BLACK LION CAPITAL CORP.
(A Capital Pool Company)

CONDENSED INTERIM FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)

JULY 31, 2020

NOTICE OF NO AUDITOR REVIEW

In accordance with 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 condensed interim financial statements of Black Lion Capital Corp. have been prepared by and are the responsibility of the Company's management and approved by the Board of Directors of the Company. The Company's independent auditor has not performed a review of these financial statements for the period ended July 31, 2020.

BLACK LION CAPITAL CORP.
(A Capital Pool Company)
CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION
(Unaudited – Prepared by Management)
(Expressed in Canadian Dollars)
AS AT

	July 31, 2020	October 31, 2019
ASSETS		
Current		
Cash	$ 703,246	$ 732,691
Receivable	2,229	4,135
Prepaid expenses	-	1,165
	$ 705,475	$ 737,991
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current		
Accounts payable and accrued liabilities (Note 5)	$ 2,707	$ 10,453
Shareholders' equity		
Share capital (Note 4)	899,926	899,926
Share-based payments reserve (Note 4)	171,801	171,801
Deficit	(368,959)	(344,189)
	702,768	727,538
	$ 705,475	$ 737,991

Nature of operations (Note 1)

On behalf of the Board:

"William Macdonald" Director *"Sean Mitchell"* Director

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

BLACK LION CAPITAL CORP.
(A Capital Pool Company)
CONDENSED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(Unaudited – Prepared by Management)
(Expressed in Canadian Dollars)

	Three Month Period Ended July 31, 2020	Three Month Period Ended July 31, 2019	Nine Month Period Ended July 31, 2020	Nine Month Period Ended July 31, 2019
EXPENSES				
Office and miscellaneous	$ 197	$ 18	$ 258	$ 79
Professional fees (Note 5)	7,598	721	15,361	6,292
Registration and filing	1,312	1,312	5,716	5,716
Shareholder costs	780	-	780	-
Transfer agent	1,170	2,209	4,538	4,550
Travel and related	1,212	825	1,284	4,416
Website design and maintenance	249	256	688	634
Recovery of costs	-	-	-	(203)
Loss before other income	(12,518)	(5,341)	(28,625)	(21,484)
OTHER INCOME				
Interest income	695	2,335	3,855	7,245
LOSS AND COMPREHENSIVE LOSS	$ (11,823)	$ (3,006)	$ (24,770)	$ (14,239)
Basic and diluted loss per common share	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.00)
Weighted average number of common shares outstanding	11,653,294	11,653,294	11,653,294	11,653,294

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

BLACK LION CAPITAL CORP.
(A Capital Pool Company)
CONDENSED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(Unaudited – Prepared by Management)
(Expressed in Canadian Dollars)

	Number of Shares		Share Capital		Share-based Payments Reserve		Deficit		Shareholders' Equity
Balance, October 31, 2018	**11,653,294**	**$**	**899,926**	**$**	**171,801**	**$**	**(321,423)**	**$**	**750,304**
Loss for the period	-		-		-		(14,239)		(14,239)
Balance, July 31, 2019	**11,653,294**	**$**	**899,926**	**$**	**171,801**	**$**	**(335,662)**	**$**	**736,065**
Loss for the period	-		-		-		(8,527)		(8,527)
Balance, October 31, 2019	**11,653,294**	**$**	**899,926**	**$**	**171,801**	**$**	**(344,189)**	**$**	**727,538**
Loss for the period	-		-		-		(24,770)		(24,770)
Balance, July 31, 2020	**11,653,294**	**$**	**899,926**	**$**	**171,801**	**$**	**(368,959)**	**$**	**702,768**

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

BLACK LION CAPITAL CORP.
(A Capital Pool Company)
CONDENSED INTERIM STATEMENTS OF CASH FLOWS
(Unaudited – Prepared by Management)
(Expressed in Canadian Dollars)

	Nine Month Period Ended July 31, 2020	Nine Month Period Ended July 31, 2019
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss for the period	$ (24,770)	$ (14,239)
Changes in non-cash working capital items:		
Receivable	1,906	(1,517)
Prepaid expenses	1,165	2,482
Accounts payable and accrued liabilities	(7,746)	(7,819)
Net cash used in operating activities	(29,445)	(21,093)
Change in cash for the period	(29,445)	(21,093)
Cash, beginning of period	732,691	753,221
Cash, end of period	$ 703,246	$ 732,128
Cash paid during the period for interest	$ -	$ -
Cash paid during the period for income taxes	$ -	$ -

Supplemental disclosure with respect to cash flows (Note 8)

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

(Expressed in Canadian Dollars)

1. NATURE OF OPERATIONS

Black Lion Capital Corp. (the "Company") was incorporated under the Business Corporations Act (British Columbia) on January 20, 2015. The Company completed an Initial Public Offering ("IPO") on April 4, 2016 and is classified as a Capital Pool Company ("CPC") as defined in the TSX Venture Exchange ("TSX-V") Policy 2.4. The Company's common shares were listed for trading on the TSX-V on April 5, 2016 under the symbol BLC.P. The principal business of the Company is the identification and evaluation of assets or a business (Qualifying Transaction) and, once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval, if required, and acceptance by regulatory authorities.

The Company's head office, principal address and registered and records office is located at Suite 409, 221 W. Esplande, North Vancouver, British Columbia, Canada, V7M 3J3.

These financial statements were authorized for issue by the Board of Directors on **September 14, 2020.**

These financial statements have been prepared with the assumption that 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, are dependent upon its ability to identify, evaluate and negotiate an acquisition of, a participation in or an interest in properties, assets or businesses within 24 months of listing on the TSX-V. Management believes the Company has sufficient working capital to maintain its operations for the upcoming fiscal year.

The Company was unable to complete a QT prior to April 4, 2018. As a result, the TSX-V suspended the Company's common shares from trading on April 9, 2018. As per TSX-V rules, the Company was required to complete a QT by April 9, 2018 or transfer to the NEX which is a separate board of the TSX-V.

The Company held its annual and special meeting of shareholders on June 18, 2018 at which time, pursuant to the CPC Policy, it received shareholder approval to transfer its listing to the NEX and to cancel an aggregate of 1,175,000 escrow shares.

The Company's listing was transferred to the NEX effective July 9, 2018 under the trading symbol BLC.H.

	July 31, 2020	October 31, 2019
Working capital	$ 702,768	$ 727,538
Deficit	(368,959)	(344,189)

2. BASIS OF PREPARATION

Statement of compliance to International Financial Reporting Standards

These financial statements have been prepared in accordance with International Accounting Standard ("IAS") 34 Interim Financial Reporting under International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB").

Basis of preparation

These financial statements of the Company have been prepared on an accrual basis and are based on historical costs, modified where applicable. The financial statements are presented in Canadian dollars unless otherwise noted.

In March 2020 the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or ability to raise funds.

Use of estimates

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount 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.

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.

The most significant accounts that require estimates as the basis for determining the stated amounts include the valuation of share-based payments and recognition of deferred income tax amounts, if any.

3. SIGNIFICANT ACCOUNTING POLICIES

Cash

Cash includes highly liquid investment that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.

Share-based payment transactions

The Company grants stock options to acquire common shares of the Company to directors, officers, employees and consultants. An individual is classified as an employee when the individual is an employee for legal or tax purposes, or provides services similar to those performed by an employee.

Stock options granted to directors, officers and employees are measured at their fair values determined on their grant date using the Black-Scholes option pricing model. They are recognized as an expense over the vesting periods of the options using the graded vesting model. Options granted to consultants or other non-insiders are measured at the fair value of goods or services received from these parties, or at their Black-Scholes fair values if the fair value of goods or services received cannot be measured. A corresponding increase is recorded to share-based payment reserves for share-based compensation recorded.

When stock options are exercised, the cash proceeds along with the amount previously recorded as share-based payment reserves are recorded as share capital.

Financial instruments

The Company classifies its financial instruments in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI"), or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or the Company has opted to measure them at FVTPL.

The following table shows the classification under IFRS 9:

Description	Classification Under IFRS 9
Cash	FVTPL
Accounts payable and accrued liabilities	Amortized cost

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Measurement

Financial assets and liabilities at amortized cost

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

Financial assets and liabilities at FVTPL

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in profit or loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the consolidated statements of operations and comprehensive loss in the period in which they arise.

Impairment of financial assets at amortized cost

An 'expected credit loss' impairment model applies which requires a loss allowance to be recognized based on expected credit losses. The estimated present value of future cash flows associated with the asset is determined and an impairment loss is recognized for the difference between this amount and the carrying amount as follows: the carrying amount of the asset is reduced to estimated present value of the future cash flows associated with the asset, discounted at the financial asset's original effective interest rate, either directly or through the use of an allowance account and the resulting loss is recognized in profit or loss for the period.

In a subsequent period, if the amount of the impairment loss related to financial assets measured at amortized cost decreases, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

Derecognition

Financial assets

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in the consolidated statements of operations and comprehensive loss.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Income taxes

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

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognized by providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized on the initial recognition of assets or liabilities in a transaction that is not a business combination. In addition, deferred tax is not recognized for taxable temporary differences arising on the initial recognition of goodwill. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Foreign currency translation

The functional currency of an entity is the currency of the primary economic environment in which the entity operates. The functional currency of the Company is the Canadian dollar. The functional currency determinations were conducted through an analysis of the consideration factors identified in IAS 21, *The Effects of Changes in Foreign Exchange Rates*.

Loss per share

Basic earnings (loss) per share is computed by dividing net earnings (loss) available to common shareholders by the weighted average number of shares outstanding during the reporting period. Diluted earnings (loss) per share is computed similar to basic earnings (loss) per share except that the weighted average shares outstanding are increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire common stock at the average market price during the reporting periods.

(Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

New Accounting Standards

The Company adopted the following accounting standard that was effective for accounting periods beginning on or after November 1, 2019:

IFRS 16, Leases

IFRS 16, Leases ("IFRS 16") was issued by the IASB on January 13, 2016 and replaced IAS 17, Leases. IFRS 16 eliminates the current dual accounting model for leases, which distinguishes between on-balance sheet finance leases and off-balance sheet operating leases. Instead, IFRS 16 requires a single, on-balance sheet accounting model that is similar to current finance lease accounting. Leases become an on-balance sheet liability that attracts interest, together with a new asset.

The Company does not have any leases and accordingly, there is no impact to the Company's financial statements as a result of adopting this new standard.

4. SHARE CAPITAL

Authorized:

The authorized share capital of the Company consists of an unlimited number of common shares and preferred shares without par value.

The Company did not issue and common shares during the nine months ended July 31, 2020 and the year ended October 31, 2019.

As at July 31, 2020, there are 2,615,000 common shares held in escrow. These common shares will be released from escrow in tranches over 36 months upon completion of the Qualifying Transaction.

Stock options

The Company, in accordance with its stock option plan, is authorized to grant options to directors, officers, employees and consultants, to acquire up to 10% of its issued and outstanding common stock. The exercise price of each option equals the market price of the Company's stock as calculated on the date of grant. The options can be granted for a maximum term of ten years.

There have been no stock option transactions or activity for the nine months ended July 31, 2020 and 2019.

Stock options outstanding at July 31, 2020 are as follows:

Options Outstanding	Options Exercisable		Exercise Price	Expiry Date
150,000	150,000	$	0.10	December 14, 2021
876,500	876,500		0.10	April 4, 2026
1,026,500	1,026,500			

5. RELATED PARTY TRANSACTIONS

The Company entered into the following transactions with related parties during the nine months ended July 31, 2020:

i) Incurred $8,262 (2019 - $906) in legal fees, which have been included in professional fees, to a partnership in which a director of the Company is a partner.

ii) Incurred $5,053 (2019 - $3,279) in accounting and administration fees, which have been included in professional fees, to a company controlled by a director of the Company.

Included in accounts payable and accrued liabilities is $2,212 (October 31, 2019 - $2,205) due to directors and officers and companies controlled by directors.

Key Management Compensation

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel include the Company's executive officers and Board of Director members.

There was no other compensation paid to key management during the nine months ended July 31, 2020 and 2019.

6. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- 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 or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The fair value of the Company's receivable and accounts payable and accrued liabilities approximate their carrying value. The Company's other financial instrument, being cash, is measured at fair value using Level 1 inputs.

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

(a) *Credit risk*

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash held in bank accounts. The Company has deposited the cash with its bank from which management believes the risk of loss is remote.

6. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (cont'd…)

(b) *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 that it will have sufficient liquidity to meet liabilities when due. Accounts payable and accrued liabilities are due within the current operating period. The Company has a sufficient cash balance to settle current liabilities.

(c) *Market ri*sk

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.

(d) *Currency risk*

The Company's operations and financing activities are conducted in Canadian dollars and as a result, the Company is not subject to significant exposure to market risks from changes in foreign currency rates.

(e) *Interest rate risk*

The Company has cash balances and no interest-bearing debt. The Company's current policy is to invest excess cash in investment-grade short-term certificates of deposits issued by its bank. The Company periodically monitors the investments it makes and is satisfied with the credit rating of its bank.

7. CAPITAL DISCLOSURE AND MANAGEMENT

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern and to maintain a flexible capital structure which will allow it to pursue the completion of a Qualifying Transaction. Therefore, the Company monitors the level of risk incurred in its expenditures relative to its capital structure.

The Company considers its capital structure to consist of components of shareholders' equity. The Company monitors its capital structure and makes adjustments in light of changes in economic conditions and the risk characteristics of the potential underlying assets. To maintain or adjust the capital structure, the Company may issue new equity if available on favourable terms and approved by the TSX-V.

As a CPC, the Company is subject to externally imposed cash restrictions as outlined in TSX-V Policy 2.4. The proceeds raised from the issuance of common shares may only be used to identify and evaluate assets or businesses for future investment, with the exception that not more than the lesser of 30% of the gross proceeds from the issuance of shares or $210,000 may be used to cover prescribed costs of issuing the common shares or administrative and general expenses of the Company. These restrictions apply until completion of a Qualifying Transaction by the Company.

8. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

There were no significant non-cash transactions during nine months ended July 31, 2020 and 2019.