TELESCOPE INNOVATIONS CORP.

(formerly CULMINA VENTURES CORP.)

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

For the three months ended March 31, 2021 and 2020

TELESCOPE INNOVATIONS CORP.
(formerly CULMINA VENTURES CORP.)
Condensed Interim Statements of Financial Position
(Unaudited – Prepared by Management)
(Expressed in Canadian dollars)

		As at March 31, 2021	As at December 31, 2020
Assets			
Current Assets			
Cash	$	**2,359**	2,377
Accounts receivable		**-**	7,129
Total Assets	$	**2,359**	9,506
Liabilities and Shareholders' Deficiency			
Current Liabilities			
Accounts payable and accrued liabilities (Note 12)	$	**56,141**	224,651
Promissory notes payable (Note 4, 5 and 6)		**28,982**	28,355
		85,123	253,006
Shareholders' Deficiency			
Share capital (Note 7)		**124,653**	124,653
Share-based payment reserve		**6,692**	6,692
Deficit		**(214,109)**	(374,845)
		(82,764)	(243,500)
Total Liabilities and Shareholders' Deficiency	$	**2,359**	9,506

Nature and continuance of operations (Note 1)
Proposed transactions (Note 11)
Subsequent events (Note 13)

Approved on Behalf of the Board on May 28, 2021:

"Jason Hein"
Jason Hein – CEO/Director

"Robert Chisholm"
Robert Chisholm – CFO

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

TELESCOPE INNOVATIONS CORP.
(formerly CULMINA VENTURES CORP.)
Condensed Interim Statements of Income (Loss) and Comprehensive Income (Loss)
(Unaudited – Prepared by Management)
(Expressed in Canadian dollars)

		For the three months ended March 31, 2021		For the three months ended March 31, 2020
Expenses				
Administration expenses	**$**	**3,018**	$	3,021
Finance expense (Note 6)		**627**		500
Professional fees		**30,000**		30,000
Shareholder communication and filing fees		**-**		45
		33,645		33,566
Other Items				
Changes in fair value of investment (Note 4)		**-**		1,350
Recovery of expenses (Note 12)		**(194,381)**		-
Net income/(loss) and comprehensive income/(loss) for the period	**$**	**160,736**	$	(34,916)
Weighted average number of shares outstanding – basic and diluted		**12,465,250**		12,465,250
Basic and diluted earnings/(loss) per share	**$**	**0.01**	$	(0.00)

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

TELESCOPE INNOVATIONS CORP.
(formerly CULMINA VENTURES CORP.)
Condensed Interim Statements of Changes in Shareholders' Deficiency
(Unaudited – Prepared by Management)
(Expressed in Canadian dollars)

	Share Capital				Total
	Number	Amount	Reserves	Deficit	Shareholders' Deficiency
Balance, December 31, 2019	**12,465,250**	**$ 124,653**	**$ 6,692**	**$ (230,193)**	**$ (98,848)**
Loss for the period	-	-	-	(34,916)	(34,916)
Balance, March 31, 2020	**12,465,250**	**$ 124,653**	**$ 6,692**	**$ (265,109)**	**$ (133,764)**
Balance, December 31, 2020	**12,465,250**	**$ 124,653**	**$ 6,692**	**$ (374,845)**	**$ (243,500)**
Income for the period	-	-	-	160,736	160,736
Balance, March 31, 2021	**12,465,250**	**$ 124,653**	**$ 6,692**	**$ (214,109)**	**$ (82,764)**

**On April 20, 2021, the Company completed a consolidation of the Company's shares on a 2 for 1 new share basis. All share and per share information has been retroactively adjusted to reflect the share consolidation.

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

TELESCOPE INNOVATIONS CORP.
(formerly CULMINA VENTURES CORP.)
Condensed Interim Statements of Cash Flows
(Unaudited – Prepared by Management)
(Expressed in Canadian dollars)

		For the three months ended March 31, 2021		For the three months ended March 31, 2020
Cash flows from operating activities:				
Net income/(loss) for the period	**$**	**160,736**	$	(34,916)
Items not involving cash:				
Accrued interest expense		**627**		500
Changes in fair value of investment		**-**		1,350
Recovery of expenses		**(194,381)**		-
Changes in non-cash working capital items:				
Accounts payable and accrued liabilities		**25,871**		33,172
Accounts receivable		**7,129**		2,048
		(18)		2,154
Change in cash for the period	**$**	**(18)**	$	2,154
Cash, beginning of the period		**2,377**		3,095
Cash, end of the period	**$**	**2,359**	$	5,249
Supplemental information:				
Interest paid	**$**	**-**	$	-
Income taxes paid	**$**	**-**	$	-

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

1. NATURE AND CONTINUANCE OF OPERATIONS

Telescope Innovations Corp. (the "Company" or "Telescope") 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 investigating and evaluating business opportunities to either acquire or in which to participate.

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 Telescope 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 Telescope for every common share in the capital of ECC held. As a result, 9,965,250 common shares of the Company were issued (Note 7).

The Company incurred net income of $160,736 for the three months ended March 31, 2021 (2020 – loss of $34,916). As at March 31, 2021, the Company has an accumulated deficit of $214,109 (December 31, 2020 - $374,845) and a working capital deficiency of $82,764 (December 31, 2020 - $243,500). 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.

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. To date, COVID-19 has not had an adverse impact on the Company.

2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

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, 2020. The Board of Directors authorized these condensed interim financial statements for issue on May 28, 2021.

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, 2020.

The 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.

3. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of these condensed interim financial statements in conformity with International Financial Reporting Standards ("IFRS") requires management to make estimates, judgments and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

(a) Critical accounting estimates

Critical accounting estimates are estimates and assumptions made by management that may result in a material adjustment to the carrying amount of assets and liabilities within the next financial year included:

3. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS *(continued)*

(a) Critical accounting estimates *(continued)*

i. Income tax

Tax provisions are based on enacted or substantively enacted laws. Changes in those laws could affect amounts recognized in profit or loss both in the period of change, which would include any impact on cumulative provisions, and in future periods. Deferred tax assets (if any) are recognized only to the extent it is considered probable that those assets will be recoverable. This involves an assessment of when those deferred tax assets are likely to reverse and a judgment as to whether or not there will be sufficient taxable profits available to offset the tax assets when they do reverse. This requires assumptions regarding future profitability and is therefore inherently uncertain. To the extent assumptions regarding future profitability change, there can be an increase or decrease in the amounts recognized in respect of deferred tax assets as well as the amounts recognized in profit or loss in the period in which the change occurs.

ii. Stock options

Determining the fair value of stock options requires estimates related to the choice of a pricing model, the estimation of stock price volatility, the expected forfeiture rate and the expected term of the underlying instruments. Any changes in the estimates or inputs utilized to determine fair value could have a significant impact on the Company's future operating results or on other components of shareholders' equity.

(b) Critical accounting judgment

Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the statements are, but are not limited to, the following:

i. Going concern

The preparation of the condensed interim financial statements requires management to make judgments regarding the going concern of the Company as previously discussed in Note 1.

(Expressed in Canadian dollars)

4. INVESTMENTS

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

	March 31, 2021	December 31, 2020
	$	$
Opening Balance	**-**	3,105
Acquisition of marketable securities	**-**	-
Changes in fair value of investment	**-**	(2,160)
Disposal of investment (Note 6)	**-**	(945)
Ending Balance	**-**	-

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 March 31, 2021 and December 31, 2020, the Company did not own any investments in publicly traded securities.

On December 10, 2020 the Company sold 4,500 common shares of MedMen Enterprises Inc. (CSE: MMEN) for aggregate proceeds of $945, payable by an offset of an equal amount against a promissory note between ECC and the Company dated March 25, 2019. See Note 6 for details relating to this promissory note.

For the period ended March 31, 2021 there was $nil (March 31, 2020 - $1,350) change in the fair value of the Company’s investments.

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.

(Expressed in Canadian dollars)

5. RELATED PARTY TRANSACTIONS *(continued)*

Amounts due to related parties included in promissory notes payable:

Nature	Relationship	**March 31, 2021**	December 31, 2020
Promissory note (ECC)	Shareholder of the Company	**$ 23,149**	$22,677
Promissory note (ESOF2017)	Shareholder of the Company	**$ 5,833**	$ 5,678
		$ 28,982	$28,355

During the year ended December 31, 2020, the Company repaid a portion of a secured a promissory note (March 31, 2021 - $nil) with a related party; ECC is a shareholder of the Company. See Note 6 for details relating to this promissory note.

During the year ended December 31, 2020, the Company secured a promissory note with a related party (March 31, 2021 - $nil); ESOF2017 is a shareholder of the Company. See Note 6 for details relating to this promissory note.

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. On December 10, 2020, the Company sold its investment in MedMen back to ECC. As consideration for the transfer, the promissory note was reduced by $945, which was the fair value of the investment at the time. As at March 31, 2021 a total of $23,149 (December 31, 2020 - $22,677) was owing to ECC under its promissory note, including a total of $4,024, (December 31, 2020 - $3,552) of interest payable.

THE EMPRISE SPECIAL OPPORTUNITIES FUND (2017) LIMITED PARTNERSHIP (“ESOF2017”)

On April 27, 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 12% per annum. The entire unpaid principal and any interest is fully and immediately payable upon demand of ESOF2017. 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 March 31, 2021 a total of $5,833 (December 31, 2020 - $5,678) was owing to ESOF2017 under its promissory note, including a total of $583, (December 31, 2020 - $428) of interest payable.

7. SHARE CAPITAL

(a) Authorized

Unlimited number of common and preferred shares without par value. There are no preferred shares issued or outstanding.

(b) Issued and outstanding

As at March 31, 2021 and December 31, 2020, the Company had 12,465,250 common shares issued and outstanding.

On March 25, 2019, the Company received $25,000 through the issuance of 2,500,000 common shares at $0.01 per share.

On May 29, 2019, ECC completed a strategic reorganization of its assets in which it spun out certain assets into Telescope. 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, 9,965,250 common shares of the Company were issued (see 7. (c) share consolidation). The value associated with these shares is $0.01 per share for a total of $99,653 recorded to transaction costs.

(c) Share consolidation

On April 19, 2021, the Company completed a consolidation of the Company's shares on a 2 for 1 new share basis. All share and per share information has been retroactively adjusted to reflect the share consolidation.

(d) 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.

(Expressed in Canadian dollars)

7. SHARE CAPITAL *(continued)*

(d) Stock options *(continued)*

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.

On May 29, 2019, the Company granted a total of 1,245,000 incentive stock options to officers and a consultant to the Company, which vested immediately, having an exercise price of $0.04 per share and expire in five years.

Share purchase option transactions are summarized as follows:

		Options
	Number	**Weighted Average Exercise Price**
Balance, (incorporation) March 25, 2019	**-**	**$ -**
Granted	1,245,000	0.04
Outstanding and exercisable, December 31, 2019, 2020 and March 31, 2021	**1,245,000**	**$ 0.04**

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.

Subsequent to the quarter ended March 31, 2021, all stock options were cancelled.

Grant Date	**Number of options Outstanding and Exercisable**	**Exercise Price**	**Expiry date**	**Remaining contractual life (years)**
May 29, 2019	1,245,000	$0.04	May 29, 2024	3.16
Total	**1,245,000**	**$0.04**		**3.16**

8. BASIC AND DILUTED INCOME/(LOSS) PER SHARE

The calculation of basic and diluted income/(loss) per share for the period ended March 31, 2021 was based on the income/(loss) attributable to common shareholders of $160,736, (2020 – $(34,916)), and the weighted average number of common shares outstanding of 12,465,250, (2020 – 12,465,250).

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 March 31, 2021, the Company is not subject to any externally imposed capital requirements. There were no changes to the Company's approach to capital management during the period.

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 March 31, 2021, the Company is not exposed to currency risk.

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's promissory notes have fixed rates. 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 March 31, 2021, the Company has no revenue and has a cash balance of $2,359 to settle current liabilities of $85,123. 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.

The Company will remain dependent upon the financial support of its shareholders and debt holders. 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 strategic objectives. Future funding may be obtained by means of issuing share capital and/or debt

10. FINANCIAL INSTRUMENTS *(continued)*

Liquidity Risk *(continued)*

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 March 31, 2021.

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 notes payable at March 31, 2021 approximate their carrying values due to their short term to maturity.

11. PROPOSED TRANSACTION

On April 29, 2021, the Company entered into a definitive share exchange agreement with ClearMynd Technology Solutions Corp ("ClearMynd") and its securityholders in respect of its proposed acquisition of all the issued and outstanding securities of ClearMynd (the Proposed Transaction).

Pursuant to the share exchange agreement, the Company will issue an aggregate of 37,786,070 Telescope shares in exchange for all the issued and outstanding securities of ClearMynd. Upon completion of the Proposed Transaction, ClearMynd will be a wholly-owned subsidiary of the Company and will continue to carry on the business currently conducted by it.

ClearMynd Technology Solutions Corp. is a chemical technology company developing synthetic processes to access pharmaceuticals for the treatment of mental health.

Completion of the Proposed Transaction is subject to a number of conditions, including but not limited to, customary closing conditions and deliveries. There can be no assurance that the proposed transaction will be completed as proposed or at all.

12. RECOVERY OF EXPENSES

On March 31, 2021, Emprise Management Services Corp. agreed to forgive $204,100 ($194,381 fee and $9,719 GST) in accounts payable for the previous provision of services to the Company.

13. SUBSEQUENT EVENTS

Subsequent to the quarter ended March 31, 2021, the Company completed the following transactions:

1. On April 19, 2021, shareholders of the Company agreed to cancel an aggregate of 2,465,250 common shares registered in their name and return them to treasury.

2. On April 27, 2021, 1,245,000 share purchase options were cancelled.

3. On April 28, 2021 ECC Diversified Inc. and ESOF2017 agreed to write off principal and interest due in the amount of $23,149 and $5,833, respectively.