CoinAnalyst Corp. (Formerly Brandenburg Energy Corp.)

Interim Consolidated Financial Statements

For the six-month periods ended June 30, 2022 and 2021

Unaudited - Expressed in Canadian Dollars

Notice to Reader

The accompanying unaudited interim financial statements of CoinAnalyst Corp. (Formerly Brandenburg Energy Corp.) (the "Company") have been prepared by and are the responsibility of management. The unaudited interim financial statements have not been reviewed by the Company's auditors.

CoinAnalyst Corp. (Formerly Brandenburg Energy Corp.)

Index	Page

Interim Consolidated Financial Statements

CoinAnalyst Corp. (Formerly Brandenburg Energy Corp.)
Interim Consolidated Statements of Financial Position
(Expressed in Canadian Dollars - Unaudited)

	Notes		**June 30, 2022**		December 31, 2021
ASSETS					
Cash		**$**	**4,977**	$	1,181,175
Accounts receivable	4		**-**		-
Sales tax recoverable			**128,006**		119,196
Due from related parties	10		**253,071**		309,253
Prepaids	5		**-**		100,000
			386,057		1,790,624
Property and equipment	6		**1**		1
Software	7		**1,133,258**		1,185,310
		$	**1,519,316**	$	2,894,935
LIABILITIES					
Trade payables and accrued liabilities	8	**$**	**385,215**	$	510,664
Deferred income	13		**550,691**		660,830
			935,906		1,171,494
SHAREHOLDERS' EQUITY					
Share capital	9		**3,039,848**		2,990,348
Warrants	9		**392,395**		392,395
Share premium			**84,180**		84,180
Foreign exchange translation reserve			**96,323**		94,865
Retained earnings			**(3,029,876)**		(1,838,887)
			583,410		1,723,441
		$	**1,519,316**	$	2,894,935

Nature of business (Note 1)
Events after the reporting period (Note 12)

Approved on behalf of the board of directors:

"Pascal Lauria"
Pascal Lauria, CEO & Director

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

CoinAnalyst Corp. (Formerly Brandenburg Energy Corp.)

Interim Consolidated Statement of Changes in Equity
For the periods ended June 30, 2022 and 2021
(Expressed in Canadian Dollars - Unaudited)

	Number of common shares *	Share Capital Amount	Share Capital Warrants	Share Capital Reserve	Foreign exchange translation reserve	Retained earnings	Total shareholders' equity (deficiency)
Balance at December 31, 2020	**54,230,000**	**$ 808**	**$ -**	**$ 84,180**	**$ 31,893**	**$ 643,196**	**$ 760,077**
Foreign exchange translation	-	-	-	-	(52,210)	-	(53,438)
Net profit (loss) for the period	-	-	-	-	-	345,029	345,029
Balance at June 30, 2021	**54,230,000**	**808**	**-**	**84,180**	**(20,317)**	**988,225**	**1,052,896**
Shares issued for RTO transaction	3,750,225	750,045	-	-	-	-	750,045
Shares issued for equity	2,500,000	250,000	-	-	-	-	250,000
Shares issued for subscription receipts	11,190,000	1,635,540	392,935	-	-	-	2,028,475
Shares issued for services	1,769,775	353,955	-	-	-	-	353,955
Foreign exchange translation	-	-	-	-	115,182	-	115,182
Net profit for the period	-	-	-	-	-	(2,827,112)	(2,827,112)
Balance at December 31, 2021	**73,440,000**	**$ 2,990,348**	**$ 392,935**	**$ 84,180**	**$ 94,865**	**$ (1,838,887)**	**$ 1,723,441**
RSU's issued	495,000	49,500	-	-	-	-	49,500
Foreign exchange translation	-	-	-	-	1,458	-	1,458
Net profit for the period	-	-	-	-	-	(1,190,989)	(1,190,989)
Balance at June 30, 2022	**73,935,000**	**$ 3,039,848**	**$ 392,935**	**$ 84,180**	**$ 96,323**	**$ (3,029,876)**	**$ 583,410**

* Shares were split at a rate of 100,986.9646:1 before the RTO transaction on October 26, 2021. All share numbers have been adjusted to reflect his split as is it happened at the beginning of the reporting period.

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

CoinAnalyst Corp. (Formerly Brandenburg Energy Corp.)

Interim Consolidated Statement of Profit or Loss and Comprehensive Income
For the six-month period ended June 30, 2022 and 2021
(Expressed in Canadian dollars - Unaudited)

	Note		Three Month Period Ended		Six Month Period Ended	
			June 30, 2022	June 30, 2021	**June 30, 2022**	June 30, 2021
Sales	9	$	**55,069**	**242,157**	**$ 110,801**	**$ 913,566**
Expenses						
Selling, general and administrative			**487,419**	13,412	**1,114,113**	26,824
Professional fees			**35,391**		**125,645**	
Regulatory and listing costs			**575**		**9,317**	
Depreciation	4, 5		**26,028**	26,224	**52,052**	53,364
			549,413	39,636	**1,301,127**	80,188
NET PROFIT (LOSS) BEFORE OTHER ITEMS			**(494,344)**	**114,211**	**(1,190,989)**	**345,029**
Other items						
Public listing fee						
Other income			-	16,235	-	-
NET PROFIT FOR THE PERIOD			**(494,344)**	**114,211**	**(1,190,989)**	(47,718)
Other comprehensive income						
Items that may be reclassified subsequently to profit or loss:						
Foreign exchange translation adjustment			**30,913**	(12,430)	**(1,458)**	**(52,210)**
COMPREHENSIVE INCOME (LOSS) FOR THE PERIOD		**$**	**(463,431)**	**114,784**	**$ (1,192,447)**	$ (22,858)
Earnings per common share						
-basic and diluted		**$**	**$ (0.01)**	$ (43.58)	**$ (0.02)**	**$ 642.51**
Weighted average number of common shares outstanding						
-basic and diluted			**73,511,500**	537	**73,511,500**	**537**

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

CoinAnalyst Corp. (Formerly Brandenburg Energy Corp.)

Interim Consolidated Statements of Cash Flows
For the six-month period ended June 30, 2022 and 2021
(Expressed in Canadian Dollars - Unaudited)

		June 30, 2022		June 30, 2021
Cash provided by (used in):				
Operating:				
Net profit for the period	$	**(1,190,989)**	$	345,029
Items not involving cash:				
Depreciation		**52,052**		52,782
RSU's issued		**49,500**		-
		(1,089,437)		397,811
Changes in non-cash operating working capital items:				
Sales tax receivables		**(8,810)**		-
Accounts receivable		**-**		(388,382)
Prepaids		**100,000**		-
Trade payables and accrued liabilities		**(125,449)**		16,418
Due to related party		**56,179**		(22,078)
Deferred income		**(110,139)**		-
		(1,177,656)		3,769
Effect of foreign exchange translation		**1,458**		(7,567)
Increase in cash during the period		**(1,176,198)**		(3,798)
Cash, beginning of period		**1,181,175**		3,798
Cash, end of period	**$**	**4,977**	$	-

There were no non-cash transactions during the six-month periods ended June 30, 2022 and 2021, except as noted above.

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

1. NATURE OF BUSINESS

CoinAnalyst Corp. (Formerly Brandenburg Energy Corp.) (the "Company") was incorporated under the Business Corporations Act (British Columbia) on November 1, 2007.

The Company's head office and principal address is located at Bruckenstrabe 48, 60594, Frankfurt am Main, Germany.

The Company is a data analytics company based in Germany that has created a software system that enables any user to access a dashboard which monitors and analyses real-time data from the crypto and Initial Coin Offering (ICO) market. The Company uses semantic indexing and structuring of online data, leveraging pattern recognition and artificial intelligence. Additionally, the system provides news, price quotes and messaging, as well as social platform integration.

On October 16, 2021, the Company announced that it had closed its business combination with CoinAnalyst Corp (Formerly Brandenburg Energy Corp. ("**Brandenburg**")) to effect a consolidation by way of a three-cornered amalgamation, share exchange, merger, amalgamation, arrangement or other similar form of transaction as is acceptable to the parties. Brandenburg acquired all of the Company's shares on completion of the amalgamation, and the resulting issuer will carry on the business of the Company. The transaction constituted a reverse takeover of Brandenburg by the Company.

The Company began trading on the CSE on November 1, 2021, under the symbol COYX. On November 9, 2021, the Company began trading on the Frankfurt Exchange, under the symbol 1EO.

Going Concern

These financial statements have been prepared on the basis of a going concern which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. The Company's ability to continue as a going concern is dependent on being able to raise the necessary funding to continue operations, through public equity, debt financings, joint arrangements and other contractual arrangements, or being able to operate profitably in the future. While the Company incurred a profit in 2020, it incurred a loss of $2,061,361 in the year ended December 31, 2021, and a loss of $1,190,989 in the period ended June 30, 2022. As at June 30, 2022, it has a working capital deficit of $549,849 (December 31, 2021 – working capital of $538,130). There is no assurance that additional funding will be available on a timely basis or on terms acceptable to the Company. If the Company is unable to obtain sufficient funding, the ability of the Company to meet its obligations as they come due and, accordingly, the appropriateness of the use of accounting principles as a going concern may be in doubt. These uncertainties may cast significant doubt upon the Company's ability to continue as a going concern. These financial statements do not include any adjustments relating to the recoverability and classification of assets and liabilities which might be necessary should the Company be unable to continue in existence.

In March 2020, the COVID19 outbreak was declared a global pandemic by the World Health Organization. The situation is dynamic and the ultimate duration and magnitude of the impact on the economy, capital markets and the Company's financial position cannot be reasonably estimated at this time. The Company is monitoring developments and will adapt its business plans accordingly. The actual and threatened spread of COVID19 globally could adversely impact the Company's ability to carry out its plans and raise capital.

These consolidated financial statements were authorized for issue on August 30, 2022, by the directors of the Company.

2. BASIS OF PRESENTATION

Statement of compliance

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"). 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 consolidated financial statements are based on IFRS issued and outstanding as of August 30, 2022, the date the Board of Directors approved the statements. The same accounting policies and methods of computation are followed in these interim consolidated financial statements as compared with the most recent annual financial statements as at and for the year ended December 31, 2021. Any subsequent changes to IFRS that are given effect in the Company’s annual financial statements for the year ending December 31, 2022 could result in restatement of these interim financial statements.

Basis of preparation

These consolidated financial statements have been prepared on the historical cost basis, except for certain financial instruments which are measured at fair value, as explained in the accounting policies set out in Note 3.

Basis of consolidation

Subsidiaries are consolidated from the date of acquisition, being the date on which the Company obtains control, and continues to be consolidated until the date that such control ceases. Control is achieved when an investor has power over an investee to direct its activities, exposure to variable returns from an investee, and the ability to use the power to affect the investor's returns.

The results of subsidiaries acquired or disposed of during the periods presented are included in the consolidated statements of comprehensive loss from the effective date of control and up to the effective date of disposal or loss of control, as appropriate. All intercompany transactions, balances, income and expenses are eliminated upon consolidation.

The audited consolidated financial statements incorporate the financial statements of the Company and its subsidiaries.

The results of subsidiaries acquired or disposed of during the periods presented are included in the consolidated statement of loss and comprehensive loss from the effective date of acquisition and up to the effective date of disposal, as appropriate. All intercompany transactions, balances, income and expenses are eliminated upon consolidation.

(i) Subsidiaries - The following companies have been consolidated within the audited annual consolidated financial statements:

Company	**Registered**	**Principal Activity**
CoinAnalyst Corp.	Germany	Parent, operating company
Brandenburg Energy Corp(1)	British Columbia (Canada)	dormant
2828329 Ontario Inc. (1)	Ontario (Canada)	dormant

(1) 100% owned by ultimate shareholder – CoinAnalyst Corp.

Presentation and functional currency

These consolidated financial statements are presented in Canadian dollars, unless otherwise stated. The functional currency of the Company is the European euro.

Foreign currency translation

In preparing the financial statements of the Company, transactions in currencies other than the entity's functional currency (foreign currencies) are recognized at the rates of exchange prevailing on the dates of the transactions. At each reporting date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Nonmonetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Exchange differences are recognized in profit or loss in the period in which they arise except for:

- Exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings
- Exchange differences on transactions entered into to hedge certain foreign currency risks
- Exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur in the foreseeable future (therefore forming part of the net investment in the foreign operation), which are recognized initially in other comprehensive income and reclassified from equity to profit or loss on disposal or partial disposal of the net investment

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated at exchange rates prevailing on the reporting date. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the date of transactions are used. Exchange differences arising, if any, are recognized in other comprehensive income and accumulated in a foreign exchange translation.

Financial instruments

Financial assets and financial liabilities are recognized in the Company's statement of financial position when the Company becomes a party to the contractual provisions of the instrument.

Initial measurement:
Financial assets and financial liabilities are initially measured at fair value, except for trade receivables that do not have a significant financing component which are measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in profit or loss.

Subsequent measurement:
The following table shows the classification of the Company's financial instruments under IFRS 9:

Financial assets	Cash	FVTPL
Financial assets	Accounts Receivable	Amortized cost
Financial liabilities	Accounts payables and accrued liabilities	Amortized cost
Financial liabilities	Due to related companies	Amortized cost

The Corporation classifies its financial assets in one of the following categories: (1) at fair value through profit or loss ("FVTPL"), (2) at amortized cost or (3) at fair value through other comprehensive income ("FVTOCI"). The classification depends on the purpose for which the financial assets were acquired, the business model in which they are managed and their cash flow characteristics. Management determines the classification of its financial assets at initial recognition.

Financial assets and liabilities at FVTPL
Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the statements of profit or loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the statements of profit or loss in the period in which they arise.

Amortized cost
Financial assets and liabilities at amortized cost are initially recognized at fair value and subsequently carried at amortized cost less any impairment. They are classified as current or non-current based on their maturity date.

Financial assets at FVTOCI
Investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently, they are measured at fair value, with gains and losses arising from changes in fair value recognized in other comprehensive income. There is no subsequent reclassification of fair value gains and losses to profit or loss following the de-recognition of the investment.

Impairment of financial assets at amortized cost
The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company recognizes in the statements of profit or loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

Derecognition

Financial assets
The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity.

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

Gains and losses on derecognition are generally recognized in profit or loss.

Fair value hierarchy the Company uses the following hierarchy for determining and disclosing the fair value of the financial instruments by valuation technique:

Level 1 – Applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.

Level 2 – Applies to assets or liabilities for which there are inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly such as quoted prices for similar assets or liabilities in active markets or indirectly such as quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions.

Level 3 – Applies to assets or liabilities for which there are unobservable market data. Cash has been measured at fair value using Level 1 inputs. The carrying value of trade payables and accrued liabilities approximate their fair value because of the short-term nature of these instruments or their ability of prompt liquidation.

Provisions

Provisions are recorded when a present legal or constructive obligation exists as a result of past events where it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made.

In the case where a potential obligation resulting from past events exist, 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 amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the statement of financial position date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows. When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset when it is virtually certain that reimbursement will be received and the amount receivable can be measured reliably. There were no provisions recorded for the years presented in these financial statements.

Revenue recognition

The Company sells subscriptions to software as a service, under fixed price contracts for a specified period of time. Service contracts are typically for the initial setup and ongoing service over a specified period of time at specified fees for each service.

The Company follows a five-step recognition and measurement approach for revenue arising from contracts with customers:

1. Identify the contracts with customers
2. Identify the performance obligations in the contract
3. Determine the transaction price
4. Allocate the transaction price to the performance obligations in the contract
5. Recognize revenue when the Company satisfies a performance obligation

When collectability is reasonably assured, fees are billed based on when tokens are utilized. Unutilized tokens are tracked and are deferred to future years.

Software revenue
The Company developed a software and sold it to a related party. The transaction is measured at a value agreed by both parties.

Revenue from the sale of software is recognized based on the stage of completion of the contract and when cash collection is reasonably assured.

Significant accounting judgements, estimates and assumptions

The preparation of financial statements in conformity with IFRS requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported sales and expenses during the period. Actual results could differ from these estimates.

The preparation of these financial statements requires management to make judgments regarding going concern of the Company as discussed in Note 1.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, that could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

Recognition and valuation of deferred tax assets
The recognition of deferred tax assets is based upon whether it is probable that sufficient and suitable taxable profits will be available in the future or whether taxable temporary differences will reverse such that deferred tax assets can be utilized. Recognition therefore involves a degree of estimation and judgement regarding the future financial performance or the timing of the reversed deferred tax liabilities where deferred tax assets have been recognized.

The income tax expense represents the sum of the tax currently payable and deferred tax.

(i) Current tax
The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in profit or loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

A provision is recognized for those matters for which the tax determination is uncertain, but it is considered probable that there will be a future outflow of funds to a tax authority. The provisions are measured at the best estimate of the amount expected to become payable. The assessment is based on the judgement of tax professionals within the Company supported by previous experience in respect of such activities and in certain cases based on specialist independent tax advice.

(ii) Deferred tax
Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit and is accounted for using the liability method. Deferred tax liabilities are generally recognized for all taxable temporary differences and deferred tax assets are recognized to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilized. Such assets and liabilities are not recognized if the temporary difference arises from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, a deferred tax liability is not recognized if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities are recognized for taxable temporary differences, except where the Company is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognized to the extent that it is probable that there will be sufficient taxable profits against which to utilize the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realized based on tax laws and rates that have been enacted or substantively enacted at the reporting date.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

(iii) Current and deferred tax for the year
Current and deferred tax are recognized in profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

Estimates of useful lives of property and equipment
Management's judgment involves consideration of intended use, industry trends and other factors in determining the expected useful lives of depreciable assets and to determine depreciation methods.

Office equipment held for use for administrative purposes, are stated in the statement of financial position at their cost amounts, being, less any accumulated depreciation and accumulated impairment losses.

The Company use cost model to account for its property plant, equipment. Cost includes its purchase price, import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any costs directly attributable to bringing the asset to the location and condition necessary for it be capable of operation in the manner intended by management.

Properties for administrative purposes, office equipment is stated at cost less accumulated depreciation and accumulated impairment loss. Depreciation on office equipment is recognized in profit or loss.

Depreciation is recognized so as to write off the cost less their residual values over their useful lives, using the straight-line method, on the following bases:

Office equipment	Straight line over 5 years

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Right-of-use assets are depreciated over the shorter period of the lease term and the useful life of the underlying asset. If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Group expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. The gain or loss arising on the disposal or retirement of an asset is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in profit or loss.

Estimates of useful lives of intangible assets
Management's judgment involves consideration of intended use, industry trends, changes in technology and other factors in determining the expected useful lives of intangible assets and to determine depreciation methods.

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortization and accumulated impairment losses. Amortization is recognized on a straight-line basis over their estimated useful lives which are disclosed in note 7. The estimated useful life and amortization method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

An intangible asset is derecognized on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognized in profit or loss when the asset is derecognized.

Impairment of property, plant and equipment and intangible assets
At each reporting date, the company reviews the carrying amounts of its property, plant and equipment and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated to determine the extent of the impairment loss (if any). Where the asset does not generate cash flows that are independent from other assets, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with an indefinite useful life are tested for impairment at least annually and whenever there is an indication at the end of a reporting period that the asset may be impaired.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease and to the extent that the impairment loss is greater than the related revaluation surplus, the excess impairment loss is recognized in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss to the extent that it eliminates the impairment loss which has been recognized for the asset in prior years. Any increase in excess of this amount is treated as a revaluation increase.

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.

Cash generating units and impairment of non-financial assets
Judgment is required to assess the Company's determination of cash generating units ("CGU") for the purpose of impairment testing. The process to calculate the recoverable amount of a cash generating unit requires use of valuation methods such as the discounted cash flow method which uses assumptions of key variables including future cash flows, discount rate and terminal growth rates.

3. REVERSE TAKEOVER OF COINANALYST CORP (FORMERLY BRANDENBURG ENERGY CORP. (BRANDENBURG) BY THE COMPANY

On October 26, 2021, the Company completed an RTO transaction with Brandenburg (Note 1), whereby Brandenburg acquired 100% of the issued and outstanding common shares of Coin Analyst ug (haftungsbeschrankt) ("Coin").

Pursuant to the Transaction, Coin split its common shares ("Coin Shares") on the basis of 100,986.9646 to 1, such that its outstanding shares were 54,230,000 prior to the Amalgamation. Pursuant to the Transaction, Brandenburg consolidated all of its common shares ("Brandenburg Shares") on the basis that its outstanding shares were 3,750,225 prior to the Amalgamation.

Upon completion of the transaction, further shares were issued as follows:

- 2,500,000 shares were issued for proceeds of $250,000 which were raised prior to the Transaction.
- 11,190,000 units were issued for gross proceeds of $2,238,000. Cash costs of $209,525 were recognized against these proceeds. Each unit comprised one common share and one-half of one common share purchase warrant. Each full warrant can be exchanged for a common share on payment of $0.35 per share for a period of two years. Certain acceleration events could reduce the term of the warrant.
- 1,769,775 shares were issued in payment of consulting fees.

For accounting purposes, the acquisition was considered to be a reverse acquisition under IFRS 3 *Business Combinations* ("IFRS 3") as the shareholders of the Coin obtained control of Brandenburg. However, as Brandenburg does not meet the definition of a business as defined by IFRS 3, it has been accounted for as a share-based payment transaction in accordance with IFRS 2. The accounting for this transaction resulted in the following:

a. The consolidated financial statements of the combined entity are issued under the legal parent, Brandenburg, but are considered a continuation of the financial statements of the legal subsidiary, Coin.

b. As Coin is deemed to be the acquirer for accounting purposes, its assets and liabilities are included in the consolidated financial statements at their historical carrying values.

c. Since the shares allocated to the former shareholders of Brandenburg on closing the Transaction is considered within the scope of IFRS 2, and the Company cannot identify specifically some or all of the goods or service received in return for the allocation of the shares, the value in excess of the net identifiable assets or obligations of Brandenburg acquired on closing was expensed in the consolidated statement of loss and comprehensive loss as a listing expense.

(Expressed in Canadian Dollars - Unaudited)

The fair value of the consideration for all the shares of Brandenburg was calculated as follows:

The fair value of the 3,750,225 common shares of Brandenburg was determined to be $750,045, based on $0.20 per common share.

The fair value of the 2,500,000 common shares of Brandenburg was determined to be $250,000, based on $0.10 per common share.

The fair value of the 11,190,000 common shares of Brandenburg was determined to be $2,238,000, based on $0.20 per common share. Cash costs of $209,525 were recognized against these proceeds.

The fair value of the 1,769,775 shares of Brandenburg was determined to be $353,955, based on $0.20 per common share.

The fair value of all the consideration given and charged to listing expense was comprised of:

Consideration of 3,750,225 Brandenburg Shares	$ 750,045
Total consideration	750,045
Add: net assets assumed	144,383
Unidentified assets	$ 894,428
Unidentified assets (see above)	$ 894,428
Consideration of finder's fees	353,955
Legal and transaction costs	44,303
Total listing expenses	$ 1,292,686

4. RECEIVABLES

	June 30, 2022	December 31, 2021
Trade receivables	$ -	$ -

The Company did not record an allowance for doubtful accounts in the period ended June 30, 2022 and in the period ended December 31, 2021.

5. PREPAID

	June 30, 2022	December 31, 2021
Prepaid fee	$ -	$ 100,000

The Company prepaid investor relation fees from its concurrent financing. These fees were amortized over the remainder of the contract.

(Expressed in Canadian Dollars - Unaudited)

6. PROPERTY AND EQUIPMENT

	Gross	Accumulated Depreciation	Net
June 30, 2022			
Office equipment			
Open	$ 13,930	$ (13,209)	$ 1
Additions	-	-	-
Close	$ 13,210	$ (13,209)	$ 1
December 31, 2021			
Office equipment			
Open	$ 13,210	$ (9,360)	$ 3,850
Additions	-	(3,849)	(3,849)
Close	$ 13,210	$ (13,209)	$ 1

The Company recognized depreciation of $Nil in the first six months of 2022 and $2,302 in the first six months of 2021. There were no asset additions in 2022 and 2021.

7. SOFTWARE

	Gross	Accumulated Depreciation	Net
June 30, 2022			
Software			
Open	$1,561,300	$ (375,990)	$1,185,310
Additions	-	(52,052)	(52,052)
Close	$1,561,300	$ (428,042)	$1,133,258
December 31, 2021			
Software			
Open	$1,561,300	$ (286,648)	$1,274,652
Additions	-	(89,342)	(89,342)
Close	$1,561,300	$(375,990)	$1,185,310

The Company recognized depreciation of $52,052 in the first six months of 2022 and $50,480 in the first six months of 2021. There were no asset additions in 2022 and 2021.

8. TRADE PAYABLES AND ACCRUED LIABILITIES

	June 30, 2022	December 31, 2021
Trade payables	$ 275,538	$ 216,544
Legal fees payable	6,510	173,594
Legal settlement accrual (Note 15)	78,032	78,032
Accrued liabilities	28,135	42,494
	$ 385,215	$ 510,664

(Expressed in Canadian Dollars - Unaudited)

9. SHARE CAPITAL & SHARE PREMIUM

a. Authorized

Unlimited number of common shares with nominal value
Unlimited number of preferred shares with nominal value

b. Issued and outstanding

	Number	Capital	Warrants
Balance December 31, 2020 – Common shares *	54,230,000	$ 808	$ -
Issuances for RTO transaction (i)	3,750,225	750,045	-
Issuances for equity during RTO transaction (ii)	2,500,000	250,000	-
Issuances for equity (iii)	11,190,000	1,635,540	392,935
Issuances for services (iv)	1,769,775	353,955	-
Balance December 31, 2021	73,440,000	$ 2,990,348	$ 392,935
RSU's issued	495,000	49,500	-
Balance June 30, 2022	73,935,000	$ 3,039,848	$ 392,935

* On October 16, 2021, the 537 original common shares and 6 preference shares were exchanged for 54,230,000 new common shares. This section reports the exchange as if it happened at the beginning of the 2020 year.

On March 18, 2022, the Company issued 495,000 common shares at a deemed cost of $49,500 as the condition for issuance was met.

On October 26, 2021, the Company completed an RTO transaction. On that the following shares were issued at a deemed cost of $0.20:

(i) 3,750,225 shares related to the RTO transaction.
(ii) 2,500,000 shares were originally issued for $0.10 per share in the RTO target company. On completion of the RTO, the shares were exchanged for shares of the new company.
(iii) 11,190,000 units were issued for proceeds of $2,238,000. Each unit comprised one common share and one-half of one common share purchase warrant. Each full warrant can be exchanged for a common share on payment of $0.35 per share for a period of two years. Certain acceleration events could reduce the term of the warrant. Costs of $209,525 were incurred related to the placement. The net proceeds were allocated as $1,635,540 to common shares and $392,935 to warrants.
(iv) 1,769,775 shares were issued in payment of consulting fees at a deemed value of $0.20 per share.

c. Warrants

On October 26, 2021, the Company issued 11,190,000 subscription units. Each unit contains one share and one-half share purchase warrant. Each full warrant will be exercisable at a price of $0.35 until October 26, 2023. The fair value of these warrants was estimated on the date of the go public transaction, using the Black-Scholes option pricing model with the following assumption: Share price of $0.20; expected dividend yield 0%; risk-free interest rate of 0.32%; volatility of 100% and an expected life of one and one half years. The fair value assigned to these warrants, based on the pro rata value of the shares and warrants, was $392,935 and this value was recognized in the statement of equity during the period ended December 31, 2021.

On October 26, 2021, the Company issued 1,095,200 warrants in connection with the subscription financing. Each warrant will be exercisable at a price of $0.20 until October 26, 2023.

(Expressed in Canadian Dollars - Unaudited)

	June 30, 2022		December 31, 2021	
	Number	Average Exercise Price	Number	Average Exercise Price
Balance, beginning of year	6,690,000	$0.33	-	-
Issued	-	-	6,690,000	$0.33
Balance, end of period	6,690,000	$0.33	6,690,000	$0.33

Number of Warrants	Exercisable Warrants	Weighted Average Exercise Price	Expiry Date	Years to Maturity
5,595,000	5,595,000	$0.35	October 26, 2023	1.3
1,095,200	1,095,200	$0.20	October 26, 2023	1.3
6,690,000	6,690,000	$0.33		1.3

d. Restricted Share Units

On April 20, 2014, the Company adopted a restricted share unit plan (the "RSU Plan"). The maximum aggregate numbers of shares reserved for issuance under the RSU Plan, shall not exceed a combined total of 10% of the Company's issued and outstanding shares. In addition, the RSU Plan sets out certain other restrictions in respect of grants to certain participants.

Restricted share units were issued to certain persons on condition that certain goals must be achieved for the issuance of compensation shares.

The continuity of the Company's restricted stock options is as follows:

	Number of Restricted Share Units
Outstanding, December 31, 2020	-
Granted	645,000
Outstanding, December 31, 2021	645,000
Issued	(495,000)
Outstanding, June 30, 2022	150,000

During the period ended June 30,2022, the Company issued 495,000 shares as one of the conditions was met. A further 150,000 shares will be issued after the common shares of the Company have been listed on an exchange for 6 months (Note 18). These common shares have not been issued yet.

e. 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 June 30, 2022 and December 31, 2021 there were Nil stock options outstanding. Nil options were granted in the periods ended June 30, 2022 and December 31, 2021.

(Expressed in Canadian Dollars - Unaudited)

10. RELATED PARTY TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

The Company has identified its directors and certain senior officers as its key management personnel and the compensation costs for key management personnel and companies related to them are recorded at their exchange amounts as agreed upon by transacting parties.

During the year ended December 31, 2021, the company entered into the following transaction:

- Sale of software services to MemoNews AG (a company owned and controlled by CEO) $251,642

At June 30, 2022 and December 31, 2021, the following balances were receivable, totaling $309,253:

- MemoNews AG $148,619
- Chief Executive Officer $102,141
- Cogia Gmbh (a company owned and controlled by CEO) $58,493

Sale of software was made at the company's usual fee with no discount. The amounts outstanding are unsecured and will be settled in cash. No guarantees have been given or received. No provision has been made for doubtful debts in respect of the amounts owed by related parties.

On April 27, 2018, MemoNews AG, entered into a license agreement with the Company, where the Company acquired the software source code (Note 5) with a cost of EURO € 1,000,000 to be paid in 40 monthly installments of € 25,000. The balance owing at June 30, 2022 and December 31, 2021 is $95,598.

During the six-month periods ended June 30, 2022 and 2021, the remuneration of the key management personnel were as follows:

Six-month period ended June 30		2022		2021
Chief Executive Officer	$	60,000	$	54,093
Chief Financial Officer		-		-
Chief Technology Officer		60,000		45,078
RSU's vested		17,000		-
Total	$	137,000	$	99,171

The Company converted 170,000 RSU's to common shares for related parties in the period ended June 30, 2022. These RSU's had an ascribed value of $17,000 and the balance was reported as selling, general and administrative costs in the June 30, 2022 period.

11. INCOME TAXES

This note has not been updated or the current period.

12. SEGMENTED INFORMATION

The Company operated in one industry segment in the European Union. The Company's assets are solely located in the European Union. A breakdown of the Company's sales by geographical area is as follows:

Periods ended June 30	2022	2021
Sales by location		
European Union	$ 110,138	$ 913,566

13. DEFERRED INCOME

The Company issued tokens over time which permitted access and use buy the purchaser to the Company's proprietary software. Revenue has been recognized as follows:

	2022		2021	
	Tokens	$	Tokens	$
Open	69,785,152	660,830	-	-
Issued	-	-	71,006,400	672,352
Consumed	(11,630,824)	(110,139)	(1,221,248)	(11,522)
Close	58,154,328	550,691	69,785,152	660,830

The sale of software was at a point in time with a related party (Note 10).

14. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company's financial instruments consist of cash, trade receivable, and trade payables and accrued liabilities. These financial instruments are exposed to certain risks, including credit risk, interest rate risk, liquidity risk, foreign currency risk, and other market risk.

Credit risk
Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The Company's cash is held through large German financial institutions. The Company considers credit risk on its cash to be minimal.

The Company's trade receivable consists of amounts receivable from customers. The Company's maximum exposure to credit risk as at June 30, 2022 is $Nil (December 31, 2021 - $Nil), representing trade receivables.

For amounts due from customers, the Company performs ongoing credit evaluations of its customers and monitors the receivable balance and the payments made in order to determine if an allowance for estimated credit losses is required.

When determining the allowance for estimated credit losses the Company will consider historical experience with the customer, current market and industry conditions and any specific collection issues. As at June 30, 2022 and December 31, 2021, the Company did not have any material overdue accounts.

Liquidity risk
Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk by maintaining cash and cash equivalent balances to ensure that it is able to meet its short-term and long-term obligations as and when they fall due. Trade payable and accrued liabilities are due within the current operating period. The Company manages liquidity risk through the management of its capital structure as described in Note 10.

As at June 30, 2022, the Company had a working capital deficit of $549,849 (December 31, 2021 – working capital of $538,130).

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 exposed to currency risk as its held foreign currency denominated assets or liabilities in European euro. A minor

change in the value of the Canadian dollar against the Euro dollar would not materially affect the Company's operations.

Foreign currency sensitivity analysis

The Company is mainly exposed to the Currency of Germany (Euros). The following details the sensitivity of 5% increase and decrease in Canadian Dollars against Euros. 5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the year end for a 5% change in foreign currency rates.

A positive number indicates increase in profit or decrease in loss and other equity where Canadian dollars strengthen 5% against the Euros. For a 5% weakening of Canadian dollars against the Euros, there would be a comparable impact on the profit or loss and other equity and the balances would be negative.

At December 31, 2021, a 5% increase in foreign exchange rate would decrease the loss and other equity by $27,853 and a 5% decrease would increase the loss by $27,853.

In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk as the year end exposure does not reflect the exposure during the year.

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.

The remaining contractual maturity of the accounts payable and accrued liabilities (Note 8) and the account receivables (Note 4) are within one year after the Company's financial year end.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

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 is not exposed to significant interest rate risk as it dies not have any debt with variable interest rate.

Other Market Risk

Other market risk that the Company is exposed to includes currency risk. Currency risk is the risk of loss due to fluctuation of foreign exchange rates and the effects of these fluctuations on foreign currency denominated monetary assets and liabilities. The Company is exposed to currency risk as it carries its business principally in European euro but uses the Canadian dollar as its reporting currency.

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 exist, 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.

15. LEGAL PROCEEDINGS

There is currently a pending litigation in the amount of €41,500 by Savedroid AG against the Company regarding outstanding and overdue consulting fees. A judgement was entered for the full amount including fees and interest cost. The full amount of $78,032 was accrued in the financial statements (Note 8) during the December 31, 2021 year.

Management is not aware of any other such material legal proceedings contemplated against the Company. There are no penalties or sanctions imposed against the Company 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 these Financial Statements. There are no other penalties or sanctions imposed by a court or regulatory body against the Company 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 Company 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 these consolidated financial statements.

16. CAPITAL MANAGEMENT

The Company's capital management objectives are to safeguard the Company's ability to continue as a going concern in order to continue its technology services to its customers. The Company's capital is composed of its shareholders' equity.

The Company manages and adjusts its capital structure whenever changes to the risk characteristics of the underlying assets or changes in economic conditions occur. To maintain or adjust the capital structure, the Company may issue new shares or acquire, dispose of or jointly operate certain of its assets. In order to facilitate the management of its capital requirements, the Company actively monitors its liquidity and short and long-term funding requirements. There was no change to the Company's approach to capital management during the period.

17. LOSS PER SHARE

Basic loss per share is calculated using the weighted-average number of common shares outstanding during each period. Diluted loss per share assumes the conversion, exercise or issuance of all potential common share equivalents unless the effect is to reduce the loss or increase the income per share.

For the purposes of this calculation, stock options, warrants and RSU's are considered to be potential common shares and are only included in the calculation of diluted loss per share when their effect is dilutive.

Due to the net loss incurred during the year, all outstanding options and warrants were excluded from diluted weighted-average common shares outstanding as their effect was anti-dilutive.

18. SUBSEQUENT EVENTS

On January 11, 2022, the Company announced its letter of intent to acquire RockStock Equities Inc., a company building a platform to facilitate and empower artists through, allowing them to directly monetize their music, create "pay-per-view" performances and participate in the exciting new world of NFT revenue generation.

The transaction consideration is $937,500 in accordance with the terms consistent with the binding letter of intent executed on January 20, 2022. The Company will issue an aggregate of 3,750,000 common shares in the capital of the CoinAnalyst Corp. at a deemed price of $0.25 per share to the shareholders of RockStock Equities Inc., *pro rata* in proportion to their holdings. It has been agreed that an additional (up to) 250,000 common shares in the capital of CoinAnalyst, at a deemed price of $0.25 per share shall be issued to the

RockStock Equities Shareholders, *pro rata* in proportion to their holdings, if, at the end of 6 months period immediately following the closing of the Transaction, RockStock Equities has developed a minimum viable product for its mobile app and web app of the RockStock Platform.

The securities issued pursuant to the Transaction are subject to contractual restrictions on trading and will be released to each RockStock Shareholder as follows: (i) 10% of the Consideration Shares at the closing and 15% increments on each successive three months anniversary of closing; and, in the case of the Earnout Shares, 10% of the Earnout Shares to be released on the date of issuance of the Earnout Shares and 15% increments on each successive three months anniversary of the date of issuance.

The Company will appoint David Abbott, the principal of RockStock Equities, to its board of directors. In addition, the Company will enter into consulting agreements with David Abbott and Christelle Dussault. The Transaction, including the proposed issuance of Consideration Shares and Earnout Shares, is subject to customary closing conditions including the receipt of any required regulatory and exchange approvals.

On April 4th , 2022, the Company announced a definitive agreement with Rockstock Equities Inc., based the previously announced binding letter of intent. On April 7th, 2022, the Company closed the transactions, pursuant to the previously announced Terms.