

## FORM 5

### QUARTERLY LISTING STATEMENT

Name of Listed Issuer: TARGET CAPITAL INC. (the “Issuer”).

Trading Symbol: TCI

This Quarterly Listing Statement must be posted on or before the day on which the Issuer’s unaudited interim financial statements are to be filed under the *Securities Act*, or, if no interim statements are required to be filed for the quarter, within 60 days of the end of the Issuer’s first, second and third fiscal quarters. This statement is not intended to replace the Issuer’s obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by the Exchange Policies. If material information became known and was reported during the preceding quarter to which this statement relates, management is encouraged to also make reference in this statement to the material information, the news release date and the posting date on the Exchange website.

#### **General Instructions**

- (a) Prepare this Quarterly Listing Statement using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the following items must be in narrative form. When the answer to any item is negative or not applicable to the Issuer, state it in a sentence. The title to each item must precede the answer.
- (b) The term “Issuer” includes the Listed Issuer and any of its subsidiaries.
- (c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

There are three schedules which must be attached to this report as follows:

#### **SCHEDULE A: FINANCIAL STATEMENTS**

Financial statements are required as follows:

For the first, second and third financial quarters interim financial statements prepared in accordance with the requirements under Ontario securities law must be attached.

If the Issuer is exempt from filing certain interim financial statements, give the date of the exempting order.

## **SCHEDULE B: SUPPLEMENTARY INFORMATION**

The supplementary information set out below must be provided when not included in Schedule A.

Except for the information contained in no. 4 of this section, the supplementary information is contained in the attached Schedule A: Financial Statements.

### **1. Related party transactions**

Provide disclosure of all transactions with a Related Person, including those previously disclosed on Form 10. Include in the disclosure the following information about the transactions with Related Persons:

- (a) A description of the relationship between the transacting parties. Be as precise as possible in this description of the relationship. Terms such as affiliate, associate or related company without further clarifying details are not sufficient.
- (b) A description of the transaction(s), including those for which no amount has been recorded.
- (c) The recorded amount of the transactions classified by financial statement category.
- (d) The amounts due to or from Related Persons and the terms and conditions relating thereto.
- (e) Contractual obligations with Related Persons, separate from other contractual obligations.
- (f) Contingencies involving Related Persons, separate from other contingencies.

### **2. Summary of securities issued and options granted during the period.**

Provide the following information for the period beginning on the date of the last Listing Statement (Form 2A):

- (a) summary of securities issued during the period,

| Date of Issue | Type of Security (common shares, convertible debentures, etc.) | Type of Issue (private placement, public offering, exercise of warrants, etc.) | Number | Price | Total Proceeds | Type of Consideration (cash, property, etc.) | Describe relationship of Person with Issuer (indicate if Related Person) | Commission Paid |
|---------------|--|--|--------|-------|----------------|--|--|-----------------|
|               |  |  |        |       |                |  |  |                 |
|               |  |  |        |       |                |  |  |                 |
|               |  |  |        |       |                |  |  |                 |

(b) summary of options granted during the period,

| Date | Number | Name of Optionee if Related Person and relationship | Generic description of other Optionees | Exercise Price | Expiry Date | Market Price on date of Grant |
|------|--------|---|--|----------------|-------------|-------------------------------|
|      |        |   |  |                |             |                               |
|      |        |   |  |                |             |                               |
|      |        |   |  |                |             |                               |

**3. Summary of securities as at the end of the reporting period.**

Provide the following information in tabular format as at the end of the reporting period:

- (a) description of authorized share capital including number of shares for each class, dividend rates on preferred shares and whether or not cumulative, redemption and conversion provisions,
- (b) number and recorded value for shares issued and outstanding,
- (c) description of options, warrants and convertible securities outstanding, including number or amount, exercise or conversion price and expiry date, and any recorded value, and
- (d) number of shares in each class of shares subject to escrow or pooling agreements or any other restriction on transfer.

4. List the names of the directors and officers, with an indication of the position(s) held, as at the date this report is signed and filed.

Shahin Mottahed – Director, President, Chief Executive Officer.

William C. MacDonald – Director, Executive Vice President – Corporate Development.

Gregory G. Turnbull – Director.

Matteo Volpi – Director.

Chad Oakes – Director.

Dave Cheadle – Chief Financial Officer.

Jason T. Kujath – General Counsel.

Sony Gill – Corporate Secretary.

#### **SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS**

Provide Interim MD&A if required by applicable securities legislation.

## Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Quarterly Listing Statement.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 5 Quarterly Listing Statement is true.

Dated March 1, 2019.

Dave Cheadle  
Name of Director or Senior Officer

(signed) "Dave Cheadle"  
Signature

Chief Financial Officer  
Official Capacity

|  |                         |                       |                        |
|--|-------------------------|-----------------------|------------------------|
| <b>Issuer Details</b>                      |                         | For Quarter Ended     | Date of Report YY/MM/D |
| Name of Issuer                             |                         | December 31, 2018     | 19/03/01               |
| Target Capital Inc.                        |                         |                       |                        |
| Issuer Address                             |                         |                       |                        |
| Suite 300, 407 – 3 <sup>rd</sup> Street SW |                         |                       |                        |
| City/Province/Postal Code                  | Issuer Fax No. ( )      | Issuer Telephone No.  |                        |
| Calgary, Alberta, T2P 4Z2                  |                         | (403) 351-1779        |                        |
| Contact Name                               | Contact Position        | Contact Telephone No. |                        |
| Dave Cheadle                               | Chief Financial Officer | (403) 351-1779        |                        |
| Contact Email Address                      | Web Site Address        |                       |                        |
| dave@bsmc.ca                               | www.cbi2.com            |                       |                        |

**SCHEDULE A: FINANCIAL STATEMENTS**

**(See Attached)**

**TARGET CAPITAL INC.**

**Interim Condensed Consolidated Financial Statements  
For the Nine and three months ended December 31, 2018 and 2017  
(No auditor review)**

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## NOTICE OF NO AUDITOR REVIEW OF CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

Pursuant to National Instrument 51-102, Part 4, subsection 4.3(3)(a) issued by the Canadian Securities Administrators, 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 unaudited consolidated interim financial statements of Target Capital Inc, (the "Company") for the interim reporting period ended December 31, 2018, have been prepared in accordance with IAS 34, Interim Financial Reporting, as issued by the International Accounting Standards Board, and are the responsibility of the Company's management. The Company's independent auditors have not performed a review of these consolidated interim financial statements in accordance with the standards established by the Chartered Professional Accountants of Canada ("CPA Canada") for a review of interim financial statements by an entity's auditor.

## MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

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### **For the Nine months and three months ended December 31, 2018 and 2017**

The accompanying unaudited condensed financial statements and all of the data included in this interim report have been prepared by and are the responsibility of the Board of Directors and management of Target Capital Inc. (the "Company").

The financial statements have been prepared in accordance with International Financial Reporting Standards as set out in the Handbook of the Chartered Professional Accountants of Canada and reflect management's best estimates and judgments based on currently available information. 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 appropriate in the circumstances. The financial information elsewhere in the Interim Report has been reviewed to ensure consistency with that in the financial statements. The Company's independent auditor has not performed a review of these unaudited condensed consolidated interim financial statements as at and for the three and nine months ended December 31, 2018 and 2017 in accordance with the standards established by the Canadian Institute of Chartered Professional Accountants for a review of interim financial statements by an entity's auditor.

The Board of Directors has reviewed and approved the accompanying unaudited interim financial statements for the Nine months ended December 31, 2018 and 2017.

The Audit Committee, comprised of non-management directors, acts on behalf of the Board of Directors to ensure that management fulfills its financial reporting and internal control responsibilities. In performing its duties, the Audit Committee acts only in an oversight capacity and necessarily relies on the work and assurances of Target's management.

*Signed Sonny Mottahed*

Sonny Mottahed  
Chief Executive Officer

*Signed David Cheadle*

David Cheadle  
Chief Financial Officer

**TARGET CAPITAL INC.**  
**Consolidated Statements of Financial Position**  
**(Unaudited)**

| \$ Canadian                                       | Note | December 31, 2018   | March 31, 2018      |
|---|------|---------------------|---------------------|
| <b>Assets</b>                                     |      |                     |                     |
| <b>Current assets</b>                             |      |                     |                     |
| Cash  |      | \$ 2,848,838        | \$ 2,196,213        |
| Cash held in trust                                |      | -                   | 833,866             |
| Accounts receivable                               |      | 443,607             | 289,184             |
| Accounts receivable - related parties             | 7    | -                   | 242,022             |
| Prepaid expenses                                  |      | 9,984               | -                   |
| <b>Total current assets</b>                       |      | <b>3,302,429</b>    | <b>3,561,285</b>    |
| <b>Non-current assets</b>                         |      |                     |                     |
| Other investments                                 | 4    | 427,513             | -                   |
| Private company investments                       | 4    | 62,932              | 62,932              |
| Property, plant and equipment                     |      | 6,955               | -                   |
| Shareholder agreements                            |      | 3,345               | 13,388              |
| <b>Total non-current assets</b>                   |      | <b>500,745</b>      | <b>76,320</b>       |
| <b>Total assets</b>                               |      | <b>\$ 3,803,174</b> | <b>\$ 3,637,605</b> |
| <b>Liabilities and Equity</b>                     |      |                     |                     |
| <b>Current liabilities</b>                        |      |                     |                     |
| Accounts payable and accrued liabilities          |      | \$ 58,841           | \$ 91,068           |
| Due to related party                              |      | 19,891              | 14,004              |
| <b>Total current liabilities</b>                  |      | <b>78,732</b>       | <b>105,072</b>      |
| <i>Non-current liabilities</i>                    |      |                     |                     |
| Long-term bonds                                   |      | -                   | 40                  |
| <b>Total non-current liabilities</b>              |      | <b>-</b>            | <b>40</b>           |
| <b>Total liabilities</b>                          |      | <b>\$ 78,732</b>    | <b>\$105,112</b>    |
| <b>Equity</b>                                     |      |                     |                     |
| Warrants  | 6    | 1,891,264           | 1,659,646           |
| Contributed surplus                               | 6    | 2,310,260           | 2,310,260           |
| Share capital                                     | 6    | 5,082,925           | 4,617,344           |
| Other components of equity                        |      | 165,093             | 165,093             |
| Deficit   |      | (5,725,005)         | (5,219,755)         |
| <b>Total shareholders' equity</b>                 |      | <b>3,724,537</b>    | <b>3,532,588</b>    |
| Non-controlling interest                          |      | (95)                | (95)                |
| <b>Total equity</b>                               |      | <b>3,724,442</b>    | <b>3,532,493</b>    |
| <b>Total liabilities and shareholders' equity</b> |      | <b>\$ 3,803,174</b> | <b>\$ 3,637,605</b> |

**TARGET CAPITAL INC.**  
**Consolidated Statements of Operation**  
**(Unaudited)**

|  | <i>Nine Months ended</i> |                          | <i>Three Months ended</i> |                          |
|--|--------------------------|--------------------------|---------------------------|--------------------------|
| <i>Notes:</i>                                    | <b>December 31, 2018</b> | <b>December 31, 2017</b> | <b>December 31, 2018</b>  | <b>December 31, 2017</b> |
|  | \$                       | \$                       | \$                        | \$                       |
| Private company investment fee                   | 408,507                  | 452,870                  | 170,140                   | 233,187                  |
| Other revenue                                    | -                        | 13,707                   | -                         | 4,182                    |
| <b>Total Revenue</b>                             | <b>408,507</b>           | <b>466,577</b>           | <b>170,140</b>            | <b>237,369</b>           |
| General and administration expenses              | 426,107                  | 57,344                   | 88,092                    | 38,692                   |
| Salaries and wages                               | 338,297                  | 55,821                   | 103,050                   | 20,777                   |
| Finance cost                                     | -                        | 51,942                   | -                         | 15,841                   |
| Professional fees                                | 38,220                   | 50,059                   | 7,718                     | 22,645                   |
| Royalties  | 31,600                   | 45,042                   | 5,360                     | 22,905                   |
| Directors' fees                                  | -                        | 31,151                   | -                         | 10,601                   |
| Amortization                                     | 1,167                    | 13,779                   | 406                       | -                        |
| Rent   | 68,285                   | 13,704                   | 28,725                    | 4,568                    |
| Amortization of shareholders agreement           | 10,041                   | 10,956                   | 3,347                     | 3,652                    |
| Bad debts  | -                        | 52,185                   | -                         | -                        |
| <b>Operating expenses</b>                        | <b>913,717</b>           | <b>381,983</b>           | <b>236,698</b>            | <b>139,681</b>           |
| <b>Income from operations</b>                    | <b>(505,210)</b>         | <b>84,594</b>            | <b>(66,594)</b>           | <b>97,688</b>            |
| Amortization of discount on bonds                | -                        | (421,406)                | -                         | -                        |
| Impairment loss                                  | -                        | (75,432)                 | -                         | (432)                    |
| Interest expense                                 | -                        | -                        | -                         | -                        |
| Total other income (loss)                        | -                        | (496,838)                | -                         | 97,256                   |
| Net income before income tax                     | (505,210)                | (412,244)                | (66,594)                  | 97,256                   |
| Income tax expense (recovery)                    | -                        | (107,155)                | -                         | (86,442)                 |
| <b>Net income and other comprehensive income</b> | <b>\$(505,210)</b>       | <b>\$(305,089)</b>       | <b>\$(66,594)</b>         | <b>\$183,698</b>         |

**TARGET CAPITAL INC.**  
**Consolidated Statements of Comprehensive Income (Loss)**  
**(Unaudited)**

| <i>Notes:</i>                            | <i>Nine Months ended</i> |                          | <i>Three Months ended</i> |                          |
|--|--------------------------|--------------------------|---------------------------|--------------------------|
|  | <b>December 31, 2018</b> | <b>December 31, 2017</b> | <b>December 31, 2018</b>  | <b>December 31, 2017</b> |
|  | \$                       | \$                       | \$                        | \$                       |
| <b>Net earnings (loss)</b>               | (505,210)                | (305,089)                | (66,594)                  | 97,688                   |
| <b>Other comprehensive income (loss)</b> |                          |                          |                           |                          |
| <b>Total comprehensive income (loss)</b> | <b>(505,210)</b>         | <b>(305,089)</b>         | <b>(66,594)</b>           | <b>97,688</b>            |
| <b>Earnings (loss) attributable to:</b>  |                          |                          |                           |                          |
| Owners of the Company                    | (505,115)                | (305,089)                | (66,499)                  | 183,698                  |
| Non-controlling interest                 | (95)                     |                          | (95)                      | -                        |
|  | \$(505,210)              | \$(305,089)              | \$(66,594)                | \$183,698                |

**TARGET CAPITAL INC.**  
**Consolidated Statements of Changes in Equity**  
**(Unaudited)**

**December 31, 2017**

| \$ Canadian                       | Share capital       | Accumulated<br>other<br>comprehensive<br>income | Warrants    | Contributed<br>surplus | Total retained<br>earnings<br>(deficit) | Non-<br>controlling<br>Interest | Total<br>deficiency |
|-----------------------------------|---------------------|---|-------------|------------------------|---|---------------------------------|---------------------|
| <b>Balance, April 1, 2017</b>     | \$1,132,710         | \$ 165,093                                      | \$          | \$ -                   | \$ (1,918,897)                          | \$ (95)                         | \$ (621,189)        |
| Share issues                      | 2,865,496           |   |             |                        |   |                                 | 2,865,496           |
| Warrants issued                   | 2,634,504           |   |             |                        |   |                                 | 2,634,504           |
| Share-based compensation          |                     |   |             |                        |   |                                 | -                   |
| Net earnings                      | -                   | -   |             |                        | (305,089)                               |                                 | (305,089)           |
| <b>Balance, December 31, 2017</b> | <b>\$ 6,632,710</b> | <b>\$ 165, 093</b>                              | <b>\$ -</b> | <b>\$ -</b>            | <b>\$ (2,223,986)</b>                   | <b>\$ (95)</b>                  | <b>\$ 4,573,722</b> |

**December 31, 2018**

| \$ Canadian                       | Share capital       | Accumulated<br>other<br>comprehen<br>sive income | Warrants            | Contributed<br>surplus | Total retained<br>earnings<br>(deficit) | Non-<br>controlling<br>Interest | Total<br>equity     |
|-----------------------------------|---------------------|--|---------------------|------------------------|---|---------------------------------|---------------------|
| <b>Balance, April 1, 2018</b>     | \$ 4,617,344        | \$ 165,093                                       | \$ 1,659,646        | \$ 2,310,260           | \$ (5,219,755)                          | \$ (95)                         | \$ 3,532,493        |
| Share issues                      | 465,581             |  |                     |                        |   |                                 | 465,581             |
| Warrants issued                   |                     |  | 231,618             |                        |   |                                 | 231,618             |
| Net loss                          | -                   | -  |                     |                        | (505,250)                               |                                 | (505,250)           |
| <b>Balance, December 31, 2018</b> | <b>\$ 5,082,925</b> | <b>\$ 165,093</b>                                | <b>\$ 1,891,264</b> | <b>\$ 2,310,260</b>    | <b>\$ (5,725,005)</b>                   | <b>\$ (95)</b>                  | <b>\$ 3,724,442</b> |

**TARGET CAPITAL INC.**  
**Consolidated Statements of Cash Flows**  
**(Unaudited)**

| \$ Canadian  | Note | <i>Nine months ended</i> |                     |
|--|------|--------------------------|---------------------|
|  |      | <b>December 31, 2018</b> | December 31, 2017   |
| <b>Cash flows from/(used in) operating activities:</b> |      |                          |                     |
| Net earnings/(loss)                                    |      | \$ (505,250)             | \$ (305,089)        |
| Items not affecting cash:                              |      |                          |                     |
| Amortization of equipment                              |      | 1,167                    | 13,779              |
| Amortization of intangible assets                      |      | 10,041                   | 10,956              |
| Amortization of discount on bonds                      |      | -                        | 421,406             |
| Change in non-cash working capital                     |      | 51,315                   | (315,590)           |
| Impairment loss  |      | -                        | 75,000              |
| <b>Net cash from/(used in) operating activities</b>    |      | <b>(442,727)</b>         | <b>(99,538)</b>     |
| <b>Investing activities</b>                            |      |                          |                     |
| Investments  | 4    | (427,553)                | -                   |
| Purchase of private companies (net)                    |      | -                        | 720                 |
| Disposition/(purchase) of equipment                    |      | (8,123)                  | 1,698               |
| <b>Net cash from investing activities</b>              |      | <b>(435,616)</b>         | <b>2,418</b>        |
| <b>Financing activities</b>                            |      |                          |                     |
| Financing  | 6    | 626,263                  | 5,500,000           |
| Proceeds from warrants exercised                       |      | 70,938                   | -                   |
| Issuance/(repayment) of bonds                          |      |                          | (1,771,175)         |
| <b>Net cash provided by financing activities</b>       |      | <b>697,201</b>           | <b>3,728,825</b>    |
| <b>Increase/(decrease) in Cash</b>                     |      | <b>(181,242)</b>         | <b>3,415,653</b>    |
| Cash, Beginning of period                              |      | 3,030,080                | 316,995             |
| <b>Cash, end of period</b>                             |      | <b>\$ 2,848,838</b>      | <b>\$ 3,732,648</b> |
| <b>Other information:</b>                              |      |                          |                     |
| Dividends received                                     |      | \$ -                     | \$ -                |
| Interest received                                      |      | \$ -                     | \$ 13,707           |

TARGET CAPITAL INC.  
Notes to Consolidated Financial Statements  
(Unaudited)

**1. REPORTING ENTITY**

Target Capital Inc. (the “Company”, “Corporation”, or “Target”) was incorporated under the Business Corporations Act of Alberta, Canada and is listed on the TSX Venture Exchange and Canadian Securities Exchange under the symbol “TCI”. The Company’s head office is located at Suite 4000, 421 – 7<sup>th</sup> Ave SW in Calgary, Alberta.

The Company has investments in loans receivable and private companies.

The consolidated financial statements of Target comprise the accounts of the Company and its subsidiary Industrial Avenue Development Corp. (94% owned) (together referred to as the “Company”).

**2. BASIS OF PRESENTATION**

**(a) Statement of compliance**

These consolidated financial statements have been prepared in accordance with IAS 34, “Interim Financial Reporting”. These interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) as adopted in Canada.

These financial statements have been approved and authorized for issuance by the Board of Directors as of February 28, 2019.

The consolidated financial statements provide comparative information in respect of the previous period. In addition, the Company presents an additional statement of financial position at the beginning of the earliest period presented when there is a retrospective application of an accounting policy, a retrospective restatement, or a reclassification of items in financial statements.

**(b) Basis of measurement**

The financial statements have been prepared on the historical cost basis, except for cash, marketable securities, investments in private companies and long-term investments, which are measured at fair value.

**(c) Functional and presentation currency**

These financial statements are presented in Canadian dollars, which is the Company’s functional currency. All financial information presented in Canadian dollars has been rounded to the nearest dollar.

**(d) Basis of consolidation**

The consolidated financial statements include the assets, liabilities, and results of operations of the Company and its subsidiary (Industrial Avenue Development Corp.), after the elimination of intercompany transactions and balances. A subsidiary is defined as an entity whose operations are controlled by the Company. When the Company does not own all the equity in a subsidiary, the non-controlling interest is disclosed in the Consolidated Statements of Financial Position as non-controlling interest and income/

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**TARGET CAPITAL INC.**  
**Notes to Consolidated Financial Statements**  
**(Unaudited)**

(loss) attributable to minority interest holders is disclosed as a separate line item in the Consolidated Statements of Comprehensive Income/(Loss). The assets, liabilities, and results of operations of a subsidiary are included in the consolidated financial statements from the date that control commences until the date that control ceases. The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances.

**(e) Use of judgment, estimates and assumptions**

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amount of assets, liabilities, income and expenses. Estimates and judgments are evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual results could differ from these estimates. By their very nature, these estimates are subject to measurement uncertainty and the effect on the financial statements of future periods could be material. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

In the process of applying Target's accounting policies, management has made the following judgments, estimates and assumptions which have the most significant effect on the amounts recognized in these financial statements:

*Accounting treatment of private company investments*

The Company relies on the guidance provided in IFRS 10, Consolidated financial statements, IFRS 12, Disclosure of interest in other entities in accounting for its investments and IFRS 13, Fair value measurement.

IFRS 10 provides a different definition of control for consolidation purposes than the typical definition used in determining legal control. Legal control is presumed to exist when an entity holds more than 50% of the voting shares in a corporation, as an entity then has the power to govern, or control, the corporation. However, IFRS 10 lays out three specific requirements that must be met for control to exist:

- a) power over the investee;
- b) exposure, or rights, to variable returns from its involvement with the investee; and
- c) the ability to use its power over the investee to affect the amount of the investor's returns.

While the Company holds majority ownership in most of its investments and can elect the board of directors and exert legal control over the entities, it has entered into agreements with each entity imposing long-term restrictions on the Company's ability to obtain future economic benefits from its interest in those entities. Therefore, while Target legally controls these entities through its shareholdings, the investments do not meet the requirements of control under IFRS 10 due to the inability of the Company to

**TARGET CAPITAL INC.**  
**Notes to Consolidated Financial Statements**  
**(Unaudited)**

use its control to affect the amount of its returns. The Company had no rights to receive any residual returns or any obligations to absorb losses of these private companies.

As the Company's investments do not meet all of the IFRS 10 criteria for consolidation, the Company does not consolidate these investments for reporting purposes. The Company classifies its investments in private companies as fair value through profit and loss. Therefore, gains or losses arising from changes in the fair value of the investments at fair value through profit or loss is presented in the income statement – 'net' in the period in which they arise.

Revenue recognition

Revenue from providing services is recognised in the accounting period in which the services are rendered. Revenue is recognised over time based on the service provided to the end of the reporting period as a proportion of the total services to be provided, as the services are provided on a consistent basis throughout the contractual period.

Income taxes and deferred income taxes

Accounting for income taxes is a complex process requiring management to interpret frequently changing laws and regulations and make judgments related to the application of tax law, estimate the timing of temporary difference reversals, and estimate the realization of tax assets. All tax filings are subject to subsequent government audits and potential reassessment. These interpretations and judgments, and changes related to them, impact current and deferred tax provisions, deferred income tax assets and liabilities and earnings.

The deferred tax amounts recorded are based on estimates of the valuation of capital assets, investments, and property under development. These estimates are also dependent on assumptions regarding future income tax rates and the impact of present or future tax regulations.

Accounts receivable & allowance for bad debt

The Company frequently reviews the outstanding accounts receivable balances and determines the collectability. If an account is deemed uncollectible, a provision for bad debt is recorded. The Company also analyzes the provision for bad debts regularly to determine if any of the accounts provided should be written off. These accounts that are deemed uncollectible could materially change because of changes in a customers' financial situations.

Amortization

The useful lives of property, plant and equipment and intangible assets are estimates based on the period over which the assets are expected to be available for use. The estimated useful lives are reviewed periodically and are updated if expectations differ from previous estimates due to physical wear and tear, technical or commercial obsolescence and legal or other limits on the use of the relevant assets. The amounts

**TARGET CAPITAL INC.**  
**Notes to Consolidated Financial Statements**  
**(Unaudited)**

and timing of recorded expenses for any period would be affected by changes in these factors and circumstances.

The amortization recorded in these financial statements is based on the value of the underlying assets as of the date of the statements. However, amortization is calculated on an annual basis and subsequent changes to the valuation of the underlying assets could result in a material change to the amount of amortization recorded.

*Impairment*

An impairment test is performed by comparing the carrying amount of the asset or cash generating unit ("CGU") to its recoverable amount. The recoverable amount is calculated as the higher of an asset's or CGU's fair value less costs to sell and its value in use. Value in use is calculated based upon a discounted cash flow analysis, which requires management to make a number of significant assumptions including assumptions relating to future operating plans, discount rates and future growth rates.

*Advances recoverability*

Management has determined that all its advances outstanding are fully recoverable. This estimate is based on management's assessment of the financial situation of each individual borrower.

### **3. SIGNIFICANT ACCOUNTING POLICIES**

These consolidated financial statements are based on the accounting policies consistent with those disclosed in this note. There have been no changes to the Corporation's significant accounting policies from those disclosed in the 2018 consolidated annual financial statements.

**(a) Changes in accounting policies**

**IFRS 15 "Revenue from Contracts with Customers" Effective April 1, 2018,**

The Company adopted IFRS 15, "Revenue from Contracts with Customers" ("IFRS 15") replacing IAS 11, "Construction Contracts", IAS 18, "Revenue" and several revenue-related interpretations. The Company adopted IFRS 15 using the modified retrospective with cumulative effect approach using the following practical expedients:

- Electing to apply the standard retrospectively only to contracts that were not completed contracts on April 1, 2018; and
- For modified contracts, evaluating the original contract together with any contract modifications at the date of initial application.

IFRS 15 did not have any impact on the company's accounting policies and did not require retrospective adjustments.

**(b) Future accounting policy changes**

*IFRS 16 - Leases*

In January 2016, the IASB issued IFRS 16 "Leases," which replaces IAS 17 "Leases." For lessees applying IFRS 16, a single recognition and measurement model for leases would apply, with required recognition of assets and liabilities for most leases. The standard will come into effect for annual periods beginning on or after January 1, 2019, with earlier adoption permitted if the entity is also applying IFRS 15 "Revenue from Contracts

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with Customers." Target is currently evaluating the impact of adopting IFRS 16 on the financial statements.

**4. INVESTMENTS**

|   | December 31,<br>2018 | March 31, 2018 |
|---|----------------------|----------------|
| <b>Private company investments</b>              |                      |                |
| Private company securities, beginning of period | \$ 62,932            | \$ 64,190      |
| Purchase of private company securities          | -                    | 540            |
| Sale of private company securities              | -                    | (1,798)        |
| Total private company investments               | \$ 62,932            | \$ 62,932      |
| <b>Other investments</b>                        |                      |                |
| Jaeb Designs Inc. (Jaeb)                        | 117,513              | -              |
| Solo Growth Corp. (Solo)                        | 250,000              | -              |
| Ice Holding Inc. (Ice)                          | 60,000               | -              |
| Total other investments                         | 427,513              | -              |
| Total investments                               | \$ 490,443           | \$ 62,932      |

- (a) Target has purchased a majority of the voting shares in 184 private companies (March 31, 2018 - 184). Target's maximum exposure to losses is limited to its initial investment in each private company. Total exposure amounts to \$62,932 (March 31, 2018 - \$62,932). These investments are recorded at fair value.
- (b) Target's ownership in Jaeb is approximately 5%, and Ice and Solo is less than 10%. Target owns 5,000,000 common shares of Solo. Solo is a publicly-listed cannabis retail operator and at December 31, 2018 its common shares has a market value of \$0.05.

**5. INCOME TAXES**

The income tax expense (recovery) differs from the amount that would have resulted from applying the statutory income tax rate to income before income tax expense as follows:

|   | December 31,<br>2018 | December 31,<br>2017 |
|---|----------------------|----------------------|
| <b>Income (loss) before income tax</b>                          | <b>\$ (505,210)</b>  | <b>\$ (412,244)</b>  |
| Statutory income tax rates                                      | 27%                  | 27%                  |
| <b>Estimated income tax (recovery) based on statutory rates</b> | <b>(136,407)</b>     | <b>(111,306)</b>     |
| <b>Effects of:</b>  |                      |                      |
| Other   | -                    | 4,151                |
| Unrecognized income tax recovery                                | \$ (136,407)         | \$ (107,155)         |

The applicable statutory tax rate is 27% (2017 - 27%). The Corporation's applicable tax rate is the Canadian combined rates applicable in the jurisdictions in which the Corporation operates.

Cash income taxes recovered in 2018 by the Corporation were \$NIL (2017 – \$nil).

**TARGET CAPITAL INC.**  
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**Deferred Income Tax**

The components of the deferred tax balances are as follows:

|  | December 31,<br>2018 | December 31,<br>2017 |
|--|----------------------|----------------------|
| <b>Deferred income taxes (liability)/asset:</b>                  |                      |                      |
| Non-capital loss carry forwards                                  | \$ 969,190           | \$ 700,769           |
| Cumulative eligible capital available for tax purposes           | 33,535               | 34,558               |
| Carrying amount of equipment and leaseholds lower than tax basis | 13,828               | -                    |
| <b>Deferred income tax asset</b>                                 | <b>1,016,552</b>     | 735,327              |
| Unrecognized deferred income tax asset                           | (1,016,553)          | (735,327)            |
| <b>Net deferred income tax asset</b>                             | <b>\$ -</b>          | \$ -                 |

Target has \$3,589,594 (2017 - \$2,680,115) of unused tax losses expiring between 2036 and 2037. Deferred income tax assets have not been recognized as realization of the asset is not probable.

**6. SHARE CAPITAL & EARNINGS PER SHARE**

**Authorized**

Unlimited number of common voting shares

| <b>Issued common shares</b>           | <b>Amount</b> | <b>Number</b> |
|---------------------------------------|---------------|---------------|
| Balance at April 1, 2018              | \$ 4,617,344  | 95,518,541    |
| Common shares issued                  | 357,758       | 10,437,715    |
| Common shares from exercised warrants | 107,825       | 759,373       |
| Balance at December 31, 2018          | \$ 5,082,927  | 106,715,629   |

Earnings per share are calculated using the weighted average number of shares outstanding during the period.

On June 26, 2018, the Company closed its non-brokered rights offering by issuing 10,437,715 units ("Units") for gross proceeds of \$626,000 to designates. Each unit consists of one common share of the company and one half of one warrant. Each warrant entitles the holder to purchase one common share of the Company at an exercise price of \$0.11 until June 26, 2023.

|             | Period ended December 31, |
|-------------|---------------------------|
| <b>2018</b> | 2017                      |

**TARGET CAPITAL INC.**  
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|               | Net<br>earnings<br>(loss) | Weighted<br>average<br>common<br>shares | Earnings<br>(loss) per<br>share | Net<br>earnings<br>(loss) | Weighted<br>average<br>common<br>shares | Earnings<br>(loss) per<br>share |
|---------------|---------------------------|---|---------------------------------|---------------------------|---|---------------------------------|
| Basic/Diluted | \$(505,210)               | 17,503,622                              | \$ (0.03)                       | \$(305,089)               | 9,518,530                               | \$ (0.03)                       |

**Warrants**

A summary of the changes in the Company's share purchase warrants is as follows:

|                              | Number of Warrants | Weighted Average Exercise Price |
|------------------------------|--------------------|---------------------------------|
| Balance at April 1, 2018     | 54,700,021         | \$ 0.10                         |
| Issued                       | 5,218,858          | \$0.11                          |
| Warrants exercised           | (759,373)          |                                 |
| Balance at December 31, 2018 | <b>59,159,506</b>  |                                 |

The share purchase warrants outstanding and exercisable at December 31, 2018 are:

| Number of warrants | Exercise price | Expiry date       |
|--------------------|----------------|-------------------|
| 53,940,648         | \$0.10         | December 15, 2022 |
| 5,218,858          | \$ 0.11        | June 26, 2023     |
| 59,159,506         |                |                   |

**7. RELATED PARTY TRANSACTIONS**

**(a) Transactions:**

The following table summarizes the related party balances at the period end:

|                              | 31-December-18    | 31-December-17    |
|------------------------------|-------------------|-------------------|
| <b>Revenue</b>               |                   |                   |
| Private company fees         |                   |                   |
| <i>Private companies</i>     | \$ 408,507        | \$452,870         |
| Exempt Experts Inc.          | -                 | 6,450             |
| <i>Dividends</i>             |                   |                   |
| Olympia Financial Group Inc. | -                 | -                 |
| <i>Interest income</i>       |                   |                   |
| OrganicKidz Inc.             | -                 | 9,418             |
| Total revenue                | <b>\$ 408,507</b> | <b>\$ 468,738</b> |
| <i>Reimbursements</i>        |                   |                   |
| NEMA                         | -                 | 9,390             |
| Olympia Financial Group      | -                 | 73,311            |
| Exempt Experts               | -                 | 76,661            |
| Total reimbursements         | <b>\$ -</b>       | <b>\$ 159,362</b> |
| <b>Expenses</b>              |                   |                   |

**TARGET CAPITAL INC.**  
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|                              |                 |          |
|------------------------------|-----------------|----------|
| Olympia Benefits Inc.        | -               | \$ 3,710 |
| Olympia Financial Group Inc. | -               | 26,699   |
| <i>Royalties</i>             |                 |          |
| Tarman Inc.                  | -               | 3,389    |
| Transparent Investments Inc. | <b>7,511</b>    | 5,258    |
| Total expenses and royalties | <b>\$ 7,511</b> | \$39,059 |

**(b) Accounts and notes receivable, and related party loans include amounts receivable from:**

|                             | December 31, 2018 | March 31, 2018 |
|-----------------------------|-------------------|----------------|
| Private company investments | \$463,626         | \$418,715      |
| Bad debt allowance          | (20,019)          | (129,531)      |
| OrganicKidz Inc.            | -                 | 12,500         |
| Exempt Experts Inc.         | -                 | 89,202         |
| 51st Parallel Inc.          | -                 | 140,320        |
|                             | <b>\$ 443,607</b> | \$ 531,206     |

**(c) Accounts payable and accrued liabilities include amounts payable to:**

|                              | December 31, 2018 | March 31, 2018 |
|------------------------------|-------------------|----------------|
| Olympia Financial Group Inc. | \$ -              | \$(178)        |
| Tarman Inc.                  | 5,804             | 5,804          |
| Transparent Investments Inc. | 14,087            | 8,378          |
|                              | <b>\$ 19,891</b>  | \$14,004       |

**(d) Key management compensation:**

Key management compensation includes the Company's directors, the CEO, and CFO.

| For the period ended    | December 31, 2018 | December 31, 2017 |
|-------------------------|-------------------|-------------------|
| Salaries and benefits   | \$251,467         | \$152,547         |
| Director's compensation | -                 | 31,151            |
|                         | <b>\$251,467</b>  | \$183,689         |

**8. FAIR VALUE OF INVESTMENTS**

The Company's carrying value of accounts receivable, advances receivable, bank indebtedness, accounts payable and accrued liabilities and interest payable approximates fair value due to the immediate or short-term maturity of these instruments.

The fair value of the bonds and term loan is not materially different from the carrying value as the majority of the bonds and term loan are at interest rates that are consistent with the current rates offered to the Company for debt with similar terms.

Cash, long-term investments are recorded at fair value.

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The Company's fair value hierarchy comprises the following levels:

- Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 – 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 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Cash (level 2) and investments in private companies (level 3) are recorded at fair value. There were no transfers from and to level 3 instruments during the year.

In regard to the investments in private companies made during the period ended December 31, 2018, the fair values of those investments as at December 31, 2018 equals the consideration paid for those investments (note 4). Since acquisition, there was no significant changes to the fair value of the companies.

## **9. COMMITMENTS**

The Company had a lease agreement for office space until December 31, 2018 and currently has no future commitments.

## **10. SUBSEQUENT EVENTS**

On July 23, 2018, Target announced the intention to create LivWell International Corp. ("LivWell International") through a series of transformational transactions, including a business combination with 51st Parallel Inc. On January 24, 2019, Target announced the termination of this transaction.

Target will continue to explore and evaluate strategic alternatives to enhance shareholder value. Target currently has 106.7 million common shares outstanding and 59.2 million common share purchase warrants with an exercise price of \$0.10. Target's current cash balance is approximately \$2.9 million with an estimated non-cash working capital balance of approximately \$190,000 and holds \$275,000 in liquid cannabis investments. Target also generated approximately \$650,000 in revenue in the 2018 from advisory fees.

**SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS**

**(See Attached)**

# Target Capital Inc.

## Management Discussion and Analysis

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This Management's Discussion and Analysis ("MD&A") is provided to enable a reader to assess the financial position and results of operations of Target Capital Inc. (the "Company", "Corporation", or "Target") for the period ended December 31, 2018.

This MD&A should be read in conjunction with Target's condensed consolidated financial statements for the nine months ended December 31, 2018, as well as the MD&A found in Target's 2018 Annual Report, together with the unaudited consolidated financial statements and accompanying notes found therein. This document presents the views of management as at February 28, 2019. Additional information on Target can be found on SEDAR at [www.sedar.com](http://www.sedar.com).

Information contained in the Management Discussion and Analysis ("MD&A") is presented on the same basis as the financial statements and was prepared in accordance with International Financial Reporting Standards (IFRS) and is presented in Canadian dollars, Target's functional currency.

### **Forward-looking statements**

The MD&A contains forward-looking statements and information within the meaning of applicable securities legislation. A statement we make is forward-looking when it uses what we know today to make a statement about the future. Forward-looking statements may include words such as *anticipate, believe, could, expect, intend, may, objective, plan and will*. The forward-looking statements contained or incorporated by reference in this Management Discussion and Analysis are not guarantees of future performance and involve certain risks and uncertainties that are difficult to predict. Target cautions readers against placing reliance on forward-looking statements when making decisions, as the actual results could differ appreciably from the opinions, plans, objectives, expectations, forecasts, estimates and intentions expressed in such forward-looking statements, due to various material factors. These factors include, among other things, capital market activity; changes in government monetary, fiscal and economic policies; changes in interest rates, inflation levels and general economic conditions; legislative and regulatory developments; competition; credit ratings; scarcity of human resources; and technological environment.

Forward-looking statements include, but are not limited to, statements with respect to (1) capacity to deliver results (2) risk framework (3) liquidity (4) trade receivables and (5) income taxes. All statements, other than statements of historical fact, which address activities, events or developments that we expect or anticipate will or may occur in the future, are forward-looking statements. We include forward-looking statements because we believe it is important to communicate our expectations to our investors. However, all forward-looking statements are based on management's current expectations of future events and are subject to risk and uncertainty.

There have been no events or circumstances that have occurred during the period to which the MD&A relates, or to a period that is not yet complete, that are reasonably likely to cause actual results to differ materially from the forward-looking information identified in this MD&A.

The Company does not undertake to update any forward-looking statements, whether oral or written, made by itself or on its behalf, except to the extent required by securities regulations. The foregoing list of factors is not necessarily exhaustive.

## **Business Overview**

Target was incorporated on June 8, 1993, under the Business Corporations Act of Alberta. The Company has investments in listed public companies and private real estate development companies. The Company also makes investments in a majority of the voting shares of certain private companies. The Company receives its revenues from interest income and investment company fees.

The Company listed its shares on the TSX Venture exchange (Symbol "TCI") on December 19, 2008 and on the Canadian Securities Exchange (CSE) on July 8, 2014 (Symbol "TCI").

### ***Our investment business***

Since its inception, Target has made strategic investments in companies that show strong potential for future growth. Historically, these have been 'buy and hold' type investments; however, over the last three years Target has also made some short-term investments. These investments include listed companies, small start-up operations, and land development corporations.

Starting in 2009, Target began acquiring controlling interests in private companies. The nature of the Company's investment in the private companies ("PC") enables the debt securities of the companies to be eligible for Deferred Plans. A Deferred Plan is a registered retirement savings plan, registered education savings plan, registered retirement income fund, a locked-in retirement account or a tax-free savings account. The promoters managing these companies use the capital raised at their own discretion, without reliance on the management or resources of Target. Target's management and capital are not committed to these private companies.

Target earns fees from each company for enabling these companies to raise funds from Deferred Plans. The annual fee is generally the greater of \$2,500 or 0.5% of the total capital raised by each private company from Deferred Plans. The private companies have raised capital via investments from Deferred Plans varying in size from nil to several million dollars.

Although Target has legal control over these private companies, we do not have control in accordance with IFRS because of the inability of our decisions to influence our returns and the restricted nature of the decisions that we can make which do not constitute "relevant decisions" as defined in IFRS 10.

On December 1, 2015 the Company acquired from Eyelogic Systems Inc. (an affiliated entity) a portfolio of 53 PC and associated shareholder agreements and royalty agreements for an aggregate price of \$75,000.

## **Bond exchange**

During March 2017, the Company received all signed agreements from bondholders to exchange their outstanding bonds for partial cash repayments, a new bond issuance and TSX Venture approval was received. On March 24, 2017, the Company completed a bond exchange, which entailed partial redemptions and issuance of a new bond with an interest rate of prime plus 1.25%. These new bonds are fully redeemed as part of the recapitalization and bear no maturity date.

Holders of outstanding Target bonds with an aggregate face value of less than \$10,000 agreed to settle and release Target with respect to all amounts owed with respect to such outstanding Target bonds in return for payment equal to the aggregate face value of the outstanding Target bonds.

Holders of outstanding Target bonds with an aggregate face value greater than \$10,000 agreed to settle and release Target with respect to all amounts owed with respect to such outstanding Target bonds in return for the issuance of a new Target bond with a face value equal to 35% of the aggregate face value of the outstanding Target bonds held and a cash payment equal to 65% of the aggregate face value of the outstanding Target bonds held.

At issuance, the calculated estimated fair value of the new bonds payable was based on a discount rate of 15%. Bonds for the period ending September 30, 2018 were fully redeemed.

## **Recapitalization**

On November 21, 2017, Target Capital Inc. entered into a definitive reorganization and investment agreement (the "Agreement") with Sonny Mottahed, Bill Macdonald, David Cheadle and Jason Kujath which included:

- i) A non-brokered private placement of up to an aggregate of \$5.5 million in capital (the "Private Placement");
- ii) The appointment of a new management team and board of directors (collectively, the "New Management Team"); and
- iii) A rights offering (the "Rights Offering") to holders of common shares ("Common Shares") of Target, including those who participated in the Private Placement (collectively, the "Transaction").

On December 19, 2017, the Company closed its non-brokered private placement by issuing 91,666,675 units ("Units") for gross proceeds of \$5.5 million to the new management group of the Company and the designates. Each Unit consisted of one common share of the Company and, in the case of subscriptions by the New Management Team, one common share purchase warrant ("Warrant") and, in the case of all other subscribers, one half of one Warrant. Each Warrant entitles the holder to purchase one common share of the Company at an exercise price of \$0.10 until December 15, 2022. The Warrants will vest and become exercisable as to one-third upon the 20-day weighted average trading price of the Common Shares equaling or exceeding \$0.12, an additional one-third upon the price equaling or exceeding \$0.16 and a final one-third upon the price equaling or exceeding \$0.20. The warrants were assigned a value of \$2.6 million. All warrants issued vested and became exercisable during the year.

The New Management Team is led by Sonny Mottahed as President & Chief Executive Officer, Bill Macdonald as Executive Vice President – Corporate Development and David Cheadle as Chief Financial

Officer. The board of directors of Target Capital is now comprised of Sonny Mottahed, Bill Macdonald, Gregory Turnbull, Matteo Volpi and Chad Oakes. Sony Gill, a partner in the Business Law Group in the Calgary office of the national law firm McCarthy Tétrault LLP, acts as Corporate Secretary.

Since the completion of the Transaction, Target made three strategic cannabis investments: 1) \$117,513 investment in JAEB Designs Inc., a cannabis products and accessories manufacturer based in Boulder, Colorado, 2) \$250,000 investment in Solo Growth Corp, a publicly listed cannabis retail operator based in Calgary, Alberta, and 3) \$60,000 investment in ICE Holdings Inc., an emerging cannabis lifestyle company focused on athletic apparel and accessories.

On July 23, 2018, Target announced the intention to create LivWell International Corp. ("LivWell International") through a series of transformational transactions, including a business combination with 51st Parallel Inc. On January 24, 2019, Target announced the termination of this transaction.

Target will continue to explore and evaluate strategic alternatives to enhance shareholder value. Target currently has 106.7 million common shares outstanding and 59.2 million common share purchase warrants with an exercise price of \$0.10. Target's current cash balance is approximately \$2.9 million with an estimated non-cash working capital balance of approximately \$190,000 and holds \$275,000 in liquid cannabis investments. Target also generated approximately \$650,000 in revenue in 2018 from advisory fees.

Target is executing on a cannabis focused investment strategy, where the Company intends to develop and manage a diversified portfolio of predominantly early stage cannabis investment opportunities.

## Results of Operations for the three months ended December 31, 2018

### SUMMARY OF FINANCIAL RESULTS FOR THE THREE MONTHS ENDED December 31, 2018

| (\$ Thousands)                        | December 31, 2018 | December 31, 2017 | Variation<br>2018 to 2017 |
|---------------------------------------|-------------------|-------------------|---------------------------|
| Total revenue                         | 170               | 237               | (27%)                     |
| Total expenses                        | (237)             | (140)             | 69%                       |
| Net earnings (loss) before tax        | (67)              | 97                | (169%)                    |
| Income tax (recovery)                 | -                 | (86)              | (100%)                    |
| Net earnings (loss)                   | (67)              | 183               | (136%)                    |
| Net earnings (loss) per share - Basic | (0.01)            | 0.1               | (200%)                    |

### Overview

Target's total revenue decreased by 27% or \$63,083 to \$170,104 from \$233,187 mainly due to decreased private company fees and annual fees.

Total operating expenses increased by 69% or \$97,017 to \$236,698 from \$139,681 due to increase in legal costs related to the transaction and salaries and wages for new management team.

As a result, Target reports a net loss of \$66,594 compared to net income of \$183,689 in the comparative period.

### Revenue

PC fees decreased of 27% to \$170,104 from \$233,187, largely due to smaller capital raising activities from Target's PC clients.

### Expenses

#### Salaries and wages

Salaries and wages increased by 396% to \$103,050 from \$20,777 due to increase in staff as a result of the Transaction.

#### Professional fees

Professional fees decreased by 66% to \$7,718 from \$22,645 due to reduced consulting fees paid for due diligence in relation to the evaluation of investment opportunities.

#### Royalties

Royalties decreased by 77% to \$5,360 from \$22,905. The decrease in royalties is a direct result of amounts billed relating to the royalty contract with Transparent Investments. As part of the PC portfolio purchase from Eyelogic Systems on December 1, 2015, Target Capital purchased one PC contract which included a royalty payable to Tarman Inc.

#### Amortization of equipment and leasehold improvements

Equipment and leasehold amortization increased 100% to \$406 from \$0 as all of the Company's office equipment became fully depreciated at the year-end March 31, 2018 and the Company purchased additional computer equipment in the first quarter of fiscal 2019.

### Rent

Rent increased by 529% to \$28,725 compared to \$4,568 for the prior year, because of relocation of Target's office to new location and, as well as termination fees relating to Target's prior lease agreement.

### General and administration expenses

General and administration expenses increased by 128% to \$88,092 from \$38,692. The increase in the expenses were due to additional marketing, consulting, deal securing expenses as well as additional legal costs in connection to the transaction, and due diligence.

## Results of Operations for the nine months ended December 31, 2018

### SUMMARY OF FINANCIAL RESULTS FOR THE NINE MONTHS ENDED December 31, 2018

| (\$ Thousands)                        | December 31, 2018 | December 31, 2017 | Variation<br>2018 to 2017 |
|---------------------------------------|-------------------|-------------------|---------------------------|
| Total revenue                         | 409               | 467               | (12%)                     |
| Total expenses                        | (914)             | (382)             | 139%                      |
| Amortization of discount on bonds     | -                 | (421)             | (100%)                    |
| Impairment loss                       | -                 | (75)              | (100%)                    |
| Net earnings (loss) before tax        | (505)             | (412)             | 23%                       |
| Income tax (recovery)                 | -                 | (107)             | (100%)                    |
| Net earnings (loss)                   | (505)             | (305)             | (66%)                     |
| Net earnings (loss) per share - Basic | (0.02)            | (0.03)            | (33%)                     |

### **Revenue**

PC fees decreased slightly by 12% to \$238,403 from \$219,683, largely due to capital raising activities from Target's PC clients compared to same period in the prior year.

### **Expenses**

#### Salaries and wages

Salaries and wages increased 506% to \$338,297 compared to \$55,821 for the prior year due to increased staff.

#### Professional fees

Professional fees decreased 24% to \$38,220 from \$55,821 due to reduced consulting fees paid for due diligence for potential investing opportunities.

## Results of Operations for the nine months ended December 31, 2018

| <b>SUMMARY OF THE RESULTS NINE MONTHS ENDED</b> |                          |                   |           |
|---|--------------------------|-------------------|-----------|
|   | <b>December 31, 2018</b> | December 31, 2017 | Variation |
| <b>Revenue</b>                                  |                          |                   |           |
| Private company investment fees                 | <b>\$ 408,507</b>        | \$ 452,870        | (10%)     |
| Interest  | -                        | 13,707            | (100%)    |
| <b>Total revenue</b>                            | <b>408,507</b>           | 466,577           | (12%)     |
| <b>Expenses</b>                                 |                          |                   |           |
| General and administration                      | <b>426,107</b>           | 57,344            | 643%      |
| Salaries and wages                              | <b>338,297</b>           | 55,821            | 506%      |
| Finance cost                                    | -                        | 51,942            | (100%)    |
| Professional fees                               | <b>38,220</b>            | 50,059            | (24%)     |
| Royalties                                       | <b>31,600</b>            | 45,042            | (30%)     |
| Amortization                                    | <b>1,167</b>             | 13,779            | (92%)     |
| Rent  | <b>68,285</b>            | 13,704            | 398%      |
| Amortization on bond discount                   | -                        | 421,406           | (100%)    |
| Directors fee                                   | -                        | 31,151            | (100%)    |
| Amortization of intangible assets               | <b>10,041</b>            | 10,956            | (8%)      |
| Bad debts                                       | -                        | 52,185            | (100%)    |
| Impairment loss                                 | -                        | 75,432            | (100%)    |
| <b>Operating expenses</b>                       | <b>913,717</b>           | 878,821           | 4%        |
| <b>Net earnings (loss) before income taxes</b>  | <b>(505,210)</b>         | (412,244)         | 23%       |
| Current   | -                        | (107,155)         | (100%)    |
| <b>Net earnings (loss)</b>                      | <b>\$ (505,210)</b>      | \$ (305,089)      | (16%)     |
| <b>Earnings (loss) attributable to:</b>         |                          |                   |           |
| Owners of the Company                           | <b>\$ (505,210)</b>      | \$ (305,089)      | (16%)     |
|   | <b>\$ (505,210)</b>      | \$ (305,089)      | (16%)     |
| <b>Basic net earnings (loss) per share</b>      | <b>(0.02)</b>            | (0.03)            | (33%)     |

## Comparison of financial condition at period end with the prior year-end

The table summarizes the financial condition of the Company as at December 31, 2018 compared to the year ended March 31, 2018:

| SUMMARY OF THE FINANCIAL RESULTS FOR THE NINE MONTHS ENDED |                     |                     |              |  |
|--|---------------------|---------------------|--------------|--|
| \$ Canadian  | December 31, 2018   | March 31, 2018      | Variation    |  |
| <b>Assets</b>  |                     |                     |              |  |
| <i>Current assets</i>                                      |                     |                     |              |  |
| Cash   | \$ 2,848,838        | \$ 2,196,213        | 23%          |  |
| Cash held in trust   | -                   | 833,866             | (100%)       |  |
| Accounts receivable  | 443,607             | 289,184             | 35%          |  |
| Accounts receivable - related parties                      | -                   | 242,022             | (100%)       |  |
| Prepaid expenses   | 9,984               | -                   | 100%         |  |
| <b>Total current assets</b>                                | <b>3,302,429</b>    | <b>682,381</b>      | <b>(8%)</b>  |  |
| <i>Non-current assets</i>                                  |                     |                     |              |  |
| Other investments  | \$427,513           | -                   | 100%         |  |
| Private company investments                                | 62,932              | 62,932              |              |  |
| Equipment and leasehold improvements                       | 6,955               |                     | 100%         |  |
| Shareholder agreements                                     | 3,345               | 13,388              | (300%)       |  |
| <b>Total non-current assets</b>                            | <b>500,745</b>      | <b>76,320</b>       | <b>85%</b>   |  |
| <b>Total assets</b>  | <b>\$ 3,803,174</b> | <b>\$ 3,637,605</b> | <b>4%</b>    |  |
| <b>Liabilities and Equity</b>                              |                     |                     |              |  |
| <i>Current liabilities</i>                                 |                     |                     |              |  |
| Accounts payable and accrued liabilities                   | \$ 58,841           | \$ 91,068           | (16%)        |  |
| Due to related party                                       | 19,891              |                     |              |  |
| <b>Total current liabilities</b>                           | <b>78,732</b>       | <b>91,068</b>       | <b>(16%)</b> |  |
| Long-term bonds  | -                   | 40                  | 200%         |  |
| <b>Total non-current liabilities</b>                       | <b>-</b>            | <b>40</b>           | <b>200%</b>  |  |
| <b>Total liabilities</b>                                   | <b>78,732</b>       | <b>105,112</b>      | <b>(34%)</b> |  |
| <i>Equity (Deficiency)</i>                                 |                     |                     |              |  |
| Warrants   | 1,891,264           | 1,659,646           | 12%          |  |
| Contributed surplus  | 2,310,260           | 2,310,260           | -            |  |
| Share capital  | 8,082,925           | 4,617,344           | 9%           |  |
| Other components of equity                                 | 165,093             | 165,093             | -            |  |
| Retained earnings (deficit)                                | (5,724,965)         | (5,219,755)         | 9%           |  |
| <b>Total equity (deficiency) to holders</b>                | <b>3,724,577</b>    | <b>3,532,587</b>    | <b>5%</b>    |  |
| Non-controlling interest                                   | (95)                | (95)                | -            |  |
| <b>Total equity (deficiency)</b>                           | <b>3,724,482</b>    | <b>3,532,492</b>    | <b>5%</b>    |  |
| <b>Total liabilities and equity (deficiency)</b>           | <b>\$ 3,803,174</b> | <b>\$ 3,637,605</b> | <b>4%</b>    |  |

## Quarterly Results

The following table presents the most recent quarterly results along with the previous 10 quarters:

|                                     | 2018   |        |       | 2017    |       |         |       | 2016  |       |         |        |
|-------------------------------------|--------|--------|-------|---------|-------|---------|-------|-------|-------|---------|--------|
| (\$ thousands)                      | Q3     | Q2     | Q1    | Q4      | Q3    | Q2      | Q1    | Q4    | Q3    | Q2      | Q1     |
| Total revenue                       | 170    | 127    | 112   | 238     | 237   | 101     | 128   | 262   | 322   | 127     | 155    |
| Total expenses                      | (237)  | (315)  | (361) | (3,002) | (140) | (621)   | (117) | 1,448 | (243) | (1,778) | (202)  |
| Other income (expenses)             | -      | -      | -     | 21      | 371   | (496)   | (21)  | (762) | -     | -       | -      |
| Earnings (loss) before income taxes | (67)   | (188)  | (249) | (2,743) | 468   | (1,016) | (10)  | 947   | 79    | (1,651) | (47)   |
| Income tax recovery                 | -      | -      | -     | (2)     | (128) | (21)    | 2     | 6     | -     | -       | -      |
| Net Earnings (loss)                 | (67)   | (188)  | (249) | (2,997) | 184   | (490)   | 2     | 921   | 73    | (1,645) | (27)   |
| Net Earnings (loss) - Per share     | (0.02) | (0.02) | -     | (0.14)  | 0.01  | (0.13)  | -     | 0.24  | 0.02  | (0.41)  | (0.01) |

Due to the nature of Target's business, certain revenues are consistent and earned on a regular basis, such as dividend revenue and loan interest; however other types of revenue are unpredictable due to timing, such as PC fees and special dividends. As a result, Target's quarterly performance has varied significantly.

## Outstanding Share Data

The following table indicates the common shares and stock options issued and outstanding at December 31, 2018, and March 31, 2018.

|   | December 31, 2018 | March 31, 2018 |
|---|-------------------|----------------|
| Common Shares   | 106,715,629       | 95,518,538     |
| Warrants  | 59,159,506        | 45,833,354     |
| Weighted average number of shares outstanding during the period Basic   | 19,121,794        | 29,608,093     |
| Weighted average number of shares outstanding during the period Diluted | 28,993,972        | 44,894,126     |

On June 26, 2018, the Company closed its non-brokered rights offering by issuing 10,437,715 units ("Units") for gross proceeds of \$626,000 to designates. Each unit consists of one common share of the Company and one half of one warrant. Each warrant entitles the holder to purchase one common share of the Company at an exercise price of \$0.11 until June 26, 2023. Also, in the period ending December 31, 2018, there were 759,373 warrants exercised.

## **Business Risks**

### Leadership

Target is dependent on members of its senior management and operational staff. A loss of one or more of these individuals could adversely affect Target's business. Target has minimized the impact of losing any one individual by cross-training senior management and operational staff to assume a variety of roles within the Company.

### Regulation

The Company is subject to various laws and regulations; any changes to these statutes, or court decisions, regarding their application could negatively impact the Company. Specifically, Target's investments in private companies are reliant on regulations under the Income Tax Act, and there can be no assurance that the Government will not adopt laws or regulatory requirements that could adversely affect this line of business.

### Credit risk

Credit risk arises from the potential that a counterparty will fail to perform its contractual obligations and arises principally from the Company's receivables from customers. The carrying amount of accounts receivable represents the maximum credit exposure. The Company is exposed to credit risk from its trade customers. The credit risk is influenced mainly by the individual credit characteristics of each client. Geographically, there is a concentration of risk in the Alberta region. The Company makes use of the following techniques to reduce its credit risk:

- Private companies do not receive final approval, and therefore cannot raise funds, until the investment fee for the first year (\$2,500) is paid;
- The Company does not require collateral with respect to accounts receivables. The Company has a significant number of customers, which minimizes concentration of credit risk. Accounts receivable are monitored on a regular basis.

At period end, the Company had \$319,829 in receivables outstanding for more than 91 days, totalling 69% of outstanding receivables (March 31, 2018 - \$242,990 or 37%). Management believes all amounts, net of the allowances made, are collectable, but will re-access all receivables prior to year end.

### Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. Accounts payable are due within 30 days.

### Change in business direction

Target is executing on a cannabis focused investment strategy, where the Company intends to develop and manage a diversified portfolio of predominantly early stage cannabis investment opportunities.

## Related Party Transactions

### (a) Transactions

The following table summarizes the related party balances at the year end:

|                                       | 31-December-18    | 31-December-17    |
|---------------------------------------|-------------------|-------------------|
| <b>Revenue</b>                        |                   |                   |
| Private company investment fees       |                   |                   |
| Private companies                     | \$ 408,507        | \$ 452,870        |
| Exempt Experts                        | -                 | 6,450             |
| Interest income                       |                   |                   |
| OrganicKidz Inc.                      | -                 | 9,418             |
| <b>Total revenue</b>                  | <b>\$ 408,507</b> | <b>\$ 468,738</b> |
| <b>Reimbursements</b>                 |                   |                   |
| Olympia Benefits Inc.                 | -                 | \$ 9,390          |
| Olympia Financial Group               | -                 | 73,311            |
| Exempt Experts                        |                   | 76,661            |
| <b>Total reimbursements</b>           | <b>\$ -</b>       | <b>\$ 159,362</b> |
| <b>Royalties</b>                      |                   |                   |
| Tarman Inc.                           | -                 | 3,389             |
| Transparent Investments Inc.          | 7,511             | 5,258             |
| <b>Expenses</b>                       |                   |                   |
| Olympia Benefits Inc.                 |                   | 3,710             |
| Olympia Financial Group               |                   | 26,699            |
| <b>Total royalties &amp; Expenses</b> | <b>\$ 7,511</b>   | <b>\$ 39,059</b>  |

These transactions are in the normal course of operations and have been valued at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

### (b) Accounts receivable, notes receivable and related party loans include amounts receivable from:

|                                | December 31, 2018 | March 31, 2018    |
|--------------------------------|-------------------|-------------------|
| Private company fees           | \$ 463,262        | \$ 418,715        |
| Bad debt allowance             | (20,019)          | (129,531)         |
| OrganicKidz Inc.               | -                 | 12,500            |
| Exempt Experts Inc.            | -                 | 82,202            |
| 51 <sup>st</sup> Parallel Inc. | -                 | 140,320           |
|                                | <b>\$ 443,607</b> | <b>\$ 437,375</b> |

### (c) Accounts payable and accrued liabilities include amounts payable to:

|                              | December 31, 2018 | March 31, 2018   |
|------------------------------|-------------------|------------------|
| Olympia Financial Group Inc. | \$ -              | \$ (178)         |
| Tarman Inc.                  | 5,804             | 5,804            |
| Transparent Investments Inc. | 14,087            | 8,378            |
|                              | <b>\$ 19,891</b>  | <b>\$ 14,004</b> |

### (e) Key management compensation

Key management compensation includes the Company's directors, the CEO, and CFO.

| For the year ended,     | December 31, 2018 | December 31, 2017 |
|-------------------------|-------------------|-------------------|
| Salaries and benefits   | \$ 251,467        | \$ 152,547        |
| Director's compensation |                   | 31,151            |
|                         | <b>\$ 251,467</b> | <b>\$ 183,689</b> |

### Commitments

The Company had a lease agreement for office space until December 31, 2018 and currently has no future commitments.

### Subsequent Events

On July 23, 2018, Target announced the intention to create LivWell International Corp. ("LivWell International") through a series of transformational transactions, including a business combination with 51st Parallel Inc. On January 24, 2019, Target announced the termination of this transaction.

Target will continue to explore and evaluate strategic alternatives to enhance shareholder value. Target currently has 106.7 million common shares outstanding and 59.2 million common share purchase warrants with an exercise price of \$0.10. Target's current cash balance is approximately \$2.9 million with an estimated non-cash working capital balance of approximately \$190,000 and holds \$275,000 in liquid cannabis investments. Target also generated approximately \$650,000 in revenue in the 2018 from advisory fees.