DFT DIMENSION FIVE TECHNOLOGIES INC

Condensed Interim Financial Statements

For the Nine Months Ended February 29, 2020

(Unaudited - Expressed in Canadian Dollars)

Notice of No Auditor Review

The accompanying unaudited condensed interim financial statements of Dimension Five Technologies Inc. for the nine months ended February 29, 2020, have been prepared by management and approved by the Audit Committee and the Board of Directors of the Company. These condensed interim financial statements have not been reviewed by the Company’s external auditors.

Dimension Five Technologies Inc.
Condensed Interim Statements of Financial Position
Expressed in Canadian Dollars

	February 29, 2020 (unaudited)	May 31, 2019
Assets		
Current		
Cash	$ **86,873**	$ 36,081
Guaranteed investment certificate (Note 4)	**28,750**	278,750
Amounts receivable (Note 5)	**27,947**	1,537
Prepaid expenses	**-**	5,500
	143,570	321,868
Non–current		
Intangible assets (Notes 3, 6, 9, and 10)	**-**	300,000
	$ **143,570**	$ 621,868
Liabilities		
Current		
Accounts payable and accrued liabilities (Note 7 and 10)	$ **30,917**	$ 2,924
Deferred App development funds (Note 8)	**-**	28,374
	30,917	31,298
Equity		
Share capital (Notes 9 and 10)	**838,828**	838,828
Reserves	**15,000**	15,000
Deficit	**(741,175)**	(263,258)
	112,653	590,570
	$ **143,570**	$ 621,868

Nature of operations and continuance of operations (Note 1)

On behalf of the Board:

"Chris Parr", Director

"David Hodge", Director

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

Dimension Five Technologies Inc.
Condensed Interim Statements of Loss and Comprehensive Loss
Expressed in Canadian Dollars
(Unaudited – prepared by management)

	Three months ended February 29, 2020	Three months ended February 28, 2019	**Nine months ended February 29, 2020**	Nine months ended February 28, 2019
Revenue				
License fees (Notes 3 and 10)	**$ 20,000**	$ 30,000	**$ 80,000**	$ 80,000
Software development fees (Notes 6 and 10)	**-**	20,306	**-**	20,306
	20,000	50,306	**80,000**	100,306
Expenses				
App maintenance	**6,086**	35,926	**51,240**	91,984
General and administrative (Note 12)	**96,870**	60,061	**235,006**	174,740
	102,956	95,987	**286,246**	266,724
Loss before other items	**(82,956)**	(45,681)	**(206,246)**	(166,418)
Other items				
Interest and other income (Note 8)	**26,482**	201	**28,329**	201
Impairment of intangible asset (Note 6)	**-**	-	**(300,000)**	-
	26,482	201	**(271,671)**	201
Loss and comprehensive loss for the period	**$ (56,474)**	$ (45,480)	**(477,917)**	$ (166,217)
Basic and diluted loss per share	**$ (0.00)**	$ (0.00)	**(0.02)**	$ (0.01)
Weighted average number of common shares outstanding	**23,078,001**	23,078,001	**23,078,001**	20,417,741

Dimension Five Technologies Inc.
Condensed Interim Statement of Changes in Equity
As at February 29, 2020 and February 28, 2019
Expressed in Canadian Dollars
(Unaudited – prepared by management)

	Share Capital					
	Number of Shares	Amount	Shares to be issued	Reserves	Deficit	Total Equity
Balance, May 31, 2018	1	$ 1	$ 320,300	$ -	$ (18,339)	$ 301,962
Shares issued for cash (Notes 9 and 10)	13,078,000	545,900	(320,300)	-	-	225,600
Shares issued as consideration for purchase of intangible assets (Notes 9 and 10)	10,000,000	300,000	-	-	-	300,000
Finder's fees (Notes 9 and 10)	-	(7,073)	-	-	-	(7,073)
Share-based compensation (Notes 9 and 10)	-	-	-	15,000	-	15,000
Net loss for the period	-	-	-	-	(166,217)	(166,217)
Balance, February 28, 2019	**23,078,001**	**$ 838,828**	**$ -**	**$ 15,000**	**$ (184,556)**	**$ 669,272**

	Share Capital					
	Number of Shares	Amount	Shares to be issued	Reserves	Deficit	Total Equity
Balance, May 31, 2019	23,078,001	$ 838,828	$ -	$ 15,000	$ (263,258)	$ 590,570
Net loss for the period	-	-	-	-	(477,917)	(477,917)
Balance, February 29, 2020	**23,078,001**	**$ 838,828**	**$ -**	**$ 15,000**	**$ (741,175)**	**$ 112,653**

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

Dimension Five Technologies Inc.
Condensed Interim Statement of Cash Flows
Expressed in Canadian Dollars
(Unaudited – prepared by management)

		Nine months ended February 29, 2020		Nine months ended February 28, 2019
Operating Activities				
Net loss for the period	$	(477,917)	$	(166,217)
Items not affecting cash:				
Impairment of intangible asset		300,000		-
Share-based compensation		-		15,000
Changes in non-cash working capital:				
Amounts receivable		(26,410)		(216)
Prepaid expenses		5,500		1,801
Accounts payable and accrued liabilities		27,993		16,037
Deferred App development funds		(28,374)		29,694
Cash used in operating activities		(199,208)		(103,901)
Investing Activities				
Purchase of guaranteed investment certificate		-		(278,750)
Software development costs		-		(20,306)
Redemption of guaranteed investment certificate		250,000		-
Cash provided by (used in) investing activities		250,000		(299,056)
Financing Activities				
Proceeds from share issuance		-		225,600
Share issue costs		-		(7,073)
Cash provided by financing activities		-		218,527
Change in cash during the period		50,792		(184,430)
Cash, beginning of period		36,081		302,094
Cash, end of period	$	86,873	$	117,664
Supplementary Information				
Shares issued as consideration for purchase of intangible assets	$	-	$	300,000

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

1. NATURE OF OPERATIONS AND CONTINUANCE OF OPERATIONS

Dimension Five Technologies Inc. (the "Company") was incorporated in the Province of British Columbia on January 10, 2018, under the Business Corporations Act of British Columbia. On February 12, 2019, the Company's shares commenced trading on the Canadian Securities Exchange ("CSE") under the symbol "DFT." The Company's shares are currently halted.

The Company's primary business was the development and monetization of its online and mobile Investorbase software application ("the App"). On December 11, 2019 the Company entered into a share exchange agreement ("SEA") with Digital Cavalier Technology Services Inc. (doing business as Youneeq ("Youneeq")), to acquire all of the issued and outstanding securities of Youneeq in exchange for a total of 75,000,000 common shares of the Company. The Transaction is conditional upon certain conditions. On April 28, 2020 the Company abandoned the above proposed transaction with Digital Cavalier Technology Services Inc. DBA "Youneeq". See note 15.

The head office and principal address are located at Suite 1450, 789 West Pender Street, Vancouver, BC, Canada V6C 1H2 and the registered and records office of the Company is located at 885 West Georgia Street, Suite 900, Vancouver, BC, Canada V6C 3H1.

These financial statements have been prepared on a going concern basis, assuming that the Company will be able to realize its assets and discharge its liabilities in the normal course of operations. The Company has a deficit of $741,175 since inception and negative operating cash flows. The continuing operations of the Company are dependent upon generating profitable operations and obtaining funding, as required, to meet the Company's operating commitments as they come due. These conditions indicate the existence of a material uncertainty which casts significant doubt about the Company's ability to continue as a going concern.

These condensed interim financial statements were authorized for issue by the Board of Directors on June 4, 2020.

2. BASIS OF PREPARATION

a) Statement of Compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

b) Basis of Measurement

These financial statements have been prepared on a historical costs basis except for financial instruments classified at fair value (see Note 3). In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

3. SIGNIFICANT ACCOUNTING POLICIES

Significant accounting judgments and estimates

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates, and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses and related disclosure during the reporting period. Judgement is used mainly in

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Significant accounting judgments and estimates (continued)
determining how a balance or transaction should be recognized in the financial statements. Estimates and assumptions are used mainly in determining the measurement of recognized transactions and balances. Actual results may differ from these estimates. 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.

Significant areas requiring the use of management estimates and assumptions include:

- The determination of the fair value of common shares issued as consideration for the purchase of the App.
- The determination that the Company will continue as a going concern for the next year.

Assessment of impairment indicators

Judgment is required in assessing whether certain factors would be considered an indicator of impairment or impairment reversal. Management considers both internal and external information to determine whether there is an indicator of impairment or impairment reversal present and, accordingly, whether impairment testing is required. The information considered in assessing whether there is an indicator of impairment or impairment reversal includes, but is not limited to, the factors listed under "Intangible assets" below.

Intangible assets

Intangible assets consist of the App's mobile application front end, back end, website, and platform developed in-house or acquired externally. See Note 6.

Intangible assets acquired separately are initially recognized at cost. The amount initially recognized for internally-generated intangible assets is the sum of the expenditures incurred from the date that the Company can demonstrate all of the following: i) the technical feasibility of completing the intangible assets so that it will be available for use or sale; ii) its intention to complete the intangible asset and use or sell it; iii) its ability to use or sell the intangible asset; iv) how the intangible asset will generate probable future economic benefits; v) the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and vi) its ability to measure reliably the expenditure attributable to the intangible asset during its development. Until these criteria are met, expenditures are expensed as incurred.

Intangible assets are measured at cost less accumulated amortization and accumulated impairment losses, if any. Intangible assets are tested for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable through future discounted net cash flows from the use or disposal of this asset.

The accounting for an intangible asset is based on its useful life. Intangible assets with a finite useful life are amortized over their estimated useful life. Intangible assets with an indefinite useful life are not amortized. Intangible assets under development which are not ready for use are not amortized. The amortization method, estimated useful life, carrying value and residual value are reviewed each financial year-end or more frequently if required, and are adjusted as appropriate.

The App was assessed as having an indefinite useful life based on management's consideration of the following factors:

- With further development and marketing management expects the App to generate revenues from advertising, marketing small capitalization public companies, licensing fees and, potentially, user subscription fees;
- Comparison of the App to other popular online sites;
- Continuous maintenance and development of the App by incorporating new technologies;

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Intangible assets (continued)

- The stability of, and continued investment in companies in, the App's target niche;
- Expected competitive advantage over other existing and potential larger competitors;
- The level of expenditures expected to be required to generate revenues from the App; and
- The Company's 100% ownership and control of the App.

Foreign currency transactions

The functional currency is the currency of the primary economic environment in which the entity operates. The functional currency for the Company is the Canadian dollar.

Transactions in currencies other than the Canadian dollar are recorded at exchange rates prevailing on the dates of the transactions. At the end of each reporting period, the monetary assets and liabilities of the Company that are denominated in foreign currencies are translated at the rate of exchange at the statement of financial position date while non-monetary assets and liabilities that are measured at historical costs are translated at historical rates. Revenues and expenses are translated at the exchange rates approximating those in effect on the date of the transactions. Exchange gains and losses arising on translation are included in the statements of loss and comprehensive loss.

Financial instruments

Financial Assets

At initial recognition, IFRS 9 *Financial Instruments* ("IFRS 9") requires financial assets to be measured at fair value and classified into three measurement categories: those subsequently measured at fair value through profit and loss ("FVTPL"), those subsequently measured at fair value through other comprehensive income ("FVTOCI") and those subsequently measured at amortized cost. Investments in equity instruments are required to be measured by default at fair value through profit or loss. However, there is an irrevocable option for each equity instrument to present fair value changes in other comprehensive income. Measurement and classification of financial assets is dependent on the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

IFRS 9 provides a three-stage expected credit loss model for calculating impairment for financial assets. Expected credit losses are required to be recognized when financial instruments are initially recognized and the amount of expected credit losses recognized are required to be updated at each reporting date to reflect changes in the credit risk of the financial instruments.

Financial Liabilities

At initial recognition, IFRS 9 requires financial liabilities to be measured at fair value and classified as subsequently measured at amortized cost except for when one of the specified exceptions applies. In cases where the fair value option is taken for financial liabilities, the part of a fair value change relating to an entity's own credit risk is recorded in other comprehensive income rather than the statement of loss, unless this creates an accounting mismatch.

For financial assets and financial liabilities not at FVTPL, fair value is adjusted for transaction costs that are directly attributable to the acquisition or issue of the financial asset or financial liability.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)
The Company recognizes financial assets and liabilities on the statement of financial position when it becomes a party to the contractual provisions of the instrument.

Cash and cash equivalents / Guaranteed investment certificates

Cash and cash equivalents include cash on hand and demand deposits and investments with maturities from the date of acquisition of three months or less, which are readily convertible to known amounts of cash and are subject to insignificant changes in value. Cash is classified as subsequently measured at amortized cost.

Cash equivalents are classified as subsequently measured at amortized cost except for money market investments which are classified as subsequently measured at FVTPL. Guaranteed investment certificates are classified as subsequently measured at amortized cost.

Trade receivables

Trade receivables relate to amounts received from sales under licensing agreements for use of the App. These receivables are non-interest bearing and are recognized at face amount, except when fair value is materially different, and are classified as subsequently measured at amortized cost. Trade receivables recorded are net of lifetime expected credit losses.

Trade payables

Trade payables are non-interest bearing if paid when due and are recognized at face amount, except when fair value is materially different. Trade payables are classified as subsequently measured at amortized cost.
Expected credit losses

For trade receivables, the Company applies the simplified approach to determining expected credit losses, which requires expected lifetime losses to be recognised upon initial recognition of the receivables.

Revenue recognition

IFRS 15 *Revenue from Contracts with Customers* provides a five-step model for the recognition of revenue when control of goods is transferred to, or a service is performed for, the customer. The five steps are to identify the contract(s) with the customer, identify the performance obligations in the contract, determine the transaction price, allocate the transaction price to each performance obligation and recognize revenue as each performance obligation is satisfied.

The Company's revenue consists of licensing fees earned from the use of its App. The licensee obtains control over the use of the App when access to the App is granted. License fees are payable monthly in advance on the first day of each month and revenue is recognized at month end.

Share-based payment transactions

On September 6, 2018, the Company adopted an incentive stock option plan to attract and retain personnel and to provide incentives to employees, officers, directors and consultants. The Company grants stock options to buy common shares of the Company and the board of directors grants such options for periods of up to ten years, which vest immediately and are priced at the previous day's closing price.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Share-based payment transactions (continued)

The fair value of the options is measured at grant date, using the Black-Scholes option pricing model, and is recognized over the vesting period of the options. The fair value is recognized as an expense with a corresponding increase in equity. The amount recognized as expense is adjusted to reflect the number of share options expected to vest.

Where the terms of a stock option are modified, the minimum expense recognized is the expense as if the terms had not been modified. An additional expense is recognized for any modification which increases the total fair value of the share-based compensation arrangement, or is otherwise beneficial to the employee as measured at the date of modification over the remaining vesting period.

Share-based payments to non-employees are measured at the fair value of the goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received.

Share capital

The Company records proceeds from share issuances net of issue costs and any tax effects. Common shares issued for consideration other than cash, are valued based on their market value at the date the common shares are issued.

Income taxes

Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.
Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recorded using the statement of financial position liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: goodwill not deductible for tax purposes; the initial recognition of assets or liabilities that is not a business combination and that affects neither accounting nor taxable profit or loss; and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities on an undiscounted basis, using tax rates enacted or substantively enacted at the statement of financial position date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Earnings/Loss per share

Basic earnings/loss per share is computed by dividing the net income or loss attributable to the owners of the Company by the weighted average number of common shares outstanding for the relevant period.

Expressed in Canadian Dollars

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Earnings/Loss per share (continued)
Diluted earnings/loss per share is determined by adjusting the earnings or loss attributable to the owners of the Company and the weighted average number of common shares outstanding for the effects of dilutive instruments, which includes stock options and common share purchase warrants, as if their dilutive effect was at the beginning of the period. The calculation of the diluted number of common shares assumes that proceeds received from the

exercise of "in-the-money" stock options and common share purchase warrants are used to purchase common shares of the Company at their average market price for the period. In periods that the Company reports a net loss, per share amounts are not presented on a diluted basis as the result would be anti-dilutive.

Related party transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

Future Accounting Pronouncements

Certain new standards, interpretations and amendments to existing standards issued by the IASB or IFRIC may have become mandatory or have been issued subsequent to the year ended May 31, 2019. However, none have been identified as applicable or are consequential to the Company.

4. GUARANTEED INVESTMENT CERTIFICATES

As at February 29, 2020 the Company had one (May 31, 2019: two) variable rate guaranteed investment certificate(s) ("GIC") totalling $28,750 (May 31, 2019: $278,750). GIC's have an interest rate of prime minus 2.7%. The GIC of $28,750 is held as security by the bank for the Company's credit cards and matures on August 23, 2020. The GIC has been classified as current asset as it may be redeemed August 23, 2020 upon cancellation of the credit cards. See note 11.

5. AMOUNTS RECEIVABLE

Amounts receivable consist of the following:

	February 29, 2020 $	May 31, 2019 $
GST/HST receivable	2,734	390
Interest receivable	213	1,147
Notes receivable (Note 15)	25,000	-
	27,947	**1,537**

Expressed in Canadian Dollars

6. INTANGIBLE ASSETS

	February 29, 2020 $	May 31, 2019 $
Balance, beginning of the period	300,000	-
Purchase from Zimtu	-	300,000
Improvement and re-development costs incurred	2,295	21,626
Application of App development funds received from Zimtu	(2,295)	(21,626)
Impairment of intangible asset	(300,000)	-
Balance, end of the period	**-**	**300,000**

On July 1, 2018, the Company purchased the Zimtu Advantage software application (the "App") including the source code, website and other intellectual property rights from Zimtu Capital Corp. ("Zimtu") by issuing 10,000,000 common shares valued at $0.03 per share for total consideration of $300,000. The App was assessed as having an indefinite useful life. See notes 3, 8, 9 and 10.

During the year-ended May 31, 2019, the Company completed the re-development of the website's interface, re-engineered the platform and launched the beta version of the software application under a new brand named "Investorbase". During the nine months ended February 29, 2020 further re-development of Investorbase was completed.

On December 11, 2019 the Company entered into a share exchange agreement to acquire all of the issued and outstanding securities of Youneeq. If the transaction is completed the Company will be focusing on Youneeq's personalization and recommendation engine powered by artificial intelligence, and expects to have the App become inactive. Given the uncertainty of any recovery, the Company recorded an impairment loss on the App of $300,000 at November 30, 2019. See note 15.

7. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payable and accrued liabilities consists of the following:

	February 29, 2020 $	May 31, 2019 $
Accounts payable	10,658	1,665
Accrued liabilities	9	1,259
Amounts due to related parties (Note 10)	20,250	-
	30,917	**2,924**

8. DEFERRED APP DEVELOPMENT FUNDS

On September 11, 2018, the Company entered into the App Further Development Agreement ("AFDA") with Zimtu whereby Zimtu agreed to provide the Company with up to $100,000 in funding to further improve and re-develop the App for its use. During the year-ended May 31, 2019 the Company received $50,000 from Zimtu pursuant to the AFDA agreement.

On January 17, 2020, the Company terminated the AFDA with Zimtu. Pursuant to the termination agreement the Company retained $50,000 in fees paid by Zimtu. The proceeds have been allocated as follows:

Expressed in Canadian Dollars

8. DEFERRED APP DEVELOPMENT FUNDS (continued)

	February 29, 2020 $	May 31, 2019 $
Balance, beginning of the period	28,374	-
App development funds received from Zimtu	-	50,000
Applied against improvement and re-development costs incurred	(2,295)	(21,626)
Applied as other income pursuant to the termination agreement	(26,079)	-
Balance, end of the period	**-**	**28,374**

9. SHARE CAPITAL

Shares:

Authorized:
i. Unlimited common shares without par value
ii. Unlimited preferred shares without par value

Issued:

As of February 29, 2020, the issued and outstanding common shares of the company consisted of 23,078,001 common shares and nil preferred shares (May 31, 2019: 23,078,001 common share and nil preferred shares).

Pursuant to an agreement entered into on September 27, 2018 under National Policy 46-201 *Escrow for Initial Public Offerings* as an emerging issuer, 14,300,001 of these common shares were deposited into escrow. As at February 29, 2020 there were 8,850,002 common shares were being held in escrow and will be released in instalments of 2,145,000 every six months until February 12, 2022.

On June 15, 2018, the Company issued 3,600,000 common shares at $0.02 per share to certain Directors and Officers of the Company for proceeds of $72,000.

On July 1, 2018, the Company issued 10,000,000 common shares at $0.03 per share as consideration of payment for the purchase of the App as described in note 5. See Note 8.

On July 6, 2018, the Company completed a non-brokered financing totalling $368,850 whereby it issued a total of 7,377,000 common shares at $0.05 per share. In association with this transaction, the Company paid $7,073 in finder's fees. The finder's fees were accounted for as a share issuance cost.

On July 27, 2018, the Company completed a non-brokered financing totalling $105,050 whereby it issued a total of 2,101,000 common shares at $0.05 per share.

Stock Options:

On September 6, 2018, the Company adopted an Incentive Stock Option Plan under which it is authorized to grant options to directors, officers, consultants or employees of the Company. The terms of the granted stock options as well as the vesting conditions are at the sole discretion of the directors.

Expressed in Canadian Dollars

9. SHARE CAPITAL (continued)

Stock Options (continued)

On September 6, 2018, the Company entered into stock option agreements with two directors. Pursuant to the agreements:

- Each director was granted 200,000 share purchase options, at an exercise price of $0.05 per option, with an expiry date of September 6, 2023; and
- Share purchase options vest immediately upon issuance.

A continuity schedule of the incentive stock options is as follows:

	February 29, 2020		May 31, 2019	
	Number of Options	Weighted Average exercise price	Number of Options	Weighted Average exercise price
Outstanding and exercisable, beginning of year	400,000	$ 0.05	-	$ -
Granted	-	-	400,000	0.05
Outstanding and exercisable, end of period	**400,000**	**$ 0.05**	**400,000**	**$ 0.05**
Weighted average life (years)	**3.52**		**4.27**	

10. RELATED PARTY TRANSACTIONS

During the nine months ended February 29, 2020 compensation of related parties was as follows:

Key management and related party compensation	**Nine months ended February 29, 2020 $**	**Nine months ended February 29, 2019 $**
Remuneration and fees*	18,000	22,748
Salaries and benefits	54,000	30,000
Share-based payments	-	15,000
	72,000	67,748

* The remuneration and fees were allocated to professional fees of $18,000 (February 28, 2019: $12,000) and share issuance costs to Zimtu of $nil (February 28, 2019: $4,748).

During the nine months ended February 29, 2020, the Company incurred professional fees of $18,000 (February 28, 2019: $18,000) to a company controlled by the CFO of the Company. As at February 29, 2020, the Company owed $5,000 (May 31, 2019: $nil) to the related company. The amount due is unsecured, non-interest bearing, due on demand and to be settled in cash.

Salaries and benefits consist of wages paid to the Company's CEO. As at February 29, 2020, the Company owed $15,000 (May 31, 2019: $nil) to the CEO of the Company related to wages payable. The amount due is unsecured, non-interest bearing, due on demand and to be settled in cash.

During the nine months ended February 29, 2020, the Company incurred share-based compensation of $nil (February 28, 2019: $15,000) to directors of the Company.

10. RELATED PARTY TRANSACTIONS (continued)

During the nine months ended February 29, 2020, the Company earned licencing revenues of $80,000 (February 28, 2019: $80,000) pursuant to the License Agreement, earned app development fees of $2,295 (February 28, 2019: $nil) related to the App Further Development Agreement and incurred rent and other expenses of $44,000 (February 28, 2019: $nil) pursuant to the Management Services Agreement. See below for details of the agreements.

On June 15, 2018, the Company issued 3,600,000 common shares at $0.02 per share to certain directors and officers of the Company for proceeds of $72,000.

On July 1, 2018, the Company purchased the App including the source code, website and other intellectual property rights from Zimtu for 10,000,000 common shares valued at $0.03 per share for total consideration of $300,000. Of this amount, 4,300,000 common shares were issued to officers of the Company and 4,000,000 common shares were issued to Zimtu.

On July 1, 2018, the Company entered into a License Agreement with Zimtu, whereby the Company has granted a non-exclusive, non-transferable, non-sublicensable and revocable app user license to Zimtu for a fee of $10,000 per month. The current agreement is for a term of 18 months and may be renewed for an additional 18 months if mutually agreed upon. The agreement may be terminated by Zimtu by providing 30 days' notice to the Company. Pursuant to the License Agreement, Zimtu has agreed to fund the Company's development and marketing costs for the App up to a maximum of $100,000. On November 1, 2018 Zimtu agreed that the minimum term of the license will be to October 31, 2019 and that 30 days' notice of termination would not be provided prior to October 1, 2019.

On September 11, 2018, the Company entered into an App Further Development Agreement (the "AFDA") with Zimtu whereby Zimtu has agreed to pay the Company a fee of $100,000, in accordance with a to be agreed upon payment schedule, to improve and further develop the App for its use. Pursuant to the AFDA:

- The development services include improving functionality and data accuracy, rebranding the website and its landing page, providing marketing services and a program including email marketing, search engine marketing and optimization, online advertising and trade shows, and providing documentation for the improvements (collectively, the "deliverables");
- The Company remains the sole and exclusive owner of the deliverables;
- Upon payment of the fee, Zimtu will be granted a license to execute, perform, display and operate the App and to use and copy the documentation as required to operate the App;
- Upon acceptance of the deliverables by Zimtu, the Company will provide a limited 60-day warranty to cover any programming errors in the deliverables; and
- Expiry occurs on completion of the work which is expected to take up to one year.

On January 2, 2019, the Company received a payment of $50,000 from Zimtu pursuant to the AFDA. See Notes 5 and 7.

On March 1, 2019, the Company entered into a Management Services Agreement (the "MSA") with Zimtu. Pursuant to the MSA, Zimtu will provide the Company with administrative and managerial services for a fee of $5,500 per month plus GST, including office space and equipment, for a term of nine months ending on February 29, 2020. The Company can renew the MSA for further 12 month term provided that it hasn't been terminated by either party upon giving one month notice to the other. On October 31, 2019 the agreement was renewed for another year with the renewal agreement ending February 29, 2020.

On December 9, 2019 the Company paid $25,000 plus GST to Zimtu for consulting fees.

Expressed in Canadian Dollars

10. RELATED PARTY TRANSACTIONS (continued)

On January 17, 2020, the Company terminated the License Agreement, AFDA and MSA with Zimtu. The date of termination is effective as at January 31, 2020.

11. CONTINGENCY

The Company has corporate credit cards with an aggregate credit limit of $25,000. As at February 29, 2020, the available credit was $24,279 (May 31, 2019: $24,820).

12. GENERAL AND ADMINISTRATIVE EXPENSES

General and administrative expenses consist of the following:

	Three months ended February 29, 2020 $	Three months ended February 28, 2019 $	Nine months ended February 29, 2020 $	Nine months ended February 28, 2019 $
Advertising and promotion	2,654	1,146	4,500	1,192
Filing fees, transfer agent expenses and other listing expenses	2,959	14,500	15,334	21,332
Office, rent, and general	36,485	864	74,544	2,866
Professional services	35,944	23,485	83,973	102,215
Salaries and benefits	18,828	20,066	56,655	32,135
Share-based compensation (Notes 8 and 9)	-	-	-	15,000
	96,870	60,061	235,006	174,740

13. FAIR VALUE MEASUREMENT

There are three levels of the fair value hierarchy that prioritize the inputs to valuation techniques used to measure fair value, with Level 1 inputs having the highest priority. The levels and the valuation techniques used to value the Company's financial assets and liabilities are described below:

Level 1 – Quoted Prices in Active Markets for Identical Assets
Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Cash equivalents and guaranteed investment certificate are valued using quoted market prices in active markets. Accordingly, these items are included in Level 1 of the fair value hierarchy.

Level 2 – Significant Other Observable Inputs

Quoted prices in markets that are not active, quoted prices for similar assets or liabilities in active markets, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability.

Level 3 – Significant Unobservable Inputs
Unobservable (supported by little or no market activity) prices.

14. CAPITAL MANAGEMENT

The Company's capital currently consists of shareholders' equity and working capital. The Company's objective when managing capital is to safeguard the entity's ability to continue as a going concern, meet financial obligations, have sufficient capital to achieve and maintain profitable operations and to provide returns for shareholders and benefits for other stakeholders. As at February 29, 2020, the Company had working capital of $414,751.

The Company is exposed through its operations to the following financial risks:

- Market Risk
- Credit Risk
- Liquidity Risk

In common with all other businesses, the Company is exposed to risks that arise from its use of financial instruments. This note describes the Company's objectives, policies, and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these financial statements.

General Objectives, Policies, and Processes

The Board of Directors has overall responsibility for the determination of the Company's risk management objectives and policies and, while retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the Company's finance function.

The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Company's competitiveness and flexibility. Further details regarding these policies are set out below.

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices are comprised of four types of risk: foreign currency risk, interest rate risk, commodity price risk and equity price risk.

Foreign currency risk

Foreign currency risk is the risk that a variation in exchange rates between the Canadian dollar and United States dollar or other foreign currencies will affect the Company's operations and financial results. The Company is exposed to currency risk to the extent that monetary assets and liabilities held by the Company are not denominated in Canadian dollars.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Financial instruments which are potentially subject to credit risk consist primarily of cash and the GIC. Cash and the GIC are maintained with a financial institution of reputable credit and may be redeemed upon demand. The Company considers this risk to be minimal.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meets its financial obligations as they become due. The Company's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when

14. CAPITAL MANAGEMENT (continued)

Liquidity risk (continued)

they become due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The Company's objective is to ensure that it has sufficient cash on demand to meet expected operational expenses. To achieve this objective, the Company will prepare annual capital expenditure budgets which will be regularly monitored and updated as necessary.

To achieve this objective, the Company will prepare annual capital expenditure budgets which will be regularly monitored and updated as necessary.

The Company monitors its risk of shortage of funds by monitoring the maturity dates of existing trade and other accounts payable.

15. SUBSEQUENT EVENTS AND PROPOSED TRANSACTION

Proposed transaction

On December 11, 2019 the Company entered into a share exchange agreement ("SEA") with Digital Cavalier Technology Services Inc. (doing business as Youneeq ("Youneeq")), to acquire all of the issued and outstanding securities of Youneeq in exchange for a total of 75,000,000 common shares of the Company. The Transaction is conditional upon, among other things:

i. the parties receiving all necessary regulatory and third-party consents, approvals and authorizations as may be required in respect of the Transaction, including, but without limitation, acceptance of the CSE;
ii. completion of due diligence to the satisfaction of the parties;
iii. completion of all matters, and the satisfaction of all conditions (unless waived in writing), under the SEA required to be completed or satisfied on or before closing of the Transaction including but not limited to: receipt by Youneeq of a loan of $25,000 from the Company on full execution of the SEA; completion of the Concurrent Financing and the Youneeq Financing; and
iv. the shareholders of the Company (including if required by a majority of the minority shareholders) will have approved the Transaction and any and all matters in connection therewith pursuant to applicable laws and the rules and policies of the CSE.

On December 16, 2019 the Company loaned $25,000 to Youneeq in conjunction with the fully share exchange agreement. The loan is secured with a general security agreement and bears interest at 8% with a maturity date of June 16, 2020.

Proposed transaction update - subsequent to February 29, 2020

On April 28, 2020 the Company abandoned the above proposed transaction with Digital Cavalier Technology Services Inc. DBA "Youneeq" after performing further due diligence and considering current economic conditions.

On May 25, 2020 the Company received repayment of the $25,000 loan to Youneeq in conjunction with the fully share exchange agreement.

Subsequent events

On March 11, 2020 Dusan Berka resigned as a Director of the Company.

15. SUBSEQUENT EVENT AND PROPOSED TRANSACTION (continued)

Subsequent events (continued)

On April 28, 2020 the Company announced that it postponed filing its interim financial statements and Management's Discussion & Analysis for the 3rd quarter period ended February 29, 2020 (the "Interim Documents"). The Company will be relying on relief granted by the British Columbia Securities Commission ("BCSC") under BC Instrument 51-525 ("BCI 51-525") for temporary exemption from certain continuous disclosure requirements due to the challenges created by COVID-19.