Interim (unaudited) Consolidated Financial Statements of

ROCKY MOUNTAIN LIQUOR INC

September 30, 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 Rocky Mountain Liquor Inc. (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 Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

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ROCKY MOUNTAIN LIQUOR INC

Interim Consolidated Statements of Financial Position (unaudited)

As at	Note	Sep 30, 2020 \$	Dec 31, 2019 \$
ASSETS		<u> </u>	Ψ
CURRENT			
Cash and cash equivalents		85,559	253,219
Accounts receivable		181,439	328,236
Inventory		5,790,956	5,015,371
Prepaid expenses and deposits		148,782	249,022
Current portion of loans receivable		-	29,807
		6,206,736	5,875,655
NON-CURRENT			
PROPERTY AND EQUIPMENT		1,622,660	1,913,468
GOODWILL	6	6,215,410	6,307,819
RIGHT-OF-USE ASSETS	14	11,639,773	13,103,781
		25,684,579	27,200,723
LIABILITIES			
CURRENT			
Accounts payable and accrued liabilities		543,988	355,417
Goods and services tax payable		60,968	75,864
Operating facility	7	2,948,515	7,854,890
Bank loan	7	3,250,000	-
Current portion of lease liabilities	14	1,439,806	1,731,967
		8,243,277	10,018,138
NON-CURRENT			
LEASE LIABILITIES	14	10,568,679	11,696,251
		18,811,956	21,714,389
SHAREHOLDERS' EQUITY			
Share capital	9	7,377,311	7,377,311
Contributed surplus	10	1,014,911	1,014,911
Accumulated deficit		(1,519,599)	(2,905,888)
		6,872,623	5,486,334
		25,684,579	27,200,723

The accompanying notes form an integral part of these interim consolidated financial statements Approved on behalf of the board:

<u>Peter J. Byrne</u> Chair, Board of Directors Robert Normandeau
Chair, Audit Committee

ROCKY MOUNTAIN LIQUOR INC

Interim Consolidated Statements of Changes in Shareholders' Equity

(unaudited)

	Equity component				
	of convertible	Share	Contributed	Accumulated	
	debenture	capital	surplus	deficit	Total
Balance at Dec 31, 2018	96,694	4,667,442	1,014,911	(5,840,620)	(61,573)
Debenture redemption Jul 3, 2019	(96,694)	2,709,869	-	96,694	2,709,869
Net comprehensive income for the period	-	-	-	2,838,038	2,838,038
Balance at Dec 31, 2019	-	7,377,311	1,014,911	(2,905,888)	5,486,334
Net comprehensive income for the period	-	-	-	1,386,289	1,386,289
Balance at Sep 30, 2020	-	7,377,311	1,014,911	(1,519,599)	6,872,623

The accompanying notes form an integral part of these interim consolidated financial statements

ROCKY MOUNTAIN LIQUOR INC

Interim Consolidated Statements of Comprehensive Income

(unaudited) For the 3 and 9 months ended Sep 30	Note	3 months ended Sep 30, 2020 \$	9 months ended Sep 30, 2020 \$	3 months ended Sep 30, 2019 \$	9 months ended Sep 30, 2019 \$
SALES		13,210,088	36,953,004	11,785,005	32,867,193
COST OF SALES	4	10,203,842	28,539,113	9,189,173	25,676,893
		3,006,246	8,413,891	2,595,832	7,190,300
OPERATING AND ADMINISTRATIVE EXPENSES		1,770,081	5,068,407	1,686,852	5,071,879
INCOME FROM OPERATIONS		1,236,165	3,345,484	908,980	2,118,421
PROPERTY AND EQUIPMENT DEPRECIATION RIGHT-OF-USE ASSETS DEPRECIATION FINANCE COSTS ON LEASE LIABILITIES	14 14	77,779 230,107 122,729	240,268 860,350 452,421	111,161 349,713 173,217	333,761 1,036,670 514,003
OTHER EXPENSES (INCOME) Finance costs (Gain) loss on disposal of property and equipment and goodwill Store closure expenses Other income Gain on redemption of convertible debenture	8	91,521 (520) 23,986 (219)	325,571 43,780 38,054 (1,249)	151,246 813 - (453) (3,472,811)	836,033 (1,466) 358 (1,500) (3,472,811)
		545,383	1,959,195	(2,687,114)	(754,952)
INCOME BEFORE TAX INCOME TAXES		690,782 -	1,386,289 -	3,596,094	2,873,373 -
NET COMPREHENSIVE INCOME		690,782	1,386,289	3,596,094	2,873,373
Basic income per share Diluted income per share	12 12	0.01 0.01	0.03 0.03	0.12 0.12	0.10 0.10
Weighted average number of shares - basic Weighted average number of shares - diluted		47,489,937 47,489,937	47,489,937 47,489,937	29,275,661 29,275,661	29,275,661 29,275,661

The accompanying notes form an integral part of these interim consolidated financial statements

ROCKY MOUNTAIN LIQUOR INC Interim Consolidated Statements of Cash Flows (unaudited)

For the 3 and 9 months ended Sep 30	Note	3 months ended Sep 30, 2020 \$	9 months ended Sep 30, 2020 \$	3 months ended Sep 30, 2019 \$	9 months ended Sep 30, 2019
OPERATING ACTIVITIES		·	· · · · · · · · · · · · · · · · · · ·	*	*
Net comprehensive income		690,782	1,386,289	3,596,094	2,873,373
Items not affecting cash					
Property and equipment depreciation		77,779	240,268	111,161	333,761
(Gain) loss on disposal of property and equipment and goodwill		(520)	43,780	813	(1,466)
Notional accretive interest		-	-	1,628	143,915
Gain on redemption of convertible debenture	9	· · · · ·	.	(3,472,811)	(3,472,811)
Right-of-use assets depreciation	14	230,107	860,350	349,713	1,036,670
Finance costs on lease liabilities	14	122,729	452,421	173,217	514,003
Changes in non-cash working capital	15	733,157	(354,873)	(129,904)	(817,359)
Cash flow from operating activities		1,854,034	2,628,235	629,911	610,086
INVESTING ACTIVITIES					
Purchase of property and equipment		(15,994)	(43,881)	(6,757)	(56,843)
Proceeds on disposal of property and equipment		100,000	143,050	,	10,540
Cash flow from (used in) investing activities		84,006	99,169	(6,757)	(46,303)
FINANCING ACTIVITIES					
Repayment of loans receivable		21,919	29,807	3,823	11,327
(Payment) net proceeds from operating facility and bank loan		(1,637,186)	(1,656,375)	(360,323)	433,449
Lease payments	14	(412,899)	(1,268,496)	(440,068)	(1,294,152)
Convertible debenture redemption transaction costs		(412,033)	(1,200,430)	(91,984)	(91,984)
Convertible dependire redemption transaction costs				(91,904)	(91,904)
Cash flow used in financing activities		(2,028,166)	(2,895,064)	(888,552)	(941,360)
DECREASE IN CASH		(90,126)	(167,660)	(265,398)	(377,577)
CASH AND CASH EQUIVALENTS - BEGINNING OF PERIOD		175,685	253,219	462,318	574,497
CASH AND CASH EQUIVALENTS - END OF PERIOD		85,559	85,559	196,920	196,920
CASH FLOWS SUPPLEMENTARY INFORMATION Interest paid Income taxes paid		91,521	325,571	181,821	426,859

The accompanying notes form an integral part of these interim consolidated financial statements

ROCKY MOUNTAIN LIQUOR INC Notes to Interim Consolidated Financial Statements September 30, 2020 (Unaudited)

1. NATURE OF OPERATIONS

Rocky Mountain Liquor Inc. ("Rocky Mountain Liquor" or "RML") is incorporated under the Canada Business Corporations Act, and is a tier one issuer with its common shares listed on the TSX Venture Exchange (the "Exchange", under the symbol "RUM"). The Company's registered corporate office is located at 11478 149 Street, Edmonton, Alberta, T5M 1W7.

Rocky Mountain Liquor is the parent to a wholly owned subsidiary, Andersons Liquor Inc. ("Andersons"), acquired through a reverse takeover on Dec 1, 2008.

As at Sep 30, 2020 Andersons operated 26 retail liquor stores in Alberta, selling beer, wine, spirits, ready to drink products, as well as ancillary items such as juice, ice, soft drinks and giftware.

These interim consolidated financial statements have been approved for issue by the Board of Directors on Nov 25, 2020.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Statement of Compliance

These interim consolidated financial statements have been prepared on a going concern basis, in accordance with International Accounting Standard 34, "Interim Financial Reporting" ("IAS 34"), as issued by the International Accounting Standards Board ("IASB"). The application of the going concern basis of presentation assumes that the Company will continue in operation for the foreseeable future and can realize its assets and discharge its liabilities and commitments in the normal course of operation.

These interim consolidated financial statements should be read in conjunction with the Company's 2019 annual consolidated financial statements.

Estimates

The preparation of these interim consolidated financial statements, in conformity with IFRS, requires management to make judgments, estimates and assumptions that affect the reported amount of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the period. Uncertainties about these assumptions and estimates could result in outcomes that would require a material adjustment to the carrying amount of the asset or liability affected in the future. Estimates 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.

Impact of COVID-19 Pandemic

The spread of COVID-19 in the 2020, 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 social distancing, may cause material disruption to businesses globally resulting in an economic slowdown.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

The novel coronavirus pandemic has had, and continues to have, a notable impact on the Company. The Company's financial results show increased sales, driven by increased demand for liquor retail product following the onset of the crisis as a result of consumers turning to liquor retailers in lieu of licensed establishments. This trend continues into the third quarter. Additional costs were incurred for safety and sanitization measures. The full economic impact the pandemic will have on the Company, its judgements and estimates remain uncertain and is dependent on the severity and duration of the virus. In Alberta, liquor retail was immediately recognized as an essential business by the Government of Alberta and has not experienced compulsory closure as a result of the COVID-19. As at Nov 25, 2020, all locations are open and operational.

Nature of Operations

The Company's operations are seasonal in nature, and results for any quarter are not necessarily indicative of the results that may be expected for the full year due to seasonal variations in sales levels. The Company historically experiences a higher level of sales in the third and fourth quarters, while the first and second quarters experience lower sales due to shopping patterns and weather. Occupancy related expenses; certain general and administrative expenses, depreciation and amortization, and interest expense remain relatively steady throughout the year.

Certain comparative figures have been changed to conform to the current year's presentation.

3. RELATED PARTY TRANSACTIONS

Transactions with Related Parties

During the three month period ended Sep 30, 2020 the Company paid rents of \$22,275 (2019 - \$22,275), and \$66,825 for the nine month period (2019 - \$65,355) in respect of three retail liquor stores, to privately held companies in which a key member of management is a significant shareholder.

Key Management Personnel Compensation

The remuneration of Directors and other members of key management personnel during the period are as follows:

	3	3 months ended		months ended	3	months ended	9	months ended
		Sep 30, 2020		Sep 30, 2020		Sep 30, 2019		Sep 30, 2019
Wages and salaries Other	\$	158,625 756	\$	469,875 2,606	\$	123,750 800	\$	375,917 2,250
	\$	159,381	\$	472,481	\$	124,550	\$	378,167

Other includes health plan premium paid on behalf of members of key management. There are no other short-term, long-term, termination or post-retirement benefits extended to any directors and other members of key management personnel of the Company.

4. INVENTORY

The cost of inventory recognized as an expense and included in cost of sales for the three month period was \$10,203,842 (2019 - \$9,189,173) and \$28,539,113 (2019 - \$25,676,893) for the nine month period. No inventory write downs were recognized in 2020 or 2019.

5. DISPOSAL OF RETAIL STORES

In Q1 2020 the Company sold one store and in Q3 2020 sold two stores resulting in a total of three stores sold during 2020. No stores were sold in 2019. The proceeds were allocated to the assets as follows:

Carrying Value

	Note	Se	p 30, 2020	Sep	30, 2019
Cash and cash equivalents		\$	678		-
Inventory			226,144		
Property and equipment			91,369		-
Goodwill	6		92,409		-
Carrying value of net assets sold		\$	410,600	\$	-
					-
Total cash consideration received		\$	366,822		-
Gain on sale of property and equipment			(48,631)		-
Loss on goodwill	6		92,409		-
Carrying value of net assets sold		\$	410,600	\$	-

6. GOODWILL

In Q1 2020 the Company sold one liquor store and sold two in Q2 2020 resulting in a deemed disposition of goodwill allocated to the associated liquor store CGU of \$92,409, included in loss on disposal of property and equipment and goodwill on the consolidated statement of comprehensive loss.

	Note	L	iquor Store CGU
	NOLE		CGU
Balance Dec 31, 2018 and 20	19	\$	6,307,819
Goodwill disposed	5		(92,409)
Balance Sep 30, 2020		\$	6,215,410

7. OPERATING FACILTIY LOAN AND BANK LOAN

Through the Toronto-Dominion Bank ("TD"), the Company has signed a new credit agreement effective Jun 30, 2020. The agreement allows for total availability up to a maximum of \$9,250,000, split between two facilities: 1) "Operating Facility" of \$5,400,000 and 2) "Bank Loan" of \$3,250,000.

The operating facility availability is calculated as the lesser of i) \$5,400,000 and ii) 75% of accounts receivable to a maximum of \$1,000,000, plus 70% of the value of inventory plus goods and services tax and bottle deposits, less trade payables related to liquor and unremitted source deductions. This facility is a revolving loan and is due upon demand.

The bank loan is a demand reducing facility to be repaid by quarterly payments of \$300,000 over three years beginning Jun 30, 2020. Below is a summary of the utilization of the facilities. As both facilities are due upon demand, they are each classified as current liabilities under IFRS.

7. OPERATING FACILITY LOAN AND BANK LOAN (continued)

Classification under IFRS

Current Liabilities:	Se	ep 30, 2020	De	ec 31, 2019
Operating facility	\$	2,948,515	\$	7,854,890
Bank loan		3,250,000		_
Total utilization of TD's facilities	\$	6,198,515	\$	7,854,890

The nature of the agreement with TD is for the bank loan facility to be repaid over a period of three years. Presentation based on the nature of the agreement would classify \$1,200,000 of the bank loan as current as it is due within 12 months' time; \$2,050,000 would be classified as long term.

Non-IFRS Presentation

	Sep 30, 2020			ec 31, 2019
Current Liability:				_
Operating facility loan	\$	2,948,515	\$	7,854,890
Current portion of bank loan		1,200,000		
Total current		4,148,515		7,854,890
Non Current Liability:				
Bank loan		2,050,000		
Total utilization of TD's Facilities	\$	6,198,515	\$	7,854,890

Both facilities bear interest at prime plus 2.65%. Interest only payments are due monthly, secured by a general security agreement representing a first charge on all assets. Drawdowns and repayments are disclosed on the consolidated statements of cash flows on a net basis.

8. FINANCE COSTS

	-	Months p 30, 2020	Months ep 30, 2020	3 Months ep 30, 2019	9 Months ep 30, 2019
Bank loan interest Convertible debenture interest Notional accretive interest	\$	91,521 - -	\$ 325,571 - -	\$ 146,763 2,855 1,628	\$ 433,941 258,177 143,915
	\$	91,521	\$ 325,571	\$ 151,246	\$ 836,033

The Company had a \$6,865,000 unsecured subordinated convertible debenture (the "Debenture") that it redeemed on Jul 3, 2019. Notional accretive interest associated with the Debenture was \$1,628 for the three month period ending Sep 30, 2019 and \$143,915 for the nine month period ending Sep 30, 2019.

9. SHARE CAPITAL

Authorized - Unlimited common shares

	Number	Amount
Balance Dec 31, 2018	56,791,788	\$ 4,667,442
Issued upon debenture redemption Jul 3, 2019	180,657,895	2,709,869
Consolidated Sep 23, 2019	(189,959,746)	-
Balance Dec 31, 2019 and Sep 30, 2020	47,489,937	\$ 7,377,311

The \$6,865,000 Debenture was redeemed on Jul 3, 2019 through issuance of 180,657,895 shares, resulting in a non-recurring gain of \$3,472,811. On Sep 23, 2019, the Company consolidated its issued and outstanding common shares on the basis of five pre-consolidation common shares for each one post-consolidation common share (the "Share Consolidation"). As a result of the Share Consolidation, the 237,449,683 pre-consolidation shares were consolidated to 47,489,937 post-consolidation shares. All references in the consolidated financial statements including amounts in the comparative period and the notes to the consolidated financial statements have been adjusted to reflect this share consolidation.

10. CONTRIBUTED SURPLUS

The table below summarizes the changes in contributed surplus:

	Amount
Balance at Dec 31, 2019 and Sep 30, 2020	\$ 1,014,911

11. STOCK OPTION PLAN

Stock option plan ("Option Plan")

The maximum number of common shares that may be reserved for issuance under the Option Plan is 2,500,000 shares.

The exercise price of each option is determined on the basis of the market price at the time the option is granted. If the option has a discount to market price as an incentive for early redemption the exercise price may not be less than the discounted market price as defined by the policies of the TSX Venture Exchange ("TSXV"). For options that have no early redemption incentives, the exercise price may not be less than the closing price of a Rocky Mountain Liquor common share on the TSXV on the last trading day before the day the option is granted. The shares purchased on the exercise of an option must be paid for in full at the time of exercise. The Company operates equity-settled compensation plans. When the options vest in installments over the vesting period, each installment is accounted for as a separate arrangement.

12. EARNINGS PER COMMON SHARE

Basic Net Earnings per Common Share

The calculation of basic earnings per common share for the period ending Sep 30, 2020 was based on the interim net comprehensive income of \$690,782 (2019 - \$3,596,094) for the three month period and for the nine month period interim net comprehensive income of \$1,386,289 (2019 - \$2,873,373) and a weighted average number of shares outstanding of 47,489,937 (2019 - 29,275,661).

Diluted Net Earnings per Common Share

The calculation of diluted net earnings per common share for the period ending Sep 30, 2020 was based on the interim net comprehensive income of \$690,782 (2019 - \$3,596,094) for the three month period and for the nine month period interim net comprehensive income of \$1,386,289 (2019 - \$2,873,373) and a weighted average number of shares outstanding after adjustment for the effects of all dilutive potential shares of 47,489,937 (2019 - 29,275,661).

Weighted average number of shares has been adjusted for share consolidation in 2019 as explained in Note 9. All references in the consolidated financial statements including amounts in the comparative period and the notes to the consolidated financial statements have been adjusted to reflect this share consolidation.

13. FINANCIAL INSTRUMENTS

For cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities, and bank loan, the carrying value approximates fair value due to the short-term nature of the instruments.

The loans receivable have a fair value equivalent to the carrying value as they bear interest at the prevailing market interest rate.

As at Sep 30, 2020 and Dec 31, 2019 the classification of the Company's financial instruments as well as their carrying amounts and fair values, are shown in the table below.

Fair value measurements

For financial instruments recognized in the statement of financial position at fair value, the Company is required to classify fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1: guoted 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).

13. FINANCIAL INSTRUMENTS (continued)

	Sep 30, 2020				Dec 31, 2019			
	Carrying		Estimated		Carrying		Estimated	
		Value	Fair Value		Value		Fair Value	
Financial Assets at Amortized Cost								
Cash and cash equivalents	\$	85,559	\$	85,559	\$	253,219	\$	253,219
Accounts receivable		181,439		181,439		328,236		328,236
Loans receivable		-		-		29,807		29,807
Financial Liabilities at Amortized Cost								
Accounts payable and accrued liabilities		543,988		543,988		355,417		355,417
Operating facility loan	:	2,948,515	2	2,948,515	-	7,854,890	7	7,854,890
Bank loan	;	3,250,000	;	3,250,000		-		-

14. LEASES

The Company occupies various leased premises subject to minimum rent payments excluding the Company's proportion of occupancy costs. Lease commitments are based on the current lease term and one renewal period.

Below is a summary of the activity related to right-of-use assets for the period ended Sep 30, 2020:

Balance at Jan 1, 2019	\$ 13,546,143
Lease modification adjustment	942,941
Right-of-use assets depreciation	(1,385,303)
Balance at Dec 31, 2019	\$ 13,103,781
Lease modification adjustment	(603,658)
Right-of-use assets depreciation	(860,350)
Balance at Sep 30, 2020	\$ 11,639,773

Right-of-use assets depreciation was recognized in the statement of comprehensive income.

Below is a summary of the activity related to lease liabilities for the period ended Sep 30, 2020:

Balance at Jan 1, 2019	\$ 13,546,143
Lease modification adjustment	942,941
Finance costs on lease liabilities	658,183
Lease payments	(1,719,049)
Balance at Dec 31, 2019	\$ 13,428,218
Lease modification adjustment	(603,658)
Finance costs on lease liabilities	452,421
Lease payments	(1,268,496)
Balance at Sep 30, 2020	\$ 12,008,485
	_
Current portion of lease liabilities	\$ 1,439,806
Non-current lease liabilities	10,568,679
Balance at Sep 30, 2020	\$ 12,008,485

14. LEASES (continued)

Finance costs on lease liabilities were recognized in the statement of comprehensive income and lease payments were recognized in the statement of cash flows.

15. CHANGES IN NON-CASH WORKING CAPITAL ITEMS

			Months	3 Months			9 Months	
	Se	p 30, 2020	Se	Sep 30, 2020		Sep 30, 2019		ep 30, 2019
Cash provided by (used in)								
Accounts receivable	\$	81,700	\$	146,797	\$	473,588	\$	(63,820)
Inventory		405,333		(775,585)		(118,466)		(624,791)
Prepaid expenses and								
deposits		39,988		100,240		29,708		(23,459)
Accounts payable and								
accrued liabilities		197,411		188,571		(547,100)		(79,737)
Goods and services tax								
payable		8,725		(14,896)		21,672		(36,246)
Income taxes recoverable		-		-		10,694		10,694
	\$	733,157	\$	(354,873)	\$	(129,904)	\$	(817,359)