

**ZIDANE CAPITAL CORP.**

CONDENSED INTERIM FINANCIAL STATEMENTS

FOR THE THREE AND NINE MONTHS ENDED OCTOBER 31, 2021

(Unaudited, expressed in Canadian Dollars)

**NOTICE OF NO AUDITOR REVIEW OF  
INTERIM FINANCIAL STATEMENTS**

Under National Instrument 51-102, Part 4, subsection 4.3(3(a)), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

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

*"Casper Bych" (signed)*  
Chief Financial Officer

December 17, 2021



## Zidane Capital Corp.

Statement of Loss and Comprehensive Loss

(Unaudited, expressed in Canadian dollars, unless stated otherwise)

	For the three months ended		For the nine months ended	
	October	October	October	October
	31, 2021	31, 2020	31, 2021	31, 2020
<b>Expenses</b>				
Accounting and audit	\$ 1,200	\$ 1,950	\$ 3,000	\$ 1,950
Legal	205	15,115	4,011	29,943
Filing fees	2,264	2,493	8,601	9,062
Office and administration	27	24	118	80
<b>Net loss and comprehensive loss for the period</b>	<b>\$ (3,696)</b>	<b>\$ (19,582)</b>	<b>\$ (15,730)</b>	<b>\$ (41,035)</b>
<b>Loss per share - basic and diluted</b>	<b>\$ (0.00)</b>	<b>\$ (0.02)</b>	<b>\$ (0.00)</b>	<b>\$ (0.03)</b>
<b>Weighted average number of common shares outstanding</b>	<b>5,225,276</b>	<b>1,225,276</b>	<b>5,225,276</b>	<b>1,225,276</b>

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

## Zidane Capital Corp.

Statement of Changes in Equity

For the periods ended October 31, 2021 and October 31, 2020

(Unaudited, expressed in Canadian dollars, except for Number of Shares)

	Share Capital		Reserves	Deficit	Total Equity
	Number of Shares	Amount			
		\$	\$	\$	\$
<b>Balance at January 31, 2020</b>	1,225,276	509,838	5,830	(649,499)	(133,831)
Net loss and comprehensive loss for the period	-	-	-	(41,035)	(41,035)
<b>Balance at October 31, 2020</b>	1,225,276	509,838	5,830	(690,534)	(174,866)
<b>Balance at January 31, 2021</b>	5,225,276	707,511	5,830	(701,460)	11,881
Net loss and comprehensive loss for the period	-	-	-	(15,730)	(15,730)
<b>Balance at October 31, 2021</b>	5,225,276	707,511	5,830	(717,190)	(3,849)

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

## Zidane Capital Corp.

Statement of Cash Flows

For the nine months ended October 31,

(Unaudited, expressed in Canadian dollars, unless stated otherwise)

	<b>2021</b>	<b>2020</b>
<b>Cash used in operating activities</b>		
Net loss for the period	\$ (15,730)	\$ (41,035)
Adjustments to reconcile net loss to net cash used in operating activities:		
Changes in non-cash working capital balances		
Accounts payable and accrued liabilities	(3,392)	528
Due to related party	3,128	40,427
Total cash used in operating activities	(15,994)	(80)
<b>Change in cash and cash equivalents during the period</b>	(15,994)	(80)
<b>Cash and cash equivalents, beginning of period</b>	19,120	1,922
<b>Cash and cash equivalents, end of period</b>	\$ 3,126	\$ 1,842

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

# Zidane Capital Corp.

Notes to Condensed Interim Financial Statements

For the three and nine months ended October 31, 2021

(Unaudited, expressed in Canadian dollars, unless stated otherwise)

## 1. NATURE AND CONTINUANCE OF OPERATIONS

The Company was incorporated pursuant to the provisions of the Business Corporations Act (British Columbia) on February 12, 2010. Its registered office is Suite 605 – 889 West Pender Street, Vancouver, BC, Canada, V6C 3B2. The Company is a Capital Pool Company (“CPC”) as defined in Policy 2.4 of the TSX Venture Exchange Inc. (the “TSX-V”).

As the Company did not complete a Qualifying Transaction (“QT”) within the period required by the TSX-V Policy 2.4, effective October 24, 2013, the Company’s listing was transferred from the TSX-V to the NEX Board of the TSX-V, and began trading under the Symbol ZZE.H.

On January 12, 2016, the Company executed an Amalgamation Agreement (the “Agreement”) with HydRx Farms Ltd. (“HydRx”), a private Canadian company, and Precursor Capital Corp. (“Precursor”). On January 9, 2017, HydRx provided the Company with a notice terminating the Agreement effective January 23, 2017. In response, on January 19, 2017, the Company commenced legal action against HydRx. See Note 7.

These condensed interim financial statements have been prepared on the basis that the Company will continue as a going concern, which assumes that the Company will be able to meet its commitments, continue operations and realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. As at October 31, 2021, the Company had limited working capital, no recurring source of revenue and an accumulated deficit of \$717,190 (January 31, 2021 - \$701,460). Such material uncertainties raise substantial doubt as to the Company’s ability to continue as a going concern.

The continued operations of the Company are dependent upon its ability to raise sufficient cash flows in order to finance operating and administrative expenses. There is no assurance that the Company will identify an appropriate business for acquisition or investment and even if so identified and warranted, it may not be able to finance such acquisition or investment. Additional funds may be required to enable the Company to pursue such an initiative and the Company may be unable to obtain such financing on terms, which are satisfactory to it. Furthermore, there is no assurance that the business acquired will be profitable.

## 2. SIGNIFICANT ACCOUNTING POLICIES

### (a) *Statement of compliance*

These condensed interim financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”), as issued by the International Accounting Standards Board (“IASB”) applicable to the preparation of interim financial statements, including IAS 34, Interim Financial Reporting.

# Zidane Capital Corp.

Notes to Condensed Interim Financial Statements

For the three and nine months ended October 31, 2021

(Unaudited, expressed in Canadian dollars, unless stated otherwise)

## 2. SIGNIFICANT ACCOUNTING POLICIES (continued)

### (b) *Significant accounting policies*

These condensed interim financial statements have been prepared using the same accounting policies and methods of computation as the annual financial statements of the Company for the year ended January 31, 2021. The disclosure contained in these condensed interim financial statements do not include all the requirements in IAS 1 *Presentation of Financial Statements* ("IAS 1"). Accordingly, these condensed interim financial statements should be read in conjunction with the Company's audited financial statements for the year ended January 31, 2021, which have been prepared in accordance with IFRS, as issued by the IASB.

The accounting policies below have been applied consistently to all periods presented in these condensed interim financial statements.

### (c) *Significant accounting judgements, estimates and assumptions*

The preparation of the Company's condensed interim financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities and contingent liabilities at the date of the condensed interim financial statements and reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

The following are critical judgements that management has made in the process of applying accounting policies and that have the most significant effect on the amounts recognized in the condensed interim financial statements:

- the determination that the Company will continue as a going concern for the next year.

## 3. FINANCIAL RISK MANAGEMENT

### (a) *Overview*

The Company has exposure to credit risk, liquidity risk and market risk from its use of financial instruments.

This note presents information about the Company's exposure to each of these risks, the Company's objectives, policies and processes for measuring and managing risk, and the Company's management of capital.

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework.

# Zidane Capital Corp.

Notes to Condensed Interim Financial Statements

For the three and nine months ended October 31, 2021

(Unaudited, expressed in Canadian dollars, unless stated otherwise)

## 3. FINANCIAL RISK MANAGEMENT (continued)

### (b) Credit risk

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is attributable to its financial assets which are comprised of cash and cash equivalents. The Company limits its exposure to credit risk on financial assets through maintaining its cash and cash equivalents with high credit quality financial institutions.

The carrying value of the Company's cash and cash equivalents, represent the maximum exposure to credit risk.

### (c) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's cash and cash equivalents are invested in business accounts with high credit quality financial institutions in Canada, all of which are available on demand by the Company and are not invested in any asset-backed deposits or investments.

### (d) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return. The Company is not exposed to any market risks.

### (e) Capital management

The Company's policy is to maintain a strong capital base so as to maintain investor and creditor confidence and to sustain future development of the business.

There were no changes in the Company's approach to capital management during the period.

The Company is not subject to any externally imposed capital requirements.

## 4. CASH AND CASH EQUIVALENTS

	<b>October 31, 2021</b>	<b>January 31, 2021</b>
Bank demand deposits	\$ 3,126	\$ 19,120
Cash and cash equivalents	\$ 3,126	\$ 19,120

# Zidane Capital Corp.

Notes to Condensed Interim Financial Statements

For the three and nine months ended October 31, 2021

(Unaudited, expressed in Canadian dollars, unless stated otherwise)

## 5. RELATED PARTIES

### (a) *Transactions with key management personnel*

During the nine months ended October 31, 2021, there were related party transactions as described below:

- Filing fees of \$8,283, legal fees of \$3,807 and prior periods' accounts payable of \$614 were paid on behalf of the Company by the President/CEO.
- A total of \$3,128 (January 31, 2021 - \$nil) was payable to the President/CEO as at October 31, 2021. All amounts owing to the President/CEO are non-interest bearing and due on demand.

## 6. SHARE CAPITAL

### (a) *Authorized Share Capital*

As at October 31, 2021, the authorized share capital consisted of an unlimited number of common shares without par value.

### (b) *Shares issued and outstanding*

As at October 31, 2021, there were 5,225,276 common shares issued and outstanding.

### (c) *Share purchase warrants*

There were no common share purchase warrants outstanding as at October 31, 2021 and January 31, 2021.

### (d) *Share purchase options*

There were no common share purchase options outstanding as at October 31, 2021 and January 31, 2021.

### (e) *Basic and diluted loss per share*

The calculation of basic and diluted loss per share for the three and nine months ended October 31, 2021 was based on the loss attributable to common shareholders of \$3,696 (2021 - \$19,582), and \$15,730 (2021 - \$41,035), respectively, and the weighted average number of shares outstanding of 5,225,276 (2021 - 1,225,276).

## 7. NOTICE OF CIVIL CLAIM

The transaction and the Agreement between the Company and HyDRx were intended, subject to their terms and conditions, to result in the business combination of HyDRx, Precursor and the Company through an amalgamation. On the completion of the amalgamation, former holders of the common shares of HyDRx and Precursor were to receive common shares of the Company.

## **Zidane Capital Corp.**

Notes to Condensed Interim Financial Statements

For the three and nine months ended October 31, 2021

(Unaudited, expressed in Canadian dollars, unless stated otherwise)

### **7. NOTICE OF CIVIL CLAIM (continued)**

On January 9, 2017, HydRx provided the Company with a notice terminating the Agreement effective January 23, 2017. On January 19, 2017, in response to the notice of termination, the Company filed a Notice of Civil Claim (the “Notice”) in the Supreme Court of British Columbia seeking performance of the Agreement, damages, an interlocutory injunction restraining HydRx from terminating the Agreement and from other breaches of the Agreement until adjudication of the Notice, and costs. On February 10, 2017, HydRx filed a Response to the Notice in the Supreme Court of British Columbia opposing the granting of the relief sought in the Notice.

On November 21, 2021, the court approved a reverse vesting order (the “RVO”) pursuant to which a separate creditor of HydRx acquired all the assets of HydRx. The RVO provided for all the liabilities of HydRx and the existing shareholders to be expunged. This included the Company’s claim for damages against HydRx. As a result, the Company will not recover any damages from HydRx.