DIGIMAX GLOBAL INC.

UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED APRIL 30, 2022, AND 2021

(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., ("Digimax" or the "Company") as at and for the three ended April 30, 2022 (the "April 2022 Financial Statements") are the responsibility of the management and Board of Directors of the Company.

The April 2022 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, 2022. In preparing the April 2022 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 April 2022 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 April 2022 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 April 2022 Financial Statements; and (ii) the April 2022 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 April 2022 Financial Statements.

The Board of Directors is responsible for reviewing and approving the April 2022 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 April 2022 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 April 2022 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
June 29, 2022

NOTICE TO READER

The April 2022 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.

Unaudited Condensed Interim Consolidated Statements of Financial Position

As at April 30, 2022, and January 31, 2022

(Expressed in Canadian dollars)

			April 30, 2022		January 31, 2022
ASSETS					
Current Assets					
Cash and cash equivalents		$	3,934,901	$	5,342,266
HST and other receivables			109,674		69,335
Prepaid expenses			59,337		79,821
Investments	5		7,637,156		7,270,666
Digital currencies	6		597,507		1,828,834
			12,338,575		14,590,922
Non-current Assets					
Intangible assets	7		-		-
Right-of-use asset	8		83,197		95,677
			83,197		95,677
Total Assets		$	12,421,772	$	14,686,599
LIABILITIES					
Current Liabilities					
Accounts payable and accrued liabilities	9	$	111,884	$	531,508
Lease liability	8		51,259		49,936
Note payable			-		95,850
Deferred revenue			2,480		4,046
			165,623		681,340
Non-current Liabilities					
Lease liability	8		37,273		50,595
Total Liabilities			202,896		731,935
SHAREHOLDERS' EQUITY					
Share capital	10		19,578,960		19,578,960
Warrants reserve	11		10,317,590		10,317,590
Share based payments reserve	12		4,699,697		4,316,110
Accumulated deficit			(22,377,371)		(21,015,486)
Accumulated other comprehensive income			-		757,490
Total Shareholders' Equity			12,218,876		13,954,664
Total Liabilities and Shareholders' Equity		$	12,421,772	$	14,686,599

Nature of operations and going concern (Note 1)
Commitments (Note 15)
Subsequent events (Note 16)

Approved on behalf of the Board on June 29, 2022:

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

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

DIGIMAX GLOBAL INC.

Unaudited Condensed Interim Consolidated Statements of Loss and Comprehensive Loss
For the three months ended April 30, 2022, and 2021

(Expressed in Canadian dollars)

	Notes	2022	2021
Revenues			
Subscription fees		$ 24,505	$ 18,673
Total Revenues		**24,505**	**18,673**
Expenses			
Consulting fees	14	438,749	176,660
Professional fees		19,767	107,314
Investor relations		147,009	59,022
Business development		167,386	293,904
General and administration		79,969	25,006
Amortization expense	8	12,480	205,149
Share based compensation	12,14	383,587	2,017,986
Research expenses		52,500	-
Total Expenses		**(1,301,447)**	**(2,885,041)**
		(1,276,942)	**(2,866,368)**
Other income/(expenses)			
Interest, finance and accretion expense		(6,700)	(3,680)
Realized gain on sale of digitial currencies	6	28,880	-
Gain on revaluation of derivative liabilities		-	175,865
Foreign exchange loss		(72,517)	-
Interest earned on investments		4,668	5,525
Unrealized loss on investments	5	(39,274)	(47,372)
Net Loss from continuing operations		**(1,361,885)**	**(2,736,030)**
Loss from discontinued operations		-	(17,698)
Net loss before income tax expense		**(1,361,885)**	**(2,753,728)**
Income tax expense		-	-
Net loss for the period		**(1,361,885)**	**(2,753,728)**
Other comprehensive income			
Unrealized loss on digital currencies	6	(757,490)	-
Other comprehensive loss for the period		**(757,490)**	**-**
Comprehensive loss for the period		**(2,119,375)**	**(2,753,728)**
Weighted average shares outstanding			
- Basic and diluted, continuing operations		271,065,013	239,235,300
Loss per share from continuing operations - basic and diluted		$ (0.01)	$ (0.01)
Loss per share from discontinued operations - basic and diluted		$ -	$ (0.00)

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

DIGMAX GLOBAL INC.

Unaudited Condensed Interim Consolidated Statements of Cash Flows
For the three months ended April 30, 2022, and April 30, 2021

(Expressed in Canadian dollars)

	Notes	2022	2021
Cash Flows from Operating Activities			
Net loss for the period		$ (1,361,885)	$ (2,753,728)
Non-cash items:			
Net loss from discontinued operations for the period		-	17,698
Realized gain on digital currencies	6	(28,880)	-
Amortization expense	8	12,480	205,149
Unrealized loss on investments	5	39,274	47,372
Foreign exchange loss		(30,764)	-
Gain on revaluation of derivative liabilities		-	(175,865)
Shares issued for services		-	190,000
Share based compensation	12,14	383,587	2,017,986
		(986,188)	(451,388)
Net change in non-cash working capital items:			
HST and other receivables		(40,339)	(68,259)
Prepaid expense		20,484	83,583
Deferred revenue		(1,566)	-
Accounts payable and accrued liabilities		(419,624)	(58,415)
Cash used in continuing operations		(1,427,233)	(494,479)
Cash used in discontinued operations		-	(23,232)
Cash Flows used in operating activities		**(1,427,233)**	**(517,711)**
Cash Flows from Financing Activities			
Proceeds from issuance of units	10	-	18,331,099
Issuance costs	10	-	(1,591,894)
Proceeds from the exercise of warrants and options	11	-	1,442,157
Principal payments of lease liability	8	(11,999)	-
Cash Flows from/(used in) financing activities		**(11,999)**	**18,181,362**
Cash Flows from Investing Activities			
Purchase of investments	5	(375,000)	-
Acquisition of Delphi		(95,850)	
Development costs		-	(271,797)
Purchase of digital currencies	6	(5,681,839)	-
Sales of digital currencies	6	6,184,556	-
Cash flows from/(used in) investing activities		**31,867**	**(271,797)**
(Decrease)/ increase in cash		**(1,407,365)**	**17,391,854**
Cash, beginning of the year		5,342,266	1,151,674
Cash, end of the year		**$ 3,934,901**	**$ 18,543,528**

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

DIGMAX GLOBAL INC.

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

For the three months ended April 30, 2022, and January 31, 2022

(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, 2021	**188,791,365**	**$ 9,353,971**	**$ 75,000**	**$ 610,985**	**$ 933,850**	**$ (5,563,514)**	**$ -**	**$ 5,410,292**
Issuance of shares on private placement (Note 10 (i) (ii))	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 - warrants	-	(680,793)	-	-	680,793	-	-	-
Shares issued to settle debt (Note 10 (iii))	446,078	190,000	-	-	-	-	-	190,000
Exercise of warrants	19,871,000	1,435,475	(25,000)	-	(468,318)	-	-	942,157
Exercise of options	5,200,000	856,157	(50,000)	(306,157)	-	-	-	500,000
Share based payments	-	-	-	2,017,986	-	-	-	2,017,986
Net loss and comprehensive loss, continuing operations	-	-	-	-	-	(2,736,030)	-	(2,736,030)
Net earnings, discontinued operations	-	-	-	-	-	(17,698)	-	(17,698)
Balance, April 30, 2021	**266,683,013**	**$ 18,992,433**	**$ -**	**$ 2,322,814**	**$ 10,047,907**	**$ (8,317,242)**	**$ -**	**$ 23,045,912**
Shares issued to settle debt (Note 10 (iii))	550,000	106,500	-	-	-	-	-	106,500
Exercise of warrants (Note 11)	2,632,000	204,027	-	-	(62,427)	-	-	141,600
Shares issued on RSUs vested (Note 12)	1,200,000	276,000	-	(276,000)	-	-	-	-
Options issued on Delphi acquisition	-	-	-	28,086	-	-	-	28,086
Share based payments	-	-	-	2,241,210	332,110	-	-	2,573,320
Other comprehensive income	-	-	-	-	-	-	757,490	757,490
Net loss, continuing operations	-	-	-	-	-	(12,486,446)	-	(12,486,446)
Net loss, discontinued operations	-	-	-	-	-	(211,798)	-	(211,798)
Balance, January 31, 2022	**271,065,013**	**$ 19,578,960**	**$ -**	**$ 4,316,110**	**$ 10,317,590**	**$ (21,015,486)**	**$ 757,490**	**$ 13,954,664**
Share based payments	-	-	-	383,587	-	-	-	383,587
Other comprehensive income (Note 6)	-	-	-	-	-	-	(757,490)	(757,490)
Net loss, continuing operations	-	-	-	-	-	(1,361,885)	-	(1,361,885)
Balance, April 30, 2022	**271,065,013**	**$ 19,578,960**	**$ -**	**$ 4,699,697**	**$ 10,317,590**	**$ (22,377,371)**	**$ -**	**$ 12,218,876**

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

1. NATURE OF BUSINESS AND GOING CONCERN

Digimax Global 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 is 200 Cochrane Ave. Unit 1A, Markham, ON L3R 8E7.

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

Going Concern

As at April 30, 2022, the Company had working capital of $12,172,952 (January 31, 2022 – $13,909,582) had not yet achieved profitable operations, had accumulated losses of $22,377,371 (January 31, 2022 - $21,015,486), and currently expects to incur further losses in the development of its business.

The Company has $3,934,901 of cash at April 30, 2022, which provides the Company with sufficient working capital to fund the Company's planned next 12 months of operating activities. However, from time to time, the Company may pursue the raising of funds by an equity investment, debt borrowing or a combination of both. The Company has yet achieved positive cashflow from operations, therefore there is no assurance that the operations of the Company and any future operations will be successful and profitable. These conditions raise material uncertainties which casts significant doubt as to the use of the going concern assumption in these financial statements.

These unaudited condensed interim consolidated financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations as they come due. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but is not limited to, twelve months from the end of the reporting period. Management is aware, in making its assessment, of material uncertainties related to events or conditions that cast significant doubt upon the Company's ability to continue as a going concern.

These unaudited condensed interim consolidated financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary if the Company were unable to realize its assets and settle its liabilities as a going concern in the normal course of operations. Such adjustments could be material.

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, 2022, 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 June 29, 2022.

(b) Basis of measurement

These 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 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 Global BVI inc.	Cayman Islands	100%
Delphi Crypto AiCi	USA	100%

(d) Functional and presentation currency

All figures presented in the 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 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 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. 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.

xii. 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.

xiii. Determination of Cash-Generating Units ("CGU")

Management is required to use judgment in determining the grouping of assets to identify their CGUs for purpose of testing for impairment. Judgement is further required to determine appropriate groupings of CGUs for the level at which intangible assets and any other assets requiring testing for impairment are tested for impairment. CGUs are based on an assessment of the unit's ability to generate independent cash inflows. The determination of these CGU's was based on management's judgement in regard to several factors such as shared infrastructure, geographical proximity, and exposure to market risk and materiality.

xiv. 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

xv. Going Concern

The assessment of the Company's ability to continue as a going concern involves judgement regarding future funding available for its operations and working capital requirements as discussed in Note 1.

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, 2022.

(a) Financial instruments

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	3,934,901	-	-	3,934,901
Investments	FVTPL/Amortized cost	-	-	7,637,156	7,637,156
HST and other receivables	Amortized cost	-	-	109,674	109,674
Financial Liabilities					
Accounts payable and accrued liabilities	Amortized cost	-	-	111,884	111,884

(b) New standards and interpretations

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

At the date of authorization of these 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 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 consolidated financial statements of the Company.

4. 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 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.

(Expressed in Canadian Dollars)

5. INVESTMENTS

	Spetz Investment	MADA Private Investment	Kirobo Private Investments	CryptoHawk Fund	Total
Balance at February 1, 2022	$ -	$ 317,975	$ 6,443,207	$ 509,484	$ 7,270,666
Additions	375,000	-	-	-	375,000
Revaluation	-			(39,274)	(39,274)
Foreign exchange	-	1,825	36,980	(8,041)	30,764
Balance at April 30, 2022	$ 375,000	$ 319,800	$ 6,480,187	$ 462,169	$ 7,637,156

On April 25, 2022, the Company signed a non-binding memorandum of understanding ("MOU"), to acquire all of the issued and outstanding shares of Israel-based Spetz Tech Ltd. ("Spetz"), a technology company which has developed artificial intelligence ("AI") software to operate a revolutionary and fast-growing mobile application that connects members of the public to available, top-rated tradespeople, service providers and professionals in their area immediately or at any scheduled time. In consideration for all of the issued and outstanding shares of Spetz, DigiMax will issue 250 million common shares of the Company, which will amount to approximately 47% of the outstanding shares of the Company after the acquisition is complete (the "Transaction"). The number of shares is not contingent on the trading price of DigiMax shares.

The Convertible Loan

The Transaction will be completed in two phases, with the first phase consisting of a $750,000 unsecured loan to Spetz for general corporate purposes (the "Loan"), pursuant to a convertible loan agreement (the "CLA") which was advanced concurrently with the execution of the MOU. The Loan shall be convertible into shares of Spetz at the option of DigiMax at a conversion price of $0.16 per share, and if not converted, shall be repayable in cash after 15 months following the execution of the CLA. At April 30, 2022, the Company had advanced $375,000 in unsecured loan to Spetz in connection with the first phase noted above.

The Share Exchange Transaction

The second phase consists of the share exchange transaction, whereby DigiMax will issue common shares to the current shareholders of Spetz in return for all of the issued and outstanding shares of Spetz, resulting in former Spetz shareholders holding approximately 47% of the outstanding shares of DigiMax, calculated on an issued and outstanding basis. The second phase is anticipated to close on or before end of June 2022 subject to normal regulatory approvals in Canada and Israel. The proposed transaction is also subject to a number of other customary conditions, including the completion of final mutual due diligence investigations, the execution of definitive documentation and the approval of the Canadian Securities Exchange.

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 April 30, 2022, 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. The carrying value at April 30, 2022 was $6,480,187.

(Expressed in Canadian Dollars)

On December 29, 2021, the Company completed its strategic investment of $319,800 (US$250,000) into MADA Analytics ("MADA") by way of a one year unsecured, convertible note with a 5% interest rate per annum. The convertible note is convertible into common shares of MADA at a price per share equal to US$5 million valuation divided by the total number of outstanding common shares of MADA immediately prior to maturity. The Company has designated this investment as a portfolio investment and measures it at amortized cost.

On September 2, 2021, the Company seed funded its CryptoHawk Growth Fund (legal name: Digimax Alpha Fund SP) 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. For the three months ended April 30, 2022, the Company had an unrealized loss on its investments of $39,274 (Year ended January 31, 2022 - $748,326). The fair value of the Digimax Alpha Fund SP at April 30, 2022 was $462,169.

6. DIGITAL CURRENCIES

The Company holds digital currencies as investments as follows:

		Bitcoin	Ethereum	USDT	DOT	LTC	XTZ	Kirobo Coins
Balance at January 31, 2022	$ 1,828,834	11	101	160	854	200	4,176	6,250,000
Digital currencies purchased for the period	5,681,839	105	51	64,269	-	-	-	-
Traded for cash for the period	(6,184,556)	(116)	(151)	(160)	(854)	(200)	(4,176)	(700,000)
Gain on sale of digital currencies	28,880	-	-	-	-	-	-	-
Revaluation of digital currencies	(757,490)	-	-	-	-	-	-	-
Balance at April 30, 2022	**$ 597,507**	**-**	**1.0**	**64,269**	**-**	**-**	**-**	**5,550,000**

i) During the three months ended April 30, 2022, the Company purchased 105 Bitcoin, 51 Ethereum, and 64,269 USDT, coins valued at $5,681,839.

ii) During the three months ended April 30, 2022, the Company exchanged digital currencies for cash as follows: 116 Bitcoins, 151 Ethereum, 160 USDT, 854 DOT, 200 Litecoin, and 4,176 Tezos for with a value of $6,184,556. The Kirobo coins have resale restrictions that prevent the Company from selling some of them prior to June 19, 2022. All resale restrictions are removed within one year of the acquisition date of June 19, 2021. As at April 30, 2022, 1,250,000 Kirobo coins were released from escrow and the Company sold 700,000 during the three months ended April 30, 2022. The remaining 5,000,000 Kirobo coins are due to be released June 19,2022. The gain on the sale of these digital currencies of $28,880 was recorded in operations, under other income/(expenses).

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 April 30, 2022, a revaluation loss of $757,490 was recorded to other comprehensive income fully reversing the previously recorded unrealized gain of $757,490 recorded in other comprehensive income.

(Expressed in Canadian Dollars)

7. INTANGIBLE ASSETS

	Development Costs	DataNavee	Darwin	Delphi	Total
Balance at February 1, 2021	$ -	$ 2,825,674	$ 960,993	$ -	$ 3,786,667
Acquisition of developed software technology	-	-	-	392,586	392,586
Development costs	38,003	97,100	-	-	135,103
Less: Amortization expense	(38,003)	(1,563,272)	(544,701)	(147,222)	(2,293,198)
Less: Impairment	-	(1,359,502)	(416,292)	(245,364)	(2,021,158)
Balance at January 31, 2022 and April 30, 2022	**-**	**-**	**-**	**-**	**-**

Impairment- January 31, 2022

The Company tests the recoverability of its intangible assets annually, or more frequently if events or changes in circumstances indicate that they might be impaired. Intangible assets recoverability is tested based on the higher of fair value less costs to sell and the value in use model. The value in use model applies a present value of expected future cashflows of the assets. The Company considers external and internal factors, including overall financial performance and relevant entity specific factors, as part of this assessment.

The following factors were identified as impairment indicators:

i) Revenue decline - the lack of revenue derived from the underlying business which fell short of the Company's expectations and budgets;

ii) Actual net cash flows or operating profit flowing from the intangible assets acquired by the Company did not meet the Company's expectation and internal budget expectations;

ii) Decline in stock price and market capitalization – at January 31, 2022, the Company's total net assets exceeded the Company's market capitalization prior to the impairments.

As result of these factors, management performed a qualitative impairment assessment test as at January 31, 2022.

The Company allocated all of its intangible assets to one cash generating unit ("CGU") as no individual business unit has sufficient working capital and cashflow to operate independently. For the purpose of the impairment test this represented the lowest level at which management monitors intangible assets. Management tested the CGU, which had indicators of impairment, for which CGU contains all the intangible assets. The recoverable amount of all CGUs was determined based on the higher of the CGUs fair value less cost of disposal or value in use, which are Level 3 measurements within the fair value hierarchy.

Key assumptions

i) Projected EBITDA: The Company's business plan contains forecasts based on past experience of actual operating results in conjunction with anticipated future growth opportunities. The Company has determined that future growth prospects and expectations are highly variable and unknown as at January 31, 2022.

ii) Growth rate: The Company has applied a perpetual growth rate of 5% to approximate the value in use per CGU.

iii) Discount rates: Discount rates applied in determining the recoverable amount of the CGU groups were approximately between 21% based on the pre-tax weighted average cost of capital of each CGU group.

(Expressed in Canadian Dollars)

The values assigned to the key assumptions represent management's assessment of future trends in the industries in which the CGUs operate and are based on both external and internal sources and historical trend data.

At January 31, 2022, the Company determined an impairment of $2,021,158 on intangible assets was appropriate. The intangible asset impairment is disclosed in the *Consolidated Statement of loss and Comprehensive loss* under *Impairment of intangible assets* in the audited financial statements for the year ended January 31, 2022.

8. RIGHT OF USE ASSET AND LEASE LIABILITY

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	128,955
Interest	-	7,913
Repayments	-	(36,338)
Amortization	(33,278)	-
Balance at January 31, 2022	$ 95,677	$ 100,530
Interest		2,409
Repayments		(14,407)
Amortization	(12,480)	
Balance at April 30, 2022	**$ 83,197**	**$ 88,532**
Current	-	51,259
Non-current	83,197	37,273
Undiscounted cash flows		
Less than one year		$ 57,630
One to five years		38,420
Total undiscounted lease liability at April 30, 2022		**$ 96,050**

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

9. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	April 30, 2022	January 31, 2022
Accounts payable	$ 28,968	$ 109,339
Accrued Liabilities	82,916	422,169
	$ 111,884	**$ 531,508**

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.

(Expressed in Canadian Dollars)

10. SHARE CAPITAL

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

As at April 30, 2022, there are 271,065,013 (January 31, 2022 – 271,065,013) shares outstanding.

(i) 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, which has been expensed as consulting fees. Each warrant is exercisable into one common share at a price of $0.39 per share for a period of two years.

(ii) 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.

(iii) During the year ended January 31, 2022, the Company issued 996,078 in common shares to settle debt of $296,500 to various non-related parties.

11. WARRANTS

Share purchase warrant transactions for the three months ended April 30, 2022, and the year ended January 31, 2022, are as follows:

	Number of Warrants	Weighted Average Exercise Price	Fair Value
Balance outstanding, February 1, 2021	**39,173,250**	**$ 0.060**	**$ 933,850**
Warrants expired(i)	(2,586,250)	(0.110)	-
Warrants issued(ii)	58,370,249	0.369	9,914,485
Warrants exercised	(22,003,000)	(0.050)	(530,745)
Balance outstanding, January 31, 2022, April 30, 2022	**72,954,249**	**$ 0.305**	**10,317,590**

i. 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.

ii. See note 10 in connection with warrants issued in connection with private placements and convertible debentures.

(Expressed in Canadian Dollars)

The following table reflects the fair value of the actual warrants granted as of April 30, 2022 using the Black-Scholes model with the following assumptions:

	Fiscal January 31, 2022	Fiscal January 31, 2021
Average exercise price ($)	$0.35-0.44	$0.05-0.15
Fair value of the award	$ 9,914,485	$ 1,116,391
Risk free interest rate	0.23%-0.53%	0.24%-0.26%
Expected dividend yield	0.00%	0.00%
Expected volatility	233%-258%	250%-259%
Expected life of the warrants	2-3.5 years	2 years

12. 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, 2021	**10,650,000**	**$ 0.100**
Issued	15,750,000	0.280
Exercised	(4,700,000)	(0.096)
Forfeited	(100,000)	(0.050)
Options outstanding, January 31, 2022	**21,600,000**	**$ 0.100**
Issued	200,000	0.100
Exercised	-	-
Forfeited	(1,750,000)	(0.069)
Options outstanding, April 30, 2022	**20,050,000**	**$ 0.245**
Exercisable options	20,000,000	$ 0.245

(Expressed in Canadian Dollars)

	Fiscal January 31, 2022	Fiscal January 31, 2021
Number of options granted	15,750,000	13,900,000
Exercise price (CAD$)	$0.10 to $0.39	$0.05 to $0.15
Risk free interest rate	0.20%-1.26%	0.22%-0.27%
Expected dividend yield	0.00%	0.00%
Expected volatility	134%-262%	232%-260%
Expected life of the options	2 years	2 years

The following table reflects the actual stock options outstanding as of April 30, 2022:

Option price (CAD$)	Options Outstanding	Weighted Average Exercise Price	Weighted Ang Remaining Contractual Life (Yrs.)	Options Exercisable
At $0.05	750,000	$ 0.050	0.40	750,000
At $0.08	1,050,000	$ 0.080	0.59	1,050,000
At $0.10	500,000	$ 0.100	1.59	500,000
At $0.12	125,000	$ 0.120	1.73	125,000
At $0.15	2,500,000	$ 0.150	0.75	2,500,000
At $0.17	250,000	$ 0.170	1.13	250,000
At $0.18	100,000	$ 0.180	1.25	100,000
At $0.20	1,700,000	$ 0.200	1.33	1,650,000
At $0.24	4,300,000	$ 0.240	0.77	4,300,000
At $0.25	3,325,000	$ 0.250	0.84	3,325,000
At $0.28	200,000	$ 0.280	0.85	200,000
At $0.30	50,000	$ 0.300	0.95	50,000
At $0.31	200,000	$ 0.310	0.78	200,000
At $0.39	5,000,000	$ 0.390	0.83	5,000,000

Vesting Schedule	
Immediate	20,000,000
1 year	50,000

Restricted share units

The Company issued 5,233,957 RSU under the equity incentive plan. Each RSU entitles the recipients to receive one common share of the Company on vesting. The outstanding RSUs vest according to the underlying agreements and range from quarterly basis or over 3 year period and are subject to certain performance criteria in order to vest to the holders. These RSUs are held by certain officers and directors of the Company.

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.

(Expressed in Canadian Dollars)

Below is a summary of the status of the RSUs at April 30, 2022.

	RSUs		Weighted Average Exercise Price
RSUs outstanding, February 1, 2021	**-**	**$**	**-**
Issued	4,550,000		0.160
Exercised	(1,200,000)		(0.230)
Forfeited	(1,200,000)		(0.230)
RSUs outstanding, January 31, 2022	2,150,000	$	0.080
Issued	**3,083,957**	**$**	**0.070**
RSUs outstanding, April 30, 2022	**5,233,957**	**$**	**0.075**

The following table reflects the actual restricted share units outstanding as of April 30, 2022:

RSU price (CAD$)	RSUs Outstanding		Weighted Average Exercise Price	Weighted Ang Remaining Contractual Life (Yrs.)	RSUs Exerciseable
At $0.07	3,083,957	$	0.070	2.72	770,989
At $0.08	2,150,000	$	0.080	2.72	-

13. FINANCIAL INSTRUMENTS

Fair value

Financial instruments of the Company consist of cash, investments, receivables, accounts payable and accrued liabilities, convertible debentures, and the derivative liabilities. There are no significant differences between the carrying amounts of the items reported on the statements of financial position and their estimated fair values.

The Company has determined the estimated fair values of its financial instruments based on appropriate valuation methodologies. Where quoted market values are not readily available, the Company may use considerable judgment to develop estimates of fair value. Accordingly, any estimated values are not necessarily indicative of the amounts the Company could realize in a current market exchange and could be materially affected by the use of different assumptions or methodologies. The derivative liability is the only financial instrument at fair value through profit and loss and falls into level 3 fair value hierarchy.

The Company's risk exposures and their impact on the Company's financial instruments are summarized below:

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. Market prices comprise four types of risk: interest rate risk, foreign exchange risk, commodity price risk and other price risk, such as equity risk. Financial instruments affected by market risk include loans and borrowings and deposits.

Interest rate risk

The Company is exposed to interest rate risk. Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company is exposed to interest rate risk arising from fluctuations in interest rates received on its cash balance. Fluctuations in market interest rates do not have a significant impact on the Company's results of operations due to the short-term nature of interest-bearing cash.

Liquidity risk

The Company is exposed to liquidity risk. Liquidity risk is the exposure of the Company to the risk of not being able to meet its financial obligations as they fall due. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. The Company's future liquidity is dependent on factors such as the ability to generate cash from operations and to raise money through debt or equity financing (see note 1).

Foreign exchange risk

The Company's functional currency is the Canadian dollar, and all major purchases are transacted in Canadian dollars. Management believes the foreign exchange risk is negligible and therefore does not hedge its foreign exchange risk.

The Company holds cash balances in foreign currencies which give rise to exposure to foreign exchange risk.

Credit risk

Credit risk is the risk of loss associated with counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash. Cash is held with a reputable Canadian chartered bank. Management believes that the credit risk concentration with respect to financial instruments included in cash is minimal.

Trade and other receivables represent concession fees earned from acting as intermediary to successful investment banking financing transactions. No bad debts were incurred during the three months ended April 30, 2022 (January 31, 2022 - $Nil). These fees are principally due from major international financial institutions and are paid shortly after closing with proceeds from the related financing transaction. Management therefore believes that the associated credit risk is minimal.

14. 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 months ended April 30, 2022, and 2021:

i) During the three months ended April 30, 2022, $82,225 (2021 - $59,221) was charged by the Chief Executive Officer for consulting fees.

ii) During the three months ended April 30, 2022, $23,278 (2021-$27,275) was charged by PME Consulting Cda Ltd., Company owned by the Chief Financial Officer of the Company for fractional CFO consulting fees.

iii) During the three months ended April 30, 2022, directors' fees paid were $44,423 (2021 - $7,944) for advisory work.

iv) During the three months ended April 30, 2022, the Company expensed $62,469 in stock-based compensation expense in connection with RSU awards as noted in Note 12.

15. COMMITMENTS

The Company has no commitments as at April 30, 2022.

16. SUBSEQUENT EVENTS

On June 23, 2022, the Company announced the signing of a definitive agreement to acquire all of the issued and outstanding shares of Israel-based Spetz Tech Ltd. ("Spetz"), a technology company which has developed artificial intelligence ("AI") software to operate a revolutionary and fast-growing mobile application that connects consumers to available, top-rated tradespeople, service providers and professionals in their area immediately or at any schedule time (the "Transaction").

The Transaction, which is an arm's length transaction, is subject to customary conditions of closing and is expected to close in the coming weeks. In consideration for all of the issued and outstanding shares of Spetz, the Company will issue 250 million securities of the Company (the "Consideration Securities") to the securityholders of Spetz, which will amount to approximately 47% of the outstanding shares of the Company upon the closing of the Transaction (the "Closing"). The number of Consideration Securities being issued to the securityholders of Spetz is not contingent on the trading price of the Company's common shares on the CSE.

Upon closing, Yossi Nevo, the current Founder CEO of Spetz, will assume the role of Chief Operating Officer of the Company, and Ofir Friedman, Spetz's current VP of Marketing & Business Development, will assume the role of Chief Marketing Officer of the Company. In addition to the foregoing, both Messrs. Nevo and Friedman will be appointed to the Company's board of directors upon closing.

In connection with the Transaction, the Company and Spetz have agreed to pay a finder's fee to a certain arm's length party (the "Finder's Fee"). The Finder's Fee is comprised of 4 million common shares of the Company, as well as 4 million ordinary shares of Spetz.