WEB3 VENTURES INC.

(Formerly La Jolla Capital Inc.)

Condensed Interim Consolidated Financial Statements

For the nine months ended March 31, 2023 and 2022

(Expressed in Canadian dollars - Unaudited)

WEB3 VENTURES INC.
(Formerly La Jolla Capital Inc.)
Condensed Interim Consolidated Statements of Financial Position
(Expressed in Canadian dollars - Unaudited)

	Note		At March 31, 2023		At June 30, 2022
ASSETS					
Current assets					
Cash		**$**	**1,268,603**	$	329,932
Receivables			**7,698**		4,722
Investments	4		**693,630**		96,645
Prepaids	6		**173,624**		-
Digital assets	5		**35,900**		71,573
Total assets		**$**	**2,179,455**	$	502,872
LIABILITIES					
Current					
Accounts payable and accrued liabilities	7	**$**	**110,195**	$	185,049
Loans payable	8		**-**		52,742
Total liabilities			**110,195**		237,791
SHAREHOLDERS' EQUITY					
Share capital	9		**19,934,454**		17,903,979
Reserves			**112,758**		102,309
Deficit			**(17,879,317)**		(17,645,585)
Accumulated other comprehensive loss			**(98,635)**		(95,622)
Total Shareholders' Equity			**2,069,260**		265,081
Total Liabilities and Shareholders' Equity		**$**	**2,179,455**	$	502,872

Nature and Continuance of Operations (Note 1)
Subsequent events (Note 16)

Approved on behalf of the Board of Directors on May 30, 2023:

"David Nikzad"
Director

"Jason Hobson"
Director

WEB3 VENTURES INC.
(Formerly La Jolla Capital Inc.)
Condensed Interim Consolidated Statements of Loss and Comprehensive Loss
For the periods ended March 31, 2023 and 2022
(Expressed in Canadian dollars - Unaudited)

		Three months ended		Nine months ended	
	Note	**March 31, 2023**	March 31, 2022	**March 31, 2023**	March 31, 2022
EXPENSES					
Consulting and management fees	14	**$ 13,586**	$ 9,000	**$ 200,560**	$ 57,000
Information technology		**4,700**	-	**4,700**	-
Interest paid		**395**	-	**1,201**	-
Investor relations		**3,109**	-	**3,109**	-
Marketing		**-**	12,305	**-**	12,905
Office expense		**396**	19	**588**	55
Professional fees	14	**48,660**	10,575	**97,853**	31,942
Share based compensation	14	**5,856**	-	**10,449**	-
Transfer agent and filing fees		**13,883**	-	**31,455**	-
Operating expenses		**(90,585)**	(31,899)	**(349,915)**	(101,902)
Other income (expenses)					
Interest income		**1,894**	-	**1,894**	-
Foreign exchange		**15,799**	-	**15,840**	-
Fair value change on investments	4,5	**(43,190)**	-	**(43,190)**	-
Gain on write off of liabilities	7,8	**141,639**	5,000	**141,639**	236,634
Other income (expenses)		**116,142**	5,000	**116,183**	236,634
Net income (loss) for the period		**25,557**	(26,899)	**(233,732)**	134,732
Other comprehensive (income) loss					
Foreign currency translation adjustment		**(7,948)**	-	**(3,013)**	(1,699)
Total comprehensive (loss) income for the period		**$ 17,609**	$ (26,899)	**$ (236,745)**	$ 133,033
Loss per share, basic and diluted		**NA**	$ (0.05)	**NA**	$ 0.28
Loss per SVS share, basic and diluted		**$ 0.00**	NA	**$ (0.00)**	NA
Loss per MVS share, basic and diluted		**$ 0.04**	NA	**$ (0.49)**	NA
Weighted average number of SVS shares outstanding, basic and diluted		**51,589,324**	NA	**50,074,290**	NA
Weighted average number of MVS shares outstanding, basic and diluted		**502,561**	NA	**487,410**	NA
Weighted average number of common shares outstanding, basic and diluted		**NA**	584,352	**NA**	482,876

WEB3 VENTURES INC.
(Formerly La Jolla Capital Inc.)
Condensed Interim Consolidated Statements of Changes in Shareholders' Equity (Deficiency)
For the nine month periods ended March 31, 2023 and 2022
(Expressed in Canadian dollars - Unaudited)

	Share Capital						
	Outstanding SVS Shares	**Outstanding MVS Shares**	**Amount**	**Reserves**	**Deficit**	**AOCI**	**Total**
Balance, June 30, 2021	433,241	-	$ 16,103,979	$ -	$ (17,178,377)	$ (93,923)	$ (1,168,321)
Net loss for the period	-	-	-	-	134,732	-	134,732
Private Placement	400,000	-	200,000	-	-	-	200,000
Other comprehensive loss for the period	-	-	-	-	-	(1,699)	(1,699)
Balance, March 31, 2022	833,241	-	$ 16,303,979	$ -	$ (17,043,645)	$ (95,622)	$ (835,288)
Balance, June 30, 2022	97,333,241	-	$ 17,903,979	$ 102,309	$ (17,645,585)	$ (95,622)	$ 265,081
Conversion of SVS to MVS	(48,000,000)	480,000	-	-	-	-	-
Private placement	20,304,746	203,047	2,030,475	-	-	-	2,030,475
Stock based compensation	-	-	-	10,449	-	-	10,449
Net loss for the period	-	-	-	-	(233,732)	-	(233,732)
Other comprehensive loss for the period	-	-	-	-	-	(3,013)	(3,013)
Balance, March 31, 2023	69,637,987	683,047	$ 19,934,454	$ 112,758	$ (17,879,317)	$ (98,635)	$ 2,069,260

On April 19, 2022, the Company completed a one-for-ten share consolidation.
All references to share capital and per share data have been adjusted retrospectively to reflect the Company's one-for-ten share consolidation.

During the quarter ended March 31, 2023 the share capital of the Company was converted into Subordinate Voting Share ("SVS") and Multiple Voting Shares ("MVS"). Certain SVS shares were converted into MVS shares at a ratio of 100 SVS for one MVS.

WEB3 VENTURES INC.
(Formerly La Jolla Capital Inc.)
Condensed Interim Consolidated Statements of Cash Flows
For the nine month periods ended March 31, 2023 and 2022
(Expressed in Canadian dollars - Unaudited)

		Nine Months Ended March 31, 2023		March 31, 2022
Cash provided by (used in):				
Operating Activities				
Net income/(loss) for the period	$	**(233,732)**	$	134,732
Items not involving cash:				
Accrued interest		**1,643**		-
Foreign exchange loss		**(17,730)**		(1,699)
Fair value change on investments		**43,190**		-
Share based compensation		**10,449**		-
Write off of liabilities		**(141,639)**		(236,634)
		(337,819)		(103,601)
Change in non-cash working capital:				
Receivables		**(2,976)**		(475)
Prepaids		**(173,624)**		-
Accounts payable and accrued liabilities		**12,400**		79,092
Cash used in operating activities		**(502,019)**		(24,984)
Investing Activities				
Investment in notes receivable		**(342,500)**		-
SAFE investments		**(247,285)**		-
Cash used in investing activities		**(589,785)**		-
Financing Activities				
Loans received		**-**		27,500
Proceeds from share issuances		**2,030,475**		200,000
Proceeds from notes receivable		**480,000**		-
Repayment of notes receivable		**(480,000)**		-
Repayment of Loans		**-**		(200,000)
Cash Provided by financing activities		**2,030,475**		27,500
Increase in cash		**938,671**		2,516
Cash, beginning of the period		**329,932**		1,004
Cash, end of the period	$	**1,268,603**	$	3,520

1. NATURE AND CONTINUANCE OF OPERATIONS

Web3 Ventures Inc. (Formerly La Jolla Capital Inc.), (the "Company") was incorporated on April 6, 1990 under the laws of the Province of British Columbia as MicroCoal Technologies Inc. and on June 19, 1997 the Company continued as a federal corporation under the Canada Business Corporation Act. The Company changed its name from MicroCoal Technologies Inc. to La Jolla Capital Inc. on May 21, 2015, and from La Jolla Capital Inc. to Web3 Ventures Inc. on April 19, 2022. The Company is an investment holding firm focused on incubating, accelerating and developing projects and applications for Web 3.0.

The Company's registered office is located at 409-22 Leader Lane, Toronto Ontario, M5E 0B2.

2. BASIS OF PREPARATION

(a) Statement of Compliance

These unaudited condensed interim consolidated financial statements, including comparatives, have been prepared in accordance with International Accounting Standard 34 “Interim Financial Reporting” (“IAS 34”) using accounting policies consistent with the International Financial Reporting Standards (“IFRS”) issued by the International Accounting Standards Board (“IASB”) and Interpretations of the IFRS Interpretations Committee.

These unaudited condensed interim consolidated financial statements do not include all of the information required of a full annual financial report and is intended to provide users with an update in relation to events and transactions that are significant to an understanding of the changes in financial position and performance of the Company since the end of the last annual reporting period. It is therefore recommended that these unaudited condensed interim consolidated financial statements be read in conjunction with the audited financial statements of the Company for the year ended June 30, 2022.

These unaudited condensed interim consolidated financial statements were authorized for issue on May 30, 2023 by the directors of the Company.

(b) Going Concern

At March 31, 2023, the Company incurred a loss of $236,745 for the nine-month period then ended (March 31, 2022 - $133,033), had a working capital of $2,069,260 (June 30, 2022 - $265,081) and has accumulated losses of $17,879,317 (June 30, 2022 - $17,645,585) since its inception. The Company expects to incur further losses in the development of its new business. The Company's ability to continue as a going concern is dependent upon its ability to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. Management estimates that the Company has sufficient funds to maintain its operations and activities for the upcoming year.

These unaudited condensed interim consolidated financial statements have been prepared on a going concern basis, which assumes that the Company will continue to realize its assets and discharge its obligations and commitments in the normal course of operations. These unaudited condensed interim consolidated financial statements do not give effect to any adjustments required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in the accompanying unaudited condensed interim consolidated financial statements.

2. BASIS OF PREPARATION (CONTINUED)

(c) Basis of Measurement

These unaudited condensed interim consolidated financial statements have been prepared on an accrual basis and are based on the historical cost basis except for certain financial instruments measured at fair value. The unaudited condensed interim consolidated financial statements are presented in Canadian dollars, unless otherwise noted, which is the Company's functional currency.

The preparation of unaudited condensed interim consolidated financial statements in compliance with IFRS requires management to make certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies.

(d) Basis of Consolidation

As of the date of these unaudited condensed interim consolidated financial statements, the Company's structure is represented by Web3 Ventures Inc. as the parent company, and the following wholly owned subsidiaries:

Name	Country of incorporation	Interest
Microcoal USA Inc. (Inactive)	U.S	100%
CO2 Reduction Poland Sp.z.o.o (Inactive)	Poland	100%
Carbiopel – ESP SA (Inactive)	Poland	100%
1000147857 Ontario Inc. (Inactive)	Canada	100%

These unaudited condensed interim consolidated financial statements include the accounts of the Company and its subsidiaries. Subsidiaries are entities controlled by the Company. Control exists when the Company has power over an investee, when the Company is exposed, or has rights, to variable returns from the investee and when the Company has the ability to affect those returns through its power over the investee. Subsidiaries are included in the unaudited condensed interim consolidated financial results of the Company from the effective date of acquisition up to the effective date of disposition or loss of control. All intercompany transactions and balances between the Company and its subsidiaries are eliminated.

(e) Functional and presentation currency

In management's judgement, the functional currency of the Company and subsidiaries are the Canadian dollar except for the United States dollar subsidiary Microcoal USA Inc. The presentation currency used in preparing these unaudited condensed interim consolidated financial statements of the Company is the Canadian dollar.

3. SIGNIFICANT ACCOUNTING POLICIES

In preparing these unaudited condensed interim consolidated financial statements, the significant accounting policies and the significant judgments made by management in applying the Company's significant accounting policies and key sources of estimation uncertainty were the same as those that applied to the Company's audited consolidated financial statements for the year ended June 30, 2022, with the exception of the following:

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Share capital

The voting securities of the Company consist of an unlimited number of subordinate voting shares (“SVS” or “Subordinate Voting Shares”) and multiple voting shares (“MVS” or “Multiple Voting Shares”). The MVS and SVS are classified as equity instruments (together the “Voting Shares”).

The Company records proceeds from share issuances net of issue costs and any tax effects in shareholders’ equity. Shares issued for consideration other than cash are valued based on their market value at the date the shares were granted.

The Company has adopted a residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates the value to the more easily measurable component based on fair value and then the residual value, if any, to the less easily measurable component. The Company considers the fair value of common shares issued in a unit private placement to be the more easily measurable component. The balance, if any, is allocated to the attached warrants. Any fair value attributed to the warrants is recorded as reserves.

Share issuance costs

Professional, consulting, regulatory and other costs directly attributable to financing transactions are recorded as deferred share issuance costs until the financing transactions are completed, if the completion of the transaction is considered likely; otherwise, they are expensed as incurred. Share issuance costs are charged to share capital when the related shares are issued. Deferred share issuance costs related to financing transactions that are not completed are charged to expenses.

4. INVESTMENTS

(a) Simple Agreement for Future Equity (“SAFE”) Agreements

Pursuant to the terms of the SAFE Agreements, if there is an equity financing before the instrument expires or is terminated, the investee will automatically issue to the investors either: 1) the greater of: the number of Standard Preferred Shares equal to the Purchase Amount divided by the lowest price per share of the Standard Preferred Shares, or the number of SAFE Preferred Shares equal to the Purchase Amount divided by the SAFE Price or 2) in case the agreement specifies a discount rate, a number of shares of SAFE Preferred Stock equal to the Purchase Amount divided by the Conversion Price. The Conversion Price means either the SAFE Price or the Discount Price, whichever calculation results in a greater number of shares of SAFE Preferred Stock.

The SAFE Price means the price per share equal to the Valuation Cap or Post–Money Valuation Cap divided by the Company Capitalization. The Discount Price means the price per share of the Standard Preferred Stock sold in the equity financing multiplied by the Discount Rate.

If there is a liquidation event before the expiration or termination of the SAFE Agreement, the investor will at its option either: 1) receive a cash payment equal to the purchase amount or 2) automatically receive from the investee a number of shares of common stock equal to the purchase amount divided by the liquidity price, if the investor fails to select the cash option.

4. INVESTMENTS (CONTINUED)

Alternatively, the investor will automatically receive a portion of Proceeds, due and payable to the investor, equal to the greater of the Purchase Amount or the amount payable on the number of shares of Common Stock equal to the Purchase Amount divided by the liquidity price. Thereafter the SAFE Agreement will terminate. In connection with a cash payment through a liquidity event, if there are not enough funds to pay the investors and holders of the SAFE Agreements in full, funds will be distributed pro-rata and based on the purchase price and the remaining amounts will be covered with common stock equal to the remaining unpaid purchase price divided by the liquidity event. In a dissolution event, SAFE Agreement holders will be paid out of remaining assets prior to holders of the investee's capital stock.

In accordance with IFRS 9, the Company initially recorded these SAFE investments at cost, which approximates fair value.

The Company holds the following SAFE investments:

i. Bylines Inc. - $42,155 SAFE investment in Bylines Inc, a private company, to invest in future rights to shares of Bylines Inc. capital stock. The "PostMoney Valuation Cap" is US$32,000,000.
ii. Column Inc. - $33,832 SAFE investment in Column Inc., a private company, to invest in future rights to shares of Column Inc. capital stock. The "PostMoney Valuation Cap" is US$10,000,000.
iii. Contagio Digital Assets Inc. - $169,164 SAFE investment in Contagio Digital Assets Inc., a private company, to invest in future rights to shares of Contagio Digital Assets Inc. capital stock. The "PostMoney Valuation Cap" is US$2,500,000.
iv. Dynasty Studios, Inc. - $74,432 SAFE investment in Dynasty Studios, Inc, a private company, to invest in future rights to shares of Dynasty Studios, Inc. capital stock. The "PostMoney Valuation Cap" is US$40,000,000.

(b) Strategic Investment

During the year ended June 30, 2022, the Company completed a $33,832 (June 30, 2022 - $32,215) investment in OpenPool, a private decentralized web company focused on simplifying crypto investing. In accordance with IFRS 9, the Company initially recorded this investment at cost, which approximates fair value.

(c) Convertible Debenture

On February 13, 2023, the Company closed an unsecured convertible debenture financing (the "Debenture") with an aggregate face value of USD $250,000 with Rocket Wellness Inc. The Debenture bears interest of 8% compounded annually, maturing in 12 months and the principal and interest are convertible into preferred shares at the next equity financing, with a 20% discount, at the option of the debenture holders. The debentures allow for early redemption. The principal amount and accrued and unpaid interest under the debenture is convertible into common shares of RWI at a US$2,000,0000 valuation with a maturity date of 12 months.

All of the Company's investments are categorized as a level 3 asset on the fair value hierarchy on the statements of financial position as at March 31, 2023.

The following table presents the changes in fair value measurements of financial instruments classified as Level 3 for the period ended March 31, 2023 and year ended June 30, 2022. These financial instruments are measured at fair value utilizing non-observable market inputs based on specific company information and general market conditions. The net change in unrealized gains (losses) are recognized in the statements of loss and comprehensive loss.

(Expressed in Canadian dollars - Unaudited)

4. INVESTMENTS (CONTINUED)

	$
Balance, at June 30, 2021	-
Additions	96,645
Balance, at June 30, 2022	96,645
Additions – SAFE Investments	247,285
Additions - debenture	342,500
Debenture interest accretion	1,890
Change in fair value	8,323
Foreign exchange	(3,013)
Balance, at March 31, 2023	693,630

Significant unobservable inputs used in the fair value measurement of Level 3 investments were:

Description	Fair value at March 31, 2023 $	Fair value at June 30, 2022 $	Valuation technique / Unobservable inputs
SAFE Agreements	319,581	64,430	New investments / recent transactions / subsequent financings
Equity – private	33,833	32,215	New investments / recent transactions / subsequent financings
Debentures	340,216	-	New investments
	693,630	**96,645**	

A 10% change in the fair value (i.e. recent transaction price) of this investment will result in a corresponding $69,363 (2022 - $9,645) change in the total fair value of the investments. While this illustrates the overall effect of changing the values of the unobservable inputs by a set percentage, the significance of the impact and the range of reasonably possible alternative assumptions may differ significantly between investments, given their different terms and circumstances.

The sensitivity analysis is intended to reflect the uncertainty inherent in the valuation of these investments under current market conditions, and its results cannot be extrapolated due to non-linear effects that changes in valuation assumptions may have on the fair value of the investments.

Furthermore, the analysis does not indicate a probability of such changes occurring and it does not necessarily represent the Company's view of expected future changes in the fair value of this investment. Any management actions that may be taken to mitigate the inherent risks are not reflected in this analysis.

5. DIGITAL ASSETS

a) Ethereum

Ethereum is recorded at fair value on the acquisition date and revalued to their current market value at each reporting date. The fair value is determined using the spot rate based on reported prices on the date the tokens are received or recorded as a receivable. Ethereum held are revalued each reporting period based on the fair market value of the price of Ethereum on the reporting date. As at March 31, 2023, the price of Ethereum was $2,424 (June 30, 2022 - $1,374).

(Expressed in Canadian dollars - Unaudited)

5. DIGITAL ASSETS (CONTINUED)

Ethereum transacted during the period was as follows:

	$	Ethereum
Balance, June 30, 2021	-	-
Ethereum purchased	79,990	37.34
Acquired NFTs	(71,326)	(35.63)
Transaction costs	(2,101)	(1.53)
Loss on use of digital assets (i)	(6,180)	-
Loss on revaluation of digital assets	(136)	-
Balance June 30, 2022	247	0.18
Foreign Exchange	191	-
Balance March 31, 2023	438	0.18

(i) During the year ended June 30, 2022, the Company purchased NFTs and services with Ethereum for $73,427 with a cost of $79,610, which resulted in a realized loss on sale of $6,180.

b) NFTs

During May and June 2022, the Company purchased 180 NFTs for $71,326 worth of Ethereum.

During the nine month period ended March 31, 2023, the Company recorded an impairment of $51,512 based on market indicators, and recognized a gain on currency translation of $15,648. As at March 31, 2023, the NFTs fair value is $35,462.

6. PREPAIDS

As at March 31, 2023, prepaids consisted of a deposit for digital currency mining machines totaling $144,991 (2022 - $Nil) and prepaid hosting services of $28,633 (2022 - $Nil).

7. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

During the nine months ended March 31, 2023, the Company recorded a gain on write-off $87,696 (June 30, 2022 - $181,051) of trade payables and accrued liabilities that have been outstanding for several years without any claims from the past vendors.

Accounts payable and accrued liabilities consists of:

		March 31, 2023		June 30, 2022
Accounts payable	$	60,266	$	27,500
Due to related parties		1,050		79,932
Accrued liabilities		48,879		77,617
Total	$	110,195	$	185,049

8. LOANS PAYABLE

As at March 31, 2023, the Company had loans payable of $Nil (June 30, 2022 - $52,742) to former related parties (Note 14). The loans are unsecured, non-interest bearing and are due on demand, except for one loan of $20,000 that bears interest at 8% p.a. and had $1,201 (2022 - $8) interest accrued during the nine month period ended March 31, 2023. During the nine month period ended March 31, 2023, the Company recorded a gain on write off of debt of $53,943 as the Company deemed this loan payable no longer due.

9. SHARE CAPITAL

(a) Authorized:

On February 24, 2023, the Company filed articles of amendment to redesignate the existing class of Common Shares as Subordinate Voting Share ("SVS") and authorize a class of Multiple Voting Share ("MVS"). The Company is authorized to issue unlimited number of SVS without par value and an unlimited number of MVS without par value.

i. Subordinate Voting Shares ("SVS")

Holders of SVS will be entitled to notice of and to attend at any meeting of the shareholders of the Issuer, except a meeting of which only holders of another particular class or series of shares of the Issuer will have the right to vote. At each such meeting, holders of SVS will be entitled to one vote in respect of each SVS held.

As long as any SVS remain outstanding, the Issuer will not, without the consent of the holders of the SVS by separate special resolution, prejudice or interfere with any right or special right attached to the SVS.

Holders of SVS will be entitled to receive as and when declared by the directors of the Issuer, dividends in cash or property of the Issuer. No dividend will be declared or paid on the SVS unless the Company simultaneously declares or pays, as applicable, equivalent dividends (assuming conversion of all MVS into SVS at the Conversion Ratio) on the MVS.

ii. Multiple Voting Shares ("MVS")

Holders of MVS will be entitled to notice of and to attend at any meeting of the shareholders of the Issuer, except a meeting of which only holders of another particular class or series of shares of the Issuer will have the right to vote. At each such meeting, holders of MVS will be entitled to one vote in respect of each SVS into which such MVS could then be converted (100 votes per MVS held).

The holders of the MVS are entitled to receive such dividends as may be declared and paid to holders of the SVS in any financial year as the Board may by resolution determine, on an as-converted to SVS basis. No dividend will be declared or paid on the MVS unless the Issuer simultaneously declares or pays, as applicable, equivalent dividends (on a 100-to-1 ratio to SVS) on the SVS.

(b) Issued and Outstanding

As at March 31, 2023, there were:

69,637,987 **SVS** shares issued and outstanding.
683,047 **MVS** issued and outstanding

i) Shares issued during the nine-month period ended March 31, 2023.

On March 21, 2023, the Company completed a non-brokered private placement and issued 20,305 Units for gross proceeds of $2,030,475. Each unit consists of 1,000 SVS, 10 MVS, 500 warrants to purchase one SVS and five warrants to purchase one MVS in the capital of the Company. In aggregate, the Company issued 20,304,746 SVS and 302,047 MVS. Each SVS warrant is exercisable at $0.15 and matures two years from the date of issuance. Each MVS warrant is exercisable at $15 and matures two years from the date of issuance. No finder's fee was paid.

(Expressed in Canadian dollars - Unaudited)

9. SHARE CAPITAL (CONTINUED)

ii) Shares issued during the year ended June 30, 2022.

On June 3, 2022, the Company closed a non-brokered private placement of 3,000,000 units of the Company issued at a price of $0.02 per unit for gross proceeds of $60,000. Each unit is comprised of one common share and one transferable share purchase warrant. Each warrant entitles the holder to purchase one share for a period of five years at an exercise price of $0.10 per share.

On May 24, 2022, the Company closed a non-brokered private placement of 18,375,000 units of the Company issued at a price of $0.02 per unit for gross proceeds of $367,500. Each unit is comprised of one common share and one transferable share purchase warrant. Each warrant entitles the holder to purchase one share for a period of five years at an exercise price of $0.10 per share.

On May 17, 2022, the Company closed a non-brokered private placement of 53,125,000 units of the Company issued at a price of $0.02 per unit for gross proceeds of $1,062,500. Each unit is comprised of one common share and one transferable share purchase warrant. Each warrant entitles the holder to purchase one share for a period of five years at an exercise price of $0.10 per share.

On April 22, 2022, the Company closed a non-brokered private placement of 22,000,000 units of the Company issued at a price of $0.005 per unit for gross proceeds of $110,000. Each unit is comprised of one common share and one transferable share purchase warrant. Each warrant entitles the holder to purchase one share for a period of five years at an exercise price of $0.10 per share.

On April 19, 2022, the Company consolidated all of its issued and outstanding common shares on the basis of one new common share for every ten old common shares. Unless otherwise noted, all share information has been retroactively adjusted to reflect this consolidation.

On February 25, 2022, the Company closed a non-brokered private placement of 400,000 common shares of the Company issued at a price of $0.50 per share for gross proceeds of $200,000.

(c) Warrants

The following is a summary of the Company's share purchase warrant activity for the nine month period ended March 31, 2023, and for the year ended June 30, 2022.

	Number of Warrants	Number of SVS warrants	Number of MVS Warrants
Outstanding, June 30, 2021	-	-	-
Issued	96,500,000	-	-
Outstanding, June 30 2022	96,500,000	-	-
Conversion	(96,500,000)	48,000,000	485,000
Issued	-	10,152,373	101,522
Outstanding, March 31, 2023	-	58,152,373	586,522

(Expressed in Canadian dollars - Unaudited)

9. SHARE CAPITAL (CONTINUED)

Details of warrants outstanding as at March 31, 2023 are as follows:

Exercise price	Number of SVS Warrants Outstanding	Number of MVS Warrants Outstanding	Expiry date
$ 0.10	13,250,000	-	April 22, 2027
$10.00	-	158,750	April 22, 2027
$ 0.10	33,750,000	-	May 17, 2027
$10.00	-	183,750	May 17, 2027
$ 0.10	-	-	May 24, 2027
$10.00	-	122,500	May 24, 2027
$ 0.10	1,000,000	-	June 3, 2027
$10.00	-	20,000	June 3, 2027
$ 0.15	10,152,373	-	March 21, 2025
$15.00	-	101,522	March 21, 2025
	58,152,373	586,522	

(d) Stock options

The Company has adopted an incentive stock option plan and restricted stock option plan, which provides that the Board of Directors of the Company may from time to time, in its discretion, and in accordance with the requirements of the Exchange, grant to directors, officers, employees and technical consultants to the Company, options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding SVS of the Company. Such options will be exercisable for a period of up to five years from the date of grant.

During the nine months ended March 31, 2023, all outstanding stock options were cancelled, and all stock options not yet fully vested were recorded as stock-based compensation, per accelerated vesting in terms of IFRS 2.

On July 15, 2022, the Company granted incentive stock options to a consultant to purchase an aggregate of 75,000 common shares at an exercise price of $0.15 per common share for up to five years. The options issued vest 1/3 every six months for 18 months from grant date. The total grant date fair value of the options was measured at $672. The options were measured using the Black-Scholes Option Pricing Model with the following assumptions: Stock price - $0.02; exercise price - $0.15; expected life – 5 years; volatility – 100%; dividend yield – $0; and risk-free rate – 3.02%. As at March 31, 2023, all $672 was recorded as vested.

On July 4, 2022, the Company granted incentive stock options to a consultant to purchase an aggregate of 25,000 common shares at an exercise price of $0.15 per common share for up to five years. The options issued vest 1/3 every six months for 18 months from grant date. The total grant date fair value of the options was measured at $225. The options were measured using the Black-Scholes Option Pricing Model with the following assumptions: Stock price - $0.02; exercise price - $0.15; expected life – 5 years; volatility – 100%; dividend yield – $0; and risk-free rate – 3.02%. As at March 31, 2023, all $225 was recorded as vested.

On June 30, 2022, the Company granted incentive stock options to a consultant to purchase an aggregate of 25,000 common shares at an exercise price of $0.15 per common share for up to five years. The options issued vest 1/3 every six months for 18 months from grant date. The total grant date fair value of the options was measured at $224. The options were measured using the Black-Scholes Option Pricing Model with the following assumptions: Stock price - $0.02; exercise price - $0.15; expected life – 5 years; volatility – 100%; dividend yield – $0; and risk-free rate – 3.09%. As at March 31, 2023, All $224 was recorded as vested.

(Expressed in Canadian dollars - Unaudited)

9. SHARE CAPITAL (CONTINUED)

On June 15, 2022, the Company granted incentive stock options to consultants to purchase an aggregate of 100,000 common shares at an exercise price of $0.15 per common share for up to five years. The options issued vest 1/3 every six months for 18 months from grant date. The total grant date fair value of the options was measured at $900. The options were measured using the Black-Scholes Option Pricing Model with the following assumptions: Stock price - $0.02; exercise price - $0.15; expected life – 5 years; volatility – 100%; dividend yield – $0; and risk-free rate – 3.37%. As at March 31, 2023, All $900 was recorded as vested.

On June 14, 2022, the Company granted incentive stock options to consultants to purchase an aggregate of 10,600,000 common shares at an exercise price of $0.10 per common share for up to five years. Of the options issued, 750,000 options vest 36 months from grant date and 9,850,000 options vested upon grant. The total grant date fair value of the options was measured at $109,928. The options were measured using the Black-Scholes Option Pricing Model with the following assumptions: Stock price - $0.02; exercise price - $0.10; expected life – 5 years; volatility – 100%; dividend yield – $0; and risk-free rate – 3.54%. As at March 31, 2023, all $109,928 was recorded as vested.

The following is a summary of the Company's option activity.

	Number of Options
Outstanding, June 30, 2020 and 2021	-
Issued	10,725,000
Outstanding, June 30, 2022	10,725,000
Issued	100,000
Cancelled and expired	(10,825,000)
Outstanding and Exercisable March 31, 2023	-

(e) Reserve

The share-based payment reserves record items recognized as stock-based compensation expense and other share-based payments until such time that the stock options or warrants are exercised, at which time the corresponding amount will be transferred to share capital.

10. FINANCIAL INSTRUMENTS

(a) Fair value information

As at March 31, 2023, the Company's financial instruments consist of cash, receivables, investments, accounts payable and loans payable. The carrying values of receivables, accounts payable and loans payable approximate their fair values because of their current nature. All financial assets and financial liabilities are recorded at fair value on initial recognition.

The categories of the fair value hierarchy that reflect the significance of inputs used in making fair value measurements are as follows:

(Expressed in Canadian dollars - Unaudited)

10. FINANCIAL INSTRUMENTS (CONTINUED)

Level 1 Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;

Level 2 Quoted prices in markets that are not active, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability;

Level 3 Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (supported by little or no market activity);

There were no transfers between levels during the nine-month period ended March 31, 2023 and during the year ended June 30, 2022.

Where the fair values of investments in private companies recorded on the unaudited condensed interim consolidated statements of financial position cannot be derived from active markets, they are determined using a variety of valuation techniques. The inputs to these models are derived from observable market data where possible, but where observable market data is not available, judgment is required to establish fair value.

The following is an analysis of the Company's financial assets and liabilities measured at fair value as at March 31, 2023 and June 30, 2022:

	As at March 31, 2023		
	Level 1	**Level 2**	**Level 3**
Cash	$ 1,268,603	$ -	$ -
Investments	$ -	$ -	$ 693,630

	As at June 30, 2022		
	Level 1	**Level 2**	**Level 3**
Cash	$ 329,932	$ -	$ -
Investments	$ -	$ -	$ 96,645

11. DIGITAL ASSETS AND RISK MANAGEMENT

Digital assets and risk management

Cryptocurrency held by the Company is measured using Level 1 fair values, determined by taking the rate from yahoo.com. Digital asset prices are affected by various forces including global supply and demand, interest rates, exchange rates, inflation or deflation and global political and economic conditions. A decline in the market prices for digital assets could negatively impact the Company's future operations. The Company has not hedged the conversion of any of its sales of digital assets.

Digital assets have a limited history and the fair value historically has been relatively volatile. Historical performance of digital assets is not indicative of their future price performance.

The Company's digital assets currently consist of Ethereum and NFTs. As at March 31, 2023, if the market price of Ethereum increased or decreased by 10% with all other variables held constant, the corresponding digital assets value increase or decrease respectively would amount to approximately $44.

11. DIGITAL ASSETS AND RISK MANAGEMENT (CONTINUED)

Liquidity Risk

As at March 31, 2023, the Company held cash of $1,268,603 (June 30, 2022 - $329,932), had working capital of $2,069,260 (June 30, 2022 - $265,081). At March 31, 2023, the Company expects that it will be able to meet its obligations.

Interest Rate Risk

Interest rate risk is the result that the fair values and future cash flows of the Company's financial instruments will fluctuate because of changes in market interest rates. The Company was not exposed to significant interest rate risk as loans payable were at fixed interest rates with short-term maturities.

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. The Company was mainly exposed to credit risk from holding cash, which it mitigates from holding balances with major financial institutions.

Currency Risk

The Company is from time to time, exposed to currency risk related to certain accounts payable and accrued liabilities and other payable amounts which were denominated in USD. As at March 31, 2023, there were USD Nil (June 30, 2022 – USD Nil) liabilities denominated in USD.

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 and foreign currency risk. The Company holds investments in securities that will fluctuate in value as a result of fluctuations in estimated fair values of those securities. Furthermore, as the Company's investments are early-stage Web 3.0 development companies, market values will fluctuate subject to economic cycles and political events.

12. MANAGEMENT OF CAPITAL

The Company's objectives of capital management are to safeguard its ability to support the Company's normal operating requirements on an ongoing basis. The Company includes shareholders' equity in the definition of capital.

The Company sets the amount of capital required in proportion to its operating requirements and perceived risk of loss. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. The Company has historically relied on the equity markets to fund its activities and is open to new sources of financing to manage its expenditures in the interest of sustaining long-term viability. The Company's capital management objectives, policies and processes have not changed over the periods presented.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. The Company is not subject to any externally imposed capital requirements.

(Expressed in Canadian dollars - Unaudited)

13. SUPPLEMENTAL CASH FLOW INFORMATION

		March 31, 2023		March 31, 2022
Interest paid	**$**	**-**	$	-
Income taxes paid	**$**	**-**	$	-

14. RELATED PARTY TRANSACTIONS

The Company entered into the following transactions with related parties:

As at March 31, 2023, the Company owed $Nil (June 30, 2022 - $1,000) to a director of the Company and $1,050 (June 30, 2022 - $Nil) to Gerald Kelly Holdings Inc., a company owned by a director of the Company who resigned in March 2023.

As at March 31, 2023, the Company owed $Nil (June 30, 2022 - $78,932) to various former directors and their companies.

The remuneration of current directors who resigned during the year, and former directors and key management personnel during the nine-month period ended March 31, 2023, are as follows:

		Nine-month period ended		
		March 31, 2023		March 31, 2022
Management, consulting, directors' and professional fees	**$**	**14,000**	$	66,000
Share based compensation		**7,815**		-
	$	**21,815**	$	66,000

All related party transactions are in the normal course of operations and have been measured at the agreed to amounts, which is the amount of consideration established and agreed to by the related parties.

As at March 21, 2023, the Company closed the Share Purchase Transaction, originally announced per December 20, 2022 news release, resulting in change of control and the appointing of new directors and officers by Orthogonal Thinker Inc.

As of March 31, 2023, collectively, Orthogonal Thinker Inc. ("OT") and Pluto 11.11 Inc. ("Pluto") now hold 175,659 MVS, 76,099 MVS Purchase Warrants, 49,780 MVS Warrants, 9,956,000 SVS, 4,978,000 SVS Warrants, and 246,969 Optioned Securities, representing approximately 19.95% of the issued and outstanding SVS Shares, calculated by the total number of MVS held on an as-converted basis, non-diluted basis and 45.81% on a fully diluted basis.

15. SEGMENTED INFORMATION

The Company operates in one industry segment. At March 31, 2023, and June 30, 2022, the Company has operations on the web and there was no property and equipment situated in any geographical area.

16. SUBSEQUENT EVENTS

On April 27, 2023, the Company completed the share swap agreement with Rocket Wellness Inc. and issued 1,666,667 SVS of the Company in exchange for 1,250,000 common shares of Rocket Wellness Inc.

On April 26, 2023, the Company announced that it intends to complete a financing as a private placement offering of up to 10,000,000 units, wherein each unit shall consist of one SVS and one SVS purchase warrant. Each SVS purchase warrant will entitle the holder thereof to acquire one SVS at a price of $0.20 per SVS for a period of 24 months from the date of issue.

In connection with the closing of the financing, the Company expects to pay finder's fee commissions to certain eligible finders in the form of a cash commission of 8% of the gross proceeds raised under the financing from investors introduced to the Company by the finder, and the issuance of non-transferrable broker warrants to purchase 8% of the SVS issued under the financing to investors introduced to the Company by the finder. The broker warrants will be exercisable at a price of $0.20 per SVS and will expire two years from the date that they are issued.