

DataMiners Capital Corp.

Condensed Interim Financial Statements

For the Three Months Ended January 31, 2019 and 2018

Unaudited – Prepared by Management

(Expressed in Canadian Dollars)

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

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

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

DataMiners Capital Corp.
Condensed Interim Statements of Financial Position
Unaudited – Prepared by Management
(Expressed in Canadian Dollars)

	January 31, 2019	October 31, 2018
Assets		
Current		
Cash	\$ 44,047	\$ 49,744
Prepaid expenses	875	875
Total Assets	44,922	50,619
Liabilities		
Current		
Accounts payable and accrued liabilities	\$ 21,498	\$ 13,443
Shareholders' Equity (Deficiency)		
Share capital (note 3)	281,415	281,415
Contributed surplus (note 3)	106,235	106,235
Deficit	(364,226)	(350,474)
Total Shareholders' Equity	23,424	37,176
Total Liabilities and Shareholders' Equity	\$ 44,922	\$ 50,619

Approved on behalf of the Board:

"Darryl Cardey" (signed)
Director

"Rose Zanic" (signed)
Director

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

DATAMINERS CAPITAL CORP.
Condensed Interim Statements of Loss and Comprehensive Loss
Unaudited – Prepared by Management
(Expressed in Canadian Dollars)

	Three months ended January 31,	Three months ended January 31,
	2019	2018
Expenses		
General and administrative	\$ 3,264	\$ 5,622
Professional fees	-	5,182
Public company costs	2,478	4,590
Transaction costs (note 5)	8,010	-
Loss and Comprehensive Loss for the Period	\$ (13,752)	\$ (15,394)
Basic and Diluted Loss Per Common Share	\$ (0.01)	\$ (0.01)
Weighted Average Number of Common Shares Outstanding	1,310,000	1,310,000

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

DATAMINERS CAPITAL CORP.
Condensed Interim Statements of Changes in Equity
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	Share Capital		Contributed Surplus	Deficit	Equity
	Number	Amount			
Balance, October 31, 2017	1,310,000	\$ 281,415	\$ 106,235	\$ (283,957)	\$ 103,693
Net loss for the period	-	-	-	(15,394)	(15,394)
Balance, January 31, 2018	1,310,000	\$ 281,415	\$ 106,235	\$ (299,351)	\$ 88,299
Net loss for the period	-	-	-	(51,123)	(51,123)
Balance, October 31, 2018	1,310,000	\$ 281,415	\$ 106,235	\$ (350,474)	\$ 37,176
Net loss for the period	-	-	-	(13,752)	(13,752)
Balance, January 31, 2019	1,310,000	\$ 281,415	\$ 106,235	\$ (364,226)	\$ 23,424

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

DATAMINERS CAPITAL CORP.
Condensed Interim Statements of Cash Flows
Unaudited – Prepared by Management
(Expressed in Canadian Dollars)

	Three months ended January 31,	Three months ended January 31,
	2019	2018
Operating Activities		
Loss for period	\$ (13,752)	\$ (15,394)
Changes in working capital balances:		
Prepaid expenses	-	548
Accounts payable and accrued liabilities	8,055	(3,274)
Cash Used by Operating Activities	(5,697)	(18,120)
Change in cash	(5,697)	(18,120)
Cash, Beginning of Period	49,744	113,340
Cash, End of Period	\$ 44,047	\$ 95,220

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

DataMiners Capital Corp.
Notes to the Financial Statements
For the Three Months Ended January 31, 2019 and 2018
(Expressed in Canadian Dollars)

1. NATURE AND CONTINUANCE OF OPERATIONS

DataMiners Capital Corp. (the "Company") was incorporated pursuant to the provisions of the Business Corporations Act (Alberta) on October 1, 2013. The Company is classified as a Capital Pool Company as defined in the TSX Venture Exchange ("TSX-V") Policy 2.4 in order to negotiate an acquisition or participation in a business subject to receipt of shareholder approval and acceptance by regulatory authorities (the "Qualifying Transaction"). The Company completed its initial public offering ("IPO") on May 29, 2014. Until the completion of a Qualifying Transaction, the Company will not carry on any business other than the identification and evaluation of assets or business in connection with a potential Qualifying Transaction.

The Company's continuing operations are dependent upon its ability to identify, evaluate and negotiate an agreement to acquire an interest in a material asset or business within 24 months of listing on the TSX-V.

On January 19, 2017 the Company announced it no longer pursued the qualifying transaction with Black Bull Resources Inc., which was originally announced on June 1, 2016.

On March 7, 2017, the Company was unable to complete a Qualifying Transaction within its 24 month deadline, including extension, and therefore it was required by the TSX-V to transfer its listing from the Tier 2 board of the TSX-V to the NEX. On March 15, 2017, the Company submitted an application to the TSX-V for transfer of its listing from the Tier 2 board of TSX-V to the NEX board which was accepted by the TSXV March 31, 2017.

These unaudited condensed interim financial statements have been prepared on a going concern basis in accordance with International Financial Reporting Standards ("IFRS") with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. For the three months ended January 31, 2019, the Company incurred loss of \$13,752 (2018 – \$15,394) and as at January 31, 2019, had a deficit of \$364,226 (October 31, 2018 - \$350,474).

The Company's continuing operations as intended are dependent upon its ability to identify, evaluate and negotiate an acquisition of or participation in an interest in properties, assets or businesses. At present, the Company has not completed its Qualifying Transaction within the required period and consequently has no current operating income or cash flows. Without additional financing, the Company will be unable to fund its ongoing operations for the next twelve months. The Company intends to finance its future requirements through a combination of debt and/or equity issuance. There is no assurance that the Company will be able to obtain such financings or obtain them on favourable terms. These uncertainties cast significant doubt on the Company's ability to continue as a going concern. The Company will need to raise sufficient working capital to maintain operations. These unaudited condensed interim financial statements do not include any adjustments related to the recoverability of assets and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

The head office and records office of the Company are located at 1430 – 800 West Pender Street, Vancouver, British Columbia, Canada, V6C 2V6.

2. BASIS OF PRESENTATION

(a) Statement of Compliance

These unaudited condensed interim financial statements were prepared in accordance with International Accounting Standard ("IAS") 34, Interim Financial Reporting. Accordingly, they do not include all of the information and disclosures required by IFRS for annual financial statements. These unaudited condensed financial statements should be read in conjunction with the Company's annual financial statements for the year ended October 31, 2017 which were prepared in accordance with IFRS as issued by the International Accounting Standards Board ("IASB"). These unaudited condensed interim financial statements have been prepared using the same accounting policies and methods of application as the latest annual financial statements. In the opinion of management, all adjustments (consisting of normal and recurring accruals) considered necessary for fair presentation have been included. The results for interim periods are not necessarily indicative of results for the entire year. The preparation of these unaudited condensed interim financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of these unaudited condensed interim financial statements and the reported amounts of expenses during the period. As a result, actual amounts may differ from those estimates.

The Company's functional and presentation currency is the Canadian dollar.

(b) Approval of the financial statements

These unaudited condensed interim financial statements of the Company were approved by the Board of Directors and authorized for issue on April 1, 2019.

(c) Critical accounting judgments and estimates

The preparation of financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Significant estimates include accrued liabilities, the determination of share-based payments and the recoverability of deferred tax assets.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the review affects both current and future periods.

Information about critical judgments in applying accounting policies that have the most significant effect of amounts recognized in the financial statements is included in the going concern assessment (see Note 1).

(d) Recent accounting pronouncements not yet applied

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or IFRS Interpretations Committee that are mandatory for future accounting periods. The Company has not early-adopted any of these standards and is currently evaluating the impact, if any, that these standards might have on its financial statements.

DataMiners Capital Corp.
Notes to the Financial Statements
For the Three Months Ended January 31, 2019 and 2018
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2. BASIS OF PRESENTATION (continued)

(d) Recent accounting pronouncements not yet applied (continued)

IFRS 9 - Financial Instruments will replace IAS 39 Financial Instruments: Recognition and Measurement. The new standard includes guidance on recognition and derecognition of financial assets and financial liabilities, impairment and hedge accounting. IFRS 9 is effective for annual periods beginning on or after January 1, 2018, with early adoption permitted. The Company is considering the implications of the standard, the impact on the Company and the timing of its adoption by the Company.

IFRS 15 - Revenue from Contracts with Customers replaces IAS 11 Construction Contracts, IAS 18 Revenue and IFRIC 13 Customer Loyalty Programmes. This standard outlines a single comprehensive model for entities to account for revenue arising from contracts with customers. IFRS 15 becomes effective for annual periods beginning on or after January 1, 2018, with early adoption permitted and is to be applied retrospectively. The Company is considering the implications of the standard, the impact on the Company and the timing of its adoption by the Company.

3. SHARE CAPITAL

(a) Authorized

The Company has authorized an unlimited number of common shares without par value. As at January 31, 2019, the Company had 1,310,000 shares outstanding (October 31, 2018: 1,310,000).

(b) Issued and outstanding

There were no shares issued during the three months ended January 31, 2019 and the year ended October 31, 2018.

(c) Stock options

On May 29, 2014, concurrently with the closing of the IPO, the Company issued 102,000 stock options to its Directors under the Company's Incentive Stock Option Plan. These options are exercisable at \$0.50 per common share and expire on May 29, 2019. These options may be exercised after the completion of the Qualifying Transaction or the greater of 12 months after the completion of the Qualifying Transaction and 90 days following cessation of the Optionee's position with the Company, if applicable. Subsequent to the grant of these options, there are 36,000 options available for issue under this option plan. The terms of the option vesting period, exercise price and life are affixed by the Board of Directors at the time of grant.

DataMiners Capital Corp.
Notes to the Financial Statements
For the Three Months Ended January 31, 2019 and 2018
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3. SHARE CAPITAL (continued)

(c) Stock options (continued)

The following is a summary of stock options:

October 31, 2018	Granted	Exercised	Forfeited	January 31, 2019	Weighted Average Exercise Price	Expiry Date
95,000	-	-	-	95,000	\$0.50	May 29, 2019
95,000	-	-	-	95,000	\$0.50	

The following weighted average assumptions were used for the Black-Scholes option pricing model valuation of stock options issued on May 29, 2014.

	2014
Risk-free interest rate	1.24%
Expected life of options	5 years
Expected annualized volatility	100.00%
Expected dividend rate	0%

4. RELATED PARTY TRANSACTIONS

The Company's key management personnel include the Board of Directors, Executive Officers and any companies owned or controlled in whole or in part by the officers and directors.

The Company paid rent and office expenses to CDM Capital Partners Inc., a company related by virtue of common director. The amounts included in the table below have been included in general and administrative fees.

The following summarizes the Company's related party transactions during the three months ended January 31, 2019 and 2018:

	January 31, 2019	January 31, 2018
Office and administration	\$ -	\$ 3,938
Rent	-	2,362
	\$ -	\$ 6,300

5. PROPOSED TRANSACTION

On September 26, 2018, the Company entered a non-binding letter of intent with ZoomD Ltd. ("ZoomD"), for a proposed business combination intended to qualify as the Qualifying Transaction.

During the three months ended January 31, 2019, the Company incurred \$8,010 (2018 - \$Nil) of transaction costs relating to a proposed transaction.

6. CAPITAL MANAGEMENT

The Company is actively looking to acquire an interest in a business or assets and this involves a high degree of risk. The Company has not determined whether it will be successful in its endeavours and does not generate cash flows from operations. The Company's primary source of funds comes from the issuance of share capital. The Company does not use other sources of financing that require fixed payments of interest and principal due to lack of cash flow from current operations, and is not subject to any externally imposed capital requirements.

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern.

The Company defines its capital as shareholders' equity. Capital requirements are driven by the Company's general operations. To effectively manage the Company's capital requirements, the Company monitors expenses and overhead to ensure costs and commitments are being paid.

There have been no changes to the Company's approach to capital management during the period.

Although the Company has been successful at raising funds in the past through the issuance of share capital, it is uncertain whether it will continue this financing.

7. FINANCIAL INSTRUMENTS

a) Fair Value of Financial Instruments

The Company has classified fair value measurements of its financial instruments using a fair value hierarchy that reflects the significance of inputs used in making the measurements as follows:

Level 1: Valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: Valuations based on directly or indirectly observable inputs in active markets for similar assets or liabilities, other than Level 1 prices, such as quoted interest or currency exchange rates; and

Level 3: Valuations based on significant inputs that are not derived from observable market data, such as discounted cash flow methodologies based on internal cash flow forecasts.

The fair value of cash and accounts payables and accrued liabilities approximates their carrying value due to their short-term maturity.

b) Management of Risks Arising from Financial Instruments

The Company is exposed to various types of market risks including credit risk, liquidity risk and interest rate risk. This is not an exhaustive list of all risks, nor will the mitigation strategies eliminate all risks listed.

(i) Credit Risk – Credit risk is the risk that one party to a financial instrument will fail to fulfill an obligation and cause the other party to incur a financial loss. The Company's credit risk consists primarily of cash. The credit risk is minimized by placing cash with major Canadian financial institutions. The Company does not invest in asset-backed commercial papers.

7. FINANCIAL INSTRUMENTS (continued)

b) Management of Risks Arising from Financial Instruments (continued)

(ii) Liquidity Risk – Liquidity risk is the risk that the Company will not be able to meet its financial obligations when they become due. To mitigate this risk, the Company has a planning and budgeting process in place to determine the funds required to support its ongoing operations and capital expenditures. The Company ensures that sufficient funds are raised from private placements to meet its operating requirements, after taking into account existing cash and expected exercise of share purchase warrants. The Company's cash is held in business accounts, which are available on demand for the Company's programs and are not invested in any asset-backed deposits or investments. The Company is exposed to liquidity risk.

(iii) 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. If interest rates decrease, the Company will generate smaller interest revenue. Presently the Company is not at risk of realizing a loss as a result of a decline in the fair value of its financial instruments because of the short-term nature of the investments.