



MANAGEMENT DISCUSSION AND ANALYSIS

For the six months ended March 31, 2022 and 2021
As at May 30, 2022

NOTICE TO READER

The following Management's Discussion and Analysis, for the six months ended March 31, 2022 and 2021 (the "MD&A") is being filed with the applicable Securities Administrators, replacing the version filed on May 30, 2022, as amended June 2, 2022, reflecting the following revisions:

- On page five, the Selected Quarterly Financial Information table was amended to as follows:
 - The "Mar-20" column and the "Other income" and "Dividend income" rows were removed
 - "Net unrealized gain (loss) on cryptocurrencies" and "Net realized gain (loss) on cryptocurrencies" were replaced with "Items that will not be reclassified to profit or loss" to align with income statement presentation
 - "Total current assets" and "Total current liabilities" were replaced with "Net book value"
 - The "Total comprehensive income" income quarterly results were amended to be consistent with the amended interim condensed consolidated financial statements for the six months ended March 31, 2022 and to correct cumulative amounts presented previously
 - "Net income (loss) per share (basic and diluted)" was moved to below "Income (loss) for the period"
 - Mar-22 "Total assets" was corrected to \$34,250,965
- On page six, the second paragraph was revised to "The total comprehensive income for the three months ended March 31, 2022 ("Q2") decreased \$12,138,563 to a loss of \$2,084,665 compared to total comprehensive income of \$10,053,898 for the three months ended March 31, 2021"
- On page six, in the first bullet point of the second paragraph was revised to "In Q2 other comprehensive income was a loss of \$210,700 (2021 - \$10,537,139) mainly due to a decline in cryptocurrency prices compared to Q2-21"
- On page six, in the third paragraph was revised to "The total comprehensive income for the six months ended March 31, 2022 (the "Period") decreased \$12,311,674 to \$3,336,208 compared to total comprehensive income of \$15,647,882 for the six months ended March 31, 2021"
- On page six, in the first bullet point of the third paragraph was revised to state "In the Period other comprehensive income was 1,522,936 (2021 - \$17,159,135) mainly due to a decline in cryptocurrency prices compared to the Prior Period"

No amendment has otherwise been made to any amount, balance, or disclosure in the attached interim financial report.

June 20, 2022

This Management Discussion and Analysis ("MD&A") has been approved in accordance with a resolution of the Board of Directors of Cypherpunk Holdings Inc. ("Cypherpunk" or, the "Company") dated May 30, 2022. It should be read in conjunction with the interim condensed consolidated financial statements of the Company as at and for the six months ended March 31, 2022 and 2021.

ABOUT CYPHERPUNK HOLDINGS INC.

Cypherpunk is a publicly traded company that is listed on the Canadian Securities Exchange (CSE) under the ticker HODL.

The Company is an actively managed crypto investment company. The core tenets of its investment thesis are privacy, self-sovereignty, and digital property rights (the “Thesis”). Cypherpunk executes its Thesis through two lines of effort:

- (1) Utilization of treasury for yield generation.
- (2) Diversification and risk management

As at March 31, 2022, the Company had total assets of \$34.2 million and net book value of \$32.2 million. The Company’s cryptocurrency holdings consisted of 410.75 Bitcoin (“BTC”) and 361.61 Ethereum (“ETH”) with market values of \$22.7 million and \$1.7 million respectively, resulting in a combined market value of \$24.4 million.

SIGNIFICANT EVENTS IN THE SIX MONTHS ENDED MARCH 31, 2022

Overview

- Total assets increased \$3 million to \$34.3 million (10%)
- Net book value increased \$4.3 million to \$32.2 million (16%)
- Increases due primarily to gains on the disposition of Animoca shares

Treasury Management and Diversified Yield Generation

Cryptocurrencies - During the six months ended March 31, 2022, through cash purchases and sales, coin swaps, dividends and interest, the Company’s BTC holdings increased by 9.16 to 410.75 BTC and its ETH holdings decreased by 150.28 ETH to 361.61 ETH from September 30, 2021.

In June 2021, the Company entered into a master loan agreement with Genesis pursuant to which Cypherpunk may lend U.S. Dollars or digital currency to Genesis. In October 2021, the Company loaned 100 BTCs to Genesis (the “Second Bitcoin Loan”), 35 of which were loaned from the BTC the Company had pledged as collateral on the Loan. The Second Bitcoin Loan bears interest at 1% per annum, payable monthly in BTC, there is no maturity date and Cypherpunk has the option to demand immediate payment of a portion or the entirety of the Bitcoin Loan balance at any time. The principal value of the Second Bitcoin Loan was repaid in October 2021.

In November 2021, the Company entered into a master loan agreement with LedgerPrime Digital Asset Opportunities Master Fund LP (“LedgerPrime”) pursuant to which Cypherpunk may lend U.S. Dollars or digital currency to LedgerPrime. In November 2021, the Company loaned 100 BTCs to the LedgerPrime (the “LedgerPrime Bitcoin Loan”). The LedgerPrime Bitcoin Loan bears interest at 3% per annum, payable monthly in BTC, there is no maturity date and Cypherpunk has the option to demand immediate payment of a portion or the entirety of the LedgerPrime Loan balance at any time.

Active Investments

In February 2021, the Company purchased a package of IP addresses for USD \$393,216 (\$519,236). In March 2021, the Company secured a leasing arrangement generating a 14.8% yield per annum on the Company’s original investment.

In August 2021, the Company purchased a package of IP addresses for USD \$327,680 (\$419,345). The package of IP addresses known as IPv4 Subnet 206.206.64.0/18 is intended to be leased to generate operating revenues.

During the six months ended March 31, 2022, the Company acquired 25 Bitmain S19J Pro miners (the

“Equipment”) which each produce 100 terahashes per second for total consideration of \$376,819. The Equipment has been leased to MineOn LLC, which will host and operate the machines in Iowa, USA for Cypherpunk pursuant to a managed mining and profit-sharing agreement.

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Private Equity and Venture Capital

Highlights

- \$891,521 increase in investments
- \$3.5 million in realized gains through the sale of 1.5 million Animoca shares
- \$473,460 realized loss on Sixty-Six Capital Inc.
- Investments in GOAT, Panxora, 168 Trading Ltd., Isla Capital, and Lucy Labs

In August 2021, the Company acquired 2 million shares of Animoca Brands Corporation Limited (“Animoca”) for total consideration of \$2.0 million. Animoca is a private Australian company operating in the digital entertainment, blockchain and gamification sectors. During the six months ended March 31, 2022, the Company sold 1.5 million shares and recognized a gain of \$3.5 million on its Animoca investment in the interim condensed consolidated statement of comprehensive income.

During the three months ended March 31, 2022, the Company sold 3,642,000 of Sixty-Six Capital Inc. (“Sixty-Six”) to hold nil shares and recognized a realized loss of \$113,129 in the interim condensed consolidated statements of comprehensive income.

The Company also closed investments in the Company’s portfolio of investments is presented below.

The Company's investments in equity instruments are classified as FVTPL and are carried at fair value. The detail is as follows:

	Quantity	March 31, 2022	Quantity	September 30, 2021
168 Trading Ltd. (a)	-	\$ 650,353	-	-
Animoca Brands Corporation Limited (b)	500,000	2,060,080	2,000,000	\$ 3,023,460
Chia Network Inc. (c)	19,860	540,841	19,860	551,999
GOAT Gaming Pte Ltd. (d)	176,470	251,583	-	-
ISLA Digital Strategies SP (e)	-	315,542	-	-
Lucy Labs Flagship Offshore Fund SPC (f)	-	626,148	-	-
NGRAVE.IO (g)	138,966	152,544	-	-
Panxora Management Corporation (H)	-	343,347	-	-
Sixty-Six Capital Inc. - Shares (i)	-	-	3,642,000	\$ 473,460
Streetside Development, LLC	1,429	126,516	1,429	126,516
zkSNACKS Limited - Shares (j)	4,500	445,028	4,500	445,027
		\$ 5,511,983		\$ 4,620,462

(a) During the six months ended March 31, 2022, the Company invested \$635,776 (US\$500,000) in two funds managed by 168 Trading Limited, a Gibraltar based Private Fund trading cryptocurrency and related derivatives.

- (b) During the three months ended September 30, 2021, the Company purchased 2,000,000 shares of Animoca Brands Corporation Limited ("Animoca") (2021 – nil) for a total cost of \$2,000,242 (2021 – \$nil). During the six months ended March 31, 2022, the Company recognized an unrealized gain of \$4,868,708 (2021 - \$nil) in the interim condensed consolidated statements of comprehensive income.
- (c) During the year ended September 30, 2021, pursuant to the Company's Simple Agreement for Future Equity ("SAFE") investment in Chia Network Inc. ("Chia"), the Company received 19,806 shares of Series B Stock priced at US\$15.15 per share. The Company also exercised its participation rights and acquired 600 common shares of Chia at a price of US\$21.21. The Company recognized an unrealized loss of \$3,281 (2021 - \$18,210) in the consolidated statements of comprehensive income.
- (d) During the six months ended March 31, 2022 the Company acquired a 176,470 subscription shares of GOAT Gaming Pte Ltd. for consideration of US\$200,000 priced at US\$1.13333 per subscription share.
- (e) During the six months ended March 31, 2022, the Company invested \$319,722 (US\$250,000) in 2,455.5354 Class B common shares of the AB Digital Strategies Fund managed by UK FCA-regulated Isla Capital.
- (f) During the six months ended March 31, 2022, the Company invested \$636,075 (US\$500,000) in Lucy Labs Flagship Offshore Fund Crypto Rising tide portfolio.
- (g) During the six months ended March 31, 2022, the Company's convertible loan to NGRAVE (note 7) was converted into common shares of NGRAVE pursuant to its convertible loan agreement. The Company received 138,966 NGRAVE common shares at a deemed price of EUR 0.7936.
- (h) During the six months ended March 31, 2022 the Company invested 6 Bitcoin with Panxora Management Corporation ("Panxora"), a portfolio management and advisory company, authorizing Panxora to trade the Company's account with the goal of reducing return volatility.
- (i) During the six months ended March 31, 2022, the Company sold 3,642,000 (2021 - nil) of Sixty Six Capital Inc. ("Sixty Six") to hold nil shares and recognized a realized loss of \$113,129 (2021 – \$nil) in the interim condensed consolidated statements of comprehensive income.
- (j) During the six months ended December 31, 2021, the Company acquired 4,500 shares in zksNACKS Limited for \$337,500 U.S. Dollars resulting in a 4.5% stake in the company. There was no change in the ownership interest in 2021. During the year ended September 30, 2021, the Company received 2.7 Bitcoin with a value of \$121,574 as a dividend from zksNACKS Limited which has been recorded in the consolidated statements of comprehensive income.

COVID-19

Since early 2020, the outbreak of the novel strain of coronavirus, 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. In the current year, there has not been adverse impact on the Company liquidity, investments, expenditures or any other of its key business factors or operations but it is not possible to reliably estimate the length and severity of these developments and the future impact on the financial results and condition of the Company. Through a thorough review of operating expenses and the scheduling of some expenditures, the Company is focused on prudently managing the Company's financial resources and planned activities pending a resolution of the COVID-19 pandemic.

OVERALL PERFORMANCE

Overview

- Cash position of \$3.1 million
- Total assets increased \$3 million to \$34.3 million (10%)

- Repayment of \$1.2 million of debt
- Net book value increased \$4.3 million to \$32.2 million (16%)
- Increases due primarily to realized gains on the disposition of Animoca shares of \$3.5 million

SELECTED ANNUAL INFORMATION

Selected audited annual information for the three most recently completed years, all reported under IFRS, are as follows:

Year ended September 30,	2021		2020		2019	
Total assets	\$	31,230,861	\$	6,855,628	\$	5,547,267
Shareholders' equity		27,841,541		6,669,514		5,433,384
Income		406,819		556,808		(2,395,959)
Net income		(1,174,497)		(159,417)		(3,093,850)
EPS	\$	(0.01)	\$	(0.00)	\$	(0.03)
Comprehensive income		7,419,378		377,009		2,909,492

SELECTED QUARTERLY INFORMATION

The below selected quarterly information summarizes the financial information for the last eight quarters.

	Mar-22	Dec-21	Sep-21	Jun-21	Mar-21	Dec-20	Sep-20	Jun-20
	\$	\$	\$	\$	\$	\$	\$	\$
Realized gain (loss) on investments	3,637,399	(113,120)	-	-	(3,910)	-	170,546	-
Unrealized gain (loss) on investments	(4,386,673)	4,715,936	1,071,164	(188,431)	(36,420)	(595,510)	826,030	389,300
Expenses	1,517,418	961,353	580,010	1,297,118	456,193	433,995	526,668	303,461
Income (loss) before taxes	(1,873,965)	3,687,237	476,284	(1,460,542)	(348,227)	(1,028,012)	471,314	88,141
Tax Recovery	-	-	1,186,000	-	-	-	231,000	-
Income (loss) for period	(1,873,965)	3,687,237	1,662,284	(1,460,542)	(348,227)	(1,028,012)	701,687	88,141
Net income (loss) per share (basic and diluted)	\$ (0.01)	\$ 0.02	\$ 0.01	\$ (0.01)	\$ -	\$ (0.01)	\$ 0.01	\$ -
Items that will not be reclassified to profit or loss	(210,700)	1,733,636	5,573,022	(10,935,268)	10,402,125	6,621,996	548,498	822,246
Tax that may be reclassified to profit or loss			(3,068,000)	-	-	-	(233,013)	-
Total comprehensive income (loss)	(2,084,665)	5,420,873	4,167,306	(12,395,810)	10,053,898	5,593,984	1,017,172	910,387
Total assets	34,250,965	37,230,469	31,230,861	23,487,650	35,223,067	12,556,303	6,855,628	5,025,044
Net book value	32,168,113	33,828,505	27,841,541	23,115,447	34,985,129	12,556,303	6,669,514	4,792,594

In the quarterly periods, the main items are the unrealized gains or losses from the adjustments to fair value of investment holdings and cryptocurrencies, the latter recognized in other comprehensive income (loss). There is also income earned from interest earned on the bank accounts, investments, and from lease and profit sharing agreements. In the last fiscal year, the Company changed its accounting policy for its cryptocurrency holdings, as a result all realized and unrealized gains and losses on its cryptocurrency holdings are recorded in other comprehensive income (loss), which is a component within equity and described in note 1 of the interim condensed consolidated financial statements.

Expenses variances are due to the gain or loss in foreign exchange that fluctuates over the quarters due to the variances in the foreign exchange rates, mainly the US dollar, and for the variance of the cash and cryptocurrencies balances that are denominated in such currency. Increased expenses in the six months ended March 31, 2022 are mainly due to increased stock-based compensation and consulting costs. Other general expenses variances are mainly composed of technical consulting, corporate and administrative expenses.

The main components of total assets of the Company are cash, cryptocurrencies, investments, and intangible assets. Total assets variances from quarter to quarter are mainly due to increase in cash from the Company's

private placements in Q2 2021 (March 2021), investments in cryptocurrencies and investments, and the fair value variances of the cryptocurrencies and investments.

Results of Operations

Comparison of the three months ended March 31, 2022 and 2021

The total comprehensive income for the three months ended March 31, 2022 (“Q2”) decreased \$12,138,563 to a loss of \$2,084,665 compared to total comprehensive income of \$10,053,898 for the three months ended March 31, 2021 (the “Q2-21”). The main reasons for the variance are as follows:

- In Q2 other comprehensive income was a loss of \$210,700 (2021 - \$10,537,139) mainly due to a decline in cryptocurrency prices compared to Q2-21.
- In Q2 there was a realized gain of \$3,637,399 mainly due to the Company’s previously discussed sale of 1,500,000 Animoca shares offset by an unrealized loss of \$4,386,673, to reverse unrealized gains from the first quarter, this compares to a realized loss of \$3,910 and an unrealized loss of \$36,420 in the Q2-21.
- In Q2 expenses increased \$1,390,724, mainly due to increased stock based compensation of \$424,273 (2021 – 26,841) and a foreign exchange loss of \$698,164 (2021 - 239,991) the latter due to increased investment holdings in foreign currencies and the appreciation of the US dollar versus most foreign currencies.

Comparison of the six months ended March 31, 2022 and 2021

The total comprehensive income for the six months ended March 31, 2022 (the “Period”) decreased \$12,311,674 to \$3,336,208 compared to total comprehensive income of \$15,647,882 for the six months ended March 31, 2021 (the “Prior Period”). The main reasons for the variance are as follows:

- In the Period other comprehensive income was 1,522,936 (2021 - \$17,159,135) mainly due to a decline in cryptocurrency prices compared to the Prior Period.
- There was a realized gain of \$3,637,399 in the Period due to the aforementioned sale of Animoca shares (2021 - \$(3,910)).
- In Q2 expenses increased \$1,588,583, mainly due to increased stock based compensation of \$980,364 (2021 – 26,841) a foreign exchange loss of \$726,284 (2021 – 574,702), an increase in consulting fees to \$309,594 (2021 – 99,250) during to staff hires and an increase in professional fees to \$122,842 (2021 – 21,244) mainly due to increased audit expenditures.

FINANCIAL AND CAPITAL MANAGEMENT

Outstanding Share Data

At March 31, 2022

Common shares outstanding:	160,070,718
Options to purchase common shares:	14,050,000
Warrants:	27,573,442

At May 30, 2022

Common shares outstanding:	160,070,718
Options to purchase common shares:	14,050,000
Warrants:	27,573,442

Cash Flow

For the six months ended March 31, 2022, the net cash inflow is 2,226,386 due to \$3,585,054 of net cash received from the sale and purchase of cryptocurrencies and investments, offset by \$182,862 used in operations and \$1,175,806 used in financing activities. For the six months ended March 31, 2021, the net cash inflow is \$10,133,132 mainly due to the private placement financings that raised \$12,058,392 net of issue costs and \$582,500 from the exercise of warrants, offset by \$270,285 of cash used in the operating activities and \$2,237,475 of net investment expense from the purchase and sale of cryptocurrencies.

FINANCIAL RISK FACTORS

Capital Management

The Company manages and adjusts its capital structure, based on the funds available to the Company, in order to support the investment in cryptocurrencies and blockchain companies. 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. The Company considers capital to be its capital stock, warrant, and stock option components of shareholders' equity.

To effectively manage the Company's capital requirements, the management has in place a planning, budgeting, and forecasting process to help determine the funds required to ensure the Company has the appropriate liquidity to meet its operating and growth objectives. The Company ensures that there are sufficient working capital and planned future capital raises to meet its short-term business requirements, taking into account its anticipated cash flow from operations and its holding of cash and cash equivalents and short-term investments.

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 is not subject to capital restrictions other than described in note 12 of the interim condensed consolidated financial statements.

There were no changes in the Company's approach to capital management during the six months ended March 31, 2022.

Safeguarding of Cryptocurrency Assets

The Company retains one third-party custodian (the "Custodian") to safeguard its cryptocurrency assets; Coinbase Custody Trust Company, LLC ("Coinbase") to hold the Company's Bitcoin, Ethereum and USD Coin cryptocurrency assets. The Custodian is responsible for holding and safeguarding the Company's cryptocurrency assets and has not appointed a sub-custodian to hold certain cryptocurrency assets.

Coinbase, located at 200 Park Avenue South, Suite 1208, New York, NY 10003, is regulated by the New York Department of Financial Services (NYDFS) and operates as an independently capitalized entity. Coinbase is a fiduciary under § 100 of the New York Banking Law and is licensed to custody its clients' digital assets in trust on their behalf. As a New York state-chartered trust, Coinbase is held to the same fiduciary standards as national banks and is a qualified custodian for purposes of § 206(4)-2(d)(6) of the Advisers Act, commonly called the custody role.

Cypherpunk is not aware of anything with regards to the Coinbase's operations that would adversely affect the Company's operations and there are no known security breaches or other similar incidents involving the custodian as a result of which the Company's cryptocurrency assets have been lost or stolen. Coinbase holds 100% of the Company's bitcoin holdings and carries an annually renewed commercial crime policy, with Coinbase Global Inc., Coinbase's parent company, as the named insured. In the event of a bankruptcy or insolvency Cypherpunk will enforce its rights under the Custodial Services Agreement through Arbitration under the laws of the State of New York, and will be in contact with Coinbase's Regulator, the New York State Department of Financial Services, as well as Coinbase's named insurer.

The due diligence Cypherpunk performed on Coinbase included confirmation that an annual SOC 1 audit report pertaining to internal controls over financial reporting, as well as an annual SOC 2 audit report pertaining to controls related to operations and compliance were completed by Coinbase, a review of negative news related to Coinbase, and a review of online training and tutorials offered by Coinbase.

The Company utilizes several trading platforms to purchase and sell its cryptocurrency assets and derivatives.

Gemini Trust Company LLC ("Gemini") is utilized to purchase and sell Bitcoin and Ethereum cryptocurrency assets. Gemini is responsible for receiving deposits of US dollars, or cryptocurrency, and enabling trades on an order book-based exchange. The Company has a policy to not store Cryptocurrency assets on the Platform for extended periods of time, and assets are stored on Gemini only for as long as is practically required to execute trades. Furthermore, the Company has a policy to not leave in excess of \$2,000,000 U.S. Dollars of assets on Gemini at any given time. This limit is subject to change based on management's risk assessment of Gemini.

Gemini, located at 315 Park Avenue South, 18th Floor, NY, USA, is regulated by the New York Department of Financial Services (NYDFS) and operates as fiduciary under § 100 of the New York Banking Law and is licensed to custody its clients' digital assets in trust on their behalf. As a New York state-chartered trust, Gemini is held to the same fiduciary standards as national banks and is a qualified custodian for purposes of § 206(4)-2(d)(6) of the Advisers Act, commonly called the custody role.

Cypherpunk is not aware of anything with regards to the Gemini's operations that would adversely affect the Company's operations and there are no known security breaches or other similar incidents involving the custodian as a result of which crypto assets have been lost or stolen. The due diligence Cypherpunk performed on Gemini included receiving confirmation that an annual SOC1 audit report pertaining to internal controls over financial reporting as well as an annual SOC 2 audit report pertaining to controls related to operations and compliance were completed by Gemini. A review of negative news related to Gemini and a review of online training and tutorials offered by Gemini were also completed.

Cypherpunk Holdings Inc. (the "Company") utilizes the third-party trading platform, B2C2 OTC Ltd. ("B2C2") as an over-the-counter desk for derivatives. B2C2 is used to purchase and sell Bitcoin and Ethereum cryptocurrency assets and is used as a cryptocurrency liquidity provider. B2C2 is responsible for providing liquidity for over-the-counter derivatives. The Company has a policy to not store Cryptocurrency assets on B2C2 for extended periods of time, and assets are stored on B2C2 only for as long as is practically required to execute trades. Acquired by Japanese financial group SBI in 2020, B2C2 OTC Ltd. remains a standalone company, headquartered in the UK, with offices in the US and Japan. B2C2 OTC Ltd., located at 86-90 Paul Street, London, United Kingdom, is authorized and regulated by the UK's Financial Conduct Authority (FRN 810834). B2C2 is not related to the Company. The Company is not aware of anything with regards to B2C2's operations that would adversely affect their ability to obtain an unqualified audit opinion on its audited financial statements.

Cypherpunk Holdings Inc. (the "Company") utilizes the third-party trading platform, Wintermute Asia Pte. Ltd. ("Wintermute") as an over-the-counter desk for derivatives. Wintermute Trading Ltd (registered company number 10882520) and Wintermute Asia Pte. Ltd. (registered company number 202108542H) are proprietary trading firms providing liquidity in various crypto assets and, in the case of Wintermute Asia Pte. Ltd, certain derivatives referencing crypto assets. Wintermute Trading Limited is registered with the Financial Conduct Authority ("FCA") as a Cryptoasset firm and complies with the Money Laundering, Terrorist Financing and Transfer for Funds (Information on the Payer) Regulations 2017 as amended. The Company is not aware of anything with regards to Wintermute's operations that would adversely affect their ability to obtain an unqualified audit opinion on its audited financial statements. Wintermute is not related to the Company. The Company is not aware of any security breaches or other similar events involving Wintermute as a result of which crypto assets have been lost or stolen.

Cypherpunk Holdings Inc. (the “Company”) utilizes the third-party trading platform, LedgerPrime Digital Asset Opportunities Fund, LLC (“LedgerPrime”) as an over-the-counter desk for derivatives. LedgerPrime Digital Asset Opportunities Fund, LLC, located at 152 Madison Ave, New York, NY 10016, United States, is regulated by and registered with the U.S. Securities and Exchange Commission (SEC). The Company is not aware of anything with regards to LedgerPrime’s operations that would adversely affect their ability to obtain an unqualified audit opinion on its audited financial statements. LedgerPrime is not related to the Company. The Company is not aware of any security breaches or other similar events involving LedgerPrime as a result of which crypto assets have been lost or stolen.

Cypherpunk Holdings Inc. (the “Company”) utilizes the third-party trading platform, GGC International Limited (“Genesis”) as an over-the-counter desk for derivatives. Genesis is a wholly owned subsidiary of Digital Currency Group Inc. Genesis is used to purchase and sell Bitcoin and Ethereum cryptocurrency assets and is used as a cryptocurrency liquidity provider. Genesis is responsible for providing liquidity for over-the-counter derivatives. The Company has a policy to not store Cryptocurrency assets on Genesis for extended periods of time, and assets are stored on Genesis only for as long as is practically required to execute trades. Genesis is not related to the Company. The Company is not aware of anything with regards to Genesis’s operations that would adversely affect their ability to obtain an unqualified audit opinion on its audited financial statements. The Company is not aware of any security breaches or other similar events involving Genesis as a result of which crypto assets have been lost or stolen.

Risk Disclosures

Exposure to credit, interest rate, cryptocurrency and currency related risks arises in the normal course of the Company’s business.

Credit Risk

Credit risk is the risk that a counterparty to a financial instrument will fail to discharge an obligation or commitment that it has entered into, causing the other party to incur a financial loss. The Company limits its credit risk by placing its cash with high credit quality financial institutions and with cryptocurrency exchanges on which the Company has performed internal due diligence procedures. The Company deems these procedures necessary as some exchanges are unregulated and not subject to regulatory oversight. Furthermore, cryptocurrency exchanges engage in the practice of commingling their clients’ assets in exchange wallets. When cryptoassets are commingled, transactions are not recorded on the applicable blockchain ledger but are only recorded by the exchange. Therefore, there is risk around the occurrence of transactions, or the existence of period end balances represented by exchanges.

As at March 31, 2022, the Company holds \$3,103,143 in cash and cash equivalents at high credit quality financial institutions, \$ 3,378,063 in cryptocurrencies and \$5,690,513 in cryptocurrencies loaned at custodians regulated by the New York Department of Financial Services and \$2,162,627 of cryptocurrencies posted as collateral pursuant to a loan payable. The Company's due diligence procedures around exchanges and custodians utilized throughout the period include, but are not limited to, internal control procedures around on-boarding new exchanges or custodians which includes review of the exchanges or custodians anti-money laundering (“AML”) and know-your-client (“KYC”) policies by the Company’s chief investment officer, constant review of market information specifically regarding the exchanges or custodians security and solvency risk, setting balance limits for each exchange account based on risk exposure thresholds and preparing weekly asset management reports to ensure limits are being followed and having a fail-over plan to move cash and cryptocurrencies held on an exchange or with a custodian in instances where risk exposure significantly changes.

There is no significant credit risk with respect of receivables.

Interest Rate Risk

The Company has no exposure to interest rate risk since there are no outstanding debts or other payables subject to interest charges at the end of the reported periods.

Cryptocurrencies Risk

Cryptocurrencies are measured at fair value less cost to sell. Cryptocurrency prices are affected by various forces including global supply and demand, interest rates, exchanges rates, inflation or deflation and political and economic conditions. Further, cryptocurrencies have no underlying backing or contracts to enforce recovery of invested amounts. The profitability of the Company is related to the current and future market price of cryptocurrencies; in addition, the Company may not be able to liquidate its inventory of cryptocurrencies at its desired price if necessary. Investing in cryptocurrencies is speculative, prices are volatile, and market movements are difficult to predict. Supply and demand for such currencies change rapidly and are affected by a variety of factors, including regulation and general economic trends.

Cryptocurrencies have a limited history; their fair values have historically been volatile, and the value of cryptocurrencies held by the Company could decline rapidly. A decline in the market prices of cryptocurrencies could negatively impact the Company's future operations. Historical performance of cryptocurrencies is not indicative of their future performance.

Many cryptocurrency networks are online end-user-to-end-user networks that host a public transaction ledger (blockchain) and the source code that comprises the basis for the cryptographic and algorithmic protocols governing such networks. In many cryptocurrency transactions, the recipient or the buyer must provide its public key, which serves as an address for a digital wallet, to the seller. In the data packets distributed from cryptocurrency software programs to confirm transaction activity, each party to the transaction user must sign transactions with a data code derived from entering the private key into a hashing algorithm, which signature serves as validation that the transaction has been authorized by the owner of the cryptocurrency. This process is vulnerable to hacking and malware and could lead to theft of the Company's digital wallets and the loss of the Company's cryptocurrency.

Cryptocurrencies are loosely regulated and there is no central marketplace for exchange. Supply is determined by a computer code, not a central bank. Additionally, exchanges may suffer from operational issues, such as delayed execution, which could have an adverse effect on the Company.

The cryptocurrency exchanges on which the Company may trade on are relatively new and, in many cases, largely unregulated, and therefore may be more exposed to fraud and failure than regulated exchanges for other assets. Any financial, security, or operational difficulties experienced by such exchanges may result in an inability of the Company to recover money or cryptocurrencies being held on the exchange. Further, the Company may be unable to recover cryptocurrencies awaiting transmission into or out of the exchange, all of which could adversely affect an investment of the Company. Additionally, to the extent that the digital asset exchanges representing a substantial portion of the volume in digital asset trading are involved in fraud or experience security failures or other operational issues, such digital asset exchanges' failures may result in loss or less favorable prices of cryptocurrencies, or may adversely affect the Company, its operations, and its investments.

Furthermore, crypto-exchanges engage in commingling their client's assets in exchange wallets. When crypto-assets are commingled transactions are not recorded on the applicable blockchain ledger but are only recorded by the exchange. Therefore, there is a risk around the occurrence of transactions or existence of period end balances represented by exchanges.

Loss of access risk

The loss of access to the private keys associated with the Company's cryptocurrency holdings may be irreversible and could adversely affect an investment. Cryptocurrencies are controllable only by an individual that possess both the unique public key and private key or keys relating to the "digital wallet" in which the cryptocurrency is

held. To the extent a private key is lost, destroyed, or otherwise compromised and no backup is accessible the Company may be unable to access the cryptocurrency.

Irrevocability of transactions

Cryptocurrency transactions are irrevocable and stolen or incorrectly transferred cryptocurrencies may be irretrievable. Once a transaction has been verified and recorded in a block that is added to the blockchain, an incorrect transfer or theft generally will not be reversible, and the Company may not be capable of seeking compensation.

Hard fork and air drop risks

Hard forks may occur for a variety of reasons including, but not limited to, disputes over proposed changes to the protocol, significant security breach, or an unanticipated software flaw in the multiple versions of otherwise compatible software. In the event of a hard fork in a cryptocurrency held by the Company, it is expected that the Company would hold an equivalent amount of the old and new cryptocurrency following the hard fork.

Air drops occur when the promoters of a new cryptocurrency send amounts of the new cryptocurrency to holders of another cryptocurrency that they will be able to claim a certain amount of the new cryptocurrency for free.

The Company may not be able to realize the economic benefit of a hard fork or air drop, either immediately or ever, for various reasons. For instance, the Company may not have any systems in place to monitor or participate in hard forks or airdrops.

Market Risk

Market risk is the risk that the value of financial instruments will fluctuate as a result of changes in market prices (other than those arising from interest rate risk or foreign currency risk), whether caused by factors specific to an individual investment, its issuer, or all factors affecting all instruments traded in a market or market segment. All investments present a risk of loss of capital. The maximum risk resulting from financial instruments is equivalent to their fair value. The Company's investments are susceptible to other market risk arising from uncertainties about future prices of the instruments. The Company moderates this risk through the various investment strategies within the parameters of the Company's investment guidelines.

As of March 31, 2022, management's estimate of the effect on equity to a +/- 10% change in the market prices of the Company's investments, with all other variables held constant, is \$551,198.

Foreign Currency Risk

The Company is exposed to foreign currency risk on financial assets and liabilities that are denominated in a currency other than the Canadian dollar. The currencies giving rise to this risk are primarily the U.S. dollar and the Euro, the balance of net monetary assets in such currencies as of March 31, 2022 is \$3,299,358 (2021 – \$2,620,462). Sensitivity to a plus or minus 10% change in the foreign exchange rates would result in a foreign exchange gain/loss of \$329,936 (2021 - \$262,462).

Liquidity Risk

The Company is exposed to liquidity risk primarily as a result of its trade accounts payable as well as the risk of not being able to liquidate assets at reasonable prices. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at March 31, 2022, the Company had cash and cash equivalents balance of \$ 3,103,143 (2021 - \$876,757) to settle accounts payable and accrued liabilities of \$200,852 (2021 - \$1,507,320). All of the Company's trade accounts payable have contractual maturities of less than 30 days and are subject to normal trade terms.

Fair Value Hierarchy

The fair value of the Company's loan payable and cash and cash equivalents are not materially different from the carrying values given the short term nature.

Recurring fair value measurements (financial and non-financial assets)

(i) Fair value hierarchy

The Company records certain financial instruments or assets on a recurring fair value basis as follows:

Recurring fair value measurements - March31, 2022	Level 1	Level 2	Level 3
Financial assets at fair value through FVTPL			
Listed equity investments	\$ -	\$ -	\$ -
Equity investment	-	2,060,080	-
Other equity investments	-	-	3,451,903
Non financial assets at fair value through other comprehensive income			
Convertible loan receivable	-	-	-
Cryptocurrencies	-	3,378,063	-
Cryptocurrencies loaned posted as collateral	-	21,022,229	-
	\$ -	\$ 26,460,372	\$ 3,451,903

Recurring fair value measurements - September 30, 2021	Level 1	Level 2	Level 3
Financial assets at fair value through FVTPL			
Listed equity investments	\$ 473,460	\$ -	\$ -
Equity investment	-	3,023,460	-
Other equity investments	-	-	1,123,542
Non financial assets at fair value through other comprehensive income			
Convertible loan receivable	256,112	-	-
Cryptocurrencies	-	20,334,429	-
Cryptocurrencies posted as collateral	-	4,021,203	-
	\$ 729,572	\$ 27,379,092	\$ 1,123,542

The Company defines its fair value hierarchy as follows:

Level 1: The fair value of financial instruments traded in active markets (such as publicly traded equity securities) is based on quoted market prices at the end of the reporting period. The quoted market price used for financial assets held by the group is the current bid price. These instruments are included in level 1.

Level 2: The fair value of financial instruments that are not traded in an active market (e.g., other public markets) is determined using valuation techniques that maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

The Company exercised significant due diligence and judgement and determined that this presence and availability of this market was the most advantageous market and utilised the pricing available in the market as an estimate of the fair value of the investment. In addition, The Company's cryptocurrencies, convertible loan, and assets held as collateral are classified as Level 2 determined by taking the price from www.coinmarketcap.com as of 24:00 UTC.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities.

(ii) Valuation techniques used to determine fair values:

Specific valuation techniques used to fair value financial instruments, specifically those that are not quoted in an active market. These are development stage companies, as such the Company utilised a market approach:

- a) The use of quoted market prices in active or other public markets
- b) The use of most recent transactions of similar instruments
- c) Changes in expected technical milestones of the investee
- d) Changes in management, strategy, litigation matters or other internal matters
- e) Significant changes in the results of the investee compared with the budget, plan, or milestone

(iii) Transfers between levels 2 and 3

There were no transfers between levels 2 and 3 during the six months ended March 31, 2022 and 2021.

(iv) Valuation inputs and relationships to fair value

The following table summarises the quantitative information about the significant unobservable inputs used in the level 3 fair value measurements (see above for valuation techniques adopted):

Description	Fair Value		Unobservable	Range of inputs
	March 31, 2022	September 30, 2021	Inputs	March 31, 2022
Unlisted equity investments	\$ 3,451,903	\$ 1,123,542	Timeline for milestones	N/A

(vi) Valuation processes

The Investment Committee includes a team that performs the valuations of all items required for financial reporting purposes, including level 3 fair values. This team collaborates with the chief financial officer (“CFO”) and the audit committee (“AC”). Discussions of valuation processes and results are held between the CFO, AC, and the valuation team at least once every three months which is in-line with the Company's reporting requirements. The main Level 3 inputs derived and evaluated by the Company's team are the timeline for expected milestones and assessment of the technical matter relating to the technology.

The Company performed a sensitivity analysis on the carrying value of its Level 3 assets and noted that a 20% decrease would result in a \$387,637 decrease in fair value.

Accounting Policies

This MD&A should be read in conjunction with the Company's interim condensed consolidated financial statements and notes as at and for the six months ended March 31, 2022 and 2021. For additional information on the Company's significant accounting policies and methods used in preparation of the Company's 2022 interim condensed consolidated financial statements and notes, please refer to Note 2 of the audited interim condensed consolidated financial statements as at March 31, 2022.

The interim condensed consolidated financial statements as at March 31, 2022 and 2021 are presented on a going concern basis.

The preparation of financial statements in compliance with IFRS requires the Company's management to make certain estimates and assumptions that they consider reasonable and realistic. Despite regular reviews of these estimates and assumptions, based in particular on past achievements or anticipations, facts and circumstances may lead to changes in these estimates and assumptions which could impact the reported amount of the Company's assets, liabilities, income, and expenses. Actual results may differ from those estimates.

Critical Accounting Estimates and Judgements

The preparation of interim condensed consolidated financial statements in compliance with IFRS requires the Company's management to make certain estimates and assumptions that they consider reasonable and realistic. Despite regular reviews of these estimates and assumptions, based in particular on past achievements or anticipations, facts and circumstances may lead to changes in these estimates and assumptions which could impact the reported amount of the Company's assets, liabilities, income, and expenses. Significant estimates and assumptions include fair value of the Level 2 and Level 3 investments and the estimated useful economic life of the IP addresses. Actual results and outcomes may differ from management's estimates and assumptions due to risks and uncertainties. To the extent that there are material differences between these estimates and actual results, the Company's interim condensed consolidated financial statements will be affected. The Company based its estimates on historical experience and on various other assumptions that are believed to be reasonable; the result of which forms the basis for making judgments about the carrying values of assets and liabilities, as well as reported amounts during the reported periods.

Accounting for cryptocurrencies - The Company accounts for its cryptocurrencies as Intangible assets which are recorded at fair value using the revaluation model under IAS 38 with changes in fair value recorded in other comprehensive income. There was significant judgment applied by the Company in making this assessment as accounting for cryptocurrencies depends on the nature of the asset, the use of the asset including the expected timeline or use, and how the asset is held. This judgement included consideration of the operations, strategy, and intent of management. The Company classifies its cryptocurrency holdings as noncurrent and as an intangible asset, based on the Company's overall strategy to hold a portfolio of asset tokens from an approved product list in order to buy/sell to risk-manage long positions. The Company also assessed the industry and what would appropriately reflect the operations of the Company. With the guidance under IFRS, there was significant judgment by management in determining the accounting for cryptocurrencies as well as the classification. As the Company's operations mature together with the industry, the accounting and classification of cryptocurrencies continue to be sources of critical judgment and estimation.

Classification of cryptocurrencies as intangible assets - The Company classifies its cryptocurrency holding as noncurrent and as intangible assets, based on the Company's overall strategy to hold a portfolio of asset tokens from an approved product list in order to buy/sell to risk-manage long positions.

Valuation techniques of certain investments (Level 2 and Level 3) - The fair value of investments is measured using an income or market approach. The determination of the fair value requires significant judgement by the Company and include the use of the milestone method analysis and other valuation techniques.

COVID19 impact - Since December 31, 2019, the outbreak of the novel strain of coronavirus, specifically identified as "COVID19", 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. The impact of COVID19 on the Company has been negligible, however, the duration and future impact of the COVID19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. 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, or on its ability to raise capital to fund operations, in future periods.

Significant Estimates

Valuation of investments – The fair value of the financial instruments that are not traded in an active market is determined using valuation techniques. The Company uses its judgement to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period. For details of the key assumptions used and the impact of changes to these assumptions see note 9 of the interim condensed consolidated financial statements.

The directors have determined that they do not control any of the Company's investments, primarily as in all cases the Company's interest in the equity of these companies are less than 5% and the Company is not exposed, and has no right, to variable returns from these companies.

Intangible assets - Intangible assets are capitalized if they are expected to have future economic benefits and are expected to be economically recoverable. Purchased intangibles are valued on acquisition using established methodologies and amortized over their estimated useful economic lives, except in those cases where intangibles are determined to have indefinite lives, where there is no foreseeable limit over which these intangibles would generate net cash flows. The valuations and lives of intangible assets are based on management's best estimates of future performance and periods over which value from intangible assets will be derived. Intangible assets are assessed for impairment indicators at each reporting date or earlier if events and circumstances indicate. There were no impairment indicators for the Company's intangible asset at the March 31, 2022. The Company estimates the useful life of the IP addresses to be at least five years based on the expected technical obsolescence of such assets. However, the actual useful life may be shorter or longer than five years, depending on technical innovations and competitor actions.

New Accounting Standards Adopted

Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16 – Interest Rate Benchmark Reform – Phase 2

In August 2020, the IASB issued amendments to IFRS 9, Financial Instruments (IFRS 9), IAS 39, Financial Instruments: Recognition and Measurement (IAS 39), IFRS 7, Financial Instruments: Disclosures (IFRS 7), IFRS 4, Insurance Contracts (IFRS 4) and IFRS 16, Leases (IFRS 16) as a result of Phase 2 of the IASB's Interest Rate Benchmark Reform project. The amendments address issues arising in connection with reform of benchmark interest rates including the replacement of one benchmark rate with an alternative one. The amendments were effective January 1, 2021. As at March 31, 2022, these amendments did not affect the Company's interim condensed consolidated financial statements.

Amendments to IAS 12 – Income Taxes

In May 2021, the IASB issued amendments to IAS 12, Income Taxes (IAS 12). The amendments will require companies to recognize deferred tax on particular transactions that, on initial recognition, give rise to equal amounts of taxable and deductible temporary differences. The proposed amendments will typically apply to transactions such as leases for the lessee and decommissioning and restoration obligations related to assets in operation. An entity is required to apply these amendments for annual reporting periods beginning on or after January 1, 2023. Early application is permitted. The amendments are applied to transactions that occur on or after the beginning of the earliest comparative period presented. The Company does not expect these amendments to have a material effect on its interim condensed consolidated financial statements.

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements.

Transactions with Related Parties

The Company's related parties include its subsidiary, key management personnel and any entity related to key management personnel that has transactions with the Company. Key management personnel are those persons having the authority and responsibility for planning, directing, and controlling the activities of the Company, directly or indirectly.

During the six months ended March 31, 2022, the Company paid \$36,000 (2021 - \$36,000) for consulting services provided by a director and officer of the Company and \$4,932 for certain expenses paid for by behalf of the Company. On September 30, 2021, \$155,246 (note 11) was due from the director for stock options exercised (2021 - \$nil), which was repaid subsequent to year end on October 1, 2021. At March 31, 2022 there is \$nil

(2021 - \$20,340) of accounts payable to this related party.

During the six months ended March 31, 2022, the Company paid \$30,000 (2021 - \$nil) for consulting services provided by an officer of the Company and \$180 for certain expenses paid for by behalf of the Company. At March 31, 2022 there is \$nil (2021 - \$nil) of accounts payable to this related party.

During the six months ended March 31, 2022, the Company paid \$27,557 (2021 - \$nil) for consulting services provided by a former officer of the Company. At March 31, 2022 there is \$nil (2021 - \$nil) of accounts payable to this related party.

During the six months ended March 31, 2022, the Company paid \$36,000 (2021 - \$36,000) for consulting services provided by a director and officer of the Company. At March 31, 2022 there is \$nil of accounts payable to this related party (2021 - \$nil).

During the six months ended March 31, 2022, the Company paid \$47,667 (2021 - \$nil) for consulting services provided by a director and officer of the Company. At March 31, 2022 there is \$10,000 of accounts payable to this related party (2021 - \$nil).

During the six months ended March 31, 2022, the Company paid \$105,000 (2021 - \$nil) for consulting services provided by an officer of the Company. At March 31, 2022 there is \$nil of accounts payable to this related party (2021 - \$nil).

During the six months ended March 31, 2022, \$10,765 (2021 - \$65,984) was charged for legal services by a firm of which an officer of the Company is a partner. At March 31, 2022 there is \$4,633 of accounts payable to this related party (2021 - \$6,000).

During the year ended September 30, 2021, the Company purchased an investment in Animoca (note 9). Prior to the acquisition, a director and officer of the Company owned 9,300,000 ordinary shares of Animoca representing 0.6% of the issued and outstanding shares of Animoca at March 31, 2022.

Key Management Compensation

Key management includes the Chief Executive Officer, Chief Financial Officer, Chief Investment Officer, and directors of the Company.

The compensation payable to current and former key management is shown below:

Period ended March 31,	2022	2021
Consulting fees	\$ 298,166	\$ 93,000
Director fees	30,000	15,000
Stock-based compensation	841,667	26,841
	\$ 1,169,833	\$ 134,841

At March 31, 2022, included in accounts payable and accrued liabilities is \$23,750 (2021 - \$15,000) owed relating to director fees.

Other Risk Factors

Risks which the Company is not aware of or which the Company currently deems to be immaterial may surface and have a material adverse impact on the Company's business income and financial condition. Exposure to credit, interest rate, cryptocurrency and currency risks arises in the normal course of the Company's business.

Other Information

This discussion and analysis of the financial position and results of operation as at March 31, 2022, should be read

in conjunction with the interim condensed consolidated financial statements for the six months ended March 31, 2022 and 2021. Additional information can be accessed through the Company's public filings at www.sedar.com.

Management's Responsibility for Financial Information

The Company's interim condensed consolidated financial statements are the responsibility of the Company's management and have been approved by the Board of Directors. The interim condensed consolidated financial statements were prepared by the Company's management in accordance with IFRS. The interim condensed consolidated financial statements include certain amounts based on the use of estimates and assumptions. Management has established these amounts in a reasonable manner, in order to ensure that the interim condensed consolidated financial statements are presented fairly in all material respects.

Management's Report on Internal Control over Financial Reporting

Management of the Company, under the supervision of the Chief Executive Officer and the Chief Financial Officer, is responsible for establishing and maintaining adequate disclosure controls and procedures. Disclosure controls and procedures are designed to provide reasonable assurance that material information related to the Company, including its consolidated subsidiaries, is made known to the Company's certifying officers. The Company's Chief Executive Officer and Chief Financial Officer believe that the Company's disclosure controls and procedures are effective in providing reasonable assurance that information required to be disclosed under applicable securities regulations is recorded, processed, summarized, and reported within the times specified. Management regularly reviews the Company's disclosure controls and procedures; however, they cannot provide an absolute level of assurance because of the inherent limitations in cost effective control systems to prevent or detect all misstatements due to error or fraud.

Management is responsible for establishing and maintaining adequate internal control over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of interim condensed consolidated financial statements for external purposes in accordance with IFRS. The design of any system of controls and procedures is based, in part, upon certain assumptions about the likelihood of future events. There can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions, regardless of how remote.

During the six months ended March 31, 2022, the Company's employees began working remotely from home due to Company COVID-19 protocols. This change has required certain processes and controls that were previously done or documented manually, to be completed and retained in electronic form. Despite the changes required by the current environment, there have been no significant changes in the Company's internal controls over financial reporting during period that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

"Jeffrey Gao"

Chief Executive Officer

May 30, 2022

Forward-Looking Statements

Certain statements included or incorporated by reference in this MD&A, including information as to the future financial or operating performance of the Company, its subsidiaries, and its projects, constitute forward-looking statements. The words “believe”, “expect”, “anticipate”, “contemplate”, “target”, “plan”, “intends”, “continue”, “budget”, “estimate”, “may”, “schedule” and similar expressions identify forward-looking statements. This MD&A includes, but is not limited to, forward-looking statements regarding: the Company’s ability to meet its working capital needs for the twelve-months ending September 30, 2022 and statements regarding the Company’s critical accounting estimates. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by the Company, are inherently subject to significant business, economic, competitive, political, and social uncertainties, and contingencies. Many factors could cause the Company’s actual results to differ materially from those expressed or implied in any forward-looking statements made by, or on behalf of, the Company. Such factors include, among others, risks relating to additional funding requirements, political and foreign risk, uninsurable risks, competition, environmental regulation and liability, government regulation, currency fluctuations, recent losses and write-downs and dependence on key employees. See “Risk and Uncertainties” section of this MD&A. Due to risks and uncertainties, including the risks and uncertainties identified above, actual events may differ materially from current expectations. Investors are cautioned that forward-looking statements are not guarantees of future performance and, accordingly, investors are cautioned not to put undue reliance on forward-looking statements due to the inherent uncertainty therein. Forward-looking statements are made as of the date of this MD&A and the Company disclaims any intent or obligation to update publicly such forward-looking statements, whether as a result of new information, future events, or results or otherwise.