

TELESCOPE INNOVATIONS CORP. CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS FOR THE THREE AND SIX MONTHS ENDED FEBRUARY 28, 2022 AND 2021 (Expressed in Canadian Dollars)

(the "Company" or "Telescope")

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS As at and for the three and six months ended February 28, 2022 and 2021

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

The Management of the Company is responsible for the preparation of the accompanying unaudited condensed consolidated interim financial statements. The unaudited condensed consolidated interim financial statements have been prepared using accounting policies in compliance with International Financial Reporting Standards ("IFRS") for the preparation of condensed consolidated 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 consolidated interim financial statements in accordance with the standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

CONDENSESD CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION

AS AT FEBRUARY 28, 2022 AND AUGUST 31, 2021

(Expressed in Canadian Dollars)

		February 28, 2022		August 31, 2021 (audited)
ASSETS				
Current Cash	\$	1,295,891	\$	3,294,388
Amounts receivable	φ	153,801	φ	63,659
Prepaid expenses and deposits		373,240		115,878
		1,822,932		3,473,925
Non-Current				
Equipment , net of amortisation (Note 7)		1,112,081		599,566
TOTAL ASSETS	\$	2,935,013	\$	4,073,491
LIABILITIES				
Current				
Accounts payable and accrued liabilities (Note 9)	\$	301,646	\$	247,068
FOURTY				
EQUITY		0 004 720		0 104 700
Common shares (Note 8)		9,094,720		8,104,720
Reserves (Note 8)		1,828,021		-
Deficit		(8,289,374)		(4,278,297)
TOTAL EQUITY		2,633,367		3,826,423
TOTAL LIABILITES AND EQUITY	\$	2,935,013	\$	4,073,491

CORPORATE INFORMATION AND CONTINUANCE OF OPERATIONS (Note 1)

Approved by the Board on April 27, 2022:

"Robert Mintak" Director

"James Andrew Robinson" Director

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF COMPREHENSIVE LOSS

FOR THE THREE AND SIX MONTHS ENDED FEBRUARY 28, 2022 AND 2021

(Expressed in Canadian Dollars)

	Three	months ended	Six mor	nths ended
	February 28, 2022			February 28 2021
EXPENSES	\$	\$	\$	g
Advertising and promotion	\$ 467	\$ -	\$ 467	\$-
Amortisation - lab	61,833	-	107,536	-
Business development	-	29,599	-	32,476
Consulting	294,917		479,989	-
Foreign exchange	2,349) 2,324	(208
Insurance	1,270		8,429	-
Lab operations and supplies	81,566		170,110	-
Management fees (Note 9)	58,850	-	108,950	-
Office and miscellaneous	23,540	3,881	60,143	3,998
Patent (Note 6)	1,001,410	12,545	1,014,443	12,545
Professional fees	60,293	35,511	120,796	49,988
Regulatory and transfer agent fees	48,213	-	64,356	-
Research and development	17,361	56,613	30,221	67,113
Share-based payments (Note 8)	1,551,417	-	1,828,021	8,504
Travel	15,292	-	15,292	-
NET LOSS AND COMPREHENSIVE LOSS	(3,218,778)	(137,901) (4,011,077)	(174,416)
BASIC AND DILUTED LOSS PER SHARE	(0.05)	(0.01) (0.08)	(0.01)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING				
- BASIC AND DILUTED	48,330,514	23,613,659	35,875,609	15,284,500

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN EQUITY

FOR THE SIX MONTHS ENDED FEBRUARY 28, 2022 AND 2021

(Expressed in Canadian Dollars)

	Comm	on Sl	hares	-									
-	Number of Common Shares		Amount		Share subscriptions received in advance		Special warrant subscriptions		Reserves		Accumulated Deficit		Total
Balance at September 1, 2020	1	\$	-	\$	261,000	\$	-	\$	-	\$	(252,978)	\$	8,022
Shares cancelled Shares issued for services (Note 8)	(1) 1,700,741		- 8,504		-		-		-		-		- 8,504
Shares issued (Note 8)	23,145,834		1,035,684		(261,000)		-		_		-		774,684
Special warrant subscriptions	-, -,		, ,		(- , ,								,
received in advance (Note 8)	-		-		-		1,943,139		-		-		1,943,139
Net loss and comprehensive loss	-		-		-		-		-		(174,416)		(174,416)
Balance at February 28, 2021	24,846,575	\$	1,044,188	\$	-	\$	1,943,139	\$	-	\$	(427,394)	\$	2,559,933
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Balance at September 1, 2021	47,786,070	\$	8,104,720	\$	-	\$	-	\$	- 1,828,021	\$	(4,278,297)	\$	3,826,423 1,828,021
Share-based payment Shares issued for Technology	-		-		-		-		1,020,021		-		1,020,021
Assignment Agreement (Note 6)	1,000,000		990,000		-		-		-		-		990,000
Net loss and comprehensive loss	-		-		-		-		-		(4,011,077)		(4,011,077)
Balance at February 28, 2022	48,786,070	\$	9,094,720	\$	-	\$	-	\$	1,828,021	\$	(8,289,374)	\$	2,633,367

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS

FOR THE SIX MONTHS ENDED FEBRUARY 28, 2022 AND 2021

(Expressed in Canadian Dollars)

		2022		2021
CASH PROVIDED BY (USED IN):				
OPERATING ACTIVITIES				
Net loss	\$	(4,011,077)	\$	(174,416)
Items not involving cash:		4 000 004		0 504
Share-based payments Amortisation - lab		1,828,021 107,536		8,504
Shares issued for Technology Assignment				
Agreement		990,000		-
Change in non-cash working capital items				
Amounts receivable		(90,142)		(4,991)
Prepaid expenses and deposits Accounts payable and accrued liabilities		(257,362) 54,578		(5,000) 104,063
Cash used in operating activities		(1,378,446)		(71,840)
INVESTING ACTIVITIES				
Equipment purchases		(620,051)		-
Cash used in investing activities		(620,051)		
FINANCING ACTIVITIES				
Proceeds from the issuance of shares, net of costs		-		254,434
Proceeds from special warrants, net of receivable Share subscriptions received in advance				1,943,139
Repayment of promissory notes		-		521,250 -
Cash acquired on reverse acquisition transaction		-		-
Cash provided by financing activities		-		2,717,823
CHANGE IN CASH DURING THE PERIOD		(1,998,497)		2,617,966
CASH, BEGINNING OF PERIOD		3,294,388		49,071
CASH, END OF PERIOD	\$	1,295,891	\$	2,667,037
Supplemental Cash Flow Information	<i>.</i>			
Income taxes paid Interest paid	\$ \$		\$ \$	-
interest paid	φ		φ	-

(Expressed in Canadian Dollars)

1. CORPORATE INFORMATION AND CONTINUANCE OF OPERATIONS

Telescope Innovations Corp. (the "Company" or "Telescope"), formerly Culmina Ventures Corp., was incorporated under the British Columbia Business Corporations Act on March 25, 2019. On May 31, 2021, the Company completed a share exchange agreement with ClearMynd Technology Solutions Corp. ("ClearMynd") giving effect of the acquisition of ClearMynd's outstanding common shares by Telescope as a reverse acquisition transaction (Note 5). These consolidated financial statements include the historical operations, assets and liabilities of ClearMynd, which is deemed to be the continuing entity for financial reporting purposes. ClearMynd was incorporated under the British Columbia Business Corporations Act on July 30, 2019.

The Company intends to focus on the development as a Contract Research Organisation ("CRO") to develop intellectual property. The Company intends to raise additional equity, as needed, in order to pursue future business opportunities. The address of the Company's corporate office and principal place of business is 1600-609 Granville Street, Vancouver, British Columbia, V7Y 1C3, Canada.

The Company has incurred operating losses to date and is currently unable to self-finance its future operations. The Company's ability to continue as a going concern is dependent upon obtaining additional financing or maintaining continued support from its shareholders and creditors, and generating profitable operations in the future. These factors indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

These consolidated financial statements do not give effect to any adjustments which would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in these consolidated financial statements. Such adjustments could be material.

During March 2020, the World Health Organization declared COVID-19 a global pandemic. This contagious disease outbreak and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, leading to an economic downturn. The impact on the Company has not been significant, but management continues to monitor the situation.

2. SIGNIFICANT ACCOUNTING POLICIES

a) Statement of compliance

These condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), including IAS 34 – Interim Financial Reporting. For these purposes, IFRS comprise the standards issued by the International Accounting Standards Board ("IASB").

The accounting policies applied in these condensed consolidated interim financial statements are consistent with those applied in the preparation of, and disclosed in, the Company's audited annual financial statements for the period ended August 31, 2021.

b) Basis of consolidation

These condensed consolidated interim financial statements include the assets and operations of the Company and its wholly owned subsidiaries ClearMynd Technology Solutions Corp. and 1280225 B.C. Ltd. All significant intercompany transactions and balances have been eliminated upon consolidation.

(Expressed in Canadian Dollars)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

c) Basis of measurement

These condensed consolidated interim financial statements have been prepared on the historical cost basis, with the exception of financial instruments which are measured at fair value, as explained in the accounting policies set out below. In addition, these condensed consolidated interim financial statements have been prepared using the accrual basis of accounting, except for cash flow information. The functional and presentation currency of the Company and its subsidiaries is the Canadian dollar.

d) Going Concern

These condensed consolidated interim financial statements are prepared on a going concern basis, which assumes that the Company will continue its operations for a reasonable period of time. The Company has incurred losses since its inception and had an accumulated deficit of \$7,299,374 at February 28, 2022. Management has determined that the Company will be able to continue as a going concern for a reasonable period of time, and realise its assets and discharge its liabilities and commitments in the normal course of business.

3. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGMENTS

The preparation of these condensed consolidated interim financial statements requires management to make judgments and estimates and form assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from these estimates. 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 future periods affected.

Significant accounts that require estimates as the basis for determining the stated amounts include share-based payments and deferred income taxes. Critical judgments that have the most effect on the amounts recognized in the consolidated financial statements include the Company's ability to continue as a going concern.

4. NEW ACCOUNTING PRONOUNCEMENTS ISSUED BUT NOT YET EFFECTIVE

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

5. REVERSE ACQUISITION TRANSACTION

On May 31, 2021, ClearMynd closed a share exchange agreement with Telescope, whereby Telescope acquired all the issued and outstanding securities in the capital of ClearMynd in exchange for the common shares of Telescope. The acquisition of ClearMynd by Telescope is accounted for as a reverse takeover, whereby, ClearMynd is deemed to be the acquirer and Telescope is deemed to be the acquiree. The acquisition constitutes an asset acquisition as Telescope did not meet the definition of a business as defined in IFRS 3, *Business Combinations*. As a result, the acquisition is accounted for in accordance with IFRS 2, *Share-based Payments* whereby ClearMynd is deemed to have issued shares in exchange for the net assets of Telescope together with its listing status at the fair value of the consideration deemed received by ClearMynd and the share capital of Telescope is eliminated as a result of the acquisition. The consolidated financial statements on the combined entity are issued under the legal parent, Telescope, but are considered a continuation of the financial statements, assets and operations of the legal subsidiary, ClearMynd.

(Expressed in Canadian Dollars)

5. REVERSE ACQUISITION TRANSACTION (CONTINUED)

The listing expense of \$3,131,260 is comprised of the fair value of the common shares of Telescope retained by the former shareholders of Telescope and other direct expenses of the transaction less the fair value of the net assets of the Company that were acquired and is summarized as follows:

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	Φ
Common shares issued (10,000,000 shares at \$0.30)	3,000,000
Legal and other transactions costs	72,508
	3,072,508
Net liabilities of the Company:	
Cash	(253)
Accounts payable	51,935
Promissory notes	7,070
	58,752
Listing expense	3,131,260

The Company has estimated the fair value of the 10,000,000 common shares based on the fair value of the special warrants issued in the private placements in March 2021 (Note 8).

6. TECHNOLOGY ASSIGNMENT AGREEMENT

On November 29, 2021 the Company entered into an agreement with the University of British Columbia ("UBC") in which UBC has agreed to assign all interest in and to a provisional patent application related to the development of scalable synthetic psilcybin and other tryptamine compounds. The Company was also granted the option by UBC to acquire additional technological developments related to the patent application in the future. In consideration for the assignment of the interest, and the grant of the option, on January 10, 2022 the Company issued 1,000,000 common shares with a fair value of \$990,000 to UBC.

7. EQUIPMENT

On September 13, 2021 the laboratory was established and began operations. During the period ended February 28, 2022, the Company purchased \$620,051 of equipment. The equipment is being amortised using the straight-line method over a five useful life of the equipment.

	\$
Balance at August 31, 2021	599,566
Additions	620,051
Amortisation	(107,536)
Balance at February 28, 2022	1,112,081

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED FEBRUARY 28, 2022 AND 2021

(Expressed in Canadian Dollars)

8. SHARE CAPITAL

- a) Authorized: The Company is authorized to issue an unlimited number of common shares without par value.
- b) Issued and outstanding as at February 28, 2022: 48,786,070 common shares.

During the period ended August 31, 2020, the Company issued 1 incorporation share for \$0.01 and on September 1, 2020, the Company cancelled the 1 incorporation share.

On September 1, 2020, the Company issued 1,700,741 common shares for services for total fair value of \$51,023.

On October 30, 2020, the Company completed a non-brokered private placement of 15,748,334 common shares at \$0.03 per share to raise \$472,450 in gross proceeds, of which subscriptions of \$223,500 were received during the period ended August 31, 2020.

On December 15, 2020, the Company completed a non-brokered private placement of 7,397,500 common shares at \$0.10 per share to raise \$739,750 in gross proceeds, of which subscriptions of \$37,500 were received during the period ended August 31, 2020.

On March 15, 2021, the Company completed a non-brokered special warrant private placement of 12,639,495 special warrants at \$0.30 per special warrant to raise \$3,791,849 in gross proceeds (the "Offering"). Each special warrant entitled the holder to acquire, at no additional cost, one common share of the Company. The special warrants were exercisable by the holders thereof at any time after the closing date of the Offering (the "Closing Date") for no additional consideration and all unexercised special warrants will be deemed to be exercised on the earlier of: (a) the date that is four months and a day following the Closing Date, and (b) the third business day after a receipt is issued for a (final) prospectus by the securities regulatory authorities. All special warrants converted to common shares on May 31, 2021 as detailed in the share exchange agreement.

On March 31, 2021, the Company completed a non-brokered special warrant private placement of 300,000 special warrants at \$0.30 per special warrant to raise \$90,000 in gross proceeds (the "Offering"). Each special warrant entitled the holder to acquire, at no additional cost, one common share of the Company. The special warrants were exercisable by the holders thereof at any time after the closing date of the Offering (the "Closing Date") for no additional consideration and all unexercised special warrants will be deemed to be exercised on the earlier of: (a) the date that is four months and a day following the Closing Date, and (b) the third business day after a receipt is issued for a (final) prospectus by the securities regulatory authorities. The Company incurred costs of \$34,837 related to the financings. All special warrants converted to common shares on May 31, 2021 as detailed in the share exchange agreement.

On May 31, 2021, the Company closed a share exchange agreement with ClearMynd Technology Solutions Corp to sell, assign and transfer 100% of the issued and outstanding common shares and special warrants of the Company to Telescope. The exchange ratio was completed on a one to one basis (Note 5).

On January 10, 2022 the Company issued 1,000,000 common shares with a fair value of \$990,000 to UBC. All shares issued to UBC are subject to a four month and one day hold period which will expire on May 11, 2022 (See Note 6 for more details).

(Expressed in Canadian Dollars)

8. SHARE CAPITAL (CONTINUED)

c) Options:

The Company has a stock option plan in place under which it is authorized to grant options to officers, directors, employees, consultants and management company employees enabling them to acquire up to 7,167,910 common shares of the Company. Under the plan, the exercise price of each option shall not be less than the price permitted by any stock exchange. The options can be granted for a maximum term of 10 years.

On October 28, 2021, the Company issued 1,600,000 stock options to consultants and officers with an exercise price of \$0.50 for a period of five years. All of the stock options will vest on March 1, 2022.

On November 23, 2021, the Company issued 1,725,000 stock options to consultants and officers with an exercise price of \$0.90 for a period of five years. All of the options will vest on March 24, 2022.

The following weighted average assumptions were used for the Black-Scholes valuation of stock options granted:

	October 28, 2021	November 23, 2021
Annualized volatility	122%	164%
Risk-free interest rate	1.42%	1.58%
Dividend rate	0%	0%
Expected life of options	5 years	5 years
Forfeiture rate	0%	0%
Share price on grant date	\$0.50	\$0.90

Stock option transactions are summarized as follows:

	Number of options	Weighted average exercise price
Balance at August 31, 2021	-	\$-
Options granted	3,325,000	0.71
Balance at February 28, 2022	3,325,000	\$ 0.71

The following table summarizes stock options outstanding and exercisable at February 22, 2022

	C	Options Outstanding		Options Exer	cisable
		Weighted	Weighted		Weighted
		Average	Average		Average
Exercise	Number	Remaining	Exercise		Exercise
Price	of	Contractual Life	Price	Number	Price
\$	Shares	(years)	\$	Exercisable	\$
0.50	1,600,000	4.67	0.50	-	-
0.90	1,725,000	4.74	0.90	-	-
	3,325,000	4.70	0.71	-	-

(Expressed in Canadian Dollars)

9. RELATED PARTY TRANSACTIONS

Key management personnel include the Company's Board of Directors and Officers of the Company. The Company's related parties include key management personnel, and companies related by way of directors or shareholders in common. Transactions with related parties for goods and services are made on normal commercial terms.

Key management personnel compensation was comprised of the following:

	2022	2021
Management fees	\$ 108,950	\$ -
Share-based payments	540,995	_
	\$ 649,945	\$ -

During the period ended February 28, 2022, the Company incurred \$100,200 (February 28, 2021: \$nil) of management fees paid to the Chief Executive Officer ("CEO").

During the period ended February 28, 2022, the Company incurred \$8,750 (February 28, 2021: \$nil) of management fees paid to the Corporate Secretary.

During the period ended February 28, 2022, the Company incurred \$45,000 (February 28, 2021: \$nil) in costs related to consulting fees benefiting a non-arm's length party to the CEO.

Amounts due to related parties are unsecured, non-interest bearing and have no fixed terms of repayment.

10. MANAGEMENT OF CAPITAL

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the sourcing and development of solar power. The Company does not have any externally imposed capital requirements to which it is subject to.

The Company considers the aggregate of its equity as capital. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares or dispose of assets or adjust the amount of cash.

The Company's investment policy is to invest its cash in investment instruments in high credit quality financial institutions with terms to maturity selected with regards to the expected time of expenditures from operations.

11 FINANCIAL INSTRUMENTS AND FINANCIAL RISK

Financial Instruments and Fair Value Measurements

International Financial Reporting Standards 7, *Financial Instruments: Disclosures,* establishes a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

(Expressed in Canadian Dollars)

11. FINANCIAL INSTRUMENTS AND FINANCIAL RISK (CONTINUED)

Fair Value of Financial Instruments

Assets measured at fair value on a recurring basis were presented on the Company's statement of financial position are as follows:

	Fair Value Measurements Using							
	A	Quoted Prices in Active Markets For Identical Instruments (Level 1)	I	Significant Other Observable Inputs (Level 2)		Significant Unobservable Inputs (Level 3)		Total
February 28, 2022 Cash	\$	1,295,891	\$	_	\$	_	\$	1,295,891
August 31, 2021 Cash	\$	3,294,388	\$	_	\$	-	\$	3,294,388

Fair value

The fair value of the Company's financial instruments approximates their carrying value as at February 28, 2022 because of the demand nature or short-term maturity of these instruments.

Financial risk management objectives and policies.

The Company's financial instruments include cash and accounts payable. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Financial Risk

(i) Credit Risk

Credit risk arises from non-performance by counterparties of contractual financial obligations. The Company's maximum credit risk is primarily attributable to its cash. The Company limits its exposure to credit loss for cash by placing such instruments with financial institutions.

(ii) Liquidity Risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient financial resources to meet liabilities when due. As at February 28, 2022, the Company had working capital of \$1,521,287. All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

(iii) Interest Rate Risk

In management's opinion, the Company's interest rate risk is minimal as the Company does not have any bank indebtedness that bears interest at fixed or variable rates.