

UPCO INTERNATIONAL INC.

**CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
(Unaudited)**

(Expressed in United States dollars)

FOR THE SIX MONTHS ENDED JUNE 30, 2021 and 2020

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 unaudited interim financial statements of the Company have been prepared by and are the responsibility of the Company's management. The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Canadian Institute of Chartered Professional Accountants for a review of interim financial statements by an entity's auditor.

UPCO INTERNATIONAL INC.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION
(Unaudited)
(Expressed in United States dollars)
AS AT

	June 30, 2021	December 31, 2020
ASSETS		
Current		
Cash	\$ 1,430,696	\$ 5,134
Receivables (Note 3)	102,957	37,894
Loan receivables (Note 4)	-	2,096
Other Receivables (Note 5)	328,621	-
Prepays and advances (Note 6)	<u>468</u>	<u>218</u>
	1,862,742	45,342
Intangible asset (Note 7)	-	-
	<u> </u>	<u> </u>
Total assets	\$ 1,862,742	\$ 45,342
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current		
Accounts payable and accrued liabilities (Note 8)	\$ 137,079	\$ 406,113
Loans payable (Note 9)	6,455	6,283
Related party loans (Note 10)	<u>148,556</u>	<u>144,613</u>
	292,090	557,009
Convertible debentures (Note 11)	200,519	172,647
Other payables	<u>-</u>	<u>-</u>
Total liabilities	<u>492,609</u>	<u>729,656</u>
Shareholders' equity (deficiency)		
Share capital (Note 12)	8,005,833	6,100,307
Obligation to issue shares (Note 12)	-	-
Reserves (Note 12)	860,514	860,514
Equity component of convertible debentures (Note 11)	120,081	120,081
Accumulated other comprehensive loss	122,617	65,871
Deficit	<u>(7,738,911)</u>	<u>(7,831,087)</u>
	<u>1,370,134</u>	<u>(684,314)</u>
Total liabilities and shareholders' equity	\$ 1,862,742	\$ 45,342

Nature and continuance of operations (Note 1)
Subsequent events (Note 16)

On behalf of the Board on August 27, 2021


Director
Director

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

UPCO INTERNATIONAL INC.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(Unaudited)
(Expressed in United States dollars)
FOR THE SIX MONTHS ENDED JUNE 30

	2021	2020
REVENUE	\$ 48,819	\$ 7,322
COST OF REVENUE	<u>30,564</u>	<u>-</u>
	18,255	7,322
OPERATING EXPENSES		
Amortization (Note 7)	-	36,253
Bad debt expense	-	-
Consulting fees (Note 10)	21,582	835,050
Filing fees	11,677	4,613
Interest and bank charges	1,721	2,563
Information technology and communication	39,549	1,963
Management fees (Note 10)	176,977	123,598
Personnel costs	-	62,231
Professional fees (Note 10)	77,013	61,335
Promotion, travel and show	4,687	20,356
Subscription fees	-	3,819
Rent	<u>-</u>	<u>3,708</u>
Total operating expenses	<u>(333,206)</u>	<u>(1,155,669)</u>
Foreign exchange	(924)	(6,267)
Finance expense	(22,980)	(14,586)
Interest income	-	7,470
Gain on debt settlement	<u>1,576</u>	<u>263,009</u>
	(22,328)	249,626
Loss for the period	(337,279)	(898,721)
Foreign exchange adjustment	<u>6,024</u>	<u>1,479</u>
Comprehensive loss for the period	<u>\$ (331,255)</u>	<u>\$ (897,242)</u>
Basic and diluted loss per common share	<u>\$ (0.00)</u>	<u>\$ (0.01)</u>
Weighted average number of common shares outstanding		
– basic and diluted	131,652,273	78,241,919

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

UPCO INTERNATIONAL INC.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS
(Unaudited)
(Expressed in United States dollars)
FOR THE SIX MONTHS ENDED JUNE 30

	2021	2020
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss for the period	\$ (337,279)	\$ (898,721)
Items not affecting cash:		
Finance expense	22,980	14,586
Interest income	-	(3,548)
Bad debts expense	-	-
Amortization	-	36,253
Share paid for management fee	-	235,726
Consulting fees	-	385,193
Gain on debt settlement	(1,576)	(263,009)
Unrealized foreign exchange	924	1,589
Changes in non-cash working capital items:		
Accounts payable and accrued liabilities	79,111	144,137
Prepaid expenses	(250)	82,672
Receivables	<u>(375,917)</u>	<u>35,656</u>
Net cash used in operating activities	<u>(612,007)</u>	<u>(229,466)</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Loans advanced	<u>-</u>	<u>(22,842)</u>
Net cash used in investing activities	<u>-</u>	<u>(22,842)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Loan funds received	-	5,475
Interest paid	-	(289)
Net proceeds from share issuance	2,037,569	138,014
Net proceed from related party loan	<u>-</u>	<u>121,646</u>
Net cash generated in financing activities	<u>2,037,569</u>	<u>264,846</u>
Effect of foreign exchange on cash	-	(11,803)
Change in cash for the period	1,425,562	735
Cash, beginning of period	<u>5,134</u>	<u>671</u>
Cash, end of period	\$ 1,430,696	\$ 1,406

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

UPCO INTERNATIONAL INC.
CONDENSED CONSOLIDATED INTERIM STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
(Unaudited)
(Expressed in United States dollars)

	Number of common shares	Share capital	Contribute surplus	Equity component of convertible debt	Obligation to issue shares	Accumulated Other Comprehensive Income	Deficit	Total
Balance, December 31, 2019	71,873,156	\$ 4,610,389	\$ 816,593	\$ 120,081	\$ 117,801	\$ (57,915)	\$ (6,329,620)	\$ (722,671)
Private placement	2,955,032	222,210	-	-	(117,801)	-	-	104,409
Shares for debt	5,531,704	288,362	-	-	-	-	-	288,362
Options exercised	750,000	65,407	(32,390)	-	-	-	-	33,017
Consulting fees	7,500,000	385,192	-	-	-	-	-	385,192
Stock based compensation	2,837,400	145,726	-	-	90,000	-	-	235,726
Net loss for the period	-	-	-	-	-	1,479	(898,721)	(897,242)
Balance, June 30, 2020	91,447,292	\$ 5,717,286	\$ 784,203	\$ 120,081	\$ 90,000	\$ (56,436)	\$ (7,228,341)	\$ (573,207)
Balance, December 31, 2020	114,590,095	\$ 6,100,307	\$ 860,514	\$ 120,081	\$ -	\$ 65,871	\$ (7,831,087)	\$ (684,314)
Private placement	20,170,000	2,037,569	-	-	-	-	-	2,037,569
Shares for debt	2,161,477	87,686	-	-	-	-	-	87,686
Stock based compensation	283,744	24,170	-	-	-	-	-	24,170
Cancellation of share	(7,023,145)	(243,900)	-	-	-	-	-	(243,900)
Net loss for the period	-	-	-	-	-	12,557	(337,279)	(324,722)
Balance, June 30, 2021	130,182,171	\$ 8,005,833	\$ 860,514	\$ 120,081	\$ -	\$ 78,428	\$ (8,168,366)	\$ 896,490

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

UPCO INTERNATIONAL INC.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

(Unaudited)

(Expressed in United States dollars)

FOR THE SIX MONTHS ENDED JUNE 30, 2021

1. NATURE AND CONTINUANCE OF OPERATIONS

Nature and Continuance of Operations

Upco International Inc. (the "Company") was incorporated under the Business Corporations Act of British Columbia on March 28, 2012. The Company is listed on the Canadian Securities Exchange ("CSE") under the trading symbol UPCO.

The Company operates primarily in the telecommunications industries as a global telecom carrier within the international VoIP (voice over IP) wholesale business with a focus on wholesale international long distance traffic termination. The Company has a VoIP smartphone application which allows customers to send and receive local and international long-distance calls through an internet connection with the advantages of the Company's existing VoIP network (Note 7).

The Company's head and registered office is located at 1200 – 750 West Pender Street, Vancouver, British Columbia, Canada, V6C 2T8.

Going Concern

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") assuming the Company will continue on a going-concern basis. The Company has incurred losses and negative operating cash flows since inception. The Company incurred a net loss of \$337,279 during the period ended June 30, 2021 and has an accumulated deficit of \$8,168,366. The ability of the Company to continue as a going concern in the long-term depends upon its ability to develop profitable operations and to continue to obtain adequate financing. As at June 30, 2021, Company's ability to continue its operations will depend upon, but not be limited to, obtaining additional financing and generating revenues sufficient to cover its operating costs. These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

These financial statements do not include any adjustments related to the recoverability of assets and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

COVID-19

Since March 31, 2020, the outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and physical distancing, have caused material disruption to business globally resulting in an economic slowdown. Global equity markets have experienced significant volatility. The duration and enduring impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company in future periods.

2. SIGNIFICANT ACCOUNTING POLICIES

Statement of Compliance

These condensed consolidated interim financial statements, including comparatives, have been prepared in accordance with International Accounting Standards ("IAS") 34 'Interim Financial Reporting' ("IAS 34") using accounting policies consistent with IFRS issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). The accounting policies and methods of computation applied by the Company in these condensed consolidated interim financial statements are the same as those applied in the Company's annual consolidated financial statements for the year ended December 31, 2020.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

Basis of Presentation

The consolidated financial statements have been prepared on a historical cost basis except as detailed in the significant accounting policies disclosed in Note 2. The audited consolidated financial statements were approved by the Company's Board of Directors on August 27, 2021.

Critical accounting estimates and judgments

The preparation of financial statements in accordance with IFRS requires management to make judgments, estimates, and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income, and expenses. Estimates and underlying assumptions are reviewed on an ongoing basis. The preparation of financial statements also requires management to exercise judgment in the process of applying the accounting policies.

Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. Management uses historical experience and various other factors it believes to be reasonable under the given circumstances, as the basis for its estimates and assumptions. Revisions to accounting estimates are recognized prospectively from the period in which the estimates are revised. Actual outcomes may differ from those estimates under different assumptions and conditions.

Estimates and assumptions where there is significant risk of material adjustments to assets and liabilities in future accounting periods include the allowance for doubtful accounts, fair value measurements for financial instruments and the recoverability and measurement of deferred tax assets.

Key areas requiring judgment and estimation uncertainty include:

Going concern

The evaluation of the Company's ability to continue as a going concern, to raise additional financing in order to cover its operating expenses and its obligations for the upcoming year requires significant judgment based on past experience and other assumptions including the probability that future events are considered reasonable according to the circumstances.

Valuation of deferred income tax assets and liabilities

A deferred tax asset is recognized for unused losses, tax credits and deductible temporary differences to the extent that it is probable that future taxable income will be available against which they can be utilized. Detailed estimates are required in evaluating the probability that deferred tax assets will be utilized. The Company's assessment is based on existing tax laws, estimates of future profitability, and tax planning strategies.

Intangible asset

The Company incurs research and development costs. Judgment is required to determine whether or not there exists sufficient information to demonstrate it is probable that the internally developed asset will give rise to future economic benefits. Management's judgment involves consideration of trends and other factors in determining the expected useful lives of depreciable assets, to determine depreciation methods and the assets residual value. Intangible assets are reviewed by management annually to determine if impairment of the asset is required.

Functional currency

Each entity within the Company has its results measured using the primary economic environment in which the entity operates. Judgment is necessary in assessing each entity's functional currency. The Company considers the primary and secondary indicators as part of its decision-making process.

UPCO INTERNATIONAL INC.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
(Unaudited)
(Expressed in United States dollars)
FOR THE SIX MONTHS ENDED JUNE 30, 2021

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

Critical accounting estimates and judgments (cont'd..)

Impairment of Intangible Asset

Management's judgment involves consideration of trends and other factors in determining the expected useful lives of depreciable assets, to determine depreciation methods and the assets residual value. Intangible assets are reviewed by management annually to determine if impairment of the asset is required.

Expected Credit Loss ("ECL")

Bad debts are assessed considering current economic conditions and using the expected credit loss model. This model uses historical balances to calculate a loss rate for current, 31-60, 61-90 and 91+ day periods. This loss rate is then adjusted depending on the respective aged period to produce a loss rate which is representative to the receivables risk in their respective periods.

Convertible debentures

Management has made estimates with respect to the effective interest rate applied to the convertible debentures issued (Note 11).

Share-based payments

The fair value of stock options issued with Canadian dollar exercise prices are subject to the limitation of the Black-Scholes option pricing model that incorporates market data and involves uncertainty in estimates used by management in the assumptions. Because the Black-Scholes option pricing model requires the input of highly subjective assumptions, including the volatility of share price, changes in the subjective input assumptions can materially affect the fair value estimate.

Principles of consolidation

The consolidated financial statements include the accounts of the Company and its controlled entity, as follows:

	Jurisdiction of incorporation	Percentage owned	
		June 30, 2021	December 31, 2020
Oktacom Inc.	New York, USA	100%	100%
Brilliance Inc.	Delaware, USA	100%	n/a

Inter-company transactions and balances are eliminated upon consolidation.

UPCO INTERNATIONAL INC.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
(Unaudited)
(Expressed in United States dollars)
FOR THE SIX MONTHS ENDED JUNE 30, 2021

3. RECEIVABLES

Trade and tax receivables

The Company has credit evaluation, approval and monitoring processes to assess new customers' credit quality that mitigate potential credit risks. Credit limits are imposed on each customer, which are reviewed annually. The Company measures bad debts using the expected credit loss model.

	June 30, 2021	December 31, 2020
Trade receivable	\$ 71,897	\$ 7,537
Tax receivable	<u>31,060</u>	<u>30,357</u>
Balance	\$ 102,957	\$ 37,894

4. LOAN RECEIVABLES

	June 30, 2021	December 31, 2020
Loans receivable	\$ -	\$ 142,741
Loans receivable – foreign currency exchange	-	(9,426)
Loans receivable – bad debt provision	<u>-</u>	<u>(131,219)</u>
Balance	\$ -	\$ 2,096

Bad debt provision was registered considering financial position of the debtor.

5. OTHER RECEIVABLES

	June 30, 2021	December 31, 2020
Other receivables	\$ 328,621	\$ -

6. PREPAIDS AND ADVANCES

	June 30, 2021	December 31, 2020
Prepaid expenses	\$ 468	\$ 218
Advances	<u>-</u>	<u>-</u>
Balance	\$ 468	\$ 218

UPCO INTERNATIONAL INC.**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

(Unaudited)

(Expressed in United States dollars)

FOR THE SIX MONTHS ENDED JUNE 30, 2021**7. INTANGIBLE ASSET**

The Company previously incurred certain costs related to its development of a smartphone application, which will allow a customer to send and receive local and international long-distance calls through an internet connection with the advantages of the Company's existing VoIP network.

During the year ended December 31, 2019, the Company released an updated version of its mobile messaging application. As the application was redeveloped the Company capitalized all costs related to it under intangible assets which will be amortized over 3 years.

	June 30, 2021	December 31, 2020
Cost		
Balance, beginning of period	\$ 225,702	\$ 215,362
Additions	-	-
Foreign exchange	-	10,340
Balance, end of period	225,702	225,702
Accumulated Amortization		
Balance, beginning of period	\$ 225,702	\$ 98,089
Amortization expense	-	69,760
Impairment	-	56,330
Foreign exchange	-	1,523
Balance, end of period	225,702	225,702
Net Book Value	\$ -	\$ -

8. TRADE PAYABLES AND OTHER LIABILITIES

	June 30, 2021	December 31, 2020
Trade payables	\$ 89,782	\$ 357,291
Accrued liabilities	47,297	48,822
Balance	\$ 137,079	\$ 406,113

UPCO INTERNATIONAL INC.**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

(Unaudited)

(Expressed in United States dollars)

FOR THE SIX MONTHS ENDED JUNE 30, 2021**9. LOANS PAYABLE**

	June 30, 2021	December 31, 2020
Loans payable	\$ 6,455	\$ 6,283
Balance	\$ 6,455	\$ 6,283

Annual interest rate of above loan is 5%, and amounts are unsecured and due on demand.

10. RELATED PARTY TRANSACTIONS AND BALANCES

	June 30, 2021	December 31, 2020
Related party loans	\$ 148,556	\$ 144,613
Balance	\$ 148,556	\$ 144,613

Annual interest rate is 3%, and amounts are unsecured and due on demand.

Key management personnel of the Company include the President and Chief Executive Officer (“CEO”), Chief Financial Officer (“CFO”), current and former Directors of the Company. Some of the management fees were settled in the Company’s common shares as disclosed in Note 12. b. Compensation to key management personnel is as follows:

Payments to key management personnel	2021	2020
Consulting and professional fees	\$ 98,595	\$ 643,886
Management fees	176,977	123,598

UPCO INTERNATIONAL INC.**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

(Unaudited)

(Expressed in United States dollars)

FOR THE SIX MONTHS ENDED JUNE 30, 2021**11. CONVERTIBLE DEBENTURES**

On May 22, 2019, the Company issued convertible debentures in the principal amount of CDN \$288,750 with a maturity date of May 20, 2024. The debentures carry an interest rate of 5% and are convertible at a price of CDN \$0.35 per common share at the holder's choice. The fair value of debt portion is CDN \$143,560 and the remaining amount of CDN \$145,190 was the equity portion.

On September 4, 2019, the Company issued convertible debentures in the principal amount of CDN \$31,500 with a maturity date of September 2, 2024. The debentures carry an interest rate of 5% and are convertible at a price of CDN \$0.35 per common share. The fair value of debt portion is CDN \$15,661 and the remaining amount of CDN \$15,839 was the equity portion.

A summary of the movement in the debt portion of the convertible debentures is as follows:

Convertible debentures	
Balance, December 31, 2019	\$ 139,355
Issuance for cash	-
Equity feature	-
Interest paid	(587)
Finance expense	29,553
Translation adjustment	<u>4,326</u>
Balance, December 31, 2020	\$ 172,647
Issuance for cash	-
Equity feature	-
Interest paid	-
Finance expense	27,872
Translation adjustment	<u>-</u>
Balance, June 30, 2021	\$ 200,519

After valuing the financial liability component of the convertible debentures, a residual value was assigned to the conversion feature. The Company considered the market interest rate for comparable entities and instruments in the market. The Company has estimated that comparable instruments would bear an interest rate of 15%.

UPCO INTERNATIONAL INC.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

(Unaudited)

(Expressed in United States dollars)

FOR THE SIX MONTHS ENDED JUNE 30, 2021

12. SHARE CAPITAL AND RESERVES

- a) Authorized share capital

Unlimited common shares, without par value.

- b) Issued share capital

Period ended June 30, 2021

The Company entered into a Capital Commitment agreement with LDA Capital LLC. The Capital Commitment is in the form of a 'Put Option' that may be exercisable on a bi-weekly basis; each amount will vary depending on the Company's volume during the previous fifteen-day period and price per share during the forward looking 15-day pricing period. The strike price of the put option is determined by the VWAP - volume weighted average price during such period. As part of this agreement, the Company issued 14,000,000 common shares in January 2021 raising C\$2,120,000.

In January 2021, the Company issued 3,850,000 shares pursuant to the exercise of stock options. In January 2021 the Company issued 667,589 shares to related parties in settlement of debt for C\$ 35,270.

In February 2021 the Company issued 2,320,000 common shares in a private placement for C\$ 348,000.

Management Commitments

On January 1, 2020, the Company signed management agreements with its directors and officers. Each management agreement is effective for a period of three years at a rate of US\$7,500 per month and US\$30,000 payable quarterly in common shares of the Company. On April 26, 2021, the Company issued 283,744 common shares pursuant to the management agreement commitments with the fair value of C\$30,000.

Year ended December 31, 2020

On January 20, 2020, the Company closed a private placement issuing 2,955,032 units ("Unit") at C\$0.10 per share for gross proceeds of \$226,385, of which \$117,801 had been received at December 31, 2019 and remaining amount was received in January 6, 2020. Each Unit is comprised one common share and one-half share purchase warrant. Each warrant entitles the holder to purchase a further common share at a price of \$0.15 per share until January 20, 2025. Share issue cost of \$4,176 was paid and deducted from share capital. The share purchase warrants are classified as equity instruments because fixed amount of cash is exchanged for a fixed amount of equity ("fixed for fixed" criteria). The Company applied residual approach, the fair value of the shares at the date of issue was determined first and the residual amount was allocated to warrants reserve which shown in contributed surplus. Warrants classified as equity instruments are not subsequently re-measured.

On February 28, 2020, the Company issued 5,531,704 common shares with fair value of C\$387,219, of which 3,428,571 were to related parties to settle C\$240,000 debt with no gains or losses recognized. The remaining common shares of 2,103,133 were to settle debts carrying amount of C\$164,944 with C\$17,725 gain was recognized as gain on settlement of debt on the statement of loss and comprehensive loss.

On July 17, 2020 and September 28, 2020, the Company issued 1,229,112 and 103,398 common shares in settlement of debts of \$63,384 and \$5,797, respectively. As the fair value of common share issued equal to the carrying amount of debt, no gains or losses being recognized.

On September 28, 2020, the Company issued 5,750,000 common shares with fair value of C\$258,750 in settlement of related party loans with no gains or losses being recognized.

On November 25, 2020, the Company issued 4,870,796 common shares in the settlement of various third party debts. The fair value of common share issued was C\$243,540, and the aggregate carrying amount debts was C\$365,862. C\$122,322 gain was recognized on the consolidated statements of loss and comprehensive loss as a result of this transaction.

UPCO INTERNATIONAL INC.**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

(Unaudited)

(Expressed in United States dollars)

FOR THE SIX MONTHS ENDED JUNE 30, 2021

On June 1, 2020, the Company issued 7,500,000 common shares to a director for services rendered at a fair value of C\$337,500. During the year 2020, the Company issued 7,003,752 common shares pursuant to the management agreement commitments with the fair value of C\$421,938(Note 19). The fair value of services received were measured by reference to the fair value of the equity instruments granted.

12. SHARE CAPITAL AND RESERVES (cont'd...)

c) Stock options

The Company allows total number of shares of stock reserved and available for distribution under the Plan shall be a rolling 10% of common stock issued and outstanding of the Company. The number of shares reserved hereunder may consist in whole or in part of authorized and unissued shares or treasury shares. Options under the Plan may be granted to officers, employees, agents and consultants to the Company. Options shall expire five years from the date of grant but may be cancelled after 30 days of the grantee ceasing from providing the agreed upon service.

Stock option transactions are summarized as follows:

	Number of Options	Weighted Average Exercise Price
Balance, December 31, 2019	6,770,000	0.19
Cancelled or expired	(4,580,000)	0.20
Exercised	<u>(750,000)</u>	0.06
Balance outstanding, December 31, 2020	1,440,000	\$ 0.22
Balance exercisable, December 31, 2020	1,440,000	\$ 0.22
Balance outstanding, June 30, 2021	1,440,000	\$ 0.22
Balance exercisable, June 30, 2021	1,440,000	\$ 0.22

Stock options outstanding as at June 30, 2021:

Number	Exercise price	Expiry date	Remaining expected life (years)
900,000	0.23	April 30, 2023	1.83
50,000	0.22	June 5, 2023	1.93
340,000	0.20	June 7, 2023	1.93
<u>150,000</u>	<u>0.20</u>	September 14, 2023	2.20
1,440,000	\$ 0.22		

d) Share-based payments

During the period ended June 30, 2021 and during the year ended December 31, 2020, the Company did not grant any stock options.

UPCO INTERNATIONAL INC.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
(Unaudited)
(Expressed in United States dollars)
FOR THE SIX MONTHS ENDED JUNE 30, 2021

12. SHARE CAPITAL AND RESERVES (cont'd...)

e) Warrants

Warrant transactions are summarized as follows:

	Number of Warrants	Weighted Average Exercise Price
Balance, December 31, 2019	2,593,425	0.16
Granted	1,477,516	0.15
Expired	<u>343,425</u>	0.25
Balance outstanding and exercisable, December 31, 2020	3,727,516	\$ 0.15
Balance outstanding and exercisable, June 30, 2021	3,727,516	\$ 0.15

Warrants outstanding as at June 30, 2021:

Number	Exercise price	Expiry date	Remaining expected life (years)
2,250,000	0.15	October 14, 2023	2.29
<u>1,477,516</u>	<u>0.15</u>	January 20, 2025	3.56
3,727,516	\$ 0.15		

f) Equinox Group

On November 2020, the Company issued 7,023,145 shares for the purchase of 51% membership interest of the Equinox Group.

On February 22, 2021, the Company signed a termination and reverse agreement with Equinox Group in which the previous agreement to buy 51% of the Equinox Group was terminated. Equinox is a provider in the telecommunications, technology and services areas. Under the terms of the agreement, Equinox Group have returned the obtained to the Company for cancellation.

13. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial instruments

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board of Directors is responsible for developing and monitoring the Company's risk management policies. The Company's Audit Committee oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company.

The Company's risk management policies are established to identify and analyze 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.

13. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (cont'd....)

Financial risk factors

Credit risk

Credit risk is the risk of a loss if a counterparty to a financial instrument fails to meet its contractual obligations. Trade receivables are the most significant financial instrument that is exposed to credit risk. The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the demographics of the Company's customer base, including the default risk of the industry, as these factors may have an influence on credit risk.

A credit policy is established under which each new customer is analyzed individually or in groups for creditworthiness and given appropriate credit limits. The Company's review includes agent review, external ratings when available, and in some cases, bank references. Credit limits are established for each customer and these limits are reviewed on an ongoing basis. Customers that fail to meet the Company's creditworthiness benchmark may transact with the Company only on a prepayment basis.

Credit risk associated with cash is minimized significantly by ensuring that these financial instruments are placed with major financial institutions. Credit risk associated with trade and other receivables is mitigated by the Company's large and unrelated customer base and the application of its credit evaluation, control and monitoring processes.

Credit risk with respect to loans receivable is considered on an ongoing basis and the collectability of loans receivable is evaluated on an ongoing basis. The Company works closely with the debtors and considers the amounts collectible.

Liquidity risk

Trade liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company manages liquidity risk by continuously monitoring forecast and actual cash flows and working capital levels. The Company does not currently believe it will encounter difficulty in meeting its obligations associated with its financial liabilities.

The Company manages liquidity risk by continuously monitoring forecast and actual cash flows and working capital levels. The following are the contractual maturities of financial liabilities, including estimated interest payments. At June 30, 2021, the Company has cash of \$ 1,430,696 to settle current liabilities of \$292,090.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

Currency risk

Currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company's statements are presented in US dollars, but it regularly transacts in EUR and CAD for a portion of its business activities. The value of financial instruments or cash flows associated with the instruments denominated in US dollars will be affected by changes in the exchange rate fluctuations in the market between the EUR/CAD and US dollar.

There has been no change to the Company's exposure to market risks or the manner in which these risks are managed and measured from the prior year.

UPCO INTERNATIONAL INC.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

(Unaudited)

(Expressed in United States dollars)

FOR THE SIX MONTHS ENDED JUNE 30, 2021

14. CAPITAL MANAGEMENT

The Company's objective in managing capital is to ensure sufficient liquidity to pursue its strategy of organic growth combined with strategic acquisitions, so that it can provide above average returns for its shareholders. The Company defines capital that it manages as the aggregate of its shareholders' equity (deficiency).

The Company manages its capital structure and makes adjustments to it in light of general economic conditions and the risk characteristics of the underlying assets and the Company's working capital requirements. In order to maintain or adjust the capital structure, the Company, upon approval from its Board of Directors, may issue long-term debt, issue shares, repurchase shares through a normal course issuer bid and pay dividends. The Board of Directors reviews and approves any material transactions not in the ordinary course of business that may include various acquisition proposals, as well as capital and operating budgets.

There were no changes in the Company's approach to capital management during this period. The Company is not subject to any externally imposed capital requirements.

15. COMMITMENTS

On January 1, 2020, the Company signed management agreements with its directors and officers. Each management agreement is effective for a period of three years at a rate of US\$7,500 per month and US\$30,000 payable quarterly in common shares of the Company (Note 12). During year 2020, the Company issued 7,003,752 common shares with respect to this commitment.

16. SUBSEQUENT EVENTS

The Company performed a review of events subsequent to the balance sheet date through the date the financial statements were issued and determined that there were no such events requiring recognition or disclosure in the financial statements.