
FTC CARDS INC.

CONDENSED INTERIM FINANCIAL STATEMENTS

**FOR THE NINE MONTHS ENDED
SEPTEMBER 30, 2021**

**(Unaudited – Prepared by Management)
(Expressed in Canadian Dollars)**

NOTICE OF NO AUDITOR REVIEW OF 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 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 financial statements in accordance with standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

FTC CARDS INC.
CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION
AS AT SEPTEMBER 30, 2021 AND DECEMBER 31, 2020
(Unaudited – Prepared by Management)
(Expressed in Canadian Dollars)

	September 30, 2021	December 31, 2020
	\$	\$
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	417,557	65,369
Loans receivable (Note 4)	63,705	-
Goods and services tax recoverable	13,716	1,186
	494,978	66,555
LIABILITIES		
CURRENT LIABILITIES		
Accounts payable (Notes 5, 9)	149,967	21,976
EQUITY		
Share capital (Note 6)	8,904,141	8,305,106
Share subscriptions received (Note 6)	30,000	-
Deficit	(8,589,130)	(8,260,527)
	345,011	44,579
	494,978	66,555

GOING CONCERN (Note 2(c))
SUBSEQUENT EVENTS (Note 10)

Approved on behalf of the Board of Directors on November 29, 2021:

"Robert Kiesman"

Robert Kiesman, Director

"Kyle Haddow"

Kyle Haddow, Director

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

FTC CARDS INC.**CONDENSED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2021 AND 2020**

(Unaudited – Prepared by Management)

(Expressed in Canadian Dollars)

	Three Months Ended September 30, 2021 \$	Three Months Ended September 30, 2020 \$ (Restated: Note 1)	Nine Months Ended September 30, 2021 \$	Nine Months Ended September 30, 2020 \$ (Restated: Note 1)
EXPENSES				
Accounting and audit	-	-	14,237	3,100
Consulting, director and management fees	46,000	-	156,000	63,980
Transfer agent and filing fees	3,730	-	11,568	2,196
Foreign exchange	33	(4,807)	1,451	5,062
Legal fees	112,849	-	144,888	53,119
Office and miscellaneous expenses	344	43	459	1,264
NET INCOME (LOSS) AND COMPREHENSIVE INCOME (LOSS) FROM CONTINUING OPERATIONS	(162,956)	4,764	(328,603)	(128,721)
DISCONTINUED OPERATIONS				
Loss from subsidiary sold (Note 1)	-	(31,134)	-	(81,053)
NET LOSS	(162,956)	(26,370)	(328,603)	(209,774)
BASIC AND DILUTED LOSS PER SHARE	(0.01)	(0.01)	(0.04)	(0.06)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING - BASIC AND DILUTED	15,535,101	3,535,101	7,974,661	3,535,101

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

FTC CARDS INC.
CONDENSED INTERIM STATEMENTS OF CASH FLOWS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2021 AND 2020
(Unaudited – Prepared by Management)
(Expressed in Canadian Dollars)

	Nine Months Ended September 30, 2021	Nine Months Ended September 30, 2020
	\$	\$
	(Restated: Note 1)	
OPERATING ACTIVITIES		
Loss for the period	(328,603)	(128,721)
Items not involving cash:		
Foreign exchange loss on loan receivable	55	-
	(328,548)	(128,721)
Changes in non-cash working capital items:		
Goods and services taxes recoverable	(12,530)	(187)
Accounts payable and accrued liabilities	127,991	(1,172)
CASH FLOWS USED IN OPERATING ACTIVITIES	(213,087)	(130,080)
INVESTING ACTIVITIES		
Loans receivable advanced	(63,760)	-
CASH FLOWS USED BY INVESTING ACTIVITIES	(63,760)	-
FINANCING ACTIVITIES		
Proceeds from the issuance of common shares, net	599,035	-
Share subscriptions received	30,000	-
CASH FLOWS PROVIDED BY FINANCING ACTIVITIES	629,035	-
CHANGE IN CASH DURING THE PERIOD	352,188	(130,080)
CASH, BEGINNING OF PERIOD	65,369	144,839
CASH, END OF PERIOD	417,557	14,759
Cash paid for:		
Income taxes	-	-
Interest	-	-

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

FTC CARDS INC.
CONDENSED INTERIM STATEMENTS OF CHANGES IN EQUITY
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2021 AND 2020

(Unaudited – Prepared by Management)

(Expressed in Canadian Dollars)

	Number of Shares	Share Capital	Share Subscriptions Received	Capital Transactions	Retained Earnings	Accumulated Other Comprehensive Income	Total Equity
		\$	\$	\$	\$	\$	\$
Balance as at December 31, 2019	3,535,101	8,305,106	-	(309,554)	(5,679,161)	(2,811,496)	(495,105)
Net loss	-	-	-	-	(209,774)	-	(209,774)
Foreign currency translation gain	-	-	-	-	-	119,869	119,869
Balance as at September 30, 2020	3,535,101	8,305,106	-	(309,554)	(5,888,935)	(2,691,627)	(585,010)
Balance as at December 31, 2020	3,535,101	8,305,106	-	-	(8,260,527)	-	44,579
Issuance of common shares, net	12,000,000	599,035	-	-	-	-	599,035
Share subscriptions received	-	-	30,000	-	-	-	30,000
Net loss	-	-	-	-	(328,603)	-	(328,603)
Balance as at September 30, 2021	15,535,101	8,904,141	30,000	-	(8,589,130)	-	345,011

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

FTC CARDS INC.**NOTES TO THE FINANCIAL STATEMENTS****FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2021**

(Unaudited – Prepared by Management)

(Expressed in Canadian dollars)

1. NATURE OF BUSINESS

FTC Cards Inc. ("FTC", "FTC Canada" and the "Company") was incorporated under the name "0934977 B.C. Ltd." under the laws of the Province of British Columbia by articles of incorporation dated March 9, 2012. On May 16, 2012, the name was changed to "FTC Cards Inc."

On May 21, 2021, the Company completed a consolidation of its shares on a 16.5:1 basis. Immediately after the consolidation was effective, there were 3,535,101 issued and outstanding shares. These financial statements retrospectively reflect this share consolidation for all shares and per share amounts.

The Company was incorporated by CTF Technologies Inc. ("CTF") for the purposes of completing a reorganization whereby, pursuant to the terms of an Arrangement agreement between CTF and FleetCor Technologies Inc. ("FleetCor"), FleetCor would acquire all of the shares of CTF from its existing shareholders and FTC Canada would be "spun-out" from CTF, ie. all of the shares of FTC Canada owned by CTF would be dividended to its shareholders so that the former CTF shareholders became the new shareholders of FTC Canada. Consequently, on July 3, 2012, the completion date, FTC Canada ceased to be a wholly-owned subsidiary of CTF and became a reporting issuer, although its common shares are currently not listed on any exchange for trading in Canada or elsewhere.

Also, pursuant to the terms of the Arrangement agreement, when the FTC Canada shares were issued to CTF, in return the Company acquired approximately 90.5% of the equity of FTC Cards Processamento e Serviços de Fidelização Ltda. ("FTC Brazil") from CTF and assumed the management of the business of FTC Brazil. FTC Brazil is a limited liability company (sociedade limitada) under the laws of Brazil and was incorporated on April 7, 2011. The balance of the equity in FTC Brazil is held by Technis Planejamento e Gestão em Negócios Ltda. ("Technis"), a limited liability company (sociedade limitada) under the laws of Brazil and an unrelated party.

On October 17, 2014, at the request of the minority shareholder of FTC Brazil, the 9.5 per cent interest held by Technis was repurchased and cancelled, such that FTC Brazil became a wholly-owned subsidiary of FTC Canada with effect from October, 2014.

Effective December 1, 2017, FTC Brazil changed its registered name from FTC Cards Processamento e Serviços de Fidelização Ltda. to "Syspoints Servicos de Informatica Ltda."

On December 30, 2020, the Company sold FTC Brazil to its major shareholder. As a consequence, these financial statements are no longer consolidated, and reflect solely the financial position and results of the parent Canadian company, FTC Cards Inc. for the period ended September 30, 2021 with comparative restated amounts for the prior year.

On May 7, 2021, the Company entered into a non-binding letter of intent with Beyond Oil Ltd. ("Beyond Oil") to acquire, through a series of steps, all of the issued and outstanding securities of Beyond Oil. Beyond Oil is a developer and manufacturer of an innovative proprietary and patented formulation which eliminates the free fatty acids from cooking oil while preserving the oil's quality and nutritional values.

FTC entered into a definitive share purchase agreement dated September 26, 2021 (the "SPA") among FTC, Beyond Oil, and the shareholders of Beyond Oil (the "Shareholders"). Pursuant to the SPA, FTC will acquire all the issued and outstanding securities of Beyond Oil, in exchange for securities of FTC, constituting a reverse takeover (together with the related transactions and corporate procedures set forth in the SPA, the "Transaction").

The registered and records office of FTC Canada is located at 1500 Royal Centre, 1055 West Georgia Street, Vancouver, BC V6E 4N7. The head office of FTC Canada is located at 33157 Tunbridge Avenue, Mission, BC V2V 6X9.

FTC CARDS INC.
NOTES TO THE FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2021
(Unaudited – Prepared by Management)
(Expressed in Canadian dollars)

2. BASIS OF PREPARATION

a) Statement of compliance

These unaudited condensed interim financial statements of the Company have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”). These condensed interim financial statements do not include all of the information required for full annual financial statements and should be read in conjunction with the audited financial statements and notes thereto as of and for the year ended December 31, 2020. These financial statements were authorized for issue by the Board of Directors on November 29, 2021.

b) Basis of presentation

These unaudited condensed interim financial statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit and loss, which are stated at their fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information. These condensed interim financial statements follow the same accounting policies and methods of application as the annual audited financial statements for the year ended December 31, 2020. The adoption of new accounting standards has had no material impact on the condensed interim financial statements.

c) Going concern

These unaudited condensed interim financial statements have been prepared on the basis of accounting principles applicable to a going concern which assumes 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, and its financial success is dependent upon the extent to which it can successfully raise the capital to implement its future plans. As at September 30, 2021, the Company had working capital of \$345,011, an accumulated deficit of \$8,589,130 and no source of revenues.

These factors indicate the existence of a material uncertainty that may cast significant doubt on the ability of the Company to continue as a going concern. These financial statements have been prepared on a going concern basis, which assumes that the Company will be able to meet its obligations and continue its operations for its next fiscal year.

Realization values may be substantially different from carrying values as shown and these financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. Such adjustment could be material.

In March 2020 the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. The impact on the Company is not currently determinable but management continues to monitor the situation.

2. BASIS OF PREPARATION (continued)

c) Use of estimates and judgments

The preparation of these unaudited condensed interim financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the condensed interim financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates.

These condensed interim financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the condensed interim financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the financial position reporting date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

Critical accounting judgments

- i. The determination of the Company's ability to continue as a going concern requires management to make judgments and assumptions of future events.

d) Functional and reporting currency

These unaudited condensed interim financial statements are presented in Canadian dollars, which is the functional and reporting currency of the Company.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

These unaudited condensed interim financial statements follow the same accounting policies and methods of application as the annual audited financial statements for the year ended December 31, 2020.

FTC CARDS INC.**NOTES TO THE FINANCIAL STATEMENTS****FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2021**

(Unaudited – Prepared by Management)

(Expressed in Canadian dollars)

4. PROPOSED TRANSACTION AND LOANS RECEIVABLE

On May 7, 2021, the FTC entered into a non-binding letter of intent with Beyond Oil Ltd. ("Beyond Oil") to acquire, through a series of steps, all of the issued and outstanding securities of Beyond Oil. Beyond Oil is a developer and manufacturer of an innovative proprietary and patented formulation which eliminates the free fatty acids from cooking oil while preserving the oil's quality and nutritional values.

FTC entered into a definitive share purchase agreement dated September 26, 2021 (the "SPA") among FTC, Beyond Oil, and the shareholders of Beyond Oil (the "Shareholders"). Pursuant to the SPA, FTC will acquire all the issued and outstanding securities of Beyond Oil, in exchange for securities of FTC, constituting a reverse takeover (together with the related transactions and corporate procedures set forth in the SPA, the "Transaction").

In connection with the completion of the Transaction, FTC will apply to list on the Canadian Securities Exchange (the "CSE"). The listing will be subject to the approval of the CSE.

Transaction Terms

Pursuant to the terms of the SPA, and subject to certain conditions, including receipt of applicable regulatory and shareholder approvals, at the closing of the Transaction (the "Closing"), FTC will acquire all the issued and outstanding securities of Beyond Oil. At the Closing, Beyond Oil will become a wholly-owned subsidiary of FTC (after the Closing, the "Resulting Issuer").

At the Closing, the shareholders of Beyond Oil will be issued: (a) such number of common shares of FTC (after the Closing, "Resulting Issuer Shares") that equals 50% plus 1 share of the total number of issued and outstanding Resulting Issuer Shares after giving effect to the Transaction (the "Vend-in Shares"); and (b) such number of warrants of the Resulting Issuer that equals 50% plus 1 share of the total number of issued and outstanding warrants of the Resulting Issuer outstanding after giving effect to the Transaction (the "Consideration Warrants"). Each Consideration Warrant will be exercisable for one Resulting Issuer Share at an exercise price of \$1.18 per share for a period of 12 months from the date of Closing ("Closing Date").

In addition, the selling shareholders will be entitled to, in the aggregate, that number of Resulting Issuer Shares as is equal to 10% of the issued and outstanding Resulting Issuer Shares as at the Closing (for a total of 40%), upon satisfaction of each of the following:

- a) the Resulting Issuer obtaining orders for at least US\$3 million from customers within 12 months of the Closing;
- b) the Resulting Issuer achieving US\$6 million in cumulative sales within 18 months of the Closing;
- c) the Resulting Issuer achieving US\$13 million in cumulative sales within 30 months of the Closing;
- d) the Resulting Issuer reaching positive EBITDA by the end of its fiscal year ended December 31, 2023

If the Resulting Issuer signs a definitive agreement with a major industry partner or oil producer on or before December 31, 2023 that results in the Resulting Issuer receiving US\$10 million in revenues over a 24 month period, such milestone may be used as a replacement for any one milestone in (a), (b), (c) or (d) above. The Resulting Issuer Shares issuable upon satisfaction of one or more of such milestones, the "Deferred Payment Shares". The Deferred Payment Shares will be issued upon the exercise of contingent value rights (the "Contingent Rights") issued at Closing and qualified by the Prospectus (as defined below).

In addition, all 120,922 existing stock options of Beyond Oil will be exchanged for that same number of options of the Resulting Issuer on economically equivalent terms (the "Replacement Options") and all outstanding common share purchase warrants of Beyond Oil will be cancelled at Closing.

The SPA provides that no party will solicit or negotiate with any other entities with respect to a transaction similar to the Transaction.

FTC CARDS INC.**NOTES TO THE FINANCIAL STATEMENTS****FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2021**

(Unaudited – Prepared by Management)

(Expressed in Canadian dollars)

4. PROPOSED TRANSACTION AND LOANS RECEIVABLE (continued)

In addition to any legends required pursuant to applicable securities laws, all of the Vend-in Shares will be subject to a 36-month staged escrow, and 2,565,536 Vend-In Shares will be subject to a 24 month hold period pursuant to Israeli tax laws.

The completion of the Transaction is subject to the satisfaction of certain conditions, including but not limited to: (a) closing of the Concurrent Financing (as defined below); (b) the Resulting Issuer having cash of at least US\$3.5 million (less the amount of the Seed Loan and Bridge Loan, if any) and no liabilities other than Beyond Oil's Transaction expenses; (c) the absence of any material adverse change in the business of either Beyond Oil or FTC; (d) no proceeding or law being enacted or commenced that frustrates the consummation of the Transaction; (f) receipt of a pre-tax ruling from the Israeli Tax Authority; (g) the amendment of certain agreements to which Beyond Oil is a party; (h) approval of the shareholders of FTC to certain amendments to the articles of FTC and election of the Beyond Oil nominees to the board of directors of the Resulting Issuer (the "Resulting Issuer Board"); and (i) the receipt of all requisite regulatory, stock exchange or governmental authorizations and consents, including the approval of the CSE and receipt from the BC Securities Commission in respect of a prospectus qualifying the distribution of the Units pursuant to the Concurrent Financing, the Vend-In shares, the Consideration Warrants and the Contingent Rights (the "Prospectus"). Accordingly, there can be no assurance that the Transaction will be completed on the terms proposed above, or at all.

If Beyond Oil terminates the SPA for any reason other than as provided in the SPA or FTC terminates the SPA: (a) due to a material breach by Beyond Oil of any representation, warranty or covenant which Beyond Oil has failed to cure within ten business days; or (b) as a result of Beyond Oil completing an alternative transaction, Beyond Oil will pay FTC a termination fee of \$150,000 within 5 business days of such termination and repay the Seed Loan and Bridge Loan (as defined below), in accordance with the terms thereof. Finally, If Beyond Oil terminates the SPA due to a material breach by FTC of any representation, warranty or covenant which FTC has failed to cure within ten business days, FTC shall reimburse Beyond Oil its Transaction related expenses.

The SPA also contains customary representations and warranties and indemnities for breaches of representations and warrants, pre-closing tax losses and breaches of covenants in the SPA. Fifty percent of the unissued Contingent Rights will effectively be granted as security for the indemnification obligations of the shareholders and may be cancelled if, and to the extent, of an indemnification obligation.

Seed Financing & Seed Loan

As disclosed in FTC's news release dated June 22, 2021, FTC completed a seed financing comprised of 12,000,000 FTC Shares at a price of \$0.05 per share for gross proceeds of \$600,000 (the "Seed Financing"). All of the FTC Shares issued pursuant to the Seed Financing remain subject to a statutory hold period ending on October 23, 2021. In addition, if the Transaction completes, all of the 6,750,000 Resulting Issuer Shares issued in the Seed Financing to certain advisors of FTC will be subject to a contractual hold period whereby: (a) 25% of such FTC Shares will be free trading on the listing date of the Resulting Issuer ("Listing Date"); and (b) 25% of such FTC Shares will be free trading at each of the dates that are 6, 12 and 18 months from the Listing Date. All of the other 5,250,000 FTC Shares issued in the Seed Financing will be deposited into escrow upon closing of the Transaction, as required by the policies of the CSE and applicable securities laws.

After completion of the Seed Financing, on July 7, 2021, FTC loaned Beyond Oil US\$50,000 (\$63,760) pursuant to an unsecured promissory note (the "Seed Loan"). Proceeds from the Seed Loan have been used by Beyond Oil for expenses related to the Transaction and for general working capital. After adjusting for the effects of foreign exchange, the carrying value of the Seed Loan at September 30, 2021 was \$63,705.

FTC CARDS INC.**NOTES TO THE FINANCIAL STATEMENTS****FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2021**

(Unaudited – Prepared by Management)

(Expressed in Canadian dollars)

4. PROPOSED TRANSACTION AND LOANS RECEIVABLE (continued)Bridge Financing & Bridge Loan

Pursuant to the SPA, FTC is undertaking a bridge financing comprised of approximately 2,500,000 FTC Shares at a price of \$0.50 per share, for gross proceeds of approximately \$1,250,000 (the "Bridge Financing"). All of the FTC Shares issued pursuant to the Bridge Financing will be subject to a statutory hold period ending four months plus one day after closing of the Bridge Financing. FTC may pay a finder's fee equal to 7% in cash to certain finders from proceeds in the Bridge Financing. As at September 30, 2021, FTC had received \$30,000 for subscriptions to the Bridge Financing.

It is expected that net proceeds from the Bridge Financing will be used by FTC for expenses related to the Transaction, for general working capital and for a secured loan to Beyond Oil (the "Bridge Loan"). It is expected that proceeds from the Bridge Loan will be used by Beyond Oil to begin implementing Beyond Oil's business plan, for expenses related to the Transaction and for general working capital.

Concurrent Financing

As a condition to closing of the Transaction, FTC intends to complete a concurrent private placement (the "Concurrent Financing") of non-transferable special warrants ("Special Warrants") for aggregate proceeds of approximately \$3,500,000.

It is expected that each Special Warrant will have an issue price of \$0.75 per Special Warrant, or such other price as determined by the board of directors (the "FTC Board") of FTC (the "Special Warrant Issue Price"). Each Special Warrant will automatically convert, without the payment of any additional consideration (other than the proceeds paid by FTC in accordance with the Concurrent Financing), into one unit ("Unit"), on the date that is the earlier of: (a) the third business day after receipt of the Prospectus; and (b) 4 months and a day after the issue date of the Special Warrants.

Each Unit will be comprised of one FTC Share and one half of one warrant (the "Concurrent Warrants"), each whole Concurrent Warrant being exercisable for one Resulting Issuer Share at an exercise price of \$1.25 per share for a period of 12 months after the Closing Date.

It is intended that the net proceeds from the Concurrent Financing will be used to complete the Transaction, to continue to implement Beyond Oil's business plan, including sales & marketing, product development, and for general working capital.

Subject to the approval of the Exchange, the Resulting Issuer has agreed to pay to Pinhas Or, the founder of Beyond Oil, the sum of US\$500,000 upon the Resulting Issuer receiving at least \$2,500,000 pursuant to the exercise of Concurrent Warrants and Consideration Warrants.

The SPA provides that the Resulting Issuer may pay finders' fees to certain finders in the amount of 7.5% of gross proceeds in cash and the issuance to certain finders of the number of finder's warrants ("Finders' Warrants") equal to 7.5% of the number of securities sold in the Concurrent Financing, where each Finders' Warrant will be exercisable to purchase one Resulting Issuer Share at the Special Warrant Issue Price for a period of one year after the Closing.

Finders' Fee Shares

The SPA provides that the Resulting Issuer will issue such number of Resulting Issuer Shares as are equal to an aggregate of 7% of the number of Vend-in Shares (the "Finders' Fee Shares") being issued in connection with the Transaction to certain finders. It is expected that the distribution of the Finders' Fee Shares will be qualified by the Prospectus.

FTC CARDS INC.
NOTES TO THE FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2021
(Unaudited – Prepared by Management)
(Expressed in Canadian dollars)

4. PROPOSED TRANSACTION AND LOANS RECEIVABLE (continued)

Resulting Issuer

On closing of the Transaction, FTC will change its name to "Beyond Oil Ltd." and will carry on the business conducted by Beyond Oil, and the Resulting Issuer Shares will be listed under a new trading symbol.

5. ACCOUNTS PAYABLE

The Company's accounts payable are as follows:

	September 30, 2021	December 31, 2020
Trade payables	133,204	21,976
Due to related parties (Note 8)	16,763	-
	149,967	21,976

6. SHARE CAPITAL

a) Authorized

Unlimited number of common shares without par value.

b) Share consolidation

On May 21, 2021, the Company completed a consolidation of its shares on a 16.5:1 basis. Immediately after the consolidation was effective, there were 3,535,101 issued and outstanding shares.

c) On June 22, 2021, the Company closed a non-brokered private placement of 12,000,000 common shares, at a price of \$0.05 per share, for gross proceeds of \$600,000. The Company incurred cash share issuance costs of \$965.

d) On September 27, 2021, the Company announced a non-brokered private placement of up to 2,500,000 common shares, at a price of \$0.50 per share, for gross proceeds of up to \$1,250,000. During the period ended September 30, 2021, the Company received \$30,000 for subscriptions to the private placement.

e) On September 26, 2021, the Company adopted a stock option plan (the "Stock Option Plan"). The Stock Option Plan provides that the aggregate number of securities reserved for issuance will be 10% of the number of common shares of the Company issued and outstanding from time to time. The Stock Option Plan is administered by the Board of Directors of the Company, which has full and final authority with respect to the granting of all options thereunder. Options may be granted under the Stock Option Plan to such service providers of the Company and its affiliates, if any, as the Board of Directors may from time to time designate. The exercise prices will be determined by the Board of Directors, but will, in no event, be less than the closing market price of Common Shares on: (a) the trading day prior to the date of grant of the stock options; and (b) the date of grant of the stock options. All options granted under the Stock Option Plan will expire not later than the date that is ten years from the date that such options are granted. Options granted under the Stock Option Plan are not transferable or assignable other than by testamentary instrument or pursuant to the laws of succession

FTC CARDS INC.
NOTES TO THE FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2021
(Unaudited – Prepared by Management)
(Expressed in Canadian dollars)

7. MANAGEMENT OF CAPITAL

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern. The Company does not have any externally imposed capital requirements to which it is subject.

As at September 30, 2021 the Company considers capital to be comprised of all components of equity. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue common shares or dispose of assets or adjust the amount of cash.

8. FINANCIAL INSTRUMENTS

Fair Values

The Company's financial instruments consist of cash, loans receivable and accounts payable, the fair values of which approximate their carrying values because of their current nature.

The following table summarizes the carrying values of the Company's financial instruments at September 30, 2021:

	Category	\$
Cash	FVTPL	417,557
Loans receivable	Amortized cost	63,705
Accounts payable	Amortized cost	149,967

The Company classifies its fair value measurements in accordance with the three level fair value hierarchies as follows:

- 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 (i.e. as prices) or indirectly (i.e. derived from prices), and
- Level 3 – Inputs that are not based on observable market data

The following table sets forth the Company's financial assets measured at fair value on a recurring basis by level within the fair value hierarchy at September 30, 2021, as follows:

	Level 1	Level 2	Level 3	Total
	\$	\$	\$	\$
Cash	417,557	-	-	417,557

Credit Risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. Financial instruments that potentially subject the Company to concentrations of credit risks consist principally of cash. To minimize the credit risk, the Company places cash with high credit quality financial institutions. As at September 30, 2021, the maximum amount of credit risk the Company is exposed to through its financial assets is \$63,705.

FTC CARDS INC.
NOTES TO THE FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2021
(Unaudited – Prepared by Management)
(Expressed in Canadian dollars)

8. FINANCIAL INSTRUMENTS (continued)

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due (see Note 2(c)). The Company manages liquidity risk through the management of its capital structure and financial leverage as outlined above. The Company requires financing to meet its short-term obligations to support operations.

The Company monitors its ability to meet its short-term expenditures for the identification, evaluation and acquisition of assets of a business by raising additional funds through share issuance when required. The following are the contractual maturities of financial liabilities as at September 30, 2021:

	Carrying Amount	Contractual Cash Flows	Within 1 year	Within 2 years	Within 3 years	Over 3 years
	\$	\$	\$	\$	\$	\$
Accounts payable	149,967	149,967	149,967	-	-	-

9. RELATED PARTY TRANSACTIONS AND BALANCES

The Company considers its officers and directors to be key management personnel.

During the nine months ended September 30, 2021 and 2020, the Company's transactions with related parties are as follows:

	Nine Months Ended September 30, 2021	Nine Months Ended September 30, 2020
A company controlled by the CEO (director fees)	7,250	-
CFO (management fees)	4,000	-
An independent director (director fees)	4,000	-
Corporate Secretary (management fees)	5,750	-
Total	21,000	-

As at September 30, 2021 and December 31, 2020, the Company had the following amounts owed to related parties.

	September 30, 2021	December 31, 2020
A company controlled by the CEO	7,613	-
CFO	4,200	-
An independent director	4,200	-
Corporate Secretary	750	-
Corporate Secretary	16,763	-

FTC CARDS INC.**NOTES TO THE FINANCIAL STATEMENTS****FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2021**

(Unaudited – Prepared by Management)

(Expressed in Canadian dollars)

10. EVENTS AFTER THE REPORTING DATE

On November 8, 2021, the Company granted 975,000 stock options to certain directors, officers and consultants. The options have an exercise price of \$0.50 per share and an expiry date of November 8, 2031. All of the options vested immediately.

Pursuant to the SPA (Note 4), the Company:

- a) On October 1, 2021, loaned \$105,000 (\$134,850) to Beyond Oil, as a Seed Loan.
- b) On November 5, 2021, closed the first tranche of the Bridge Financing. A total of 1,528,000 common shares were issued for gross proceeds of \$764,000.
- c) On November 17, 2021, loaned \$450,000 (\$571,860) to Beyond Oil, being the first tranche of the Bridge Loan.
- d) On November 26, 2021, closed the second tranche of the Bridge Financing. A total of 972,000 common shares were issued for gross proceeds of \$486,000.