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SPETZ INC. (FORMERLY DIGIMAX GLOBAL INC.)

UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE AND NINE MONTHS ENDED OCTOBER 31, 2022, AND 2021

(EXPRESSED IN THOUSANDS OF UNITED STATES DOLLARS)

MANAGEMENT'S RESPONSIBILITY FOR UNAUDITED CONDENSED INTERIM FINANCIAL REPORTING

The accompanying unaudited condensed interim consolidated financial statements of Spetz Inc. (formerly Digimax Global Inc.), ("Spetz" or the "Company") as at and for the three and nine months ended October 31, 2022 (the "October 2022 Financial Statements") are the responsibility of the management and Board of Directors of the Company.

The October 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 October 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 October 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 October 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 October 2022 Financial Statements; and (ii) the October 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 October 2022 Financial Statements.

The Board of Directors is responsible for reviewing and approving the October 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 October 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 October 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.

"Yossi Nevo"
Yossi Nevo
Chief Executive Officer

"David Bhumgara"
David Bhumgara
Chief Financial Officer

Toronto, Canada
December 22, 2022

NOTICE TO READER

The October 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.

SPETZ INC. (FORMERLY DIGIMAX GLOBAL INC.)

Unaudited Condensed Interim Consolidated Statements of Financial Position
As at October 31, 2022, and January 31, 2022

(Expressed in thousands of United States dollars)

	Notes	October 31, 2022	January 31, 2022 Restated (Note 2)
ASSETS			
Current Assets			
Cash and cash equivalents		$ 868	$ 4,200
Restricted deposits		54	-
Accounts receivable, net		590	-
Other receivables		109	55
Prepaid expenses		71	63
Investments	7	-	5,716
Digital currencies	8	-	1,438
		1,692	11,472
Non-current Assets			
Property, plant and equipment, net	9	35	-
Right-of-use asset	10	43	75
Intangible assets	5,11	2,502	-
Goodwill	5	5,889	-
Assets held for sale	7,8,23	4,601	-
		13,070	75
Total Assets		$ 14,762	$ 11,547
LIABILITIES			
Current Liabilities			
Accounts payable and accrued liabilities	12	$ 627	$ 419
Short-term bank credit	13	207	-
Other payables	12	517	-
Lease liability	10	40	39
Note payable		-	75
Related party payables	20	371	-
Deferred revenue	14	306	-
Liabilties held for sale	8,23	3	3
		2,071	536
Non-current Liabilities			
Long term loans	15	34	-
Employee benefit liabilities		37	-
Lease liability	10	7	40
Total Liabilities		2,149	576
SHAREHOLDERS' EQUITY			
Share capital	16	20,853	15,393
Warrants reserve	17	8,112	8,112
Share based payments reserve	18	4,598	3,393
Accumulated deficit		(20,549)	(16,523)
Accumulated other comprehensive (loss)/income		(401)	596
Total Shareholders' Equity		12,613	10,971
Total Liabilities and Shareholders' Equity		$ 14,762	$ 11,547

Nature of operations and going concern (Note 1)
Commitments (Note 21)
Subsequent events (Note 22)

Approved on behalf of the Board on December 22, 2022:

"*Yossi Nevo*
Director

"Michael Kron"
Director

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

SPETZ INC. (FORMERLY DIGIMAX GLOBAL INC.)

Unaudited Condensed Interim Consolidated Statements of Loss and Comprehensive Loss
For the three and nine months ended October 31, 2022, and 2021

(Expressed in thousands of United States dollars, except for per share amounts)

	Notes	Three months ended October 31, 2022	Three months ended October 31, 2021 Restated (Note 2)	Nine months ended October 31, 2022	Nine months ended October 31, 2021 Restated (Note 2)
Revenues					
Referral fees		$ 532	$ -	$ 532	$ -
Cost of revenues		11	-	11	-
Gross margin		**521**	**-**	**521**	**-**
Expenses					
Consulting fees	20	79	135	369	398
Professional fees		9	32	52	94
Investor and public company costs		11	5	30	68
Sales and marketing expenses		452	93	458	220
General and administration		239	54	325	85
Depreciation and amortization expenses	9,10,11	159	-	184	-
Share based compensation	18,20	129	626	750	3,095
Research expenses		181	-	181	-
Total Expenses		**(1,259)**	**(945)**	**(2,349)**	**(3,960)**
		(738)	**(945)**	**(1,828)**	**(3,960)**
Other income/(expenses)					
Interest, finance and accretion expense		(35)	(2)	(45)	(7)
Acquisition costs, net	5	(447)	-	(447)	-
Gain on revaluation of derivative liabilities		-	-	-	141
Foreign exchange gain/(loss)		401	(143)	390	(103)
Interest earned on investments		1	9	19	24
Net Loss from continuing operations		**(818)**	**(1,081)**	**(1,911)**	**(3,905)**
Loss from discontinued operations	23	(759)	(961)	(2,115)	(2,198)
Net loss before income tax expense		**(1,577)**	**(2,042)**	**(4,026)**	**(6,103)**
Income tax expense		-	-	-	-
Net loss for the period		**(1,577)**	**(2,042)**	**(4,026)**	**(6,103)**
Other comprehensive income/(loss)					
Foreign exchange loss on translating foreign operations		(401)	-	(401)	-
Unrealized gain/(loss) on digital currencies	8	161	(627)	(596)	1,504
Other comprehensive income/(loss) for the period		**(240)**	**(627)**	**(997)**	**1,504**
Comprehensive loss for the period		**(1,817)**	**(2,669)**	**(5,023)**	**(4,599)**
Weighted average shares outstanding					
- Basic and diluted		461,186,050	269,432,947	334,901,273	258,974,500
Loss per share from continuing operations - basic and diluted		$ (0.00)	$ (0.00)	$ (0.01)	$ (0.02)
Loss per share from discontinued operations - basic and diluted		$ (0.00)	$ (0.00)	$ (0.01)	$ (0.01)

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

SPETZ INC. (FORMERLY DIGMAX GLOBAL INC.)

Unaudited Condensed Interim Consolidated Statements of Cash Flows
For the nine months ended October 31, 2022, and October 31, 2021

(Expressed in thousands of United States dollars)

	Notes	2022	2021 Restated (Note 2)
Cash Flows from Operating Activities			
Net loss for the period		$ (4,026)	$ (6,103)
Non-cash items:			
Net loss from discontinued operations for the period		2,115	2,198
Depreciation and amortization expense	9,10,11	184	-
Foreign exchange gain		-	(61)
Gain on revaluation of derivative liabilities		-	(141)
Shares issued for services	5,16	93	238
Share based compensation	18,20	750	3,095
		(884)	(774)
Net change in non-cash working capital items:			
Accounts receivable		(153)	108
Other receivables		(27)	-
Prepaid expense		(8)	198
Deferred revenue		(33)	5
Accounts payable and accrued liabilities		(356)	(41)
Cash used in continuing operations		(1,461)	(504)
Cash used in discontinued operations	23	(719)	(1,399)
Cash Flows used in operating activities		**(2,180)**	**(1,903)**
Cash Flows from Financing Activities			
Proceeds from issuance of units	16	-	14,802
Issuance costs	16	-	(1,285)
Repayment of short term credit facility	5	(91)	-
Repayment of long term loan	5	(9)	-
Repayment of related party loan	5,20	(53)	-
Proceeds from the exercise of warrants and options	16	-	1,261
Principal payments of lease liability	10	(32)	(14)
Repayment of notes payable		(75)	(176)
Cash Flows (used in)/from financing activities		**(260)**	**14,588**
Cash Flows from Investing Activities			
Acquisition of Spetz, net of cash acquired	5	(1,002)	-
Restricted cash		6	-
Additions to property, plant and equipment	9	(2)	-
Cash flows used in investing activities		**(998)**	**-**
Cash flows provided from/(used in) discontinued investing activities	23	106	(7,869)
Cash Flows (used in)/provided from investing activities		**(892)**	**(7,869)**
(Decrease)/ increase in cash		**(3,332)**	**4,816**
Cash, beginning of the period		4,200	931
Cash, end of the period		**$ 868**	**$ 5,747**

Supplemental disclosure of cash flow information		
Interest paid	75	-
Shares issued for service	93	-

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

SPETZ INC. (FORMERLY DIGMAX GLOBAL INC.)

Unaudited Condensed Interim Consolidated Statements of Changes in Equity

For the nine months ended October 31, 2022, and January 31, 2022

(Expressed in thousands of United States dollars, except for share amounts)

	Share Capital			Reserves				
	Number of shares	**Dollar amount**	**Shares to be issued**	**Share based Payments**	**Warrants**	**Deficit**	**Accumulated Other Comprehensive Income (loss)**	**Total**
Balance, January 31, 2021 (Restated Note 2)	**188,791,365**	**$ 7,319**	**$ 59**	**$ 478**	**$ 731**	**$ (4,353)**	**$ -**	**$ 4,234**
Issuance of shares on private placement (Note 16 (i) (ii))	52,374,570	7,454	-	-	6,999	-	-	14,453
Share issue costs - cash	-	(1,252)	-	-	-	-	-	(1,252)
Share issue costs - warrants	-	(538)	-	-	538	-	-	-
Shares issued to settle debt (Note 16 (iii))	996,078	233	-	-	-	-	-	233
Exercise of warrants	21,503,000	1,231	(20)	-	(399)	-	-	812
Exercise of options	5,200,000	673	(39)	(241)	-	-	-	393
Shares issued on RSUs vested (Note 18)	1,200,000	215	-	(215)	-	-	-	-
Share based payments	-	-	-	2,843	-	-	-	2,843
Other comprehensive income	-	-	-	-	-	-	1,476	1,476
Net loss and comprehensive loss, continuing operations	-	-	-	-	-	(3,905)	-	(3,905)
Net loss, discontinued operations	-	-	-	-	-	(2,198)	-	(2,198)
Balance, October 31, 2021 (Restated Note 2)	**270,065,013**	**$ 15,335**	**$ -**	**$ 2,865**	**$ 7,869**	**$ (10,456)**	**$ 1,476**	**$ 17,089**
Exercise of warrants (Note 17)	1,000,000	58	-	-	(18)	-	-	40
Options issued on Delphi acquisition	-	-	-	22	-	-	-	22
Share based payments	-	-	-	506	261	-	-	767
Other comprehensive income	-	-	-	-	-	-	(880)	(880)
Net loss, continuing operations	-	-	-	-	-	(911)	-	(911)
Net loss, discontinued operations	-	-	-	-	-	(5,156)	-	(5,156)
Balance, January 31, 2022 (Restated Note 2)	**271,065,013**	**$ 15,393**	**$ -**	**$ 3,393**	**$ 8,112**	**$ (16,523)**	**$ 596**	**$ 10,971**
Shares issued on acquisition of Spetz (Note 16 iv)	230,146,518	5,367	-	455	-	-	-	5,822
Share issue costs - shares (Note 16 iv)	4,000,000	93	-	-	-	-	-	93
Share based payments	-	-	-	750	-	-	-	750
Other comprehensive income/(loss)	-	-	-	-	-	-	(997)	(997)
Net loss, continuing operations	-	-	-	-	-	(1,911)	-	(1,911)
Net loss, discontinued operations	-	-	-	-	-	(2,115)	-	(2,115)
Balance, October 31, 2022	**505,211,531**	**$ 20,853**	**$ -**	**$ 4,598**	**$ 8,112**	**$ (20,549)**	**$ (401)**	**$ 12,613**

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

1. NATURE OF BUSINESS AND GOING CONCERN

Spetz Inc. (formerly 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.

With the acquisition of Spetz Tech Ltd. ("Spetz") the Company has a global online, AI-powered marketplace platform that dynamically connects consumers to nearby rated service providers within 30 seconds.

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

All financial information in this document is presented in United States dollars ("$" or "US$" or "USD") unless otherwise indicated.

Going Concern

As at October 31, 2022, the Company had negative working capital of $379,000 (January 31, 2022 – $10,936,000 positive) had not yet achieved profitable operations, had accumulated losses of $20,549,000 (January 31, 2022 - $16,523,000), and currently expects to incur further losses in the development of its business.

The Company has $868,000 of cash at October 31, 2022, 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.

(Expressed in thousands of United States Dollars)

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 December 22, 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	Functional Currency	Ownership interest
Spetz Tech Ltd.	Israel	ISL	100%
Spetz Ltd.	United Kingdom	GBP	100%
Spetz Pty Ltd.	Australia	AUD	100%
2618249 Ontario Corp.	Ontario, Canada	CAD	100%
DataNavee Corporation	Ontario, Canada	CAD	100%
Digimax Fund SPC	Cayman Islands	CAD	80%
Digimax Global BVI inc.	Cayman Islands	CAD	100%
Delphi Crypto AiCi	USA	USD	100%

(d) Functional and presentation currency

All figures presented in the unaudited condensed interim consolidated financial statements are reflected in United States dollars, which is the functional currency of the parent. Foreign currency transactions are translated into United States 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 United States 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.

As a result of the acquisition of Spetz Tech Ltd. as outlined in Note 5 below, the Company has elected to change its presentation currency from Canadian dollars to United States dollars. The change in presentation currency is a voluntary change which is accounted for retrospectively. For comparative reporting purposes, the statement of financial position has been translated to United States dollars using the exchange rate as at February 1, 2022 of 1.2719CAD/US$, which is the date of the change in presentation currency. For the Statement of Loss and Comprehensive loss the Company applied the average exchange of 1.2482CAD/US$.

The following shows restatement of prior period information for the Statement of Financial Position and Statement of Loss and Comprehensive Loss:

(Expressed in thousands of United States dollars)

	January 31, 2022 (CAD)	Foreign currency translation	February 1, 2022 (USD)
ASSETS			
Current Assets			
Cash and cash equivalents	$ 5,342	$ (1,142)	$ 4,200
HST and other receivables	69	(14)	55
Prepaid expenses	80	(17)	63
Investments	7,271	(1,555)	5,716
Digital currencies	1,829	(391)	1,438
	14,591	(3,119)	11,472
Non-current Assets			
Right-of-use asset	96	(21)	75
	96	(21)	75
Total Assets	$ 14,687	$ (3,140)	$ 11,547
LIABILITIES			
Current Liabilities			
Accounts payable and accrued liabilities	$ 531	$ (112)	$ 419
Lease liability	50	(11)	39
Note payable	96	(21)	75
Deferred revenue	4	(1)	3
	681	(145)	536
Non-current Liabilities			
Lease liability	51	(11)	40
Total Liabilities	732	(156)	576
SHAREHOLDERS' EQUITY			
Share capital	19,579	(4,186)	15,393
Warrants reserve	10,318	(2,206)	8,112
Share based payments reserve	4,316	(923)	3,393
Accumulated deficit	(21,015)	4,492	(16,523)
Accumulated other comprehensive income	757	(161)	596
Total Shareholders' Equity	13,955	(2,984)	10,971
Total Liabilities and Shareholders' Equity	$ 14,687	$ (3,140)	$ 11,547

(Expressed in thousands of United States dollars)

For the nine months ended October 31, 2021	As reported (CAD)	Restated (USD)
Revenues		
Referral fees	-	-
Cost of revenues	-	-
Gross margin	-	-
Expenses		
Consulting fees	497	398
Professional fees	117	94
Investor and public company costs	85	68
Sales and marketing expenses	275	220
General and administration	107	85
Share based compensation	3,864	3,095
Total Expenses	**(4,945)**	**(3,960)**
Other income/(expenses)		
Interest, finance and accretion expense	(9)	(7)
Gain on revaluation of derivative liabilities	176	141
Foreign exchange gain/(loss)	(129)	(103)
Interest earned on investments	29	24
Net Loss from continuing operations	**(4,878)**	**(3,905)**
Loss from discontinued operations	(2,744)	(2,198)
Net loss before income tax expense	**(7,622)**	**(6,103)**
Income tax expense	-	-
Net loss for the period	**(7,622)**	**(6,103)**
Other comprehensive income/(loss)		
Unrealized gain/(loss) on digital currencies	1,877	1,504
Other comprehensive income for the period	1,877	1,504
Comprehensive loss for the period	**(5,745)**	**(4,599)**

(e) Significant judgments, estimates and assumptions

The preparation of these unaudited 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. Fair value measurement of investments at reporting period ends

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. 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.

xi. 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.

xii. 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.

xiii. 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

xiv. Going Concern

The assessment of the Company's ability to continue as a going concern involves judgement regarding future funding available for its operations, the fair value of accounts receivable, goodwill impairments, estimates on revenue recognition 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 with exception of following new accounting policies:

(a) Property, plant and equipment

Items of property, plant and equipment are initially recognized at cost. Cost includes directly attributable costs. Depreciation is computed by the declining balance method, based on the estimated useful lives of the assets, as follows:

	%
Computers and electronic equipment	15-33%
Furniture and equipment	7%
Leasehold improvements	10%

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

(b) Employee benefits

1. *Short-term employee benefits:* Short-term employee benefits are benefits that are expected to be settled wholly before twelve months after the end of the annual reporting period in which the employees render the related services. These benefits include salaries, paid sick leave, recreation, and social security contributions and are recognized as expenses as the services are rendered. A liability in respect of a cash bonus or a profit-sharing plan is recognized when the Company has a legal or constructive obligation to make such payment as a result of past service rendered by an employee and a reliable estimate of the amount can be made.

2. *Post-employment benefits:* The plans are normally financed by contributions to insurance companies and classified as defined contribution plans.

The Company has defined contribution plans pursuant to Section 14 to the Severance Pay Law in Israel under which the Company pays fixed contributions to a specific fund and will have no legal or constructive obligation to pay further contributions if the fund does not hold sufficient amounts to pay all employee benefits relating to employee service in the current and prior periods. Contributions to the defined contribution plan in respect of severance or retirement pay are recognized as an expense simultaneously with receiving the employee's services and no additional provision is required in the financial statements except for the unpaid contribution

(c) Revenue recognition

The Company derives its revenues from providing referral services to service providers of various professions using its software application.

The Company identified the service provides as its customers, to which it refers service calls from end users using its software's algorithm, in exchange for consideration (referral fees). Each service provider purchases a defined number of service calls to be referred to it by the Company, in exchange for referral fees, as determined per each service call.

The Company identified a single performance obligation in its contracts with its customers, which is providing referral services to its customers.

The Company recognizes revenue from providing its referral services over time, since its customers simultaneously receive and consume the benefits provided by the Company's performance as the Company performs.

The revenue from referral services is recognized over time using an output method, based on the units delivered output, which is the number of used service calls, in relation to the total number of service calls purchased. This is because the customer purchases a defined number of service calls to be received as part of the contract and directly and immediately benefits from each service call as it is received, until there are no unused service calls (or until the customer decides to terminate the contract).

When the Company provides its customers additional service calls free of charge, this is accounted for as a purchase price discount for the total number of service call purchased, including the additional service calls, which is recognized as reduction of revenue for each service call delivered.

As for customers' unexercised rights ('breakage') for unused service calls, the Company determined that it cannot reasonably expect to be entitled to a breakage amount, if any. Therefore, the Company recognizes breakage amount as revenue only when the likelihood of the customer exercising its remaining unused service calls becomes remote, which is typically after two years during which the customer did not receive any service call from the Company.

When the customer terminates the contract with the company prior to using all of its service calls purchased, the Company charges the customer a termination fee, which as recognized as revenue at the contract's termination date.

Presentation in the statement of financial position

When the Company receives cash payments from its customers in advance of providing all the service calls purchased, the Company recognizes a contract liability from its contracts with its customers. The contract liability represents consideration received for unused service calls and is presented as deferred revenue in the statement of financial position.

(d) Research and development costs

Research costs are expensed as incurred. Development expenditures on an individual project are recognized as an intangible asset when the Company can demonstrate:

i) The product is technically and commercially feasible.

ii) The Company intend to complete the product so that it will be available for use or sale.

iii) The Company has the ability to use the product or sell it.

iv) The Company has the technical, financial and other resources to complete the development and to use or sell the product.

v) The Company can demonstrate the probability that the product will generate future economic benefits.

vi) The Company is able to measure reliability the expenditure attributable to the product during the development.

During the period ended October 31, 2022, the Company did not meet the criteria above, therefore all the research costs were recognized as expenses.

(e) Credit losses and their measurement

Prior to commencing a business relationship, the Company will enter into an agreement with the customer. The agreement or contract typically includes details of the terms of payment to which both sides agree. In case of need, the customer may update the Company if there is a delay in the payment, beyond the terms of the agreement. Any delays in payment is subject to approval of the company. If a customer's scheduled payment is delayed by more than two months and such delay is not approved by the Company's management, and if the customer and the Company are not able to resolve the matter, the receivable is considered to be in default as the collectability is no longer certain. If collection efforts are not successful, the Company will retain collection company in Australia or the UK or legal counsel in Israel to assist with collection and sends a demand letter to that effect. The company assesses a provision for doubtful debts, based on the collection process as described.

Write-off policy - The Company writes off its financial assets if any of the following occur:

i) Inability to locate the debtor.

ii) Discharge of the debt in a bankruptcy.

iii) It is determined that the efforts to collect the debt are no longer cost effective given the size of receivable.

The collections department must comply with the collection efforts outlined in the policy to collect on delinquent customer accounts before any write-offs are made

(Expressed in thousands of United States Dollars)

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 as at October 31, 2022. 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	868	-	-	868
Restricted cash	FVTPL	54	-	-	54
Investments	FVTPL	-	-	4,446	4,446
Financial Liabilities					
Accounts payable and accrued liabilities	Amortized cost	-	-	627	627
Short-term bank credit	FVTPL	207	-	-	207
Other payables	Amortized cost	-	-	517	517
Related party payables	Amortized cost	-	-	371	371
Long term loans	Amortized cost	34	-	-	34

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.

5. ACQUISITION OF SPETZ TECH LTD.

On August 17, 2022, the Company announced the completion of the previously announced acquisition of Spetz Tech Ltd. and wholly owned subsidiaries (collectively referred “Spetz”) via a definitive agreement to acquire all of the issued and outstanding shares of Israel-based 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 scheduled time (the “Transaction”).

The Transaction, which is an arm’s length transaction, involved the Company issuing 230,146,518 common shares in consideration for all of the issued and outstanding shares of Spetz. In addition, the Company issued 19,531,771 in restricted stock units, which will amount to approximately 47% of the outstanding shares of the Company upon the closing of the Transaction (the “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 with a fair value of $93,000.

Below is a preliminary breakdown of the purchase price allocated to the assets acquired. Remeasurement may be made up to August 17, 2023 (one year after the transaction per IFRS 3.45).

(Expressed in thousands of United States Dollars)

Cash and cash equivalents	$	8
Other Receivables		27
Restricted deposits		60
Receivables		383
Property,plant and equipment		39
Intangible assets		
Customer relationships		737
Brands		248
Technology		1,581
Non-Complete		82
Goodwill		5,889
Short term bank credit		(298)
Other payables		(523)
Trade Payable		(558)
Deferred revenue		(335)
Related party loan		(424)
Long term loans		(43)
Employee benefit liabilities		(41)
Fair value of net assets acquired	**$**	**6,832**

Fair value of consideration paid:		
Cash	$	1,010
Common shares		5,367
RSUs		455
	$	6,832

The cash portion of the acquisition of Spetz represents the cash advanced in the form of a convertible loan to Spetz prior to closing of $1,010,000 (CAD$1,300,000). On closing the convertible loan was converted to shares of Spetz.

Goodwill recognized on the acquisition of Spetz represents the excess purchase price paid by the Company over the fair value of net tangible and intangible assts identified. Goodwill is primarily related to the opportunities to grow the Company's AI strategy and the synergies from the acquisition of Spetz. Further, the Company obtains access to Spetz ongoing operations in Israel, Australia and United Kingdom.

The Company expensed $447,000 in connection with the acquisition of Spetz, which represents $354,000 in legal costs and $93,000 representing the fair value of the 4,000,000 shares issued as a finder's fee.

6. ACCOUNTS RECEIVABLE

As at		**October 31, 2022**		**January 31, 2022**
Current	$	534	$	-
30- 60 days		23		-
61-90 days		33		-
Over 90 days		316		-
		906		-
Provision for doubtful accounts		(316)		-
Net Accounts Receivable	**$**	**590**	**$**	**-**

(Expressed in thousands of United States Dollars)

The Company has net accounts receivable of $590,000 and the Company has a provision for doubtful accounts of $316,000.

7. INVESTMENTS

	Talipay Investment	MADA Private Investment	Kirobo Private Investments	CryptoHawk Fund	Total
Balance at February 1, 2022 (restated Note 2)	$ -	$ 250	$ 5,065	$ 401	$ 5,716
Additions	164	-	-	-	164
Withdrawals	-	-	-	(360)	(360)
Revaluation	-	-	(1,043)	(21)	(1,064)
Accrued interest	-	10	-	-	10
Foreign exchange	-	-	-	(20)	(20)
Balance at October 31, 2022	$ 164	$ 260	$ 4,022	$ -	$ 4,446

The Company has classified its investments under assets held for sale, as it's the intention of the Company to focus its resources on the Spetz operations and dispose of these investments over time.

During the nine months ended October 31, 2022, the Company performed AI consulting services for Talipay Inc. a private company located in the United States. The Company recognized $352,000 in consulting revenue, disclosed as discontinued revenue (see Note 22). In connection with this engagement, the Company in turn subscribed to common shares in Talipay Inc. in the amount of $164,000. The Company has designated this investment as a portfolio investment and measures it at FVTPL.

On December 29, 2021, the Company completed its strategic investment of $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 $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. The Company has recognized interest earned on $10,000.

On May 3, 2021, the Company completed its strategic investment of $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. The Company incurred acquisition costs of $65,000 in connection with its investment in 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.

The Company used Kirobo's token price at October 31, 2022 and amount of KIRO in circulation to determine the fair value of Kirobo to be $4,022,000. As a result, the Company recognized an unrealized loss on its investment of $1,043,000.

On September 2, 2021, the Company seed funded its CryptoHawk Growth Fund (legal name: Digimax Alpha Fund SP) with $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. During the nine months ended October 31, 2022, the Company redeemed all remaining proceeds $360,000 in its investment in the CryptoHawk Growth Fund. The Company had realized a loss on its investments of $21,000.

(Expressed in thousands of United States Dollars)

8. DIGITAL CURRENCIES

The Company holds digital currencies, classified as discontinued assets, as follows:

			Bitcoin	Ethereum	USDC	DOT	LTC	XTZ	Kirobo Coins
Balance at January 31, 2022 (restated Note 2)	$	1,438	11	101	160	854	200	4,176	6,250,000
Digital currencies purchased for the period		4,484	105	56	81,238	-	-	-	-
Traded for cash for the period		(4,859)	(116)	(156)	(74,260)	(854)	(200)	(4,176)	(900,000)
Gain on sale of digital currencies		(15)	-	-	-	-	-	-	-
Revaluation of digital currencies		(947)	-	-	-	-	-	-	-
Balance at October 31, 2022	**$**	**101**	**-**	**1.0**	**7,138**	**-**	**-**	**-**	**5,350,000**

i) During the nine months ended October 31, 2022, the Company purchased 105 Bitcoin, 56 Ethereum, and 81,238 USDC, coins valued at $4,484,000.

ii) During the nine months ended October 31, 2022, the Company exchanged digital currencies for cash as follows: 116 Bitcoins, 156 Ethereum, 74,260 USDC, 854 DOT, 200 Litecoin, 4,176 Tezos and 900,000 KIRO for with a value of $4,859,000. The gain on the sale of these digital currencies of $15,000 was recorded in discontinued 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 October 31, 2022, a revaluation loss of $947,000, of which $596,000 was recorded to other comprehensive income fully reversing the previously recorded unrealized gain of $596,000 recorded in other comprehensive income, and recorded in discontinued operations $352,000 unrealized loss on digital currencies during the nine months ended October 31, 2022.

9. PROPERTY, PLANT AND EQUIPMENT

		Computer and Electronic equipment		Furniture and equipment		Leasehold Improvements		Total
Balance at February 1, 2022	$	-	$	-	$	-	$	-
Acquisition of Spetz		20		14		5		39
Additions		2		-		-		2
Less: Depreciation expense		(5)		-		(1)		(6)
Balance at October 31, 2022	**$**	**17**	**$**	**14**	**$**	**4**	**$**	**35**

Cost	$	22	$	14	$	5	$	41
Accumulated depreciation		(5)		-		(1)		(6)
Net book value	**$**	**17**	**$**	**14**	**$**	**4**	**$**	**35**

The Company recorded a depreciation of $6,000 on property, plant and equipment since the date of the acquisition of Spetz.

(Expressed in thousands of United States Dollars)

10. 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 and associated lease liability.

	Right-of-use asset	lease Liability
Balance at February 1, 2021	$ -	$ -
Additions	101	101
Interest	-	7
Repayments	-	(29)
Amortization	(26)	-
Balance at January 31, 2022 (restated Note 2)	$ 75	$ 79
Interest	-	5
Repayments	-	(37)
Amortization	(32)	-
Balance at October 31, 2022	**$ 43**	**$ 47**
Current	-	40
Non-current	43	7

Undiscounted cash flows	
Less than one year	$ 42
One to five years	5
Total undiscounted lease liability at October 31, 2022	**$ 47**

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

11. INTANGIBLE ASSETS

As at October 31, 2022, intangible assets consisted of:

	Customer Relationships	Brand	Technology	Non-Compete	Total
Balance at February 1, 2022	$ -	$ -	$ -	$ -	$ -
Acquisition of Spetz	737	248	1,581	82	2,648
Less: Amortization expense	(102)	(5)	(33)	(6)	(146)
Balance at October 31, 2022	**$ 635**	**$ 243**	**$ 1,548**	**$ 76**	**$ 2,502**

All intangible assets were acquired in connection with the acquisition of Spetz (see Note 5).

Amortization of intangible assets since the date of the acquisition of Spetz to October 31, 2022 was $146,000 and is included in amortization expense in the consolidated statement of loss and comprehensive loss.

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.

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 $1,589,000 on intangible assets was appropriate.

(Expressed in thousands of United States Dollars)

12. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

As at	October 31, 2022	January 31, 2022 (restated Note 2)
Accounts payable	$ 592	$ 86
Accrued Liabilities	35	333
	$ 627	**$ 419**

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.

Other payables of the Company are as follows:

As at	October 31, 2022	January 31, 2022 (restated Note 2)
Employee and related institutions	$ 246	$ -
Accrued expenses	172	-
Government institutions	44	-
Other payables	55	-
	$ 517	**$ -**

13. SHORT-TERM BANK CREDIT FACILITY

Through the acquisition of Spetz, the Company has a revolving on demand, non-interest bearing short term credit facility with a bank in Israel. The facility is for a total of $254,000 (900,000 NIS).

14. DEFERRED REVENUE

The Company recognizes revenue from providing its referral services over time. The Company's revenue from referral services is recognized over time using an output method, based on the units delivered output, which is the number of used service calls, in relation to the total number of service calls purchased. Deferred revenue represents those advances from customers for services calls yet to be used. At October 31, 2022, the Company had deferred revenue of $306,000.

15. LONG-TERM LOANS

Through the acquisition of Spetz, the Company has a long-term loan facility. The long-term loan was originally in the amount of $85,000 (300,000 NIS) from a bank in Israel and matures in May 2025. The loan was received in NIS. It bears interest at 3.1% per annum. During the period from the date of the acquisition of Spetz to October 31, 2022, the Company repaid $9,000. The balance owing at October 31, 2022 is $34,000.

(Expressed in thousands of United States Dollars)

16. SHARE CAPITAL

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

As at October 31, 2022, there are 505,211,531 (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.

(iv) On August 17, 2022, the Company completed the acquisition of Spetz (See Note 5) by issuing 230,146,518 common shares in exchange of for 100% of the issued and outstanding shares of Spetz. The fair value on the common shares issued was $5,367,000. In connection with this 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 with fair value of $93,000.

17. WARRANTS

Share purchase warrant transactions for the nine months ended October 31, 2022, and the year ended January 31, 2022, are as follows:

	Number of Warrants		Weighted Average Exercise Price (CAD)		Fair Value (restated Note 2)
Balance outstanding, February 1, 2021	**39,173,250**	**$**	**0.060**	**$**	**731**
Warrants expired(i)	(2,586,250)		(0.110)		-
Warrants issued(ii)	58,370,249		0.369		7,798
Warrants exercised	(22,003,000)		(0.050)		(417)
Balance outstanding, January 31, 2022	**72,954,249**	**$**	**0.305**		**8,112**
Warrants expired(i)	(7,189,000)		(0.050)		-
Balance outstanding, October 31, 2022	**65,765,249**	**$**	**0.338**		**8,112**

(Expressed in thousands of United States Dollars)

Warrant price (CAD$)	Outstanding	Expiry date
At $0.05	295,000	December 18, 2022
At $0.075	5,100,000	December 18, 2022
At $0.15	2,000,000	January 7, 2023
At $0.35	972,182	February 26, 2023
At $0.365	52,374,570	February 26, 2023
At $0.39	2,000,000	February 26, 2023
At $0.44	3,023,497	September 17, 2024
Total	65,765,249	

i. On February 8, 2019, the Company issued to the holders of the February 2019 Debentures and the September 2018 Debentures 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) CAD$0.30, (ii) the product of the conversion price (lesser: of (i) CAD$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 15 in connection with warrants issued in connection with private placements.

The following table reflects the fair value of the actual warrants granted as of October 31, 2022 using the Black-Scholes model with the following assumptions:

	Fiscal January 31, 2022	Fiscal January 31, 2021
Average exercise price (CAD$)	$0.35-0.44	$0.05-0.15
Fair value of the award	$ 7,798	$ 874
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

18. 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.

(Expressed in thousands of United States Dollars)

	Stock Options		Weighted Average Exercise Price (CAD)
Options outstanding, February 1, 2021	**10,650,000**	**$**	**0.100**
Issued	15,750,000		0.280
Exercised	(4,700,000)		(0.096)
Forfeited	(100,000)		(0.050)
Options outstanding, January 31, 2022	**21,600,000**	**$**	**0.232**
Issued	7,450,000		0.050
Exercised	-		-
Forfeited	(12,100,000)		(0.191)
Options outstanding, October 31, 2022	**16,950,000**	**$**	**0.183**
Exercisable options	16,950,000	$	0.183

	Nine months ended October 31, 2022	Fiscal January 31, 2022	Fiscal January 31, 2021
Number of options granted	7,450,000	15,750,000	13,900,000
Exercise price (CAD$)	$0.05 to $0.10	$0.10 to $0.39	$0.05 to $0.15
Risk free interest rate	2.63%-3.32%	0.20%-1.26%	0.22%-0.27%
Expected dividend yield	0.00%	0.00%	0.00%
Expected volatility	115%-133%	134%-262%	232%-260%
Expected life of the options	5 years	2 years	2 years

The following table reflects the actual stock options outstanding as of October 31, 2022:

Option price (CAD$)	Options Outstanding		Weighted Average Exercise Price (CAD$)	Weighted Ang Remaining Contractual Life (Yrs.)	Options Exercisable
At $0.05	7,250,000	$	0.050	0.15	7,250,000
At $0.08	50,000	$	0.080	0.34	50,000
At $0.10	100,000	$	0.100	1.34	100,000
At $0.15	2,000,000	$	0.150	0.50	2,000,000
At $0.20	1,000,000	$	0.200	1.08	1,000,000
At $0.24	800,000	$	0.240	0.52	800,000
At $0.25	1,500,000	$	0.250	0.59	1,500,000
At $0.39	4,250,000	$	0.390	0.58	4,250,000

Vesting Schedule	
Immediate	16,950,000
1 year	-

Restricted share units

The Company issued 33,169,778 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.

(Expressed in thousands of United States Dollars)

In connection with the Spetz acquisition (see Note 5) the Company issued 19,531,771 RSUs with a fair value of $455,000 as part of the total consideration.

All other terms and conditions of the RSUs are in accordance with the Company's equity incentive plan. The fair value of RSU was 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, 2022.

	RSUs		Weighted Average Exercise Price (CAD)
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	**31,019,778**	**$**	**0.050**
RSUs outstanding, October 31, 2022	**33,169,778**	**$**	**0.050**

Vesting Schedule	
Immediate	5,543,818
1 year	5,944,189
over 1 year	21,681,771

The following table reflects the actual restricted share units outstanding as of October 31, 2022:

RSU price (CAD$)	RSUs Outstanding		Weighted Average Exercise Price (CAD)	Weighted Ang Remaining Contractual Life (Yrs.)	RSUs Exerciseable
At $0.05	27,935,821	$	0.050	6.81	3,230,850
At $0.07	3,083,957	$	0.070	2.25	2,312,968
At $0.08	2,150,000	$	0.080	2.17	-

19. FINANCIAL INSTRUMENTS

Fair value

Financial instruments of the Company consist of cash, investments, receivables, other receivables, accounts payable and accrued liabilities, short term bank credit facility, other payables, related party payables, and long term loans. 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 Company's risk exposures and their impact on the Company's financial instruments are summarized below:

(Expressed in thousands of United States Dollars)

Credit risk

Credit risk arises when a failure by counterparties to discharge their obligations could reduce the amount of future cash inflows from financial assets on hand at the balance sheet date. The Company closely monitors the activities of its counterparties and controls the access to its intellectual property which enables it to ensure the prompt collection of customers' balances. The Company's main financial assets are cash and cash equivalents as well as other receivables.

Wherever possible and commercially practical the Company holds cash with major financial institutions in Canada and Israel.

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date is:

Financial Instrument	**October 31, 2022**	**January 31, 2022 (restated Note 2)**
Cash and cash equivalents	$ 868	$ 4,200
Restricted deposits	54	-
Accounts receivable	590	-
Other receivables	109	55
Total	**$ 1,621**	**$ 4,255**

Currency risk

Currency risk is the risk that the value of financial instruments will fluctuate due to changes in foreign exchange rates. Currency risk arises when future commercial transactions and recognized assets and liabilities are denominated in a currency that is not the Company's functional currency. The Company is exposed to foreign exchange risk arising from various currency exposures primarily with respect to the Canadian dollar, New Israeli Shekel, AUD, and GBP. The Company's policy is not to enter into any currency hedging transactions.

The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities at the reporting date are as follows:

(Expressed in thousands of United States Dollars)

	CAD	NIS	AUD	GBP	Total
Financial assets					
Cash and cash equivalents	$ 825	$ 1	$ 22	$ 20	$ 868
Restricted cash	-	54	-	-	54
Accounts receivables	-	516	23	51	590
Other receivables	86	23	-	-	109
	911	594	45	71	1,621
Financial Liabilities					
Accounts payable and accrued liabilities	57	542	14	14	627
Short-term bank credit	-	207	-	-	207
Other payables	-	462	12	43	517
Related party payables	-	371	-	-	371
Long term loans	-	34	-	-	34
	57	1616	26	57	1756
Net	854	(1,022)	19	14	(135)

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 investments, digital currencies and short and long term borrowings.

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.

The Company also has interest bearing long-term loans which have fixed rate interest rates until maturity and are therefore not subject to fluctuations in market interest rates until maturity.

Liquidity risk

Liquidity risk is the risk that arises when the maturity of assets and the maturity of liabilities do not match. An unmatched position potentially enhances profitability, but can also increase the risk of loss. The Company has procedures with the object of minimizing such losses by maintaining sufficient cash and other highly liquid current assets and by having available an adequate amount of committed credit facilities.

The following tables detail the Company's remaining contractual maturity for its financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay.

(Expressed in thousands of United States Dollars)

Financial Instrument	Up to 1 year	Between 1 and 2 year
Accounts payable and accrued liabilities	$ 627	$ -
Short-term bank credit	207	-
Other payables	517	-
Related party payables	371	-
Long term loans	-	34
Lease liabilities	40	7
Total	**$ 1,762**	**$ 41**

20. RELATED PARTY TRANSACTIONS AND KEY MANAGEMENT COMPENSATION

Key management compensation

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, 2022, and 2021:

	Three months ended October 31,		**Nine months ended October 31,**	
	2022	**2021 Restated (Note 2)**	**2022**	**2021 Restated (Note 2)**
CEO				
Short term compensation	$ 46	$ 52	$ 140	$ 149
Share based payments	48	33	124	181
Total CEO compensation	**94**	**85**	**264**	**330**
CFO				
Short term compensation	24	22	65	74
Share based payments	3	-	3	26
Total CFO compensation	**27**	**22**	**68**	**100**
Directors				
Short term compensation	58	15	121	29
Share based payments	184	100	259	408
Total Directors compensation	**242**	**115**	**380**	**437**
	$ 363	**$ 222**	**$ 712**	**$ 867**

Related party loans

The Company has non-interest bearing on demand loan from the Company's major shareholder Yossi Nevo of $371,000.

21. COMMITMENTS

The Company has no commitments as at October 31, 2022.

(Expressed in thousands of United States Dollars)

22. SUBSEQUENT EVENTS

On November 28, 2022, the Company ratified at its annual and special meeting of shareholders to ratify the name change to Spetz Inc. from Digimax Global Inc. to better align the Company's branding with the core business of the Company but also announced the development of a new business plan to focus on the ongoing expansion of the Spetz referral services business with expansion into the United states.

23. DISCONTINUED OPERATIONS

During the period ended October 31, 2022, the Company decided that it would discontinue supporting and developing its Cryptohawk.ai application and put the Company's entire focus on the Spetz operations. The Company plans to wind down these operations by the end of the fiscal year. Assets classified as held for sale include investments held by the Company which are no longer core to the Company's strategy and the digital currencies it holds.

Below represents the net assets held as discontinued:

		October 31, 2022		January 31, 2022 (restated Note 2)
Assets				
Accounts receivable	$	54	$	-
Investments		4,446		5,716
Digital currencies		101		1,438
Total assets held for sale	**$**	**4,601**	**$**	**7,154**
Liabilities				
Deferred revenue		3		3
Total liabilities held for sale		3		3
Net assets of discontinued operations	**$**	**4,598**	**$**	**7,151**

Below represents the discontinued operations for the nine month period ended October 31, 2022 and 2021:

(Expressed in thousands of United States dollars)

For the nine month period ended October 31,		**2022**		**2021 (restated Note 2)**
Revenue				
Concession fees	$	-	$	505
Subscription fees		380		59
		380		564
Expenses				
Consulting fees		506		1,091
Professional fees		30		96
Marketing expenses		126		118
Business development		190		553
General and Administration		65		212
Research expense		128		-
Amortization expense		-		573
Total expenses		1,045		2,643
Realized gain on sale of digitial currencies		15		85
Unrealized loss on digital currencies		(352)		-
Unrealized loss on investments		(1,113)		(203)
Foreign exchange loss		-		(1)
Loss before income taxes		(2,115)		(2,198)
Income tax		-		-
Net loss from discontinued operations	**$**	**(2,115)**	**$**	**(2,198)**

Cash flows from discontinued operations are as follows for the nine month period ended October 31, 2022 and 2021:

For the period ended October 31,		**2022**		**2021 (restated Note 2)**
Cash flows from Operating Activities				
Net Loss for the year	$	(2,115)	$	(2,198)
Non-cash items:				
Realized (gain)/loss on digital currencies		(15)		(85)
Unrealized loss on digital currencies		352		-
Amortization expense		-		574
Unrealized loss on investments		1,113		203
Net change in non-cash working capital items:				
Accounts receivable		(54)		108
Deferred revenue		-		5
Accounts payable and accrued liabilities		-		(6)
Cash used in operating activities	**$**	**(719)**	**$**	**(1,399)**

24. COMPARATIVE FIGURES

Certain comparative figures have been reclassified to conform to the current period’s presentation.