ANNUAL REPORT 2020

Raffles Financial

Annual Report

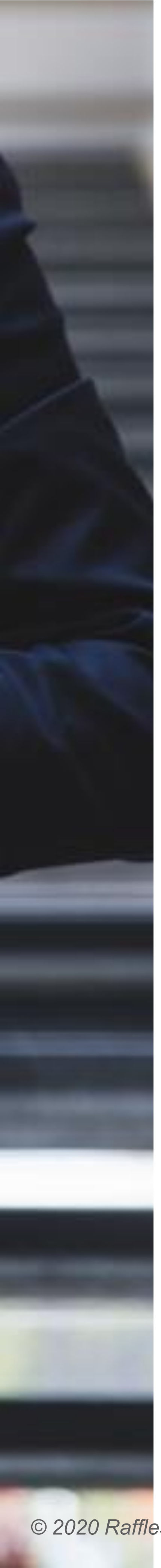


Table of Contents

Raffles Financial Group

Raffles Financial Group ("Raffles"), headquartered in Singapore with global satellite offices, offers a large suite of solutions including IPO advisory, fundraising, restructuring, corporate finance, wealth management and consulting for family trusts and offices.

Raffles Financial Group is listed on the Canadian Securities Exchange ("CSE") under the symbol "RICH", and concurrently being quoted and traded over-the-counter on Frankfurt Stock Exchange under the symbol "4VO" and New York OTCMarkets under the symbol "RAFFF".

More About Us …

Raffles' main operating subsidiary, Raffles Financial Private Limited, is an exempt corporate finance advisory firm registered with the Monetary Authority of Singapore ("MAS").

The MAS is the sole national authority in Singapore regulating the provision of financial products and services, as well as the central bank of Singapore. In addition to the MAS, the approved exchanges in Singapore are also relevant in the regulation of financial products and services. The registration process with the MAS is meant to ensure that parties offering financial advice in Singapore follow certain guidelines initially and on an on-going basis. This framework provides Raffles' clients with assurance of regulatory review and compliance.

Raffles has a registered trademark, "Raffles Financial", which was registered with the Registrar of Trade Marks Singapore in 2019. Raffles considers its trademark to be an important factor in its ability to profitably market its Service Offerings.

Our Business

Raffles provides corporate finance advisory services mainly for:

a. Public listing of Bonds, Options, Shares and Structured Notes

b. Restructuring of publicly listed companies & vending in of funds and profitable businesses

c. Family Trust and Custodian Banking, including fund investments

Raffles’ revenue segments can be categorised into the followings:

Re-Structuring & Corporate Finance Advisory	Raffles advises clients on how to re-structure and globalize their business and assets via: • RTO (reverse take-over) • IPO (initial public offering) • Acquisition targets • Joint ventures • Supply chain re-construction
IPO & Global Fund-Raising Advisory	• Preparation, appointment, verification of public listing matters • Coordination of the work of accountants, auditors, lawyers, bankers, independent experts, investor relations, media, valuators and other stakeholders • Significant improvement in market capitalization
Fund & Family Office Management; Trust Advisory	Intends to service the institutional clientele by: • Selecting & qualifying investment targets • Setting up funds and trusts • Continuous performance metrics • Investment risks and oversight advisory services for asset protection and appreciation purposes
FinTech Application & Licensing	Software utilizes cloud-based technology to create Licensing-as-a-Service which allows regional representatives to use various financial technologies, such as: • High-speed point-of-sales system • e-Wallet & payment gateway • e-CRM • Loyalty & referral programs
Representative Examination, Assessment & Preparation	Raffles provides standardized intensive training process to recruit productive representatives in key provinces and cities across Asia: • Recruit and train at least 10 representatives each year who are capable of delivering net profit of S$1 M / year • Assess and quality-control the representatives on a regular basis
Bonds, Options, Shares, Structured Notes	• As part of Raffles IPO and corporate finance advisory services, Raffles helps IPO candidates issue bonds, options, shares, convertibles and structured notes on the Japanese and European exchanges • Raffles is working with various parties to issue such products in digital format via the issuance of electronic depository receipt

Our Value Proposition

Financial Services Customized for Mid-Market Client

Unlike large investment banks and self-employed financial consultants, Raffles offers customized and tailored financial services to clients and also works with a series of independent representatives. Raffles has the specialized skills and knowledge to be able to provide financial advisory and licensing services to its clients due to the educational background and professional experience of the Founders and its employees.

Raffles' resources and professional service offerings allow Raffles to be a near full-service provider. Raffles bridges the gap between financial service providers with insufficient talent and those that are so large that they are unable to offer flexible services to serve their clients' diverse financial opportunities and challenges. Conversely, Raffles' Service Offerings and its structure allows Raffles to address Mid-Market clients who want the type of services that Raffles offers, but either can't, or won't, pay the high fees of large investment banks or corporate finance groups; without the service levels that Raffles can deliver.

Experienced Founders

Raffles has spent much of the last year (and more than 25 combined years among the Founders prior to forming Raffles) building up the skills, processes and modelling of how to deliver Raffles' Service Offerings. This has resulted in many strategic additions as the processes have been better understood through experience and through planned enhancements. The end result is an innovative new suite of Service Offerings – typically found only in much larger investment banks at much higher professional fees and overall costs.

World-Wide Coverage and Strong Business Network

Raffles Financial is headquartered in Singapore with multiple satellite offices in Sydney, Shanghai, San Francisco, Hong Kong to provide corporate finance guidance and public listing advisory for Asian companies seeking IPO on major stock exchanges in Australia, Canada, Germany, Hong Kong, Singapore and the US.

Our Competitive Advantages

Raffles boasts the following competitive advantages:

i. The methods and techniques that Raffles has developed are kept internally as a trade secret.
ii. Raffles' Singapore office is located near material infrastructure and is easily accesible by the global marketplace.
iii. Raffles has both a Singapore head office and Representatives in different locations throughout Hong Kong and China which provides the Company with the extended market reach at reduced operating costs.
iv. Raffles has access to short-term capital that allows it to make selective investments often in time-critical situations that provide greater flexibility. Hence, it should be able to attract a broader array of clients.
v. The various Representative agreements in different geographies provide Raffles with a reliable team of credible advisors. Raffles believes that it is able to package projects quickly and at lower costs than its competitors. As the Asian financial and regulatory environment continues to positively evolve – and more complex and diverse financial instruments become available – Raffles' management believes it is well suited to continue to grow.

Our Competitive Advantages

Strategy Partners

Raffles is a diversified financial services company serving Asia-Pacific and backed by multiple high-profile strategic partners such as :

1. CITIC Securities
2. Ping An Securities
3. China Securities
4. Haitong
5. Pacific Liberty
6. R.E.Lee
7. BMO Private Bank

Message from the Chairman

"The successful listing of Raffles marks the beginning of our new growth chapter."

Key Pointers:

1. Sowing Seeds Of Growth
2. Joining CSE25 And CSE Composite Index
3. Strategic Partnerships
4. Post-pandemic Growth
5. Snapshot Of FY2020 Performance
6. Building Sustainable Growth
7. Attractive Dividend Policy
8. Note Of Appreciation

DEAR SHAREHOLDERS,

I am pleased to present the first annual report of Raffles Financial Group Limited ("**Raffles**") since completion of our listing on the Canadian Securities Exchange ("**CSE**") in May 2020. The successful completion of our listing by way of a reverse takeover was a clear highlight of the year for Raffles Financial Group and marks the beginning of our Group's new growth chapter. We are delighted to be listed on CSE under the symbol "**RICH**", and concurrently being quoted and traded over-the-counter on Frankfurt Stock Exchange under the symbol "**4VO**" and New York OTCMarkets under the symbol "**RAFFF**". I believe this will strengthen the Raffles Financial Group capital, shareholder base, business expansion and profit growth to move forward amid the global economic uncertainty.

SOWING SEEDS OF GROWTH

The year of 2020 is a year of transition for Raffles.

The operating subsidiary of the Raffles Financial Group, Raffles Financial Pte Ltd, was created in early 2018 by its three founders and shareholders: myself, Charlie In of Singapore – Chairman; Victor Liu of China – Chief Executive Officer; and Abigail Zhang of Singapore – Chief Investment Officer. We provide overall strategic expertise, manage Raffles' strategic partners and organize its resources. All of this is done to assist Raffles' clients in their corporate financial planning, management and oversight. Raffles draws on these founders' educational and occupational backgrounds as well as their contacts to formulate the services and practices carried out by Raffles. For the financial period ended June 30, 2020, Raffles generated total revenues of S$8,866,672 from clients in Hong Kong, the People's Republic of China and Tanzania in the provision of advisory services and licensing services.

Message from the Chairman

As part of Raffles' growth plan, the Founders initiated a merge proposal with Explorex Resources Inc. ("**Explorex**" or "**Pub Co**"), a listed company on the CSE, as a way to bring Raffles public at late 2019. As a result of the enormous efforts put by both parties, Raffles completed a reserve take-over exercise with Explorex on 29 April 2020 whereby 100% interests of Raffles was acquired by and merged into the Pub Co whilst Explorex spinned out all of its exploration assets from Pub Co. The Pub Co then changed its name to Raffles Financial Group Limited. The resumption of trading under the new name started on 11 May 2020, indicating the success of the founders in transforming Raffles from a private to a public company within two years' time. This reverse take-over raised C$20 million by placing 4 million new shares at C$5 per share out to CITIC Securities, Ping An Securities, Haitong Securities and China Securities.

Raffles has historically acted as an intermediary, and generally not as a provider of capital. With this listing, Raffles can now provide clients with pre-IPO investments and mezzanine funds for corporate restructuring of public-listed companies. With proprietary funding, Raffles can lead investors in various transactions with a view to exit via an IPO or RTO within a 12-18 months investment horizon.

We believe this public listing made it easier and expedient for clients, directors, investors, officers, representatives, relatives, staffs, supporters and vendors to become shareholders of Raffles.

JOINS CSE25 AND CSE COMPOSITE INDEX

Raffles has been included in the Top 10 ranking of the CSE Composite Index® and the CSE25™ Index, which are the two major indices under the CSE.

We are honoured to be included in this prestigious group of companies on the CSE, ranking #1 on the Diversified Industries section and one of Top 10 on the CSE25™ and CSE Composite Index®. This is a significant milestone for Raffles Financial, which has been providing public listing services to high-growth and profit-generating companies across Asia Pacific. We'd like to thank the CSE for the recognition as well as all our partners & collaborators who have contributed to the success of this company. Our addition to the CSE25™ would not be possible without the support of our shareholders, for whom we will continue to give our best in building a better Raffles in years to come.

CSE25™ is a subset of the CSE Composite Index. It contains the securities of the twenty-five largest index companies by market capitalization. This sub-index contains over 52.75% of the total weight of the Composite Index.

CSE Composite Index® is a broad indicator of market activity for the Canadian Securities Exchange (CSE). With approximately 75% coverage of all equities listed on the CSE, it is a uniquely positioned gauge of the Canadian small cap market. The index provides a distinctly different risk/return profile than the broad Canadian equity market.

Key Pointers

Sowing Seeds Of Growth:

1. Generated total revenue of S$11,200,000 from four clients in Hong Kong for advisory services and S$333,334 from two clients in China
2. Raised C$20 million by placing 4 million new shares at C$5 per share

Joins CSE25 and CSE Composite Index:

1. Top 10 ranking of the CSE Composite Index® and the CSE25™ Index
2. Ranking #1 on the Diversified Industries section

STRATEGIC PARTNERSHIPS

In order for Raffles to provide our client with a full suite of financial solutions from investment banking right up to private banking, we would have to work with some of the larger global banks over the world.

As Raffles is listed on CSE in Canada, it is essential to work together with a larger Canadian bank.

We are working with top-notch investment and private banks to provide ultra-high net-worth clients with corporate finance, family office and trust advisory services. With this arrangement, we can provide clients with a bespoke and comprehensive suite of financial solutions to meet their diverse requirements.

Our Raffles Portfolios Variable Capital Company (VCC), approved by Singapore ACRA and MAS, allows us to set up several sub-funds for various clients and we have appointed R.E. Lee Capital, a Singapore MAS licensed fund manager, as the VCC fund manager. Their principals are veterans in the financial industry and have sterling performance track record. We believe they will contribute significantly to the funds' performance.

Recently, Raffles has also entered into an advisory partnership for advanced-stage capital and public listing services with Japan's Pacific Bays Capital ("PacCap"), a top tier VC firm that invests selectively into Japanese and global firms. Raffles based in Singapore is equipped to help advanced-stage Japanese firms to get listed on either Singapore or Hong Kong Stock Exchange and to raise the required money for their moving-south expansion. ASEAN investors appreciate the rapid growth opportunities in Indo-Pacific and the Japanese contribution in branding, technologies and global customer base. There must be a lot of synergy for Japanese firms and the path for expansion into South-East Asia via Raffles. Our wide array of services can help these advanced-stage companies raise capital and plan exit strategies in new markets to bring foreign capital back to Japan.

GLOBAL COVID-19 PANDEMIC

The impact of COVID-19 on our industry and the global economy is unprecedented. All countries were hit hard by the global pandemic and this is a time of great pressure and uncertainty for different businesses and people across the globe. Some of our development progresses had also been interrupted by the pandemic but fortunately China, the location where most of our clients are based are resuming to normalcy in respect of social and commercial activities. Our colleagues and clients are now able to do most business activities as per before. Outside China, although our professionals in Singapore and Hong Kong had been restricted to travel and even return to our offices, we successfully maintained robust capabilities in serving our clients remotely to ensure that our global teams are available and accessible at all times for our existing and potential clients.

Key Pointers

Strategic Partnerships:

Currently in Collaboration with:

1. R.E.LEE
2. Japan's Pacific Bays Capital

Raffles Portfolios VCC allows us to set up several sub-funds

Message from the Chairman

It is worth noting that China is now under post-epidemic recovery and recent economic indicators in China ranging from trade to producer prices have all suggested a further pick up in various sectors, adding to the demand recovery from the coronavirus-induced slump. Many analysts expect China to be the only major economy to mark positive annual growth in 2020, although at low level. With the pandemic, the growing need for fundraising has gone up significantly whereby we are getting a constant stream of deals coming into our pipeline.

We are working very hard despite this pandemic to meet our forecasts. But having said that, we were trying to lower our expectations and target. For an instance, before the pandemic, our target is to train and appoint 30 province representatives but now we take it a little bit down to 10 each year for the next three year. But we try to stay on course in achieving our objective so we are expecting at each of our representative to contribute at least a million dollars in profit per year. We have also slowed down our global strategic partnership progress for a while due to the various restriction and constrain under the current pandemic, but we expect there will be developments in this areas as well in the early of the year 2021. All these are to safeguard the interest of all the shareholders as well as the livelihood of our people of the Group.

We all look forward to an improvement in the pandemic situation and when it does, we expect an explosive rebound in financing, IPOs and M&A activities. Although how quickly this rebound happens will depend on several factors such as the time of reopening of international travelling, global economic recovery, etc. But one thing we are certain - good times will roll back and Raffles will be among biggest beneficiaries.

SNAPSHOT OF FY2020 PERFORMANCE

Following a successful transformation into a listed company on the CSE, we are very pleased to share that the Group has managed to secure decent earnings of SGD10.5 million this year from our financial advisory business (excluding a non-cash listing expenses), compared with SGD9.6 million last year. The increase of SGD0.9 million compared to the last financial year is exceptional amidst the Covid-19 pandemic which began to affect our people and clients at early 2020.

The aforesaid profit for the current financial year was based on our management decision to agree with our Auditors' advice on certain tax related and non-cash accounting adjustments for prudent purpose. If we exclude these adjustments and one off non-recurring listing expenses, our total profit would be SGD13.84 million.

BUILDING SUSTAINABLE GROWTH

As a listed company, Raffles' key focus is to consistently deliver and enhance value for our shareholders by leveraging on our market leadership in a promising industry with bright prospects.

Key Pointers

Post-pandemic Growth:

1. 30 province Representative, 10 each year for the next three years
2. Each of our representatives will contribute at least one million dollars in profit per year

Snapshot Of FY2020 Performance:

1. Earnings of SGD10.5 million this year from our financial advisory business

Message from the Chairman

Given our strong position on several fronts, we believe we are poised to capture greater market share in Asia's growing market. We intend to capitalize on our leadership position and the following competitive strengths to reap growth for the Group:

1. Growth potential with the significant financial advisory market size in Asia-Pacific
2. Low operating expenditures required for rapid and extensive growth through Province Representatives
3. Strong partnerships with financial institutions worldwide
4. Experienced management team with expert Directors to strengthen the Company's business and governance

At the core of Raffles' competitive advantage is its related project, financial and technical management skills, as well as functional expertise in the key areas of structuring, public listing and access to capital.

DIVIDEND POLICY

Raffles is not in the capital-intensive industry and our management are frugal in running our knowledge- and skill-intensive business. Therefore, our proposed dividend policy is to pay out at least 75% of our profits as dividends. This is to ensure that our shareholders and staff are rewarded by way of tax efficient dividends and capital gains. For example, in the financial year of 2019, we paid out SGD9.0 million of dividends out of SGD9.6 million profit and that gives us a dividend payout ratio of about 94%. Despite this pandemic, we strive for distributing our profit to all of the shareholders as much as possible in the current financial year of 2020 and hope we can get shareholders' approval for this proposal.

NOTE OF APPRECIATION

In conclusion, I would like to take this opportunity to thank all our valuable shareholders, our Board members and management for your confidence in us and unwavering support for our listing on CSE, which were paramount to a highly successful listing amid difficulties and challenges.

We also welcome our new Independent Directors, Mike Zhou, David Anthony Bruzzisi and Lily Ren, on Board and look forward to their contribution given their expertise in the financial services sector.

As we transition towards the next chapter of our growth story, we look forward to your continued support in the coming years as we aim to secure a firmer foothold in the financial service industry.

Dr Charlie In
Chairman
31 October 2020

Key Pointers

Building Sustainable Growth:

- Capitalize on our leadership position and competitive strengths to reap growth for the Group

Dividend Policy:

- Dividend policy is to pay out at least 75% of our profits as dividends.
- In FY2019, dividend payout ratio is at about 94%

Corporate information

CORPORATE NAME
Raffles Financial Group Limited
(Formerly known as Explorex Resources Inc)

JURISDICTION OF INCORPORATION
Cayman Islands

BOARD OF DIRECTORS
Charlie In
(Chairman of the Board & Executive Director)
Victor Liu
(Chief Executive Officer & Executive Director)
Abigail Zhang
(Chief Investment Officer & Executive Director)
Kit Chan (Non-executive Director)
Mike Zhou (Independent Director)
David Anthony Bruzzisi (Independent Director)
Lily Ren (Independent Director)

AUDIT COMMITTEE
Mike Zhou (Independent Director)
David Anthony Bruzzisi (Independent Director)
Lily Ren (Independent Director)

CORPORATE SECRETARY
Monita Faris

REGISTERED OFFICE
PO Box 10008 Willow House, Cricket Square, Grand Cayman, KY1-1001

PRINCIPAL PLACE OF OFFICE
Singapore:
3 Shenton Way, #11 – 1H Shenton House, Singapore 06880

Hong Kong:
Unit 6B, 13-15 Yuen Shun Circuit, Shatin, Hong Kong

SHARE REGISTRAR AND TRANSFER AGENT
AST Trust Company (Canada)
1600 – 1066 West Hastings Street, Vancouver, British Columbia.

INDEPENDENT AUDITORS

- MNP LLP (Chartered Professional Accountants of Vancouver, British Columbia)
  Suite 2200, MNP Tower, Vancouver, BC V6E 0C3

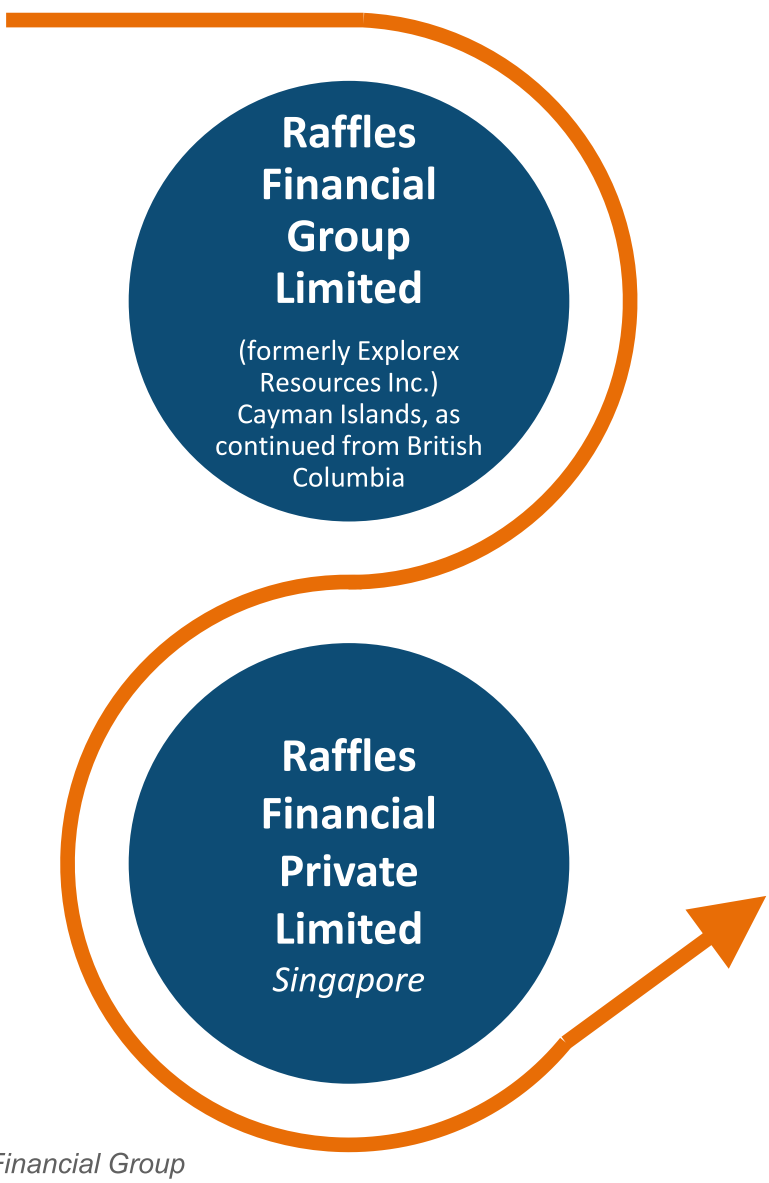
PRINCIPLE BANKERS

- Maybank international Labuan Branch
  Level 16(B), Main Office Tower, Financial Park Labuan, Jalan Merdeka, 87000 F.T. Labuan, Malaysia

- Oversea-Chinese Banking Corporation Limited
  65 Chulia Street OCBC Centre Singapore 049513

- Bank of Montreal
  595 Burrard Street Vancouver, B.C. V7X1L7 Canada

CORPORATE STRUCTURE



DIRECTORS AND OFFICERS

The following table sets out, for each of the Directors and Executive Officers of the Company, the person's name, province or state and country of residence, position and, if a director, the date on which the person became a Director. The term of each Director will expire on the date of the next annual meeting of shareholders:

Name	Position	Services provided	Date of appointment
Charlie (Nany Sing) In *Singapore*	Chairman and Director	Executive Directorship	28-Apr-20
Victor (Chang Sheng) Liu *Singapore*	Chief Executive Officer and Director	Executive Directorship	28-Apr-20
Abigail (Li Ying) Zhang *Singapore*	Chief Investment Officer and Director	Executive Directorship	28-Apr-20
Dong Shim *Vancouver, British Columbia, Canada*	Chief Financial Officer	Financial accounting services	28-Apr-20
Kit Chan Hong Kong Director	Director	Non-Executive Directorship	28-Apr-20
Mike Zhou *Vancouver, British Columbia, Canada*	Director and Member of Audit Committee	Independent Directorship	15-Aug-19
David Anthony Bruzzisi *Vancouver, British Columbia, Canada*	Director and Member of Audit Committee	Independent Directorship	28-Apr-20
Lily (Haopu) Ren *Vancouver, British Columbia, Canada*	Director and Member of Audit Committee	Independent Directorship	28-Apr-20

As of the date of this Annual Report, the Company's Directors and Executive Officers, as a Group, beneficially owned, directly or indirectly, or exercised control over 40,500,000 Common Shares, representing approximately 79.7% of the issued and outstanding Common Shares. The statement as to the number of Common Shares beneficially owned directly or indirectly, or over which control and direction is exercised by the Director and Executive Officers of the Company as a group is based upon information furnished by the Directors and Executive Officers.

None of the Company's Directors or Executive Officers was a party to and had entered into a non-competition or non-disclosure agreement with Raffles.

The following is a summary biography of each of the Directors and Executive Officers:

EXECUTIVE DIRECTORS

Charlie In,
Board Chairman, Director

Charlie In’s experience encompasses sales, marketing, operations, finance, restructuring, M&A, capital sourcing, investments, divestment, IPOs and reverse takeovers. Mr. In’s principal occupations during the past five years have been acting as Chairman of Raffles Capital Ltd. from December 2014 to March 2019 and as Chairman of Raffles Financial Private Limted since its incorporation.

Mr. In was instrumental in investing and arranging the public listing of several People’s Republic of China (“PRC”) companies outside China. He was the Chairman of Direct Marketing Association of Singapore from 1987 to 1995, advisor to Asia Pacific Management Institute, Sapphire Corporation, Sky China Petroleum and Ying Li Property. Mr. In was formerly the Board Chairman of Sino-Environment Technology Ltd. in 2011, Asia Fashion Holdings Ltd. in 2014 and Cedar Strategic Holdings Ltd, from April 2010 to June 2015, all of which are listed on the Singapore Exchange Securities Trading Limited (“SGX-ST”). In addition, he was formerly the Chairman of Raffles Capital Ltd. from December 2014 to March 2019 and Sino-Excel Energy Ltd. from April 2012 to September 2014, which are listed on the Australian Stock Exchange. Mr. In was also an adjunct faculty member of the Singapore Institute of Management for 20 years and for 17 years at the University of South Australia. In addition, he was the advisor to Talent Advisory Panel of the People's Association in Singapore for 10 years.

Mr. In was the first Singaporean to be honored as the Most Respected Financial Writer of the Year Award at the 2010 Golden Mulberry Award (Business/Finance) and of The Big Ben Award, organised by the British Chinese Youth Federation. His book entitled "Family Financial Freedom" was published in Chinese by Tsinghua University Press in 2010. His latest Chinese book, “The A to Z of Achieving Abundance for Financial Freedom” hit China’s top chart within months of release in September 2017. Charlie holds a marketing diploma from the UK Chartered Institute of Marketing, MBA from University of East Asia, Macau and post-graduate qualification from ADMA/Macquarie University of Australia.

Mr. In spends 100% of his available time on the affairs of Raffles. Mr. In is not a party to any written non-competition or confidentiality agreement with Raffles.

Victor Liu,
Chief Executive Officer and Director

Victor Liu (Chang Sheng) has both an academic foundation and hands-on experience in all facets of banking and finance. Dr Liu has in-depth experience and exposure to international trade & finance. He is familiar with economic policies, financial theory and modern commercial bank risk management know- how. Dr. Liu's principal occupations for the past five years have been Co-Founder of eCapital (China) Finance Leasing (2015-2018) , as the Deputy Head (2011-2015) at China Construction Bank and RFP as an Executive Director (since 2018) of Raffles Financial Private Limited.

From 2001 to 2003, Dr. Liu was the General Manager of Agilent North China and was responsible for its entire telecommunications business operations. Between 2003 and 2006, Dr. Liu ran his telecommunications business representing major global players in China and Europe. In 2006, he was invited to join Wuhan Iron and Steel Group Finance as a specialist to grow and expand their financial business.

By 2009, he started Hualing Investment Holding Group, providing investment risk management and control; fund management; banking operating systems, standards and support. From 2011 to 2015, he was Deputy Head at China Construction Bank Henan Branch, and responsible for its entire personal and corporate banking business.

Dr. Liu was the Executive Director of GuoRong China Finance Bank (Beijing) Asset Management ("GuoRong"), (a fund management and asset management company) and eCapital (China) Finance Leasing (an investment and financial leasing company). Dr. Liu co-founded both companies in 2015. GuoRong had made investments of C$20,000,000 and eCapital had made investments of C100,000,000. Raffles intends to invest in convertible bonds and shares. Dr. Liu's previous companies invested in asset-backed investments such as convertibles, assets or shares. eCapital was very successful in its investment and leasing business until it was overwhelmed by private equity funding. GuoRong's business strategy evolved to asset management, instead of proprietary direct investment.

Dr. Liu has legal, credit, and financial expertise and practice and has comprehensive analytical skills. He obtained his international qualification certification of FAM - Financial Risk Manager from GARP - Global Risk Management Association, and also qualified for fund management. Dr. Liu was awarded a doctoral degree in Hedge Fund Management by Beijing Normal University in 2001. He obtained his master's degree in International Economics and Finance from China Central University of Finance and Economics in 1999. Dr. Liu graduated from Henan University of Science and Technology with a bachelor's degree in International Trade in 1997. Dr. Liu was also awarded an Executive Master of Business Administration degree by Peking University specializing in public listing and fund raising in 2011.

Dr. Liu spends 100% of his available time on the affairs of Raffles. Dr. Liu is not a party to any written non-competition or confidentiality agreement with Raffles.

Abigail Zhang,
Chief Investment Officer,
Director

Abigail Zhang's principal occupation within the past five years has been to serve as the Director of Marvel Earn Ltd. since August 2008. The firm provides investments and advisory services to Chinese companies seeking overseas listing and fund raising. She has worked with companies in the bio-tech, energy, mining, property and service industries and her experience covers working closely with investment banks, auditors, lawyers, valuers and other professionals to prepare companies for IPO, RTO and M&A matters.

Ms. Zhang is dynamic and understands the complexities of capital markets and the type of solutions that mid-market companies need. She has expertise in strategic planning and corporate finance.

After graduating with a Marketing Diploma in 2003, Ms. Zhang started work for a Beijing bio-tech company as Sales Supervisor responsible for training and development. From 2005 to 2006, she was Marketing Manager for a Beijing pharmaceutical firm responsible for franchise development and investment. From 2007 to 2009, she worked for a Singapore-based investment firm to help analyse, audit, arrange and coordinate the firm's investment activities in China. In 2010, Ms. Zhang led an investment into an energy mining business in Yunnan and Qinhuangdao and listed the firm on the Australian Stock Exchange in April 2012. She served as their Executive Director until September 2014. Since March 2015, she has served as Executive Director (responsible for acquisitions & investments) of Raffles Capital Ltd., a diversified financial services company. In 2018, she secured the collaboration and white-labeling of Exante.eu, a platform with 88,000 investment instruments that provides a one-stop 24/7 investment portal offering of shares, debts, indices, futures, funds, unit-trusts, forex including crypto funds of leading exchanges to investors. Ms. Zhang is also a director of Wealth Institute, which provides wealth management advisory, arrangement and A-investor services to PRC entrepreneurs.

Ms. Zhang spends 100% of her available time on the affairs of Raffles.

INDEPENDENT / NON-EXECUTIVE DIRECTORS

Kit Chan, Director

Kit Chan has academic foundation, professional qualifications and over 13 years' experience in financial advisory, financial reporting, financial management, corporate governance and audit in various listed companies and professional firm.

Concurrently, Mr Chan has directorships in other listed companies on few major stock exchanges. Mr Chan serves as an Independent Non-Executive Director of GS Holdings Limited, listed on the SGX-ST since 2019; an Independent Non-Executive Director (as well as Audit Committee Chairman) of Universe Printshop Holdings Limited, listed on the GEM Board of Hong Kong Stock Exchange since 2017, and; an Independent Non-Executive Director as well as Audit Committee Chairman of Shenzhen Mingwah Aohan High Technology Corporation Limited, listed on the GEM Board of Hong Kong Stock Exchange since 2020. Besides his directorship, his principal commitment is as a Financial Advisor for various private entities in Hong Kong and Singapore.

Mr. Chan's previous work experiences includes finance in-charge positions in two other listed companies on the Mainboard of SGX-ST for 9 years. From 2018 and 2020, he was the Regional Financial Controller of KTL Global Limited and between 2011 to 2018, he has been the Chief Financial Officer and Company Secretary at China Flexible Packaging Holdings Limited. Mr. Chan began his career as an auditor in 2017 in an international audit firm and held supervisory auditing position when he left in 2011. Aside to these positions in these listed companies and professional firms, he was also engaged as the Financial and IPO Consultant by several Hong Kong and PRC based companies including Gold Bless International Invest Limited, Country Dragon Group Limited and Hong Kong Carbon Assets Management Limited during the period from 2012 to 2018.

His past directorships in other listed companies, over preceding five years included, as the Independent Director (also the Audit Committee Chairman) of Hua Han Health Industry Holdings Limited, listed on the Mainboard of Hong Kong Stock Exchange from 2017 to 2018.

Mr. Chan is a Certified Public Accountant and a member of the Hong Kong Institute of Certified Public Accountants. He is also a Chartered Governance Professional and Chartered Company Secretary, as well as members of the Chartered Governance Institute and the Hong Kong Institute of Chartered Secretaries. He is also a member of the Singapore Institute of Directors. He graduated from the Hong Kong Polytechnic University with a Master's Degree in Corporate Governance in 2014 and a Bachelor Degree in Accountancy in 2007.

Mr. Chan will spend not less than 20% of his available time on the affairs of Raffles.

Mike Zhou joined the Board of Directors of Raffles in August 2019. Mr. Zhou is currently with PI Financial Corp., a privately-owned Canadian brokerage firm, where he worked directly with the Vice President and the Managing Director as an Analyst and Associate.

Mike Zhou,
Director

Over the past decade, Mr. Zhou has amassed a unique resume, covering capital markets, international business strategy and the technology sector. In recent years, he has held management positions and director roles throughout the FinTech, digital marketing, consulting, and financial sectors.

From 2013 to 2015, Mr. Zhou was the Manager of Corporate Development with BiYond (China) Corp. Under his management, the firm successfully launched a multi-million dollar FinTech Joint Venture and structured the Merger & Acquisition of a Digital Marketing Corporation. In late 2015, Mr. Zhou also Co-Founded a private investment and consulting firm.

Mike holds a Bachelor of Science Degree in Statistics and Economics with Minor in Commerce (Saunders School of Business) from the University of British Columbia. He also holds the Project Management Professional designation from the Project Management Institute (PMI).

Mr. Zhou spends 25% of his available time on the affairs of Raffles.

Lily (Haopu) Ren,
Director

Ms. Lily Ren graduated with a Bachelor of Science in Accounting and Finance from London School of Economics and Political Science in 2012. After her graduation, she worked for Cedar Strategic Holdings Limited, to evaluate business opportunities for multiple industries, including locations around Asia. Between 2013 and 2014, Ms. Ren served as Personal Banker with the United Overseas Bank Limited, one of the major local banks in Singapore. She provided financial advisor services to clients of various cultural backgrounds, and maintained strong client relationships via in-depth analysis of needs. In 2016, Ms. Ren obtained her Master of Health Leadership and Policy (MHLP) at the University of British Columbia.

After graduation, Ms. Ren served as a Financial Advisor at Scotiabank, which is her principal occupation. Ms. Ren holds her Registered Financial and Retirement Advisor (Part 1) (CIFP) designation and Mutual Fund License (IFSE Institute). Ms. Ren is familiar with the corporate governance, public disclosure, announcements and financial reporting in public companies. She has cross-disciplinary knowledge and skills in health care, financial institutions and sustainability.

Ms. Ren spends 20% of her available time on the affairs of Raffles.

David Anthony Bruzzisi, Director

Mr. David Anthony Bruzzisi (known as David Anthony) has over 45 years' experience in the capital markets in a diverse range of positions including market consultant, fund manager, investor, promoter, venture capitalist and investment broker who has undertaken the public listing of the capital common stock in dozens of private companies.

In 1986, David Anthony co- founded the Professional Canadian Investment Group ("ProCan"). Over the next 12 years, through ProCan, Mr. Anthony funded more than 20 companies - all at various stages of development.

In 1996, David Anthony founded Two Lions Investments Ltd. Through this company Mr. Anthony help fund a start-up company called Net1 UEPS Technologies [NASDAQ:UEPS] and became the Co-Founding Director of UEPS. Today, UEPS trades on the NASDAQ. His principal occupation within the past five years has been a Businessman.

Mr. Anthony spends 20% of his available time on the affairs of Raffles.

EXECUTIVE OFFICERS

Dong Shim, Chief Financial Officer

Dong H. Shim is a member of the Chartered Professional Accountants of British Columbia and a Certified Public Accountant registered in the State of Illinois, United States. Mr. Shim's principal occupation within the past five years has been a partner and founder of Shim & Associates LLP (June 2013 to present) and Golden Tree Capital Corp. (November 2015 to present) in providing accounting and other business advisory services to numerous companies in various industries.

Mr. Shim has served as an Audit Partner on numerous audit engagements with a mid-size firm located in Vancouver, British Columbia, where he audited various publicly traded companies, primarily focusing on junior mining, oil and gas, pharmaceutical, and high-tech industries. As an audit partner, Mr. Shim also assisted various start-up companies in achieving public listings on the TSX Venture Exchange, Canadian Securities Exchange and the OTC Market.

Mr. Shim is a Director of National Securities Administrators Ltd. (May 2017 to present), Chief Financial Officer and a Director of Body and Mind Inc. (December 2016 to present), Chief Financial Officer for E-Play Digital Inc. (November 2016 to present), Chief Financial Officer for Arizona Silver Exploration Inc. (August 2017 to present), Chief Financial Officer for Canamex Resources Corp. (August 2017 to present), Chief Financial Officer for Mission Ready Solutions Inc. (June 2017 to present), Chief Financial Officer for Organimax Nutrient Corp. (April 2018 to present), Chief Financial Officer for Vanc Pharmaceuticals Inc. (February 2018 to September 2018), Chief Financial Officer of Predictive Health Analytics Inc. (March 2018 to present) and interim Chief Financial Officer of Reliq Health Technologies Inc. (November 2018 to present).

Mr. Shim spends not less than 20% of his available time on the affairs of Raffles.

Monita Faris, Corporate Secretary

Ms. Faris is the Corporate Secretary of Raffles. Her principal occupation within the past five years has been as a Consultant providing corporate and securities compliance services to private and public companies. She has provided compliance services for the past 17 years.

Ms. Faris obtained her B.A. in English from the University of Central Florida. She actively attends securities programs and courses offered by the BCSC, the Continuing Legal Education Society of B.C. and the Toronto Stock Exchange.

Ms. Faris spends 10-15% of her available time on the affairs of Raffles.

FINANCIAL REVIEW

HIGHLIGHTS

The consolidated financial results of Raffles Financial Group Limited ("the Group") for the financial year ended June 30, 2020 ("FY2020"), highlighted by revenue of $8,866,672 and adjusted comprehensive income before other items and income tax expenses of $12,220,573. All amounts expressed are in Singapore dollars.

2020 Financial Highlights:

- Total Revenue of S$8,866,672 (2019: $11,533,334)

- Adjusted comprehensive income before other items and income tax expenses of S$12,220,573 (2019: S$10,750,652)

- Cash Flow from operations of S$7,044,654 (2019: S$11,002,734)

- The Group generated cash inflow from financing activities of S$20,296,000 (2019: cash outflow of S$8,900,000) related to the completion of a private placement for gross proceeds of S$20,296,000.

Comparative Summary of Key Financial Metrics for 2019 and 2020

	2020	2019
Revenue	S$8,866,672	S$11,533,334
Unrealized gain on investments	S$4,748,139	-
Operating expenses[1]	S$1,565,443	S$782,682
Listing expenses for RTO[2]	S$6,052,280	-
Adjusted comprehensive income before other items and income tax expenses[3]	S$12,220,573	S$10,750,652
Net Income (Loss)	(S$425,229)	S$9,560,301

1. Operating expenses do not include interest, taxes, depreciation (including impairment of intangible assets) and amortization, and other non-recurring Items and non-cash accounting expenses.

2. Listing expense relates to the RTO in the amount of S$6,052,280, which comprised of a non-cash acquisition consideration of S$5,479,920 recognised under IFRS 3 in accounting for the reverse take over transaction ("RTO").

3. Adjusted comprehensive income before other items and income tax expenses equals income before other items and income tax expenses plus other comprehensive income includes Foreign currency translation and unrealized gain on investments.

OVERALL PERFORMANCE OF THE GROUP

During FY2020, the Group reported a net loss of S$425,229 compared to net income of S$9,560,301 in the comparative period which included listing expenses related to the RTO in the amount of S$6,052,280. Excluding these listing expenses (it comprised of a non-cash consideration of $5,479,920 recognised under IFRS 3 in accounting for the RTO), the Group has made profit since its incorporation and had a net profit of S$5,627,051 in FY2020 which has been primarily funded by operating cash flows and financing raised from the completion of a private placement as discussed above. For its last corresponding period ended June 30, 2019 ("FY2019"), the Group had a net profit of S$9,560,301 which has been funded primarily by the operating cash flows.

The Group generated revenues of S$8,866,672, which was derived from two major service segments, namely financial advisory service and licensing service (compared to S$11,533,334 in fiscal 2019). The difference in revenue between the FY2019 and FY2020 can be attributed to:

- the COVID-19 pandemic which caused travel restrictions and shutdowns that delayed and suspended the delivery of our advisory services (namely Re-structuring & Corporate Finance Advisory ("RCF"), IPO & Global Fund Raising Advisory ("IRS") and Fund, Family Office, Trust Advisory ("FOT ")), and created difficulties for the Group to service clients in most of the major cities in which the Group operates including, among others, China, Hong Kong and Singapore;
- there were no FOT advisory service agreements entered into with clients so no fee income from FOT services during 2020 (S$1,500,000 in FY2019);
- suspension in licensing services with clients pursuant to force majeure clause in response to the COVID-19 outbreak since January 2020. The Group had agreed with its clients (the Regional Representatives) who were based in the PRC to suspend the contracted licensing services commencing in January 2020. The COVID-19 outbreak had a significant impact not only on the Group itself but also the Group's clients in PRC, as they had been hindered from performing their obligations under their service agreements due to the lockdown imposed by the local authorities and market downturn during and after the COVID-19 outbreak. Consequently, licensing services with clients was suspended until the clients can fully resume operations.

Administrative expenses for FY2020 amounted to S$1,565,443, compared to S$782,682 in FY2019. The difference between FY2019 and FY2020 was mainly due to:

- a non-cash item of share-based compensation of S$297,610 pertaining to stock options granted to certain management and directors of the Group (2019: nil);
- a business development and marketing expenses amounting to S$205,727 (2019: nil);
- increased professional fees, directors fee and staff costs arising from the RTO transaction and incurred after listing.

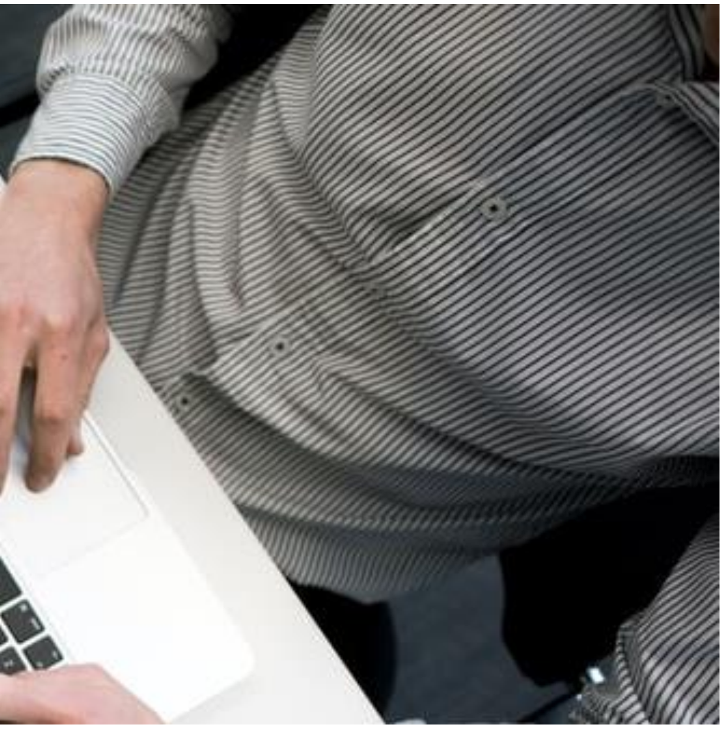
The comprehensive income for the year was S$4,494,115 compared to S$9,560,301 in FY2019.

Excluding the listing expense related to the RTO in the amount of S$6,052,280 (it comprised of a non-cash consideration of S$5,479,920 recognised under IFRS 3 in accounting for the RTO), the Group made a comprehensive income of S$10,546,395 in FY2020 (comprising of operating profits of S$5,627,051 and other comprehensive Income of S$4,919,344). In FY2019, the Group had a comprehensive income of S$9,560,301.

OVERALL PERFORMANCE OF THE MAJOR OPERATING SUBSIDIARY OF THE GROUP

The Company's major and only operating subsidiary, Raffles Financial Private Limited (the "Company" or "RFP"), is the sole business unit and revenue contributor of the Group. It was incorporated on 5 July 2018 and domiciled in Singapore. On 29 April 2020, the Explorex Resources Inc. ("Explorex") completed the share exchange agreement related to acquiring all the issued and outstanding shares of the Company and changed its name to Raffles Financial Group Limited. The transaction was accounted for as an acquisition of the Group by the Company, resulting in a reverse take-over ("RTO"). For details, please refer to page 5 of the "Notes to the Consolidated Financial Statements".

The management takes the view that, for financial analysis and discussion purpose, it is more meaningful to compare the financial results of the major operating subsidiary, RFP, between the two financial periods to provide investors with a reasonable basis for assessing the operation and financial performance of the business of the Group. Therefore, the management intends to additionally present the following detailed discussion and analysis of the financial condition of RFP.



RESULTS OF OPERATIONS

The Company has made profit since its incorporation and had a net profit after tax of S$6,205,631 in FY2020. In FY2019, the Company had a net profit after tax of S$9,560,301 which has been funded primarily by the operating cash flows.

The total comprehensive income for the year increased by 15% from S$9,560,301 in FY2019 to S$10,953,770 in FY2020, which was attributable mainly to the fair value gain on the Company's investment in a portfolio of equity securities amounting to S$4,748,139.

The following is the Consolidated Statements of Profit or Loss and Other Comprehensive Income of the Company for the three-month period and financial year ended June 30, 2020 ("4Q2020" and "FY2020" respectively) which is compared with the last corresponding period from July 5, 2018 to June 30, 2019 ("Last Corresponding Period", "FY2019").

CONSOLIDATED STATEMENT OF PROFIT OR LOSS OF RFP

	Three-months ended June 30, 2020 S$	**Three-months ended June 30, 2019 S$**	**Full year ended June 30, 2020 S$**	**from July 5, 2018 (date of incorporation) to June 30, 2019 S$**
Revenue	3,400,000	3,933,334	8,866,672	11,533,334
Other income	(1,955,667)	770,316	5,849	770,316
Administrative expenses:				
- Contract for services	(171,500)	(175,500)	(716,000)	(643,500)
- Listing expenses	(7,201)	-	(375,894)	-
- Office expenses	(2,025)	(363)	(5,897)	(2,348)
- Pension fund contribution	(2,807)	-	(8,406)	-
- Rental on operating lease	(25,142)	(16,810)	(100,571)	(54,310)
- Staff cost	(13,800)	-	(43,190)	-
- Travelling & accommodation	-	(35,510)	(19,134)	(57,450)
- Other expenses	(15,631)	(15,151)	(71,384)	(25,074)
Profit before income tax	1,206,227	4,460,316	7,532,045	11,520,968
Income tax expense	(1,326,414)	(1,960,667)	(1,326,414)	(1,960,667)
Profit for the year/period attributable to owner of the Company	**(120,187)**	**2,499,649**	**6,205,631**	**9,560,301**

CONSOLIDATED STATEMENT OF OTHER COMPREHENSIVE INCOME OF RFP

	Three-months ended June 30, 2020 S$	Three-months ended June 30, 2019 S$	Full year ended June 30, 2020 S$	from July 5, 2018 (date of incorporation) to June 30, 2019 S$
Profit for the year	**(120,187)**	**2,499,649**	**6,205,631**	**9,560,301**
Items that will not be reclassified to profit or loss:				
Fair value gain on financial assets at fair value through other comprehensive income	4,748,139	-	4,748,139	-
Total Comprehensive Income for the year/period attributable to owner of the Company	**4,627,952**	**2,499,649**	**10,953,770**	**9,560,301**

Revenue - Service fee income

The following is a breakdown of the service fee income of the Company for 4Q2020 and FY2020.

For the year ended	Three-months ended June 30, 2020 S$	Three-months ended June 30, 2019 S$	Full year ended June 30, 2020 S$	from July 5, 2018 (date of incorporation) to June 30, 2019 S$
Advisory fee - recognised at a point in time:				
Re-structuring & Corporate Finance Advisory ("RCF")	2,000,000	1,000,000	3,400,000	5,100,000
IPO & Global Fund Raising Advisory ("IRS")	1,400,000	1,600,000	2,800,000	4,100,000
Fund, Family Office, Trust Advisory ("FOT")	-	1,000,000	-	2,000,000
Licensing fee - recognised over time:				
FinTech Licensing As A Service ("FIT")	-	333,334	2,666,672	333,334
Total service fee income	**3,400,000**	**3,933,334**	**8,866,672**	**11,533,334**

During the financial year ended June 30, 2020:

In FY2020, the Company recorded service fee income of S$8,866,672. The income was derived from two major service segments, namely (i) financial advisory service which was rendered at a point in time and (ii) licensing service which was rendered over time.

i. The financial advisory service includes the followings areas;

- Providing advisory and expertise support on restructuring and reorganising clients' assets so as to internationalise such assets in favourable jurisdictions ("RCF"). In FY2020, such advisory fee income amounting to S$3,400,000 was generated mainly from corporate clients with operations across Asia countries but mainly based in the Peoples' Republic of China ("PRC"). The Company successfully formulated tailor-made restructuring strategies and sourced M&A partners or vehicles in Singapore for the clients. This service transformed, securitised and internationalised the client's business from private and local entity to an overseas public listed company.

- Providing advisory and expertise support on public listings in various Asian countries and in other global markets ("IRS"). In FY2020, such advisory fee income amounting to S$2,800,000 was generated mainly from corporate clients with operations across Asia countries but mainly based in the Peoples' Republic of China ("PRC"). The Company helped its clients on listing preparation, appointment and verification of public listing matters and coordinating the works of the accountants, auditors, lawyers, bankers, independent experts, investors, media, valuers and various stakeholders, as well as investor relations counselling, with an objective to bring their business to get public listed via reverse take-over and joint ventures The Company also led its clients towards significant improvements in market capitalisation;

- Providing advisory and expertise support on funds, family offices and trusts regarding initial and ongoing investments and portfolios, plus performance assessments ("FOT"). This involves helping its PRC clients on the selection and qualification of investment targets, set-up of funds and trusts, performance follow-thru consulting, investment risks for the asset protection and appreciation purposes. There was no revenue recognised for this service in FY2020.

In performing our advisory service, the Company usually takes a certain period of time to formulate a suite of solutions and plans to the client, and once the suite of solutions and facilities are delivered to and acknowledged by the client, our performance obligation under the service agreement is discharged and hence the corresponding service fee income shall be recognised at this point of time. The performance obligation is based on defined deliverables as predetermined with the client based on their needs, and this process is not truly worthwhile to and cannot be chargeable to the clients halfway until the end result can be accomplished. Therefore, the basis of the recognition in the financial statement is only at the point of receipt of acknowledgement to our full-service package by the clients but not accruing over a period of time based on any input measures.

ii. The Licensing fee

Licensing service refer to our FinTech Licensing As a Service (“FIT”) whereby the Company enters into a licensing agreement with the client which grants the client (who is then regarded as the Company’s “Regional Representative” in consideration of a fixed licensing fee) to:

a) the right to use the brand name of "Raffles Financial" in developing its customised financial advisory services in the designated region for an agreed period of time, and during such period, Raffles commits to provide full support to the client in rendering its customised financial advisory services to its ultimate customer, and;

b) provide certain financial technology-related resources, know-how, tools and techniques including but not limited to e-payment gateways, branded prepaid cards, web-based eWallets, high-speed buy-sell-swap transaction systems (collectively known as "FinTech") in the form of a license for use under Raffles Financial’s brand and as a service to the client for an agreed period of time.

Raffles role in this arrangement is as a licensor as well as to bridge external resources and provide know-how to the Regional Representative to better serve its customers.

The total licensing fee income recognised in FY2020 was S$2,666,672. Such licensing fee income recognised in FY2020 was derived from three licensing agreements entered into with three clients in different provinces of PRC. The licensing fee from FIT is earned from the right to use the aforesaid Company’s proprietary brand for a fixed fee under a non-cancellable contract, where a contract is granted to the licensee which permits the licensee to exploit the brands over the licensing period in any designated territory. Therefore, revenue is recognised over time by reference to the contract period.

The financial year ended June 30, 2020 versus June 30, 2019:

The revenue decreased by S$2.7 million from S$11,533,334 in FY2019 to S$8,866,672 in FY2020, which was attributable to the below factors;

i. the COVID-19 pandemic which led to travel restrictions and shutdowns that delayed and suspended the delivery of our advisory services (namely RCF, IRS and FOT), and created difficulties for the Company to serve clients in most of the major cities the Company was operating including, among others, China, Hong Kong and Singapore;

ii. there was no FOT advisory service agreement entered with client so no fee income from FOT service during FY2020 (S$1,500,000 in FY2019);

iii. Suspension in licensing service with clients pursuant to force majeure clause in response to the COVID-19 outbreak since January 2020. The Company had agreed with its clients (the Regional Representative) who were based in the PRC to suspend the contracted licensing services since January 2020. The COVID-19 outbreak had resulted in a significant impact not only on the Company itself but also the Company's clients in PRC, as they had been hindered from performing their obligations under their service agreements due to the lockdown imposed by the local authorities and market downturn during and after the COVID-19 outbreak. Consequently, the licensing service with the clients had been suspended until the clients are ready to fully resume operations.

In this regard, the Company is still in discussions with its clients on the timeline for resumption of the FIT licensing services. This depends on, inter alia, when the social and commercial situation in China, Hong Kong and Singapore are fully restored, and also on the optimistic outlook of the Company's clients. Although the government of various Asia countries have lifted the business, transportation and movement restrictions, return to normalcy is cautiously defensive and sudden lockdowns and restrictions may be imposed such as in Melbourne, Australia.

As the Company values and practices long-term sustainable business practices, it will not hesitate to grant certain relief measures to help its clients in terms of business continuity in response to the unprecedented COVID-19 outbreak. Barring any unforeseen circumstance, the Group is of the view that the suspension of the FIT licensing services is temporary in nature and will not affect the Group's business sustainability in long term.

Net Profit After Tax, Other Income and Administrative Expenses

The financial year ended June 30, 2020 versus June 30, 2019:

In FY2020, the Company reported a net profit of S$6,205,631 (after providing for $1,326,414 for corporate income tax even though the Company had been awarded foreign-sourced income tax credit of $1,960,667 in 2019). The other income and operating expenses incurred during the financial year are discussed below:

•Other income of S$5,849 arose mainly from government subsidies under a jobs supporting scheme of the Singapore Government in response to the COVID-19.

•Contract for service cost of S$716,000 was paid to the directors and officers of the Company, in consideration of their services provided under service contracts. The increase by 11% compared to the Last Corresponding Period of S$643,500 was due to additional contracts and cost adjustment.

•Rental on operating lease of S$100,571 were paid for the office leases in various operating locations. The significant increase by 85% compared to the Last Corresponding Period of S$54,310 was mainly due to one addition lease entered in FY2020.

•Office expenses of S$5,897 were incurred in relation to the expenses necessary to maintain the office operation. The significant increase compared to the Last Corresponding Period of S$2,348 was due to increase business activities in FY2020.

•Listing expenses of S$375,894 represented professional and other expenses in relation to the Transaction as explained in the material event section on P.13.

•Staff cost of S$43,190 was paid to the employees of the Company for their day to day management and administration of the Company. The amount in FY2020 arose from the additional employment of office staff.

•Travelling and accommodation expenses of S$19,134 in FY2020 were incurred while performing the advisory services by the directors and officers locally and overseas. The significant decrease compared to the Last Corresponding Period of S$57,450 was because of the shutdown of international travels under the COVID-19 situation.

•Other expenses of $71,384 comprised mainly of business development and professional expenses incurred in FY2020 which were incurred in relation to client sourcing and marketing activities, and internal business development. The significant increase compared to the Last Corresponding Period of S$25,074 was due to that point in time, the business of Raffles had just commenced and in the early development stage, and hence lesser expenses related to the business were incurred.

The net profit for the year decreased by 35% from S$9,560,301 in FY2019 to S$6,205,631 in FY2020, which was attributable mainly to the decrease in advisory income and overall increase in operating expenses in FY2020.

Other Comprehensive Income

The financial year ended June 30, 2020 versus June 30, 2019:

- In FY2020, the Company recorded a fair value gain on financial assets at fair value through other comprehensive income of S$4,748,139. The fair value gain was derived from the Company's investment in a portfolio of equity securities quoted on the Singapore Exchange. As the investment in equity securities was categorised at fair value through other comprehensive income ("FVTOCI") according to the International Financial Reporting Standards No. 9 as the equity investment was not held for trading purposes and on initial recognition of the investment the Company made an election to designate the investment at FVTOCI (non-recycling), such that subsequent changes in fair value were recognised in other comprehensive income.

Total Comprehensive Income

The financial year ended June 30, 2020 versus June 30, 2019:

- The total comprehensive income for the year increased by 15% from S$9,560,301 in FY2019 to S$10,953,770 in FY2020, which was attributable mainly to the fair value gain on the Company's investment in a portfolio of equity securities amounting to S$4,748,139.

- In FY2020, the Company had been awarded a foreign-sourced income tax credit of $1,960,667 by the Inland Revenue Authority of Singapore (the "IRAS") in respect of the provision of income tax made for FY2019. The tax credit discharged the Company's liabilities to pay the income tax of $1,960,667 for FY2019 based on the fact that the corresponding profit generated was entirely foreign-sourced and thus not taxable under Singapore tax jurisdiction. Apart from this, considering the nature and the territorial base of our revenue in FY2020 was identical to FY2019, the management expected that the IRAS would make the same tax judgement about the taxability of the net profit for FY2020.

- Notwithstanding the foregoing, the Company took its Auditors' advice of not to recognise the aforesaid tax credit of S$1,960,667 in the current year as well as to make an income tax provision of S$1,326,414 for FY2020 (assuming the Company's FY2020 profit would be taxed in Singapore), for the purpose of fulfilling the prudence accounting principle.

- For illustrative purpose, if the total comprehensive income for FY2020 was adjusted for (i) the recognition of the income tax credit of S$1,960,667 awarded by IRAS, (ii) non-recognition of the income tax expenses of S$1,326,414 for the current year, and (iii) exclusion of one-off and non-recurring listing expenses of S$375,894, the adjusted total comprehensive income would be S$14,616,745.

Liquidity and Capital Resources

As at	June 30, 2020 S$	June 30, 2019 S$
Bank balance	830,260	2,102,734
Current assets	14,951,710	10,036,068
Current liabilities	2,079,638	8,027,100
Non-current liabilities	1,258,001	1,348,667
Shareholders' equity	11,614,071	660,301

The following is a breakdown of current assets of the Company as at financial period ended June 30, 2020 and the last financial period ended June 30, 2019.

As at	June 30, 2020 S$	June 30, 2019 S$
ASSETS – Current assets		
Bank balance	830,260	2,102,734
Trade receivables	650,000	7,600,000
Other receivables:		
Deposit and other receivables	66,667	-
Amount due from directors	-	-
Amounts due from related parties	-	333,334
Amount due from holding company	450,000	-
Investments in equity securities	12,954,783	-
Total Assets	**14,951,710**	**10,036,068**

As at the financial year ended June 30, 2020:

- *The current assets of the Company as at June 30, 2019 comprised of trade receivables of S$650,000, other receivable of S$516,667, investments in equity instruments of S$12,954,783 and a cash balance deposited in a bank in Singapore of S$830,260.*

- *As at 30 June 2020, the investment in equity securities represented the major investments of the Company of approximately S$12,954,783 of a portfolio of listed financial instrument. The investment portfolio mainly comprises public traded equity securities on Singapore Exchange. The intention of the Company to invest in these equity securities as these are the entities that the Company had taken them public through provision of advisory services, which aligns with the Company's treasury management policy and investment strategy.*

- *The trade receivables of S$650,000 as at June 30, 2020 mainly represented receivables from its services provided under the advisory services agreements. The outstanding trade receivable balances were arisen from one client, and the full amount was subsequently collected in July 2020. The other receivables mainly comprised of (i) the deposit and other receivables of S$66,667 pertaining to rental deposits, and; (ii) the receivables from the holding company of S$450,000 pertaining to fund advances to the holding company for working capital purpose. The other receivable and the amount due from the holding company were unsecured, interest-free and repayable on demand.*

- *The Company recorded an increase in the current assets from S$10,036,068 as at June 30, 2019 to S$14,951,710 as at June 30, 2020, attributable to the increase in the investment in equity securities whereas partly offset by the decrease in trade receivables. The increase in investment in equity securities from nil as at June 30, 2019 to S$12,954,783 as at 30 June 2020 was due to the purchase of the equity securities in FY2020 via open stock market and private dealing by utilising internal cash resources. The decrease in the trade receivables from S$7,600,000 as at June 30, 2019 to S$650,000 as at June 30, 2020 was largely contributable to the subsequent settlement of the advisory service fees from clients. The decrease in the amount due from a related party of S$333,334 as at June 30, 2019 to nil as at June 30, 2020 was mainly due to repayment by the related party.*

The following is a breakdown of liabilities of the Company as at financial period ended June 30, 2020, and the last financial period ended June 30, 2019:

As at	June 30, 2020 S$	June 30, 2019 S$
LIABILITIES – Current liabilities		
Accruals	14,000	15,000
Other payables - amounts due to directors	36,558	7,400,100
Current income tax liabilities	2,029,080	612,000
	2,079,638	8,027,100
LIABILITIES – Non-current liabilities		
Deferred income tax liabilities	1,258,001	1,348,667
Total Liabilities	**3,337,639**	**9,375,767**

As at the financial year ended June 30, 2020:

- The current liabilities of the Company as at June 30, 2020 comprised of Accruals of S$14,000, other payable of S$36,558 were amounts due to directors and an income tax payable of S$2,029,080.

- The Company recorded a decrease in the total liabilities from S$9,375,767 as at June 30, 2019 to S$3,337,639 as at June 30, 2020, attributable to the decrease in other payables and deferred tax income tax liabilities. The decrease in other payables from S$7,415,100 as at June 30, 2019 to S$50,558 as at June 30, 2020 was due to settlements against the other payables which ascribed largely to the amount due to directors amounting to S$7,400,100 during FY2020.

- The non-current liabilities of the Company as at June 30, 2020 were S$1,258,001. The balance as at June 30, 2019 was a provision of deferred income tax liabilities of S$1,348,667 in connection to unremitted foreign income.

- The Company does not have any commitments for material capital expenditures, and none are presently contemplated other than normal operating requirements and as disclosed above.

The Company generally financed its working capital requirements through a combination of cash generated from its operating activities and advance from directors to fund its staff cost, operating expenses and administrative costs. Moving forward, the Company expect to fund its working capital requirements with a combination of various sources, including but not limited to cash generated from its operations and the net proceeds from share offer exercise, as well as other possible equity financings as and when appropriate.

The following is a simplified statement of cash flow of the Company for the financial period ended June 30, 2020, and the last financial period ended June 30, 2019:

For the financial year/period ended	full year ended June 30, 2020	from July 5, 2018 (date of incorporation) to June 30, 2019
	S$	**S$**
Net cash generated from operating activities	11,682,309	11,002,734
Net cash used in investing activities	(12,954,783)	-
Net cash used in financing activities	-	(8,900,000)
Net (decrease) / increase in cash and bank balance	**(1,272,474)**	**2,102,734**

During the financial year ended June 30, 2020:

- The Company generated operating cash inflow after working capital changes of S$11,682,309 from operating activities in FY2020. It was derived from the net profit after tax of S$6,205,631, less adjustment for change in fair value of financial assets of S$4,748,139, income tax expenses of S$4,748,139 and the net decrease in working capital of 597,875. The changes in working capital comprise of a decrease in trade and other receivables of S$6,766,667 and a decrease in other payables of S$7,364,542.

- The Company recorded investing cash outflow of S$12,954,783 from investing activities in FY2020, which was mainly attributable to purchase of equity securities during the year.

Material Event

(a) Share Exchange Agreement

Explorex Resources Inc. (“Explorex”), which is listed on the Canadian Stock Exchange (“CSE”), has entered into a definitive share exchange agreement dated December 20, 2019 (the "Share Exchange Agreement") with RFPL and the shareholders of RFPL (the “RFPL Shareholders”) to acquire all of the outstanding shares of RFPL (the “Transaction”). RFPL is arm's-length to Explorex and the proposed transaction will constitute a "fundamental change" for Explorex under the CSE Policy 8.

Effective on April 29, 2020, the Share Exchange Agreement among RFPL, Explorex and RFPL Shareholders resulted in a reverse takeover of Explorex by the RFPL Shareholders (the “Reverse Takeover”).

(b) Continuation

On April 29, 2020, Explorex Resources Inc. (“Explorex”) changed its name to Raffles Financial Group Limited, completed the share consolidation as discussed above and changed its corporate jurisdiction from British Columbia to the Cayman Islands. Subsequently, the Company completed the RTO as discussed above.

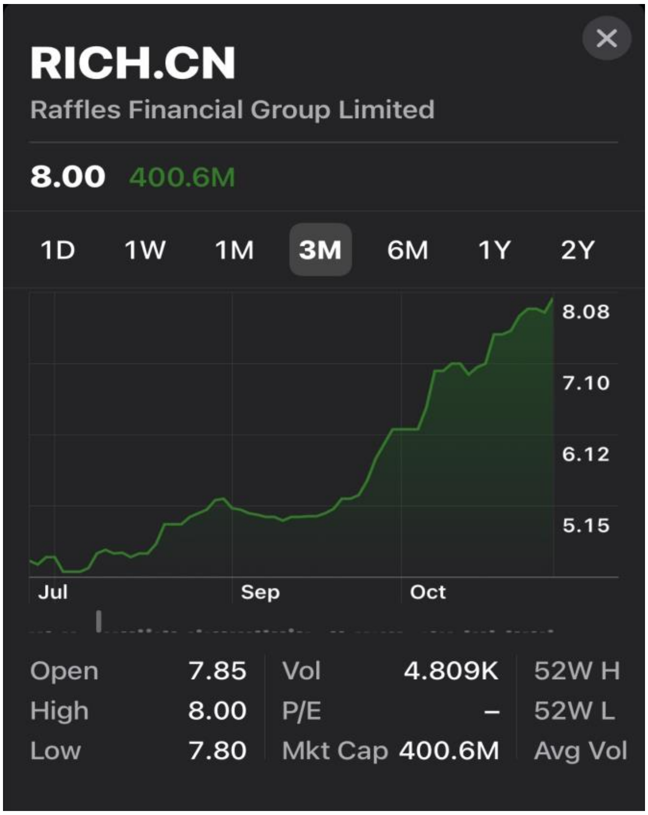
Completion of the Transaction on April 29, 2020

Subsequent to the annual general and special meeting at which the Transaction and Continuation to Cayman Islands were also approved by the Explorex's shareholders, RFPL has completed the transaction of all of the issued and outstanding shares of RFPL, by way of a share exchange agreement among Explorex, RFPL and the shareholders of RFPL on April 29, 2020. The Resulting Issuer consolidated its outstanding share capital on the basis of 25.94 old shares to one new share, such that 1,050,000 shares were outstanding immediately before closing. Then RFGL continued its corporate jurisdiction to the Cayman Islands, following which the acquisition of RFPL completed by the issuance of 45,000,000 RFGL's shares to the shareholders of RFPL and issuance of 72,096 warrants of the RFGL to the existing warrants holders of Explorex with an exercise price of CAD$12.97 and the same existing expiry dates. RFPL then became a wholly-owned subsidiary of RFGL.

The Transaction constituted a "fundamental change" of Explorex under the policies of the CSE, and the CSE has provided approval for the listing of Raffles which resumed trading on May 11, 2020.

INDUSTRY OUTLOOK & FUTURE PLAN

INDUSTRY OUTLOOK



Raffles focuses its Service Offerings on assisting companies in the middle market, or so-called "Mid-Market“, mainly in China and Hong Kong. The Mid-Market is usually a reference to the size of a company, typically in terms of its revenue and/or asset base. There is no universally accepted revenue range that defines Mid-Market companies, however Raffles' management stipulates that it pursues companies in the range of US$10 million to US$ 50 million in revenues as its Mid-Market targets. Mid-Market companies fall between so-called Main-Street companies and large corporations.

The Mid-Market comprises a significant portion of the Asian economy. In Asia, Mid-Market businesses represent one-third of the private sector GDP and employ approximately 25% of the total labour force (Source: Gartner Group, 2019).

Market Overview, Market Opportunities

Asia is the largest and most populous continent on Earth. Asia covers an area of 44.5 million sq. kilometres: about 30% of the Earth's total land area. The continent has 4.5 billion people and constitutes roughly 60% of the world's population. (Source: "Population of Asia.2019 demographics: density, ratios, growth, clock, rate of men to women". www.populationof.net)

Mid-Market companies and small and medium size enterprises ("SMEs") comprise a large portion of the Asian marketplace. (Source: IFC. 2010. Two Trillion and Counting. Washington, D.C.)

Asian financial markets, particularly within developing economies, are still generally less mature and less regulated than markets in America or Europe. Bond markets, in particular, are often underdeveloped, as bank financing is much more common than financing via the issuance of corporate debt. On the equity side, Asian markets are less likely to do the same type of capital restructuring that is common in America, with leveraged buyouts and similar maneuvres being exceptions rather than the rule. The wide variety of financial products available through retail banks is also more common in developed countries outside Asia.

The merger and acquisition ("M&A") activity in the Asian financial services has experienced recent growth. In the last five years, the Asian Mid-Market specifically has been very active with the volume of transactions in M&A. (Source: Houlihan Lokey Capital, Inc., Asia-Pacific M&A: Investing in the Mid-Market, Issue 3 and MergerMarket).

Researchers in the Asia-Pacific region indicate that almost 60% of all M&A transactions fall within the Mid-Market space over the next five years. This is the region that Raffles is targeting with its financial advisory services.

The Asia-Pacific region continues to increase in importance for the global financial services market. In China, business owners and families have a renewed interest to seek to move capital into international capital markets and countries where stability exists and ownership rules are clear. The countries comprising Asia present significant opportunities for Raffles as many business owners and investors are seeking solutions to their financial situations.

It is apparent that Asia-Pacific has a deep pool of Mid-Market companies with enterprise values of between US$1m to US$50m. Financial advisory work in this segment drives deal actively in the Asia-Pacific region, and this trend is expected to continue.

Mergers and Acquisitions

Small and medium-size deals comprise the vast majority of M&A activity in Asia with transactions over US$500m accounting for just 8% of volume. Many of today's Mid-Market companies are SMEs that survived and thrived past the 2008 – 2012 global financial crisis and have proven to be strong competitors making them all the more attractive acquisition targets. While China remains a largely inbound and domestic market for M&A, a rising wave of acquisitive Chinese companies venturing beyond their national borders has created an uptick in outbound transactions since 2016.

Researchers find that the typical Mid-Market owner or investor is looking for proven partners / businesses with experienced management that have significant room for growth. These tend to be private, family -owned companies that grew from a start-up into a more mature entity. Dealmakers need to be mindful of the unique dynamics of family -owned businesses that have been built upon and relied on relationships that are often controlled by the company's founder. In this environment, successful investors utilise a combination of building trust and friendship with the company's owners and management while conducting thorough due diligence.

Unlike most Western markets, leveraged buyouts in Asia are quite rare. The majority of deals occurring in the middle market are purchases of minority positions that come with limited rights and protections for the investor. This structure provides the investor with access to a high growth opportunity while allowing the entrepreneur to remain in control of the business.

As difficult as it may be to deploy capital, one topic that is at the front of many people's minds these days is the ability to exit investments. As numerous investments made in recent years have failed to IPO, a clear path to exit is becoming a critical condition for new investments. Investors often have a right to force an exit, but in practical terms such action is unrealistic without the buy-in of the majority shareholder.

These situations are causing investors to become more creative in seeking exits and in structuring new investments. How do investors source quality deals? What must they be prepared to do to win deals and beat their competitors? Few deals simply fall into the laps of investors, so investors need to maintain a deep and wide network of referral sources. Raffles is well positioned in this market spot.

In order to close deals and beat the competition, owners and/or investors need to spend significant time on the ground meeting and developing a personal relationship. This is difficult to accomplish by flying in once a month for a quick meeting.

As Chinese manufacturers move up the value chain, purchasing international brands and technology will also be a priority. China outbound deal volume is likely to continue to grow due to:

- an increase in the number of deal participants — as Chinese companies grow and mature, there should be more companies with the skills and sophistication required for cross-border M&A; and
- pressure on A-share listed companies to justify their relatively high valuations — these businesses should seek acquisitions of brands and technology to counteract slowing organic growth. From a volume perspective, most transactions will likely be in the middle market. These smaller deals typically do not involve public or political scrutiny that increases the risk of deal completion.

Many Chinese companies want to start small in terms of price and complexity and learn as they go when making acquisitions abroad. The fastest growing segment of Asia business is Chinese sellers or buyers navigating the M&A processes (including reserve takeover). While sector focus varies with geography, most outbound China acquisitions follow the strategy of acquiring brands or technologies that can be leveraged in China to improve growth, profitability and broaden the expertise of the acquirer.

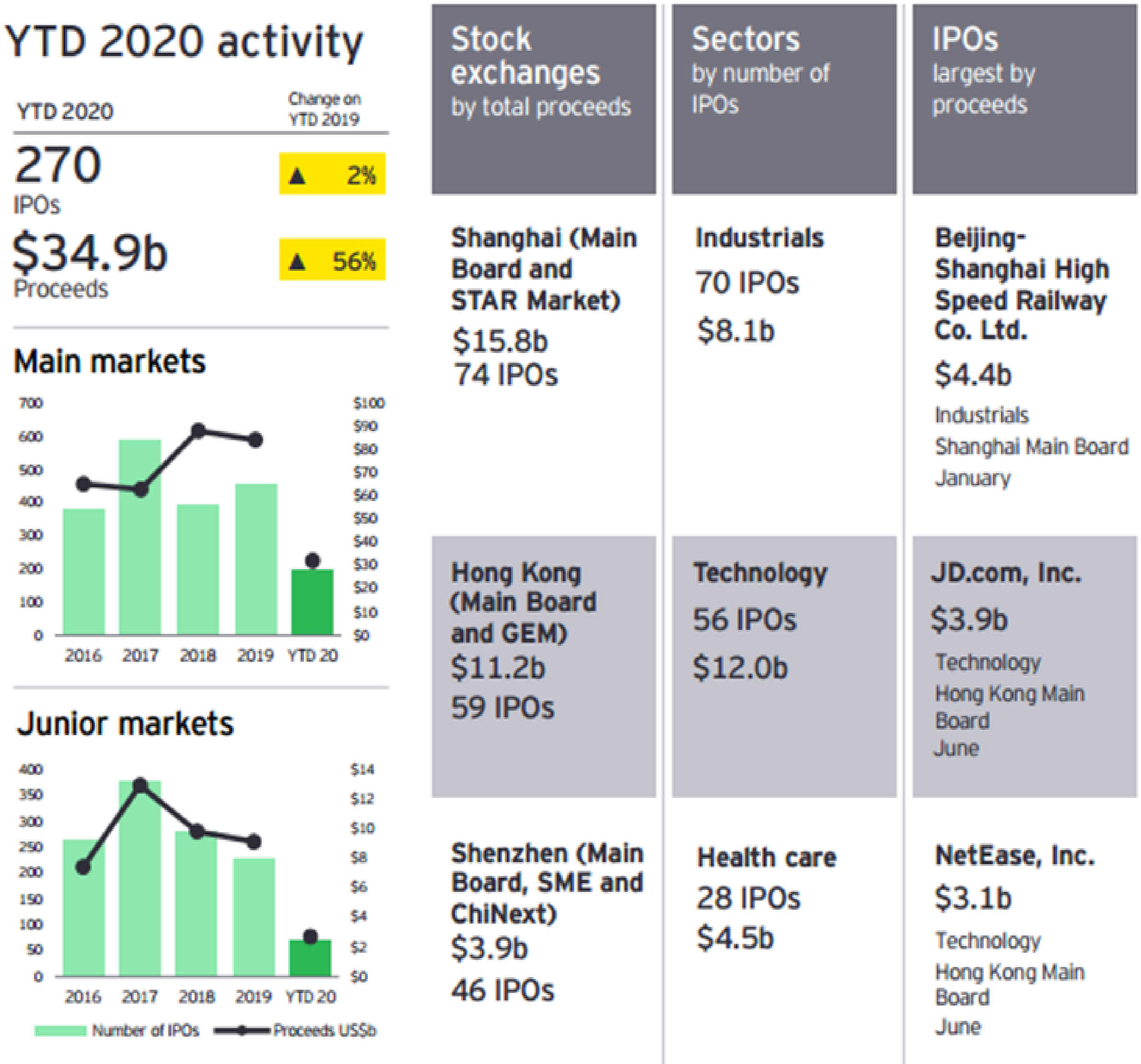
Raffles had provided such M&A strategy to clients in different sectors like F&B and healthcare in China which were proven successful. Raffles expects a robust demand in such M&A down the road from the vast number of Chinese start-ups.

The outbound trend is expected to continue in the years ahead as financing becomes more readily available and government support for these transactions remains strong. Researchers foresee the Asia Pacific M&A market (a good indicator of the financial services market) for the Mid-Market being active during 2020.

(Source for information under the heading “Mergers and Acquisitions”: Houlihan Lokey Capital, Inc., Asia-Pacific M&A: Investing in the Mid-Market, Issue 3 and MergerMarket).

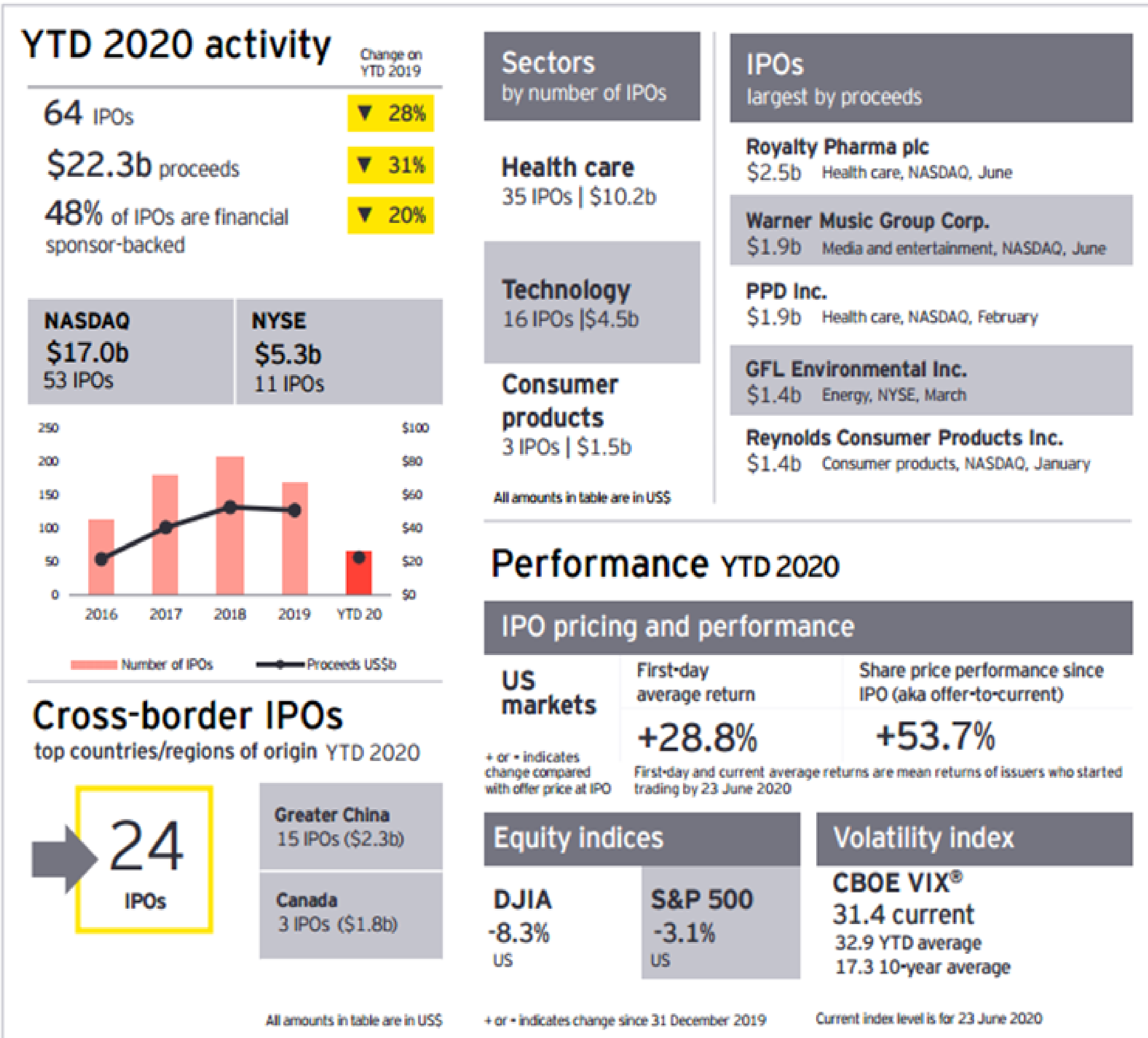
IPOs and Capital Markets

Ongoing trade tensions between China and the U.S. continued to impact Asia-Pacific IPO activities in the first half of 2020, inhibiting a return to 2018 levels. In the Asia-Pacific region, Q2 2020 IPOs across the region were down 18% by volume compared with Q2 2019, while proceeds rose by 28%.



(Sources: E&Y - Global IPO Trends: Q2 2020 Report and Hebert Smith Freehills, Asia Pacific M&A Review for 2020)

• In Greater China, IPO deals and proceeds were increased by 29% and 72% in 2020, respectively, relative to 2019.
• Japan’s IPO market has significant decline in volumes and proceeds by 17% and 53%.
• Geopolitical uncertainties, trade tensions and macroeconomic conditions in the Southeast Asia region continued to weaken IPO activity in Q2 2020 as deal volumes declined 63%, while funds raised dropped 89% compared with Q2 2019.
• Healthcare, technology and industrials posted the highest proceeds on Asia-Pacific exchanges in 2020. By deal numbers, technology, industrials and healthcare top the list.
• Median deal size on Asia-Pacific’s main markets rose to US$53m in H1 2019, up 20% from H1 2018, while median IPO market cap increased 32% to US$227.5m.



(diagram source: E&Y - Global IPO Trends: Q2 2020 Report)

While these numbers are not ideal, IPOs on Asia-Pacific's main markets experienced average first day returns of around 19% and average current returns of approximately 33%. Besides, Asia-Pacific continued to dominate global IPO activity year-to-date in 2020 by volumes, representing six of the top ten stock exchanges. By proceeds, the region accounted for four of the top ten exchanges.

We are confident that Raffles has correctly segmented and positioned itself to this Asia-Pacific Mid-Market – we know what's trending in this industry, how to fill the market gap other competitors might have missed, who our customers are, what they see, where and how we fit in, and what is happening with the market that would impact our customers and our strategies to serve our customers.

FUTURE PLAN

Raffles anticipates that the below stated plans and strategic actions will result in various business areas seeing growth.

To expand our market by adding more Province Representatives

The financial advisory services market in the Asia-Pacific region is a $15 billion worth market. There would not be one company to cover such huge market and pick up all these opportunities. Therefore Raffles' belief is to find many representatives in all these key provinces in Asia to be our representatives to carry our brand, to learn from us and at the same time to certify by us that they are competent, they are fit and they're proper to be able to serve the clients effectively. For those clients who want to seek a public listing in the stock exchanges around the world, example in Singapore, Hong Kong, Canada, Europe, Australia and United States. Therefore, we believe that our growth and expansion is not through capital investment, but rather the investments in finding and training and certifying capable and effective representatives in all the various provinces in Asia-pacific and stepping up from China.

One of the Raffles future plan is to identify and secure the appointment of up to 30 Province Representatives ("PR") throughout China and parts of Asia to provide the Raffles' suite of IPO/corporate finance advisory and arrangement services, instead of Raffles investing human capital in opening up its own offices and recruiting staff to grow Raffles' presence. Each PR is required to pay an annual upfront fee in the range of C$100,000 to C$500,000 depending on the number of cities they represented. Alongside our strategic global partnership with several international top-tier investment bank, VC firms and fund managers, we expect to equip our PR with a complete suite of investment and private banking solutions starting from public listing services to family trusts and portfolio management to serve their ultimate clients.

Raffles will continue to use the expertise of the Founders in finance and technology, combined with its PR to create synergies and a true "end-to-end solution" so that Mid-Market firms of all sizes and their owners can gain the expertise and advice they need in an economical manner.

Strategic Partnerships

Raffles was appointed as Investment Advisor for Red Oak Multi-Asset Elite Strategy ("ROMA"), which seeks to consistently generate positive returns by investing in bonds, equities, forex and financial instruments on companies that are going public through IPO/RTO, and may have a daily mark-to-market value. Raffles' role shall be to provide and offer financial advisory to supplement and align the overall direction of ROMA. The main objective is to achieve 12% per annum performance for ROMA. The usual 1% management fee and 20% management fee shall apply. The target set for ROMA's first tranche will be USD 100 million and anticipated to grow to USD 1 Billion within the next 18 months. ROMA will be distributed only to accredited investors mainly in Asia with focus on China.

Raffles has appointed R.E. Lee Capital as fund manager for our Raffles Portfolios Variable Capital Company (VCC). The VCC structure allows the formation and management of sub-funds for each specific purpose like family trusts and segregated investment portfolios.

Strategic Partnership with Banks

Raffles is also working with top-notch banks in Canada, Europe, Japan and Singapore to identify clients who require bespoke management of their corporate finance and family wealth matters. Raffles, working with the banks, provides companies and high net-worth families with investment management advisory services, corporate finance & fund raising strategic counsel, banking services and family office banking solutions.

Strategic Partnership with Japan's Pacific Bays Capital

Raffles has entered into an advisory partnership for advanced-stage capital and public listing services with Japan's Pacific Bays Capital ("PacCap"), a top tier VC firm that invests selectively into Japanese and global firms. PacCap partners are working closely with Japanese industry leaders and exploring various government initiatives to identify promising investment target companies and potential 'unicorns' for immediate investment. Raffles is to provide advice on navigating exit strategies and additional services to help bring foreign capital to those firms.

PacCap general partners are seasoned VC professionals based in Japan and Silicon Valley, with overall team background including experience at major Japanese banks, independent VC funds, Sequoia Capital, Blackrock, and Morgan Stanley. Given Japan's "Move South" strategy, PacCap sees a rise in demand for more funding needs by advanced-stage Japanese firms securing strategic resources, contract manufacturers, and parts/services suppliers from the Indo-Pacific region such as Cambodia, Laos, Myanmar, Vietnam and Indonesia. Therefore, PacCap is glad to be working with Raffles to help secure these resources for Raffles.

Invest in Businesses

Raffles' plan is to invest up to C$18,000,000 in business which meet our investment criteria and guidelines. Of the C$18,000,000, up to C$6,000,000 will be spent on businesses that are preparing for public listing within 12-18 months and up to C$6,000,000 will be spent on businesses that Raffles is providing advisory services to in connection with a public listing within 18 months. Our investment criteria and guidelines which are set out below:

1) businesses operating within the following industries: food and beverage, payment and eCommerce technologies, and those focusing on either environmental sustainability or promoting a healthy lifestyle;
2) businesses located in Australia, China, Hong Kong, Indo-Pacific or Singapore;
3) management with a proven track record in managing successful businesses;
4) investments of not more than S$2,000,000 per business;
5) investments in the form of convertible bonds and shares;
6) businesses with revenues of between S$30,000,000 and $50,000,000; and
7) expected timeline for exit of investments of 12-18 months.

At present, Raffles is also exploring actively in various fin-tech opportunities such as wealth and fund management systems, payment media and gateways, multilateral trading facilities, etc, provided that any of such acquisitions or alliances can add profits immediately and it must also reinforce our strategic intent to become a full suite solution provider in the private and investment banking business. Certainly, Raffles will avoid being bogged down by the complex compliance issues that have been suffered by traditional banks from investing into such opportunities.

Strengthening our market liquidity and shareholder base

As the Group progresses, we are also looking into strengthening and broadening our stock liquidity and shareholder base to enhance shareholder value in the long term. We are heartened by the overwhelming support from institutional and accredited investors when we did a private placement of 4 million new shares and raised approximately CAD20 million at our completion of listing.

In an effort to increase market liquidity and to encourage greater participation in our Group's growth, we are planning to do an extensive outreach in Canada, especially in Toronto, to let our potential investors know more about Raffles that is a high-dividend paying firm, fast growing and currently ranked 6th on the CSE25 Index and 1st on the Diversified Industries list. Concurrently, we are working with CSE and few leading brokerages to make it easier and more convenient for our Asian and European investors to trade.

Available Funds and Principal Purposes

As of June 30, 2020, the working capital of Raffles was [$23,955,177], which includes available proceeds from the Financing. Raffles intends to use its available funds over the next 12 months as described in the table below.

However, there may be circumstances where, for sound business reasons, a reallocation of the available funds may be necessary. The actual amount spent in connection with each of the intended uses of proceeds may vary significantly from the amounts specified below, and will depend on a number of factors and circumstances. One of the circumstances is the uncertain situation pertaining to the development of the global COVID-19 outbreak, restriction policies and containment measures of the epidemic implemented by most of the developed countries.

Milestone	Timing of completion	C$
Securing more Province Representatives	By June 2021	2,500,000
Investing in businesses which meet Raffles Investment Criteria and Guidelines	Between January to June 2021	18,000,000
Unallocated working capital	November 2020 to June 2021	[3,455,177]
TOTAL		**[23,955,177]**

Until required for Raffles' purposes, all funds will be placed in interest-bearing accounts of chartered banks and/or trust companies.

CONFIDENCE IN OUR FUTURE

Raffles looks towards its future with confidence, not because it is going to be an easy one, but because we are prepared for what lies ahead. We believe that we are now in an even stronger position to meet the financing and advisory needs of our clients in the current low interest rate and uncertain environment. More than ever, we see clients approaching to us for diverse solutions that provide higher returns and yield, as well as mitigated risks. Although the majority of countries and businesses are still very much in the crisis management phase of COVID-19, we are already exploring on how we can set ourselves on the right trajectory for growth as we come out on the other side.

BOARD PRACTICE

Responsibilities of Directors and Officers

Under the Business Corporations Act, British Columbia (the “BCA”), in exercising their powers and discharging their duties, directors and officers must act honestly and in good faith, with a view to the best interests of the corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. No provision in the corporation's notice of articles, articles, resolutions or contracts can relieve a director or officer of these duties.

As a matter of the Companies Act, a director of a Cayman Islands company is in the position of a fiduciary with respect to the company. Fiduciary obligations and duties of directors under the Companies Act are substantially the same as under the BCA. Under the Companies Act, directors owe the following fiduciary duties: (i) duty to act in good faith in what the director believes to be in the best interests of the company as a whole; (ii) duty to exercise powers for the purposes for which those powers were conferred and not for a collateral purpose; (iii) directors should not properly fetter the exercise of future discretion; (iv) duty to exercise powers fairly as between different sections of members; (v) duty not to put themselves in a position in which there is a conflict between their duty to the company and their personal interests; and (vi) duty to exercise independent judgment.

In addition, under the Companies Act, directors also owe a duty of care which is not fiduciary in nature. This duty has been defined as a requirement to act as a reasonably diligent person having both the general knowledge, skill and experience that may reasonably be expected of a person carrying out the same functions as are carried out by that director in relation to the company and the general knowledge skill and experience which that director has.

As set out above, directors have a duty not to put themselves in a position of conflict and this includes a duty not to engage in self-dealing, or to otherwise benefit as a result of their position. However, the Memorandum and Articles of Association modify that position by providing that, so long as the nature and extent of any director's personal interest in a matter, transaction or arrangement is declared to the other directors, the interested director may (inter alia) participate in, vote on and be counted in the quorum at any meeting of the directors that considers matters relating to that interest.

Raffles has an audit committee consisting of Mike Zhou, David Anthony Bruzzisi and Lily (Haopu) Ren, each of whom is financially literate in accordance with National Instrument 52-110 Audit Committees ("NI 52-110"). Mike Zhou, David Anthony Bruzzisi and Lily (Haopu) Ren are independent, as defined under NI 52-110.

The Board may from time to time establish additional committees.

Audit Committee

The members of the Audit Committee are;

- Mike Zhou (Chair of the Audit Committee)
- David Anthony Bruzzisi
- Lily (Haopu) Ren

The Audit Committee is comprised of Independent Directors and constituted in accordance with applicable securities laws and the policies of the Canadian Stock Exchange.

Independence of Audit Committee

NI 52-110 provides that a member of an audit committee is independent if the member has no direct or indirect material relationship with the issuer, which could, in the view of the issuer's board of directors, be reasonably expected to interfere with the exercise of the member's independent judgment. Each of the members of the Audit Committee, in the view of the Board, is "independent" as that term is defined in NI 52-110.

Financial Literacy of Audit Committee

NI 52-110 provides that an individual is "financially literate" if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the issuer's financial statements. All of the Audit Committee members are financially literate as that term is defined in NI 52-110.

Relevant Education and Experience

Please see the disclosure under the subheading “Independent Directors” under the heading “Directors and Officers”.

Audit Committee Charter

1. Purpose

The Audit Committee (the "Committee") of Raffles Financial Group Limited ("RFGL") is a committee of the Board of Directors with the responsibility under the governing legislation of RFGL to review the financial statements, accounting policies and reporting procedures of RFGL.

The primary function of the Committee is to assist the Board of Directors in fulfilling its oversight responsibilities by reviewing the financial reports and other financial information provided by RFGL to any governmental body or the public, the systems of internal controls of RFGL regarding finance, accounting and legal compliance that management and the Board have established, and the auditing, accounting and financial reporting processes of RFGL generally. Consistent with this function, the Committee should encourage continuous improvement of, and should foster adherence to, the policies, procedures and practices at all levels of RFGL.

The primary duties and responsibilities of the Committee are to:

- Serve as an independent and objective party to monitor the financial reporting process and the system of internal controls of RFGL.

- Monitor the independence and performance of the auditor of RFGL (the "Auditor") and the internal audit function of RFGL.

- To communicate directly with the internal and external auditors and provide an open avenue of communication among the Auditor, financial and senior management and the Board of Directors.

The Committee will primarily fulfil these responsibilities by carrying out the activities set out in Section 4 of this Charter.

2. Composition

- The Committee shall be comprised of three or more directors as determined by the Board of Directors. The composition of the Committee shall adhere to all applicable corporate and securities laws and all requirements of the stock exchanges on which shares of RFGL are listed.

- All members of the Committee shall have a working familiarity with basic finance and accounting practices, and be "financially literate" in accordance with applicable laws and all requirements of the stock exchanges on which shares of RFGL are listed or become financially literate within a reasonable period of time following his or her appointment.

- Members of the Committee shall be elected by the Board at the meeting of the Board held immediately after the annual meeting of shareholders or such other times as shall be determined by the Board and shall serve until the next such meeting or until their successors shall be duly elected and qualified.

- Any member of the Committee may be removed or replaced at any time by the Board of Directors and shall cease to be a member of the Committee as soon as such member ceases to be a director. Subject to the foregoing, each member of the Committee shall hold such office until the next annual meeting of shareholders after his or her election as a member of the Committee.

- The members of the Committee shall be entitled to receive such remuneration for acting as members of the Committee as the Board of Directors may from time to time determine.

- Any person with a past affiliation with RFGL as an officer or auditor is subject to a three year "cooling-off" period, meaning they may not be a member of the Committee during that period.

3. Meetings

- The Committee may appoint one of its members to act as Chairman of the Committee. The Chairman will appoint a secretary who will keep minutes of all meetings (the "Secretary"). The Secretary does not have to be a member of the Committee or a director and can be changed by written notice from the Chairman.

- No business may be transacted by the Committee except at a meeting at which a quorum of the Committee is present or by a consent resolution in writing signed by all members of the Committee. A majority of the members of the Committee shall constitute a quorum, provided that if the number of members of the Committee is an even number, one half of the number of members plus one shall constitute a quorum.

- The Committee will meet as many times as is necessary to carry out its responsibilities, but at least quarterly to review the financial statements of RFGL. The Committee will meet with management and the Auditor in separate executive sessions to discuss any matters that the Committee or these parties believe should be discussed privately.

- The time at which, and the place where, the meetings of the Committee shall be held, the calling of meetings and the procedure in all respects of such meetings shall be determined by the Chairman, unless otherwise provided for in the By-Laws of RFGL or otherwise determined by resolution of the Board of Directors.

- The Committee may invite to, or require the attendance at, any meeting of the Committee, such officers and employees of RFGL, legal counsel or other persons as it deems necessary in order to perform its duties and responsibilities.

- Subject to the provisions of the governing legislation of RFGL and applicable regulations the Chairman of the Committee may exercise the powers of the Committee in between meetings of the Committee. In such event, the Chairman shall immediately report to the members of the Committee and the actions or decisions taken in the name of the Committee shall be recorded in the proceedings of the Committee.

4. Responsibilities

To fulfil its responsibilities and duties the Committee shall:
Documents/Reports Review

- Review and recommend for approval to the Board of Directors of RFGL any revisions or updates to this Charter. This review should be done at least annually.

- Review the interim unaudited quarterly financial statements and the annual audited financial statements and accompanying MD&A, and the related press releases of RFGL and report on them to the Board of Directors.

- Satisfy itself, on behalf of the Board of Directors, that the unaudited quarterly financial statements and annual audited financial statements of RFGL are fairly presented both in accordance with generally accepted accounting principles and otherwise, and recommend to the Board of Directors whether the quarterly and annual financial statements should be approved.

- Satisfy itself, on behalf of the Board of Directors, that the information contained in the quarterly financial statements of RFGL, annual report to shareholders and similar documentation does not contain any untrue statement of any material fact or omit to state a material fact that is required or necessary to make a statement not misleading, in light of the circumstances under which it was made.

- Review any reports or other financial information of RFGL submitted to any governmental body, or the public, including any certification, report, opinion or review rendered by the Auditor.

- Review, and if deemed advisable, approve any related party transactions.

- Have the right, for the purpose of performing their duties: (i) to inspect all the books and records of RFGL; (ii) to discuss such accounts and records and any matters relating to the financial position of RFGL with the officers and auditors of RFGL and the Auditor; (iii) to commission reports or supplemental information relating to the financial information; (iv) to require the Auditor to attend any or every meeting of the Committee; and (v) to engage such independent counsel and other advisors as are necessary in the determination of the Committee.

- Permit the Board of Directors to refer to the Committee such matters and questions relating to the financial position of RFGL and its affiliates or the reporting related to it as the Board of Directors may from time to time see fit.

Independent Auditor

- Be directly and solely responsible for the appointment, compensation, and oversight of the work of the Auditor of RFGL upon shareholder approval of the appointment, with such Auditor being ultimately accountable to the shareholders, the Board and the Committee.

- Act as the Auditor's channel of direct communication to RFGL. In this regard, the Committee shall, among other things, receive all reports from the Auditor of RFGL, including timely reports of:

    a) all critical accounting policies and practices to be used;

b) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with the management of RFGL, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the Auditor of RFGL; and

c) other material written communications between the Auditor and the management of RFGL, including, but not limited to, any management letter or schedule of unadjusted differences.

- Satisfy itself, on behalf of the Board of Directors that the Auditor is "independent" of management, within the meaning given to such term in the rules and pronouncements of the applicable regulatory authorities and professional governing bodies. In furtherance of the foregoing, the Committee shall request that the Auditor at least annually provide a formal written statement delineating all relationships between the Auditor and RFGL, and request information from the Auditor and management to determine the presence or absence of a conflict of interest. The Committee shall actively engage the Auditor in a dialogue with respect to any disclosed relationships or services that may impact the objectivity and independence of the Auditor. The Committee shall take, or recommend that the full Board take, appropriate action to oversee the independence of the Auditor.

- Be responsible for pre-approving all audit and non-audit services provided by the Auditor; provided, however, that the Committee shall have the authority to delegate such responsibility to one or more of its members to the extent permitted under applicable law and stock exchange rules.

- Review the performance of the Auditor and make recommendations to the Board of Directors as to whether or not to continue to engage the Auditor.

- Determine and review the remuneration of the Auditor and any independent advisors (including independent counsel) to the Committee.

- Satisfy itself, on behalf of the Board of Directors, that any matter which the Auditor wishes to bring to the attention of the Board of Directors has been addressed and that there are no "unresolved differences" with the Auditor.

Financial Reporting Process and Risk Management

- Review the audit plan of the Auditor for the current year and review advice from the Auditor relating to management and internal controls and the responses of RFGL to the suggestions made put forth.

- Monitor the internal accounting controls, informational gathering systems and management reporting on internal controls of RFGL.

- Review with management and the Auditor the relevance and appropriateness of the accounting policies of RFGL and review and approve all significant changes to such policies.

- Satisfy itself, on behalf of the Board of Directors, that RFGL has implemented appropriate systems of internal control over financial reporting and the safeguarding of the assets of RFGL and other "risk management" functions (including the identification of significant risks and the establishment of appropriate procedures to manage those risks and the monitoring of corporate performance in light of applicable risks) affecting the assets of RFGL, management, financial and business operations and the health and safety of employees and that these systems are operating effectively.

- Review and approve the investment and treasury policies of RFGL and monitor compliance with such policies.

- Establish procedures for the receipt and treatment of (i) complaints received by RFGL regarding accounting, controls, or auditing matters and (ii) confidential, anonymous submissions by employees of RFGL as to concerns regarding questionable accounting or auditing.

Legal and Regulatory Compliance

- Satisfy itself, on behalf of the Board of Directors, that all material statutory deductions have been withheld by RFGL and remitted to the appropriate authorities.

- Without limiting its rights to engage independent counsel and other advisors as it determines necessary to carry out its duties generally, review, with the principal legal external counsel of RFGL, any legal matter that could have a significant impact on the financial statements of RFGL.

- Satisfy itself, on behalf of the Board of Directors, that all regulatory compliance issues have been identified and addressed.

Budgets

- Assist the Board of Directors in the review and approval of operational, capital and other budgets proposed by management.

General

- Perform any other activities consistent with this Charter, the Articles of RFGL and governing law, as the Committee or the Board of Directors deem necessary or appropriate.

- The audit committee must review and approve RFGL's hiring policies regarding partners, employees and former partners or employees of the present or former external auditor of RFGL.

AUDITORS

Audit Committee Oversight

Since the commencement of RFGL's most recently completed financial year, there has not been a recommendation of the Audit Committee to nominate or compensate an external auditor that was not adopted by the Board.

Pre-Approval Policies and Procedures

The Audit Committee Charter attached as Appendix D sets forth the specific policies and procedures that the Audit Committee has adopted for the engagement of non-audit services.

External Auditor Service Fees

The fees related to the Corporation's external auditor in the last two fiscal years are set out in the table below. Audit fees were incurred in connection with annual financial statements, statutory filings, quarterly reviews of financial information and services rendered for prospectuses.

Audit and audit related fees for FY2020 are [CAD50,000].

DIRECTORS' STATEMENT

The directors and officers of Raffles are set out below:

Name, municipality of residence and position with Resulting Issuer	**Date of appointment as director or officer**	**Shares Beneficially Owned, Directly or Indirectly, or Controlled or Directed[(1)(4)]**
Charlie (Nany Sing) In *Singapore* Chairman, Director	April 28, 2020	16,200,000 (31.9%)
Victor (Chang Sheng) Liu *Singapore* Chief Executive Officer and Director	April 28, 2020	16,200,000 (31.9%)
Abigail (Li Ying) Zhang *Singapore* Chief Investment Officer and Director	April 28, 2020	8,100,000 (15.9%)
Dong Shim *Vancouver, British Columbia, Canada* Chief Financial Officer	April 28, 2020	Nil (0.0%)
Kit Chan *Hong Kong* Director	April 28, 2020	Nil (0.0%)
Mike Zhou[(2) (3)] *Vancouver, British Columbia, Canada* Director	August 15, 2019	Nil (0.0%)
David Anthony Bruzzisi **(2) (3)** *Vancouver, British Columbia, Canada* Director	April 28, 2020	Nil (0.0%)
Lily (Haopu) Ren **(2) (3)** *Vancouver, British Columbia, Canada* Director	April 28, 2020	Nil (0.0%)
Monita Faris *North Vancouver, B.C.* Corporate Secretary	September 7, 2017	Nil

Notes:

(1) Member of the Audit Committee
(2) Independent Director
(3) Based on issued and outstanding Resulting Shares of 50,080,000

1. Period of Service of Directors

Mike Zhou has been a director of Raffles since August 15, 2019 and the other directors have been directors since April 28, 2020 on closing of the Transaction. Each director will hold office until the conclusion of the next annual general meeting of Raffles, in accordance with its constating documents.

2. Directors and Executive Officers Common Share Ownership

The directors and executive officers of Raffles as a group, directly or indirectly, beneficially own or exercise control or direction over 40,500,000 Shares, representing approximately 80.9% of the issued and outstanding Shares.

3. Corporate Cease Trade Orders or Bankruptcies

Except as disclosed below, no director or officer of Raffles or a shareholder holding a sufficient number of securities of Raffles to affect materially the control of Raffles, is, or within 10 years before the date hereof has been, a director or officer of any other issuer that, while that person was acting in that capacity:

i. was the subject of a cease trade or similar order, or an order that denied the other Issuer access to any exemptions under securities law, for a period of more than 30 consecutive days;

ii. was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days;

iii. became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

iv. within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Dong Shim is the Chief Financial Officer of Canamex Gold Corp., which is the subject of a cease trade order dated May 6, 2019 for failure to file annual financial statements for the year ended December 31, 2018. The required documents were filed on September 25, 2019 and the company is currently waiting for a revocation order.

4. Penalties or Sanctions

No director or officer of Raffles, or a shareholder holding a sufficient number of Raffles' securities to affect materially the control of Raffles, has been subject to:

i. any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority; or

ii. any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision.

5. Personal Bankruptcies

No director or officer of Raffles, or a shareholder holding sufficient securities of Raffles to affect materially the control of Raffles, or a personal holding company of any such persons has, within the 10 years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director or officer.

6. Conflicts of Interest

The directors of Raffles are required by law to act honestly and in good faith with a view to the best interests of Raffles and to disclose any interests, which they may have in any project or opportunity of Raffles. If a conflict of interest arises at a meeting of the board of directors, any director in a conflict will disclose his or her interest and abstain from voting on such matter.

To the best of Raffles' knowledge, there are no known existing or potential conflicts of interest among Raffles, directors, officers or other members of management of Raffles as a result of their outside business interests except that certain directors and officers may serve as directors and officers of other companies, and therefore it is possible that a conflict may arise between their duties to Raffles and their duties as a director or officer of such other companies. See "Risk Factors".

7. Executive Compensation

Raffles is a venture issuer and is disclosing its executive compensation in accordance with Form 51-102F6V.

The following persons are considered the "Named Executive Officers" or "NEOs" for the purposes of this disclosure:

1. each individual who, in respect of Raffles, during any part of the most recently completed financial year, served as chief executive officer, including an individual performing functions similar to a chief executive officer;

2. each individual who, in respect of Raffles, during any part of the most recently completed financial year, served as chief financial officer, including an individual performing functions similar to a chief financial officer;

3. in respect of Raffles and RFP, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than $150,000, as determined in accordance with subsection 1.3(5) of Form 51-102F6V, for that financial year;

4. each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of Raffles, and was not acting in a similar capacity, at the end of that financial year;

The following tables (prepared in accordance with National Instrument Form 51-102F6V – Statement of Executive Compensation – Venture Issuers) set forth all annual and long term compensation for services in all capacities to Raffles and its subsidiaries from incorporation in respect of each of NEO for the most recently completed financial year ending June 30, 2019 and 2020.

Table of compensation excluding compensation securities

Name and position	Year ended June 30	Salary, consulting fee, retainer or commission ($)	Bonus ($)	Committee or meeting fees ($)	Value of perquisites ($)	Value of all other compensation ($)(1)	Total compensation ($)
Charlie In	2019	$80,000	-	-	-	$3,600,000	$3,680,000
Abigail Zhang	2019	$80,000	-	-	-	$1,800,000	$1,880,000
Victor Liu	2019	$80,000	-	-	-	$3,600,000	$3,680,000
Kit Chan	2019	$64,000	-	-	-	-	$64,000
Charlie In	2020	$130,262	-	-	-	-	$130,262
Abigail Zhang	2020	$130,262	-	-	-	-	$130,262
Victor Liu	2020	$130,262	-	-	-	-	$130,262
Kit Chan	2020	$105,131	-	-	-	-	$105,131
Mike Zhou	2020	$7,330	-	-	-	-	$7,330
David Anthony Bruzzisi	2020	$5,131	-	-	-	-	$5,131
Lily (Haopu) Ren	2020	$5,131	-	-	-	-	$5,131
Dong Shim	2020	$5,864	-	-	-	-	$5,864

(1) Represents the dividends paid to these individuals in their capacity of shareholders of RFP

Contracted Fees to Directors and Officers

The table below sets out the fees that Raffles contracted to pay to directors and officers. Raffles does not expect to pay any other fees to insiders.

Type of Fee	Amount (per annum)	Services provided	Name of the insider	Relationship between the insider and the company
Directors' fee	CAD60,000	Executive Directorship	Charlie In	Director
Directors' fee	SGD10,000	Executive Directorship	Charlie In	Director of the Company's subsidiary
Directors' fee	CAD60,000	Executive Directorship	Abigail Zhang	Director
Directors' fee	SGD10,000	Executive Directorship	Abigail Zhang	Director of the Company's subsidiary
Directors' fee	CAD60,000	Executive Directorship	Victor Liu	Director
Directors' fee	SGD10,000	Executive Directorship	Victor Liu	Director of the Company's subsidiary
Directors' fee	CAD30,000	Non-Executive Directorship	Kit Chan	Director
Directors' fee	CAD30,000	Independent Directorship	Mike Zhou	Director
Directors' fee	CAD30,000	Independent Directorship	David Anthony Bruzzisi	Director
Directors' fee	CAD30,000	Independent Directorship	Lily (Haopu) Ren	Director
Service fee	CAD36,000	Financial accounting services	Dong Shim	CFO

8. INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Except for the interests of the directors and officers of Raffles in the fees that Raffles contracted to pay them as consideration for their services to the company (See Executive Compensation") and the interests of Charlie (Nany Sing) In, Victor (Chang Sheng) Liu and Abigail (Li Ying) Zhang, the following persons or companies do not have any material interest, direct or indirect, in any transaction within the three years before the date of this Statement, or in any proposed transaction, that has materially affected or will materially affect Raffles or RFP:

(a) any director or executive officer of Raffles;

(b) a person or company that is the direct or indirect beneficial owner of, or who exercises control or direction over, more than 10% of Raffles outstanding Shares; and

(c) an associate or affiliate of any of the persons or companies referred to in paragraphs (a) or (b).

Raffles Financial Group Limited

(Formerly Explorex Resources Inc.)

Consolidated Financial Statements for the Year Ended 30 June 2020 and Period from 5 July 2018 (Date of Incorporation) to 30 June 2019

(Expressed in Singapore Dollars)

Independent Auditor's Report

To the Shareholders of Raffles Financial Group Limited (formerly Explorex Resources Inc.):

Opinion

We have audited the consolidated financial statements of Raffles Financial Group Limited (formerly Explorex Resources Inc.) and its subsidiaries (the "Company"), which comprise the consolidated statement of financial position as at June 30, 2020, and the consolidated statements of income (loss) and comprehensive income, changes in equity and cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at June 30, 2020, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Matter

The consolidated financial statements for the period from July 5, 2018 (date of incorporation) to June 30, 2019 were audited by another auditor who expressed an unmodified opinion on those consolidated financial statements on December 17, 2019.

Other Information

Management is responsible for the other information. The other information comprises Management's Discussion and Analysis.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Jian-Kun Xu.

Vancouver, British Columbia

October 28, 2020 Chartered Professional Accountants

	Note	Year ended 30 June 2020	Period from 5 July 2018 (date of incorporation) to 30 June 2019
Revenue	7	S$ 8,866,672	S$ 11,533,334
Expenses			
- Administrative	8	(1,565,443)	(782,682)
Income before other items and income tax expenses		7,301,229	10,750,652
Other items			
Foreign exchange loss		(331,115)	-
Loss on settlement of receivable		(22,498)	-
Listing expenses	4	(6,052,280)	-
Other income		5,849	-
Debt forgiveness of amounts due to related parties	14	-	770,316
Net income before income taxes		901,185	11,520,968
Income tax expense	17	(1,326,414)	(1,960,667)
Net (loss) income		(425,229)	9,560,301
Other comprehensive income items that might be reclassified subsequently to the profit or loss			
Foreign currency translation		171,205	-
Unrealized gain on investments	10	4,748,139	-
Comprehensive income		S$ 4,494,115	S$ 9,560,301
Basic and diluted (loss) earnings per share		S$ (0.05)	S$ 469.61
Weighted average number of common shares outstanding – basic and diluted		8,483,497	20,358

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

	Note	**30 June 2020**	**30 June 2019**
		S$	**S$**
ASSETS			
Current assets			
Cash		21,040,893	2,102,734
Trade and other receivables	9	650,000	7,933,334
Prepaid expenses		85,303	-
Investments	10	12,954,783	-
TOTAL ASSETS		34,730,979	10,036,068
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities	11	215,952	7,415,100
Current income tax liabilities	17	2,029,080	612,000
		2,245,032	8,027,100
Non-current liabilities			
Deferred income tax liabilities	17	1,258,001	1,348,667
Total liabilities		3,503,033	9,375,767
NET ASSETS		31,227,946	660,301
EQUITY			
Share capital	13	25,875,920	100,000
Contributed surplus	13	297,610	-
Accumulated other comprehensive income		4,919,344	-
Retained earnings		135,072	560,301
TOTAL EQUITY		31,227,946	660,301
TOTAL LIABILITIES AND EQUITY		34,730,979	10,036,068

General information (Note 1)
Commitments (Note 12)
Subsequent event (Note 18)

Approved and authorized by the Board on October 28, 2020

Approved on behalf of the Board:

"Lily Ren"	*"Mike Zhou"*
Director	Director

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

	Note	Number of shares	Share capital S$	Contributed surplus S$	Accumulated other comprehensive income S$	Retained earnings S$	Total equity S$
Balance as at 5 July 2018 (date of incorporation)	13	100	100	-	-	-	100
Issue of shares	13	99,900	99,900	-	-	-	99,900
Dividends paid		-	-	-	-	(9,000,000)	(9,000,000)
Net income for the period		-	-	-	-	9,560,301	9,560,301
Balance as at 30 June 2019		100,000	100,000	-	-	560,301	660,301
Recapitalization on reverse take-over	13	45,950,000	5,327,700	-	-	-	5,327,700
Shares issued for finders' fees on reverse take-over	13	30,000	152,220	-	-	-	152,220
Shares issued for cash	13	4,000,000	20,296,000	-	-	-	20,296,000
Share-based compensation	13	-	-	297,610	-	-	297,610
Foreign currency translation		-	-	-	171,205	-	171,205
Change in fair value of FVOCI investments	10	-	-	-	4,748,139	-	4,748,139
Net loss for the year		-	-	-	-	(425,229)	(425,229)
Balance as at 30 June 2020		50,080,000	25,875,920	297,610	4,919,344	135,072	31,227,946

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

	Note	Year ended 30 June 2020 S $	Period from 5 July 2018 (date of incorporation) to 30 June 2019 S $
Cash flows (used in) provided by operating activities			
Net (loss) income		(425,229)	9,560,301
Adjustment for:			
- Income tax expense	17	1,326,414	1,960,667
- Foreign exchange loss		(331,115)	-
- Loss on settlement of receivable		(22,498)	-
- Listing expenses	5	6,052,280	-
- Share-based compensation	13	297,610	-
Operating cash flow before changes in working capital		6,897,462	11,520,968
Changes in working capital:			
- Trade and other receivables		7,480,396	(7,933,334)
- Prepaid expenses and deposits		(35,367)	-
- Accounts payable and accrued liabilities		(7,297,837)	7,415,100
Net cash provided by operating activities		7,044,654	11,002,734
Cash flows used in investing activities			
Cash payments for acquisition of CID and MEL	6	(8,206,644)	-
Net cash payment for reverse take-over	5	(698,171)	-
Net cash used in investing activities		(8,904,815)	-
Cash flows from (used in) financing activities			
Proceeds from issuance of shares	13	20,296,000	100,000
Dividends paid	13	-	(9,000,000)
Net cash provided by (used in) financing activities		20,296,000	(8,900,000)
Effect of foreign exchange on cash		502,320	(-
Net increase in cash		18,938,159	2,102,734
Cash			
Cash, beginning of period		2,102,734	-
Cash, end of period		21,040,893	2,102,734

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

1. General information

Raffles Financial Group Limited (formerly Explorex Resources Inc.) (the “Company”) was incorporated under the Business Corporations Act (British Columbia) on 6 January 2011. The head office of the Company is located at 3 Shenton Way, #11-1H Shenton House, Singapore, 068805. The principal activity of the Company is the provision of corporate finance advisory services.

Raffles Financial Private Limited (“RFPL”) was incorporated on 5 July 2018 and domiciled in Singapore. On 29 April 2020, the Company completed the share exchange agreement related to acquiring all the issued and outstanding shares of RFPL (Note 5). Pursuant to the share exchange agreement, the Company consolidated its outstanding share capital on the basis of 25.94 old shares to one new share, such that 1,050,000 shares were outstanding immediately before closing, issued 45,000,000 post-consolidation shares to the shareholders of RFPL, paid cash consideration of Canadian Dollars (“CAD $”) $150,000 and issued 30,000 post-consolidation shares as finder’s fee, and completed a private placement of 4,000,000 post-consolidation shares. In addition, the Company issued a total of 72,096 warrants to the existing warrant holders of Explorex Resources Inc. with an exercise price of CAD$12.97 per share and same existing expiry dates. The transaction was accounted for as an acquisition of the Company by RFPL, resulting in a reverse take-over (“RTO”).

On 29 April 2020, Explorex Resources Inc. (“Explorex”) changed its name to Raffles Financial Group Limited, completed the share consolidation as discussed above and changed its corporate jurisdiction from British Columbia to the Cayman Islands. Subsequently, the Company completed the RTO as discussed above.

For the purposes of these consolidated financial statements, the “Company” is defined as the consolidated entity. The comparative financial information as at and for the period from 5 July 2018 to 30 June 2019 is that of RFPL.

In March 2020, the World Health Organization declared a global pandemic related to the virus known as COVID-19. The expected impacts on global commerce are anticipated to be far reaching. To date there have been significant effects on the world’s equity markets and the movement of people and goods has become restricted. Due to market uncertainty, the Company may be restricted in its ability to raise additional funding. The current circumstances of COVID-19 are dynamic and management is closely evaluating the impact of COVID-19 on the Company’s business operations. The impact of COVID-19 on business operations may affect the demand for the Company’s services in the near term which could have a material impact on the Company's financial position, results of operations and cash flows in future periods.

2. Basis of preparation

The consolidated financial statements have been prepared in accordance with IFRS as issued by the International Accounting Standards Board (“IASB”) and Interpretations issued by the International Financial Reporting Interpretation Committee (“IFRIC”).

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at revalued amounts or fair values, as explained in the accounting policies below. In addition, the consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow disclosure.

The consolidated financial statements were authorised for issue by the Board of Directors on 28 October 2020.

3. Significant accounting policies

3.1 Basis of consolidation

These consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries, RFPL acquired on 29 April 2020, Changsheng Investment Development Limited acquired on 29 June 2020 and Marvel Earn Limited acquired on 29 June 2020. All significant intercompany accounts and transactions between the Company and its subsidiaries have been eliminated upon consolidation.

Particulars of subsidiaries are set out below:

	Country of incorporation/ Principal place of	Effective equity interest held by the Company (%)		
Name of subsdiary	**business**	**2020**	**2019**	**Principal activities**
Raffles Financial Private Limited	Singapore	100	-	Provision of corporate finance advisory services
Changsheng Investment Development Limited	Hong Kong	100	-	Investment holding
Marvel Earn Limited	Hong Kong	100	-	Investment holding

3.2 Adoption of new accounting policies

IFRS 16 – Leases: On 13 January 2016, the IASB issued the final version of IFRS 16. The new standard will replace IAS 17 Leases and is effective for annual periods beginning on or after 1 January 2019. IFRS 16 eliminates the classification of leases as either operating leases or finance leases for a lessee. Instead, all leases are treated in a similar way to finance leases applying IAS 17. IFRS 16 does not require a lessee to recognize assets and liabilities for short term leases (i.e. leases of 12 months or less) and leases of low-value assets. The Company adopted IFRS 16 as at 1 July 2019 using the modified restropective approach, which involved adjusting 1 July 2019 opening retained earnings. The Company also applied the following practical expedients when applying IFRS 16 to leases previously classified as operating leases under IAS 17:

- Elected not to reassess whether a contract is, or contains, a lease at the date of initial application
- For leases previously accounted for as operating leases with a remaining lease term of less than 12 months the Company has applied the optional exemptions not to recognise right-of-use assets on the date of the initial application of IFRS 16.

The adoption of IFRS 16 did not have any impact on the Company's consolidated financial statements as there were no lease contracts subject to IFRS 16 as of 1 July 2019 and during the year ended 30 June 2020.

IFRIC 23 – Uncertainty Over Income Tax Treatments: IFRIC 23 clarifies how to apply the recognition and measurement requirements in IAS 12 when there is uncertainty over income tax treatments. It is effective for annual periods beginning on or after 1 January 2019 with early adoption permitted. The Company adopted IFRIC 23 as at 1 July 2019 and the adoption did not have a material impact on the Company's consolidated financial statements.

3.3 Leases

At the inception of the contract, the Company assesses if the contract contains a lease. A contract contains a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Reassessment is only required when the terms and conditions of the contract are changed.

The Company has elected to not recognise right-of-use assets and lease liabilities for short-term leases that have lease terms of 12 months or less and leases of low value leases, except for sublease arrangements. Lease payments relating to these leases are expensed to profit or loss on a straight-line basis over the lease term.

3.4 Cash

Cash consists of unrestricted bank deposits, some of which are interest-bearing.

3.5 Financial instruments

The classification of a financial asset or liability is determined at the time of initial recognition. The Company does not enter into derivative contracts.

(i) Financial assets

A financial asset is recognized when the Company has the contractual right to collect future cash flows. Financial assets are derecognized when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and substantially all the risks and rewards are transferred. Financial assets are recorded at fair value through profit or loss (“FVTPL”), fair value through other comprehensive income (“FVOCI”) or amortized cost.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (“SPPI”) on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.

Cash is initially recorded at their fair value and carried at amortized cost.

Trade and other receivables are initially recorded at their fair value, less transaction costs and subsequently carried at amortized cost using the effective interest method less impairment losses, if any.

Investments in equity instruments, where the Company cannot exert significant influence and the investments are not held for trading purpose, are classified as FVOCI.

Impairment of financial assets

The Company recognizes a loss allowance by applying the expected credit losses ("ECL") model on the Company's financial assets carried at amortized cost. The amount of the impairment is the difference between the asset's carrying amount and the present value of the estimated future cash flows, discounted at the financial asset's original effective interest rate.

Financial assets, other than those at FVTPL and amortized cost, are assessed for indicators of impairment at each reporting period. Financial assets are impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been impacted.

De-recognition of financial assets

A financial asset is derecognized when the contractual right to the asset's cash flows expire or the Company transfers the financial asset and substantially all risks and rewards of ownership to another entity.

(ii) Financial liabilities

The Company classifies its financial liabilities in the following category:

Amortized cost

A financial liability is recognized when the Company has the contractual obligation to pay future cash flows. Financial liabilities such as accounts payable and accrued liabilities are recognized at amortized cost using the effective interest rate method.

Accounts payable and accrued liabilities are initially recognised at fair value, and subsequently carried at amortised cost using the effective interest method.

De-recognition of financial liabilities

Financial liabilities are derecognized when its contractual obligations are discharged or cancelled, or expire. The Company also derecognizes a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value.

(iii) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the consolidated statement of financial position when there is a legally enforceable right to offset and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

3.6 Revenue recognition

Revenue is measured based on the consideration to which the Company expects to be entitled in exchange for transferring promised services to a customer.

Revenue is recognised when the Company satisfies a performance obligation by transferring a promised service to the customer, which is when the customer obtains control of the service. A performance obligation may be satisfied at a point in time or over time. The amount of revenue recognised is the amount allocated to the satisfied performance obligation when each of the Company's activities are met:

(a) Advisory fee

The provision of financial advisory services are recognised at a point in time upon satisfaction of a performance obligation, which is when services are rendered and accepted by the customer.

(b) Licensing fee

The licensing fee is earned from the right to use the Company's proprietary brands for a fixed fee under a non-cancellable contract, where a contract is granted to the licensee which permits the licensee to exploit the brands over the licensing period in any designated territory. Revenue is recognised over time by reference to the contract period.

3.7 Income taxes

Current income tax for current period is recognised at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the reporting date.

Deferred income tax is recognised for all temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

A deferred tax liability is recognised for all taxable temporary differences, except to the extent the deferred tax liability arises from the initial recognition of goodwill; or the initial recognition of an asset or liability in a transaction which is not a business combination; and at the time of the transaction, affects neither accounting profit nor taxable profit (tax loss).

A deferred income tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised.

Deferred income tax is measured:

(i) at the tax rates that are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the reporting date; and

(ii) based on the tax consequence that will follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amounts of its assets and liabilities.

Current and deferred income tax shall be recognised as income or an expense and included in profit or loss, except to the extent that the tax arises from a transaction or event which is recognised in the same or a different period, outside profit or loss, either in other comprehensive income or directly in equity; or a business combination.

3.8 Currency translation

(i) Functional and presentation currency

Items included in the consolidated financial statements of the Company are measured using the currency of the primary economic environment in which it operates ("functional currency"). The consolidated financial statements are presented in Singapore dollars ("S$"). The functional currency of Raffles Financial Group Limited is Canadian dollars. The functional currency of RFPL, Changsheng Investment Development Limited and Marvel Earn Limited is Singapore dollars.

(ii) Transactions and balances

Transactions in a currency other than the functional currency ("foreign currency") are translated into the functional currency using the exchange rates at the dates of the transactions. Currency exchange differences resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the closing rates at the reporting date are recognised in profit or loss.

(iii) Foreign operations

On consolidation, the assets and liabilities of foreign operations are translated into Singapore dollars at the exchange rate prevailing at the reporting period end and their income statements are translated at exchange rates prevailing at the dates of the transactions. The exchange differences arising on the translation are recognized in other comprehensive income and accumulated in the foreign currency translation reserve in equity. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognized in earnings and recognized as part of the gain or loss on disposal.

3.9 Share capital

Common shares are classified as equity. Incremental costs directly attributable to the issuance of new common shares are deducted against the share capital amount.

3.10 Earnings per share

Basic earnings (loss) per share is calculated using the weighted average number of common shares outstanding during the year. Diluted earnings (loss) per share is calculated by adjusting the earnings (loss) attributable to equity shareholders and the weighted average of common shares outstanding for the effects of all potentially dilutive instruments. The calculation of diluted earnings per share assumes that the proceeds to be received on the exercise of dilutive share options and warrants are used to repurchase common shares at the average market price during the year. In years where a loss is reported, diluted loss per share is the same as basic loss per share because the effects of potentially dilutive common shares would be anti-dilutive.

3.11 Share-based payments

The Company uses the fair value based method for measuring compensation costs. The Company grants stock options to buy common shares of the Company to directors, officers, employees and consultants. An individual is classified as an employee when the individual is an employee for legal or tax purposes, or provides services similar to those performed by an employee.

The fair value of equity settled share-based compensation issued to employees is measured on the date of grant, using the Black-Scholes option pricing model and is recognized over the vesting period. Consideration paid for the shares on the exercise of stock options is credited to share capital.

In situations where equity settled share-based compensation are issued to non-employees and some or all of the goods or services received by the entity as consideration cannot be specifically identified, they are measured at the fair value of the share-based payment. Otherwise, share-based compensation is measured at the fair value of the goods or services received.

3.12 Dividends to Company's shareholders

Dividends to Company's shareholders are recognised when the dividends are approved for payment.

3.13 New or revised accounting standards and interpretations not yet effective

Certain new standards, amendments and interpretations to existing standards that have been published and are mandatory for accounting periods beginning on or after 1 July 2020 or later periods and which the Company has not early adopted. Pronouncements that are irrelevant or not expected to have a significant impact have been excluded.

IFRS 3 – Business Combinations
The amendments to IFRS 3 clarify that while businesses usually have outputs, outputs are not required for an integrated set of activities and assets to qualify as a business. To be considered a business an acquired set of activities and assets must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create outputs. Additional guidance is provided that helps to determine whether a substantive process has been acquired.

The amendments introduce an optional concentration test that permits a simplified assessment of whether an acquired set of activities and assets is not a business. Under the optional concentration test, the acquired set of activities and assets is not a business if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar assets. The amendments are applied prospectively to all business combinations and asset acquisitions for which the acquisition date is on or after the first annual reporting period beginning on or after 1 January 2020.

The Company will assess the impact of these amendments on future acquisitions to all business combinations and asset acquisitions.

4. Critical accounting judgments and estimates

The preparation of consolidated financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amount of assets and liabilities at the date of the consolidated financial statements and the reported amount of expenses during the period. Significant areas requiring the use of management's judgment and estimates relate to the determination of income taxes and inputs used in accounting for share-based compensation. Actual results may differ from these estimates. By their nature, these estimates are subject to measurement uncertainty and the effect on the consolidated financial statements of changes in such estimates in future periods could be significant.

Judgments

Business combinations and reverse take-over - Judgment is used in determining whether an acquisition is a business combination or an asset acquisition. The Company must determine whether it is the acquirer or acquiree in each acquisition. Under IFRS 3 –Business Combinations, the acquirer is the entity that obtains control of the acquiree in the acquisition. If it is not clear which company is the acquirer, additional information must be considered, such as the combined entity's relative voting rights, existence of a large minority voting interest, composition of the governing body and senior management, and the terms behind the exchange of equity interest.

Revenue recognition – Judgment is used in determining the timing of the point in time or period of time for when the Company satisfies the performance obligation related to the provision of financial advisory services and licensing fees.

Estimates
Income taxes - Tax interpretations, regulations and legislation are subject to change and as such, income taxes are subject to measurement uncertainty. Deferred tax assets are assessed by management at the end of the reporting period to determine the probability that they will be realized from future taxable earnings.

Inputs used in accounting for share-based compensation - The Company uses the Black-Scholes option pricing model for valuation of share-based compensation and other equity-based payments. Option pricing models require the input of subjective assumptions including expected price volatility, interest rate, and forfeiture rate. Changes in the input assumptions can materially affect the fair value estimate and the Company's earnings and reserves.

Expected credit losses - Trade and other receivables are assessed for impairment at each reporting date by applying the expected credit loss impairment model. Expected credit loss represents management's best estimate and assumptions based on actual credit loss experience and also takes into consideration forward-looking information. If actual credit losses differ from estimates, future earnings would be affected.

5. Reverse take-over

Explorex entered into a definitive share exchange agreement dated 20 December 2019 (the "Share Exchange Agreement") to acquire all of the outstanding shares of RFPL, a company incorporated under the laws of Singapore and operating in Singapore, with regional branch offices in Sydney, Australia, Beijing and Hong Kong ("Transaction"). RFPL is arm's-length to Explorex and is a diversified financial services company that provides corporate finance advisory services related to initial public offering investments and arrangements, advice related to investment management, wealth and family office strategy counsel, and investment governance and oversight of funds. The Transaction constituted a "fundamental change" of business for Explorex.

Explorex consolidated its outstanding common shares such that the consolidation resulted in 1,050,000 common shares outstanding immediately before closing of the Transaction. The shareholders of RFPL ("RFPL Shareholders") were issued an aggregate of 45,000,000 common shares of Explorex. In addition, the Company issued a total of 72,096 warrants to the existing warrant holders of Explorex Resources Inc. with an exercise price of CAD$12.97 per share and same existing expiry dates. The completion of a concurrent financing resulted in the issuance of 4,000,000 common shares (Note 13), such that giving effect to the financing, a total of 50,050,000 common shares of the Company were outstanding, with the RFPL Shareholders holding approximately 97.7% of the outstanding common shares. The Transaction resulted in the RFPL Shareholders acquiring control of Explorex.

The substance of the transaction was a reverse takeover of the non-operating company and the transaction does not constitute a business combination as Explorex does not meet the definition of a business under IFRS 3. As a result, the transaction was recorded by the Company as a reverse takeover that was not a business combination with a recognition of a listing expense which represented the difference between the fair value of consideration RFPL paid and the fair value of Explorex's net assets.

RFPL, the legal subsdiary, has been identified as the accounting acquirer and Explorex, the legal parent, has been identified as the accounting acquiree. As RFPL was deemed to be the acquirer for accounting purposes, its assets, liabilities, and operations since incorporation are included in these consolidated financial statements at their historical carrying value. Explorex's results of operations have been included from 29 April 2020, the date of the completion of the Transaction.

The fair value of the consideration was calculated as follows:

- The fair value of 1,050,000 common shares was determined to be S$5,327,700 based on the fair value of Explorex's shares on 29 April 2020;
- The fair value of 30,000 common shares paid for finder's fees was determined to be S$152,220 based on the fair value of Explorex's shares on 29 April 2020;
- Cash and cash advances in the total amount of S$456,659; and
- legal fees of S$375,894 related to the Transaction during the year ended 30 June 2020.

	Amount S$
Consideration	
Common shares	5,479,920
Cash and cash advances	456,659
Legal fees	375,894
Total consideration	6,312,473
Identifiable net assets acquired	
Cash	134,382
Amounts receivable	174,564
Prepaid expenses	49,936
Accounts payable and accrued liabilities	(98,689)
Total identifiable net assets acquired	260,193
Listing expense	6,052,280

6. Acquisitions

Effective on 29 June 2020, the Company entered into a Bought and Sold agreement with two directors of the Company to acquire all the issued and outstanding common shares of Changsheng Investment Development Limited ("CID") and Marvel Earn Limited ("MEL") for cash payment of S$1,798 (HKD$10,000) and S$18 (HKD$100) respectively, which are equivalent to the net asset values of CID and MEL respectively on 29 June 2020.

These acquisitions were accounted for as acquisition of assets since CID and MEL did not meet the deficition of a business under IFRS 3.

	CID S$	MEL S$	Total S$
Consideration			
Cash	1,798	18	1,816
Effective settlement of amount due from the directors	4,846,846	3,357,982	8,204,828
Total consideration given	4,848,644	3,358,000	8,206,644

The whole purchase consideration was allocated to investment since CID and MEL has no other asset and liability on the date of acquisition.

7. Revenue

The Company derives revenue from the rendering of services over time and at a point in the following type of services:

	At a point in time S$	Over time S$	Total S$
For the year ended 30 June 2020			
Advisory fee	6,200,000	-	6,200,000
Licensing fee	-	2,666,672	2,666,672
	6,200,000	2,666,672	8,866,672
For the period from 5 July 2018 (date of incorporation) to 30 June 2019			
Advisory fee	11,200,000	-	11,200,000
Licensing fee	-	333,334	333,334
	11,200,000	333,334	11,533,334

8. Administrative expenses by nature

	Year ended 30 June 2020 S$	Period from 5 July 2018 (date of incorporation) to 30 June 2019 S$
Business development and marketing	205,727	-
Contract for services	725,656	643,500
Director fees (Note 14)	55,944	-
Office expenses	20,534	2,348
Professional fees	87,062	15,000
Rental on operating lease	100,571	54,310
Staff cost	51,596	-
Share-based compensation (Note 13)	297,610	-
Transfer agent and regulator fees	1,609	-
Travelling and accommodation	19,134	57,450
Other expenses	-	10,074
Total administrative expenses	1,565,443	782,682

9. Trade and other receivables

	30 June 2020 S$	30 June 2019 S$
Trade receivables - non related parties	650,000	7,600,000
Other receivablies		
- Related parties	-	333,334
	-	333,334
	650,000	7,933,334

Other receivable due from related parties are unsecured, interest-free and repayable on demand.

10. Investments

During the year ended 30 June 2020, the Company acquired a total of 19,797,439 shares of Metech International Ltd. (“Metech”) for S$3,888,811 pursuant to the acquisition of CID (Note 6). As at 30 June 2020, the fair value of the 19,797,439 (2019 – Nil) shares of Metech was S$2,573,667 (2019 – S$Nil) resulting in an unrealized loss of S$1,315,144 (2019 - S$Nil) for the year ended 30 June 2020.

During the year ended 30 June 2020, the Company acquired a total of 47,879,000 shares of KTL Global Limited (“KTL”) for S$959,833 pursuant to the acquisition of CID (Note 6). As at 30 June 2020, the fair value of the 47,879,000 (2019 – Nil) shares of KTL was S$1,053,338 (2019 – S$Nil) resulting in an unrealized gain of S$93,505 (2019 - S$Nil) for the year ended 30 June 2020.

During the year ended 30 June 2020, the Company acquired a total of 18,655,555 shares of GS Holdings Limited (“GS”) for S$3,358,000 pursuant to the acquisition of MEL (Note 6). As at 30 June 2020, the fair value of the 18,655,555 (2019 – Nil) shares of GS was S$9,327,778 (2019 – S$Nil) resulting in an unrealized gain of S$5,969,778 (2019 - S$Nil) for the year ended 30 June 2020.

All above unrealized gain or loss were recorded in the other comprehensive income.

11. Accounts payable and accrued liabilties

	30 June 2020 S$	30 June 2019 S$
Amount due to directors	92,595	7,400,100
Accounts payable	123,357	-
Accruals for operating expenses	-	15,000
	215,952	7,415,100

Amounts due to directors are unsecured, interest-free and repayable on demand.

12. Commitments

The Company leased office space from a related party during the period ended 30 June 2019. The leasor ceased to be a related party during the year ended 30 June 2020.

The future minimum lease payable under lease contracted for at the reporting date but not recognised as liabilities, is as follows:

	30 June 2020	30 June 2019
	S$	S$
Not later than one year	52,512	33,618

13. Share capital

	Number of common shares	S$
Balance at 5 July 2018 (date of incorporation)	100	100
Shares issued for cash	99,900	99,900
Balance at 30 June 2019	100,000	100,000
Recapitalization on reverse take-over (Note 5):		
Elimination of RFPL shares	(100,000)	-
Shares of Raffles Financial Group Limited	1,050,000	-
Shares issued pursuant to reverse take-over	45,000,000	5,327,700
Shares issued for finder's fees on reverse take-over	30,000	152,220
Shares issued for cash	4,000,000	20,296,000
Balance at 30 June 2020	50,080,000	25,875,920

The authorized share capital of the Company is 5,000,000,000 common shares without par value.

Effective on 29 April 2020, the Company completed a share consolidation on the basis of 25.94 pre-consolidation shares for 1 post-consolidation common share. These consolidated financial statements have been retroactively adjusted to reflect this consolidation.

At the date of incorporation, the Company issued 100 common shares for a total consideration of S$100 for cash as subscriber's shares to incorporate the Company.

On 18 April 2019, the Company issued and allotted 99,900 common shares for a total consideration of S$99,900.

On 29 April 2020, the Company issued 45,000,000 common shares pursuant to the terms of the Transaction (Note 5).

On 29 April 2020, the Company issued 30,000 common shares for finder's fees valued at CAD $150,000 (S$152,220) related to the Transaction (Note 5).

On 29 April 2020, the Company completed a private placement, whereby the Company issued an aggregate of 4,000,000 common shares at a price of CAD $5 per common share for gross proceeds of CAD $20,000,000 (S$20,296,000).

Stock options

The Company has a stock option plan under which it can grant options to directors, officers, employees, and consultants for up to 10% of the issued and outstanding common shares. The exercise price of each option is based on the market price of the Company's stock at the date of grant. The options can be granted for a term of ten years and vest as determined by the board of directors.

On 11 May 2020, the Company issued 300,000 stock options with an exercise price of CAD$5.00 per share, at a fair value of CAD$1,310,392. These stock options are subject to vesting provisions such that 25% of the options vest three months from the date of grant, 25% of the stock options vest six months from the date of grant, 25% of the stock options vest nine months from the date of grant and 25% of the stock options vest twelve months from the date of grant. The fair value per option was CAD$3.40. The fair value of the options is estimated using the Black-Scholes option pricing model assuming a life expectancy of 5 years, a risk-free rate of 0.38%, a forfeiture rate of 0%, and volatility of 100%. During the year ended 30 June 2020, the Company recorded share-based compensation of S$297,610 (CAD$291,260) related to these stock options.

	Number of options	**Exercise price CAD$**	**Expiry date**
Balance outstanding at 5 July 2018 and 30 June 2019	**-**	**-**	
Granted	300,000	5.00	11 May 2025
Balance outstanding at 30 June 2020	300,000	5.00	
Balance at 30 June 2020 - Exercisable	-	-	

Share purchase warrants

	Number of warrants	**Exercise price CAD$**
Balance outstanding at 5 July 2018 and 30 June 2019	**-**	**-**
Issued upon RTO (Note 5)	72,096	12.97
Balance outstanding at 30 June 2020	72,096	12.97

As at 30 June 2020, the following share purchase warrants were outstanding:

Number of warrants outstanding	Exercise price CAD$	Expiry date
43,393	12.97	3 July 2020 (subsequently expired)
20,629	12.97	27 November 2020
8,074	12.97	19 December 2020

14. Related party transactions

In addition to the information disclosed elsewhere in the consolidated financial statements, the following transactions took place between the Company and related party at terms agreed between the parties.

Transaction entered into between the related parties and Raffles Financial Private Limited, the wholly owned subsidiary of the Company	Year ended 30 June 2020 S$	Period from 5 July 2018 (date of incorporation) to 30 June 2019 S$
Rental expenses paid to related parties	81,130	54,310

Related party refers to the Company which is controlled by the Company's directors and their close family members.

Key management personnel compensation

Transaction entered into between the related parties and the Company	Year ended 30 June 2020 S$	Period from 5 July 2018 (date of incorporation) to 30 June 2019 S$
Contract for services, a director	10,262	-
Contract for services, a director	10,262	-
Contract for services, a director	10,262	-
Contract for services, Chief Financial Officer	5,864	-
Contract for services, a non-executive director	5,131	-
Contract for services, an independent director	7,330	-
Contract for services, an independent director	5,131	-
Contract for services, an independent director	5,131	
Share-based compensation	297,610	-
	356,983	-

Transaction entered into between the related parties and Raffles Financial Private Limited, the wholly owned subsidiary of the Company		
Contract for services, a director	120,000	80,C
Contract for services, a director	120,000	80,C
Contract for services, a director	120,000	80,C
Contract for services, Chief Financial Officer	100,000	64,C
	816,983	304,C

These transactions are in the normal course of operations and have been valued in these consolidated financial statements at the fair value, which is the amount of consideration established and agreed to by the related parties.

During the year ended 30 June 2020, the Company entered into a Bought and Sold agreement related to the acquisition of CID and MEL from two directors of the Company (Note 6).

During the year ended 30 June 2020, the Company recognized a write-off of amounts due to directors of the Company in the total amount of S$Nil (2019 – S$770,316).

15. Segmented information

The assets, liabilities and operations of the Company are located in five geographical areas.

	Singapore S$	Hong Kong S$	China S$	Tanzania S$	Canada S$	Total S$
Year ended 30 June 2020						
Revenue	-	3,900,000	2,666,672	2,300,000	-	8,866,672
Period ended 30 June 2019						
Revenue	-	11,200,000	333,334	-	-	11,533,334
As at 30 June 2020						
Cash	830,260	-	20,127,742	-	82,891	21,040,893
Current and total assets	14,501,710	-	19,665,600	-	563,669	34,730,979
As at 30 June 2019						
Cash	2,102,734	-	-	-	-	2,102,734
Current and total assets	9,702,734	-	333,334	-	-	10,036,068

16. Financial risk management

Financial risks factors

The Company's activities expose it to credit risk, liquidity risk, currency risk, market risk and capital risk. The Company's overall risk management strategy seeks to minimise adverse effects from the unpredictability of financial markets on the Company's financial performance.

The Board of Directors are responsible for setting the objectives and underlying principles of financial risk management for the Company. This includes establishing detailed policies such as risk identification, measurement and exposure limits.

(a) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. The major classes of financial assets of the Company are bank deposits and trade and other receivables. For trade receivables, the Company adopts the policy of dealing only with customers of appropriate credit history to mitigate credit risk. For other financial assets, the Company adopts the policy of dealing only with high credit quality counterparties.

Cash are placed with banks and financial institutions with high credit-ratings assigned by international credit rating agencies. Trade receivables are substantially companies with a good collection track record.

As the Company does not hold any collateral, the maximum exposure to credit risk for each class of financial instruments is the carrying amount of that class of financial instruments present on the statement of financial position.

The Company has applied the simplified approach to measure the lifetime expected credit losses for trade receivables.

In measuring the expected credit losses, receivables are grouped based on shared credit risk characteristics and days past due. In calculating the expected credit loss rates, the Company has considered the customers' available credit history and forward-looking macroeconomic factors affecting the ability of the customers to settle the receivables.

The Company performs ongoing reviews on the collectability of its trade receivables in order to mitigate any potential credit losses. The definition of trade receivables that are past due is determined by reference to terms agreed upon with individual customers. No trade receivables have been challenged by the respective customers and the Company continues to conduct business with them on an ongoing basis.

Trade receivables are written off when there is no reasonable expectation of recovery, such as counterparty failing to engage in a repayment plan with the Company. Where receivables have been written off, the Company continues to attempt to recover the receivables due. Where recoveries are made, these are recognised in profit or loss.

Based on management assessment, cash and receivables as at 30 June 2020 are not subject to any material credit losses.

(b) Liquidity risk

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 maintaining sufficient cash to enable it to meet its operating commitments. As at June 30, 2020, all the financial liabilities of the Company are due within 12 months. Balance due within 12 months equal their carrying amounts as the impact of discounting is not significant.

(c) Currency risk

The functional currency is CAD for the Company and S$ for RFPL, MEL and CID. The main currency to which the Company has an exposure is the Renminbi dollar. The Company is exposed to currency risk to the extent of its cash, that are denominated in Renminbi dollars. The Company does not hedge its exposure to fluctuations in the related foreign exchange rates. A 10% strengthening (weakening) of the Singapore dollar against the Renminbi dollar would have increased (decreased) the Company's net (loss) income by approximately S$1,830,000 during the year ended 30 June 2020.

(d) Price risk

Price risk is the risk that the fair value of, or future cash flows from, the Company's financial instruments will significantly fluctuate due to changes in market prices. The value of the financial instruments can be affected by changes in equity and commodity prices. The Company is exposed to price risk in equity investments and unfavorable market conditions could result in dispositions of investments at less than favorable prices.

Additionally, the Company is required to fair value its equity investments at the end of each reporting period. This process could result in significant write-downs of the Company's investments over one or more reporting periods, particularly during periods of overall market instability, which would have a significant unfavorable effect on the Company's financial position.

Equity price risk is defined as the potential adverse impact on the Company's loss due to movements in individual equity prices or general movements in the level of stock market on traded investments. The Company has a concentration of equity price risk due to one of its investments being worth a significant amount of its portfolio. During periods of significant broader market volatility or volatility experienced by the resource or commodity markets, the value of the Company's investment portfolio can be quite vulnerable to market fluctuations. At 30 June 2020, a 5% change in the closing trade price of the Company's equity investments would result in a S$647,700 (2019 - S$Nil) change in unrealized gain (loss) on investments.

(e) Capital risk

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern and to maintain an optimal capital structure so as to maximise shareholder value. In order to maintain or achieve an optimal capital structure, the Company may adjust the amount of dividend payment, return capital to shareholders, issue new shares.

The Company is not subject to any externally imposed capital requirements.

(f) Fair value measurements

Fair value measurements use a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The level in the hierarchy within which the fair value measurement is categorized is determined on the basis of the lowest level input that is significant to the fair value measurement in its entirety.

The fair value hierarchy has the following levels:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1).
- Inputs other than quoted prices included within Level 1 that are observable for the asset or liability either directly (that is, as prices) or indirectly (that is, derived from prices) (Level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (Level 3).

The fair values of current financial assets and liabilities other than the investment approximate their carrying amounts due to the short term nature.

The equity investments at FVOCI include shares in publicly traded companies listed on a stock exchange. The fair value of equity investments at FVOCI is determined based on a market approach reflecting the closing price of each particular security at the consolidated financial position date. The closing price is a quoted market price obtained from the exchange that is the principal active market for the particular security, and therefore equity investments at FVOCI are classified within

The Cayman Islands and Singapore components of loss before income taxes and provision for income taxes were as follows:

	2020 S$	2019 S$
(Loss) income before income taxes		
Cayman Islands	(6,641,435)	-
Singapore	7,542,620	11,520,968
	901,185	11,520,968
Current income tax expense		
Cayman Islands	-	-
Singapore	1,417,080	612,000
	1,417,080	612,000
Deferred income tax (recovery) expense		
Cayman Islands	-	-
Singapore	(90,666)	1,348,667
	(90,666)	1,348,667
	1,326,414	1,960,667

The following table reconciles the expected income taxes expense (recovery) at the statutory income tax rates to the amounts recognized in the consolidated statements of loss and comprehensive loss for the years ended June 30, 2020 and 2019:

	2020	**2019**
	$	**$**
Net income before tax	901,185	11,520,968
Statutory tax rate	0.00%	17.00%
Expected income tax	0.00	1,958,565
Difference in foreign jurisdiction tax rates	1,282,245	-
Non-deductible items	62,104	-
Income not subject tot tax	(850)	-
Tax exemption	(17,425)	-
Others	340	2,102
Total tax expense	**1,326,414**	**1,960,667**

Due to the Company’s continuation into the Cayman Islands on April 29, 2020, the statutory tax rate declined from 17% to 0%.

Deferred taxes reflect the tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax values. Deferred tax (liabilities) at June 30, 2020 and 2019 are comprised of the following:

	30 June 2020 S$	30 June 2019 S$
Unremitted foreign income	(1,258,001)	(1,348,667)
Total deferred tax (liabilities)	(1,258,001)	(1,348,667)

18. Subsequent event

On 31 August 2020, the Company acquired 50% of the outstanding shares of Mfund Limited for HKD$50, a private company incorporated in Hong Kong with a principal activity of providing infrastructure project funding and advisory services.

SHAREHOLDER STATISTICS

Issued share capital	SGD $25,875,920
Number of issued and paid-up capital	50,775,355
Class of shares	Common shares
Voting rights	One vote per share

The Company holds no treasury shares.

DISTRIBUTION OF SHAREHOLDERS BY SIZE OF SHARE HOLDINGS

As at [30 June 2020]

SIZE OF SHAREHOLDINGS	NO. OF SHAREHOLDERS	% OF SHAREHOLDERS	NO. OF SHARES	% OF SHAREHOLDINGS
1 – 10,000	4	22.22	24,585	0.05
10,001 – 100,000	2	11.11	60,833	0.12
100,001 – 1,000,000	6	33.33	4,661,303	9.18
1,000,001 – 10,000,000	4	22.22	13,628,634	26.84
10,000,001 – and above	2	11.11	32,400,000	63.81
Grand Total	**18**	**100.00**	**50,775,355**	**100.00**

SUBSTANTIAL SHAREHOLDERS

As recorded in the Register of Substantial Shareholders as at [30 June 2020]

	Direct Interest		Deemed Interest		Total Interest	
	No. of Shares	%	No. of Shares	%	No. of Shares	%
Director						
Zhang Liying	8,100,000	15.95	–	–	8,100,000	15.95
Liu Changsheng	16,200,000	31.91	–	–	16,200,000	31.91
In Nany Sing Charlie	16,200,000	31.91	–	–	16,200,000	31.91
Substantial Shareholder						
CDS & CO.,	2,648,634	5.22	–	–	2,648,634	5.22

LIST of SHAREHOLDERS

As at [30 June 2020]

	NAME OF SHAREHOLDER	NO. OF SHARES	% OF SHAREHOLDINGS
1	LIU CHANGSHENG	16,200,000	31.91
2	IN NANY SING CHARLIE	16,200,000	31.91
3	ZHANG LIYING	8,100,000	15.95
4	CDS & CO., (representing other public shareholders)	2,648,634	5.22
5	CITIC SECURITIES CO., LTD.	1,500,000	2.95
6	SHENGUANG CONSULTING INTERNATIONAL LIMITED	1,380,000	2.72
7	CHINA SECURITIES CO LTD,	1,000,000	1.97
8	PING AN SECURITIES CO LTD,	1,000,000	1.97
9	AST TRUST COMPANY ITF (representing other public shareholders)	951,303	1.87
10	SIYUAN DENG	810,000	1.60
11	HAITONG SECURITIES CO LTD,	500,000	0.98
12	WHITE TIGER MANAGEMENT INTERNATIONAL LTD.	400,000	0.79
13	CHRISTOPHER T GRAHAM AND ROBERT J AROGETI	30,833	0.06
14	1219212 B.C. LTD,	30,000	0.06
15	JON PERRETT	7,708	0.02
16	CEDE & CO.,	7,454	0.01
17	JON B PERRETT & EVA M PERRETT JTWROS	5,569	0.01
18	ROBERT REMPLE	3,854	0.01
	TOTAL	**50,775,355**	**100.00**

REPORT 2020

Company Name:
Raffles Financial

Company's Address:
3 Shenton Way, #11-1H Shenton
House 068805
Singapore

Company's Website:
https://www.rafflesfinancial.co/