

AQUARIUS AI INC. (FORMERLY GOOD LIFE NETWORKS INC.)

**Condensed Consolidated Interim Financial Statements
For the Nine Months ended September 30, 2021 and 2020
(Expressed in Canadian Dollars)**

<u>Index</u>	<u>Page</u>
Notice of No Auditor Review of Interim Financial Statements	2
Condensed Consolidated Interim Financial Statements	
Condensed Consolidated Interim Statements of Financial Position	3
Condensed Consolidated Interim Statements of Comprehensive Loss	4
Condensed Consolidated Interim Statements of Changes in Shareholders' Deficiency	5
Condensed Consolidated Interim Statements of Cash Flows	6
Notes to the Condensed Consolidated Interim Financial Statements	7 - 22

Notice of No Auditor Review of Interim Financial Statements

The accompanying unaudited financial statements have been prepared by management and approved by the Audit Committee.

The Company's independent auditors have not performed a review of these consolidated financial statements in accordance with the standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditors.

AQUARIUS AI INC. (FORMERLY GOOD LIFE NETWORKS INC.)
Condensed Consolidated Interim Statements of Financial Position
September 30, 2021 and December 31, 2020
(Expressed in Canadian Dollars)

	September 30, 2021	December 31, 2020
Assets		
Current		
Cash	\$ 1,385	\$ 554
GST receivable	149,875	54,360
Prepays and deposits	53,528	2,917
	\$ 204,788	\$ 57,831
Non-current		
Property and equipment (note 7)	754,798	-
Goodwill (note 12)	3,749,699	-
	4,504,497	-
	4,709,285	57,831
Liabilities		
Current		
Accounts payable and accrued liabilities (note 9)	\$ 1,324,368	2,412,472
Loan payable (note 13)	-	95,490
Due to a related party (note 9)	147,774	245,890
Current portion of Lease liability (note 8)	64,396	-
Other liabilities (note 10)	484,931	484,931
	2,021,469	3,238,783
Non-current		
Lease liability (note 8)	112,693	-
Derivative Liability (note 6(c))	1,460,980	353,976
	3,595,142	3,592,759
Shareholders' Equity (Deficiency)		
Share Capital (note 6)	28,030,969	21,896,849
Translation Reserve	(253,587)	(254,658)
Reserves (note 6)	1,834,739	1,738,688
Deficit	(29,128,336)	(26,915,807)
Equity (Deficiency) Attributable to Owners of the Company	483,785	(3,534,928)
Non-controlling Interest	630,358	-
Total Equity	1,114,143	(3,534,928)
	\$ 4,709,285	\$ 57,831

Approved on behalf of the Board:

"Jesse Dylan"

.....
Jesse Dylan, Director

"Eugene Valaitis"

.....
Eugen Valaitis, Director

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

AQUARIUS AI INC. (FORMERLY GOOD LIFE NETWORKS INC.)
Condensed Consolidated Interim Statements of Income (Loss) and Comprehensive Income (Loss)
Nine Months Ended September 30, 2021 and 2020
(Expressed in Canadian Dollars)

	Three Months Ended		Nine Months Ended	
	September 30, 2021	September 30, 2020	September 30, 2021	September 30, 2020
Revenues	\$ 56,667	\$ -	\$ 56,667	\$ -
Direct Expenses	51,500	-	51,500	-
Gross Profit	5,167	-	5,167	-
Operating Expenses				
Amortization	\$ 22,458	\$ -	\$ 28,174	\$ -
Financing costs	4,659	-	6,288	432,355
General and administrative (note 15)	391,533	566,859	1,341,522	1,386,685
Marketing and sales	1,159	-	33,901	3,361
	419,809	566,859	1,409,885	1,822,401
Operating Loss	(414,642)	(566,859)	(1,404,718)	(1,822,401)
Other Income	-	-	-	39,304
Recovery of bad debt	-	946,306	-	948,894
Write-offs (note 11)	-	59,245	-	437,094
Transaction Costs	(10,750)	-	(10,750)	-
Foreign exchange gain (loss)	(41,312)	(6,391)	6,475	(76,776)
Gain (loss) on forgiveness of debt (note 13)	-	10,330,969	-	11,193,934
Fair value changes of derivative liability (note 6(c))	2,019,975	(142,610)	(803,536)	(149,304)
Net Income (Loss)	\$ 1,553,271	\$ 10,620,660	\$ (2,212,529)	\$ 10,570,745
Translation adjustment	41,314	(30,235)	1,071	(8,473)
Comprehensive Income (Loss)	\$ 1,594,585	\$ 10,590,425	\$ (2,211,458)	\$ 10,562,272
Comprehensive Income (Loss) Attributed to:				
Owners of the Company	\$ 1,594,585	\$ 10,590,425	\$ (2,211,458)	\$ 10,562,272
Non-controlling interest	-	-	-	-
	\$ 1,594,585	\$ 10,590,425	\$ (2,211,458)	\$ 10,562,272
Basic and Diluted Income (Loss) Per Share (note 14)	\$ 0.02	\$ 0.60	\$ (0.04)	\$ 0.88

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

AQUARIUS AI INC. (FORMERLY GOOD LIFE NETWORKS INC.)
Consolidated Statements of Changes in Shareholders' Equity (Deficiency)
(Expressed in Canadian Dollars)

	<u>Share Capital</u>						
	Number	Amount	Reserves	Translation Reserve	Deficit	Non-Controlling Interest	Total
Balance, December 31, 2019	9,040,003	\$ 20,296,209	\$ 1,680,811	\$ (140,149)	\$ (36,881,535)	\$ 23,638	\$ (15,021,026)
Shares issued for debt settlement (note 6(b))	1,119,551	698,878	-	-	-	-	698,878
Share issued from private placement	12,177,450	1,217,745	-	-	-	-	1,217,745
Share issuance costs		(71,745)	-	-	-	-	(71,745)
Finders' warrants		(57,877)	57,877	-	-	-	-
Settlement warrants issued for bank loan settlement		-	137,500	-	-	-	137,500
Cumulative translation adjustment	-	-	-	(8,473)	-	-	(8,473)
Disposition of non-controlling interest upon wind up a subsidiary (note 11)	-	-	-	-	-	(23,638)	(23,638)
Net loss for the period	-	-	-	-	10,570,745	-	10,570,745
Balance, September 30, 2020	22,337,004	\$ 22,083,210	\$ 1,876,188	\$ (148,622)	\$ (26,310,790)	\$ -	\$ (2,500,014)
Balance, December 31, 2020	24,850,314	\$ 21,896,849	\$ 1,738,688	\$ (254,658)	\$ (26,915,807)	\$ -	\$ (3,534,928)
Units issued from private placement (note 6(b))	25,111,983	3,007,913	-	-	-	-	3,007,913
Units issued to acquire subsidiary (note 12)	25,558,250	3,141,408	-	-	-	-	3,141,408
Non-controlling interest on acquisition of subsidiary	-	-	-	-	-	630,358	630,358
Warrants exercised	1,081,500	162,225	-	-	-	-	162,225
Share issuance costs	-	(81,375)	-	-	-	-	(81,375)
Agents' warrants	-	(96,051)	96,051	-	-	-	-
Cumulative translation adjustment	-	-	-	1,071	-	-	1,071
Net loss for the period	-	-	-	-	(2,212,529)	-	(2,212,529)
Balance, September 30, 2021	76,602,047	\$ 28,030,969	\$ 1,834,739	\$ (253,587)	\$ (29,128,336)	\$ 630,358	\$ 1,114,143

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

AQUARIUS AI INC. (FORMERLY GOOD LIFE NETWORKS INC.)
Condensed Consolidated Interim Statements of Cash Flows
Nine Months Ended September 30, 2021 and 2020
(Expressed in Canadian Dollars)

	Nine Months Ended	
	September 30, 2021	September 30, 2020
Operating Activities		
Net income (loss) for the period	\$ (2,212,529)	\$ 10,570,745
Items not involving cash		
Depreciation and Amortization	28,174	-
Accretion	6,288	-
Financing costs	-	432,356
Bad debts (recovery)	-	(948,894)
Loss (gain) on debt settlement	-	(11,193,934)
Fair value change in derivative liability	803,536	149,304
Write offs	-	(437,094)
Foreign exchange gain	1,071	(3,833)
	(1,373,460)	(1,431,351)
Changes in non-cash working capital		
Accounts receivable	-	572,412
GST receivable	(50,490)	(32,109)
Due from related party	-	-
Prepays	(44,611)	(1,071)
Accounts payable and accrued liabilities	(1,112,223)	238,067
Other liabilities	(398,190)	219,970
Interest paid	-	(4)
Cash Used in Operating Activities	(2,978,974)	(344,086)
Investing Activities		
Purchase of furniture	(20,045)	-
Cash received on acquisition of subsidiary (Note 12)	31,259	-
Cash Provided by Investing Activities	11,214	-
Financing Activities		
Proceeds from private placement	3,007,913	1,146,000
Share issuance costs	(81,375)	-
Loan repayment	(95,490)	(901,902)
Proceeds from warrants exercise	162,225	-
Payment of lease liabilities	(24,682)	-
Cash Provided by Financing Activities	2,968,591	244,098
Inflow (Outflow) of Cash	831	(99,988)
Cash, Beginning of Period	554	100,767
Cash, End of Period	\$ 1,385	\$ 779

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

AQUARIUS AI INC. (FORMERLY GOOD LIFE NETWORKS INC.)
Notes to the Condensed Consolidated Interim Financial Statements
Nine Months Ended September 30, 2021 and 2020
(Expressed in Canadian Dollars)

1. NATURE OF OPERATIONS AND GOING CONCERN

Aquarius AI Inc. (formerly Good Life Networks Inc.) (the “Company” or “Aquarius”) was incorporated under the Business Corporations Act on August 17, 2011.

Effective January 28, 2018, the Company closed its qualifying transaction (the “Transaction”) with Good Life Networks Inc. (“GLN”), a Vancouver-based, digital media private company. The Transaction was completed by way of a share exchange pursuant to a plan of arrangement under the provisions of the *Business Corporations Act* (British Columbia) (the “Arrangement”), which included the amalgamation of GLN and Exito Energy II Inc. (“Exito”) to form the Company as the resulting issuer. The Company continued the business of GLN, as described below. The transaction was considered a reverse takeover (“RTO”) since the legal acquiree is the accounting acquirer, as the former shareholders of GLN obtained a controlling interest of the resulting issuer after the completion of the Transaction.

The Company changed its name from Good Life Networks Inc. to Aquarius AI Inc. on November 29, 2019. Effective July 15, 2021, the Company commenced trading on the Canadian Securities Exchange (the “CSE”) under the symbol “AQUA”, subsequent to its delisting on the TSX Venture Exchange effective July 16, 2021. The Company continues to trade on the Frankfurt Stock Exchange under the stock symbol “4G5”

The Company’s business is that of a digital technology company with a mandate to develop and/or acquire technologies to monetize in-house or develop and sell to third parties or find joint venture partners for further development and monetization. The principal office of the Company is located at 595 Howe Street 10th floor, Vancouver, BC V6C 2T5, Canada.

These consolidated financial statements have been prepared on a going concern basis, which assumes that the Company will be able to continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal of business. For the period ended September 30, 2021, the Company had a net loss of \$2,212,529 (2020 – net income of \$10,570,745) and cash outflows from operating activities of \$2,978,974 (2020 - \$344,086) and as of September 30, 2021, has an accumulated deficit of \$29,128,336 (December 31, 2020 - \$26,915,807).

The Company has negligible revenue during the nine months ended September 30, 2021. Having successfully completed a financing during the period, the Company anticipates that it has sufficient cash to meet its administrative overhead and service its obligations in the near term. Currently, based on its planned expenditures and expected cash flows, the Company will need to secure new sources of working capital to continue operations beyond an approximately twelve-month period. Management’s plan is to actively secure sources of funds, including possible equity and debt financing options, while at the same time focus on exercising careful cost control to sustain operations.

The Company’s ability to continue its operations and to realize its assets at their carrying values are dependent upon obtaining additional financing. Further, the Company’s ability to continue as a going concern is dependent upon the successful results from its activities and its ability to attain profitable operations and generate funds therefrom and/or to raise equity capital or borrowings sufficient to meet current and future obligations, none of which is in any way certain that the Company can achieve. The Company has now started the process of repositioning its technology that may provide opportunities for monetization. These consolidated financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern.

AQUARIUS AI INC. (FORMERLY GOOD LIFE NETWORKS INC.)
Notes to the Condensed Consolidated Interim Financial Statements
Nine Months Ended September 30, 2021 and 2020
(Expressed in Canadian Dollars)

If the going concern basis was not appropriate for these consolidated financial statements, significant adjustments would be necessary in the carrying value of assets and liabilities, the reported expenses and the classifications used on the unaudited consolidated statements of financial positions. Such adjustments could be material which would significantly impact the financial statements and the Company's ability to operate.

Since March 2020, the outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and physical distancing, have caused material disruption to business globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company in future periods.

The extent to which the Company's operating and financial results are affected by COVID-19 will depend on various factors and consequences beyond its control such as the duration and scope of the pandemic; additional actions taken by business and government in response to the pandemic and the speed and effectiveness of response to combat the virus.

2. BASIS OF PRESENTATION

(a) Statement of compliance

These condensed consolidated interim financial statements have been prepared in accordance with international Accounting Standard 34 *Interim Financial Reporting* ("IAS 34") using accounting policies consistent with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"). These condensed consolidated interim financial statements have been prepared using the accrual basis of accounting except for cash flow information.

These condensed consolidated interim financial statements have been prepared in accordance with the same accounting policies and methods of application as the most recent audited financial statements for the year ended December 31, 2020 of Aquarius AI Inc. These condensed consolidated interim financial statements do not include all the disclosures required for the annual audited financial statements. These financial statements should be read in conjunction with the audited consolidated financial statements of the Company for the year ended December 31, 2020.

These condensed consolidated interim financial statements were approved and authorized for issue by the Board of Directors of the Company on November 29, 2021.

(b) Basis of presentation

These condensed consolidated interim financial statements have been prepared under the historical cost basis, except for certain financial instruments measured at fair value. These consolidated financial statements have prepared using the accrual basis of accounting, except for cash flow information. These consolidated financial statements are presented in Canadian dollars and the Company and its subsidiaries' functional currency is US dollars.

AQUARIUS AI INC. (FORMERLY GOOD LIFE NETWORKS INC.)
Notes to the Condensed Consolidated Interim Financial Statements
Nine Months Ended September 30, 2021 and 2020
(Expressed in Canadian Dollars)

(c) Consolidation

These condensed consolidated interim financial statements include accounts of the Company and the following controlled entities:

	Relationship	Percentage
Good Life Networks USA Inc.**	Subsidiary	60%
Lighthouse Digital Inc. *	Subsidiary	100%
495 Communications, LLC*	Subsidiary	100%
Podkast Entertainment Corp***	Subsidiary	83%

* The Company acquired 495 Communications, LLC ("495") on December 17, 2018. Lighthouse Digital Inc. and 495 are in the process of dissolution.

** Good Life Networks USA Inc. ("GLN US") was dissolved on June 17, 2020.

***Effective July 15, 2021, the Company acquired approximately 83% of the issued and outstanding shares of Podkast Entertainment Corp ("Podkast") under the terms of a definitive shares purchase agreement (note 12). These consolidated financial statements include Podkast's operating results from July 15, 2021 through to September 30, 2021.

All intercompany balances and transactions are eliminated on consolidation. Control is based on whether an investor has power over the investee, exposure or rights to variable returns from its involvement with the investee, and the ability to use its power over the investee to affect the amount of returns.

(d) Use of estimates and judgments

The preparation of these consolidated financial statements in accordance with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates.

Significant areas requiring the use of management estimates include:

- (i) Share-based compensation is valued using the Black-Scholes Option Pricing Model at the date of grant and expensed in profit or loss over vesting period of each award. The Black-Scholes Option Pricing Model ("Black – Scholes") utilizes subjective assumptions such as expected price volatility and expected life of the option. Share-based compensation expense also utilizes subjective assumption on forfeiture rate. Changes in these input assumptions can significantly affect the fair value estimate.

Significant areas requiring the use of judgments include:

- (i) The assessment of the Company's ability to continue as a going concern involves judgment regarding future funding available for its platform development and working capital requirements.

AQUARIUS AI INC. (FORMERLY GOOD LIFE NETWORKS INC.)
Notes to the Condensed Consolidated Interim Financial Statements
Nine Months Ended September 30, 2021 and 2020
(Expressed in Canadian Dollars)

- (ii) The determination of the functional currency for the Company and each of its subsidiaries was based on management's judgment of the underlying transactions, events and conditions relevant to each entity.
- (iii) Deferred income tax assets and liabilities result from timing differences between the financial reporting and tax bases of assets and liabilities. Loss carry forwards also comprise a portion of the temporary differences and result in a deferred income tax asset. Deferred income tax assets are only recognized to the extent that management considers it probable that a deferred income tax asset will be realized. The assessment for the recognition of a deferred tax asset requires significant judgement. The factors used to assess the likelihood of realization are the Company's forecast of future taxable income and available tax planning strategies that could be implemented to realize the deferred tax assets. The Company has and continues to use tax planning strategies to realize deferred tax assets in order to avoid the potential loss of benefits. Unknown future events and circumstances, such as changes in tax rates and laws, may materially affect the assumptions and estimates made from one period to the next. Any significant change in events, tax laws, and tax rates beyond the control of the Company may materially affect the consolidated financial statements.
- (iv) Contingencies are subject to measurement uncertainty as the financial impact will only be confirmed by the outcome of a future event. The assessment of contingencies involves a significant amount of judgement, including assessing whether a present obligation exists, assessing factors that may mitigate or reduce the obligation, and determining a reliable estimate of the amount of cash outflow required to settle the obligation. The Company is required to both determine whether loss is probable and whether the loss can be reasonably estimated. The uncertainty involved with the time and amount at which a contingency may be settled may have a material impact on the consolidated financial statements of future periods to the extent that the amount provided for differs from the actual outcome.
- (v) Contingent consideration and the allocation of fair value of assets acquired. The determination of fair value of assets acquired and contingent consolidation requires management to make assumptions and estimates about future events. The assumptions and estimates with respect to determining the fair value of the assets acquired require the most judgment and include estimates of future cash flows.

3. SIGNIFICANT ACCOUNTING POLICIES

- (a) Accounting standards issued but not yet effective

At the date of authorization of these condensed interim consolidated financial statements, certain new standards, amendments and interpretations to existing standards have been published, but are not yet effective, and have not been early-adopted by the Company. The Company does not expect these new pronouncements to have a significant impact on its condensed interim consolidated financial statements.

4. FINANCIAL INSTRUMENTS

Financial instruments are agreements between two parties that result in promises to pay or receive cash or equity instruments. The Company classifies its financial instruments as follows: cash is classified at fair value through profit and loss ("FVTPL"); accounts receivable is classified at amortized cost; and accounts payable and accrued liabilities, loan payable, bank debts and other liabilities are classified at amortized cost. The carrying values of these instruments, other than bank debts, approximate their fair values due to their short term to maturity. The carrying value of bank debts approximates fair value as they were at market rates of interest. Contingent consideration and derivative liability are classified at FVTPL using level 3 of the fair value hierarchy.

The Company has exposure to the following risks from its use of financial instruments:

(a) Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. Cash is placed with a major Canadian financial institution and the Company's concentration of credit risk for cash and maximum exposure thereto is \$1,385 (December 31, 2020 - \$554).

(b) Liquidity risk

Liquidity risk is the risk that the Company will be unable to meet its financial obligations as they fall due. The Company's approach to managing liquidity risk is to ensure, as far as possible, that it will have sufficient liquid funds to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. At September 30, 2021, the Company has \$1,385 (December 31, 2020 - \$554) of cash to settle current liabilities with the following due dates: accounts payable and accrued liabilities of \$1,324,368 (December 31, 2020 - \$2,412,472) are due within three to six months, lease liability of \$64,396 (December 31, 2020 - \$nil) and other liabilities of \$484,931 (December 31, 2020 - \$484,931) are due within twelve months.

The Company manages its liquidity risk by raising additional funds through equity or debt financing to fund its current liabilities and operations.

(c) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk comprises two types of risk: interest rate and foreign currency risk.

(i) Interest rate risk

The Company is exposed to floating interest rate risk related to its bank debts.

(ii) Foreign currency risk

Foreign currency risk is the risk that the fair value of the Company's assets and liabilities will fluctuate due to changes in foreign exchange rates.

AQUARIUS AI INC. (FORMERLY GOOD LIFE NETWORKS INC.)
Notes to the Condensed Consolidated Interim Financial Statements
Nine Months Ended September 30, 2021 and 2020
(Expressed in Canadian Dollars)

The Company is exposed to foreign currency risk to the extent that monetary assets and liabilities held by the Company are not denominated in its functional currency. The Company also exposed to foreign currency risk that options and warrants that have exercise price which is different from its functional currency. The Company does not manage currency risk through hedging or other currency management tools.

As at September 30, 2021 and December 31, 2020, the Company's net exposure to foreign currency risk on its financial instruments is as follows:

	September 30, 2021	December 31, 2020
	CAD\$	CAD\$
Cash	1,385	554
Accounts payable and accrued liabilities	(649,750)	(1,425,829)
Loans payable	-	(95,490)
Other liabilities	(484,931)	(484,931)
Due to a related party	(147,774)	(245,890)
Lease liability	(177,089)	-
	(1,458,159)	(2,251,586)

A 10% (2020 - 10%) change in the US dollar against the Canadian dollar at September 30, 2021 would result in a change of approximately \$146,000 (December 31, 2020 - \$225,000) in comprehensive income (loss).

(iii) Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk or foreign currency risk. The Company is not exposed to other price risk.

5. CAPITAL MANAGEMENT

The Company considers its capital to be comprised of shareholders' equity (deficiency) and debt obligations. The Company's objectives in managing its capital are to maintain its ability to continue as a going concern, to further develop its business and ensure compliance with covenants of any applicable credit facility and other financing facilities. To effectively manage the Company's capital requirements, the Company has a planning and budgeting process in place to meet its strategic goals.

The Company manages the capital structure and makes adjustments to it depending on economic conditions and the rate of anticipated expenditures. The Company may issue shares or seek debt financing to ensure that there is sufficient working capital to meet its short-term business requirements. The Company is not subject to externally imposed capital requirements.

AQUARIUS AI INC. (FORMERLY GOOD LIFE NETWORKS INC.)
Notes to the Condensed Consolidated Interim Financial Statements
Nine Months Ended September 30, 2021 and 2020
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6. SHARE CAPITAL

(a) Authorized

Unlimited number of common shares without par value.

(b) Issued

During the period ended September 30, 2021

On July 15, 2021, the company issued 28,558,250 common shares at \$0.11, with a total fair value of \$3,141,407.50, in exchange for 83% shareholding of Podcast (note 12), pursuant to a share purchase agreement the Company entered into with Podcast.

Pursuant to a warrant exercise the Company issued 1,081,500 shares at \$0.15 for gross proceeds of \$162,225.

On March 16, 2021, the Company completed a private placement for gross proceeds of \$3,013,438 through the issuance of 25,111,983 units. Each unit consists of one common share of the Company and one common share purchase warrant. Each full warrant shall be exercisable into one common share for 24 months at an exercise price of \$0.25 per share.

The Company paid \$81,375 cash commission and issued 679,126 agent's warrants to purchase common shares at \$0.25 per share until March 16, 2023. The agent's warrants were valued using the Black-Scholes model resulting in fair value of \$96,051.

During the year ended December 31, 2020

Pursuant to a warrant exercise the Company issued 350,000 shares at \$0.15 for gross proceeds of \$52,500.

During the year ended December 31, 2020, 1,232,862 shares were issued with a fair value of \$255,017 to settle accounts payable amounts owing to various lenders of \$650,209, resulting in a gain of \$395,192.

On July 30, 2020, the Company completed a private placement for gross proceeds of \$1,332,745 through the issuance of 13,327,450 units. Each unit consists of one common share of the Company and one-half of one common share purchase warrant. Each full warrant shall be exercisable into one common share for 24 months at an exercise price of \$0.15 per share.

The Company paid \$71,745 cash commission and issued 253,956 agents' warrants to purchase common shares at \$0.15 per share until July 30, 2022. The agents' warrants were valued using the Black-Scholes model resulting in fair value of \$57,877.

750,000 common shares were issued in full settlement of Lerna and Lernalabs loan of \$75,000. The fair value of the 750,000 common shares was determined to be \$75,000.

150,000 common shares were issued with a fair value of \$15,000 to the former owner of 495 in full settlement of outstanding loan payable of \$1,091,936 and its accrued interest of \$16,397 together with the cash payments described in note 13.

AQUARIUS AI INC. (FORMERLY GOOD LIFE NETWORKS INC.)
Notes to the Condensed Consolidated Interim Financial Statements
Nine Months Ended September 30, 2021 and 2020
(Expressed in Canadian Dollars)

(c) Warrants

Warrant transactions and the number of warrants outstanding are summarized as follows:

	Number of Warrants	Weighted Average Exercise Price
Outstanding, December 31, 2019	1,751,934	\$ 2.92
Issued	7,417,681	0.16
Expired	(1,001,701)	3.48
Exercised	(350,000)	0.15
Outstanding, December 31, 2020	7,817,914	\$ 0.35
Issued	25,791,109	0.25
Exercised	(1,081,500)	0.15
Outstanding, September 30, 2021	32,527,523	\$ 0.28

The following warrants were outstanding at September 30, 2021:

Grant Date	Expiry Date	Exercise Price	Number of Warrants	Exercisable
January 26, 2018	January 26, 2023	\$ 1.88	120,500	120,500
December 18, 2018	December 18, 2023	\$ 1.84	291,462	-
July 22, 2019	July 22, 2024	\$ 3.66	119,075	119,075
July 22, 2019	July 22, 2024	\$ 1.94	219,196	219,196
July 30, 2020	July 30, 2022	\$ 0.15	5,232,225	5,232,225
July 30, 2020	July 22, 2022	\$ 0.15	253,956	253,956
August 17, 2020	August 17, 2022	\$ 0.275	500,000	500,000
March 16, 2021	March 16, 2023	\$ 0.25	21,935,509	21,935,509
March 19, 2021	March 19, 2023	\$ 0.25	3,855,600	3,855,600
			32,527,523	32,236,061

The weighted average contractual life of warrants as at September 30, 2021 is 1.36 years (December 31, 2020 – 1.73 years).

On March 16, 2021, the Company granted 679,126 finders' warrants in connection with the private placement. All finders' warrants are exercisable at \$0.25 per share until March 16, 2023. The fair value of these warrants was determined using the Black-Scholes option pricing model with the following weighted average assumptions:

Risk-free interest rate	0.23%
Expected term (in years)	2
Estimated dividend yield	0%
Weighted-average estimated volatility	224.01%

On August 17, 2020, the Company granted 500,000 settlement warrants in connection with full settlement of bank loan. Each settlement warrant shall be exercisable into one common share of the Company for 24 months at a price of \$0.275 per share until August 17, 2022.

AQUARIUS AI INC. (FORMERLY GOOD LIFE NETWORKS INC.)
Notes to the Condensed Consolidated Interim Financial Statements
Nine Months Ended September 30, 2021 and 2020
(Expressed in Canadian Dollars)

The fair value of these warrants was determined using the Black-Scholes option pricing model with the following weighted average assumptions:

Risk-free interest rate	0.26%
Expected term (in years)	2
Estimated dividend yield	0%
Weighted-average estimated volatility	261.45%

On July 30, 2020, the Company granted 253,956 finders' warrants in connection with the private placement. All finders' warrants are exercisable at \$0.15 per share until July 30, 2022. The fair value of these warrants were determined using the Black-Scholes option pricing model with the following weighted average assumptions:

Risk-free interest rate	0.26%
Expected term (in years)	2
Estimated dividend yield	0%
Weighted-average estimated volatility	261.63%

Some of the Company's warrants with a \$CAD exercise price have been recognized as a derivative liability given the functional currency of the Company is the US\$, as they did not meet the "fixed-for-fixed" criteria. The following is a summary of the Company's warrant derivative liabilities as at September 30, 2021 and December 31, 2020:

Balance, December 31, 2019	\$	48,641
Warrants issued in for settlement of bank loan		128,655
Change in fair value of derivative liability		170,647
Functional currency translation adjustment		6,033
Balance, December 31, 2020	\$	353,976
Warrants acquired on acquisition of subsidiary (note 12)		303,468
Change in fair value of derivative liability		803,536
Balance, September 30, 2021	\$	1,460,980

The fair value of the derivative liabilities as at September 30, 2021 was determined using the following assumptions:

- Risk-free interest rate 0.53% and 0.67%
- Expected term (in years) 0.83 – 2.81
- Estimated dividend yield 0%
- Weighted-average estimated volatility 180.01%

AQUARIUS AI INC. (FORMERLY GOOD LIFE NETWORKS INC.)
Notes to the Condensed Consolidated Interim Financial Statements
Nine Months Ended September 30, 2021 and 2020
(Expressed in Canadian Dollars)

(d) Stock Options

Options transactions and the number of options outstanding are summarized as follows:

	Number of Options	Weighted Average Exercise Price
Outstanding, December 31, 2019	506,784	\$ 2.30
Expired	(77,445)	2.50
Outstanding, December 31, 2020	429,338	\$ 2.27
Expired	(52,838)	2.00
Outstanding, September 30, 2021	376,500	\$ 2.30

When the Company issues stock options, it records a share-based compensation in the year or period which the options are granted and/or vested. The expense is estimated using the following assumptions. Due to the lack of historical pricing information for the Company, the expected volatility is based on an average of historical prices of a comparable group of companies within the same industry. The risk-free interest rate is based on yield curves on Canadian government zero coupon bonds with a remaining term equal to the expected life of the stock options. The Company used historical data to estimate option exercise, forfeiture and employee termination within the valuation model. The Company has not paid and does not anticipate paying dividends on its common shares. Based on the best estimate, management applied the estimated forfeiture rate of 0%.

The following options were outstanding at September 30, 2021:

Grant Date	Expiry Date	Exercise Price	Number of Options	Exercisable
January 30, 2018	January 30, 2023	\$ 2.50	302,500	302,500
December 18, 2018	December 31, 2023	\$ 1.50	74,000	74,000
			376,500	376,500

The weighted average contractual life for the remaining options as at September 30, 2021 is 1.51 years (December 31, 2020 – 2.05 years).

AQUARIUS AI INC. (FORMERLY GOOD LIFE NETWORKS INC.)
Notes to the Condensed Consolidated Interim Financial Statements
Nine Months Ended September 30, 2021 and 2020
(Expressed in Canadian Dollars)

7. PROPERTY AND EQUIPMENT

Property and equipment consist of the following:

	Computer and peripheral equipment	Office furniture and equipment	Tradename and Trademark	Right-of- Use Asset	Total
COST					
Balance, January 1, 2021	\$ -	\$ -	\$ -	\$ -	\$ -
Additions	1,746	85,743	500,000	195,483	782,972
Balance, September 30, 2021	\$ 1,746	\$ 85,743	\$ 500,000	\$ 195,483	\$ 782,972
ACCUMULATED AMORTIZATION					
Balance, January 1, 2021	\$ -	\$ -	\$ -	\$ -	\$ -
Additions	29	6,424	-	21,720	28,174
Balance, September 30, 2021	\$ 29	\$ 6,424	\$ -	\$ 21,720	\$ 28,174
CARRYING VALUE					
Balance, September 30, 2021	\$ 1,717	\$ 79,318	\$ 500,000	\$ 173,763	\$ 754,798

8. LEASES

Lease liability consists of the following:

Balance, January 1, 2021	\$ -
Future aggregate minimum lease payments under operating lease	195,483
Non-cash accretion	6,288
Lease payments	(24,682)
Balance, September 30, 2021	\$ 177,089
Within 1 year	74,634
Between 1-3 years	128,111
Total undiscounted amount	202,745
Less: accretion	(25,656)
Total discounted amount	\$ 177,089

AQUARIUS AI INC. (FORMERLY GOOD LIFE NETWORKS INC.)
Notes to the Condensed Consolidated Interim Financial Statements
Nine Months Ended September 30, 2021 and 2020
(Expressed in Canadian Dollars)

9. RELATED PARTY TRANSACTIONS

During the nine months period ended September 30, 2021, the Company paid wages and benefits of \$105,761.90 (2020 - \$17,552) to companies controlled by officers and directors and family members of officers and directors.

At September 30, 2021, included in accounts payable and accrued liabilities was \$284,895.70 (December 31, 2020 - \$266,970) owing to officers and directors. The amounts due to or from related parties are without stated terms of repayment or interest and are unsecured.

As at September 30, 2021, included in due to a related party was \$147,774 (December 31, 2020 – due to a related party \$245,890) owing to shareholders of the company. The amount due to or from related parties are without stated terms of repayments or interest and are unsecured.

In 2018, the Company acquired certain patents from a company controlled by an officer of the Company in the amount of \$625,000. As of September 30, 2021, \$80,000 (December 31, 2020 - \$625,000) remains unpaid and is included in accounts payable and accrued liabilities.

These transactions are in the normal course of business and have been valued in these consolidated financial statements at the fair value of the consideration paid.

Key management compensation

The Company's key management consist of executive officers and directors:

The compensation recorded to key management personnel during the nine months ended September 30, 2021 and 2020 were as follows:

	Nine Months Ended September 30,	
	2021	2020
Management and consulting fees	\$ 434,571	\$ 562,952

10. OTHER LIABILITIES AND CONTINGENCIES

	September 30, 2021	December 31, 2020
Legal fees – others	\$ 434,931	\$ 434,931
Obligation to issue shares	50,000	50,000
	\$ 484,931	\$ 484,931

Lerna and Lernalabs

On January 20, 2020, the Company entered into an amended settlement agreement with Lerna, LLC ("Lerna") and Lernalabs Ltd. ("Lernalabs") pursuant to which the Company agreed to issue 750,000 common shares to Lerna and Lernalabs in full settlement of the amount owing of \$851,695. In addition, a further 185,000 common shares owned by an officer of the Company were transferred to another officer of the Company. The fair value of the 750,000 common shares was determined to be \$75,000. The shares were issued on June 12, 2020, in full settlement of the debt of \$75,000.

AQUARIUS AI INC. (FORMERLY GOOD LIFE NETWORKS INC.)
Notes to the Condensed Consolidated Interim Financial Statements
Nine Months Ended September 30, 2021 and 2020
(Expressed in Canadian Dollars)

As at September 30, 2021, a payable of \$434,931 (December 31, 2020 - \$434,931) remains outstanding which is due to the lawyers responsible for negotiating the various agreements with Lerna and Lernalabs. The Company does not agree with the amount payable and will dispute and/or challenge any efforts at collection.

11. NON-CONTROLLING INTEREST

The Company owns 60% of its subsidiary Good Life Network USA Inc. ("GLN US"), was dissolved on June 17, 2020. As at December 31, 2020, the non-controlling interest in GLN US was reduced to \$nil.

The Company acquired 83% of its subsidiary Podcast (note 12) on July 15, 2021. The principal place of the business is in Vancouver, Canada. The summarized financial information of Podcast as at September 30, 2021 is as follows: current asset of \$81,644, current liabilities of \$399,439. Since the acquisition, Podcast generated revenues of \$56,667 and a net loss of \$24,786 with \$nil attributed to non-controlling interests.

12. ACQUISITION OF PODCAST

On July 15, 2021, the Company entered into a share purchase agreement (the "Share Purchase Agreement") with Podcast and certain shareholders of Podcast (the "Vendors"), pursuant to which, and subject to the terms and conditions of the Share Purchase Agreement, the Company acquired approximately 83% of the issued and outstanding common shares of Podcast.

Podcast is a private company, which is in the business of providing audio and video subscription platform technology to clients and offering additional services such as customer acquisition, advertising and non-fungible token ("NFT") creation to allow their clients to sell audio, video and music content to fans.

As at September 30, 2021, the Company issued 28,558,250 common shares, representing approximately 36% of the Company's common shares, to the shareholders of Podcast as consideration to acquire 35,215,625 common shares in the capital of Podcast representing approximately 83% of the issued and outstanding Podcast shares. The unit fair value of the issued common shares was determined to be \$0.11, which was the closing trading price of the Company on CSE on July 15, 2021.

The Company has determined that this transaction is a business combination as the assets acquired and liabilities assumed constitutes a business. The transaction was accounted for using the acquisition method of accounting whereby the assets acquired and liabilities assumed were recorded at their estimated fair values at the acquisition date.

The following table summarizes the estimated amounts of assets acquired and liabilities assumed at the date of acquisition.

Fair value of net assets acquired	\$
Cash	31,259
Deposit and receivables	51,025
Property, equipment, and plant	67,444
Tradenames & trademarks	500,000
Accounts payable and accrued liabilities	(24,119)
Liability to related parties	(330,074)
Derivative liability	(303,468)
Total identifiable net assets acquired	22,067

AQUARIUS AI INC. (FORMERLY GOOD LIFE NETWORKS INC.)
Notes to the Condensed Consolidated Interim Financial Statements
Nine Months Ended September 30, 2021 and 2020
(Expressed in Canadian Dollars)

Fair value of consideration paid	\$
28,558,250 common shares of the Company at \$0.11 unit price	3,141,408
Value assigned to non-controlling interests	630,358
100% implied value	3,771,766
Total identifiable net assets acquired	22,067
Goodwill	3,749,699

The resulting goodwill represents the established growth potential and synergies between Podcast and the Company.

13. LOAN PAYABLE

The Company signed a promissory note agreement related to the acquisition of 495 for \$1,035,010. The loan is repayable on or before February 1, 2019. The loan will begin accruing interest at a rate of 6% per annum in the event the principal is not repaid on the due date. The loan is unsecured.

On April 24, 2020, the Company entered into a mutual release agreement with the former owner of 495 in full settlement of outstanding loan payable of \$1,091,936 and its accrued interest of \$16,397. Pursuant to the agreement, the Company agreed to pay the seller the equivalent of USD \$125,000 in four installments:

- i) USD \$25,000 by June 1, 2020 (paid);
- ii) USD \$25,000 by September 1, 2020 (paid);
- iii) USD \$25,000 by December 1, 2020 (paid);
- iv) USD \$50,000 by March 1, 2021 (paid); and
- v) issuance of 150,000 common shares (issued).

As at September 30, 2021, the loan was settled in full.

14. EARNINGS (LOSS) PER SHARE

The calculation of basic and diluted earnings (loss) per share for the relevant years is based on the following:

	Nine Months Ended September 30,	
	2021	2020
Net loss for the year	\$ (2,212,529)	\$ 10,570,745
Basic and diluted weighted average number of common shares outstanding	51,978,762	11,946,594
Basic and diluted loss per share	\$ (0.04)	\$ 0.88

AQUARIUS AI INC. (FORMERLY GOOD LIFE NETWORKS INC.)
Notes to the Condensed Consolidated Interim Financial Statements
Nine Months Ended September 30, 2021 and 2020
(Expressed in Canadian Dollars)

15. GENERAL AND ADMINISTRATIVE EXPENSES

	Nine Months Ended September 30,	
	2021	2020
Office, software and general	\$ 128,756	\$ 167,527
Accounting, legal and audit	325,451	144,658
Consulting	653,482	703,369
Management fees	224,571	214,286
Insurance	2,917	21,990
Rental	6,345	1,470
Travel	-	6,033
Wages and salaries	-	127,352
Total	\$ 1,341,522	\$ 1,386,685

16. SUBSEQUENT EVENTS

- (a) On November 26, 2021 the Company had 1,141,500 warrants exercised at \$0.15 for gross proceeds of \$171,225.
- (b) Pursuant to the Share Purchase Agreement dated July 15, 2021 between the Company and Podkast shareholders, the Company issued an additional 2,757,400 shares for the purchase of 3,400,000 shares of Podkast bringing the Company's ownership to 97.5%
- (c) On November 25, 2021, the Company announced it has purchased 100 Bitmain S19 Pro 100 TH/s mining rigs and has further entered into a non-binding letter of intent with Compass Mining Inc. for the supply and hosting of an additional 1,000 rigs.
- (d) On November 9, 2021, Invictus Enterprises Inc. ("Invictus") announced that it has acquired an aggregate of 12,089,700 units of the Company or an aggregate purchase price of \$1,208,970 pursuant to a private placement closed on November 9, 2021. As a result of the acquisition, Invictus has beneficial ownership of, or control or direction over, 13,355,471 common shares of the Company, representing approximately 11.32% of the Company's issued and outstanding common shares.
- (e) On November 9, 2021, the Company announced it has closed a \$3,591,170 non-brokered private placement offering of an aggregated total 35,911,700 units of the Company, at a price of \$0.10 per unit to raise aggregate gross proceeds of \$3,591,170. Each unit will consist of one common share of the Company and one-half of one common share purchase warrant. Each warrant will entitle the holder, on exercise thereof, to purchase one additional common share of the Company at a price of \$0.20 per share for a period of 24 month from the completion of the private placement. Certain insiders of the Company have purchased a combined 2,550,000 units as part of the private placement, for a total amount of \$255,000.
- (f) On October 26, 2021, the Company announced the entering into a managed service agreement with Luxor Technology Corporation, a US-based Bitcoin mining technology and services company for the services of managing the Company's application-specific integrated circuit mining hardware procurement, carbon neutral power procurement, data centre support and financing advisory.

AQUARIUS AI INC. (FORMERLY GOOD LIFE NETWORKS INC.)
Notes to the Condensed Consolidated Interim Financial Statements
Nine Months Ended September 30, 2021 and 2020
(Expressed in Canadian Dollars)

- (g) On October 14, 2021, the Company acquired an additional 4% of the issued and outstanding common shares of Podcast Entertainment Corp. in exchange for 1,393,298 common shares,
- (h) On August 25, 2021, the Company announced the entering into a purchase agreement pursuant to which it may purchase 500 next generation Bitmain Antminer S19 Pro 110 TH/s Bitcoin Mining Rigs for CAD\$5,000,000, subject to securing financing and to completing the Acquisition by November 23, 2021. Under the Purchase Agreement, the Company may also acquire sufficient Carbon Neutral power to power the MINERS, at a price of US\$0.05 per kW/h, to be supplied in a purpose built, fully-managed Bitcoin Mining approved data center.