SSTC, therefore, SSTC is consolidated with the Company (see note 3).

(c) New accounting standards

The Company adopted the following accounting standards that were effective for the Company beginning on October 1, 2019.

• New standard IFRS 16 - Leases

IFRS 16, Leases ("IFRS 16") was issued by the IASB on January 13, 2016, and replaced IAS 17, Leases. It was effective for annual periods beginning on or after January 1, 2019, with earlier application permitted. IFRS 16 eliminates the current dual accounting model for lessees, which distinguishes between on-balance sheet finance leases and off-balance sheet operating leases. Instead, IFRS 16 requires a single, on-balance sheet accounting model that is similar to current finance lease accounting. Leases become an on-balance sheet liability that attract interest, together with a new asset.

The Company does not have any leases and there were no material reporting changes as a result of adopting the new standard.

• New Interpretation IFRIC 23 - Uncertainty over Income Tax Treatments

On June 7, 2017, the IASB issued IFRIC Interpretation 23 - Uncertainty over Income Tax Treatments. The Interpretation provides guidance on the accounting for current and deferred tax liabilities and assets in circumstances in which there is uncertainty over income tax treatments. The Interpretation was applicable for annual periods beginning on or after January 1, 2019.

There were no reporting changes as a result of adopting the new interpretation.

Redfund Capital Corp.**Notes to the Condensed interim consolidated financial statements****Unaudited – Prepared by Management**

For the nine months ended June 30, 2020 and June 30, 2019

3. Acquisitions and investments**Mary's Wellness Ltd. ("MWL")**

On March 20, 2019, the Company converted its \$100,000 convertible loan receivable to 5% of the common shares in MWL. The investment in MWL was recorded at cost as the Company does not have significant influence nor control over MWL. On September 30, 2019, due to the inability of the Company to obtain recent financial information of MWL and given the Company did not receive any returns from this investment, the Company had impaired this investment to \$nil, resulting in an impairment loss of \$100,000.

Ultra Invest

On August 2, 2018, the Company issued 10,304,000 common shares to the shareholders of Ultra Invest, to acquire all of the issued and outstanding shares of Ultra Invest, a private company controlled by the Company's CEO, Meris Kott, with a fair value of \$1,932,000 (the "Acquisition"). At the time of the Acquisition, Ultra Invest did not constitute a business as defined under IFRS 3, as it had neither operations nor assets; therefore, the Acquisition was accounted under IFRS 2.

Sunshine State Tea Company, LLC ("SSTC")

On February 6, 2020, the Company entered into a Limited Liability Company Membership Interest Purchase Agreement (the "Agreement") with SSTC, a private Florida, United States company controlled by the Company's CEO, Meris Kott, to purchase 18% membership interest in SSTC. The assets in SSTC include formulas related to SSTC tea product line.

On April 1, 2020, the Company issued 4,500,000 common shares to Meris Kott, to acquire an 18% membership interest of SSTC. As additional consideration of the transaction, the Company shall loan the sum of \$500,000 to SSTC for project and business development over the next 3 years, which the loan shall be repaid within 5 years from the date of the last funding and shall bear interest at 6% per annum. This acquisition has been accounted for as a business combination as SSTC met the definition of a business under *IFRS 3, Business Combinations*.

In accordance with *IFRS 3 – Business Combinations*, the equity consideration on transfer was measured at fair value on the date of acquisition, which is the date control was obtained.

The purchase price allocation ("PPA") which was determined at the Business Combination date is preliminary and subject to change up to the period of one year from the Business Combination date upon finalization of fair value determination.

Consideration paid:	
4,500,000 common shares at \$0.06 per share	\$ 270,000
<hr/>	
Assets (liabilities) acquired:	
Intangible assets	28,356
Sales tax receivable	1,985
Goodwill	273,993
Accounts payable	(52,522)
Non-controlling interest	18,188
Total net assets acquired	\$ 270,000

Redfund Capital Corp.**Notes to the Condensed interim consolidated financial statements****Unaudited – Prepared by Management**

For the nine months ended June 30, 2020 and June 30, 2019

3. Acquisitions and investments (continued)**Sunshine State Tea Company, LLC (“SSTC”) (continued)**

The fair value share consideration pertaining to the Business Combination was \$270,000. The excess of the consideration paid over the fair value of the identifiable assets less liabilities was recognized as goodwill in the amount of \$273,993. Goodwill represents the future economic benefit arising from other assets acquired that could not be individually identified and separately recognized. Goodwill was attributable to the expected future cash flows of the business.

The intangible assets represent the formulations acquired as part of the Business Combination. The individual assets are not able to be separated and valued individually. Management is in the process of gathering the relevant information that existed at the acquisition date to determine the fair value of the net identifiable assets acquired and liabilities assumed. As such, the initial purchase price was provisionally allocated based on the Company’s estimated fair value of the identifiable assets acquired and the liabilities assumed on the acquisition date. The values assigned are, therefore, preliminary and subject to change. Management continues to refine and finalize its purchase price allocation for the fair value of identifiable intangible assets and the allocation of goodwill.

Intangible assets acquired through SSTC Business Combination are not yet available for use and are not subject to amortization. Goodwill and intangible assets with an indefinite life or not yet available for use are tested for impairment annually, and whenever events or circumstances that make it more likely than not that an impairment may have occurred

The following table presents the summarized financial information for SSTC the Company subsidiary which have Non-controlling interest (“NCI”). This information represents amounts before intercompany eliminations.

	June 30, 2020
	\$
Current assets	54,675
Non-current assets	28,356
Current liabilities	(101,978)
Net income for the period	1,265

The net change in non-controlling interests is as follows:

	Total
	\$
Balance, June 30, 2019	-
Ownership interest	(18,188)
Share of income for the period	1,037
Balance, June 30, 2020	17,151

As of June 30, 2020, the Company held a 18% membership interest in SSTC, with \$17,151 NCI balance.

Redfund Capital Corp.**Notes to the Condensed interim consolidated financial statements****Unaudited – Prepared by Management**

For the nine months ended June 30, 2020 and June 30, 2019

4. Convertible loans receivable

		Convertible debenture receivable	
		Face value	Fair value
Balance, September 30, 2018		\$ -	\$ -
<hr/>			
Biominales Pharma Corp.			
	Loan granted	250,000	250,000
	Impairment reversal	255,000	255,000
	Fair value adjustments	-	(9,712)
	Interest income received	(79,795)	-
	Interest income accrued	73,930	-
		<hr/>	<hr/>
		499,135	495,288
<hr/>			
RxMM Health Capital Inc.			
	Loan granted	220,740	220,740
	Fair value adjustments	-	10,858
	Interest income received	(8,208)	-
	Interest income accrued	30,142	-
		<hr/>	<hr/>
		242,674	231,598
<hr/>			
Mary's Wellness			
	Loan granted	100,000	100,000
	Converted to investment (Note 3)	(100,000)	(100,000)
		<hr/>	<hr/>
		-	-
<hr/>			
Winterlife Inc.			
	Loan granted	100,080	100,080
	Impairment of convertible receivable	(100,080)	(100,080)
		<hr/>	<hr/>
		-	-
<hr/>			
Balance, September 30, 2019		\$ 741,809	726,886
<hr/>			
Biominales Pharma Corp.			
	Loan balance	499,135	495,288
	Fair value adjustments	-	(19,394)
	Interest income received	(33,715)	-
	Interest income accrued	53,073	-
		<hr/>	<hr/>
		518,493	475,894
<hr/>			
RxMM Health Capital Inc.			
	Loan balance	242,674	231,598
	Fair value adjustments	-	40,965
	Interest income accrued	23,199	-
		<hr/>	<hr/>
		265,873	272,563
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Balance, June 30, 2020		\$ 784,366	748,457

Redfund Capital Corp.**Notes to the Condensed interim consolidated financial statements****Unaudited – Prepared by Management**

For the nine months ended June 30, 2020 and June 30, 2019

4. Convertible loans receivable (continued)**Biolog, Inc.**

On August 21, 2018 ("Effective Date"), the Company subscribed for a convertible secured promissory note with Biolog, Inc. ("Biolog"), a private company incorporated in the State of Utah. The Company has agreed to advance up to USD\$800,000 in tranches. Advances are secured by the assets of Biolog and bear interest at 14%, payable monthly, and the promissory note is due on September 1, 2020. On the Effective Date, the Company advanced \$194,000. The note may be converted into common shares of Biolog at a price equal to a 10% discount to the valuation of Biolog immediately from any financing immediately prior to the date of conversion.

In addition, Biolog issued warrants equivalent to 20% of the amount of the note based upon its valuation as of the Effective Date which is stipulated to be USD\$10,000,000. The option to settle the convertible note and warrants in common shares of Biolog represents an embedded derivative in the form of a call option to the Company. Biolog is a private company and its shares cannot be reliably valued using any market-derived indicators. Accordingly, the derivative asset was initially recognized by the Company at \$nil value. As at September 30, 2019 and June 30, 2020, the fair value of the derivative asset remained the same.

Management completed a thorough analysis as to any expected credit losses on certain of its financial assets. Accordingly, management has been unable to review financial information of Biolog and has assessed the high likelihood of un-collectability in respect to the principal portion of the loan. Thus, the entire balance of convertible note receivable remains impaired. As such time the loan is repaid in full, the Company will recognize a recovery of the impairment amount. This loan continues to be secured by the borrowers' assets.

Biominales Pharma Corp.

On August 27, 2018 ("Effective Date"), the Company subscribed for a convertible secured promissory note with Biominales Pharma Corp. ("Biopharma"), a private company incorporated under the laws of the Province of Quebec. The Company has agreed to advance up to USD\$196,184. Advances are secured by the assets of Biopharma and bears interest at 14% annually, payable monthly; and the promissory note is due on October 1, 2020. On the Effective Date, the Company advanced \$255,000 under the note. The note may be converted into common shares of Biopharma at a price equal to a 10% discount to the price assigned to the common shares of Biopharma from any financing immediately prior to the date of conversion. The Company is not able to exert significant influence over the operations of Biopharma.

In addition, Biopharma issued 18,684 warrants, exercisable at a price of \$2.10 per warrant, to acquire one Class A common share in the capital of Biopharma for a period of 24 months. The option to settle the convertible note and the stock warrants in Class A common shares of Biopharma represents an embedded derivative in the form of a call option. Biopharma is a private company and its shares cannot be reliably valued using any market-derived indicators. As at September 30, 2018, the Company had not received repayment of such note and management has assessed the high likelihood of collectability. Thus, the entire balance of convertible note receivable had been impaired.

On October 1, 2018, a further \$250,000 was loaned to Biopharma under the same terms as the previously loaned \$255,000. This loan continues to be secured by the borrowers' assets. During the period ended June 30, 2020, Biopharma has made monthly interest payments in accordance with the promissory note totaling \$33,715.

Management completed a thorough analysis as to any expected credit losses on certain of its financial assets. Accordingly, management has been able to review financial information of Biominales and has assessed the high likelihood of collectability in respect to the principal portion of the loan. Thus, the entire balance of convertible note receivable remains and the previous impairment of \$255,000 had been reversed as at September 30, 2019.

Redfund Capital Corp.**Notes to the Condensed interim consolidated financial statements****Unaudited – Prepared by Management**

For the nine months ended June 30, 2020 and June 30, 2019

4. Convertible loans receivable (continued)**RxMM Health Capital Inc.**

On October 1, 2018, the Company entered into a US\$500,000 promissory note with RxMM Health (“RxMM”). The loan is secured by a general security agreement on assets of RxMM. The loan bears an interest at 14% compounded monthly and is repayable within 24 months. Furthermore, RxMM granted additional consideration to the Company providing an option to purchase common shares of RxMM equal to 20% of the amount of the loan based on a valuation agreed upon between RxMM and the Company. On October 9, 2018, the Company made a first tranche loan of \$220,740 CDN to RxMM. This loan continues to be secured by the borrowers’ assets.

Management completed a thorough analysis as to any expected credit losses on certain of its financial assets. Accordingly, management has been able to review qualitative information of RxMM and has assessed the high likelihood of collectability in respect to the principal portion of the loan.

Mary’s Wellness Ltd.

On October 15, 2018, the Company entered into a \$1,000,000 promissory note with Mary’s Wellness Ltd. (“MWL”). The loan was secured by a general security agreement on assets of MWL. The loan bore an interest rate of 12.5% per annum compounded monthly and was repayable by November 1, 2020. Furthermore, MWL granted additional consideration to the Company providing an option to purchase common shares of MWL equal to 20% of the amount of the loan based on a valuation agreed upon between MWL and the Company. On October 19, 2018, the Company made a first tranche loan of \$100,000 CDN to MWL. This loan was secured by the borrowers’ assets. The entire loan was converted on March 20, 2019 to a 5% equity interest in MWL (Note 3).

Winterlife Inc.

On November 1, 2018, the Company entered into a USD\$1,000,000 promissory note with Winterlife Inc. (“Winterlife”). The loan is secured by a general security agreement on assets of Winterlife made effective on November 1, 2018. The loan bears an interest rate of 14% per annum compounded monthly and is repayable by November 1, 2020. Furthermore, Winterlife granted additional consideration to the Company providing an option to purchase common shares of Winterlife equal to 20% of the amount of the loan based on a valuation agreed upon between Winterlife and the Company. On November 6, 2018, the Company made a first tranche loan of \$100,080 CDN to Winterlife. This loan continues to be secured by the borrowers’ assets.

Management completed a thorough analysis as to any expected credit losses on certain of its financial assets. Accordingly, management has been unable to review financial information of Winterlife and has assessed the high likelihood of un-collectability in respect to the principal portion of the loan. Thus, the entire balance of convertible note receivable has been impaired. As such time the loan is repaid in full, the Company will recognize a recovery of the impairment amount. This loan continues to be secured by the borrowers’ assets. The Company has received \$nil of total interest since the loan’s inception.

Redfund Capital Corp.

Notes to the Condensed interim consolidated financial statements

Unaudited – Prepared by Management

For the nine months ended June 30, 2020 and June 30, 2019

5. Share capital

The authorized share capital of the Company consists of unlimited common shares without par value and unlimited preferred shares without par value. All issued shares are fully paid.

Transactions for the issue of share capital during the nine months ended June 30, 2020:

On April 1, 2020, the company issued 4,500,000 shares at a deemed price of \$0.06 per common share for consideration of an 18% membership interest in SSTC at a deemed value of \$270,000 (Note 3). Each common share is subject to a four month hold restriction.

The Company issued a total of 3,085,291 shares to consultants on the following dates for consulting services rendered:

- October 2, 2019: 500,000 shares for \$25,000;
- November 4, 2019: 200,000 shares for \$16,000;
- January 20, 2020: 185,291 shares for \$12,044;
- April 1, 2020: 200,000 shares for \$12,000; and
- May 15, 2020: 2,000,000 shares for \$120,000.

The fair value of the above share issuances was recognized and included in consulting expenses. In connection with the shares issued for services during the nine months ended June 30, 2020 the Company recognized a gain on contract settlement in the amount of \$24,000 (2019 - \$nil).

Transactions for the issue of share capital during the nine months ended June 30, 2019:

During the nine months ended June 30, 2019, the Company issued a total of 3,295,833 shares to consultants on the following dates for Consulting services rendered:

- February 19, 2019: 200,000 shares for a total value of \$50,000;
- April 5, 2019: 1,262,500 shares for a total value of \$252,500;
- April 24, 2019: 833,333 shares for a total value of \$166,667; and
- May 13, 2019: 1,000,000 shares for a total value of \$150,000.

The above share issuances were recognized as stock-based compensation and included in consulting expenses.

On October 11, 2018, the Company closed a private placement by issuing 5,724,999 units at \$0.30 per unit for gross proceeds of \$1,717,500. Each unit consisted of one common share and one warrant entitling the holder to one additional common share for \$0.55 for a period of two years from date of issuance. \$564,208 of the subscription proceeds were received during the year ended September 30, 2018. A cash commission of \$29,467 was paid and 21,467 broker warrants were issued, containing the same exercise terms as the private placement warrants. The fair value of the 21,467 broker warrants was estimated at \$6,700 using the Black-Scholes option pricing model.

Redfund Capital Corp.**Notes to the Condensed interim consolidated financial statements****Unaudited – Prepared by Management**

For the nine months ended June 30, 2020 and June 30, 2019

5. Share capital (continued)**Stock options**

The Company has adopted a stock option plan whereby the Company may from time to time grant to Directors, Officers, employees and consultants options to purchase common shares of the Company provided that the number of options granted, including all options granted by the Company to date, does not exceed 10% of the Company's common shares issued and outstanding at the time of granting stock options. Options may be exercised no later than 90 days following cessation of the optionee's position with the Company or 30 days following cessation of an optionee conducting investor relations activities' position.

A summary of the status of the Company's stock options as at June 30, 2020 and September 30, 2019, and changes during the period/year then ended is as follows:

	Nine months ended June 30, 2020		Year ended September 30, 2019	
	Options #	Weighted average exercise price \$	Options #	Weighted average exercise price \$
Options outstanding, beginning of period/year	1,350,000	0.43	-	-
Granted	1,590,000	0.08	1,350,000	0.43
Options outstanding, end of period/year	2,940,000	0.24	1,350,000	0.43

As at June 30, 2020 the Company has stock options outstanding and exercisable as follows:

Options outstanding #	Options exercisable #	Exercise price \$	Expiry date
1,050,000	1,050,000	0.51	October 12, 2023
300,000	300,000	0.17	September 6, 2024
1,440,000	1,440,000	0.08	May 14, 2025
150,000	150,000	0.08	May 20, 2025
2,940,000	2,940,000		

The following table summarizes information about the stock options outstanding as at June 30, 2020:

Number of options outstanding #	Weighted average remaining life (years)	Weighted average exercise price \$
2,940,000	4.24	0.24

On October 12, 2018, the Company granted 1,050,000 options to Officers, Directors and consultants of the Company. Each option is exercisable into one common share of the Company for \$0.51 per share and expires October 12, 2023. These options vested quarterly over one year, and had a fair value on grant of \$402,000 using the Black-Scholes option pricing model with the following assumptions: i) exercise price: \$0.51; ii) share price: \$0.51; iii) term: 5 years; iv) volatility: 100%; v) risk-free rate: 2.38%.

On September 6, 2019, the Company granted 300,000 options to Officers, Directors and consultants of the Company. Each option is exercisable into one common share of the Company for \$0.17 per share and expires September 6, 2024. These options had a fair value on grant of \$16,519 using the Black-Scholes option pricing model with the following assumptions: i) exercise price: \$0.17; ii) share price: \$0.09; iii) term: 5 years; iv) volatility: 100%; v) risk-free rate: 1.40%.

Redfund Capital Corp.**Notes to the Condensed interim consolidated financial statements****Unaudited – Prepared by Management**

For the nine months ended June 30, 2020 and June 30, 2019

5. Share capital (continued)**Stock options (continued)**

On May 14, 2020, the Company granted 1,440,000 options to Officers, Directors and consultants of the Company. Each option is exercisable into one common share of the Company for \$0.08 per share and expires May 14, 2025. These options had a fair value on grant of \$42,623 using the Black-Scholes option pricing model with the following assumptions: i) exercise price: \$0.08; ii) share price: \$0.045; iii) term: 5 years; iv) volatility: 100%; v) risk-free rate: 0.36%.

On May 20, 2020, the Company granted 150,000 options to Officers, Directors and consultants of the Company. Each option is exercisable into one common share of the Company for \$0.08 per share and expires May 20, 2025. These options had a fair value on grant of \$5,053 using the Black-Scholes option pricing model with the following assumptions: i) exercise price: \$0.08; ii) share price: \$0.05; iii) term: 5 years; iv) volatility: 100%; v) risk-free rate: 0.41%.

Warrants

As an incentive to complete private placements, the Company may issue units which include common shares and common share purchase warrants. Using the residual value method, the Company determines whether a value should be allocated to the warrants attached to the units sold in completed private placements.

Finders' warrants may be issued as a private placement share issue cost and are valued using the Black-Scholes option pricing model.

A summary of the status of the Company's warrants as at June 30, 2020 and September 30, 2019, and changes during the period/year then ended is as follows:

	Six months ended March 31, 2020		Year ended September 30, 2019	
	Warrants #	Weighted average exercise price \$	Warrants #	Weighted average exercise price \$
Warrants outstanding, beginning of period/year	23,970,298	0.33	18,223,832	0.26
Private placement warrants issued	-	-	5,724,999	0.55
Broker warrants issued	-	-	21,467	0.55
Warrants outstanding, end of period/year	23,970,298	0.33	23,970,298	0.33

As at June 30, 2020 the Company had private placement warrants outstanding and exercisable as follows:

Warrants outstanding #	Exercise price \$	Expiry date
3,555,555	0.14	January 8, 2021
3,555,555	0.14	August 16, 2021
11,112,722	0.34	August 2, 2020
5,724,999	0.55	October 12, 2020
21,467	0.55	October 12, 2020
23,970,298		

Redfund Capital Corp.

Notes to the Condensed interim consolidated financial statements

Unaudited – Prepared by Management

For the nine months ended June 30, 2020 and June 30, 2019

5. Share capital (continued)

Warrants (continued)

The following table summarizes information about the warrants outstanding as at June 30, 2020:

Range of prices \$	Number of warrants outstanding #	Weighted average remaining life (years)	Weighted average exercise price \$
0.14	7,111,110	0.83	0.14
0.34	11,112,722	0.09	0.34
0.55	5,746,466	0.28	0.55
	23,970,298	0.35	0.33

On October 11, 2018, the Company issued 5,724,999 warrants as part of the previously disclosed private placement on the same date. In addition, the Company issued 21,467 broker warrants containing the same exercise terms as the private placement warrants (see Issued Share Capital above). The broker warrants had a fair value of \$6,700 using the Black-Scholes option pricing model with the following assumptions: i) exercise price: \$0.55; ii) share price: \$0.51; iii) term: 2 years; iv) volatility: 111%; v) risk-free rate: 0.66 %. The value of these broker warrants was included in reserves for the year ended September 30, 2019.

6. Loss per share

The calculation of basic and diluted loss per share for the nine months ended June 30, 2020 was based on the loss attributable to common shareholders of \$187,271 (2019 - \$2,297,250) and a weighted average number of common shares outstanding of 53,413,706 (2019 – 47,543,486).

All options and warrants were excluded from the diluted weighted average number of common shares calculation, as their effect would have been anti-dilutive.

7. Related party payables and transactions

A number of key management personnel and directors hold positions in other entities that result in them having control or significant influence over the financial or operating policies of these entities. There were no loans to management personnel or Directors, or entities over which they have control or significant influence, during the nine months ended June 30, 2020 or June 30, 2019.

Meris Kott, the Company's President and CEO receives a monthly consulting fee and incentive stock options. All other key management personnel and directors receive no salaries, non-cash benefits (other than incentive stock options), or other remuneration directly from the Company, other than noted below, and there are no employment contracts with them that cannot be terminated without penalty on thirty days notice. Key management personnel and directors participate in the Company's stock option plan.

Stock options were granted during the nine months ended June 30, 2020 and June 30, 2019 to Directors and management which had a fair value on grant date of \$25,477 (2019 - \$291,892).

The Company transacted with the following related parties:

- (a) 1060606 BC Ltd. ("106 BC Ltd.") is a consulting firm over which the CEO of the Company has significant influence and ownership. Charges are for consulting, travel, office rent and administration.
- (b) Kelly McQuiggan was a former CFO. He is a consultant of Invictus Accounting Group LLP ("Invictus") a firm in which he has influence. Invictus provided the Company with professional services.
- (c) Ryan Cheung was a former CFO. He is owner of MCPA Services Inc. ("MCPA"). MCPA provided the Company with professional services.
- (d) Stephen Brohman is the Company's CFO. He is a principal of Donaldson Brohman Martin CPA Inc. ("DBM CPA"), a firm in which he has significant influence. DBM CPA provides the Company with professional services.

Redfund Capital Corp.**Notes to the Condensed interim consolidated financial statements****Unaudited – Prepared by Management**

For the nine months ended June 30, 2020 and June 30, 2019

7. Related party payables and transactions (continued)

The aggregate value of transactions and outstanding balances with key management personnel and Directors and entities over which they have control or significant influence were as follows:

	Transactions 9 months ended June 30, 2020 \$	Transactions 9 months ended June 30, 2019 \$	Balances outstanding June 30, 2020 \$	Balances outstanding September 30, 2019 \$
106 BC Ltd.				
- consulting services	43,254	230,630	17,000	-
- travel	10,359	36,250	-	-
	53,613	266,880	17,000	-
Amanda de Freitas	-	-	-	40,000
DBM CPA	21,000	-	21,000	-
Invictus	-	-	12,779	9,013
MCPA	-	5,250	-	-
	74,613	272,130	50,779	49,013

All related party balances are unsecured and are due within thirty days without interest.

The transactions with the key management personnel and Directors are included in operating expenses as follows:

- (a) Consulting and travel expenses**
 - Includes Meris Kott fee related to consulting, administrative and travel related expenses.
- (b) Office rent**
 - Charged by 106 BC Ltd.
- (c) Professional fees**
 - Includes the accounting services of Company's former CFO's, Ryan Cheung and Kelly McQuiggan, charged to the Company by MCPA and Invictus.
 - Includes the accounting services of the Company's current CFO, Stephen Brohman, charged to the Company by DBM CPA.

Redfund Capital Corp.**Notes to the Condensed interim consolidated financial statements****Unaudited – Prepared by Management**

For the nine months ended June 30, 2020 and June 30, 2019

8. Supplemental cash flow information

Changes in non-cash operating working capital during the nine months ended June 30, 2020 and June 30, 2019 were comprised of the following:

	June 30, 2020	June 30, 2019
	\$	\$
Receivables and prepayments	(97,232)	97,156
Accounts payable and accrued liabilities	55,179	(152,805)
Net change	(42,053)	(55,649)

During the nine months ended June 30, 2020 there was non-cash investing activities. The company issued 4,500,000 shares at a deemed price of \$0.06 per common share for consideration of an 18% membership interest in SSTC at a deemed value of \$270,000 (Note 3). There were no non-cash financing activities during the nine months ended June 30, 2020.

There were no non-cash financing or investing activities during the nine months ended June 30, 2019.

During the nine months ended June 30, 2020 and June 30, 2019 there were no amounts paid on account of interest or income taxes.

9. Financial risk management**Capital management**

The Company is a merchant bank and considers items included in shareholders' equity as capital. The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of underlying assets. In order to maintain or adjust its capital structure, the Company may issue new shares, purchase shares for cancellation pursuant to normal course issuer bids or make special distributions to shareholders. The Company is not subject to any externally imposed capital requirements and does not presently utilize any quantitative measures to monitor its capital. The Company's capital structure as at June 30, 2020 is comprised of shareholders' equity of \$910,056 (September 30, 2019 - \$609,787). There were no changes to the Company's management of capital during the nine months ended June 30, 2020.

The Company currently has no source of revenues except for interest received from convertible loans. In order to fund future projects and pay for administrative costs, the Company will spend its existing working capital and raise additional funds as needed. The Company's ability to continue as a going concern on a long-term basis and realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation is primarily dependent upon its ability to borrow or raise additional financing from equity markets.

Redfund Capital Corp.**Notes to the Condensed interim consolidated financial statements****Unaudited – Prepared by Management**

For the nine months ended June 30, 2020 and June 30, 2019

9. Financial risk management (continued)**Financial instruments - fair value**

The Company's financial instruments consist of cash, receivables, convertible loans receivable, and accounts payable and accrued liabilities.

The carrying value of accounts payable and accrued liabilities approximates their fair value because of the short-term nature of these instruments.

Financial instruments measured at fair value on the statements of financial position are summarized into the following fair value hierarchy levels:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included within 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: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

	Level 1 \$	Level 2 \$	Level 3 \$	Total \$
June 30, 2020				
Cash	1,142	-	-	1,142
Convertible loans receivable	-	-	748,457	748,457
	1,142	-	748,457	749,599
September 30, 2019				
Cash	18,280	-	-	18,280
Convertible loans receivable	-	-	726,886	726,886
	18,280	-	726,886	745,166

Within Level 3, the Corporation includes the convertible loans receivable and private company investments. The key assumptions driving the valuation of the private company investments include, but are not limited to, the value at which a recent financing was completed by the investee, significant changes in general market conditions and company specific information. For those investments valued based on general market condition and company specific information, these inputs can be highly judgmental. A +/- 25% change in the fair value of these investments will result in a corresponding +/- \$169,000 (September 30, 2019 - \$169,000) change to the total fair value of the investments. While this illustrates the overall effect of changing the values of the unobservable inputs by a set percentage, the significance of the impact and the range of reasonably possible alternative assumptions may differ significantly between investments, given their different circumstances.

The fair value of the convertible loans receivable, which is not traded in an active market, is determined by discounting the stream of future interest and principal repayments at the rate of interest prevailing the balance sheet date for instruments of similar term and risk, and adding this value to the value of the convertibility feature which is estimated using a Black-Scholes model based on assumptions including risk free interest rate, expected dividend yield, expected volatility and expected remaining life of the convertible loans receivable.

Management estimates that the market interest rate on similar borrowing without the conversion feature was approximately 25% and has used an implied volatility of 87.35% in valuing the convertibility feature. Holding all other variables constant, a fluctuation in interest rates of 1% would have impacted the valuation by approximately \$5,000 while a fluctuation in the implied volatility use of 25% would have impacted the valuation by approximately \$1,000.

The sensitivity analysis is intended to reflect the uncertainty inherent in the valuation of these investments under current market conditions and its results cannot be extrapolated due to non-linear effects that changes in valuation assumptions may have on the fair value of these investments. Furthermore, the analysis does not indicate a probability of such changes occurring and it does not necessarily represent the Corporation's view of expected future changes in the fair value of these investments. Any management actions that may be taken to mitigate the inherent risks are not reflected in this analysis.

Redfund Capital Corp.

Notes to the Condensed interim consolidated financial statements

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For the nine months ended June 30, 2020 and June 30, 2019

9. Financial risk management (continued)

Financial instruments - risk

The Company's financial instruments are exposed to certain financial risks, including credit risk, interest rate risk, market risk, and liquidity risk.

a) 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. The Company's primary exposure to credit risk is on its bank account. All of its cash is deposited in a bank account held with a major bank in Canada. As most of the Company's cash is held by one bank there is a concentration of credit risk. This risk is managed by using a major bank that is a high credit quality financial institution as determined by rating agencies. The maximum exposure to credit risk is the carrying amount of the Company's financial instruments.

b) Foreign exchange risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company is not exposed to significant foreign exchange risk.

b) Liquidity risk

Liquidity risk arises through the excess of financial obligations over available financial assets due at any point in time. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements at any point in time.

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

10. Subsequent event

- a) On July 22, 2020, the Company announced a distribution agreement with Hempfy Switzerland to market and distribute their products in North America, New Zealand and Australia. The Company and Tellement Facile SA under the trade name "Hempfy" have signed a distribution agreement for the North American markets of Canada and USA plus New Zealand and Australia. The term is to be 2 years and to be automatically renewed for successive two 2 years terms thereafter. Hempfy products are 100% legal natural hemp with no THC and no CBD.
- b) On July 29, 2020, the Company announced a letter of intent with CannaForum BV ("CANNA") a company registered in The Netherlands, that has submitted an application for a cannabis cultivation license to the Dutch government in a new experiment program for the legal cultivation of cannabis in The Netherlands. The Company has been retained by CANNA as an advisor on the tender offer to the Dutch government and will introduce CANNA as an advisor to investors and will also have a right of first refusal to provide additional financing to CANNA should on any loans, financings, stock offerings, debt offerings or capital contributions by third parties be offered to CANNA.