Castlebar Capital Corp.

Condensed Interim Financial Statements

For the Period ended March 31, 2019

(Expressed in Canadian Dollars)

Castlebar Capital Corp.
Condensed Interim Statement of Financial Position
(Unaudited - Expressed in Canadian Dollars)

		As at March 31, 2019		As at December 31, 2018
Assets				
Current				
Cash	$	95,759	$	79,642
Prepaid expenses		10,377		10,377
Total Assets	**$**	**106,136**	**$**	**90,019**

		As at March 31, 2019		As at December 31, 2018
Liabilities				
Current				
Due to related parties (Note 4)	$	1,615	$	1,615
Accounts payable and accrued liabilities		9,018		14,518
Total Liabilities		**10,633**		**16.133**
Shareholders' Equity				
Share capital (Note 3)		130,000		100,000
Deficit		(34,497)		(26,114)
Total Shareholders' Equity		95,503		73,886
Total Liabilities and Shareholders' Equity	**$**	**106,136**	**$**	**90,019**

Nature of and continuance of operations (Note 1)

Approved on behalf of the Board on May 30, 2019:

"Gerald Kelly"
Gerald Kelly, Director

"Lucas Birdsall"
Lucas Birdsall, Director

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

Castlebar Capital Corp.
Condensed Interim Statement of Operations
(Unaudited - Expressed in Canadian Dollars)

	Three Months Ended March 31, 2019	For the Period from September 20, 2018 (date of incorporation) to December 31, 2018
EXPENSES		
Filing and transfer agent fees	$ 157	$ 9,863
Office and miscellaneous	122	138
Professional fees	8,104	16,113
Total expenses	8,383	26,114
Net loss for the period	$ (8,383)	$ (26,114)
Loss per common share – basic and diluted	$ -	$ -
Weighted average number of common shares outstanding – basic and diluted	$ -	-

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

Castlebar Capital Corp.
Condensed Interim Statement of Changes in Shareholders' Equity
(Unaudited - Expressed in Canadian Dollars)

	Number of Outstanding Shares	Share Capital	Deficit	Total Shareholders' Equity
Balance, beginning of the period	**1,000,000**	**$ 100,000**	**$ (26,114)**	**$ 73,886**
Common shares issued for cash (Note 4)	300,000	30,000		30,000
Net Loss for the period	-	-	(8.383)	(8,383)
Balance, March 31, 2019	**1,300,000**	**$ 130,000**	**$ (34,497)**	**$ 95,503**

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

Castlebar Capital Corp.
Condensed Interim Statement of Cash Flows
(Unaudited - Expressed in Canadian Dollars)

		Three Months Ended March 31, 2019
Cash used in operating activities		
Net loss for the period	$	(8,383)
Changes in non-cash working capital balances:		
Accounts payable and accrued liabilities		(5,500)
Net cash used by operating activities		**(13,883)**
Cash provided by financing activities		
Shares issued for cash		30,000
Net cash provided by financing activities		**30,000**
Change in cash		16,117
Cash, beginning of period		79,642
Cash, ending of period	**$**	**95,759**

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

1. Nature and Continuance of Operations

Castlebar Capital Corp. (the "Company") was incorporated pursuant to the *Business Corporations Act* (British Columbia) on September 20, 2018. The Company's registered and records office is Suite 600 – 1090 West Georgia Street, Vancouver, British Columbia V6E 3V7.

The Company was formed for the primary purpose of completing an Initial Public Offering ("IPO") on the TSX Venture Exchange ("Exchange") as a Capital Pool Company ("CPC") as defined in Policy 2.4 of the Exchange. As a CPC, the Company's principal business would be to identify, evaluate and acquire assets, properties or businesses which would constitute a qualifying transaction in accordance with Policy 2.4 of the Exchange ("Qualifying Transaction"). A CPC has 24 months from when the shares are listed on the Exchange to complete a Qualifying Transaction. Such a transaction will be subject to shareholder and regulatory approval. Until completion of the Qualifying Transaction, the Company will not carry on any business other than the identification and evaluation of businesses or assets with a view to completing a potential Qualifying Transaction.

As a Capital Pool Company, the proceeds raised by the Company from the issuance of share capital may only be used to identify and evaluate assets of business for future investment, with the exception that no more than the lesser of 30% of the gross proceeds from the sale of securities issued by the Company and $210,000 may be used to cover prescribed costs of issuing common shares or administrative and general expenditures of the Company. These restrictions apply until the completion of a Qualifying Transaction by the Company as defined under the policies of the Exchange.

On February 14, 2019, the Company entered into an agency agreement (the "Agency Agreement") with Haywood Securities Inc. ("Haywood"). Per the Agency Agreement, Haywood will act as exclusive agent for an initial public offering ("IPO") by the Company as a CPC and listing of its common shares on the Exchange. The total to be offered will be 1,000,000 common shares at a price of $0.20 per common share. The total proceeds of the offering will be $200,000. The Company will pay corporate finance fee of $8,000, pay commission of 7.5% of the gross proceeds in cash and issue agent's warrants equal to 10 % of the number of shares sold in the offering, exercisable for 24 months following the closing date. As at the end of the reporting period, the common shares have not been listed on the Exchange.

These financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. Different bases of measurement may be appropriate if the Company is not expected to continue operations for the foreseeable future. As at March 31, 2019, the Company has not generated any revenue since inception and has a deficit of $34,497. The Company's continuation as a going concern is dependent on its ability to generate future cash flows and/or obtain additional financing. These factors indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. Management intends to finance operating costs over the next twelve months with cash on hand, loans from directors and companies controlled by directors and/or private placements of common stock. There is a risk that additional financing will not be available on a timely basis or on terms acceptable to the Company. These financial statements do not reflect any adjustments that may be necessary should the Company is unable to continue as a going concern.

2. Significant Accounting Policies

(a) Statement of Compliance to International Financial Reporting Standards

The condensed interim financial statements of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

(b) Basis of Preparation

The financial statements 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. The policies set out below were consistently applied to all periods presented unless otherwise noted.

(c) Use of Estimates and Assumptions

The preparation of financial statements in accordance with IFRS requires the Company to make estimates and assumptions concerning the future. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

Estimates and assumptions where there is significant risk of material adjustments to assets and liabilities in future accounting periods include fair value measurements for financial instruments, and the recoverability and measurement of deferred tax assets.

(d) Significant Judgments

The preparation of financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments applying to the Company's financial statements include:

- The assessment of the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty.

(e) Cash

Cash includes cash on hand and held with banks.

2. Significant Accounting Policies (continued)

(f) Financial Instruments

The Company has adopted IFRS 9:

(i) Classification

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 if the Company has opted to measure them at FVTPL.

(ii) 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 the statements of net (loss) income. 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 statements of net (loss) income in the period in which they arise.

Debt investments at FVTOCI

These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss

Equity investments at FVTOCI

These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are never reclassified to profit or loss.

2. Significant Accounting Policies (continued)

(f) Financial Instruments (continued)

(iii) Impairment of financial assets at amortized cost

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in the statements of net (loss) income, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

(iv) 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.

Financial liabilities

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognizes a financial liability when the terms of the liability are modified such that the terms and / or cash flows of the modified instrument are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value. Gains and losses on derecognition are recognized in profit or loss.

(g) Share Capital

Common shares are classified as equity. Transaction costs directly attributable to the issue of common shares and stock options are recognized as a deduction from equity, net of any tax effects.

(h) Share-based Payments

The Company's Stock Option Plan allows directors, officers and consultants to acquire shares of the Company in exchange for the options exercised. The fair value of share options granted to employees are measured at the fair value of the instruments issued and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of goods or services received or the fair value of the equity instrument issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The corresponding amount is recorded to the share-based payments reserve.

The fair value of options is determined using the Black-Scholes Option Pricing Model. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognized for services received as consideration for the equity instruments granted, shall be based on the number of equity instruments that eventually vest.

2. Significant Accounting Policies (continued)

(i) Income Taxes

Current income tax

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date, in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred income tax

Deferred income tax is provided using the asset and liability method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

(j) Loss Per Share

Basic loss per share amounts are calculated by dividing loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the reporting period. Diluted loss per share amounts are determined by adjusting the weighted average number of common shares outstanding for the effects of all dilutive potential common shares.

2. Significant Accounting Policies (continued)

(k) Accounting standards issued but not yet effective

A number of new standards, and amendments to standards and interpretations, are not yet effective for the period ended March 31, 2019, and have not been applied in preparing these financial statements.

IFRS 16 – Lease (effective for annual periods beginning on or after January 1, 2019).

The Company anticipates that the application of the above new and revised standard, amendment and interpretation will have no material impact on its results and financial position.

Other accounting standards or amendments to existing accounting standards that have been issued and have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

3. Share Capital

(a) Authorized

The Company has authorized an unlimited number of common shares with no par value.

(b) Issued Share Capital

During the period from September 20, 2018 to March 31, 2019, the Company issued 1,300,000 common shares at a price of $0.10 per share for gross cash proceeds of $130,000. As at March 31, 2019, the 1,300,000 shares are held in escrow. The release of escrow shares is as follows:

10% - on Final Exchange Approval
15% - 6 months from Final Exchange Approval
15% - 12 months from Final Exchange Approval
15% - 18 months from Final Exchange Approval
15% - 24 months from Final Exchange Approval
15% - 30 months from Final Exchange Approval
15% - 36 months from Final Exchange Approval

(c) Stock Options

The Company has a stock option plan whereby the Company is authorized to grant options to executive officers and directors, employees and consultants enabling them to acquire up to 10% of the issued and outstanding common shares of the Company. Under the plan, the exercise price of each option will not be less than the discounted market price of the common shares as permitted by the Exchange policies, and provided that, if the Company is a CPC, the Option Price shall not be lower than the IPO Share Price. The options can be granted for a maximum term of 10 years.

On October 11, 2018, the Company granted 200,000 stock options to directors and officers at an exercise price of $0.20 per share. These options expire 10 years from the date of listing of the Company's common shares on the Exchange. These options will only vest and be exercisable on the date of listing.

(Unaudited - Expressed in Canadian Dollars)

3. Share Capital (continued)

(d) Share-based Payment Reserve

The share-based payment reserve records items recognized as stock-based compensation expense until such time that the stock options are exercised, at which time the corresponding amount will be transferred to share capital.

(e) Loss per Share

Upon the Company completing its planned IPO, the common shares issued to the Company's founders will be subject to an escrow agreement and may be cancelled in the event that the Company is unable to complete its Qualifying Transaction within 24 months. Accordingly, these shares are accounted for as contingently returnable shares and excluded from the calculation of loss per share. As at March 31, 2019, the Company had 1,300,000 common shares in escrow.

4. Related Party Transactions

The balance due to related parties comprises the following:

		March 31, 2019
Due to related parties		
Officers and directors	$	1,615

The amounts owing to officers and directors are unsecured, non-interest bearing and due on demand.

5. Financial Instruments

(a) Categories of Financial Instruments and Fair Value Measurements

		March 31, 2019
Loans and receivables		
Cash	$	95,759

The fair value of financial assets at amortized cost is determined in accordance with generally accepted pricing models based on discounted cash flow analysis or using prices from observable current market transactions. The Company considers that the carrying amount of all of its financial assets recognized at amortized cost in the financial statements approximates their fair value due to the demand nature or short term maturity of these instruments.

5. Financial Instruments (continued)

(b) Management of Financial Risks

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:

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. The Company manages its credit risk relating to cash through the use of a major financial institution which has a high credit quality as determined by rating agencies. The Company assessed credit risk as low.

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 liquidity and operating results may be adversely affected if its access to the capital markets are hindered. The Company has no source of revenue and has obligations to meets its administrative overheads and to settle amounts payable to its creditors. The Company has been successful in raising equity financing; however, there is no assurance that it will be able to do so in the future. The Company assesses liquidity risk as high.

Foreign Exchange Risk

Foreign exchange risk is the risk that the Company's financial instruments will fluctuate in value as a result of movements in foreign exchange rates. The Company is not exposed to foreign exchange risk.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to interest rate risk.

6. Capital Management

The Company defines its capital as working capital and shareholders' equity. The Company manages its capital structure and makes adjustments to it based on the funds available to the Company in order to support future business opportunities. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The Company is dependent upon external financing. In order to carry future activities and pay for administrative costs, the Company will spend its existing working capital and raise additional funds as needed. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. The Company is not subject to externally imposed capital requirements.