ABIGAIL CAPITAL CORPORATION

UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS

For the period from incorporation on November 5, 2018 to September 30, 2019

(Expressed in Canadian Dollars)

NOTICE OF NO AUDITOR REVIEW OF CONDENSED INTERIM FINANCIAL STATEMENTS

In accordance with National Instrument 51-102, released by the Canadian Securities Administrators, the Company discloses that its independent auditors have not reviewed the condensed interim financial statements for the period from incorporation on November 5, 2018 to September 30, 2019.

ABIGAIL CAPITAL CORPORATION
CONDENSED INTERIM STATEMENT OF FINANCIAL POSITION
(Expressed in Canadian dollars)

		September 30, 2019
ASSETS		
Current assets		
Cash	$	544,293
Restricted cash (Note 4 and 9)		105,000
Prepaid expenses		1,001
Total assets	$	**650,294**
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities		
Accounts payable and accrued liabilities (Notes 4 and 9)	$	105,511
Total liabilities		**105,511**
Shareholders' equity		
Share capital (Note 5)		566,480
Contributed surplus (Note 5)		54,491
Deficit		(76,188)
Total shareholders' equity		**544,783**
Total liabilities and shareholders' equity	$	**650,294**

Corporate information and continuance of operations (Note 1)

On behalf of the Board:

Signed: "Ian Slater" Director *Signed: "Jay Sujir"* Director

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

ABIGAIL CAPITAL CORPORATION
CONDENSED INTERIM STATEMENT OF LOSS AND COMPREHENSIVE LOSS
(Expressed in Canadian dollars)

		Three months ended September 30, 2019		From Incorporation on November 5, 2018 to September 30, 2019
EXPENSES				
Share-based payments (Note 5(b))	$	30,806	$	30,806
Filing fees		11,475		26,254
General and administrative		3,574		10,504
Professional fees		410		8,624
Loss and comprehensive loss for the period	$	**(46,265)**	$	**(76,188)**
Basic and diluted loss per common share (Note 5(a))	$	(0.03)	$	(0.16)
Weighted average number of common shares outstanding		1,684,783		469,697

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

ABIGAIL CAPITAL CORPORATION
CONDENSED INTERIM STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
(Expressed in Canadian dollars)

	Number of Shares	Share Capital	Contributed Surplus	Deficit	Total
Balance, November 5, 2018	-	$ -	$ -	$ -	$ -
Shares and warrants issued, net of issue cost (Note 5(a),(c))	8,400,000	566,480	23,685	-	590,165
Share-based payments (Note 5(b))	-	-	30,806	-	30,806
Loss and comprehensive loss	-	-	-	(76,188)	(76,188)
Balance, September 30, 2019	**8,400,000**	$ **566,480**	$ **54,491**	$ **(76,188)**	$ **544,783**

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

ABIGAIL CAPITAL CORPORATION
CONDENSED INTERIM STATEMENT OF CASH FLOWS
(Expressed in Canadian dollars)

		From Incorporation on November 5, 2018 to September 30, 2019
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss for the period	$	**(76,188)**
Items not involving cash:		
Share-based payments (Note 5(b))		30,806
Changes in non-cash working capital items:		
Prepaid expenses		(1,001)
Accounts payable and accrued liabilities		511
Net cash used in operating activities		**(45,872)**
CASH FLOWS FROM FINANCING ACTIVITIES		
Shares and warrants issued, net of issue cost (Note 5(a),(c))		590,165
Net cash used in financing activities		**590,165**
Change in cash during the period		**544,293**
Cash, beginning of period		**-**
Cash, end of period	$	**544,293**

Non-cash investing activities:

Except for transactions disclosed elsewhere in the unaudited condensed interim financial statements, there were no non-cash investing activities during the period from incorporation on November 5, 2018 to September 30, 2019.

1. CORPORATE INFORMATION AND CONTINUANCE OF OPERATIONS

Abigail Capital Corporation (the "Company") was incorporated on November 5, 2018 under the Business Corporations Act (British Columbia). The Company is classified as a Capital Pool Company ("CPC") as defined in the TSX Venture Exchange ("TSX-V") Policy 2.4 ("Policy 2.4"). As a CPC, the Company's objective is to identify and acquire either operating assets or a business, subject to regulatory approval, that meet the criteria of a Qualifying Transaction as defined by the TSX-V ("Qualifying Transaction"). Until such time that a Qualifying Transaction is completed, the Company will have no significant revenue and will incur expenses primarily for Qualifying Transaction investigation, TSX-V filing requirements, professional services and office facilities and administration, subject to certain restrictions under Policy 2.4. Additional discussion on these restrictions is included in Note 8.

As at September 30, 2019, the Company had cash of $544,293, which the Company's management believes is sufficient to pay its operating costs for the next 12 months. The Company intends to raise additional equity financing to provide further short-term liquidity.

The unaudited condensed interim financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue its existence.

The Company's registered office address and principal place of business is Suite 905, 1111 West Hastings Street, Vancouver, BC, Canada, V6E 2J3.

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. Such an acquisition will be subject to regulatory approval and may be subject to shareholder approval. In order to continue as a going concern and meet its corporate objectives, the Company will require additional financing through debt or equity issuances or other available means. There is no assurance that the Company will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company. These material uncertainties may cast significant doubt on the Company's ability to continue as a going concern.

2. BASIS OF PRESENTATION

a) Statement of Compliance

These unaudited condensed interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") and International Accounting Standard ("IAS") 34 - Interim Financial Reporting, as issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). The unaudited condensed interim financial statements have been prepared using the accounting policies set out in Note 3.

These unaudited condensed interim financial statements were authorized for issue by the Board of Directors on November 28, 2019.

b) Basis of Measurement

These unaudited condensed interim financial statements have been prepared on a historical cost basis and are presented in Canadian dollars, which is also the Company's functional currency. In addition, these unaudited condensed interim financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

3. SIGNIFICANT ACCOUNTING POLICIES

Financial instruments

The Company's accounting policies for financial assets are as follows:

Financial assets – Classification

Financial assets are classified at initial recognition as either: measured at amortized cost, fair value through profit or loss ("FVTPL") or fair value through other comprehensive income ("FVOCI"). The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in earnings or loss or other comprehensive income or loss ("OCI"). For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments that are not held for trading, this will depend on whether the group has made an irrevocable election at the time of initial recognition to account for the investment at FVOCI.

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

Financial assets – Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at FVTPL, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in earnings or loss. Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.
Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset.

There are three measurement categories into which the Company classifies its debt instruments:

- Amortized cost – Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. A gain or loss on a debt investment that is subsequently measured at amortized cost and is not part of a hedging relationship is recognized in earnings or loss when the asset is derecognized or impaired. Interest income from these financial assets is included in interest and finance (expense) income using the effective interest rate method.

- FVOCI – Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognized in earnings or loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to earnings or loss and recognized in other gains (losses). Interest income from these financial assets is included in interest and finance (expense) income using the effective interest rate method. Foreign exchange gains and losses are presented in foreign exchange (loss) gain and impairment expenses in other expenses.

- FVTPL – Assets that do not meet the criteria for amortized cost or FVOCI are measured at FVTPL. A gain or loss on a debt investment that is subsequently measured at FVTPL and is not part of a hedging relationship is recognized in earnings or loss and presented net in the statement of earnings (loss) within other gains (losses) in the period in which it arises.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Financial assets – Measurement (cont'd…)

Changes in the fair value of financial assets at FVTPL are recognized in profit or loss as applicable.

The Company has implemented the following classifications for financial instruments:

- Financial assets comprise cash and amounts receivable which is classified as amortized cost.

- Financial liabilities comprise accounts payable and accrued liabilities. Accounts payable and accrued liabilities are classified as other financial liabilities and are measured at amortized cost using the effective interest rate method. Interest expense is recorded in profit or loss, as applicable.

Impairment of financial assets

The Company assesses on a forward-looking basis the expected credit losses associated with any debt instruments carried at amortized cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

Financing costs

Costs incurred to obtain equity financing are deducted from the value assigned to shares issued. When costs are incurred prior to the closing of a financing arrangement, these amounts are presented as a deferred asset until the financing has closed. When an expected financing arrangement does not occur, any deferred costs are recorded as an expense.

Share-based compensation

The Company may grant 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, and are recognized as an expense over the vesting periods of the options on a graded basis. 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 equity reserves for share-based compensation recorded.

When stock options are exercised, the cash proceeds along with the amount previously recorded as equity reserves are recorded as share capital. When the right to receive options is forfeited before the options have vested, any expense previously recorded is reversed.

Income taxes

Tax provisions are recognized when it is considered probable that there will be a future outflow of funds to a taxing authority. In such cases, a provision is made for the amount that is expected to be settled, where this can be reasonably estimated. This requires the application of judgment as to the ultimate outcome, which can change over time depending on facts and circumstances. A change in estimate of the likelihood of a future outflow and/or in the expected amount to be settled would be recognized in income in the period in which the change occurs.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Income taxes (cont'd…)

Deferred tax assets or liabilities, arising from temporary differences between the tax and accounting values of assets and liabilities, are recorded based on tax rates expected to be enacted when these differences are reversed. Deferred tax assets are recognized only to the extent it is considered probable that those assets will be recovered. This involves an assessment of when those deferred tax assets are likely to be realized, and a judgment as to whether or not there will be sufficient taxable profits available to offset the tax assets when they do reverse. This requires assumptions regarding future profitability and is therefore inherently uncertain. To the extent assumptions regarding future profitability change, there can be an increase or decrease in the amounts recognized in respect of deferred tax assets as well as in the amounts recognized in income in the period in which the change occurs.

Tax provisions are based on enacted or substantively enacted laws. Changes in those laws could affect amounts recognized in income both in the period of change, which would include any impact on cumulative provisions, and in future periods.

(Loss) earnings per share

Basic (loss) earnings per share is calculated by dividing net (loss) earnings by the weighted average number of common shares outstanding during the period which excludes shares held in escrow. All escrow shares are considered contingently cancellable until the Company completes a Qualifying Transaction and, accordingly, are not considered to be outstanding shares for the purposes of the loss per share calculation.

Diluted (loss) earnings per share is determined by adjusting the earnings or loss attributable to common shareholders and the weighted average number of common shares outstanding for the effects of dilutive instruments, which includes stock options, as if their dilutive effect was at the beginning of the period. The calculation of the diluted number of common shares assumes that proceeds received from the exercise of "in-the-money" stock options and common share purchase warrants are used to purchase common shares of the Company at their average market price for the period. In periods that the Company reports a net loss, any stock options or warrants outstanding are excluded from the calculation of diluted loss per share as their inclusion would be anti-dilutive.

Use of estimates and measurement uncertainties

The preparation of financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the measurements of assets, liabilities, revenues, expenses and certain disclosures reported in these unaudited condensed interim financial statements. Significant estimates made by management include the following:

Income taxes

Provisions for income and other taxes are based on management's interpretation of taxation laws, which may differ from the interpretation by taxation authorities. Such differences may result in eventual tax payments differing from amounts accrued. Reported amounts for deferred tax assets and liabilities are based on management's expectation for the timing and amounts of future taxable income or loss, as well as future taxation rates. Changes to these underlying estimates may result in changes to the carrying value, if any, of deferred income tax assets and liabilities.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

New accounting standards and interpretations

The following new accounting standards and interpretations have been published, but have not been applied in the preparation of these unaudited condensed interim financial statements:

IFRS 16, Leases

In January 2016, the IASB issued IFRS 16 Leases which replaces the previous leases standard, IAS 17 Leases. IFRS 16 eliminates the classification of leases as either operating leases or finance leases as is required by IAS 17 and, instead, introduces a single lessee accounting model. Lessors continue to classify leases as operating leases or finance leases, and account for those two types of leases differently. IFRS 16 is effective for periods beginning on or after January 1, 2019.

The eventual application of this standard is not expected to have a significant impact on the Company's unaudited condensed interim financial statements.

4. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payable and accrued liabilities of the Company consist of \$511 trade payables and \$105,000 subscription receipts for a private placement which closed on October 9, 2019 (Note 9).

5. SHAREHOLDERS' EQUITY

a) Authorized share capital

The Company is authorized to issue an unlimited number of common shares without par value.

In two tranches on March 22 and April 22, 2019, the Company closed a private placement for 3,400,000 shares at a price of \$0.05 per share for total proceeds of \$170,000 (the "Seed Shares").

On August 30, 2019, the Company successfully completed its initial public offering (the "IPO") of 5,000,000 common shares at a price of \$0.10 per common share for gross proceeds of \$500,000. Subject to the terms of an agency agreement entered into in connection with the Offering, Canaccord Genuity Capital Markets (the "Agent") received a cash commission of 10% of the gross IPO proceeds, a \$15,000 finance fee, reimbursement for out-of-pocket expenses, and 500,000 Agent's Warrants (the "Agent's Warrants"). Each Agent's Warrant is exercisable to purchase an additional common share in the Company at a price of \$0.10 for a period of 24 months ending August 30, 2021.

On August 30, 2019, the Seed Shares were transferred to escrow and will be released quarterly over an 18-36 month period following the completion of a Qualifying Transaction. Should a Qualifying Transaction not be completed within two years, then one-half of the Seed Shares may be subject to cancellation in accordance with policies of the TSX-V.

In accordance with the Company's accounting policy, weighted average number of common shares outstanding excludes shares held in escrow. As at September 30, 2019, the Company had 8,400,000 common shares issued and outstanding, of which 3,400,000 common shares are placed in escrow and contingently cancellable pending the completion of a Qualifying Transaction. As a result, these shares have been excluded from the calculation of basic and diluted loss per common share.

(Expressed in Canadian dollars)

5. SHAREHOLDERS' EQUITY (cont'd…)

b) Stock options

On April 23, 2019, the Board of Directors adopted an incentive stock option plan (the "Option Plan") which provides that the Board of Directors of the Company may from time to time, in its discretion, and in accordance with TSX-V regulations, grant to directors, officers, employees or Management Company employees, and consultants to the Company, non-transferable options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares. Such options will be exercisable for a period of up to 10 years from the date of grant. Vesting terms will be determined at the time of grant by the Board of Directors.

Any common shares acquired pursuant to the exercise of stock options prior to the completion of the Qualifying Transaction must be deposited in escrow and will be subject to escrow until the final exchange bulletin is issued.

On August 30, 2019, the Company granted 450,000 stock options to directors exercisable at a price of $0.10 per common share and expiring five years from the date of grant.

Information regarding stock options outstanding and exercisable at September 30, 2019 is as follows:

Expiry date	Options outstanding and exercisable	Weighted average exercise price	Weighted average remaining life (years)
August 30, 2024	450,000	$ 0.10	4.92

The fair value of the options granted was estimated using the Black-Scholes option pricing model with the following assumptions:

	August 30, 2019
Risk free interest rate	1.18%
Expected volatility	88%
Expected life (years)	5
Expected dividends (yield)	0%
Fair value per option	$ **0.07**

Share-based payments expense related to stock options for the period from incorporation on November 5, 2018 to September 30, 2019, was $30,806.

c) Agent's Warrants

As part of the Offering completed on August 30, 2019, the Company issued to the Agent 500,000 non-transferable Agent's Warrants. Each Agent's Warrant is exercisable to purchase an additional common share in the Company at a price of $0.10 for a period of 24 months ending August 30, 2021.

Information regarding Agent's Warrants outstanding at September 30, 2019 is as follows:

Expiry date	Agent's Warrants outstanding	Weighted average exercise price	Weighted average remaining life (years)
August 30, 2021	500,000	$ 0.10	1.92

(Expressed in Canadian dollars)

5. SHAREHOLDERS' EQUITY (cont'd…)

c) Agent's Warrants (cont'd…)

The Company has calculated and recorded to contributed surplus the fair value of 500,000 Agent's Warrants issued of $23,685 based on the Black-Scholes valuation model with the following variables:

		August 30, 2019
Risk free interest rate		1.35%
Expected volatility		88%
Expected life (years)		2
Expected dividends (yield)		0%
Fair value per option	$	**0.05**

6. RELATED PARTY TRANSACTIONS

a) There was no cash compensation paid to directors or officers of the Company during the period from incorporation on November 5, 2018 to September 30, 2019. The share-based payments expense related to directors for the period from incorporation on November 5, 2018 to September 30, 2019 was $30,806. (Note 5(b)).

b) Costs recharged from a company owned by a director, Ian Slater, in the amount of $9,000 for the period from incorporation on November 5, 2018 to September 30, 2019.

c) Legal fees to Farris LLP, in which a director, Jay Sujir, is a partner provides legal services to the Company, in the amount of $224 for the period from incorporation on November 5, 2018 to September 30, 2019.

Related party transactions are measured at the amounts agreed upon by the parties.

7. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company has designated its cash and amounts receivable as financial asset at amortized cost and accounts payable and accrued liabilities as financial liabilities at amortized cost.

a) Fair value

Management assessed that the fair values of cash and accounts payable and accrued liabilities approximate their carrying amounts, largely due to the short-term maturities of these instruments. The Company currently has no financial instruments measured at fair value.

b) Financial risk management

Credit risk

Credit risk is the risk of loss arising from a customer or third party to a financial instrument failing to meet its contractual obligations. The Company's credit risk is attributable to its liquid financial assets including cash. The Company limits exposure to credit risk by maintaining its cash with a major Canadian financial institution.

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 ensures there is sufficient capital to meet short-term business requirements, after taking into account cash flows from operations and the Company's holdings of cash as well as anticipated proceeds from the equity financing. The Company believes that these sources are sufficient to cover the likely short-term cash requirements, but that further funding will be required to meet long-term requirements. As at September 30, 2019, the Company had cash of $544,293 to settle current trade payables of $511 (Note 4). The Company's financial liabilities include trade payables that have contractual maturities of 30 days or are due on demand and are subject to normal trade terms.

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

b) Financial risk management (cont'd…)

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and equity prices. As the Company does not currently hold and does not expect to hold interest-bearing financial instruments other than cash, assets or liabilities denominated in a foreign currency, and marketable securities or other financial instruments subject to fluctuations in equity prices, it currently does not have and is not expected to have exposure to these market risks.

8. CAPITAL MANAGEMENT

Capital is composed of the Company's shareholders' equity and any debt that it may issue. As at September 30, 2019, the Company's shareholders' equity was $544,783 and it had current liabilities of $105,511, of which $105,000 relates to subscription receipts for private placement which closed on October 9, 2019 (Note 9). The Company's objectives when managing capital are to maintain financial viability and to protect its ability to meet its on-going liabilities, to continue as a going concern, to maintain creditworthiness and to maximize returns for shareholders over the long term. Protecting the ability to pay current and future liabilities includes maintaining capital above minimum regulatory levels, current financial strength rating requirements and internally determined capital guidelines and calculated risk management levels.

The Company's current capital was received from the issuance of common shares. The net proceeds raised to date will only be sufficient to identify and evaluate a limited number of assets and businesses for the purpose of identifying and completing a Qualifying Transaction.

The Company is not subject to any externally imposed capital requirements other than the expenditure restrictions applicable under Policy 2.4, which applied on completion of the IPO. These expenditure restrictions limit the aggregate amount that the Company is permitted to spend on certain share issuance costs, professional fees, transfer agent fees, listing and filing fees and other general and administrative costs to the lesser of $210,000 or 30% of the gross proceeds from share issuances.

9. SUBSEQUENT EVENTS

a) Private Placement

On October 9, 2019, the Company closed a private placement for 3,600,000 common shares at a price of $0.10 per share for total proceeds of $360,000.

b) Stock options grant

On October 9, 2019, the Company granted 550,000 stock options to directors exercisable at a price of $0.10 per common share and expiring on August 30, 2024.