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**AMERICAN AIRES INC.**  
**CONDENSED INTERIM FINANCIAL STATEMENTS**  
**FOR THE THREE AND NINE MONTHS ENDED**  
**SEPTEMBER 30, 2019 AND 2018**  
**(EXPRESSED IN CANADIAN DOLLARS)**  
**(UNAUDITED)**

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## **MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING**

The accompanying unaudited condensed interim financial statements of American Aires Inc. (the "Company") are the responsibility of management and the Board of Directors.

The unaudited condensed interim financial statements have been prepared by management, on behalf of the Board of Directors, in accordance with the accounting policies disclosed in the notes to the unaudited condensed interim financial statements. Where necessary, management has made informed judgments and estimates in accounting for transactions which were not complete at the statement of financial position date. In the opinion of management, the unaudited condensed interim financial statements have been prepared within acceptable limits of materiality and are in accordance with International Accounting Standard 34 - Interim Financial Reporting using accounting policies consistent with International Financial Reporting Standards appropriate in the circumstances.

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

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

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

### **NOTICE TO READER**

The accompanying condensed interim financial statements of the Company have been prepared by and are the responsibility of management. The financial statements have not been reviewed by the Company's auditors.



**AMERICAN AIRES INC.**  
**Condensed Interim Statements of Financial Position**  
**(Expressed in Canadian Dollars)**  
**(Unaudited)**

<b>As at</b>	<b>September 30, 2019</b>	<b>December 31 2018 (Audited)</b>
<b>ASSETS</b>		
<b>Current assets</b>		
Cash	\$ 25,230	\$ 63,227
Prepaid and sundry receivable	93,901	194,597
Accounts receivable	1,107	832
Inventory	211,143	368,912
	331,381	627,568
<b>Leasehold Improvements</b> (note 5)	37,583	41,011
<b>Furniture and equipment</b> (note 4)	30,489	36,087
<b>Intellectual property</b> (note 3)	799,838	1,176,000
<b>Right-of-use asset</b> (note 6)	66,447	-
<b>Total assets</b>	<b>\$ 1,265,738</b>	<b>\$ 1,880,666</b>
<b>LIABILITIES AND EQUITY</b>		
<b>Current liabilities</b>		
Accounts payable and accrued liabilities (note 11)	\$ 744,752	\$ 517,233
Shareholder loan (note 11)	552,000	230,000
Lease obligation (note 7)	42,704	-
	1,339,456	747,233
<b>Non-Current liabilities</b>		
Lease obligation (note 7)	34,031	-
<b>Total liabilities</b>	<b>1,373,487</b>	<b>747,233</b>
<b>Shareholders' equity (deficiency)</b>		
Share capital (note 8)	3,905,249	4,184,249
Contributed surplus	653,400	374,400
Deficit	(4,666,398)	(3,425,216)
<b>Total shareholders' (deficiency) equity</b>	<b>(107,749)</b>	<b>1,133,433</b>
<b>Total liabilities and shareholders' equity</b>	<b>\$ 1,265,738</b>	<b>\$ 1,880,666</b>

Nature of Operations and Going Concern (note 1)  
Subsequent Event (note 14)

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



**AMERICAN AIRES INC.****Condensed Interim Statements of Loss and Comprehensive Loss****(Expressed in Canadian Dollars)****(Unaudited)**

	<b>Three Months Ended September 30,</b>		<b>Nine Months Ended September 30,</b>	
	<b>2019</b>	<b>2018</b>	<b>2019</b>	<b>2018</b>
<b>Revenue</b>				
Sales	\$ 138,207	\$ 117,495	\$ 477,172	\$ 357,437
Cost of sales	(93,927)	(41,772)	(229,167)	(145,848)
Gross margin	44,280	75,723	248,005	211,589
<b>Expenses</b>				
Advertising and promotion	49,286	31,699	167,768	248,433
Consulting fees (note 11)	20,250	60,090	65,575	287,522
Foreign exchange	2,516	8,079	7,819	5,038
Impairment of intellectual property	-	-	279,000	-
Interest charges	7,227	5,120	21,813	13,967
Office and general	77,713	51,735	175,293	158,593
Professional fees	92,123	120,061	209,092	243,509
Rent expense	9,211	16,611	27,691	32,682
Research and development	4,000	4,000	16,000	7,635
Salaries and benefits (note 11)	103,711	92,614	313,977	191,038
Travel	26,214	15,476	65,858	66,639
Depreciation	41,628	47,123	139,301	138,584
	433,879	452,608	1,489,187	1,393,640
<b>Net loss and comprehensive loss for the period</b>	<b>\$ (389,599)</b>	<b>\$ (376,885)</b>	<b>\$(1,241,182)</b>	<b>\$(1,182,051)</b>
<b>Basic and diluted net loss per share (note 10)</b>	<b>\$ (0.00)</b>	<b>\$ (0.00)</b>	<b>\$ (0.01)</b>	<b>\$ (0.01)</b>
<b>Weighted average number of common shares outstanding, basic and diluted (note 10)</b>	<b>84,520,000</b>	<b>90,100,000</b>	<b>86,369,808</b>	<b>86,656,804</b>

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



**AMERICAN AIRES INC.****Condensed Interim Statements of Changes in Shareholders' Equity (Deficiency)****(Expressed in Canadian Dollars)****(Unaudited)**

	Share Capital Number	Capital Amount	Shares to be Issued	Contributed Surplus	Deficit	Total
<b>Balance, December 31, 2017</b>	<b>60,800,000</b>	<b>\$ 2,940,795</b>	<b>\$ 40,000</b>	<b>\$ -</b>	<b>\$ (1,744,519)</b>	<b>\$ 1,236,276</b>
Private placements, net of costs	28,500,000	1,577,854	-	-	-	1,577,854
Warrants issued	-	(374,400)	-	374,400	-	-
Share issued for consulting fees	800,000	40,000	(40,000)	-	-	-
Net loss	-	-	-	-	(1,182,051)	(1,182,051)
<b>Balance, September 30, 2018</b>	<b>90,100,000</b>	<b>\$ 4,184,249</b>	<b>\$ -</b>	<b>\$ 374,400</b>	<b>\$ (2,926,570)</b>	<b>\$ 1,632,079</b>
<b>Balance, December 31, 2018</b>	<b>90,100,000</b>	<b>\$ 4,184,249</b>	<b>\$ -</b>	<b>\$ 374,400</b>	<b>\$ (3,425,216)</b>	<b>\$ 1,133,433</b>
Cancellation of 5,580,000 common shares (note 8)	(5,580,000)	(279,000)	-	279,000	-	-
Net loss	-	-	-	-	(1,241,182)	(1,241,182)
<b>Balance, September 30, 2019</b>	<b>84,520,000</b>	<b>\$ 3,905,249</b>	<b>\$ -</b>	<b>\$ 653,400</b>	<b>\$ (4,666,398)</b>	<b>\$ (107,749)</b>

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



**AMERICAN AIRES INC.**  
**Condensed Interim Statements of Cash Flows**  
**(Expressed in Canadian Dollars)**  
**(Unaudited)**

<b>For the Nine Months Ended September 30,</b>	<b>2019</b>	<b>2018</b>
<b>Operating activities</b>		
Net loss for the period	\$ (1,241,182)	\$ (1,182,051)
Impairment of intellectual property	279,000	-
Depreciation	106,185	138,584
Depreciation of right-of-use asset	33,127	-
Accretion of right-of-use asset	6,579	-
Non-cash working capital items:		
Accounts receivable	(275)	1,800
Prepaid and sundry receivable	100,696	(84,230)
Accounts payable and accrued liabilities	227,521	(335,797)
Deferred revenue	-	275
Inventory	157,769	(368,545)
	<b>(330,580)</b>	<b>(1,829,964)</b>
<b>Investing activities</b>		
Acquisition of property and equipment	-	(45,543)
Leasehold improvements	-	(45,568)
Investment	-	(40,117)
	-	(131,228)
<b>Financing activities</b>		
Private placement, net of fees	-	1,577,854
Shareholder loan	322,000	70,000
Lease obligation expense	(29,417)	-
	<b>292,583</b>	<b>1,647,854</b>
<b>Net change in cash</b>	<b>(37,997)</b>	<b>(313,338)</b>
<b>Cash, beginning of the period</b>	<b>63,227</b>	<b>354,839</b>
<b>Cash, end of the period</b>	<b>\$ 25,230</b>	<b>\$ 41,501</b>

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



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# **AMERICAN AIRES INC.**

## **Notes to Condensed Interim Financial Statements Three and Nine Months Ended September 30, 2019 (Expressed in Canadian Dollars) (Unaudited)**

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### **1. Nature of Operations and Going Concern**

American Aires Inc. (the "Company") was incorporated on May 15, 2012 and organized under the laws of Ontario, Canada. The registered office of the Company is located at 400 Applewood Crescent, unit 100, Vaughn, Ontario, L4K 0C3.

The Company is currently engaged in business of production, distribution and sales of electromagnetic protection devices. The Company currently has three principal products: Air Shield Pro, Aires Defender Pro and Aires Guardian and has further products in the development phase.

These financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the ordinary course of operations. The Company has a deficit of \$4,666,398 at September 30, 2019 (December 31, 2018 - \$3,425,216) and incurred a loss of \$1,241,182 for the nine months ended September 30, 2019 (a loss of \$1,393,640 for the nine months ended September 30, 2018). The Company has a working capital deficiency of \$1,008,075 at September 30, 2019 (December 31, 2018 - a working deficiency of \$119,665).

Management cannot provide assurance that the Company will achieve profitable operations or become cash flow positive, or raise additional debt and/or equity capital. Management intends to raise additional funding in the form of equity financing from the sale of common stock. However, if the Company is unable to raise additional capital in the near future, management expects that the Company will need to curtail operations, liquidate assets, seek additional capital on less favourable terms and/or pursue other remedial measures. There are no assurances that the Company will be successful in achieving the above and, as a result, there is substantial doubt regarding the applicability of the going concern assumption. These financial statements do not give effect to adjustments that would be necessary to the reported carrying values and classifications of assets and liabilities should the Company be unable to continue as a going concern.

### **2. Accounting Policies**

#### **Statement of Compliance**

These unaudited condensed interim financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting. Accordingly, they do not include all of the information required for full annual financial statements required by IFRS as issued by IASB and interpretations issued by IFRIC. These unaudited condensed interim financial statements should be read in conjunction with the Company's audited financial statements for the year ended December 31, 2018.

These financial statements were approved by the Board of Directors on November 29, 2019.

#### **Basis of Measurement**

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

In the preparation of these financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the period. Actual results could differ from these estimates.



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# AMERICAN AIRES INC.

## Notes to Condensed Interim Financial Statements Three and Nine Months Ended September 30, 2019 (Expressed in Canadian Dollars) (Unaudited)

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### 2. Accounting Policies (Continued)

#### Accounting Pronouncements Adopted

##### Accounting for Leases - IFRS 16

In January 2016, the IASB issued IFRS 16 - Leases ("IFRS 16"), replacing IAS 17 - Leases. IFRS 16 provides a single lessee accounting model and requires the lessee to recognize assets and liabilities for all leases on its statement of financial position, providing the reader with greater transparency of an entity's lease obligations.

The Company elected the modified retrospective transition approach, which provides lessees a method for recording existing leases at adoption with no restatement of prior period financial information. Under this approach, a lease liability was recognized at January 1, 2019 in respect of leases previously classified as operating leases, measured at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate at transition. The associated right-of-use assets were measured at amounts equal to the respective lease liabilities, subject to certain adjustments allowed under IFRS 16.

In addition, the Company elected to utilize practical expedients permitted under the transition guidance within the new standard, which among other things, allowed the Company to apply a single discount rate to a portfolio of leases with reasonably similar characteristics, and rely on its assessment as to whether leases are onerous applying IAS 37 Provisions, Contingent Liabilities and Contingent Assets immediately before the date of initial application as an alternative to performing an impairment review.

Adoption of the new standard at January 1, 2019 resulted in the recording of additional right-of-use assets and lease liabilities of \$99,573, related to office space.

All leases are accounted for by recognising a right-of-use asset and a lease liability except for:

- Leases of low value assets; and
- Leases with a duration of twelve months or less.

Lease liabilities are measured at the present value of the contractual payments due to the lessor over the lease term, with the discount rate determined by the incremental borrowing rate on commencement of the lease is used. Variable lease payments are only included in the measurement of the lease liability if they depend on an index or rate. In such cases, the initial measurement of the lease liability assumes the variable element will remain unchanged throughout the lease term. Other variable lease payments are expensed in the period to which they relate.

On initial recognition, the carrying value of the lease liability also includes:

- Amounts expected to be payable under any residual value guarantee;
- The exercise price of any purchase option granted if it is reasonable certain to assess that option;
- Any penalties payable for terminating the lease, if the term of the lease has been estimated on the basis of termination option being exercised.

Right-of-use assets are initially measured at the amount of the lease liability, reduced for any lease incentives received, and increased for:

- Lease payments made at or before commencement of the lease;
- Initial direct costs incurred; and
- The amount of any provision recognised where the Company is contractually required to dismantle, remove or restore the leased asset.

Lease liabilities, on initial measurement, increase as a result of interest charged at a constant rate on the balance outstanding and are reduced for lease payments made.

Right-of-use assets are amortised on a straight-line basis over the remaining term of the lease or over the remaining economic life of the asset if this is judged to be shorter than the lease term.



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**AMERICAN AIRES INC.****Notes to Condensed Interim Financial Statements**  
**Three and Nine Months Ended September 30, 2019**  
**(Expressed in Canadian Dollars)**  
**(Unaudited)**

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**2. Accounting Policies (Continued)****Accounting Pronouncements Adopted (Continued)**

When the Company revises its estimate of the term of any lease, it adjusts the carrying amount of the lease liability to reflect the payments to make over the revised term, which are discounted at the same discount rate that applied on lease commencement. The carrying value of lease liabilities is similarly revised when the variable element of future lease payments dependent on a rate or index is revised. In both cases an equivalent adjustment is made to the carrying value of the right-of-use asset, with the revised carrying amount being amortised over the remaining (revised) lease term.

The Company adopted this standard and the impact on the Company's unaudited condensed interim financial statements are disclosed in note 6 and 7.

Uncertainty over Income Tax Treatments - IFRIC 23

On June 7, 2017, the IASB issued IFRIC Interpretation 23 - Uncertainty over Income Tax Treatments. The Interpretation provides guidance on the accounting for current and deferred tax liabilities and assets in circumstances in which there is uncertainty over income tax treatments. The Interpretation is applicable for annual periods beginning on or after January 1, 2019. The Company adopted this standard at January 1, 2019 and there was no material impact on the Company's unaudited condensed interim financial statements.

**3. Intellectual Property**

<b>Balance, December 31, 2017</b>	<b>\$ 1,344,000</b>
Depreciation	(168,000)
<b>Balance, December 31, 2018</b>	<b>\$ 1,176,000</b>
Impairment (note 8(b))	(279,000)
Depreciation	(97,162)
<b>Balance, September 30, 2019</b>	<b>\$ 799,838</b>



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**AMERICAN AIRES INC.****Notes to Condensed Interim Financial Statements  
Three and Nine Months Ended September 30, 2019  
(Expressed in Canadian Dollars)  
(Unaudited)**

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**4. Furniture and Equipment**

<b>Cost</b>	<b>Furniture and Fixtures</b>	<b>Computer Equipment</b>	<b>Total</b>
Balance, December 31, 2017	\$ -	\$ -	\$ -
Additions	42,082	3,461	45,543
Balance, December 31, 2018	\$ 42,082	\$ 3,461	\$ 45,543
Additions	-	-	-
<b>Balance, September 30, 2019</b>	<b>\$ 42,082</b>	<b>\$ 3,461</b>	<b>\$ 45,543</b>
<b>Accumulated Depreciation</b>			
Balance, December 31, 2018	\$ 8,418	\$ 1,038	\$ 9,456
Depreciation	5,052	546	5,598
<b>Balance, September 30, 2019</b>	<b>\$ 13,470</b>	<b>\$ 1,584</b>	<b>\$ 15,054</b>
<b>Carrying Value</b>			
At December 31, 2018	\$ 33,664	\$ 2,423	\$ 36,087
<b>At September 30, 2019</b>	<b>\$ 28,612</b>	<b>\$ 1,877</b>	<b>\$ 30,489</b>

**5. Leasehold Improvements**

<b>Cost</b>	<b>Leasehold Improvements</b>
December 31, 2017	\$ -
Additions	45,568
<b>December 31, 2018 and September 30, 2019</b>	<b>\$ 45,568</b>
<b>Accumulated Depreciation</b>	
December 31, 2017	\$ -
Depreciation	4,557
<b>December 31, 2018</b>	<b>\$ 4,557</b>
Depreciation	3,417
<b>September 30, 2019</b>	<b>\$ 7,974</b>
<b>Carrying Value</b>	
At December 31, 2018	\$ 41,011
<b>At September 30, 2019</b>	<b>\$ 37,594</b>



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**AMERICAN AIRES INC.****Notes to Condensed Interim Financial Statements  
Three and Nine Months Ended September 30, 2019  
(Expressed in Canadian Dollars)  
(Unaudited)**

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**6. Right-of-use Assets**

IFRS 16 - right-of-use asset recognition	\$ 99,573
<b>Right-of-use assets at January 1, 2019</b>	<b>99,573</b>
Depreciation	(33,126)
<b>Balance, September 30, 2019</b>	<b>\$ 66,447</b>

Right-of-use assets consist of office space amortized over a period of 27 months.

**Maturity Analysis - Contractual Undiscounted Cash Flows**

As at September 30, 2019	
Less than one year	\$ 54,010
Greater than one year	40,989
<b>Total undiscounted lease obligation</b>	<b>\$ 94,999</b>

**7. Lease Obligation**

At the commencement date of the leases, the lease liability was measured at the present value of the lease payments that were not paid at that date. The lease payments are discounted using an interest rate of 14%, which is the Company's incremental borrowing rate.. The continuity of the lease liabilities are presented in the table below:

Balance, December 31, 2018	\$ -
Additions	105,184
Accretion	11,685
Lease payments	(40,134)
<b>Balance, September 30, 2019</b>	<b>\$ 76,735</b>
As at September 30, 2019	
Less than one year	\$ 42,704
Greater than one year	34,031
<b>Total lease obligation</b>	<b>\$ 76,735</b>



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**AMERICAN AIRES INC.****Notes to Condensed Interim Financial Statements  
Three and Nine Months Ended September 30, 2019  
(Expressed in Canadian Dollars)  
(Unaudited)**

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**8. Share Capital***(a) Authorized*

The Company is authorized to issue an unlimited number of common shares.

*(b) Issued and outstanding - Common Shares*

	<b>Number of common shares</b>	<b>Amount</b>
<b>Balance, December 31, 2017</b>	60,800,000	\$ 2,940,795
Private placements, net of costs	28,500,000	1,577,854
Issuance of warrants	-	(374,400)
Shares issued for consulting fees	800,000	40,000
<b>Balance, September 30, 2018</b>	<b>90,100,000</b>	<b>\$ 4,184,249</b>
Balance, December 31, 2018	90,100,000	4,184,249
Cancellation of shares issued for intellectual property <sup>1</sup>	(5,580,000)	(279,000)
<b>Balance, September 30, 2019</b>	<b>84,520,000</b>	<b>\$ 3,905,249</b>

<sup>1</sup>On March 31, 2019, the Company cancelled 5,580,000 common shares issued in January 2017 at a value of \$279,000 on acquisition of intellectual property. As the Company retained the intellectual property, \$279,000 was transferred to contributed surplus. On March 31, 2019, the Company recorded a corresponding impairment charge on the carrying value of its intellectual property. (note 3)

**9. Warrants**

The following table reflects the continuity of warrants for the nine months ended September 30, 2019 and 2018:

	<b>Number of Warrants Outstanding</b>	<b>Weighted Average Exercise Price</b>
Balance - December 31, 2017	-	\$ -
Issued	26,000,000	0.14
Balance, September 30, 2018	26,000,000	\$ 0.14
<b>Balance, December 31, 2018 and September 30, 2019</b>	<b>26,000,000</b>	<b>\$ 0.14</b>

The following table reflects warrants outstanding as at September 30, 2019:

<b>Expiry Date</b>	<b>Exercise Price</b>	<b>Weighted Average Life Remaining</b>	<b>Warrants Outstanding</b>	<b>Black-Scholes Value</b>
January 26, 2021	\$ 0.14	1.33 years	26,000,000	\$ 374,400

On May 8, 2019, the Company extended the expiry date of 26,000,000 \$0.14 warrants by one year to January 26, 2021.



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# AMERICAN AIRES INC.

## Notes to Condensed Interim Financial Statements Three and Nine Months Ended September 30, 2019 (Expressed in Canadian Dollars) (Unaudited)

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### 10. Net Loss Per Share

The calculation of basic and diluted loss per share for the nine months ended September 30, 2019 and 2018 was based on the loss attributable to common shareholders of \$1,241,182, and \$1,182,051, respectively and the weighted average number of common shares outstanding of 86,369,808 and 86,656,804 respectively.

### 11. Related Party Balances and Transactions

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2019	2018	2019	2018
Remuneration paid for CEO	\$ 57,500	\$ 57,500	\$ 172,500	\$ 157,500
Remuneration paid for CFO	\$ 7,500	\$ 7,500	\$ 22,500	\$ 22,500

The Company defines key management as the Company's Chief Executive Officer and Chief Financial Officer of the Company.

As at September 30, 2019, amounts due to related parties totaled \$189,776 (December 31, 2018 - \$89,379) pertaining to amounts payable for key management remuneration, and reimbursement of expenses paid on behalf of the Company.

During the three and nine months ended September 30, 2019, the Company purchased \$nil (three and six months ended September 30, 2018 - \$495,092) of inventory and expensed \$nil (three and nine months ended September 30, 2018 - \$16,116) in research fees to Aireslita UAB with which Igor Serov and Dimitry Serov were directors up until June 13, 2018. Igor Serov is a director and Dimitry Serov is Chief Executive Officer and a Director of the the Company. As at September 30, 2019, \$7,284 (December 31, 2018 - \$5,972) was included in accounts payable pertaining to these purchases. These purchases were made in accordance with a manufacturing agreement dated October 15, 2017.

During the three and nine months ended September 30, 2019, the Company paid \$25,000 and \$75,000, respectively (three and nine months ended September 30, 2018 - \$25,000 and \$70,000, respectively) in consulting fees to Igor Serov, a director of the Company. Included in accounts payable and accrued liabilities was \$65,763 (December 31, 2018 - \$25,000) in relation to these fees.

During the three and nine months ended September 30, 2019, the Company expensed \$7,500 and \$22,500, (three and nine months ended September 30, 2018 - \$7,500 and \$22,500) to Marrelli Support Services Inc. ("Marrelli Group") and for:

- (i) Robert D.B. Suttie, President of Marrelli Support, to act as Chief Financial Officer ("CFO") of the Company;
- (ii) Regulatory filing services

The Marrelli Group is also reimbursed for out of pocket expenses.

As of September 30, 2019, the Marrelli Group was owed \$40,261 (December 31, 2018 - \$14,379). These amounts are included in accounts payable.

During the three and nine months ended September 30, 2019, two consultants who are shareholders of the Company were paid \$nil (three and nine months ended June 30, 2018 - \$55,310) each for additional financial, strategic and advisory services to the Company. As at September 30, 2019, \$nil (December 31, 2018 - \$nil) was included in accounts payable pertaining to these fees. Additionally, as at September 30, 2019, the two consultants had advanced the Company an aggregate \$552,000 (December 31, 2018 - \$230,000) for working capital purposes. The shareholder loans bear no interest, are unsecured and are due on demand.



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# **AMERICAN AIRES INC.**

## **Notes to Condensed Interim Financial Statements Three and Nine Months Ended September 30, 2019 (Expressed in Canadian Dollars) (Unaudited)**

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### **11. Related Party Balances and Transactions**

During the three and nine months ended September 30, 2019, the Company expensed \$25,000 and \$101,567, respectively (three and nine months ended September 30, 2018 - \$nil and \$57,218, respectively) for legal services provided by a firm, a partner of which is a director of the Company. As at September 30, 2019, \$223,926 (December 31, 2018 - \$122,358) was included in accounts payable and accrued liabilities.

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

### **12. Contingencies and Commitments**

On January 2, 2017 the Company entered into consulting agreements (the "Consulting Agreements") with two individuals who are shareholders of the Company (collectively the "Consultants") whereby each of the Consultants provide financial, strategic and advisory services to the Company. Under the terms of the Consulting Agreements each Consultant is to be paid a fee of one percent (1%) of the value of the proceeds raised pursuant to any going public transaction to be paid within ten days of completion of a going public transaction. Each of the two Consultants participated in the January 26, 2018 private placement, each subscribing to 8,000,000 units of the Company for subscription proceeds of \$400,000. Each unit consisted of one share and one common share purchase warrant exercisable into a common share at a price of \$0.14 for a period of two (2) years from the date of issuance.

The Company is committed under the terms of an office lease for minimum annual rental payments of \$54,010 to June 30, 2019, and \$40,989 thereafter to June 30, 2020.

### **13. Segmented Information**

The Company's operations consist of a single operating segment, located in Canada. During the nine months ended September 30, 2019, 71% (nine months ended September 30, 2018 - 66%) of sales were to US customers and 14% (nine months ended September 30, 2018 - 21%) being sold to customers in Canada. The Company's remaining customers are distributed widely throughout the world.

### **14. Subsequent Event**

On November 6, 2019, the Company completed its initial public offering (the "Offering") pursuant to a prospectus dated October 2, 2019 (the "Prospectus"). Pursuant to the Offering, the Company issued an aggregate of 25,200,000 common shares (each, a "Share") at a purchase price of \$0.30 per Share for gross proceeds of \$7,560,000. Upon completion of the Offering, the Company had 109,720,000 common shares issued and outstanding, of which 57,720,000 common shares were subject to securities law and contractual escrow requirements. Canaccord Genuity Corp. ("Canaccord") acted as agent on a commercially reasonable efforts basis in respect of the Offering and received a cash commission and corporate finance fee in consideration for its services. In addition, Canaccord received 2,016,000 non-transferable options to acquire up to 2,016,000 Shares at a price of \$0.30 per Share until November 6, 2021. Proceeds of the Offering will be used for marketing, research and development and intellectual property costs as well as general administrative and working capital purposes. The Company also received approval to list the Company's common shares on the Canadian Securities Exchange (the "Exchange" or the "CSE"). The Company's common shares were listed on the CSE on November 5, 2019 and immediately halted pending closing of the Offering. The common shares commenced trading on the CSE on November 7, 2019 under the trading symbol "WIFI".