

**Railtown Capital Corp.**

Financial Statements

September 30, 2018 and 2017

(Expressed in Canadian Dollars)



DALE MATHESON CARR-HILTON LABONTE LLP  
CHARTERED PROFESSIONAL ACCOUNTANTS

## INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Railtown Capital Corp.

We have audited the accompanying financial statements of Railtown Capital Corp., which comprise the statements of financial position as at September 30, 2018 and 2017, and the statements of comprehensive loss, changes in shareholders' deficiency and cash flows for the years then ended, and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

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

### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

### Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of Railtown Capital Corp. as at September 30, 2018 and 2017, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

### Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 in the financial statements which describes certain conditions that indicate the existence of a material uncertainty that may cast significant doubt about Railtown Capital Corp's ability to continue as a going concern.

*DMCL*

DALE MATHESON CARR-HILTON LABONTE LLP  
CHARTERED PROFESSIONAL ACCOUNTANTS

January 30, 2019  
Vancouver, Canada

**RAILTOWN CAPITAL CORP.**

Statements of Financial Position

(Expressed in Canadian dollars)

As at September 30,

	2018	2017
<b>Assets</b>		
Current assets		
Cash	\$ 2,440	\$ 729
	\$ 2,440	\$ 729
<b>Liabilities and Shareholders' Deficiency</b>		
Current liabilities		
Trade payables and accrued liabilities (Note 3)	\$ 18,034	\$ 44,724
Due to related parties (Note 4)	129,596	76,078
	147,630	120,802
Shareholders' deficiency		
Share capital (Note 5)	120,000	100,000
Deficit	(265,190)	(220,073)
	(145,190)	(120,073)
	\$ 2,440	\$ 729

Approved on behalf of the Board on January 30, 2019

\_\_\_\_\_  
"Glenn Kerr"  
Director

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"Paul Woodward"  
Director

See accompanying notes to the financial statements.

**RAILTOWN CAPITAL CORP.**

Statements of Comprehensive Loss

(Expressed in Canadian dollars)

For the years ended September 30,

	Note	2018	2017
Expenses			
Bank charges		\$ 323	\$ 112
Consulting fees	4	25,200	38,705
Filing fees		3,016	4,034
Office		2,346	-
Professional fees		12,732	11,047
Rent	4	1,500	2,250
Net and comprehensive loss for the year		\$ (45,117)	\$ (56,148)
Weighted average number of common shares outstanding – basic and diluted		816,712	500,000
Basic and diluted loss per common share		\$ (0.06)	\$ (0.11)

See accompanying notes to the financial statements.

**RAILTOWN CAPITAL CORP.**

Statements of Cash Flows

(Expressed in Canadian dollars)

For the years ended September 30,

	2018	2017
Operating activities:		
Net loss for the year	\$ (45,117)	\$ (56,148)
Changes in non-cash working capital items:		
Trade payables and accrued liabilities	(26,690)	26,330
Due to related parties	26,700	25,200
Net cash used in operating activities	(45,107)	(4,618)
Financing activities:		
Proceeds – issuance of shares	20,000	-
Advances from related parties	26,818	4,464
Net cash provided by financing activities	46,818	4,464
Change in cash	1,711	(154)
Cash, beginning of the year	729	883
Cash, end of the year	\$ 2,440	\$ 729

See accompanying notes to the financial statements.

**RAILTOWN CAPITAL CORP.**Statement of Changes in Shareholders' Deficiency  
(Expressed in Canadian dollars)

	Share capital			
	Shares	Amount	Deficit	Total
Balance, September 30, 2016	500,000	\$ 100,000	\$ (163,925)	\$ (63,925)
Net and comprehensive loss	-	-	(56,148)	(56,148)
Balance, September 30, 2017	500,000	100,000	(220,073)	(120,073)
Private placement	400,000	20,000	-	20,000
Net and comprehensive loss	-	-	(45,117)	(45,117)
Balance, September 30, 2018	900,000	\$ 120,000	\$ (265,190)	\$ (145,190)

See accompanying notes to the financial statements.

# RAILTOWN CAPITAL CORP.

Notes to the Financial Statements

For the year ended September 30, 2018

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## 1. Nature of operations

Railtown Capital Corp. (the “Company” or “Railtown”) was incorporated by a Certificate of Incorporation issued pursuant to the provisions of the *Business Corporations Act* (British Columbia) on May 11, 2011.

The head office, principal address and the registered and records office of the Company are located at 108 – 329 Main Street, Vancouver, British Columbia, Canada.

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. As at September 30, 2018, 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 identify a viable business opportunity and 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 loans from directors and companies controlled by directors and or private placement of common shares. These financial statements do not reflect adjustments that would be necessary if the going concern assumption was not appropriate.

## 2. Significant accounting policies and basis of presentation

### Statement of compliance

These financial statements, including comparatives have been prepared using accounting policies consistent with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and the Interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”). The accompanying financial statements have been prepared by and are the responsibility of the management.

### Basis of preparation

The financial statements of the Company have been prepared on an accrual basis and are based on historical costs, modified where applicable, by the measurement at fair value of selected non-current assets, financial assets and financial liabilities. The financial statements are presented in Canadian dollars unless otherwise noted.

### Significant estimates and assumptions

The preparation of the financial statements in accordance with IFRS requires the Company to make estimates and assumptions concerning the future. The Company’s management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

Estimates and assumptions where there is significant risk of material adjustments to assets and liabilities in future accounting periods include the recoverability and measurement of deferred tax assets.

## **RAILTOWN CAPITAL CORP.**

Notes to the Financial Statements

For the year ended September 30, 2018

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### **2. Significant accounting policies and basis of presentation (continued)**

#### ***Significant judgments***

The preparation of the financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments in applying the Company's financial statements include the assessment of the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty.

#### ***Loss per share***

Basic loss per share is calculated by dividing the loss attributable to common shareholders by the weighted average number of common shares outstanding in the period. For all periods presented, the loss attributable to common shareholders equals the reported loss attributable to owners of the Company. Diluted loss per share is calculated by the treasury stock method. Under the treasury stock method, the weighted average number of common shares outstanding for the calculation of diluted loss per share assumes that the proceeds to be received on the exercise of dilutive share options and warrants are used to repurchase common shares at the average market price during the period.

#### ***Financial instruments***

Cash is classified as loans and receivable. Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are subsequently measured at amortized cost. They are included in current assets, except for maturities greater than 12 months after the end of the reporting period. These are classified as non-current assets.

Financial assets are derecognized when the rights to receive cash flows from the investments have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership.

Accounts payable and due to related parties are classified as other financial liabilities, and recorded at amortized cost using the effective interest rate method.

At each reporting date, the Company assesses whether there is objective evidence that a financial instrument has been impaired.

The Company does not have any derivative financial assets and liabilities.

#### ***Income taxes***

##### Current income tax:

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date, in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.



## RAILTOWN CAPITAL CORP.

Notes to the Financial Statements

For the year ended September 30, 2018

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### 2. Significant accounting policies and basis of presentation (continued)

#### *Income taxes* (continued)

##### Deferred income tax:

Deferred income tax is recognized on temporary differences at the reporting date arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

#### **New Accounting Standards Issued Not Yet Effective**

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective.

##### *New standard IFRS 9 “Financial Instruments”*

This new standard is a partial replacement of IAS 39 “Financial Instruments: Recognition and Measurement”. IFRS 9 introduces new requirements for the classification and measurement of financial assets, additional changes relating to financial liabilities, a new general hedge accounting standard which will align hedge accounting more closely with risk management. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018 with early adoption permitted. Overall, the Company does not expect the implementation of IFRS 9 to have a significant impact on its financial assets.

##### *New standard IFRS 15 “Revenue from Contracts with Customers”*

This new standard contains a single model that applies to contracts with customers and two approaches to recognizing revenue: at a point in time or over time. The model features a contract-based five-step analysis of transactions to determine whether, how much and when revenue is recognized. New estimates and judgmental thresholds have been introduced, which may affect the amount and/or timing of revenue recognized. IFRS 15 is effective for annual periods beginning on or after January 1, 2018 with early adoption permitted. Overall, the Company does not expect the implementation of IFRS 15 to have a significant impact on its revenue.

##### *New standard IFRS 16 “Leases”*

This new standard replaces IAS 17 “Leases” and the related interpretative guidance. IFRS 16 applies a control model to the identification of leases, distinguishing between a lease and a service contract on the basis of whether the customer controls the asset being leased. For those assets determined to meet the definition of a lease, IFRS 16 introduces significant changes to the accounting by lessees, introducing a single, on-balance sheet accounting model that is similar to current finance lease accounting, with limited exceptions for short-term leases or leases of low value assets. Lessor accounting is not substantially changed. The standard is effective for annual periods beginning on or after January 1, 2019, with early adoption permitted for entities that have adopted IFRS 15. Overall, the Company does not expect the implementation of IFRS 16 to have a significant impact on its financial statements.

## RAILTOWN CAPITAL CORP.

Notes to the Financial Statements

For the year ended September 30, 2018

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### 3. Trade payables and accrued liabilities

	September 30, 2018		September 30, 2017	
Trade payables	\$	11,924	\$	38,614
Accrued liabilities		6,110		6,110
Trade payables and accrued liabilities	\$	18,034	\$	44,724

### 4. Due to related parties

The following loans are from Conation Capital Corp. and related companies, who have directors in common with the Company. The payables are unsecured, non-interest bearing with no specific terms of repayment.

	Due to related parties	
Balance at September 30, 2016	\$	46,413
Additions		29,665
Balance at September 30, 2017		76,078
Additions		53,518
Balance at September 30, 2018	\$	129,596

During the year ended September 30, 2018, the Company incurred consulting fees of \$25,200 (2017 - \$38,705) and rent expenses of \$1,500 (2017 - \$2,250) to a director in common with the Company.

During the year ended September 30, 2018, the Company issued 100,000 common shares to a director of the Company for gross proceeds of \$5,000.

### 5. Share capital

#### Authorized

Unlimited number of common shares without par value.

#### Shares issued

During the year ended September 30, 2018, the Company closed a private placement of 400,000 common shares for gross proceeds of \$20,000.

#### Common share consolidation

Effective October 18, 2017, the Company consolidated its issued and outstanding common shares on a 10 to 1 basis, which resulted in 500,000 shares outstanding post consolidation. All references to common shares have been adjusted to reflect this change.

#### Share-based payment reserve

The share-based payment reserve records items recognized as stock-based compensation expense and other share-based payments until such time that the stock options or warrants are exercised, at which time the corresponding amount will be transferred to share capital.

## RAILTOWN CAPITAL CORP.

Notes to the Financial Statements  
For the year ended September 30, 2018

### 5. Share capital (continued)

#### Stock options

At September 30, 2018, there were no stock options outstanding.

### 6. Income taxes

A reconciliation of the expected income tax recovery to the actual income tax recovery is as follows:

	Year ended September 30, 2018	Year ended September 30, 2017
Net loss	\$ (45,117)	\$ (56,148)
Statutory tax rate	26%	26%
Expected income tax recovery	(11,730)	(14,599)
Change in unrecognized deferred assets	11,730	14,599
Actual income tax recovery	\$ -	\$ -

The Company has the following tax effected deductible temporary differences for which no deferred tax asset has been recognized:

	September 30, 2018	September 30, 2017
Non-capital loss carry-forwards	\$ 68,647	\$ 56,916
Total deferred tax assets	68,647	56,916
Unrecognized deferred tax assets	(68,647)	(56,916)
Net deferred income tax assets	\$ -	\$ -

At September 30, 2018, the company has approximately \$264,000 non-capital losses available, which expire in the years 2031 to 2038.

### 7. Financial instruments

#### Financial risk management

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

#### 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.

## **RAILTOWN CAPITAL CORP.**

Notes to the Financial Statements

For the year ended September 30, 2018

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### **7. Financial instruments (continued)**

#### **Financial risk management (continued)**

##### *Currency risk*

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company operates only in Canada and is therefore not exposed to foreign exchange risk arising from transactions denominated in a foreign currency.

##### *Interest rate risk*

Interest rate risk is the risk that an investment's value will change due to a change in the level of interest rates. The Company is exposed to interest rate risk as its bank account earns interest income at variable rates. The income earned on the bank account is subject to the movements in interest rates. Management considers the risk to be minimal.

##### *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.

### **8. Capital disclosure**

Management's objective is to manage its capital to ensure that there are adequate capital resources to safeguard the Company's ability to continue as a going concern through the optimization of its capital structure. The capital structure consists of share capital and working capital.

In order to achieve this objective, management makes adjustments to it in light of changes in economic conditions and risk characteristics of the underlying assets. To maintain or adjust capital structure, management may invest its excess cash in interest bearing accounts of Canadian chartered banks and/or raise additional funds externally as needed. The Company is not subject to externally imposed capital requirements. The Company's management of capital did not change during the year ended September 30, 2018.