

CULMINA VENTURES CORP.

Condensed Interim Financial Statements
(Unaudited – Prepared by Management)
(Expressed in Canadian Dollars)

For the nine months ended September 30, 2020 and
for the period from incorporation on
March 25, 2019 to September 30, 2019

Culmina Ventures Corp.
(the “Company” or “Culmina”)

CONDENSED INTERIM FINANCIAL STATEMENTS
As at and for the nine months ended September 30, 2020

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

Management of Culmina Ventures Corp. is responsible for the preparation of the accompanying unaudited condensed interim financial statements. The unaudited condensed interim financial statements have been prepared using accounting policies in compliance with International Financial Reporting Standards for the preparation of condensed interim financial statements and are in accordance with IAS 34 – Interim Financial Reporting.

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

CULMINA VENTURES CORP.

Condensed Interim Statements of Financial Position

(Unaudited – Prepared by Management)

(Expressed in Canadian dollars)

	As at September 30, 2020	As at December 31, 2019
Assets		
Current Assets		
Cash	\$ 3,086	3,095
Accounts receivable	4,920	3,940
Investment (Note 4)	855	3,105
Total Assets	\$ 8,861	10,140
Liabilities and Shareholders' Deficiency		
Current Liabilities		
Accounts payable and accrued liabilities	\$ 184,940	87,373
Promissory notes payable (Note 5 and 6)	28,641	21,615
	213,581	108,988
Shareholders' Deficiency		
Share capital (Note 7)	124,653	124,653
Share-based payment reserve	6,692	6,692
Deficit	(336,065)	(230,193)
	(204,720)	(98,848)
Total Liabilities and Shareholders' Deficiency	\$ 8,861	10,140

Nature and continuance of operations (Note 1)

Approved on Behalf of the Board on November 18, 2020:

"Scott Ackerman"
Scott Ackerman – CEO/CFO/Director

"Rick Cox"
Rick Cox – Director

The accompanying notes are an integral part of these Condensed Interim Financial Statements.

CULMINA VENTURES CORP.

Condensed Interim Statements of Loss and Comprehensive Loss

(Unaudited – Prepared by Management)

(Expressed in Canadian dollars)

	For the three months ended		For the nine		For the period
	September 30,		months ended		from
	2020	2019	September 30,		incorporation
			2020		on March 25,
					2019 to
					September 30,
					2019
Expenses					
Administration expenses	\$ 3,046	\$ 3,240	\$ 9,404	\$ 4,993	
Finance expense (Note 5)	665	506	1,776	1,039	
Management fees (Note 5)	-	-	-	20,000	
Professional fees	30,000	30,000	90,597	41,524	
Share-based payments	-	-	-	37,116	
Transfer agent and filing fees	-	-	1,845	454	
Total operating expenses	(33,711)	(33,746)	(103,622)	(105,126)	
Other Items					
Unrealized loss on investments at fair value (Note 4)	(495)	(6,615)	(2,250)	(11,340)	
Loss and comprehensive loss for the period	\$ (34,206)	\$ (40,361)	\$ (105,872)	\$ (116,466)	
Weighted average number of shares outstanding – basic and diluted					
	24,930,500	24,930,500	24,930,500	22,505,095	
Basic and diluted loss per share	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.01)	

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CULMINA VENTURES CORP.

Condensed Interim Statements of Changes in Shareholders' Deficiency

(Unaudited – Prepared by Management)

(Expressed in Canadian dollars)

	Share Capital		Reserves	Deficit	Total Shareholders' Deficiency
	Number (Note 7)	Amount			
Balance, December 31, 2019	24,930,500	\$ 124,653	\$ 6,692	\$ (230,193)	\$ (98,848)
Loss for the period	-	-	-	(105,872)	(105,872)
Balance, September 30, 2020	24,930,500	\$ 124,653	\$ 6,692	\$ (336,065)	\$ (204,720)
Balance, (incorporation) – March 25, 2019	-	\$ -	\$ -	\$ -	\$ -
Common shares issued - Cash	5,000,000	25,000	-	-	25,000
Common share issued – Plan of Arrangement	19,930,500	-	-	-	-
Share-based payments	-	-	37,116	-	37,116
Loss for the period	-	-	-	(116,466)	(116,466)
Balance, September 30, 2019	24,930,500	\$ 25,000	\$ 37,116	\$ (116,466)	\$ (54,350)

The accompanying notes are an integral part of these Condensed Interim Financial Statements.

CULMINA VENTURES CORP.

Condensed Interim Statements of Cash Flows

(Unaudited – Prepared by Management)

(Expressed in Canadian dollars)

	For the nine months ended September 30, 2020	For the period from incorporation on March 25, 2019 to September 30, 2019
Cash flows from operating activities:		
Net loss for the period	\$ (105,872)	\$ (116,466)
Items not involving cash:		
Accrued interest expense	1,776	1,039
Share-based payments	-	37,116
Unrealized loss on investment at fair value	2,250	11,340
Changes in non-cash working capital items:		
Amounts payable and accrued liabilities	97,567	48,464
Accounts receivable	(980)	(2,211)
	(5,259)	(20,718)
Cash flows from financing activities		
Proceeds from promissory note	5,250	-
Proceeds from share issuance	-	25,000
	5,250	25,000
Change in cash for the period	\$ (9)	\$ 4,282
Cash, beginning of the period	3,095	-
Cash, end of the period	\$ 3,086	\$ 4,282

The accompanying notes are an integral part of these Condensed Interim Financial Statements.

CULMINA VENTURES CORP.

Notes to the Condensed Interim Financial Statements

For the nine months ended September 30, 2020 and for the period from incorporation on March 25, 2019 to September 30, 2019

(Unaudited – Prepared by Management)

(Expressed in Canadian dollars)

1. NATURE AND CONTINUANCE OF OPERATIONS

Culmina Ventures Corp. (the “Company” or “Culmina”) was incorporated under the British Columbia Business Corporations Act on March 25, 2019. The head office and records and registered office is located at 1600 – 609 Granville Street, Vancouver, British Columbia V7Y 1C3.

The Company is currently managing its investment portfolio and is investigating and evaluating business opportunities to either acquire or in which to participate.

In March 2019, the Company received \$25,000 in consideration of the issuance of 5,000,000 common shares of the Company (Note 7).

On May 29, 2019, ECC Diversified Inc. (“ECC”) completed a strategic reorganization of its assets by way of a plan of arrangement (the “Arrangement”) in which it spun out Culmina and other investee subsidiaries. The Arrangement was approved by the shareholders of ECC on May 17, 2019 and the Supreme Court of British Columbia issued its final order approving the Arrangement on May 28, 2019.

Pursuant to the terms of the Arrangement, ECC distributed to each shareholder of ECC, as of April 17, 2019, one common share in the capital of Culmina for every common share in the capital of ECC held. As a result, 19,930,500 common shares of the Company were issued (Note 7).

The Company incurred a net loss and comprehensive loss of \$105,872 for the period ended September 30, 2020. As at September 30, 2020, the Company has an accumulated deficit of \$336,065 and a working capital deficiency of \$204,720. Continuing business as a going concern is dependent upon the ability of the Company to obtain additional debt or equity financing, both of which are uncertain. These material uncertainties may cast significant doubt on the Company’s ability to continue as a going concern.

These condensed interim financial statements have been prepared in accordance with IFRS with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than a process of forced liquidation. These condensed interim financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.

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(Expressed in Canadian dollars)

2. BASIS OF PRESENTATION

Statement of Compliance

The condensed interim 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”) and in accordance with International Accounting Standards (“IAS”) 34, Interim Financial Reporting. Accordingly, these condensed interim financial statements do not include all of the information required for full annual financial statements and should be read in conjunction with the most recent audited annual financial statements of the Company as at and for the year ended December 31, 2019. The Board of Directors authorized these condensed interim financial statements for issue on November 18, 2020.

The accounting policies applied in these condensed interim financial statements are the same as those applied in the Company’s most recent audited annual financial statements as at and for the year ended December 31, 2019.

3. SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of Measurement

These condensed interim financial statements have been prepared on the historical cost basis except for financial instruments measured at fair value. In addition, these condensed interim financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

(b) Critical Accounting Estimates, Judgments and Assumptions

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities and expenses. Estimates and associated assumptions applied in determining asset or liability values are based on historical experience and various other factors including other sources that are believed to be reasonable under the circumstances but are not necessarily readily apparent or recognizable at the time such estimate or assumption is made. Actual results may differ from these estimates.

Estimates and underlying assumptions used in determining asset and liability values 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 future periods if the revision affects both current and future periods.

CULMINA VENTURES CORP.

Notes to the Condensed Interim Financial Statements

For the nine months ended September 30, 2020 and for the period from incorporation on March 25, 2019 to September 30, 2019

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3. SIGNIFICANT ACCOUNTING POLICIES (continued)

The information about significant areas of estimation uncertainty considered by management in preparing the condensed interim financial statements is as follows:

(i) Deferred tax assets and liabilities

The measurement of deferred income tax provision is subject to uncertainty associated with the timing of future events and changes in legislation, tax rates and interpretations by tax authorities. The estimation of taxes includes evaluating the recoverability of deferred tax assets based on an assessment of the Company's ability to utilize the underlying future tax deductions against future taxable income prior to expiry of those deductions. Management assesses whether it is probable that some or all of the deferred income tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income, which in turn is dependent upon the successful operations of the Company. To the extent that management's assessment of the Company's ability to utilize future tax deductions changes, the Company would be required to recognize more or fewer deferred tax assets, and deferred tax provisions or recoveries could be affected.

(ii) Valuation of share-based payments

Management uses the Black-Scholes model to determine the fair value of stock options granted to officers and directors. This model requires assumptions of the expected future price volatility of the Company's common shares, expected life of options, future risk-free interest rates, and the dividend yield of the Company's common shares.

The information about significant areas of judgment considered by management in preparing the condensed interim financial statements is as follows:

(i) Going concern

The assessment of the Company's ability to continue as a going concern as discussed in Note 1 involves judgment regarding future funding available for its operations and working capital requirements.

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Notes to the Condensed Interim Financial Statements

For the nine months ended September 30, 2020 and for the period from incorporation on March 25, 2019 to September 30, 2019

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4. INVESTMENTS

All of the Company's investments have been classified as FVTPL.

	September 30, 2020		December 31, 2019	
	Fair value	Cost	Fair value	Cost
	\$	\$	\$	\$
Publicly traded securities	855	20,070	3,105	20,070
	855	20,070	3,105	20,070

Changes in the Company's investments at fair value were as follows:

	September 30, 2020	December 31, 2019
	\$	\$
Opening Balance	3,105	-
Acquisition of marketable securities	-	20,070
Unrealized loss	(2,250)	(16,965)
Ending Balance	855	3,105

Publicly traded securities

The Company's publicly traded securities can be sold at any time at the Company's discretion subject to market conditions and from time to time hold period restrictions of not more than four months pursuant to the terms of each respective private placement subscription agreement, as well as escrow restrictions, if applicable. As at September 30, 2020 the Company's investments consisted of the following:

i. MedMen Enterprises Inc. ("MedMen")

As at September 30, 2020, the Company holds 4,500 common shares in MedMen valued at \$855. MedMen is a publicly traded company listed on the Canadian Securities Exchange.

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5. 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. 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.

The Company has identified its directors and certain senior officers as its key management personnel and the compensation costs for key management personnel and companies related to them are recorded at their exchange amounts as agreed upon by transacting parties.

Summary of expenses incurred:

Nature	Relationship	For the nine month period ended September 30, 2020	For the period from incorporation on March 25, 2019 to September 30, 2019
		\$	\$
Share-based payments	A shareholder of the Company	-	5,375
Management fees	A shareholder of the Company	-	20,000
Interest on promissory notes	Due to shareholders of the Company	1,776	1,039

Amounts due to related parties included in promissory notes payable:

Nature	Relationship	September 30, 2020	December 31, 2019
Promissory note (ECC)	Shareholder of the Company	\$ 23,122	\$21,615
Promissory note (ESOF (2017))	Shareholder of the Company	\$ 5,519	\$ -

During fiscal 2019, \$5,375 was recorded as share-based compensation costs for key management personnel. Additionally, the Company paid management fees of \$20,000 to ECC.

The Company has secured a promissory note with a related party; ECC is a shareholder of the Company. See Note 6 for details relating to this promissory note.

In fiscal 2020, the Company has secured a promissory note with a related party; The Emprise Special Opportunities Fund (2017) Limited Partnership (“ESOF (2017)”) is a shareholder of the Company. See Note 6 for details relating to this promissory note.

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6. PROMISSORY NOTES

ECC DIVERSIFIED INC.

Pursuant to an agreement dated March 25, 2019, the Company purchased 4,500 common shares of MedMen from ECC for an aggregate price of \$20,070, payable by promissory note. The principal outstanding under this promissory note bears interest at the simple rate of 10% per annum. The entire unpaid principal and any interest is fully and immediately payable upon demand of ECC. The Company may repay the principal and all accrued interest thereon at any time and from time to time without notice or penalty.

Interest expense for the current period is \$1,507. As at September 30, 2020, \$3,052 (December 31, 2019 - \$1,545) has been recorded as interest payable.

ESOF (2017)

In April 2020, the Company received \$5,250, payable by a promissory note. The principal outstanding under this promissory note bears interest at the simple rate of 10% per annum. The entire unpaid principal and any interest is fully and immediately payable upon demand of ESOF (2017). The Company may repay the principal and all accrued interest thereon at any time and from time to time without notice or penalty.

As at September 30, 2020, \$269, has been recorded as interest payable.

7. SHARE CAPITAL

(a) Authorized

Unlimited number of common and preferred shares without par value.

(b) Issued and outstanding

As at September 30, 2020 the Company had 24,930,500 common shares issued and outstanding.

On March 25, 2019, the Company received \$25,000 through the issuance of 5,000,000 common shares at \$0.005 per share.

On May 29, 2019, ECC completed a strategic reorganization of its assets in which it spun out certain assets into Culmina. The transaction was carried out by way of an Arrangement pursuant to the *Business Corporations Act* (British Columbia). Under the terms of the Arrangement, shareholders of ECC received one common share of the Company for every common share of ECC they held as of April 17, 2019; as a result, 19,930,500 common shares of the Company were issued.

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7. SHARE CAPITAL (continued)**(b) Issued and outstanding (continued)**

The value associated with these shares is \$0.005 per share for a total of \$99,653 recorded to transaction costs.

	Number of Shares	Amount \$
Balance, (incorporation) March 25, 2019	-	-
March 25, 2019 – share issuance	5,000,000	25,000
May 29, 2019 – plan of arrangement	19,930,500	99,653
Balance, December 31, 2019 and September 30, 2020	24,930,500	124,653

(c) Stock options

On March 25, 2019, the Company adopted a stock option plan (the “Stock Option Plan”) whereby it can grant incentive stock options to directors, officers, employees, and technical consultants of the Company. The maximum number of shares that may be reserved for issuance under the Stock Option Plan is limited to 10% of the issued and outstanding common shares of the Company at any time. The vesting period for all options is at the discretion of the Board of Directors. The exercise price will be set by the Board of Directors at the time of grant and cannot be less than the discounted market price (if any) of the Company’s common shares.

The Stock Option Plan provides that the number of common shares that may be reserved for the issuance to any one individual upon exercise of all stock options held by such an individual may not exceed 5% of the issued and outstanding common shares, if the individual is a director or officer, or 2% of the issued and outstanding common shares, if the individual is a consultant or engaged in providing investor relations services, on a yearly basis. All options granted under the Stock Option Plan will expire not later than the date that is ten years from the date that such options are granted. Options terminate earlier as follows: (i) immediately in the event of dismissal with cause; (ii) 90 days from date of termination other than for cause; or (iii) one year from the date of death or disability. Options granted under the Stock Option Plan are not transferable or assignable other than by will or other testamentary instrument or pursuant to the laws of succession.

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Notes to the Condensed Interim Financial Statements

For the nine months ended September 30, 2020 and for the period from incorporation on March 25, 2019 to September 30, 2019

(Unaudited – Prepared by Management)

(Expressed in Canadian dollars)

7. SHARE CAPITAL (continued)**(c) Stock options (continued)**

On May 29, 2019, the Company granted a total of 2,490,000 incentive stock options to officers and a consultant to the Company, which vested immediately, having an exercise price of \$0.02 per share and expire in five years.

Share purchase option transactions are summarized as follows:

	Number	Options Weighted Average Exercise Price
Balance, (incorporation) March 25, 2019	-	\$ -
Grants	2,490,000	0.02
Outstanding and exercisable, December 31, 2019, and September 30, 2020	2,490,000	\$ 0.02

The fair value of the options granted was determined to be \$6,692 using the Black-Scholes option pricing model under the following assumptions: risk-free interest rate – 1.36%; expected life – 5 years; expected volatility – 100% and expected dividends – nil.

Grant Date	Number of options Outstanding and Exercisable	Exercise Price	Expiry date	Remaining contractual life (years)
May 29, 2019	2,490,000	\$0.02	May 29, 2024	3.66
Total	2,490,000	\$0.02		3.66

8. BASIC AND DILUTED LOSS PER SHARE

The calculation of basic and diluted loss per share for the period ended September 30, 2020 was based on the loss attributable to common shareholders of \$105,872 and the weighted average number of common shares outstanding of 24,930,500.

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(Unaudited – Prepared by Management)

(Expressed in Canadian dollars)

9. CAPITAL MANAGEMENT

The Company defines capital as consisting of shareholder's deficiency (comprised of issued share capital, share-based payment reserve, and deficit). Management's objective is to provide investment management services to shareholders which includes investing in marketable securities for the purpose of returns in the form of investment income and capital appreciation, as well as the ability to meet its on-going operational obligations as they become due.

The Company manages its capital structure to maximize its financial flexibility making adjustments to it in response to changes in economic conditions and the risk characteristics of the underlying assets and business opportunities. The Company does not presently utilize any quantitative measures to monitor its capital, but rather relies on the expertise of the Company's management to sustain the future development of the business. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. As at September 30, 2020, the Company is not subject to any externally imposed capital requirements.

10. FINANCIAL INSTRUMENTS

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Market Risk

Market risk is the risk that the fair value or future cash flows from a financial instrument will fluctuate because of changes in market prices or prevailing conditions. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk and are disclosed as follows:

(i) Currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company holds no financial instruments that are denominated in a currency other than Canadian dollars. As at September 30, 2020, the Company is not exposed to currency risk.

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10. FINANCIAL INSTRUMENTS (continued)

(ii) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in market risk. The Company's sensitivity to interest rates relative to its cash balances is currently immaterial. The Company also has no long-term debt with variable interest rates, so it has no negative exposure to changes in the market interest rate.

(iii) Price rate risk

The Company is exposed to price risk with respect to equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Management closely monitors individual equity movements and the stock market to determine the appropriate course of action to be taken by the Company. Given the Company's limited market exposure at this time it has assessed there to be a low level of price rate risk.

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. The Company's credit risk is primarily attributable to its liquid financial assets including cash. The Company limits the exposure to credit risk by only investing its cash with high-credit quality financial institutions. Management believes that the credit risk related to its cash is negligible.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. At September 30, 2020, the Company has limited sources of revenue and has a cash balance of \$3,086 to settle current liabilities of \$213,581. As such, the Company has insufficient cash to fund corporate overhead costs and the repayment of the Company's debt obligations for the next year.

Until such time as the Company's investments increase in value or begin generating significant dividend income, the Company will remain dependent upon the financial support of its shareholders and debt holders or the sale of investments. If the Company is unable to finance itself through these means, it is possible that the Company will be unable to continue as a going concern.

Additionally, the Company likely has insufficient funds from which to finance any identified business acquisition and as such will require additional financing to accomplish the Company's long-term

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10. FINANCIAL INSTRUMENTS (continued)

strategic objectives. Future funding may be obtained by means of issuing share capital and/or debt financing. There can be no certainty of the Company's ability to raise additional financing through these means. If the Company is unable to continue to finance itself through these means, it is possible that the Company will be unable to continue as a going concern.

Consequently, the Company is exposed to liquidity risk as at September 30, 2020.

Fair Value Risk

When participating in investment activities, the Company may incur losses if it is unable to resell the securities it has purchased or if it is forced to liquidate its holdings at less than their respective carrying values. The Company is also exposed to fair value risk as a result of its trading activities in publicly traded securities. All of the Company's investments are carried on a FVTPL basis and are recorded at their fair value. As such, changes in fair value affect earnings as they occur.

The fair value of cash, accounts payable and accrued liabilities, and promissory note payable at September 30, 2020 approximate their carrying values due to their short term to maturity.

As of September 30, 2020, the determination of estimated fair value of the Company's investments was as follows:

	September 30, 2020	Estimated fair values		
		Level 1	Level 2	Level 3
	\$	\$	\$	\$
FVTPL investments	855	855	-	-
	855	855	-	-