GRAVITAS FINANCIAL INC.

Consolidated Financial Statements

For the years ended December 31, 2021 and 2020

Independent Auditor's Report

To the Shareholders of Gravitas Financial Inc.

Opinion

We have audited the consolidated financial statements of Gravitas Financial Inc. and its subsidiaries (the "Company"), which comprise the consolidated statements of financial position as at December 31, 2021 and 2020, and the consolidated statements of (loss) income and comprehensive (loss) income, consolidated statements of changes in deficiency and consolidated statements of cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at December 31, 2021 and 2020 and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with International Financial Reporting Standards ("IFRS").

Basis for opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada. We have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material uncertainty related to going concern

We draw attention to Note 2 in the consolidated financial statements, which indicates that as of December 31, 2021, the Company has a cumulative deficit and negative cash flows from operations. As stated in Note 2, these conditions indicate that material uncertainties exist that cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other information

Management is responsible for the other information. The other information comprises Management's Discussion and Analysis.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially

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inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of management and those charged with governance for the consolidated financial statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risks of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner of the audit resulting in this independent auditor's report is Soheil Talebi.

McGovern Hurley LLP

Chartered Professional Accountants
Licensed Public Accountants

Toronto, Ontario
April 29, 2022

Gravitas Financial Inc.
Consolidated Statements of Financial Position
As at December 31, 2021 and 2020
(Presented in Canadian dollars)

	Notes	2021	2020
		$	$
Assets			
Current assets			
Cash		11,403	99,056
Trade and other receivables	5	17,264	14,497
Total current assets		28,667	113,553
Equity investment and other investments		184	425
Total assets		28,851	113,978
Liabilities			
Current liabilities			
Accounts payable and accrued liabilities	6, 11	266,111	145,377
Total current liabilities		266,111	145,377
Loan payable	8	27,778	20,833
Total liabilities		293,889	166,210
Equity			
Share capital	9	2,000,600	2,000,600
Contributed surplus		4,373,695	4,373,695
Accumulated other comprehensive loss		(184,272)	(184,272)
Deficit		(6,455,061)	(6,242,255)
Total equity		(265,038)	(52,232)
Total liabilities and equity		28,851	113,978

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

Going Concern (Note 2)
Related Party Transactions (Note 11)
Contingencies (Note 18)

On behalf of the Board:

/s/ Vikas Ranjan
Director

/s/ Winfield Ding
Director

Gravitas Financial Inc.

Consolidated Statements of (Loss) Income and Comprehensive (Loss) Income

For the years ended December 31, 2021 and 2020
(Presented in Canadian dollars, except for share and per share amounts)

	Notes	2021	2020
		$	$
Revenues			
Listing and research fees		11,933	74,093
Interest earned		-	42,386
Product sales, royalties and other		-	15,000
Government grants	8	18,599	51,775
Total revenues		30,532	183,254
Expenses			
Consulting and professional fees	11	21,000	604,383
Compensation and management fees	11	138,253	471,379
General and administrative expenses	11	77,668	281,440
Interest expense and bank charges		6,656	13,029
Gain on restructuring of debentures	7	-	(85,064,496)
Loss (gain) on investments		36	(356)
Foreign exchange (gain) loss		(275)	448
Total expenses		243,338	(83,694,173)
(Loss) income before other income taxes		(212,806)	83,877,427
Deferred tax recovery (expense)		-	267,566
Net (loss) income and comprehensive (loss) income		(212,806)	84,144,993
Net (loss) income per share, basic and diluted		(0.00)	1.16
Weighted average number of shares outstanding			
Basic and diluted	10	72,601,305	72,601,305

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

Gravitas Financial Inc.

Consolidated Statements of Change in Deficiency

(Presented in Canadian dollars, except for common shares)

	Notes	Common shares		Contributed surplus	Accumulated other comprehensive Income (loss)	Deficit	Total Shareholders' deficiency
		Shares	Amount				
			$	$	$	$	$
Balance at December 31, 2019		**72,601,305**	**2,000,600**	**4,373,695**	**(184,272)**	**(90,387,248)**	**(84,197,225)**
Net income for the year		-	-		-	84,144,993	84,144,993
Balance at December 31, 2020		**72,601,305**	**2,000,600**	**4,373,695**	**(184,272)**	**(6,242,255)**	**(52,232)**
Net (loss) for the year		-	-		-	(212,806)	(212,806)
Balance at December 31, 2021		**72,601,305**	**2,000,600**	**4,373,695**	**(184,272)**	**(6,455,061)**	**(265,038)**

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

Gravitas Financial Inc.

Consolidated Statements of Cash Flows

For the years ended December 31, 2021 and 2020
(Presented in Canadian dollars)

	Notes	2021	2020
		$	$
Operating activities			
Net (loss) income		(212,806)	84,144,993
Items not involving cash			
Deferred income taxes		-	(267,566)
Loss (gain) on investments		36	(356)
(Gain) loss on debentures settlement	7	-	(85,064,496)
Interest accretion		5,543	2,684,557
Government grant		(18,599)	-
Foreign exchange (gain) loss		(275)	448
		(226,101)	1,497,580
Changes in non-cash working capital	13	118,448	(2,579,559)
Net cash used in operating activities		(107,653)	(1,081,979)
Investing activities			
Short term investments		-	246,039
Payment for lease deposit		-	(226,000)
Proceeds from disposal of subsidiaries		-	300,000
Net cash provided by investing activities		-	320,039
Financing activities			
Proceeds from loan payable	8	20,000	40,000
Payments for debentures restructuring	7	-	(1,189,394)
Net cash provided by (used) in financing activities		20,000	(1,149,394)
(Decrease) in cash		(87,653)	(1,911,334)
Cash, beginning of year		99,056	2,010,390
Cash, end of year		11,403	99,056

The accompanying notes are an integral part of the consolidated financial statements.
See Note 13 for additional cash flow information.

1. NATURE OF OPERATIONS

Gravitas Financial Inc. (the "Company" or "Gravitas") is an investment holding firm. On May 28, 2019, the Company announced that it has entered into an accommodation agreement (the "Accommodation Agreement") with the majority holder of its debentures to implement a sale and investment solicitation process ("SISP") for all or a portion of the business and property of the Company. As part of the Accommodation Agreement, on April 21, 2020 the Company closed the Debt Repurchase Agreement and retired all the debentures and accrued interest payable (note 7).

Gravitas is a publicly listed company on the Canada Securities Exchange ("CSE") and trades under the symbol, GFI. The Company was incorporated under the Canada Business Corporation Act with its registered office and principal place of business at 200 Consumers Road, Suite 702, Toronto, Ontario, M2J 4R4. These Consolidated Financial Statements ("Financial Statements") were approved by the Board of Directors on April 29, 2022.

2. STATEMENT OF COMPLIANCE, BASIS OF PRESENTATION AND GOING CONCERN

These Financial Statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). These Financial Statements have been prepared on a going concern basis, under the historical cost convention, modified to include the fair valuation of certain financial instruments to the extent required or permitted under accounting standards as set out in the relevant accounting policies. These financial statements are also prepared on an accrual basis, except for cash flow information.

Going Concern

These Financial Statements have been prepared on a going concern basis, which assumes the Company will continue its operations in the foreseeable future and that it will be able to realize its assets and discharge its liabilities in the normal course of operations. As of December 31, 2021, the Company's current liabilities exceed current assets by $237,444 (2020 - $31,824). The Company as of December 31, 2021, has a cumulative deficit of $6,455,061 (2020 - $6,242,255); negative cash flows from operations for the year ended December 31, 2021 total $107,653 (2020 - $1,081,979); and has a shareholder deficiency of $265,038 as at December 31, 2021 (2020 - $52,232). These conditions indicate the existence of material uncertainties that may cast significant doubt on the Company's ability to continue as a going concern. The consolidated financial statements do not reflect adjustments to the carrying value of assets and liabilities or reported expenses and statement of financial position classifications that would be necessary if the going concern assumption was not appropriate. These adjustments could be material.

3. SIGNIFICANT ACCOUNTING POLICIES

Use of Estimates, Judgements and Assumptions

The preparation of these financial statements requires the Company to make judgments in applying its accounting policies and estimates and assumptions about the future. Judgments, estimates and assumptions affect the Company's reported amounts of assets, liabilities, and items in net income or loss, and related disclosure. Estimates are based on various assumptions that the Company believes are reasonable under the circumstances. These estimates form the basis for making judgments about the carrying value of assets and liabilities and the reported amounts of items in net income or loss that are not apparent from other sources. The Company evaluates its estimates on an ongoing basis. Actual results may differ from the Company's estimates.

The following are significant management judgments and estimates in applying the accounting policies of the Company that have the most significant effect on these financial statements.

Fair value of financial assets and financial liabilities - Fair value of financial assets and financial liabilities on the statement of financial position that cannot be derived from active markets, are determined using a variety of techniques including the use of mathematical models. The inputs to these models are derived from observable market data where possible,

but where observable market data are not available, judgment is required to established fair values. The judgments include, but are not limited to, consideration of model inputs such as volatility, estimated life and discount rates.

Income taxes - The estimate of income taxes includes evaluating the recoverability of deferred tax assets based on an assessment of the Company's ability to utilize the underlying future tax deductions against future taxable income prior to expiry of those deductions, the Company assesses whether it is probable that some or all of the deferred income tax assets will not be realized the ultimate realization of deferred tax assets is dependent upon the generation of future taxable income. If changes were made to the Company's assessment regarding its ability to use future tax deductions, the Company may be required to recognize more or fewer deferred tax assets and future income tax provisions or recoveries could be affected.

Expected credit losses - Management must exercise judgment to estimate the expected credit losses related to various financial assets. The evaluation of the expected credit losses is established considering the specific credit risk to its counterparties, historical trends and economic conditions.

Share-based compensation – The determination of the share-based compensation expense resulting from the Company granting stock options or options to certain of the Company's assets depends on the use of option pricing and probability weighted models, which are subject to measurement uncertainty. Subjective assumptions are required for these models, including expected stock price volatility and the use of historical data points which may or may not be indicative of future performance.

Provisions – The Company and its subsidiaries from time to time are subject to legal proceedings. Contingent loss provisions are recorded by the Company when it is probable that loss will occur and it can be estimated.

Contingencies – See Note 18.

Basis of consolidation

These Financial Statements include the accounts of the Company and its subsidiaries. Subsidiaries are entities which the Company has power over decisions about relevant activities. The existence and effect of potential voting rights that are currently exercisable, or convertible are considered when assessing whether control exists. Subsidiaries are fully consolidated from the date on which control is transferred to the Company. Entities are deconsolidated from the date on which control ceases. Accounting policies of subsidiaries have been changed, where necessary, to ensure consistency with the Company's policies. The acquisition method of accounting is used to account for the acquisition of subsidiaries. Purchase consideration is measured as the fair value of the assets given, equity instruments issued, and liabilities assumed at the date of exchange. The transaction costs directly attributable to the acquisition are expensed.

Consolidated subsidiaries	Jurisdiction of incorporation	Direct or Indirect Percentage Ownership (a)
Gravitas Financial Services Holdings Inc. ("GFSHI")	Canada	100%
Capital Ideas Media Inc.	Canada	100%
Revenue.com US Corporation	USA	55%
Gravitas Siraj Holdco Inc.	Canada	100%
Gravitas Global GP Inc.	Canada	100%
Siraj Ontario Corporation	Canada	100%
Gravitas Select Flow-Through GP Inc. ("GSFT")	Canada	100%
SearchGold Guinee SARL	Guinee, Africa	100%
Global Compliance Network Inc.	Canada	100%

Non-controlling interests

Non-controlling interests ("NCI") represent equity interests owned by outside parties. NCI may be initially measured at fair value or at the NCI's proportionate share of the recognized amounts of the acquirees' identifiable net assets. The

choice of measurement is made on a transaction by transaction basis. The share of net assets attributable to NCI are presented as a component of equity. Their share of net income or loss and comprehensive income or loss is recognized directly in equity. Total comprehensive income or loss of subsidiaries is attributed to the shareholders of the Company and to the NCI, even if this results in the NCI having a deficit balance.

Functional and presentation currency and basis of evaluation
These Financial Statements are presented in Canadian dollars, which is also the functional currency of the Company and its subsidiaries, with the exception of one non-operating subsidiary whose functional currency in United States dollars. Monetary assets and liabilities in foreign currency are translated at the exchange rate in effect at the statement of financial position date, whereas other assets and liabilities are translated at the exchange rate in effect at the transaction date. Revenues and expenses are translated at the average rate in effect during the year. Gains and losses are included in consolidated statement of loss and comprehensive loss for the year.

Each subsidiary determines its own functional currency and items included in their financial statements are measured using that functional currency. The determination of functional currency is based on the primary economic environment (including monetary policy) in which an entity operates. The functional currency of an entity reflects the underlying transactions, events and conditions that are relevant to the entity. Factors that an entity considers when determining its functional currency include: (1) the currency that mainly influences sale price for goods and services; (ii) the currency of the country whose competitive forces and regulations mainly determine that sale price of its goods and services; (iii) the currency that mainly influences labour, material and other costs of providing goods and services; (iv) the currency in which funds from financing activities are generated; and (v) the currency in which receipts from operating activities are usually retained.

The assets and liabilities of any foreign operations having a functional currency other than the Canadian dollar are translated into Canadian dollar at the exchange rate prevailing at the consolidated statement of financial position date, and at the average exchange rate for the reporting period for revenue and expense accounts. The cumulative foreign currency translation adjustment is recorded as a component of accumulated other comprehensive income or loss in shareholder's equity.

On disposal of a subsidiaries' entire interest in a foreign operation or the Company's loss control of that operation: (i) all of the exchange differences accumulated in equity in respect of that operation attributable to the Company are reclassified to profit or loss; and (ii) any cumulative amount of exchange differences relating to that foreign operation attributable to the non-controlling interests is de-recognized but is not reclassified to profit or loss. In the case of a partial disposal that does not result in the Company losing control over a subsidiary that includes a foreign operation, the proportionate share of accumulated exchange differences is re-attributed to non-controlling interests and not recognized in profit of loss.

Valuation of equity investments and other
Investment transactions are recorded on a trade date basis. The cost of investments represents the amount paid for each security and is determined on an average cost basis excluding transaction costs. Transactions costs directly attributable to the acquisition of financial assets classified as FVTPL are recognized immediately in net income. The fair value of the Company's investments as at the financial reporting date are determined as follows:

Common shares in quoted companies - All securities listed on a recognized public stock exchange are generally valued at their last bid price. The Company uses the last traded market price for both financial assets and financial liabilities where the last traded price falls within that day's bid-ask spread. In circumstances where the last traded price is not within the bid-ask spread, the Company determines the point within the bid-ask to spread that is most representative of the fair value based on the specific facts and circumstances.

Options and warrants - The options and warrants are valued at fair value using the Black-Scholes pricing model which considers factors such as the market value of the underlying security, strike price, volatility and terms.

Investments in private companies - Investments in private companies are valued by certain subjective measures, including recent share transactions, prices for comparable entities, review of cash flow projections and the company prospects, financial ratios and discounted cash flows are techniques used to determine fair value

Provisions
Provisions represent a liability to the Company for which the amount or timing is uncertain. Provisions are recognized when the Company has a legal obligation as a result of prior events, it is probable that a financial outflow of resources will occur, and the amount can be reasonably estimated.

Income taxes
Income tax expense includes current and deferred tax. This expense is recognized in profit or loss, except for income tax related to the components of other comprehensive income (loss) or equity, in which case the tax expense is recognized in other comprehensive income (loss) or equity, respectively. Current tax is the expected tax payable on the taxable income for the period, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect to previous period. Deferred tax is recognized using the liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable income will be available against which those deductible temporary differences and the carry forward of non-capital losses can be utilized.

Deferred tax is not recognized on the initial recognition of assets or liabilities in a transaction that is not a business combination. In addition, deferred tax is not recognized for taxable temporary differences arising on the initial recognition of goodwill. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to offset current tax assets against current tax liabilities and the deferred tax relates to the same taxable entity and the same taxation authority. A deferred tax asset is recognized to the extent that it is probable that future taxable income will be available against which the temporary differences can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefits will be realized. Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future profit will allow the deferred tax assets to be recovered.

Equity
Share capital represents the amount received upon the share issuance. If shares are issued when options and warrants are exercised, the share capital account also comprises the share-based payment cost previously recognized in contributed surplus. Other elements of equity include the following: (i) contributed surplus includes share-based payments related to options and warrants until such equity instruments are exercised; (ii) retained earnings (deficit) includes all current and prior period profits or losses and issuance costs net of any tax benefits; and (iii) foreign currency translation adjustments.

Basic and diluted net income (loss) per share
Basic income (loss) per share is calculated by dividing the income (loss) attributable to ordinary equity holders of the Company by the weighted average number of common shares outstanding during the period. Diluted income (loss) per share is calculated by adjusting the income (loss) attributable to ordinary equity holders of the Company, and the weighted average number of common shares outstanding, for the effects of all dilutive potential common shares which include options and warrants. Dilutive potential common shares shall be deemed to have been converted into common shares at the beginning of the period or, if later, at the date of issue of the potential common shares.

Financial Instruments

Debt instruments and business model assessment

On initial recognition, all debt instruments are classified based on both the business model under which the asset is held and the contractual cash flow characteristics of the financial instrument. The business model assessment involves determining whether financial assets are held and managed by the Company for generating and collecting contractual cash flows, selling the financial assets or both. The Company assesses the business model at a portfolio level using judgment supported by relevant objective evidence including: (i) how the performance of the asset is evaluated and reported to the Company's management; (ii) the frequency, volume, reason and timing of sales in prior periods and expectations about future sales activity; (iii) whether the assets are held purely for trading purposes i.e., assets that are acquired by the Company principally for the purpose of selling or repurchase in the near term or held as part of a portfolio that is managed for short-term profits; and (iv) the risks that affect the performance of assets held within a business model and how those risks are managed.

Cash flow characteristics assessment

The contractual cash flow characteristics assessment involves assessing the contractual features of an instrument to determine if they give rise to cash flows that are consistent with a basic lending arrangement i.e. if they represent cash flows that are solely payments of principal and interest ("SPPI"). Principal is defined as the fair value of the instrument at initial recognition. Principal may change over the life of the instruments due to repayments. Interest is defined as consideration for the time value of money and the credit risk associated with the principal amount outstanding and for other basic lending risks and costs (liquidity risk and administrative costs), as well as a profit margin. In assessing whether the contractual cash flows are SPPI, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains any contractual terms that could change the timing or amount of contractual cash flows such that the financial asset would not meet the SPPI criteria. In making the assessment, the Company considers: (i) contingent events that would change the amount and/or timing of cash flows; (ii) leverage features; (iii) prepayment and extension terms; (iv) penalties relating to prepayments; terms that limit the Company's claim to cash flows from specified assets; and (v) features that modify consideration of the time value of money.

Debt instruments measured at AMC

Debt instruments are measured at AMC using the effective interest rate, if they are held within a business model whose objective is to hold the financial asset for collecting contractual cash flows where those cash flows represent SPPI. The effective interest rate is the rate that discounts estimated future cash payments or receipts through the expected life of the financial asset to the gross carrying amount of the financial asset. AMC is calculated considering any discount or premium on acquisition, transaction costs and fees that are an integral part of the effective interest rate. Amortization of these deferred costs is included in interest income in the consolidated statements of income (loss). Impairment on debt instruments measured at AMC is calculated using the ECL approach. Loans and debt securities measured at amortized cost are presented net of the allowance for credit losses in the consolidated statements of financial position.

Equity instruments

Equity instruments are measured at FVTPL unless they are not held for trading purposes and an irrevocable election is made to designate these instruments at FVOCI upon initial recognition. The measurement election is made on an instrument-by-instrument basis. Changes in fair value are recognized in the consolidated statement of income (loss) for equity instruments measured at FVTPL. These instruments are measured at fair value in the statement of financial position, with transaction costs being added to the cost of the instrument. Dividends received that are return on capital, are recorded in income in the statements of income (loss). Unrealized fair value gains/losses are recognized in OCI and are not subsequently reclassified to the statement of income (loss) when the instrument is derecognized or sold. The realized gain or loss on de-recognition are directly transferred from OCI to retained earnings, unlike AFS under IAS 39 which were recycled through the statement of income (loss).

Financial assets designated at FVTPL

Financial assets classified in this category are those that have been designated so by management on initial recognition or are held for trading purposes. Financial assets are designated at FVTPL if doing so eliminates or significantly reduces an accounting mismatch which would otherwise arise. Financial assets designated at FVTPL are recorded in the

statement of financial position at fair value. For assets designated at FVTPL, changes in fair values are recognized in income in the statements of income (loss).

Based on this assessment, management has determined that all the debt instruments held are classified as AMC and none of the debt instruments are considered FVTOCI. Further, cash and cash equivalents, trade and other receivables, and guaranteed investment certificates are classified as amortized cost.

Impairment

The Company applies the three-stage approach to measure allowance for credit losses, using the expected credit loss impairment approach as required under IFRS 9, for the following categories of financial instruments that are not measured at FVTPL: (i) financial assets at AMC; (ii) debt securities as at FVOCI (which there are none); and (iii) off-balance sheet loan commitments (which there are none). The Company has adopted the simplified approach for calculation of impairment for trade and other receivables based on a provision matrix.

Write-offs

The Company writes off an impaired financial asset, either partially or in full, when there is no realistic prospect of recovery. Where financial assets are secured, write-off is after the expected receipts from the realization of collateral. In subsequent periods, recoveries if any, against written off loans are credited to the provision for credit losses in the statements of income (loss) and comprehensive income (loss).

Derecognition

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are recognized in the statements of income (loss) and comprehensive income (loss).

The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled or expired. Generally, the difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in the statements of income (loss) and comprehensive income (loss).

Revenue recognition

The Company has established a five step model for determining the nature, amount, timing and uncertainty of revenue and cash flows arising from a contract with a customer. The core principles of revenue recognition policy are to identify the contract with the customer, identify the performance obligation, determine the transaction price, allocate the transaction price and recognize revenue when the entity satisfies the performance obligation. The transaction price is allocated to each separate performance obligation in proportion to the stand-alone selling price. In addition, variable consideration are only recognized to the extent that is highly probable that a significant reversal in the amount of the cumulative revenue recognized will not occur.

Listing and research fees – Revenue consists of marketing services which includes publishing articles, videos and other content on behalf of customers. The contract includes indeterminate number of acts and revenue is recognized when the “control” of goods and services is transferred to the customer at a point in time. Revenue for listing and research is deferred until all the performance obligations identified in the contract are performed and delivered to the customer.

Consulting and management fees – Revenue consists of consulting and advisory fees. Revenue is recognized on a straight-line basis over the term of the contract which represents the satisfaction of the performance obligation over time.

Other revenues – Other revenue consists of conference income and events held by the Company. Revenue is recognized based on the completion of the conference which represents the completion of the performance obligation.
Interest earned – Revenue is recognised when interest is earned based on effective interest rate.

Government grants

Government grant is recognized when there is reasonable assurance that the grant will be received and the Company will comply with the conditions. The grant is recognized as income over the period to match with the cost that it is intended to compensate. The government grants received by the Company include the Canada Emergency Wage Subsidy ("CEWS") and the Canada Emergency Business Account Loan ("CEBA").

Leases under IFRS 16

At the inception of a contract, the Company assesses whether the contract is, or contains, a lease that conveys to the Company the right to control the use of an underlying asset in return for payment. If the contract meets the definition of a lease, the lease liability is recognized in an amount equal to the present value of the unpaid lease payments discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, the lessee's incremental borrowing rate is used. Lease payments include: (i) all fixed payments; (ii) variable payments that depend on an index or rate; and (iii) any purchase option or termination penalty reasonably certain to be incurred. A lease ROU asset is recognized in an amount equal to the lease liability less any lease incentives received and plus: (i) any payments made prior to the start of the lease; (ii) any initial direct costs incurred; and (iii) an estimate of the cost to restore the asset as required by the lease contract. The Company remeasures the lease liability in response to changes in future lease payments, such as consumer price index (CPI) escalations or changes in lease term, adjusting the lease asset by an equivalent amount. Depreciation starts at the commencement date of the lease.

The Company applies the cost model to subsequently measure lease ROU assets and applies same impairment policy as other property and equipment. Lease ROU assets are depreciated over the period of the lease term.

From February 2020 to November 2021 the Company had sublet a shared office space with a related party company and pays its portion of lease on a monthly basis without long term lease commitment. And therefore no lease asset or liability had been recognized. Since November 2021 there was no more monthly lease.

4. STANDARDS, AMENDMENTS, AND INTERPRETATIONS ISSUED AND ADOPTED

The Company has adopted no new accounting standard in the year 2021.

Standards, amendments, and interpretations Issued but not yet adopted

New and amendments to IFRSs in issue but not yet effective except for the above, the Company has not early applied the following new and amendments to IFRSs that have been issued but are not yet effective:

Amendments to IFRS 10 and IAS 28 Sale or Contribution of Assets between an Investor and its Associate or Joint Venture that is effective for annual periods beginning on or after a date to be determined.

IAS 1 – Presentation of Financial Statements ("IAS 1") was amended in January 2020 to provide a more general approach to the classification of liabilities under IAS 1 based on the contractual arrangements in place at the reporting date. The amendments clarify that the classification of liabilities as current or noncurrent is based solely on a company's right to defer settlement at the reporting date. The right needs to be unconditional and must have substance. The amendments also clarify that the transfer of a company's own equity instruments is regarded as settlement of a liability, unless it results from the exercise of a conversion option meeting the definition of an equity instrument. The amendments are effective for annual periods beginning on January 1, 2023.

IAS 1 – In February 2021, the IASB issued 'Disclosure of Accounting Policies' with amendments that are intended to help preparers in deciding which accounting policies to disclose in their financial statements. The amendments are effective for year ends beginning on or after January 1, 2023.

IAS 8 – In February 2021, the IASB issued 'Definition of Accounting Estimates' to help entities distinguish between accounting policies and accounting estimates. The amendments are effective for year ends beginning on or after January 1, 2023.

IAS 37 – Provisions, Contingent Liabilities, and Contingent Assets ("IAS 37") was amended. The amendments clarify that when assessing if a contract is onerous, the cost of fulfilling the contract includes all costs that relate directly to the contract – i.e. a full-cost approach. Such costs include both the incremental costs of the contract (i.e. costs a company would avoid if it did not have the contract) and an allocation of other direct costs incurred on activities required to fulfill the contract – e.g. contract management and supervision, or depreciation of equipment used in fulfilling the contract. The amendments are effective for annual periods beginning on January 1, 2022.

The management is currently assessing its impact of adopting these amendments on the consolidated financial statements and don't expect material impact on the Consolidated financial statements in the foreseeable future.

5. TRADE AND OTHER RECEIVABLES

	December 31, 2021	December 31, 2020
	$	$
Trade receivables and other receivables	**1,943**	3,988
Harmonized sales tax receivables ("HST")	**15,321**	10,509
	17,264	14,497

6. TRADE AND OTHER PAYABLES

A summary of trade and other payables of the Company is as follows:

	December 31, 2021	December 31, 2020
	$	$
Trade payables	**253,611**	132,877
Accrued compensation	**12,500**	12,500
	266,111	145,377

7. DEBENTURES

Summary of the debentures are as follows:

On April 21, 2020, the Company repurchased the Debentures Series#1 and Series#2 with interest accrued to that date for cash consideration of $1,189,394. A gain of $85,064,496 was reported for the transaction.

8. LOAN PAYABLE

On June 2, 2020, the Company obtained $40,000 in revolving credit from the Government of Canada under the Canada Emergency Business Account (CEBA) COVID-19 Economic Response Plan. The funding is granted in the form of an interest free revolving credit line of which up to $40,000 may be drawn. On January 1, 2021, any balance remaining on the revolving credit line will automatically convert into a non-revolving term loan. Effective January 1, 2023, any outstanding balance on the term loan shall bear interest at a rate of 5% per annum. The term loan matures on December 31, 2025. If 75% of the outstanding balance of the term loan is repaid on or before December 31, 2022, the remaining 25% of the balance shall be forgiven. The Company used the assumption of 20% discount rate to determine the fair value of the interest-free period, and assumes the Company will repay the 75% outstanding balance on December 31, 2022. The difference between the amount received in cash and the related fair value was considered a government grant and was recognized as income in the statement of income.

The Company drew the full $40,000 and intends to repay $30,000 on or before December 31, 2022. The initial recognition of the $40,000 was at its fair value at a discount of 20%. $18,665 was recognized as debt and $21,335 was recognized as government grant income. $2,168 interest was accrued for the period ended December 31, 2020. During the year 2021, $4,167 interest was accrued.

In 2021 the Canadian Government increased the CEBA loan available to small businesses to $60,000. The Company made another draw of $20,000 on January 11, 2021. If the Company would repay the outstanding balance of the loan (other than the forgiven amount) on or before December 31, 2022, the forgiven amount would be $20,000 in total (25% of the first $40,000 and 50% of the second $20,000). The Company recorded the $12,903 of the $20,000 as government grant income, and $7,097 as new loan portion. $1,376 interest was accrued for the new loan principle in the year 2021.

In late 2021, the Canadian Government extended the date of repayment for the forgiven amount from December 31, 2022 to December 31, 2023. As a result, the Company recorded another $5,695 government grant income for 2021.

9. SHARE CAPITAL

The authorized share capital of the Company consists of an unlimited number of common shares. As at December 31, 2021, outstanding shares were 72,601,305 (2020 - 72,601,305). Share capital totals $2,000,600 (2020 - $2,000,600).

10. INCOME (LOSS) PER SHARE

Income (loss) per share is based on the weighted average number of common shares of the Company outstanding during the period. The diluted income (loss) per share reflects the potential dilution of common share equivalents, such as outstanding share options and warrants. The weighted average number of shares outstanding for the year ended December 31, 2021 are 72,601,305 (2020 - 72,601,305). No stock options (2020 - 3,750,000) are outstanding as of December 31, 2021. No warrants were outstanding during the years ended December 31, 2021 and 2020. The diluted outstanding number of shares of the Company was 72,601,305 as of December 31, 2021 (2020 - 72,601,305) as the outstanding options were antidilutive.

Basic and diluted loss per share for the year ended December 31, 2021 totaled $0.00 (2020 – income per share of $1.16).

11. RELATED PARTY TRANSACTIONS

Parties are considered related if the party has the ability, either directly or indirectly, to control the other party or exercise significant influence over the other party in making operating and financial decisions. This would include the Company's and their subsidiaries' senior management. Parties are also related if they are subject to common control or common significant influence. Related parties may be individuals or corporate entities. A transaction is a related party transaction when there is a transfer of resources or obligations between related parties. The following are the related party transactions during the years ended December 31, 2021 and 2020. Unless otherwise stated, none of the transactions incorporated special terms and conditions and no guarantees were given or received. Usually outstanding balances are settled in cash.

Amounts owed to related parties are unsecured, non-interest bearing, due on demand.

During the year ended December 31, 2021, the Company:

- Incurred $120,000 (2020 - $451,625) of fees to senior officers of the Company, including the Chief Executive Officer and Chief Financial Officer. This amount has been included in compensation and management fees. $159,545 (2020 - $50,605) was outstanding at December 31, 2021.
- Incurred rent expense of $27,500 (2020 - $31,746) plus HST for an office shared with a tenant controlled by directors of the Company, of which $53,675 (2020 - $22,600) was payable as of December 31, 2021.

12. STOCK OPTION PLAN AND STOCK BASED COMPENSATION

The Company has adopted a stock-based option plan under which the Board of Directors may award options for common shares to directors, officers, employees and consultants. The maximum number of common shares issuable pursuant to the share option plan must not exceed 10% of the total number of the Company's outstanding. The exercise price of each option is determined by the Board of Directors and cannot be less than the discounted market value of the common shares on the eve of the award. The term of the options cannot exceed five years. On February 28, 2018, the Company issued a total of 6,250,000 stock options to directors and officers. Each option expiree on February 28, 2021 and had an exercise price of $0.10, subject to certain vesting provisions over two years. The Company valued these options at $366,875 using the Black-Scholes option valuation model. Due to the vesting provisions, this amount will be expensed to stock-based compensation over a two-year period. During the year ended December 31, 2021, a total of $nil (2020 - $nil) has been expensed. As of December 31, 2021, there were no (2020 - 3,750,000) stock options outstanding.

13. ADDITIONAL INFORMATION – CASH FLOWS

The changes in working capital items are detailed as follows:

For the year ended	**December 31, 2021** **$**	December 31, 2020 $
Change in:		
Trade and other receivables	**(2,767)**	630,220
Trade and other payables	**121,215**	(3,170,105)
Other liabilities		(38,778)
Changes in working capital	**118,448**	(2,578,663)

Additional supplementary information:

For the year ended	**December 31, 2021** **$**	December 31, 2020 $
Interest paid	-	-
Interest received	-	-

14. INCOME TAXES

Relationship between expected tax expense and accounting net earnings (loss)

The relationship between the expected tax expense based on the combined federal and provincial income tax rate in Canada and the reported tax expense in the consolidated statement of comprehensive (loss) income can be reconciled as follows:

	For the years ended December 31,	
	2021	2020
	$	$
Expected income tax recovery calculated using the combined federal and provincial income tax rate in Canada of 26.5% (2020 – 26.5%)	**56,000**	**22,227,519**
Non-deductible expenses	**-**	**(22,543,201)**
Tax rate changes and other adjustments	**(471,665)**	**(257,339)**
Changes in unrecognized temporary differences	**415,665**	**305,456**
Income tax (recovery) expense	**-**	**(267,566)**
Current income tax expense (recovery)	**-**	**-**
Deferred income tax expense (recovery)	**-**	**(267,566)**
Current income tax expense	**-**	-
Deferred income tax (recovery)	**-**	**-**

The Company has the following timing differences that have not been recognized on the financial statements:

	For the years ended December 31,	
	2021	2020
	$	$
Property and equipment	-	7,374
Investments	2,566	2,323
Issuance costs of equity instruments	-	60,046
Capital loss carry forwards	901,784	4,088,849
Non-capital losses carried forward	1,615,517	1,523,087
Total deductible temporary differences	**2,519,867**	**5,681,679**

The ability to realize the tax benefits is dependent upon several factors, including the future profitability of operations. Deferred tax assets are recognized only to the extent that it is probable that sufficient taxable profits will be available to allow the asset to be recovered. The Company has the following non-capital losses which are available to reduce income taxes in future periods, for which no deferred tax asset has been recognized in the consolidated statement of financial position, that can be carried over the following years:

	For the years ended December 31,
	2021
	$
2037	335,456
2040	1,067,292
2041	212,769
	1,615,517

15. FINANCIAL INSTRUMENTS

Fair value
The carrying value of cash, trade and other receivables and trade and other payables are considered to be a reasonable approximation of the fair value due to the short-term maturity of these instruments. The carrying value of guaranteed investment certificates are considered to be reasonable approximate of the fair value since these instruments are redeemable at any time, except the guaranteed investment certificates used as deposit collateral for the office lease disposed are considered to impaired with a fair value of $nil due to estimate of no recoverability. Equity interests in private entities are measured at fair value using subjective measures, including recent share transactions, prices for comparable entities, review of cash flow projections and the company prospects, financial ratios and other discounted cash flow techniques.

The table below summarizes the assets and liabilities that are included at their fair values in the Company's statement of financial position as at December 31, 2021 and 2020. These assets and liabilities have been categorized into hierarchical levels, according to the significance and reliability of the inputs used in determining fair value measurements.

The fair value hierarchy has the following levels:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: inputs other than quoted pries included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3: inputs for the assets or liabilities are not based on observable market data (unobservable inputs).

16. CAPITAL MANAGEMENT

The Company manages its capital structure and adjusts related to changes in the economic environment and the underlying risks of its assets. In its definition of capital, the Company includes loan payable and equity (deficiency). The following table shows the items included in the definition of capital. There has been no change with respect to the overall capital management strategy during the year ended December 31, 2021.

	2021 $	2020 $
Loan payable	27,778	20,833
Deficiency	(265,038)	(52,232)
	(237,260)	(31,399)

17. FINANCIAL RISKS

The Company is exposed to the following risks through its financial instruments.

Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company has two types of financial assets that are subject to the expected credit loss model:

1. Trade and other receivables from wealth management, recruitment, listing and research fees
2. Loans and receivables carried at AMC

The Company applies the simplified approach to providing for expected credit losses prescribed by IFRS 9, which permits the use of the lifetime expected loss provision for all trade and other receivables and receivables from brokers and clients, while ECL calculation based on stage assessment has been performed for loan receivables.

The loss allowance at December 31, 2021 determined under IFRS 9 was as follows.

		Current or less than 30 days past due	31-90 days past due	Greater than 90 days past due	Total
As of December 31, 2021					
Trade and other receivables					
Projected loss rate		1.00%	1.30%	1.50%	
Gross carrying amount	$	-	14,797	1,943	16,740
Loss allowance	$	-	192	29	221

The loss allowance at December 31, 2020 determined under IFRS 9 was as follows.

		Current or less than 30 days past due	31-90 days past due	Greater than 90 days past due	Total
As of December 31, 2020					
Trade and other receivables					
Projected loss rate		1.00%	1.30%	1.50%	
Gross carrying amount	$	-	10,510	3,987	14,497
Loss allowance	$	-	105	60	165

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulties in meeting obligations with financial liabilities that would be settled either by delivering cash or another financial asset. See Note 2 for Going Concern uncertainty. The Company has current assets of $28,667 which will be used to cover its operating and investing activities. The expected timing of consolidated cash flows relating to financial liabilities as at December 31, 2021, are as follows:

	Less than 1 year $	1-5 years $	6-10 years $	Total $
Current liabilities	266,111		-	266,111
Loan payable	-	60,000	-	60,000
	266,111	**60,000**	**-**	**326,111**

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

Interest rate risk - Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to significant interest rate risk as the loan payable is interest free.

Other price risk - The Company is exposed to fluctuations in the market prices of its investments in quoted companies. The fair value of the investments in quoted and private companies represents the maximum exposure to price risk. As at December 31, 2021, a 10% change in the closing price of common shares held by the Company on the stock market would have changed the net (loss) income by $18 (2020 - $43).

18. CONTINGENCIES

A service provider has charged the Company $47,811 for service not demanded by and not provided to the Company. The Company disputes the charges and made no payments. The service provider suspended the account in December 2020. The Company believes this to be an error of the provider and has not provided additional provision for the account.