

FORM 2A
LISTING STATEMENT
COINANALYST CORP.
(the “Company”)

**in connection with the listing of shares of the Company (the entity
formerly known as Brandenburg Energy Corp.)**

Dated as at October 26, 2021

*Neither the Canadian Securities Exchange nor any securities regulatory authority has in any way passed upon
the merits of the Business Combination described in this Listing Statement.*

TABLE OF CONTENTS

1. GLOSSARY OF TERMS	1
2. CORPORATE STRUCTURE	8
2.1 Corporate Name	8
2.2 Incorporation.....	8
2.3 Inter-corporate Relationships.....	8
2.4 Non-Corporate Resulting Issuers and Resulting Issuers Outside of Canada	9
3. GENERAL DEVELOPMENT OF THE BUSINESS	9
3.1 General Development	9
3.2 Business Combination	12
3.3 Trends, Commitments, Events or Uncertainties	14
4. NARRATIVE DESCRIPTION OF THE BUSINESS	14
4.1 General Business of the Resulting Issuer.....	14
4.2 Asset Backed Securities.....	23
4.3 Companies with Mineral Projects.....	23
4.4 Asset Backed Securities.....	23
5. SELECTED CONSOLIDATED FINANCIAL INFORMATION.....	23
5.1 Consolidated Financial Information	23
5.2 Quarterly Information	24
5.3 Dividends.....	25
5.4 Foreign GAAP	25
6. MANAGEMENT'S DISCUSSION AND ANALYSIS.....	25
7. MARKET FOR SECURITIES.....	26
8. CONSOLIDATED CAPITALIZATION	26
9. OPTIONS TO PURCHASE SECURITIES.....	26
9.1 Outstanding Options	26
9.2 Incentive Plans	26
10. DESCRIPTION OF SECURITIES	27
10.1 General.....	27
10.2 Prior Sales	29
10.3 Stock Exchange Price	30
11. ESCROWED SECURITIES	30
12. PRINCIPAL SHAREHOLDERS	31
13. DIRECTORS AND OFFICERS	31
13.1 to 13.5. Directors, Officers and Management of the Resulting Issuer.....	31
13.6 to 13.8 Penalties and Sanctions.....	34
13.9 Bankruptcies	34
13.10 Conflicts of Interest	34
13.11 Management.....	35
13.12 Other Reporting Resulting Issuer Experience.....	36
14. CAPITALIZATION	37

14.1	Pro Forma Capitalization	37
14.2	Securities Convertible or Exchangeable for Resulting Issuer Shares	38
15.	EXECUTIVE COMPENSATION	39
15.1	Compensation Discussion and Analysis	39
15.2	Stock Option Plan Awards.....	41
15.3	Stock Option Plans and Other Incentive Plans	41
15.4	Employment, Consulting and Management Agreements	41
15.5	Oversight and Description of Director and Named Executive Officer Compensation	41
15.6	Pension Disclosure.....	45
16.	INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS	45
17.	RISK FACTORS.....	46
18.	PROMOTERS.....	54
19.	LEGAL PROCEEDINGS	54
20.	INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS	54
21.	AUDITORS, TRANSFER AGENT AND REGISTRAR	55
21.1	Auditors	55
21.2	Transfer Agent and Registrar.....	55
22.	MATERIAL CONTRACTS.....	55
23.	INTEREST OF EXPERTS	55
24.	OTHER MATERIAL FACTS	55
25.	FINANCIAL STATEMENTS.....	55
APPENDIX “A” BRANDENBURG CONSOLIDATED FINANCIAL STATEMENTS.....		A-1
APPENDIX “B” COINANALYST FINANCIAL STATEMENTS.....		B-1
APPENDIX “C” PRO FORMA FINANCIAL STATEMENTS OF THE RESULTING ISSUER.....		C-1
APPENDIX “D” BRANDENBURG MANAGEMENT DISCUSSION & ANALYSIS.....		D-1
APPENDIX “E” COINANALYST MANAGEMENT DISCUSSION & ANALYSIS.....		E-1

1. GLOSSARY OF TERMS

Unless otherwise indicated, the following terms used in this Listing Statement and the Appendices hereto shall have the meanings ascribed to them as set forth below:

“**Amalco 1**” means the corporation resulting from the amalgamation between Newco, Subco 1 and Brandenburg, pursuant to Section 174 of the OBCA and in accordance with the terms of the Definitive Agreement.

“**Amalco 2**” means the corporation resulting from the amalgamation between Finco, Subco 2 and Brandenburg, pursuant to Section 174 of the OBCA and in accordance with the terms of the Definitive Agreement.

“**Amalgamations**” means, collectively, Amalgamation 1 and Amalgamation 2.

“**Amalgamation 1**” means the three-cornered amalgamation between Newco, Subco 1, and Brandenburg.

“**Amalgamation 2**” means the three-cornered amalgamation between Finco, Subco 2, and Brandenburg.

“**App**” has the meaning ascribed to it under Section 4.1.2 “*Narrative Description of the Business – Business Objectives and Milestones*” to this Listing Statement.

“**BaFin**” means the Federal Financial Supervisory Authority (Germany).

“**BCBCA**” means the *Business Corporations Act (British Columbia)*, as amended, including all regulations promulgated thereunder.

“**Brandenburg**” means Brandenburg Energy Corp., a corporation incorporated under the BCBCA on November 1, 2007, prior to the Business Combination.

“**Brandenburg Board**” means the board of directors of Brandenburg, prior to the Business Combination.

“**Brandenburg Debt Settlement**” has the meaning ascribed to it under Section 3.1.1 “*General Development of the Business – Brandenburg*” to this Listing Statement.

“**Brandenburg Consolidation**” means the consolidation, completed on June 8, 2021, of all of the issued and outstanding Brandenburg Shares on the basis of one (1) post-consolidation Brandenburg Share for every 78.99 pre-consolidation Brandenburg Shares.

“**Brandenburg Lock-Up**” has the meaning ascribed to it under Section 11 “*Escrowed Securities*” to this Listing Statement.

“**Brandenburg Option Plan**” means the stock option plan of Brandenburg, approved by its shareholders and adopted on April 30, 2014.

“**Brandenburg Private Placements**” means the Brandenburg Share Financing together with the Brandenburg Subscription Receipt Financing.

“Brandenburg Shares” means the common shares in the capital of Brandenburg, prior to the Business Combination.

“Brandenburg Share Financing” has the meaning ascribed to it under Section 3.1.1 *“General Development of the Business – Brandenburg”* to this Listing Statement.

“Brandenburg Subscription Receipt Financing” has the meaning ascribed to it under Section 3.1.1 *“General Development of the Business – Brandenburg”* to this Listing Statement.

“Business Combination” means the acquisition of CoinAnalyst by Brandenburg by way of a share exchange whereby Newco shall purchase all of the issued and outstanding CoinAnalyst Shares, and through Amalgamation 1, Amalco 1 shall become a wholly-owned subsidiary of the Resulting Issuer.

“CoinAnalyst” means Coin Analyst UG, a corporation incorporated under the German Stock Corporation Act (Aktiengesetz) in Germany on February 1, 2018, prior to the Business Combination.

“CoinAnalyst Corp.” means CoinAnalyst, following the completion of the Business Combination and Name Change.

“CoinAnalyst Lock-Ups” has the meaning ascribed to it under Section 11 *“Escrowed Securities”* to this Listing Statement.

“CoinAnalyst Shares” means the common shares in the capital of CoinAnalyst, prior to the Business Combination.

“CoinAnalyst Shareholders” means the holders of CoinAnalyst Shares.

“CSA” means the Canadian Securities Administrators.

“CSE” means the Canadian Securities Exchange.

“Definitive Agreement” has the meaning ascribed to it under Section 3.1.1 *“General Development of the Business – Brandenburg”* to this Listing Statement.

“Dreamerz” has the meaning ascribed to it under Section 4.1.2 *“Narrative Description of the Business – Business Objectives and Milestones”* to this Listing Statement.

“Financial Advisor” means Amuka Capital Corp., a corporation incorporated under the OBCA on February 2, 2018.

“Financial Advisor Shares” means the Resulting Issuer Shares issued to the Financial Advisor pursuant to the Brandenburg Private Placements, as more particularly described under Section 3.1.1 *“General Development of the Business – Brandenburg”* to this Listing Statement.

“Finco” means 2828329 Ontario Inc., a corporation incorporated under the OBCA on March 31, 2021 as a wholly-owned subsidiary of Brandenburg for the sole purpose of effecting the Brandenburg Private Placements.

“Finco Share” means the common shares in the capital of Finco.

“Finco Subscription Receipts” has the meaning ascribed to it under Section 3.1.1 *“General Development of the Business – Brandenburg”* to this Listing Statement.

“Finco Unit” has the meaning ascribed to it under Section 3.1.1 *“General Development of the Business – Brandenburg”* to this Listing Statement.

“Finco Warrants” has the meaning ascribed to it under Section 3.1.1 *“General Development of the Business – Brandenburg”* to this Listing Statement.

“Finder Warrants” means finder warrants issued to certain eligible finders pursuant to the Brandenburg Private Placements, with each Finder Warrant entitling the finder to acquire one Finco Share at an exercise price of \$0.20 for a period of 24 months following the completion of the Business Combination.

“FOI” has the meaning ascribed to it under Section 4.1.2 *“Narrative Description of the Business – Business Objectives and Milestones”* to this Listing Statement.

“German Banking Act” means the Kreditwesengesetz (KWG).

“German Investment Code” means the Kapitalanlagegesetzbuch (KAGB).

“German Payment Services Oversight Act” means the Zahlungsdiensteaufsichtsgesetz (ZAG).

“Insights” has the meaning ascribed to it under Section 4.1.2 *“Narrative Description of the Business – Business Objectives and Milestones”* to this Listing Statement.

“LAToken” has the meaning ascribed to it under Section 3.1.2 *“General Development of the Business – CoinAnalyst”* to this Listing Statement.

“Letter Agreement” means the letter agreement dated March 17, 2021, as amended by amending agreements dated April 13, 2021, April 29, 2021, and May 19, 2021, between Brandenburg and CoinAnalyst, whereby the parties agreed that Brandenburg will acquire all of the issued and outstanding CoinAnalyst Shares, resulting in a reverse takeover of Brandenburg.

“Licensing Agreement” has the meaning ascribed to it under Section 3.1.2 *“General Development of the Business – CoinAnalyst”* to this Listing Statement.

“Listing” means the listing of the Resulting Issuer Shares on the CSE.

“Listing Date” means the date the Resulting Issuer Shares are listed for trading on the CSE.

“Listing Statement” means this Listing Statement including the Appendices hereto.

“MemoNews” has the meaning ascribed to it under Section 3.1.2 *“General Development of the Business – CoinAnalyst”* to this Listing Statement.

“Name Change” means, subject to the completion of the Business Combination, a change in the name of Brandenburg to CoinAnalyst Corp.

“Newco” means 2864014 Ontario Inc., a corporation incorporated under the laws of the Province of Ontario on August 31, 2021.

“**NI 52-110**” means National Instrument 52-110 — *Audit Committees*.

“**NP 46-201**” means National Policy 46-201 — *Escrow for Initial Public Offerings*.

“**OBCA**” means the *Business Corporations Act* (Ontario).

“**Person**” means an individual, body corporate, limited liability company, sole proprietorship, partnership, trust, unincorporated association, unincorporated syndicate, unincorporated organization, or another entity, a natural person acting in his or her individual capacity or in his or her capacity as executor, trustee, administrator or legal representative, and any governmental authority.

“**Platform**” has the meaning ascribed to it under Section 4.1.1 “*Narrative Description of the Business – General Description of the Business of CoinAnalyst*” to this Listing Statement.

“**Resulting Issuer**” means CoinAnalyst Corp., following the completion of the Business Combination and Name Change, and, in the case of references to matters undertaken by a predecessor in interest to the Resulting Issuer or its subsidiaries, includes each such predecessor in interest, unless the context otherwise requires after giving effect to the Business Combination and the Listing.

“**Resulting Issuer Board**” means the board of directors of the Resulting Issuer.

“**Resulting Issuer Finder Warrants**” mean the finder warrants of the Resulting Issuer, issued in exchange for the Finder Warrants.

“**Resulting Issuer Options**” mean options to purchase Resulting Issuer Shares under the Resulting Issuer Option Plan.

“**Resulting Issuer Option Plan**” means the Resulting Issuer’s stock option plan.

“**Resulting Issuer Preferred Shares**” means the preferred shares in the capital of the Resulting Issuer following the completion of the Business Combination.

“**Resulting Issuer Shares**” means the common shares in the capital of the Resulting Issuer following the completion of the Business Combination.

“**Resulting Issuer Warrants**” mean the common share purchase warrants of the Resulting Issuer.

“**SEC**” means the United States Securities and Exchange Commission.

“**SEDAR**” means the System for Electronic Document Analysis and Retrieval.

“**Subco 1**” means 2864021 Ontario Inc., a corporation incorporated under the laws of the Province of Ontario on August 31, 2021.

“**Subco 2**” means 2864025 Ontario Inc., a corporation incorporated under the laws of the Province of Ontario on August 31, 2021.

“**TSXV**” means the TSX Venture Exchange.

“**United States**” means the United States of America, its territories and possessions, any State of

the United States and the District of Columbia.

Words importing the singular, where the context requires, include the plural and vice versa and words importing any gender include all genders.

Unless otherwise specified, all dollar amounts in this Listing Statement and the Appendices, including the symbol “\$”, are expressed in Canadian dollars.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

This Listing Statement may contain “forward-looking information” within the meaning of applicable Canadian securities legislation and “forward-looking statements” within the meaning of applicable United States securities legislation, together, forward-looking information. Generally, forward-looking information can be identified by the use of forward-looking terminology such as “may”, “will”, “should”, “could”, “anticipate”, “believe”, “expect”, “intend”, “plan”, “potential”, “continue” and similar expressions. The forward-looking information contained in this Listing Statement is based on the reasonable assumptions, estimates, analysis and opinions of management made in light of its experience and perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances at the date that such statements are made, but which may prove to be incorrect. Although management believes that the assumptions and expectations reflected in such forward-looking information are reasonable, undue reliance should not be placed on forward-looking information because management can give no assurance that such expectations will prove to be correct. Forward-looking information involves significant risks and uncertainties. A number of factors could cause actual results to differ materially from the results discussed in the forward-looking information including, but not limited to, limited operating history, competition, risks associated with operating in a new and emerging industry, valuation and price volatility of cryptocurrencies, changes to government laws and regulations in the cryptocurrency asset sector, dependence on key personnel, general economic conditions, availability of financing, ability to obtain required permits or licenses, and risks and uncertainties including those discussed within Section 17 “*Risk Factors*” and elsewhere in this Listing Statement. Although the forward-looking information contained herein is based upon what management believes to be reasonable assumptions, management cannot assure that actual results will be consistent with such forward looking information. Investors should not place undue reliance on forward-looking information.

Forward-looking information included in this Listing Statement include, but is not limited to:

- expectations for the effects of the Business Combination;
- the potential benefits of the Business Combination;
- statements relating to the business and future activities of, and developments related to, the Resulting Issuer, its predecessors or any of their subsidiaries after the date of this Listing Statement, including such things as future business strategy, competitive strengths, goals, expansion and growth of the Resulting Issuer’s business, operations and plan;
- statements with respect to the Brandenburg Private Placements, including the use of proceeds;
- statements with respect to the development of a mobile freemium app;
- statements with respect to the development of the Platform;
- expectations of the Platform becoming the Bloomberg for cryptocurrency;
- potential business partnerships with companies in the cryptocurrency asset sector;
- statements with respect to the development of blockchain-based data feeds;
- statements with respect to the development of a wallet by the Resulting Issuer that allows for the exchange of cryptocurrencies;
- additional developments to the Resulting Issuer’s utility tokens;
- government regulations;
- the maintenance or renewal of any permits or licences;
- requirements for additional capital;
- general business and economic conditions;
- the focus of capital expenditures;
- management’s outlook regarding future trends;

- CoinAnalyst's expansion and acquisition plans, the criteria to be considered in connection therewith and the benefits to be derived therefrom;
- the emergence of accretive growth opportunities;
- CoinAnalyst's ability to benefit from the combination of growth opportunities and the ability to grow through the capital markets;
- treatment under governmental regulatory regimes and tax laws; and
- realization of the anticipated benefits of acquisitions.

Some of the risks and other factors, which could cause results to differ materially from those expressed in the forward-looking information contained in this Listing Statement include, but are not limited to:

- limited operating history;
- future capital needs and uncertainty of additional financing;
- management of growth;
- future profits/losses and production revenues/expenses;
- competition;
- protection of the Resulting Issuer's intellectual property;
- discretion regarding use of available funds;
- loss of key employees;
- operating in a new and emerging industry;
- future success depending on the adoption of digital assets, utility tokens, and cryptocurrencies;
- limited history of de-centralized financial systems;
- valuation and price volatility of cryptocurrencies;
- political and regulatory risk;
- Internet infrastructure;
- permits and licenses;
- global financial conditions;
- cyberattacks and hacking;
- investment in the Resulting Issuer's Shares being highly speculative;
- dilution or subordinated shareholder rights, privileges, and preferences as a result of financing efforts;
- no assurance of active market for Resulting Issuer Shares;
- future sales of Resulting Issuer Shares by existing shareholders; and
- Coronavirus (COVID-19) and health crises.

Readers are cautioned that the foregoing lists of factors are not exhaustive. The forward-looking statements contained in this Listing Statement are expressly qualified by this cautionary statement.

The forward-looking information contained in this Listing Statement is made as of the date of this Listing Statement, and the Resulting Issuer disclaims any intent or obligation to update publicly any forward-looking statements, whether as a result of new information, future events or results or otherwise, other than as required under applicable securities laws.

2. CORPORATE STRUCTURE

2.1 Corporate Name

The full corporate name of the Resulting Issuer is “CoinAnalyst Corp.” The Resulting Issuer was incorporated pursuant to the provisions of the BCBCA on November 1, 2007. On August 26, 2021, the Resulting Issuer changed its name to “CoinAnalyst Corp.”

The registered office and principal office is located at 833 Seymour Street, Suite 3606, Vancouver, British Columbia V6B 0G4.

2.2 Incorporation

Brandenburg was incorporated pursuant to the provisions of the BCBCA on November 1, 2007 under the name “Brandenburg Metals Corp.” On July 15, 2011, Brandenburg changed its name to “Brandenburg Energy Corp.”

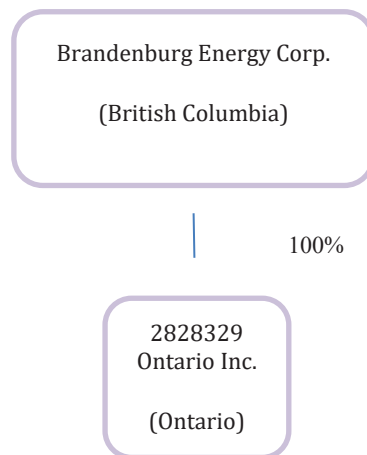
The year end of Brandenburg was August 31st prior to the completion of the Business Combination. The Resulting Issuer changed its year end to December 31st, which is CoinAnalyst’s year end.

CoinAnalyst was incorporated pursuant to the provisions of the German Stock Corporation Act (Aktengesetz) in Germany on February 1, 2018.

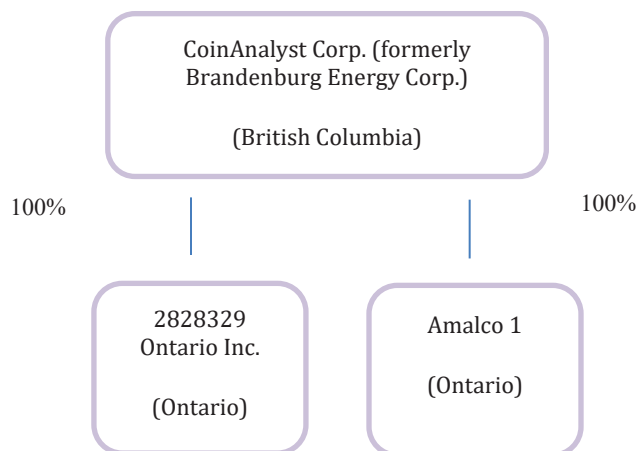
2.3 Inter-corporate Relationships

Set forth below is the organization chart of Brandenburg immediately prior to the Business Combination and the Resulting Issuer following the completion of the Business Combination. CoinAnalyst does not have any subsidiaries.

2.3.1 Organization Chart of Brandenburg Prior to the Business Combination



2.3.2 Organization Chart of the Resulting Issuer upon Completion of the Business Combination



2.4 Non-Corporate Resulting Issuers and Resulting Issuers Outside of Canada

This is not applicable to Brandenburg.

3. GENERAL DEVELOPMENT OF THE BUSINESS

3.1 General Development

3.1.1 Brandenburg

Brandenburg was incorporated pursuant to the provisions of the BCBCA on November 1, 2007. Brandenburg was previously in the business of acquiring and exploring mineral and oil and gas properties but is currently focused on identifying suitable assets or businesses to acquire or merge with.

Brandenburg's securities are not presently listed on any stock exchange. Brandenburg was subject to a cease trade order issued by the British Columbia Securities Commission dated January 6, 2015 (the "**BC Cease Trade Order**") and by the Alberta Securities Commission on April 7, 2015 (the "**AB Cease Trade Order**", and together with the BC Cease Trade Order, the "**Cease Trade Orders**"), for failure to file certain continuous disclosure filings required under applicable securities laws.

On May 4, 2020, Robert Findlay resigned as Chief Executive Officer, President, and director, Keith Margetson resigned as Chief Financial Officer and director, and Christopher Verrico resigned as director. Aaron Meckler was appointed as Chief Executive Officer, Chief Financial Officer, and director, Daniel Talkins was appointed as a director, and Michael Meckler was appointed as a director.

Brandenburg applied for partial revocation of the Cease Trade Orders and on June 9, 2020, the British Columbia Securities Commission and Alberta Securities Commission granted a partial revocation of the Cease Trade Orders, which allowed Brandenburg to complete a private placement of up to \$145,000. On June 9, 2020, Brandenburg closed the first tranche of its non-brokered private placement (the "**Private Placement**") through the issuance of 379,794 Brandenburg Shares at a price of \$0.07899 per Brandenburg

Share, for gross proceeds of \$30,000. On June 17, 2020, Brandenburg closed the second and last tranche of the Private Placement through the issuance of 949,487 Brandenburg Shares at a price of \$0.07899 per Brandenburg Share for aggregate gross proceeds of \$75,000. On August 31, 2020, the British Columbia Securities Commission and Alberta Securities Commission granted a full revocation of the Cease Trade Orders.

On September 4, 2020, Joseph Meckler was appointed as a director.

On November 16, 2020, Brandenburg completed a debt settlement transaction pursuant to which it issued 2,199,721 Brandenburg Shares at a price of \$0.07899 per Brandenburg Share in settlement of an aggregate of \$173,756 of indebtedness (the “**Brandenburg Debt Settlement**”).

On March 17, 2021, Brandenburg entered into the Letter Agreement.

On March 31, 2021, Brandenburg incorporated Finco under the provisions of the OBCA as a wholly-owned subsidiary of Brandenburg for the sole purpose of effecting the Brandenburg Private Placements.

On May 12, 2021, Brandenburg closed a non-brokered private placement of 2,500,000 Finco Shares at a price of \$0.10 per Finco Share for aggregate gross proceeds of \$250,000 (the “**Brandenburg Share Financing**”). In connection with the Brandenburg Share Financing, Brandenburg paid to the Financial Advisor a finder’s fee of \$20,000 and issued 200,000 Finder Warrants.

On June 8, 2021, Brandenburg consolidated all of its issued and outstanding Brandenburg Shares on the basis of one (1) post-consolidation Brandenburg Share for every 78.99 pre-consolidation Brandenburg Shares.

On June 14, 2021, Brandenburg closed a non-brokered private placement of subscription receipts of Finco (“**Finco Subscription Receipts**”) at a price of \$0.20 per Finco Subscription Receipt for aggregate gross proceeds of \$2,238,000 (the “**Brandenburg Subscription Receipt Financing**”). Each Finco Subscription Receipt is comprised of one (1) Finco Unit. Each Finco Unit is comprised of one (1) Finco Share and one-half of one (1/2) common share purchase warrant (each whole warrant, a “**Finco Warrant**”), with each Finco Warrant being exercisable at a price of \$0.35 to acquire one (1) Finco Share for a period of 2 years following the closing of the Business Combination, provided, however, that following the exchange of the Finco Warrants for warrants to acquire Resulting Issuer Shares, if the closing price of the Resulting Issuer Shares on the CSE (or any such other stock exchange in Canada as the Resulting Issuer Shares may trade at the applicable time) is \$0.70 or greater per Resulting Issuer Share for a period of five (5) consecutive trading days at any time after the completion of the Business Combination, the Resulting Issuer may accelerate the term of the Finco Warrants such that the Finco Warrants shall expire on the date which is 30 days following the date a press release is issued by the Resulting Issuer announcing the reduced warrant term. In connection with the Brandenburg Subscription Receipt Financing, Brandenburg paid to registered finders a cash commission of \$179,040 and issued 895,200 Finder Warrants. The Financial Advisor, as lead finder, was paid a cash commission of \$49,560 and issued 200,000 Finder Warrants.

On August 6, 2021, Brandenburg entered into a business combination agreement with CoinAnalyst and the CoinAnalyst Shareholders, as amended on September 8, 2021 and October 14, 2021, governing the terms of the Business Combination (the “**Definitive Agreement**”).

On August 31, 2021, Brandenburg incorporated Newco under the provisions of the OBCA as a wholly-owned subsidiary of Brandenburg for the sole purpose of effecting the Business Combination.

On August 31, 2021, Brandenburg incorporated Subco 1 under the provisions of the OBCA as a wholly-owned subsidiary of Brandenburg for the sole purpose of effecting the Business Combination.

On August 31, 2021, Brandenburg incorporated Subco 2 under the provisions of the OBCA as a wholly-owned subsidiary of Brandenburg for the sole purpose of effecting the Business Combination.

Brandenburg's subsidiaries immediately prior to the closing of the Business Combination include: Finco, which is wholly owned by Brandenburg and was incorporated to complete the Brandenburg Private Placements; Newco, which is wholly owned by Brandenburg and was incorporated to amalgamate with Subco 1; Subco 1, which is wholly owned by Brandenburg and was incorporated to amalgamate with Newco; and Subco 2, which is wholly owned by Brandenburg and was incorporated to amalgamate with Finco.

3.1.2 CoinAnalyst

CoinAnalyst was incorporated in Germany on February 1, 2018.

In February 2018, CoinAnalyst entered into a partnership with Cogia GmbH ("**Cogia**"). CoinAnalyst's software system was based on the patented Cogia technology which uses semantic indexing and structuring of online data using pattern recognition and artificial intelligence, however, CoinAnalyst has since terminated its licensing agreement with Cogia in favor of the software provided by MemoNews AG ("**MemoNews**"). MemoNews is owned by Pascal Lauria, CoinAnalyst's CEO.

On April 27, 2018, CoinAnalyst entered into a licensing agreement (the "**Licensing Agreement**") with MemoNews pursuant to which MemoNews granted CoinAnalyst a right to use its web-observer software, including the source code and associated documentation and all components required for use, for an indefinite period of time and unlimited scope in terms of territory and content. The license is fully or partially transferable, sublicensable and irrevocable. The web-observer software collects data from an unlimited range and variety of sources and then presents the collected data in a structured manner which can be easily used for a variety of purposes, including for research or building an efficient strategy for marketing. Pursuant to the Licensing Agreement, CoinAnalyst paid MemoNews €1,000,000 in cash.

In 2018, CoinAnalyst began the initial testing of CoinAnalyst MVP, its AI-based big data analytics platform.

In July 2019, CoinAnalyst sold utility tokens enabling investors to access future subscriptions to its Platform. CoinAnalyst used the sale of the tokens to finance the development of its products. On August 23, 2018, Germany's financial regulator, BaFin, issued a no action letter approving CoinAnalyst's tokens as not being subject to any licensing obligations under the German Banking Act, German Payment Services Oversight Act, or the German Investment Code on the basis that CoinAnalyst was not providing any financial services as defined under the German Banking Act in the sale and purchase of the tokens.

In 2019, CoinAnalyst partnered with Enterprise Ethereum Alliance ("**EEA**"), a member-led industry organization enabling organizations to adopt and use Ethereum technology in their daily business operations, to become a member of the alliance. CoinAnalyst's membership with EEA has since expired and was not renewed.

In 2019, one angel investor invested €55,859.94 in CoinAnalyst, in consideration for 2.05% of CoinAnalyst's then issued and outstanding CoinAnalyst Shares, for an aggregate of 6 CoinAnalyst Shares, at a price of €0.000107 per CoinAnalyst Share. A second angel investor invested €50,000 in CoinAnalyst,

in consideration for 1.12% of CoinAnalyst's then issued and outstanding CoinAnalyst Shares, for an aggregate of 6 CoinAnalyst Shares, at a price of €0.00012 per CoinAnalyst Share.

In October, 2020, CoinAnalyst restructured its product lines in anticipation of creating a broader range of platform services to retail and/or institutional audiences, and to enable white label capability for other complimentary businesses (such as associations, wallets or exchanges). The restructuring required making changes on the backend to be able to cater to a broader range of audiences and services. Separate directories and different entities and domains were created.

In September, 2020, CoinAnalyst partnered with LAToken Exchange ("**LAToken**"), a cryptocurrency exchange, to launch their initial exchange offering, which was completed in December 2020. Through the partnership, CoinAnalyst promoted its Platform to the LAToken customer base.

In February, 2021, CoinAnalyst entered into an agreement with Effecta GmbH, a company that has received approval from BaFin to operate a copy trading service. The agreement enables CoinAnalyst to engage in copy trading, allowing the company to leverage its track record of hitting stable risk adjusted returns for its subscriber audience in Germany. Copy trading enables individual traders to automatically copy positions opened and managed by other traders. Customers pay for the license to copy CoinAnalyst's AI-based copy trading strategies and positions, and, as CoinAnalyst's track record has been positive in the last several years, these customers have benefited financially from returns based on CoinAnalyst's strategies and positions.

On March 17, 2021, CoinAnalyst entered into the Letter Agreement contemplating the Business Combination.

On April 1, 2021, CoinAnalyst listed its utility token, COY, on LAToken. Purchasers of COY tokens can use the tokens to purchase subscriptions to the Platform at a discounted rate of 20% off of the Platform's product offerings. The COY tokens thereby function as loyalty tokens.

On July 9, 2021, CoinAnalyst's COY tokens were delisted from ExMarkets.

On July 16, 2021, CoinAnalyst's COY tokens were delisted from LAToken.

On August 6, 2021, CoinAnalyst entered into the Definitive Agreement.

3.1.3 Finco

2828329 Ontario Inc. ("**Finco**") was incorporated pursuant to the provisions of the OBCA on March 31, 2021 with its head office and registered office located at 1 Adelaide Street East, Suite 801, Toronto, Ontario, M5C 2V9. Finco has not carried on any business since incorporation and has no assets and no liabilities. Finco was incorporated solely to effect the Brandenburg Private Placements.

3.2 Business Combination

3.2.1 Business Combination Summary

In February 2021, representatives of Brandenburg and CoinAnalyst discussed the merits of a potential business combination. Recognizing the potential benefit such a transaction would bring to their respective shareholders, Brandenburg and CoinAnalyst entered into the Letter Agreement followed by the Definitive Agreement, among Brandenburg, CoinAnalyst, and the CoinAnalyst Shareholders.

Under the Definitive Agreement, a copy of which is available on Brandenburg's profile on SEDAR at www.sedar.com, Brandenburg agreed to acquire CoinAnalyst via the Amalgamations of Newco, Subco 1, Subco 2, and Finco, as set out below:

- (a) Newco purchased all of the issued and outstanding CoinAnalyst Shares from the CoinAnalyst Shareholders in exchange for Newco shares.
- (b) Newco, Subco 1, and Brandenburg completed a three-cornered amalgamation whereby Newco and Subco 1 amalgamated to form Amalco 1.
- (c) Amalco 1 became a wholly-owned subsidiary of the Resulting Issuer.
- (d) Each Finco Subscription Receipt was exchanged for one (1) Finco Share and one-half of one (1/2) Finco Warrant.
- (e) Finco, Subco 2, and Brandenburg completed a three-cornered amalgamation whereby Finco and Subco 2 amalgamated to form Amalco 2.
- (f) Amalco 2 was dissolved into the Resulting Issuer and the assets of Amalco 2 were transferred to the Resulting Issuer.
- (g) The Financial Advisor was issued 1,520,000 Financial Advisor Shares.
- (h) Holders of Finco Shares became holders of Resulting Issuer Shares based on a one-for-one exchange ratio.
- (i) Holders of Finco Warrants became holders of Resulting Issuer Warrants based on a one-for-one exchange ratio.
- (j) Holders of Finder Warrants became holders of Resulting Issuer Finder Warrants based on a one-for-one exchange ratio.
- (k) Brandenburg became the direct or indirect holder of all outstanding CoinAnalyst Shares.

Following the completion of the Business Combination in accordance with the terms of the Definitive Agreement:

- (a) 73,440,003 Resulting Issuer Shares are issued and outstanding;
- (b) 5,595,000 Resulting Issuer Warrants are outstanding;
- (c) 1,095,200 Resulting Issuer Finder Warrants are outstanding; and
- (d) The Resulting Issuer began carrying on the business of CoinAnalyst as described herein.

Upon closing of the Business Combination, Brandenburg paid management fees to Daniel Talkins and Aaron Meckler in the aggregate amount of \$175,000, plus applicable HST. In addition, Brandenburg paid professional services fees to Aaron Meckler in the amount of \$15,000, plus applicable HST.

3.2.2 Business Combination Terms

In the Definitive Agreement, Brandenburg and CoinAnalyst provided representations and warranties to one another regarding certain customary commercial matters, including corporate, legal and other matters, relating to their respective affairs.

Under the Definitive Agreement, Brandenburg and CoinAnalyst each sought the approval of their respective shareholders for the applicable aspects of the Business Combination required to be approved by such shareholders. Brandenburg and CoinAnalyst each used their respective commercially reasonable efforts to satisfy the conditions to the Business Combination set forth in the Definitive Agreement, all in accordance with the terms thereof.

3.3 Trends, Commitments, Events or Uncertainties

Prior to the Business Combination, Brandenburg did not carry on any material business other than as disclosed in Section 3.1 – *General Development* and Section 3.2 – *Business Combination*. Following completion of the Business Combination, the Resulting Issuer began carrying on the business of CoinAnalyst. CoinAnalyst is a German limited liability corporation that provides software for the cryptocurrency asset sector. CoinAnalyst's business model, operations, and technology are described in Part 4 – *Narrative Description of the Business*.

As all types of cryptocurrencies are decentralized, meaning they operate independently and are not coined or regulated by a single central authority, the value of a cryptocurrency is not set by anyone other than market participants, who engage in the process of buying and selling on an exchange platform. The growth of this unregulated payment mechanism has led to heightened concerns about its usage, legality, accountability, and control.

Except as outlined below and the risk factors noted under noted under Section 17 – *Risk Factors*, management is not aware of any other trends, commitments, events or uncertainties that would have a material effect on the CoinAnalyst's business, financial condition or results of operations:

- i. Certain events or uncertainties that may affect CoinAnalyst's business, financial condition or results of operations include changes in the regulation of blockchain technology and cryptocurrencies, and technological developments related to cryptocurrencies. It is unclear whether CoinAnalyst may benefit from these events and uncertainties or whether regulation may negatively affect CoinAnalyst's service offerings, or present a barrier to certain profitable endeavors as a result of regulation; and
- ii. Market risks, such as fluctuations in cryptocurrency pricing or the increase or decrease of other asset classes, may affect CoinAnalyst's business and potential user base and interest.

4. NARRATIVE DESCRIPTION OF THE BUSINESS

4.1 General Business of the Resulting Issuer

Upon the completion of the Business Combination on October 26, 2021 in accordance with the terms of the Definitive Agreement, the Resulting Issuer began carrying on the business of CoinAnalyst as described herein.

4.1.1 General Description of the Business of CoinAnalyst

CoinAnalyst is a German limited liability corporation that provides an artificial intelligence (“AI”)-based big data analytics platform (the “Platform”) that enables traders in the cryptocurrency asset sector and other industries to access a dashboard which monitors and analyzes real-time data from the cryptocurrency and initial coin offering (“ICO”) market. The Platform continuously collects, in near real time, all relevant information about cryptocurrencies and ICOs from all available sources. CoinAnalyst’s software tracks influencers, monitors online social media and provides sentiment analysis, forecast and trade signals on the top 100 cryptocurrencies. Additionally, the software system provides news, price quotes and allows for messaging.

Features of the Platform include allowing users to make unlimited searches, providing analysis and quote detection, giving users an at-a-glance view of activity in the cryptocurrency asset sector, and building profiles on people and companies, mapping and monitoring them. The Platform allows users to connect all of their social profiles so that they can easily share information and content to all of their social media channels. Users can also create campaigns, schedule messages, automate posts and time announcements or weekly news.

The Platform is accessed through a monthly subscription model, which ranges in price depending on the plan. The plans include: basic, professional, and corporate. The Platform is sold through business-to-consumer (B2C) and through business-to-business-to-consumer (B2C2C).

The Platform supports all languages (including Russian, Arabic, Japanese and Chinese), which allows it to process important cryptocurrency-related information before such information is reported on English news sites.

CoinAnalyst is primarily an information provider, though the company functions in certain aspects as a market data vendor in the cryptocurrency asset sector through the collection of all freely available data on cryptocurrency and providing end users with a dashboard where all of the data collected is then aggregated, allowing users to view near real time information about any cryptocurrency coin. CoinAnalyst does not generally engage in trading other than in copy trading. However, CoinAnalyst only provides copy trading services in Germany, where it has obtained the requisite license to engage in such activity, being, a financial regulation license obtained under the German Banking Act that allows the company to make financial recommendations for cryptocurrency and other financial products as covered by the license.

CoinAnalyst is a spin-off of Cogia, a company with ten years of experience in the development of products that enable intelligent information search, organization and analysis. Through many years of collaboration with customers from all sectors of the economy and the public sector, as well as cooperation with scientific institutions such as Fraunhofer, Cogia created an innovative product suite that is tailored to each project’s requirements. Cogia’s web-observer software uses methods from the field of AI to analyze large volumes of information and process it in an intuitively understandable way. It is currently used in various industries and its core components form the basis upon which the Platform operates. Through a licensing agreement between CoinAnalyst and MemoNews, CoinAnalyst is entitled to use the web-observer software exclusively for the cryptocurrency market for an indefinite period of time.

4.1.2 Business Objectives and Milestones

The Resulting Issuer intends to continue its focus on the further development of its Platform, create a mobile freemium app, expand its current capital base, grow its Platform into new markets, identify and execute potential business combinations within the cryptocurrency asset sector, and further develop the complexity of its Platform's data analytics feature, develop a wallet, and implement updates to its token. The Resulting Issuer's goal is to become an information provider similar to Bloomberg, but for the cryptocurrency market.

The Resulting Issuer anticipates the following costs for the next three years:

	2021	2022	2023
Staff Costs	\$793,240	\$2,805,660	\$5,993,225
Operating Costs	\$737,037	\$778,530	\$1,204,550
Marketing & Sales	\$664,600	\$352,540	\$881,378
Total	\$2,194,877	\$3,936,730	\$8,079,153

CoinAnalyst received approval for their crypto copy trading product from BaFin in Q1 2021. The team intends to pursue legal approval for the product in both Canada and the United States. The Resulting Issuer expects the costs associated with gaining regulatory approval to be approximately \$146,900, with approximately \$30,000 to \$50,000 in direct costs and the remainder allocated to regulatory capital.

The Resulting Issuer intends to develop a freemium mobile application (the “**App**”) that takes advantage of some of the data collected currently found in version 1.0 of the Platform. The Resulting Issuer has commenced the early stages of development, having produced initial mock-ups. Additional employees and contractors will be hired to assist with the creation of the App. The Resulting Issuer will allocate \$88,077 from the Brandenburg Private Placements to complete development of the App and expects the project to be completed in Q4 2021.

The Resulting Issuer has begun developing version 2.0 of its big data and AI based “**Insights**” feature of the Platform (“**Insights**”) which will build off of Insights version 1.0. Insights is an AI-based analytical tool that provides exclusive analyses, combining technical analysis with fundamentals to provide market leading insights. The Resulting Issuer expects to complete development on a second version of its Platform's Insights feature by end of Q4 2021. The intention of Insights version 2.0 is to become the Bloomberg for cryptocurrency and for investors and traders alike. The upgrades to Insights version 2.0 will focus on providing information for traders, with the inclusion of a chart-oriented terminal, algorithmic trading strategies and more advanced AI technologies that collect data and provide insights on each cryptocurrency coin. The Resulting Issuer intends to hire additional staff to complete the development and will be conducting both its own research as well as subcontracting out a portion of the research and development. The Resulting Issuer anticipates spending \$381,835 in order to complete the development of Insights version 2.0.

The Resulting Issuer's strategy for identifying potential business combinations within the cryptocurrency asset sector includes acquiring complementary startups and businesses, for example, those specialized in blockchain analysis. Additional acquisitions are part of a corporate growth strategy that will expose the Resulting Issuer and its shareholders to growth opportunities as it tries to expand into new markets. On January 7, 2021, CoinAnalyst entered into an exclusive partnership agreement with DCR GmbH (“**Dreamerz**”) allowing COY tokens to be purchased on Dreamerz' website. On January 21, 2021,

CoinAnalyst issued a press release announcing an arrangement with Family Office Insights (“FOI”) whereby CoinAnalyst’s products and services will be offered to FOI’s customers. The Resulting Issuer intends to spend \$500,000 to fund additional business development activities and will aim to invest \$164,600 to fund its expansion into new markets.

The Resulting Issuer intends to be able to offer blockchain-based data feeds by Q3 2021. The blockchain is an open and transparent network. By observing certain parameters within the blockchain network, patterns in the data can be recognized, which can then be used to recognize early trends and weak signals. While some private hedge funds are already using blockchain-based data feeds and analytics, publicly available tools for this service have yet to catch on. The Resulting Issuer plans to partner with major blockchain scanners in the future and possibly develop its own, which will allow the Resulting Issuer to create data feeds and analytics that will allow users to monitor activity on multiple networks in parallel. Users will be able to view transaction volumes, “whale” addresses, transaction frequencies, and more. This development to the Platform’s data analytics feature will allow traders and investors to objectively quantify and evaluate the growth of these networks. The Resulting Issuer intends to allocate \$117,125 to complete further developments of the complexity of the Platform’s data analytics feature.

The Resulting Issuer has begun developing a wallet integrated with a social messenger app that will allow users to exchange cryptocurrencies without the requirement of an address. The Resulting Issuer anticipates that the wallet will be completed by Q1 2022.

Milestone	Description	Anticipated Completion	Cost
Develop complexity of Platform’s data analytics feature	The Resulting Issuer intends to be able to offer blockchain-based data feeds by partnering with major blockchain scanners in the future and possibly developing its own blockchain-based data feed.	Q3 2021	\$117,125
Mobile freemium app	Develop a mobile app (android and iOS) that incorporates indicators from “Insights”.	Q4 2021	\$88,077
Further development of Platform	Development of version 2.0 of the Resulting Issuer’s big data and AI-based “Insights” feature of its Platform. White label integration.	Q4 2021	\$381,835
Expand current capital base/grow Platform into new markets	Launch marketing and sales campaigns to grow existing markets and expand into new ones.	Q4 2021	\$164,600
Identify and execute potential business combinations within	The Resulting Issuer intends to identify potential business combinations within the cryptocurrency asset sector, including acquiring complementary startups and businesses, for	Q1 2022	\$500,000

cryptocurrency asset sector	example, those specialized in blockchain analysis.		
Updates to COY token	The Resulting Issuer plans to make a number of updates to its COY tokens' functionality.	Q4 2021	\$70,000
Development of wallet	Development of a wallet integrated with a social messenger app that will allow users to exchange cryptocurrencies without the requirement of an address.	Q1 2022	\$80,000

See also information discussed under Section 4.1.3 – “*Products, Services and Operations*” and Section 4.1.4 “*Use of Available Funds*” to this Listing Statement.

4.1.3 Products, Services and Operations

CoinAnalyst’s primary product, the Platform, is built on proprietary technology. CoinAnalyst acquired intellectual property through its agreement with MemoNews on May 24, 2018, which forms the foundational base upon which the Platform is built. The development and testing of version 1.0 of the Platform was completed on September 15, 2020.

The Platform has a central dashboard for each cryptocurrency coin, which contains all of the relevant information for traders and investors pertaining to the specific coin. The user can view the linked news and posts on which the analyses are based at any time for the selected data points or graphs. Some key features and data produced for each coin include:

- Trends: The correlation between the price of a coin and the number of documents or posts related to that coin is shown through graphs. The data can be filtered by different source groups: news, blogs, forums, Twitter, YouTube, Reddit or Telegram. The user is able to select the time period for which the trend analysis is displayed. Possible price developments can be identified from the graphs if discussions regarding a certain coin increase or decrease in intensity. All data points on the graphs are clickable to display the corresponding result list.
- Curated News: Curated news, from sources that have been editorially rated as particularly relevant, are displayed in the results lists. This setting can be deactivated so that news from all sources are displayed instead.
- High Impact News: High impact news, news that presumably has a significant influence on the price development of a coin, are shown separately. High impact news is identified through an AI-based method that takes historical data and learns from correlations between certain news and the price development of a coin and concludes from these patterns about the price relevance of current news.
- Sentiment Detection: Through the use of machine learning, the sentiment of each coin is calculated through analyzing trader behavior and moods derived from news sources, blogs, forums, social media and Telegram trading groups. All documents and postings are classified according to their sentiment by a machine learning algorithm: negative, positive or neutral. Graphical representations

show how the price development of a coin correlates with the positive, negative or neutral contributions to the coin. The time period for the analysis of the sentiment can be chosen by the user. The chosen timeline is then used to analyze, for example, how the sentiment changes in relation to certain coins and depending on certain events.

- Influencer: An overview of which influencers are currently active on individual coins on social media. All available meta data such as the number of posts or likes are displayed.
- Word Signals: An analysis of all news articles and posts, categorized by coin, shows which topics, associations and keywords are currently shaping the discussions surrounding each coin.
- Search Trends: Google graphs are evaluated with regard to the search volume for certain terms such as “Bitcoin” or “Buy Bitcoin”. From this, conclusions are drawn regarding possible price developments.
- Forecast: For certain coins, an AI-based prediction of the price development in the coming 6 to 12 hours is offered. Time points are identified that have a high statistical correlation to a price change within a defined time span. To minimize statistical uncertainties, several learning algorithms, time spans and price deltas are used and combined in parallel. The learning itself is facilitated by the fact that the correctness of the prediction can be evaluated as soon as the point in time for which the prediction was made is reached. This creates a feedback loop, and continuous learning is ensured by adjusting the algorithms to minimize errors. The current accuracy of the prediction is 60 to 70 percent.
- Fake and Spam Identification: An experimental feature of the Platform is the fake and spam identification, where AI-based attempts are made to identify whether certain news or posts should be considered fake or spam.
- Alerts: Users can set up alerts for coins that interest them. Once an alert is set up, the user will be notified via email or Telegram if there are new, important news or if there is suddenly a significant amount of positive or negative news surrounding a coin.
- Crypto Letter: At the end of each month, CoinAnalyst publishes a cryptocurrency letter which users can subscribe to. The letter covers the top seven cryptocurrencies, specifically selected for market capitalization and price stability, and which have achieved an increase of over 200 percent in recent months. Regular updates on performance and current fundamental data are provided for each of the coins displayed on the Platform. In addition, every month, another promising coin is presented as potentially worth investing in. Lastly, the letter includes an analysis of the entire cryptocurrency market. The relevant events and developments are presented and classified, allowing the user to weigh the opportunities and risks of an investment.

In July 2019, CoinAnalyst issued its own token through an ICO. The company’s tokens function as utility tokens that allow investors to subscribe for services within the CoinAnalyst ecosystem. For example, the tokens can be used to access the Platform or obtain CoinAnalyst’s cryptocurrency letter. Tokens can be purchased from participants in the ICO, directly on the Platform, through cryptocurrency exchanges such as LAToken, or through licensed partners such as Dreamerz.

See also information discussed under Section 4.1.1. “*General Description of the Business.*”

Target Groups

The Platform was built with a broad range of users in mind, from the newcomer to professional cryptocurrency traders, to exchanges and asset management platforms.

The Platform assists new investors of cryptocurrency by helping newcomers identify their own trading patterns and evaluating them in relation to actual market behaviour in order to optimize such trading habits. Newcomers are further provided with clear and actionable indicators of future trends. In addition, the relevant sentiments and data that the Platform provides will allow newcomers to make accurate trading and investment decisions in the extremely volatile cryptocurrency market.

The Platform's sentiment statistics, insights and data feeds will provide professional cryptocurrency investors and hedge funds with the informational edge they seek. CoinAnalyst offers exchanges and asset management platforms a turnkey integration package that allows them to deliver information directly to their customers. Additionally, existing asset management platforms can integrate CoinAnalyst into their services to add value to their clients.

Operations

CoinAnalyst is a development stage company whose operations are carried out in Germany. CoinAnalyst currently has 11 full time employees, including the Chief Executive Officer and the Chief Financial Officer. CoinAnalyst has used the knowledge of its own senior management team and contracts with software developers and project managers for the development of its Platform. To further develop its Platform, CoinAnalyst intends to enter into contractual arrangements with software developers and project managers with prior project experience in the cryptocurrency industry. Pursuant to the contractual arrangements, the contracted software developers and project managers will be engaged by the Company on a project by project basis and assigned for specific projects.

4.1.4 Use of Available Funds

The Resulting Issuer had approximately \$1,476,838 in opening consolidated working capital as at June 30, 2021. The following table sets forth the estimated working capital, amounts, and sources of other funds of the Resulting Issuer as at the dates indicated.

Source of Funds	Amount (\$)
The Resulting Issuer's working capital as of June 30, 2021	1,476,838
Gross proceeds from the Brandenburg Share Financing ⁽¹⁾	250,000
Proceeds from the Brandenburg Subscription Receipt Financing ⁽²⁾	1,688,960
Total Funds Available (unaudited)	3,964,838

Notes:

- (1) On May 12, 2021, Brandenburg closed a non-brokered private placement of 2,500,000 Finco Shares at a price of \$0.10 per Finco Share for aggregate gross proceeds of \$250,000.
- (2) On June 14, 2021, Brandenburg closed a non-brokered private placement of subscription receipts of Finco at a price of \$0.20 per Finco Subscription Receipt for aggregate gross proceeds of \$2,238,000. Each Finco Subscription Receipt is comprised of one (1) Finco Unit. Each Finco Unit is comprised of one (1) Finco Share and one-half of one (1/2) Finco Warrant, with each Finco Warrant being exercisable at a price of \$0.35 to acquire one (1) Finco Share for a period of 2 years following the closing of the Business Combination, subject to an acceleration clause. As at June 30, 2021, the Resulting Issuer has incurred \$549,040 in legal and transaction costs, which was paid for from the gross proceeds of the Brandenburg Subscription Receipt Financing.

The Resulting Issuer currently intends, subject to discretion to change such allocation after the date of this Listing Statement, to use the total funds available from the Brandenburg Private Placements as set forth above for the purposes described below:

Use of Available Funds	Amount CAD(\$)
Insights version 2.0	381,835
Mobile Freemium App	88,077
Expansion Costs	768,958
<i>Entry into new markets</i>	<i>164,600</i>
<i>Potential business acquisitions</i>	<i>500,000</i>
<i>Marketing</i>	<i>104,358</i>
Blockchain-based Data Feeds	117,125
General Corporate	1,048,121
<i>Operational Costs</i>	<i>800,000</i>
<i>Audits</i>	<i>51,369</i>
<i>Administration</i>	<i>73,376</i>
<i>General Working Capital</i>	<i>123,376</i>
TOTAL	2,404,116

The Resulting Issuer intends to spend the funds available to it as stated in this Listing Statement. The actual use of the net proceeds, however, may vary depending on the Resulting Issuer's operating and capital needs from time to time. There may be circumstances where, for sound business reasons, a reallocation of funds may be deemed prudent or necessary, and may vary materially from that set forth above, as the amounts actually allocated and spent will depend on a number of factors. See Section 17 "*Risk Factors*" to this Listing Statement.

4.1.5 Number of Employees

The Resulting Issuer has 11 full-time employees.

4.1.6 Emerging Markets Disclosure

This is not applicable to the Resulting Issuer.

4.1.7 Competitive Landscape

As the blockchain space is emerging, the Resulting Issuer expects to have an innumerable quantity of competitors in the space. The Resulting Issuer recognizes that there are several cryptocurrency platforms similar to its Platform currently in operation. Examples of some companies operating in the same space include:

- Santiment: a Swiss-based cryptocurrency platform that uses machine learning to provide data analysis, research reports, price/trend analysis, trading strategies, and market reports for the

cryptocurrency asset sector. Santiment operates on a subscription basis and has a reward program for crowdsourcing contributors and market experts. The company's platform also has a comprehensive cryptocurrency API and a Google spreadsheets plugin for Santiment data. The company has a market capitalization of around 26 million. In comparison, the Resulting Issuer possesses larger big data capabilities and can work with more sources in a more efficient manner as it has more sophisticated market sentiment analysis models.

- CoinTelegraph Markets Pro: another competitor based in Switzerland that operates as a cryptocurrency research tool to help traders and investors identify stories and trading trends through providing educational content, price analysis and interviews with key figures in the sector.
- Digicrypts Blockchain Solutions Inc.: a Canadian company that provides consulting services to companies interested in issuing a Security Token Offering. The company's algorithm-based trading for cryptocurrency utilizes AI. However, its services are primarily for traders in cryptocurrency and less about fundamental data or market sentiment.

Currently, the Resulting Issuer faces competition in relation to the following:

Users	Competition to attract, engage, and retain users.	The Resulting Issuer believes it competes based on the utility, ease of use, performance, and quality of its product offerings.
Platform technology	Competition on development of new features for platform technology.	The Resulting Issuer competes in this area primarily based on the value of the tools and application program interfaces it constructs for customer use, which utilize proprietary technology and AI-driven data analytics.
Talent	Competition to attract and retain developers to build quality software programs and platform technology, including software engineers, and designers, sales and marketing personnel, and senior management.	The Resulting Issuer competes for these potential employees by providing a work environment that fosters and rewards creativity and innovation, and by providing compensation packages that the Company believes will attract and retain key employees.
Partnerships	Successfully obtaining partnerships for revenue with cryptocurrency exchanges and businesses in the cryptocurrency asset sector.	The Resulting Issuer maintains its competitive advantage by active hiring of sales and business development staff that have experience and networks within the crypto community.

The Resulting Issuer believes that it enjoys significant competitive advantages in the following areas:

- **Proprietary Technology**: The Platform technology is proprietary in nature and the company possesses an indefinite right to use the technology in the cryptocurrency asset sector.

- **Superior User Experience:** The Resulting Issuer takes the user experience very seriously. A/B testing (randomized experiments consisting of two variants) and user feedback is at the core of the company's development process.
- **Strong Management:** The Resulting Issuer's five full time employees have extensive industry specific experience in the cryptocurrency asset sector.

The Resulting Issuer believes that through its in-house technology team and strategic partnerships, it is competitively positioned to provide proprietary, legally compliant, convenient, and competitively priced solutions to customers looking to leverage the cryptocurrency asset sector. However, due to the competitive environment, the Resulting Issuer may be unable to obtain enough new subscribers to reach its growth targets. The ability of the Resulting Issuer to acquire news subscribers to its Platform depends on its ability to compete with platforms offering similar products. Factors beyond the control of the Resulting Issuer may affect the marketability of its products. See Section 17 "Risk Factors" to this Listing Statement.

4.2 Asset Backed Securities

The Resulting Issuer is not expected to, nor do any of its predecessors or their subsidiaries, have any asset-backed securities.

4.3 Companies with Mineral Projects

The Resulting Issuer is not expected to, nor do any of its predecessors or their subsidiaries, have mineral properties.

4.4 Asset Backed Securities

The Resulting Issuer is not expected to, nor do any of its predecessors or their subsidiaries, have any oil and gas operations.

5. SELECTED CONSOLIDATED FINANCIAL INFORMATION

5.1 Consolidated Financial Information

5.1.1 Brandenburg

The following selected financial information has been derived from and is qualified in its entirety by the audited financial statements of Brandenburg as at and for the nine months ended May 31, 2021, and for the years ended August 31, 2020, August 31, 2019, and August 31, 2018 attached as Appendix "A" to this Listing Statement, and should be read in conjunction with such financial statements and the related notes thereto, included in Appendix "A" of this Listing Statement, along with the related MD&As thereto attached as Appendix "D" to this Listing Statement. All financial statements of Brandenburg are prepared in accordance with International Financial Reporting Standards.

	As at and for the nine months ended May 31, 2021 (unaudited) (CAD\$)	As at and for the year ended August 31, 2020 (audited) (CAD\$)	As at and for the year ended August 31, 2019 (audited) (CAD\$)	As at and for the year ended August 31, 2018 (audited) (CAD\$)
Statement of operations				
Total revenue	\$nil	\$nil	\$nil	\$nil

Net income (loss)	\$(22,374)	(\$230,408)	(\$8,500)	\$nil
Net income (loss) per share (basic and diluted)	\$0.00	(\$0.01)	\$0.00	\$0.00
Statement of financial position				
Total assets	\$32,570	\$88,193	\$nil	\$nil
Total liabilities	\$41,212	\$225,356	\$11,755	\$3,255
Cash dividends declared per share	\$nil	\$nil	\$nil	\$nil

See Appendix “A” – *Brandenburg financial statements for the nine months ended May 31, 2021, and for the years ended August 31, 2020, August 31, 2019 and August 31, 2018.*

5.1.2 CoinAnalyst

The following selected financial information has been derived from and is qualified in its entirety by the audited financial statements of CoinAnalyst as at the years ended December 31, 2020 and December 31, 2019 attached as Appendix “B” to this Listing Statement, and should be read in conjunction with such financial statements and the related notes thereto, included in Appendix “B” of this Listing Statement, along with the related MD&As thereto attached as Appendix “E” to this Listing Statement. All financial statements of CoinAnalyst are prepared in accordance with International Financial Reporting Standards.

	As at and for the year ended December 31, 2020 (audited) (\$)	As at and for the year ended December 31, 2019 (audited) (\$)
Statement of operations		
Total revenue	\$110,801	\$777,292
Net income / Net Loss	\$16,280	\$441,654
Net income (loss) per share (basic and diluted)	\$30.32	\$822.45
Statement of financial position		
Total assets	\$1,378,639	\$1,297,787
Total liabilities	\$618,562	\$603,711
Cash dividends declared per share	\$0	\$0

See Appendix “B” – *CoinAnalyst consolidated financial statements as at and for the six months ended June 30, 2021 and for the years ended December 31, 2020 and December 31, 2019.*

5.2 Quarterly Information

5.2.1 Brandenburg

The following table sets out selected historical financial information of Brandenburg for each of the eight most recently completed quarters ending at August 31, 2020:

	August 31, 2020 (CAD)	May 31, 2020 (CAD)	February 29, 2020 (CAD)	November 30, 2019 (CAD)	August 31, 2019 (CAD)	May 31, 2019 (CAD)	February 28, 2019 (CAD)	November 30, 2018 (CAD)
Total revenue	\$nil	\$nil	\$nil	\$nil	\$nil	\$nil	\$nil	\$nil
Net income (loss)	(\$230,408)	\$51,750	(\$1,750)	(\$1,750)	(\$8,500)	\$nil	\$nil	\$nil
Net income (loss) per share (basic and diluted)	(\$0.01)	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00

5.2.2 CoinAnalyst

The following table sets out selected historical financial information of CoinAnalyst for each of the eight most recently completed quarters ending at December 31, 2020:

	December 31, 2020 (CAD)	September 30, 2020 (CAD)	June 30, 2020 (CAD)	March 31, 2020 (CAD)	December 31, 2019 (CAD)	September 30, 2019 (CAD)	June 30, 2019 (CAD)	March 31, 2019 (CAD)
Total revenue	\$110,801	\$nil	\$nil	\$nil	\$194,323	\$194,323	\$194,323	\$194,323
Net income (loss)	\$87,170	\$(23,360)	\$(23,360)	\$(23,360)	\$110,415	\$110,413	\$110,413	\$110,413
Net income (loss) per share (basic and diluted)	\$152.13	\$(41.24)	\$(41.24)	\$(41.24)	\$205.61	\$205.61	\$205.61	\$205.61

5.3 Dividends

Brandenburg's articles provide that Brandenburg may pay dividends from time to time, subject to any Brandenburg shareholders holding shares with special rights. There are no restrictions in CoinAnalyst's articles or by-laws or pursuant to any agreement or understanding which could prevent CoinAnalyst from paying dividends. Neither Brandenburg nor CoinAnalyst have declared or paid any dividends on any class of securities. It is expected that the Resulting Issuer will retain future earnings, if any, to fund the development and growth of its business and does not intend to pay any cash dividends on the Resulting Issuer Shares for the foreseeable future. Any decision to pay dividends on the Resulting Issuer Shares in the future will be made by the Resulting Issuer Board on the basis of earnings, financial requirements and other conditions existing at the time.

5.4 Foreign GAAP

This is not applicable to the Resulting Issuer.

6. MANAGEMENT'S DISCUSSION AND ANALYSIS

Brandenburg's management's discussion and analysis as at and for the nine months ended May 31, 2021 and for the years ended August 31, 2020 and August 21, 2019, are attached as Appendix "D" hereto.

CoinAnalyst's management's discussion and analysis as at and for the six months ended June 30, 2021, and for the years ended December 31, 2020 and December 31, 2019, are attached as Appendix "E" hereto.

7. MARKET FOR SECURITIES

Prior to the Business Combination, the Brandenburg Shares were listed on the TSXV on October 8, 2013 under the symbol “BBM”. The trading of Brandenburg Shares was halted on January 7, 2015 as a result of the Cease Trade Orders and the Brandenburg Shares were delisted on May 19, 2016.

Following the completion of the Business Combination, the Resulting Issuer Shares will trade on the CSE under the symbol “COYX”. The Listing is pending approval by the CSE.

8. CONSOLIDATED CAPITALIZATION

The following table sets forth the share and loan capital of the Resulting Issuer as at the date of this Listing Statement after giving effect to the Business Combination. The table should be read in conjunction with the financial statements of Brandenburg, CoinAnalyst and the pro forma financial statements of the Resulting Issuer and the notes thereto, attached to this Listing Statement.

Security	Authorized	Outstanding as of the date hereof (after giving effect to the Business Combination)
Resulting Issuer Shares	Unlimited	73,440,003
Resulting Issuer Preferred Shares	Unlimited	0
Resulting Issuer Warrants	Unlimited	5,595,000
Resulting Issuer Finder Warrants ⁽¹⁾	Unlimited	1,095,200

Notes:

- (1) Each Resulting Issuer Finder Warrant is exercisable for one Resulting Issuer Share at a price of \$0.20 per Resulting Issuer Share for a period of 24 months following the completion of the Business Combination.

9. OPTIONS TO PURCHASE SECURITIES

9.1 Outstanding Options

As at the date of this Listing Statement, Brandenburg does not have any outstanding options. CoinAnalyst does not currently have any outstanding options.

Upon completion of the Business Combination, the Brandenburg Option Plan will become the Resulting Issuer Option Plan.

A brief summary of the Resulting Issuer Option Plan is set out under Section 9.2 – “*Incentive Plans*” to this Listing Statement.

9.2 Incentive Plans

9.2.1 Summary of Resulting Issuer Option Plan

The Resulting Issuer adopted the Brandenburg Option Plan, which was previously approved by shareholders and adopted by Brandenburg on April 30, 2014.

Brandenburg Option Plan

The Brandenburg Option Plan allows for the Brandenburg Board from time to time, in its discretion, to grant to directors, officers, advisors, employees and contractors of Brandenburg options to purchase

Brandenburg Shares. Following the completion of the Business Combination, the Brandenburg Option Plan became the Resulting Issuer Option Plan.

Up to such number of Resulting Issuer Shares as is equal to 10% of the aggregate number of Resulting Issuer Shares issued and outstanding from time to time may be reserved for issue upon the exercise of options granted pursuant to the Resulting Issuer Option Plan. As the number of shares reserved for issuance under the Resulting Issuer Option Plan increases with the issue of additional shares by the Resulting Issuer, the Resulting Issuer Option Plan is considered to be a “rolling” stock option plan.

The purpose of the Resulting Issuer Option Plan is to attract, retain and motivate directors, officers, and employees by providing them with the opportunity, through share options, to acquire a proprietary interest in the Resulting Issuer and benefit from its growth. The options are non-assignable and non-transferable and may be granted for a term not exceeding 10 years.

Resulting Issuer Options may be granted under the Resulting Issuer Option Plan only to directors, officers, employees, consultants and management company employees subject to the rules and regulations of applicable regulatory authorities and any Canadian stock exchange upon which the Resulting Issuer Shares may be listed or may trade from time to time.

Under the Resulting Issuer Stock Option Plan, a stock option will expire immediately in the event a director or senior officer ceases to be a director or senior officer of the Resulting Issuer as a result of: (a) ceasing to meet the qualifications under the BCBCA, (b) the passing of a special resolution by the shareholders, or (c) an order made by a regulatory authority. A Resulting Issuer Option will also expire immediately in the event an employee ceases to be an employee as a result of termination for cause or an employee or consultant ceases to be an employee or consultant as a result of an order made by a regulatory authority.

The maximum number of Resulting Issuer Shares which may be issued to any one persons under the Resulting Issuer Option Plan, within any one year period shall be 5% of the issued and outstanding Resulting Issuer Shares. The maximum number of stock options which may be granted to any one consultant under the Resulting Issuer Option Plan, within any 12 month period, must not exceed 2% of the Resulting Issuer Shares issued and outstanding at the time of the grant (on a non-diluted basis). The maximum number of stock options which may be granted to any persons performing investor relations services under the Resulting Issuer Option Plan, within any 12 month period must not exceed, in the aggregate, 2% of the Resulting Issuer Shares issued and outstanding at the time of the grant (on a non-diluted basis).

The exercise price of options issued may not be less than the last closing price of the Resulting Issuer Shares before the issuance of the required news release disclosing the grant of options.

9.2.2 Summary of CoinAnalyst Stock Option Plan

CoinAnalyst has not implemented any incentive plans.

10. DESCRIPTION OF SECURITIES

10.1 General

10.1.1 Resulting Issuer Shares

The Resulting Issuer is authorized to issue an unlimited number of Resulting Issuer Shares. Holders of Resulting Issuer Shares are entitled to receive notice of any meetings of shareholders of the Resulting Issuer,

and to attend and to cast one vote per Resulting Issuer Share at all such meetings. Holders of Resulting Issuer Shares are entitled to receive on a *pro rata* basis such dividends on the Resulting Issuer Shares, if any, as and when declared by the Resulting Issuer Board at its discretion. In the event of the liquidation, dissolution or winding up of the Resulting Issuer or other distribution of assets of the Resulting Issuer among its shareholders for the purpose of winding-up its affairs or upon a reduction of capital and subject to the rights of the holders of any Resulting Issuer Preferred Shares, each of the holders of the Resulting Issuer Shares shall be entitled to receive any declared but unpaid dividends together with any remaining property or assets of the Resulting Issuer *pro rata* based upon a ratio of the number of Resulting Issuer Shares that shareholder holds to the total number of Resulting Issuer Shares then issued and outstanding. The Resulting Issuer Shares do not carry any pre-emptive, subscription, redemption or conversion rights, nor contain any sinking or purchase fund provisions.

The Resulting Issuer has 73,440,003 issued and outstanding Resulting Issuer Shares on an undiluted basis.

10.1.2 Resulting Issuer Preferred Shares

The Resulting Issuer is authorized to issue an unlimited number of Resulting Issuer Preferred Shares. Holders of Resulting Issuer Preferred Shares are not entitled to receive notice of any meetings of shareholders of the Resulting Issuer, or to attend or to vote at such meetings. Holders of Resulting Issuer Shares are entitled to receive on a *pro rata* basis such dividends on the Resulting Issuer Shares, if any, as and when declared by the Resulting Issuer Board at its discretion. In the event of the liquidation, dissolution or winding up of the Resulting Issuer or other distribution of assets of the Resulting Issuer among its shareholders for the purpose of winding-up its affairs or upon a reduction of capital and subject to the rights of the holders of any Resulting Issuer Preferred Shares, each of the holders of the Resulting Issuer Preferred Shares shall be entitled to receive, before any distribution is made to the holders of Resulting Issuer Shares, any declared but unpaid dividends together with any remaining property or assets of the Resulting Issuer *pro rata* based upon a ratio of the number of Resulting Issuer Preferred Shares that shareholder holds to the total number of Resulting Issuer Shares then issued and outstanding. The Resulting Issuer Preferred Shares do not carry any pre-emptive, subscription, redemption or conversion rights, nor contain any sinking or purchase fund provisions.

The Resulting Issuer has no issued and outstanding Resulting Issuer Preferred Shares on an undiluted basis.

10.1.3 Resulting Issuer Options

Please see section 9.2 “*Incentive Plans*” to this Listing Statement for a description of the Resulting Issuer Option Plan and the Resulting Issuer Options.

10.1.4 Resulting Issuer Warrants

In connection with the Brandenburg Subscription Receipt Financing, Finco issued 5,595,000 Finco Warrants. Each Finco Warrant is exercisable at a price of \$0.35 to acquire one Finco Share for a period of 24 months following the closing of the Business Combination, provided, however, that following the exchange of the Finco Warrants for warrants to acquire Resulting Issuer Shares, if the closing price of the Resulting Issuer Shares on the CSE (or any such other stock exchange in Canada as the Resulting Issuer Shares may trade at the applicable time) is \$0.70 or greater per Resulting Issuer Share for a period of five (5) consecutive trading days at any time after the completion of the Business Combination, the Resulting Issuer may accelerate the term of the Finco Warrants such that the Finco Warrants shall expire on the date which is 30 days following the date a press release is issued by the Resulting Issuer announcing the reduced warrant term.

Pursuant to the Business Combination, 5,595,000 Resulting Issuer Warrants were issued to the holders of Finco Warrants in exchange and replacement for the Finco Warrants on a one-for-one basis.

10.1.5 Resulting Issuer Finder Warrants

In connection with the Brandenburg Share Financing, Brandenburg granted 200,000 Finder Warrants to the Financial Advisor on May 12, 2021, each of which are exercisable to acquire one Finco Share at an exercise price of \$0.20 for a period of 24 months following the completion of the Business Combination.

In connection with the Brandenburg Subscription Receipt Financing, Brandenburg granted 895,200 Finder Warrants on June 14, 2021, each of which are exercisable to acquire one Finco Share at a price of \$0.20 per Finco Share, for a period of 24 months from the completion of the Business Combination.

Pursuant to the Business Combination, 1,095,200 Resulting Issuer Finder Warrants were issued to the holders of Finder Warrants in exchange and replacement for the Finder Warrants on a one-for-one basis. Each of the issued and outstanding Resulting Issuer Finder Warrants are exercisable to acquire one Resulting Issuer Share in lieu of securities of Finco at the same exercise price and on the same terms and conditions contemplated in each Finder Warrant.

10.1.6 Miscellaneous Securities Provisions

Brandenburg is not listing any debt securities.

None of the matters set out in sections 10.2 to 10.6 of CSE Form 2A are applicable to the share structure of the Resulting Issuer.

10.2 Prior Sales

10.2.1 Resulting Issuer

During the 12 months prior to the date of this Listing Statement, the Resulting Issuer issued the securities set out below:

Date of Issuance	Class	Number of Brandenburg Securities Sold	Issue Price Per Security (\$)	Details of Consideration
October 4, 2021	Resulting Issuer Shares	249,774	\$0.20	Debt Settlement
November 16, 2020	Resulting Issuer Shares	2,199,721	\$0.08	Debt Settlement
June 17, 2020	Resulting Issuer Shares	949,487	\$0.08	Cash
June 9, 2020	Resulting Issuer Shares	379,794	\$0.08	Cash
Notes:				
(1) On June 8, 2021, Brandenburg effected a consolidation of its Brandenburg Shares on the basis of one (1) post-consolidation Brandenburg Share for each 78.99 pre-consolidation Brandenburg Shares.				

10.2.2 Finco

The following table summarizes the issuance of securities of Finco since incorporation on March 31, 2021. The Finco securities were exchanged for securities of the Resulting Issuer on a 1:1 basis upon completion of the Business Combination.

Date of Issuance	Class	Number of Brandenburg Securities Sold	Issue Price Per Security (\$)	Details of Consideration
June 14, 2021	Finco Subscription Receipts ⁽¹⁾	11,190,000	\$0.20	Cash
May 12, 2021	Finco Shares	2,500,000	\$0.10	Cash
Notes:				
(1) Each Finco Subscription Receipt entitles the holder to automatically acquire one Finco Unit. Each Finco Unit entitles the holder to acquire one Finco Share and one-half of one Finco Warrant. Each Finco Warrant entitles the holder to acquire one Finco Share at an exercise price of \$0.35 for a period of 24 months following the closing of the Business Combination, subject to a warrant acceleration clause.				

10.3 Stock Exchange Price

Prior to the Business Combination, the Brandenburg Shares were listed on the TSXV under the symbol “BBM”. The trading of Brandenburg Shares was halted on January 7, 2015 as a result of the Cease Trade Orders and delisted on May 19, 2016.

11. ESCROWED SECURITIES

The Resulting Issuer is classified as an “emerging issuer”, as defined under National Policy 46-201 — *Escrow for Initial Public Offerings* (“NP 46-201”) upon Listing. In accordance with NP 46-201, all common shares of an “emerging issuer” are required to be held in escrow for a period of time following the listing of the common shares of the Resulting Issuer.

The following automatic timed releases will apply to such Resulting Issuer Shares:

Date of Automatic Timed Release	Amount of Escrowed Securities Released
On the date of Listing	1/10 of the remaining escrowed securities
6 months after the Listing Date	1/6 of the remaining escrowed securities
12 months after the Listing Date	1/5 of the remaining escrowed securities
18 months after the Listing Date	1/4 of the remaining escrowed securities
24 months after the Listing Date	1/3 of the remaining escrowed securities
30 months after the Listing Date	1/2 of the remaining escrowed securities
36 months after the Listing Date	The remaining escrowed securities

As contemplated by the Definitive Agreement, certain of the CoinAnalyst Shareholders will enter into lock-up agreements with Brandenburg, pursuant to which the CoinAnalyst Shareholders agree not to trade the Resulting Issuer Shares they will receive pursuant to the Business Combination, provided that 10% of their respective Resulting Issuer Shares may be traded on the date of completion of the Business Combination, and further 22.5% tranches of their respective Resulting Issuer Shares may be traded on each successive three month anniversary of the completion of the Business Combination (the “**CoinAnalyst Lock-Ups**”). The Financial Advisor and Brandenburg will enter into a lock-up agreement pursuant to which the Financial Advisor agrees not to trade 25% of the Financial Advisor Shares, provided that 6.25% tranches of the Financial Advisor Shares may be traded on each successive three month anniversary of the completion of the Business Combination (the “**Brandenburg Lock-Up**”).

12. PRINCIPAL SHAREHOLDERS

To the best of the knowledge of Brandenburg and CoinAnalyst and based on existing information, as of the completion of the Business Combination and the Brandenburg Private Placements, there are no persons who own, directly or indirectly, or exercise control or direction over, more than 10% of the outstanding securities of the Resulting Issuer, other than Memonews AG and activeInternet Invest UG. The ownership both prior to and upon completion of the Business Combination and the Brandenburg Private Placements is as follows:

Name and Municipality of Residence	Type of Ownership	Number of Resulting Issuer Shares	Percentage of Outstanding Resulting Issuer Shares (Non-Diluted) ⁽¹⁾	Percentage of Outstanding Resulting Issuer Shares (Fully Diluted) ⁽²⁾
Memonews AG	Registered and Beneficial	35,244,452	47.99%	43.98%
activeInternet Invest UG ⁽³⁾	Registered and Beneficial	8,583,892	11.69%	10.71%

Notes:

- (1) Based on 73,440,003 Resulting Issuer Shares issued and outstanding on a non-diluted basis.
- (2) Based on 80,130,203 Resulting Issuer Shares issued and outstanding on a fully-diluted basis.
- (3) Tobias Schnorr is the beneficial owner of activeInternet Invest UG.

13. DIRECTORS AND OFFICERS

13.1 to 13.5. Directors, Officers and Management of the Resulting Issuer

The following table sets forth the name, province and country of residence, position or offices of the directors and officers of the Resulting Issuer, date appointed or elected, principal occupation and the number of Resulting Issuer Shares that each of the directors and executive officers own, of record or beneficially, directly or indirectly, or over which they exercise control or direction, as of the date of this Listing Statement.

Name and Province/State and Country of Residence	Position or Office(s) held with the Resulting Issuer (or any subsidiaries thereof) and Date Appointed/Elected	Principal Occupation During Five Preceding Years	Number of Resulting Issuer Shares Owned/ Controlled/ Directed
Pascal Lauria ⁽¹⁾ Frankfurt, Germany	Chief Executive Officer, Corporate Secretary, and Director CEO of CoinAnalyst since February 1, 2018.	Mr. Lauria is the current Founder and CEO of CoinAnalyst since February 1, 2018. He is also the CEO of Cogia Intelligence.	35,244,452 (47.99%) ⁽²⁾
John Ross Ontario, Canada	Chief Financial Officer Appointed on October 26, 2021	Mr. Ross has been a self-employed management consultant from 2015 to present. He currently serves as a part-time CFO of AMPD Ventures Inc. (since July 2019) and U308 Corp. (since June 2010). Mr. Ross previously served as a part-time CFO of Buccaneer Gold Corp. (from September 2016 to April 2021) and High Mountain Capital Corporation (from May 2018 to September 2019). Mr. Ross has also served as the Interim CEO from May 2019 to March 2020 and as CFO from February 2017 to March 2020 of Hempco Foods and Aurora Cannabis Inc. (previously, Fiber Inc.).	Nil
James Greig British Columbia, Canada	Director Appointed on October 26, 2021	Mr. Greig has been the President and Director of Benchmark Metals Inc. from January 2013 to present and a Director of Cluny Capital Corp. from May 2018 to present. Mr. Greig was a Director of GFG Resources Inc. from May 2012 to April 2015.	Nil
Andrew Sazama ⁽¹⁾ Arizona, United States	Chief Operating Officer and Director Appointed on October 26, 2021	Mr. Sazama is the current Chief Operating Officer of CoinAnalyst. He previously held roles in project management, marketing, sales, and business development and strategy.	2,221,713 (3.03%)
Broderick Gunning British Columbia, Canada	Director Appointed on October 26, 2021	Mr. Gunning is an investor and entrepreneur based in Vancouver, BC. He currently serves as President of Electrum Charging Solutions, Canada's leader in EV charging technology. Brodie also serves as director, board member and advisor for several private and public companies, including being a founding partner of Vancouver Ventures, which helps to found, fund and grow startup companies.	Nil

Name and Province/State and Country of Residence	Position or Office(s) held with the Resulting Issuer (or any subsidiaries thereof) and Date Appointed/Elected	Principal Occupation During Five Preceding Years	Number of Resulting Issuer Shares Owned/ Controlled/ Directed
Dule Vicovac ⁽¹⁾ Manitoba, Canada	Director Appointed on October 26, 2021	Mr. Vicovac is a lawyer that currently heads up the Political Analysis and Reporting Unit for the United Nations. Prior to his most recent role with the UN, he practiced law in Winnipeg, Manitoba and in the United States.	Nil

Notes:

(1) Member of the Audit Committee.

(2) Represents 35,244,452 Resulting Issuer Shares held by Memonews AG, a company owned and controlled by Pascal Lauria.

Pascal Lauria, the Chief Executive Officer of the Resulting Issuer, was an employee of CoinAnalyst. 100% of his time is devoted to the Resulting Issuer. John Ross, the Chief Financial Officer of the Resulting Issuer, devotes 100% of his time to the Resulting Issuer.

The term of office of the directors expires annually at the time of the Resulting Issuer's annual general meeting. The term of office of the executive officers expires at the discretion of the Resulting Issuer Board.

The directors and executive officers of the Resulting Issuer, as a group, beneficially own, directly or indirectly, or exercise control or direction over 37,466,165 Resulting Issuer Shares, representing approximately 51.02% of the issued and outstanding Resulting Issuer Shares on a consolidated basis, before giving effect to the exercise of warrants to purchase Resulting Issuer Shares held by such directors and executive officers. The statement as to the number of Resulting Issuer Shares beneficially owned, directly or indirectly, or over which control or direction will be exercised by the directors and executive officers of the Resulting Issuer as a group is based upon information furnished by the directors and executive officers.

Audit Committee

The Resulting Issuer has one board committee, being its Audit Committee.

The Audit Committee is responsible for monitoring the Resulting Issuer's systems and procedures for financial reporting and internal controls, compliance with legal and regulatory requirements relevant to the financial statements and financial reporting, ensuring an appropriate standard of corporate conduct for senior financial personnel and employees, reviewing certain public disclosure documents and monitoring the performance and independence of the Resulting Issuer's external auditors. The committee is also responsible for reviewing the Resulting Issuer's annual audited financial statements, unaudited quarterly financial statements and management's discussion and analysis of financial results of operations for both annual and interim financial statements and review of related operations prior to their approval by the Resulting Issuer Board.

The Resulting Issuer's Audit Committee is currently comprised of Pascal Lauria, Dule Vicovac, and Andrew Jerome Sazama. All members of the Audit Committee are financially literate and two members, Dule Vicovac and Andrew Jerome Sazama, are considered independent, as required by National Instrument 52-110 — *Audit Committees* ("NI 52-110"). Pascal Lauria is not independent within the meaning of NI 52-110, as he is the Chief Executive Officer of the Resulting Issuer. In addition to being independent directors as described above, all members of the Audit Committee must meet an additional "independence" test under NI 52-110 in that their directors' fees are the only compensation they, or their firms, receive from the Resulting Issuer and that they are not affiliated with the Resulting Issuer.

The Resulting Issuer will not rely on any exemptions with respect to the composition of its Audit Committee in accordance with NI 52-110.

13.6 to 13.8 Penalties and Sanctions

No director, officer, promoter of the Resulting Issuer, or a security holder anticipated to hold sufficient securities of the Resulting Issuer to affect materially the control of the Resulting Issuer, is, or within the past ten years, has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or entered into a settlement agreement with a Canadian securities regulatory authority or been subject to any penalties or sanctions by a court or regulatory body that would likely be considered important to a reasonable security holder making a decision about the Business Combination.

Corporate Cease Trade Orders or Bankruptcies

No director, officer, promoter of the Resulting Issuer, or a security holder anticipated to hold sufficient securities of the Resulting Issuer to affect materially the control of the Resulting Issuer, has, within the past ten years, been a director or officer of any other issuer that, while that person was acting in the capacity of a director or officer of that issuer, was the subject of a cease trade order or similar order or an order that denied that issuer access to any statutory exemptions for a period of more than 30 consecutive days, was declared bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency or has 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 that issuer or appointed to hold the assets of that director or officer.

13.9 Bankruptcies

No director, officer, promoter of the Resulting Issuer, or to the knowledge of management of CoinAnalyst or Brandenburg, a security holder anticipated to hold sufficient securities of the Resulting Issuer to affect materially the control of the Resulting Issuer, or a personal holding company of any such person has, within the past ten years, been declared bankrupt or made a voluntary assignment into bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency or has been subject to or instituted any proceedings, arrangement, or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold their assets.

13.10 Conflicts of Interest

There are potential conflicts of interest to which the directors, officers and promoters of the Resulting Issuer are subject with respect to the operations of the Resulting Issuer. Certain of the directors, and/or officers serve as directors and/or officers of other companies or have significant shareholdings in other companies. Situations may arise where such directors, officers and promoters of the Resulting Issuer will be engaged in direct competition with the Resulting Issuer. Any conflicts of interest will be subject to and governed by the law applicable to directors' and officers' conflicts of interest, including the procedures prescribed by the BCBCA.

To the knowledge of the Resulting Issuer, other than as disclosed in Section 20 "*Interest of Management and Others in Material Transactions*", there is not any known existing or potential conflicts of interest among the Resulting Issuer and its promoters, proposed directors, officers or other members of management, as a result of their outside business interests except that certain of the proposed directors, officers, promoters and other members of management serve as directors, officers, promoters and members

of management of other public companies, and therefore it is possible that a conflict may arise between their duties as a director, officer, promoter or member of management of such other companies.

13.11 Management

The following biographies provide certain selected information in respect of the persons serving as directors and/or officers of the Resulting Issuer as well as their proposed roles:

Pascal Lauria, (Age: 45) — Chief Executive Officer, Corporate Secretary, and Director

Pascal Lauria is the founder and managing director of CoinAnalyst. He has over 20 years of experience in business development, marketing and sales of IT products and services. Under his leadership, his start-up company Cogia GmbH has developed into one of the leading providers of media monitoring technology and services, offering Big Data solutions and AI-based products for intelligent information search, organization and analysis for web and social media.

Previously as Vice President Sales and Marketing of Xandros, Mr. Lauria was instrumental in the marketing success of the Asus Eee PC with sales of one billion dollars and increased the number of employees from 40 to 200. Before that, he gained experience in building businesses with Scalix, Samsung SDS and Ulead Systems. Pascal Lauria holds an MBA degree from the University of Winnipeg, Manitoba (1993 – 1996), and is fluent in German, English, Italian, as well as advanced in Mandarin.

Mr. Lauria is an independent contractor and is not a party to any employment agreement with the Resulting Issuer. He will devote 100% of his time to the business of the Resulting Issuer to effectively perform his duties as Chief Executive Officer, Corporate Secretary and Chairman.

John Ross (Age: 62) — Chief Financial Officer

John Ross is a senior financial management professional with more than 30 years of private and public company experience. He was Chief Financial Officer of Xtra-Gold Resources Corp. from 2010 to 2015, FNX Mining Company Inc. from 2002 to 2005 and IAMGOLD Corporation from 1996 to 2002. He has an MBA from the University of Western Ontario (1977 – 1984) and received his Chartered Accountant (Ontario) designation in 1990.

Mr. Ross is the current Chief Financial Officer of the Resulting Issuer and will devote 20% of his time to fulfill his duties as the Chief Financial Officer of the Resulting Issuer.

James Greig (Age: 45) — Director

James Greig received a BCom with honours from the University of Manitoba (1993 – 1997) and has spent the last two decades in business management as manager and entrepreneur. He has been involved in the building and strengthening of numerous companies and brings with him a track record of success. Creating efficient functionality and tracking results is his passion in the workplace.

Outside of his career Mr. Greig is a devoted family man and loves spending time with his wife of 17 years and five daughters. He is heavily involved in the community as a spiritual leader and is currently serving as a bishop in the Edmonton area.

Mr. Greig is a member of the Resulting Issuer Board. Mr. Greig is an independent contractor and is not a party to any employment agreement with the Resulting Issuer. Mr. Greig will devote 10% of his time to fulfill his duties as a member of the Resulting Issuer Board.

Andrew Sazama (Age: 51) — Chief Operating Officer, Director

Andrew Sazama has a diverse background with over 20 years of experience in technology, both in hardware and software. Mr. Sazama's previous roles include project management, product management, marketing, sales, business development and strategy. He has held positions in companies of various size, from startups to Fortune 500 companies. Mr. Sazama holds a BS degree in Business Administration / International Business from Augsburg College (1992 – 1997).

Mr. Sazama is the current full-time Chief Operating Officer of the Resulting Issuer and will devote 100% of his time to fulfill his duties as the Chief Operating Officer of the Resulting Issuer.

Broderick Gunning (Age: 38) — Director

Broderick Gunning is an investor and entrepreneur based in Vancouver, BC. He currently serves as President of Electrum Charging Solutions, Canada's leader in EV charging technology. Mr. Gunning also serves as director, board member and advisor for several private and public companies, including being a founding partner of Vancouver Ventures, which helps to found, fund and grow start-up companies.

Mr. Gunning also has considerable expertise in the cryptocurrency sector, including serving as CEO of Coinstrike, Inc. and advisor for Bloccpal. His experience includes working with Samsung and TAAL (formerly Squire Mining) for the manufacturing and development of ASIC chip sets and the mass production of BTC and BSV mining systems.

A graduate of Capilano University (2002), Sauder School of Business (2012), and the British Columbia Institute of Technology (2006 – 2009), Mr. Gunning began his career by co-founding The Media Merchants (TMM) which he grew to a multi-million dollar corporation servicing fortune 500 brands and agencies across North America.

Mr. Gunning is a member of the Resulting Issuer Board and will devote 10% of his time to fulfill his duties as a member of the Resulting Issuer Board.

Dule Vicovac (Age: 50) — Director

Dule Vicovac has a professional career spanning over 20 years both in North America and Europe in law and management. Since 2014 he has been employed with the United Nations as a legal officer, returning from a previous stint with the organization from 2000-2008 in a variety of legal and program management positions.

Mr. Vicovac is an attorney, licensed in the United States by the Bar Association of Minnesota (2000), as well as the Law Society of Manitoba (2014), in Canada. He holds a Bachelor of Arts Degree from the University of Winnipeg (1989 – 1994) and a Juris Doctor degree from Hamline School of Law (1996 – 1999) with additional legal studies at the University of Manitoba, faculty of Law (1998) and Oxford University, New College (1997).

Mr. Vicovac is a member of the Resulting Issuer Board and will devote 10% of his time to fulfill his duties as a member of the Resulting Issuer Board.

13.12 Other Reporting Resulting Issuer Experience

The following table sets out the directors and executive officers of the Resulting Issuer, that are, or have been within the last five years, directors, officers, or promoters of other reporting issuers:

Name of Director or Officer	Reporting Issuer and Name of Trading Market(s)	Position	Time of Involvement
John Ross	AMPD Ventures Inc., CSE	Part-time CFO (Senior Officer)	July 2019 to present
	U3O8 Corp., TSX	Part-time CFO (Senior Officer)	June 2010 to present
	Buccaneer Gold Corp., CSE	Part-time CFO (Senior Officer)	September 2016 to present
	Hempco Food and Fiber Inc., TSXV (Acquired by Aurora Cannabis Inc. - NYSE in August 2019)	Interim CEO CFO	May 2019 to March 2020 February 2017 to March 2020
James Greig	Duro Metals Inc., TSXV	Director	From September 12, 2019 to present
	Grizzly Discoveries Inc., TSXV	Director	From April 14, 2020 to present
	Cortus Metals Inc., TSXV	Director	From September 4, 2019 to present
	Montego Resources Inc., CSE	Director	From January 25, 2019 to July 23, 2019
	The Good Shroom Co Inc. (formerly, Cluny Capital Corp.), NEX	Director	From May 23, 2018 to April 15, 2021
	Benchmark Metals Inc., TSXV	Director, President and CEO	From February 6, 2013 to present
	Prospect Park Capital Corp., TSXV	Director, CEO	From January 24, 2020 to present
	Camino Minerals Corporation, TSXV	Director	From April 26, 2019 to present

14. CAPITALIZATION

14.1 Pro Forma Capitalization

There are 73,440,003 Resulting Issuer Shares issued and outstanding.

The following tables set forth the pro forma consolidated capitalization of the Resulting Issuer as at the date of this Listing Statement. All references are to Resulting Issuer Shares.

	Number of Securities (non-diluted)	Number of Securities (fully diluted)	% of Issued (non-diluted)	% of Issued (fully diluted)
Public Float				
Total outstanding (A)	73,440,003	80,130,203	100%	100%
Held by Related Persons or employees of the Resulting Issuer or Related Person of the Resulting Issuer, or by persons or companies who beneficially own or control, directly or indirectly, more than a 5% voting position in the Resulting Issuer (or who would beneficially own or control, directly or indirectly, more than a 5% voting position in the Resulting Issuer upon	46,050,057	46,050,057	62.70%	57.47%

exercise or conversion of other securities held) (B)				
Total Public Float (A-B)	27,389,946	34,080,146	37.3%	42.53%
Freely-Tradeable Float				
Number of outstanding securities subject to resale restrictions, including restrictions imposed by pooling or other arrangements or in a shareholder agreement and securities held by control block holders (C)	65,516,594	65,516,594	89.21%	81.76%
Total Tradeable Float (A-C)	7,923,409	14,613,609	10.79%	18.24%

Public Securityholders (Registered)

Size of Holding	Number of holders	Total number of securities
1 – 99 securities	-	-
100 – 499 securities	1	170
500 – 999 securities	87	43,500
1,000 – 1,999 securities	1	1,266
2,000 – 2,999 securities	1	2,468
3,000 – 3,999 securities	-	-
4,000 – 4,999 securities	-	-
5,000 or more securities	71	31,785,967
TOTAL:	161	31,833,371

Public Securityholders (Beneficial)

Size of Holding	Number of holders	Total number of securities
1 – 99 securities	66	2,082
100 – 499 securities	33	6,965
500 – 999 securities	101	52,499
1,000 – 1,999 securities	16	22,550
2,000 – 2,999 securities	5	12,851
3,000 – 3,999 securities	6	19,793
4,000 – 4,999 securities	2	9,102
5,000 or more securities	78	31,707,529
Total	307	31,833,371

Non-Public Securityholders (Registered)

Size of Holding	Number of holders	Total number of securities
1 – 99 securities	-	-
100 – 499 securities	-	-
500 – 999 securities	-	-
1,000 – 1,999 securities	-	-
2,000 – 2,999 securities	-	-
3,000 – 3,999 securities	-	-
4,000 – 4,999 securities	-	-
5,000 or more securities	3	46,050,057
Total	3	46,050,057

14.2 Securities Convertible or Exchangeable for Resulting Issuer Shares

The following tables set forth the securities convertible or exchangeable for Resulting Issuer Shares.

Description of Security (include conversion / exercise terms, including conversion / exercise price)	Number of convertible / exchangeable securities outstanding	Number of listed securities issuable upon conversion / exercise
Resulting Issuer Warrants	5,595,000	5,595,000 ⁽¹⁾
Resulting Issuer Finder Warrants	1,095,200	1,095,200 ⁽²⁾

Notes:

- (1) Each Resulting Issuer Warrant is exercisable for one (1) Resulting Issuer Share at an exercise price of \$0.35 per Resulting Issuer Share for a period of 24 months from the completion of the Business Combination, subject to an acceleration clause.
- (2) Each Resulting Issuer Finder Warrant is exercisable for one (1) Resulting Issuer Share at an exercise price of \$0.20 per Resulting Issuer Share for a period of 24 months from the completion of the Business Combination.

15. EXECUTIVE COMPENSATION

15.1 Compensation Discussion and Analysis

“Named Executive Officers” or “NEOs” means the Chief Executive Officer of the Resulting Issuer, Brandenburg or CoinAnalyst, the Chief Financial Officer of the Resulting Issuer, Brandenburg or CoinAnalyst, and any executive officer who would fall under the definition of “Named Executive Officer” as that term is defined pursuant to Form 51-102F6 — *Statement of Executive Compensation* of National Instrument 51-102 — *Continuous Disclosure Obligations*.

The following table sets forth all direct and indirect compensation paid, payable, awarded, granted, given or otherwise provided, directly or indirectly, by the Resulting Issuer, its predecessors or any of their subsidiaries to each named executive officer and each director of the Resulting Issuer, Brandenburg or CoinAnalyst in any capacity, including, for greater certainty, all plan and non-plan compensation, direct and indirect pay, remuneration, economic or financial award, reward, benefit, gift or perquisite paid, payable, awarded, granted, given or otherwise provided to the named executive officer or director for services provided and for services to be provided, directly or indirectly, to the Resulting Issuer, its predecessors or any of their subsidiaries for each of the two most recently completed financial years, other than stock options and other compensation securities:

Table of compensation excluding compensation securities							
Name and position	Year ended	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Pascal Lauria Chief Executive Officer, Corporate Secretary and Director	December 31, 2020 ⁽¹⁾	74,601.59	Nil	Nil	Nil	Nil	74,601.59
	December 31, 2019 ⁽¹⁾	Nil	Nil	Nil	Nil	Nil	Nil
John Ross Chief Financial Officer	December 31, 2020 ⁽¹⁾	Nil	Nil	Nil	Nil	Nil	Nil
	December 31, 2019 ⁽¹⁾	Nil	Nil	Nil	Nil	Nil	Nil
James Greig Director	December 31, 2020 ⁽¹⁾	Nil	Nil	Nil	Nil	Nil	Nil
	December 31, 2019 ⁽¹⁾	Nil	Nil	Nil	Nil	Nil	Nil
Andrew Sazama Director	December 31, 2020 ⁽¹⁾	Nil	Nil	Nil	Nil	Nil	Nil

	December 31, 2019 ⁽¹⁾	Nil	Nil	Nil	Nil	Nil	Nil
Dule Vicovac Director	December 31, 2020 ⁽¹⁾	Nil	Nil	Nil	Nil	Nil	Nil
	December 31, 2019 ⁽¹⁾	Nil	Nil	Nil	Nil	Nil	Nil
Broderick Gunning Director	December 31, 2020 ⁽¹⁾	Nil	Nil	Nil	Nil	Nil	Nil
	December 31, 2019 ⁽¹⁾	Nil	Nil	Nil	Nil	Nil	Nil
Aaron Meckler Former Chief Executive Officer, Chief Financial Officer and Director ⁽³⁾	August 31, 2020 ⁽²⁾	146,860	Nil	Nil	Nil	Nil	146,860
	August 31, 2019 ⁽²⁾	Nil	Nil	Nil	Nil	Nil	Nil
Robert Findlay Former Chief Executive Officer, President and Director ⁽⁴⁾	August 31, 2020 ⁽²⁾	Nil	Nil	Nil	Nil	Nil	Nil
	August 31, 2019 ⁽²⁾	Nil	Nil	Nil	Nil	Nil	Nil
Keith Margetson Former Chief Financial Officer ⁽⁵⁾	August 31, 2020 ⁽²⁾	Nil	Nil	Nil	Nil	Nil	Nil
	August 31, 2019 ⁽²⁾	Nil	Nil	Nil	Nil	Nil	Nil
Christopher Verrico Former Director ⁽⁶⁾	August 31, 2020 ⁽²⁾	Nil	Nil	Nil	Nil	Nil	Nil
	August 31, 2019 ⁽²⁾	Nil	Nil	Nil	Nil	Nil	Nil
Michael Meckler Former Director ⁽⁷⁾	August 31, 2020 ⁽²⁾	Nil	Nil	Nil	Nil	Nil	Nil
	August 31, 2019 ⁽²⁾	Nil	Nil	Nil	Nil	Nil	Nil
Joseph Meckler Former Director ⁽⁸⁾	August 31, 2020 ⁽²⁾	Nil	Nil	Nil	Nil	Nil	Nil
	August 31, 2019 ⁽²⁾	Nil	Nil	Nil	Nil	Nil	Nil
Daniel Talkins Former Director ⁽⁹⁾	August 31, 2020 ⁽²⁾	26,896	Nil	Nil	Nil	Nil	26,896
	August 31, 2019 ⁽²⁾	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) Reflecting the year end of CoinAnalyst, being December 31.
- (2) Reflecting the year end of Brandenburg, being August 31.
- (3) Aaron Meckler was appointed as Brandenburg's CEO, CFO and Director on May 4, 2020.

- (4) Robert Findlay became Brandenburg's President on September 18, 2012, the CEO on January 24, 2013, and a Director on July 9, 2012. Robert Findlay resigned as Brandenburg's President, CEO and Director on May 4, 2020.
- (5) Keith Margetson became Brandenburg's CFO on January 29, 2013. Keith Margetson resigned as Brandenburg's CFO on May 4, 2020.
- (6) Christopher Verrico became a Director on September 17, 2013 and resigned as a Director on May 4, 2020.
- (7) Daniel Talkins was appointed a Director on May 4, 2020.
- (8) Joseph Meckler was appointed a Director on September 4, 2020.
- (9) Daniel Talkins was appointed a Director on May 4, 2020.

15.2 Stock Option Plan Awards

As of the date of this Listing Statement, the Resulting Issuer has no options issued and outstanding.

No option-based awards were issued to the named executive officers or directors of CoinAnalyst as at and for the period ended December 31, 2020.

It is expected that options awards held by management will be taken into consideration by the Resulting Issuer Board at the time of any subsequent grants under the Resulting Issuer Stock Plan in determining the quantum or terms of any such subsequent award grants. Resulting Issuer Options (and other awards) may be granted to directors, management, employees and certain service providers as long-term incentives to align the individual's interests with those of the Resulting Issuer. The size of the award grants is anticipated to be in proportion to the deemed ability of the individual to make an impact on the Resulting Issuer's success, as determined by the Resulting Issuer Board. See Section 9 "*Options to Purchase Securities*" and Section 15.5 "*Oversight and Description of Director and Named Executive Officer Compensation – Long-Term Incentives – Options*" to this Listing Statement for details regarding Resulting Issuer Options to be granted to the named executive officers and directors following the completion of the Business Combination.

15.3 Stock Option Plans and Other Incentive Plans

For further details in respect of the Resulting Issuer Option Plan, please see Section 9.2.1 "*Summary of the Resulting Issuer Option Plan*" to this Listing Statement.

15.4 Employment, Consulting and Management Agreements

As the date of this Listing Statement, the Resulting Issuer does not have any agreements that contain termination or change of control provisions.

15.5 Oversight and Description of Director and Named Executive Officer Compensation

Objectives of Compensation Program

The primary objective of the Resulting Issuer's director and executive compensation philosophy is to recruit, retain and motivate top quality individuals at the director and executive level. As such, the Resulting Issuer's director and executive compensation program is designed (a) to assist the Resulting Issuer in reaching its potential by achieving long term goals and success and (b) to encourage and reward its directors and executive officers in connection with the ongoing development of the Resulting Issuer and its operations.

Overview of the Compensation Philosophy

The following principles will guide the Resulting Issuer's overall compensation philosophy:

- compensation will be determined on an individual basis by the need to attract and retain talented high-achievers;
- compensation will be set with reference to the market for similar jobs in peer group companies in both Canada and internationally;
- an appropriate portion of total compensation will be variable and linked to performance of both individual and corporate pre-established goals;
- stock option compensation will serve to align the interests of senior management with shareholder return;
- compensation will be reviewed to ensure that equity is maintained such that individuals in similar jobs and locations are treated fairly; and
- the Resulting Issuer will encourage its employees to continuously maintain and enhance their skills and supports reasonable expenses in order that areas of expertise are maintained.

Compensation Review Process

The Resulting Issuer's executive compensation is intended to be consistent with the Resulting Issuer's business plans, strategies and goals while taking into account various factors and criteria, including competitive factors and the Resulting Issuer's performance. The Resulting Issuer's executive compensation is intended to provide an appropriate overall compensation package that permits the Resulting Issuer to attract and retain highly qualified and experienced senior executives and to encourage superior performance by the Resulting Issuer. The Resulting Issuer's compensation policies are intended to motivate individuals to achieve and to award compensation based on corporate and individual results. Compensation for the NEOs is intended to reflect a fair evaluation of overall performance.

The Resulting Issuer Board will consider the following objectives when reviewing annual compensation:

- align the interests of director and executive officers with the short and long term interests of shareholders;
- link director and executive compensation to the performance of the Resulting Issuer and the individual; and
- compensate directors and executive officers at a level and in a manner that ensures the Resulting Issuer is capable of attracting, motivating, retaining, and inspiring individuals with exceptional skills.

The Resulting Issuer Board would consider the foregoing compensation philosophy, as well as the financial performance of the Resulting Issuer as a whole, in any review of base salaries. The base salary review for the NEOs will be based on an assessment of factors such as current market conditions and particular skills, including leadership ability and management effectiveness, experience, responsibility and proven or expected performance.

The Resulting Issuer Board does not intend to appoint a Compensation Committee and the responsibilities relating to executive and director compensation, including reviewing and recommending director compensation, overseeing the Resulting Issuer's base compensation structure and equity-based compensation program, recommending compensation of the Resulting Issuer's officers and employees, and evaluating the performance of officers generally and in light of annual goals and objectives, will be performed by the Resulting Issuer Board as a whole. The Resulting Issuer Board will also assume responsibility for reviewing and monitoring the long-range compensation strategy for the Resulting Issuer's senior management. The Resulting Issuer Board will review compensation of senior management on an annual basis.

Brandenburg is aware that compensation practices can have unintended risk consequences and is satisfied that the proposed executive compensation program will not encourage the executives to expose the business to inappropriate risk.

When determining individual compensation levels for the Resulting Issuer's NEOs, a variety of factors will be considered including: the overall financial and operating performance of the Resulting Issuer, each NEO's individual performance and contribution towards meeting corporate objectives and each NEO's level of responsibility and length of service.

The Resulting Issuer will adopt the Resulting Issuer Option Plan to assist the Resulting Issuer in attracting, retaining and motivating directors, officers, employees, consultants and contractors of the Resulting Issuer and of its affiliates and to closely align the personal interests of such service providers with the interests of the Resulting Issuer and its shareholders. See Section 9 "*Options to Purchase Securities*" to this Listing Statement.

Elements of Executive Compensation

Compensation of executive officers will include annual compensation in the form of base salary, annual performance-based cash incentives, other annual compensation such as perquisites along with long-term compensation in the form of stock options. The following summarizes the rationale behind the payment of each element of compensation.

Short-Term Incentive Plan

<u>Element of Compensation</u>	<u>Summary and Purpose of Element</u>
Base Salary	Salaries will form an essential component of the Resulting Issuer's compensation mix as they are the first base measure to compare and remain competitive relative to peer groups. Base salaries are fixed and therefore not subject to uncertainty and are used as the base to determine other elements of compensation and benefits.
Annual Performance-Based Cash Incentives	Annual cash bonuses are a variable component of compensation designed to reward the Resulting Issuer's executive officers for maximizing annual performance.
Other Compensation (Perquisites)	Perquisites such as health and life insurance plans, parking, housing and transportation allowances, signing bonuses, and other usual perquisites may be provided for executives in accordance with local practices in order to ensure that the Resulting Issuer's compensation packages are competitive.

Long-Term Incentives

<u>Element of Compensation</u>	<u>Summary and Purpose of Element</u>
Resulting Issuer Options	The granting of Resulting Issuer Options is a variable component of compensation intended to reward the Resulting Issuer's executive officers for the Resulting Issuer's success in achieving its business plans, prudent development of its projects and increases in stock value. Vesting provisions will ensure that Optionees' interests are aligned with longer term interests of the Resulting Issuer's shareholders.

Base Salary

The base salary of each particular executive officer will be determined based on the Resulting Issuer Board's compensation review process, as discussed above.

The Resulting Issuer believes that it is appropriate to establish compensation levels based in large part on benchmarking against comparable companies, both in terms of compensation practices as well as levels of compensation. In this way, the Resulting Issuer will be able to gauge if its compensation is competitive in the marketplace for its talent, as well as ensure that the Resulting Issuer's compensation is reasonable. Accordingly, the Resulting Issuer Board will review the compensation levels for the executive officers against compensation levels of comparable companies.

In determining the base salary and bonus to be paid to the Chief Executive Officer and the Chief Financial Officer, the Resulting Issuer Board will consider the particular responsibilities related to the position, the experience level of the executive officer and the necessary compensation required to retain the executive officer involved. Going forward, in determining the base salaries and bonuses for the Chief Executive Officer and the Chief Financial Officer, the Resulting Issuer Board intends to select an appropriate group of peer companies and review information on the compensation practices for executive compensation using published survey data from both the mining industry and all industries (where appropriate).

Bonuses

Bonuses are performance-based, short-term financial incentives. Bonuses are determined based on the compensation review process. In the future, as the Resulting Issuer grows and develops its projects, it is expected that an annual incentive award program will be formalized that will clearly articulate performance objectives and link specific, measurable goals with individual measurable performance criteria set for senior executives, including the Named Executive Officers and directors.

Other Compensation — Perquisites

During the financial years ended August 31, 2020 and August 31, 2019, with respect to Brandenburg, and December 31, 2020 and December 31, 2019, with respect to CoinAnalyst, no Named Executive Officer or director received any perquisites which in the aggregate were greater than \$50,000 or 10% of the Named Executive Officer's or director's salary.

Long-Term Incentives

The compensation philosophy of the Resulting Issuer will be to provide a market-based blend of base salaries, bonuses and a long-term equity incentive component in the form of options. Bonus and option components of compensation are intended to serve to further align the interests of management with the interests of the Resulting Issuer's shareholders.

Options

The purpose of the Resulting Issuer Option Plan is to attract, retain and motivate directors, officers, employees and other service providers by providing them with the opportunity, through share options, to acquire a proprietary interest in the Resulting Issuer and benefit from its growth. The options are non-assignable and may be granted for a term not exceeding five years.

Other Incentive Payments

No other incentive payments were paid to the named executive officers or directors of Brandenburg or CoinAnalyst during the financial years ended August 31, 2020 and August 31, 2019, with respect to Brandenburg, and December 31, 2020 and December 31, 2019, with respect to CoinAnalyst other than as disclosed in the chart entitled “Table of compensation excluding compensation securities” under Section 15.1 “*Compensation Discussion and Analysis*” to this Listing Statement.

Director Compensation

No compensation was paid to the non-management directors of Brandenburg or CoinAnalyst during the financial years ended August 31, 2020 and August 31, 2019, with respect to Brandenburg, and December 31, 2020 and December 31, 2019, with respect to CoinAnalyst other than as disclosed in the chart entitled “Table of compensation excluding compensation securities” under Section 15.1 “*Compensation Discussion and Analysis*” to this Listing Statement. There is currently no Resulting Issuer Board compensation plan, however, one may be developed in the future. Subject to the Listing, the Resulting Issuer Board will meet to discuss appropriate board compensation that may include an annual retainer fee, meeting fees and committee fees, to non-executive directors. Directors will be reimbursed for all reasonable travel and other expenses incurred by them in attending Resulting Issuer Board or committee meetings.

No share-based or option-based awards were issued to the directors of Brandenburg or CoinAnalyst during the financial years ended August 31, 2020 and August 31, 2019, with respect to Brandenburg, and December 31, 2020 and December 31, 2019, with respect to CoinAnalyst. See Section 9 “*Options to Purchase Securities*” to this Listing Statement for details regarding stock options to be granted to the Resulting Issuer’s directors following the completion of the Business Combination.

15.6 Pension Disclosure

The Resulting Issuer is not anticipated to have a pension plan or defined benefit plan that provides for payments or benefits to the named executive officers or directors at, following, or in connection with retirement.

16. INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No current or former directors, executive officers or employees of the Resulting Issuer, its predecessors or any of their subsidiaries are or were indebted to the Resulting Issuer or its predecessors and no current or proposed director or executive officer or any associate of the foregoing is or was indebted to the Resulting Issuer, its predecessors or any of their subsidiaries or has any indebtedness to another entity which is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Resulting Issuer, its predecessors or any of its subsidiaries.

None of the persons who are currently directors, employees or executive officers of the Resulting Issuer, and none of the associates of such persons, is or has been indebted to the Resulting Issuer, its predecessors or any of their subsidiaries at any time during the most recently completed financial year of each of Brandenburg and CoinAnalyst, respectively, or will be indebted to the Resulting Issuer. Furthermore, none of such persons were indebted to a third party during such period where their indebtedness was the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Resulting Issuer, its predecessors or any of their subsidiaries.

17. RISK FACTORS

The following are certain factors relating to the business of the Resulting Issuer, its predecessors or any of their subsidiaries. These risks and uncertainties are not the only ones facing the Resulting Issuer. Additional risks and uncertainties not presently known to the Resulting Issuer or currently deemed immaterial by the Resulting Issuer, may also impair the operations of the Resulting Issuer. If any such risks actually occur, shareholders of the Resulting Issuer could lose all or part of their investment and the business, financial condition, liquidity, results of operations and prospects of the Resulting Issuer could be materially adversely affected and the ability of the Resulting Issuer to implement its growth plans could be adversely affected.

Risks Associated with the Resulting Issuer

Limited Operating History

The Resulting Issuer has only a limited operating history upon which an evaluation of the company and its prospects can be based. The Resulting Issuer is subject to many risks common to early-stage companies, including under-capitalization, cash shortages, limitations with respect to personnel, financial and other resources and the lack of revenues. There is no assurance that the Resulting Issuer will be successful in achieving a return on shareholders' investment or meeting other metrics of success.

The Resulting Issuer is dependent on retained earnings for substantially all of its working capital needs, and there is no assurance that additional funding will be available to it for further development and growth. There can be no assurance that the Resulting Issuer will be able to obtain adequate financing in the future or that the terms of such financing will be favorable.

The Resulting Issuer incurs substantial expenses in the establishment and operation of its business. A significant portion of the Resulting Issuer's financial resources have been and will continue to be, directed to the development of its business and related activities. The success of the Resulting Issuer will ultimately depend on its ability to generate cash from its business. There is no assurance that the required funds will be available for future expansion of the Resulting Issuer's business. If the Resulting Issuer does not have access to the required funds to continue the operation and development of its business and operational activities, and to the extent that it does not generate cash flow and income, the Resulting Issuer's long-term viability may be materially and adversely affected.

Future Capital Needs, Uncertainty of Additional Financing

The ability of the Resulting Issuer to secure any required financing to sustain operations and expansion plans will depend on part upon prevailing capital market conditions and business success. There can be no assurance that the Resulting Issuer will be successful in its efforts to secure any additional financing or additional financing on terms satisfactory to management.

The Resulting Issuer currently anticipates that the internally generated funds will be sufficient for working capital requirements. However, the Resulting Issuer will need to raise additional funds in order to support more rapid expansion, develop new or enhanced services and products, respond to competitive pressures, acquire complementary businesses or technologies or take advantage of unanticipated opportunities. The Resulting Issuer may be required to raise additional funds through public or private financing, strategic relationships or other arrangements. There can be no assurance that such additional funding, if needed, will be available on terms attractive to the Resulting Issuer, or at all.

Furthermore, any additional equity financing may be dilutive to shareholders and debt financing, if available, may involve restrictive covenants. If additional funds are raised through the issuance of equity

securities, the percentage ownership of the shareholders of the Resulting Issuer will be reduced, shareholders may experience additional dilution in net book value per share, or such equity securities may have rights, preferences or privileges senior to those of the holders of Resulting Issuer Shares. If adequate funds are not available on acceptable terms the Resulting Issuer may be unable to develop or enhance its business, take advantage of future opportunity or respond to competitive pressures, any of which could have a material adverse effect on the Resulting Issuer's business, financial condition and operating results.

Management of Growth

The Resulting Issuer may experience rapid growth in its business. Growth may lead to increased responsibilities for existing personnel, the hiring of additional personnel and, in general, higher levels of operating expenses. In order to manage its current operations and any future growth effectively, the Resulting Issuer will need to continue to implement and improve its operational, financial, and management information systems, as well as hire, manage and retain its employees and maintain its corporate culture including technical and customer services standards. There can be no assurance that the Resulting Issuer can manage such growth effectively or that its management personnel, or systems will be able to handle rapid growth. Any failure to properly manage the business on a cost effective basis or to otherwise properly manage the business expansion may have a material adverse impact on the business, financial condition, and operating results of the Resulting Issuer.

Future Profits/Losses and Production Revenues/Expenses

Further acquisitions of companies in the cryptocurrency asset sector and the further development and ongoing operation of the Platform will require additional capital and monthly expenses. The Resulting Issuer's operating expenses and capital expenditures may increase in subsequent years as needed. There is no assurance that the Resulting Issuer will be successful in obtaining the required financing for these or other purposes, including for general working capital.

The Resulting Issuer may invest in new products and initiatives to generate revenue. There are no assurances these approaches will be successful. If the Resulting Issuer is not successful with new approaches to monetization, it may not be able to generate revenue and profit or recover any associated development costs. This may result in a material adverse impact on the business, financial condition, and operating results of the Resulting Issuer.

The amount and timing of expenditures will depend on the progress of ongoing development of the Platform, the rate at which operating losses are incurred, the execution of any joint venture agreements with strategic partners, and other factors, many of which are beyond the Resulting Issuer's control. The Resulting Issuer's management tested and studied the cryptocurrency asset sector before developing its Platform. The Resulting Issuer's forecasts are built upon data available on the profitability of cryptocurrency, a new and unstable field. Despite the Resulting Issuer's confidence in achieving its projections, it may fail to meet its performance forecasts set out in this Listing Statement.

Competition

The Resulting Issuer operates in a highly competitive industry, and the Resulting Issuer will compete with other companies in the cryptocurrency asset sector, some of which may have greater resources and experience. The Resulting Issuer may not be able to generate revenue or profit due to competition in the cryptocurrency asset sector. The Resulting Issuer faces competition from established blockchain technology companies and from new market entrants due to low barriers of entry; either of which may compete on price, quality of services and support, product features and functionality, ongoing product enhancements, and reputation. Moreover, because the cryptocurrency industry is evolving and characterized by

technological change, it is difficult for the Resulting Issuer to predict whether, when, and by whom new competing technologies may be introduced or when new competitors may enter the market. The Resulting Issuer believes that to remain competitive it must compete on its product offerings, innovative development, human capital, and timely service provision. There are no assurances that the Resulting Issuer will be competitive and a failure to generate market share may result in a material adverse impact on the business, financial condition, and operating results of the Resulting Issuer.

Protection of the Resulting Issuer's Intellectual Property

The Resulting Issuer intends to rely substantially on proprietary technology, nondisclosure and other contractual agreements, and technical measures to protect its technology, applications and design know-how. The Resulting Issuer cannot assure that steps taken to protect its intellectual property will be adequate, that its competitors will not independently develop or patent substantially equivalent or superior technologies, or be able to design around any future patents that the Resulting Issuer may receive, or that its intellectual property will not be misappropriated.

The Resulting Issuer is currently not aware of any third-party patents, patent applications, or other intellectual property relevant to its products that may block the Resulting Issuer's use of the Resulting Issuer's intellectual property or may be used in third-party products that compete with the Resulting Issuer's products or processes. There is a risk that another party may obtain a blocking patent and the Resulting Issuer would need to either obtain a license or design around the patent in order to continue to offer the contested feature or service in its products. In the event that the Resulting Issuer faces litigation in relation to its intellectual property, the Resulting Issuer may incur substantial litigation costs defending against such claims. Any of the intellectual property risk, should they occur, may have a material adverse impact on the business, financial condition, and operating results of the Resulting Issuer.

Discretion Regarding Use of Available Funds

The Resulting Issuer currently intends to use its funds as described in this Listing Statement. However, the Resulting Issuer's management will have discretion in the actual application of available funds. The Resulting Issuer may elect to allocate available funds differently than as described herein if the Resulting Issuer believes it would be in the Resulting Issuer's best interests to do so. The failure by the Resulting Issuer's management to apply these funds effectively could have a material adverse effect on the Resulting Issuer, its business or its financial performance. The Resulting Issuer will not pay cash dividends in the foreseeable future, as any earnings are expected to be retained for use in developing and expanding operations. The actual amount of any future dividends, if any, received from the Resulting Issuer will remain subject to the discretion of the Resulting Issuer Board and will depend on results of operations, cash requirements and future prospects of the Resulting Issuer.

Loss of Key Employees

The Resulting Issuer will be dependent on the services of key executives, including the Chief Executive Officer of the Resulting Issuer, and a small number of highly skilled and experienced executives and personnel. Due to the relatively small size of the Resulting Issuer, the loss of these persons or the Resulting Issuer's inability to attract and retain additional highly skilled employees may adversely affect its business and future operations. In the event a key employee leaves the company, the Resulting Issuer may not have the financial resources to develop or maintain its business until it replaces the individual. The development of the business of the Resulting Issuer will be dependent on its ability to attract and retain highly qualified management and key personnel. The Resulting Issuer will face competition for personnel from other employers. If the Resulting Issuer is unable to attract or retain qualified personnel as required, it may not be able to adequately manage and implement its business plan.

Industry Risks

New and Emerging Industry

The Resulting Issuer is operating a business in a relatively new and emerging industry that faces multiple hurdles and risks including slow pace of market adoption of cryptocurrencies, changes in regulations, dependence on blockchain technology protocol, internet infrastructure, security and fraud, competition from government and banks, risk of system wide failure and the ability of the Resulting Issuer to develop, maintain and operate its systems given the rapid changes in the industry. Currently, blockchain software is dependent on the widespread acceptance of cryptocurrency as a means of payment within the digital economy. For a number of reasons, including, for example, the lack of recognized security technologies, inefficient processing of payment transactions, problems in the handling of warranty claims, limited user-friendliness, inconsistent quality, lack of availability of cost-efficient high-speed services and lack of clear universally applicable regulation as well as uncertainties regarding proprietary rights and other legal issues, it can't be ruled out that such cryptocurrency activities may prove in the long run to be an unprofitable means for businesses.

All the risks factors presented in this section can impact the Resulting Issuer's operations and may have a material adverse impact on the business, financial condition, and operating results.

Securities Regulation

The SEC and CSA have outlined concerns regarding the cryptocurrency and ICO markets, including that, as they are currently operating, there is substantially less investor protection than in traditional securities markets, with correspondingly greater opportunities for fraud and manipulation. Investors should understand that to date no initial coin offerings have been registered with the SEC. The SEC also has not to date approved for listing and trading any exchange-traded products (such as ETFs) holding cryptocurrencies or other assets related to cryptocurrencies.

In addition, the SEC and the CSA have issued investor alerts, bulletins and statements on initial coin offerings and cryptocurrency-related investments, including with respect to the marketing of certain offerings and investments by celebrities and others.

While it has been asserted that cryptocurrencies are not securities and that the offer and sale of cryptocurrencies are beyond the jurisdiction of the SEC and the CSA, whether that assertion proves correct with respect to any digital asset that is labeled as a cryptocurrency will depend on the characteristics and use of that particular asset. As a result, risks can be amplified, including the risk that market regulators, such as the SEC and the CSA, may not be able to effectively pursue bad actors or recover funds. On August 24, 2017, the CSA published CSA Staff Notice 46-307 Cryptocurrency Offerings, which among other things, outlines how securities law requirements may apply to issuers, cryptocurrency investment funds and the cryptocurrency exchanges trading these products. The Staff Notice provides guidance on the applicability of Canadian securities laws to cryptocurrency offerings and cryptocurrency investment funds and comments on, among other things, the intersection of securities laws and investment funds, which provide investors with the opportunity to obtain exposure to cryptocurrencies, or baskets of cryptocurrencies, that they may not otherwise have. The CSA subsequently issued Staff Notice 46-308 Securities Law Implications for Offerings of Tokens, which provided follow-up guidance on token offerings. As discussed herein, the Resulting Issuer plans to continue to invest in cryptocurrency businesses. In this manner, investors in Resulting Issuer Shares will have exposure to cryptocurrencies. However, unlike the investment funds described in the Staff Notice, the Resulting Issuer is not an investment company or manager of investment funds. Moreover, the Resulting Issuer does not believe that it is engaged in the primary business of investing, reinvesting, or trading in securities, and the Resulting Issuer does not hold

itself out as being primarily engaged in those activities. There is a risk that regulators take a different view. Investors in Resulting Issuer Shares should be aware that the current regulation of cryptocurrencies and the interpretation of applicable laws are subject to change. The current trends relating to these matters could change at any time and negatively affect the Resulting Issuer's operations and business.

On March 29, 2021, the CSA published CSA Staff Notice 21-329 Guidance for Crypto-Asset Trading Platforms: Compliance with Regulatory Requirements. The Resulting Issuer does not operate a marketplace as defined in National Instrument 21-101 Marketplace Operation, as it is primarily an information provider, with some functions of a market data vendor in the crypto asset sector. To the extent that copy trading may require a dealer registration, the Resulting Issuer only provides copy trading services in Germany, where it has obtained the requisite licenses to engage in such activity. It may or may not expand its copy trading service to Canada in the future; however, if and when it will engage in copy trading or any other registerable activity, it will consider the application of Canadian securities law by seeking appropriate dealer/advisor registration.

Future Success Dependent on the Adoption of Digital Assets, Utility Tokens, and Cryptocurrencies

There are no assurances of widespread adoption of digital assets, utility tokens, and cryptocurrencies. The Resulting Issuer believes that there is a growing market for blockchain technology products and services, especially those offered or anticipated to be offered by the Resulting Issuer. However, if such market fails to materialize, the Resulting Issuer may need to commit greater resources than are currently available to develop a commercially viable and competitive product or technological solution. Moreover, there can be no assurance that the Resulting Issuer will have sufficient financial resources to fund such development or that such development would be successful.

Limited History of De-Centralized Financial Systems

Compared with traditional and existing centralized financial systems, the cryptocurrency financial system is relatively new and has only limited history. Online cryptocurrency exchanges and trades therein operate with comparatively little regulation and are particularly liable to platform failures and fraudulent activities, which may have an effect on underlying prices of cryptocurrencies. Although law makers increasingly regulate the use and applications of cryptocurrencies, and software is being developed to curtail speculative and malicious activities, there can be no assurances that those measures will sufficiently deter those and other illicit activities, in the future.

Traditional banks and banking services may limit or refuse the provision of banking services to businesses that provide cryptocurrency-related services and may refuse to accept money derived from cryptocurrency-related businesses. This may make management of bank accounts held by companies operating in the field difficult. A number of companies that provide cryptocurrency-related services have been unable to find banks that are willing to provide them with bank accounts and banking services. Similarly, a number of such companies have had their existing bank accounts closed by their banks. Banks may refuse to provide bank accounts and other banking services to cryptocurrency-related companies for a number of reasons, such as perceived compliance risks or costs.

Valuation and Price Volatility of Cryptocurrencies

Cryptocurrency prices are highly volatile, can fluctuate substantially and are affected by numerous factors beyond the Resulting Issuer's control, including hacking, demand, inflation and expectations with respect to the rate of inflation, global or regional political or economic events. If cryptocurrency prices should decline and remain at low market levels for a sustained period, the Resulting Issuer could determine that it is not economically feasible to continue its activities.

Cryptocurrencies may be subject to momentum pricing, which is typically associated with growth stocks and other assets whose valuation, as determined by the investing public, accounts for anticipated future appreciation in value. Cryptocurrency market prices are determined primarily using data from various exchanges, over-the-counter markets, and derivative platforms. Momentum pricing may have resulted, and may continue to result, in speculation regarding future appreciation in the value of cryptocurrencies, inflating and making their market prices more volatile. As a result, they may be more likely to fluctuate in value due to changing investor confidence in future appreciation (or depreciation) in their market prices, which could adversely affect the number of subscribers to the Resulting Issuer's Platform.

Political and Regulatory Risk

The Resulting Issuer's operations will be subject to changes in political conditions and regulations within Canada. Changes in or more aggressive enforcement of laws and regulations in the cryptocurrency asset sector could adversely impact the Resulting Issuer's business. Governments and central banks may decide that cryptocurrencies and blockchain technology represent a threat to the regulation of the monetary system, both in Canada and abroad, and may impose regulations and internal policies severely limiting or even outright banning cryptocurrencies and any related businesses. Such an event may have a material adverse impact on the business, financial condition, and operating results of the Resulting Issuer.

On-going and future regulatory changes or actions may alter the nature of an investment in the Resulting Issuer. Failure or delays in obtaining necessary approvals could have a materially adverse effect on the Resulting Issuer's financial condition and results of operations. The legal status of cryptocurrency varies substantially from country to country and is still undefined and changing in many of them. Consequently, the nature of cryptocurrency at this present stage is highly speculative. For example, if a regulator decides at any stage that a cryptocurrency is not in compliance to an existing or new regulation, the cryptocurrency will lose its value quickly and be cease traded. This could negatively affect demand for the Resulting Issuer's product offerings.

The effect of any future regulatory change on the Resulting Issuer is impossible to predict, but such change could be substantial and adverse to the Resulting Issuer. Canada may in the future curtail or outlaw, the acquisition, use or redemption of cryptocurrencies. Governments may also take regulatory action that may increase the cost and/or subject companies in the cryptocurrency asset sector to additional regulation. By extension, similar actions by other governments, may result in the restriction of the acquisition, ownership, holding, selling, use or trading in the Resulting Issuer Shares. Such a restriction may adversely affect the Resulting Issuer's shareholders.

Internet Infrastructure

The Resulting Issuer is an Internet-based company. Its success is predicated on the continued widespread use and stability of the Internet, including the necessary speed, data capacity, security, and the timely development of complementary products such as high-speed communication tools for providing reliable Internet access and services. Blockchain technology has experienced, and is expected to continue to experience, significant growth in users and content. There are no assurances that current Internet infrastructure can support the demands of blockchain technology and any Internet challenges or interruptions may have a material adverse impact on the business, financial condition, and operating results of the Resulting Issuer.

Permits and Licenses

The operations of the Resulting Issuer may require licenses and permits from various governmental authorities. There can be no assurance that the Resulting Issuer will be able to obtain all necessary licenses

and permits that may be required. Furthermore, failure or delays in obtaining necessary approvals for licenses and permits could have a materially adverse effect on the Resulting Issuer's financial condition and result of operations.

Global Financial Conditions

Global financial conditions over the last few years have been characterized by volatility and the bankruptcy of several financial institutions or the rescue thereof by governmental authorities. These factors may affect the ability of the Resulting Issuer to obtain equity or debt financing in the future on terms favourable to it. Additionally, these factors, as well as other related factors, may cause decreases in asset values that are deemed to be other than temporary, which may result in impairment losses. If such levels of volatility and market turmoil continue, the operations of the Resulting Issuer may suffer adverse impact and the price of the Resulting Issuer Shares may be adversely affected.

Cyberattacks and Hacking

The Resulting Issuer remains susceptible to potentially illegal or improper uses of its products and services due to increasing sophistication on the part of criminals in relation to Internet services. Hackers or other groups may attempt to interfere with the Resulting Issuer's network software in any number of ways, including without limitation, malware attacks or consensus-based attacks. There can be no assurance that strict measures taken by the Resulting Issuer will stop all illegal or improper uses of its services and any security breach may have a material adverse impact on the business, financial condition, and operating results of the Resulting Issuer.

Investment Risks

Investment in the Resulting Issuer's Shares are Highly Speculative

The Resulting Issuer's shares should be considered highly speculative due to the high degree of risk associated the Resulting Issuer's business (emerging cryptocurrency asset sector) and the early stages of its new business model development. In evaluating the Resulting Issuer and its business, investors should carefully consider, in addition to the information contained in this Listing Statement, all of the risks listed in Section 17. The list is not exhaustive and investors should carefully consider all the risks and uncertainties that are not known to the Resulting Issuer or considered immaterial at this time, which may later have adverse effect on the Resulting Issuer's business, financial condition, operating results or prospects. The purchase of the Resulting Issuer Shares should only be undertaken by investors who have the financial resources to undertake such high degree of risks and are prepared to lose their entire investment. In addition, it is recommended that the investment in the Resulting Issuer should not constitute a major portion of an investor's portfolio due to the speculative nature of the Resulting Issuer Shares.

Dilution or Subordinated Shareholder Rights, Privileges, and Preferences as a Result of Financing Efforts

The Resulting Issuer plans to raise additional capital from external sources to carry out its business plan over the next 12 months. To do so, it may issue debt securities, equity securities, or a combination of these securities. The Resulting Issuer may not be able to sell these securities. Even if the Resulting Issuer is successful in finding buyers for its securities, such buyers could demand high interest rates or require the Resulting Issuer to agree to onerous operating covenants, which could, in turn, harm its ability to operate its business by reducing cash flow and restricting its operating activities. In addition, any Resulting Issuer Shares issued may have rights, privileges, and preferences superior to those of the Resulting Issuer's current shareholders.

No Assurance of Active Market for Resulting Issuer Shares

Upon completion of the Business Combination, the Resulting Issuer Shares will be listed on the CSE, however, there can be no assurance that an active and liquid market for the Resulting Issuer Shares will develop or be maintained and an investor may find it difficult to resell any securities of the Resulting Issuer.

Dividends

No dividends on any of the CoinAnalyst Shares or Brandenburg Shares have been paid by either CoinAnalyst or Brandenburg to date. Brandenburg and CoinAnalyst currently plan that, assuming the Listing, the Resulting Issuer will retain all future earnings and other cash resources, if any, for the future operation and development of its business. Payment of any future dividends by the Resulting Issuer, if any, will be at the discretion of the Resulting Issuer Board after taking into account many factors, including the Resulting Issuer's operating results, financial condition, and current and anticipated cash needs.

Future Sales of Resulting Issuer Shares by Existing Shareholders

Sales of a large number of Resulting Issuer Shares in the public markets, or the potential for such sales, could decrease the trading price of the Resulting Issuer Shares and could impair the Resulting Issuer's ability to raise capital through future sales of Resulting Issuer Shares. Each of Brandenburg and CoinAnalyst have previously completed private placements at prices per share which are from time to time lower than the market price of the Brandenburg Shares and the CoinAnalyst Shares, respectively. Accordingly, a significant number of shareholders of the Resulting Issuer have an investment profit in the Resulting Issuer Shares that they may seek to liquidate.

Controlling Shareholder Risk

Since the Resulting Issuer is controlled by current insiders, non-management shareholders will be unable to affect outcomes in matters requiring shareholder approval. Insiders of the Resulting Issuer beneficially own 51,604,353 of the issued and outstanding Resulting Issuer Shares, representing approximately 70.27% of the issued and outstanding Resulting Issuer Shares. By virtue of their status as the principal shareholders of the Resulting Issuer, and by being directors and officers of the Resulting Issuer, the promoters have the power to exercise significant influence over all matters requiring shareholder approval, including the election of directors, amendments to the Resulting Issuer's articles and by-laws, mergers, business combinations and the sale of substantially all of the Resulting Issuer's assets. As a result, the Resulting Issuer could be prevented from entering into transactions that could be beneficial to the Resulting Issuer or its other shareholders. Also, third parties could be discouraged from making a take-over bid. As well, sales by the promoters of a substantial number of Resulting Issuer Shares could cause the market price of the Resulting Issuer Shares to decline.

Coronavirus (COVID-19) and health crises

The current outbreak of the novel Coronavirus (COVID-19) and any future emergence and spread of similar pathogens could have an adverse impact on global economic conditions which may adversely impact the Resulting Issuer's operations, and the operations of its suppliers, contractors and service providers, and the ability to obtain financing and maintain necessary liquidity. The outbreak of COVID-19 and political upheavals in various countries have caused significant volatility in commodity prices. The outbreak is causing companies and various international jurisdictions to impose restrictions such as quarantines, business closures and travel restrictions.

While these effects are expected to be temporary, the duration of the business disruptions and related financial impact cannot be reasonably estimated at this time. Similarly, the Resulting Issuer cannot estimate whether or to what extent this may affect its plan of distribution, use of proceeds and timelines, business and disclosed milestones and corporate structure. Furthermore, if any Resulting Issuer personnel or consultants become infected with Coronavirus or similar pathogens, it could have a material negative impact on the Resulting Issuer's operations and prospects.

Beyond the duration of restrictions imposed by governments, the potential for immense financial damage to the global economy may result in governments resorting to further mitigate, preserve or restore policy measures to maintain their economies the including the imposition of royalties, net profits payments, new taxes, tax increases or other claims by government entities; a disregard for due process and the rule of law by local courts; renegotiation or nullification of existing permits, licenses and concessions and contracts; the risk of expropriation and nationalization of assets and delays in obtaining or the inability to obtain necessary governmental permits.

18. PROMOTERS

Pascal Lauria, the Founder and Chief Executive Officer of CoinAnalyst, may be considered a promoter of the Resulting Issuer within the meaning of relevant Canadian securities legislation.

As of the date of this Listing Statement, Mr. Lauria beneficially owns or exercises control or direction over 35,244,452 Resulting Issuer Shares, which comprises approximately 47.99% of all issued and outstanding Resulting Issuer Shares.

19. LEGAL PROCEEDINGS

There is currently a pending litigation in the amount of €41,000.00 by savedroid against CoinAnalyst. The Resulting Issuer is actively engaged with its lawyers and believes that savedroid breached the contract between the parties and is therefore prepared to litigate the claim.

Management of the Resulting Issuer is not aware of any other such material legal proceedings contemplated against the Resulting Issuer. There are no penalties or sanctions imposed against the Resulting Issuer by a court relating to provincial and territorial securities legislation or by a securities regulatory authority within the three years immediately preceding the date of this Listing Statement. There are no other penalties or sanctions imposed by a court or regulatory body against the Resulting Issuer necessary to contain full, true and plain disclosure of all material facts relating to the securities being listed. There are no settlement agreements that the Resulting Issuer has entered into before a court relating to provincial and territorial securities legislation or with a securities regulatory authority within the three years immediately preceding the date this Listing Statement.

20. INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as described below and elsewhere in this Listing Statement, no proposed director, executive officer or person or company that, upon Listing, beneficially owns, or controls or directs, directly or indirectly, more than 10% of any class or series of outstanding voting securities of the Resulting Issuer, or any associate or affiliate of any such person or company, has or had any material interest, direct or indirect, in any transaction that has materially affected or is reasonably expected to materially affect the Resulting Issuer.

21. AUDITORS, TRANSFER AGENT AND REGISTRAR

21.1 Auditors

The auditors of the Resulting Issuer is Fazzari + Partners LLP at its principal office located at 3300 Highway 7, Suite 901, Vaughan, Ontario L4K 4M3.

21.2 Transfer Agent and Registrar

The transfer agent and registrar of the Resulting Issuer is Odyssey Transfer Inc. at its principal transfer office in Toronto, Ontario.

22. MATERIAL CONTRACTS

Other than as disclosed in this Listing Statement, the Resulting Issuer has not entered into any material contracts, other than contracts entered into the ordinary course of business.

Copies of the following material contracts are, or will be, available under the Resulting Issuer's profile on SEDAR at www.sedar.com upon Listing:

- (a) the Definitive Agreement dated August 6, 2021 between Brandenburg, CoinAnalyst and the CoinAnalyst Shareholders.

A copy of the material contracts may be inspected during normal business hours at the Resulting Issuer's principal office located at 833 Seymour Street, Suite 3606, Vancouver, British Columbia, V6B 0G4.

23. INTEREST OF EXPERTS

As of October 26, 2021, Stern & Lovrics LLP (the auditors of Brandenburg) and Fazzari + Partners LLP (the auditors of the Resulting Issuer) have reported that they are independent in accordance with the rules of professional conduct of the Institute of Chartered Accountants of Ontario.

24. OTHER MATERIAL FACTS

There are no other material facts that are not elsewhere disclosed herein and which are necessary in order for this document to contain full, true and plain disclosure of all material facts relating to the Resulting Issuer and its securities (including the securities of any predecessor entity thereto).

25. FINANCIAL STATEMENTS

The financial statements of Brandenburg as at and for the nine months ended May 31, 2021, and for the years ended August 31, 2020, August 31, 2019, and August 31, 2018 are attached hereto as Appendix "A".

The financial statements of CoinAnalyst as at and for the six months ended June 30, 2021 and for the years ended December 31, 2020 and December 31, 2019 are attached hereto as Appendix "B".

The pro forma consolidated financial statements of the Resulting Issuer are attached hereto as Appendix "C".

The MD&A of Brandenburg for the nine months ended May 31, 2021, and for the years ended August 31, 2020 and August 31, 2019 are attached hereto as Appendix "D".

The MD&A of CoinAnalyst as at and for the six months ended June 30, 2021 and for the years ended December 31, 2020 and December 31, 2019 are attached hereto as Appendix “E”.

CERTIFICATE OF THE RESULTING ISSUER

Pursuant to a resolution duly passed by the Resulting Issuer Board, the Resulting Issuer hereby applies for the listing of the above mentioned securities on the CSE. The foregoing contains full, true and plain disclosure of all material information relating to the Resulting Issuer. It contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in light of the circumstances in which it was made.

Dated at Toronto, Ontario, this 26th day of October, 2021.

signed "Pascal Lauria"

Chief Executive Officer

Pascal Lauria

signed "John Ross"

Chief Financial Officer

John Ross

signed "Andrew Sazama"

Director

Andrew Sazama

signed "Broderick Gunning"

Director

Broderick Gunning

APPENDIX “A”

BRANDENBURG CONSOLIDATED FINANCIAL STATEMENTS

(As at and for the nine months ended May 31, 2021, and for the years ended August 31, 2020, August 31, 2019, and August 31, 2018)

[See attached.]

Brandenburg Energy Corp.

Interim Financial Statements

For the Nine Months Ended

May 31, 2021 and 2020

(Stated in Canadian Dollars)

Brandenburg Energy Corp.

INTERIM FINANCIAL STATEMENTS

May 31, 2021 and 2020

(EXPRESSED IN CANADIAN DOLLARS)

INDEX	PAGE
Interim Statements of Financial Position	1
Interim Statements of Loss and Comprehensive Loss	2
Interim Statements of Changes in Shareholders' Equity	3
Interim Statements of Cash Flows	4
Notes to the Interim Financial Statements	5

Brandenburg Energy Corp.
Interim Statements of Financial Position
(Stated in Canadian Dollars - Unaudited)

AS AT

	Note	May 31, 2021	August 31, 2020
ASSETS			
Cash		\$ 19,294	\$ 87,761
HST Receivable		13,266	432
TOTAL CURRENT ASSETS		32,560	88,193
NON-CURRENT ASSETS			
Investments	5	10	-
TOTAL ASSETS		\$ 32,570	\$ 88,193
LIABILITIES			
Current liabilities			
Accounts payable and accrued	4	\$ 41,212	\$ 225,356
TOTAL LIABILITIES		41,212	225,356
SHAREHOLDERS' DEFICIT			
Share capital	7	2,761,670	2,587,914
Reserve	7	1,372,107	1,372,107
Deficit		(4,142,419)	(4,097,184)
TOTAL DEFICIT		(8,642)	(137,163)
TOTAL LIABILITIES AND SHAREHOLDERS' DEFICIT		\$ 32,570	\$ 88,193

Going Concern – Note 1

Subsequent Event – Note 10

Approved on behalf of the Board:

Aaron Meckler
Director

Danial Talkins
Director

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

Brandenburg Energy Corp.
Interim Statements of Loss and Comprehensive Loss
For the nine months ended May 31
(Stated in Canadian Dollars - Unaudited)

		Three months ended		Nine months ended	
	Note	May 31, 2021	May 31, 2020	May 31, 2021	May 31, 2020
Expenses					
Professional fees		\$ 17,012	\$ 1,750	\$ 34,673	\$ 5,250
Public company fees		5,321	3,265	9,773	3,265
Management fees		-	50,000	-	50,000
General and administrative		41	-	789	-
		(22,374)	-	(45,235)	(58,515)
Loss/Income and Comprehensive loss/Income for the period		\$ (22,374)	\$ (55,015)	\$ (45,235)	\$ (58,515)
Loss/Income per share – basic and diluted		\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)
Weighted average number of shares outstanding – basic and diluted		296,230,273	17,474,27	247,041,994	17,474,273

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

Brandenburg Energy Corp.
Interim Statements of Changes in Shareholders' Deficit
For the periods ended May 31, 2021 and 2020
(Stated in Canadian Dollars - Unaudited)

	Note	Number of shares	Amount	Reserves	Deficit	Total
Balance at August 31, 2019		17,474,273	\$ 2,482,914	\$ 1,372,107	\$ (3,866,776)	\$ (11,755)
Net and comprehensive loss for the period		-	-	-	(3,500)	(3,500)
Balance at May 31, 2020		122,474,273	2,482,914	1,372,107	(3,870,276)	(15,255)
Private placement	6	105,000,000	105,000	-	-	105,000
Net and comprehensive loss for the period		-	-	-	(226,908)	(226,908)
Balance at August 31, 2020		122,474,273	2,587,914	1,372,107	(4,097,184)	(137,163)
Shares for debt	6	173,756,000	173,756	-	-	173,756
Net and comprehensive loss for the period		-	-	-	(45,235)	(45,235)
Balance at May 31, 2021		296,230,273	\$ 2,761,670	\$ 1,372,107	\$ (4,142,419)	\$ -8,642

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

Brandenburg Energy Corp.
 Interim Statements of Cash Flows
 For the nine-month periods ended May 31
 (Stated in Canadian Dollars - Unaudited)

	2021	2020
Operating Activities		
Net loss for the period	\$ (45,235)	\$ (58,515)
Changes in non-cash working capital items:		
HST receivable	(12,834)	-
Accounts payable and accrued	(10,388)	55,250
Net cash flows used in operating activities	(68,457)	(3,265)
Investing Activities – Investment	(10)	-
Financing Activities – Capital Stock	-	105,000
Change in cash during the period	(68,467)	101,735
Cash, beginning of the year	87,761	-
Cash, end of the period	\$ 19,294	\$ 101,735
Non-Cash Items		
Shares for debt	\$ 173,756	-

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

Brandenburg Energy Corp.
Notes to the Interim Financial Statements
For the nine-month periods ended May 31, 2021 and 2020
(Stated in Canadian Dollars - Unaudited)

1. Corporate Information

Brandenburg Energy Corp. (the “**Company**”) was incorporated under the Business Corporations Act (British Columbia) on 1 November 2007. The Company is focused on identifying suitable assets or businesses to acquire or merge with, with a view to maximizing value for shareholders. The Company was previously in the business of acquiring and exploring mineral and oil and gas properties. The recoverability of the amounts expended by the Company on acquiring and exploring mineral and oil and gas properties was dependent upon the existence of economically recoverable reserves, the ability of the Company to complete the acquisition and/or development of the properties and upon future profitable production.

The Company’s securities are not presently listed on any stock exchange. However, the Company’s securities are subject to a cease trade order issued by the British Columbia Securities Commission dated January 6, 2015 (the “**Cease Trade Order**”) and by the Alberta Securities Commission on April 7, 2015, for failure to file certain continuous disclosure filings required under applicable securities laws. The Company applied for partial revocation of the Cease Trade Order, and on June 9, 2020, the British Columbia Securities Commission and Alberta Securities Commission granted a partial revocation of the Cease Trade Order, which allowed the Company to complete a private placement of up to \$145,000. On June 17, 2020, the Company issued 105,000,000 common shares via a private placement for proceeds of \$105,000.

The Company’s interim financial statements as at May 31, 2021 and 2020 and for periods then ended have been prepared on a going concern basis, which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business. The Company has a loss of \$45,235 for the period ended May 31, 2021 (year ended August 31, 2020 - \$230,408) and has an accumulated deficit of \$4,142,419 at May 31, 2021 (August 31, 2020 – deficit of \$4,097,184).

The Company had cash of \$19,294 at May 31, 2021 (August 31, 2020 - \$87,761), and management cannot provide assurance that the Company will ultimately achieve profitable operations or become cash flow positive, or raise additional debt and/or equity capital. Management believes that the Company will acquire capital resources to continue operating and maintain its business strategy during fiscal 2021. Management is aware in making its assessment, of material uncertainties related to events or conditions that may cast significant doubt upon the Company’s ability to continue as a going concern. These interim financial statements do not include any adjustments related to the recoverability and classification of assets or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

The Company’s registered office is 1049 Chilco Street, Vancouver, British Columbia, V6G 2R7.

On March 11, 2020, the World Health Organization declared COVID-19 a global pandemic. This contagious disease outbreak and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, leading to an economic downturn. The impact on the Company is not currently determinable, but management continues to monitor the situation.

On March 17, 2021, the Company announced that it had entered into a letter agreement with Coin Analyst UG, an arm’s-length, German big-data digital asset technology platform (“**Target**”).

These financial statements of the Company were approved and authorized for issue by the Board of Directors (the “**Board**”) on June 30, 2021.

2. Basis of Preparation

Statement of Compliance with International Financial Reporting Standards

The Company applies International Financial Reporting Standards (“**IFRS**”) as issued by the International Accounting Standards Board (“**IASB**”) and interpretations of the IFRS Interpretations Committee (“**IFRIC**”).

Brandenburg Energy Corp.
Notes to the Interim Financial Statements
For the nine-month periods ended May 31, 2021 and 2020
(Stated in Canadian Dollars - Unaudited)

These interim financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting. Accordingly, they do not include all of the information required for full annual financial statements required by IFRS as issued by the IASB. The policies applied in these unaudited interim financial statements are based on IFRS issued and outstanding as of June 30, 2021, the date the Board approved the statements. The same accounting policies and methods of computation are followed in these interim financial statements as compared with the most recent annual financial statements as at and for the year ended August 31, 2020. Any subsequent changes to IFRS that are given effect in the Company's annual financial statements for the year ending August 31, 2021 could result in restatement of these interim financial statements.

Basis of Measurement

These interim financial statements have been prepared on an accrual basis and are based on historical costs except for certain financial instruments, which are measured at fair value as explained in the significant accounting policies set out in Note 3. The interim financial statements are presented in Canadian dollars, which is the Company's functional currency.

3. Significant Accounting Policies

Significant accounting judgment and estimates

The preparation of the Company's interim financial statements in conformity with IFRS requires management to make judgments, apart from those requiring estimates, in applying accounting policies. The most significant judgments in applying the Company's interim financial statements include:

- the assessment of the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty;
- the classification of financial instruments; and
- the determination of the functional currency of the parent company and its subsidiary.

The preparation of the Company's interim financial statements in conformity with IFRS requires the Company to make estimates and assumptions concerning the future. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

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

Share-based Payments

The Company operates an incentive stock option plan. Share-based payments to employees are measured at the fair value of the instruments issued and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The fair value of share-based payments is charged to the statement of comprehensive loss with a corresponding credit recorded to the reserve account. The fair value of options is determined using the Black-Scholes Option Pricing model. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognized for services received as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest.

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to the statement of comprehensive loss/income over the remaining vesting period.

Brandenburg Energy Corp.
Notes to the Interim Financial Statements
For the nine-month periods ended May 31, 2021 and 2020
(Stated in Canadian Dollars - Unaudited)

The Company recognizes share issue costs for the fair value of agents' warrants issued as finder's fees in connection with private placements. The fair value calculated is recorded as share issue costs with a corresponding credit to the reserve account. The Company uses the Black-Scholes Option Pricing model to determine the fair value of the warrants issued.

The Black-Scholes Option Pricing model requires management to make estimates, which are subjective and may not be representative of actual results. Changes in assumptions can materially affect estimates of fair values.

All equity-settled share-based payments are reflected in the reserve account, until exercised. Upon exercise, shares are issued from treasury and the amount reflected in the reserve account is credited to share capital along with the consideration paid.

Financial instruments

Company can irrevocably designate a financial asset at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated at FVTPL:

- It is held within a business model whose objective is to hold the financial asset to collect the contractual cash flows associated with the financial asset instead of selling the financial asset for a profit or loss;
- Its contractual terms give rise to cash flows that are solely payments of principal and interest.

All financial instruments are initially recognized at fair value on the statement of financial position. Subsequent measurement of financial instruments is based on their classification. Financial assets and liabilities classified at FVTPL are measured at fair value with changes in those fair values recognized in the consolidated statement of loss and comprehensive loss for the period. Financial assets classified at amortized cost and financial liabilities are measured at amortized cost using the effective interest method.

The Company classified cash at amortized cost and accounts payable and accrued liabilities and shareholder loans at amortized cost.

Impairment of financial assets:

The Company assesses all information available, including on a forward-looking basis the expected credit losses associated with any financial assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. To assess whether there is a significant increase in credit risk, the Company compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition based on all information available, and reasonable and supportive forward-looking information.

Financial instruments recorded at fair value:

Financial instruments recorded at fair value on the statements of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- Level 1 - valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 - valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs)

Brandenburg Energy Corp.
Notes to the Interim Financial Statements
For the nine-month periods ended May 31, 2021 and 2020
(Stated in Canadian Dollars - Unaudited)

As at May 31, 2021 and August 31, 2020, except for cash – none of the Company's financial instruments are recorded at fair value in the statements of financial position.

Nature of provision liabilities

In accordance with IAS 37 Provisions, Contingent Liabilities and Contingent Assets, provisions for risks and expenses are recognized to cover probable outflows of resources that can be estimated and that result from present obligations resulting from past events. In the case where a potential obligation resulting from past events exists, but where occurrence of the outflow of resources is not probable or the estimate is not reliable, these contingent liabilities are disclosed in off-balance sheet commitments and litigation. The provisions are measured based on management's best estimate of outcome on the basis of facts known at the reporting date.

Income Taxes

Current income taxes:

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date, in the countries where the Group operates and generates taxable income.

Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred income taxes:

Deferred income tax is provided based on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

Basic and Diluted Loss Per Share

Basic loss per share is computed by dividing the net loss applicable to the common shares of the Company by the weighted average number of common shares outstanding for the relevant period.

Diluted loss per share is computed by dividing the net loss applicable to common shares by the sum of the weighted average number of common shares outstanding and all additional common shares that would have been outstanding, if potentially dilutive instruments were converted. The dilution is calculated based upon the net number of common shares issued should "in the money" options and warrants be exercised and the proceeds used to repurchase common shares at the average market price during the period. For the periods presented, diluted loss per share was equal to basic loss per share as the dilutive effect was anti-dilutive.

Share Capital

Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares are classified as equity instruments.

Costs directly attributable to the issue of new shares are recognized in equity as a deduction from the proceeds. Costs attributable to the listing of existing shares are expensed as incurred.

Proceeds received on the issuance of units, consisting of common shares and share purchase warrants are allocated to common shares.

Recent Accounting Pronouncements and Accounting Changes

IFRS 3, Business Combinations ("IFRS 3")

Amendments to IFRS 3, issued in October 2018, provide clarification on the definition of a business. The amendments permit a simplified assessment to determine whether a transaction should be accounted for as a business combination or as an asset acquisition. The amendments are effective for transactions for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after January 1, 2020. The adoption of the amendments had no impact on the Company's financial statements.

IAS 1, Presentation of Financial Statements ("IAS 1")

Amendments to IAS 1, issued in October 2018, provide clarification on the definition of material and how it should be applied. The amendments also align the definition of material across IFRS and other publications.

The amendments are effective for annual periods beginning on or after January 1, 2020 and are required to be applied prospectively. The adoption of the amendments had no impact on the Company's financial statements.

IAS 8, Accounting Policies, Changes in Accounting Estimates and Errors ("IAS 8")

Amendments to IAS 8, issued in October 2018, provide clarification on the definition of material and how it should be applied. The amendments also align the definition of material across IFRS and other publications.

The amendments are effective for annual periods beginning on or after January 1, 2020 and are required to be applied prospectively. The adoption of the amendments had no impact on the Company's financial statements.

4. Payable and Accrued Liabilities

Accounts payable and accrued liabilities are non-interest bearing, unsecured and have settlement dates within one year.

	May 31, 2021	August 31, 2020
Accounts payable and accrued	41,212	225,356

Brandenburg Energy Corp.
Notes to the Interim Financial Statements
For the nine-month periods ended May 31, 2021 and 2020
(Stated in Canadian Dollars - Unaudited)

5. Investment

On March 31, 2021, the Company acquired 100 shares of 2828329 Ontario Inc (SubCo) for \$10, an entity established for the purposes of completing concurrent financings and then eventually amalgamating into the Company in anticipation of the proposed reverse take-over transaction with CoinAnalyst UG. The investment is recorded at cost. SubCo issued 2,250,000 common shares through a private placement at \$0.10 per share to raise \$250,000 in anticipation of the proposed amalgamation with the Company and the Proposed Transaction.

6. Due to Related Parties

Related parties include directors, officers, close family members, certain consultants and enterprises that are controlled by these individuals as well as certain persons performing similar functions.

In accordance with IAS 24, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company.

The Company did not report any remuneration of directors and key management personnel for the six-month period ended May 31, 2021. During the third and fourth quarters of the year ended August 31, 2020, the Company report remuneration to a company owned by the incoming CEO of \$146,860 and to a company owned by one of the directors in the amount of \$26,896. These fees were paid for efforts to rehabilitate the Company. The Company did not report any remuneration of directors and key management personnel for the year ended August 31, 2019.

Related party balances

On November 16, 2020, the \$146,860 owed to a company owned by the CEO and \$26,896 owed to a company owned by one of the directors were exchanged for 173,756,000 common shares. There were no management fees outstanding at May 31, 2021. At August 31, 2020, all management fees expensed in the 2020 year remained outstanding.

Any amounts due to related parties will be unsecured, non-interest bearing and have no fixed terms of repayment.

7. Share Capital

Authorized:

Unlimited common shares without par value.

Issued:

	<i>Number of common shares</i>	<i>\$</i>
Common shares outstanding		
August 31, 2019	17,474,273	\$ 2,482,914
Placement	105,000,000	105,000
August 31, 2020	122,474,273	2,587,914
Shares for debt	173,756,000	173,756
May 31, 2021	296,230,273	\$ 2,761,670

On June 17, 2020, the Company issued 105,000,000 common shares via a private placement for proceeds of \$105,000.

Brandenburg Energy Corp.
Notes to the Interim Financial Statements
For the nine-month periods ended May 31, 2021 and 2020
(Stated in Canadian Dollars - Unaudited)

On November 16, 2020, the Company issued 173,756,000 common shares in payment of debts of \$173,756.

Reserve:

The reserve account records items recognized as stock-based compensation expense until such time that the stock options are exercised, at which time the corresponding amount will be transferred to share capital.

Warrants:

At May 31, 2021 and August 31, 2020 there were nil warrants outstanding.

Stock options:

The Company follows the policies of the TSX-V under which it is authorized to grant options of up to 10% of its issued and outstanding common shares to its officers, directors, employees and consultants. Under the policies, the exercise price of the stock options must equal the market price of the Company's stock on the date of grant. The options can be granted for a maximum term of five years.

Pursuant to the Company's Stock Option Plan, unless otherwise determined by the directors, stock options will vest on the grant date, except for options granted to persons undertaking investor relations activities, which will vest 25% every three months for twelve months.

At May 31, 2021 and August 31, 2020 there were nil stock options outstanding. No options were granted in the periods ended May 31, 2021 or 2020.

8. Financial Instruments and Risk Management

The Company's financial instruments include cash, accounts payable and accrued liabilities, and amounts receivable.

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board approves and monitors its risk management processes. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is in its cash accounts. This risk is managed through the use of major banks which are high credit quality financial institutions as determined by rating agencies. As at May 31, 2021, the Company held cash of \$19,294 in trust with its legal counsel.

Liquidity and funding risk

Liquidity risk arises through the excess of financial obligations over available financial assets due at any point in time. The Company's objective in managing liquidity risk is to maintain sufficient readily available capital in order to meet its liquidity requirements.

Funding risk is the risk that market conditions will impact the Company's ability to raise capital through equity markets under acceptable terms and conditions. Under current market conditions both liquidity and funding risk have been assessed as high.

Brandenburg Energy Corp.
Notes to the Interim Financial Statements
For the nine-month periods ended May 31, 2021 and 2020
(Stated in Canadian Dollars - Unaudited)

The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements. The Company ensures that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from financing activities and its holdings of cash.

Historically, the Company's sources of funding have been the issuance of equity securities for cash, primarily through private placements and amounts due from related parties. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity, or other funding.

The following is an analysis of the contractual maturities of the Company's non-derivative financial liabilities as at May 31, 2021:

	Within one year	Between one and five years	More than five years
Accounts payable and accrued	\$ 41,212	\$ -	\$ -
	\$ 41,212	\$ -	\$ -

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's loan payable and due to related parties are not exposed to any significant interest rate risk.

Foreign currency risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company is not exposed to material currency risk as its held no foreign currency denominated assets or liabilities. A 10% change in the value of the Canadian dollar against the US dollar would not materially affect the Company's operations.

Fair values

The fair values of the Company's financial assets and liabilities approximate their carrying amounts.

Financial instruments measured subsequent to initial recognition at fair value are classified into one of three levels in the fair value hierarchy based on the degree to which the inputs used to estimate the fair values are observable. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

9. Deferred Income Taxes

This Note has not been updated from August 31, 2020.

10. Subsequent Event

On March 17, 2021, the Company announced that it had entered into a letter agreement (the “**Letter Agreement**”) with Coin Analyst UG, a German arm’s-length, big-data digital asset technology platform (“**Target**”). Under the Letter Agreement, the Parties will effect a business combination that, subject to certain conditions and applicable shareholder and regulatory approvals, will result in a reverse takeover of the Company by the Target and its shareholders (the “**Proposed Transaction**”). The resulting issuer from the Proposed Transaction (the “**Resulting Issuer**”) will change its business from seeking opportunities to create value for shareholders, to the business of the Target.

Under the terms of the Letter Agreement, it is currently anticipated that the Proposed Transaction will be effected by way of a three-cornered amalgamation, share exchange, merger, amalgamation, arrangement or other similar form of transaction as is acceptable to the parties. In connection with the Proposed Transaction, the Company will reconstitute its board of directors and change its name to a name designed by the Target (the “**Name Change**”) and the Resulting Issuer will conduct its business under the new name.

Brandenburg Energy Corp.

Financial Statements

August 31, 2020 and 2019

(Stated in Canadian Dollars)

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Brandenburg Energy Corp.

Opinion

We have audited the financial statements of Brandenburg Energy Corp. (the "Company"), which comprise the statements of financial position as at August 31, 2020 and 2019, and the statements of loss and comprehensive loss, changes in shareholders' deficit and cash flows for the years then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at August 31, 2020 and 2019, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards (IFRS).

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 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 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.

Emphasis of Matter

We draw attention to Note 1 in the financial statements, which indicates that the Company incurred a net loss of \$230,408 for the year ended August 31, 2020, and the Company had a working capital deficiency deficit of \$137,163. These events or conditions, along with other matters as set forth in Note 1, indicate that material uncertainties exist that cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

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

Our opinion on the 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 financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the 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 in this auditor's report. We have nothing to report in this regard.

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

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

In preparing the 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 Financial Statements

Our objectives are to obtain reasonable assurance about whether the 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 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 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 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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 George G. Lovrics.

Stern & Lovrics LLP

Toronto, Ontario
November 2, 2020

Chartered Professional Accountants
Licensed Public Accountants

Brandenburg Energy Corp.
 Statements of Financial Position
 As at August 31
 (Stated in Canadian Dollars)

	Note	2020	2019
ASSETS			
Cash		\$ 87,761	\$ -
HST Receivable		432	-
TOTAL ASSETS		\$ 88,193	\$ -
LIABILITIES			
Current liabilities			
Accounts payable and accrued	4	\$ 225,356	\$ 11,755
TOTAL LIABILITIES		225,356	11,755
SHAREHOLDERS' DEFICIT			
Share capital	6	2,587,914	2,482,914
Reserve	6	1,372,107	1,372,107
Deficit		(4,097,184)	(3,866,776)
TOTAL DEFICIT		(137,163)	(11,755)
TOTAL LIABILITIES AND SHAREHOLDERS' DEFICIT		\$ 88,193	\$ -

Going Concern – Note 1

Approved on behalf of the Board:

signed "Aaron Meckler"
 Director

signed "Daniel Talkins"
 Director

The accompanying notes are an integral part of these financial statements

Brandenburg Energy Corp.
 Statements of Loss and Comprehensive Loss
 For the years ended August 31
 (Stated in Canadian Dollars)

	Note	2020	2019
Expenses			
Management fees		\$ 173,756	\$ -
Professional fees		45,000	8,500
Public company fees		11,124	-
General administration		528	-
		(230,408)	(8,500)
Loss and Comprehensive loss for the year		\$ (230,408)	\$ (8,500)
Loss per share – basic and diluted		\$ (0.01)	\$ (0.00)
Weighted average number of shares outstanding – basic and diluted		39,049,615	17,474,273

The accompanying notes are an integral part of these financial statements

Brandenburg Energy Corp.
 Statements of Changes in Shareholders' Deficit
 For the years ended August 31, 2020 and 2019
 (Stated in Canadian Dollars)

	Note	Number of shares	Amount	Reserves	Warrants	Deficit	Total
Balance at September 1, 2018		17,474,273	\$ 2,482,914	\$ 1,372,107	\$ -	\$ (3,858,276)	\$ (3,255)
Net and comprehensive loss for the year		-	-	-	-	(8,500)	(8,500)
Balance at August 31, 2019		17,474,273	2,482,914	1,372,107	-	(3,866,776)	(11,755)
Private placement	6	105,000,000	105,000	-	-	-	105,000
Net and comprehensive loss for the year		-	-	-	-	(230,408)	(230,408)
Balance at August 31, 2020		122,474,273	\$ 2,587,914	\$ 1,372,107	\$ -	\$ (4,097,184)	\$ (137,163)

The accompanying notes are an integral part of these financial statements

Brandenburg Energy Corp.
 Statements of Cash Flows
 For the years ended August 31
 (Stated in Canadian Dollars)

	2020	2019
Operating Activities		
Net loss for the year	\$ (230,408)	\$ (8,500)
Changes in non-cash working capital items:		
HST receivable	(432)	-
Accounts payable and accrued	213,601	8,500
Net cash flows used in operating activities	(17,239)	-
Financing Activities		
Private placement of common shares	105,000	-
	105,000	-
Change in cash during the year	87,761	-
Cash, beginning of the year	-	-
Cash, end of the year	\$ 87,761	\$ -

The accompanying notes are an integral part of these financial statements

1. Corporate Information

Brandenburg Energy Corp. (the "Company") was incorporated under the Business Corporations Act (British Columbia) on 1 November 2007. The Company is focused on identifying suitable assets or businesses to acquire or merge with, with a view to maximizing value for shareholders. The Company was previously in the business of acquiring and exploring mineral and oil and gas properties. The recoverability of the amounts expended by the Company on acquiring and exploring mineral and oil and gas properties was dependent upon the existence of economically recoverable reserves, the ability of the Company to complete the acquisition and/or development of the properties and upon future profitable production.

The Company's securities are not presently listed on any stock exchange. However, the Company's securities are subject to a cease trade order issued by the British Columbia Securities Commission dated January 6, 2015 (the "**Cease Trade Order**") and by the Alberta Securities Commission on April 7, 2015, for failure to file certain continuous disclosure filings required under applicable securities laws. The Company applied for partial revocation of the Cease Trade Order, and on June 9, 2020, the British Columbia Securities Commission and Alberta Securities Commission granted a partial revocation of the Cease Trade Order, which allowed the Company to complete a private placement of up to \$145,000.

The Company's financial statements as at August 31, 2020 and 2019 and for years then ended have been prepared on a going concern basis, which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business. The Company has a loss of \$230,408 for year ended August 31, 2020 (August 31, 2019 - \$8,500) and has a working capital deficit of \$137,163 at August 31, 2020 (August 31, 2019 - \$11,755).

The Company had cash of \$87,761 at August 31, 2020 (August 31, 2019 - \$Nil), and management cannot provide assurance that the Company will ultimately achieve profitable operations or become cash flow positive, or raise additional debt and/or equity capital. Management believes that the Company will acquire capital resources to continue operating and maintain its business strategy during fiscal 2021. Management is aware in making its assessment, of material uncertainties related to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern. These financial statements do not include any adjustments related to the recoverability and classification of assets or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

The Company's registered office is 1049 Chilco Street, Suite 405, Vancouver, British Columbia, V6G 2R7.

On March 11, 2020, the World Health Organization declared COVID-19 a global pandemic. This contagious disease outbreak and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, leading to an economic downturn. The impact on the Company is not currently determinable, but management continues to monitor the situation.

These financial statements of the Company were approved and authorized for issue by the Board of Directors (the "Board") on November 2, 2020.

2. Basis of Preparation

Statement of Compliance with International Financial Reporting Standards ("IFRS")

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

Basis of Measurement

These financial statements have been prepared on an accrual basis and are based on historical costs except for certain financial instruments, which are measured at fair value as explained in the significant accounting policies set out in Note 3. The financial statements are presented in Canadian dollars which is the Company's functional currency.

3. Significant Accounting Policies

Significant accounting judgment and estimates

The preparation of the Company's financial statements in conformity with IFRS requires management to make judgments, apart from those requiring estimates, in applying accounting policies. The most significant judgments in applying the Company's financial statements include:

- the assessment of the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty;
- the classification of financial instruments; and
- the determination of the functional currency of the parent company and its subsidiary.

The preparation of the Company's financial statements in conformity with IFRS requires the Company to make estimates and assumptions concerning the future. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

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

Share-based Payments

The Company operates an incentive stock option plan. Share-based payments to employees are measured at the fair value of the instruments issued and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The fair value of share-based payments is charged to the statement of comprehensive loss with a corresponding credit recorded to the reserve account. The fair value of options is determined using the Black-Scholes Option Pricing model. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognized for services received as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest.

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to the statement of comprehensive loss/income over the remaining vesting period.

The Company recognizes share issue costs for the fair value of agents' warrants issued as finder's fees in connection with private placements. The fair value calculated is recorded as share issue costs with a corresponding credit to the reserve account. The Company uses the Black-Scholes Option Pricing model to determine the fair value of the warrants issued.

The Black-Scholes Option Pricing model requires management to make estimates, which are subjective and may not be representative of actual results. Changes in assumptions can materially affect estimates of fair values.

All equity-settled share-based payments are reflected in the reserve account, until exercised. Upon exercise, shares are issued from treasury and the amount reflected in the reserve account is credited to

share capital along with the consideration paid.

Financial instruments

IFRS 9 - Financial Instruments ("IFRS 9") includes finalized guidance on the classification and measurement of financial assets under IFRS 9, financial assets are classified and measured either at amortized cost, fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL") based on the business model in which they are held and the characteristics of their contractual cash flows. IFRS 9 largely retains the existing requirements in IAS 39 - Financial Instruments: Recognition and Measurement, for the classification and measurement of financial liabilities.

All financial assets not classified at amortized cost or FVOCI are measured at FVTPL. On initial recognition, the Corporation can irrevocably designate a financial asset at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated at FVTPL:

- It is held within a business model whose objective is to hold the financial asset to collect the contractual cash flows associated with the financial asset instead of selling the financial asset for a profit or loss;
- Its contractual terms give rise to cash flows that are solely payments of principal and interest.

All financial instruments are initially recognized at fair value on the statement of financial position. Subsequent measurement of financial instruments is based on their classification. Financial assets and liabilities classified at FVTPL are measured at fair value with changes in those fair values recognized in the statement of loss and comprehensive loss for the period. Financial assets classified at amortized cost and financial liabilities are measured at amortized cost using the effective interest method.

The following table summarizes the classification and measurement for each financial instrument:

Financial Instrument	Classification
Cash	FVTPL
Amounts receivable	Amortized cost
Accounts payable and accrued liabilities	Amortized cost

Financial instruments recorded at fair value on the statements of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

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

Level 2 - valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

As of August 31, 2020 and 2019, except for cash – which is a Level 1 financial instrument, none of the Corporation's financial instruments are recorded at fair value in the statements of financial position.

Impairment of financial assets

Financial assets are assessed for indicators of impairment at the end of 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 assets, the estimated future cash flows of the financial assets have been negatively impacted.

Nature of provision liabilities

In accordance with IAS 37 Provisions, Contingent Liabilities and Contingent Assets, provisions for risks and

expenses are recognized to cover probable outflows of resources that can be estimated and that result from present obligations resulting from past events. In the case where a potential obligation resulting from past events exists, but where occurrence of the outflow of resources is not probable or the estimate is not reliable, these contingent liabilities are disclosed in off-balance sheet commitments and litigation. The provisions are measured based on management's best estimate of outcome on the basis of facts known at the reporting date.

Income Taxes

Current income taxes:

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date, in the countries where the Group operates and generates taxable income.

Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred income taxes:

Deferred income tax is provided based on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

Basic and Diluted Loss Per Share

Basic loss per share is computed by dividing the net loss applicable to the common shares of the Company by the weighted average number of common shares outstanding for the relevant period.

Diluted loss per share is computed by dividing the net loss applicable to common shares by the sum of the weighted average number of common shares outstanding and all additional common shares that would have been outstanding, if potentially dilutive instruments were converted. The dilution is calculated based upon the net number of common shares issued should "in the money" options and warrants be exercised and the proceeds used to repurchase common shares at the average market price during the period. For the periods presented, diluted loss per share was equal to basic loss per share as the dilutive effect was anti-dilutive.

Share Capital

Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares are classified as equity instruments.

Costs directly attributable to the issue of new shares are recognized in equity as a deduction from the proceeds. Costs attributable to the listing of existing shares are expensed as incurred.

Proceeds received on the issuance of units, consisting of common shares and share purchase warrants are allocated to common shares.

Recent Accounting Pronouncements and Accounting Changes

On, January 13, 2016, the IASB published a new standard, IFRS 16, Leases ("IFRS 16"), eliminating the current dual accounting model for lessees, which distinguishes between on-balance sheet finance leases and off-balance sheet operating leases. Under the new standard, a lease becomes an on-balance sheet liability that attracts interest, together with a new right-of-use asset. In addition, lessees will recognize a front-loaded pattern of expense for most leases, even when cash rentals are constant. IFRS 16 is effective for annual periods beginning on or after January 1, 2019, with earlier adoption permitted. On September 1, 2017, the Company adopted IFRS 16. The adoption of this standard did not have a material impact on the Company's financial statements.

IFRIC 23 – Uncertainty Over Income Tax Treatments ("IFRIC 23") was issued in June 2017 and clarifies the accounting for uncertainties in income taxes. The interpretation committee concluded that an entity shall consider whether it is probable that a taxation authority will accept an uncertain tax treatment. If an entity concludes it is probable that the taxation authority will accept an uncertain tax treatment, then the entity shall determine taxable profit (tax loss), tax bases, unused tax losses and credits or tax rates consistently with the tax treatment used or planned to be used in its income tax filings. If an entity concludes it is not probable that the taxation authority will accept an uncertain tax treatment, the entity shall reflect the effect of uncertainty in determining the related taxable profit (tax loss), tax bases, unused tax losses and credits or tax rates. IFRIC 23 is effective for annual periods beginning on or after January 1, 2019. The adoption of this standard did not have a material impact on the Company's financial statements.

4. Payable and Accrued Liabilities

Accounts payable and accrued liabilities are non-interest bearing, unsecured and have settlement dates within one year.

	2020	2019
Accounts payable and accrued	225,356	11,755

5. Due to Related Parties

Related parties include directors, officers, close family members, certain consultants and enterprises that are controlled by these individuals as well as certain persons performing similar functions.

In accordance with IAS 24, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company.

During the year ended August 31, 2020, the Company report remuneration to a company owned by the incoming CEO of \$146,860 and to a company owned by one of the directors in the amount of \$26,896. These fees were paid for efforts to rehabilitate the Company. The Company did not report any remuneration of directors and key management personnel for the year ended August 31, 2019.

Related party balances

At August 31, 2020, all management fees expensed in the 2020 year remained outstanding. At August 31, 2019, there were no balances outstanding due to related parties.

Any amounts due to related parties will be unsecured, non-interest bearing and have no fixed terms of repayment.

6. Share Capital

Authorized:

Unlimited common shares without par value.

Issued:

	<i>Number of common shares</i>	<i>\$</i>
Common shares outstanding		
August 31, 2019	17,474,273	\$ 2,482,914
Placement	105,000,000	105,000
August 31, 2020	122,474,273	\$ 2,587,914

On June 17, 2020, the Company issued 105,000,000 common shares via a private placement for proceeds of \$105,000.

Reserve:

The reserve account records items recognized as stock-based compensation expense until such time that the stock options are exercised, at which time the corresponding amount will be transferred to share capital.

Warrants:

At August 31, 2020 and 2019 there were nil warrants outstanding.

Stock options:

The Company follows the policies of the TSX-V under which it is authorized to grant options of up to 10% of its issued and outstanding common shares to its officers, directors, employees and consultants. Under the policies, the exercise price of the stock options must equal the market price of the Company's stock on the date of grant. The options can be granted for a maximum term of five years.

Pursuant to the Company's Stock Option Plan, unless otherwise determined by the directors, stock options will vest on the grant date, except for options granted to persons undertaking investor relations activities, which will vest 25% every three months for twelve months.

At August 31, 2020 there were nil stock options outstanding. No options were granted in the periods ended August 31, 2020 or 2019.

7. Financial Instruments and Risk Management

The Company's financial instruments include cash, accounts payable and accrued liabilities, and amounts receivable.

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors its risk management processes. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is in its cash accounts. This risk is managed through the use of major banks which are high credit quality financial institutions as

Brandenburg Energy Corp.
Notes to the Financial Statements
August 31, 2020 and 2019
(Stated in Canadian Dollars)

determined by rating agencies. As at August 31, 2020, the Company held cash of \$87,761 in trust with its legal counsel.

Liquidity and funding risk

Liquidity risk arises through the excess of financial obligations over available financial assets due at any point in time. The Company's objective in managing liquidity risk is to maintain sufficient readily available capital in order to meet its liquidity requirements.

Funding risk is the risk that market conditions will impact the Company's ability to raise capital through equity markets under acceptable terms and conditions. Under current market conditions both liquidity and funding risk have been assessed as high.

The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements. The Company ensures that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from financing activities and its holdings of cash.

Historically, the Company's sources of funding have been the issuance of equity securities for cash, primarily through private placements and amounts due from related parties. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity, or other funding.

The following is an analysis of the contractual maturities of the Company's non-derivative financial liabilities as at August 31, 2020:

	Within one year	Between one and five years	More than five years
Accounts payable and accrued	\$ 225,356	\$ -	\$ -
	\$ 225,356	\$ -	\$ -

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's loan payable and due to related parties are not exposed to any significant interest rate risk.

Foreign currency risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company is not exposed to material currency risk as its held no foreign currency denominated assets or liabilities. A 10% change in the value of the Canadian dollar against the US dollar would not materially affect the Company's operations.

Fair values

The fair values of the Company's financial assets and liabilities approximate their carrying amounts.

Financial instruments measured subsequent to initial recognition at fair value are classified into one of three levels in the fair value hierarchy based on the degree to which the inputs used to estimate the fair values are observable. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either

- directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

8. Deferred Income Taxes

A reconciliation of the expected income tax recovery to the actual income tax recovery is as follows:

	August 31, 2020	August 31, 2019
Loss before income taxes	\$ (230,408)	\$ (8,500)
Statutory tax rate	26%	26%
Expected income tax recovery	(60,000)	(2,300)
Tax rate changes	-	-
Permanent differences and other	-	-
Change in unrecognized deferred income tax assets	60,000	2,300
Deferred income tax recovery	\$ -	\$ -

The Company has the following significant deductible temporary differences for which no deferred tax asset has been recognized:

	August 31, 2020	August 31, 2019
Exploration and evaluation assets	\$ 427,000	\$ 427,000
Property and equipment	2,000	2,000
Non-capital losses available for future years	596,000	536,000
	1,025,000	965,000
Unrecognized deferred income tax asset	(1,025,000)	(965,000)
Net deferred tax assets	\$ -	\$ -

The tax pools relating to the significant deductible temporary differences expire as follows:

	2020	Expiry Date Range	2019	Expiry Date Range
Temporary Differences				
Exploration and evaluation assets	\$ 1,640,000	No expiry date	\$ 1,640,000	No expiry date
Investment tax credit	3,000	2030 to 2031	3,000	2030 to 2031
Property and equipment	9,000	No expiry date	9,000	No expiry date
Non-capital losses available for future period	\$ 2,291,000	2028 to 2040	\$ 2,060,000	2028 to 2039

Brandenburg Energy Corp.

Financial Statements

August 31, 2018 and 2017

(Stated in Canadian Dollars)

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Brandenburg Energy Corp.

Opinion

We have audited the financial statements of Brandenburg Energy Corp. (the "Company"), which comprise the statements of financial position as at August 31, 2018 and 2017, and the statements of loss and comprehensive loss, changes in shareholders' deficit and cash flows for the years then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at August 31, 2018 and 2017, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards (IFRS).

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 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 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.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 in the financial statements which describes certain conditions that indicate the existence of a material uncertainty that may cast significant doubt about Brandenburg Energy Corp's ability to continue as a going concern.

Other Information

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

Our opinion on the 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 financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the 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 in this auditor's report. We have nothing to report in this regard.

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

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

In preparing the 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 Financial Statements

Our objectives are to obtain reasonable assurance about whether the 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 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 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 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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 George G. Lovrics.

Toronto, Ontario
August 25, 2020

Stern & Lovrics LLP

Chartered Professional Accountants
Licensed Public Accountants

Brandenburg Energy Corp.
Statements of Financial Position
August 31, 2018 and 2017
(Stated in Canadian Dollars)

	Note	2018	2017
ASSETS			
Cash		\$ -	\$ -
TOTAL ASSETS		\$ -	\$ -
LIABILITIES			
Current liabilities			
Accounts payable and accrued	4	\$ 3,255	\$ 3,255
TOTAL LIABILITIES		3,255	3,255
SHAREHOLDERS' DEFICIT			
Share capital	6	2,482,914	2,482,914
Reserve	6	1,372,107	1,372,107
Deficit		(3,858,276)	(3,858,276)
TOTAL DEFICIT		(3,255)	(3,255)
TOTAL LIABILITIES AND SHAREHOLDERS' DEFICIT		\$ -	\$ -

Going Concern – Note 2

Approved on behalf of the Board:

Aaron Meckler
Director

Danial Talkins
Director

The accompanying notes are an integral part of these financial statements

Brandenburg Energy Corp.
 Statements of Loss and Comprehensive Loss
 For the years ended August 31, 2019 and 2018
 (Stated in Canadian Dollars)

	Note	2018	2017
Expenses			
Professional fees		-	-
		-	-
Loss and Comprehensive loss for the year		\$ -	\$ -
Loss per share – basic and diluted		\$ 0.00	\$ 0.00
Weighted average number of shares outstanding – basic and diluted		17,474,273	17,474,273

The accompanying notes are an integral part of these financial statements

Brandenburg Energy Corp.
Statements of Changes in Shareholders' Deficit
For the years ended August 31, 2018 and 2017
(Stated in Canadian Dollars)

	Number of shares	Amount	Reserves	Warrants	Deficit	Total
Balance at September 1, 2016	17,474,273	\$ 2,482,914	\$ 1,095,103	\$ 277,004	\$ (3,858,276)	\$ (3,255)
Warrants expired	-	-	277,004	(277,004)	-	-
Net and comprehensive loss for the year	-	-	-	-	-	-
Balance at August 31, 2017	17,474,273	2,482,914	1,372,107	-	(3,858,276)	(3,255)
Net and comprehensive loss for the year	-	-	-	-	-	-
Balance at August 31, 2018	17,474,273	\$ 2,482,914	\$ 1,372,107	\$ -	\$ (3,858,276)	\$ (3,255)

The accompanying notes are an integral part of these financial statements

Brandenburg Energy Corp.
 Statements of Cash Flows
 For the years ended August 31, 2018 and 2017
 (Stated in Canadian Dollars)

	2018	2017
Operating Activities		
Net loss for the year	\$ -	\$ -
Changes in non-cash working capital items:		
Accounts payable and accrued	-	-
Net cash flows used in operating activities	-	-
Change in cash during the year	-	-
Cash, beginning of the year	-	-
Cash, end of the year	\$ -	\$ -

The accompanying notes are an integral part of these financial statements

1. Corporate Information

Brandenburg Energy Corp. (the "Company") was incorporated under the Business Corporations Act (British Columbia) on 1 November 2007. The Company is focused on identifying suitable assets or businesses to acquire or merge with, with a view to maximizing value for shareholders. The Company was previously in the business of acquiring and exploring mineral and oil and gas properties. The recoverability of the amounts expended by the Company on acquiring and exploring mineral and oil and gas properties was dependent upon the existence of economically recoverable reserves, the ability of the Company to complete the acquisition and/or development of the properties and upon future profitable production.

The Company's securities are not presently listed on any stock exchange. However, the Company's securities are subject to a cease trade order issued by the British Columbia Securities Commission dated January 6, 2015 (the "**Cease Trade Order**") and by the Alberta Securities Commission on April 7, 2015, for failure to file certain continuous disclosure filings required under applicable securities laws. The Company applied for partial revocation of the Cease Trade Order, and on June 9, 2020, the British Columbia Securities Commission and Alberta Securities Commission granted a partial revocation of the Cease Trade Order, which allowed the Company to complete a private placement of up to \$145,000.

The Company's financial statements as at 31 August 2019 and 2018 and for years then ended have been prepared on a going concern basis, which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business. The Company has a loss of \$Nil for year ended August 31, 2018 (August 31, 2017 - \$Nil) and has a working capital deficit of \$3,255 at August 31, 2018 (31 August 2017 - \$3,255).

The Company had cash of \$Nil at August 31, 2018 (August 31, 2018 - \$Nil), and management cannot provide assurance that the Company will ultimately achieve profitable operations or become cash flow positive, or raise additional debt and/or equity capital. Management believes that the Company will acquire capital resources to continue operating and maintain its business strategy during fiscal 2020. Management is aware in making its assessment, of material uncertainties related to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern. These financial statements do not include any adjustments related to the recoverability and classification of assets or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

The Company's registered office is 108 West Cordova Street, Vancouver, British Columbia, V6B 0G6.

These financial statements of the Company were approved and authorized for issue by the Board of Directors (the "Board") on August 25, 2020.

2. Basis of Preparation

Statement of Compliance with International Financial Reporting Standards ("IFRS")

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

Basis of Measurement

These financial statements have been prepared on an accrual basis and are based on historical costs except for certain financial instruments, which are measured at fair value as explained in the significant accounting policies set out in Note 3. The financial statements are presented in Canadian dollars which is the Company's functional currency.

2. Significant Accounting Policies

Significant accounting judgment and estimates

The preparation of the Company's financial statements in conformity with IFRS requires management to make judgments, apart from those requiring estimates, in applying accounting policies. The most significant judgments in applying the Company's financial statements include:

- the assessment of the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty;
- the classification of financial instruments; and
- the determination of the functional currency of the parent company and its subsidiary.

The preparation of the Company's financial statements in conformity with IFRS requires the Company to make estimates and assumptions concerning the future. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

Estimates and assumptions where there is significant risk of material adjustments to assets and liabilities in future accounting periods include the useful lives of equipment, the recoverability of the carrying value of exploration and evaluation assets, fair value measurements for financial instruments, the recoverability and measurement of deferred tax assets, provisions for restoration and environmental obligations and contingent liabilities.

Share-based Payments

The Company operates an incentive stock option plan. Share-based payments to employees are measured at the fair value of the instruments issued and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The fair value of share-based payments is charged to the statement of comprehensive loss with a corresponding credit recorded to the reserve account. The fair value of options is determined using the Black-Scholes Option Pricing model. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognized for services received as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest.

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to the statement of comprehensive loss/income over the remaining vesting period.

The Company recognizes share issue costs for the fair value of agents' warrants issued as finder's fees in connection with private placements. The fair value calculated is recorded as share issue costs with a corresponding credit to the reserve account. The Company uses the Black-Scholes Option Pricing model to determine the fair value of the warrants issued.

The Black-Scholes Option Pricing model requires management to make estimates, which are subjective and may not be representative of actual results. Changes in assumptions can materially affect estimates of fair values.

All equity-settled share-based payments are reflected in the reserve account, until exercised. Upon exercise, shares are issued from treasury and the amount reflected in the reserve account is credited to share capital along with the consideration paid.

Financial assets and liabilities

IFRS 9 Financial Instruments ("IFRS 9")

On July 24, 2014, the IASB issued the completed IFRS 9, Financial Instruments, (IFRS 9 (2014)) to come into

Brandenburg Energy Corp.
Notes to the Financial Statements
August 31, 2018 and 2017
(Stated in Canadian Dollars)

effect on August 1, 2018 with early adoption permitted.

IFRS 9 (2014) includes finalized guidance on the classification and measurement of financial assets. Under IFRS 9, financial assets are classified and measured either at amortized cost, fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL") based on the business model in which they are held and the characteristics of their contractual cash flows. IFRS 9 largely retains the existing requirements in IAS 39 Financial Instruments: recognition and measurement, for the classification and measurement of financial liabilities.

The Company adopted IFRS 9 in its financial statements on September 1, 2017. Due to the nature of its financial instruments, the adoption of IFRS 9 had no impact on the opening accumulated deficit balance on September 1, 2017. The impact on the classification and measurement of its financial instruments is set out below.

All financial assets not classified at amortized cost or FVOCI are measured at FVTPL. On initial recognition, the Company can irrevocably designate a financial asset at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated at FVTPL:

- It is held within a business model whose objective is to hold the financial asset to collect the contractual cash flows associated with the financial asset instead of selling the financial asset for a profit or loss;
- Its contractual terms give rise to cash flows that are solely payments of principal and interest.

All financial instruments are initially recognized at fair value on the statement of financial position. Subsequent measurement of financial instruments is based on their classification. Financial assets and liabilities classified at FVTPL are measured at fair value with changes in those fair values recognized in the statement of loss and comprehensive loss for the year. Financial assets classified at amortized cost and financial liabilities are measured at amortized cost using the effective interest method.

The following table summarizes the classification and measurement changes under IFRS 9 for each financial instrument:

Classification	IAS 39	IFRS 9
Cash	Loans and receivables (amortized cost)	Amortized cost
Accounts receivable	Loans and receivables (amortized cost)	Amortized cost
Investments	FVTPL	FVTPL
Accounts payable and accrued liabilities	Other financial liabilities (amortized cost)	Amortized cost

The original carrying value of the Company's financial instruments under IAS 39 has not changed under IFRS 9.

Impairment of financial assets:

Financial assets are assessed for indicators of impairment at the end of 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 assets, the estimated future cash flows of the financial assets have been negatively impacted.

Financial instruments recorded at fair value:

Financial instruments recorded at fair value on the statements of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

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

Brandenburg Energy Corp.
Notes to the Financial Statements
August 31, 2018 and 2017
(Stated in Canadian Dollars)

Level 2 - valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

As at August 31, 2018 and 2017, the Company did not have any financial instruments recorded at fair value.

Nature of provision liabilities

In accordance with IAS 37 Provisions, Contingent Liabilities and Contingent Assets, provisions for risks and expenses are recognized to cover probable outflows of resources that can be estimated and that result from present obligations resulting from past events. In the case where a potential obligation resulting from past events exists, but where occurrence of the outflow of resources is not probable or the estimate is not reliable, these contingent liabilities are disclosed in off-balance sheet commitments and litigation. The provisions are measured based on management's best estimate of outcome on the basis of facts known at the reporting date.

Income Taxes

Current income taxes:

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date, in the countries where the Group operates and generates taxable income.

Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred income taxes:

Deferred income tax is provided based on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

Basic and Diluted Loss Per Share

Basic loss per share is computed by dividing the net loss applicable to the common shares of the Company by the weighted average number of common shares outstanding for the relevant period.

Diluted loss per share is computed by dividing the net loss applicable to common shares by the sum of the weighted average number of common shares outstanding and all additional common shares that would have been outstanding, if potentially dilutive instruments were converted. The dilution is calculated based upon the net number of common shares issued should "in the money" options and warrants be exercised and the proceeds used to repurchase common shares at the average market price during the period. For the periods presented, diluted loss per share was equal to basic loss per share as the dilutive effect was anti-dilutive.

Share Capital

Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares are classified as equity instruments.

Costs directly attributable to the issue of new shares are recognized in equity as a deduction from the proceeds. Costs attributable to the listing of existing shares are expensed as incurred.

Proceeds received on the issuance of units, consisting of common shares and share purchase warrants are allocated to common shares.

Recent Accounting Pronouncements and Accounting Changes

Effective September 1, 2017, the Company adopted IFRS 9, *Financial Instruments* which resulted in changes in accounting policies as described in Note 3. In accordance with the transitional provisions in the standard, the Company adopted this standard retrospectively without restating comparatives, with the cumulative impact adjusted in the opening balances as at September 1, 2017. There were no effects on opening balances at September 1, 2017 with respect to the adoption of this policy.

IFRS 16, Leases ("IFRS 16") On, January 13, 2016, the IASB published a new standard, IFRS 16, Leases, eliminating the current dual accounting model for lessees, which distinguishes between on-balance sheet finance leases and off-balance sheet operating leases. Under the new standard, a lease becomes an on-balance sheet liability that attracts interest, together with a new right-of-use asset. In addition, lessees will recognize a front-loaded pattern of expense for most leases, even when cash rentals are constant. IFRS 16 is effective for annual periods beginning on or after January 1, 2019, with earlier adoption permitted. On September 1, 2017, the Company adopted IFRS 16. The adoption of this standard did not have a material impact on the Company's financial statements.

IFRIC 23 – Uncertainty Over Income Tax Treatments ("IFRIC 23") was issued in June 2017 and clarifies the accounting for uncertainties in income taxes. The interpretation committee concluded that an entity shall consider whether it is probable that a taxation authority will accept an uncertain tax treatment. If an entity concludes it is probable that the taxation authority will accept an uncertain tax treatment, then the entity shall determine taxable profit (tax loss), tax bases, unused tax losses and credits or tax rates consistently with the tax treatment used or planned to be used in its income tax filings. If an entity concludes it is not probable that the taxation authority will accept an uncertain tax treatment, the entity shall reflect the effect of uncertainty in determining the related taxable profit (tax loss), tax bases, unused tax losses and credits or tax rates. IFRIC 23 is effective for annual periods beginning on or after January 1, 2019.

3. Payable and Accrued Liabilities

Accounts payable and accrued liabilities are non-interest bearing, unsecured and have settlement dates within one year.

	2018	2017
Trade payable and accrued	3,255	3,255

4. Due to Related Parties

Related parties include directors, officers, close family members, certain consultants and enterprises that are controlled by these individuals as well as certain persons performing similar functions.

In accordance with IAS 24, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any

Brandenburg Energy Corp.
Notes to the Financial Statements
August 31, 2018 and 2017
(Stated in Canadian Dollars)

directors (executive and non-executive) of the Company.

The Company did not report any remuneration of directors and key management personnel for the years ended August 31, 2018 or 2017.

Related party balances

At August 31, 2018 and 2017, there were no balances outstanding due to related parties.

Any amounts due to related parties will be unsecured, non-interest bearing and have no fixed terms of repayment.

5. Share Capital

Authorized:

Unlimited common shares without par value.

Issued:

	<i>Number of common shares</i>	<i>\$</i>
Common shares outstanding		
August 31, 2018 and 2017	17,474,273	\$ 2,482,914

Reserve:

The reserve account records items recognized as stock-based compensation expense until such time that the stock options are exercised, at which time the corresponding amount will be transferred to share capital.

Warrants:

A summary of warrant activity for the years ended August 31, 2018 and 2017 is as follows:

	Year Ended August 31, 2018		Year Ended August 31, 2017	
	Number of warrants	Weighted average exercise price	Number of warrants	Weighted average exercise price
Warrants outstanding, beginning of year	-	-	1,183,478	\$ 0.75
Warrants expired	-	-	(1,183,478)	0.75
Warrants outstanding, end of year	-	-	-	\$ -

At August 31, 2018 and 2017 there were nil warrants outstanding as all warrants expired unexercised on February 16, 2017.

Stock options:

The Company follows the policies of the TSX-V under which it is authorized to grant options of up to 10% of its issued and outstanding common shares to its officers, directors, employees and consultants. Under the policies, the exercise price of the stock options must equal the market price of the Company's stock on the date of grant. The options can be granted for a maximum term of five years.

Pursuant to the Company's Stock Option Plan, unless otherwise determined by the directors, stock options will vest on the grant date, except for options granted to persons undertaking investor relations activities,

Brandenburg Energy Corp.
 Notes to the Financial Statements
 August 31, 2018 and 2017
 (Stated in Canadian Dollars)

which will vest 25% every three months for twelve months.

A summary of stock option activities for the years ended August 31, 2018 and 2017 is as follows:

	Year Ended August 31, 2018		Year Ended August 31, 2017	
	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
Options outstanding, beginning of year	-	\$ -	-	\$ -
Options expired	-	-	-	-
Options outstanding, end of year	-	\$ -	-	\$ -
Options exercisable, end of year	-	\$ -	-	\$ -

At August 31, 2018 there were nil stock options outstanding. No options were granted in the periods ended August 31, 2018 or 2017.

6. Financial Instruments and Risk Management

The Company's financial instruments include trade payables, loan payable and due to related parties.

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors its risk management processes. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is in its cash accounts. This risk is managed through the use of major banks which are high credit quality financial institutions as determined by rating agencies. As at August 31, 2018, the Company held no cash.

Liquidity and funding risk

Liquidity risk arises through the excess of financial obligations over available financial assets due at any point in time. The Company's objective in managing liquidity risk is to maintain sufficient readily available capital in order to meet its liquidity requirements.

Funding risk is the risk that market conditions will impact the Company's ability to raise capital through equity markets under acceptable terms and conditions. Under current market conditions both liquidity and funding risk have been assessed as high.

The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements. The Company ensures that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from financing activities and its holdings of cash.

Historically, the Company's sources of funding have been the issuance of equity securities for cash, primarily through private placements and amounts due from related parties. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity, or other funding.

The following is an analysis of the contractual maturities of the Company's non-derivative financial liabilities

Brandenburg Energy Corp.
Notes to the Financial Statements
August 31, 2018 and 2017
(Stated in Canadian Dollars)

as at August 31, 2018:

	Within one year	Between one and five years	More than five years
Trade payables	\$ 3,255	\$ -	\$ -
	\$ 3,255	\$ -	\$ -

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's loan payable and due to related parties are not exposed to any significant interest rate risk.

Foreign currency risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company is not exposed to material currency risk as its held no foreign currency denominated assets or liabilities. A 10% change in the value of the Canadian dollar against the US dollar would not materially affect the Company's operations.

Fair values

The fair values of the Company's financial assets and liabilities approximate their carrying amounts.

Financial instruments measured subsequent to initial recognition at fair value are classified into one of three levels in the fair value hierarchy based on the degree to which the inputs used to estimate the fair values are observable. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

7. Deferred Income Taxes

A reconciliation of the expected income tax recovery to the actual income tax recovery is as follows:

	August 31, 2018	August 31, 2017
Loss before income taxes	\$ -	\$ -
Statutory tax rate	26%	26%
Expected income tax recovery	-	-
Tax rate changes	-	-
Permanent differences and other	-	-
Change in unrecognized deferred income tax assets	-	-
Deferred income tax recovery	\$ -	\$ -

The Company has the following significant deductible temporary differences for which no deferred tax asset has been recognized:

Brandenburg Energy Corp.
 Notes to the Financial Statements
 August 31, 2018 and 2017
 (Stated in Canadian Dollars)

	August 31, 2018	August 31, 2017
Exploration and evaluation assets	\$ 427,000	\$ 427,000
Property and equipment	2,000	2,000
Non-capital losses available for future years	533,000	534,000
	962,000	963,000
Unrecognized deferred income tax asset	(962,000)	(963,000)
Net deferred tax assets	\$ -	\$ -

The tax pools relating to the significant deductible temporary differences expire as follows:

	2018	Expiry Date Range	2018	Expiry Date Range
Temporary Differences				
Exploration and evaluation assets	\$ 1,640,000	No expiry date	\$ 1,640,000	No expiry date
Investment tax credit	3,000	2030 to 2031	3,000	2030 to 2031
Property and equipment	9,000	No expiry date	9,000	No expiry date
Non-capital losses available for future period	\$ 2,052,000	2028 to 2038	\$ 2,055,000	2028 to 2037

8. Subsequent Events

Subsequent to August 31, 2018 in June 2020, the Company closed a private placement through the issuance 105,000,000 common shares for proceeds of \$105,000.

APPENDIX “B”

COINANALYST FINANCIAL STATEMENTS

(As at and for the six months ended June 30, 2021 and for the years ended December 31,
2020 and December 31, 2019)

[See attached.]

Coin analyst UG (haftungsbeschränkt)

Interim Condensed Financial Statements

For the six-month periods ended June 30, 2021 and 2020

Unaudited - Expressed in Canadian Dollars

Coin analyst UG (haftungsbeschränkt)

Index	Page
Interim Condensed Financial Statements	
Interim Condensed Statements of Financial Position	3
Interim Condensed Statements of Changes in Equity	4
Interim Condensed Statements of Profit or Loss and Other Comprehensive Income	5
Interim Condensed Statements of Cash Flows	6
Notes to the Interim Condensed Financial Statements	7

Coin analyst UG (haftungsbeschränkt)

Interim Condensed Statements of Financial Position

As at

(Unaudited - Expressed in Canadian Dollars)

	Notes	June 30, 2021	December 31, 2020
ASSETS			
Cash		\$ 961	\$ 3,798
Trade receivables	3	479,110	96,339
		480,071	100,137
Property and equipment	4	991	3,850
Software	5	1,151,420	1,274,652
		\$ 1,632,482	\$ 1,378,639
LIABILITIES			
Bank overdraft		\$ 1,555	\$ -
Trade payables and accrued liabilities	6	299,377	302,869
Due to related party	8	278,654	315,693
		579,586	618,562
SHAREHOLDERS' EQUITY			
Share capital	7	808	808
Share premium		84,180	84,180
Foreign exchange translation reserve		(20,317)	31,893
Retained earnings		988,225	643,196
		1,052,896	760,077
		\$ 1,632,482	\$ 1,378,639

Nature of business (Note 1)

Events after the reporting period (Note 12)

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

Approved on behalf of the board of directors:

"Pascal Lauria"

Pascal Lauria, CEO & Director