

ZOOMD TECHNOLOGIES LTD.
(formerly DataMiners Capital Corp.)

Condensed Interim Financial Statements

For the Nine Months Ended July 31, 2019 and 2018

Unaudited – Prepared by Management

(Expressed in Canadian Dollars)

**NOTICE OF NO AUDITOR REVIEW OF
CONDENSED INTERIM FINANCIAL STATEMENTS**

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

The accompanying unaudited condensed interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

Zoomd Technologies Ltd.
(Formerly DataMiners Capital Corp.)
Condensed Interim Statements of Financial Position
Unaudited – Prepared by Management
(Expressed in Canadian Dollars)

	July 31, 2019	October 31, 2018
Assets		
Current		
Cash	\$ 25,385	\$ 49,744
Prepaid expenses	875	875
Total Assets	26,260	50,619
Liabilities		
Current		
Accounts payable and accrued liabilities	\$ 39,120	\$ 13,443
Shareholders' Equity (Deficiency)		
Share capital (note 3)	281,415	281,415
Contributed surplus (note 3)	106,235	106,235
Deficit	(400,510)	(350,474)
Total Shareholders' Equity	12,860	37,176
Total Liabilities and Shareholders' Equity	\$ 26,260	\$ 50,619

Subsequent event (note 8)

Approved on behalf of the Board:

"Darryl Cardey" (signed)
 Director

"Tsvika Adler" (signed)
 Chief Financial Officer

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

Zoomd Technologies Ltd.
(Formerly DataMiners Capital Corp.)
Condensed Interim Statements of Loss and Comprehensive Loss
Unaudited – Prepared by Management
(Expressed in Canadian Dollars)

	Three months ended July 31, 2019 \$	Three months ended July 31, 2018 \$	Nine months ended July 31, 2019 \$	Nine months ended July 31, 2018 \$
Expenses				
General and administrative	2,288	3,224	8,799	12,126
Professional fees	507	4,830	3,439	13,161
Public company costs	4,494	4,325	11,303	11,591
Transaction costs (note 5)	16,214	-	26,495	-
Loss and Comprehensive Loss for the Period	(23,503)	(12,379)	(50,036)	(36,878)
Basic and Diluted Loss Per Common Share	(0.04)	(0.02)	(0.10)	(0.07)
Weighted Average Number of Common Shares Outstanding	524,000	524,000	524,000	524,000

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

Zoomd Technologies Ltd.
(Formerly DataMiners Capital Corp.)
Condensed Interim Statements of Changes in Equity
Unaudited – Prepared by Management
(Expressed in Canadian Dollars)

	Share Capital		Contributed Surplus	Deficit	Equity
	*Number	Amount			
Balance, October 31, 2017	524,000	\$ 281,415	\$ 106,235	\$ (283,957)	\$ 103,693
Net loss for the period	-	-	-	(36,878)	(36,878)
Balance, July 31, 2018	524,000	\$ 281,415	\$ 106,235	\$ (320,835)	\$ 66,815
Net loss for the period	-	-	-	(29,639)	(29,639)
Balance, October 31, 2018	524,000	\$ 281,415	\$ 106,235	\$ (350,474)	\$ 37,176
Net loss for the period	-	-	-	(50,036)	(50,036)
Balance, July 31, 2019	524,000	\$ 281,415	\$ 106,235	\$ (400,510)	\$ (12,860)

*Subsequent to July 31, 2019, on August 28, 2019, the Company consolidated its issued and outstanding common shares on the basis of one new share for every 2.5 existing shares. All references to share capital and stock options presented in these financial statements and notes thereto are on a post-consolidation basis.

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

Zoomd Technologies Ltd.
(Formerly DataMiners Capital Corp.)
Condensed Interim Statements of Cash Flows
Unaudited – Prepared by Management
(Expressed in Canadian Dollars)

	Nine months ended July 31, 2019	Nine months ended July 31, 2018
Operating Activities		
Loss for period	\$ (50,036)	\$ (36,878)
Changes in working capital balances:		
Prepaid expenses	-	2,219
Accounts payable and accrued liabilities	25,677	(4,961)
Cash Used in Operating Activities	(24,359)	(39,620)
Change in cash	(24,359)	(39,620)
Cash, Beginning of Period	49,744	113,340
Cash, End of Period	\$ 25,385	\$ 73,720

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

Zoomd Technologies Ltd.
(Formerly DataMiners Capital Corp.)
Notes to the Financial Statements
For the Nine Months Ended July 31, 2019 and 2018
(Expressed in Canadian Dollars)

1. NATURE OF OPERATIONS

Zoomd Technologies Ltd. (formerly DataMiners Capital Corp.) (the “Company”) was incorporated pursuant to the provisions of the Business Corporations Act (Alberta) on October 1, 2013. The Company is classified as a Capital Pool Company as defined in the TSX Venture Exchange (“TSX-V”) Policy 2.4 in order to negotiate an acquisition or participation in a business subject to receipt of shareholder approval and acceptance by regulatory authorities (the “Qualifying Transaction”). The Company completed its initial public offering (“IPO”) on May 29, 2014.

Until the completion of Qualifying Transaction on August 28, 2019, the Company did not carry on any business other than the identification and evaluation of assets or business in connection with a potential Qualifying Transaction.

On August 28, 2019, the Company consolidated its issued and outstanding common shares on a 2.5 old common shares to 1 new common share basis and changed its name from DataMiners Capital Corp to Zoomd Technologies Ltd. Effective September 3, 2019, the Company’s common shares commenced trading on the TSX-V under the symbol “ZOMD”. The Company’s address is: 25th Floor, 700 West Georgia Street, Vancouver, British Columbia, V7Y 1B3.

Qualifying Transaction

On August 28, 2019, the Company completed the Qualifying Transaction by way of a merger under Israeli law, pursuant to which Dotima 2019 Ltd (“Subco”), a wholly owned Israeli subsidiary of the Company, merged with Zoomd Ltd. (“Zoomd”) to form a newly merged company (“Amalco”), which now holds Zoomd’s assets as a wholly-owned Israeli subsidiary of the Company. Amalco operates under the name “Zoomd Ltd.”. Pursuant to the Qualifying Transaction, the Company acquired all of the outstanding shares of Zoomd and issued one common share of the Company to Zoomd’s shareholders in exchange for each ordinary share of Zoomd so acquired (note 8).

2. BASIS OF PRESENTATION

(a) Statement of Compliance

These unaudited condensed interim financial statements were prepared in accordance with International Accounting Standard (“IAS”) 34, Interim Financial Reporting. Accordingly, they do not include all of the information and disclosures required by IFRS for annual financial statements. These unaudited condensed financial statements should be read in conjunction with the Company’s annual financial statements for the year ended October 31, 2018 which were prepared in accordance with IFRS as issued by the International Accounting Standards Board (“IASB”). These unaudited condensed interim financial statements have been prepared using the same accounting policies and methods of application as the latest annual financial statements. In the opinion of management, all adjustments (consisting of normal and recurring accruals) considered necessary for fair presentation have been included. The results for interim periods are not necessarily indicative of results for the entire year. The preparation of these unaudited condensed interim financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of these unaudited condensed interim financial statements and the reported amounts of expenses during the period. As a result, actual amounts may differ from those estimates.

The Company’s functional and presentation currency is the Canadian dollar.

Zoomd Technologies Ltd.
(Formerly DataMiners Capital Corp.)
Notes to the Financial Statements
For the Nine Months Ended July 31, 2019 and 2018
(Expressed in Canadian Dollars)

2. BASIS OF PRESENTATION (CONTINUED)

(b) Approval of the financial statements

These unaudited condensed interim financial statements of the Company were approved by the Board of Directors and authorized for issue on September 27, 2019.

(c) Critical accounting judgments and estimates

The preparation of financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Significant estimates include accrued liabilities, the determination of share-based payments and the recoverability of deferred tax assets.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the review affects both current and future periods.

(d) Recent accounting pronouncements not yet applied

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or IFRS Interpretations Committee that are mandatory for future accounting periods. The Company has not early-adopted any of these standards and is currently evaluating the impact, if any, that these standards might have on its financial statements.

IFRS 9 - Financial Instruments will replace IAS 39 Financial Instruments: Recognition and Measurement. The new standard includes guidance on recognition and derecognition of financial assets and financial liabilities, impairment and hedge accounting. IFRS 9 is effective for annual periods beginning on or after January 1, 2018, with early adoption permitted. The Company is considering the implications of the standard, the impact on the Company and the timing of its adoption by the Company.

IFRS 15 - Revenue from Contracts with Customers replaces IAS 11 Construction Contracts, IAS 18 Revenue and IFRIC 13 Customer Loyalty Programmes. This standard outlines a single comprehensive model for entities to account for revenue arising from contracts with customers. IFRS 15 becomes effective for annual periods beginning on or after January 1, 2018, with early adoption permitted and is to be applied retrospectively. The Company is considering the implications of the standard, the impact on the Company and the timing of its adoption by the Company.

Zoomd Technologies Ltd.
(Formerly DataMiners Capital Corp.)
Notes to the Financial Statements
For the Nine Months Ended July 31, 2019 and 2018
(Expressed in Canadian Dollars)

3. SHARE CAPITAL

(a) Authorized

The Company has authorized an unlimited number of common shares without par value. As at July 31, 2019, the Company had 524,000 shares outstanding (October 31, 2018: 524,000).

Subsequent to July 31, 2019, prior to the completion of Qualifying Transaction on August 28, 2019, the Company consolidated its issued and outstanding common shares on the basis of one new share for every 2.5 existing shares (1:2.5). Unless otherwise indicated, all references to share capital and stock options presented in these financial statements and notes thereto are on a post-consolidation basis.

(b) Issued and outstanding

There were no shares issued during the nine months ended July 31, 2019 and the year ended October 31, 2018.

(c) Stock options

On May 29, 2014, concurrently with the closing of the IPO, the Company issued 40,800 stock options to its Directors under the Company's Incentive Stock Option Plan. These options were exercisable at \$1.25 per common share and expired on May 29, 2019.

The following is a summary of stock options:

October 31, 2018	Granted	Exercised	Expired	July 31, 2019	Weighted Average Exercise Price	Expiry Date
38,000	-	-	(38,000)	-	\$1.25	May 29, 2019
38,000	-	-	(38,000)	-	\$1.25	

There were no outstanding options as of July 31, 2019.

4. RELATED PARTY TRANSACTIONS

The Company's key management personnel include the Board of Directors, Executive Officers and any companies owned or controlled in whole or in part by the officers and directors.

The Company paid rent and office expenses to CDM Capital Partners Inc., a company related by virtue of common director. The amounts included in the table below have been included in general and administrative fees.

The following summarizes the Company's related party transactions during the nine months ended July 31, 2019 and 2018:

		July 31, 2019	July 31, 2018
Accounting fees	\$	- \$	10,238
Rent		-	2,362
	\$	- \$	12,600

Zoomd Technologies Ltd.
(Formerly DataMiners Capital Corp.)
Notes to the Financial Statements
For the Nine Months Ended July 31, 2019 and 2018
(Expressed in Canadian Dollars)

5. QUALIFYING TRANSACTION

On September 26, 2018, the Company entered a non-binding letter of intent with Zoomd for a proposed business combination intended to qualify as the Qualifying Transaction.

During the nine months ended July 31, 2019, the Company incurred \$26,495 (2018 - \$Nil) of transaction costs relating to the Qualifying Transaction (note 8).

6. CAPITAL MANAGEMENT

The Company is actively looking to acquire an interest in a business or assets and this involves a high degree of risk. The Company has not determined whether it will be successful in its endeavours and does not generate cash flows from operations. The Company's primary source of funds comes from the issuance of share capital. The Company does not use other sources of financing that require fixed payments of interest and principal due to lack of cash flow from current operations, and is not subject to any externally imposed capital requirements.

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern.

The Company defines its capital as shareholders' equity. Capital requirements are driven by the Company's general operations. To effectively manage the Company's capital requirements, the Company monitors expenses and overhead to ensure costs and commitments are being paid.

There have been no changes to the Company's approach to capital management during the period.

Although the Company has been successful at raising funds in the past through the issuance of share capital, it is uncertain whether it will continue this financing

7. FINANCIAL INSTRUMENTS

a) Fair Value of Financial Instruments

The Company has classified fair value measurements of its financial instruments using a fair value hierarchy that reflects the significance of inputs used in making the measurements as follows:

Level 1: Valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: Valuations based on directly or indirectly observable inputs in active markets for similar assets or liabilities, other than Level 1 prices, such as quoted interest or currency exchange rates; and

Level 3: Valuations based on significant inputs that are not derived from observable market data, such as discounted cash flow methodologies based on internal cash flow forecasts.

The fair value of cash and accounts payables and accrued liabilities approximates their carrying value due to their short-term maturity.

Zoomd Technologies Ltd.
(Formerly DataMiners Capital Corp.)
Notes to the Financial Statements
For the Nine Months Ended July 31, 2019 and 2018
(Expressed in Canadian Dollars)

7. FINANCIAL INSTRUMENTS (CONTINUED)

b) Management of Risks Arising from Financial Instruments

The Company is exposed to various types of market risks including credit risk, liquidity risk and interest rate risk. This is not an exhaustive list of all risks, nor will the mitigation strategies eliminate all risks listed.

(i) Credit Risk – Credit risk is the risk that one party to a financial instrument will fail to fulfill an obligation and cause the other party to incur a financial loss. The Company's credit risk consists primarily of cash. The credit risk is minimized by placing cash with major Canadian financial institutions. The Company does not invest in asset-backed commercial papers.

(ii) Liquidity Risk – Liquidity risk is the risk that the Company will not be able to meet its financial obligations when they become due. To mitigate this risk, the Company has a planning and budgeting process in place to determine the funds required to support its ongoing operations and capital expenditures. The Company ensures that sufficient funds are raised from private placements to meet its operating requirements, after taking into account existing cash and expected exercise of share purchase warrants. The Company's cash is held in business accounts, which are available on demand for the Company's programs and are not invested in any asset-backed deposits or investments. The Company is exposed to liquidity risk.

(iii) Interest Rate Risk - Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. If interest rates decrease, the Company will generate smaller interest revenue. Presently the Company is not at risk of realizing a loss as a result of a decline in the fair value of its financial instruments because of the short-term nature of the investments.

8. SUBSEQUENT EVENT

On August 28, 2019, the Company completed the Qualifying Transaction by way of a merger under Israeli law, pursuant to which Subco, a wholly owned Israeli subsidiary of the Company, merged with Zoomd to form Amalco, which now holds Zoomd's assets as a wholly-owned Israeli subsidiary of the Company. Amalco operates under the name "Zoomd Ltd.". Pursuant to the Qualifying Transaction, the Company acquired all of the outstanding shares of Zoomd and issued one common share of the Company to Zoomd's shareholders in exchange for each ordinary share of Zoomd so acquired (aggregated of 81,655,219 common shares). Concurrently, the Company completed the conversion of the subscription receipts of Zoomd FinanceCo Ltd. ("FinCo") issued in connection with the brokered and non-brokered private placement offering of CDN\$8,385,990. The Company completed a non-brokered private placement of common shares of FinCo for additional gross proceeds of CDN\$880,000.