WANGTON CAPITAL CORP.

CONDENSED INTERIM
FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED
JUNE 30, 2022

(Unaudited – Prepared by Management)
(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 Charted Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

WANGTON CAPITAL CORP.
CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION
AS AT JUNE 30, 2022 AND DECEMBER 31, 2021
(Unaudited – Prepared by Management)
(Expressed in Canadian Dollars)

	June 30, 2022	December 31, 2021
	$	$
ASSETS		
CURRENT ASSETS		
Cash	288,065	429,394
Goods and services taxes receivable	13,959	8,300
	302,024	437,694
LIABILITIES		
CURRENT LIABILITIES		
Accounts payable and accrued liabilities (Note 5)	19,902	27,963
EQUITY		
Share capital (Note 6)	2,565,475	2,565,475
Share-based payments reserve	151,161	151,161
Deficit	(2,434,514)	(2,306,905)
	282,122	409,731
	302,024	437,694

GOING CONCERN (Note 2(c))
SUBSEQUENT EVENTS (Note 10)

Approved on behalf of the Board of Directors on August 29, 2022:

"Moe Dilon"
Moe Dilon, Director

"Tag Gill"
Tag Gill, Director

The accompanying notes are an integral part of these financial statements

WANGTON CAPITAL CORP.

CONDENSED INTERIM STATEMENTS OF COMPREHENSIVE LOSS

FOR THE SIX MONTHS ENDED JUNE 30, 2022 AND 2021

(Unaudited – Prepared by Management)
(Expressed in Canadian Dollars)

	Three Months Ended June 30, 2022	Three Months Ended June 30, 2021	Six Months Ended June 30, 2022	Six Months Ended June 30, 2021
	$	$	$	$
EXPENSES				
Accounting and audit	5,500	1,250	5,500	1,250
Filing fees	8,890	3,822	34,251	5,896
Foreign exchange	13	7	13	14
Legal and consulting fees	17,426	1,938	83,262	2,972
Office and miscellaneous	1,530	63	1,599	120
Travel	2,984	-	2,984	-
NET LOSS AND COMPREHENSIVE LOSS	(36,343)	(7,080)	(127,609)	(10,252)
BASIC AND DILUTED LOSS PER SHARE	(0.00)	(0.00)	(0.00)	(0.00)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING – BASIC AND DILUTED	20,996,683	13,385,083	20,996,683	13,385,083

The accompanying notes are an integral part of these financial statements

WANGTON CAPITAL CORP.
CONDENSED INTERIM STATEMENTS OF CASH FLOWS
FOR THE SIX MONTHS ENDED JUNE 30, 2022 AND 2021
(Unaudited – Prepared by Management)
(Expressed in Canadian Dollars)

	Six Months Ended June 30, 2022	Six Months Ended June 30, 2021
	$	$
OPERATING ACTIVITIES		
Net loss	(127,609)	(10,252)
Changes in non-cash working capital items:		
Goods and services taxes receivable	(5,659)	(724)
Accounts payable and accrued liabilities	(8,061)	8,379
Cash flows used in operating activities	(141,329)	(2,597)
DECREASE IN CASH DURING THE PERIOD	(141,329)	(2,597)
CASH, BEGINNING OF PERIOD	429,394	68,473
CASH, END OF PERIOD	288,065	65,876
Cash paid for:		
Income taxes	-	-
Interest	-	-

The accompanying notes are an integral part of these financial statements

WANGTON CAPITAL CORP.
CONDENSED INTERIM STATEMENTS OF CHANGES IN EQUITY (DEFICIENCY)
FOR THE SIX MONTHS ENDED JUNE 30, 2022 AND 2021
(Unaudited – Prepared by Management)
(Expressed in Canadian Dollars)

	Number of Shares	Share Capital	Share-Based Payments Reserve	Deficit	Total
		$	$	$	$
Balance as at December 31, 2020	**13,385,083**	**2,062,218**	**151,161**	**(2,234,814)**	**(21,435)**
Net loss and comprehensive loss	-	-	-	(10,252)	(10,252)
Balance as at June 30, 2021	**13,385,083**	**2,062,218**	**151,161**	**(2,245,066)**	**(31,687)**

Balance as at December 31, 2021	**24,415,083**	**2,565,475**	**151,161**	**(2,306,905)**	**409,731**
Net loss and comprehensive loss	-	-	-	(127,609)	(127,609)
Balance as at June 30, 2022	**24,415,083**	**2,565,475**	**151,161**	**(2,434,514)**	**282,122**

The accompanying notes are an integral part of these financial statements

1. NATURE OF BUSINESS

Wangton Capital Corp. (the "Company") was incorporated on December 23, 2010 under the Alberta Business Corporations Act. The address of the head office is Suite 145, 925 West Georgia St., Vancouver BC, V6C 3L2. The Company is listed on the NEX board ("NEX") of the TSX Exchange.

As at June 30, 2022, the principal business of the Company is the identification and evaluation of assets or a business and once identified or evaluated, to negotiate an acquisition of, or participation in, a business subject to receipt of shareholder approval, if required, and acceptance by regulatory authorities. Where an acquisition or participation is warranted, additional funding may be required.

2. BASIS OF PREPARATION

a) Statement of compliance

These unaudited condensed interim financial statements of the Company have been prepared in accordance with International Accounting Standard 34, "Interim Financial Reporting" ("IAS 34") and International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and Interpretations of the Financial Reporting Interpretations Committee ("IFRIC"). These condensed interim financial statements do not include all the information required for full annual financial statements and should be read in conjunction with the audited financial statements and notes thereto as of and for the year ended December 31, 2021. These unaudited condensed interim financial statements were authorized for issue in accordance with a resolution from the Board of Directors on August 29, 2022.

b) Basis of presentation

These unaudited condensed interim financial statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit and loss, which are stated at their fair value. In addition, these condensed interim financial statements have been prepared using the accrual basis of accounting, except for cash flow information. These condensed interim financial statements follow the same accounting policies and methods of application as the annual audited financial statements for the year ended December 31, 2021. The adoption of new accounting standards has had no material impact on the condensed interim financial statements.

c) Going concern

These financial statements have been prepared on the basis of accounting principles applicable to a going concern which assumes the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. The Company's continuing operations, as intended, and its financial success is dependent upon the extent to which it can successfully raise the capital to implement its future plans. As at June 30, 2022, the Company had a working capital of $268,163, an accumulated deficit of $2,434,514 and no source of revenues. These factors indicate the existence of a material uncertainty that may cast significant doubt on the ability of the Company to continue as a going concern. These financial statements have been prepared on a going concern basis, which assumes that the Company will be able to meet its obligations and continue its operations for its next fiscal year.

2. BASIS OF PREPARATION (continued)

c) Going concern (continued)

Realization values may be substantially different from carrying values as shown and these financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. Such adjustment could be material.

d) Use of estimates and judgments

The preparation of these financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates.

These financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the financial position reporting date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

Critical accounting judgments

i. The determination of the Company's ability to continue as a going concern requires management to make judgments and assumptions of future events.

e) Functional and reporting currency

These financial statements are presented in Canadian dollars, which is the functional and reporting currency of the Company.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

These unaudited condensed interim financial statements follow the same accounting policies and methods of application as the annual audited financial statements for the year ended December 31, 2021.

4. PROPOSED TRANSACTION WITH TONISITY BVI

On December 12, 2021, the Company entered into a non-binding letter of intent (the "Letter of Intent") with Kalmarna Limited ("Tonisity BVI"), in respect of the acquisition by the Company (the "Transaction"), through a series of steps, of all of the issued and outstanding shares of Tonisity BVI ("Tonisity Shares").

Tonisity BVI, a British Virgin Islands company, is the parent company of Tonisity International Limited ("Tonisity Ireland", and together with Tonisity BVI, "Tonisity"), an animal health and nutrition company based in Ireland that is currently focusing its patented technology in two specific markets: (1) isotonic products for the enhancement of swine production; and (2) novel companion animal nutrition products.

The Transaction is intended to constitute the Company's qualifying transaction (the "Qualifying Transaction") pursuant to TSXV Policy 2.4 – Capital Pool Companies ("Policy 2.4"). The Transaction is subject to the approval of the TSXV, execution of the Definitive Agreement (as defined below), approval of the shareholders of the Company and other closing conditions customary for a transaction of this nature.

It is expected that upon completion of the Transaction, the resulting issuer ("Resulting Issuer") will be listed as a Tier 1 Technology Issuer on the TSXV.

The aggregate valuation of the Company and Tonisity BVI before the Bridge Financing and the Concurrent Financing (each as defined below) will be US$53.3 million (approx. $66.6 million), with: (a) Tonisity BVI being valued at US$51 million (approx. $64.7 million); and (b) the Company being valued at $1,907,428 (with the respective valuations, as applicable, and as the context requires, referred to as the "Valuation Ratio").

The Transaction is expected to be effected through a series of steps, including a share exchange involving a wholly-owned subsidiary of the Company ("CPC Subco"), Tonisity BVI and their respective securityholders, followed by an amalgamation of CPC Subco and the Company to form the Resulting Issuer. After completion of the Transaction, the Resulting Issuer will hold all of the issued and outstanding Tonisity Shares. Upon completion of the Transaction, the Bridge Financing and the Concurrent Financing, current Tonisity BVI shareholders will hold approximately 71.3% of the outstanding shares of the Resulting Issuer (the "Resulting Issuer Shares") on a non-diluted basis.

Upon completion of the Transaction, the Resulting Issuer will hold directly and indirectly 100% of the equity interests of Tonisity, will change its name to "Tonisity Holdings Inc." and will request a trading symbol acceptable to Tonisity and the TSXV. The Letter of Intent was negotiated at arm's length and the parties are currently negotiating the terms of a definitive agreement (the "Definitive Agreement") in respect of the Transaction.

Before the execution of the Definitive Agreement, Tonisity BVI will undertake a non-brokered financing (the "Bridge Financing") for aggregate gross proceeds of US$5M (approx. $6.25M). It is expected that the Bridge Financing will consist of the issuance of Tonisity BVI Class B shares at a price of $1.25 per share (based on a set exchange rate of $1.25:US$1).

4. PROPOSED TRANSACTION WITH TONISITY BVI (continued)

It is currently expected that each existing Tonisity BVI Class B share will ultimately be exchanged under the Transaction for one unit of the Resulting Issuer, with each such unit consisting of one Resulting Issuer Share and one-half of one warrant of the Resulting Issuer (each whole warrant, a "Resulting Issuer Bridge Warrant"). Each Resulting Issuer Bridge Warrant will be exercisable for one Resulting Issuer Share at a price of $2.00 per share for a period of three years from closing of the Transaction ("Closing"), and after eighteen (18) months from issuance will be subject to acceleration in the event the VWAP of the Resulting Issuer Shares on the TSXV is greater than $3.00 for ten (10) consecutive trading days (the "Warrant Acceleration").

It is expected that the aforementioned Resulting Issuer Shares and Resulting Issuer Bridge Warrants will not be subject to any hold periods or escrow, other than any hold periods or escrow required by the TSXV.

In connection with the Transaction, the Company, CPC Subco and Tonisity will engage a lead agent to undertake a concurrent financing for net proceeds of at least US$16 million (approx. $20 million) (the "Concurrent Financing"). Under the Transaction, the securities issued in the Concurrent Financing will be exchanged for units of the Resulting Issuer ("Resulting Issuer Concurrent Units"). Each Resulting Issuer Concurrent Unit will consist of one Resulting Issuer Share and one-half of one warrant of the Resulting Issuer (each whole warrant a "Resulting Issuer Concurrent Warrant"). Each Resulting Issuer Concurrent Warrant will be exercisable for one Resulting Issuer Share at a price of $2.50 per share for a period of three years from Closing, subject to the Warrant Acceleration. It is expected that the aforementioned Resulting Issuer Shares and Resulting Issuer Concurrent Warrants will not be subject to any hold periods or escrow, other than any hold periods or escrow required by the TSXV.

At Closing, the Resulting Issuer will issue such number of Resulting Issuer Shares to Valor Invest Ltd., 1173223 B.C. Limited and Robert Kiesman (collectively, the "Finders") with an aggregate value of $2 million at the Initial Listing Price (as defined below) pursuant to the terms of a finders' fee agreement between the Finders and the Company dated December 12, 2021.

If completed, the Transaction will not be a Non-Arm's Length Transaction (as defined in the TSXV Manual) and would constitute the Company's Qualifying Transaction. A comprehensive news release with further particulars relating to the Transaction will follow in accordance with Policy 2.4 of the TSXV Manual. The common shares of the Company have been halted from trading and trading of such shares is expected to remain halted until completion of the Transaction or termination of the Letter of Intent.

It is currently expected that the price of the Resulting Issuer Concurrent Units will be $1.60 (the "Initial Listing Price"). If the Initial Listing Price is more or less than C$1.60, all references to prices of securities, exercise prices and estimated numbers of securities issuable in connection with the Transaction will be adjusted proportionately at a ratio that reflects the actual Listing Price relative to $1.60, and in all cases reflecting the Valuation Ratio.

4. PROPOSED TRANSACTION WITH TONISITY BVI (continued)

Completion of the Transaction is subject to a number of conditions, including but not limited to, TSXV acceptance, closing of the Bridge Financing, closing of the Concurrent Financing and approval by the Company's shareholders. There can be no assurance that the Transaction will be completed as proposed or at all. Investors are cautioned that, except as may be disclosed in the management information circular to be prepared in connection with the Transaction, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon. Investment and trading in securities of a capital pool company should be considered highly speculative.

Sponsorship of the Qualifying Transaction, is required by the TSXV unless the Qualifying Transaction qualifies for an exemption in accordance with the policies of the TSXV. The Company intends to review the requirements to seek exemption or apply for a waiver from the sponsorship requirement, pursuant to the policies of TSXV. There is no assurance that an exemption is available or that a waiver will be granted, as a result of which, the Company will be required to engage a sponsor.

5. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	June 30, 2022	December 31, 2021
	$	$
Trade payables	19,902	27,963

6. SHARE CAPITAL

a) Authorized

Unlimited number of common shares without par value.

b) Issued and Outstanding

As at June 30, 2022 and December 31, 2021: 24,415,083 common shares were issued and outstanding.

On November 8, 2021, the Company issued 11,030,000 common shares of the Company at a price of $0.05 per common share for gross proceeds of $551,500. The Company incurred share issuance costs of $48,243.

c) Shares held in escrow

As at June 30, 2022 and December 31, 2021 there were 3,418,400 common shares held in escrow.

d) Stock options

On September 27, 2017 the Company adopted a new incentive share option plan, superseding and replacing the old plan which was adopted on January 6, 2011. Under the new plan, options granted to directors, employees and consultants, under which the total outstanding options are limited to 10% of the outstanding common shares of the Company as at the closing of the Company's initial public offering. The exercise price of an option shall be determined by the directors, or as permitted by the policies of the Exchange. Options granted are non-transferable and may not exceed a term of 10 years from the grant date. Vesting is as determined by the directors at the time of grant.

As at June 30, 2022 and December 31, 2021 there were no stock options outstanding.

7. MANAGEMENT OF CAPITAL

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the identification, evaluation and acquisition of a Qualified Transaction. The Company does not have any externally imposed capital requirements to which it is subject.

As at June 30, 2022 the Company considers capital to be comprised of all components of equity. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue common shares or dispose of assets or adjust the amount of cash.

(Expressed in Canadian dollars)

8. FINANCIAL INSTRUMENTS

Fair Values

The Company's financial instruments consist of cash and accounts payable, the fair values of which approximate their carrying values because of their current nature.

The following table summarizes the carrying values of the Company's financial instruments at June 30, 2022:

	Category	$
Cash	FVTPL	288,065
Accounts payable	Amortized cost	19,902

The following table summarizes the carrying values of the Company's financial instruments at December 31, 2021:

	Category	$
Cash	FVTPL	429,394
Accounts payable	Amortized cost	27,963

The Company classifies its fair value measurements in accordance with the three level fair value hierarchies as follows:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities
Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly (i.e. as prices) or indirectly (i.e. derived from prices), and
Level 3 – Inputs that are not based on observable market date

The following table sets forth the Company's financial assets at June 30, 2022, measured at fair value on a recurring basis by level within the fair value hierarchy as follows:

	Level 1	Level 2	Level 3	Total
	$	$	$	$
Cash	288,065	-	-	288,065

The following table sets forth the Company's financial assets at December 31, 2021, measured at fair value on a recurring basis by level within the fair value hierarchy as follows:

	Level 1	Level 2	Level 3	Total
	$	$	$	$
Cash	429,394	-	-	429,394

(Expressed in Canadian dollars)

8. FINANCIAL INSTRUMENTS (continued)

Credit Risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. Financial instruments that potentially subject the Company to concentrations of credit risks consist principally of cash. To minimize the credit risk, the Company places cash with a high credit quality financial institution. The Company's maximum credit risk is limited to the carrying value of cash as at June 30, 2022.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due (see Note 2(c)). The Company manages liquidity risk through the management of its capital structure and financial leverage as outlined above. The Company requires financing to meet its short-term obligations to support operations.

The Company monitors its ability to meet its short-term expenditures for the identification, evaluation and acquisition of assets of a business by raising additional funds through share issuance when required. The following are the contractual maturities of financial liabilities as at June 30, 2022:

	Carrying Amount	Contractual Cash Flows	Within 1 year	Within 2 years	Within 3 years	Over 3 years
	$	$	$	$	$	$
Accounts payable	19,902	19,902	19,902	-	-	-

9. RELATED PARTY TRANSACTIONS AND BALANCES

The Company considers its officers and directors to be key management personnel. During the six months ended June 30, 2022 and 2021, the Company did not incur any salaries or share-based payments to key management personnel.

As at June 30, 2022 and December 31, 2021, the Company did not incur any fees or have any amounts owed to related parties.

10. SUBSEQUENT EVENTS

The Company and Tonisity BVI continue to negotiate terms of a definitive agreement with respect to the Transaction (Note 4).