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**TORRENT CAPITAL LTD.**  
**FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED**  
**DECEMBER 31, 2018 AND 2017**  
(expressed in Canadian dollars)

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## Management's Responsibility for Financial Reporting

The accompanying financial statements of Torrent Capital Ltd. (the "Company") are the responsibility of the Management and Board of Directors of the Company.

The financial statements have been prepared by Management, on behalf of the Board of Directors, in accordance with the accounting policies disclosed in the notes to the financial statements. Where necessary, Management has made informed judgments and estimates in accounting for transactions which were not complete at the statement of financial position date. In the opinion of Management, the financial statements have been prepared within acceptable limits of materiality and are in accordance with International Financial Reporting Standards ("IFRS").

Management has established processes which are in place to provide them sufficient knowledge to support Management representations that they have exercised reasonable diligence that (i) the financials statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the financial statements and (ii) the financial statements fairly present in all material respects the financial condition, financial performance and cash flows of the Company, as of the date of and for the periods presented by the financial statements.

The Board of Directors is responsible for reviewing and approving the financial statements together with other financial information of the Company and for ensuring that Management fulfills its financial reporting responsibilities. An Audit Committee assists the Board of Directors in fulfilling this responsibility. The Audit Committee meets with Management to review the financial reporting process and the financial statements together with other financial information of the Company. The Audit Committee reports its findings to the Board of Directors for its consideration in approving the financial statements together with other financial information of the Company for issuance to the shareholders.

Management recognizes its responsibility for conducting the Company's affairs in compliance with established financial standards, and applicable laws and regulations, and for maintaining proper standards of conduct for its activities.

Halifax, Canada

(signed) "*Wade Dawe*"  
President and Chief Executive Officer  
Halifax, Nova Scotia

(signed) "*Robert Randall*"  
Chief Financial Officer  
Halifax, Nova Scotia

## **Independent Auditor's Report**

To the Shareholders of Torrent Capital Ltd.:

### **Opinion**

We have audited the financial statements of Torrent Capital Ltd. (the "Company"), which comprise the statements of financial position as at December 31, 2018 and 2017, and the statements of income and comprehensive income, changes in shareholders' equity and cash flows for the years then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2018 and 2017, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

### **Basis for Opinion**

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audits of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Other Information**

Management is responsible for the other information. The other information comprises Management's Discussion and Analysis.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audits of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audits or otherwise appears to be materially misstated. We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Responsibilities of Management and Those Charged with Governance for the Financial Statements**

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards, and for such internal control as Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

## **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audits and significant audit findings, including any significant deficiencies in internal control that we identify during our audits.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Patrycja Anna Kajda.

*MNP LLP*

Mississauga, Ontario

Chartered Professional Accountants

April 26, 2019

Licensed Public Accountants

**MNP**

**Torrent Capital Ltd.**  
**Statements of Financial Position**  
**As at December 31, 2018 and 2017**  
*(Expressed in Canadian dollars unless otherwise indicated)*

	December 31, 2018 \$	December 31, 2017 \$
<b>ASSETS</b>		
<b>Current assets</b>		
Cash and cash equivalents	447,097	772,290
Sales tax receivable	39,761	4,744
Prepaid expenses	-	2,674
<b>Investments at fair value</b> (note 5)	<b>10,620,779</b>	7,020,725
<b>Total Assets</b>	<b>11,107,637</b>	7,800,433
<b>LIABILITIES</b>		
<b>Current liabilities</b>		
Accounts payable and accrued liabilities (note 8)	595,248	111,510
<b>EQUITY</b>		
Share capital (note 6)	8,203,404	8,119,404
Contributed surplus (note 7)	2,460,753	2,423,021
Deficit	(151,768)	(2,853,502)
	<b>10,512,389</b>	7,688,923
<b>Total Liabilities and Equity</b>	<b>11,107,637</b>	7,800,433

Nature of operations (note 1)

Approved on Behalf of the Board:

*"Wade Dawe"*  
**Director**

*"Jim Megann"*  
**Director**

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

**Torrent Capital Ltd.**  
**Statements of Income and Comprehensive Income**  
**For the years ended December 31, 2018 and 2017**  
*(Expressed in Canadian dollars unless otherwise indicated)*

	2018 \$	2017 \$
<b>REVENUE AND OTHER INCOME (LOSS)</b>		
Realized gain on investments (note 5)	4,821,181	201,619
Unrealized gain (loss) on investments (note 5)	(1,086,219)	1,639,681
	<b>3,734,962</b>	<b>1,841,300</b>
<b>EXPENSES</b>		
Consulting and wages (note 8)	710,230	247,038
Directors fees (note 8)	59,354	48,955
Professional fees	25,951	30,752
Insurance	25,274	26,216
Stock exchange and maintenance fees	30,347	34,948
Office and administration	15,148	17,819
Travel	18,802	8,555
Rent and related costs (note 8)	27,745	12,420
Stock-based compensation (note 7, 8)	121,732	119,109
Foreign exchange loss (gain)	(1,355)	8,393
	<b>(1,033,228)</b>	<b>(554,205)</b>
<b>Operating income before the following</b>	<b>2,701,734</b>	<b>1,287,095</b>
Write-down of notes receivable	-	292,312
<b>INCOME BEFORE INCOME TAXES</b>	<b>2,701,734</b>	<b>994,783</b>
Recovery of income taxes (note 9)	-	-
<b>NET INCOME AND COMPREHENSIVE INCOME</b>	<b>2,701,734</b>	<b>994,783</b>
<b>Basic and diluted income per share</b>	<b>0.11</b>	<b>0.04</b>
<b>Weighted average number of shares outstanding</b>	<b>23,663,675</b>	<b>23,648,333</b>

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

**Torrent Capital Ltd.****Statements of Changes in Shareholders' Equity  
For the years ended December 31, 2018 and 2017***(Expressed in Canadian dollars unless otherwise indicated)*

	<b>Common Shares #</b>	<b>Share Capital \$</b>	<b>Contributed Surplus \$</b>	<b>Deficit \$</b>	<b>Total \$</b>
<b>Balance - December 31, 2016</b>	<b>23,648,333</b>	<b>8,119,404</b>	<b>2,303,912</b>	<b>(3,848,285)</b>	<b>6,575,031</b>
Net income and comprehensive income for the year	-	-	-	994,783	994,783
Stock-based compensation	-	-	119,109	-	119,109
<b>Balance - December 31, 2017</b>	<b>23,648,333</b>	<b>8,119,404</b>	<b>2,423,021</b>	<b>(2,853,502)</b>	<b>7,688,923</b>
Net income and comprehensive income for the year	-	-	-	2,701,734	2,701,734
Shares issued on vesting of restricted share units	200,000	84,000	-	-	84,000
Stock-based compensation	-	-	37,732	-	37,732
<b>Balance – December 31, 2018</b>	<b>23,848,333</b>	<b>8,203,404</b>	<b>2,460,753</b>	<b>(151,768)</b>	<b>10,512,389</b>

On February 1, 2017, the Company completed a one-for-three share consolidation. All references to the number of common shares have been adjusted retrospectively to reflect the Company's one-for-three share consolidation for all periods disclosed in these financial statements.

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

**Torrent Capital Ltd.****Statements of Cash Flows****For the years ended December 31, 2018 and 2017***(Expressed in Canadian dollars unless otherwise indicated)*

	2018	2017
	\$	\$
<b>CASH (USED IN) PROVIDED BY:</b>		
<b>OPERATING ACTIVITIES</b>		
Net income for the year	2,701,734	994,783
Items not affecting cash:		
Realized gain on investments	(4,764,698)	-
Unrealized loss (gain) on investments	1,086,219	(1,639,681)
Write-down of notes receivable	-	292,312
Stock-based compensation	121,732	119,109
	<b>(855,013)</b>	<b>(233,477)</b>
<b>Adjustments for:</b>		
Proceeds on sale of investments	11,013,333	-
Purchase of investments	(10,934,908)	(5,381,044)
(Increase) decrease in sales tax receivable	(35,017)	26,130
Decrease (increase) in prepaid expenses	2,674	(2,674)
Increase in accounts payable and accrued liabilities	483,738	9,440
	<b>529,820</b>	<b>(5,348,148)</b>
<b>DECREASE IN CASH AND CASH EQUIVALENTS</b>	<b>(325,193)</b>	<b>(5,581,625)</b>
<b>CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR</b>	<b>772,290</b>	<b>6,353,915</b>
<b>CASH AND CASH EQUIVALENTS, END OF YEAR</b>	<b>447,097</b>	<b>772,290</b>
<b>SUPPLEMENTARY CASH FLOW INFORMATION</b>		
Interest received	143	17,543

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

# **Torrent Capital Ltd.**

## **Notes to Financial Statements**

**For the years ended December 31, 2018 and 2017**

*(expressed in Canadian dollars unless otherwise noted)*

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### **1. NATURE OF OPERATIONS**

Torrent Capital Ltd. (the "Company" or "Torrent") received final approval from the TSX Venture Exchange (the "Exchange") for its change of business from a Mining Issuer to an Investment Issuer on February 2, 2017. The Company's focus is upon strategic investments in public and private company securities. Trading in the Company's shares resumed on February 6, 2017 under the symbol "TORR".

The Company's corporate office is located at Suite 2001 – 1969 Upper Water Street, Purdy's Wharf II, Halifax, Nova Scotia, Canada, B3J 3R7.

As at December 31, 2018, the Company had cash and cash equivalents of \$447,097 (December 31, 2017 - \$772,290) and working capital of \$10,512,389 (December 31, 2017 - \$7,688,923). Management believes that it has sufficient resources to fund its ongoing working capital requirements for the ensuing twelve months as they normally fall due.

### **2. SIGNIFICANT ACCOUNTING POLICIES**

#### **Statement of Compliance**

These financial statements of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS") and their interpretations adopted by the International Accounting Standards Board ("IASB"). These financial statements were authorized for issuance by the Board of Directors of the Company on April 22, 2019.

#### **Basis of Presentation**

These financial statements have been prepared on a historical cost basis. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information.

#### ***IFRS 9, Financial Instruments ("IFRS 9")***

IFRS 9 replaced IAS 39, *Financial instruments: recognition and measurement* ("IAS 39"). The standard is effective for annual periods beginning on or after January 1, 2018. IFRS 9 includes requirements for recognition and measurement, impairment, derecognition and general hedge accounting. The Company adopted this standard effective January 1, 2018. There was no impact to the financial statements on the date of adoption.

Financial assets within the scope of IFRS 9 are classified in the following measurement categories: amortized cost, fair value through profit or loss ("FVTPL"), or fair value through other comprehensive income ("FVOCI"). Financial liabilities are classified in the following measurement categories: fair value through profit or loss, or amortized cost.

The following table summarizes the changes in the classification of the Company's financial instruments upon adoption of IFRS 9. The adoption of the new classification did not result in any changes in the measurement or carrying amount of the financial instruments.

# Torrent Capital Ltd.

## Notes to Financial Statements

For the years ended December 31, 2018 and 2017

(expressed in Canadian dollars unless otherwise noted)

### 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### *IFRS 9, Financial Instruments (“IFRS 9”) (continued)*

Financial Assets	Classification under IAS 39	Classification under IFRS 9
Cash and cash equivalents	Loans and receivables	Amortized cost
Investments	Fair value through profit and loss	Fair value through profit and loss
Financial Liabilities	Classification under IAS 39	Classification under IFRS 9
Accounts payable and accrued liabilities	Other financial liabilities	Amortized cost

#### Financial Assets

Within the scope of IFRS 9, financial assets are classified as financial assets at amortized costs, FVTPL or FVOCI, as appropriate. The Company classifies its financial assets as amortized cost or FVTPL.

#### *Amortized cost*

Financial assets classified as amortized cost are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are carried at amortized cost less any provision for impairment. Individually significant receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default.

#### *Fair value through profit or loss*

Financial assets classified as FVTPL are measured at fair value with changes in fair value recognized in net profit or loss.

#### *Classification*

The Company determines the classification of its financial assets at initial recognition. All financial assets are recognized initially at fair value plus or minus, in the case of financial assets not classified as FVTPL, directly attributable transaction costs. The Company's financial assets include cash and cash equivalents, and investments.

#### *Recognition and measurement*

Purchases and sales of investments are recognized on the transaction date. Investments are initially recognized at fair value plus transaction costs.

Subsequent to initial recognition, all investments are measured at FVTPL. Gains and losses arising from changes in the fair value of the investments are presented in the statements of income and comprehensive income as the net unrealized gains or losses on investments in the period they arise.

#### *Determination of fair values*

The determination of fair value requires judgment and is based on market information, where available and appropriate. At the end of each financial reporting period, the Company's Management estimates the fair value of investments based on the criteria below and reflects such valuations in the financial statements.

# Torrent Capital Ltd.

## Notes to Financial Statements

For the years ended December 31, 2018 and 2017

(expressed in Canadian dollars unless otherwise noted)

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## 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### *IFRS 9, Financial Instruments (“IFRS 9”) (continued)*

Publicly-traded investments (i.e. securities of issuers that are public companies):

- a. Securities including shares, options and warrants which are traded in an active market, such as on a recognized securities exchange and for which no sales restrictions apply, are presented at fair value based on quoted trading prices at the end of the reporting period or the closing trade price on the last day the security traded if there were no trades at the end of the reporting period. These are included in Level 1.
- b. For warrants and options which are not traded on a recognized securities exchange, no market value is readily available. When there are sufficient and reliable observable market inputs, an option pricing model is used; if no such market inputs are available, the warrants and options are valued using alternative methods representing fair value. These are included in Level 2.

Private company investments (i.e. securities of issuers that are not public companies):

- a. All privately-held investments (other than options and warrants) are initially recorded at the transaction price, being the fair value at the date of acquisition. Thereafter, at each reporting period, the fair value of an investment may (depending upon the circumstances) be adjusted using one or more of the valuation indicators. These are included in Level 3. Options and warrants of private companies are valued using an option pricing model when there are sufficient and reliable observable market inputs; if no such market inputs are available, the warrants and options are valued using alternative methods representing fair value.

The determinations of fair value of the Company’s privately-held investments at other than initial cost are subject to certain limitations. Financial information for private companies in which the Company has investments may not be available and, even if available, that information may be limited and/or unreliable. Use of the valuation approach described below may involve uncertainties and determinations based on the Company’s judgment and any value estimated from these techniques may not be realized or realizable. Company-specific information is considered when determining whether the fair value of a privately-held investment should be adjusted upward or downward at the end of each reporting period. In addition to company specific information, the Company will take into account trends in general market conditions and the share performance of comparable publicly-traded companies when valuing privately-held investments.

The absence of the occurrence of any of these events, any significant change in trends in general market conditions, or any significant change in share performance of comparable publicly-traded companies indicates generally that the fair value of the investment has not materially changed. The private company shares may be valued based on the pricing of a recent significant financing.

Adjustments to the fair value of a privately-held investment will be based upon Management’s judgment and any value estimated may not be realized or realizable. The resulting values for non-publicly traded investments may differ from values that would be realized if a ready market existed. The amounts at which the Company’s privately-held investments could be disposed of currently may differ from the carrying value assigned.

# Torrent Capital Ltd.

## Notes to Financial Statements

For the years ended December 31, 2018 and 2017

(expressed in Canadian dollars unless otherwise noted)

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### 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### *IFRS 9, Financial Instruments (“IFRS 9”) (continued)*

##### *Disposition of investments*

Realized gains and losses on the disposal of investments and unrealized gains and losses on securities classified as fair value through profit and loss are reflected in profit or loss on the transaction date and are calculated on a weighted average cost basis.

##### *Impairment of financial assets*

Financial assets not measured at FVTPL are assessed for indicators of impairment at the end of each reporting period. Financial assets are impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial assets, the estimated future cash flows of the financial assets have been negatively impacted. Evidence of impairment could include: significant financial difficulty of the issuer or counterparty; default or delinquency in interest or principal payments; or the likelihood that the borrower will enter bankruptcy or financial reorganization.

The carrying amount of the financial assets is reduced directly by any impairment loss for all financial assets with the exception of accounts or loans receivable, where the carrying amount is reduced through the use of an allowance account. When an account or loan receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognized in profit or loss.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the financial asset at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

The carrying amounts of the Company’s financial assets are reviewed at each reporting date to determine if there is any indication of impairment. As of December 31, 2018, and December 31, 2017, the fair values of financial assets approximate their amortized costs due to their short-term nature.

##### *Financial Instruments Recorded at Fair Value*

Financial instruments recorded at fair value on the statements of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels: Level 1 - valuation based on unadjusted quoted prices in active markets for identical assets or liabilities; Level 2 - valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data (i.e. unobservable inputs).

## Torrent Capital Ltd.

### Notes to Financial Statements

For the years ended December 31, 2018 and 2017

(expressed in Canadian dollars unless otherwise noted)

## 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### *IFRS 9, Financial Instruments (“IFRS 9”) (continued)*

Investments consisted of the following at December 31, 2018:

<b>Investments</b>	<b>Cost</b> \$	<b>Level 1 Quoted Market Price</b> \$	<b>Level 2 Observable Market Inputs</b> \$	<b>Level 3 Non-Observable Market Inputs</b> \$	<b>Total Fair Value</b> \$
Equities	10,067,318	10,286,779	-	334,000	10,620,779
Warrants	-	-	-	-	-
<b>Total investments</b>	<b>10,067,318</b>	<b>10,286,779</b>	<b>-</b>	<b>334,000</b>	<b>10,620,779</b>

Investments consisted of the following at December 31, 2017:

<b>Investments</b>	<b>Cost</b> \$	<b>Level 1 Quoted Market Price</b> \$	<b>Level 2 Observable Market Inputs</b> \$	<b>Level 3 Non-Observable Market Inputs</b> \$	<b>Total Fair Value</b> \$
Equities	5,381,044	6,537,100	-	-	6,537,100
Warrants	-	-	483,625	-	483,625
<b>Total investments</b>	<b>5,381,044</b>	<b>6,537,100</b>	<b>483,625</b>	<b>-</b>	<b>7,020,725</b>

### Financial Liabilities

Financial liabilities are classified as amortized cost.

#### *Amortized Cost*

Financial liabilities measured at amortized cost, including borrowings, are initially measured at fair value, net of transaction costs. Financial liabilities measured at amortized cost are subsequently measured at amortized cost using the effective interest method, with interest recognized on an effective yield basis.

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest costs over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability or to the net carrying amount on initial recognition.

As of December 31, 2018, and December 31, 2017, the fair value of accounts payable and accrued liabilities approximates their amortized cost due to the short-term nature of the financial liabilities.

### Derecognition of Financial Liabilities

The Company de-recognizes financial liabilities when the obligations are discharged, cancelled or expire.

# **Torrent Capital Ltd.**

## **Notes to Financial Statements**

**For the years ended December 31, 2018 and 2017**

*(expressed in Canadian dollars unless otherwise noted)*

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## **2. SIGNIFICANT ACCOUNTING POLICIES (Continued)**

### **Cash and Cash Equivalents**

Cash and cash equivalents in the statements of financial position comprise cash at banks and on hand, and short-term deposits with an original maturity of three months or less, and which are readily convertible into a known amount of cash. The Company's cash and cash equivalents are invested with major financial institutions in business accounts and higher yield investment and savings accounts that are available on demand by the Company.

### **Provisions**

A provision is recognized when the Company has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and the amount of the obligation can be reliably estimated. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. The Company had no material provisions at December 31, 2018 or December 31, 2017.

### **Share-Based Payment Transactions**

The fair value of share options granted to employees is recognized as an expense over the vesting period with a corresponding increase in equity. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee, including directors of the Company.

The fair value is measured at the grant date and recognized over the period during which the options vest. The fair value of the options granted is measured using the Black-Scholes option-pricing model, taking into account the terms and conditions upon which the options were granted. At each financial position reporting date, the amount recognized as an expense is adjusted to reflect the actual number of share options that are expected to vest.

### **Income Taxes**

Income tax on the profit or loss for the years presented comprises current and deferred tax. Income tax 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 expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is provided using the asset and liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: goodwill not deductible for tax purposes and the initial recognition of assets or liabilities that affect neither accounting nor taxable profit. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted during the period.

Deferred tax assets are recognized to the extent future recovery is probable. At each reporting period end, deferred tax assets are reduced to the extent that it is no longer probable that sufficient taxable earnings will be available to allow all or part of the asset to be recovered.

# **Torrent Capital Ltd.**

## **Notes to Financial Statements**

**For the years ended December 31, 2018 and 2017**

*(expressed in Canadian dollars unless otherwise noted)*

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## **2. SIGNIFICANT ACCOUNTING POLICIES (Continued)**

### **Income Per Share**

The Company presents basic and diluted income per share data for its common shares outstanding, calculated by dividing the income attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted income per share is determined by adjusting the income attributable to common shareholders and the weighted average number of common shares outstanding for the effects of all warrants and options outstanding that may add to the total number of common shares. As at December 31, 2018 and 2017, basic and diluted income per share were the same.

### **Foreign Currencies**

The functional currency of the Company, as determined by Management, is the Canadian dollar and this is also the currency in which it presents these financial statements. The Company recognizes transactions in currencies other than the Canadian dollar (foreign currencies) at the rates of exchange prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the end of reporting period exchange rates are recognized in the statements of income and comprehensive income. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

### **Revenue Recognition**

Purchases and sales of investments are recognized on the settlement date. Realized gains and losses on disposal of investments and unrealized gains and losses in the value of investments are reflected in the statements of income and comprehensive income.

Upon disposal of an investment, previously recognized unrealized gains or losses are reversed to recognize the full realized gain or loss in the period of disposition. All transaction costs associated with the acquisition and disposition of investments are expensed to the statements of income and comprehensive income as incurred.

Dividend income is recorded on the ex-dividend date and when the right to receive the dividend has been established. Interest income, other income and income from securities lending are recorded on an accrual basis.

Effective January 1, 2018, the Company has adopted IFRS 15, *Revenue from Contracts with Customers*, and IFRIC 22 – *Foreign Currency Transactions and Advance Consideration*. These changes were made in accordance with the applicable transitional provisions for which there was no impact on the financial statements for the year ended December 31, 2018.

### **Significant Accounting Judgments and Estimates**

The preparation of these financial statements requires Management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These financial statements include estimates that, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

# Torrent Capital Ltd.

## Notes to Financial Statements

For the years ended December 31, 2018 and 2017

(expressed in Canadian dollars unless otherwise noted)

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### 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Critical Accounting Estimates

Significant assumptions about the future that Management has made that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

##### *Income Taxes and Recovery of Deferred Tax Assets and Liabilities*

The measurement of income taxes payable and deferred tax assets and liabilities requires Management to make judgments in the interpretation and application of the relevant tax laws. The actual amount of income taxes only becomes final upon filing and acceptance of the tax return by the relevant authorities, which occurs subsequent to the issuance of the financial statements.

##### *Stock-Based Compensation*

Management is required to make certain estimates when determining the fair value of stock options awards, and the number of awards that are expected to vest. These estimates affect the amount recognized as stock-based compensation in the statements of income and comprehensive income based on estimates of volatility, forfeitures and expected lives of the underlying stock options.

##### *Fair Value of Investment in Securities Not Quoted in an Active Market*

Where the fair values of financial assets and financial liabilities recorded on the statements of financial position, including equities and warrants, cannot be derived from active markets, they are determined using a variety of valuation techniques. The inputs to these models are derived from observable market data where possible; where observable market data is not available, Management's judgment is required to establish fair values.

##### *Fair Value of Financial Derivatives*

Investments in options and warrants that are not traded on a recognized securities exchange do not have a readily available market value. When there are sufficient and reliable observable market inputs, an option pricing model is used; if no such market inputs are available, the warrants and options are valued using alternative methods representing fair value.

##### *Warrants*

The Company uses the Black-Scholes option pricing model to calculate the value of warrants issued as part of the Company's private placements. The Black-Scholes model requires six key inputs to determine a value for a warrant: risk free interest rate, exercise price, market price at date of issue, expected dividend yield, expected life and expected volatility. Certain of the inputs are estimates which involve considerable judgment and are, or could be, affected by significant factors that are out of the Company's control. For example, a longer expected life of the warrant or a higher volatility number used would result in an increase in the warrant value.

# **Torrent Capital Ltd.**

## **Notes to Financial Statements**

**For the years ended December 31, 2018 and 2017**

*(expressed in Canadian dollars unless otherwise noted)*

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### **2. SIGNIFICANT ACCOUNTING POLICIES (Continued)**

#### **Future Accounting Changes**

The following standards have not yet been adopted and are being evaluated to determine their impact on the Company's financial statements.

- (i) In January 2016, the IASB issued IFRS 16, Leases (IFRS 16). IFRS 16 is effective for periods beginning on or after January 1, 2019, with early adoption permitted. IFRS 16 eliminates the current dual model for lessees, which distinguishes between on-balance sheet finance leases and off-balance sheet operating leases. Instead, there is a single, on-balance sheet accounting model that is similar to current finance lease accounting. The Company has no significant lease commitments and the standard will not have a material impact on the financial statements.

### **3. CAPITAL MANAGEMENT**

The Company manages its capital with the following objectives:

- to ensure sufficient financial flexibility to achieve the ongoing business objectives including funding of future growth opportunities, and pursuit of accretive acquisitions; and
- to maximize shareholder return through enhancing the share value.

The Company monitors its capital structure and makes adjustments according to market conditions in an effort to meet its objectives given the current outlook of the business and industry in general. The Company may manage its capital structure by issuing new shares, repurchasing outstanding shares, adjusting capital spending, or disposing of assets. The capital structure is reviewed by Management and the Board of Directors on an ongoing basis.

The Company considers its capital to be equity, comprising share capital, equity settled share-based payments reserve, and deficit, which at December 31, 2018 totaled \$10,512,389 (December 31, 2017 - \$7,688,923). The Company manages capital through its financial and operational forecasting processes. The Company reviews its working capital and forecasts its future cash flows based on operating expenditures, and other investing and financing activities. Information is provided to the Board of Directors of the Company. The Company's capital Management objectives, policies and processes have remained unchanged during the year ended December 31, 2018. The Company is not subject to any capital requirements or restrictions.

### **4. FINANCIAL RISK FACTORS**

#### **Financial Risk**

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk, market risk (including interest rate and foreign exchange rate).

Risk Management is carried out by the Company's Management team with guidance from the Audit Committee under policies approved by the Board of Directors. The Board of Directors also provides regular guidance for overall risk Management.

#### Credit Risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfil its payment obligations. The Company's credit risk is primarily attributable to cash and cash equivalents and its loan receivable. The Company has no significant concentration of credit risk arising from operations. Cash and cash equivalents consist of cash at banks and on hand, short-term deposits with an original maturity of three months or less.

# **Torrent Capital Ltd.**

## **Notes to Financial Statements**

**For the years ended December 31, 2018 and 2017**

*(expressed in Canadian dollars unless otherwise noted)*

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### **4. FINANCIAL RISK FACTORS (Continued)**

The cash on hand and short-term deposits have been invested and held with reputable financial institutions, from which Management believes the risk of loss to be remote. As at December 31, 2018, the Company held no short-term deposits (2017 - \$79,280).

#### Liquidity Risk

Liquidity risk refers to the risk that the Company will not be able to meet its financial obligations as they become due or can only do so at excessive cost. The Company's liquidity and operating results may be adversely affected if the Company's access to the capital market is hindered, whether as a result of a downturn in stock market conditions generally or as a result of conditions specific to the Company. As at December 31, 2018, the Company had current assets of \$11,107,637 (December 31, 2017 - \$7,800,433) to settle current liabilities of \$595,248 (December 31, 2017 - \$111,510). The Company regularly evaluates its cash position to ensure preservation and security of capital as well as maintenance of liquidity.

Most of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

#### 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 commodity and equity prices.

(i) **Interest Rate Risk**

The Company has cash balances and no interest-bearing debt. The Company regularly monitors its cash management policy.

(ii) **Foreign Exchange Risk**

The Company's functional currency is the Canadian dollar and it transacts major purchases in Canadian dollars. Management believes the foreign exchange risk derived from currency conversions is minimal, and therefore does not hedge its foreign exchange risk.

#### **Sensitivity Analysis**

Based on Management's knowledge and experience of the financial markets, the Company believes the following movements are reasonably possible over a twelve-month period:

(i) Cash and cash equivalents are subject to floating interest rates. Sensitivity to a plus or minus one percentage point change in interest rates would not have a material impact on the reported net income for the year ended December 31, 2018.

(ii) The Company is exposed to foreign currency risk on fluctuations of financial instruments related to cash and cash equivalents denominated in US dollar. A plus or minus 5% change in foreign exchange rates applied to the financial instruments held at the end of the reporting period would affect net loss by approximately \$14,480 (December 31, 2017 - \$3,773).

# Torrent Capital Ltd.

## Notes to Financial Statements

For the years ended December 31, 2018 and 2017

(expressed in Canadian dollars unless otherwise noted)

### 5. INVESTMENTS

	Shares #	Amount Invested \$	Market Value Dec. 31, 2018 \$	Unrealized Gain / (Loss) Year to date Dec. 31, 2018 \$	Market Value Dec. 31, 2017 \$
DHX Media	2,000,000	3,001,047	4,480,000	1,443,177	408,600
Trican Well Services Limited	1,000,000	1,256,683	1,190,000	(66,683)	-
kneat.com, inc.	1,000,000	600,000	980,000	130,000	850,000
Martello Technologies Corp.	3,300,000	845,950	891,000	45,050	-
Pivot Technology Solutions	525,000	858,191	525,000	(255,574)	419,100
Peyto Exploration/Dev. Corp	70,000	742,979	495,600	(247,379)	-
Alamos Gold Inc.	100,000	580,708	491,000	(89,708)	-
Sona Nanotech Inc.	1,320,000	330,503	330,000	(503)	-
Yamana Gold Inc.	100,000	330,440	321,000	(9,440)	-
Chesapeake Energy Corp.	60,000	351,421	171,600	(179,821)	-
Agua Resources Limited	1,320,843	688,060	170,569	(154,444)	985,195
AnalytixInsight Inc.					
Common shares	220,000	52,448	63,800	(752,909) <sup>(a)</sup>	1,249,875
Warrants	-	-	-	(250,000)	250,000
eXeBlock Technology Corp.					
Common shares	450,000	85,500	15,750	(783,500) <sup>(b)</sup>	869,500
Warrants	262,500	-	-	(233,625) <sup>(b)</sup>	233,625
Other marketable securities		343,388	495,460	152,072	-
Investments sold	-	-	-	167,068	1,754,830
		<b>10,067,318</b>	<b>10,620,779</b>	<b>(1,086,219)</b>	<b>7,020,725</b>

(a) This includes the transfer of \$505,808 to a realized gain on the disposal of shares in AnalytixInsight Inc. during the year ended December 31, 2018.

(b) This includes the reversal of the prior year eXeBlock unrealized gain.

# Torrent Capital Ltd.

## Notes to Financial Statements

For the years ended December 31, 2018 and 2017

(expressed in Canadian dollars unless otherwise noted)

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### 6. SHARE CAPITAL

#### (a) AUTHORIZED

Authorized share capital of the Company consists of an unlimited number of common shares without par value.

#### (b) ISSUED

	Number of Shares	Amount \$
Balance – December 31, 2016 and 2017	23,648,333	8,119,404
Restricted shares units issued	200,000	84,000
Balance – December 31, 2018	23,848,333	8,203,404

On February 1, 2017, the Company completed a one-for-three share consolidation. All references to the number of common shares have been adjusted retrospectively to reflect the Company's one-for-three share consolidation for all periods disclosed in these financial statements.

#### (c) RESTRICTED SHARES UNITS ISSUED

The Company issued 200,000 restricted share units to Directors and Officers on December 3, 2018. The estimated fair value of these restricted share units was \$84,000 which has been recognized as stock-based compensation.

#### (d) ESCROWED

As a result of the Company's change of business, 4,189,204 common shares held by the directors were subject to a Tier 1 Value Escrow Agreement. There was an initial release of 963,583 (23%) of the escrowed securities on February 2, 2017 and the remaining shares will be released at a rate of 1,075,207 (25.7%) every six months thereafter. As at December 31, 2018 all these shares have been released from escrow.

### 7. STOCK OPTIONS AND RESTRICTED SHARE UNITS

The Company has a stock option plan (the "Plan") for directors, officers, employees and consultants of the Company. The Company also has a restricted share unit plan, under which the Company can issue up to 800,000 shares. The restricted share plan together with the option plan shall not exceed 10% of the issued and outstanding common shares of the Company. The options can have up to a ten-year life and the vesting period is set by the Board of Directors. Options are granted at a price no lower than the market price of the common shares. The performance criteria and performance period of the restricted shares units are determined by the Board of Directors.

On June 15, 2017, the Company granted 675,000 stock options to directors, officers, employees and consultants. The options are exercisable at a price of \$0.30 per share and expire on June 15, 2022. The options will vest at a rate of 50% of the total on each of the six and twelve-month anniversaries of the grant date.

On December 3, 2018, the Company granted 200,000 stock options to directors and officers. The options are exercisable at a price of \$0.42 per share and expire on December 3, 2023. The options will vest at a rate of 50% of the total on each of the six and twelve-month anniversaries of the grant date.

## Torrent Capital Ltd.

### Notes to Financial Statements

For the years ended December 31, 2018 and 2017

(expressed in Canadian dollars unless otherwise noted)

#### 7. STOCK OPTIONS AND RESTRICTED SHARE UNITS (Continued)

The estimated fair value of options recognized has been estimated at the grant date using the Black-Scholes option pricing model. Option pricing models require the input of highly subjective assumptions, including the expected volatility. Changes in the assumptions can materially affect the fair value estimate and, therefore, the existing models do not necessarily provide a reliable estimate of the fair value of the Company's stock options.

The assumptions used in the pricing model for the options issued during the years ended December 31, 2018 and 2017 were as follows:

	<u>Dec. 31,</u> <u>2018</u>	<u>Dec 31,</u> <u>2017</u>
Risk free interest rate	1%	1%
Expected volatility	75%	100%
Expected dividend yield	-	-
Expected life	5 years	5 years
Weighted average fair value per option	\$0.255	\$0.223

Based on the Black-Scholes option pricing model and the assumptions outlined above, the estimated fair value of the granted options is \$51,092 (December 31, 2017 - \$150,452). These amounts are amortized over the vesting period and \$37,732 was expensed during the current year and \$119,109 was expensed in the prior year. The following table reflects the stock options continuity for the years ended December 31, 2018 and 2017:

	<b>Number of Stock Options Outstanding</b>	<b>Weighted Average Exercise Price \$</b>
<b>Balance - December 31, 2016</b>	616,666	0.32
Options granted	675,000	0.30
Options expired	(50,000)	0.48
<b>Balance - December 31, 2017</b>	1,241,666	0.30
Options issued	200,000	0.42
Options expired	(483,333)	0.30
<b>Balance – December 31, 2018</b>	958,333	0.33

The following table reflects the stock options outstanding as at December 31, 2018:

<b>Expiry Date</b>	<b>Exercise Price \$</b>	<b>Weighted Average Life Remaining</b>	<b>Options Outstanding</b>	<b>Options Vested</b>	<b>Black- Scholes Value \$</b>
November 21, 2019	0.30	0.9 years	133,333	133,333	33,720
June 15, 2022	0.30	3.5 years	625,000	625,000	150,452
December 3, 2023	0.42	4.9 years	200,000	-	51,092
	0.33	3.4 years	958,333	758,333	

# Torrent Capital Ltd.

## Notes to Financial Statements

For the years ended December 31, 2018 and 2017

(expressed in Canadian dollars unless otherwise noted)

### 8. RELATED PARTY TRANSACTIONS AND BALANCES

Remuneration of Directors and Key Management personnel of the Company was as follows:

	Year ended December 31, 2018 \$	Year ended December 31, 2017 \$
CEO remuneration – Wade Dawe	308,167	14,250
Chief Investment Officer – S. Gardner	295,000	160,000
CFO remuneration – R. Randall	69,712	49,988
Director remuneration	59,354	48,955
Management service fees and rent (notes i)	57,486	48,070
	<b>789,719</b>	321,263

- i) During the year ended December 31, 2018, the Company incurred administration fees of \$34,850 (year ended December 31, 2017 - \$22,800), rent and related costs of \$27,745 (year ended December 31, 2017 - \$12,420) with Numus Financial Inc., a company owned by two directors.

In June 2017, the Company issued 625,000 stock options to directors and officers. In December 2018, the Company issued 200,000 stock options to directors and officers. The estimated fair value of these stock options was \$51,092 (June 2017 – \$139,307) of which stock-based compensation of \$37,732 has been recognized in the year ended December 31, 2018 (year ended December 31, 2017 - \$119,109).

In December 2018, the Company issued 200,000 restricted share units with immediate vesting to directors and officers. The estimated fair value of these restricted share units was \$84,000 which has been recognized as stock-based compensation.

As at December 31, 2018, related parties were owed \$532,285 (December 31, 2017 - \$72,562). These amounts are included in accounts payable and accrued liabilities.

The above noted transactions are in the normal course of business, as agreed to by the parties and approved by the Board of Directors in strict adherence to conflict of interest laws and regulations.

# Torrent Capital Ltd.

## Notes to Financial Statements

For the years ended December 31, 2018 and 2017

(expressed in Canadian dollars unless otherwise noted)

### 9. INCOME TAXES

The reconciliation of the combined Canadian federal and provincial statutory income tax rate of 31% (2017 – 31%) to the effective tax rate is as follows:

	<b>December 31, 2018</b>	December 31, 2017
	\$	\$
Income before income taxes	2,701,734	994,783
Expected income tax expense	837,540	308,380
Permanent difference regarding accounting gain on investments	(570,170)	(254,160)
Tax rate changes and other adjustments	-	(94,240)
Capital loss on settlement of debt	-	36,930
Stock based compensation and other non-deductible items	37,940	37,870
Change in tax benefits not recognized	(305,310)	(34,780)
Income tax (recovery) expense	-	-

#### Deferred Tax

The following table summarizes the components of deferred tax:

	<b>December 31, 2018</b>	December 31, 2017
	\$	\$
<b>Deferred Tax Asset</b>		
Capital losses carried forward	-	175,520
Non-capital losses carried forward	85,790	-
<b>Deferred Tax Liability</b>		
Unrealized gains on investments	(85,790)	(175,520)
Net deferred tax liability	-	-

Deferred tax assets and liabilities have been offset where they relate to income taxes levied by the same taxation authority and the Company has the right and intent to offset.

# Torrent Capital Ltd.

## Notes to Financial Statements

For the years ended December 31, 2018 and 2017

(expressed in Canadian dollars unless otherwise noted)

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### 9. INCOME TAXES (continued)

#### Unrecognized Deferred Tax Assets

Deferred taxes are provided as a result of temporary differences that arise due to the differences between the income tax values and the carrying amount of assets and liabilities. Deferred tax assets have not been recognized with respect to the following deductible temporary differences:

Deferred Income Tax Assets	December 31, 2018 \$	December 31, 2017 \$
Exploration and evaluation assets	290,180	322,420
Intangible asset	227,320	244,440
Non-capital losses carried forward	219,900	772,410
Capital losses carried forward	-	561,310

The Canadian non-capital loss carry forwards expire in 2037. Net capital loss carry forwards may be carried forward indefinitely, but can only be used to reduce capital gains. The remaining deductible temporary differences may be carried forward indefinitely.