

**Tucker Acquisitions Inc.**  
**Interim Financial Statements**  
*For the three and six months ended June 30, 2020 (Q2)*  
**Tucker Acquisitions Inc.**

**Contents**

*For the three and six months ended June 30, 2020*

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**MANAGEMENT'S RESPONSIBILITY FOR INTERIM FINANCIAL REPORTING**

The accompanying unaudited condensed interim financial statements ("financial statements") of Tucker Acquisitions Inc. have been prepared by and are the responsibility of management and Board of Directors for all financial statement information and reporting are the responsibility of the management and Board of Directors. The financial statements have been prepared by management, on behalf of the Board of Directors, in accordance with the accounting policies disclosed in the financial statement notes. Where necessary, management has made informed judgments and estimates in accounting for transactions which were not complete at the balance sheet date. In the opinion of management, the consolidated interim financial statements have been prepared within acceptable limits of materiality and are compliant with *IAS 34 - Interim Financial Reporting* as issued by the International Accounting Standards Board.

Management has established systems of internal control over the financial reporting process, which are designed to provide reasonable assurance that relevant and reliable financial information is produced.

Management recognizes its responsibility for conducting the Company's affairs in compliance with established financial standards, and applicable laws and regulations, and for maintaining proper standards of conduct for its activities.

Regards,  
Tucker Acquisitions Inc.

*Ronald Perry*  
Chief Executive Officer

Montreal, QC  
October 16, 2020

**Tucker Acquisitions Inc.**  
**Interim Statements of Financial Positions**

*As at  
(Unaudited – Prepared by Management)*

	<i>June 30, 2020</i>	<i>December 31, 2019 (Audited)</i>
<b>Assets</b>		
<b>Current</b>		
Cash	<b>285,819</b>	192,373
Other receivable	<b>1,980</b>	1,980
<b>Total assets</b>	<b>287,799</b>	194,353
<b>Liabilities</b>		
<b>Current</b>		
Accounts payable and accrued liabilities	<b>71,852</b>	35,870
<b>Total current liabilities</b>	<b>71,852</b>	35,870

<b>Shareholders' equity</b>		
Share capital and special warrants <i>(Note 9)</i>	<b>312,161</b>	172,303
Warrants	<b>1,967</b>	1,325
Deficit	<b>(98,181)</b>	(15,145)
<b>Total shareholders' equity</b>	<b>215,947</b>	158,483
<b>Total liabilities and shareholders' equity</b>	<b>287,799</b>	194,353
<b>Approved on behalf of the Board</b>		
<b>Director</b>		

**Tucker Acquisitions Inc.**  
**Interim Statements of Loss and Comprehensive loss**

*For the three and six months ended June 30, 2020  
and for the period from October 16, 2019 (date of incorporation) to December 31, 2019  
(Unaudited – Prepared by Management)*

	<i>Three months ended March 31, 2020</i>	<i>Six months ended June 30, 2020</i>	<i>For the period from October 16, 2019 (incorporation) to December 31, 2019 9</i>
<b>General and Administrative expenses</b>			

Legal and professional fees	58,195	58,195	13,418
Administrative fees	19,241	24,841	1,727
<b>Net loss and comprehensive loss for the period</b>	<b>(77,436)</b>	<b>(83,036)</b>	<b>(15,145)</b>
<b>Loss per share</b>			
<b>Basic and diluted loss per share</b>			
Net loss per common share, basic and diluted (Note 9c)	(0.11)	(0.12)	(0.06)
Weighted average number of common shares outstanding	694,231	694,231	250,000

	Common shares	Special Warrants	Share Capital	Special Warrants	Warrants	Deficit	Total equity
<b>Balance October 16, 2019</b>	-	-	\$	\$	\$	\$	\$
Issuance of founder shares during the period (Note 8i)	250,000	-	5,000	-	-	-	5,000
Issuance of special warrants under private placement (Note 8ii)	-	3,896,000	-	194,800	-	-	194,800
Issuance of compensation shares and special warrants (Note 8ii)	165,000	200,000	8,250	10,000	-	-	18,250
Share issuance costs (Note 8ii)	-	-	(9,575)	(36,172)	1,325	-	(44,422)
Net loss for the period	-	-	-	-	-	(15,145)	(15,145)
<b>Balance December 31, 2019</b>	<b>415,000</b>	<b>4,096,000</b>	<b>3,675</b>	<b>168,628</b>	<b>1,325</b>	<b>(15,145)</b>	<b>158,483</b>
<b>Balance January 1, 2020</b>	<b>415,000</b>	<b>4,096,000</b>	<b>3,675</b>	<b>168,628</b>	<b>1,325</b>	<b>(15,145)</b>	<b>158,483</b>
Issuance of special warrants under private placement (Note 9iv)	-	2,800,000	-	140,000	-	-	140,000
Issuance of compensation shares and special warrants (Note 9iv)	330,000	-	16,500	-	-	-	16,500
Share issuance costs (Note 9iv)	-	-	-	(16,642)	642	-	(16,000)
Net loss for the period	-	-	-	-	-	(83,036)	(98,181)
<b>Balance June 30, 2020</b>	<b>745,000</b>	<b>6,896,000</b>	<b>20,175</b>	<b>291,986</b>	<b>1,967</b>	<b>(98,181)</b>	<b>215,947</b>

## Tucker Acquisitions Inc. Interim Statement of Cash Flows

*For the six months ended June 30, 2020  
and for the period from October 16, 2019 (date of incorporation) to December 31, 2019  
(Unaudited – Prepared by Management)*

	<b>Six months ended June 30, 2020</b>	<i>For the period from October 16, 2019 (incorporation) to December 31, 2019</i>
<b>Cash provided by (used for) the following activities</b>		
<b>Operating activities</b>		
Net loss and comprehensive loss for the period	<b>(83,036)</b>	(15,145)
Changes in working capital accounts		
Other receivable	-	(1,980)
Accounts payable and accrued liabilities	<b>35,982</b>	35,870
Net cash flows provided by operating activities	<b>(47,054)</b>	18,745
<b>Financing activities</b>		
Proceeds from issuance of common shares and special warrants and net cash provided by financing activities, net of issue costs (Note 9)	<b>140,500</b>	173,628
<b>Increase in cash resources</b>	<b>93,446</b>	192,373
<b>Cash resources, beginning of the period</b>	<b>192,373</b>	-
<b>Cash resources, end of the period</b>	<b>285,819</b>	192,373

### 1. General information

Tucker Acquisitions Inc. ("the Company") was incorporated pursuant to the provisions of the British Columbia Business Corporations Act on October 16, 2019. The Company is domiciled in Canada. The Company was created with the principal purpose of identifying and evaluating assets or businesses with a view to completing an acquisition.

To date, the Company has no business operations. Until completion of an acquisition, the Company does not intend to carry on any business other than the identification, evaluation and acquisition of assets, properties or businesses or participation therein subject, in certain cases, to shareholder approval and acceptance by the Exchange.

The address of the Company's registered office and principal place of business is Royal Centre, 1055 W Georgia St #1500, Vancouver, British Columbia, V6E 4N7.

### Covid-19 outbreak

Since year ended December 31, 2019, the outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", has resulted in a widespread international health crisis that has materially affected economies and financial markets, resulting in the rapid onset of an economic downturn. This unprecedented pandemic may result in, among other things, supply chain issues, transportation delays, changes in customer demand for the Company's products, increased government regulations or interventions, and ongoing economic uncertainty, all of which may negatively impact the business, financial condition or results of operations of the Company. The Company continues to monitor COVID-19 developments but since the duration and impact of the COVID-19 pandemic is unknown at this time, it is not possible to reliably estimate the length of the outbreak or the severity of its impact at this time.

## **2. Statement of compliance**

These unaudited condensed financial statements for the six months ended June 30, 2020 have been prepared in accordance with IAS 34 - Interim Financial Reporting. Significant accounting policies are described in the Note 4. Significant accounting estimates, judgments and assumptions used or exercised by management in the preparation of these financial statements are presented below

## **3. Basis of preparation**

### ***Basis of measurement***

The interim financial statements have been prepared on a going concern basis and have been initially measured using the historical cost basis, except where otherwise indicated.

### ***Functional and presentation currency***

These interim financial statements are presented in Canadian dollars, which is the Company functional currency. This is the currency of the primary economic environment in which the Company operates.

## **4. Summary of significant accounting policies**

The principal accounting policies adopted in the preparation of the interim financial statements are set out below. The policies have been consistently applied to all the periods presented, unless otherwise stated.

### ***Cash***

Cash comprises cash held in trust with the Company's lawyer and agent.

### ***Financial instruments***

#### ***Financial assets***

#### **Recognition and initial measurement**

The Company recognizes financial assets when it becomes party to the contractual provisions of the instrument. Financial assets are measured initially at their fair value plus, in the case of financial assets not subsequently measured at fair value through profit or loss, transaction costs that are directly attributable to their acquisition. Transaction costs attributable to the acquisition of financial assets subsequently measured at fair value through profit or loss are expensed in profit or loss when incurred.

### **Classification and subsequent measurement**

Subsequent to initial recognition, all financial assets are classified and subsequently measured at amortized cost. Financial assets measured at amortized cost are comprised of cash and other receivable.

### **Reclassifications**

The Company reclassifies debt instruments only when its business model for managing those financial assets has changed. Reclassifications are applied prospectively from the reclassification date and any previously recognized gains, losses or interest are not restated.

### **Impairment**

The Company recognizes a loss allowance for the expected credit losses associated with its financial assets, other than debt instruments measured at fair value through profit or loss and equity investments. Expected credit losses are measured to reflect a probability-weighted amount, the time value of money, and reasonable and supportable information regarding past events, current conditions and forecasts of future economic conditions.

With respect to its other receivable, the Company considers both historical analysis and forward looking information in determining any expected credit loss. The Company considers the probability of default to be close to zero as this instrument has a low risk of default and the counterparty has a strong capacity to meet its contractual obligation in the near term. Given the limited exposure of the Company to credit risk, no loss allowance has been recognized as the Company believes any such impairment will not have a significant impact on the financial statements.

### **Derecognition of financial assets**

The Company derecognizes a financial asset when its contractual rights to the cash flows from the financial asset expire.

### ***Financial liabilities***

#### **Recognition and initial measurement**

The Company recognizes a financial liability when it becomes party to the contractual provisions of the instrument. At initial recognition, the Company measures financial liabilities at their fair value plus transaction costs that are directly attributable to their issuance, with the exception of financial liabilities subsequently measured at fair value through profit or loss for which transaction costs are immediately recorded in profit or loss.

## **4. Summary of significant accounting policies *(continued)***

### **Classification and subsequent measurement**

Subsequent to initial recognition, all financial liabilities are measured at amortized cost using the effective interest rate method. Interest, gains and losses relating to a financial liability are recognized in profit or loss. The Company's accounts payable and accrued liabilities are classified as measured at amortized cost.

### **Derecognition of financial liabilities**

The Company derecognizes a financial liability only when its contractual obligations are discharged, cancelled or expire.

### ***Fair value measurements***

The Company classifies fair value measurements recognized in the statement of financial position using a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value as follows:

- Level 1: Quoted prices (unadjusted) are available in active markets for identical assets or liabilities;
- Level 2: Inputs other than quoted prices in active markets that are observable for the asset or liability, either directly or indirectly; and
- Level 3: Unobservable inputs in which there is little or no market data, which require the Company to develop its own assumptions.

Fair value measurements are classified in the fair value hierarchy based on the lowest level input that is significant to that fair value measurement. This assessment requires judgment, considering factors specific to an asset or a liability and may affect placement within the fair value hierarchy. The Company does not have any financial instruments measured at fair value on the statement of financial position.

#### ***Income taxes***

Income tax comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case the income tax is also recognized directly in equity.

Current tax is the expected tax payable on the taxable income for the period, using tax rates enacted, or substantively enacted, at the end of the reporting period, and any adjustment to tax payable in respect of previous years. Current tax assets and current tax liabilities are only offset if a legally enforceable right exists to set off the amounts, and the Company intends to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax is recognized in respect of all qualifying temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax is determined on a non-discounted basis using tax rates and laws that have been enacted or substantively enacted at the end of the reporting period and are expected to apply when the deferred tax asset or liability is settled. Deferred tax assets are recognized to the extent that it is probable that the assets can be recovered. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

#### ***Loss per share***

The Company presents basic and diluted loss per share for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted loss per share is determined by adjusting the loss attributable to common shareholders and the weighted average number of common shares outstanding for the effects of all warrants and options outstanding that may add to the total number of common shares. At June 30, 2020, no warrants were included in the diluted loss per share as they were anti dilutive.

#### **4. Summary of significant accounting policies *(continued)***

##### ***Share capital and special warrants***

The Company has issued common shares and special warrants (“Special Warrants”). Both instruments are classified and presented as equity. Transaction costs directly attributable to the issue of common shares and Special Warrants are recognized as a deduction from share capital, net of any tax effects.

Each Special Warrant entitles the holder to receive a common share of the Company upon automatic conversion. Each Special Warrant will automatically convert, without the payment of any additional consideration, into one common share of the Company on the date that is the earlier of:

- The third business day after a receipt for a final prospectus qualifying the distribution of the shares issuable upon the conversion of the Special Warrant; and,
- 4 months and one day after the issue date of the Special Warrants.

The Special Warrants are non-transferable and may not be exercised by the holder thereof prior to the conversion date. The Special Warrants do not entitle the holders thereof to any rights or interests as shareholders of the Company. The holders of the Special Warrants do not have any voting rights nor any rights to receive any dividends or other distributions.

## **Warrants**

The Company engages in equity financing transactions which may involve the issuance of common shares or share purchase warrants ("Warrants"). Depending upon the terms and conditions of each equity financing agreement, the Warrants are exercisable into additional common shares prior to expiry at a price stipulated by the agreement. Warrants are valued based on their fair value using the Black Scholes option pricing model and warrants that are issued as payment for an agency fee or other transaction cost may be accounted for as share based payments, depending on the terms of the issuance.

## **Use of estimates, assumptions and judgments**

The preparation of the Company's financial statements in accordance with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities, at the reporting date. These estimates and judgments are made based on information available as at the date of issuance of the financial statements. Accordingly, actual results may differ from these estimates. Accounting policies that require management's estimates and judgements are discussed below.

- **Deferred taxes**

The calculation of deferred tax is based on assumptions, which are subject to uncertainty as to timing and which tax rates are expected to apply when temporary differences reverse. By their nature, these estimates are subject to measurement uncertainty, and the effect on the financial statements from changes in such estimates in future years could be material.

Deferred income tax assets are recognized only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized.

- **Fair value of warrants**

Management used the Black-Scholes model to estimate the fair value of warrants issued. The estimated life of the warrants at the grant date is based on the legal life of the warrants and the expected exercise pattern of the warrant holders. The expected volatility used to calculate the grant date fair value estimated taking into account the historical volatility of similar companies' share price over the expected term of the warrants granted.

## **5. Business combination agreement**

On March 27, 2020, the Company signed an amalgamation agreement with Dominion Water Reserves Corp. ("DWR"), pursuant to a letter of intent entered into with DWR on March 6, 2020. The Company and DWR intend to carry out a business combination by way of an amalgamation where the companies, both existing under the laws of Canada, will amalgamate and form one corporation under the provisions of the Canada Business Corporations Act and, upon the amalgamation taking effect, Company's shareholders and the DWR shareholders will receive shares of the corporation continuing from the amalgamation.

The definitive agreement has been signed on August 5<sup>th</sup> 2020 and the resulting Company of the amalgamation continued business under the name "Dominion Water Reserves Corp."

## **6. Capital management**

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern and ensure sufficient liquidity in order to complete an acquisition of assets or a business so that it can provide adequate returns for shareholders. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The Company defines capital as total equity. The Company is not subject to any externally imposed capital requirements.



## 7. Risk management

The Company is exposed in varying degrees to a number of risks arising from financial instruments. Management's involvement in the operations allows for the identification of risks and variances from expectations. The Company does not participate in the use of financial instruments to mitigate these risks. The Board of Directors approves the risk management processes. Management's main objectives for managing risks are to ensure liquidity, the fulfillment of obligations, the continuation of the Company's search for a suitable acquisition target, and limited exposure to credit and market risks.

The types of risk exposure and the way in which such exposures are managed are as follows:

### ***Credit risk***

Credit risk is the risk of financial loss to the Company because a counterparty to a financial instrument fails to discharge its contractual obligations.

The carrying amount of the Company's financial instruments best represents the maximum exposure to credit risk. Based on the nature of its financial instruments, the Company believes its exposure to credit risk is not significant.

### ***Liquidity risk***

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. Accounts payable and accrued liabilities generally have contractual maturities of less than 30 days and are subject to normal trade terms. The Company manages liquidity risk by maintaining sufficient cash balances to enable settlement of transactions on the due date. The ability to do this relies on the Company raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs.

## 8. Financial instruments

The following table presents the classification and measurement subsequent to initial recognition and the carrying values and fair values of financial assets and liabilities.

<b>Financial Instrument</b>	<b>Classification under IFRS 9</b>	<b>Carrying Value</b>	<b>Fair value</b>
Cash	Amortized cost	\$285,819	\$285,819
Other receivable	Amortized cost	1,980	1,980
Accounts payable and accrued liabilities	Amortized cost	71,852	71,852

The Company's financial instruments, comprising cash, other receivable, and accounts payable and accrued liabilities are carried at amortized cost which, due to their short-term nature, approximates their fair value.

## 9. Share capital

### *(a) Authorized share capital*

Common Shares – voting – unlimited

Special Warrants – non-voting – unlimited

The common shares do not have a par value. All issued shares are fully paid.

(b) *Common shares and Special Warrants issued*

The change in state share capital was as follows:

	Number of common shares	Number of special warrants	Common shares \$	Special warrants \$
<b>Balance, October 16, 2019</b>	-	-	-	-
Shares issuance – founder shares (i)	250,000	-	5,000	-
Special Warrant issuance – equity raise (ii)	-	396,000	-	19,800
Special Warrant issuance – compensation Special Warrants (ii)	-	200,000	-	10,000
Special Warrant issuance – private placement (iii)	-	3,500,000	-	175,000
Shares issuance – compensation shares (iii)	165,000	-	8,250	-
<b>Balance, December 31, 2019</b>	<b>415,000</b>	<b>4,096,000</b>	<b>13,250</b>	<b>204,800</b>

9. **Share capital** *(continued)*

	Number of common shares	Number of special warrants	Common shares \$	Special warrants \$
<b>Balance, January 1, 2020</b>	415,000	4,096,000	13,250	204,800
Special Warrant issuance – private placement (iv)	-	2,800,000	-	140,000
Shares issuance – compensation shares (iv)	330,000	-	16,500	-
<b>Balance, June 30, 2020</b>	<b>745,000</b>	<b>6,896,000</b>	<b>29,750</b>	<b>344,800</b>

- i. On October 16, 2019, the Company issued 250,000 common shares at a price of \$0.02 per share for gross cash proceeds of \$5,000 to a director of the Company.
- (ii) On November 29, 2019, the Company completed an equity crowdfunding financing of Special Warrants at a price of \$0.05 per Special Warrant through a crowdfunding portal operated by Vested Technology Corp. (“Vested”), resulting in 396,000 Special Warrants being issued for gross proceeds of \$19,800. Total portal fees, processing fees and other directly related expenses of \$1,797 attributable to the issuance of Special Warrants was recorded as a reduction of shareholders’ equity. As part of the compensation paid to Vested, 200,000 Special Warrants were also issued and were valued at \$10,000 and recorded as a reduction of shareholders’ equity.

- (iii) On December 31, 2019, the Company completed a private placement of Special Warrants at a price of \$0.05 per Special Warrant resulting in 3,500,000 Special Warrants being issued for total gross proceeds of \$175,000. Total finder's fees, commissions and other directly related expenses of \$24,375 attributable to the issuance of Special Warrants was recorded as a reduction of shareholders' equity.

In connection with the private placement, pursuant to a finder's agreement, the Company also issued 165,000 common shares at an amount of \$0.05 per share and 165,000 finder's warrants (the "Warrants") to EMD Financial Inc., exercisable at \$0.05 until December 31, 2021. The fair value of the Warrants at issuance was estimated to be \$1,325 using the Black Scholes option pricing model with the following assumptions: share price - \$0.05, dividend yield - 0%; expected volatility 26%; risk free interest rate - 1.69%; and an expected life - 2 years.

- (iv) On January 15, 2020, the Company completed a private placement of Special Warrants at a price of \$0.05 per Special Warrant resulting in 2,800,000 Special Warrants being issued for total gross proceeds of \$140,000. Total finder's fees, commissions and other directly related expenses of \$8,000 attributable to the issuance of Special Warrants was recorded as a reduction of shareholders' equity.

In connection with the private placement, pursuant to a finder's agreement, the Company also issued 80,000 common shares at an amount of \$0.05 per share and 80,000 finder's warrants (the "Warrants") to EMD Financial Inc., exercisable at \$0.05 until January 15, 2022. The fair value of the Warrants at issuance was estimated to be \$642 using the Black Scholes option pricing model with the following assumptions: share price - \$0.05, dividend yield - 0%; expected volatility 26%; risk free interest rate - 1.69%; and an expected life - 2 years.

- (v) On January 15, 2020, the Company issued 250,000 common shares to the President of the Company as a management bonus.

## 9. Share capital (continued)

(c) Basic and diluted loss per share is calculated as follows:

Net loss and comprehensive loss for the period	\$83,036
Weighted average shares outstanding (including contingently issuable shares)	694,231
Loss per share, basic and fully diluted	\$0.12

(d) Warrants issued

	<b>Number of Warrant s</b>	<b>Fair value \$</b>
<b>Balance, October 16, 2019</b>	-	-
Warrant issuance (b)(iii)	<b>165,000</b>	<b>1,325</b>
<b>Balance, December 31, 2019</b>	<b>165,000</b>	<b>1,325</b>

<b>Balance, January 1, 2020</b>	<b>165,000</b>	<b>1,325</b>
Warrant issuance (b)(iv)	<b>80,000</b>	<b>642</b>

<b>Balance, June 30, 2020</b>	<b>245,000</b>	<b>1,965</b>
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**10. Related party transactions**

During the current period, the Company entered into transactions with key management other than balances already disclosed in notes above. These transactions are in the normal course of operations. The balances are subject to normal terms of trade.

***Transactions with key management***

	<b>June 30, 2020</b>	<i>December 31, 2019</i>
Bonus paid (in shares) to the President of the Company	<b>12,500</b>	-
Amounts included in accounts receivable	-	-
Amounts included in accounts payable	-	-