



**Fandom Sports Media Corp.**

**INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**THREE AND SIX MONTHS ENDED JULY 31, 2021 AND 2020**

**(Expressed in Canadian Dollars)**

**(unaudited)**

## NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3(3) (a), if an auditor has not performed a review of the unaudited condensed consolidated interim financial statements, they must be accompanied by a notice indicating that the unaudited condensed consolidated interim financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed consolidated interim financial statements of the Company have been prepared by management and approved by the Audit Committee and Board of Directors of the Company. They include appropriate accounting principles, judgment and estimates in accordance with IFRS for unaudited condensed consolidated interim financial statements

The Company's independent auditors have not performed a review of these unaudited condensed consolidated interim financial statements in accordance with the standards established by the Chartered Professional Accountants of Canada for a review of unaudited condensed interim financial statements by an entity's auditors.

Fandom Sports Media Corp.  
Consolidated Statements of Financial Position  
(Expressed in Canadian dollars) (unaudited)

As at	Notes	July 31, 2021	January 31, 2021
<b>ASSETS</b>			
<b>Current assets</b>			
Cash and equivalents		\$ 4,783,363	\$ 735,324
Commodity tax recoverable	3	287,751	39,061
Prepaid expenses		379,859	18,271
		<b>5,450,973</b>	<b>792,656</b>
<b>Non-current assets</b>			
Equipment	4	38,000	-
Intangible assets	5	1,188,368	-
		<b>1,226,368</b>	<b>-</b>
<b>TOTAL ASSETS</b>		<b>\$ 6,677,341</b>	<b>\$ 792,656</b>
<b>LIABILITIES</b>			
<b>Current liabilities</b>			
Accounts payable and accrued liabilities	6,9	137,312	104,934
		<b>137,312</b>	<b>104,934</b>
<b>EQUITY (DEFICIT)</b>			
Share capital	7	\$ 20,573,909	\$ 14,348,117
Share-based payment reserve	8	5,259,333	4,140,933
Deficit		(19,293,213)	(17,801,328)
<b>TOTAL EQUITY (DEFICIT)</b>		<b>6,540,030</b>	<b>687,722</b>
<b>TOTAL LIABILITIES AND EQUITY (DEFICIT)</b>		<b>\$ 6,677,341</b>	<b>\$ 792,656</b>

Nature and continuance of operations and going concern (Note 1)

Events after the reporting period (Note 12)

Approved and authorized by the Board on September 29, 2021

Director           "Scott Keeney"                Director           "Tristan Brett"

Fandom Sports Media Corp.  
Consolidated Statements of Loss and Comprehensive Loss  
(Expressed in Canadian dollars) (unaudited)

	Notes	Three months ended July 31, 2021	Three months ended July 31, 2020	Six months ended July 31, 2021	Six months ended July 31, 2020
<b>Expenses</b>					
Amortization	4,5	\$ -	\$ -	\$ -	\$ -
Consulting and management fees	9	150,188	148,707	447,893	241,907
Platform development costs	5,7	-	43,714	214,500	43,714
Interest, bank charges, forex		3,405	1,667	5,712	2,754
Legal and audit		52,258	27,144	59,140	34,821
Marketing and promotion		185,113	198,873	374,041	199,820
Office and general		55,825	3,744	57,773	4,428
Share-based compensation	8,9	-	612,150	585,100	945,650
Software Maintenance Fee	5,7	27,030	-	27,030	-
Technology costs		14,174	-	16,157	-
Transfer agent and filing fees		32,717	16,357	47,121	30,510
Travel		320	1,119	320	2,316
		\$ 521,030	\$ 1,053,476	\$ 1,834,787	\$ 1,505,921
<b>Other Items</b>					
Loss (gain) on debt settlement	7	(347,833)	-	(342,902)	-
<b>Loss and comprehensive loss for the period</b>		\$ 173,197	\$ 1,053,476	\$ 1,491,885	\$ 1,505,921
<b>Loss per share – basic and diluted</b>		\$ (0.00)	\$ (0.03)	\$ (0.02)	\$ (0.06)
<b>Weighted number of common shares outstanding</b>		80,908,938	31,250,710	69,846,302	24,618,788

See accompanying notes to the consolidated interim financial statements

Fandom Sports Media Corp.  
Consolidated Statements of Changes in Equity (Deficit)  
(Expressed in Canadian dollars) (unaudited)

	Notes	SHARE CAPITAL		Share-based payment reserve	Deficit	Total
		Number of shares	Amount			
<b>Balance at January 31, 2020</b>		<b>16,167,734</b>	<b>\$ 12,124,443</b>	<b>\$ 2,382,233</b>	<b>\$ (14,750,532)</b>	<b>\$ (243,856)</b>
Shares issued for private placements	7	16,448,818	1,173,438	5,300	-	1,178,738
Consolidation adjustment	7	1	-	-	-	-
Stock based compensation	7	-	-	945,650	-	945,650
Net and comprehensive loss		-	-	-	(1,505,921)	(1,505,921)
<b>Balance at July 31, 2020</b>		<b>32,616,553</b>	<b>\$ 13,297,881</b>	<b>\$ 3,333,183</b>	<b>\$ (16,256,454)</b>	<b>\$ (374,611)</b>
<b>Balance at January 31, 2021</b>		<b>49,834,283</b>	<b>\$ 14,348,117</b>	<b>\$ 4,140,933</b>	<b>\$ (17,801,328)</b>	<b>\$ 687,722</b>
Shares issued for private placements	7	22,040,797	4,502,778	533,300	-	5,036,078
Shares issued for exercise of warrants and options	7	4,841,666	446,917	-	-	446,917
Shares issued for debt settlement	7	5,388,387	1,276,098	-	-	1,276,098
Stock based compensation	7	-	-	585,100	-	585,100
Net and comprehensive loss		-	-	-	(1,491,885)	(1,491,885)
<b>Balance at July 31, 2021</b>		<b>82,105,133</b>	<b>\$ 20,573,909</b>	<b>\$ 5,259,333</b>	<b>\$ (19,293,213)</b>	<b>\$ 6,540,030</b>

See accompanying notes to the consolidated interim financial statements

Fandom Sports Media Corp.  
Consolidated Statements of Cash Flows  
(Expressed in Canadian dollars) (unaudited)

	Six months ended July 31, 2021	Six months ended July 31, 2020
<b>Operating activities</b>		
Loss for the period	\$ (1,491,885)	\$ (1,505,921)
Adjustments for non-cash items:		
Amortization	-	-
Stock-based compensation	585,100	945,650
Platform development costs paid with shares	-	-
Impairment loss	-	-
Settle of debt for common shares	(98,902)	252,790
Changes in non-cash working capital items:		
Commodity tax recoverable	(248,690)	(14,728)
Prepaid expenses	13,412	(44,839)
Accounts payables and accrued liabilities	32,378	(141,774)
<b>Net cash used in operating activities</b>	<b>(1,208,587)</b>	<b>(508,822)</b>
<b>Investing activities</b>		
Purchase of equipment	(38,000)	-
Intangible assets	(188,368)	-
<b>Net cash flows from investing activities</b>	<b>(226,368)</b>	<b>-</b>
<b>Financing activities</b>		
Proceeds on issuances of common shares	5,482,995	925,949
<b>Net cash flows from financing activities</b>	<b>5,482,995</b>	<b>925,949</b>
Increase (decrease) in cash and cash equivalents	4,048,038	417,127
Cash and cash equivalents, beginning	735,324	540
<b>Cash and cash equivalents, ending</b>	<b>\$ 4,783,363</b>	<b>\$ 417,666</b>
<b>Non-cash transactions:</b>		
Common shares issued for services and accounts payable	\$ 1,276,098	\$ 252,790

**1. Nature and continuance of operations and going concern**

Fandom Sports Media Corp. (the “Company”) is a publicly listed company incorporated in Canada under the British Columbia Corporations Act on May 12, 2006. The Company’s primary business is the development and monetization of the Company’s all ages prediction and wagering Esports Entertainment Platform for engaging fans on mobile applications.

The Company’s registered and records office is located at 2200 HSBC Building, 885 West Georgia Street, Vancouver, B.C., Canada, V6C 3E8. The Company’s head office is located at Suite 830 – 1100 Melville Street, Vancouver BC V6E 4A6.

These consolidated financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of business. As at July 31, 2021, the Company had accumulated losses totaling \$19,293,213 (January 31, 2021 - \$14,750,532) and was not able to finance day to day activities through operations. The Company’s continuation as a going concern is dependent upon the successful results from the development and monetization of the Company’s Entertainment Platform for sports and esports superfan engagement and the related mobile applications and its ability to attain profitable licensing and advertising-based operations and generate funds from and/or raise equity capital or borrowings sufficient to meet current and future obligations, all of which are uncertain. These factors indicate the existence of material uncertainties that may cast significant doubt about the ability of the Company to continue as a going concern. Within the next 12 months, management intends to have launched the Entertainment Platform from which operational revenue is anticipated as well as intending to finance operating costs with loans from related parties, exercise of stock options, exercise of warrants, and/or from funds generated from private placements.

On March 11, 2020, the World Health Organization characterized the outbreak of a strain of the novel coronavirus (“COVID-19”) as a pandemic which has resulted in a series of public health and emergency measures that have been put in place to combat the spread of the virus. The duration and impact of COVID-19 is unknown at this time and it is not possible to reliably estimate the impact that the length and severity of these developments will have on the financial results and condition of the Company in future periods.

**2. Statement of compliance and basis of presentation**

The consolidated financial statements of the Company for the three and six months ended July 31, 2021 were authorized for issue by the Board of Directors (“Board”) on September 29, 2021.

***Statement of compliance with International Financial Reporting Standards***

These financial statements have been prepared in accordance with International Accounting Standard (“IAS”) 34, Interim Financial Reporting, and International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and Interpretations of the Financial Reporting Interpretations Committee (“IFRIC”). Accordingly, certain information and footnote disclosure normally included in annual financial statements prepared in accordance with International Financial Reporting Standards (“IFRS”) have been omitted or condensed, and therefore these financial statements should be read in conjunction with the Company’s January 31, 2021 audited annual consolidated financial statements and the notes to such financial statements.

***Basis of Presentation***

These consolidated financial statements have been prepared on the historical cost basis, except for certain financial instruments, which are measured at fair value. The presentation and functional currency is the Canadian dollar unless otherwise noted.

Fandom Sports Media Corp.  
Notes to the Condensed Interim Consolidated Financial Statements  
(Expressed in Canadian dollars) (unaudited)  
For the three and six months ended July 31, 2021 and 2020

**2. Statement of compliance and basis of presentation**

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries, as follows:

	Jurisdiction of Incorporation	Percentage owned	
		July 31, 2021	January 31, 2021
Bridarias Limited	Cyprus	100%	-
Fandom Esports Curacao NV	Curacao	100%	-
Fandom Sports OY *	Finland	-	dissolved (*)

\* Fandom Sports OY was dissolved during the year ended January 31, 2021.

Inter-company transactions and balances are eliminated upon consolidation.

These unaudited condensed consolidated interim financial statements follow the same accounting policies and methods of application as the annual audited financial statements for the period ended January 31, 2021.

**3. Commodity tax Recoverable**

	July 31, 2021	January 31, 2021
Commodity tax Recoverable	\$ 287,751	\$ 39,061

**4. Equipment**

	Computer equipment	
<b>Cost:</b>		
At January 31, 2020	\$	18,005
Additions		-
Impairment		-
<b>At January 31, 2021</b>		<b>18,005</b>
Additions		38,000
<b>At July 31, 2021</b>		<b>56,005</b>
<b>Accumulated amortization:</b>		
At January 31, 2020	\$	18,005
Charge for the year		-
<b>At January 31, 2021</b>		<b>18,005</b>
Charge for the period		-
<b>At July 31, 2021</b>		<b>18,005</b>
<b>Net book value:</b>		
At January 31, 2021	\$	-
<b>At July 31, 2021</b>		<b>38,000</b>



Fandom Sports Media Corp.  
Notes to the Condensed Interim Consolidated Financial Statements  
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**5. Intangible assets**

	<b>Total</b>
<b>Cost</b>	
At January 31, 2020	\$ 164,309
Additions	-
<b>At January 31, 2021</b>	<b>164,309</b>
Additions	1,188,368
<b>At July 31, 2021</b>	<b>1,352,677</b>
<b>Accumulated Amortization</b>	
At January 31, 2020	\$ 164,309
Charge for the year	-
<b>At January 31, 2021</b>	<b>164,309</b>
Charge for the period	-
<b>At July 31, 2021</b>	<b>164,309</b>
<b>Net Book Value</b>	
At January 31, 2021	\$ -
<b>At July 31, 2021</b>	<b>1,188,368</b>

During the six months ended July 31, 2021, the Company capitalized \$1,188,368 of costs for the development of the Fandom Sports Media e-sports application. On May 13, 2021, the Company entered into a licence agreement with Intellect Dynamics for the use of Intellect Dynamics' DataBioniX platform. Under the terms of the agreement, the Company paid \$500,000 as an initial license fee, \$500,000 as a perpetual exclusivity fee for the use of the UIA platform (see note 7), and \$375,000 as a software maintenance fee. The Licence fee and the exclusivity fee were capitalized as an intangible asset and will be evaluated for impairment annually.

**6. Accounts payable and accrued liabilities**

	<b>July 31, 2021</b>	<b>January 31, 2021</b>
Accounts payable (Note 10)	\$ 117,312	\$ 76,546
Accrued liabilities	20,000	28,388
	<b>\$ 137,312</b>	<b>\$ 104,934</b>

**7. Share capital**

*Consolidation*

On February 6, 2020, the Company consolidated its issued and outstanding share capital on the basis of one post consolidated common share for every ten pre consolidated common shares. No fractional shares were issued, as all fractional share were rounded to the nearest whole number. All share and per share amounts in these consolidated financial statements are presented on a post-consolidation basis.

**Authorized share capital**

Unlimited number of common shares without par value.

**Issued share capital**

Issued and outstanding on July 31, 2021: 82,105,133 (January 31, 2021: 49,834,283)

## 7. Share capital

### *Changes in share capital*

#### *During the six months ended July 31, 2021*

On May 25, 2021, the Company settled \$135,000 in debt by issuing 450,000 shares at a deemed value of \$0.30 per share. The Company recorded gain on settlement of \$27,000 in relation to this settlement.

On May 20, 2021, the Company settled \$1,375,000 in debt by issuing 4,583,333 shares at a deemed value of \$0.30 per share. The Company recorded gain on settlement of \$320,833 in relation to this settlement.

On April 27, 2021, the Company settled \$100,000 in debt by issuing 338,983 shares at a deemed value of \$0.295 per share. The Company recorded a loss on settlement of \$6,780 in relation to this settlement.

In connection with the March 31, 2021 and April 7, 2021 tranches below, the Company paid a cash finder's fee of \$31,609, issued 925,432 common shares and 1,982,569 broker warrants to arm's-length parties. Each broker warrant is exercisable into 1 common share for a period up to 2 years at a price of \$0.36 per share. The Company determined the fair value of the 1,982,569 broker warrants to be \$533,300 using the Black-Scholes pricing model with the following inputs: expected life – 2 years, annualized volatility – 236%, risk-free interest rate – 0.243%.

On April 7, 2021, the Company closed the final tranche of a private placement financing (see paragraph below), raising gross proceeds of \$739,888. The Company issued a total of 3,082,867 units at \$0.24 per unit. Each unit consisted of one common share and one common share purchase warrant entitling the holder to purchase one additional common share at a price of \$0.36 per common share on or before April 7, 2023.

On March 31, 2021, the Company closed the first tranche of a private placement financing, raising gross proceeds of \$4,327,800. The Company issued a total of 18,032,498 units at \$0.24 per unit. Each unit consisted of one common share and one common share purchase warrant entitling the holder to purchase one additional common share at a price of \$0.36 per common share on or before March 31, 2023.

On March 25, 2021, the Company settled \$9,000 in debt by issuing 16,071 shares at a deemed value of \$0.56 per share. The Company recorded a gain on settlement of \$1,848 in relation to this settlement.

The Company issued 4,741,666 common shares pursuant to the exercise of 4,741,666 warrants at an average price of \$0.08 per warrant share for proceeds of \$396,917.

The Company issued 100,000 common shares pursuant to the exercise of 100,000 options at an average price of \$0.50 per option share for proceeds of \$50,000.

#### *During the year ended January 31, 2021*

On December 18, 2020, the Company closed a private placement financing, raising total gross proceeds of \$780,724. The Company issued a total of 13,012,064 units at a price of \$0.06 per unit. Each unit consists of one common share and one common share purchase warrant, where each warrant entitles the holder to purchase one additional common share of the Company at a price of \$0.10 per common share on or before December 18, 2022.

On November 4, 2020, the Company settled \$9,000 in debt by issuing a total of 45,000 shares at a fair value of \$0.20 per share. The Company recorded gain on debt settlement of \$4,725.

**7. Share capital**

***Changes in share capital (continued)***

On July 30, 2020, the Company closed a private placement financing, raising total gross proceeds of \$400,450. The Company allotted and issued 1,334,832 units at a price of \$0.30 per unit. Each unit comprises one common share and one transferable share purchase warrant that entitles the holder to purchase one additional common share for a period of five years at a price of \$0.50 per share. The warrants are subject to an accelerated expiry in circumstances where, at any time commencing four months from the date the warrants are issued, if, for the preceding five consecutive trading days, the daily volume-weighted average trading price of the company's shares is greater than \$0.75, in which case the Company may accelerate the expiry date of the warrants by giving notice to the holders thereof and in such case the warrants will expire on the 30th calendar day after the date of such notice. In addition, the Company paid a cash finder's fee of \$4,000 and issued 32,160 broker warrants to arm's-length parties with a fair value of \$5,300. Each broker warrant is exercisable into one common share for a period of up to three years at a price of \$0.50 per share.

On July 20, 2020, the Company settled \$30,000 in debt by issuing a total of 68,181 shares at a fair value of \$0.44 per share. No gain or loss on settlement was recorded.

On April 20, 2020, the Company closed its private placement financing, raising total gross proceeds of \$752,290. The Company issued a total of 10,590,000 units at a price of \$0.05 per unit. Each unit consists of one common share and one-half of one common share purchase warrant, where each full warrant entitles the holder to purchase one additional common share of the Company at a price of \$0.07 per common share on or before April 19, 2021. Gross proceeds of the offering included settling an aggregate of \$222,790 in outstanding debt with the issuance of 4,455,805 common shares and 1,364,000 warrants also exercisable at \$0.07 per common share on or before April 19, 2021. 4,455,805 common shares were fair valued at \$195,071 and the fair value of the 1,364,000 warrants was determined to be \$nil. The Company recorded gain on settlement of \$27,544.

The Company issued 4,084,000 common shares pursuant to the exercise of 4,084,000 warrants at \$0.07 per warrant share for proceeds of \$285,880.

The Company issued 76,666 common shares pursuant to the exercise of 76,666 options at \$0.09 per option share for proceeds of \$6,900.

***Stock options***

***During the six months ended July 31, 2021***

On April 15, 2021, the Company granted 200,000 stock options to consultants of the Company. The options are exercisable at \$0.25 per share for a period of 5 years. 100% of the options vested immediately.

On March 31, 2021, the Company granted 1,400,000 stock options to officers, advisors and consultants of the Company. The options are exercisable at \$0.37 per share for a period of 5 years. 100% of the options vested immediately.

On March 19, 2021, the Company granted 25,000 stock options to consultants of the Company. The options are exercisable at \$0.50 per share for a period of 5 years. 100% of the options vested immediately.

During the six months ended July 31, 2021, an aggregate of 2,116,499 stock options were forfeited due to the termination of consulting contracts.

***During the year ended January 31, 2021***

On December 23, 2020, the Company granted 2,640,000 stock options to consultants of the Company. The options are exercisable at \$0.175 per share for a period of 5 years. 100% of the options vested immediately.

**7. Share capital**

***Stock options (continued)***

On November 17, 2020, the Company granted 1,600,000 stock options to directors and consultants of the Company. The options are exercisable at \$0.09 per share for a period of 5 years. 100% of the options vested immediately.

On August 17, 2020, the Company granted 200,000 stock options to directors and consultants of the Company. The options are exercisable at \$0.24 per share for a period of 5 years. 100% of the options vested immediately.

On July 30, 2020, the Company granted 449,833 stock options to directors, officers and consultants of the Company. The options are exercisable at \$0.35 per share for a period of 5 years. 100% of the options vested immediately.

On July 23, 2020, the Company granted 200,000 stock options to consultants of the Company. The options are exercisable at \$0.37 per share for a period of 5 years. 100% of the options vested immediately.

On June 17, 2020, the Company granted 450,000 stock options to a director of the Company. The options are exercisable at \$0.325 per share for a period of 5 years. 100% of the options vested immediately.

On June 8, 2020, the Company granted 590,000 stock options to directors and consultants of the Company. The options are exercisable at \$0.325 per share for a period of 5 years. 100% of the options vested immediately.

On June 4, 2020, the Company granted 200,000 stock options to a consultant of the Company. The options are exercisable at \$0.32 per share for a period of 5 years. 100% of the options vested immediately.

On May 19, 2020, the Company granted 200,000 stock options to a consultant of the Company. The options are exercisable at \$0.32 per share for a period of 5 years. 50% of the options vested immediately and 50% vest after six months.

On May 12, 2020, the Company granted 200,000 stock options to a consultant of the Company. The options are exercisable at \$0.32 per share for a period of 5 years. 50% of the options vested immediately and 50% vest after six months.

On May 6, 2020, the Company granted 400,000 stock options to a director of the Company. The options are exercisable at \$0.32 per share for a period of 5 years. 50% of the options vested immediately and 50% vest after six months.

On May 2, 2020, the Company granted 800,000 stock options to a director and a consultant of the Company. The options are exercisable at \$0.32 per share for a period of 5 years. 50% of the options vested immediately and 50% vest after six months.

During the year ended January 31, 2021, an aggregate of 1,285,500 (2020 – 450,000) stock options were forfeited due to the termination of consulting contracts.

Fandom Sports Media Corp.  
Notes to the Condensed Interim Consolidated Financial Statements  
(Expressed in Canadian dollars) (unaudited)  
For the three and six months ended July 31, 2021 and 2020

**7. Share capital**

**Stock options** (continued)

The continuity schedule of stock options is as follows:

	<b>Number of stock options</b>
Balance, January 31, 2020	1,285,500
Granted	7,929,833
Exercised	(76,666)
Cancelled	(1,285,500)
Balance, January 31, 2021	<b>7,853,167</b>
Granted	<b>1,725,000</b>
Exercised	<b>(100,000)</b>
Cancelled	<b>(2,116,499)</b>
<b>Balance, July 31, 2021</b>	<b>7,361,668</b>

A summary of the Company's outstanding and exercisable stock options as at July 31, 2021 is as follows:

<b>Weighted average exercise price</b>	<b>Remaining contractual life (years)</b>	<b>Number of options outstanding</b>	<b>Number of options exercisable</b>	<b>Expiry Dates</b>
\$0.32	3.75	600,000	600,000	May 1, 2025
\$0.32	3.76	400,000	400,000	May 5, 2025
\$0.325	3.86	390,000	390,000	June 8, 2025
\$0.35	4.00	183,334	183,334	July 30, 2025
\$0.09	4.30	1,523,334	1,523,334	November 17, 2025
\$0.175	4.40	2,640,000	2,640,000	December 23, 2025
\$0.50	4.64	25,000	25,000	March 19, 2026
\$0.37	4.67	1,400,000	1,400,000	March 31, 2026
\$0.25	4.71	200,000	200,000	April 15, 2026
<b>\$0.24</b>	<b>4.31</b>	<b>7,361,668</b>	<b>7,361,668</b>	

The Company recognized \$585,100 (2020: \$945,650) in share-based compensation for the six months ended July 31, 2021.

The fair value of stock options granted was determined using the Black-Scholes Option Pricing Model using the following weighted average assumptions:

	<b>Three months ended July 31, 2021</b>	<b>Year ended January 31, 2021</b>
Expected life of options	5 years	5 years
Annualized volatility	186% - 187%	180% - 187%
Risk-free interest rate	0.926% - 1.016%	0.323% - 0.481%
Dividend rate	0%	0%

**Share purchase warrants**

During the six months ended July 31, 2021:

On April 7, 2021, in connection with a private placement, the Company issued a total of 5,065,436 warrants entitling the holder to purchase one common share of the company at a price of \$0.36 per common share on or before April 7, 2023.

7. **Share capital**

**Share purchase warrants** (continued)

On March 31, 2021, in connection with a private placement, the Company issued a total of 18,032,498 warrants entitling the holder to purchase one common share of the company at a price of \$0.36 per common share on or before March 31, 2023.

*During the year ended January 31, 2021:*

On December 18, 2020, in connection with a private placement, the Company issued a total of 13,012,064 warrants entitling the holder to purchase one common share of the company at a price of \$0.10 per common share on or before December 18, 2022.

On July 30, 2020, the Company issued 1,334,832 warrants in connection with a private placement. Each warrant entitles the holder to purchase one common share for a period of five years at a price of \$0.50 per share. The warrants are subject to an accelerated expiry in circumstances where, at any time commencing four months from the date the warrants are issued, if, for the preceding five consecutive trading days, the daily volume-weighted average trading price of the company's shares is greater than \$0.75, in which case the Company may accelerate the expiry date of the warrants by giving notice to the holders thereof and in such case the warrants will expire on the 30th calendar day after the date of such notice. In addition, the Company issued 32,160 broker warrants (with a fair value of \$5,300) exercisable into one common share for a period of up to three years at a price of \$0.50 per share.

On July 27, 2020, the Company issued 14,667 warrants to a consultant entitling the holder to purchase one common share of the company at a price of \$0.30 for a period of three years.

On April 20, 2020, the Company issued 6,659,000 warrants in connection with the closing of a private placement. An aggregate of 6,659,000 warrants were issued including 1,364,000 warrants (the "Settlement Warrants") issued with the settlement of outstanding debt. Each warrant entitles the holder to purchase one common share at an exercise price of \$0.07 until April 20, 2021.

During the year ended January 31, 2021, an aggregate of 2,421,447 warrants with an exercise price \$2.00 expired unexercised.

The continuity schedule of share purchase warrants is as follows:

	<b>Number of share purchase warrants</b>
Balance, January 31, 2020	2,934,847
Granted	21,052,723
Exercised	(4,084,000)
Expired	(2,421,447)
Balance, January 31, 2021	17,482,123
Granted	23,097,934
Exercised	(4,741,666)
Expired	-
<b>Balance, July 31, 2021</b>	<b>35,838,391</b>

**7. Share capital**

***Share purchase warrants (continued)***

As of July 31, 2021, the continuity schedule of warrants is as follows:

Weighted average exercise price	Remaining contractual life (years)	Number of warrants outstanding	Expiry Dates
\$1.00	0.06	513,400	August 23, 2021
\$0.30	1.99	14,667	July 27, 2023
\$0.50	4.00	1,334,832	July 30, 2025
\$0.50	1.00	32,160	July 30, 2023
\$0.10	1.38	10,845,398	December 18, 2022
\$0.36	1.67	18,032,498	March 31, 2023
\$0.36	1.68	5,065,436	April 7, 2023
<b>\$0.30</b>	<b>1.65</b>	<b>35,838,391</b>	

The fair value of share purchase warrants issued was determined using the Black-Scholes Option Pricing Model using the following weighted average assumptions:

	Six months ended July 31, 2021	Year ended January 31, 2021
Expected life of options	2 years	1-3 years
Annualized volatility	236%	193% - 274%
Risk-free interest rate	0.24%	0.26% – 0.35%
Dividend rate	0%	0%

**8. Share-based payment reserve**

The share-based payment reserve records items recognized as share-based compensation expense and the fair value initially recorded for warrants and options issued until such time that the stock options or warrants are exercised, at which time the corresponding amount will be transferred to share capital.

**9. Related party balances and transactions**

*Key management compensation*

During the six months ended July 31, 2021, the Company incurred \$230,600 (2020: \$88,200) in consulting fees and platform development costs to key management of the Company.

As at July 31, 2021, \$27,163 (January 31, 2021, \$16,431) was due to directors and senior management or companies controlled by directors and senior management and was included in accounts payable and accrued liabilities (Note 6).

**10. Segmented information**

***Operating segments***

The Company operated in one reportable operating segment being software development. As at July 31, 2021 and January 31, 2021, all assets are located in Canada.

**11. Financial risk management and capital management**

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

Cash is carried at fair value using a Level 1 fair value measurement. The carrying value of commodity tax recoverable and accounts payable approximate their fair value because of the short-term nature of these instruments.

***Credit risk***

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company manages credit risk in respect of cash by placing cash at major financial institutions. The Company considers credit risk related to cash as low risk.

***Liquidity risk***

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when they come due. As at July 31, 2021, the Company had current liabilities of \$137,312 and current assets of \$5,103,004. To improve liquidity, the Company is continually investigating financing opportunities. As disclosed in Note 1, there can be no assurance these efforts will be successful in the future. All the Company's financial liabilities are subject to normal trade terms. Liquidity risk is assessed as high.

***Market risk***

Market risk is the risk that changes in market prices, such as foreign exchange rates, commodity prices, and interest rates will affect the Company's net earnings or the value of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable limits, while maximizing returns. Market risk is assessed low.

***Foreign exchange risk***

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The foreign currency risk for the Company is low.

***Capital management***

The Company identifies capital as items included in shareholders' equity. The Company raises capital through private and public share offerings and related party loans and advances. Capital is managed in a manner consistent with the risk criteria and policies provided by the board of directors and followed by management. All sources of financing and major expenditures are analyzed by management and approved by the board of directors. The Company's primary objectives when managing capital is to safeguard and maintain the Company's financial resources for continued operations and to fund expenditure programs to further advance its assets. The Company is meeting its objective of managing capital through detailed review and due diligence on all potential acquisitions, preparing short-term and long-term cash flow analysis to maintain sufficient resources. The Company is able to scale its expenditure programs and the use of capital to address market conditions by reducing expenditure and the scope of operations during periods of economic downturn.

There were no changes in the Company's approach to capital management during the six months ended July 31, 2021 or the year ended January 31, 2021, and the Company is not subject to any externally imposed capital requirements.



**12. Events after the reporting period**

On September 16, 2021, the Company issued 300,000 stock options at a price of \$0.17 per common share in connection with the appointment of Lyle Strachan as CFO of the Company. The stock options expire on September 16, 2026.

The Company issued an additional 900,000 options to directors and consultants at a price of \$0.36 per common share expiring on September 16, 2026.