DIGIMAX GLOBAL INC. (formerly DIGICRYPTS BLOCKCHAIN SOLUTIONS INC.)

UNAUDITED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE AND NINE MONTHS ENDED OCTOBER 31, 2021, AND 2020

(EXPRESSED IN CANADIAN DOLLARS)

MANAGEMENT'S RESPONSIBILITY FOR UNAUDITED CONDENSED INTERIM FINANCIAL REPORTING

The accompanying unaudited condensed interim consolidated financial statements of Digimax Global Inc. (formerly Digicrypts Blockchain Solutions Inc.), ("Digimax" or the "Company") as at and for the three and nine months ended October 31, 2021 (the "October 2021 Financial Statements") are the responsibility of the management and Board of Directors of the Company.

The October 2021 Financial Statements have been prepared by management, on behalf of the Board of Directors, in accordance with the accounting policies disclosed in Note 3 to the Company's audited annual consolidated financial statements as at and for the year ended January 31, 2021. In preparing the October 2021 Financial Statements, management has made informed judgments and estimates in accounting for transactions which were not complete at the date of the statement of financial position. In the opinion of management, the October 2021 Financial Statements of the Company have been prepared within acceptable limits of materiality and are in compliance with International Accounting Standard 34, "Interim Financial Reporting".

Management has established processes which are in place to provide it with sufficient knowledge to support management representations that it has exercised reasonable diligence that (i) the October 2021 Financial Statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated, or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as at the date of, and for the periods presented by, the October 2021 Financial Statements; and (ii) the October 2021 Financial Statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as at the date of and for the periods presented by the October 2021 Financial Statements.

The Board of Directors is responsible for reviewing and approving the October 2021 Financial Statements, together with other financial information of the Company and for ensuring that management fulfills its financial reporting responsibility. The Audit Committee assists the Board of Directors in fulfilling this responsibility. The Audit Committee has met with management to review the financial reporting process and other financial information of the Company, including the October 2021 Financial Statements. The Audit Committee reports its findings to the Board of Directors for its consideration in approving the financial disclosure of the Company, including the October 2021 Financial Statements, for issuance to the Company's shareholders.

Management recognizes its responsibility for conducting the Company's affairs in compliance with established financial standards, and applicable laws and regulations, and for maintaining proper standards of conduct for its activities.

"Chris Carl"
Chris Carl
Chief Executive Officer

"David Bhumgara"
David Bhumgara
Chief Financial Officer

Toronto, Canada
December 29, 2021

NOTICE TO READER

The October 2021 Financial Statements have been prepared by and are the responsibility of management.
These financial statements have not been reviewed by the Company's independent external auditor.

DIGIMAX GLOBAL INC. (formerly DIGICRYPTS BLOCKCHAIN SOLITIONS INC.)

Unaudited Interim Condensed Consolidated Statements of Financial Position
As at October 31, 2021, and January 31, 2021

(Expressed in Canadian dollars)

			October 31, 2021		January 31, 2021
ASSETS					
Current Assets					
Cash and cash equivalents		$	7,026,935	$	1,151,674
HST and other receivables			54,129		187,718
Prepaid expenses			130,415		376,133
Investments	6		7,425,415		195,003
Digital currencies	7		1,153,526		-
Assets held for sale	17		90,000		89,762
			15,880,420		2,000,290
Non-current Assets					
Intangible assets	8		4,083,256		3,786,667
Digital currencies	7		2,491,840		-
Right-of-use asset	9		108,156		-
			6,683,252		3,786,667
Total Assets		$	22,563,672	$	5,786,957
LIABILITIES					
Current Liabilities					
Accounts payable and accrued liabilities	10	$	130,435	$	180,904
Derivative liabilties	11		-		175,865
Lease liability	9		112,221		-
Note payable	4		175,037		-
Deferred revenue			5,711		-
Liabilities held for sale	17		12,396		19,896
			435,800		376,665
SHAREHOLDERS' EQUITY					
Share capital	12		19,173,158		9,353,971
Shares to be issued	12		-		75,000
Warrants reserve	13		10,341,282		933,850
Share based payments reserve	14		3,920,572		610,985
Accumulated deficit			(13,184,585)		(5,563,514)
Accumulated other comprehensive income			1,877,445		-
Total Shareholders' Equity			22,127,872		5,410,292
Total Liabilities and Shareholders' Equity		$	22,563,672	$	5,786,957

Nature of operations (Note 1)
Commitments (Note 16)
Subsequent events (Note 19)

Approved on behalf of the Board on December 28, 2021:

"Chris Carl"	*"Michael Kron"*
Director	Director

The accompanying notes are an integral part of these unaudited interim condensed consolidated financial statements.

DIGIMAX GLOBAL INC. (formerly DIGICRYPTS BLOCKCHAIN SOLITIONS INC.)
Unaudited Interim Condensed Consolidated Statements of Loss and Comprehensive Loss
For the three and nine months ended October 31, 2021, and 2020

(Expressed in Canadian dollars)

	Notes	Three months ended October 31, 2021	Three months ended October 31, 2020	Nine months ended October 31, 2021	Nine months ended October 31, 2020
Revenues					
Advisory fees		$ -	$ -	$ -	$ 172,474
Subscription fees		26,108	-	73,875	-
Total Revenues		**26,108**	**-**	**73,875**	**172,474**
Expenses					
Consulting fees	15	463,838	44,334	1,200,486	272,157
Professional fees		94,868	8,635	235,396	17,047
Investor relations		66,415	189,517	232,161	190,017
Business development		393,896	-	965,154	1,134
General and administration		294,325	30,651	370,024	86,803
Amortization expense	8	281,932	-	715,687	-
Share based compensation	13,14,15	792,855	359,339	3,863,659	359,339
Total Expenses		**(2,388,129)**	**(632,476)**	**(7,582,567)**	**(926,497)**
		(2,362,021)	**(632,476)**	**(7,508,692)**	**(754,023)**
Other income/(expenses)					
Interest, finance and accretion expense		(2,300)	(91,687)	(9,087)	(213,170)
Realized gain on sale of digitial currencies	7	111,132	-	105,954	-
Gain/(Loss) on revaluation of derivative liabilities	11	-	56,897	175,865	(108,682)
Foreign exchange expense		(180,305)	-	(130,716)	-
Interest earned on investments		10,219	-	29,414	-
Unrealized loss on investments	6	(166,797)	-	(253,749)	-
Net Loss from continuing operations		**(2,590,072)**	**(667,266)**	**(7,591,011)**	**(1,075,875)**
Income/(Loss) from discontinued operations	17	20,040	35,360	(30,060)	86,631
Net loss before income tax expense		(2,570,032)	(631,906)	(7,621,071)	(989,244)
Income tax expense		-	-	-	-
Net loss for the period		**(2,570,032)**	**(631,906)**	**(7,621,071)**	**(989,244)**
Other comprehensive income					
Unrealized gain/(loss) on digital currencies	7	(773,427)	-	1,877,445	-
Other comprehensive income for the period		**(773,427)**	**-**	**1,877,445**	**-**
Comprehensive income (loss) for the period		**(3,343,459)**	**(631,906)**	**(5,743,626)**	**(989,244)**
Weighted average shares outstanding					
- Basic and diluted		269,432,947	98,129,398	258,974,500	73,149,742
Loss per share from continuing operations - basic and diluted		$ (0.01)	$ (0.01)	$ (0.03)	$ (0.01)
Loss per share from discontinued operations - basic and diluted		$ 0.00	$ 0.00	$ (0.00)	$ 0.00

The accompanying notes are an integral part of these unaudited interim condensed consolidated financial statements.

DIGMAX GLOBAL INC. (formerly DIGICRYPTS BLOCKCHAIN SOLITIONS INC.)

Unaudited Interim Condensed Consolidated Statements of Cash Flows
For the nine months ended October 31, 2021, and 2020

(Expressed in Canadian dollars)

	Notes	2021	2020
Cash Flows from Operating Activities			
Net loss for continuing operations for the period		$ (7,591,011)	$ (1,075,875)
Non-cash items:			
Realized gain on digital currencies	7	(105,954)	-
Amortization expense	8	715,687	-
Unrealized loss on investments	6	253,749	-
(Gain)/loss on revaluation of derivative liabilities		(175,865)	108,682
Interest, finance and accretion expense		-	213,170
Shares issued for services		296,500	141,250
Share based compensation	13,14,15	3,863,659	359,339
		(2,743,235)	(253,434)
Net change in non-cash working capital items:			
HST and other receivables		133,589	(74,962)
Prepaid expense		245,718	(530,933)
Deferred revenue		5,711	-
Accounts payable and accrued liabilities		(50,469)	(22,471)
Cash used in continuing operations		(2,408,686)	(881,800)
Cash (used in)/provided from discontinued operations	17	(37,798)	81,137
Cash Flows used in operating activities		**(2,446,484)**	**(800,663)**
Cash Flows from Financing Activities			
Proceeds from issuance of units	10	18,331,099	1,345,000
Issuance costs		(1,591,894)	(89,618)
Proceeds from the exercise of warrants and options	11	1,561,842	-
Principal payments of lease liability	9	(16,734)	-
Repayment of notes payable	4	(217,549)	
Interest paid on debentures		-	(78,239)
Cash Flows from financing activities		**18,066,764**	**1,177,143**
Cash Flows from Investing Activities			
Purchase of investments	6	(7,484,161)	-
Development costs	8	(598,891)	-
Purchase of digital currencies	7	(51,169,697)	
Sales of digital currencies	7	49,507,730	-
Cash flows used in continued investing activities		(9,745,019)	-
Cash flows used in discontinued investing activities		-	(5,915)
Cash Flows used in investing activities		**(9,745,019)**	**(5,915)**
Increase in cash		**5,875,261**	**370,565**
Cash, beginning of the period		1,151,674	207,140
Cash, end of the period		**$ 7,026,935**	**$ 577,705**
Supplemental disclosure of cash flow information			
Interest paid		-	78,239
Income taxes paid		-	-

The accompanying notes are an integral part of these unaudited interim condensed consolidated financial statements.

DIGMAX GLOBAL INC. (formerly DIGICRYPTS BLOCKCHAIN SOLUTIONS INC.)

Unaudited Interim Condensed Consolidated Statements of Changes in Equity (Deficiency)

For the nine months ended October 31, 2021, and 2020

(Expressed in Canadian dollars)

	Share Capital			Reserves				
	Number of shares	Dollar amount	Shares to be issued	Share based Payments	Warrants	Deficit	Accumulated Other Comprehensive Income	Total
Balance, January 31, 2020	**60,590,909**	**$ 2,801,381**	**$ -**	**$ 219,054**	**$ -**	**$ (3,387,731)**	**$ -**	**$ (367,296)**
Issuance of shares on private placement (Note 12 (ii))	26,900,000	721,615	-	-	684,391	-	-	1,406,006
Share issue costs - cash		(83,600)	-	-	-	-	-	(83,600)
Share issue costs - warrants		(34,668)	-	-	34,668	-	-	-
Shares and warrants issued on acquisition (Note 12 (iii) (v))	55,000,000	2,750,000	-	-	-	-	-	2,750,000
Shares and warrants issued to settle debt (Note 12 (i) (iv))	3,210,456	167,523	-	-	-	-	-	167,523
Share based payments	-	-	-	359,339	-	-	-	359,339
Net loss and comprehensive loss for the period	-	-	-	-	-	(989,244)	-	(989,244)
Balance, October 31, 2020	**145,701,365**	**6,322,251**	**-**	**578,393**	**719,059**	**(4,376,975)**	**-**	**3,242,728**
Issuance of shares on private placement (Note 12 (ii))	-	-	-	-	-	-	-	-
Share issue costs - cash	-	-	-	-	-	-	-	-
Share issue costs - warrants	-	(256,129)	-	-	256,129	-	-	-
Shares and warrants issued on acquisition (Note 12 (iii) (v))	5,000,000	1,100,000	-	-	147,380	-	-	1,247,380
Shares and warrants issued to settle debt (Note 12 (i) (iv))	-	-	-	-	49,773	-	-	49,773
Shares issued on conversion of debentures (Note 12 (vi))	20,840,000	797,962	-	-	-	-	-	797,962
Exercise of warrants	11,550,000	815,991	50,000	-	(238,491)	-	-	627,500
Exercise of options	5,700,000	573,896	25,000	(228,896)	-	-	-	370,000
Share based payments	-	-	-	261,488	-	-	-	261,488
Net loss and comprehensive loss for the period	-	-	-	-	-	(1,186,539)	-	(1,186,539)
Balance, January 31, 2021	**188,791,365**	**$ 9,353,971**	**$ 75,000**	**$ 610,985**	**$ 933,850**	**$ (5,563,514)**	**$ -**	**$ 5,410,292**
Issuance of units on private placement (Note 12 (vii) (viii))	52,374,570	9,429,517	-	-	8,901,582	-	-	18,331,099
Share issue costs - cash	-	(1,591,894)	-	-	-	-	-	(1,591,894)
Share issue costs - broker warrants	-	(1,012,903)	-	-	1,012,903	-	-	-
Shares issued to settle debt (Note 12 (ix))	996,078	296,500	-	-	-	-	-	296,500
Exercise of warrants (Note 13)	21,503,000	1,565,810	(25,000)	-	(507,053)	-	-	1,033,757
Exercise of options (Note 14)	5,200,000	856,157	(50,000)	(306,157)	-	-	-	500,000
Shares issued on RSUs vested (Note 14)	1,200,000	276,000	-	-	-	-	-	276,000
Share based payments	-	-	-	3,615,744	-	-	-	3,615,744
Other comprehensive income (Note 7)	-	-	-	-	-	-	1,877,445	1,877,445
Net loss for the period	-	-	-	-	-	(7,621,071)	-	(7,621,071)
Balance, October 31, 2021	**270,065,013**	**$ 19,173,158**	**$ -**	**$ 3,920,572**	**$ 10,341,282**	**$ (13,184,585)**	**$ 1,877,445**	**$ 22,127,872**

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

1. NATURE OF BUSINESS

Digimax Global Inc. (formerly DigiCrypts Blockchain Solutions Inc. (the "**Company**") was incorporated on December 11, 1998, under the laws of the Province of Ontario, Canada. The registered office and principal place of business of the Company 390 Bay St. Toronto ON M5H 2Y2.

The Company, through its recent acquisition of 100% of DataNavee Corporation ("DataNavee") is focused on utilizing advanced financial technologies, together with predictive analytics derived from artificial intelligence-based machine learning, to provide its customers with products and services in multiple market sectors.

The Company's other subsidiary, DigiMax Capital Corp., is a registered Exempt Market Dealer ("EMD") in Ontario, Digimax Cayman. On April 19, 2021, the Company announced it has an agreement to sell, subject to regulatory approval, DigiMax Capital Corp. (see note 17).

The Company is listed on the Canadian Securities Exchange ("CSE") and trades under the symbol "DIGI".

Covid-19

The outbreak of the novel strain of corona virus, specifically identified as "COVID-19", has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. The Company cannot accurately predict the impact COVID-19 will have on third parties' ability to meet their obligations with the Company, including due to uncertainties relating to the ultimate geographic spread of the virus, the severity of the disease, the duration of the outbreak, and the length of travel and quarantine restrictions imposed by governments of affected countries. In particular, the continued spread of COVID-19 globally could materially and adversely impact the Company's business including without limitation, employee health, workplace productivity, and other factors that will depend on future developments beyond the Company's control. In addition, a significant outbreak of contagious diseases in the human population could result in a widespread health crisis that could adversely affect the economies and financial markets of many countries resulting in an economic downturn that could negatively impact the Company's financial position, financial performance, cash flows, and its ability to raise capital. Since the initial outset of the pandemic, the Company did not experience a significant decline in sales for most of the operating businesses. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company and its operating subsidiaries in future periods.

2. BASIS OF PRESENTATION

(a) Basis of presentation and statement of compliance

The Company's unaudited condensed interim consolidated financial statements have been prepared in accordance with IAS 34, "Interim Financial Reporting". These unaudited condensed interim consolidated financial statements do not include all notes of the type normally included within the annual consolidated financial statements and should be read in conjunction with the audited consolidated financial statements of the Company for the year ended January 31, 2021, which have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and Interpretations of the IFRS Interpretations Committee.

These unaudited condensed interim consolidated financial statements were approved and authorized by the Company's Board of Directors on December 28, 2021.

(b) Basis of measurement

These condensed interim consolidated financial statements have been prepared on the going concern basis, under the historical cost convention, except for certain financial instruments that are measured at fair value, as explained in the accounting policies described herein.

(c) Basis of consolidation

These condensed interim consolidated financial statements include the accounts of the Company and its subsidiaries. All intercompany balances and transactions were eliminated on consolidation. Subsidiaries are entities the Company controls when it has the power, directly or indirectly to govern the financial and operating policies of an entity, and it is exposed, or has rights, to variable returns from its involvement with the entity.

Subsidiaries	**Jurisdiction of incorporation**	**Ownership interest**
2618249 Ontario Corp.	Ontario, Canada	100%
DataNavee Corporation	Ontario, Canada	100%
Digimax Fund SPC	Cayman Islands	80%
Digimax Capital Corp	Ontario, Canada	100%

(d) Functional and presentation currency

All figures presented in the condensed interim consolidated financial statements are reflected in Canadian dollars, which is the functional currency of the parent and all of the Company's owned subsidiaries. Foreign currency transactions are translated into Canadian dollars at exchange rates in effect on the date of the transactions. Monetary assets and liabilities denominated in foreign currencies at the condensed interim consolidated statement of financial position date are translated to Canadian dollars at the foreign exchange rate applicable at that date. Realized and unrealized exchange gains or losses are recognized through profit or loss. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction unless it is measured at fair value in which case it is translated using the exchange rate at the date when the fair value was measured.

(e) Significant judgments, estimates and assumptions

The preparation of these condensed interim consolidated financial statements requires management to make judgments and estimates and form assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. On an ongoing basis, management evaluates its judgments and estimates in relation to assets, liabilities, revenue and expenses. Management uses historical experience and various other factors it believes to be reasonable under the circumstances as the basis for its judgments and estimates. Actual outcomes may differ from these estimates under different assumptions and conditions. Significant estimates and judgements include but are not limited to the following:

i. Measurement of warrants received as revenue and fair value measurement of investments at reporting period ends

The Company measures warrants received in connection with concession fees earned using Black-Scholes pricing model, taking into account the terms and conditions upon which the instruments are granted. The Company conducts a fair value remeasurement of any outstanding unexercised warrants received at each reporting date. Estimating fair value for investments requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the warrants, volatility and dividend yield and making assumptions about them. Changes in the input assumptions can materially affect the fair value estimate.

ii. Estimated useful lives, amortization of intangible assets, and impairment testing

Amortization of intangible assets is recorded on a straight-line basis over their estimated useful lives, which do not exceed the contractual period, if any. Intangible assets that have indefinite useful lives are not subject to amortization and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. The assessment of any impairment is dependent upon estimates of recoverable amounts that take into account factors such as economic and market conditions and the useful lives of assets.

iii. Business Combinations

Classification of an acquisition as a business combination or an asset acquisition depends on whether the assets acquired constitute a business, which can be a complex judgment. Whether an acquisition is classified as a business combination or asset acquisition can have a significant impact on the entries made on and after acquisition.

In determining the fair value of all identifiable assets and liabilities acquired, the most significant estimates relate to intangible assets. For any intangible asset identified, depending on the type of intangible asset and the complexity of determining its fair value, an independent valuation expert or management may develop the fair value, using appropriate valuation techniques, which are generally based on a forecast of the total expected future net cash flows. The evaluations are linked closely to the assumptions made by management regarding the future performance of these assets and any changes in the discount rate applied.

iv. Determination of fair value of equity settled transactions using option pricing models

The Company measures the cost of equity-settled transactions consisting of stock options and share purchase warrants offered to service providers and employees by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the stock option, volatility and dividend yield and making assumptions about them. Changes in the input assumptions can materially affect the fair value estimate. The Company uses the Black-Scholes Option Pricing Model to calculate the fair value.

v. Share-based payments

The Company measures equity-settled share-based payment transactions based on an estimate of the fair value of goods or services received, unless that fair value cannot be estimated reliably, in which case the Company measures the fair value of the goods or services received based on the fair value of the equity instruments granted.

vi. Warrants

The Company uses the Black-Scholes model to calculate the value of warrants issued as part of the Company's private placements. The Black-Scholes model requires six key inputs to determine a value of warrants: risk-free interest rate, exercise price, market price at the date of issuance, expected dividend yield, expected life, and expected volatility. Certain of the inputs are estimates which involve considerable judgment and are or could be, affected by significant factors that are out of the Company's control. For example, a longer expected life of the warrants or higher volatility number used would result in an increase in the warrant value.

vii. Income taxes

The Company applies judgment in determining the tax rates applicable to the temporary differences to determine the provision for income taxes. Deferred taxes relate to temporary differences between accounting and tax asset values. They are measured using tax rates that are expected to apply in the year when the asset is realized, or the liability is settled. Temporary differences are differences between accounting and tax asset values expected to be deductible or taxable in the future.

The recognition of deferred tax assets is based on likelihood of future taxable income. The measurement of future taxable income for the purposes of determining whether or not to recognize deferred tax assets depends on many factors, including the Company's ability to generate such profits and the implementation of effective tax planning strategies. The occurrence or non-occurrence of such events in the future may lead to significant changes in the measurement of deferred tax assets.

viii. Impairment of intangible assets

Intangible assets are tested for impairment annually and whenever events or changes in circumstances indicate that the carrying amount of intangible assets has been impaired. In order to determine if the value of intangible assets have been impaired, the cash-generating unit to which the intangible assets have been allocated must be valued using present value techniques. When applying this valuation technique, the Company relies on a number of factors, including historical results, business plans, forecasts and market data. Changes in the conditions for these judgments and estimates can significantly affect the assessed value of the intangible assets.

ix. Development costs

The capitalization of costs for internally generated intangible assets is subject to judgment including the technical feasibility, timeframe to commercialization, assessment of availability of resources to complete the project, and if economic benefits will be generated from its use.

x. Derivative liabilities

The Company values derivative liabilities by reference to their fair value at the date at which the instrument is granted. Estimating fair value requires determining the most appropriate valuation model. This estimate also requires determining the most appropriate inputs to the valuation model including the expected life and volatility and making assumptions about them. Changes in the input assumptions can materially affect the fair value estimate. The Company uses the Black-Scholes Option Pricing Model to calculate the fair value.

xi. Functional and presentation currency

In determining the functional currency of the parent and its subsidiary, the Company considers the currency that mainly influences sales and the cost of providing goods and services in each jurisdiction in each the Company operates. The Company also considered secondary indicators including the currency in which funds from financing activities are denominated, the currency in which funds are retained and whether the activities of the subsidiaries are carried out as an extension of the Company or if they are carried out with a degree of autonomy.

xii. Digital currencies

There is limited guidance on the recognition and measurement of digital currencies. The Company has to use judgement to determine fair value of certain digital currencies where their maybe resale restrictions or limited market volume in determine the fair value of certain digital currencies.

xiii. Fair value of investments

The Company holds an investment in public, and private companies and are recorded in the Company's consolidated statements of financial position at values that are representative of, or approximate fair value. The fair value of a financial instrument that is traded in active markets at each reporting date is determined by reference to its quoted market price or dealer price quotations. For all other financial instruments carried at fair value, the fair value is determined using valuation techniques. Such techniques may reflect recent arm's length transactions in trading of the underlying financial instrument, reference to the current fair value of another instrument that has substantially the same terms, valuations of comparable companies, or discounted income or cash flow analysis. By their nature, these valuation models require the use of assumptions. Changes in the underlying assumptions of these models could materially impact the determination of the fair value of a financial instrument. Imprecision in determining fair value using these valuation techniques may affect the amount of net loss recorded for a particular investment in a particular period. The Company reviews assumptions relating to financial instruments on an ongoing basis to ensure that the basis for the determination of fair value is appropriate.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

These unaudited condensed interim consolidated financial statements have been prepared following the same accounting policies used in the preparation of the audited financial statements of the Company for the year ended January 31, 2021, with the exception of policies outlined below:

(a) Adoption of IFRS 16 – Leases

IFRS 16 introduced a single, on-balance sheet accounting model for leases. The Company, as a lessee, has recognized right-of use assets representing its rights to use the underlying assets and lease liabilities representing its obligation to make lease payments.

The Company recognized a right-of-use asset and a lease liability at the lease commencement date of June 15, 2021. The right-of-use asset is initially measured at cost, and subsequently at cost less any accumulated depreciation or impairment losses and adjusted for certain re-measurements of the lease liability. The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. The Company primarily uses its incremental borrowing rate as the discount rate. The weighted average discount rate used was 10.5% at the time of adoption June 15, 2021. The lease liability is subsequently increased by the interest cost on the lease liability and decreased by lease payments made. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, a change in the estimate of the amount expected to be payable under a residual value guarantee, or as appropriate, changes in the assessment of whether a purchase or extension option is reasonably certain to be exercised or a termination option is reasonably certain not to be exercised.

The Company has furthermore applied judgment to determine the applicable discount rate. The discount rate is based on the Company's incremental borrowing rate and reflects the current market assessments of the time value of money and the associated risks for which the estimates of future cash flows have not been adjusted for.

(b) Digital currencies

The Company's digital currencies are comprised of cryptocurrencies which are limited in supply, created and traded through open-source software and used as both a means of exchange and a store of value. Cryptocurrencies meet the definition of intangible assets in IAS 38 Intangible Assets as they are identifiable non-monetary assets without physical substance. On the date acquired, cryptocurrencies are initially recorded at cost and the revaluation method is used to measure the cryptocurrencies subsequently. Under the revaluation method, increases in fair value are recorded in other comprehensive income, while decreases are recorded in profit or loss. There is no recycling of gains from other comprehensive income to profit or loss. However, to the extent that an increase in fair value reverses a previous decrease in fair value that has been recorded in profit or loss, that increase is recorded in profit or loss. The cryptocurrencies are recorded on the statement of financial position at their fair value at the time of acquisition, which is determined using CoinMarketCap, an online coin price aggregator. The cryptocurrencies are subsequently re-measured at the end of each financial reporting period using CoinMarketCap's rate as at the period end date.

(c) Restricted share units

The Company issues restricted share unit ("RSU") awards from time to time to directors, employees and consultants. RSU entitles the recipients to receive one common share of the Company on vesting. The fair value of RSU were determined by the Company's share price on the date of the award and recorded as part of share based compensation in the statements of loss and comprehensive loss for the period.

(d) Financial instruments

Financial assets and financial liabilities, note payable and derivatives, are recognized on the condensed interim consolidated statement of financial position when the Company becomes party to the financial instrument or derivative contract.

i) *Digital currencies risk*

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. The profitability of the Company is directly related to the current and future market price of digital assets. In addition, the Company may not be able liquidate its digital currency at its desired price if required. 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 very volatile. Historical performance of digital assets is not indicative of their future price performance.

The following table summarized those assets and liabilities that are included at their fair value in the Company's financial statements of financial position. These asset and liabilities have been categorized into hierarchical levels, according to the significance of the inputs used in determining fair value measurements.

		Fair Value Hierarchy			
Financial Instrument	**Classification**	**Level 1**	**Level 2**	**Level 3**	**Total**
Financial assets					
Cash and cash equivalents	FVTPL	7,026,935	-	-	7,026,935
Investments	FVTPL	2,727	-	7,422,688	7,425,415

(e) Revenue from subscription fees

Revenue recognition policy

During the nine months ended October 31, 2021, the Company derives its revenues from providing consulting fees to its clients and assisting clients to raise capital financing, and subscription fees from clients using the Company's Cyptohawk.ai predictive cryptocurrency application.

Subscription fees are earned as software-as-a-service (SaaS) when online subscribers register and pay for monthly subscription to the Company's recently launched CryptoHawk.ai price predictor indicator software. SaaS allows a client access to the Company's software on the platform hosted by a third party without taking possession of the software. The Company's subscription service contracts do not provide for refunds or any other rights of return to merchants in the event of cancellations.

During the nine months ended October 31, 2021, SaaS was offered either on a month to month basis or an annual subscription. Where fees are fixed for the term, revenue is recognized ratably over the term commencing when the customer has the right to access the platform.

(f) Development costs

Development costs consist of costs incurred to develop the app to earn revenue with respect to the Company's business operations. Development costs are capitalized in accordance with IAS 38, *Intangible Assets*, and accordingly are recognized when the Company can demonstrate (i) the technical feasibility of the asset, (ii) the intention to complete and use or sell the asset, (iii) the ability to use or sell the asset, (iv) how the intangible asset will generate probable future economic benefits, (v) the availability of adequate technical, financial and other resources to complete the app and to use or sell the asset, and (vi) ability to reliably measure the expenditure attributable to the asset during its development. Costs that do not meet these criteria are considered research costs and are expensed as incurred.

Intangible assets are carried at cost less any accumulated amortization and any accumulated impairment losses, if any. Software and platform development costs are intangible assets with a finite useful life, and accordingly are amortized over the assets' estimated useful life commencing when the asset was available for use, being when it is in the condition necessary for it to be capable of operating in the manner intended by management.

Software development costs are amortized on a straight-line basis over 5 years.

When a project is deemed to no longer have commercially viable prospects to the Company, development expenditures in respect of that project are deemed to be impaired. As a result, those development costs, in excess of estimated recoveries, are written off to the statement of comprehensive loss.

(g) New standards and interpretations

New standards not yet adopted and interpretations issued but not yet effective

At the date of authorization of these condensed interim consolidated Financial Statements, the IASB and the IFRS Interpretations Committee have issued certain new and revised Standards and Interpretations which are not yet effective. Many are not applicable or do not have a significant impact to the Company and have been excluded from these condensed interim consolidated financial statements. The Company has not early adopted and is currently assessing what impact the application of these standards or amendments will have on the condensed interim consolidated financial statements of the Company.

(Expressed in Canadian Dollars)

4. ACQUISITIONS

DataNavee

On September 18, 2020, the Company acquired DataNavee Corporation. Pursuant to the terms of the share purchase and exchange agreement, the Company issued the shareholders of DataNavee (the "Vendors") 55,000,000 common shares (the "Consideration Shares") in exchange for 100% of the issued and outstanding shares of DataNavee. Accordingly, DataNavee is now a wholly owned subsidiary of the Company. The Consideration Shares are subject to contractual hold periods resulting in them being transferable in four tranches including 25% immediately, 25% four months after today's date, 25% eight months after today's date, and 25% twelve months after today's date.

Since DataNavee did not meet the definition of a business under *IFRS 3 – Business Combinations*, the acquisition was accounted for as a purchase of DataNavee's assets. The consideration paid was determined as equity-settled share-based payments under IFRS 2, at the fair value of the equity of the Company issued to the shareholders of DataNavee on the date of closing as noted above. IFRS 2 requires the shares issued for the acquisition of the net assets of DataNavee to be measured at the fair value of the net assets, unless the fair value cannot be reliably estimated.

The following represent the final fair value allocation to identifiable net assets acquired at January 31, 2021.

		Total
Accounts receivable		6
Other receivables		630
Developed software technology		3,051,394
Accounts payable and accrued liabilities		(27,030)
	$	**3,025,000**

Fair value of consideration paid:		
Common Shares		3,025,000
	$	3,025,000

Darwin Ecosystem

On November 13, 2020, the Company announced that it has signed a Definitive Letter of Intent (the "LOI") with NELI International Incorporated ("NELI") to acquire, by way of private sale to acquire, substantially all of the assets of Darwin Ecosystem, based in Texas, USA. On December 21, 2020, the Company announced it has executed the final asset purchase agreement with NELI. Pursuant to the Asset Purchase, the Company has acquired substantially all of the assets of Darwin Ecosystem, based in Texas, USA (the "Assets") by way of the issuance of units of the Company valued at the time of the LOI at $300,000. The purchase price of the Assets was satisfied through the issuance of units of the Company (the "Units") at a price of $0.17 per Unit on the date of close on the transaction. Each Unit consists of one common share of the Company and one common share purchase warrant, exercisable for a period of two years from the date of issuance at a price of $0.075 per share. The Units will be placed in escrow, then 50% of the Units will be released four months and one day from the date hereof (the "Closing Date"), 25% released eight months from the Closing Date and the remaining 25% released 12 months from the Closing Date. In addition, the Company issued 5,000,000 Warrants with an exercise price of $0.075 and an expiry date of December 18, 2022, to an arm's length consultant.

Since Darwin Ecosystem did not meet the definition of a business under *IFRS 3 – Business Combinations*, the acquisition was accounted for as a purchase of Darwin's assets. The consideration paid was determined as equity-settled share-based payments under IFRS 2, at the fair value of the equity of the Company issued to NELI on the date of closing as noted above. IFRS 2 requires the shares issued for the acquisition of the net assets of Darwin to be measured at the fair value of the net assets, unless the fair value cannot be reliably estimated.

(Expressed in Canadian Dollars)

The following represent the preliminary fair value allocation to identifiable net assets acquired at January 31, 2021. Remeasurement may be made up to the finalization of the purchase price allocation which cannot be later than December 18, 2021 (one year after the transaction per IFRS 3.45):

		Total
Developed software technology (Patentable)	$	980,883
	$	**980,883**
Fair value of consideration paid:		
Common Shares		825,000
Warrants		155,883
	$	980,883

Delphi Crypto

On May 13, 2021, the Company acquired from Delphi Analytics proprietary developed algorithms and indices, known as Artificial Intelligence Confidence Indices ("AiCi") that complement the Company's existing software, CryptoHawk.ai for US$300,000, payable in 12 monthly installments and the issuance of 200,000 in stock options to acquire shares of the Company.

Since the Delphi Crypto acquisition did not meet the definition of a business under *IFRS 3 – Business Combinations*, the acquisition was accounted for as a purchase of assets. The consideration paid in stock options was determined as equity-settled share-based payments under IFRS 2, at the fair value of the stock options using Black-Scholes option pricing model issued to Delphi Analytics on the date of closing as noted above. IFRS 2 requires the stock options issued for the acquisition of the net assets of Delphi to be measured at the fair value of the net assets, unless the fair value cannot be reliably estimated.

The following represent the preliminary fair value allocation to identifiable net assets acquired at October 31, 2021. Remeasurement may be made up to the finalization of the purchase price allocation which cannot be later than May 13, 2022 (one year after the transaction per IFRS 3.45):

		USD		CAD
Developed software technology			$	392,586
			$	**392,586**
Fair value of consideration paid:				
Cash	$	300,000		364,500
200,000 Options				28,086
			$	392,586

(Expressed in Canadian Dollars)

5. CAPITAL MANAGEMENT

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the development of its planned business activities. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. In order to carry out the planned business activities and pay for administrative costs, the Company will spend its existing working capital and raise additional funds as needed. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

The Company's subsidiary, DigiMax Capital Corp., must maintain an excess minimum capital requirement, as defined by National Instrument 31-103, of not less than $50,000 plus their financial institutional bond policy deductible ($5,000), any other margin requirements as applicable, in order to maintain its status as an exempt market dealer. As at October 31, 2021, the Company was in compliance with its regulatory capital requirements. The Company is not subject to other externally imposed capital requirements.

The Company considers its capital to be shareholders' equity (deficiency), which is comprised of share capital, reserves, and accumulated deficit.

The Company's objective when managing capital is to obtain adequate levels of funding to support its business activities, to obtain corporate and administrative functions necessary to support organizational functioning and obtain sufficient funding to further the development of its business. The Company raises capital, as necessary, to meet its needs and take advantage of perceived opportunities and, therefore, does not have a numeric target for its capital structure. Funds are primarily secured through equity capital raised by way of private placements and issuance of convertible debentures. There can be no assurance that the Company will be able to continue raising equity capital in this manner.

6. INVESTMENTS

	Publicly Traded Securities	Kirobo Investment	CryptoHawk Growth Fund	Warrants	Total
Balance at January 31, 2021	$ 10,025	$ -	$ -	$ 184,978	$ 195,003
Additions		6,313,016	1,171,145		7,484,161
Revaluation	(7,298)	(39,513)	(76,857)	(130,081)	(253,749)
Balance at October 31, 2021	$ 2,727	$ 6,273,503	$ 1,094,288	$ 54,897	$ 7,425,415

The Company is paid cash fees as well as in broker warrants in connection with certain services performed. The warrants received by the Company are measured at their fair value using Black-Scholes valuation consistent with the underlying reporting issuers.

At October 31, 2021, the Company also had equity investments with a fair value of $2,727. This includes an unrealized mark to market decline on the common shares held of $7,298 from the year ended January 31, 2021. At January 31, 2021, the equity investments had a fair value of $10,025.

(Expressed in Canadian Dollars)

On May 3, 2021, the Company completed its strategic investment of $6,313,016 (US$5,000,000) of Kirobo Ltd. ("Kirobo") a cryptocurrency solutions developer. In exchange the Company received 22,104,332 shares at a share price of US$0.2262 per common share for 15% of Kirobo. Tel Aviv based Kirobo is a blockchain technology company that provides state-of-the-art tools to crypto users and companies, helping them gain better control of their funds. The Company has determined that it does not hold significant influence or control of Kirobo as defined under IAS 28. The Company therefore has designated this investment as a portfolio investment and measures it at fair value through profit or loss ("FVTPL") as defined under IFRS 9. For private companies like Kirobo, the Company determines fair value using valuation methodology such as discounted cash flow, loan to value, recent material transactions in the investment, and comparable company analysis. At October 31, 2021, the Company's carrying value of its investment approximates its fair value. The Company incurred acquisition costs of $82,016 (US$65,813) in connection with its investment in Kirobo.

On September 2, 2021, the Company seed funded its CryptoHawk Growth Fund with $1,257,810 (US$1,000,000) to demonstrate the Company's AI technology. The Company has designated this investment as a portfolio investment and measures it at FVTPL. At October 31, 2021, the Company had an unrealized loss on the net asset value of the units held in the fund of $163,522.

For the nine months ended October 31, 2021, the value of the unexercised share warrants was $54,897, a decrease of $130,081, since the year ended January 31, 2021. At January 31, 2021, the value of the unexercised share warrants was $184,978, which includes an unrealized appreciation on the warrants of $112,991.

7. DIGITAL CURRENCIES

The Company holds digital currencies as investments as follows:

	$	Bitcoin	USDT	Ethereum	Kirobo Coins
Balance at January 31, 2021	$ -	-	-	-	-
Digital currencies purchased for the period	51,169,698	431.04	1,478,914	5,634.70	6,250,000
Traded for cash for the period	(49,507,730)	(421.09) -	1,280,546	(5,560.24)	-
Gain on sale of digital currencies	105,954	-	-	-	-
Revaluation of digital currencies	1,877,445	-	-	-	-
Balance at October 31, 2021	**$ 3,645,366**	**9.95**	**198,368**	**74.46**	**6,250,000**

	$	Bitcoin	USDT	Ethereum	Kirobo Coins
Current	$ 1,153,526	9.95	198,368	74.46	-
Non-current	$ 2,491,840	-	-	-	6,250,000

i) During the nine months ended October 31, 2021, the Company purchased 431.04 Bitcoin, 1,478,914 USDT, 5,634.70 Ethereum and 6,250,000 in Kirobo coins valued at $51,169,698. The Kirobo coins have resale restrictions that prevent the Company from selling any of them prior to December 15, 2021. All resale restrictions are removed within one year of the acquisition date of June 15, 2021.

ii) During the nine months ended October 31, 2021, the Company exchanged digital currencies for cash as follows: 421.09 Bitcoins, 1,280,546 USDT, and 5,560.24 Ethereum for with a value of $49,507,730. The gain on the sale of these digital currencies was $105,954.

iii) Digital currencies held are revalued each reporting period based on the fair market value of the price of the digital currencies on the reporting date. As at October 31, 2021, a revaluation gain of $1,877,445 was recorded to other comprehensive income.

(Expressed in Canadian Dollars)

8. INTANGIBLE ASSETS

	Development Costs	DataNavee	Darwin	Delphi	Total
Balance at February 1, 2020	$ -	$ -	$ -	$ -	$ -
Acquisition of developed technology (patentable)	-	-	980,883		980,883
Acquisition of developed software technology	-	3,051,394	-		3,051,394
Less: Amortization expense	-	(225,720)	(19,890)		(245,610)
Balance at January 31, 2021	**-**	**2,825,674**	**960,993**	**-**	**3,786,667**
Balance at February 1, 2021	-	2,825,674	960,993	-	3,786,667
Acquisition of developed software technology	-	-	-	392,586	392,586
Development costs	263,716	316,716	-	-	580,432
Less: Amortization expense	(18,169)	(490,328)	(167,932)	(39,258)	(676,429)
Balance at October 31, 2021	**$ 245,547**	**$ 2,652,062**	**$ 793,061**	**$ 353,328**	**$ 4,083,256**

As at October 31, 2021, the Company had $4,083,256 in intangible assets. This includes development costs capitalized in relation to development of DataNavee PPI application and the Company's CryptoHawk application of $580,432 before amortization. and $392,586 before amortization in connection with the developed software technology acquired in the Delphi Crypto acquisition (see Note 4).

As at January 31, 2021, the Company had $3,786,667 in intangible assets in connection with the DataNavee and Darwin acquisitions (see note 4).

The Company plans to amortize intangible assets over 5 years and recorded $676,429 in amortization over the nine months ended October 31, 2021.

9. RIGHT OF USE ASSET AND LEASE LIABILITY

During the nine months ended October 31, 2021, the Company entered into a sub-lease of office space and adopted IFRS 16 which resulted in the recording of a right-of-use asset and associated lease liability. The lease liability was measured at the present value of lease payments and discounted using the Company's incremental borrowing rate of 10.5%. Below is a summary of the right-of-use asset an associated lease liability.

	Right-of-use asset	lease Liability
Balance at February 1, 2021	$ -	$ -
Additions	128,955	113,167
Interest	-	15,788
Repayments	-	(16,734)
Amortization	(20,799)	-
Balance at October 31, 2021	**$ 108,156**	**$ 112,221**
Current	-	40,183
Non-current	108,156	72,038

(Expressed in Canadian Dollars)

Undiscounted cash flows		
Less than one year	$	57,630
One to five years		72,038
Total undiscounted lease liability at October 31, 2021	**$**	**129,668**

The sub-lease expires December 31, 2023, with no option for renewal.

10. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Continuing Operations:

		October 31, 2021		January 31, 2021
Accounts payable	$	89,405	$	125,203
Accrued Liabilities		41,030		55,701
	$	**130,435**	**$**	**180,904**

Liabilities held for sale:

		October 31, 2021		January 31, 2021
Accrued Liabilities	$	-	$	7,500
	$	**-**	**$**	**7,500**

Accounts payable of the Company principally comprise of amounts outstanding for trade purchases relating to regular business activities and amounts payable for financing activities. The usual credit period taken for purchases is between 30 to 90 days.

11. CONVERTIBLE DEBENTURE

On September 29, 2018, the Company issued convertible debentures (the “September 2018 Debentures”) in the amount of $484,500. The holders of the September 2018 Debentures were granted a first-position General Security Arrangement over the assets of the Company and its subsidiaries. The September 2018 Debentures carry a 10% simple interest coupon payable in cash at the end of each calendar quarter and the Company may force the conversion of the September 2018 Debentures to common equity if the Company’s shares are listed on the CSE and close above $0.20 per share for more than 20 consecutive trading days. The conversion price will be the lower of $0.075 per share, or 75% of the lowest price any common shares are issued by the Company subsequent to the closing of this September 2018 Debentures issuance. Upon conversion, the September 2018 Debentures holders will also receive a warrant for ½ of one common share for each converted common share at a strike price equal to 1.5 times the conversion price and such warrants will have a term of 2 years following the date of conversion. The September 2018 Debentures mature September 28, 2021.

On February 8, 2019, the Company completed a secured convertible debenture (the "February 2019 Debentures") financing for $550,000, incurring issuance costs of $85,006, for net proceeds of $464,994. Each February 2019 Debentures bears interest at a rate of 10% per annum, which is payable in cash to the holders thereof on the last date of each calendar quarter for a period of three years from the date of issue or the date the February 2019 Debentures are converted. The February 2019 Debentures are convertible at the option of the holder into common shares (the "Common Shares"), at a conversion price that is the lesser of (i) $0.20, or (ii) 75% of the lowest price offered in a private placement of the Company's common shares (the "Conversion Price") while such February 2019 Debentures remain outstanding.

On February 28, 2019, the Company issued amended secured convertible debentures to the holders of the September 2018 Debentures such that the terms of the September 2018 Debentures have been amended to mirror the terms of the above February 2019 Debentures.

(Expressed in Canadian Dollars)

During November 2020, the convertible debentures were converted into Common Shares of the Company at $0.05 per Unit. Each Unit comprised of one common share and warrant with an exercise price of $0.05 for a period of two years.

The following is a summary of the convertible debenture liability:

Balance January 31, 2019	**$**	**380,140**
Issuance of debentures		550,000
Issuance costs		(85,007)
Derivative liability component		(498,666)
Accretion expense		87,872
Balance January 31, 2020		**434,339**
Derivative liability component		149,670
Accretion expense		213,953
Conversion of debenture into Common Shares		(797,962)
Balance January 31, 2021	**$**	-

The Debentures are classified as a financial liability recorded at amortized cost, with the exception of the portion relating to the conversion feature, resulting in the carrying value of the debentures being less than the face value.

Derivative Liability

The conversion feature meets the definition of a derivative liability instrument because the conversion rate is variable and therefore does not meet the "fixed-for-fixed" criteria outlined under IFRS. As a result, the conversion feature is required to be recorded as a derivative liability recorded at fair value and marked-to-market each period with the changes in fair value each period recorded in profit or loss.

Balance January 31, 2020	**$**	**168,070**
Derivative liability component derecognized on conversion		(149,670)
Change in fair value		157,465
Balance January 31, 2021		**175,865**
Change in fair value		(175,865)
Balance October 31, 2021	**$**	-

The derivative liability of the September 2018 Debentures was valued at $64,600 on the issuance date. As at January 31, 2021, and October 31, 2021, the derivative liability had a value of $nil (January 31, 2021 - $nil). The derivative liability was valued as at January 31, 2020, April 30, 2020, October 31, 2020, and October 31, 2020, using the Black-Scholes model with the following assumptions:

	January 31, 2021	**October 31, 2020**	**July 31, 2020**	**April 30, 2020**	**January 31, 2020**
Annualized Volatility	194.00%	165.00%	165.00%	165.00%	165.00%
Risk free interest rate	1.43%	1.40%	1.40%	1.40%	1.40%
Dividend yield	0.00%	0.00%	0.00%	0.00%	0.00%
Expected life of the warrants	0.23 years	0.91 years	1.16 years	1.41 years	1.66 years

The derivative liability of the February 2019 Debentures was valued at $498,666 on the issuance date. As at January 31, 2021, and October 31, 2021, the derivative liability had a value of $nil (January 31, 2020 - $nil). The derivative liability was valued as at February 8, 2019, January 31, 2020, April 30, 2020, July 31, 2020, and October 31, 2020, using the Black-Scholes model with the following assumptions:

(Expressed in Canadian Dollars)

	January 31, 2021	**October 31, 2020**	**July 31, 2020**	**April 30, 2020**	**January 31, 2020**
Annualized Volatility	194.00%	165.00%	165.00%	165.00%	165.00%
Risk free interest rate	1.43%	1.40%	1.40%	1.40%	1.40%
Dividend yield	0.00%	0.00%	0.00%	0.00%	0.00%
Expected life of the warrants	0.23 years	1.27 years	1.53 years	1.78 years	2.02 years

The warrants issued in connection with the February 2019 Debentures (see note 10 (ii)), were also considered a derivative liability because they do not meet the “fixed for fixed” criteria. The warrants expired during the nine months ended October 31, 2021, and therefore the value of the derivative warrant liability had a $nil value at October 31, 2021 (January 31, 2020 - $175,865).

12. SHARE CAPITAL

The Company is authorized to issue an unlimited number of common shares without par value.

As at October 31, 2021, there are 270,065,013 (January 31, 2021 – 188,791,365) shares outstanding.

(i) On September 1, 2020, the Company issued 385,458 common shares to debenture holders in accordance with an agreement to defer debenture interest payments without triggering penalties under the debenture agreements.

(ii) On September 9, 2020, the Company closed the first tranche of a private placement for gross proceeds of $440,000 from the issuance of 8,800,000 units. The subscription price per unit was $0.05 and each unit (“Unit”) consisted of one common share of the Company and one common share purchase warrant, with each warrant exercisable at $0.05 per share for 24 months following closing. The warrants were valued at $207,562 using the Black-Scholes pricing model using the following assumptions: risk free rate of return 0.27% and an annualized volatility 248%. In connection with the private placement the Company paid finders fees of $35,200 in cash and 8% broker warrants exercisable for 704,000 common shares of the Company exercisable at $0.05 per share for 24 months following closing. The broker warrants were value at $16,605.

On September 30, 2020, the Company closed the second tranche of a private placement for gross proceeds of $765,000 from the issuance of 15,300,000 Units. The warrants were valued at $362,075. In connection with the private placement the Company paid finders fees of $41,200 in cash and 8% broker warrants exercisable for 648,000 common shares of the Company exercisable at $0.05 per share for 24 months following closing. The broker warrants were value at $15,335.

On October 28, 2020, the Company closed the final tranche of a private placement for gross proceeds of $140,000 from the issuance of 2,800,000 Units. The warrants were valued at $66,262. In connection with the private placement the Company paid finders fees of $7,200 in cash and 8% broker warrants exercisable for 144,000 common shares of the Company exercisable at $0.05 per share for 24 months following closing. The broker warrants were value at $3,408.

Other issue costs totalled $6,018.

(iii) On September 18, 2020, the Company issued 55,000,000 common shares in connection with the acquisition of DataNavee (see note 4).

(iv) On September 30, 2020, the Company issued 2,825,000 common shares to settle debt of $141,250 to various non-related parties.

(v) On November 13, 2020, the Company issued 5,000,00 common shares to acquire the Darwin assets (see note 4) at $0.06 per common share.

(Expressed in Canadian Dollars)

(vi) From November 12 to January 27, 2021, the Company converted the convertible debentures (see note 9) by issuing 20,840,000 common shares and 10,345,000 warrants with an exercise price of $0.05 per warrant with a two-year expiry.

(vii) On February 26, 2021, the Company completed a non-brokered private placement offering for gross proceeds of $5,103,299. The Company issued 14,580,855 Units at a price of $0.35 per Unit. The Unit comprised of a common share and warrant. The warrant has an exercise price of $0.365 per warrant for a period of two years. In connection with this offering the Company paid a finder fee of 8% of the gross proceeds and issued finder warrants of 8% of the units sold. The Company also issued a further 2,000,000 warrants to an arm's length consultant, as consideration of a capital market advisory fee. Each warrant is exercisable into one common share at a price of $0.39 per share for a period of two years.

(viii) On March 19, 2021, the Company completed a non-brokered private placement offering for gross proceeds of $13,227,800. The Company issued 37,793,715 Units at a price of $0.35 per Unit. The Unit comprised of a common share and warrant. The warrant has an exercise price of $0.365 per warrant for a period of three and half years. In connection with this offering the Company paid a finder fee of 8% of the gross proceeds and issued finder warrants of 8% for a total of 3,023,497 warrants with an exercise price of $0.4375 per warrant for a period of three and half years.

(ix) During the nine months ended October 31, 2021, the Company issued 996,078 in common shares to settle debt of $296,500 to various non-related parties.

13. WARRANTS

Share purchase warrant transactions for the nine months ended October 31, 2021, and the year ended January 31, 2021, are as follows:

	Number of Warrants	Weighted Average Exercise Price	Fair Value
Balance outstanding, February 1, 2020	**7,911,250**	**$ 0.110**	**$ 56,400**
Warrants expired(i)	(5,325,000)	(0.200)	-
Warrants issued(iii)	48,637,000	0.060	1,116,391
Warrants exercised	(12,050,000)	(0.050)	(238,941)
Balance outstanding, January 31, 2021	**39,173,250**	**0.060**	**933,850**
Warrants expired(ii)	(2,586,250)	(0.110)	-
Warrants issued(iii)	58,370,249	0.369	9,914,485
Warrants exercised	(21,003,000)	(0.050)	(507,053)
Balance outstanding, October 31, 2021	**73,954,249**	**$ 0.305**	**10,341,282**

i. Pursuant to the issuance of 10,650,000 units, the Company issued 5,325,000 common share purchase warrants. Each whole warrant is exercisable at a price of $0.20 per share and expire on the earlier of (i) March 29, 2020, or (ii) 30 days following the date that a notice is delivered from the Company to the holder of the warrant that the shares have traded on a stock exchange for 10 consecutive days at a closing price in excess of $0.40 per share.

ii. On February 8, 2019, the Company issued to the holders of the February 2019 Debentures (Note 9) and the September 2018 Debentures (Note 11) 2,586,250 common share purchase warrants. These warrants are exercisable for a period of two years from issuance into common shares at an exercise price equal to the lowest of (i) $0.30, (ii) the product of the conversion price (lesser: of (i) $0.20; or (ii) 75% of the lowest price offered in a private placement of common shares subsequent to debentures being issued) multiplied by 1.5, and (iii) the exercise price of common share purchase warrants issued by the Company prior to the expiration of the warrants for each warrant exercised. These warrants expired February 8, 2021.

(Expressed in Canadian Dollars)

iii. See note 12 in connection with warrants issued in connection with private placements and convertible debentures.

The following table reflects the actual warrants outstanding and exercisable as of October 31, 2021:

	Nine Months ended October 31, 2021	Fiscal January 31, 2021	Fiscal January 31, 2020
Average exercise price ($)	$0.35-0.44	$0.05-0.15	$ 0.11
Fair value of the award	$ 9,912,863	$ 1,332,107	$ 56,400
Risk free interest rate	0.23%-0.53%	0.24%-0.26%	2.00%
Expected dividend yield	0.00%	0.00%	0.00%
Expected volatility	233%-258%	250%-259%	100%
Expected life of the warrants	2 years	2 years	2 years

14. STOCK OPTIONS AND RESTRICTED SHARE UNITS

The Company has a Share Option Plan (the "Plan") under which it is authorized to grant options and restricted share units to purchase common shares of the Company to directors, senior officers, employees and/or consultants of the Company. The aggregate number of shares of the Company which may be issued and sold under the Plan will not exceed 10% of the total number of common shares issued and outstanding from time to time. Share options are granted with a maximum term of ten years with vesting requirements at the discretion of the Board of Directors.

Company records a charge to the statement of loss and comprehensive loss using the Black-Scholes fair valuation option pricing model with respect to a share option grant. The valuation is dependent on a number of estimates, including the risk-free interest rate, the level of share volatility, together with an estimate of the level of forfeiture. The level of share volatility is calculated with reference to the historic traded daily closing share price at the date of issue. Option pricing models require the input of highly subjective assumptions including the expected price volatility. Changes in the subjective input assumptions can materially affect the fair value estimate, and therefore the existing models do not necessarily provide a reliable measure of the fair value of the Company's share purchase options.

	Stock Options	Weighted Average Exercise Price
Options outstanding, February 1, 2020	**3,300,000**	**$ 0.100**
Issued	13,900,000	0.080
Exercised	(6,200,000)	(0.060)
Forfeited	(350,000)	(0.100)
Options outstanding, January 31, 2021	**10,650,000**	**$ 0.100**
Issued	15,350,000	0.285
Exercised	(4,700,000)	(0.096)
Forfeited	(100,000)	(0.050)
Options outstanding, October 31, 2021	**21,200,000**	**$ 0.235**
Exercisable options	17,062,500	$ 0.236

(Expressed in Canadian Dollars)

	Nine months ended October 31, 2021	**Fiscal January 31, 2021**	**Fiscal January 31, 2020**
Number of options granted	15,350,000	13,900,000	3,300,000
Exercise price (CAD$)	$0.10 to $0.39	$0.05 to $0.15	$ 0.100
Risk free interest rate	0.20%-0.82%	0.22%-0.27%	1.36%
Expected dividend yield	0.00%	0.00%	0.00%
Expected volatility	167%-262%	232%-260%	232%
Expected life of the options	2 years	2 years	2 years

The following table reflects the actual stock options outstanding as of October 31, 2021:

Option price (CAD$)	**Options Outstanding**	**Weighted Average Exercise Price**	**Weighted Ang Remaining Contractual Life (Yrs.)**	**Options Exercisable**
At $0.05	1,750,000	$ 0.050	0.52	1,750,000
At $0.08	1,050,000	$ 0.080	1.34	787,500
At $0.10	650,000	$ 0.100	0.52	650,000
At $0.12	125,000	$ 0.120	1.98	-
At $0.15	2,500,000	$ 0.150	1.50	2,125,000
At $0.17	250,000	$ 0.170	1.87	250,000
At $0.18	100,000	$ 0.180	1.99	100,000
At $0.20	1,700,000	$ 0.200	1.83	1,012,500
At $0.24	4,300,000	$ 0.240	1.52	2,550,000
At $0.25	3,325,000	$ 0.250	1.59	2,887,500
At $0.28	200,000	$ 0.280	1.59	200,000
At $0.30	50,000	$ 0.300	1.70	50,000
At $0.31	200,000	$ 0.310	1.53	200,000
At $0.39	5,000,000	$ 0.390	1.58	4,500,000

Vesting Schedule	
Immediate	17,062,500
1 year	4,137,500

(Expressed in Canadian Dollars)

Restricted share units

During the nine months ended October 31, 2021, the Company issued 2,400,000 RSU under the equity incentive plan. Each RSU entitles the recipients to receive one common share of the Company on vesting. The RSUs vested 50% on grant date and 50% after nine months on November 1, 2021. All other terms and conditions of the RSUs are in accordance with the Company's equity incentive plan. The fair value of RSU were determined by the Company's share price on the date of the award.

Below is a summary of the status of the RSUs at October 31, 2021.

	RSUs	Weighted Average Exercise Price
RSUs outstanding, February 1, 2020, January 31, 2021	-	$ -
Issued	2,400,000	0.230
Vested	(1,200,000)	(0.230)
Forfeited	-	-
RSUs outstanding, October 31, 2021	**1,200,000**	**$ 0.230**

The following table reflects the actual restricted share units outstanding as of October 31, 2021:

RSU price (CAD$)	RSUs Outstanding	Weighted Average Exercise Price	Weighted Ang Remaining Contractual Life (Yrs.)	RSUs Exerciseable
At $0.23	1,200,000	$ 0.230	0.50	-

15. RELATED PARTY TRANSACTIONS AND KEY MANAGEMENT COMPENSATION

Key management salaries

Key management includes members of the board of directors, the Chief Executive Officer and the Chief Financial Officer. The aggregate value of transactions relating to key management personnel and entities over which they have control or significant influence were as follows for the three and nine months ended October 31, 2021, and 2020:

i) During the three and nine months ended October 31, 2021, $64,793 and $185,860 respectively (three and nine months ended October 31, 2020 - $3,544 and $73,871, respectively) was charged by the Chief Executive Officer for consulting fees.

ii) During the three and nine months ended October 31, 2021, $27,290 and $92,240 respectively (three and nine months ended October 31, 2020 -$9,000 and $27,000 to CFO Advantage Inc., respectively) was charged by PME Consulting Cda Ltd., and CFO Advantage Inc., Company owned by the Chief Financial Officer of the Company current and former, respectively, for fractional CFO consulting fees.

iii) During the three and nine months ended October 31, 2021, a director was paid consulting fees of $19,231 and $33,286, respectively (three and nine months ended October 31, 2020 - $47,534 and $118,270, respectively) for advisory work.

iv) During the three and nine months ended October 31, 2021, the Company awarded stock based compensation to directors and officers of $221,154 and $787,448, respectively (three and nine months ended October 31, 2020 – nil).

(Expressed in Canadian Dollars)

16. COMMITMENTS

The Company has no commitments as at October 31, 2021.

17. DISCONTINUED OPERATIONS

On April 19, 2021, the Company announced that it had entered into an agreement with the registered salespeople working for the Company to, subject to regulatory approval, acquire 100% of the shares of the Company's subsidiary Digimax Capital Corp, including the roughly $90,000 in cash reserves held by the Company. The Chief Executive Officer of the Company, Chris Carl, will not participate in this transaction and will not hold any shares post sale to registered salespeople. The new owners will issue a note secured by the shares of the Company for gross proceeds of $150,000. The new owners will fund the purchase of the shares of the Company from 15% of gross revenues of the Company going forward. To allow for a smooth transition, Chris Carl will remain as the interim Chief Compliance Officer ("CCO") of Digimax Capital Corp. until he is replaced by a new CCO.

Below represents the assets and liabilities held for sale:

Net Assets of discontinued operations held for sale as at October 31, 2021

		October 31, 2021
Assets		
Cash	$	90,000
HST and other receivables		-
Total assets	**$**	**90,000**
Liabilities		
Accounts payable and accrued liabilities		-
Income tax payable		12,396
		12,396
Net assets of discontinued operations held for sale	**$**	**77,604**

(Expressed in Canadian Dollars)

Results of discontinued operations are as follows for the three and nine months ended October 31, 2021, and comparative period ended October 31, 2020:

	Three months ended October 31, 2021	Three months ended October 31, 2020	Nine months ended October 31, 2021	Nine months ended October 31, 2020
Revenue				
Concession fees	$ 539,274	$ 155,574	$ 630,935	$ 177,599
Expenses				
Consulting fees	550,396	61,234	658,444	90,028
Professional fees	1,000	-	1,000	-
General and admin	240	940	1,461	940
Interest and bank charges	-	-	90	-
Net (loss) income from discontinued operations	**$ (12,362)**	**$ 93,400**	**$ (30,060)**	**$ 86,631**

Cash flows from discontinued operations are as follows for the nine months ended October 31, 2021, and the comparative period ended October 31, 2020:

For the nine months ended October 31,	**2021**	**2020**
Cash flows from Operating Activities		
Net Loss for the year	$ (30,060)	$ 86,631
Net change in non-cash working capital items:		
HST and other receivables	(238)	(1,164)
Accounts payable and accrued liabilities	(7,500)	(4,330)
Cash (used in)/provided from operating activities	**(37,798)**	**81,137**

18. COMPARATIVE FIGURES

Certain comparative figures have been reclassified to conform to the current year presentation.

19. SUBSEQUENT EVENTS

On December 29, 2021, the Company announced an investment of US$250,000 in Mada Analytics ("MADA") an Israeli company. The Company holds an unsecured convertible promissory note ("Promissory Note") in MADA bearing interest at 5% per annum. MADA is a SaaS company that creates economic value for renewable energy financing and energy trading. The Promissory Note has a term of 1 year and automatically converts into common shares of MADA at price per share equal to US$5 million. In addition, the Company acquired the rights for up to one year, pursuant to an option agreement with MADA and its shareholders ("Option Agreement"), to acquire 100% ownership of the outstanding shares of MADA. The Option agreement specifies certain operational milestones to be achieved by MADA. The milestones are i) MADA raising a minimum US$750,000 pursuant to one or more financings; ii) MADA entering into customer contracts to generate minimum revenues of € 1 million during the 2-year term of the contracts. The purchase price under the Option Agreement shall be either i) an enterprise value of US$5 million once the above milestones are achieved; ii) otherwise, not less than 80% of the valuation reached by an independent valuator or valuators selected by MADA and the Company. It's anticipated the purchase will be comprised of 25% cash and balance in common shares of the Company.