Spirit Bear Capital Corp.
(A Capital Pool Company)

Condensed Interim Financial Statements
For the nine and three months ended October 31, 2018
(Expressed in Canadian Dollars - Unaudited)

SPIRIT BEAR CAPITAL CORP.
(A Capital Pool Company)
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NOTICE OF NO AUDITOR REVIEW OF CONDENSED INTERIM FINANCIAL STATEMENTS

The accompanying unaudited condensed 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 these condensed interim financial statements in accordance with standards established by the Chartered Professional Accountants of Canada for a review of condensed interim financial statements by an entity's auditor.

Under National Instrument 51-102, Part 4, Subsection 4.3(3)(a), if an auditor has not performed a review of the condensed interim financial statements, they must be accompanied by a notice indicating that the condensed interim financial statements have not been reviewed by an auditor

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SPIRIT BEAR CAPITAL CORP.
(A Capital Pool Company)
Condensed Interim Statements of Financial Position
(Expressed in Canadian Dollars)

ASSETS	October 31, 2018	January 31, 2018
Current		
Cash and cash equivalents (Note 3)	$ 992,701	$ 621,924
Receivable	262	2,777
Prepaid expense	258	12,656
TOTAL ASSETS	**$ 993,221**	**$ 637,357**
LIABILITIES		
Current		
Trade payables and accrued liabilities (Note 4)	$ 64,441	$ 100,370
SHAREHOLDERS' EQUITY		
Share capital (Note 5)	1,249,675	776,267
Reserve (Note 5)	42,150	42,150
Accumulated deficit	(363,045)	(281,430)
	928,780	536,987
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	**$ 993,221**	**$ 637,357**

Nature and continuance of operations (Note 1)
Subsequent event (Note 1)

These financial statements are authorized for issuance by the Board of Directors on December 21, 2018.

On behalf of the Board of Directors:

"Zula Kropivnitski"
Director

"John LaGourgue"
Director

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

SPIRIT BEAR CAPITAL CORP.
(A Capital Pool Company)
Condensed Interim Statements of Comprehensive Loss
(Expressed in Canadian Dollars)

	For the three months ended October 31, 2018	For the three months ended October 31, 2017	For the nine months ended October 31, 2018	For the nine months ended October 31, 2017
Expenses				
Bank charges	$ 17	$ 57	$ 102	$ 144
Professional fees	7,755	15,241	47,849	17,196
Office administration	6,106	-	15,106	-
Promotion	1,122	-	2,675	-
Regulatory and shareholders' service	3,389	5,323	16,056	10,487
	18,389	20,621	81,788	27,827
Other items				
Interest income (expense)	(723)	174	173	347
Loss and comprehensive loss for the period	**$ 19,112**	**$ (20,447)**	**$ (81,615)**	**$ (27,480)**
Basic and diluted loss per share	**$ 0.00**	**$ (0.00)**	**$ (0.01)**	**$ (0.01)**
Weighted average number of common shares outstanding – basic and diluted (Note 5)	**10,813,049**	**4,643,478**	**9,876,196**	**3,555,882**

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

SPIRIT BEAR CAPITAL CORP.
(A Capital Pool Company)
Condensed Interim Statements of Cash Flows
(Expressed in Canadian Dollars)

	For the nine months ended October 31,			
	2018		2017	
Cash flows used in operating activities				
Net loss for the period	$	(81,615)	$	(27,480)
Changes in working capital items				
Receivable		162		554
Prepaid expenses		12,398		(9,114)
Trade payables and accrued liabilities		(33,576)		11,395
	$	(102,631)	$	(24,645)
Cash flow from Financing activities				
Shares issued for cash net of cash share issue costs	$	473,408	$	509,166
Change in cash and cash equivalents	$	370,777	$	484,521
Cash and cash equivalents, beginning of period	$	621,924	$	154,733
Cash and cash equivalents, end of period	$	992,701	$	639,254

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

SPIRIT BEAR CAPITAL CORP.
(A Capital Pool Company)
Condensed Interim Statements of Changes in Shareholders' Equity
(Expressed in Canadian Dollars)

	Number of Shares Issued	Share Capital	Reserve	Accumulated Deficit	Total Shareholders' Equity
Balance at January 31, 2017	**4,000,006**	**$ 269,249**	**$ 42,150**	**$ (162,698)**	**$ 148,701**
Stock options expired	**-**	**-**	**(42,150)**	**42,150**	**-**
Net loss for the period	-	-	-	(13,921)	(13,921)
Balance at October 31, 2017	**4,000,006**	**$ 269,249**	**$ -**	**$ (134,469)**	**$ 134,780**
Balance at January 31, 2018	**9,400,006**	**$ 776,267**	**$ 42,150**	**$ (281,430)**	**$ 536,987**
Shares issued, net of share issue costs	5,000,000	473,408	-	-	473,408
Net loss for the period	-	-	-	(81,615)	(81,615)
Balance at October 31, 2018	**14,400,006**	**$ 1,249,675**	**$ 42,150**	**$ (363,045)**	**$ 928,780**

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

1. NATURE AND CONTINUANCE OF OPERATIONS

Spirit Bear Capital Corp. (the "Company") was incorporated under the Business Corporations Act (British Columbia) on November 8, 2011. The Company is classified as a Capital Pool Company ("CPC") while the principal business is the identification and evaluation of assets or a business (the "Qualifying Transaction" ("QT")) and, once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval, if required, and acceptance by regulatory authorities. As the Company was unable to complete its QT by the filing deadline, the Company requested to transfer the listing of the Company's common shares to the NEX trading board of the TSX Venture Exchange ("TSX-V") and reinstate the Company's shares for trading. The Company is presently listed and trading on the NEX under the symbol SBG.H.

On March 16, 2018, the Company entered into a Securities Exchange Agreement (the "Agreement") with FinX Solutions Inc. ("FinX"). On May 15, 2018 the Company terminated the Agreement with FinX Solutions Inc. with no further obligations on either party. The Company continues to aggressively identify and evaluate opportunities for the purpose of completing its qualifying transaction.

The Company's head office, principal address and registered and records office is located at Suite 303, 750 West Pender Street Vancouver, BC V6C 2T7.

These financial statements have been prepared with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. The Company's continuing operations, as intended, are dependent upon its ability to identify, evaluate and negotiate an acquisition of, a participation in or an interest in properties, assets or businesses. Such a transaction will be subject to regulatory approval and may be subject to shareholder approval. Management believes the Company has sufficient working capital to maintain its activities for the upcoming fiscal year.

2. SIGNIFICANT ACCOUNTING POLICIES

The following is a summary of significant accounting policies used in the preparation of these financial statements.

Statement of compliance

These financial statements, including comparatives, have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the IFRS Interpretations Committee ("IFRIC").

This condensed interim financial report does not include all of the information required of a full annual financial report and is intended to provide users with an update in relation to events and transactions that are significant to an understanding of the changes in financial position and performance of the Company since the end of the last annual reporting period. It is therefore recommended that this financial report be read in conjunction with the financial statements of the Company for the year ended January 31, 2018.

The accounting policies applied in preparation of these condensed interim financial statements are consistent with those applied and disclosed in the Company's financial statements for the year ended January 31, 2018.

Basis of presentation

These condensed interim financial statements of the Company have been prepared on an accrual basis and are based on historical costs, modified where applicable. The condensed interim financial statements are presented in Canadian dollars unless otherwise noted.

(Expressed in Canadian Dollars)

3. CASH AND CASH EQUIVALENTS

	October 31, 2018		January 31, 2018	
Cash at bank	$	863,647	$	493,512
Demand deposit		129,054		128,412
	$	**992,701**	**$**	**621,924**

4. TRADE PAYABLES AND ACCRUED LIABILITIES

	October 31, 2018		January 31, 2018	
Trade payables	$	44,247	$	-
Accrued liabilities		20,194		8,500
	$	**64,441**	**$**	**8,500**

5. SHARE CAPITAL AND RESERVE

Authorized Share Capital

Unlimited number of common shares without par value.

On October 9, 2018 the Company closed a private placement and issued a total of 5,000,000 common shares at a price of $0.095 per share, for gross proceeds of $475,000. The Company paid $1,591 in share issuance costs.

On October 3, 2017 the Company closed a private placement and issued a total of 5,400,000 common shares at a price of $0.095 per share, for gross proceeds of $513,000. The Company paid $5,982 in share issuance costs.

Escrow Shares

There are 1,000,006 shares (January 31, 2017 – 1,000,006) subject to escrow restrictions until completion of a QT and will then be released from escrow in tranches over 36 months. The 1,000,006 escrow shares are not included in the calculation of the weighted average number of shares outstanding to determine loss per share.

Stock Options

The Company has an incentive stock options plan in place under which it is authorized to grant options to directors and employees to acquire up to 10% of the Company's issued and outstanding common shares. Under the plan, the exercise price of each option may not be less than the market price of the Company's stock as calculated on the date of grant less the applicable discount. The options can be granted for a maximum term of 5 years and vesting periods are determined by the Board of Directors.

There were no stock option transactions during the nine months ended October 31, 2018. During the year ended January 31, 2018, 500,000 previously issued stock options expired, unexercised.

Reserve

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

6. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy 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 fair value of the Company's receivable and accounts payables approximate their carrying value. The Company's other financial instrument, being cash and cash equivalents, is measured at fair value using Level 1 inputs.

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

(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 cash and cash equivalents held in bank accounts. The Company has deposited the cash and cash equivalents with a high credit quality financial institution as determined by rating agencies. The risk of loss is low.

(b) Liquidity risk:
Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's approach to managing liquidity is to ensure that it will have sufficient liquidity to meet liabilities when due. Trade payables and accrued liabilities are due within the current operating period. The Company has a sufficient cash balance to settle current liabilities.

(c) Market risk:
Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return. The Company is not exposed to market risk.

(d) Interest rate risk:
Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk, from time to time, on its cash balances. Surplus cash, if any, is placed on call with financial institutions and management actively negotiates favorable market related interest rates.

7. CAPITAL DISCLOSURE AND MANAGEMENT

The Company’s objectives when managing capital are to safeguard the Company’s ability to continue as a going concern and to maintain a flexible capital structure which will allow it to pursue the completion of a QT. Therefore, the Company monitors the level of risk incurred in its expenditures relative to its capital structure.

The Company considers its capital structure to include shareholders’ equity. The Company monitors its capital structure and makes adjustments in light of changes in economic conditions and the risk characteristics of the potential underlying assets. To maintain or adjust the capital structure, the Company may issue new equity if available on favorable terms and approved by the TSX-V.

As a CPC, the Company is subject to externally imposed capital requirements as outlined in the TSX-V Policy 2.4 and summarized below:

1) No salary, consulting, management fees or similar remuneration of any kind may be paid directly or indirectly to a related party of the Company or a related party of a QT;

2) Gross proceeds realized from the sale of all securities issued by a CPC may only be used to identify and evaluate assets or businesses and obtain shareholder approval for a QT;

3) No more than the lesser of $210,000 and 30% of the gross proceeds from the sale of securities issued by a CPC may be used for purposes other than to identify and evaluate QT;

4) After the completion of its IPO and until the completion of a QT, a CPC may not issue any securities unless written acceptance of the TSX-V is obtained before the issuance of the securities.

There were no changes in the Company’s approach to capital management during the nine months ended October 31, 2018.