# SPACKMAN EQUITIES GROUP INC.

UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (PREPARED BY MANAGEMENT) FOR THE THREE MONTH PERIODS ENDED MARCH 31, 2023 AND 2022 (In Canadian Dollars)

#### MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

The accompanying unaudited interim condensed consolidated financial statements of Spackman Equities Group Inc. were prepared by management in accordance with International Financial Reporting Standards issued by the International Accounting Standards Board. The most significant of these accounting principles have been disclosed in the notes to the unaudited interim condensed consolidated financial statements. Management acknowledges responsibility for the preparation and presentation of the unaudited interim condensed consolidated financial statements, including responsibility for significant accounting judgments and estimates and the choice of accounting principles and methods that are appropriate to the Company's circumstances.

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 unaudited interim condensed consolidated financial 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 unaudited interim condensed consolidated financial statements and (ii) the unaudited interim condensed consolidated financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented by the unaudited financial statements.

The Board of Directors is responsible for reviewing and approving the consolidated 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 unaudited interim condensed consolidated 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 unaudited interim condensed consolidated financial statements together with other financial information of the Company for issuance to the shareholders. These unaudited interim condensed consolidated financial statements were authorized for issuance by the Board on May 29, 2023.

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.

#### Notice of no auditor review of interim financial statements:

Under National Instrument 51-102, Part 4, subsection 4.3(3) (a), if an auditor has not performed a review of the interim financial statements they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying interim unaudited condensed 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 Institute of Chartered Public Accountants for a review of interim financial statements by an entity's auditor.

"Richard Lee" Chief Executive Officer <u>"Alex Falconer"</u> Chief Financial Officer

May 29, 2023

# SPACKMAN EQUITIES GROUP INC.

UNAUDITED INTERIM CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(Expressed in Canadian Dollars)

AS AT

	Notes	March 31, 2023 (Unaudited)	December 31, 2022 (Audited)
ASSETS			
Cash	3	\$ 55,007	\$ 7,470
Investment in shares of public company	4	438,141	434,998
Investment in shares of private company	5	154,818	154,943
Total assets		\$ 647,966	\$ 597,411
<b>LIABILITIES</b> Accounts payable and accrued liabilities	6,11		\$ 297,362
Loan payable	7	1,150,889	1,018,272
Total liabilities		1,416,942	1,315,634
SHAREHOLDERS' EQUITY			
Share capital	8	11,601,165	11,601,165
Contributed surplus	9	1,558,667	1,558,667
Accumulated earnings (deficit)		(13,928,808)	(13,878,055)
Total deficit		(768,976)	(718,223)
Total equity and liabilities		\$ 647,966	\$ 597,411

Nature of operations and Going concern (Note 1)

# Approved on Behalf of the Board

<u>'Richard Lee'</u> Director

'William Hale' Director

# SPACKMAN EQUITIES GROUP INC. UNAUDITED INTERIM CONDENSED CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS (Expressed in Canadian Dollars)

# FOR THE THREE MONTH PERIODS ENDED

			Three Months March 31,		
	Notes		2023		2022
Investment loss		\$	-	\$	-
Expenses					
General and administrative	10		38,338		52,068
Interest and penalties	7		10,452		9,119
Loss on foreign currency			1,963		1,005
Accretion expense			-		3,101
Total expenses			50,753		65,293
Loss before income tax			(50,753)		(65,293)
Net loss and comprehensive loss for the period		\$	(50,753)	\$	(65,293)
Net loss per share					
Designed fully diluted loss non shore		¢	0.00	¢	0.00

Basic and fully diluted loss per share	\$ 0.00	) \$	\$ 0.00
Weighted average number of shares outstanding basic and fully diluted	14,889,972	2	14,889,972

# **SPACKMAN EQUITIES GROUP INC.** UNAUDITED INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

#### (Expressed in Canadian Dollars)

FOR THE THREE MONTH PERIODS ENDED MARCH 31, 2023 AND 2022

Share capital						
	Common shares	Amount	Contributed surplus	Accumulated deficit		Total
Balance, January 1, 2022	14,889,972	\$11,601,165	\$ 1,558,667	\$ (13,478,838)	\$	(319,006)
Net loss and comprehensive loss for the period	-	-	-	(65,293)		(65,293)
Balance, March 31, 2022	14,889,972	\$11,601,165	\$ 1,558,667	\$ (13,544,131)	\$	(384,299)
Balance, January 1, 2023	14,889,972	\$11,601,165	\$ 1,558,667	\$ (13,878,055)	\$	(718,223)
Net loss and comprehensive loss for the period	-	-	-	(50,753)		(50,753)
Balance, March 31, 2023	14,889,972	\$11,601,165	\$ 1,558,667	\$ (13,928,808)	\$	(768,976)

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

# SPACKMAN EQUITIES GROUP INC.

# UNAUDITED INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Expressed in Canadian Dollars)

FOR THE THREE MONTH PERIODS ENDED

			ree Mo March	
	Notes	2023		2022
OPERATING ACTIVITIES				
Net loss for the period		\$ (50,753)	\$	(65,293
Adjustments not affecting cash:				
Accretion expense		-		3,101
Foreign exchange loss		851		173
Changes in non-cash working capital		(49,902)		(62,019
Accounts payable and accrued liabilities		(31,310)		(8,430
Cash used in operating activities		(81,212)		(70,449
FINANCING ACTIVITIES				
Proceeds from loan payable	7	128,749		44,500
Cash provided by financing activities		128,749		44,506
Net increase (decrease) in cash		47,537		(25,943
Cash, beginning of period		7,470		72,996
Cash, end of period		\$ 55,007	\$	47,053

# 1. NATURE OF OPERATIONS AND GOING CONCERN

Spackman Equities Group Inc. (the "Company" or "SEGI") was incorporated on May 18, 2006 under the Canada Business Corporations Act and its shares are publicly traded on the TSX Venture Exchange ("TSXV") under the symbol SQG.

SEGI carries on the business of identifying and investing into or acquiring small/medium sized growth companies. The Company focuses on investing into or acquiring growth companies in Asia, principally in the Republic of Korea ("Korea") at attractive valuations, building a diversified portfolio of such growth companies and, ultimately, delivering the collective value derived from the performance of these businesses to the shareholders.

These unaudited interim condensed consolidated financial statements have been prepared on a going concern basis, which contemplates that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. The Company has not yet realized profitable operations and has incurred significant losses to date resulting in a cumulative deficit of \$13,529,591 as at March 31, 2023 (December 31, 2022 - \$13,878,055). Management believes that it has the ability to raise the required additional funding to operate the business. While management has been historically successful in raising the necessary capital, it cannot provide assurance that it will be able to execute on its business strategy or be successful in future financing activities. These events represent material uncertainties which may cast significant doubt on the Company's ability to continue as a going concern. As at March 31, 2023, the Company had assets of \$647,966 (December 31, 2022 - \$597,411) to cover liabilities of \$1,416,942 (December 31, 2022 - \$1,315,634).

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. These travel restrictions are also prevalent in most parts of Asia, where the majority of the Company's investments are held. At this time, it is unknown the extent of the impact the COVID-19 outbreak may have on the Company as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence. Preventative measures are in place to ensure the well-being of employees and contractors and no risks were noted at the end of the reporting period. Management continues to monitor the situation to identify any issues that may affect operational or financial reporting activities.

# 2. BASIS OF PRESENTATION

#### **Investment Entity Status**

The Company does not qualify as an investment entity as the concentration of its investments is not sufficiently diversified. The Company considers itself to be a venture capital organization. It is determined that the company's main investee company, Spackman Entertainment Group Limited (SEGL), is considered an investment, as the Company is considered not to have significant influence over it. This investment is accounted for as a financial instrument under IFRS 9 at fair value through profit and loss.

#### Statement of compliance

The unaudited interim condensed consolidated financial statements have been prepared in accordance with International Accounting Standard 34, "Interim Financial Reporting" ("IAS 34"), as issued by the International Accounting Standards Board ("IASB") and therefore, do not contain all disclosures required by International Financial Report Standards ("IFRS") for annual financial statements. Accordingly, these unaudited interim condensed consolidated financial statements should be read in conjunction with the Company's most recently prepared audited annual financial statements for the fiscal year ended December 31, 2022.

#### 2. BASIS OF PRESENTATION (Cont'd)

The policies applied in these unaudited interim condensed consolidated financial statements are consistent with the policies disclosed in Notes 2 and 3 of the audited annual financial statements for the year ended December 31, 2022.

The unaudited interim condensed consolidated financial statements were authorized for issue by the Board of Directors on May 29, 2023.

#### Basis of measurement and functional currency

The unaudited interim condensed consolidated financial statements are presented in Canadian dollars and have been prepared on the historical cost basis except for financial instruments measured at fair value through profit or loss. Historical cost is generally based on the fair value of the consideration given in exchange for assets. The Company and its subsidiary's functional currency is the Canadian dollar.

#### **Basis of consolidation**

These unaudited interim condensed consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary, SEGI Investments Limited, a BVI company. A subsidiary is an entity in which the Company has control, directly or indirectly, where control is determined based on whether the company is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

#### 3. CASH

4.

The Company's cash consist of the following:

	M	arch 31,	Dec	ember 31,
		2023		2022
Cash held in banks	\$	55,007	\$	7,470
INVESTMENT IN SHARES OF PUBLIC COMPANY				
	M	arch 31,	Dec	ember 31,
		arch 31, 2023	Dec	ember 31, 2022

The Company owns 7.55% (December 31, 2022 - 7.55%) of SEGL, and based on the March 31, 2023 closing price of SEGL's shares on the SGX of SGD \$0.003, USD \$0.0023 and CAD \$0.0031 per share (December 31, 2022 - CAD \$0.003 per share), the market value of the Company's stake in SEGL is SGD \$430,563 (CAD \$438,141) (December 31, 2022 - CAD \$434,998).

#### 5. INVESTMENT IN SHARES OF PRIVATE COMPANY

The Company has historically made investments in private companies through equity and debt investments. Due to uncertainty surrounding these investments, the Company historically wrote down these investments to a nominal value. The Company considers these investments, which were written down in the past, to still be impaired during the current period.

During the year ended December 31, 2017, the Company purchased 130,000 common voting shares of Spackman Media Group Limited (SMGL) for USD \$390,000 (CAD \$491,595), or USD \$3.00 (CAD \$3.78) per common share, from an unrelated shareholder of SMGL. The fair value of the investment is based on a independent, third party valuator.

The Company owns 0.41% (December 31, 2022 - 0.41%) of SMGL and the fair value of the Company's stake in SMGL is USD \$114,400 (CAD \$154,818) (December 31, 2022 - USD \$114,400 (CAD \$154,943)). The gain (loss) in the fair value of SMGL for the year was \$nil (December 31, 2022 -\$18,678) and was recognized in the consolidated statements of loss and comprehensive loss.

# 6. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	Ma	arch 31,	De	cember 51,
		2023		2022
Accounts payable	\$	59,641	\$	83,402
Accrued expenses		206,412		213,960
	\$	266,053	\$	297,362

Accounts payable and accrued liabilities are current obligations expected to be settled in the normal course of operations.

#### 7. LOAN PAYABLE

On August 9, 2017 the Company borrowed USD \$400,000 (CAD \$504,200) from an unrelated third party, on an unsecured basis for a term of one (1) year at an interest rate of 5% per annum. On June 12, 2019 the Company made a portion repayment of USD \$375,000 (CAD \$513,210). The balance as at March 31, 2023 is USD \$25,000 (CAD \$33,833) and accrued interest on the loan amounts to \$417. On August 8, 2020 the maturity date of the loan payable by the Company was extended to August 8, 2021 and on August 8, 2021, it was extended to August 8, 2022 and on August 8, 2022, it was extended to August 8, 2023. The extension to the maturity date was not considered a substantial change by management and as such no gain or loss was recorded on modification.

On June 10, 2019 the Company borrowed USD \$400,000 (CAD \$519,520) from an unrelated third party, on an unsecured basis for a term of one (1) year at an interest rate of 4% per annum. On September 25, 2020 the Company made a portion repayment of USD \$218,000 (CAD \$290,520). The balance as at March 31, 2023 is USD \$182,000 (CAD \$246,301) and accrued interest on the loan amounts to \$2,427. On June 10, 2020, the maturity date of the loan payable by the Company was extended to June 10, 2021 and on June 10, 2021, it was extended to June 10, 2022 and on June 10, 2022, it was extended to June 10, 2023. The extension to the maturity date was not considered a substantial change by management and as such no gain or loss was recorded on modification.

#### 7. LOAN PAYABLE (Cont'd)

On August 12, 2020 the Company borrowed SGD \$400,000 (CAD \$390,520) from an unrelated third party, on an unsecured basis for a term of one (1) year at an interest rate of 5% per annum. The change in the loan balance as at March 31, 2023 is due to the effects of movements in the exchange rates for the SGD. Accrued interest on the loan amounts to \$5,059. On August 12, 2021, the maturity date of the loan payable by the Company was extended to August 11, 2022 and on August 11, 2022, it was extended to August 11, 2023. The extension to the maturity date was not considered a substantial change by management and as such no gain or loss was recorded on modification.

On August 12, 2020 the Company borrowed SGD \$96,000 (CAD \$93,725) from an unrelated third party, on an unsecured basis for a term of one (1) year at an interest rate of 5% per annum. The change in the loan balance as at March 31, 2023 is due to the effects of movements in the exchange rates for the SGD. Accrued interest on the loan amounts to \$1,201. On August 12, 2021, the maturity date of the loan payable by the Company was extended to August 11, 2022 and on August 11, 2022, it was extended to August 11, 2023. The extension to the maturity date was not considered a substantial change by management and as such no gain or loss was recorded on modification.

On April 29, 2021 the Company borrowed USD \$20,000 (CAD \$24,992) from a related party, on an unsecured basis with maturity date December 31, 2022 at an interest rate of 2% per annum. On June 10, 2021 the Company made a portion repayment of USD \$14,960 (CAD \$18,143). The balance as at March 31, 2023 is USD \$5,041 (CAD \$6,822). The change in the loan balance as at March 31, 2023 is due to the effects of movements in the exchange rates for the USD. On December 31, 2022, the maturity date of the loan payable by the Company was extended to December 31, 2023.

On August 24, 2021 the Company borrowed USD \$50,000 (CAD \$63,015) and on November 23, 2021 USD \$50,000 (CAD \$62,850) from a related party, on an unsecured basis with maturity date December 31, 2022 at an interest rate of 2% per annum. The balance as at March 31, 2023 is USD \$100,000 (CAD \$135,330). The change in the loan balance as at March 31, 2023 is due to the effects of movements in the exchange rates for the USD. On December 31, 2022, the maturity date of the loan payable by the Company was extended to December 31, 2023.

The initial fair value of the loans was \$134,734 which was determined using an estimated discount rate of 13%. The difference between the principal and the fair value of the loans has been recorded as a fair value change in loans cost on the consolidated statements of loss and comprehensive loss for the year ended December 31, 2021. Total accrued interest expense for the periodr ended March 31, 2023 was \$700.

On February 25, 2022 the Company borrowed USD \$35,000 (CAD \$44,506) from a related party, on an unsecured basis with maturity date December 31, 2023 at an interest rate of 2% per annum. The change in the loan balance as at March 31, 2023 is due to the effects of movements in the exchange rates for the USD. Accrued interest on the loan amounts to \$233.

On July 12, 2022 the Company borrowed USD \$20,000 (CAD \$25,884) from a related party, on an unsecured basis with maturity date December 31, 2023 at an interest rate of 2% per annum. The change in the loan balance as at March 31, 2023 is due to the effects of movements in the exchange rates for the USD. Accrued interest on the loan amounts to \$133.

On January 20, 2023 the Company borrowed USD \$25,000 (CAD \$33,555) from a related party, on an unsecured basis with maturity date December 31, 2023 at an interest rate of 2% per annum. The change in the loan balance as at March 31, 2023 is due to the effects of movements in the exchange rates for the USD. Accrued interest on the loan amounts to \$130.

# 7. LOAN PAYABLE (Cont'd)

On February 8, 2023 USD \$25,000 (CAD \$33,625) from a related party, on an unsecured basis with maturity date February 7, 2024 at an interest rate of 2% per annum. The change in the loan balance as at March 31, 2023 is due to the effects of movements in the exchange rates for the USD. Accrued interest on the loan amounts to \$95.

On March 14, 2023 USD \$45,000 (CAD \$61,569) from a related party, on an unsecured basis with maturity date March 13, 2024 at an interest rate of 2% per annum. The change in the loan balance as at March 31, 2023 is due to the effects of movements in the exchange rates for the USD. Accrued interest on the loan amounts to \$57.

# 8. SHARE CAPITAL

(a) Authorized:

An unlimited number of common shares

(b) Issued and outstanding

On August 13, 2021, the Company executed the consolidation of the outstanding common shares on the basis of ten existing common shares for one new common share. This resulted in a reduction of outstanding shares from 148,900,183 to 14,889,972 (subject to fractional rounding), the prior year presentation in the consolidated financial statements has been restated.

	Number of Shares	Amounts
Balance, December 31, 2021, 2022 and March 31, 2023	14,889,972	\$ 11,601,165

(c) Stock options

The Company has an incentive stock option plan for the officers and directors enabling them to purchase common shares. Each option granted under the plan is for a maximum term of 5 years. The exercise price is determined by the Company's board of directors at the time the option is granted, subject to regulatory approval, and may not be less than the most recent closing price of the common shares at the date of grant. Vesting provisions are also determined at the time of grant by the Company's board of directors.

During the period ended March 31, 2023 and year ended December 31, 2022, no options were granted.

#### 9. CONTRIBUTED SURPLUS

The March 31, 2023 contributed surplus of the Company was \$1,558,667 (December 31, 2022 - \$1,558,667). The contributed surplus was resulted from the fair market value of stock options granted through 2007 - 2014.

#### 10. RELATED PARTY TRANSACTIONS

The following related party transactions occurred and were reflected in general and administrative expense in the consolidated financial statements during the periods ended March 31, 2023 and 2022 as follows:

#### **REMUNERATION OF KEY PERSONNEL**

	Т	Three Months		
		March 31,		
	2023		2022	
Management consulting fees	\$ 18	263 \$	17,171	

Key management personnel are those individuals having authority and responsibility for planning, directing and controlling the activities of the Company and its subsidiary including the Company's Board of Directors. The Company considers key management to be the members of the Board of Directors, the Chief Executive Officer and the Chief Financial Officer. Transactions with related parties are incurred in the normal course of operations and initially recorded at fair value.

Included in accounts payable and accrued liabilities are consulting and directors' fees of \$18,263 and \$7,500 (December 31, 2022 - \$24,462 and \$7,500) to companies controlled by officers, directors and chief financial officer in common with the Company.

#### 11. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company's significant financial instruments comprise of cash, investments in shares of private and public companies, loans payable and accounts payable and accrued liabilities.

The Company classifies financial instruments in accordance with a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1 Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;

Level 2 Quoted prices in markets that are not active, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability;

Level 3 Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (supported by little or no market activity).

The determination of what constitutes observable data, requires significant judgement by the Company. The Company considers observable data to be market data that is readily available, reliable, verifiable and provided from independent transactions.

#### Risk management

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

# 11. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (Cont'd)

The Company has exposure to the following risks from its use of financial instruments:

#### (a) Market risk

Market risk is the risk that the fair value of, or future cash flows from, the Company's financial instruments will significantly fluctuate due to changes in market prices. The value of the financial instruments can be affected by changes in interest rates, foreign exchange rates, and equity prices. The Company is exposed to market risk in trading its investments, and unfavourable market conditions could result in dispositions of investments at less than favourable prices.

#### (b) Credit risk

Credit risk is attributable to cash. The Company's cash and cash equivalent are held with reputable financial institutions. The carrying value of cash represents the Company's maximum exposure to credit risk.

#### (c) Liquidity risk

Liquidity risk is the risk that the Company is not able to meet its financial obligations as they become due. The Company ensures that there is sufficient capital in order to meet short-term business requirements, after taking into account cash flows from operations and the Company's holdings of cash. The Company's cash is available on demand. There are adequate resources to meet any obligations as they fall due and mature within a year.

The Company's Board of Directors reviews and approves any material transactions out of the ordinary course of business including acquisitions or other major investments. Management believes that the risk associated with liquidity is low.

#### (d) Foreign exchange risk

Foreign currency exchange risk is the risk that the fair value of, or future cash flows from, the Company's financial instruments will fluctuate as a result of changes in foreign exchange rates. The Company currently has financial instruments denominated in U.S. dollars, Singapore dollars and Hong Kong dollars.

#### (e) Concentration risk

The Company is exposed to the possible risk inherent in the concentration of the investment portfolio in a small number of industries or investment sectors. As at March 31, 2023 and 2022, the percentages of the Company's investment in each industry sector were as follows:

	As a % of Total Investments		
	March 31,	March 31,	
Sector	2023	2022	
Media / Entertainment	99.9	99.9	
Other	0.1	0.1	
Total	100.0	100.0	