FORESHORE EXPLORATION PARTNERS CORP.

(A Capital Pool Company)

Financial Statements

For the period from June 12, 2017 (date of incorporation) to October 31, 2017

(Expressed in Canadian Dollars)

DeVISSER GRAY LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

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INDEPENDENT AUDITOR'S REPORT

To the Directors of Foreshore Exploration Partners Corp.:

We have audited the accompanying financial statements of Foreshore Exploration Partners Corp. which comprise the statement of financial position as at October 31, 2017 and the statements of comprehensive loss, cash flows and changes in shareholders' equity for the period from incorporation on June 12, 2017 to October 31, 2017, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's file preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of Foreshore Exploration Partners Corp. as at October 31, 2017 and its financial performance and its cash flows for the period from incorporation on June 12, 2017 to October 31, 2017 in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

De Visser Gray LLP

CHARTERED PROFESSIONAL ACCOUNTANTS
Vancouver, BC
September 28, 2018

FORESHORE EXPLORATION PARTNERS CORP.
(A Capital Pool Company)
Statement of Financial Position
As at October 31, 2017
(Expressed in Canadian dollars)

	Notes		October 31, 2017
Assets			
Current Assets			
Cash		$	99,598
Prepaid expense			5,000
Total Assets		**$**	**104,598**
Liabilities			
Accounts payable and accrued liabilities		$	1,000
Total Liabilities			**1,000**
Shareholders' Equity			
Share capital	4	$	105,000
Deficit			(1,402)
Total Shareholders' Equity			**103,598**
Total Liabilities and Shareholders' Equity		**$**	**104,598**

Nature of operations and going concern (Note 1)
Events after the reporting period (Note 8)

On behalf of the Board:

"Toby Pierce", Director

"Chris Beltgens", Director

FOREShORE EXPLORATION PARTNERS CORP.
(A Capital Pool Company)
Statement of Comprehensive Loss
For the period from June 12, 2017 (date of incorporation) to October 31, 2017
(Expressed in Canadian dollars)

		For the period from June 12, 2017 (date of incorporation) to October 31, 2017
Expenses		
Interest and bank charges	$	19
Legal fees		1,383
Net loss and comprehensive loss for the period	**$**	**(1,402)**
Basic and diluted loss per share	**$**	**(0.01)**
Weighted average number of common shares outstanding		**118,311**

FOREShORE EXPLORATION PARTNERS CORP.
(A Capital Pool Company)
Statement of Changes in Shareholders' Equity
For the period from June 12, 2017 (date of incorporation) to October 31, 2017
(Expressed in Canadian dollars)

	Share Capital			
	Number of Shares	**Amount**	**Deficit**	**Total Shareholders' Equity**
Balance at June 12, 2017 (date of incorporation)	**-**	**$ -**	**$ -**	**$ -**
Proceeds from share issuance	2,100,000	105,000	-	105,000
Net loss for the period	-	-	(1,402)	(1,402)
Balance at October 31, 2017	**2,100,000**	**$ 105,000**	**$ (1,402)**	**$ 103,598**

FORESHORE EXPLORATION PARTNERS CORP.
(A Capital Pool Company)
Statement of Cash Flows
For the period from June 12, 2017 (date of incorporation) to October 31, 2017
(Expressed in Canadian dollars)

		For the period from June 12, 2017 (date of incorporation) to October 31, 2017
Operating Activities		
Net loss for period	$	(1,402)
Changes in non-cash working capital items:		
Prepaid expense		(5,000)
Accounts payable and accrued liabilities		1,000
Net cash flows used in operating activities		**(5,402)**
Financing activity		
Share issuance proceeds		105,000
Net cash flows provided by financing activity		**105,000**
Increase in cash		99,598
Cash, beginning of the period		-
Cash, end of the period	**$**	**99,598**

See accompanying notes to the financial statements.

1. Nature of operations

Foreshore Exploration Partners Corp. (the "Company") was incorporated under the *Business Corporations Act* (British Columbia) on June 12, 2017 and is a Capital Pool Company under the policies of the TSX Venture Exchange (the "Exchange").

The Company has appointed an agent to offer for sale to the public in the provinces of Alberta, British Columbia and Ontario a minimum of 2,100,000 common shares and a maximum of 4,000,000 common shares at a price of $0.10 per common share for gross proceeds of a minimum of $210,000 and a maximum of $400,000 (the "Offering"). The agent engaged in connection with the Offering of the common shares will be paid a commission of 8% of the gross proceeds. In addition, the Company will pay the agent a Corporate Finance Fee of $8,000 and will reimburse the agent for its expenses, including legal fee up to a maximum of $8,000, plus disbursements incurred pursuant to the Offering ($10,000 paid subsequent to October 31, 2017).

Refer to notes 5 and 8.

Upon completion of the Offering, the principal business of the Company will be the identification and evaluation of assets or businesses with a view to completing a "Qualifying Transaction" as it is defined in the policies of the Exchange. The Company has commenced the process of identifying potential acquisitions. There is no assurance that the Company will identify and complete a Qualifying Transaction within the time period described by the policies of the Exchange. Moreover, even if a potential Qualifying Transaction is identified by the Company, it may not meet the requirements of the Exchange. The net proceeds from the seed funds described at Note 4 will only be sufficient to identify and evaluate a limited number of assets and businesses and additional funds may be required to finance the Company's Qualifying Transaction.

The head office, principal and registered address and records office of the Company are located at Suite 800, 1199 West Hastings Street, Vancouver, British Columbia V6E 3T5.

The Company has no source of operating revenue, has incurred a net loss since inception and as at October 31, 2017 has a deficit of $1,402. Its continued existence will be dependent on the receipt of related party debt or equity financing on terms which are acceptable to the Company.

2. Significant accounting policies and basis of preparation

The financial statements were authorized for issue by the directors of the Company on September 28, 2018.

Statement of compliance

The 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").

Basis of preparation

The financial statements of the Company have been prepared on an accrual basis except for cash flow information and are based on historical costs, modified where applicable. The financial statements are presented in Canadian dollars, which is also the Company's functional currency.

2. Significant accounting policies and basis of preparation (*cont'd*)

Significant accounting judgments, estimates and assumptions

Critical accounting estimates and judgments

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the statement of financial position, and the reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These financial statements include estimates, which, by their nature, are uncertain. The impact of such estimates appear throughout the financial statements and may require 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 relevant factors that are believed to be reasonable under the circumstances.

Critical accounting judgments

Management must make judgments given the various options available as per accounting standards for items included in the financial statements. Judgments involve a degree of uncertainty and could result in material adjustment to the carrying amounts of assets and liabilities, in the event that actual events differ from a judgment made.

Going concern

The assessment of the Company's ability to continue as a going concern and to raise sufficient funds to pay for its ongoing operating expenditures, meet its liabilities for the ensuing year, and to fund exploration programs, involves significant judgment based on historical experience and other factors, including expectation of future events that are believed to be reasonable under the circumstances.

Financial instruments

Financial assets

Financial assets are classified into one of the following categories based on the purpose for which the asset was acquired. All transactions related to financial instruments are recorded on a trade date basis. The Company's accounting policy for each category is as follows:

Fair value through profit or loss ("FVTPL")

Financial assets are classified as FVTPL when the financial asset is held-for-trading or is designated as FVTPL. A financial asset is classified as FVTPL when it has been acquired principally for the purpose of selling in the near future, it is a part of an identified portfolio of financial instruments that the Company manages and has an actual pattern of short-term profit-taking or if it is a derivative that is not designated and effective as a hedging instrument. Upon initial recognition, attributable transaction costs are recognized in profit or loss when incurred. Financial instruments at FVTPL are measured at fair value, and changes therein are recognized in profit or loss. The Company has no assets included in this category.

2. Significant accounting policies and basis of preparation (*cont'd*)

Significant accounting policies *(cont'd)*

Financial instruments (*cont'd*)

Financial assets (*cont'd*)

Loans and receivables

These assets are non-derivative financial assets resulting from the delivery of cash or other assets by a lender to a borrower in return for a promise to repay on a specified date or dates, or on demand. They are initially recognized at fair value less transaction costs that are directly attributable to their acquisition or issue and subsequently carried at amortized cost, using the effective interest rate method, less any impairment losses. Amortized cost is calculated taking into account any discount or premium on acquisition and includes fees that are an integral part of the effective interest rate and transaction costs. Gains and losses are recognized in profit or loss when the loans and receivables are derecognized or impaired, as well as through the amortization process. The Company has no assets included in this category.

Available-for-sale

Non-derivative financial assets that do not meet the definition of loans and receivables are classified as available-for-sale and comprise principally the Company's strategic investments in entities not qualifying as subsidiaries or associates. Available-for-sale investments are carried at fair value with changes in fair value recognized in other comprehensive loss/income. Where there is a significant or prolonged decline in the fair value of an available-for-sale financial asset (which constitutes objective evidence of impairment), the full amount of the impairment, including any amount previously recognized in other comprehensive loss/income, is recognized in profit or loss. If there is no quoted market price in an active market and fair value cannot be readily determined, available-for-sale investments are carried at cost.

On sale or impairment, the cumulative amount recognized in other comprehensive loss/income is reclassified from accumulated other comprehensive loss/income to profit or loss. The Company has no assets included in this category.

Held-to-maturity

Non-derivative financial assets with fixed or determinable payments and fixed maturities that the Company has the positive intention and ability to hold to maturity are classified as held-to-maturity. Financial assets classified as held-to-maturity are measured at amortized cost using the effective interest method.

At each reporting date the Company assesses whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset or the group of financial assets. The Company has no assets included in this category.

2. Significant accounting policies and basis of preparation (*cont'd*)

Financial instruments *(cont'd)*

Financial liabilities

Financial liabilities are classified as other financial liabilities, based on the purpose for which the liability was incurred. These liabilities are initially recognized at fair value net of any transaction costs directly attributable to the issuance of the instrument and subsequently carried at amortized cost using the effective interest rate method. This ensures that any interest expense over the period to repayment is at a constant rate on the balance of the liability carried in the statements of financial position. Interest expense in this context includes initial transaction costs and premiums payable on redemption, as well as any interest or coupon payable while the liability is outstanding. Bank indebtedness is included in this category.

Impairment of non-financial assets

The carrying amount of the Company's assets (which include exploration and evaluation assets) is reviewed at each reporting date to determine whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss.

An impairment loss is recognized whenever the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. Impairment losses are recognized in profit or loss.

The recoverable amount of assets is the greater of an asset's fair value less cost to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is only reversed if there is an indication that the impairment loss may no longer exist and there has been a change in the estimates used to determine the recoverable amount, however, not to an amount higher than the carrying amount that would have been determined had no impairment loss been recognized in previous years.

Assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment.

Income taxes

<u>Current income tax</u>

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date, in the countries where the Company operates and generates taxable income.

2. Significant accounting policies and basis of preparation (*cont'd*)

Income taxes (*cont'd*)

Current income tax (*cont'd*)

Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred income tax

Deferred income tax is provided using the asset and liability method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current income tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

Loss per share

Basic loss per share is computed by dividing the net loss available to common shareholders by the weighted average number of shares outstanding during the reporting period. Diluted loss per share is computed using the treasury stock method, under which the weighted average number of shares outstanding is increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants are exercised.

Shares held in escrow, other than where their release is subject to the passage of time, are not included in the calculation of the weighted average number of common shares outstanding. The Company does not have shares held in escrow as at the end of the reporting period.

Share capital

Common shares are classified as equity. Transaction costs directly attributable to the issue of common shares and share options are recognized as a deduction from equity, net of any tax effects.

2. Significant accounting policies and basis of preparation (*cont'd*)

Equity-settled transactions

Share-based payment arrangements whereby the Company receives goods or services as consideration for its own equity instruments are accounted for as equity-settled share-based payment transactions. Equity instruments issued as consideration for the purchase of non-monetary assets are measured based on the fair value of the common shares on the date the shares are issued.

3. Accounting standards issued but not yet effective

A number of new standards, amendments to standards and interpretations applicable to the Company are not yet effective for the year ended October 31, 2017 and have not been applied in preparing these financial statements:

IFRS 9 – Financial Instruments: Classification and Measurement applies to classification and measurement of financial assets and liabilities as defined in IAS 39. It is effective for annual periods beginning on or after October 31, 2018 with early adoption permitted. The Company does not expect any effect on the Company's financial statements.

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or not expected to have a significant impact on the Company's financial statements.

4. Share capital

(a) Authorized

Unlimited number of common shares without par value.

(b) Issued and outstanding

During the period ended October 31, 2017, the Company issued by private placement 2,100,000 shares at a price of $0.05 per share for gross proceeds of $105,000.

All of these issued shares are subject to escrow restrictions and will be released from escrow in tranches over 36 months from the date of issuance of the Final Exchange Bulletin.

Refer to notes 1 and 8.

5. Stock options and share purchase warrants

(a) Stock options

Subsequent to the period end, the Company determined a total of 300,000 share purchase options will be granted to the directors and officers on the date upon which the Company becomes listed on the Exchange as a Capital Pool Company. These options will be exercisable at a price of $0.10 for a period of five years from the date the Company becomes listed on the Exchange.

(b) Share purchase warrants

On completion of the Offering, the Company will grant to its agent warrants to acquire up to 2% of the common shares issued under the Offering at a price of $0.10 per share for a period of 24 months from the closing date of the Offering, being 42,000 common shares (in the case of the minimum Offering) and 80,000 common shares (in the case of the maximum Offering). In accordance with the policies of the Exchange, not more than 50% of the common shares issuable upon the exercise of the Agent's Warrants may be sold by the Agent prior to the completion of the Qualifying Transaction.

Refer to notes 1 and 8.

6. Financial risk and capital management

Capital management

The Company does not generate cash flows from operations. The Company's primary source of funds comes from the issuance of share capital. The Company does not use other sources of financing that require fixed payments of interest and principal due to lack of cash flow from current operations, and is not subject to any externally imposed capital requirements.

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern.

The Company defines its capital as shareholders' equity. Capital requirements are driven by the Company's general operations. To effectively manage the Company's capital requirements, the Company monitors expenses and overhead to ensure costs and commitments are being paid. There were no changes to the Company's approach to capital management during the period ended October 31, 2017.

Management of financial risk

The Company has classified its accounts payable and accrued liabilities as other financial liabilities. The carrying value of all financial liabilities approximates fair value due to the short-term nature of these financial instruments. The types of risk exposure and the Company's methods of managing the risk remain consistent and are as follows:

6. Financial risk and capital management *(cont'd)*

Management of financial risk *(cont'd)*

(a) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will significantly fluctuate due to changes in market prices. The value of financial instruments can be affected by changes in interest rates, foreign currency rates and other price risk.

(i) Interest rate risk

The Company is not subject to significant interest rate risk with respect to its financial instruments.

(ii) Currency risk

The Company is not exposed to currency risk, as all financial instruments and expenditures incurred by the Company are denominated in Canadian dollars.

(iii) Other price risk

Other price risk is the risk that the fair value of a financial instrument will fluctuate as a result of changes in market prices. The Company is not exposed to significant other price risk on its financial instruments.

(b) Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's cash. The Company limits exposure to credit risk through maintaining its cash with high-credit quality Canadian financial institutions.

The Company is not exposed to significant credit risk on receivables, as these amounts are due from government agencies. The carrying amount of financial assets represents the maximum credit exposure.

(c) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's approach to managing liquidity risk is to provide reasonable assurance that it will have sufficient funds to meet liabilities when due by forecasting cash flows for operations, anticipated investing and financing activities, and through management of its capital structure. All of the Company's financial liabilities have contractual maturities of less than 90 days.

6. Financial risk and capital management *(cont'd)*

Management of financial risk *(cont'd)*

The fair values of the Company's financial assets and liabilities approximate the carrying amounts due to their short-term nature.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

7. Income tax

A reconciliation of income tax provision computed at Canadian statutory rates to the reported income tax provision is provided as follows:

		2017
Loss before income taxes	$	(1,402)
Total expected income tax recovery at statutory rates		(365)
Unrecognized benefit of income tax losses		365
Actual income tax recovery		-

There are no deferred tax assets or liabilities presented in the statement of financial position.

This potential future tax benefit has been offset entirely by a valuation allowance and has not been recognized in these financial statements. The non-capital loss carry-forward of $1,402 expire in 2037.

The deferred tax assets have not been recognized because at this stage of the Company's development, it is not determinable that future taxable profit will be available against which the Company can utilize such deferred tax assets.

8. Events after the reporting period

- On December 4, 2017, the Company filed a preliminary prospectus in the Provinces of Alberta, British Columbia and Ontario pursuant to which it intends to raise a minimum of $210,000 and a maximum of $400,000 through the issuance of common shares at $0.10 per share. Pursuant to an agency agreement, the Offering is subject to the following agent's fees and commissions: a $8,000 corporate finance fee, commission of 8% of the gross proceeds and the issuance of Agent's Warrants up to 2% of the common shares issued under the Offering at a price of $0.10 per share for a period of 24 months from the closing date of the Offering. The Company will also reimburse the agent for reasonable legal and other costs incurred. Refer also to notes 1 and 5.

- In connection with the proposed Offering, on March 21, 2018, the Company filed a final prospectus.

- On May 29, 2018, the Company completed its initial public offering of 2,150,000 common shares issued at a price of $0.10 per share, pursuant to a prospectus dated March 21, 2018 ("Offering"), and the Company's common shares were listed for trading on the TSX-V under the trading symbol FORE.P.

- On June 7, 2018, the Company entered into a binding letter agreement with POSaBIT, Inc. ("POSaBIT") whereby the Company will acquire all of the issued and outstanding securities of POSaBIT by way of a share exchange, amalgamation or such other form of business combination as the parties may determine. Upon successful completion of the proposed acquisition of the securities of POSaBIT (the "Transaction"), it is anticipated that the Company will be listed as a Tier 2 Technology issuer on the TSX-V and will carry on the business of POSaBIT.

  Pursuant to the Transaction, the Company will issue common shares in the capital of Foreshore ("Foreshore Shares") to the holders of common shares in the capital of POSaBIT ("POSaBIT Shares") on the basis of approximately 1.7540 Foreshore Shares for each POSaBIT Share. It is anticipated that approximately 68,000,000 Foreshore Shares will be issued pursuant to the Transaction based on the current capital structure of POSaBIT. The Transaction is an arm's length transaction. Upon the completion of the Transaction, it is expected that POSaBIT will become a wholly-owned subsidiary of the Company.

  For accounting purposes the Transaction is expected to constitute a reverse acquisition, with POSaBIT identified as the acquiring and continuing entity, and the Company the entity being acquired.