

**RBI VENTURES LTD.  
(formerly Russell Breweries Inc.)**

**CONDENSED CONSOLIDATED INTERIM  
FINANCIAL STATEMENTS**

**FOR THE THREE AND SIX MONTHS ENDED  
December 31, 2019 AND 2018**

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**UNAUDITED**

**NOTICE OF NO AUDITOR REVIEW OF CONDENSED CONSOLIDATED 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 consolidated interim 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 the financial statements.

**RBI VENTURES LTD.**  
**(formerly Russell Breweries Inc.)**

**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION**

**(Unaudited; Expressed in Canadian Dollars)**

	<b>December 31, 2019</b>	<b>June 30, 2019</b>
<b>ASSETS</b>		
<b>Current</b>		
Cash and cash equivalents	<b>\$ 13,776</b>	\$ 12,955
Accounts receivable	<b>2,462</b>	13,798
Prepaid expenses	<b>1,250</b>	1,250
	<b>\$ 17,488</b>	\$ 28,003
<b>LIABILITIES</b>		
<b>Current</b>		
Accounts payable and accrued liabilities	<b>\$ 69,511</b>	\$ 63,620
Loans from related parties	<b>47,000</b>	47,000
	<b>116,511</b>	110,620
<b>SHAREHOLDERS' DEFICIENCY</b>		
SHARE CAPITAL	<b>4,880,885</b>	4,880,885
DEFICIT	<b>(4,979,908)</b>	(4,963,502)
	<b>(99,023)</b>	(82,617)
	<b>\$ 17,488</b>	\$ 28,003

NATURE OF OPERATIONS AND GOING CONCERN (Note 1)

Approved and authorized for issuance on behalf of the Board of Directors on February 28, 2020:

Signed: "W. Hugh Notman"

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Signed: "Norman Yurik"

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

**RBI VENTURES LTD.**  
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**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF COMPREHENSIVE INCOME (LOSS)**  
**(Unaudited; Expressed in Canadian Dollars)**

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	Three Months Ended December 31		Six Months Ended December 31	
	<b>2019</b>	2018	<b>2019</b>	2018
EXPENSES				
General and administrative	<b>\$13,064</b>	\$26,081	<b>\$16,406</b>	\$35,774
NET LOSS AND COMPREHENSIVE LOSS	<b>\$(13,064)</b>	\$(26,081)	<b>\$(16,406)</b>	\$(35,774)
LOSS PER SHARE				
-basic and diluted	<b>\$ (0.00)</b>	\$ (0.01)	<b>\$ (0.00)</b>	\$ (0.01)
Weighted average number of shares outstanding				
-basic and diluted	<b>3,483,351</b>	3,483,351	<b>3,483,351</b>	3,483,351

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**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN EQUITY (DEFICIT)**

**(Unaudited; Expressed in Canadian Dollars)**

	Share Capital Number of Shares	Value	Share-based payments reserves	Deficit	Total Shareholders' Equity
<b>Balance June 30, 2019</b>	<b>3,483,351</b>	<b>\$4,880,885</b>	<b>-</b>	<b>\$(4,963,502)</b>	<b>\$(82,617)</b>
<b>Comprehensive loss for the period</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(16,406)</b>	<b>(16,406)</b>
<b>Balance December 31, 2019</b>	<b>3,483,351</b>	<b>\$4,880,885</b>	<b>-</b>	<b>\$(4,979,908)</b>	<b>\$(99,023)</b>

	Share Capital Number of Shares	Value	Share-based payments reserves	Deficit	Total Shareholders' Equity
Balance June 30, 2018	3,483,351	\$4,880,885	\$3,854,489	\$(8,813,026)	\$(77,652)
Stock option reserves	-	-	(3,854,489)	3,854,489	-
Comprehensive loss for the period	-	-	-	(35,774)	(35,774)
Balance December 31, 2018	3,483,351	\$4,880,885	-	\$(4,994,311)	\$(113,426)

**RBI VENTURES LTD.**  
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**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS**

**(Unaudited; Expressed in Canadian Dollars)**

	Three Months Ended December 31		Six Months Ended December 31	
	2019	2018	2019	2018
<b>CASH FLOWS PROVIDED BY (USED IN):</b>				
<b>OPERATING ACTIVITIES</b>				
Net loss for the period	<b>\$(13,064)</b>	\$(26,081)	<b>\$(16,406)</b>	\$(35,774)
Net changes in non-cash working capital items:				
Accounts receivable	<b>11,623</b>	(5,414)	<b>11,336</b>	(6,260)
Prepaid expenses and deposits	-	884	-	5,050
Accounts payable and accrued liabilities	<b>2,280</b>	11,645	<b>5,891</b>	7,107
	<b>839</b>	(18,966)	<b>821</b>	(29,877)
<b>CHANGE IN CASH AND CASH EQUIVALENTS</b>	<b>839</b>	(18,966)	<b>821</b>	(29,877)
<b>CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD</b>	<b>12,937</b>	24,376	<b>12,955</b>	35,287
<b>CASH AND CASH EQUIVALENTS, END OF PERIOD</b>	<b>\$13,776</b>	\$5,410	<b>\$13,776</b>	\$5,410

**RBI VENTURES LTD.**  
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**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**FOR THE THREE AND SIX MONTHS ENDED DECEMBER 31, 2019 AND 2018**  
**(Unaudited; Expressed in Canadian Dollars)**

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**1. NATURE OF OPERATIONS AND GOING CONCERN**

RBI Ventures Ltd. (the "Company") was incorporated under the laws of the Province of British Columbia, Canada on March 23, 2000. The head office and principal address of the Company is located at 450-400 Burrard Street, Vancouver, BC, V6C 3A6.

The Company is inactive and during the year ended June 30, 2019 changed its name to RBI Ventures Ltd. and continues to be listed on the TSX Venture Exchange NEX Board.

These 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. The continuing operations of the Company are dependent upon its ability to raise adequate financing and to commence profitable operations in the future. The Company has a history of losses and has a working capital deficit of \$99,023 at December 31, 2019. These factors form a material uncertainty that casts significant doubt about the Company's ability to continue as a going concern. The Company's ability to continue as a going concern is dependent on completing equity financings, obtaining support from related parties or generating consistent, profitable operations in the future. The financial statements do not include any adjustments relating to the recoverability and classification of recorded assets and liabilities that might be necessary should the Company be unable to continue as a going concern.

**2. STATEMENT OF COMPLIANCE AND BASIS OF PRESENTATION**

**Statement of Compliance**

These unaudited condensed consolidated interim financial statements have been prepared in accordance with IAS 34 Interim Financial Reporting as issued by the International Accounting Standards Board ("IASB"). The unaudited condensed consolidated interim financial statements do not include all of the information required for full annual financial statements. These condensed consolidated interim financial statements should be read in conjunction with the Company's June 30, 2019 annual audited consolidated financial statements.

The condensed consolidated interim financial statements were authorized for issuance by the Board of Directors on February 28, 2020.

**Basis of Presentation, Functional Currency and Basis of Consolidation**

The following companies have been consolidated as at September 30, 2019:

Company Name	Registered	Holding	Functional Currency
RBI Ventures Ltd.	British Columbia	Parent Company	Canadian Dollar
6951946 Manitoba Ltd.	Manitoba	100%	Canadian Dollar

Inter-company balances and transactions, and any unrealized gains arising from inter-company transactions, are eliminated in preparing the condensed consolidated interim financial statements.

In December 2018 the Company completed a share consolidation of its issued and outstanding common shares on the basis of one post consolidation share for each twenty-five pre consolidation shares. All share and per share amounts have been retrospectively adjusted to reflect the share consolidation.

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**STATEMENT OF COMPLIANCE AND BASIS OF PRESENTATION (continued)**

**Basis of Measurement**

The condensed consolidated interim financial statements have been prepared on the historical cost basis, presented in Canadian dollars, except where otherwise indicated.

**Significant Accounting Estimates and Judgments**

The preparation of these condensed consolidated interim financial statements requires management to make judgments in applying accounting policies. Judgments that have the most significant effect on the amounts recognized in the condensed consolidated interim financial statements are described below. Management also makes assumptions and critical estimates. Critical estimates are those which are most subject to uncertainty and have the most significant risk of resulting in a material change to the carrying amounts of assets and liabilities within the next year. Judgments, assumptions and estimates are based on historical experience, business trends and all available information that management considers relevant at the time of the preparation of the condensed consolidated interim financial statements. However, future events and their effects cannot be anticipated with certainty and so as confirming events occur, actual results could ultimately differ from assumptions and estimates. Such differences could be material.

**3. SIGNIFICANT ACCOUNTING POLICIES**

The accounting policies that have been used in the preparation of these condensed interim financial statements are summarized in the audited consolidated financial statements of the Company for the year ended June 30, 2019. These statements should be read in conjunction with the audited consolidated financial statements for the year ended June 30, 2019.

**4. SHARE CAPITAL**

**Authorized Share Capital**

The Company's authorized share capital consists of an unlimited number of common shares without par value.

**Issued Share Capital**

In December 2018 the Company completed a share consolidation of its issued and outstanding common shares on the basis of one post consolidation share for each twenty-five pre consolidation shares. All share and per share amounts have been retrospectively adjusted to reflect the share consolidation.

**Stock Options**

Under the Company's stock option plan (the "Plan"), the Company's board of directors is authorized to grant stock options to directors, officers, consultants and employees of the Company not to exceed 10% of the issued and outstanding common shares of the Company from time to time. Stock options granted under the Plan are exercisable over a period not exceeding five years from the date granted. Exercise prices may not be less than the market price of the common shares on the date of grant less applicable discounts permitted by the TSX Venture Exchange. Vesting terms are determined by the board of directors on the date of grant. There are no stock options outstanding at December 31, 2019 and 2018.



**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
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**5. RELATED PARTY TRANSACTIONS AND BALANCES**

The Company has identified its directors and certain senior officers as its key management personnel and the compensation costs for key management personnel and companies related to them were recorded at their exchange amounts as agreed upon by transacting parties as follows:

During the year ended June 30, 2019 the Directors loaned the Company \$47,000. The loans are unsecured, bear no interest and are due on demand.

During the six months ending December 31, 2019 and 2018 no Director or Officer remuneration was incurred.

**6. FINANCIAL INSTRUMENTS, FAIR VALUE MEASUREMENTS AND FINANCIAL RISKS**

**(a) Fair Values of Financial Instruments**

The carrying values of cash and cash equivalents, accounts receivable, restricted term deposits, accounts payable, and due to related parties are reasonable estimates of fair values due to the relatively short periods to maturity and the commercial terms of these instruments.

**(b) Fair Value Measurements**

Certain of the Company's financial assets and liabilities are measured at fair value on a recurring basis and classified in their entirety based on the lowest level of input that is significant to the fair value measurement. Certain non-financial assets and liabilities may also be measured at fair value on a non-recurring basis. There are three levels of the fair value hierarchy that prioritize the inputs to valuation techniques used to measure fair value, with Level 1 inputs having the highest priority. The levels and the valuation techniques used to value the Company's financial assets and liabilities are described below:

**Level 1 - Quoted Prices in Active Markets for Identical Assets**

Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

**Level 2 - Significant Other Observable Inputs**

Quoted prices in markets that are not active, quoted prices for similar assets or liabilities in active markets, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability.

**Level 3 - Significant Unobservable Inputs**

Unobservable (supported by little or no market activity) inputs.

Financial assets and liabilities measured at fair value on a recurring basis were presented on the Company's September 30, 2019 condensed consolidated interim statement of financial position as follows:

Level 1: Quoted Prices in Active Markets for Identical Assets  
Cash and cash equivalents \$13,776

**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
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**FINANCIAL INSTRUMENTS, FAIR VALUE MEASUREMENTS AND FINANCIAL RISKS**  
**(continued)**

**(c) Liquidity Risk**

Liquidity risk arises from the Company's general and capital financing needs. The Company continuously monitors and reviews both actual and forecasted cash flows, and also matches the maturity profile of financial assets and liabilities, when feasible.

As at December 31, 2019, the Company had a working capital deficit of \$99,023 and lacks sufficient assets to settle all of its outstanding liabilities

**7. CAPITAL MANAGEMENT**

The Company's capital management objectives are to maximize the return of capital to its shareholders and safeguard its ability to continue as a going concern and continue operations. Management considers loans from related parties and shareholders' equity as capital. The Company's principal source of capital is from issuance of shares. The Company is not subject to any externally imposed capital requirements.

**8. SUBSEQUENT EVENTS**

On January 31, 2020, RBI Ventures Ltd. (the "Company" or "RBI") announced that it has entered into a binding letter agreement dated January 8, 2020 to acquire Tevano Payment Systems Inc. ("Tevano"), a Las Vegas based, B.C. incorporated, company that provides software and payment system kiosks to dispensaries in the cannabis and other sectors. The acquisition of Tevano will constitute a change of business for RBI; and consequently: 1. RBI will seek to delist from the TSX Venture Exchange (the "TSXV") and re-list on the Canadian Securities Exchange (the "CSE"). As Tevano is directly involved in the sale of cannabis in the US, the Company will not be allowed to continue to list on the TSXV; and 2. Trading of RBI's common shares on the TSXV will remain halted. Unless the transaction with Tevano fails to close, the Company does not expect its shares will resume trading again until listing has been accepted by the CSE. Further details concerning Tevano, its operations, management, and financial status will be provided following completion of due diligence investigations and the negotiation of definitive agreements. Until then, confidentiality provisions preclude the disclosure of certain information concerning Tevano. Tevano is arm's length to RBI. Terms of the Transaction In conjunction with the acquisition of Tevano, and as conditions to closing: (i) RBI will consolidate its current 3,483,351 common shares on a 3.5-to-one basis, such that it will have 995,243 post-consolidated common shares outstanding; (ii) Tevano will complete a private placement to raise up to \$3,000,000 through the issuance of up to 15,000,000 shares of Tevano at \$0.20 per share; (iii) Upon raising \$3,000,000, Tevano will advance to RBI a deposit of \$100,000 for it to settle its outstanding liabilities, such that at closing RBI will have no debts, other than up to \$25,000 in costs associated with the Transaction which Tevano has agreed to pay; (iv) the Company's Board of Directors, and its senior officers will be replaced with representatives nominated by Tevano; (v) a finder's fee of \$75,000 and 1,000,000 post-consolidated RBI shares will be paid in connection with the Transaction, at closing; and (vi) RBI and Tevano will determine the most tax efficient means of effecting the proposed transaction, and negotiate and enter into definitive agreements in that regard. RBI's acquisition of Tevano will be completed by RBI issuing one post-consolidated RBI share to the holders of Tevano shares (including those issued pursuant to the financing) for each Tevano share outstanding; and issuing warrants to acquire post-consolidated RBI shares to the holders of Tevano warrants, on a one-for-

one basis, exercisable on equivalent terms. Tevano, excluding any securities issued in the financing, has 32,299,999 Tevano shares and 7,000,000 warrants outstanding. Tevano may issue up to an additional 15,000,000 shares under its proposed financing and may issue warrants to brokers assisting with the financing. The change of business and other matters will be subject to shareholders' approval and as such RBI anticipates obtaining written consents from shareholders holding more than 50% of the issued and outstanding shares of RBI, or calling a special meeting of its shareholders. Full details of Tevano, including its financial statements, management and business operations, along with the proposed transaction with RBI, will be set out in future news releases and the Company's CSE Listing Statement which will be posted on SEDAR.