

Good2GoRTO Corp.

(A Capital Pool Corporation)

Unaudited Condensed Interim Financial Statements

**For the Three and Six Months Ended
June 30, 2021**

(Expressed in Canadian Dollars)

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

The accompanying unaudited condensed interim financial statements of the Company have been prepared by and are the responsibility of the Company's management. The Company's independent auditor has not performed a review of these interim financial statements in accordance with standards established by the CPA Canada for a review of interim financial statements by an entity's auditor.

GOOD2GoRTO CORP.

Unaudited Condensed Interim Statements of Financial Position

	As at June 30, 2021	As at December 31, 2020
Assets		
Current assets		
Cash held in trust	\$ 262,614	\$ 170,000
Prepaid expenses and deposits	2,000	-
Total current assets	<u>264,614</u>	<u>170,000</u>
Total Assets	<u>\$ 264,614</u>	<u>\$ 170,000</u>
Liabilities and Shareholders' Equity		
Current liabilities		
Accounts payable and accrued liabilities	\$ 4,533	\$ 10,950
Total current liabilities	<u>4,533</u>	<u>10,950</u>
Shareholders' equity		
Share capital (Note 4 a)	331,878	170,000
Common share purchase warrants (Note 4 b)	10,441	
Common share purchase options (Note 4 c)	51,879	
Deficit	(134,117)	(10,950)
Total shareholders' equity	<u>260,081</u>	<u>159,050</u>
Total Liabilities and Shareholders' Equity	<u>\$ 264,614</u>	<u>\$ 170,000</u>

Related Party Transactions (Note 6)

The accompanying notes are an integral part of these financial statements

Approved by the Board of Directors

(signed) "James Cassina"

James Cassina, Director

(signed) "Sandra Hall"

Sandra Hall, Director

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Unaudited Condensed Interim Statements of Loss and Comprehensive Loss

Unaudited Condensed Interim Statements of Loss and Comprehensive Loss

	Three Months Ended June 30, 2021	Six Months Ended June 30, 2021
Expenses		
Stock exchange fees	\$ 8,475	\$ 21,576
Filing fees	650	8,340
Professional fees	32,240	32,990
Shareholder information costs	725	1,006
General and office	17	35
Accounting and corporate secretarial	4,068	4,068
Transfer agent fees	3,273	3,273
Stock based compensation (Note 4 c)	51,879	51,879
Net loss and other comprehensive loss	\$ 101,327	\$ 123,167
Net loss per share, basic and diluted	\$ 0.10	\$ 0.24
Weighted Average shares outstanding, basic and diluted (Note 4 a)	1,032,967	519,337

The accompanying notes are an integral part of these financial statements

GOOD2GoRTO CORP.

Unaudited Condensed Interim Statement of Changes in Shareholders' Equity
For the Six Months Ended June 30, 2021

	SHARE CAPITAL Number of Common Shares	SHARE CAPITAL Common shares \$	COMMON SHARE PURCHASE WARRANTS \$	COMMON SHARE PURCHASE OPTIONS \$	DEFICIT \$	TOTAL SHAREOLDERS' EQUITY \$
Balance, December 31, 2020	3,400,000	170,000	-	-	(10,950)	159,050
Share subscription (Note 4 a)	400,000	20,000	-	-	-	20,000
Initial public offering (Note 4 a)	2,000,000	200,000	-	-	-	200,000
Fair value of agent warrants (Note 4 b)	-	(10,441)	10,441	-	-	-
Offering costs	-	(47,681)	-	-	-	(47,681)
Stock based compensation (Note 4 c)	-	-	-	51,879	-	51,879
Net loss for the period	-	-	-	-	(123,167)	(123,167)
Balance, June 30, 2021	5,800,000	331,878	10,441	51,879	(134,117)	260,081

The accompanying notes are an integral part of these financial statements

GOOD2GoRTO CORP.

Unaudited Condensed Interim Statement of Cash Flows
For the Six Months Ended

June 30, 2021

Cash used in

Operating activities

Net loss for the period	\$ (123,167)
Item not involving cash:	
Stock based compensation (Note 4 c)	51,879
Working capital adjustments:	
Increase in prepaid expenses and deposits	(2,000)
Decrease in accounts payable and accrued liabilities	(6,417)
Net cash used in operating activities	<u>(79,705)</u>

Financing activities

Share subscription (Note 4 a)	20,000
Initial public offering (Note 4 a)	200,000
Offering costs	(47,681)
Net cash provided by financing activities	<u>172,319</u>

Increase in cash for the period	92,614
Cash, beginning of period	170,000
Cash, end of period	<u>\$ 262,614</u>

The accompanying notes are an integral part of these financial statements

Good2GoRTO Corp.

Notes to the Unaudited Condensed Interim Financial Statements For the Three and Six Months Ended June 30, 2021

1. INCORPORATION AND NATURE OF OPERATIONS

Good2GoRTO Corp. was incorporated under the *Canada Business Corporations Act* on December 31, 2020 and registered in the Province of Ontario on December 31, 2020 ("G2GRTO" or the "Company"). The Company is classified as a Capital Pool Corporation, as defined in the Policy 2.4 of the TSX Venture Exchange (the "Exchange"). The principal business of the Company will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction ("QT"). The Company has not commenced operations and has no assets other than cash held in trust. The Company's continuing operations as intended are dependent upon its ability to identify, evaluate and negotiate an acquisition, or business, or an interest therein. Such an acquisition will be subject to the approval of the regulatory authorities concerned and, in the case of a non-arm's length transaction, of the majority of the minority shareholders.

The proceeds raised from the issuance of share capital may only be used to identify and evaluate assets or businesses for future investment, with the exception that up to \$3,000 per month may be used for reasonable general and administrative expenses of the Company. These restrictions apply until completion of a QT by the Company as defined under the policies of the Exchange Policy 2.4.

The Company's head office and registered office is located at 1 King Street West, Suite 1505, Toronto, Ontario, M5H 1A1. The Company's common shares trade on the TSX Venture Exchange under the symbol GRTOP. The Company's public filings can be accessed and viewed via the System for Electronic Data Analysis and Retrieval ("SEDAR") at www.sedar.com.

The global outbreak of COVID-19 (coronavirus) has had a significant impact on businesses through the restrictions put in place by the Canadian, provincial and municipal governments regarding travel, business operations and isolation/quarantine orders. At this time, it is unknown the extent of the impact the COVID19 outbreak may have on the Company as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence. These uncertainties arise from the inability to predict the ultimate geographic spread of the disease, and the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions, and quarantine/isolation measures that are currently, or may be put, in place by Canada and other countries to fight the virus.

2. BASIS OF PREPARATION

Statement of Compliance

These unaudited interim condensed financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations issued by the International Financial Reporting Interpretation Committee ("IFRIC"). These unaudited interim condensed financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting. Accordingly, they do not include all of the information required for full annual financial statements required by IFRS as issued by the IASB and interpretations issued by IFRIC. On July 19, 2021, the Board of Directors of the Company approved the unaudited interim condensed financial statements for the three and six months ended June 30, 2021 (the "Financial Statements").

Use of Estimates and Judgments

The preparation of these Financial Statements in conformity with IFRS, requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors that are believed to be reasonable under the circumstances. Actual results could differ from these estimates.

Basis of Measurement

The Financial Statements are presented in Canadian dollars ("CAD"), which is the Corporation's functional and presentation currency. The Financial Statements are prepared on a historical cost basis except for certain financial instruments classified as fair value through profit or loss ("FVPTL"), which are stated at their fair value. The accounting policies have been applied consistently throughout the entire period presented in these Financial Statements.

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Notes to the Unaudited Condensed Interim Financial Statements For the Three and Six Months Ended June 30, 2021

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Financial Instruments

Recognition

The Company recognizes financial assets and financial liabilities on the date the Company becomes a party to the contractual provisions of the instruments.

Classification

The Company classifies its financial assets and financial liabilities in the following measurement categories: i) those to be measured subsequently at fair value (either through other comprehensive income or through profit or loss, and ii) those to be measured at amortized cost. The classification of financial assets depends on the business model for managing the financial assets and the contractual terms of the cash flows.

Financial liabilities are classified as those to be measured at amortized cost unless they are designated as those to be measured subsequently at fair value through profit or loss (irrevocable election at the time of recognition).

For assets and liabilities measured at fair value, gains and losses are either recorded in profit or loss or other comprehensive income.

The Company reclassifies financial assets when and only when its business model for managing those assets changes. Financial liabilities are not reclassified.

The Company has classified its financial instruments as follows:

Financial Instrument	Classification
Cash held in trust	Loans and receivables
Prepaid expenses and deposits	Loans and receivables
Accrued liabilities	Other liabilities

Measurement

All financial instruments are required to be measured at fair value on initial recognition, plus, in case of a financial asset or financial liability not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition or issue of the financial asset or financial liability. Transaction costs of financial assets and financial liabilities carried at FVTPL are expensed in profit or loss.

Financial assets that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments or principal and interest on the principal outstanding are generally measured at amortized cost at the end of the subsequent accounting periods. All other financial assets including equity investments are measured at their fair values at the end of subsequent accounting periods, with any changes taken through profit and loss or other comprehensive income (irrevocable election at the time of recognition).

Additional fair value measurement disclosure includes classification of financial instrument fair values in a fair value hierarchy comprising three levels reflecting the significance of the inputs used in making the measurements which are as follows:

Level 1: Valuations 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.

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Notes to the Unaudited Condensed Interim Financial Statements For the Three and Six Months Ended June 30, 2021

Offering Costs

Offering costs relate to expenditures incurred in connection with the Company's share offerings and are charged against share capital.

Share-based Compensation

Equity-settled share based payments for directors, officers, employees, and consultants are measured at fair value at the date of grant and recorded as compensation expense in the financial statements. Share options are measured at the fair value of each tranche on the grant date and are recognized in their respective vesting period using the Corporation's expected forfeiture rate. Any consideration paid by directors, officers, employees and consultants on exercise of equity-settled share based payments is credited to share capital. Shares are issued from treasury upon the exercise of equity-settled share-based instruments.

Share Capital

Common shares are classified as equity. Incremental costs directly attributable to the issuance of shares are recognized as a deduction from equity.

Basic and Diluted Loss Per Share

Basic loss per common share is determined by dividing loss attributable to common shareholders by the weighted average number of common shares outstanding during the period, excluding shares in escrow. Diluted loss per common share is calculated in accordance with the treasury stock method and is based on the weighted average number of common shares and dilutive common share equivalents outstanding. 3,800,000 common shares were excluded from the calculation as they were contingently issuable and all conditions necessary for their issuance have not been satisfied (Note 4).

Income Taxes

Income Taxes Income tax expense consists of current and deferred tax expense. Current and deferred tax are recognized in profit or loss except to the extent that it relates to items recognized directly in equity or other comprehensive income. Current income tax assets and liabilities 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 by the end of the reporting period. Current tax assets and current tax liabilities are only offset if a legally enforceable right exists to set off the amounts, and the intention is to settle on a net basis, or to realize the asset and settle the liability simultaneously.

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

Deferred income tax liabilities are recognized for all taxable temporary differences and deferred income tax assets are recognized for all deductible temporary differences, carry forward of unused tax credits and unused tax losses.

Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to be recovered or settled. Deferred tax assets are recognized to the extent that realization of such benefits is probable.

New Accounting Standards Issued

IFRS 3 – Business Combinations ("IFRS 3") was amended. The amendments introduce new exceptions to the recognition and measurement principles in IFRS 3 to ensure that the update in references to the revised conceptual framework does not change which assets and liabilities qualify for recognition in a business combination. An acquirer should apply the definition of a liability in IAS 37 – rather than the definition in the Conceptual Framework – to determine whether a present obligation exists at the acquisition date as a result of past events. For a levy in the scope of IFRIC 21, the acquirer should apply the criteria in IFRIC 21 to determine whether the obligating event that gives rise to a liability to pay the levy has occurred by the acquisition date. In addition, the amendments clarify that the acquirer should not recognize a contingent asset at the acquisition date. The amendments are effective for annual periods beginning on January 1, 2022.

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Notes to the Unaudited Condensed Interim Financial Statements For the Three and Six Months Ended June 30, 2021

4. SHARE CAPITAL

a) Common Shares

Authorized:

Unlimited common shares

Issued:

The following table sets out the changes in common shares during the period.

	Number of Common Shares	Amount \$
Balance, December 31, 2020 (2)	3,400,000	170,000
Share subscription (1)(2)	400,000	20,000
Initial public offering (3)	2,000,000	200,000
Offering costs (3)	-	(47,681)
Fair value of agent warrants (3)	-	(10,441)
Balance, June 30, 2021	5,800,000	331,878

(1) Share Subscription

During the period, the Company issued 400,000 common shares at \$0.05 per share for total proceeds of \$20,000.

(2) Escrowed Shares

The 3,800,000 common shares issued at \$0.05 per share, will be held in escrow pursuant to the requirements of the Exchange. All common shares granted to directors and officers prior to the completion of a Qualifying Transaction, must also be deposited in escrow until the final exchange bulletin is issued.

All common shares of the Company acquired in the secondary market prior to the completion of a Qualifying Transaction by a Control Person, as defined in the policies of the Exchange, are required to be deposited in escrow. Subject to certain permitted exemptions, all securities of the Company held by principals of the resulting issuer will also be subject to escrow.

(3) Initial Public Offering

On May 17, 2021, the Company completed its initial public offering (the "Offering") of 2,000,000 common shares at a purchase price of \$0.10 per common share for gross proceeds of \$200,000. During the period ended June 30, 2021, the Company incurred costs of \$47,681 directly related to the Offering.

Haywood Securities Inc., (the "Agent") acted as the agent for the Offering. In connection with the Offering, the Company granted to the Agent, common share purchase warrants to acquire 200,000 common shares (the "Warrants"). Each Warrant is exercisable to acquire one common share at a price of \$0.10 until May 17, 2023. The estimated fair value attributed to the Warrants was \$10,441. In connection with the Offering, the Agent was paid a cash commission equal to 10% of the aggregate gross proceeds from the sale of the common shares. The Company also paid a corporate finance fee of \$12,500 to the Agent and reimbursed the Agent for legal fees and other reasonable expenses incurred pursuant to the Offering.

Weighted Average Shares Outstanding

The following table summarizes the weighted average shares outstanding:

	Three Months Ended June 30, 2021	Six Months Ended June 30, 2021
Weighted Average Shares Outstanding, basic and diluted	1,032,967	519,337

As at June 30, 2021, 3,800,000 common shares were excluded from the calculation as they were contingently issuable and all conditions necessary for their issuance have not been satisfied. The effects of any potential dilutive instruments on loss per share are anti-dilutive and therefore have been excluded from the calculation of diluted loss per share.

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Notes to the Unaudited Condensed Interim Financial Statements For the Three and Six Months Ended June 30, 2021

b) Common Share Purchase Warrants

The following table sets out the changes in warrants for the periods set out:

Warrants	Number of Warrants	Weighted Average Price \$
Outstanding, December 31, 2020	-	-
Warrants issued	200,000	0.10
Balance, June 30, 2021	200,000	\$0.10

In connection with the Offering, the Company granted to the Agent warrants to acquire 200,000 common shares (the "Warrants"). Each Warrant is exercisable to acquire one common share at a price of \$0.10 until May 17, 2023. The fair value of the Warrants were estimated on the date of the issue using the Black-Scholes option pricing model with the following assumptions: dividend yield 0%, discount rate 0.33 %, expected volatility 100% and expected life of 2 years. The fair value attributed to the 200,000 Warrants was \$10,441.

The following table summarizes the outstanding warrants as at June 30, 2021:

Number of Warrants	Exercise Price	Expiry Date	Weighted Average Remaining Life (Years)	Warrant Value (\$)
200,000	\$0.10	May 17, 2023	1.88	10,441

c) Common Share Purchase Options

The Company has a stock option plan to provide incentives for directors, officers, employees and consultants of the Company. Options may be granted for a maximum term of ten years from the date of the grant. They are non-transferable and are exercisable as determined by the Directors when the option is granted. Options expire within 12 months after completion of a qualifying transaction or within 90 days of termination of employment or holding office as director or officer of the Company and, in the case of death, expire within a maximum period of one year after such death, subject to the expiry date of the option. The stock option plan is subject to regulatory approval. Any shares issued upon exercise of the options prior to the Company entering into a Qualifying Transaction will be subject to escrow restrictions.

Upon closing of the Offering, the Company granted 580,000 common share purchase options to directors and officers. Each common share purchase option entitles the holder to acquire one common share of the Company at an exercise price of \$0.10 until May 17, 2031 (the "Options"). The fair value of the Options were estimated on the date of the issue using the Black-Scholes option pricing model with the following assumptions: dividend yield 0%, discount rate 1.57%, expected volatility 100%, forfeiture rate 0% and expected life of 10 years. The Company recorded the estimated fair value of the Options of \$51,879 as non-cash stock-based compensation expense.

The following table is a summary of the status of the Company's stock options and changes during the periods set out:

	Number of Options	Weighted Average Exercise Price \$
Balance, December 31, 2020	-	-
Granted	580,000	0.10
Balance, June 30, 2021	580,000	0.10

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Notes to the Unaudited Condensed Interim Financial Statements For the Three and Six Months Ended June 30, 2021

The following table is a summary of the Company's stock options outstanding and exercisable as at June 30, 2021:

Exercise Price	Number of Options	Options Outstanding		Expiry Date	Options Exercisable	
		Weighted Average Remaining Life (Years)	Weighted Average Exercise Price \$		Number of Options	Weighted Average Exercise Price \$
\$0.10	580,000	9.88		May 17, 2031	580,000	0.10

Any shares issued upon exercise of the options prior to the Company entering into a Qualifying Transaction will be subject to escrow restrictions.

The stock option plan is subject to regulatory approval.

5. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

Capital Management

The Company's objective when managing capital is to maintain its ability to continue as a going concern, in order to provide returns for the shareholders and benefits for other stakeholders. The Company includes equity, comprised of share capital and deficit, in the definition of capital.

The Company's primary objective, with respect to its capital management, is to ensure that it has sufficient cash resources to fund the identification and evaluation of potential acquisitions. To secure the additional capital necessary to pursue these plans, the Company may attempt to raise additional funds through the issuance of equity or by securing strategic partners.

The proceeds raised from the issuance of share capital may only be used to identify and evaluate assets or businesses for future investment, with the exception that up to \$3,000 per month may be used for reasonable general and administrative expenses of the Corporation. These restrictions apply until completion of a QT by the Corporation as defined under the policies of the Exchange Policy 2.4.

Risk Disclosures and Fair Values

The Company's financial instruments, consisting of cash held in trust and accrued liabilities, approximate fair value due to the relatively short-term maturities of the instruments. It is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments. Please refer to the Company's final prospectus dated April 7, 2021, for additional risks, events and uncertainties that could affect the Company.

6. RELATED PARTY TRANSACTIONS

For the three and six month period ended June 30, 2021, the Company accrued accounting and corporate secretarial fees in the amount of \$3,600, net of HST to a director of the Company. At June 30, 2021, \$3,600 is included in accounts payable and accrued liabilities (December 31, 2020: Nil).