This Management Discussion and Analysis ("MD&A") of Web3 Ventures Inc. (formerly, La Jolla Capital Inc.) (the "Company" or "Web3") has been prepared by management as of May 30, 2023 and should be read in conjunction with the unaudited condensed interim consolidated financial statements for the nine months period ended March 31, 2023 and related notes thereto of the Company.

The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") and in accordance with International Accounting Standards ("IAS") 34, Interim Financial Reporting, as issued by the International Accounting Standards Board ("IASB") and should be read in conjunction with the interim consolidated financial statements and accompanying notes for the nine months ending March 31, 2023. Readers are also advised to read the Company's audited consolidated financial statements and accompanying notes for the year ended June 30, 2022, (the "Financial Statements"), which have been prepared in accordance with International Financial Reporting Standards. Except as otherwise disclosed, all dollar figures included therein and in the following MD&A are quoted in the Company's presentation currency which is Canadian dollars.

Our consolidated financial statements and the management's discussion and analysis are intended to provide a reasonable base for the investor to evaluate our financial situation.

All dollar amounts contained in this MD&A are expressed in Canadian dollars, unless otherwise specified.

Where we say "we", "us", "our", the "Company" we mean Web3 Ventures Inc. as it may apply.

FORWARD LOOKING INFORMATION

The following discussion contains, in addition to historical information, forward-looking statements that involve risks and uncertainties. These forward-looking statements may include, among other things, statements concerning plans, objectives and future economic prospects, expectations, beliefs, future plans and strategies, anticipated events or trends and similar expressions concerning matters that are not historical facts. These forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements and industry result, to be materially different from what is said or implied with such forward-looking statements.

OVERVIEW AND DESCRIPTION OF BUSINESS

The Company was incorporated on April 6, 1990 under the laws of British Columbia, and on June 19, 1997 the Company continued as a federal corporation under the Canada Business Corporation Act. The Company changed its name to La Jolla Capital Inc. on May 21, 2015 to Web3 Ventures Inc. on April 19, 2022. The Company continues to be a reporting issuer in the Provinces of British Columbia, Alberta and Ontario. The Company currently intends to apply to list the shares with the CSE once it has met the listing criteria. The Company is an investment holding company focused on incubating, accelerating and developing projects and applications for Web 3.0, the next step in the development of the internet based upon decentralization, openness, increased consumer usefulness and digital ownership.

ORTHOGONAL TRANSACTION

On March 22, 2023, Orthogonal Thinker, Inc. ("OT") and Pluto 11.11, Inc. ("Pluto"), announced that they have acquired ownership of and control over securities of the Company pursuant to the previously announced non-brokered private placement of the Company (the "Financing") and the previously announced securities purchase transaction described in the Company's news release of March 21, 2023 (the "Purchase Transaction"), both of which have now closed.

In connection with the Purchase Transaction, OT acquired 76,099 MVS, 76,099 MVS Purchase Warrants (as such terms are defined below) and a right to purchase an additional 246,969 Optioned Securities under the Options. The MVS Purchase Warrants acquired by OT are not exercisable if the exercise of the MVS

Purchase Warrants will result in the holder of the MVS Purchase Warrants obtaining control over 20% or more of the voting securities of the

ORTHOGONAL TRANSACTION (continued)

Company. The aggregate consideration for the securities purchased by OT pursuant to the Purchase Transaction was C$646,136. Prior to the Purchase Transaction, OT owned no securities of the Company. Following the Purchase Transaction, OT now owns approximately 5.52% of the issued and outstanding SVS Shares (calculated by the total number of MVS held on an as-converted basis) on a non-diluted basis and 31.33% on a fully diluted basis.

Pluto participated in the Financing in the amount of C$995,600 and acquired 9,956,000 SVS, 99,560 MVS, 4,978,000 SVS Warrants and 49,780 MVS Warrants. Prior to the Financing, Pluto held no securities of the Company, following the Financing, Pluto now owns approximately 14.43% of the issued and outstanding SVS Shares, calculated by the total number of MVS held on an as-converted basis, on a non-diluted basis and 14.48% on a fully diluted basis.

The March 21, 2023 news release stated that, together, Pluto and OT 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) on a non-diluted basis and 45.81% on a fully diluted basis.

Each of OT and Pluto acquired the securities of the Company for investment purposes and have a long-term view of the investment and may acquire additional securities of the Company either on the open market or through private acquisitions or sell the securities either on the open market or through private dispositions in the future depending on market conditions, reformulation of plans and/or other relevant factors.

Each of Pluto and OT are private corporations with common directors and control. The early warning reports to be filed by Pluto and Orthogonal was filed jointly in reliance upon Section 3.2 of National Instrument 62-103 - The Early Warning System and Related Take-Over Bid and Insider Reporting Issues. Pluto's and OT's head offices are located at 1215 South Kihei Road, Suite 424, Kihei, HI 96753.

KEY DEVELOPMENTS

On March 21, 2023, the Company completed a 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 mature two years from the date of issuance. Each MVS warrants is exercisable at $15 and matures two years from the date of issuance. No finder's fee was paid.

STRATEGIC INVESTMENTS

Contango Digital Assets

On March 20, 2023 the Company announced that it has entered into an agreement with respect to a subscription of US$125,000, in the form of a Simple Agreement for Future Equity, the "Contango SAFE", in Contango. The Contango SAFE will give the Company an approximate equity interest of 5% in Contango, subject to conversion at a priced equity fundraising round of Contango with a valuation cap of US$2,500,000. In connection with the Contango SAFE, the Company has been granted the right to nominate a member to the board of directors of Contango.

Contango is a venture capital firm seeking to make web3 more globally accessible by investing in early-stage infrastructure and consumer applications while delivering added-value services such as advisory, launch support and staffing for its portfolio companies. Contango is domiciled in the British Virgin Islands and regulated by the British Virgin Islands Financial Services Commission.

Dynasty Studios

On March 20, 2023, the Company further announced that it has completed a subscription of US$55,000, in the form of a Simple Agreement for Future Equity, the “Dynasty SAFE”, in Dynasty. The Dynasty SAFE will give the Company an approximate equity interest of 1% in Dynasty, subject to conversion at a priced equity fundraising round of Dynasty with a valuation cap of US$40 million.

Dynasty is a VC-backed game company creating next-generation games. Striving to lead the mass adoption of blockchain technology through never-before-seen gameplay experiences, Dynasty aims to shape the future of gaming by creating new, superior player experiences powered through community ownership and player-driven economies.

BY-LINES

On April 28, 2022, the Company completed a strategic investment in encrypted wallet-to-wallet on-chain messaging company By-Lines. Founded by a team from Harvard, By-Lines is building the missing communications platform for web3, making it possible to send and receive encrypted messages to and from any crypto wallet and supporting integrations with web2 platforms like Telegram and Discord.

By-Lines is focused on more than simply attaching a wallet identity to chat – they are building a web3 native messaging experience: DAOs can suddenly send all of their token holders a DM or an airdrop, their members can vote inside their group chat, and a user can spin up a chat with all the people who hold a specific token or NFT, allowing effortless token-gated access to communities and channels, unlocking significant utility and value on the decentralized web.

Column

On June 9, 2022, the Company announced the completion of a strategic investment in Column, a decentralized social media network focused on generating, socially-validating, and incentivizing high-quality, topic-specific discussions.

With past experience from Amazon, Facebook, Spotify, and multiple technology startups, Column’s core team is leveraging web3 to influence and build an intelligent social community, giving content and therefore users a value.

Billed as a decentralized intelligence network, Column’s platform revolves around the concept of empowering users to pull signal from noise, positioning high-quality content from subject matter experts to the top of a reader’s feed, or ‘Column’. For example, a reader looking to track emerging technologies could join a ‘Column’ for that topic, and instantly receive a content stream on that subject from authors that the platform’s users have deemed reputable.

Columns are sensibility-specific rooms: they can be public or private. In them, you can follow professional fields, discover new ideas, share information, and discuss. Typically, they are invite-only. Members of the platform can join as many Columns as they want. Some Columns are large and public, others are small and private. Columns persist for as long as they are useful. Some Columns may encompass a whole field and will last for decades, and some may be more temporary.

Web3 Ventures’ core investment pillars are identity, communication, and gaming. Web3 believes that the future of social media will be driven and heavily influenced by decentralized communities, and Column offers a unique model that incentivizes the creation of community, as well as the digital identity aspect of reputational currency and community content validation. Column’s network and its further development has them well positioned to capitalize on these trends, and Web3 sees multiple synergistic partnership and collaborative opportunities to accelerate Column’s user adoption through the projects, companies, and applications that Web3 is developing and accelerating internally.

PumkScape NFTs

On June 18, 2022, the Company announced that it has acquired 150 NFTs from the PunkScape collection, a digital identity and immersive land project. This investment represents a 1.50% stake in the fixed supply of all existing and outstanding PunkScape non-fungible tokens.

PunkScape is an NFT collection of 10,000 unique banner landscapes stored on the Ethereum Blockchain that are sold on OpenSea, LooksRare, and major NFT marketplaces. PunkScape is a metaverse space for digital-art that takes aim at the existing Web2 configurable "locations" – locations like banners on Twitter, LinkedIn, and so forth–and carries them into the Web3 space. Every Scape is digital land, a home for your digital assets and identity. https://punkscape.xyz/intro / https://opensea.io/collection/punkscapes

Launched in September 2021, PunkScape has a passionate community base of 3,000+ token holders, including notable members such as Tobi Lütke, CEO of Shopify ($SHOP) and Jack Butcher, founder of leading media platform Visualize Value. Since launch, the PunkScape collection has over 1,600 Ethereum in secondary sales volume. Focused on providing interactive digital real estate and immersive experience applications, PunkScapes are designed to integrate with social profile banner sections such as Twitter, Discord, LinkedIn, OpenSea, the Ethereum Name Service, and more.

In addition to potential market price appreciation of the PunkScape NFTs that Web3 Ventures has acquired, Web3 will earn royalty revenue from their PunkScape NFTs through Gallery27, an internally developed daily auction platform that utilizes AI technology to mint generative art derivatives of PunkScape NFTs. Web3 and other collection holders earn a 50% royalty on the winning bids.

The 179 total PunkScape NFTs held have been converted to 179 "PunkScape Relics", 179 new "Scapes" and child NFTs "SES", extensions, dropped as part of migration on chain, Ethereum Blockchain.

Rocket Wellness Inc; Convertible Debenture and Share Swap Agreement

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. ("RWI") (aka Novobeing) 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.

On April 27, 2023, the Company completed the share swap agreement with RWI. and the Company issued 1,666,667 subordinate voting shares of the Company in exchange for 1,250,000 common shares of RWI. See further discussion below under captioned heading "Share Swap Agreement".

FINANCINGS AND SHARE CONSOLIDATION

A) Share Capital

(a) Authorized:

On February 24, 2022, the Company filed articles of amendment to redesignate the existing class of Common Shares as Subordinated 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

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. <u>Multiple Voting Shares</u>
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.

A) Share Swap Agreement

On March 20, 2023, the Company announced that it has also entered into a share swap agreement, the “Share Swap Agreement”, with RWI wherein 1,666,667 subordinate voting shares of the Company will be exchanged for 1,250,000 common shares of RWI. The value of the share exchange pursuant to the Share Swap Agreement is US$250,000. RWI currently has 11,385,000 common shares issued and outstanding.

Following conversion of the loan pursuant to the Convertible Note and completion of exchange of shares pursuant to the Share Swap Agreement, the Company will hold approximately 25% of the issued and outstanding shares of RWI. In connection with the entering into of the Convertible Note and Share Swap Agreement, the Company has entered into an investor rights agreement with RWI granting the Company the right to appoint a nominee to the board of directors of RWI and the right to participate in future financings of RWI.

On May 11, 2023 the Company announced that, as indicated in the Company’s news release dated March 20th, 2023, the Company has now successfully completed its share exchange with Rocket Wellness, Inc. “Rocket", according to the terms of its investment agreement with Rocket.

B) Financings

On March 21, 2023, pursuant to the Financing, the Company issued on a non-brokered, private placement basis, 20,305 units. Each unit consists of 1,000 subordinate voting shares, ten multiple voting shares, 500 warrants to purchase one SVS and five warrants to purchase one MVS in the capital of the Company. Each SVS warrant is exercisable for a period of two years following the date of issue, at an exercise price of C$0.15 per SVS. Each MVS warrants is exercisable for a period of two years following the date of issue, at an exercise price of C$15.00 per MVS. Each unit was purchased for C$100 per Unit, for aggregate gross proceeds of C$2,030,475. No finder’s fee was paid.

In connection with the closing of the purchase transaction, Orthogonal Thinker Inc. “OT”, a purchaser in the purchase transaction, entered into an investor rights agreement with the Company, granting OT the right to appoint such number of its nominees required to constitute a majority of the board of directors of the Company and the right to participation in future financing transactions of the Company.

BOARD AND ADVISORY BOARD UPDATES

Advisory board updates.

On May 11, 2023 the Company announced the addition of Yu-Kai Chao, Founder at The Octalysis Group and Brian Johnson, Senior Director, Head of Crypto at Republic Capital to its advisory board

On April 26, 2023 the Company announced the formation of its advisory board and its first member, co-founder and CEO of Insomnia Labs, Billy Huang.

Board updates

On March 21, 2023, pursuant to the Financing and in connection with the closing of the Purchase Transaction, David Nikzad, Jason Hobson, Brian D. Keane, Mike Grantis, and Eric Baum have joined the board of directors of the Company, joining Kirill Kompaniyets. Gerald Kelly and James Henning have resigned as directors. Mr. Nikzad has been appointed as CEO of the Company, Mr. Hobson has been appointed as COO of the Company, and Mr. Keane has been appointed VP Capital Markets & Acquisitions.

On November 16, 2022, the Company announced that James Henning has been appointed to the Board of Directors of the Company (the "Board") effective November 10, 2022. The appointment of Mr. Henning fills the vacancy on the Board upon the resignation of a director announced on October 24, 2022. The Board now consists of Messrs. Henning, Kirill Kompaniyets and Gerald Kelly. Mr. Henning is a Chartered Professional Accountant and the founder and president of Corpfinance Advisors Inc. since 1984. Mr. Henning has expertise and experience in valuating businesses in a broad range of industries. He has assisted companies in financing, public offerings and restructuring. Areas of expertise include retail cannabis, manufacturing, telecommunications, software, biomedical, oil and gas services, and renewable energy industries. Mr. Henning has served as a Chief Financial Officer and director for a number of TSX Venture Exchange and Canadian Securities Exchange-listed companies over the past several years.

On October 24, 2022, the Company announced that Stan Fainzilberg has resigned from its Board of Directors as well as Chief Executive Officer of the Company effective October 24, 2022. The Company would like to thank Mr. Fainzilberg for his contributions to the Company and wishes him well with his future endeavors. Mr. Kirill Kompaniyets will assume the role of interim Chief Executive Officer while the Company seeks a suitable replacement.

On February 25, 2022, the Company announced the appointment of Stan Fainzilberg and Kirill Kompaniyets as directors of the Company. The Board of Directors has also appointed Mr. Kompaniyets as the Company's Interim Chief Financial Officer effective February 25, 2022. Mr. Aman Thindal has resigned as a director and Mr. Damanjit Gahunia has resigned as a director and as the Chief Financial Officer effective immediately to pursue other business opportunities. Stan Fainzilberg is a lawyer and partner with a Toronto law firm. Mr. Fainzilberg is a fierce advocate for his clients, representing them before the Superior Court of Ontario and the Human Rights Tribunal of Ontario.

Kirill Kompaniyets is a lawyer, recruiter, and business owner. He has experience with respect to public companies and capital markets. After beginning his legal career as a student at a prominent Toronto law firm, he spent 4 years as a legal recruitment manager. In 2021 Mr. Kompaniyets started his recruitment firm, focused on executive and legal recruitment where he's advised public companies. Mr. Kompaniyets was called to the Ontario Bar in 2020.

RESULTS OF OPERATIONS

	Three months ended		Nine months ended	
	March 31, 2023	**March 31, 2022**	**March 31, 2023**	March 31, 2022
Expenses				
Consulting and management fees	$ **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	**48,660**	10,575	**97,853**	31,942
Share-based compensation	**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	**(43,190)**	-	**(43,190)**	-
Gain on write off of liabilities	**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)				
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

For the nine-month period ended March 31, 2023, the Company incurred a net loss of $233,732 compared to an income of $134,732 for the nine-month period ended March 31, 2022. The comparative nine-month period includes the write-off of liabilities of $236,634. The current nine-month period also included non-cash stock-based compensation of $10,449 (2022 - $Nil).

Some of the significant charges to operations are as follows:

- Consulting and management fees of $200,560 (2022 - $57,000) as the Company incurred these expenses in developing its business, advancing investment opportunities and rebranding.
- Professional fees of $97,853 (2022 – $31,942) consists of accounting and legal expenses. The increase is mainly due to legal inputs in operations, as the Company intends to apply to list the shares with the CSE once it has met the listing criteria.
- Transfer agent and filing fees of $31,455 (2022 - $Nil) increased as the Company keep its filing up to date, as the Company intends to apply to list the shares with the CSE once it has met the listing criteria.
- Share based compensation of $10,449 (2022 - $Nil) increased as non-cash stock option expense, to provide incentives to advisors and consultants. The share-based compensation reflects the value of these stock options, which were issued at the end of the prior year based on the vesting of the stock options. As the options were all cancelled, immediate vesting was recorded.

During fiscal 2022, the Company ceased seeking operational opportunities and commenced operations focused on incubating, accelerating and developing projects and applications for the decentralized web. This resulted in a general increase of operating expenses. The Company also granted 100,000 (year ended June 30, 2022 - 10,825,000) stock options to advisors and consultants in fiscal 2022, which resulted in an increase in stock-based compensation.

For the three-month period ended March 31, 2023, the Company incurred a net income of $17,609 compared to a loss of $26,899 for the three-month period ended March 31, 2022. The current three-month period includes the write-off of liabilities totaling $141,639. The current three-month period also included non-cash stock-based compensation of $5,856 (2022 - $Nil) as the stock options issued previously vest upon cancellation.

Some of the significant charges to operations are as follows:

- Consulting and management fees of $13,586 (2022 - $9,000) as the Company incurred these expenses in developing its business, negotiating the Orthogonal Transaction and Strategic Investments.
- Professional fees of $48,660 (2022 – $10,575) consists of accounting and legal expenses. The increase is mainly due to legal costs related to the Orthogonal Transaction, Share Consolidation and potential CSE listing.
- Transfer agent and filing fees of $13,883 (2022 - $Nil) increased as a result of the number of filings related to its business and its transactions.
- Share-based compensation of $5,856 (2022 - $Nil) increased as a result of the issued stock options vesting, to provide incentives to advisors and consultants. Immediate vesting was also recorded upon cancellation of all the outstanding stock options.

Cash Flow Analysis

Operating Activities

During the nine-months periods ended March 31, 2023 and 2022, cash used in operating activities was $502,019 and $24,984, respectively. This increase was the result of commencing and increasing operations (See also discussions under results of operations).

Investing Activities

During the nine-month periods ended March 31, 2023, the Company invested $589,785 (2022 - $Nil) cash. The Company invested $342,500 (2022 - $Nil) in notes receivable and $247,285 (2022 - $Nil) in Safe investments.

Financing Activities

During the nine-month period ended March 31, 2023, The Company received $2,030,475 (2022 - $27,500) from financing activities. There were $2,030,475 (2022 - $200,000) received as proceeds from share issuances, $480,000 (2022 - $Nil) received as proceeds from notes receivable, $480,000 (2022 - $Nil) repayments made on notes receivable and $Nil (2022 - $200,000) repayments made on outstanding loans.

SUMMARY OF QUARTERLY RESULTS

2023/2022	Q3 2023	Q2 2023	Q1 2023	Q4 2022
	$	$	$	$
Total assets	2,179,455	194,183	358,249	502,872
Net income (loss)	25,557	(107,122)	(150,327)	(602,317)
Income (loss) per share	N/A	(0.00)	(0.00)	(0.34)
Income (loss) per SVS share	0.00	N/A	N/A	N/A
Income (loss) per MVS share	0.04	N/A	N/A	N/A

2022/2021	Q3 2022	Q2 2022	Q1 2022	Q4 2021
	$	$	$	$
Total assets	4,354	3,290	1,345	1,363
Net loss	(26,899)	196,224	(34,593)	(34,518)
Loss per share				
- post consolidation	(0.05)	0.45	(0.08)	(0.01)

There are no general trends regarding the Company's quarterly results and the Company's business is not seasonal, as it can develop and progress on a year-round basis, funding permitting. Quarterly results may vary significantly depending mainly on whether the Company has engaged in new activities or abandoned any projects and these factors which may account for material variations in the Company's quarterly losses are not predictable. See also the results of operations discussion above.

During Q3 2023, compared to Q2 of 2023 the total assets increased mainly due to the private placement of $2,030,475 as a result of the financing activities undertaken and $589,785 investments made. The net income of $25,557 compared to a loss of $26,899 in Q3 of 2022, was mainly as a result of the $141,639 gain on writing off of liabilities.

During Q2 2023, compared to Q1 of 2023 the total assets decreased mainly due to the decline in cash to $15,493 from $171,036 at Q1 2023, as a result of the increased operating activities. The Company obtained the approval of the Orthogonal Transaction at the Board of Directors meeting of December 19, 2022 subject to various corporate and regulatory approvals.

During Q1 2023, total assets decreased mainly due to the decline in cash to $171,036 from $329,932 at Q4 2022, as a result of the operating activities. The total assets of $358,249 increased compared to Q1 as a result of the investments in digital assets. The net loss increased from $34,593 in Q1 2022 to $150,327 in Q1 2023 as the Company ceased seeking operational opportunities and commenced operations focused on incubating, accelerating and developing projects and applications for the decentralized web.2022 as a result of SAFE investments, the OpenPool

During Q4 2022, net loss and total assets increased as the Company ceased seeking operational opportunities and commenced operations focused on incubating, accelerating and developing projects and applications for the decentralized web.

LIQUIDITY AND CAPITAL RESOURCES

At March 31, 2023, the Company had cash of $1,268,603 (June 30, 2022 - $329,932) and working capital of $2,069,260 (June 30, 2022 - $265,081).

On March 21, 2023, pursuant to the Financing, the Company issued on a non-brokered, private placement basis, 20,305 units. Each unit consists of 1,000 subordinate voting shares, ten multiple voting shares, 500 warrants to purchase one SVS and five warrants to purchase one MVS in the capital of the Company. Each SVS warrant is exercisable for a period of two years following the date of issue, at an exercise price of C$0.15 per SVS. Each MVS warrants is exercisable for a period of two years following the date of issue, at an exercise price of C$15.00 per MVS. Each unit was purchased for C$100 per Unit, for aggregate gross proceeds of $2,030,475. No finder's fee was paid.

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 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.

The Company is currently not generating any cash flows and as a result the Company is dependent on external and related party financing to fund its costs. The Company does not have any working capital and will need to raise additional capital in order to meet its obligations. Companies in this stage typically rely upon equity and debt financing to fund operations. The Company was not listed on any stock exchanges at the date of this Management Discussion and Analysis. There is no certainty with respect to the Company's ability to raise capital.

As at March 31, 2023, the Company had loans payable of $Nil (June 30, 2022 - $52,742) to former related parties. 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 $1,643 (2022 - $8) interest accrued during the nine months period. During the 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.

At March 31, 2023, the Company expects that it will be able to obtain funding from investors in order to meet its obligations. Additional financing needs for planned developments will be obtained in the normal course of operations.

Outstanding Share Data

On February 24, 2023, the Company filed articles of amendment to redesignate the existing class of Common Shares as Subordinated 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.

The authorized share capital previously consisted of an unlimited number of common shares without par value.

As at the date of this report, there were 71,304,654 SVS shares outstanding and 683,047 MVS shares outstanding, 58,152,373 SVS warrants exercisable at $0.10 expiring between March 2025 and June 2027 as well as 586,522 MVS Warrants exercisable at $1.00 expiring between March 2025 and June 2027.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not utilize off-balance sheet arrangements.

TRANSACTIONS WITH RELATED PARTIES

The Directors and Executive Officers of the Company are as follows:

Since March 21, 2023

Eric Baum	Director
Mike Grantis	Director
Jason Hobson	Director and COO
Brian D. Keane	Director and VP Capital Markets & Acquisitions
Kirill Kompaniyets	Director
David Nikzad	Director and CEO

Until March 21, 2023
The Directors and Executive Officers of the Company are as follows:

James Henning	Director
Kirill Kompaniyets	Director, Interim Chief Financial Officer and CEO
Gerald Kelly	Director

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors and corporate officers.

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 that resigned during March 2023.

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

TRANSACTIONS WITH RELATED PARTIES (CONTINUED)

The remuneration of current directors that resigned during the year, and former directors and key management personnel during the nine-months periods 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**	$	84,000
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 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, on a non-diluted basis and 45.81% on a fully diluted basis.

PROPOSED TRANSACTION

There is no proposed transaction.

SUBSEQUENT EVENTS

On April 27, 2023, the Company completed the share swap agreement with Rocket Wellness Inc. and the Company issued 1,666,667 subordinate voting shares 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 Subordinate Voting Share "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.

BASIS OF PRESENTATION

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 for the nine months ended March 31, 2023, 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 consolidated financial statements of the Company for the year ended June 30, 2022.

The preparation of unaudited condensed interim financial statements in compliance with IFRS requires management to make certain critical judgements and accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies. Actual results may differ from this estimate as the estimation process is inherently uncertain.

CHANGES IN ACCOUNTING STANDARDS

As at the date of authorization of these financial statements, the IASB and the IFRS Interpretations Committee had issued certain pronouncements that are mandatory for the Company’s accounting periods commencing on or after October 1, 2021. Many are not applicable or do not have a significant impact to the Company and have been excluded. The Company had assessed that no material impact is expected upon the adoption of the following amendments on its consolidated financial statements:

Amendments to IAS 1

In January 2020, the IASB issued amendments to IAS 1 which clarify the requirements for classifying liabilities as either current or non-current by: (i) specifying that the conditions which exist at the end of the reporting period determine if a right to defer settlement of a liability exists; (ii) clarifying that settlement of a liability refers to the transfer to the counterparty of cash, equity instruments, other assets or services; (iii) clarifying that classification is unaffected by management’s expectation about events after the balance sheet date; and (iv) clarifying the classification requirements for debt an entity may settle by converting it into equity.

The amendments clarify existing requirements, rather than make changes to the requirements, and so are not expected to have a significant impact on an entity’s financial statements. However, the clarifications may result in reclassification of some liabilities from current to non-current or vice-versa. Because of this impact, the IASB has provided a longer effective date to allow entities to prepare for these amendments. In July 2020, the IASB issued an amendment to defer the effective date of the amendments by one year from its originally planned effective date to annual periods beginning on or after January 1, 2023 due to the impact of COVID-19. Early application is permitted.

CHANGES IN ACCOUNTING STANDARDS (Continued)

Amendments to IAS 37 – Provisions, Contingent Liabilities and Contingent Assets ("IAS 37")

In May 2020, the IASB issued amendments to update IAS 37. The amendments specify that in assessing whether a contract is onerous under IAS 37, the cost of fulfilling a contract includes both the incremental costs and an allocation of costs that relate directly to contract activities. The amendments also include examples of costs that do, and do not, relate directly to a contract. These amendments are effective for annual periods beginning on or after January 1, 2022. Earlier application is permitted.

Amendments to IFRS 9 – Financial Instruments

As part of its 2018-2020 annual improvements to IFRS standards process, the IASB issued amendments to IFRS 9. The amendments clarify the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf. The Company applies the amendments to financial liabilities that are modified or exchanged on or after the beginning of the annual reporting period in which the entity first applies the amendments.

The amendments are effective for annual reporting periods beginning on or after January 1, 2022, with earlier adoption permitted. The Company does not believe that these amendments will have a material impact on the consolidated financial statements.

The Company continues to review changes to IFRS standards. There are no other pending IFRSs or IFRIC interpretations that are expected to be relevant to the Company's consolidated financial statements.

CHANGES IN ACCOUNTING STANDARDS NOT YET EFFECTIVE

Other standards have been issued for future adoption. The Company is in the process of assessing the impact of these pronouncements but does not expect their impact to be material.

FINANCIAL INSTRUMENTS RISK EXPOSURE

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. 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:

- 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 or the year ended June 30, 2022.

FINANCIAL INSTRUMENTS RISK EXPOSURE (Continued)

Where the fair values of investments in private companies recorded on the 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.

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 the 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. At March 31, 2023, had 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 $43.

Liquidity Risk

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 obtain funding from investors in order 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 Risks

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 US$. As at March 31, 2023, there were USD Nil liabilities denominated in USD (June 30, 2022 – USD Nil).

Other Risks

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 the economic cycles and political events.

OTHER RISKS AND UNCERTANTIES

The Company's principal activity is focused on incubating, accelerating and developing projects and applications for the decentralized web. Companies in this industry are subject to many and varied kinds of risk, including but not limited to, environmental, application prices, political and economic risk.

The decentralized web business is risky and most projects will not be successful. The Company may offer an opportunity to another company to acquire an interest in a project in return for funding all or part of the project. For the funding of project acquisitions and development that the Company conducts, the Company depends on the issue of shares from the treasury to investors. These stock issues depend on numerous factors including a positive decentralized web environment, positive stock market conditions, a company's track record and the experience of management.

The Company has no significant source of operating cash flow and no revenues from operations. The Company has not yet determined whether its projects are successful and are economically recoverable. The Company has limited financial resources. Substantial expenditures are required to be made by the Company to establish successful projects.

There is no guarantee that the Company will be able to contribute or obtain all necessary resources and funds for the applications development needed for the decentralized web, and may fail to meet its incubating, accelerating and developing projects and applications for the decentralized web commitments. The projects that the Company has an interest in is in the development stages only, are without known commercial success. The process of incubating, accelerating and developing projects and applications for the decentralized web involves a high degree of risk and few projects, that are developed, are ultimately developed into income producing projects.

If the Company's efforts do not result in any discovery of commercially viable projects, the Company will be forced to look for other commercially viable projects or cease operations.

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to the discharge of hazardous material and other matters.

Volatile Market Price for SVS

The market price for the SVS may be volatile and subject to wide fluctuations in response to numerous factors, many of which are beyond the Company's control, including the following:

- actual or anticipated fluctuations in the Company's quarterly results of operations;
- recommendations by securities research analysts;
- changes in the economic performance or market valuations of companies in the industry in which the Company operates;
- addition or departure of the Company's executive officers and other key personnel;
- release or expiration of transfer restrictions on outstanding SVS;
- sales or perceived sales of additional SVS;
- operating and financial performance that vary from the expectations of management, securities analysts and investors;
- regulatory changes affecting the Company's industry generally and its business and operations;
- announcements of developments and other material events by the Company or its competitors;
- fluctuations to the costs of vital production materials and services;
- changes in global financial markets and global economies and general market conditions, such as interest rates;
- significant acquisitions or business combinations, strategic partnerships, joint ventures or

capital commitments by or involving the Company or its competitors;
- operating and share price performance of other companies that investors deem comparable to the Company or from a lack of market comparable companies; and
- news reports relating to trends, concerns, technological or competitive developments, regulatory changes and other related issues in the Company's industry or target markets.

Financial markets have recently experienced significant price and volume fluctuations that have particularly affected the market prices of equity securities of companies and that have often been unrelated to the operating performance, underlying asset values or prospects of such companies. Accordingly, the market price of SVS may decline even if the Company's operating results, underlying asset values or prospects have not changed. Additionally, these factors, as well as other related factors, may cause decreases in asset values that are lasting and not temporary, which may result in impairment losses. There can be no assurance that continuing fluctuations in share price and volume will not occur. If such increased levels of volatility and market turmoil continue, the Company's operations could be adversely impacted and the trading price of the SVS may be materially adversely affected.

Lack of Operating History

Many of the Company's Investments have only recently started to carry their businesses. The Company will therefore be subject to many of the risks common to early-stage enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial, and other resources and lack of revenues. The failure by the Company to meet any of these conditions could have a materially adverse effect on the Company and may force it to reduce, curtail, or discontinue operations. There is no assurance that the Company will be successful in achieving a return on the Company Shareholders' investment and the likelihood of success must be considered in light of the early stage of operations. The Company may not successfully address all of the risks and uncertainties or successfully implement its existing and new products and services. If the Company fails to do so, it could materially harm its business and impair the value of its common stock, resulting in a loss to Company Shareholders. Even if the Company accomplishes these objectives, the Company may not generate the anticipated positive cash flows or profits. No assurance can be given that the Company can or will ever be successful in its operations and operate profitably.

Reliance on Management and Key Personnel

The success of the Company is dependent upon the ability, expertise, judgment, discretion and good faith of its senior management. While employment agreements are customarily used as a primary method of retaining the services of key employees, these agreements cannot assure the continued services of such employees. The Company attempts to enhance its management and technical expertise by recruiting qualified individuals who possess desired skills and experience in certain targeted areas. The Company's inability to retain employees and attract and retain sufficient additional employees as well as information technology, engineering, and technical support resources could have a material adverse impact on the Company's financial condition and results of operation. Any loss of the services of such individuals could have a material adverse effect on the Company's business, operating results or financial condition.

Additional Financing

The Company's future capital requirements depend on many factors, including its ability to market cash flows from operations, locating and retaining talent, and competing market developments. The Company's business model requires spending funds in order to generate revenue. Based on the Company's current financial situation, the Company may have difficulty continuing its operations at the current level, or at all, if it does not raise additional financing in the near future.

In order to execute the Company's business plan, the Company will require some additional equity and/or debt financing to undertake capital expenditures. There can be no assurance that additional financing will be available to the Company when needed or on terms which are acceptable. The Company's inability to raise financing to support on-going operations or to fund capital expenditures could limit the Company's operations and may have a material adverse effect upon future profitability. The Company may require additional financing to fund its operations to the point where it is generating positive cash flows.

If additional funds are raised through further issuances of equity or convertible debt securities, existing Company Shareholders could suffer significant dilution, and any new equity securities issued could have rights, preferences and privileges superior to those of holders of SVS. Any debt financing secured in the future could involve restrictive covenants relating to capital raising activities and other financial and operational matters, which may make it more difficult for the Company to obtain additional capital or to pursue business opportunities, including potential acquisitions. If adequate funds are not obtained, the Company may be required to reduce, curtail, or discontinue operations. There is no assurance that the Company's future cash flow, if any, will be adequate to satisfy its ongoing operating expenses and capital requirements.

In Certain Circumstances, the Company's Reputation Could be Damaged

Damage to the Company's reputation can be the result of the actual or perceived occurrence of any number of events, and could include any negative publicity, whether true or not. The increased usage of social media and other web-based tools used to generate, publish and discuss user-generated content and to connect with other users has made it increasingly easier for individuals and groups to communicate and share opinions and views regarding the Company and its activities, whether true or not. Although the Company believes that it operates in a manner that is respectful to all stakeholders and that it takes care in protecting its image and reputation, the Company does not ultimately have direct control over how it is perceived by others. Reputation loss may result in decreased investor confidence, increased challenges in developing and maintaining community relations and an impediment to the Company's overall ability to advance its projects, thereby having a material adverse impact on financial performance, financial condition, cash flows and growth prospects.

Difficult to Forecast

The Company will have to rely largely on its own market research to forecast sales as detailed forecasts are not generally obtainable from other sources at this stage of the industry in Canada and the United States. A failure in the demand for its products to materialize as a result of competition, technological change or other factors could have a material adverse effect on the business, results of operations and financial condition of the Company.

Environmental and Employee Health and Safety Regulations

The Investments' operations may be subject to environmental and safety laws and regulations concerning, among other things, emissions and discharges to water, air and land, the handling and disposal of hazardous and non-hazardous materials and wastes, and employee health and safety. Accordingly, the Investments will incur ongoing costs and obligations related to compliance with environmental and employee health and safety matters. Failure to comply with environmental and safety laws and regulations may result in costs for corrective measures, penalties or restrictions on certain Investments' production operations. In addition, changes in environmental, employee health and safety or other laws, more vigorous enforcement thereof or other unanticipated events could require extensive changes to the Investments' operations or give rise to material liabilities, which could have a material adverse effect on the business, financial condition and/or results of operations of the Investments and the Company.

Operations in Emerging Markets

The Company's Investments may have operations in various emerging markets in the future. Such operations expose the Company to the socio-economic conditions as well as the laws governing the industry in such countries.

Inherent risks with conducting foreign operations include, but are not limited to: high rates of inflation; extreme fluctuations in currency exchange rates, military repression; war or civil war; social and labour unrest; organized crime; hostage taking; terrorism; violent crime; expropriation and nationalization; renegotiation or nullification of existing licences, approvals, permits and contracts; changes in taxation policies; restrictions on foreign exchange and repatriation; and changing political norms, banking and currency controls and governmental regulations that favour or require the Investments to award contracts in, employ citizens of, or purchase supplies from, the jurisdiction.

Governments in certain foreign jurisdictions intervene in their economies, sometimes frequently, and occasionally make significant changes in policies and regulations. Changes, if any, in industry or investment policies or shifts in political attitude in the countries in which the Company invests may adversely affect the Company's operations or profitability. Operations may be affected in varying degrees by government regulations with respect to, but not limited to, restrictions on production, price controls, export controls, currency remittance, importation of product and supplies, income and other taxes, royalties, the repatriation of profits, expropriation of property, foreign investment, maintenance of licences, approvals and permits, environmental matters, land use, land claims of local people, water use and workplace safety. Failure to comply strictly with applicable laws, regulations and local practices could result in loss, reduction or expropriation of licences, or the imposition of additional local or foreign parties as joint venture partners with carried or other interests.

The Company continues to monitor developments and policies in the emerging markets in which it invests and the Investments operate and assess the impact thereof to its operations; however, such developments cannot be accurately predicted and could have an adverse effect on the Company's operations or profitability.

Operating Risk and Insurance Coverage

The Company will obtain and maintain insurance to protect its assets, operations and employees. However, insurance that is otherwise readily available, such as workers compensation, general liability, and directors and officers' insurance, may be more difficult for the Company to obtain and more costly because the Company will be engaged in the cannabis industry. There are no guarantees that the Company will be able to find adequate insurance coverage in the future or that the cost will be affordable to the Company. While the Company believes it will be able to obtain sufficient insurance coverage to address all material risks to which it will be exposed, such insurance will be subject to coverage limits and exclusions and may not be available for all risks and hazards to which the Company is exposed. In addition, no assurance can be given that such insurance will be adequate to cover all of the Company's liabilities or will be generally available in the future or, if available, that premiums will be commercially justifiable. If the Company were to incur substantial liability and such damages were not covered by insurance or were in excess of policy limits, or if the Company were to incur such liability at a time when it is not able to obtain liability insurance, its business, results of operations and financial condition could be materially adversely affected.

Management of Growth

Should the Company experience rapid growth and development in its business in a relatively short period of time the Company may encounter growth-related risks including capacity constraints and pressure on its internal systems and controls. The ability of the Company to manage growth effectively will require it to continue to implement and improve its operational and financial systems and to expand, train and manage its employee base. The inability of the Company to deal with this growth may have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

Certain of the directors and officers of the Company are also directors and officers of other companies, and conflicts of interest may arise between their duties as officers and directors of the Company and as officers and directors of such other companies. For more information see Section 13.10 "*Conflicts of Interest*" of this Listing Statement.

Litigation

The Company may be forced to litigate, enforce, or defend its intellectual property rights, protect its trade secrets, or determine the validity and scope of other parties' proprietary rights. Such litigation would be a drain on the financial and management resources of the Company which may affect the operations and business of the Company.

The Company may become party to litigation from time to time in the ordinary course of business which could adversely affect its business. Should any litigation in which the Company becomes involved be determined against the Company such a decision could adversely affect the Company's ability to continue operating and the market price for SVS and could use significant resources. Even if the Company is involved in litigation and wins, litigation can redirect significant company resources.

The market price of SVS may be subject to wide price fluctuations

The market price of SVS may be subject to wide fluctuations in response to many factors, including variations in the operating results of the Company, divergence in financial results from analysts' expectations, changes in earnings estimates by stock market analysts, changes in the business prospects for the Company, general economic conditions, legislative changes, and other events and factors outside of the Company's control. In addition, stock markets have from time-to-time experienced extreme price and volume fluctuations, which, as well as general economic and political conditions, could adversely affect the market price for SVS.

Resale of Shares and Liquidity

There can be no assurance that an active and liquid market for the SVS will develop or be maintained and an investor may find it difficult to resell any securities of the Company. In addition, there can be no assurance that the publicly-traded share price of the Company will be high enough to create a positive return for investors. Further, there can be no assurance that the shares of the Company will be sufficiently liquid so as to permit investors to sell their position in the Company without adversely affecting the share price. In such event, the probability of resale of the SVS would be diminished. An active public market for the SVS might not develop or be sustained after the completion of the listing of the SVS on the CSE. If an active public market for the SVS does not develop, the liquidity of a shareholder's investment may be limited, and the share price may decline.

Employee Health and Safety Regulations

The Company's operations will be subject to safety laws and regulations concerning, among other things, employee health and safety. The Company will incur ongoing costs and obligations related to compliance with employee health and safety matters. Failure to comply with safety laws and regulations may result in additional costs for corrective measures, penalties or in restrictions on the Company's operations. In addition, changes in employee health and safety or other laws, more vigorous enforcement thereof or other unanticipated events could require extensive changes to the Company's operations or give rise to material liabilities, which could have a material adverse effect on the business, results of operations and financial condition of the Company.

Risks Relating to Investments in Cryptocurrency & Cybersecurity

Lack of Regulation of Cryptocurrency Market

Cryptocurrency exchanges are largely unregulated. Over the past several years, several cryptocurrency exchanges have been closed due to fraud, failure or security breaches. In many of these instances, the customers of such cryptocurrency exchanges were not compensated or made whole for the partial or complete losses of their account balances in such cryptocurrency exchanges. The closure or temporary shutdown of cryptocurrency exchanges due to fraud, business failure, hackers or malware, or government-mandated regulation may reduce confidence in cryptocurrency. These potential consequences could adversely affect the value of the Company's investments in cryptocurrency and the Company's ability to exchange cryptocurrency for other forms of liquid capital.

Inherent Instability of the Cryptocurrency Market

The further development and acceptance of the cryptocurrency industry is subject to a variety of factors that are difficult to anticipate and evaluate. The use of cryptocurrency to buy and sell goods and services, among other things, is a new and rapidly evolving industry. There is no assurance that cryptocurrency will become a leading means of digital payment. Any slowing or stopping of the development in the acceptance of cryptocurrency may adversely affect an investment in the Company. For a number of reasons, including for example, the lack of recognized security technologies, inefficient processing of payment transactions, problems in the handling of warranty claims, limited user-friendliness, inconsistent quality, and lack of clear universally applicable regulation as well as uncertainties regarding proprietary rights and other legal issues, cryptocurrency activities may in fact prove in the long run to be an unprofitable means for businesses. Factors affecting the further development of the cryptocurrency industry include: (i) continued worldwide growth in the adoption and use of cryptocurrency; (ii) government and quasi-government regulation of cryptocurrency and their use, or restrictions on or regulation of access to and operation of cryptocurrency systems; (iii) changes in consumer demographics and public tastes and preferences; (iv) the availability and popularity of other forms or methods of buying and selling goods and services; and (v) the regulatory environment and general economic conditions and the regulatory environment related to cryptocurrency. A decline in the popularity or acceptance of cryptocurrency would harm the business and affairs of the Company.

Volatility of Cryptocurrency Markets

The markets for cryptocurrencies have experienced much larger fluctuations than other markets, and there can be no assurances that erratic swings in price will slow in the future. In the event that the price of cryptocurrency declines, the value of an investment in the Company could also decline. Several factors may affect the price and volatility of cryptocurrency including, but are not limited to: (i) global cryptocurrency demand, depending on the acceptance of cryptocurrency by retail merchants and commercial businesses; (ii) the perception that the use and holding of cryptocurrency is safe and secure, and the related lack of or inconsistency in regulatory restrictions, particularly across various jurisdictions; (iii) conversely, heightened regulatory measures restricting the use of cryptocurrency as a form of payment or the purchase of cryptocurrency; (iv) investor’s expectations with respect to the rate of inflation; (v) interest rates; (vi) currency exchange rates, including exchange rates between cryptocurrency and fiat currency; (vii) fiat currency withdrawal and deposit policies on cryptocurrency exchanges and liquidity on such cryptocurrency exchanges; (viii) interruption of services or failures of major cryptocurrency exchanges; (ix) general governmental monetary policies, including trade restrictions, currency revaluations; (x) global or regional political, economic or financial events and situations, including increased threat or terrorist activities; and/or (xi) self-fulfilling expectations of changes in the cryptocurrency market. As well, momentum pricing is typically associated with assets whose valuation, as determined by the investing public, accounts for anticipated future appreciation in value. Momentum pricing of cryptocurrency may result in speculation regarding future appreciation in the value of cryptocurrency. As a result, changing investor confidence could adversely affect an investment in the Company.

Exposure to Hacking

Cryptocurrency trading platforms, or the Company's digital wallets may be hacked. Access to the Company's crypto-assets, maintained in a hosted online wallet, could also be restricted by cybercrime. Any of these events may adversely affect the operations of the Company and, consequently, its business and profitability. The loss or destruction of a private key required to access the Company's digital wallets may be irreversible. Any loss of access to its private keys or its experience of a data loss relating to the Company's digital wallets could adversely affect its business. To the extent such private keys are lost, destroyed or otherwise compromised, the Company will be unable to access coins held for users, and such private keys will not be capable of being restored by network. Any loss of private keys relating to digital wallets used to store the Company's cryptocurrency could adversely affect its business and profitability.

Technology Obsolescence and Difficult Obtaining Hardware

To remain competitive, the Company will have to continue to invest in further updating subsidiaries' online platforms and hardware required for its activities. Should competitors introduce new services/software embodying new technologies, the Company recognizes its hardware and equipment and its underlying technology may become obsolete and require substantial capital to replace such equipment. The advances in technology in the cryptocurrency sector is rapid, and is likely to continue to evolve quickly. There is no assurance the Company will be able to maintain any technological edge over the competition.

Banking Regulations

A number of companies that provide cryptocurrency-related services have been unable to find banks that are willing to provide them with bank accounts and banking services. Similarly, a number of such companies have had their existing bank accounts closed by their banks. Banks may refuse to provide bank accounts and other banking services to cryptocurrency-related companies or companies that accept cryptocurrencies for a number of reasons, such as perceived compliance risks or costs. The difficulty that many businesses that provide cryptocurrency-related services have and may continue to have in finding banks willing to provide them with bank accounts and other banking services may be currently decreasing the usefulness of cryptocurrencies as a payment system and harming public perception of cryptocurrencies or could decrease its usefulness and harm its public perception in the future. Similarly, the usefulness of cryptocurrencies as a payment system and the public perception of cryptocurrencies could be damaged if banks were to close the accounts of many or of a few key businesses providing cryptocurrency-related services. The inability of the Company or any subsidiary to maintain a bank account could have a negative impact on its business.

Intellectual Property Rights Claims against Crypto-Assets

Third parties may assert intellectual property claims relating to the holding and transfer of cryptocurrency and their source code, or claims against any of the Company's or any of its subsidiaries' patents or intellectual property rights associated with online platforms or NFTs. Regardless of the merit of any intellectual property claim or other legal action, any threatened action that reduces confidence in the cryptocurrency network's long-term viability or the ability of end-users to hold and transfer cryptocurrency may adversely affect an investment in the Company. As a result, an intellectual property claim could adversely affect the business and affairs of the Company.

Risks Relating to Multiclass Share Structure

Allocation of Multiple Voting Shares has the Effect of Concentrating Voting Control

The Company's MVS will have one hundred (100) votes per share and its SVS will have one (1) vote per share. Due to the 100-to-1 voting ratio between the MVS and SVS, the holders of MVS will continue to control a majority of the combined voting power of the Company until such time as the MVS represent a substantially reduced percentage of the total outstanding shares of the Company. The concentrated voting control could limit the ability of holders of SVS to influence corporate matters for the foreseeable future, including the election of directors as well as with respect to decisions regarding amendments to share capital, creating and issuing additional classes of shares, making significant acquisitions, selling significant assets or parts of the Company's business, merging with other companies and undertaking significant transactions. As a result, holders of MVS will have the ability to substantially influence most matters affecting the Company and actions may be taken that holders of SVS may not view as beneficial. The market price of the SVS could be adversely affected due to the significant influence and voting power of the holders of MVS. Additionally, the significant voting interest of holders of MVS may discourage transactions involving a change of control, including transactions in which an investor, as a holder of the SVS, might otherwise receive a premium for the SVS over the then-current market price, or discourage competing proposals if a going private transaction is proposed by one or more holders of MVS.

FINANCIAL AND DISCLOSURE CONTROLS AND PROCEDURES

The Chief Executive Officer and Chief Financial Officer of the Company are responsible for establishing and maintaining appropriate information systems, procedures and controls to ensure that information used internally and disclosed externally is complete, reliable and timely. They are also responsible for establishing adequate internal controls over financial reporting to provide sufficient knowledge to support the representations made in this MD&A and the Company's unaudited condensed interim financial statements of the Company for the period ended March 31, 2023 (together the "Interim Filings").

The Chief Executive Officer and Chief Financial Officer of the Company have filed the Venture Issuer Basic Certificate with the Interim and Annual Filings on SEDAR at www.sedar.com.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the venture issuer basic certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost-effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency, and timeliness of interim and annual filings and other reports provided under securities legislation.

CAUTIONARY STATEMENT

This document contains “forward-looking statements” within the meaning of applicable Canadian securities regulations. All statements other than statements of historical fact herein, including, without limitation, statements regarding exploration plans and our other future plans and objectives are forward-looking statements that involve various risks and uncertainties. Such forward-looking statements include, without limitation, (i) estimates of projects and scope of projects and programs, and (ii) estimates of stock-based compensation expense. There can be no assurance that such statements will prove to be accurate, and future events and actual results could differ materially from those anticipated in such statement. Important factors that could cause actual results to differ materially from our expectations are disclosed in the Company’s documents filed from time to time via SEDAR with the Canadian regulatory agencies to whose policies we are bound. Forward-looking statements are based on the estimates and opinions of management on the date of statements are made, and the Company endeavors to update corporate information and material facts on a timely basis. Forward-looking statements are subject to risks, uncertainties and other actors, including risks associated with incubating, accelerating and developing projects and applications for the decentralized web, price volatility in the decentralized web commodities we seek, and operational and political risks.