# FACEDRIVE INC.
**(formerly High Mountain Capital Corporation)**

# CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

# FOR THE THREE MONTHS ENDED MARCH 31, 2020 AND 2019
**(Expressed in Canadian dollars)**
**(Unaudited)**

# Facedrive Inc. (formerly High Mountain Capital Corporation)
# Condensed Consolidated Interim Financial Statements
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**(Unaudited - In Canadian dollars, except where otherwise indicated)**

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**Condensed Consolidated Interim Financial Statements**

**Facedrive Inc.** **(formerly High Mountain Capital Corporation)**

## Condensed Consolidated Interim Statements of Financial Position

**(Unaudited - In Canadian dollars, except where otherwise indicated)**

| As at | Notes | | March 31, 2020 | | December 31, 2019 |
|---|---|---|---|---|---|
| **ASSETS** | | | | | |
| **Current assets** | | | | | |
| Cash and cash equivalents | 9 | $ | 3,463,449 | $ | 3,790,894 |
| Trade and other receivables | 10 | | 403,200 | | 428,086 |
| Prepaid expenses and deposits | 11 | | 114,374 | | 134,363 |
| | | | 3,981,023 | | 4,353,343 |
| Deposits | | | 17,006 | | - |
| Interest receivable | 13 | | 19,151 | | 7,686 |
| Promissory note receivable | 13 | | 1,418,700 | | 1,298,800 |
| Equipment | 14 | | 2,041 | | - |
| Right-of-use assets | 22 | | 165,629 | | 182,192 |
| Intangible assets | 6, 12 | | 831,209 | | - |
| Total assets | | $ | 6,434,759 | $ | 5,842,021 |
| **LIABILITIES** | | | | | |
| **Current liabilities** | | | | | |
| Accounts payable and accrued liabilities | 15 | $ | 985,979 | $ | 746,893 |
| Deferred income | | | 50,000 | | 150,000 |
| Lease liability - current | 22 | | 48,184 | | 53,947 |
| | | | 1,084,163 | | 950,840 |
| Lease liability | 22 | | 136,820 | | 138,010 |
| Due to related parties | 19 | | 334,028 | | 334,028 |
| Total liabilities | | | 1,555,011 | | 1,422,878 |
| **SHAREHOLDERS' EQUITY (DEFICIT)** | | | | | |
| Capital stock | 17 | | 15,556,545 | | 13,843,970 |
| Contributed surplus | | | 785,341 | | 539,169 |
| Deficit | | | (11,462,138) | | (9,963,996) |
| Total shareholders' equity (deficit) | | | 4,879,748 | | 4,419,143 |
| Total liabilities and shareholders' equity | | $ | 6,434,759 | $ | 5,842,021 |

Commitments, contingencies and guarantees — Note 21
Subsequent events — Note 23

Approved by:

*(signed) "Junaid Razvi"* Director      *(signed) "Sayanthan Navaratnam"* Director

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

# Facedrive Inc. (formerly High Mountain Capital Corporation)
## Condensed Consolidated Interim Statements of Loss and Comprehensive Loss
**(Unaudited - In Canadian dollars, except where otherwise indicated)**

| For the three months ended March 31, | Note | | 2020 | | 2019 |
|---|---|---|---|---|---|
| **REVENUE** | 7 | $ | 387,901 | $ | 36,027 |
| **COSTS AND OPERATING EXPENSES** | | | | | |
| Cost of revenue | 8 | | 248,490 | | 33,120 |
| General and administration | | | 578,579 | | 12,800 |
| Operational support | 19 | | 361,019 | | 359,683 |
| Research and development | 19 | | 233,298 | | 254,801 |
| Sales and marketing | | | 574,907 | | 204,175 |
| Depreciation | | | 16,592 | | - |
| Total operating expenses | | | 2,012,885 | | 864,579 |
| **OPERATING LOSS** | | | (1,624,984) | | (828,552) |
| | | | | | |
| **OTHER INCOME (EXPENSES)** | | | | | |
| Foreign exchange gain | | | 120,908 | | - |
| Interest expenses | | | (4,267) | | - |
| Interest income | | | 10,201 | | - |
| **NET LOSS AND COMPREHENSIVE LOSS** | | $ | (1,498,142) | $ | (828,552) |
| **Loss per share – basic and diluted** | | $ | (0.02) | $ | (0.01) |
| **Weighted average shares outstanding – basic and diluted** | | | 90,326,138 | | 67,215,440 |

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

## Facedrive Inc. (formerly High Mountain Capital Corporation)

# Condensed Consolidated Interim Statements of Changes in Equity

**(Unaudited - In Canadian dollars, except where otherwise indicated)**

| | Note | Number of shares | | Share capital | | Contributed surplus | | Deficit | | Total shareholders' equity (deficit) |
|---|---|---|---|---|---|---|---|---|---|---|
| **Balance, December 31, 2018** | | **66,034,871** | **$** | **1,998,802** | **$** | **-** | **$** | **(3,021,639)** | **$** | **(1,022,837)** |
| Issuance of share capital | 17 | 19,421,950 | | 2,755,001 | | - | | - | | 2,755,001 |
| Share-based payments | 18 | - | | - | | 97,621 | | - | | 97,621 |
| Net loss and comprehensive loss | | - | | - | | - | | (828,552) | | (828,552) |
| **Balance, March 31, 2019** | | **85,456,821** | **$** | **4,753,803** | **$** | **97,621** | **$** | **(3,850,191)** | **$** | **1,001,233** |
| | | | | | | | | | | |
| **Balance, December 31, 2019** | | **90,164,530** | **$** | **13,843,970** | **$** | **539,169** | **$** | **(9,963,996)** | **$** | **4,419,143** |
| Issuance of share capital | 17 | 361,010 | | 1,000,000 | | - | | - | | 1,000,000 |
| Share issuance costs | 17 | - | | (26,785) | | - | | - | | (26,785) |
| Acquisition of HiRide | 6,17 | 265,957 | | 739,360 | | - | | - | | 739,360 |
| Share-based payments | 18 | - | | - | | 246,172 | | - | | 246,172 |
| Net loss and comprehensive loss | | - | | - | | - | | (1,498,142) | | (1,498,142) |
| **Balance, March 31, 2020** | | **90,791,497** | **$** | **15,556,545** | **$** | **785,341** | **$** | **(11,462,138)** | **$** | **4,879,748** |

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

**Facedrive Inc.** **(formerly High Mountain Capital Corporation)**

## Condensed Consolidated Interim Statements of Cash Flows

**(Unaudited - In Canadian dollars, except where otherwise indicated)**

| **For the three months ended March 31,** | | **2020** | | **2019** |
|---|---|---|---|---|
| **Cash provided by (used in)** | | | | |
| **OPERATING ACTIVITIES** | | | | |
| Net loss | $ | (1,498,142) | $ | (828,552) |
| Items not affecting cash: | | | | |
| Depreciation | | 16,592 | | - |
| Share-based payments | | 246,172 | | 97,621 |
| Unrealized foreign exchange gain | | (121,164) | | - |
| Net change in non-cash working capital items: | | | | |
| Trade and other receivables | | 24,886 | | (45,039) |
| Prepaid expenses and deposits | | 19,989 | | 15,250 |
| Interest receivables | | (10,201) | | - |
| Deposits | | (17,006) | | - |
| Accounts payable and accrued liabilities | | 198,746 | | 615,318 |
| Deferred income | | (100,000) | | 400,000 |
| Cash used in operating activities | | (1,240,128) | | 254,598 |
| | | | | |
| **INVESTING ACTIVITIES** | | | | |
| Acquisition of HiRide | | (51,549) | | - |
| Cash acquired from HiRide acquisition | | 40 | | - |
| Purchase of property, plant and equipment | | (2,070) | | - |
| Cash used in investing activities | | (53,579) | | - |
| | | | | |
| **FINANCING ACTIVITIES** | | | | |
| Advances from related parties | | - | | 35,449 |
| Issuance of common shares | | 1,000,000 | | 1,505,001 |
| Share issuance costs | | (26,785) | | - |
| Principal payment of lease liabilities | | (6,953) | | - |
| Cash provided by financing activities | | 966,262 | | 1,540,450 |
| | | | | |
| **NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS** | | **(327,445)** | | **1,795,048** |
| | | | | |
| Cash and cash equivalents, beginning of year | | 3,790,894 | | 9,014 |
| Cash and cash equivalents, end of year | $ | **3,463,449** | **$** | **1,804,062** |

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

## 1. CORPORATE INFORMATION

Facedrive Inc. (formerly High Mountain Capital Corporation) (“Facedrive” or the “Company”) was incorporated on January 18, 2018 under the *Business Corporations Act* (Alberta). The Company’s corporate headquarters is located at 44 East Beaver Creek, Suite 16, Richmond Hill, Ontario L4B 1G8.

The Company was previously classified as a Capital Pool Company (“CPC”) as defined in Policy 2.4 of the TSX Venture Exchange (“TSX-V”). The principal business of the Company as a CPC was to identify and evaluate assets or businesses with a view to potentially acquiring such assets or businesses, or an interest therein, by completing a transaction, the purpose of which was to satisfy the related conditions of a “qualifying transaction” under the applicable rules of the TSX-V.

On May 17, 2019, the Company, 2696170 Ontario Inc. (“Subco”), a wholly-owned subsidiary of the Company, and Facedrive Inc. (the “Private Company”), a private company, entered into an amalgamation agreement (the “Amalgamation Agreement”) pursuant to which, among other things, the Private Company amalgamated with Subco to form 5021780 Ontario Inc., a wholly-owned subsidiary of the Company, and each shareholder of the Private Company received 0.473538 common shares of the Company (each, a “Share”) for every one share of the Private Company held (the “Transaction” or the “RTO”). Immediately prior to the Transaction, the Company effected a consolidation of the Shares on a 50-to-1 basis. As part of the Transaction, the Company changed its name from “High Mountain Capital Corporation” to “Facedrive Inc.”. The Transaction was completed on September 16, 2019 and the Shares resumed trading on the TSX-V under the trading symbol “FD” on September 19, 2019. The Transaction resulted in the issuance of 8,886,578 Shares and constituted a “reverse take-over” of the Company as the former Private Company shareholders acquired a majority of the outstanding Shares. All Share numbers in this paragraph are presented on a pre-Forward Split (as defined below) basis.

On October 9, 2019, the Company completed a forward split of its Shares on the basis of 10 new Shares for each one Share outstanding (the “Forward Split”). Prior to the Forward Split, the Company had 9,016,453 Shares issued and outstanding. Immediately following the Forward Split, the Company had 90,164,530 Shares issued and outstanding.

On December 31, 2019, the Company completed an amalgamation and continuance from a company incorporated under the *Business Corporations Act* (Alberta) to a company continued under the *Business Corporations Act* (Ontario) under the name “Facedrive Inc.”.

Facedrive is a multi-faceted “people-and-planet first” platform offering socially-responsible services to local communities with a strong commitment to doing business fairly, equitably and sustainably. Facedrive Rideshare was the first to offer green transportation solutions in the TaaS space, planting thousands of trees and giving users a choice between electric vehicles, hybrid vehicles and conventional vehicles. Facedrive Marketplace offers curated merchandise created from sustainably sourced materials. Facedrive Foods offers contactless deliveries of a wide variety of foods with the focus on healthy foods right to consumers’ doorsteps. Facedrive Health develops innovative technological solutions to the most acute health challenges of the day. Facedrive is changing the ridesharing, food delivery, e-commerce and health tech narratives for the better, for everyone.

## 2. BASIS OF PRESENTATION

The unaudited condensed consolidated interim financial statements have been prepared on a historical cost basis, except for certain financial instruments that have been measured at fair value.

### (a) Statement of Compliance

The unaudited condensed consolidated interim financial statements of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to the preparation of condensed interim financial statements, including International Accounting Standards ("IAS") 34, Interim Financial Reporting, as issued by the International Accounting Standards Board ("IASB"), and the Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

These condensed consolidated interim financial statements were authorized for issue by the board of directors of the Company (the "Board of Directors") on July 13, 2020.

### (b) Basis of Presentation

These condensed consolidated interim financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

These condensed consolidated interim financial statements are presented in Canadian dollars, the Company's functional and reporting currency. All amounts stated in these condensed consolidated interim financial statements expressed in Canadian dollars, except where otherwise indicated.

### (c) Basis of Consolidation

These condensed consolidated interim financial statements include the accounts of the Company and the other entities that the Company controls in accordance with IFRS 10 – *Consolidated Financial Statements*. The subsidiary of the Company, HiRide Share Ltd., is an entity controlled by the Company. Control exists when the Company has power over an entity, when the Company is exposed, or has rights, to variable returns from the entity and when the Company has the ability to affect those returns through its power over the entity. The Company's subsidiaries are included in the consolidated financial results of the Company from the effective date of acquisition up to the effective date of disposition or loss of control of such entity. Where necessary, adjustments are made to the financial statements of subsidiaries to align their accounting policies with those used by the Company. All intercompany balances, transactions, income and expenses have been eliminated on consolidation.

### (d) Reclassification

Certain prior year amounts have been reclassified for consistency with the current period presentation. These reclassifications had no effect on the reported results of operations or cash flow.

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies applied in the preparation of these condensed consolidated interim financial statements are consistent with the accounting policies disclosed in Note 3 of the

Company's audited consolidated financial statements for the year ended December 31, 2019, except for those summarized below. These condensed consolidated interim financial statements should be read in conjunction with the audited consolidated financial statements of the Company for the year ended December 31, 2019.

**(a) Equipment**

Equipment is recorded at cost and carried net of accumulated depreciation, amortization and accumulated impairment losses. The initial cost of an asset comprises its purchase price or construction cost and any costs directly attributable to bringing the asset to the location and condition necessary for operation. Subsequent expenditures are capitalized only if it is probable that the future economic benefits associated with the expenditures will flow to the Company.

Repairs and maintenance costs are expensed as incurred. Depreciation is provided over the related assets' estimated useful lives using the straight-line method of accounting at the following rates:

| | |
|---|---|
| Computers | 3 years |

The Company reviews the estimated useful lives, residual values and depreciation method at the end of each reporting period, accounting for the effect of any changes in estimate on a prospective basis.

**(b) Intangible Assets**

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in an asset acquisition is its fair value as at the date of acquisition. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortized over their useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. A change in the expected useful life of the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortization period or method, as appropriate, and treated as changes in accounting estimates.

Intangible assets are amortized on a straight-line basis over the period of their expected future economic benefit using the following rates:

| | |
|---|---|
| Brand names | 2 years |
| HiRide platform | 2 years |

## 4. SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES, AND ASSUMPTIONS

The preparation of the Company's condensed consolidated interim financial statements in conformity with IFRS requires management to make certain judgments, estimates, and assumptions that affect the reported amounts of revenues, expenses, assets, and liabilities, and the disclosure of contingent liabilities, at the end of the reporting years. However, uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future years.

In preparing these condensed consolidated interim financial statements, the significant estimates and critical judgments were the same as those applied to the financial statements as at and for the year ended December 31, 2019, except for those summarized below.

**(a) Estimates**

***Useful life of intangible assets***

Intangible assets with finite lives are amortized on a straight-line basis over their expected useful life once the asset is available for use. Many factors are considered in determining the useful life of an intangible asset, including technical, technological, commercial or other types of obsolescence and typical product life cycles for the asset. Changes to the expected useful life of an asset is accounted for prospectively.

## 5. NEW ACCOUNTING PRONOUNCEMENTS

**(a) Accounting Standards Adopted Effective January 1, 2020**

***Definition of a Business (Amendments to IFRS 3)***

In October 2018, the IASB issued "Definition of a Business (Amendments to IFRS 3)". The amendments clarify the definition of a business with the objective of assisting entities to determine whether a transaction should be accounted for as a business combination or as an asset acquisition. The amendments also permit a simplified assessment to determine whether an acquired set of activities and assets can be recognized as an asset acquisition, rather than a business combination. The amendments are effective for annual reporting periods beginning on or after January 1, 2020 and applied prospectively. The Company adopted these amendments on January 1, 2020 and were applied to the acquisition of HiRide (as defined below) ("HiRide") (see Note 6).

**(b) Standards Issued But Not Yet Effective**

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Company has not early adopted any new standards and determined that there are no standards that are relevant to the Company.

## 6. ACQUISITION OF HIRIDE SHARE LTD.

On March 20, 2020, the Company announced that it had entered into a share exchange agreement (the "Acquisition Agreement") to acquire all of the issued and outstanding common shares of HiRide Share Ltd. ("HiRide"), a socially responsible ride-sharing and car-pooling business (the "Acquisition"). The Acquisition closed following the close of business on March 31, 2020. In consideration for the Acquisition, shareholders of HiRide received on closing of the Acquisition an aggregate of $1,000,000, payable in Shares at a price per Share equal to $3.76 (calculated as the 30-day volume weighted average trading price of the Shares on the TSX-V ending four trading days prior to the date of entering into the Acquisition Agreement). In connection with the Acquisition, the shareholders of HiRide may be entitled to receive future conditional payments of up to $2,500,000 (the "Conditional Payments") over the course of 2 years following closing of the

**(Unaudited - In Canadian dollars, except where otherwise indicated)**

Acquisition, which payments are contingent upon the achievement of certain financial, technical and business development milestones as set out in the Acquisition Agreement. The Conditional Payments, if any, will be payable in Shares or a combination of cash and Shares. There are no finder's fees payable in connection with the Acquisition. All Shares issued are subject to a four-month statutory hold period from the date of issuance, as well as contractual lock-up and escrow restrictions from the date of issuance.

The Acquisition was determined to be an asset acquisition as substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset. For accounting purposes, using the fair value method of accounting, consideration comprised of 265,957 Shares with a fair value of $739,360, representing a grant date fair value of the Shares of $2.78 per Share and $51,549 of acquisition costs. The Conditional Payments were determined to be consideration for post transaction services and will be accounted for as post-transaction compensation costs.

| | | |
|---|---|---|
| **Consideration paid:** | | |
| Fair value of Shares issued (265,957 Shares at $2.78 per Share) | $ | 739,360 |
| Transaction costs | | 51,549 |
| | **$** | **790,909** |
| | | |
| **Net identifiable assets acquired:** | | |
| Cash | $ | 40 |
| Intangible assets - Brand name | | 70,000 |
| Intangible assets - HiRide platform | | 761,209 |
| Accounts payable | | (20,340) |
| Shareholders loans | | (20,000) |
| | **$** | **790,909** |

## 7. REVENUE

| | | For the three months ended March 31, 2020 | | For the three months ended March 31, 2019 |
|---|---|---|---|---|
| Gross fees from rides | $ | 852,180 | $ | 171,420 |
| Payouts to drivers | | (564,279) | | (135,393) |
| | | 287,901 | | 36,027 |
| Licence fees | | 100,000 | | - |
| **Revenue** | **$** | **387,901** | **$** | **36,027** |

## 8. COST OF REVENUE

| | | For the three months ended March 31, 2020 | | For the three months ended March 31, 2019 |
|---|---|---|---|---|
| Driver onboarding expenses | $ | 18,529 | $ | 10,634 |
| Insurance expenses | | 118,065 | | 5,000 |
| Payment processing fees | | 71,117 | | 16,944 |
| Other credit card expenses | | 40,779 | | 542 |
| | **$** | **248,490** | **$** | **33,120** |

**(Unaudited - In Canadian dollars, except where otherwise indicated)**

## 9. CASH AND CASH EQUIVALENTS

| | March 31, 2020 | December 31, 2019 |
|---|---|---|
| Cash at banks | $ 3,308,449 | $ 3,790,894 |
| Short-term deposits | 155,000 | - |
| | **$ 3,463,449** | **$ 3,790,894** |

## 10. TRADE AND OTHER RECEIVABLES

| | March 31, 2020 | December 31, 2019 |
|---|---|---|
| Trade receivables | $ - | $ 52,000 |
| HST receivable | 402,455 | 375,341 |
| Other receivables | 745 | 745 |
| | **$ 403,200** | **$ 428,086** |

## 11. PREPAID EXPENSES AND DEPOSITS

| | March 31, 2020 | December 31, 2019 |
|---|---|---|
| Prepaid insurance | $ 60,475 | $ 80,125 |
| Prepaid licences | 45,726 | 49,238 |
| Other deposits | 8,173 | 5,000 |
| | **$ 114,374** | **$ 134,363** |

## 12. INTANGIBLE ASSET

| | Brand names | HiRide Platform |
|---|---|---|
| **Cost** | | |
| Balance, December 31, 2019 | $ - | $ - |
| Additions | 70,000 | 761,209 |
| **Balance, March 31, 2020** | **$ 70,000** | **$ 761,209** |
| | | |
| **Accumulated Depreciation** | | |
| Balance, December 31, 2019 | $ - | $ - |
| Depreciation | - | - |
| **Balance, March 31, 2020** | **$ -** | **$ -** |
| | | |
| **Carrying amounts** | | |
| **At December 31, 2019** | **$ -** | **$ -** |
| **At March 31, 2020** | **$ 70,000** | **$ 761,209** |

The intangible assets acquired from HiRide consist of the HiRide brand name and developed software which allows vehicle owners to sell seats to customers needing transportation under a carpooling-like arrangement (the “HiRide Platform”). Total intangible assets were $831,209. Management has concluded the assets have a two year useful life. The HiRide Platform is fully developed and in use as of the date of the Acquisition. As the Acquisition closed on March 31, 2020, no amortization has been recorded.

**(Unaudited - In Canadian dollars, except where otherwise indicated)**

Management will evaluate the useful life and qualitatively review the asset for impairment on at least an annual basis.

## 13. PROMISSORY NOTE RECEIVABLE

On October 21, 2019, the Company completed a transaction with Westbrook Global Inc. (“Westbrook”) whereby the Company purchased a US$1,000,000, 3.00% unsecured convertible promissory note of Westbrook, due December 31, 2022 (the “Note”). Under the terms of the Note, if Westbrook issues and sells shares of its common or preferred stock for aggregate gross proceeds of at least US$10,000,000 (a “Qualified Financing”) with the principal purpose of raising capital, the outstanding principal amount of the Note and all accrued and unpaid interest thereunder shall automatically convert into shares of the common or preferred stock issued in such Qualified Financing at the Conversion Price (as defined below). If Westbrook issues and sells shares of its common or preferred stock with the principal purpose of raising capital, that does not constitute a Qualified Financing (a “Non-Qualified Financing”), the outstanding principal amount of the Note and all accrued and unpaid interest thereunder shall be convertible, at the Company’s option, into shares of Westbrooks’ common or preferred stock issued in the Non-Qualified Financing at the Conversion Price. The “Conversion Price” is a price per share equal to the lesser of: (i) 85% of the price per share paid by the other purchasers of the common or preferred stock sold in the Qualified Financing or Non-Qualified Financing, as applicable; and (ii) an amount obtained by dividing US$300,000,000 by the fully diluted capitalization of Westbrook. The outstanding principal amount of the Note is also convertible, at the Company’s option, in the event of a change of control of Westbrook into shares of class A common stock of Westbrook at a price per share equal to 85% of the per share consideration payable to the holders of class A common stock of Westbrook in such change of control transaction.

As the cash flows of the Note do not consist of payments that are solely principal and interest, the Note is classified as fair value through profit and loss (“FVTPL”) and adjusted to fair value every reporting period. Total unrealized foreign exchange gain for the three months ended March 31, 2020 was $119,900 (2019 - $Nil).

Interest receivable as at March 31, 2020 was $19,007 (December 31, 2019 - $7,686). Interest income for the three months ended March 31, 2020 was $10,056 (2019 - $Nil).

## 14. EQUIPMENT

| | | **Computers** |
|---|---|---|
| **Cost** | | |
| Balance, December 31, 2019 | $ | - |
| Additions | | 2,070 |
| **Balance, March 31, 2020** | $ | **2,070** |
| | | |
| **Accumulated Depreciation** | | |
| Balance, December 31, 2019 | | - |
| Depreciation | | 29 |
| **Balance, March 31, 2020** | $ | **29** |

**(Unaudited - In Canadian dollars, except where otherwise indicated)**

| | | |
|---|---|---|
| **Carrying amounts** | | |
| **At December 31, 2019** | $ | - |
| **At March 31, 2020** | $ | **2,041** |

## 15. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

| | | March 31, 2020 | | December 31, 2019 |
|---|---|---|---|---|
| Trade payables | $ | 155,937 | $ | 170,096 |
| Accrued liabilities and other payables | | 386,674 | | 107,932 |
| Payroll liabilities and source deductions | | - | | 13,342 |
| Related party liabilities (Note 19) | | 443,368 | | 455,523 |
| | **$** | **985,979** | **$** | **746,893** |

The terms and conditions of the above financial liabilities are as follows:

- trade payables are non-interest bearing;
- accrued liabilities are non-interest bearing; and
- related party liabilities are non-interest bearing and have no specified terms of repayment.

## 16. OTHER FINANCIAL ASSETS AND FINANCIAL LIABILITIES

### (a) Fair Values

The Company uses various methods to estimate the fair values of assets and liabilities that are measured at fair value on a recurring or non-recurring basis in the consolidated statements of financial position after initial recognition. The fair value hierarchy reflects the significance of inputs used in determining the fair values.

- Level 1 – fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 – fair value measurements are those derived from inputs other than quoted prices included within 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 – fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company's financial instruments consist of cash and cash equivalents, trade and other receivables, interest receivable, promissory note receivable (see Note 13), accounts payable and accrued liabilities, amounts due to related parties and lease liability. Cash and cash equivalents and promissory note receivable are measured at FVTPL on a recurring basis using level 1 and level 2 inputs, respectively. The carrying value of the Company's remaining financial instruments, with the exception of the long-term portion of amounts due to related parties and lease liability, approximate their fair values due to their short-term maturities. The fair value of the long-term balance of amounts due to related parties and lease liability approximate their carrying value, due to minimal changes in interest rates and the Company's credit risk.

## 17. SHARE CAPITAL

The Company is authorized to issue an unlimited number of Shares and an unlimited number of preferred shares, issuable in series. As at March 31, 2020, the Company had 90,791,497 (December 31, 2019 - 90,164,530) Shares issued and outstanding and no preferred shares issued and outstanding.

As at March 31, 2020, the Company had 83,746,278 Shares subject to contractual lock-up restrictions which will be released on a rolling basis between March 16, 2021 and September 30, 2022.

Except where otherwise indicated, all historical Share numbers and per Share amounts have been adjusted on a retroactive basis to reflect the following share capital reorganizations (together, the "Share Capital Adjustments"):

- 0.473538 Shares issued on September 16, 2019 in connection with the Transaction in exchange for each outstanding Class A Common Share and Class B Common Share of the Private Company (see Note 1); and
- The Forward Split completed on October 9, 2019 (see Note 1).

Share capital transactions during the three months ended March 31, 2020 consisted of the following:

- On February 21, 2020, the Company completed a non-brokered private placement of 361,010 Shares issued at a price of $2.77 per Share for aggregate gross proceeds of $1,000,000. The Company incurred transaction fees of $26,785 in connection with this financing.
- On March 31, 2020, as purchase consideration for the Acquisition of HiRide, the Company issued to the vendors an aggregate of 265,957 Shares at a price per Share equal to $3.76, representing aggregate consideration of $1,000,000. For accounting purposes, using the fair value method of accounting, consideration comprised of 265,957 Shares with a fair value of $739,360, representing a grant date fair value of the Shares of $2.78 per Share (see Note 6).

Share capital transactions during the year ended December 31, 2019 consisted of the following:

- During the year ended December 31, 2019, the Company issued an aggregate of 20,163,770 Shares (4,258,131 Shares on a pre-Share Capital Adjustments basis) for aggregate gross cash proceeds of $3,055,001 at an average price of $0.15 per Share.
- On May 6, 2019, the Company repurchased and immediately cancelled 1,420,614 Shares (300,000 Shares on a pre-Share Capital Adjustments basis) at an aggregate purchase price of $281,827, or $0.20 per Share.
- On September 1, 2019, the Company cancelled 340,947 Shares (72,000 Shares on a pre-Share Capital Adjustments basis).

**(Unaudited - In Canadian dollars, except where otherwise indicated)**

- On August 27, 2019, the Company completed a non-brokered private placement of subscription receipts, issuing 4,428,700 subscription receipts (935,334 subscription receipts on a pre-Share Capital Adjustments basis) for aggregate cash proceeds of $7,015,005, or $1.58 per subscription receipt. Each subscription receipt was automatically exchanged for Shares on a one-for-one basis upon completion of the Transaction.
- On September 16, 2019, pursuant to the Transaction (see Note 1), the Company issued 1,298,750 Shares (129,875 Shares on a pre-Share Capital Adjustments basis) to certain former shareholders of High Mountain in exchange for each of the 6,493,750 issued and outstanding common shares of High Mountain. The Shares were valued at an aggregate of $2,056,989, or $1.58 per Share.

## 18. OPTIONS, WARRANTS AND RESTRICTED SHARE UNITS

### (a) Options

The Company has established a stock option plan for its directors, officers, employees and consultants under which the Company may grant options (each, an "Option") from time to time to acquire Shares. The exercise price of each Option shall be determined by the Board of Directors (but must be at least equal to the closing price of a Share on the TSX-V on the day immediately prior to the relevant grant date). Options may be granted for a maximum term of ten years from the date of grant. Options are non-transferable and expire immediately upon termination of employment for cause, or within 30 days of termination of employment or holding office as director or officer of the Company or in the case of death. Unless otherwise provided in the applicable grant agreement, Options fully vest upon the grant thereof.

Continuity of the Options issued and outstanding is as follows:

| | Number of options | | Weighted average exercise price |
|---|---|---|---|
| **Outstanding, December 31, 2018** | - | $ | - |
| Granted | 1,182,304 | | 1.44 |
| Exercised | - | | - |
| **Outstanding, December 31, 2019** | **1,182,304** | $ | **1.44** |
| Granted | - | | - |
| Exercised | - | | - |
| Forfeited/Cancelled | (330,176) | | 0.40 |
| Expired | (165,088) | | 0.40 |
| **Outstanding, March 31, 2020** | **687,040** | **$** | **2.18** |
| **Exercisable, March 31, 2020** | **22,800** | **$** | **0.50** |

As at March 31, 2020, the following Options were outstanding:

| Number of options | Exercise price | Expiry date | Remaining contractual life (years) |
|---|---|---|---|
| 362,320 | $1.90 | September 26, 2024 | 4.49 |
| 181,160 | $2.21 | September 26, 2024 | 4.49 |

**(Unaudited - In Canadian dollars, except where otherwise indicated)**

| | | | |
|---|---|---|---|
| 120,760 | $3.31 | September 26, 2024 | 4.49 |
| 22,800 | $0.50 | May 30, 2028 | 8.17 |
| **687,040** | | | |

The weighted average remaining contractual life of Options outstanding as at March 31, 2020 was 4.61 years.

Share-based payments expense for Options is measured at fair value and recognized over the vesting period of the Options from the date of grant. The grant date fair value of the Options granted during the year ended December 31, 2019 was determined using the Black-Scholes option pricing model with the following weighted average assumptions: Share price of $1.27; expected volatility of 130% based on the average volatility of comparable companies; risk-free interest rate of 1.57%; expected dividend yield of 0%; and an expected life of 3.82 years. There were no options granted in the three months ended March 31, 2020.

During the three months ended March 31, 2020, the Company recognized $154,979 (2019 - $26,264) in share-based payment expense for Options. During the three months ended March 31, 2020, the Company reversed $44,047 in share-based payment expense for options granted to a former officer of the Company. The former officer resigned in January 2020, the Options issued to the officer were forfeited in connection therewith, and the related share-based payment expense was reversed for unvested instruments.

**(b) Warrants**

The Company issued an aggregate of 2,450 common share purchase warrants ("Warrants") in connection with the Transaction (see Note 1). The Warrants are exercisable at the option of the holder to acquire one Share at an exercise price of $0.50 per Warrant. If unexercised, the Warrants will expire on May 30, 2020.

Continuity of the Company's Warrants issued and outstanding is as follows:

| | **Number of warrants** | | **Weighted average exercise price** |
|---|---|---|---|
| **Outstanding, December 31, 2018** | - | $ | - |
| Granted | 2,450 | | 0.50 |
| Exercised | - | | - |
| **Outstanding, December 31, 2019** | 2,450 | $ | 0.50 |
| Granted | - | | - |
| Exercised | - | | - |
| **Outstanding, March 31, 2020** | **2,450** | **$** | **0.50** |
| **Exercisable, March 31, 2020** | **2,450** | **$** | **0.50** |

**(Unaudited - In Canadian dollars, except where otherwise indicated)**

As at March 31, 2020, the following Warrants were outstanding:

| Number of warrants | | Exercise price | Expiry date | Remaining contractual life (years) |
|---|---|---|---|---|
| 2,450 | $ | 0.50 | May 30, 2020 | 0.16 |
| **2,450** | | | | |

The weighted average remaining contractual life of Warrants outstanding as at March 31, 2020 was 0.16 years.

### (c) Restricted Share Units

Under the Company's performance and restricted share unit plan, the Company may grant restricted share units ("RSUs") or performance share units ("PSUs") to directors, officers, employees and consultants of the Company. The RSUs generally vest over a period of three years, in three equal tranches on the first, second and third anniversaries of the applicable grant date. The RSUs are valued at the market price of the underlying Share on the grant date and the compensation expense, based on the estimated number of awards expected to vest, is recognized over the vesting period of each tranche. Upon vesting of each RSU, the participant will receive a Share. The Company has no PSUs outstanding.

Continuity of the Company's RSUs issued and outstanding is as follows:

| | Number of RSUs | | Weighted average grant date fair value |
|---|---|---|---|
| **Outstanding, December 31, 2018** | - | $ | - |
| Granted | 1,754,681 | | 0.67 |
| Vested | - | | - |
| Forfeited/cancelled | (927,291) | | 0.38 |
| **Outstanding, December 31, 2019** | **827,390** | $ | **0.99** |
| Granted | 79,204 | | 3.25 |
| Vested | - | | - |
| Forfeited/cancelled | (330,180) | | 0.38 |
| **Outstanding, March 31, 2020** | **576,414** | **$** | **1.65** |

During the three months ended March 31, 2020, the Company recognized $91,194 (2019 - $71,357) in share-based payment expense in respect of RSUs. During the three months ended March 31, 2020, the Company reversed $49,070 in share-based payment expense for RSUs granted to a former officer of the Company. The former officer resigned in January 2020, the RSUs were forfeited in connection therewith, and the related share-based payment expense was reversed for unvested instruments.

## 19. RELATED PARTY DISCLOSURES

### Related Party Transactions

Related parties include key management, the Board of Directors, close family members and entities which are controlled by these individuals as well as certain persons performing similar functions. Total share-based compensation paid to the Board of Directors and key management personnel of the Company was $330,075 for the three months ended March 31, 2020 (2019 - $Nil). There were no short-term employee benefits, post-employment benefits, other long-term benefits, or termination benefits paid to the directors and key management personnel of the Company for the three months ended March 31, 2020 and 2019.

***Terms and conditions of transactions with related parties***

- As at March 31, 2020, $Nil (December 31, 2019 - $12,155) was due to Connex Telecommunications Inc. (“Connex”), a related company controlled by our Chairman and Chief Executive Officer. This amount results from the rental of office space leased to the Company by Connex, is unsecured, non-interest bearing, with no specific terms for repayment, and is included in the Company’s trade payable. The total expenses charged to the Company for the office space for the three months ended March 31, 2020 was $15,000 (2019 - $Nil), which were included in operational support expenses. In March 2019, the Company issued 7,399,030 Shares to Connex (1,562,500 Shares on a pre-Share Capital Adjustments basis) at an average price of $0.10 per Share. The Shares were issued to Connex as consideration for payments of expenses made by Connex on behalf of the Company (see Note 17).
- As at March 31, 2020, $443,368 (December 31, 2019 - $443,368) was due to Dynalync 2000 Inc., a related company controlled by our Chairman and Chief Executive Officer. The amount owing is a result of the related company providing consulting and product development services to the Company, is unsecured, non-interest bearing, with no specific terms for repayment, and is included in the Company’s trade payable. The total expenses charged to the Company for the three months ended March 31, 2020 were $Nil (2019 - $390,700), which were included in research and development in the amount of $Nil (2019 – $254,800) and operational support expenses in the amount of $Nil (2019 - $135,900).
- As at March 31, 2020, $334,028 (December 31, 2019 - $334,028) was due to the initial founders of the Company. These amounts were due as a result of the founders making certain payments on the Company’s behalf. The balance owing is unsecured, non-interest bearing and is not repayable within the next 12 months.

All amounts outstanding to related parties are unsecured and non-interesting bearing. There have been no guarantees provided or received for any related party receivables or payables. All transactions with related parties are carried out in the normal course of operations and are recorded at their exchange amounts as agreed upon by transacting parties.

## 20. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company's primary risk management objective is to protect the Company's balance sheet and cash flow. The Company's principal financial liabilities are comprised of accounts payable and accrued liabilities and amounts due to related parties. The main purpose of these financial liabilities is working capital for the Company's operations. During the normal course of operations, the Company may become exposed to market risk, credit risk and liquidity risk.

The Company's senior management oversees the management of these risks. The Company's senior management is supported by a Board of Directors that advises on financial risks and the appropriate financial risk governance framework for the Company.

### Market risk

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

### 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. As at March 31, 2020, the Company is primarily exposed to foreign exchange risk through its cash and cash equivalents and promissory note receivable denominated in United States dollars. The Company mitigates foreign exchange risk by monitoring foreign exchange rate trends. The Company does not currently hedge its currency risk.

Based on current exposures as at March 31, 2020, and assuming that all other variables remain constant, a 10% appreciation or depreciation of the Canadian dollar relative to the United States dollar would result in a gain or loss of approximately $100,000 in the Company's consolidated statements of loss and comprehensive loss.

### Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As at March 31, 2020, the Company is not exposed to significant interest rate risk.

### Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer or by factors affecting all similar financial instruments traded in the market.

Examples include changes in commodity prices or equity prices. As at March 31, 2020, the Company is not exposed to significant other price risk.

### Credit risk

Credit risk is the risk of an unexpected loss if a customer or counterparty to a financial instrument fails to meet its contractual obligation. The Company's financial instruments that are exposed to credit risk consist primarily of cash and cash equivalents, trade and other receivables and promissory note receivable (see Note 13). The Company reduces its credit risk on cash and cash equivalents by placing these instruments with financially stable and insured institutions. The Company's HST receivable has minimal credit risk as it is collectable from government institutions. The Company mitigates its exposure to credit risk from trade and other receivables through a payment collection platform which processes passengers' pre-authorized credit cards. The Company mitigates exposure to credit risk from its promissory note receivable by performing due diligence on investment opportunities and monitoring the credit worthiness of its borrowers. As payments from passengers are pre-authorized, the risk of credit loss is expected to be minimal. As at March 31, 2020, the Company is not exposed to significant credit risk.

### Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under normal and stressed conditions. The Company manages liquidity risk by reviewing its capital requirements on an ongoing basis. The Company continuously reviews both actual and forecasted cash flows in order to ensure that the Company has appropriate capital capacity.

### Capital management

The Company manages its capital, which consists exclusively of equity, with the primary objective being safeguarding sufficient working capital to sustain operations. The Company may require additional funds in order to fulfill all of its future expenditure requirements or obligations, in which case the Company may raise additional funds either through the issuance of equity or by incurring debt to satisfy such requirements or obligations. There is no assurance that any additional funding required by the Company will be available to the Company on terms acceptable to the Company or at all.

There have been no changes in the Company's approach to capital management during the three months ended March 31, 2020, nor have there been any changes made in the objectives, policies, or processes of the Company in respect of capital management during the three months ended March 31, 2020. The Company will continually assess the adequacy of its capital structure and capacity and make adjustments within the context of the Company's strategy, economic conditions, and the risk characteristics of the business.

The Company's primary objectives when managing capital are to:

- safeguard the Company's ability to continue as a going concern, so that it can provide adequate returns to its shareholders and benefits for other stakeholders;
- fund capital projects for facilitation of business expansion provided there is sufficient liquidly of capital to enable the internal financing; and
- maintain a capital base to maintain investor, creditor, and market confidence.

**(Unaudited - In Canadian dollars, except where otherwise indicated)**

The Company considers the items included in the consolidated statements of changes in equity as capital. The Company manages its capital structure and makes adjustments thereto as is necessary from time to time in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue new Shares from treasury. The Company is not subject to externally imposed capital requirements.

## 21. COMMITMENTS, CONTINGENCIES AND GUARANTEES

### Legal claim contingency

The Company may from time to time become subject to a variety of claims and lawsuits that arise from time to time in the ordinary course of the Company's business. Although management currently believes that resolving claims against the Company, individually or in aggregate, will not have a material adverse impact on the Company's financial position, results of operations or cash flows, these matters are subject to inherent uncertainties and management's view of these matters may change in the future.

In March 2020, the Company was involved in a legal dispute regarding a claim brought by an individual against the Company, its Board of Directors and its officers in the Ontario Superior Court of Justice. The claim relates to an alleged breach of contract with alleged damages equal to the consideration that the claimant alleges is owed, as well as claims for certain other damages. The claimant alleges that it was entitled to receive 72,000 Shares on a pre-Share Capital Adjustments basis in consideration for services claimed to have been provided by the claimant to the Company. The Company is of the view that the claim is without merit and intends to defend the action. As the claim is in the preliminary stages, management is of the view that it would be premature to provide guidance as to the outcome of the claim or an estimate of any damages payable.

### Guarantees

The Company indemnifies its directors and officers against claims reasonably incurred and resulting from the performance of their services to the Company and maintains liability insurance for its directors and officers.

## 22. LEASES

### Right-of-use assets

| | | Office space |
|---|---|---|
| **As at January 1, 2019** | $ | - |
| Additions | | 198,755 |
| Depreciation | | (16,563) |
| **As at December 31, 2019** | $ | 182,192 |
| Additions | | - |
| Depreciation | | (16,563) |
| **As at March 31, 2020** | $ | 165,629 |

**(Unaudited - In Canadian dollars, except where otherwise indicated)**

**Lease liability**

| **Lease liability** | | **March 31, 2020** | | **December 31, 2019** |
|---|---|---|---|---|
| Current portion | $ | 48,184 | $ | 53,947 |
| Long-term portion | | 136,820 | | 138,010 |
| Total lease liability | $ | 185,004 | $ | 191,957 |

At March 31, 2020, the Company is committed to minimum lease payments as follows:

| **Lease commitments** | | **March 31, 2020** | | **December 31, 2019** |
|---|---|---|---|---|
| Less than one year | $ | 63,240 | $ | 53,947 |
| One to five years | | 146,960 | | 167,473 |
| Total undiscounted lease commitments | $ | 210,200 | $ | 221,420 |

**Amounts recognized in the Consolidated Statements of Loss and Comprehensive Loss**

| **During the three months ended March 31,** | | **2020** | | **2019** |
|---|---|---|---|---|
| Interest on lease liabilities | $ | 4,267 | $ | - |
| Expenses relating to short-term leases | | 15,000 | | - |
| Expenses relating to variable lease payments not included in lease liabilities | $ | 12,969 | $ | - |

**Amounts recognized in the Consolidated Statements of Cash Flows**

| **During the three months ended March 31,** | | **2020** | | **2019** |
|---|---|---|---|---|
| Interest paid | $ | 4,267 | $ | - |
| Payment of lease liabilities | | 6,953 | | - |
| Short-term lease payments | | 15,000 | | - |
| Expenses relating to variable lease payments not included in lease liabilities | | 12,969 | | - |
| Total cash outflows for leases | $ | 39,189 | $ | - |

## 23. SUBSEQUENT EVENTS

**COVID-19 Business Update**

On January 30, 2020, the World Health Organization ("WHO") declared a Public Health Emergency of International Concern resulting from an outbreak of pneumonia cases from an unknown cause which originated in Wuhan, China. Over a week later, on February 11, 2020, the WHO then announced a name for this new disease called the coronavirus ("COVID-19"), and on March 11, 2020, the WHO declared COVID-19 to be a global pandemic and a world-wide health concern to all of humanity. As a result, governing countries and their leaders around the world acted to mitigate the spread of this virus by restricting travel, testing and quarantining symptomatic individuals, enforcing social distancing, closing schools and non-essential businesses and requesting residents to stay inside their homes. These measures have had a direct impact on the global and Canadian economy.

The Canadian government acted by testing and treating symptomatic individuals, enforcing social distancing, closing schools and non-essential businesses and requesting the community to stay inside their homes. Due to these measures taken, many businesses were forced to lay off staff; postpone contracts and work; request financial relief and defer payments to their financial lenders, landlords and stakeholders; and to close their businesses altogether. The Federal government also responded by extending tax filing and payment deadlines and made available a wage subsidy to qualifying businesses to help provide some relief during this challenging time.

It is uncertain how long these COVID-19 conditions will last and what economic impact they will have on the Company's business, financial results, cash flows and its ability to continue as a going concern.

**Medtronics Consulting Agreement**

On May 12, 2020, the Company entered into a consulting services agreement (the "Consulting Agreement") with Medtronics Online Solutions Ltd. ("Medtronics"), whereby Medtronics will provide and perform marketing and strategic consulting services for and on behalf of the Company. Under the terms of the Consulting Agreement, Medtronics will receive a consulting fee which will be satisfied by the issuance of Shares. On June 26, 2020, the Company settled the initial monthly consulting fee by the issuance to Medtronics of 800,000 Shares at a deemed price of $10.28 per Share. The Shares issued are subject to a lock-up arrangement for a period of twenty-seven months from the date of issuance, with an initial 15% of the Shares being released 9 months after the issuance thereof and an additional 15% of the Shares being released every 3 months thereafter and all remaining Shares being released at the expiry of such 27-month period, subject to customary exceptions. Under the terms of the Consulting Agreement, Medtronics will receive a monthly consulting fee, payable in Shares, during the 7 months remaining on the term of the Consulting Agreement.

**Acquisition of Foodora**

On May 14, 2020, the Company entered into a binding term sheet with Foodora Inc. ("Foodora Canada") pursuant to which Facedrive agreed to purchase certain assets of Foodora Canada in the proposal proceedings commenced by Foodora Canada under the *Bankruptcy and Insolvency Act*. The Company and Foodora Canada formalized the terms of the binding term sheet in a definitive purchase agreement dated June 1, 2020. Following Court approval, the transaction was completed on July 9, 2020. Pursuant to the terms of the purchase agreement, Facedrive gained access to Foodora Canada's customers, subject to customer consent, as well as 5,500 restaurant partners previously served by Foodora Canada in exchange for cash consideration in the amount of $500,000.

**Craven Street Strategic Advisory Services Agreement**

On June 9, 2020, the Company entered into a strategic advisory services agreement with Craven Street Capital Limited ("Craven") to assist the Company in securing opportunities that align with the Company's European expansion plans. Upon successful completion of each acquisition as part of the agreement, the Company will pay Craven a success fee.

**Non-Brokered Private Placement**

The Company completed a non-brokered private placement, in two separate tranches, of an aggregate of 1,111,109 Shares, issued at a price of $9.00 per Share, for aggregate gross proceeds of $9,999,981. The first and second tranches of the private placement closed on June 29, 2020 and July 3, 2020, respectively. The Company expects to complete the third and final tranche of the private placement on or about July 24, 2020. All Shares issued are subject to a four-month statutory hold period from the date of issuance. The net proceeds from the private placement are intended to be used for general corporate purposes and to augment the Company's cash reserves. The Company incurred finder's fees of $151,100 in connection with this financing.

**Corporate Partnerships Program**

On June 30, 2020, the Company launched its Corporate Partnerships Program (the "Program") which will further extend its ecosystem of socially and environmentally responsible services into the corporate and business-to-business categories. As part of the Program, the Company has started promoting all of its services: Rideshare, Food delivery, Health, social distancing and Marketplace to global corporate organizations and its employees. The Company has secured corporate arrangement with Amazon.com, Inc. ("Amazon") and Telus Corporation ("Telus") as customers. The Company's corporate customers generally receive preferred pricing on the Company's services and, as the Company launches into new geographic locations, the employees of the Company's corporate customers in those cities will also be entitled to receive these benefits. Amazon and Telus have also offered their services to help the Company expand its technology infrastructure which is important to its global expansion plans.