# Stowe One Investments Corp.

## Condensed Consolidated Interim Financial Statements

### For the three months ended March 31, 2019 and 2018

### (Expressed in Canadian dollars)

**Notice of No Auditor Review**

These unaudited condensed interim financial statements have not been reviewed by the auditors of the Corporation. This notice is being provided in accordance with Section 4.3 (3) (a) of National Instrument 51-102 - Continuous Disclosure Obligations.

## MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The accompanying condensed consolidated interim financial statements of Stowe One Investments Corp. are the responsibility of the Company's management and are prepared in accordance with International Financial Reporting Standards and reflect management's best estimates and judgment based on information currently available.

Management has developed and maintains a system of internal controls to ensure that the Company's assets are safeguarded, transactions are authorized and properly recorded, and financial information is reliable.

The Board of Directors is responsible for ensuring management fulfills its responsibilities for financial reporting and internal controls through an audit committee, which is comprised primarily of non-management directors. The Audit Committee reviews the financial statements prior to their submission to the Board of Directors for approval.

*"Walter Coles Jr."*

Walter Coles Jr.
Chief Executive Officer

*"Andrew MacRitchie"*

Andrew MacRitchie
Chief Financial Officer

Vancouver, British Columbia
May 30, 2019

# Stowe One Investments Corp.

## Condensed Consolidated Interim Statement of Financial Position

(Unaudited - expressed in Canadian Dollars)

| | | March 31, 2019 | | December 31, 2018 |
|---|---|---|---|---|
| **ASSETS** | | | | |
| **Current assets** | | | | |
| Cash | $ | 7,570 | $ | 7,627 |
| Amounts receivable | | 11,296 | | 5,916 |
| | $ | 18,866 | $ | 13,543 |
| **LIABILITIES** | | | | |
| **Current liabilities** | | | | |
| Accounts payable and accrued liabilities | $ | 28,262 | $ | 31,317 |
| Due to related party (Note 5) | | 84,356 | | 82,093 |
| Deposit (Note 6) | | 40,000 | | 25,000 |
| | | 152,618 | | 138,410 |
| **SHAREHOLDERS' DEFICIENCY** | | | | |
| Share capital (Note 4) | | 268 | | 268 |
| Deficit | | (134,020) | | (125,135) |
| | | (133,752) | | (124,867) |
| | $ | 18,866 | $ | 13,543 |

Nature of operations and going concern (Note 1)

These financial statements were approved for issue by the Board of Directors on May 30, 2019 and are signed on its behalf by:

***"Walter Coles Jr."*** **, Director** ***"Barbara Broughton"*** **, Director**

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

# Stowe One Investments Corp.

## Condensed Consolidated Interim Statement of Loss and Comprehensive Loss

(Unaudited - expressed in Canadian Dollars)

| | For the three months ended March 31 | |
|---|---|---|
| | **2019** | **2018** |
| **EXPENSES** | | |
| Accounting and corporate secretarial fees | 7,136 | 6,000 |
| Audit fees | 1,250 | 1,250 |
| Bank fees | 43 | - |
| Regulatory and transfer agent fees | 456 | 2,716 |
| **Net and comprehensive loss for the period** | $ 8,885 | $ 9,966 |
| **Basic and diluted loss per share** | $ 0.00 | $ 0.00 |
| **Weighted average number of shares outstanding** | 7,214,607 | 6,022,365 |

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

# Stowe One Investments Corp.

## Condensed Consolidated Interim Statement of Changes in Equity

(Unaudited - expressed in Canadian Dollars)

| | Number of Shares | Share Capital | Deficit | Shareholders' equity (deficiency) |
|---|---|---|---|---|
| **Balance at December 31, 2017** | 5,049,107 | $ 51 | $ (66,579) | $ (66,528) |
| Issuance of common shares | 2,165,500 | 21 | - | 21 |
| Net and comprehensive loss for the period | - | - | (9,966) | (9,966) |
| **Balance at March 31, 2018** | 7,214,607 | 72 | (76,545) | (76,473) |
| **Balance at December 31, 2018** | 7,214,607 | $ 268 | $ (125,135) | $ (124,867) |
| Share subscriptions | - | - | - | - |
| Net and comprehensive loss for the period | - | - | (8,885) | (8,885) |
| **Balance at March 31, 2019** | 7,214,607 | 268 | (134,020) | (133,752) |

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

# Stowe One Investments Corp.

**Condensed Consolidated Interim Statement of Cash Flows**

(Unaudited - expressed in Canadian Dollars)

| | Period ended March 31, 2019 | Period ended March 31, 2018 |
|---|---|---|
| **Cash provided by (used for):** | | |
| **Operating activities** | | |
| Net loss | $ (8,885) | $ (9,966) |
| Change in non-cash working capital: | | |
| Amounts receivable | (5,380) | (347) |
| Accounts payable and accrued liabilities | (3,055) | 1,603 |
| Due to related party | 2,263 | 8,689 |
| Deposit | 15,000 | - |
| | (57) | (21) |
| **Financing activities** | | |
| Issuance of common shares | - | 21 |
| | - | 21 |
| **Change in cash during the period** | (57) | - |
| **Cash, beginning of the period** | 7,627 | - |
| **Cash, end of the period** | $ 7,570 | $ - |

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

## 1. Nature of operations and going concern

Stowe One Investments Corp. (the "Company") was incorporated under the *Business Corporations Act* (British Columbia) on June 16, 2017, and its principal business activity is searching for a project to acquire, while complying with the requirements of being a public company. The Company's registered place of business is located at 650 - 1021 West Hastings Street, Vancouver, British Columbia, V6E 0C3, Canada. The Company is in the startup stage of operations, and does not yet have any revenue-generating activity.

The Company was a wholly-owned subsidiary of Anacott Resources Corp. ("Anacott") until a plan of arrangement was completed on July 28, 2017 under which the Company's common shares were distributed to shareholders of Anacott on a pro-rata basis.

The consolidated financial statements were prepared on a going concern basis with the assumption that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business. The Company has a working capital deficit of $133,752 (December 31, 2018 – $124,867), has incurred significant operating losses and debts to finance operations, and will require additional financing in order to continue operations. There is no assurance that such funding will be available. An inability to raise additional funds would adversely impact the future assessment of the Company as a going concern. These factors indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

The Company is dependent upon its ability to finance its operations and exploration programs through financing activities that may include issuances of additional debt or equity securities. The recoverability of the carrying value of accounts receivable and, ultimately, the Company's ability to continue as a going concern, is dependent upon the Company's ability to raise financing to complete the acquisition of a project, the realization of which is uncertain. The consolidated financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations. These adjustments could be material.

## 2. Summary of significant accounting policies

**Basis of compliance**

These condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard ("IAS") 34 Interim Financial Reporting, are in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"), and are consistent with interpretations by the International Financial Reporting Interpretations Committee ("IFRIC"). These condensed consolidated interim financial statements have been prepared using the accounting policies as set out in the audited annual financial statements for the year ended December 31, 2018, with the adoption of updated policies described later in Note 2. The disclosures which follow do not include all disclosures required for the annual financial statements. These unaudited condensed consolidated interim financial statements should be read in conjunction with the audited financial statements and notes thereon for the year ended December 31, 2018.

**Basis of measurement**

The condensed consolidated interim financial statements have been prepared on the historical cost basis except for the revaluation of certain financial assets and financial liabilities to fair value. In addition, these condensed consolidated interim financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

## 2. Summary of significant accounting policies (continued)

**Details of the group**

In addition to the Company, the consolidated financial statements include the accounts of its sole, 100% owned subsidiary: 1191212 BC Ltd., a British Columbia corporation.

Subsidiaries are corporations over which the Company is able, directly or indirectly, to control financial and operating policies, which is authority usually connected with holding majority voting rights. Subsidiaries are fully consolidated from the date on which control is acquired by the Company. Inter-company transactions and balances are eliminated upon consolidation. They are de-consolidated from the date when control by the Company ceases.

**Significant accounting estimates and judgments**

The preparation of these condensed consolidated interim financial statements requires management to make estimates and judgments that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses and recoveries during the reporting periods. Actual outcomes could differ from these estimates, which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the 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 may affect both the period of revision and future periods.

**New standards, amendments and interpretations**

The IASB has issued a number of amendments to standards and interpretations, and one new standard, which were not yet effective in 2019, and have not been applied in preparing these condensed consolidated interim financial statements. It is anticipated that these amendments and the one new standard will have no impact on the Company's financial statements when they are adopted in future years.

The IASB has also issued several new standards which are effective January 1, 2019 and were first adopted by the Company in the three-month period ended March 31, 2019. Pronouncements that are not applicable to the Company have been excluded from this note.

*IFRS 16 Leases*

A finalized version of IFRS 16 *Leases* replaces IAS 17 *Leases*. The new standard brings most leases on-balance sheet for lessees under a single model, eliminating the distinction between operating and finance leases. Lessor accounting however remains largely unchanged and the distinction between operating and finance leases is retained. The Company does not lease any assets, and so there was no impact on these condensed consolidated interim financial statements.

## 3. Risk management and financial instruments

Financial instruments are agreements between two parties that give rise to a financial asset of one entity and a financial liability or equity instrument of another entity. The Company classifies its financial instruments as follows: cash is classified as FVTPL; amounts receivable are classified as amortized cost; and accounts payable and accrued liabilities and due to related party, as amortized cost. The carrying values of these instruments approximate their fair values due to their short term to maturity.

The Company's risk exposure and the impact on the Company's financial instruments are summarized below:

**3. Risk management and financial instruments (continued)**

**Credit risk**

Credit losses are measured using a present value and probability-weighted model that considers all reasonable and supportable information available without undue cost or effort along with the information available concerning past defaults, current conditions and forecasts at the reporting date. IFRS 9 requires the recognition of 12 month expected credit losses (the portion of lifetime expected credit losses from default events that are expected within 12 months of the reporting date) if credit risk has not significantly increased since initial recognition (stage 1), and lifetime expected credit losses for financial instruments for which the credit risk has increased significantly since initial recognition (stage 2) or which are credit impaired (stage 3). There are no expected credit losses with respect to the Company's financial instruments held at amortized cost.

**Market risk**

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk consists of interest rate risk, foreign currency risk and other price risk. As at March 31, 2019, the Company is not exposed to significant market risk.

**Liquidity risk**

Liquidity risk is the risk that the Company will not be able to meet its obligations as they become due. The Company's approach to managing liquidity risk is to attempt to ensure that it will have sufficient cash or credit available to meet liabilities when due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities, and by maintaining its lending arrangement with a related party. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments.

All of the liabilities presented as accounts payable and accrued liabilities are due within 90 days of March 31, 2019.

**4. Share Capital**

(a) **Authorized**

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

(b) **Reconciliation of changes in share capital**

During the year ended December 31, 2018, the Company issued 2,165,500 common shares for $217 cash.

(Unaudited - expressed in Canadian dollars)

## 5. Related party disclosures

*Key management compensation*

Key management personnel at the Company are the directors and officers of the Company. The remuneration of key management personnel during the periods is as follows:

| | | Period ended March 31, 2019 | | Period ended March 31, 2018 |
|---|---|---|---|---|
| Director remuneration[1] | $ | - | $ | - |
| Officer remuneration[1] | $ | 3,200 | $ | 6,000 |
| Share-based payments | $ | - | $ | - |

1 Remuneration consists exclusively of salaries, bonuses, health benefits if applicable and consulting fees for key management personnel.

Other than the amounts disclosed above, there were no short-term employee benefits or share-based payments granted to key management personnel during the period ended March 31, 2019.

Included in accounting and corporate secretarial fees is $7,136 (Period ended March 31, 2018 – 6,000) owed to Anacott, a corporation with common directors or officers, $3,200 of which relates to the provision of key management services.

Due to related party at March 31, 2019 is comprised of $84,356 (December 31, 2018 - $82,093) due to Anacott. These amounts relate primarily to the costs of incorporation and the plan of arrangement, as well as the provision of key management services as described above.

## 6. Amalgamation Agreement

On December 21, 2018, the Company entered into an amalgamation agreement (the “Amalgamation Agreement”) with Agile Blockchain Corp. (“Agile”). Under the terms of the Amalgamation Agreement, the Company and Agile (collectively the “Parties”) propose to combine the business and assets of Agile and the Company through an amalgamation (the “Transaction”).

Pursuant to the Amalgamation Agreement, Agile shall raise minimum gross proceeds of $5,000,000, through a non-brokered private placement at a price of $0.25 per common share, prior to the completion of the Transaction. Immediately prior to the closing of the Transaction, a share consolidation of the Company’s common shares shall occur, using a consolidation ratio of approximately 5.48:1. The Company will change its name to Agile Blockchain Corp., or an agreed upon name.

As consideration for entering into the Amalgamation Agreement, Agile paid the Company (1) $25,000 upon the execution of the Amalgamation Agreement (paid at December 31, 2018), and (2) agreed to pay $5,000 each month thereafter, beginning January, 2019. Such payments are a non-refundable deposit to fund the working capital and Transaction expenses of the Company. Subject to certain termination events, the non-terminating Party is entitled to a $100,000 termination payment.