

**PUSHFOR INVESTMENTS INC.**

**Consolidated Condensed Interim Financial Statements**

**For the Three Months and Nine Months Ended June 30, 2020 and 2019**

**(Unaudited - Expressed in Canadian Dollars)**

## **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 interim financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim financial statements of the Company have been prepared by and are the responsibility of the Company's management. The unaudited condensed interim financial statements have been prepared using accounting policies in compliance with International Financial Reporting Standards for the preparation of the condensed interim financial statements and are in accordance with IAS 34 – *Interim Financial Reporting*.

The Company's independent auditor has not performed a review of these unaudited condensed interim financial statements in accordance with standards established by the Canadian Chartered Professional Accountants for a review of the interim financial statements by an entity's auditor.

**PUSHFOR INVESTMENTS INC.**  
**CONSOLIDATED CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION**  
*(Unaudited, expressed in Canadian dollars)*

	Note	June 30, 2020	September 30, 2019
<b>ASSETS</b>		\$	\$
<b>Current Assets</b>			
Cash and cash equivalents		3,937	13,754
Receivables	5	63,246	533,574
Investments	4	18,890	104,667
Prepaid expenses		79,938	62,491
<b>Total current</b>		166,011	714,486
Equipment	6	-	23,708
Right-of-Use Asset	9	351,066	-
Intangible Assets	7	4,636,826	4,685,662
Goodwill	8	219,895	212,814
Deposits	10	98,982	95,795
<b>TOTAL ASSETS</b>		5,472,780	5,732,465
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>			
<b>Current liabilities</b>			
Accounts payable and accrued liabilities	11	1,103,412	587,995
Current portion of lease liabilities	9	215,642	-
Deferred revenue		-	59,058
Notes payable	13	-	215,001
Short-term loans	14	-	248,603
<b>Total current</b>		1,319,054	1,110,657
Loan payable	19	76,586	-
Lease liabilities	9	153,738	-
<b>TOTAL LIABILITIES</b>		1,549,378	1,110,657
<b>SHAREHOLDERS' EQUITY</b>			
Share capital	15	8,318,145	7,506,587
Reserves	15	739,033	39,511
Accumulated other comprehensive loss		(30,631)	(184,955)
Deficit		(6,074,147)	(4,121,978)
<b>Total equity attributable to shareholders of the Company</b>		2,952,400	3,239,165
<b>Non-controlling interest</b>	16	971,002	1,382,643
<b>TOTAL SHAREHOLDERS' EQUITY</b>		3,923,402	4,621,808
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>		5,472,780	5,732,465

Nature and continuance of operations 1

On behalf of the Board:

"Aram Ayrapietian"

Director

"Carlo Bonacci"

Director

*The accompanying notes are an integral part of these consolidated financial statements.*

**PUSHFOR INVESTMENTS INC.**  
**CONSOLIDATED CONDENSED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS**  
**THREE AND NINE MONTHS ENDED JUNE 30, 2020 AND 2019**  
*(Unaudited, expressed in Canadian dollars)*

	Notes	Three Months Ended		Nine Months Ended	
		2020	2019	2020	2019
		\$	\$	\$	\$
<b>REVENUE</b>		12,323	-	166,778	-
<b>COSTS OF SALES</b>		(26,341)	-	(62,826)	-
<b>GROSS PROFIT</b>		(14,018)	-	103,952	-
<b>OPERATING EXPENSES</b>					
Consulting		5,553	10,561	7,542	169,282
Depreciation and amortization	6, 7, 9	124,411	-	396,398	-
Marketing		2,331	154,137	3,064	175,877
Office and administration		12,829	1,241	66,111	19,152
Professional fees	17	91,147	31,893	270,581	52,765
Rent		26,805	-	61,145	-
Share-based compensation		-	-	699,522	-
Travel		26,817	90	28,010	140
Transfer agent and regulatory fees		40,808	11,709	60,563	46,458
Wages and benefits	17	279,263	-	972,376	-
		609,964	209,631	2,565,312	463,674
<b>OTHER ITEMS</b>					
Accretion	12	-	-	-	(12,650)
Interest and bank charges	14	(10,127)	(3,004)	(32,696)	(5,608)
Foreign exchange loss		7,463	(335)	(1,132)	(2,782)
Government assistance - Covid 19		59,660	-	59,660	-
Gain on forgiveness of debt and interest	13	-	-	4,686	45,022
Realized loss on disposition of investments		(18,688)	-	(18,688)	-
Unrealized gain (loss) on fair value of investments	4	1,318	(535,140)	17,926	413,524
		39,626	(538,479)	29,756	437,506
<b>NET LOSS</b>		(584,356)	(748,110)	(2,431,604)	(26,168)
Exchange gain (loss) on translating foreign operations		111,327	-	222,118	-
<b>COMPREHENSIVE LOSS</b>		(473,029)	(748,110)	(2,209,486)	(26,168)
<b>Net loss attributable to:</b>					
Equity holders of the Company		(469,863)	(748,110)	(1,952,169)	(26,168)
Non-controlling interest	16	(114,493)	-	(479,435)	-
		(584,356)	(748,110)	(2,431,604)	(26,168)
<b>Other comprehensive income attributable to:</b>					
Equity holders of the Company		51,254	-	154,324	-
Non-controlling interest	16	60,073	-	67,794	-
		111,327	-	222,118	-
<b>Comprehensive loss attributable to:</b>					
Equity holders of the Company		(418,609)	(748,110)	(1,797,845)	(26,168)
Non-controlling interest	16	(54,420)	-	(411,641)	-
		(473,029)	(748,110)	(2,209,486)	(26,168)
<b>Loss per shares attributable to shareholders of the Company, basic and diluted</b>					
		(0.00)	(0.01)	(0.02)	(0.00)
<b>Weighted average number of shares, basic and diluted</b>					
		120,680,441	112,056,478	119,450,808	112,056,478

*The accompanying notes are an integral part of these consolidated financial statements.*

**PUSHFOR INVESTMENTS INC.**  
**CONSOLIDATED CONDENSED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY**  
*(Unaudited, expressed in Canadian dollars, except share number)*

	Issued Common Shares		Reserves			Accumulated Other Comprehensive Income (Loss)	Deficit	Total Equity Attributable to the Equity Holders of the Company	Non- Controlling Interest	Total
	Note	Number of Shares	Amount	Equity Portion of Convertible Debentures	Other Reserve					
Balance at September 30, 2018		109,953,222	\$ 3,926,141	\$ 20,097	\$ 39,511	\$ -	\$ (1,181,160)	\$ 2,804,589	\$ -	\$ 2,804,589
Issuance of common shares	15	1,296,618	1,421,119	-	-	-	-	1,421,119	-	1,421,119
Conversion of debt to common shares	15	1,916,504	499,223	(20,097)	-	-	-	479,126	-	479,126
Net loss for the period		-	-	-	-	-	(26,168)	(26,168)	-	(26,168)
<b>Balance at June 30, 2019</b>		<b>113,166,344</b>	<b>5,846,483</b>	<b>-</b>	<b>39,511</b>	<b>-</b>	<b>(1,207,328)</b>	<b>4,678,666</b>	<b>-</b>	<b>4,678,666</b>
Balance at September 30, 2019		116,991,541	7,506,587	-	39,511	(184,955)	(4,121,978)	3,239,165	1,382,643	4,621,808
Issuance of common shares	15	3,013,409	662,950	-	-	-	-	662,950	-	662,950
Conversion of debt to common shares	15	675,491	148,608	-	-	-	-	148,608	-	148,608
Share-based compensation	15	-	-	-	699,522	-	-	699,522	-	699,522
Cumulative translation adjustment		-	-	-	-	154,324	-	154,324	67,794	222,118
Net loss for the period		-	-	-	-	-	(1,952,169)	(1,952,169)	(479,435)	(2,431,604)
<b>Balance at June 30, 2020</b>		<b>120,680,441</b>	<b>8,318,145</b>	<b>-</b>	<b>739,033</b>	<b>(30,631)</b>	<b>(6,074,147)</b>	<b>2,952,400</b>	<b>971,002</b>	<b>3,923,402</b>

*The accompanying notes are an integral part of these consolidated financial statements.*

**PUSHFOR INVESTMENTS INC.**  
**CONSOLIDATED CONDENSED INTERIM STATEMENTS OF CASH FLOWS**  
**NINE MONTHS ENDED JUNE 30,**  
*(Unaudited, expressed in Canadian dollars)*

Nine months ended June 30,	2020	2019
	\$	\$
<b>OPERATING ACTIVITIES</b>		
Net loss	(2,431,604)	(26,168)
Adjustments for non-cash items:		
accretion expense	-	12,650
Accrued interest expense	-	5,608
Depreciation and amortization	396,398	-
Foreign exchange	1,132	-
Gain on forgiveness of debt and interest	(4,686)	(45,022)
Realized loss on disposition of investments	18,688	-
Share-based compensation	699,522	-
Unrealized gain on fair value of investments	(17,926)	(413,524)
Changes in non-cash working capital items:		
Accounts receivable	470,328	-
Prepaid expenses	(17,447)	-
Accounts payable and accrued liabilities	425,296	12,282
Due to related parties	-	7,234
Deferred revenue	(59,058)	(350,000)
Net cash flow used in operating activities	(519,357)	(796,940)
<b>INVESTING ACTIVITIES</b>		
Acquisition of investments	-	(995,639)
Disposition of investments	85,000	-
Net cash flow used in investing activities	85,000	(995,639)
<b>FINANCING ACTIVITIES</b>		
Proceeds from (repayment of ) short-term loans	(248,603)	241,000
Proceeds from increase of loan payable	76,586	-
Proceeds from issuance of common shares	662,950	1,421,119
Repayment of note payable	(66,393)	-
Net cash flow provided by financing activities	424,540	1,662,119
Change in cash during the period	(9,817)	(130,460)
Cash, beginning of period	13,754	149,708
Cash, end of period	3,937	19,248

*The accompanying notes are an integral part of these consolidated financial statements.*

## **PUSHFOR INVESTMENTS INC.**

### **NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

For the three and nine months ended June 30, 2020

*(Unaudited, expressed in Canadian dollars)*

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#### **1. NATURE AND CONTINUANCE OF OPERATIONS**

Pushfor Investments Inc. (the “Company”) was incorporated on November 29, 2007 under the British Corporations Act of the Province of British Columbia and its principal business activity is investing in both public and private companies in the technology, opportunistic natural resource and various other sectors. During the year ended September 30, 2019, the Company acquired more than 50% ownership of Pushfor Limited (“Pushfor-UK”) (see Note 3), a private company incorporated under the Companies Act 2006 of United Kingdom and its wholly owned subsidiary in USA, Pushfor Inc. (“Pushfor-USA”). Pushfor-UK is a software development company whose product enables the protection and secure sharing of any content to any device.

The Company is listed on the Canadian Securities Exchange (the “CSE”) and trades under the symbol “PUSH”. The head office, principal address and records office of the Company are located at 4770 – 72<sup>nd</sup> Street, Delta, BC, V4K 3N3.

As at June 30, 2020, the Company had a working capital deficiency of \$1,153,043 (September 31, 2019 – \$396,171) and has had recurring deficits since inception. The Company’s ability to continue as a going concern is dependent upon its ability to achieve and maintain profitable operations and to generate funds therefrom. There can be no assurance that the Company will be able to generate sufficient revenue from its sales or raise adequate financing to fund operations. These circumstances comprise a material uncertainty which may cast significant doubt on the Company’s ability to continue as a going concern.

These financial statements do not reflect the adjustments to the carrying value of assets and liabilities and the reported expenses and statement of financial position classifications that would be necessary should the Company be unable to continue in existence. These adjustments 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. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company’s business or results of operations at this time.

#### **2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES**

##### **Statement of Compliance**

These condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standards (“IAS”) 34 *Interim Financial Reporting* and should be read in conjunction with the annual financial statements for the year ended September 30, 2019, which have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and Interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”).

These condensed consolidated interim financial statements for the three and nine months ended June 30, 2020 were reviewed and authorized for issue by the Board of directors on August 31, 2020.

**PUSHFOR INVESTMENTS INC.****NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

For the three and nine months ended June 30, 2020

*(Unaudited, expressed in Canadian dollars)***2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (Cont'd)****Basis of Preparation**

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

**Basis of Consolidation**

These condensed consolidated interim financial statements incorporate the accounts of the Company and its controlled subsidiaries.

Subsidiaries are consolidated from the date the Company obtains control up to the date of the deposition of control. Control is achieved when the Company has power over the subsidiary, is exposed or has rights to variable returns from its involvement with the subsidiary; and has the ability to use its power to affect its returns.

For non-wholly-owned subsidiaries over which the Company has control, the net assets attributable to outside equity shareholders are presented as “non-controlling interest” in the equity section of the consolidated statements of financial position. Net income/loss and other comprehensive income/loss for the period that are attributable to the non-controlling interest are calculated based on the ownership of the non-controlling interest shareholders in the subsidiary.

Intercompany balances and transactions, including unrealized income and expenses arising from intercompany transactions are eliminated upon consolidation.

Entity	Incorporation	Ownership Percentage	
114611 B.C. Ltd.	Canada	6/30/2020	9/30/2019
Pushfor Limited (“Pushfor-UK”)	United Kingdom	81.77% (i)	67.02
Pushfor Inc. (“Pushfor- USA”)	USA	81.77% (i)	67.02%

During the third quarter of 2020, the Company has increased its ownership of its UK and USA subsidiary to 81.77%.

**Significant Estimates and Assumptions**

The preparation of these financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, profit and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if it affects both current and future periods.

**PUSHFOR INVESTMENTS INC.**

**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

For the three and nine months ended June 30, 2020

*(Unaudited, expressed in Canadian dollars)*

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**2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (Cont'd)**

**Significant Estimates and Assumptions (Cont'd)**

Estimates and assumptions where there is significant risk of material adjustments to assets and liabilities in future accounting periods include the following:

- **Deferred tax assets**  
Deferred tax assets, including those arising from un-utilized tax losses, require management to assess the likelihood that the Company may generate sufficient taxable earnings in future periods in order to utilize recognized deferred tax assets. Assumptions about the generation of future taxable profits depend on management's estimate of future cash flows. In addition, future changes in tax laws could limit the ability of the Company to obtain tax deductions in future periods. To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Company to realize the net deferred tax assets recorded at the reporting date could be impacted.
- **Economic recoverability and probability of future economic benefits of intangible assets and amortization**  
Management has determined that capitalized intangible asset costs may have future economic benefits and may be economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefits including anticipated cash flows and estimated economic life.

The amortization expense related to intangible assets is determined using estimates relating to the useful life of the intangible asset.

**Significant Judgments**

The preparation of 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:

- **Business combinations**  
The determination of whether a set of assets acquired, and liabilities assumed constitute a business may require the Company to make certain judgments, taking into account all facts and circumstances. A business is presumed to be an integrated set of activities and assets capable of being conducted and managed for the purpose of providing a return in the form of dividends, lower costs or economic benefits. The transaction with Pushfor-UK was determined to constitute a business acquisition (Note 3).
- **Determination of functional currency**  
The Company determines the functional currency through an analysis of several indicators such as expenses and cash flow, financing activities, retention of operating cash flows, and frequency of transactions within the reporting entity.

**PUSHFOR INVESTMENTS INC.****NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

For the three and nine months ended June 30, 2020

*(Unaudited, expressed in Canadian dollars)***2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (Cont'd)**

The Company has not changed its accounting policies since its recent year ended September 30, 2019 except the adoption IFRS 16- Leases. Details of IFRS 16 are as follows:

IFRS 16- Leases : The Company adopted IFRS 16 *Leases* ("IFRS 16") as of October 1, 2019. IFRS 16 specifies how an entity will recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Lessors continue to classify leases as operating or finance, with IFRS 16's approach to lessor accounting substantially unchanged from its predecessor, IAS 17 Leases. The impact of the adoption is available in Note 9.

**3. ACQUISITION OF SUBSIDIARY**

On May 13, 2019, the Company's investment in Pushfor-UK reached 67.02%; thereby giving the Company control over Pushfor-UK.

The acquisition of Pushfor-UK constitutes a business acquisition as Pushfor-UK met the definition of a business, as defined in IFRS 3 Business Combinations.

The allocation of estimated consideration transferred is summarized as follows:

<b>Purchase Price</b>		
Investment, September 30, 2018	\$	1,673,132
Cash payment*		2,109,200
<b>Total purchase price</b>	<b>\$</b>	<b>3,782,332</b>
<b>Allocation of Purchase Price</b>		
Bank indebtedness	\$	(9,569)
Receivables		416,114
Prepaid expenses		30,036
Intangible assets		5,449,133
Equipment, net		48,341
Deposit		111,263
Accounts payable and accrued liabilities		(418,662)
Deferred revenue		(91,504)
Deferred income tax liabilities		(49,990)
Non-controlling interest		(1,931,086)
Goodwill		228,256
	<b>\$</b>	<b>3,782,332</b>

The acquired business contributed revenues of \$35,009 and net loss of \$1,389,198 to the consolidated entity from the period from May 12, 2019 to September 30, 2019 for fiscal 2019.

Goodwill arising from the acquisition represents expected future income, growth, assembled workforce and other intangibles that do not qualify for separate recognition. None of the goodwill arising from this acquisition is expected to be deductible for tax purposes.

\*Of the total amount, \$1,092,562 was funded by an unrelated party (see Note 13).

**PUSHFOR INVESTMENTS INC.****NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

For the three and nine months ended June 30, 2020

*(Unaudited, expressed in Canadian dollars)***4. INVESTMENTS**

As at June 30, 2020, the Company's investments mainly comprised of common shares and share purchase warrants of public and private companies which are measured at fair value. The fair values of the shares and warrants are as follows:

	June 30, 2020	September 30, 2019
Common Shares – Public Companies	\$ 18,890	\$ 104,667

The cost and fair values of the investments at June 30, 2020 and September 30, 2019 are as follows:

	June 30, 2020	September 30, 2019
<u>Shares – Public Companies</u>		
Cost	\$ 134,873	\$ 197,059
Fair Value	18,890	104,667

**5. RECEIVABLES**

	June 30, 2020	September 30, 2019
Sales taxes recoverable	\$ 57,775	\$ 23,430
Research and development tax credit refund	-	506,234
Other receivables	5,471	3,910
	\$ 63,246	\$ 533,574

**6. EQUIPMENT****Cost:**

At September 30, 2018	\$	-
Additions		48,341
Foreign exchange		(2,968)
At September 30, 2019		45,373
Additions		-
Foreign exchange		1,164
At June 30, 2020	\$	46,537

**Depreciation:**

At September 30, 2018	\$	-
Charge for the year		(21,665)
At September 30, 2019		(21,665)
Charge for the period		(24,872)
At June 30, 2020	\$	(46,537)

**Net Book Value:**

At September 30, 2019	\$	23,708
At June 30, 2020	\$	-

**PUSHFOR INVESTMENTS INC.****NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

For the three and nine months ended June 30, 2020

*(Unaudited, expressed in Canadian dollars)***7. INTANGIBLE ASSETS**

		Development Costs
<b>Cost:</b>		
At September 30, 2018 and 2017	\$	-
Additions		5,449,133
Government assistance		(149,296)
Foreign exchange		(228,899)
At September 30, 2019	\$	5,070,938
Additions		-
Foreign exchange		168,721
At June , 2020		5,239,659
<b>Amortization:</b>		
At September 30, 2018 and 2017	\$	-
Charge for the year		(385,276)
At September 30, 2019		(385,276)
Charge for the period		(204,738)
Foreign exchange		(12,819)
At June 30,2020	\$	(602,833)
<b>Net Book Value:</b>		
At September 30, 2019	\$	4,685,662
At June 30, 2020	\$	4,636,826

**8. GOODWILL**

Goodwill resulted from the acquisition of Pushfor-UK, see Note 3.

		June 30, 2020		September 30, 2019
Balance, beginning of period	\$	212,814	\$	-
Addition		-		228,256
Foreign exchange		7,081		(15,442)
Balance, end of period	\$	219,895	\$	212,814

**PUSHFOR INVESTMENTS INC.****NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

For the three and nine months ended June 30, 2020

*(Unaudited, expressed in Canadian dollars)***9. RIGHT OF USE ASSET AND LEASE LIABILITY**

Commencing the adoption of IFRS 16, the Company recognized right of use asset and lease liability as follows:

The Company's wholly owned subsidiary, Pushfor-UK, has a rental lease agreement in place for a term of 5 years. Right-of-use asset consists of corporate office spaces.

	June 30, 2020	
<b>Right of Use Asset</b>		
Opening balance at October 1, 2019	\$	-
Additions		521,506
Depreciation		(160,054)
Foreign exchange		(10,446)
Ending balance at June 30, 2020	\$	351,066
<b>Lease Liability</b>		
Opening balance at October 1, 2019	\$	-
Additions		534,563
Payments		(165,205)
Accrued interest		20,990
Foreign exchange		(20,968)
Ending balance at June 30, 2020	\$	369,380
Current portion	\$	215,642
Non-current portion	\$	153,738

Using the June 30, 2020 period end exchange rate, the estimated annual commitment over the term of the leases is as follows:

2020	\$	54,020
2021	\$	216,084
2022	\$	90,031

**10. DEPOSIT**

	June 30, 2020		September 30, 2019	
Office rental deposit	\$	98,982	\$	95,795

**11. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES**

	June 30, 2020		September 30, 2019	
Accounts payable	\$	962,258	\$	500,309
Accrued liabilities		141,154		87,686
	\$	1,103,412	\$	587,995

**PUSHFOR INVESTMENTS INC.****NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

For the three and nine months ended June 30, 2020

*(Unaudited, expressed in Canadian dollars)***12. CONVERTIBLE DEBENTURE PAYABLE**

On November 7, 2017, the Company issued two convertible debentures for \$1,560,000 to a family member of the CEO and \$780,000 to a company formerly with a common director. These convertible debentures were convertible into common shares of the Company at a conversion price of \$0.50 per share at the option of the holders. These convertible debentures were unsecured, had a maturity of one year from the date of issuance, and carried an interest rate of 10% per annum. The initial fair value of the liability portion of the debenture was determined using a market interest rate of 25%. The liability was subsequently recognized on an amortized cost basis until extinguished on conversion or maturity of the debentures. The remainder of the proceeds, \$280,800, was allocated to the conversion portion and recognized in equity.

As at September 30, 2018, the Company repaid the debentures in full including interest of \$129,460. Out of the total repayments of \$2,469,460, \$2,340,238 was allocated to the liability portion of the debentures and the Company recorded a loss on settlement of \$4. The remainder of \$129,218 was allocated to the equity with the amount in excess of the initial recognition of the equity portion, \$151,582 credited to deficit.

On March 31, 2018, the Company entered into an agreement with an unrelated party to issue a convertible debenture with principal of \$2,000,000; in return, the Company received 63,639 shares of Pushfor-UK of fair value of \$1,747,900. This convertible debenture is convertible into common shares of the Company at a conversion price of \$0.25 per share at the option of the holder. This convertible debenture is unsecured, will mature one year from issuance, and carries an interest rate of 4% per annum. The initial fair value of the liability portion of the debenture was determined using a market interest rate of 25%. The liability was subsequently recognized on an amortized cost basis until extinguished on conversion or maturity of the debenture. The remainder of the recognized fair value, \$83,900, is allocated to the conversion portion and recognized in equity.

As at September 30, 2018, the Company made partial repayment of the debenture. Out of the total repayments of \$1,520,934, \$1,426,594 was allocated to the liability portion of the debenture and the Company recorded a gain on settlement of \$74,897. The remainder of \$63,803 was allocated to the equity with the amount in excess of the initial recognition of the equity portion, \$101,975 charged to deficit.

In November 2018, the holder converted the remaining balance of the debenture into common shares of the Company at a conversion rate of \$0.25 per common shares. The Company recorded a gain of \$45,022 as the holder waived the accrued interest on the debenture after conversion.

A continuity of convertible debentures is as follows:

	September 30, 2019
Balance at beginning of year	\$ 511,499
Accretion interest	12,650
Conversion to common shares	(479,127)
Forgiveness of interest payment	(45,022)
Balance at the end of year	\$ -

As at September 30, 2019, the Company had \$nil (September 30, 2018 - \$511,499) in convertible debenture payable.

The Company did not issue convertible debenture during fiscal 2020 and did not have outstanding convertible debenture as at June 30, 2020.

**PUSHFOR INVESTMENTS INC.****NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

For the three and nine months ended June 30, 2020

*(Unaudited, expressed in Canadian dollars)*

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**13. NOTES PAYABLE**

On January 7, 2019, the Company entered into 2 loan agreements with an unrelated individual and an unrelated company for \$170,000 with a repayment date on or before January 7, 2020. The loans bear interest at 5% per annum, and are unsecured. The Company used these loans to acquire additional shares of Pushfor-UK. Repayment of these loans can be made in cash or by transfer of the same number of shares of Pushfor-UK that are acquired by the Company. During the year ended September 30, 2019, the Company paid a total of \$174,273 as repayments for the principal amounts and accrued interest of \$4,273.

On January 21, 2019, the Company entered into a loan agreement with a company formerly with a common director (the "Lender") for \$71,000 with interest at 5% per annum. The loan is unsecured and payable upon demand. During the nine months ended June 30, 2020, the Company and the Lender agreed to apply the amount owed towards subscription of shares of the Company for its non-brokered private placement in October 2019. The Lender, in total, converted \$148,608 of debt (loan and accrued interests of \$73,461 and accounts payable of \$75,147) into 675,491 common shares of the Company, and recorded a gain of \$4,686 for the forgiveness of a portion of debt.

On September 7, 2019, The Company entered into a loan agreement with an unrelated party for \$141,018 (GBP 87,000) at an interest rate of 6% per annum and is due in one year. Repayment of this loan can be either by cash or by shares of Pushfor-UK. During the nine months ended June 30, 2020, the Company paid a total of \$143,447 (GBP 87,548) as repayments for the principal amounts and accrued interest of \$899. As at June 30, 2020, the Company had \$Nil outstanding balance of note payable (2019/9/30 - \$ 215,001).

**14. SHORT-TERM LOAN**

On May 28, 2019, Pushfor-UK entered into a loan agreement with an unrelated party for \$247,797 (GBP 150,000) that is repayable on May 27, 2020. The loan bears interest at 5% per annum and is secured by a fixed charge over Pushfor-UK's assets. If the Company defaults on payment, interest rate will be deemed to be 8% per annum above London Inter-Bank Offer Rate. In addition, the lender also has the right to convert some or all of the outstanding loan amount to shares of Pushfor-UK at a conversion price of GBP 1.48 per share any time when the loan remains outstanding.

On December 12, 2019, Pushfor-UK entered into a loan agreement with an unrelated party for \$132,532 (GBP 75,371) that is repayable on May 27, 2020. The loan bears interest at 5% per annum.

On March 3, 2020, Pushfor-UK entered into a loan agreement with an unrelated party for \$8,996 (GBP 5,110) that is repayable upon the Company received its R&D tax credit refund.

During the period ended June 30, 2020, the Company has fully repaid all the short term loan and had a \$Nil balance.

**PUSHFOR INVESTMENTS INC.**

**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

For the three and nine months ended June 30, 2020

*(Unaudited, expressed in Canadian dollars)*

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**15. SHARE CAPITAL**

**Authorized**

Unlimited number of common shares without par value.

**Share Issuances**

**For the nine months ended June 30, 2020**

In October 2019, the Company closed a non-brokered private placement for gross proceeds of \$811,558 and by the issuance of 3,688,900 common shares at a price of \$0.22 per share, of which 675,491 common shares were issued for settlement of debt of 148,608 (see Note 13).

**For the year ended September 30, 2019**

On October 23, 2018, the Company closed a non-brokered private placement for gross proceeds of \$300,000 and by the issuance of 300,000 units at a price of \$1.00 per unit. Each unit consists of one common share and one-half common share purchase warrant of the Company. Each warrant entitles the holder to purchase one-half common share at \$3.50 per share for a period of two years.

On November 2, 2018, the Company issued 1,916,504 common shares to the holder of the Company's convertible debenture as the holder opted to convert debenture to shares. Also see Note 12.

On December 14, 2018, the Company closed a non-brokered private placement of 852,792 common shares at a price of \$1.08 per share for gross proceeds of \$921,015.

On January 18, 2019, the Company closed a non-brokered private placement of 143,884 common shares at a price of \$1.39 per share for gross proceeds of \$200,000.

On July 9, 2019, the Company closed a non-brokered private placement of 2,154,188 common shares at a price of \$0.50 per share for gross proceeds of \$1,077,094 .

On August 28, 2019, the Company closed a non-brokered private placement of 2,241,951 common shares at a price of \$0.39 per share for gross proceeds of \$874,360.

**Share Cancellation**

During the year ended September 30, 2019, the Company received 571,000 common shares of the Company from a company formerly with a common director as consideration of the sale of the Company's investments in public company shares and warrants. The fair value of these investments totalled \$291,246 at disposal. These shares were returned to the Company's treasury and cancelled.

**PUSHFOR INVESTMENTS INC.****NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

For the three and nine months ended June 30, 2020

*(Unaudited, expressed in Canadian dollars)***15. SHARE CAPITAL (CONTINUED)****Options**

The Company adopted a stock option plan (the “Plan”) whereby it can grant stock options to directors, officers, employees and consultants of the Company. The maximum number of shares that may be reserved for issuance under the Plan is subject to the restrictions imposed under applicable securities laws.

The changes in stock options are summarized as follows:

	Weighted Average Exercise Price	Number of Shares Issued or Issuable on Exercise
Balance, September 30, 2019	\$ -	-
Granted	0.75	3,250,000
Balance, June 30, 2020	\$ 0.75	3,250,000

In November 2019, the Company granted 3,250,000 stock options with an exercise price of \$0.75 and expire 2 years from grant date. All options were vested and exercisable when granted.

During the nine months ended June 30, 2020, the Company recognized share-based compensation \$699,522 (2019 - \$nil).

Stock options outstanding and exercisable on June 30, 2020 are summarized as follows:

Outstanding and Exercisable			Weighted Average Remaining Life (Years)
Exercise Price	Number of Shares Issuable on Exercise		
\$ 0.75	3,250,000		1.37

**Warrants**

Details regarding warrants issued and outstanding are summarized as follows:

	Weighted Average Exercise Price	Number of Warrants
Balance, September 30, 2018 and 2017	\$ -	-
Issuance of warrants on October 23, 2018	3.50	150,000
Balance, June 30, 2020 and September 30, 2019	\$ 3.50	150,000

As at June 30, 2020, the following warrants were outstanding:

Grant Date	Expiry Date	Number of Warrants Issued	Weighted Average Exercise Price
October 23, 2018	October 23, 2020	150,000	\$ 3.50

**PUSHFOR INVESTMENTS INC.****NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

For the three and nine months ended June 30, 2020

*(Unaudited, expressed in Canadian dollars)***16. NON-CONTROLLING INTEREST (“NCI”)**

		Pushfor-UK
Balance as at September 30, 2018	\$	-
Non-controlling interest on acquisition of subsidiary		1,931,086
Share of net loss		(458,157)
Share of other comprehensive loss		(90,286)
Balance as at September 30, 2019	\$	1,382,643
Share of net loss		(479,435)
Share of other comprehensive income		67,794
Balance as at June 30, 2020	\$	971,002

As at June 30, 2020 and September 30, 2019, NCI in Pushfor-UK was 18.23 % and 32.98% respectively.

The table below discloses selected financial information of Pushfor-UK and its wholly owned subsidiary, Pushfor-USA on a 100% basis:

<b>Balance sheets</b>		June 30, 2020		September 30, 2019
NCI percentage		18.23%		32.98%
Total assets	\$	5,447,063	\$	5,571,290
Total liabilities	\$	1,476,695	\$	760,321
Assets - Liabilities	\$	3,970,368	\$	4,810,969
<b>Income statement</b>				
Loss for the period	\$	(1,570,804)	\$	-
Loss allocated to NCI	\$	(479,435)	\$	-
Other comprehensive income for the period	\$	221,118	\$	-
Other comprehensive income allocated to NCI	\$	67,794	\$	-

**17. RELATED PARTY TRANSACTIONS****Transactions with Key Management and Directors**

The Company had the following transactions with management and directors for the three and nine months ended June 30, 2020 and 2019.

	Three Months Ended		Nine Months Ended	
	June 30, 2020	June 30, 2019	June 30, 2020	June 30, 2019
Pushfor-UK:				
Professional fees	\$	-	\$	124,464
Salaries		-		128,173
Social security		-		16,669
Pensions		-		1,125
	\$	-	\$	270,431

**Due to Related Parties**

As at June 30, 2020, the Company had a balance of \$nil (September 30, 2019 - \$nil) owing to a company controlled by a director.

**PUSHFOR INVESTMENTS INC.****NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

For the three and nine months ended June 30, 2020

*(Unaudited, expressed in Canadian dollars)***18. SEGMENTED INFORMATION**

The Company has two reportable segments: investment and software development.

**Investment**

The Company invests in both public and private companies in the technology, opportunistic natural resource and various other sectors. This segment is operated by the Company's parent company in Canada.

**Software Development**

The Company launched its patented content-sharing platform that allows clients to communicate and share information securely and confidentially and is designed specifically for business use. This segment is operated by the Company's subsidiary, Pushfor-UK.

The table below provides information regarding the Company's identified segments for the three months ended June 30, 2020 and 2019:

Three months ended June 30, 2020	Investment	Software Development	Total
Revenue	\$ -	\$ 12,323	\$ 12,323
Net profit (loss)	\$ (119,811)	\$ (464,545)	\$ (584,356)
Capital assets	\$ -	\$ -	\$ -
Right-of-use assets	\$ -	\$ 351,066	\$ 351,066
Intangible assets	\$ -	\$ 4,636,826	\$ 4,636,826
Goodwill	\$ -	\$ 219,895	\$ 219,895
Deposits	\$ -	\$ 98,982	\$ 98,982

Three months ended June 30, 2019	Investment	Software Development	Total
Revenue	\$ -	\$ -	\$ -
Net profit (loss)	\$ (748,110)	\$ -	\$ (748,110)
Capital asset	\$ -	\$ -	\$ -

Nine months ended June 30, 2020	Investment	Software Development	Total
Revenue	\$ -	\$ 166,778	\$ 166,778
Net profit (loss)	\$ (860,504)	\$ (1,571,100)	\$ (2,431,604)
Capital assets	\$ -	\$ -	\$ -
Right-of-use assets	\$ -	\$ 351,066	\$ 351,066
Intangible assets	\$ -	\$ 4,636,826	\$ 4,636,826
Goodwill	\$ -	\$ 219,895	\$ 219,895
Deposits	\$ -	\$ 98,982	\$ 98,982

Nine months ended June 30, 2019	Investment	Software Development	Total
Revenue	\$ -	\$ -	\$ -
Net profit (loss)	\$ (26,168)	\$ -	\$ (26,168)
Capital asset	\$ -	\$ -	\$ -

**PUSHFOR INVESTMENTS INC.****NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

For the three and nine months ended June 30, 2020

*(Unaudited, expressed in Canadian dollars)***18. SEGMENTED INFORMATION (Cont'd)**

The table below provides geographic information of the Company for the three and nine months ended June 30, 2020 and 2019:

Three months ended June 30, 2020	Canada	UK	USA	Total
Revenue	\$ -	\$ 12,323	\$ -	\$ 12,323
Net profit (loss)	\$ (119,811)	\$ (464,545)	\$ -	\$ (584,356)
Capital assets	\$ -	\$ -	\$ -	\$ -
Right-of-use assets	\$ -	\$ 351,066	\$ -	\$ 351,066
Intangible assets	\$ -	\$ 4,636,826	\$ -	\$ 4,636,826
Goodwill	\$ -	\$ 219,895	\$ -	\$ 219,895
Deposits	\$ -	\$ 98,982	\$ -	\$ 98,982

Three months ended June 30, 2019	Canada	UK	USA	Total
Revenue	\$ -	\$ -	\$ -	\$ -
Net profit (loss)	\$ (748,110)	\$ -	\$ -	\$ (748,110)
Capital assets	\$ -	\$ -	\$ -	\$ -

Nine months ended June 30, 2020	Canada	UK	USA	Total
Revenue	\$ -	\$ 166,778	\$ -	\$ 166,778
Net profit (loss)	\$ (860,504)	\$ (1,404,198)	\$ (166,902)	\$ (2,431,604)
Capital assets	\$ -	\$ -	\$ -	\$ -
Right-of-use assets	\$ -	\$ 351,066	\$ -	\$ 351,066
Intangible assets	\$ -	\$ 4,636,826	\$ -	\$ 4,636,826
Goodwill	\$ -	\$ 219,895	\$ -	\$ 219,895
Deposits	\$ -	\$ 98,982	\$ -	\$ 98,982

Nine months ended June 30, 2019	Canada	UK	USA	Total
Revenue	\$ -	\$ -	\$ -	\$ -
Net profit (loss)	\$ (26,118)	\$ -	\$ -	\$ (26,118)
Capital assets	\$ -	\$ -	\$ -	\$ -

**19. LOAN PAYABLE**

The Company's subsidiary Pushfor-UK borrowed \$76,586 under the United Kingdom Government's Bounce Back Loan Scheme. This loan is repayable on a monthly basis with a fixed amount from June 30, 2021 to June 30, 2026. The loan is interest free in the first 12 month and bear an interest of %1.5% per annum from year two to year six.