SEAMLESS LOGIC SOFTWARE LIMITED

INTERIM FINANCIAL STATEMENTS

FOR THE THREE AND NINE MONTHS PERIODS ENDED SEPTEMBER 30, 2021

(Unaudited - Expressed in British Pound Sterling)

SEAMLESS LOGIC SOFTWARE LIMITED

INTERIM STATEMENT OF FINANCIAL POSITION

(Expressed in British pound sterling)

	September 30, 2021 (Unaudited) (£)	December 31 2020 (Audited) (£)
ASSETS		
Current		
Cash	**1,293,565**	78,758
Accounts receivable	**41,418**	-
	1,334,983	78,758
Loan receivable (Note 6)	**811,351**	-
Total Assets	**2,146,334**	78,758
LIABILITIES		
Current		
Accounts payable and accrued liabilities (Note 8)	**441,691**	66,759
Due to related parties (Note 8)	**3,209**	121,140
	444,900	187,899
Other payables (Note 7)	**454,297**	534,084
Total Liabilities	**899,197**	721,983
EQUITY		
Share capital (Note 9)	**7,428**	1,000
Share premium (Note 9)	**2,970,904**	-
Capital reserve (Note 7)	**823,931**	823,931
Accumulated other comprehensive income	**117,587**	54,644
Accumulated deficit	**(2,672,713)**	(1,522,800)
Total Equity	**1,247,137**	(643,225)
Total Liabilities and Equity	**2,146,334**	78,758

Subsequent Events (Note 15)

Approved by the Board:

"Levy Cohen" Director *"Marc Lustig"* Director

See accompanying notes

SEAMLESS LOGIC SOFTWARE LIMITED

INTERIM STATEMENT OF LOSS AND COMPREHENSIVE LOSS

(Unaudited - Expressed in British pound sterling)

	For the 3 months period ended September 30, 2021 (£)	2020 (£)	For the 9 months period ended September 30, 2021 (£)	2020 (£)
REVENUE	**2,936**	-	**4,855**	-
EXPENSES				
Research and development expenses	**166,126**	-	**548,085**	-
Administrative expenses (Note 8)	**438,440**	654	**606,683**	2,332
	604,566	654	**1,154,768**	2,332
NET LOSS	**(601,630)**	(654)	**(1,149,913)**	(2,332)
OTHER COMPREHENSIVE INCOME				
Foreign exchange gain	**44,711**	-	**62,943**	-
NET LOSS AND COMPREHENSIVE LOSS	**(556,919)**	(654)	**(1,086,970)**	(2,332)
Basic and diluted loss per share (Note 11)	**(0.01)**	(0.00)	**(0.02)**	(0.00)
Weighted average number of shares outstanding	**74,277,851**	10,000,000	**71,195,436**	10,000,000

See accompanying notes

SEAMLESS LOGIC SOFTWARE LIMITED

INTERIM STATEMENT OF CHANGES IN EQUITY

(Unaudited - Expressed in British pound sterling)

	Number of Shares	Share Capital (Note 9) (£)	Share Premium (Note 9) (£)	Capital Reserve (Note 7) (£)	Accumulated Other Comprehensive Income (£)	Accumulated Deficit (£)	Total Equity (£)
BALANCE - December 31, 2019	10,000,000	1,000	-	823,931	46,925	(1,444,922)	(573,066)
Net and comprehensive loss	-	-	-	-	-	(2,332)	(2,332)
BALANCE - September 30, 2020	10,000,000	1,000	-	823,931	46,925	(1,447,254)	(575,398)
BALANCE - December 31, 2020	10,000,000	1,000	-	823,931	54,644	(1,522,800)	(643,225)
Issue of shares	64,277,851	6,428	2,970,904	-	-	-	2,977,332
Net and comprehensive loss	-	-	-	-	62,943	(1,149,913)	(1,086,970)
BALANCE - September 30, 2021	74,277,851	7,428	2,970,904	823,931	117,587	(2,672,713)	1,247,137

See accompanying notes

SEAMLESS LOGIC SOFTWARE LIMITED

INTERIM STATEMENT OF CASH FLOWS

(Unaudited - Expressed in British pound sterling)

	For the 9 months period ended September 30 2021 (£)	For the 9 months period ended September 30 2020 (£)
CASH FLOWS PROVIDED BY (USED IN) THE FOLLOWING ACTIVITIES		
OPERATING ACTIVITIES		
Net and comprehensive loss	**(1,086,970)**	(2,332)
Change in non-cash working capital items		
Accounts receivables	**(41,418)**	4,450
Accounts payable and accrued liabilities	**374,932**	(2,051)
	(753,456)	67
FINANCING ACTIVITIES		
Issuance of share capital	**2,779,614**	-
Loan proceeds	**(811,351)**	-
	1,968,263	-
INCREASE IN CASH	**1,214,807**	67
CASH - Beginning	**78,758**	-
CASH - Ending	**1,293,565**	67

See accompanying notes

1. NATURE OF OPERATIONS AND GOING CONCERN

Seamless Logic Software Limited ("the Company") was incorporated under the Companies Laws of Gibraltar on January 29, 2018. The Company is an early stage technology company developing decentralized peer-to-peer protocols. The head office, principal address, and records of the Company are located at 50 Town Range Suites 7B & 8B, P.O 472, Gibraltar.

These interim financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. For the current period ended September 30, 2021, the Company has a net loss and comprehensive loss of £1,086,970, a history of losses, and an accumulated deficit of £2,672,713.

These factors indicate the existence of a material uncertainty that may cast significant doubt about the Company’s ability to continue as a going concern. The Company's continuation as a going concern is dependent upon the its ability to raise capital from new equity or debt, the successful development and marketing of its financial services software, and attaining profitable operations in the future.

These interim financial statements do not include any adjustments or disclosures that would be required if assets are not realized and liabilities are not settled in the normal course of operations. If the Company is unable to continue as a going concern, then the carrying value of certain assets and liabilities would require revaluation to a liquidation basis, which could differ materially from the values presented in the interim financial statements.

2. BASIS OF PRESENTATION

a) Statement of Compliance

These interim financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) applicable to the preparation of interim financial statements, including International Accounting Standard (“IAS”) 34, Interim Financial Reporting, as issued by the International Accounting Standards Board (“IASB”) and interpretations issued by the International Financial Reporting Standards Interpretations Committee ("IFRIC"). The accounting policies and methods of computation described in the annual audited financial statements were applied consistently in the preparation of these interim financial statements.

These interim financial statements were approved and authorized for issuance by the Board of Directors on November 26, 2021.

2. **BASIS OF PRESENTATION** - Continued

b) **Presentation and functional currency**

The reporting currency used in preparation of these financial statements is the British pound sterling.

The functional currency for the Company is the US dollar. The Company's results and financial position are translated into the presentation currency using the following procedures: assets and liabilities for each statement of financial position presented (including comparatives) are translated at the closing rate at the date of that statement of financial position; and income and expenses are translated at the average exchange rate for the period, which approximates the exchange rate as at the date of the transaction due to exchange rates experiencing minimal fluctuations. Equity are translated using the historical rate. All resulting exchange differences are recognized in other comprehensive income.

c) **Comprehensive income (loss)**

Total comprehensive income (loss) comprises all components of profit or loss and other comprehensive income (loss).

3. **SIGNIFICANT JUDGEMENTS**

a) **Functional Currency**

The functional currency of the Company has been assessed by management based on consideration of the currency and economic factors that mainly influence the Company's digital currencies, production and operating costs, financing and related transactions. Specifically, the Company considers the currencies in which expenses are settled as well as the currency in which it receives or raises financing. Changes to these factors may have an impact on the judgment applied in the determination of the Company's functional currency.

b) **Income Taxes**

Deferred tax assets are recognized for all deductible temporary differences, carry-forward of unused tax assets and unused tax losses, to the extent probable that future taxable profit will be available against which the deductible temporary differences and carry-forward of unused tax assets and unused tax losses can be utilized. In addition, the valuation of tax credits receivable requires management to make judgements on the amount and timing of recovery.

3. **SIGNIFICANT JUDGEMENTS** - Continued

c) **Contingencies**

Contingencies can be either possible assets or liabilities arising from past events which, by their nature, will be resolved only when one or more uncertain future events occur or fail to occur. Such contingencies include, but are not limited to, litigation, regulatory proceedings, tax matters and losses resulting from other events and developments. The assessment of the existence and potential impact of contingencies inherently involves the exercise of significant judgement regarding the outcome of future events.

4. **SIGNIFICANT ESTIMATES**

a) **Deferred and current taxes**

The determination of the Company's tax expense for the period and deferred tax assets and liabilities involves significant estimation and judgement by management. In determining these amounts, management interprets tax legislation in a variety of jurisdictions and makes estimates of the expected timing of the reversal of deferred tax assets and liabilities, and the deferral and deductibility of certain items. Management also makes estimates of future earnings, which affect the extent to which potential future tax benefits may be used. The Company is subject to assessments by various taxation authorities, which may interpret legislation differently. These differences may affect the final amount or the timing of the payment of taxes. The Company provides for such differences where known based on management's best estimate of the probable outcome of these matters.

b) **Carrying values of assets**

The Company evaluates each asset or cash generating unit every reporting period to determine whether there are any indications of impairment. If any such indication exists, which is often judgmental, a formal estimate of recoverable amount is performed and an impairment loss is recognized to the extent that the carrying amount exceeds the recoverable amount. The recoverable amount of an asset or cash generating group of assets is measured at the higher of fair value less costs to sell and value in use. The evaluation of asset carrying values for indications of impairment includes consideration of both external and internal sources of information.

The estimates and assumptions are subject to risk and uncertainty; hence, there is the possibility that changes in circumstances will alter these projections, which may impact the recoverable amount of the assets. In such circumstances some or all of the carrying value of the assets may be further impaired or the impairment charge reduced with the impact recorded in profit and loss.

5. **SIGNIFICANT ACCOUNTING POLICIES**

a) **Revenue Recognition**

Interest income is recognized when earned.

b) **Intangible Assets**

Research costs are expensed when incurred. Internally-generated software costs, including personnel costs related to software development, are capitalized as intangible assets when the Company can demonstrate that the technical feasibility of the project has been established; the Company intends to complete the asset for use or sale and has the ability to do so; the asset can generate probable future economic benefits; the technical and financial resources are available to complete the development; and the Company can reliably measure the expenditure attributable to the intangible asset during its development. To date the Company's development expenditure do not meet these criteria and have therefore been recognized as an expense as incurred.

c) **Taxes**

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

Deferred income tax
Deferred income tax is provided for, based on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

5. **SIGNIFICANT ACCOUNTING POLICIES** - Continued

d) **Earnings (Loss) per Share**

Basic earnings (loss) per share is computed by dividing net earnings (loss) available to ordinary shareholders by the weighted average number of shares outstanding during the reporting period. Diluted earnings (loss) per share is computed similar to basic earnings (loss) per share except that the weighted average shares outstanding are increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire ordinary stock at the average market price during the reporting periods.

e) **Financial Instruments**

The classification and measurement of the Company's financial assets and liabilities are as follows:

Financial Assets

i) Equity instruments at Fair Value Through Other Comprehensive Income ("FVOCI"): This category only includes equity instruments, which the Company intends to hold for the foreseeable future and which the Company has irrevocably elected to so classify upon initial recognition or transition. Equity instruments in this category are subsequently measured at fair value with changes recognized in other comprehensive income, with no recycling of gains or losses to profit or loss upon derecognition. Equity instruments at FVOCI are not subject to an impairment assessment under IFRS 9.

ii) Amortized cost: This category includes financial assets that are held within a business model with the objective to hold the financial assets in order to collect contractual cash flows that meet the Solely Principal and Interest ("SPPI") criterion. Financial assets classified in this category are carried at amortized cost using the effective interest method.

iii) Fair Value Through Profit or Loss ("FVTPL"): This category includes derivative instruments and quoted equity instruments which the Company has not irrevocably elected, at initial recognition or transition, to classify at FVOCI. This category would also include debt instruments whose cash flow characteristics fail the SPPI criterion or are not held within a business model whose objective is either to collect contractual cash flows, or to both collect contractual cash flows and sell. Financial assets in this category are recorded at fair value with changes recognized in profit or loss.

5. **SIGNIFICANT ACCOUNTING POLICIES** - Continued

e) **Financial Instruments** - Continued

Financial Liabilities
Financial liabilities are designated as either: (i) fair value through profit or loss; or (ii) other financial liabilities. All financial liabilities are classified and subsequently measured at amortized cost except for financial liabilities at FVTPL. The classification determines the method by which the financial liabilities are carried on the statement of financial position subsequent to inception and how changes in value are recorded.

Classification of Financial Instruments

The Company's financial assets and liabilities are classified as follows:

Cash	Amortized cost
Accounts receivable	Amortized cost
Loan receivable	Amortized cost
Accounts payable and accrued liabilities	Amortized cost
Due to related parties	Amortized cost
Other payables	Amortized cost

Measurement of Financial Instruments

Financial assets and liabilities at amortized cost
Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

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 statement of 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 statement of loss and comprehensive loss in the period in which they arise.

5. **SIGNIFICANT ACCOUNTING POLICIES** - Continued

e) **Financial Instruments** - Continued

Impairment

An impairment loss in respect of a financial asset measured at amortized cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. In assessing collective impairment, the Company uses historical trends of the probability of default, timing of recoveries and the amount of loss incurred, adjusted for management's judgment as to whether current economic and credit conditions are such that the actual losses are likely to be greater or less than suggested by historical trends. Losses are recognized in the statement of loss and comprehensive loss and reflected in an allowance account against receivables. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through the statements of comprehensive loss.

f) **Adoption of New or Amended Accounting Standards Not Yet Effective**

Other accounting standards and amendments to existing accounting standards that have been issued and have future effective dates are not applicable or are not expected to have a significant impact on the Company's financial statements.

6. **LOAN RECEIVABLE**

As at September 30, 2021, the Company was owed £811,351 by MoneyClip Inc. through various loans provided by the Company to the entity. The loans carry an interest rate of two per cent and are repayable by the borrower at any time within the varying three year terms ending between February and September 2024. The loans are secured by the intellectual property of MoneyClip Inc. On October 2021, the Company agreed to provide an additional loan as described in Note 15.

7. **OTHER PAYABLES**

In prior periods, the Company received funds from various individuals and companies in order to finance its activities. The most significant of these loans, totalling $1.1 million USD, was converted into already issued equity of the Company in December 2019 on expiry of the convertible loan agreement. This resulted in the transfer of the loan amount to the Company’s capital reserve. The majority of the remaining loans as at December 31, 2020 were converted into a revised form Simple Agreement for Future Tokens (SAFT) agreement. These SAFT agreements provide the investor an allocation of digital tokens in the event that the Company issues tokens by June 30, 2023. If there is no such token generation event by June 30, 2023, the Company has the option to extend the agreement by a further six months, after which it will terminate. Upon termination of the agreement, the investor’s rights will cease and the Company will no longer have any obligations under the agreement. At this time the Company has no plans to undertake a token generation event. On July 2, 2021, the Company settled £79,787 of the liability as described in Note 9.

(Unaudited - Expressed in British pound sterling)

8. TRANSACTIONS WITH RELATED PARTIES

During the period ended September 30, 2021, the Company has the following related party transactions:

a) Due to related parties consists of an advance from Barckon Limited, a company controlled by a director of the Company. At September 30, 2021 the outstanding balance of the advance was £3,209 (December 31, 2020 - £3,209).

b) Included in due to related parties is an advance from L5 Capital Inc., a company controlled by a director of the Company. The advance payable at September 30, 2021 was £Nil (December 31, 2020 - £117,931).

c) The Company paid £22,578 and £92,143 for the three and nine months periods ended September 30, 2021 respectively (three and nine months periods ended September 30, 2020 - £654 and £1,832, respectively) to Finsbury Trust and Corporate Services Limited for directorship and secretarial services. Finsbury Trust and Corporate Services Limited is a related party of the Company by virtue of being in the same group as a director of the Company.

d) Accounts payable and accrued liabilities includes amount owed to Finsbury Trust Corporate Services Limited of £7,320 (December 31, 2020 - £19,918)

e) The Company paid £Nil and £11,035 for the three and nine months periods ended September 30, 2021 respectively (three and nine months periods ended September 30, 2020 - £Nil and £Nil, respectively) to Barckon Limited for consulting services.

The above related party transactions were in the normal course of operations and have been valued in the financial statements at the exchange amount, which is the amount of consideration established and agreed to by the related parties. The amounts due to related parties are unsecured, non-interest bearing and due on demand.

9. SHARE CAPITAL

The share capital consists of:

	September 30 2021 (Unaudited) (£)	December 31 2020 (Audited) (£)
Authorized:		
100,000,000 ordinary shares		
30,000,000 series A shares		
Issued:		
74,277,851 ordinary shares (December 31, 2020 - 10,000,000)	**7,428**	1,000

(Unaudited - Expressed in British pound sterling)

9. **SHARE CAPITAL** - Continued

On January 4, 2021, the board resolved to increase the authorised share capital by £3,000 by the creation of 30,000,000 series A shares at £0.0001 each.

On January 11, 2021, the Company issued a further 45,555,556 ordinary shares of £0.0001 each at par and 17,711,445 series A shares at a price of C$0.29 per share. The total cash received from the issue of shares was £2,779,513 with an additional £117,931 offset against a liability that existed as at December 31, 2020. The issue of ordinary shares and series A shares resulted in a premium of £2,891,117.

On May 25, 2021, the Company issued a further 1,010,849 ordinary shares of £0.0001 each at par as part of its Employee Stock Ownership Plan.

On June 15, 2021, the Company issued 1 series A share at a price of C$0.29 per share.

On July 2, 2021, the Company settled £79,787 of liability from the SAFT agreements (Note 7) through the exchange of the Company's ordinary shares owned by Barckon Limited which resulted in a share premium of £79,787.

On July 7, 2021, the 17,711,446 issued series A shares were converted into ordinary shares at £0.0001 each.

10. **INCOME TAXES**

The following is a reconciliation of expected income taxes (recovery) to the amounts recognized in the statement of loss and comprehensive loss for the periods ended as follows:

	For the 3 months period ended September 30	For the 3 months period ended September 30	**For the 9 months period ended September 30**	For the 9 months period ended September 30
	2021	2020	**2021**	2020
	(£)	(£)	**(£)**	(£)
Loss before income taxes	**(601,630)**	(654)	**(1,149,913)**	(2,332)
Effective income tax rate	**10.00%**	10.00%	**10.00%**	10.00%
Expected income tax (recovery)	**(60,163)**	(65)	**(114,991)**	(233)
Change in recognized deferred tax asset	**60,163**	65	**114,991**	233
Deferred tax (recovery)	**-**	-	**-**	-

(Unaudited - Expressed in British pound sterling)

10. **INCOME TAXES** - Continued

Deferred taxes reflect the tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax values. Deferred tax assets at September 30, 2021 are comprised of the following:

	September 2021 (£)	December 31 2020 (£)
Non-capital loss-carry forwards	**267,271**	152,280
Unrecognized deferred tax asset	**(267,271)**	(152,280)
Deferred tax asset	**-**	-

The Company has non-capital losses carried forward of approximately £2,672,713 (December 31, 2020 - £1,522,800) which may be carried forward to apply against future year taxable income.

11. **EARNINGS PER SHARE**

Basic and dilutive earnings per share is calculated by dividing net income (loss) attributable to shareholders by the sum of the weighted average number of shares outstanding.

	For the 3 months period ended September 30 2021 (£)	For the 3 months period ended September 30 2020 (£)	**For the 9 months period ended September 30 2021 (£)**	For the 9 months period ended September 30 2020 (£)
Net loss attributable to shareholders	**(601,630)**	(654)	**(1,149,913)**	(2,332)
Weighted average number of shares outstanding	**74,277,851**	10,000,000	**71,195,436**	10,000,000
Basic and diluted earnings per share	**(0.01)**	(0.00)	**(0.02)**	(0.00)

12. **FINANCIAL INSTRUMENTS AND RISK MANAGEMENT**

Financial instruments of the Company carried on the statement of financial position are carried at amortized cost. There are no significant differences between the carrying value of financial instruments and their estimated fair values at September 30, 2021. There have been no changes in levels during the period.

The Company classifies the fair value of these transactions according to the following hierarchy:

- Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.
- Level 2 - Quoted prices for similar assets or liabilities in active markets, or quoted prices for identical or similar assets or liabilities in markets that are not active, or other observable inputs other than quoted prices.
- Level 3 - Unobservable inputs for the asset or liability (unobservable inputs reflect management's assumptions on how market participants would price the asset or liability based on the information available).

The Company is exposed, in varying degrees, to a variety of financial related risks. The fair value of the Company's financial instruments, including cash, accounts receivable, accounts payable and accrued liabilities and due to related parties approximates their carrying value due to their short-term nature. The risk related to other payables is mitigated by the terms of agreement as described in note 7. The type of risk exposure and the way in which such exposure is managed is provided as follows:

a) **Credit Risk**

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash held in bank accounts and the loan receivable as at September 30, 2021. Cash is deposited in bank accounts held with one major bank, so there is a concentration of credit risk. The loan receivable is secured as described in Note 6. In accordance with the Company's policy, the directors monitor and review the Company's credit position on a regular basis.

b) **Liquidity Risk**

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities. The Company is exposed to this risk mainly with respect to its accounts payable and accrued liabilities, due to related parties and other payables. The Company manages this risk by managing its working capital.

12. **FINANCIAL INSTRUMENTS AND RISK MANAGEMENT** - Continued

c) **Market Risk**

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk, and price risk. The Company is mainly exposed to currency risk.

d) **Foreign Currency Risk**

Currency risk relates to the risk that the fair values or future cash flows of the Company's financial instruments will fluctuate because of changes in foreign exchange rates. Exchange rate fluctuations affect the costs that the Company incurs in its operations as well as the currency in which the Company has historically raised capital.

The Company's functional currency is the US dollar. The Company operates internationally and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to Euros and British pound sterling. The fluctuation of these currencies in relation to the US dollar will consequently impact the profitability of the Company and may also affect the value of the Company's assets and liabilities and the amount of shareholders' equity. The Company does not hold significant assets or liabilities in currencies other than the US dollar and a 10% fluctuation in foreign currencies against the US dollar would have a insignificant impact on the Company.

13. **CAPITAL MANAGEMENT**

The Company's capital structure consists of all components of shareholders' equity. The Company's objective when managing capital is to maintain adequate levels of funding to support the current operations and the necessary corporate and administrative functions to facilitate these activities. This is done primarily through equity and debt financing. Future financings are dependent on market conditions and there can be no assurance the Company will be able to raise funds in the future.

The Company is not subject to externally imposed capital requirements and the Company's overall strategy with respect to capital risk management remains unchanged at September 30, 2021.

14. **BUSINESS COMBINATION**

On May 21, 2021, the Company entered into a Business Combination Agreement with MoneyClip Inc. ("MoneyClip") and 1290447 B.C. LTD ("the Purchaser"). The Business Combination Agreement provides for the reverse takeover of the Purchaser by the shareholders of the Company and MoneyClip, whereby such shareholders will first exchange their shares in the Company and MoneyClip as applicable for shares of a subsidiary of the Purchaser ("ExchangeCo"), with former Company shareholders receiving 61% of the shares of ExchangeCo. Immediately following this share exchange ExchangeCo, the Purchaser and a new subsidiary of the Purchaser will complete a three-cornered amalgamation under the laws of British Columbia, the result of which being that the Company and MoneyClip become subsidiaries of the Purchaser and the former shareholders of the Company and MoneyClip receive shares of the Purchaser (the "Business Combination"). As part of the Business Combination, 1308692 B.C LTD has been created under the laws of British Columbia to facilitate up to $25 million CAD of subscription receipt financing. The intention is that following the Business Combination the shares of the Purchaser will be listed on the TSX-V (Note 15).

15. **SUBSEQUENT EVENTS**

a) In October 2021, the Company entered into a 3-year loan agreement with MoneyClip Inc. The Company agreed to loan up to $780,000 USD. The loan bears interest of two percent per annum and matures on October 2024.

b) On November 23, 2021, the Business Combination (Note 14) was completed, resulting in the Company becoming a subsidiary of Wellfield Technologies Inc. (formerly 1290447 B.C. Ltd). As part of the Business Combination, Wellfield Technologies Inc. completed a $20,475,000 concurrent private placement. On November 18, 2021, Wellfield Technologies Inc. received conditional listing approval from the TSX Venture Exchange (the “Exchange”). Subject to the satisfaction of certain customary conditions outlined in the Exchange’s conditional approval letter, the shares and warrants of Wellfield Technologies Inc. are expected to begin trading on the Exchange on or about November 30, 2021, under the trading symbols "WFLD" and "WFLD.WT" respectively.

16. **COVID-19**

On March 11, 2020, the World Health Organization declared the outbreak of COVID-19 a pandemic. In many countries, including Canada, businesses have been required to cease or limit operations for extended or indefinite periods. Measures taken to contain the spread of the virus, including travel bans, quarantines, social distancing, and closures of non-essential services, have triggered significant disruptions to economic activity worldwide. The Company has been active in monitoring and assessing the impact of the pandemic and has taken necessary steps to adjust operations as appropriate. The duration and impact of the COVID-19 pandemic, as well as the effectiveness of government responses, remains unclear at this time. It is not possible to reliably estimate the duration and severity of these consequences as well as their potential impact on the financial position and results of the Company for future periods. The Company is committed to adjusting operations as required to ensure continued financial viability.

17. **COMPARATIVE FIGURES**

The comparative figures for the three and nine month periods ended September 30, 2020 were not audited or reviewed.