



BLOXLabs

Condensed Interim Consolidated Financial Statements

Nine Month Period Ended

December 31, 2018

(Expressed in Canadian Dollars)

(Unaudited)

NOTICE TO READER

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

The accompanying unaudited condensed interim consolidated financial statements have been prepared by and are the responsibility of the management. The Company's independent auditor has not performed a review of these interim financial statements.

Blox Labs Inc.

Condensed Interim Consolidated Statements of Financial Position

(Expressed in Canadian Dollars)

(Unaudited)

	December 31, 2018	March 31, 2018
	(\$)	(\$)
ASSETS		
Current assets		
Cash	327,330	387,233
HST and other receivables	15,330	14,179
Prepaid expenses (Note 6)	233,742	-
Short-term investment (Note 4)	108,976	148,976
	<u>685,378</u>	<u>550,388</u>
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities		
Accounts payable and accrued liabilities (Note 5)	39,097	40,418
Shareholders' equity		
Share capital (Note 7)	2,244,660	1,106,495
Contributed surplus (Note 7)	949,248	436,494
Warrants (Note 7)	518,233	524,830
Deficit	(3,065,860)	(1,557,849)
	<u>646,281</u>	<u>509,970</u>
	<u>685,378</u>	<u>550,388</u>

Nature of Operations and Going Concern (Note 1)

On behalf of the Board:

"Jeff Zanini"

Jeff Zanini - Director

"Jerry Habuda"

Jerry Habuda - Director

See accompanying notes to the condensed interim consolidated financial statements

Blox Labs Inc.

Condensed Interim Consolidated Statements of Loss and Comprehensive Loss

(Expressed in Canadian Dollars)

(Unaudited)

	Three Month Period Ended December 31, 2018	Three Month Period Ended December 31, 2017	Nine Month Period Ended December 31, 2018	Nine Month Period Ended December 31, 2017
	(\$)	(\$)	(\$)	(\$)
Revenue	62,500	50,000	62,500	50,000
Expenses				
General and administrative	4,622	4,200	18,367	10,312
Management fees (Note 6)	39,054	63,000	131,509	63,000
Marketing and promotion	23,580	2,750	111,958	2,750
Professional and consulting fees (Note 6)	161,157	92,207	664,549	124,739
Rent	6,330	-	18,990	-
Research and development	11,724	-	52,259	-
Stock-based compensation	223,800	-	513,300	-
Transfer and filing fees	9,815	2,150	22,881	5,150
	480,082	164,307	1,533,813	205,951
Loss before other items	(417,582)	(114,307)	(1,471,313)	(155,951)
Other items				
Change in fair value of short-term investments (Note 4)	(10,000)	-	(40,000)	-
Interest income	784	808	1,902	1,064
Other income	(1,400)	-	1,400	-
Loss and comprehensive loss for the period	(428,198)	(113,499)	(1,508,011)	(154,887)
Basic and diluted loss per common share:	(0.00)	(0.00)	(0.01)	(0.00)
Weighted average common shares outstanding:				
Basic	117,419,432	50,888,478	105,253,817	37,217,727
Diluted	117,419,432	50,888,478	105,253,817	37,217,727

See accompanying notes to the condensed interim consolidated financial statements

Blox Labs Inc.

Condensed Interim Consolidated Statement of Changes in Shareholders' Equity

(Expressed in Canadian Dollars)

(Unaudited)

	Share capital		Contributed Surplus	Warrants	Deficit	Total
	Number of Shares	Amount (\$)				
Balance at March 31, 2017	30,345,003	640,562	436,494	293,967	(1,281,636)	89,387
Loss and comprehensive loss for the period	-	-	-	-	(154,887)	(154,887)
Balance at December 31, 2017	30,345,003	640,562	436,494	293,967	(1,436,523)	(65,500)
Share issuance - private placement	42,000,000	465,800	-	230,896	-	696,696
Share issuance - warrant exercise	3,000	133	-	(33)	-	100
Loss and comprehensive loss for the period	-	-	-	-	(121,326)	(121,326)
Balance at March 31, 2018	72,348,003	1,106,495	436,494	524,830	(1,557,849)	509,970
Share issuance - private placement	44,465,994	1,111,650	-	-	-	1,111,650
Share issuance - warrant exercise	600,000	26,597	-	(6,597)	-	20,000
Share issuance - option exercise	10,000	1,146	(546)	-	-	600
Share issuance costs	-	(1,228)	-	-	-	(1,228)
Vesting of stock options	-	-	513,300	-	-	513,300
Loss and comprehensive loss for the period	-	-	-	-	(1,508,011)	(1,508,011)
Balance at December 31, 2018	117,423,997	2,244,660	949,248	518,233	(3,065,860)	646,281

See accompanying notes to the condensed interim consolidated financial statements

Blox Labs Inc.

Condensed Interim Consolidated Statements of Cash Flows

(Expressed in Canadian Dollars)

(Unaudited)

	Nine Month Period Ended December 31, 2018	Nine Month Period Ended December 31, 2017
	(\$)	(\$)
CASH PROVIDED BY (USED IN)		
OPERATING ACTIVITIES		
Net income for the period	(1,508,011)	(154,887)
Items not affecting cash		
Change in fair value of short-term investment	40,000	-
Stock-based compensation	513,300	-
Changes in non-cash working capital items:		
HST and other receivables	(1,151)	(1,541)
Prepaid expenses	(233,742)	-
Accounts payable and accrued liabilities	(1,321)	506
	<u>(1,190,925)</u>	<u>(155,922)</u>
FINANCING ACTIVITIES		
Proceeds from private placement	1,111,650	-
Proceeds from exercise of options and warrants	20,600	-
Share issuance costs	(1,228)	-
	<u>1,131,022</u>	<u>-</u>
Change in cash during the period	(59,903)	(155,922)
Cash - beginning of period	<u>387,233</u>	<u>110,049</u>
Cash - end of period	<u>327,330</u>	<u>(45,873)</u>

Supplemental Cash Flow Information (Note 10)

See accompanying notes to the condensed interim consolidated financial statements

Blox Labs Inc.

Notes to the Condensed Interim Consolidated Financial Statements

Nine Month Period Ended December 31, 2018

(Expressed in Canadian dollars)

1. Nature of Operations and Going Concern

Blox Labs Inc. (the “Company” or “Blox”) was incorporated on April 4, 2014 under the laws of the province of British Columbia. The Company changed its name from Big Rock Labs Inc. to Blox Labs Inc. on November 16, 2017. The Company’s offices are located at Suite 206, 213 Sterling Road, Toronto, Ontario, Canada, M6R 2B2. Blox is a technology development company focused on creating best-in-class software solutions driven by emerging trends in Blockchain, Smart Contracts and Decentralized Applications (DApps). The Company’s shares are traded on the Canadian Securities Exchange (“CSE”) under the symbol “BLOX”.

These condensed interim consolidated financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. The Company had cash of \$327,330, working capital of \$646,281 and a cumulative deficit of \$3,065,860 as at December 31, 2018.

The above conditions cast significant doubt on the Company’s ability to continue as a going concern. The Company’s continuation as a going concern is dependent upon its ability to attain profitable operations and generate funds therefrom and/or raise equity capital or borrowings sufficient to meet current and future obligations. If for any reason, the Company is unable to maintain cash flows and continue as a going concern, then this could result in adjustments to the amounts and classifications of assets and liabilities in the Company’s consolidated financial statements and such adjustments could be material.

2. Basis of Preparation

These condensed interim consolidated financial statements, including comparatives, have been prepared in accordance with International Accounts Standards (“IAS”) 34, “Condensed Interim Financial Reporting” using accounting policies consistent with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and Interpretations issued by the International Financial Reporting Interpretations Committee (“IFRIC”).

The accounting policies applied in these condensed interim financial statements are consistent with those stated in the Company’s most recent annual audited financial statements, except for any new standards and amendments adopted (Note 3). Accordingly, these condensed interim financial statements should be read in conjunction with the Company’s annual financial statements for the year ended March 31, 2018.

On November 22, 2017, the Company completed a consolidation of its common shares at a ratio of one new share for every two old shares. On July 4, 2018, the Company completed a share split of its common shares at a ratio of three new shares for every one old share. Consequently, all share and per share amounts in these condensed interim consolidated financial statements have been restated to reflect these adjustments to share capital.

These condensed interim consolidated financial statements were approved by the Board of Directors of the Company on March 1, 2019.

Blox Labs Inc.

Notes to the Condensed Interim Consolidated Financial Statements

Nine Month Period Ended December 31, 2018

(Expressed in Canadian dollars)

3. Summary of Significant Accounting Policies

During the period ended December 31, 2018, the Company adopted the following accounting standards:

IFRS 9, Financial Instruments – Classification and Measurement

IFRS 9 is a new standard on financial instruments that will replace IAS 39, *Financial Instruments: Recognition and Measurement*.

IFRS 9 addresses classification and measurement of financial assets and financial liabilities as well as derecognition of financial instruments. IFRS 9 has two measurement categories for financial assets: amortized cost and fair value. All equity instruments are measured at fair value. A debt instrument is at amortized cost only if the entity is holding it to collect contractual cash flows and the cash flows represent principal and interest. Otherwise it is at fair value through profit or loss.

IFRS 15, Revenue from Contracts with Customers

IFRS 15 is a new standard to establish principles for reporting the nature, amount, timing, and uncertainty of revenue and cash flows arising from an entity's contracts with customers. It provides a single model in order to depict the transfer of promised goods or services to customers. IFRS 15 supersedes IAS 11, *Construction Contracts*, IAS 18, *Revenue*, IFRIC 13, *Customer Loyalty Programs*, IFRIC 15, *Agreements for the Construction of Real Estate*, IFRIC 18, *Transfers of Assets from Customers*, and SIC-31, *Revenue – Barter Transactions involving Advertising Service*.

The adoption of these standards did not have a material impact on the Company's financial statements.

4. Short-term Investment

Short-term investment is recorded at fair value and consists of 2,000,000 units held in Sonoro Energy Ltd., a Canadian publicly traded corporation, with an acquisition cost of \$100,000. Each unit consists of a common share and a share purchase warrant wherein each share purchase warrant is exercisable into an additional common share at \$0.10 for a period of two years from the date of closing.

The Company has classified its short-term investment as fair value through profit or loss and recorded an unrealized loss of \$40,000 (2017 – \$Nil) during the nine month period ended December 31, 2018.

5. Accounts Payables and Accrued Liabilities

	December 31, 2018	March 31, 2018
	(\$)	(\$)
Trade payables	20,097	2,469
Related party payables (Note 6)	4,000	18,429
Accrued liabilities	15,000	19,520
	<u>39,097</u>	<u>40,418</u>

Blox Labs Inc.

Notes to the Condensed Interim Consolidated Financial Statements

Nine Month Period Ended December 31, 2018

(Expressed in Canadian dollars)

6. Related Party Transactions

The following summarizes the Company's related party transactions during the nine month periods ended December 31, 2018 and 2017. Key management personnel included the Chief Executive Officer ("CEO"), Chief Financial Officer ("CFO"), and directors and officers and companies controlled or significantly influenced by them:

	December 31, 2018	December 31, 2017
	(\$)	(\$)
Management and consulting fees paid or accrued to officers and directors of the Company	236,253	63,000
Share-based compensation vested for incentive stock options issued to directors and officers of the Company	392,384	-
	<u>628,637</u>	<u>63,000</u>

As at December 31, 2018, a total of \$34,091 (March 31, 2018 - \$Nil) was included in prepaids for management fees paid in advance to the CEO of the Company.

As at December 31, 2018, a total of \$4,000 (March 31, 2018 - \$18,429) was included in accounts payable and accrued liabilities owing to the directors and officers or corporations controlled by directors and officers of the Company for management fees and

7. Share Capital*Authorized share capital*

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

Issued share capital

There are no preferred shares issued or outstanding.

Nine month period ended December 31, 2018

- a) the Company issued 600,000 common shares pursuant to the exercise of share purchase warrants for gross proceeds of \$20,000. The value of the warrants was determined to be \$6,597 which has been recorded as a transfer from warrants to share capital on the statement of financial position.
- b) the Company issued 44,465,994 common shares pursuant to a non-brokered private placement for gross proceeds of \$1,111,650. Transaction costs totaling \$1,228 were paid in connection with the financing.
- c) the Company issued 10,000 common shares pursuant to the exercise of stock options for gross proceeds of \$600. The value of the options was determined to be \$546 which has been recorded as a transfer from contributed surplus to share capital on the statement of financial position

Blox Labs Inc.

Notes to the Condensed Interim Consolidated Financial Statements

Nine Month Period Ended December 31, 2018

(Expressed in Canadian dollars)

7. Share Capital (continued)*Issued share capital* (continued)Year ended March 31, 2018

- a) The Company issued 42,000,000 common shares pursuant to a non-brokered private placement of units for gross proceeds of \$700,000.
- b) The Company issued 3,000 common shares pursuant to the exercise of share purchase warrants for gross proceeds of \$100.

Restricted Shares

In May 2018, certain shareholders of the Company entered into voluntary pooling agreements, representing 18,600,000 common shares of the Company. Pursuant to the terms of the pooling agreement, these shares are restricted from resale until November 8, 2019.

Stock options

Under the Company's current Stock Option Plan (the "Plan"), the Company may grant stock options to the Company's directors, officers, employees and consultants, or a corporation wholly owned by such directors, officers, employees and consultants. The aggregate number of shares reserved for issuance under the Plan is up to 10% of the number of outstanding common shares. The exercise price of options granted are subject to a minimum price of \$0.10 per share and must exceed the closing market price of the shares on the trading day immediately preceding the grant of the option.

The continuity of the Company's stock options is as follows:

	Number of Stock Options	Weighted Average Exercise Price
		(\$)
Balance, March 31, 2017	900,000	0.20
Cancelled	(450,000)	0.20
Balance, March 31, 2018	450,000	0.20
Cancelled	(450,000)	0.20
Exercised	(10,000)	0.06
Granted	11,390,000	0.05
Balance, December 31, 2018	11,380,000	0.05

On May 25, 2018, the Company granted 7,290,000 stock options exercisable at \$0.04 per share with a fair value of \$289,500. The options were fully vested on the grant date, and the Company expensed \$289,500 as share-based compensation.

On October 17, 2018, the Company granted 4,100,000 stock options exercisable at \$0.06 per share with a fair value of \$223,800. The options were fully vested on the grant date, and the Company expensed \$223,800 as share-based compensation.

Blox Labs Inc.

Notes to the Condensed Interim Consolidated Financial Statements

Nine Month Period Ended December 31, 2018

(Expressed in Canadian dollars)

7. Share Capital (continued)*Stock options (continued)*

The options granted during the nine month period ended December 31, 2018 were valued using the Black-Scholes option pricing model under the following assumptions:

	May 25, 2018	October 17, 2018
Risk-free interest rate	2.07%	2.41%
Expected life of options	5 yrs	5 yrs
Volatility	239%	239%
Expected Dividend yield	Nil	Nil
Forfeiture rate	Nil	Nil
Weighted average fair value	\$0.04	\$0.05

The following table summarizes the stock options outstanding and exercisable as at December 31, 2018:

Number of Options Outstanding	Number of Options Exercisable	Weighted Average Exercise Price (\$)	Expiry Date	Weighted Average Remaining Contractual Life (yrs)
7,290,000	7,290,000	0.04	May 25, 2023	4.40
4,090,000	4,090,000	0.06	October 16, 2023	4.79
11,380,000	11,380,000	0.05		4.54

Warrants

The continuity of the Company's share purchase warrants is as follows:

	Number of Warrants	Weighted Average Exercise Price (\$)
Balance, March 31, 2017	2,250,000	0.17
Issued	21,000,000	0.03
Exercised	(3,000)	0.03
Balance, March 31, 2018	23,247,000	0.05
Exercised	(600,000)	0.03
Balance, December 31, 2018	22,647,000	0.05

Blox Labs Inc.

Notes to the Condensed Interim Consolidated Financial Statements

Nine Month Period Ended December 31, 2018

(Expressed in Canadian dollars)

7. Share Capital (continued)*Warrants (continued)*

The Company issued 21,000,000 share purchase warrants in connection with a non-brokered private placement completed on November 27, 2017. Each warrant entitles the holder to acquire a common share of the Company at \$0.033 until November 27, 2019.

The following table summarizes the share purchase warrants outstanding as at December 31, 2018:

Number of Warrants	Weighted Average Exercise Price	Expiry Date	Weighted Average Remaining Contractual Life
	(\$)		(yrs)
2,250,000	0.17	October 9, 2020	1.78
20,397,000	0.03	November 27, 2019	0.91
22,647,000	0.05		0.99

8. Financial Risk Management

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

Credit risk

The Company's cash and cash equivalents are held in large Canadian financial institutions. The Company maintains cash deposits with Schedule A financial institutions, which from time to time may exceed federally insured limits. The Company has not experienced any significant credit losses and believes it is not exposed to any significant credit risk.

Foreign currency risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company is not currently exposed to foreign exchange risk.

Blox Labs Inc.

Notes to the Condensed Interim Consolidated Financial Statements

Nine Month Period Ended December 31, 2018

(Expressed in Canadian dollars)

8. Financial Risk Management (continued)*Interest rate risk*

Interest rate risk is the risk the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Financial assets and liabilities with variable interest rates expose the Company to cash flow interest rate risk. The Company does not hold any financial liabilities with variable interest rates. The Company does maintain bank accounts which earn interest at variable rates but it does not believe it is currently subject to any significant interest rate risk.

Liquidity risk

The Company's ability to continue as a going concern is dependent on management's ability to raise additional funding through future equity issuances and through short-term borrowing. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments.

Fair value

The carrying value of the cash and cash equivalents and accounts payable and accrued liabilities approximates their fair value, due to the short-term maturities of these instruments. The fair value of short-term investment is measured using both level 1 and level 2 of the fair value hierarchy.

Price risk

Price risk is the risk that the value of financial instruments will fluctuate as a result of changes to market prices (other than those arising from interest rate or currency risk) whether caused by factors specific to an individual investment, its issuer, or all factors affecting all instruments traded in a market or segment. The Company's short-term investment consists of common shares in Sonoro Energy Ltd. which is a publicly traded corporation on the Canadian Securities Exchange. Consequently, there is a risk that the fair value of this investment will fluctuate due to future price changes.

9. Segmented Information

The Company operates in one segment being software development driven by emerging trends in Blockchain.

Blox Labs Inc.

Notes to the Condensed Interim Consolidated Financial Statements

Nine Month Period Ended December 31, 2018

(Expressed in Canadian dollars)

10. Supplemental Cash Flow Information

	December 31, 2018	December 31, 2017
	(\$)	(\$)
Non-cash investing and financing activities:		
Value of exercised share purchase warrants transferred to share capital.	6,597	-
Value of exercised stock options transferred to share capital.	546	-

11. Subsequent Events

Subsequent to December 31, 2018, the Company:

- a) entered into a definitive share exchange agreement (the “Agreement”) with Best Cannabis Products Inc. (“BCP”), pursuant to which Blox can acquire all of the outstanding securities in BCP in exchange for the issuance of 234,800,000 common shares of the Company. The transaction is subject to a number of conditions precedent including, but not limited to, completion of a concurrent financing of up to \$5,000,000 and CSE approval.
- b) issued 75,000 common shares pursuant to the exercise of share purchase warrants for gross proceeds of \$2,500.
- c) entered into a non-binding letter of intent (“LOI”) with AgraFlora Organics International Inc. (“AgraFlora”) to negotiate in good faith a definitive agreement whereby AgraFlora and Blox intend to form a joint venture company to build a best-in-class team of professionals from the cannabis, agriculture and pharmaceutical sectors to manage and operate state-of-the-art agricultural greenhouse facilities.

The LOI also includes the management of the Leamington cannabis greenhouse to be acquired in the BCP transaction whereby AgraFlora would receive a management services fee and 57,091,440 special warrants in Blox, subject to a 19.99% ownership limitation and the satisfaction of certain milestones.