

Form 51-102F4
Business Acquisition Report

Item 1 Identity of Company

1.1 Name and Address of Company

Global Care Capital Inc. (the “Company”)
810 – 789 West Pender Street
Vancouver, BC V6C 1H2

1.2 Executive Officer

Alexander Somjen
CEO and President
647-362-8998

Item 2 Details of Acquisition

2.1 Nature of Business Acquired

The Company completed the acquisition of all of the issued and outstanding securities in the capital of CCM Technologies Inc. (“**CCM**”) pursuant to the terms of an amended and restated share exchange agreement dated May 27, 2021 (the “**Agreement**”) among the Company, CCM and the shareholders of CCM (the “**Transaction**”).

2.2 Acquisition Date

The Company completed the Transaction on June 2, 2021.

2.3 Consideration

In consideration for the Transaction, and on closing thereof, Global Care issued an aggregate of 94,170,001 common shares of Global Care (the “**Consideration Shares**”) to CCM shareholders at a deemed price of \$0.11 per Consideration Share and issued to CCM warrant holders an aggregate of 65,000,000 common share purchase warrants (the “**Consideration Warrants**”). Each Consideration Warrant permits the holder thereof to acquire one Global Care common share at a price of \$0.05 until March 1, 2023.

2.4 Effect on Financial Position

The Company has no current plans or proposals for material changes in its business affairs or the affairs of CCM which may have a significant effect on the financial performance and financial position of the Company.

2.5 Prior Valuations

Not applicable.

2.6 Parties to Transaction

The Transaction was not with an informed person, associate or affiliate of the Company as defined in Section 1.1 of National Instrument 51 – 102 *Continuous Disclosure Obligations*.

2.7 Date of Report

August 16, 2021

Item 3 Financial Statements and Other Information

Pursuant to Part 8 of National Instrument 51-102 *Continuous Disclosure Obligations*, the financial statements of CCM for the period from incorporation on February 23, 2021 to June 2, 2021 are attached hereto as Schedule “A”.

The Company has obtained consent of CCM’s auditors to include their audit report in this Business Acquisition Report.

Schedule “A”

(Please see attached.)

1290369 BC Ltd. Dba CCM Technologies Inc.

INTERIM CONSOLIDATED FINANCIAL STATEMENTS

For the Period from Incorporation on February 23, 2021 to June 2, 2021

(Expressed in Canadian dollars)

Audit. Tax. Advisory.

Independent Auditor's Report

To the Shareholders of 1290369 BC Ltd. Dba CCM Technologies Inc.

Opinion

We have audited the interim consolidated financial statements of 1290369 BC Ltd. Dba CCM Technologies Inc. and its subsidiary (the "Company"), which comprise the interim consolidated statement of financial position as at June 2, 2021, and the interim consolidated statements of operations and comprehensive loss, interim consolidated statements of changes in shareholders' equity and interim consolidated statements of cash flows for the period then ended, and notes to the interim consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying interim consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at June 2, 2021 and its consolidated financial performance and its consolidated cash flows for the period then ended in accordance with International Financial Reporting Standards ("IFRS").

Basis for opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada. We have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material uncertainty related to going concern

We draw attention to Note 1 in the consolidated financial statements, which indicates that the Company incurred a net loss during the period ended June 2, 2021 and, as of that date, the Company's current liabilities exceeded its current assets. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that material uncertainties exist that cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Responsibilities of management and those charged with governance for the consolidated financial statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the interim consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the interim consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these interim consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risks of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the interim consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

McGovern Hurley LLP



**Chartered Professional Accountants
Licensed Public Accountants**

Toronto, Ontario
August 11, 2021

1290369 BC Ltd. Dba CCM Technologies Inc.
Interim Consolidated Statement of Financial Position
(Expressed in Canadian Dollars)

As at: **June 2, 2021**

ASSETS

Current

Cash	\$	68
Total current assets		68

Deposits on Equipment (Note 3)		8,715,701
Total assets	\$	8,715,769

LIABILITIES

Current

Accounts payable and accrued liabilities	\$	4,946,532
Convertible debt (Note 4)		516,014
Total current liabilities		5,462,546

SHAREHOLDERS' EQUITY

Share capital (Note 5)		4,641,706
Warrants		1,171,705
Deficit		(2,560,188)
Total shareholders' equity		3,253,223
Total liabilities and shareholders' equity	\$	8,715,769

Going concern (Note 1)
Commitments and contingencies (Note 3 and 6)
Subsequent event (Note 10)

Approved on behalf of the Director:

"Lanny Heiz"

Director

See accompanying notes to the interim consolidated financial statements

1290369 BC Ltd. Dba CCM Technologies Inc.

Interim Consolidated Statement of Operations and Comprehensive Loss

(Expressed in Canadian Dollars)

	For the period from incorporation on February 23, 2021 to June 2, 2021	
Expenses		
Hosting fees	\$	18,796
Bank fees		742
Legal fees		9,419
Foreign exchange (gain)		(179,844)
Net income before other items		(150,887)
Excess purchase price over fair value of assets assumed (expensed) (Note 11)		
		(2,711,075)
Net (loss) and comprehensive (loss) for the period	\$	(2,560,188)
Weighted average number of shares outstanding		
		71,896,062
Basic and diluted loss per share	\$	(0.04)

See accompanying notes to the interim consolidated financial statements

1290369 BC Ltd. DbA CCM Technologies Inc.

Interim Consolidated Statement of Shareholders' Equity

(Expressed in Canadian Dollars)

	Common Shares		Warrants	Accumulated Deficit	Shareholders' Equity
	#	\$	\$	\$	\$
Balance, February 23, 2021	-	-	-	-	-
Founder share	1	-	-	-	-
Private placements	79,170,000	3,167,000		-	3,167,000
Warrants issued	-	(25,294)	25,294	-	-
Acquisition of Optimal Founders Investment Inc.	15,000,000	1,500,000	1,146,411	-	2,646,411
Comprehensive (loss) for the period	-	-	-	(2,560,188)	(2,560,188)
Balance, June 2, 2021	94,170,001	4,641,706	1,171,705	(2,560,188)	3,253,223

See accompanying notes to the interim consolidated financial statements

1290369 BC Ltd. DbA CCM Technologies Inc.
Interim Consolidated Statement of Cash Flows
(Expressed in Canadian Dollars)

		For the period from incorporation on February 23, 2021 to June 2, 2021
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OPERATING ACTIVITIES		
Net loss for period	\$	(2,560,188)
Adjustments for non-cash items and other adjustments		
Accrued deposits		(5,041,156)
Accounts payables and accrued liabilities		4,946,533
Acquisition of Optimal Founders Investment Inc.		2,646,342
Net cash flows used in operating activities		(8,469)
INVESTING ACTIVITIES		
Deposits on equipment		(3,674,545)
Cash received from acquisition of subsidiary		68
Net cash flows used in investing activities		(3,674,477)
FINANCING ACTIVITIES		
Loan payable		516,014
Private placement (Note 3(b))		3,167,000
Net cash flows provided by financing activities		3,683,014
CHANGE IN CASH DURING THE PERIOD		68
CASH, beginning of the period		-
CASH, end of the period	\$	68

Supplemental Information:

Shares and warrants issued for Acquisition of Optimal Founders Investment Inc.	2,646,411
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See accompanying notes to the interim consolidated financial statements

1290369 BC Ltd. DbA CCM Technologies Inc.

Notes to the Interim Consolidated Financial Statements

For the period from incorporation on February 23, 2021 to June 2, 2021

(Expressed in Canadian dollars)

1. NATURE OF OPERATIONS AND GOING CONCERN

1290369 BC Ltd. DbA CCM Technologies Inc. (the “Company” or “CCM”) was incorporated in the province of British Columbia on February 23, 2021 and is a digital asset technology company focused on providing infrastructure for blockchain ecosystems and mining of cryptocurrencies. To June 2, 2021, the Company’s subsidiary has entered into an agreement to acquire certain computer equipment. On June 3, 2021, the Company was acquired by Global Care Capital Inc. (See Note 10). The registered head office is at 789 West Pender Street, Suite 810, Vancouver, British Columbia.

These consolidated financial statements are prepared on a going concern basis which assumes the Company will be able to meet its obligations and continue its operations for the next fiscal year.

At June 2, 2021, the Company had a working capital deficit of 5,462,478 and a cumulative loss since inception of \$2,560,188. The Company has a need for equity capital and financing for working capital and development of its projects. These matters represent material uncertainties that cast substantial doubt about the ability of the Company to continue as a going concern. The Company’s continuance as a going concern is dependent upon its ability to obtain adequate financing and to reach profitable levels of operation. It is not possible to predict whether financing efforts will be successful or if the Company will attain profitable levels of operations. Management believes it will be successful in raising the necessary funding to continue operations in the normal course of operations, however, there is no assurance that funds will continue to be available on terms acceptable to the Company or at all. The financial statements do not reflect adjustments to the carrying value of assets and liabilities that would be necessary should the Company be unable to continue operations and such adjustments could be material.

Novel Coronavirus (“COVID-19”)

The Company’s operations could be significantly adversely affected by the effects of a widespread global outbreak of a contagious disease, including the recent outbreak of respiratory illness caused by COVID-19. The Company cannot accurately predict the impact COVID-19 will have on its operations and the ability of others to meet their obligations with the Company, including uncertainties relating to the ultimate geographic spread of the virus, the severity of the disease, the duration of the outbreak, and the length of travel and quarantine restrictions imposed by governments of affected countries. In addition, a significant outbreak of contagious diseases in the human population could result in a widespread health crisis that could adversely affect the economies and financial markets of many countries, resulting in an economic downturn that could further affect the Company’s operations and ability to finance its operations.

2. BASIS OF PRESENTATION

a) Statement of compliance

These 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”), effective for the Company’s reporting period from incorporation on February 23, 2021 to June 2, 2021. The Board of Directors approved these financial statements for issue on August 11, 2021.

1230369 BC Ltd. DBA CCM Technologies Inc.

Notes to the Interim Consolidated Financial Statements

For the period from incorporation on February 23, 2021 to June 2, 2021

(Expressed in Canadian dollars)

2. BASIS OF PRESENTATION (continued)

b) Basis of preparation

These consolidated financial statements were prepared on a going concern basis, under the historical cost convention, as modified by the revaluation of financial assets and financial liabilities (including derivative instruments) at fair value through profit or loss.

The preparation of financial statements requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies.

c) Basis of consolidation

Subsidiaries consist of entities over which the Company is exposed to, or has rights to, variable returns as well as the ability to affect these returns through the power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date control is transferred to the Company and are deconsolidated from the date control ceases. The consolidated financial statements include all the assets, liabilities, revenues, expenses and cash flows of the Company and its subsidiary after eliminating inter-entity balances and transactions. These interim consolidated financial statements comprise the financial statements of the Company and its wholly owned subsidiary Optimal Founders Investment Inc. All material intercompany transactions and balances between the Company and its subsidiary have been eliminated on consolidation. Intercompany balances and any unrealized gains and losses or income and expenses arising from intercompany transactions are eliminated in preparing the consolidated financial statements.

d) Future accounting policies

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods beginning on or after January 1, 2022 or later periods. Many are not applicable or do not have a significant impact to the Company and have been excluded.

New standards:

IAS 1 - Presentation of Financial Statements ("IAS 1") was amended in January 2020 to provide a more general approach to the classification of liabilities under IAS 1 based on the contractual arrangements in place at the reporting date. The amendments clarify that the classification of liabilities as current or noncurrent is based solely on a company's right to defer settlement at the reporting date. The right needs to be unconditional and must have substance. The amendments also clarify that the transfer of a company's own equity instruments is regarded as settlement of a liability, unless it results from the exercise of a conversion option meeting the definition of an equity instrument. The amendments are effective for annual periods beginning on January 1, 2023.

e) Significant accounting judgements, estimates and assumptions

The preparation of the financial statements in conformity with IFRS requires the Company's management to make judgments, estimates and assumptions about future events that affect the amounts reported in the financial statements and related notes to the financial statements. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results may differ from these 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. The significant areas of estimation and uncertainties considered by management in preparing the financial statements include:

1230369 BC Ltd. DBA CCM Technologies Inc.

Notes to the Interim Consolidated Financial Statements

For the period from incorporation on February 23, 2021 to June 2, 2021

(Expressed in Canadian dollars)

2. BASIS OF PRESENTATION (continued)

e) Significant accounting judgements, estimates and assumptions (continued)

Critical judgement in applying accounting policies:

- **Income taxes, value added, withholding and other taxes**
The Company is subject to income, value added, withholding and other taxes. Significant judgment is required in determining the Company's provisions for taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. The determination of the Company's income, value added, withholding and other tax liabilities requires interpretation of complex laws and regulations. The Company's interpretation of taxation law as applied to transactions and activities may not coincide with the interpretation of the tax authorities. All tax related filings are subject to government audit and potential reassessment subsequent to the financial statement reporting period. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the tax related accruals and deferred income tax provisions in the period in which such determination is made.
- **Warrants**
The Company uses the Black-Scholes option pricing model to fair value warrants. The Black-Scholes model involves six key inputs to determine the fair value of an option: riskfree interest rate, exercise price, market price of the Company's shares at date of issue, expected dividend yield, expected life, and expected volatility. Certain of the inputs are estimates which involve considerable judgment and are, or could be, affected by significant factors that are out of the Company's control
- **Contingencies**

Refer to Note 6.
- **Purchase price allocation**

Refer to Note 11.

f) Functional and presentation currency

The functional currency of the Company is the currency of the primary economic environment in which it operates. The Company's financial statements are presented in Canadian dollars which is the functional currency of the Company and its subsidiary.

In preparing the financial statements of the entity, transactions in currencies other than the entity's functional currency ("Foreign Currencies") are recognized at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in Foreign Currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined.

g) Cash

Cash is carried in the statement of financial position at amortized cost. Cash consists of cash on deposit with banks and highly liquid short-term interest-bearing securities with maturities at the date of purchase of three months or less.

1230369 BC Ltd. DBA CCM Technologies Inc.

Notes to the Interim Consolidated Financial Statements

For the period from incorporation on February 23, 2021 to June 2, 2021

(Expressed in Canadian dollars)

2. BASIS OF PRESENTATION (continued)

h) Financial instruments

Financial assets

Initial recognition and measurement

Non-derivative financial assets within the scope of IFRS 9, Financial Instruments ("IFRS 9") are classified and measured as "financial assets at fair value", as either fair value through profit or loss ("FVPL") or fair value through other comprehensive income ("FVOCI"), and "financial assets at amortized costs", as appropriate. The Company determines the classification of financial assets at the time of initial recognition based on the Company's business model and the contractual terms of the cash flows.

Initial recognition and measurement (continued)

All financial assets are recognized initially at fair value plus, in the case of financial assets not at FVPL, directly attributable transaction costs on the trade date at which the Company becomes a party to the contractual provisions of the instrument.

Financial assets with embedded derivatives are considered in their entirety when determining their classification at FVPL or at amortized cost. Cash is measured at amortized cost.

Subsequent measurement – financial assets at amortized cost

After initial recognition, financial assets measured at amortized cost are subsequently measured at the end of each reporting period at amortized cost using the Effective Interest Rate ("EIR") method. Amortized cost is calculated by taking into account any discount or premium on acquisition and any fees or costs that are an integral part of the EIR. The Company measures cash at amortized cost.

Subsequent measurement – Financial assets at FVPL

Financial assets measured at FVPL include financial assets management intends to sell in the short term and any derivative financial instrument that is not designated as a hedging instrument in a hedge relationship. Financial assets measured at FVPL are carried at fair value in the statements of financial position with changes in fair value recognized in other income or expense in the statements of operations. The Company does not measure any financial assets at FVPL.

Subsequent measurement – Financial assets at FVOCI

Financial assets measured at FVOCI are non-derivative financial assets that are not held for trading and the Company has made an irrevocable election at the time of initial recognition to measure the assets at FVOCI. The Company does not measure any financial assets at FVOCI.

After initial measurement, investments measured at FVOCI are subsequently measured at fair value with unrealized gains or losses recognized in other comprehensive income or loss in the statements of operations and comprehensive loss. When the investment is sold, the cumulative gain or loss remains in accumulated other comprehensive income or loss and is not reclassified to profit or loss.

Dividends from such investments are recognized in other income in the statements of operations and comprehensive loss when the right to receive payments is established.

Derecognition

A financial asset is derecognized when the contractual rights to the cash flows from the asset expire, or the Company no longer retains substantially all the risks and rewards of ownership.

1230369 BC Ltd. DBA CCM Technologies Inc.

Notes to the Interim Consolidated Financial Statements

For the period from incorporation on February 23, 2021 to June 2, 2021

(Expressed in Canadian dollars)

2. BASIS OF PRESENTATION (continued)

h) Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets

The Company's only financial assets subject to impairment are receivables, which are measured at amortized cost. The Company has elected to apply the simplified approach to impairment as permitted by IFRS 9, which requires the expected lifetime loss to be recognized at the time of initial recognition of the receivable. To measure estimated credit losses, receivables have been grouped based on shared credit risk characteristics, including the number of days past due. An impairment loss is reversed in subsequent periods if the amount of the expected loss decreases and the decrease can be objectively related to an event occurring after the initial impairment was recognized.

Financial liabilities

Initial recognition and measurement

Financial liabilities are measured at amortized cost, unless they are required to be measured at FVPL as is the case for held for trading or derivative instruments, or the Company has opted to measure the financial liability at FVPL. All financial liabilities are recognized initially at fair value.

Subsequent measurement – financial liabilities at amortized cost

After initial recognition, financial liabilities measured at amortized cost are subsequently measured at the end of each reporting period at amortized cost using the EIR method. Amortized cost is calculated by taking into account any discount or premium on acquisition and any fees or costs that are an integral part of the EIR. The Company's accounts payable and accrued liabilities and convertible debt which are measured at amortized cost.

Subsequent measurement – Financial liabilities at FVPL

Financial liabilities measured at FVPL include any derivative financial instrument that is not designated as a hedging instrument in a hedge relationship. Financial liabilities measured at FVPL are carried at fair value in the statements of financial position with changes in fair value recognized in other income or expense in the statements of operations.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged, cancelled or expired with any associated gain or loss recognized in other income or expense in the statements of operations.

i) Taxation

Current income tax

Income tax expense represents the sum of the tax currently payable and deferred tax. The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit or loss as reported in the statement of operations because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

1230369 BC Ltd. DbA CCM Technologies Inc.

Notes to the Interim Consolidated Financial Statements

For the period from incorporation on February 23, 2021 to June 2, 2021

(Expressed in Canadian dollars)

2. BASIS OF PRESENTATION (continued)

i) Taxation (continued)

Deferred income tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

j) Provisions

General

Provisions are recognised when (a) the Company has a present obligation (legal or constructive) as a result of a past event and (b) it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and (c) a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are discounted using a current risk-free pre-tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

k) Loss per share

Loss per share is based on the weighted average number of common shares of the Company outstanding during the period. The diluted loss per share reflects the potential dilution of common share equivalents, such as outstanding share options and warrants, in the weighted average number of common shares outstanding during the period, if dilutive. No exercise or conversion is assumed during periods in which a net loss is incurred as the effect is anti-dilutive.

3. DEPOSITS ON EQUIPMENT

On April 20, 2021, the Company, through its subsidiary, entered into an agreement with Compute North for computer equipment (bitcoin miners) totaling US\$6,959,755 (\$8,715,701). Of the total required deposit payments to date, US\$3,012,818 has been paid, and the balance of US\$3,946,937 is included in accounts payable and accrued liabilities. The contractual obligations are secured by certain rights to the underlying equipment. The agreement contains termination provisions in certain circumstance.

1230369 BC Ltd. DBA CCM Technologies Inc.

Notes to the Interim Consolidated Financial Statements

For the period from incorporation on February 23, 2021 to June 2, 2021

(Expressed in Canadian dollars)

4. CONVERTIBLE DEBT

On May 27, 2021, the Company entered into an unsecured loan agreement with an arms-length third party for up to US\$500,000. The loan bears interest of 12% per annum and is due and payable in full on June 27, 2021. As at June 2, 2021, the Company has drawn down US\$428,156 (\$516,014) on the facility. The Parties agreed that the Company and the Lender may negotiate repayment of the loan via the issuance of securities, pursuant to which all or part of the unpaid principal and accrued interest outstanding may be converted into common shares of the Company. See Note 10.

5. SHARE CAPITAL

a) Authorized

Unlimited number of voting common shares, without par value

b) Issued and outstanding common shares

	Number of Common Shares	Amount
Balance, February 23, 2021	-	\$ -
Founder shares	1	-
Private placements	79,170,000	3,167,000
Warrants issued	-	(25,294)
Acquisition of Optimal Founders Investment Inc.	15,000,000	1,500,000
Balance, June 2, 2021	94,170,001	4,641,706

On March 1, 2021, the Company closed a non-brokered private placement financing and issued 50,000,000 units for gross proceeds of \$250,000. Each unit consists of one common share of the Company and one common share purchase warrant. Each warrant entitles the holder to acquire one additional common share of the Company at an exercise price of \$0.05 for a period of 24 months from issuance. The fair value of the warrants and broker warrants on issuance was estimated at \$25,294 using the Black Scholes option pricing model with the following assumptions: expected dividend yield of 0%; expected volatility of 60.1%; risk-free interest rate of 0.29% and an expected life of 2 years. The President of the Company subscribed for 1,500,000 units for \$7,500 of the offering.

On March 30, 2021, the Company closed a non-brokered private placement financing and issued 29,170,000 common shares for gross proceeds of \$2,917,000. The sole director of the Company subscribed for 275,000 common shares for \$27,500 of the offering.

On April 21, 2021, the Company entered into a share exchange agreement to acquire 100% of Optimal Founders Investment Inc. by issuing 15,000,000 common shares and 15,000,000 warrants. The shares are valued at the March 30, 2021 private placement price. Each warrant entitled the holder to acquire one additional common share of the Company at an exercise price of \$0.05 for a period of 24 months from issuance.

1230369 BC Ltd. DBA CCM Technologies Inc.

Notes to the Interim Consolidated Financial Statements

For the period from incorporation on February 23, 2021 to June 2, 2021

(Expressed in Canadian dollars)

5. SHARE CAPITAL (continued)

b) Warrants

As at June 2, 2021, the had share purchase warrants outstanding as follows:

	Number outstanding & exercisable	Grant date	Expiry date	Exercise price	Fair value at grant date	Grant date share price	Expected volatility	Expected life (yrs)	Expected dividend yield	Risk-free interest rate
Warrants	50,000,000	01-Mar-21	01-Mar-23	\$ 0.05	\$ 25,294	\$ 0.005	133.2%	2	0%	0.29%
Warrants	15,000,000	21-Apr-21	21-Apr-23	\$ 0.05	\$ 1,146,411	\$ 0.100	133.2%	2	0%	0.29%
	15,000,000			\$ 0.05	\$ 1,171,705					

6. CAPITAL MANAGEMENT

The Company considers its capital structure to consist of share capital. The Company manages its capital structure and makes adjustments based on the funds available to support the development of its operations. The board of directors has not established quantitative return on capital criteria for management and relies on the expertise of management and the board of directors to sustain future development of the business.

The Company is dependent upon external financing to fund its activities. To continue to carry out the Company's planned development and funding of ongoing administrative expenses the Company will utilize its existing working capital and will raise additional capital as appropriate.

The management and board of directors of the Company review its capital management approach on an ongoing basis and believe it reflects a reasonable approach given the relative size of the Company's assets. There were no changes to the approach of management and the board of directors to capital management for the period from incorporation on February 23, 2021 to June 2, 2021. As at June 2, 2021, the Company is not subject to externally imposed capital requirements.

7. FINANCIAL RISK MANAGEMENT

The Company's activities expose it to a variety of financial risks summarized below. There have been no significant changes in risks, objectives, policies and procedures for managing risks during the period from incorporation on February 23, 2021 to June 2, 2021.

Fair value hierarchy

The three levels of the fair value hierarchy with respect to required disclosures about the inputs to fair value measurements are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and,
- Level 3 – Inputs that are not based on observable market data.

The carrying value of amounts receivable and accounts payable and accrued liabilities reflected in the statement of financial position approximate fair value because of the relatively short-term maturities.

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Notes to the Interim Consolidated Financial Statements

For the period from incorporation on February 23, 2021 to June 2, 2021

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7. FINANCIAL RISK MANAGEMENT (continued)

Foreign currency risk

The Company funds the operations and maintains a head office in Canada. Consequently, the Company is not exposed to significant fluctuations in foreign exchange rates. The Company has not used derivative instruments to reduce its exposure to foreign exchange fluctuations.

Credit risk

The Company's credit risk is primarily attributable to amounts receivable. The Company has no significant concentration of credit risk arising from operations.

Liquidity risk

As at June 2, 2021, the Company had working capital deficit of \$5,462,478. The Company expects to complete future equity or other debt financings. However, there is no assurance that funds will be available on terms acceptable to the Company, if at all.

8. COMMITMENTS

The Company entered in an agreement with Compute North for certain computer equipment and hosting services. The Company is committed to paying US\$108,362 over the next eleven months. See Note 3.

The Company is, from time to time, involved in various claims and legal proceedings. The Company cannot reasonably predict the likelihood or outcome of these activities. The Company does not believe that adverse decisions in any pending or threatened proceedings related to any matter, or any amount which may be required to be paid by reasons thereof, will have a material effect on the financial condition or future results of operations.

9. RELATED PARTIES

See Note 5.

During the period from incorporation on February 23, 2021 to June 2, 2021, the Company did not enter into any transactions in the ordinary course of business with related parties.

The remuneration of directors and other members of key management personnel during the period from incorporation on February 23, 2021 to June 2, 2021 was \$nil.

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Notes to the Interim Consolidated Financial Statements

For the period from incorporation on February 23, 2021 to June 2, 2021

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10. SUBSEQUENT EVENTS

On June 3, 2021, the Company closed its share exchange agreement with Global Care Capital Inc. whereby Global Care Capital Inc. would acquire all the issued and outstanding shares and warrants of CCM. Under the terms set out in the definitive agreement, Global Care Capital Inc. will issue 94,170,001 common shares and 65,000,000 common share purchase warrants. Each warrant permits the holders thereof to acquire one Global Care Capital Inc. common share at a price of \$0.05. The expiration date for 50,000,000 common share purchase warrants is March 1, 2023, the expiration date for the remaining common share purchase warrants is April 21, 2023.

Subsequent to June 2, 2021, the Company increased their borrowings from their loan facility (see Note 4) and withdrew the full US\$500,000 available from this loan. The Lender then exercised their option to convert the loan to common shares of the Company. The conversion was finalized on June 8, 2021 and the Lender received 8,077,774 common shares at CAD\$0.075 per share (equivalent of US\$500,000) as a result.

11. ACQUISITION OF OPTIMAL FOUNDERS INVESTMENT INC.

On April 21, 2021, the Company acquired all the outstanding shares of Optimal Founders Investment Inc. ("OFII"), a private company incorporated in British Columbia. As a result of the control obtained through the acquisition of 100% of the outstanding shares of OFII, the assets and liabilities were consolidated into the Company's financial statements. The assets consisted primarily of cash, deposits on equipment and accounts payable and accrued liabilities. The acquisition of OFII is being treated as an asset acquisition for accounting purposes as OFII does not meet the definition of a business, as defined in IFRS 3, Business Combinations. The assets acquired and liabilities assumed were recorded at their estimated fair market values, which are based on management estimates.

Purchase price consideration

Purchase price consideration paid:

Shares and warrants issued	\$ 2,646,411
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Purchase price allocation:

Fair value of assets and liabilities assumed:

Cash	\$ 68
Equipment	8,715,701
Accounts payable and accrued liabilities	(8,780,433)
Excess purchase price over fair value of assets assumed (expensed)	2,711,075
Total net liabilities acquired	\$ 2,646,411

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Notes to the Interim Consolidated Financial Statements

For the period from incorporation on February 23, 2021 to June 2, 2021

(Expressed in Canadian dollars)

12. INCOME TAXES

a. Provision for income taxes

The reconciliation of the combined Canadian federal and provincial statutory income tax rate is 26.5% to the effective tax rate is as follows:

	2021 \$
(Loss) before income taxes	(2,560,188)
Expected income tax recovery based on statutory rate	(678,000)
Adjustment to expected income tax recovery:	
Items not deductible for tax purposes	671,000
Change in benefit of tax assets not recognized	7,000
Deferred income tax provision (recovery)	-

b. Deferred income tax

Deferred income tax assets have not been recognized in respect of the following deductible temporary differences:

	2021 \$
Non-capital loss carry-forwards	29,000
Total	29,000

The tax losses are expected to expire in 2041.