

NETCOINS HOLDINGS INC.

**CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2021 and 2020**

**(EXPRESSED IN CANADIAN DOLLARS)
(UNAUDITED)**

NETCOINS HOLDINGS INC.
CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION
AS AT JUNE 30, 2021 AND DECEMBER 31, 2020 (UNAUDITED)

(Expressed in Canadian Dollars)

	June 30, 2021	December 31, 2020
ASSETS		
Current Assets		
Cash and cash equivalents	\$ 128,110	\$ 164,729
Loans receivable (Note 5)	401,394	-
Prepaid expenses	13,500	-
	543,004	164,729
Marketable securities (Note 6)	1,711,350	2,927,000
Equipment	-	233
Total Assets	\$ 2,254,354	\$ 3,091,962
LIABILITIES AND EQUITY		
Current Liabilities		
Trade and other payables (Note 7)	\$ 227,984	\$ 620,769
Total Liabilities	227,984	620,769
EQUITY		
Share capital (Note 8)	22,353,190	22,353,190
Contributed surplus	760,511	760,511
Reserves (Notes 9 and 10)	4,991,141	4,991,141
Deficit	(26,078,472)	(26,633,649)
	2,026,370	2,471,193
Total Liabilities and Equity	\$ 2,254,354	\$ 3,091,962

Going Concern (Note 2)

Approved on behalf of the Board of Directors

/s/ Kevin Ma
Kevin Ma,
Director

/s/ Desmond Balakrishnan
Desmond Balakrishnan,
Director

NETCOINS HOLDINGS INC.
CONSOLIDATED INTERIM STATEMENTS OF INCOME (LOSS) AND COMPREHENSIVE INCOME (LOSS)
FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2021 AND 2020 (UNAUDITED)

(Expressed in Canadian Dollars)

	Three Months Ended		Six Months Ended	
	June 30, 2021	June 30, 2020	June 30, 2021	June 30, 2020
OPERATING EXPENSES				
Marketing and advertising	\$ -	\$ 16,923	\$ -	\$ 22,298
Bad debts	8,387	-	25,172	-
Consulting fees	4,500	(6,049)	9,000	29,000
Depreciation	93	186	233	279
Office and administrative (Note 16)	83,475	155,107	350,000	278,494
Legal and professional fees (Note 16)	39,440	72,229	65,970	133,666
Rent	4,500	-	4,500	-
Transfer agent and regulatory fees	10,362	8,435	16,574	12,754
Travel	2,178	1,337	4,241	23,280
Operating Expenses	152,935	248,168	475,690	499,771
OTHER INCOME (EXPENSES)				
Interest income (Note 5)	9,673	3,730	13,394	5,205
Interest expense	-	-	(3)	(2)
Foreign exchange gain (loss)	2	(7)	3	306
Gain on de-recognition of debt	302,769	-	302,769	-
Gain on sale of marketable securities	119,971	-	1,177,854	-
Gain (loss) on fair value of marketable securities (Note 6)	(109,100)	410,000	(1,718,000)	410,000
Gain on fair value of investments in warrants	254,850	292,110	254,850	292,110
Other Income	578,165	705,833	30,867	707,619
NET AND COMPREHENSIVE INCOME (LOSS)	\$ 425,230	\$ 457,665	\$ (444,823)	\$ 207,848
Basic and diluted earnings (loss) per share (Note 15)	\$ 0.09	\$ 0.09	\$ (0.09)	\$ 0.04
Weighted average number of shares outstanding (basic and diluted) (Note 15)	4,856,589	4,856,589	4,856,589	4,856,589

The accompanying notes are integral to these condensed consolidated interim financial statements

NETCOINS HOLDINGS INC.
CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS
FOR THE SIX MONTHS ENDED JUNE 30, 2021 AND 2020 (UNAUDITED)

(Expressed in Canadian Dollars)

	Six Months Ended June 30, 2021	Six Months Ended June 30, 2020
Cash Flows (used in) Operating Activities		
Net income (loss)	\$ (444,823)	\$ 207,848
Adjustments for items not affecting cash		
Bad debt expense	25,172	-
Depreciation	233	279
Gain on de-recognition of debt	(302,769)	-
Gain on sale of marketable securities	(1,177,854)	-
(Gain) loss on fair value of marketable securities (Note 6)	1,718,000	(410,000)
Gain on fair value of investments in warrants (Note 6)	(254,850)	(292,110)
Interest income (Note 5)	(13,394)	(5,205)
	(450,285)	(499,188)
Changes in non-cash working capital:		
Trade and other receivables	(25,172)	(20,227)
Prepaid expenses	(13,500)	(46,320)
Trade and other payables	(90,016)	65,405
	(578,973)	(500,330)
Cash Flows provided by (used in) Investing Activities		
Purchase of investments	(850,000)	(950,000)
Sale of marketable securities	1,780,354	-
Loan advanced (Note 5)	(388,000)	(100,000)
	542,354	(1,050,000)
Changes in cash during the period	(36,619)	(1,550,330)
Cash and cash equivalents – Beginning of period	164,729	1,934,390
Cash and cash equivalents – End of period	\$ 128,110	\$ 384,060

Supplemental Information (Note 13)

NETCOINS HOLDINGS INC.
CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN EQUITY
FOR THE SIX MONTHS ENDED JUNE 30, 2021 AND 2020 (UNAUDITED)

(Expressed in Canadian Dollars, except number of shares)

	Common Shares		Contributed Surplus	Reserves	Deficit	Total
	Number of Shares	Amount				
Balance – December 31, 2019	4,816,589	\$ 22,253,190	\$ 760,511	\$ 4,991,141	\$ (26,283,653)	1,821,189
Net income for the period	-	-	-	-	207,848	207,848
Balance – June 30, 2020	4,856,589	22,353,190	760,511	4,991,141	(26,075,805)	2,029,037
Net income for the period	-	-	-	-	442,156	442,156
Balance – December 31, 2020	4,856,589	22,353,190	760,511	4,991,141	(25,633,649)	2,471,193
Net loss for the period	-	-	-	-	(444,823)	(444,823)
Balance – June 30, 2021	4,856,589	\$ 22,353,190	\$ 760,511	\$ 4,991,141	\$ (26,078,472)	2,026,370

The accompanying notes are integral to these condensed consolidated interim financial statements

**NETCOINS HOLDINGS INC.
NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2021 AND 2020 (UNAUDITED)**

(Expressed in Canadian Dollars, except per share amounts)

1. General Information

Netcoins Holdings Inc. (“NHI” or “Netcoins” or the “Company”) was incorporated on February 20, 1987 under the Business Corporation Act (Ontario). These consolidated financial statements have been prepared on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation.

Netcoins is a public company which is listed on the Canadian Securities Exchange (“CSE”) under the symbol “NETC”. The Company’s head office is 800 West Pender Street, Suite 1430, Vancouver, BC, V6C 2V6, and registered and records office is located 1055 W. Georgia Street, Suite 1500, PO Box 11117, Vancouver, BC, V6E 4N7.

Covid-19

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has already affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. Other than the pandemic delaying the Company’s plans for investments, the Company’s business and results were not materially affected by the pandemic.

2. Going Concern

These condensed consolidated interim financial statements have been prepared by management on a going concern basis, which contemplates the realization of assets and the payment of liabilities in the ordinary course of business. Should the Company be unable to continue as going concern, it may be unable to realize the carrying value of its assets and to meet its liabilities as they become due.

For the six months ended June 30, 2021, the Company had a working capital of \$315,020, has an accumulated deficit of \$26,078,472, and negative cash flow from operations of \$578,973. The Company’s ability to continue as a going concern is dependent upon its ability to achieve and maintain profitable operations and to generate funds therefrom. These factors cast significant doubt on the Company’s ability to continue as a going concern.

These condensed consolidated interim financial statements do not reflect the adjustments to the carrying value of assets and liabilities and the reported expenses and consolidated statement of financial position classifications that would be necessary were the going concern assumption inappropriate. These adjustments could be material.

3. Basis of Preparation

a. Statement of Compliance

These condensed consolidated interim financial statements, including comparatives, 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”) and interpretations of the International Financial Reporting Issues Committee (“IFRIC”). Accordingly, these condensed consolidated interim financial statements do not include all of the information and footnotes required by IFRS for complete financial statements for year-end reporting process.

These condensed consolidated interim financial statements follow the same accounting policies and methods of application the Company’s audited financial statements for the year ended December 31, 2020. The policies applied in these condensed consolidated interim financial statements are based on IFRS issued as of August 30, 2021, the date the Board of Directors approved the financial statements. These condensed consolidated interim financial statements should be read in conjunction with the Company’s consolidated financial statements for the year ended December 31, 2020.

NETCOINS HOLDINGS INC.
NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
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(Expressed in Canadian Dollars, except per share amounts)

3. Basis of Preparation (continued)

a. Statement of Compliance (continued)

These condensed consolidated interim financial statements have been prepared on a historical cost basis, modified where applicable. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information.

b. Basis of Consolidation

These condensed consolidated interim financial statements include the accounts of the Company and its controlled entities. Control is achieved when the Company has the power to govern the financial operating policies of an entity so as to obtain benefits from its activities. Subsidiaries are fully consolidated from the date on which control is transferred to the Company until the date on which control ceases.

The following subsidiaries have been consolidated until July 31, 2019; thereafter, the Company deconsolidated these subsidiaries as it no longer has control over them.

Subsidiary	Ownership	Location	Currency
Netcoins Inc.	100%	Canada	CAD
NTC Holdings Corp.	100%	Canada	CAD
NTC Holdings USA Corp.	100%	USA	CAD

All inter-company transactions, balances, income and expenses are eliminated in full upon consolidation.

c. Functional and Presentation Currency

These condensed consolidated interim financial statements are presented in Canadian dollars. The functional currency of the Company is measured using the principal currency of the primary economic environment in which each entity operates. The functional currency of the entity is in Canadian dollars.

4. Critical Accounting Estimates and Judgements

The preparation of the consolidated financial statements in conformity with IFRS requires management to make judgments in applying its accounting policies and estimates and assumptions about the future. These judgments, estimates, and assumptions affect the reported amounts of assets and liabilities at the reporting date and reported amounts of revenues and expenses during the reporting period. Estimates and judgments are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstance. Actual results may differ from these estimates under different assumptions or conditions. The following discusses the most significant accounting judgments, estimates and assumptions that the Company has made in the preparation of its financial statements.

Areas of judgement

(i) Going Concern

Determining if the Company has the ability to continue as a going concern is dependent on its ability to achieve profitable operations. Certain judgments are made when determining if the Company will be able to continue as a going concern. Further disclosure is included in Note 2.

(ii) Deferred Tax Asset

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probably that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Management applies judgment in determining the likelihood of future taxable profits.

NETCOINS HOLDINGS INC.
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(Expressed in Canadian Dollars, except per share amounts)

4. Critical Accounting Estimates and Judgements (continued)

Assumptions and critical estimates

(i) Determination of Fair Values

Certain of the Company's assets and liabilities are measured at fair value. In estimating fair value, the Company uses market-observable data to the extent it is available. For marketable securities not quoted in an active market, where Level 1 inputs are not available the Company estimates the fair value based on the criteria described under Note 4(xi) in the audited financial statements for the year ended December 31, 2020.

(ii) Tax Assets and Liabilities

Provisions for income taxes are made using the best estimate of the amount expected to be paid or recovered based on a qualitative assessment of all relevant factors. The Company reviews the adequacy of these provisions at the end of each reporting period. However, it is possible that at some future date an additional liability could result from audits by tax authorities. Where the final outcome of these tax-related matters is different from the amounts that were initially recorded, such differences will affect the tax provisions in the period in which such determination is made.

Deferred tax assets and liabilities contain estimates about the nature and timing of future permanent and temporary differences as well as the future tax rates that will apply to those differences. Changes in tax laws and rate as well as changes to the expected timing of reversals may have a significant impact on the amounts recorded for deferred tax assets and liabilities. Management closely monitors current and potential changes to tax law and bases its estimates on the best available information at each reporting date.

(iii) Share-Based Payments

The Company utilizes the Black-Scholes Option Pricing Model ("Black-Scholes") to estimate the fair value of stock options granted to directors, officers and consultants. The use of Black-Scholes requires management to make various estimates and assumptions that impact the value assigned to the stock options including the forecast future volatility of the stock price, the risk-free interest rate, dividend yield and the expected life of the stock options. Any changes in these assumptions could have a material impact on the share-based compensation calculation value, however, the most significant estimate is the volatility.

5. Loans Receivable

On February 24, 2020, the Company entered into a loan agreement with an unrelated company (the "Borrower") for principal of \$100,000 with interest bearing at 15% per annum and the loan is due on demand when the Borrower completes its next financing. The accrued interest is payable in common shares of the Borrower at \$0.20 per share. The Borrower also agreed to issue warrants at a rate of 15% of the loan principal to the Company. These warrants are exercisable at \$0.20 per share.

On December 7, 2020, The Company and the Borrower agreed to convert the loan principal of \$100,000 and its accrued interest of \$15,000 into the shares of the Borrower at a price of \$0.20 per share. Subsequent to the conversion, the Company considered the loan to be fully repaid.

In February 2021, the Company entered into a loan agreement with an unrelated US company (the "US Borrower") for principal of \$388,000 with interest bearing at 10% per annum and the loan is due on demand when the US Borrower completes its next financing. As at June 30, 2021, the Company recorded accrued interest of \$13,394.

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6. Marketable Securities

The Company's marketable securities are comprised of investments in common shares of Canadian publicly traded and non-public companies. The Company measures its marketable securities at fair value through profit or loss ("FVTPL"). The cost and fair values of the marketable securities at June 30, 2021 and December 31, 2020 are as follows:

	June 30, 2021	December 31, 2020
Opening Balance	\$ 2,927,000	\$ -
Additions	850,000	1,465,000
Disposals	(602,500)	(315,000)
Fair value gain (loss)	(1,463,150)	1,777,000
Ending Balance	\$ 1,711,350	\$ 2,927,000

7. Trade and Other Payables

	June 30, 2021	December 31, 2020
Taxes payable	\$ 48,263	\$ 48,263
Trade payables	179,721	572,506
	\$ 227,984	\$ 620,769

Trade and other payables comprise primarily of trade payables incurred in the normal course of business. Included in trade payables are amounts total \$4,200 (December 31, 2020 - \$57,236) due to related parties (see Note 16).

8. Share Capital

a. Authorized Share Capital

The Company is authorized to issue unlimited number of common shares without par value. At June 30, 2021, the Company had 4,856,589 (December 31, 2020 - 4,856,589) common shares outstanding.

b. Restricted Share Units

Pursuant to the Company's fixed number restricted share unit ("RSU") plan, the Company awarded a total of 80,000 RSU to certain directors, officers and employees in October 2018. 50% of the awarded RSU vested immediately and the remaining 50% vested on April 17, 2019. The shares awarded pursuant to the RSU are equity settled and based on the fair value at date of grant.

9. Warrants

As at June 30, 2021 and December 31, 2020, the Company did not have any issued and outstanding warrants.

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(Expressed in Canadian Dollars, except per share amounts)

10. Stock Options

The Company adopted a stock option plan (the "Plan") whereby it can grant stock options to directors, officers, employees, and consultants of the Company. The maximum number of shares that may be reserved for issuance under the Plan is limited to 10% of the issued common shares of the Company at any time.

The Company did not have any share-based expenses for the three and six months ended June 30, 2021, respectively.

Stock options outstanding and exercisable as at June 30, 2021 and December 31, 2020 are summarized as follows:

Exercise Price	Options Outstanding			Options Exercisable	
	Number of Shares Issuable on Exercise	Weighted Average Remaining Life (Years)	Weighted Average Exercise Price	Number of Shares Issuable on Exercise	Weighted Average Exercise Price
\$8.75	54,371	2.70	\$8.75	54,371	\$8.75

11. Capital Management

The Company manages its capital structure, consisting of share capital, and will make adjustments to it depending on the funds available to the Company for its future operations. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The Company is dependent on external financing to fund its activities. In order to carry out its planned operations and pay for future general and administrative expenses, the Company expects to issue new shares, issue debt, acquire or dispose of assets or adjust the amount of cash.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the size of the Company, is reasonable. The Company is not subject to externally imposed capital requirements. There were no changes in the Company's approach to capital management during the six months ended June 30, 2021 and the year ended December 31, 2020.

12. Financial Instruments

The Company's financial assets and liabilities by category and information about financial assets and liabilities measured at fair value on a recurring basis in the consolidated statement of financial position are classified and measured as follows:

Category		June 30, 2021	December 31, 2020
Financial Assets			
Cash and cash equivalents	FVTPL	\$ 128,110	\$ 164,729
Marketable securities	FVTPL	\$ 1,711,350	\$ 2,927,000
Loans receivable	Amortized cost	\$ 401,394	\$ -
Financial Liabilities			
Trade and other payables	Amortized cost	\$ 227,984	\$ 620,769

Due to the short-term nature of loans receivable and trade and other payables, the Company determined that the carrying amounts of these financial instruments approximate their fair value.

The following table presents the Company's financial instruments, measured at fair value, and categorized into levels of the fair value hierarchy:

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FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2021 AND 2020 (UNAUDITED)

(Expressed in Canadian Dollars, except per share amounts)

12. Financial Instruments (continued)

	Balance at June 30, 2020	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Cash and cash equivalents	\$ 128,110	\$ 128,110	\$ -	\$ -
Marketable securities	\$ 1,711,350	\$ 786,500	\$ 670,000	\$ 254,850

There were no transfers between the Levels of the fair value hierarchy during the six months ended June 30, 2021 and the year ended December 31, 2020.

The Company's risk management policies are established to identify, analyze and manage the risks faced by the Company and to implement appropriate procedures to monitor risks and adherence to established controls. Risk management policies and systems are reviewed periodically in response to the Company's activities and to ensure applicability.

In the normal course of business, the main risks arising from the Company's use of financial instruments include credit risk, liquidity risk, market risk and currency risk. These risks, and the actions taken to manage them, include:

(a) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Credit risk arises from cash held with banks, cash on deposit with fiat to cryptocurrency exchanges and from outstanding trade receivables. The Company minimizes credit risk associated with its cash balance substantially by dealing with financial institutions deemed to be reliable due to their history of operations. The Company assessed its credit risk to be low.

(b) 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 has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company attempts to ensure there is sufficient access to funds to meet on-going business requirements, taking into account its current cash position and potential funding sources. Liquidity risk is assessed as low.

(c) Currency risk

Currency risk is the risk that the value of financial assets and liabilities denominated in currencies, other than the functional currency of the Company, will fluctuate due to changes in foreign currency exchange rates. The Company does not use derivative instruments to reduce its exposure to foreign currency risk. The Company previously was exposed to foreign currency risk through cash in banks and cash on deposit with fiat to cryptocurrency exchanges which are denominated in United States dollars (USD). As at June 30, 2021, the Company was not exposed to currency risk.

(d) Price risk

The Company's net income or loss, and financial condition were subject to price risk due to fluctuations of the following:

Equity Price Risk

The Company is exposed to equity price risk through its marketable securities and unfavourable market conditions could result in dispositions of marketable securities at less than favourable prices, especially during periods of overall market instability. The Company manages its equity price risk by having a portfolio of marketable securities not singularly exposed to any one issuer.

NETCOINS HOLDINGS INC.
NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2021 AND 2020 (UNAUDITED)

(Expressed in Canadian Dollars, except per share amounts)

13. Supplemental Cash Flow Information

On December 7, 2020, the Company and the Borrower agreed to convert the loan's principal of \$100,000 and accrued interest of \$15,000 into the shares of the Borrower at a price of \$0.20 per share (see Note 5).

14. Segmented Information

The Company's primary business activities are located in Canada. All of the Company's assets, including head office, are located in Canada.

15. Earnings (Loss) Per Share

The following table sets forth the computation of basic and diluted earnings (loss) per share for the three and six months ended June 30, 2021 and 2020:

	June 30, 2021	June 30, 2020	June 30, 2021	June 30, 2020
Numerator				
Net income (loss) for the period	\$ 425,230	\$ 457,665	\$ (444,823)	\$ 207,848
Denominator				
Basic – weighted average number of shares outstanding	4,856,589	4,856,589	4,856,589	4,856,589
Effect of dilutive securities			-	-
Diluted – adjusted weighted average number of shares outstanding	4,856,589	4,856,589	4,856,589	4,856,589
Earnings (loss) per share – basic and diluted	\$ 0.09	\$ 0.09	\$ (0.09)	\$ (0.04)

The basic earnings (loss) per share is computed by dividing the net loss by the weighted average number of common shares outstanding during the period.

The diluted loss per share reflects the potential dilution of common share equivalents, such as outstanding stock options, and share purchase warrants, in the weighted average number of common shares outstanding during the year, if dilutive.

Share purchase warrants and stock options were excluded from the calculation of diluted weighted average number of common shares outstanding during the three and six months ended June 30, 2021 as the warrants and stock options were anti-dilutive.

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(Expressed in Canadian Dollars, except per share amounts)

16. Related Party Transactions

During the three and six months ended June 30, 2021 and 2020, the Company paid and/or accrued salaries, commissions, consulting and professional fees to management personnel and directors:

	Three Months Ended		Six Months Ended	
	June 30, 2021	June 30, 2020	June 30, 2021	June 30, 2020
Management	\$ 65,250	\$ 81,750	\$ 310,500	\$ 159,000
Directors	8,440	21,809	19,970	38,403
	\$ 73,690	\$ 103,559	\$ 330,470	\$ 197,403

Due to Related Parties

As at June 30, 2021 and December 31, 2020, the Company has the following amounts due to related parties:

	June 30, 2021	December 31, 2020
Accounts payable and accrued liabilities	\$ 4,200	\$ 57,236