TIIDAL GAMING GROUP CORP.
FORM 2A
LISTING STATEMENT

in connection with the listing of Tiidal Gaming Group Corp., the entity formed upon completion of the reverse take-over of GTA Financecorp Inc. and the acquisition of 2852773 Ontario Inc.

Dated as of November 9, 2021

Neither the Canadian Securities Exchange Inc. nor any securities regulatory authority has in any way passed upon the merits of the Reverse Takeover Transaction described in this Listing Statement

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1. Introduction

1.1 Glossary

The following is a glossary of certain definitions used in this Listing Statement. Terms and abbreviations used in this Listing Statement and appearing in the documents attached as schedules to the Listing Statement (including the financial statements) are defined separately if the terms and abbreviations defined below are not used therein, except where otherwise indicated. Any capitalized term used but not defined in this Listing Statement have the meanings ascribed thereon in the Exchange's policies. Words below importing the singular, where the context requires, include the plural and *vice versa*, and words importing any gender include all genders. All dollar amounts herein are in Canadian dollars, unless otherwise stated.

"**2018-2019 Tiidal Private Placement**" has the meaning ascribed thereto in "Section 3.1 – General Development of the Business – Tiidal".

"**2019-2020 Tiidal Private Placement**" has the meaning ascribed thereto in "Section 3.1 – General Development of the Business – Tiidal".

"**Agents**" means, collectively, Beacon Securities Limited, Echelon Wealth Partners Inc., M Partners Inc. and Haywood Securities Inc.

"**Agency Agreement**" means the agency agreement dated July 13, 2021 entered into between Tiidal, GTA and the Agents in respect of the Subscription Receipt Financing.

"**Amalco**" means Tiidal Gaming Holdings Inc., the amalgamated entity resulting from the Amalgamation pursuant to the Amalgamation Agreement.

"**Amalco Shares**" means the common shares in the capital of Amalco.

"**Amalgamation**" means the three-cornered amalgamation among Tiidal and Subco pursuant to the which Tiidal amalgamated with Subco under section 175 of the OBCA and the Tiidal Shareholders received GTA Shares on the basis of one GTA Share (on a post-Consolidation basis) for each one Tiidal Share, all as contemplated in the Business Combination Agreement.

"**Amalgamation Agreement**" means the amalgamation agreement entered into on Closing among Tiidal, Subco and GTA to effect the Amalgamation, as the same may be amended, restated, supplemented or otherwise modified from time to time.

"**Business Combination**" means the business combination involving GTA, Tiidal and Subco in accordance with the terms of the Business Combination Agreement, that will result in a reverse take-over of GTA by Tiidal pursuant the Amalgamation.

"**Business Combination Agreement**" means the business combination agreement dated July 12, 2021, as amended and restated on September 16, 2021, among GTA, Subco and Tiidal.

"**CBLT**" has the meaning ascribed thereto in "Section 3.1 – General Development of the Business – GTA".

"**CBLT Shares**" has the meaning ascribed thereto in "Section 3.1 – General Development of the Business – GTA".

“**CBLT Warrants**” has the meaning ascribed thereto in “Section 3.1 – General Development of the Business – GTA”.

“**Closing**” means the completion of the Business Combination pursuant to the Business Combination Agreement.

“**Closing Date**” means the closing of the Business Combination, or such other date as may be mutually agreed to in writing between GTA and Tiidal.

“**Consolidation**” means the consolidation of the GTA Shares on the basis of one post-Consolidation GTA Share for every 11.2678 pre-Consolidation GTA Shares.

“**COVID-19**” has the meaning ascribed thereto in “Section 17.1 – Risk Factors”.

“**CS:GO**” has the meaning ascribed thereto in “Section 4.1(d)(ii) – Narrative Description of the Business – Principal Products and Services – Technology”.

“**Exchange**” or “**CSE**” means the Canadian Securities Exchange.

“**Issuer**” or “**Company**” means Tiidal Gaming Group Corp. (i.e., GTA as it exists following the Business Combination), a corporation incorporated under OBCA pursuant to articles of incorporation dated August 9, 2006, as amended pursuant to articles of amendment dated October 20, 2006, March 5, 2007, June 30, 2010, March 4, 2019 and the articles of amendment giving effect to the Name Change and Consolidation, and, in the case of references to matters undertaken by a predecessor in interest to the Issuer, includes each such predecessor in interest, unless the context otherwise requires after giving effect to the Business Combination.

“**Issuer Compensation Options**” means the compensation options to purchase Issuer Shares as constituted following the Business Combination

“**Issuer Options**” means the options to purchase Issuer Shares as constituted following the Business Combination.

“**Issuer Options**” means the stock options of the Issuer as constituted following the Business Combination.

“**Issuer Option Plan**” means the stock option plan of GTA, which will continue to be effective on completion of the Business Combination.

“**Issuer Shares**” means the common shares in the capital of the Issuer as constituted following the Consolidation and the Business Combination.

“**Issuer Warrants**” means the warrants to purchase Issuer Shares as constituted following the Business Combination.

“**GTA**” means GTA Financecorp Inc. (as it exists prior to completion of the Business Combination), a corporation incorporated under OBCA pursuant to articles of incorporation dated August 9, 2006, as amended pursuant to articles of amendment dated October 20, 2006, March 5, 2007, June 30, 2010, March 4, 2019.

"**GTA Options**" means the issued and outstanding options to purchase GTA Shares.

"**GTA Shareholders**" means the holders of GTA Shares.

"**GTA Shares**" means the common shares in the capital of GTA.

"**Lazarus**" means Lazarus Esports Inc., a corporation incorporated under the OBCA pursuant to articles of incorporation dated May 5, 2019.

"**LoL**" has the meaning ascribed thereto in "Section 4.1(d)(ii) – Narrative Description of the Business – Principal Products and Services – Technology".

"**Maturity Date**" has the meaning ascribed thereto in "Section 3.1 – General Development of the Business – Tiidal".

"**Name Change**" means the change of GTA's name to "Tiidal Gaming Group Corp." or such other substantially similar name as may be acceptable to Tiidal and GTA and to the regulatory authorities.

"**OBCA**" means the Business Corporations Act (Ontario) as amended, including all regulations promulgated thereunder.

"**QEF Conversion Securities**" has the meaning ascribed thereto in "Section 3.1 – General Development of the Business – Tiidal".

"**Qualified Equity Financing**" has the meaning ascribed thereto in "Section 3.1 – General Development of the Business – Tiidal".

"**Sale Transaction**" has the meaning ascribed thereto in "Section 3.1 – General Development of the Business – Tiidal".

"**Share Split**" means the subdivision of Tiidal Shares on the basis of one pre-Share Split Tiidal Common Share for 1.2738 post-Share Split Tiidal Shares.

"**Sportsflare**" means Tiidal Gaming NZ Ltd. d/b/a Sportsflare, a New Zealand corporation incorporated on November 23, 2020.

"**Subco**" means 2852773 Ontario Inc., a wholly-owned subsidiary of GTA, incorporated under the OBCA on July 8, 2021 and created for the purpose of effecting the Amalgamation.

"**Subscription Receipts**" means subscription receipts of Tiidal exchangeable into units of Tiidal comprising of one Tiidal Share (on a post-Share Split basis) and one-half of one Tiidal Warrant (on a post-Share Split basis).

"**Subscription Receipt Agreement**" means the subscription receipt agreement dated July 13, 2021 among Tiidal, Beacon Securities Limited and TSX Trust Company, as subscription receipt agent.

"**Subscription Receipt Financing**" means the private placement of 6,844,331 Subscription Receipts at a price of $0.50 per Subscription Receipt led by the Agents for aggregate gross proceeds of $3,422,165.50 pursuant to the terms and conditions of the Agency Agreement and, for greater certainty, includes any issuance of Subscription Receipts by Tiidal directly to subscribers on a non-brokered private placement basis on substantially the same terms.

"**Tiidal**" means Tiidal Gaming Group Inc. (as it exists prior to completion of the Business Combination), a corporation incorporated under the OBCA pursuant to articles of incorporation dated October 22, 2018.

"**Tiidal Compensation Options**" means the compensation options to purchase Tiidal Shares issued to the Agents in connection with the Subscription Receipt Financing, each of which entitles its holder to acquire one Tiidal Share (on a post- Share Split basis).

"**Tiidal Convertible Note Financing**" has the meaning ascribed thereto in "Section 3.1 – General Development of the Business – Tiidal".

"**Tiidal Convertible Notes**" means the issued and outstanding convertible notes of Tiidal convertible into one unit of Tiidal comprising of one New Tiidal Common Share and one-half of one Tiidal Warrant.

"**Tiidal Options**" means the issued and outstanding options to purchase Tiidal Shares.

"**Tiidal RSUs**" has the meaning ascribed thereto in "Section 10.6 – Prior Sales".

"**Tiidal Shareholders**" means holders of Tiidal Shares.

"**Tiidal Shares**" means the common shares in the capital of Tiidal.

"**Tiidal Warrants**" means the issued and outstanding warrants of Tiidal to purchase Tiidal Shares.

1.2 Forward Looking Statements

This Listing Statement contains forward-looking statements and forward-looking information within the meaning of applicable securities legislation ("**forward-looking statements**") about the Issuer and the development of its business. In some cases, forward-looking statements can be identified by words or phrases such as "may", "might", "will", "should", "could", "expect", "anticipate", "continue", "plan", "seek", "estimate", "indicate", "believe", "intend", "project", "potential", "forecast", "budget", "is/are likely to" or the negative of these terms and other similar expressions intended to identify forward-looking statements. The Issuer has based these forward-looking statements on its current expectations and projections about future events and financial trends that it believes might affect its financial condition, results of operations, business strategy and financial needs. These forward-looking statements include, among other things, statements relating to:

- the business strategy of the Issuer;
- the available funds of the Issuer and the anticipated use of such funds;
- the perceived benefits of the Business Combination which are based upon the financial and operating attributes of Tiidal as at the date hereof;
- the impact of potential future offerings and sales of debt or equity securities;

- plans in respect of strategic partnerships and marketing;
- plans or expectations with respect to product development activities, business strategies and expansion activities; and
- demand and growth of the market for the Issuer's offerings or for the offerings of its competitors.

Such forward-looking statements are based on a number of material factors and assumptions, made by the Issuer which it believes to be reasonable based on its knowledge of its industry and market. While the Issuer considers these material factors and assumptions to be reasonable based on information currently available to it, they may prove to be incorrect. These statements are only predictions and involve known and unknown risks, uncertainties and other factors, including the risks in the section entitled "*Risk Factors*", which may cause the Issuer's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements.

Although the Issuer has attempted to identify important factors that could cause actual results to differ materially from those contained in the forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

The forward-looking statements and information contained in this Listing Statement are made as of the date hereof and, unless so required by applicable law, the Issuer undertakes no obligation to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise. The forward-looking statements and information contained in this Listing Statement are expressly qualified by this cautionary statement.

1.3 Market and Industry Data

Market and industry data presented throughout this Listing Statement was obtained from third party sources, industry reports and publications, websites and other publicly available information. The Issuer believes that the market and economic data presented throughout this Listing Statement is accurate, however there can be no assurance as to the accuracy or completeness thereof. The accuracy and completeness of the market and economic data presented throughout this Listing Statement are not guaranteed and the Issuer makes no representation as to the accuracy of such data. Actual outcomes may vary materially from those forecast in such reports or publications, and the prospect for material variation can be expected to increase as the length of the forecast period increases. Although the Issuer believes it to be reliable, the Issuer has not independently verified any of the data from third party sources referred to in this Listing Statement, analyzed or verified the underlying studies relied upon or referred to by such sources, or ascertained the underlying market, economic and other assumptions relied upon by such sources. Market and economic data is subject to variations and cannot be verified due to limits on the availability and reliability of data inputs and other limitations and uncertainties.

2. Corporate Structure

2.1 Corporate Name, Head and Registered Office

The full corporate name of the Issuer on completion of the Business Combination will be Tiidal Gaming Group Corp. (formerly, GTA Financecorp Inc.). The head office and registered office of the Issuer on completion of the Business Combination will be 365 Bay Street, Suite 800, Toronto, Ontario M5H 2V1.

The full corporate name of Tiidal prior to completion of the Business Combination was Tiidal Gaming Group Inc. The head office and registered office of Tiidal prior to completion of the Business Combination is 365 Bay Street, Suite 800, Toronto, Ontario M5H 2V1.

The full corporate name of Subco prior to completion of the Business Combination was 2852773 Ontario Inc. The head office and registered office of Subco prior to completion of the Business Combination is 855 Brant Street, Burlington, Ontario L7R 2J6.

2.2 Corporate Jurisdiction

The Issuer is incorporated under the OBCA.

GTA was incorporated on August 9, 2006 under the OBCA. GTA was primarily engaged in the acquisition and exploration of mineral properties. On October 20, 2006, GTA amended its articles to change its name from “2110249 Ontario Inc.” to “GTA Corpfin Capital Inc.” and to reconstitute its share capital to only include GTA Shares. On March 5, 2007, GTA amended its articles to remove the restrictions on the issuer, transfer and ownership of GTA Shares. On June 30, 2010, GTA amended its articles to change its name from “GTA Corpfin Capital Inc.” to “GTA Resources and Mining Inc.”. On March 4, 2019, GTA amended its articles to change its name from “GTA Resources and Mining Inc.” to “GTA Financecorp Inc.” and to consolidate the outstanding GTA Shares on the basis of 50:1. On March 19, 2019, GTA sold all of its mining assets. GTA has no active business operations.

GTA is a reporting issuer under applicable securities legislation in the provinces of Ontario, Alberta and British Columbia. GTA’s outstanding common shares were listed on the TSX Venture Exchange under the symbol “GTA” until February 8, 2019, at which time the shares were delisted at the request of GTA.

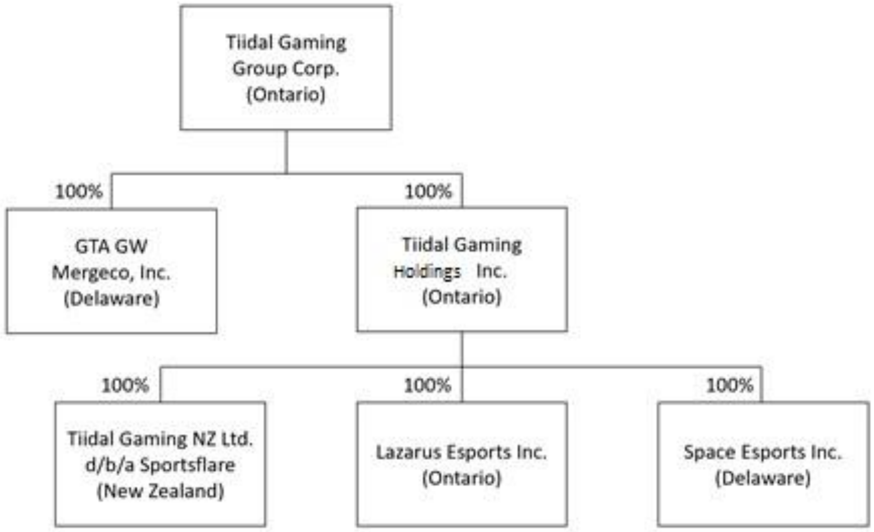
Prior to giving effect to the Business Combination, Tiidal was incorporated on October 22, 2018 under the OBCA.

Prior to giving effect to the Business Combination, Subco was incorporated on July 8, 2021 under the OBCA.

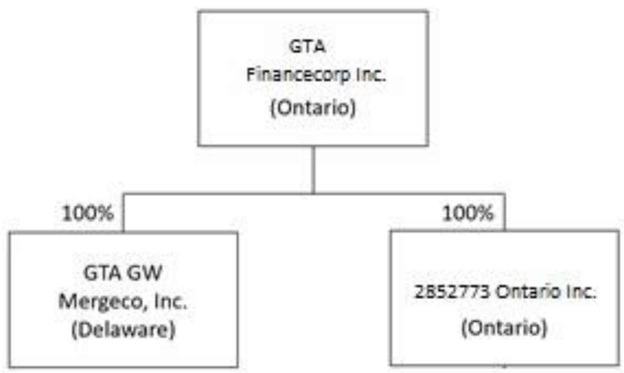
Upon completion of the Amalgamation, Tiidal and Subco continued as one corporation existing under the OBCA.

2.3 Intercorporate Relations

The following diagram presents the organizational chart of the Issuer immediately following the completion of the Business Combination:



The following diagram presents the organizational chart of GTA immediately prior to the completion of the Business Combination:



The following diagram presents the organizational chart of Tiidal immediately prior to the completion of the Business Combination:

2.4 Fundamental Change

Section 2.4 is not applicable to the Issuer.

2.5 Incorporation Outside of Canada

Section 2.5 is not applicable to the Issuer.

3. General Development of the Business

3.1 General Development of the Business

General Development of the Business

GTA

On March 19, 2019, GTA sold all of its mining assets to CBLT Inc. ("**CBLT**") in exchange for 21,000,000 common shares of CBLT (the "**CBLT Shares**") and 21,000,000 common share purchase warrants of CBLT (the "**CBLT Warrants**"), each such CBLT Share was valued at $0.03 per CBLT Share and each CBLT Warrant being exercisable at $0.08 per CBLT Warrant for a period of twenty-four months from the date of issue.

On July 19, 2019, GTA paid a dividend in kind to its shareholders of record on March 18, 2019, on a pro rata basis of the CBLT Shares at $0.03 per CBLT Share.

On October 21, 2019, GTA announced that it had entered into a definitive agreement with GameWorks, Inc., a US corporation, to effect a reverse merger transaction with the intention that the resulting issuer would apply to list its shares on the Exchange. As part of the transaction, it was anticipated that GTA would complete a share consolidation, change its name to GameWorks, Ltd. and complete a financing of not less than $USD 7.5 million. Pursuant to the proposed transaction, GTA incorporated a subsidiary company, GTA GW Mergeco, Inc.

On March 16, 2020, GTA and GameWorks, Inc. mutually agreed to terminate the definitive agreement to effect a reverse merger and GameWorks, Inc. agreed to reimburse GTA for costs incurred in connection with the proposed transaction totalling $19,238.

On June 5, 2020, GTA completed an equity financing of 5,000,000 GTA Shares at a price per GTA Share of $0.025 for gross proceeds of $125,000.

On July 14, 2020, GTA paid a dividend in kind to its shareholders of record on March 18, 2019, on a pro rata basis in the form of the CBLT Warrants at $0.00874 per CBLT Warrant.

Tiidal

Tiidal was incorporated on October 22, 2018 under the OBCA as an esports and gaming platform company with the objective of owning and operating businesses across the esports and gaming ecosystem.

Tiidal's focus was to acquire and operate select esports and gaming related businesses under a single umbrella and pursue a strategy that focused on building scale through the ownership and operation of unique assets that could benefit from a shared vision and synergies across the industry.

Tiidal's initial objective was to accelerate the development and operations of its esports organization, Lazarus. Lazarus was founded in 2010 as a pioneering esports team and organization in Canada under the brand name "SetToDestroyX".

In November 2018, SetToDestroyX was renamed to "Lazarus" to reflect a new vision and brand identity for the organization.

On April 5, 2019, Tiidal completed a non-brokered private placement of 10,933,250 Tiidal Shares at a price of $0.20 per Tiidal Share for aggregate proceeds of $2,186,650.00 (the "**2018-2019 Tiidal Private Placement**"). The 2018-2019 Tiidal Private Placement closed in six tranches, which respectively closed on November 6, 2018 (1,875,000 Tiidal Shares issued at a price of $0.20 per Tiidal Share), November 15, 2018 (575,000 Tiidal Shares issued at a price of $0.20 per Tiidal Share), February 12, 2019 (500,000 Tiidal Shares issued at a price of $0.20 per Tiidal Share), February 28, 2019 (1,650,000 Tiidal Shares issued at a price of $0.20 per Tiidal Share), March 26, 2019 (5,007,500 Tiidal Shares issued at a price of $0.20 per Tiidal Share) and April 5, 2019 (1,325,750 Tiidal Shares issued at a price of $0.20 per Tiidal Share).

On January 7, 2020, Tiidal completed a private placement of 3,306,667 Tiidal Shares at a price of $0.50 per Tiidal Share for aggregate gross proceeds of $1,653,333.50 (the "**2019-2020 Private Placement**"). The 2019-2020 Private Placement closed in five tranches, which respectively closed on June 19, 2019 (590,000 Tiidal Shares issued at a price of $0.50 per Tiidal Share), July 3, 2019 (430,000 Tiidal Shares issued at a price of $0.50 per Tiidal Share), September 18, 2019 (2,096,667 Tiidal Shares issued at a price of $0.50 per Tiidal Share), November 19, 2019 (160,000 Tiidal Shares issued at a price of $0.50 per Tiidal Share) and January 7, 2020 (30,000 Tiidal Shares issued at a price of $0.50 per Tiidal Share).

In July 2019, Lazarus teams finished second (duos) and fourth (singles) at the Fortnite World Cup in New York City, which achievements helped contribute to Lazarus being the highest earning Fortnite team in the world with approximately US$3.7MM in historical winnings. Across all competitions, Lazarus has US$5MM+ in historical winnings, placing it in the top 35 teams globally by historical earnings.[1]

On March 1, 2021, Lazarus entered into Esports merchandise manufacture distribution agreement with Glass-U, LLC dba NEU for the manufacture and sale of Lazarus merchandise and jerseys.

On April 15, 2021, Lazarus entered into a sponsorship agreement with Simply Digital Technologies Inc. to promote Simply Digital through sponsorships of Lazarus' streamers and athletes.

On September 22, 2021, Lazarus entered into a sponsorship agreement with SummaForte Inc. to promote SummaFort through sponsorships of Lazarus' streamers and athletes.

[1] https://www.esportsearnings.com/teams; https://www.esportsearnings.com/games/534-fortnite/top-teams

<u>Sportsflare Acquisition</u>

In December 2020, Tiidal entered the esports betting market through the acquisition of Sportsflare in order to establish a scalable technology offering, limit exposure to any single intellectual property risk as the technology is game agnostic, and focus on business-to-business services so as to avoid costly user acquisition that business-to-consumer operations required to scale.

On December 14, 2020, Tiidal entered into an asset purchase agreement with Tiidal Gaming NZ Ltd., a wholly-owned subsidiary of Tiidal, and Sportsflare NZ Ltd. (the "**Sportsflare Purchase Agreement**"), Sportsflare acquired all right, title and interests to the property and assets, including intellectual property, of Sportsflare NZ Ltd. and assumed certain liabilities of Sportsflare NZ Ltd. The consideration paid to Sportsflare NZ Ltd. for the purchase of such property and assets was equal to $3,000,000, including the assumed liabilities, which, pursuant to the Sportsflare Purchase Agreement, shall be satisfied through the issuance of an aggregate of 6,000,000 Tiidal Shares at a deemed price of $0.50 per Tiidal Share, which are issuable as follows: (i) 3,000,000 Tiidal Shares were issued on closing of the transaction on December 14, 2020, (ii) 1,500,000 Tiidal Shares issuable upon the satisfaction of certain performance milestones (the "**Performance Milestone**") on or before December 14, 2021, and (iii) 1,500,000 Tiidal Shares issuable upon the satisfaction of certain revenue milestones (the "**Revenue Milestone**") on or before December 31, 2021 (collectively, the "**Sportsflare Consideration Shares**"). Pursuant to the Sportsflare Purchase Agreement, the Sportsflare Consideration Shares are subject to an anti-dilution adjustment right in the event that Tiidal issues Tiidal Shares at a price of $0.50 per Tiidal Share prior to December 31, 2021. On September 24, 2021, Tiidal, Tiidal Gaming NZ Ltd. and Sportsflare NZ Ltd. entered into an amendment to the Sportsflare Purchase Agreement extending the expire dates of each of the Performance Milestone and the Revenue Milestone to December 31, 2022 and amending the Performance Milestone such that 500,000 Sportsflare Consideration Shares, of the 1,500,000 Sportsflare Consideration Shares issuable on such milestone, will be issuable upon the successful integration of a certain potential customer purchasing and using Sportsflare's product for a period of three consecutive months. As of the date of this Listing Statement, Tiidal has issued an aggregate of 3,000,000 Tiidal Shares pursuant to the Sportsflare Purchase Agreement, as amended. As of the date of this Listing Statement, there remains 3,000,000 Tiidal Shares (or 3,821,400 Issuer Shares after giving effect to the Share Split and the Consolidation) issuable under the Sportsflare Purchase Agreement, as amended.

In 2021, Tiidal has continued to grow this segment of its business through Sportsflare, which has entered into partnerships with GameScoreKeeper, Gaming Stars, BOA Gaming and HudStats.

On February 23, 2020, Sportsflare entered into an agreement with Global Esports Entertainment Gmbh for the non-exclusive use by Global Esports Entertainment of Sportsflare's Bet-On-Yourself product.

On February 12, 2021, Sportsflare enter into an agreement with GameScoreKeeper ApS granting GameScoreKeeper a non-exclusive license to resell and use Sportsflare's Esports Odds and Betbuilder products for the development and distribution of GameScoreKeeper's products. Sportsflare and GameScoreKeeper will share the revenue generated from the sales of Esports Odds and BetBuilder.

On April 5, 2021, Sportsflare enter into a joint distribution agreement with BOA Solutions Ltd. whereby Sportsflare provides BOA with Esports data-feeds for BOA's products and Sportsflare and BOA will share revenues generated by BOA's products powered by Sportsflare technology.

On April 13, 2021, Sportsflare entered into an agreement with HudStats BV to partner in providing each other with in-game data for the integration and use in each other's products for an ongoing term whereby Sportsflare and HudStat will share revenue generated from sales and integration of each other's products.

On August 25, 2021, Sportsflare entered into an agreement with Parlay Games Inc. for the non-exclusive use by Parlay Games of Sportsflare's Bet-On-Yourself product.

Convertible Note Financing

On March 31, 2021, Tiidal completed a non-brokered private placement of nine unsecured convertible promissory notes (the "**Tiidal Convertible Notes**") for aggregate gross proceeds of $280,250 (the "**Tiidal Convertible Note Financing**"). Each Tiidal Convertible Note bears simple interest at the rate of 7% per annum (based on a year of 365 days), commencing on the date of issue. The principal amount of each Tiidal Convertible Note and all accrued and unpaid interest thereon will convert into equity securities of Tiidal on either: (i) the closing and the satisfaction and/or waiver of the escrow release conditions, as applicable, of an equity financing (a "**Qualified Equity Financing**") in connection with a reverse takeover transaction or initial public offering of Tiidal on or before March 31, 2022 (the "**Maturity Date**"); or (ii) the acquisition (either by way of a purchase, share exchange, amalgamation, arrangement, corporate reorganization or other means of merger or acquisition) of all of the then outstanding securities of Tiidal, or an acquisition that involves the sales of all or substantially all of the assets of Tiidal (a "**Sale Transaction**"). On the conversion of a Tiidal Convertible Note pursuant to a Qualified Equity Financing, the holder will receive (i) other than in the case of subscription receipts, the same security or securities sold and issued in connection with a Qualified Equity Financing, which for greater certainty may consist of a Tiidal Share alone or a unit consisting of Tiidal Shares and warrants or any other combination of securities of Tiidal, or, (ii) in the case of subscription receipts sold and issued in connection with a Qualified Equity Financing, the same Tiidal Share or unit consisting of Tiidal Shares and warrants or any other combination of securities of Tiidal underlying such subscription receipts and issuable in exchange for such subscription receipts upon satisfaction and/or waiver of the escrow release conditions established in connection with such Qualified Equity Financing (collectively, "**QEF Conversion Securities**") at a price per security that is equal to 85% of the price per QEF Conversion Security in connection with the Qualified Equity Financing. On the conversion of a Tiidal Convertible Note pursuant to a Sale Transaction, the holder will receive securities of Tiidal (of the then highest-ranking class of securities issued and authorized by Tiidal) at a price per security that is equal to: (i) if the Sale Transaction is an asset sale, 85% of the price per security at which Tiidal most recently completed a financing round or issued in connection with an acquisition at the relevant time of reference; or (ii) in all other cases, 85% of the price per security paid in connection with the Sale Transaction.

Subscription Receipt Financing

In connection with the Business Combination, Tiidal closed the first tranche of the Subscription Receipt Financing on July 13, 2021 pursuant to which Tiidal issued an aggregate of 6,547,361 Subscription Receipts at an issued price of $0.50 per Subscription Receipt for aggregate gross proceeds of $3,273,680.50.

The Subscription Receipts were created and issued pursuant to the terms of the Subscription Receipt Agreement. Each Subscription Receipt will be automatically converted, without payment of additional consideration or further action by the holder thereof, into one post-Share Split Tiidal Share and one-half of one Tiidal Warrant (on a post-Share Split basis), subject to adjustment in certain events, immediately upon the satisfaction or waiver of certain escrow release conditions in accordance with the terms of the Subscription Receipt Agreement (the "**Escrow Release Conditions**") at or before 5:00 p.m. (Toronto time) on November 10, 2021 (the "**Escrow Release Deadline**"). Each Tiidal Warrant underlying the Subscription Receipts entitles the holder thereof to acquire one Tiidal Share (on a post-Share Split basis) at a price of $0.75 per share for a period of 24 months from the date the Escrow Release Conditions are satisfied or waived.

If (i) the Escrow Release Conditions are not satisfied on or before the Escrow Release Deadline, or (ii) prior to the Escrow Release Deadline, Tiidal advises the Agents or announces to the public that it does not intend to satisfy the Escrow Release Conditions, the Escrowed Funds shall be returned to the holders of the Subscription Receipts on a pro rata basis and the Subscription Receipts will be cancelled without any further action on the part of the holders. To the extent that the Escrowed Funds (as defined below) are not sufficient to refund the aggregate offering price of the Subscription Receipts paid by the holders of the Subscription Receipts, Tiidal will be liable to contribute such amounts as are necessary to satisfy any shortfall.

Pursuant to the terms of the Agency Agreement, in consideration for their services in connection with the Subscription Receipt Financing, the Agents (i) received a cash commission equal to 7.0% of the aggregate gross proceeds of the brokered portion of the Subscription Receipt Financing (the "**Agents' Commission**"), (ii) were issued 457,971 Tiidal Compensation Options, and (iii) a cash fee equal to 7.0% of the aggregate gross proceeds of the non-brokered portion of the Subscription Receipt Financing (the "**Advisory Fee**"). Upon satisfaction or waiver of the Escrow Release Conditions and release of the Escrowed Funds, each Compensation Option will entitle the holder thereof to acquire one post-Share Split Tiidal Share at an exercise price of $0.50 until November 9, 2023.

On closing of the Subscription Receipt Financing, the gross proceeds from the Subscription Receipt Financing less 50% of the Agents' Commission and the Advisory Fee as well as the expenses of the Agents incurred in connection with the Subscription Receipt Financing (the "**Escrowed Proceeds**") were delivered to and are held by the Escrow Agent and have been invested pursuant to the terms of the Subscription Receipt Agreement (the Escrowed Proceeds, together with all interest and other income earned thereon, are referred to herein as the "**Escrowed Funds**"). Pursuant to the Agency Agreement, the Agents elected to receive $173,445 of the portion of the Agents' Commission and the Advisory Fee in Subscription Receipts at the Issue Price for a total of 346,890 Subscription Receipts issued to the Agents. The remaining 50% of the Agents' Commission was released from escrow and delivered to the Agents from the Escrowed Funds and the balance of the Escrowed Funds was released from escrow to Tiidal upon satisfaction of the Escrow Release Conditions on November 9, 2021.

On October 7, 2021, Tiidal closed the second and final tranche of the Subscription Receipt Financing pursuant to which Tiidal issued an aggregate of 296,970 Subscription Receipts at an issued price of $0.50 per Subscription Receipt for aggregate gross proceeds of $148,485. In connection with the Subscription Receipt Financing, Tiidal issued an aggregate of 7,191,221 Subscription Receipts, including 346,890 Subscription Receipts issued to the Agents as a portion of the Agents' Commission and the Advisory Fee.

The net proceeds of the Subscription Receipt Financing will be used for working capital and general corporate purposes.

Business Combination

In February 2021, Tiidal and GTA entered into a binding letter of intent in connection with the Business Combination.

The Business Combination will be effected in accordance with the Business Combination Agreement. Upon completion of the Business Combination in accordance with the terms of the Business Combination Agreement, the Issuer will carry on the business of Tiidal. See "*Narrative Description of the Business*".

The following summary of the Business Combination Agreement is qualified in its entirety by the full text of the Business Combination Agreement, a copy of which may be viewed under GTA's issuer profile on SEDAR at www.sedar.com.

Business Combination Agreement

The Business Combination will become effective on the Effective Date, subject to the satisfaction or waiver of the applicable conditions.

The principal terms of the Business Combination Agreement may be summarized as follows:

- the GTA Shares will have been consolidated on the basis of one post-Consolidation GTA Share for every 11.2678 pre-Consolidation GTA Shares, with each whole post-Consolidation GTA Share being designated as an Issuer Share upon completion of the Business Combination;

- the Name Change will have been completed;

- Tiidal will have been completed the Share Split;

- all of the Subscription Receipts issued in connection with the Subscription Receipt Financing will have automatically been exchanged for securities of Tiidal (on a post-Share Split basis) in accordance with the terms of the Subscription Receipt Agreement;

- all of the Tiidal Convertible Notes will have automatically been converted into Tiidal Shares and Tiidal Warrants (on a post-Share Split basis) in accordance with the terms of the certificates evidencing such Tiidal Convertible Notes;

- all of the Tiidal RSUs will have automatically vested into Tiidal Shares (on a post-Share Split basis) in accordance with the terms of the restricted share unit award agreements;

- all Tiidal Shares held by shareholders who have exercised a right of dissent pursuant to section 185 of the OBCA will be deemed to have been cancelled and the holders of such Tiidal Shares will cease to have any rights as Tiidal Shareholders other than the right to be paid the fair value of their Tiidal Shares

- Tiidal and Subco will amalgamate and continue as one corporation under the provisions of the OBCA and, as a result, the property and liabilities of Subco and Tiidal will become the property and liabilities of Amalco;

- each Tiidal Share (on a post-Share Split basis) shall be cancelled and the holder thereof shall receive that number of Issuer Shares as is equal to the number of Tiidal Shares held by such Tiidal Shareholder immediately prior to the Effective Time;

- each Tiidal Option, Tiidal Warrant and Tiidal Compensation Option shall be cancelled and the holder thereof shall receive that number of Issuer Options, Issuer Warrants or Issuer Compensation Options, as applicable, as is equal to the number of Tiidal Options, Tiidal Warrants and Tiidal Compensation Options held by such person immediately prior to the Effective Time, on the same terms and conditions as the cancelled Tiidal Option, Tiidal Warrant and Tiidal Compensation Option;

- each GTA Option shall continue in effect unamended, except to the extent the terms have been adjusted to reflect the Consolidation;

- each Subco Share outstanding immediately prior to the Effective Time shall be converted into common share of Amalco; and

- as consideration for the issuance of Issuer Shares in connection with the Business Combination, Amalco shall issue to the Issuer one common share of Amalco for each Issuer Share so issued.

Representations, Warranties and Covenants

The Business Combination Agreement contains certain customary representations and warranties of each of GTA, Subco and Tiidal relating to, among other things, their respective organization, capitalization, qualification, operations, compliance with laws and regulations and other matters, including their authority to enter into the Business Combination Agreement and to consummate the Business Combination. Pursuant to the Business Combination Agreement, the parties have agreed to advise each other of material changes. Further, the parties have agreed to use their commercially reasonable efforts to obtain all regulatory and other consents, waivers and approvals required for the consummation of the Business Combination.

In addition, pursuant to the Business Combination Agreement, each of the parties has covenanted, among other things, until the completion of the Business Combination, to maintain their respective businesses and not take certain actions outside the ordinary course.

Conditions of the Business Combination

The Business Combination Agreement contains a number of conditions precedent to the obligations of GTA and Tiidal thereunder. Unless all such conditions are satisfied or waived by the party or parties for whose benefit such conditions exist, to the extent they may be capable of waiver, the Business Combination will not proceed. There is no assurance that the conditions will be satisfied or waived on a timely basis, or at all. The conditions to the Business Combination becoming effective are set out in the Business Combination Agreement, and certain conditions are summarized below.

Conditions to Obligations of GTA

The obligations of GTA to complete the Business Combination are subject to the fulfillment or waiver of the following conditions at or prior to the Effective Date:

- the representations and warranties of Tiidal contained in the Business Combination Agreement will be true and correct at the Effective Time, with the same force and effect as if such representations and warranties were made at and as of such date (except to the extent such representations and warranties speak as of a specified date, in which event they will be true as of such specified date, or except as affected by transactions specifically permitted or contemplated by the Business Combination Agreement, or except for any failures or breaches of representations and warranties which, individually or in the aggregate, would not reasonably be expected to result in a material adverse effect or prevent or delay the completion of the Business Combination or other transactions contemplated herein), and GTA shall have received a certificate signed on behalf of Tiidal by an executive officer thereof to such effect dated as of the Effective Date;

- all of the terms, covenants and conditions of the Business Combination Agreement to be complied with or performed by Tiidal at or before the Effective Time will have been complied with or performed (except to the extent that the failure to comply with such covenants has not resulted in or would not result in, individually or in the aggregate, a material adverse effect or prevent or delay the completion of the Business Combination or the other transactions contemplated herein) and GTA shall have received a certificate signed on behalf of Tiidal by an executive officer thereof to such effect dated as of the Effective Date;

- there shall not have occurred any material adverse change in Tiidal since the date of the Business Combination Agreement and GTA shall have received a certificate signed on behalf of Tiidal by an executive officer thereof to such effect dated as of the Effective Date;

- the Tiidal Shareholders shall have approved the Amalgamation and the Share Split;

- the Tiidal board of directors shall have adopted all necessary resolutions and all other necessary corporate actions shall have been taken by Tiidal to permit the consummation of the Subscription Receipt Financing, the Business Combination, the Amalgamation and the transactions contemplated in the Business Combination Agreement;

- on completion of the Business Combination, each of the parties, if applicable, and as required by the CSE, shall have entered into an escrow agreement upon the terms and conditions imposed pursuant to the policies of the CSE; and

- the Subscription Receipt Financing shall have been completed.

Conditions to Obligations of Tiidal

The obligations of Tiidal to complete the Business Combination are subject to the fulfillment or waiver of the following conditions at or prior to the Effective Date:

- the representations and warranties of GTA and Subco contained in the Business Combination Agreement will be true and correct at the Effective Time, with the same force and effect as if such representations and warranties were made at and as of such date (except to the extent such representations and warranties speak as of a specified date, in which event they will be true as of such specified date, or except as affected by transactions specifically permitted or contemplated by the Business Combination Agreement, or except for any failures or breaches of representations and warranties which, individually or in the aggregate, would not reasonably be expected to result in a material adverse effect or prevent or delay the completion of the Business Combination or other transactions contemplated herein), and Tiidal shall have received certificates signed on behalf of GTA and Subco, respectively, by an executive officer thereof to such effect dated as of the Effective Date;

- all of the terms, covenants and conditions of the Business Combination Agreement to be complied with or performed by GTA and Subco at or before the Effective Time will have been complied with or performed (except to the extent that the failure to comply with such covenants has not resulted in or would not result in, individually or in the aggregate, a material adverse effect or prevent or delay the completion of the Business Combination or the other transactions contemplated herein) and Tiidal shall have received certificates signed on behalf of GTA and Subco, respectively, by an executive officer thereof to such effect dated as of the Effective Date;

- there shall not have occurred any material adverse change in GTA or Subco since the date of the Business Combination Agreement and Tiidal shall have received certificates signed on behalf of GTA and Subco, respectively, by an executive officer thereof to such effect dated as of the Effective Date;

- the GTA Shareholders shall have approved the Consolidation, Name Change, the stock option plan of GTA and the reconstituted board of directors of GTA following completion of the Business Combination and GTA as the sole shareholder of Subco shall have approved the Amalgamation;

- the GTA board of directors shall have adopted all necessary resolutions and all other necessary corporate actions shall have been taken by GTA to permit the consummation of the Business Combination, the Amalgamation and the transactions contemplated herein;

- the current officers of GTA shall have duly waived any termination, severance or change of control payments triggered upon completion of the Business Combination;

- each of the directors and officers of GTA and Subco shall have tendered their resignations and provided mutual releases in form and substance acceptable to Tiidal, acting reasonably, and the board of directors of the Issuer, subject to the approval of the CSE, shall have been reconstituted to consist of the nominees of Tiidal;

- GTA shall have filed the articles of amendment in respect of the Consolidation and the Name Change and the Consolidation and Name Change shall have become effective; and

- Tiidal shall be satisfied that the exchange of the Tiidal Shares for Issuer Shares shall be exempt from the prospectus or registration requirements of applicable Canadian securities laws.

Mutual Conditions

The obligations of Tiidal, GTA and Subco to complete the Business Combination are subject to the fulfillment or waiver of the following mutual conditions at or prior to the Effective Date:

- all consents, waivers, permits, exemptions, orders and approvals required to permit the completion of the Business Combination, including the approval of the CSE, of which the failure to obtain could reasonably be expected to have a material adverse effect on GTA, Subco or Tiidal or materially impede the completion of the Business Combination, shall have been obtained;

- no temporary restraining order, preliminary injunction, permanent injunction or other order preventing the consummation of the Business Combination shall have been issued by any federal, state, or provincial court (whether domestic or foreign) having jurisdiction and remain in effect;

- the Issuer Shares (including the Issuer Shares issuable upon exercise of the Issuer Options, the Issuer Warrants and the Issuer Compensation Options) to be issued pursuant to the Amalgamation shall have been approved for listing on the CSE, subject to standard conditions, on the Effective Date or as soon as practicable thereafter;

- on the Effective Date, no cease trade order or similar restraining order of any other provincial securities administrator relating to the GTA Shares, the Tiidal Shares, the Amalco Shares or the Issuer Shares shall be in effect;

- there shall not be any pending or threatened suit, action or proceeding by any governmental authority, before any court or governmental authority, agency or tribunal, domestic or foreign, that has a significant likelihood of success, seeking to restrain or prohibit the consummation of the Business Combination, Amalgamation or any of the other transactions contemplated by the Business Combination Agreement or seeking to obtain from GTA, Subco or Tiidal any damages that are material in relation to GTA, Subco or Tiidal and their subsidiaries taken as a whole;

- the distribution of Amalco Shares and the Issuer Shares pursuant to the Amalgamation shall be exempt from the prospectus and registration requirements of applicable Canadian securities laws either by virtue of exemptive relief from the securities regulatory authorities of each of the provinces of Canada or by virtue of applicable exemptions under Canadian securities laws and shall not be subject to resale restrictions under applicable Canadian securities laws (other than as mandated by the CSE or as applicable to control persons);

- the dissent rights of Tiidal Shareholders shall have been exercised in respect of no more than 5% of the issued and outstanding Tiidal Shares pursuant to the OBCA; and

- on the Effective Date, the GTA and Tiidal shall have received executed lock-up agreements from the directors and officers of the Issuer;

Termination

The Business Combination Agreement may be terminated at any time prior to the Effective Time:

(1) by mutual written consent of GTA, Subco and Tiidal;

(2) by GTA or Tiidal if a condition in its favour or a mutual condition is not satisfied by the October 31, 2021 (or any earlier date by which such condition is required to be satisfied) except where such failure is the result of a breach of the Business Combination Agreement by such party;

(3) by GTA or Tiidal if there has been a breach of any of the representations, warranties, covenants and agreements on the part of the other party (the "**Breaching Party**") set forth in the Business Combination Agreement, which breach has or is likely to result in the failure of the conditions set forth in the Business Combination Agreement, as the case may be, to be satisfied and in each case has not been cured within (5) five Business Days following receipt by the Breaching Party of notice of such breach from the non-breaching party (the "**Non-Breaching Party**");

(4) by GTA or Tiidal if any permanent order, decree, ruling or other action of a court or other competent authority restraining, enjoining or otherwise preventing the consummation of the Business Combination shall have become final and non-appealable;

(5) by GTA or Tiidal if the Business Combination is not completed by October 31, 2021, or such later date as may be agreed to by GTA and Tiidal, provided that the party then seeking to terminate the Business Combination Agreement is not then in default of any of its obligations hereunder; and

(6) by GTA or Tiidal if the other party has breached the provisions of the Business Combination Agreement in any material manner.

In the event that either GTA or Tiidal (the "**Non-Defaulting Party**") terminates the Business Combination Agreement pursuant to (2), (3), (5) or (6) above, then the other party (the "**Defaulting Party**") shall pay a termination fee in the amount of $25,000 to the Non-Defaulting Party.

In the event that Tiidal terminate this Agreement pursuant to (2), (3), (5) or (6) above, then Tiidal shall reimburse GTA for all expenses reasonably incurred by GTA in respect of the Business Combination Agreement and the transactions contemplated therein, up to a maximum of $25,000.

<u>Voluntary Pooling Arrangement</u>

The Business Combination Agreement, 56,368,828 Issuer Shares issued to Tiidal Shareholders in exchange for their Tiidal Shares will be subject to a voluntary pooling arrangement restricting the resale of such Issuer Shares. See "*Escrowed Securities – Voluntary Pooling Arrangement"*.

3.2 Significant Acquisitions or Dispositions

Section 3.2 is not applicable to the Issuer.

4. Narrative Description of the Business

4.1 Description of the Business

Tiidal is a North American based esports and gaming platform company building an integrated business focused on transforming the way people watch, interact and enjoy digital entertainment. Tiidal's current operations are focused on two parts of the esports industry: competitive and casual gaming and esports betting technology.

What is Esports?

Esports broadly refers to and describes the general activity and industry around competitive video gaming that takes place from an amateur through professional level, many times in an organized individual or team setting. Esports is a subsector of the broader video gaming market. The players and organizations compete against each other in a variety of games through franchise and non-franchise leagues and from the amateur through professional tiers of events and tournaments. Esports has grown to have significant spectatorship, which rivals traditional sports in many ways. Similar to traditional sports, esports fans follow their favourite players, teams, games and streamers in a predominantly digital environment as well as through in-person live events. In addition to participating through competition or viewership, people may also bet on esports similar to traditional sports.

Growing Markets

According to the Newzoo 2021 Global Esports & Live Streaming Market Report,[2] the global esports audience will grow to 474.0 million people, global game streaming audience will grow to 728.8 million and global esports revenues will grow to $1.08 billion in 2021. According to the same report, global esports revenues are expected to further grow to $1.6 billion by 2024.

The broader video gaming market is expected to amount to $178 billion in 2021 up from $155 billion in 2020.[3] There are more than 2.7 billion gamers worldwide and 48% of the gaming studios are working on virtual reality and augmented reality games. The virtual reality gaming market was $1.1 billion in 2020. The mobile gaming market has become the largest sector of the gaming industry and could be worth $169 billion by 2025.[4]

The esports betting market was estimated to have as high as $15 billion in total wagers in 2020. In what Everymatrix classifies as “classic games”, the most popular esports markets were League of Legends, CS:GO, and Dota 2. In the “simulation of real-life sports” category, FIFA and NBA2K were most popular.[5]

Division Overview

The Issuer’s competitive and casual gaming operations include Lazarus, a professional esports organization, which competes in a variety of areas across platforms, including PC, mobile and console. Lazarus also has a variety of streamers focused on more casual gaming and content across a variety of distribution channels, including YouTube, Twitch and Facebook Gaming. Through Lazarus and the Company’s content and streaming assets, Tiidal partners with brands and companies looking to access younger audiences in an authentic way. Tiidal also continues to explore opportunities with respect to a franchise in a leading competitive game and closely monitor existing opportunities as well as prospective opportunities. Tiidal continues to establish a long-term presence in certain non-franchise gaming scenes in anticipation of future franchise spots becoming available. This objective is dependent largely upon, among other things, external factors such as availability of existing franchises, the establishment of new franchises in existing leagues or new leagues, and the availability of capital to invest in the long-term commitments of franchise ownership. There can be no assurance that Tiidal will secure a franchise in a competitive game.

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[2] Newzoo’s Global Esports & Live Streaming Market Report 2021: https://newzoo.com/insights/trend-reports/newzoos-global-esports-live-streaming-market-report-2021-free-version/
[3] Global Video Game Market Value from 2020-2025: https://www.statista.com/statistics/292056/video-game-market-value-worldwide/
[4] https://techjury.net/blog/video-games-industry-statistics/#gref
[5] https://everymatrix.com/esports-betting-report/

The Issuer's esports betting technology offerings are branded under the name "Sportsflare". Sportsflare is an artificial intelligence based data and analytics company focused on creating new betting experiences for the esports era. Sportsflare is a business-to-business technology offering that offers a suite of unique betting data products catered to sportsbooks, gaming websites and mobile games, among others. Sportsflare offers four products: (i) Esports Betbuilder; (ii) Micromarkets; (iii) Bet-on-Yourself; and (iv) Esports Odds.

(a) Business Objectives

Over the next 12 months, the Issuer expects to accomplish the following objectives:

Brand Partnerships

The Issuer is working towards securing strategic partners in the Canadian and/or American market for purposes of scaling its digital entertainment and competitive team strategy. The interest from potential partners has significantly increased as esports continues to show strength and value in accessing the next generation of consumer.

Sportsbook and Other Technology Provider Integrations

The Issuer will continue to work toward developing integrations with sportsbooks or similar integrations with websites or other platforms for one or more of our Sportsflare offerings.

Turnkey Product Development

Sportsflare will continue to invest in research and development in order to further build out its product into more scalable and simpler to integrate offerings. This would include expanding breadth of title offerings, integrating human traders into trading operations and building optional front-end standalone applications.

Content Development and IP Ownership

There continues to be high demand for content, both passive consumption as well as active consumption (such as mobile games). The Issuer expects to continue to invest in its content and entertainment offerings through its esports and gaming initiatives to build viewership and audiences.

Micromarkets Product Development

The Issuer expects to further its research and development of the Micromarkets product to build it to a commercial offering that is ready for deployment with sportsbooks and/or other media operations that are looking for such technology integrations for their users.

(b) Milestones

Objective	Milestone	Estimated Costs	Timeline from Date of Listing
Brand Partnerships	Securing at least one national brand partner in the North	$50,000	12 months

	American market		
Increased sportsbook and other technology provider integrations	25 or more direct or indirect integrations	$295,000	Continuous over the next 12 months
Turnkey Product Development	Develop current products into plug and play options for customers	$400,000	Continuous over the next 12 months
Content Development and IP Ownership	Create new esports content and media with national focus	$100,000	Continuous over the next 12 months
Micromarkets Product Development	Produce commercially available version of Micromarkets product	$300,000	Continuous over the next 12 months

(c) Total Funds Available

It is expected that the total funds to be available to the Issuer are approximately $2,382,165.50. Working capital of Tiidal at October 31, 2021, being the month-end prior to Listing Statement date, was approximately ($1,135,000). There are no other funds currently available to Tiidal to achieve its business objectives, although from time to time the Issuer expects to conduct further financings by issuing equity securities to raise additional capital.

(d) Estimated Funds Available and Principal Purposes

The following tables sets out information regarding the Issuer's expected sources of cash following the completion of the Transaction. The amounts shown in the table are estimates only and are based up the information available to the Issuer as of the date of the Filing Statement:

Source of Funds	Estimated Amount
Estimated GTA working capital as at June 30, 2021 (unaudited)	$95,000
Estimated Tiidal working capital as at October 31, 2021 (unaudited)	($1,135,000)

Gross proceeds of Subscription Receipt Financing	$3,422,165.50(1)
Estimated funds available to the Issuer upon Closing	$2,382,165.50 (2)

(1) Includes the aggregate gross proceeds of the Subscription Receipt Financing without deducting the cash portion of Agents' Commission and Advisory Fee and the Agents' and Tiidal's expenses in connection with the Subscription Receipt Financing. See "*General Development of the Business - Subscription Receipt Financing*".
(2) Does not reflect any revenues that may be received by Tiidal from the conduct of business following Closing.

Principal Purposes

The following table sets out information regarding the Issuer's intended principal use of funds for the 12 months following Closing. The amounts shown are estimates only. The intended use of funds may vary based upon a number of factors and needs of the Issuer:

Use of Funds	Estimated Amount
Estimated Transaction Costs and Listing	$50,000(1)
Agents' Commission, Advisory Fee and Expenses related to the Subscription Receipt Financing	$181,000(2)
General and Administrative Expenses	$600,000(3)
Milestones	$1,145,000(4)
Player and Player Manager Fees	$300,000
Marketing, Public Relations, and Investor Relations	$100,000
Unallocated Working Capital	$6,165.50
Total	$2,382,165.50

Notes:
(1) Includes legal fees, auditor review fees, CSE filing fees, and other expenses incurred or expected to be incurred in connection with the Transaction.

(2) Includes the Agents' legal fees, disbursements, expenses and the cash portion of the Agents' Commission and Advisory Fee, and applicable tax thereon. The remainder of the Agents' Commission and Advisory Fee was satisfied in the issuance of 346,890 Subscription Receipts at a deemed price of $0.50 per Subscription Receipts. See "*General Development of the Business - Subscription Receipt Financing*".
(3) The estimate of general and administrative expenses for 12 months following Closing includes: salaries and benefits ($292,000), insurance expenses ($19,000), legal accounting, audit and other professional fees ($197,000), and office and miscellaneous expenses ($92,000). This does not account for any revenues to the company offsetting expenses.
(4) Milestones includes securing at least one national brand partner in the North American market ($50,000), 25 or more direct or indirect integrations ($295,000), develop current products into plug and play options for customers ($400,000), create new esports content and media with national focus ($100,000), and produce commercially available version of Micromarkets product ($300,000).

As of the date of this Listing Statement, the Issuer intends to spend the funds available to it upon completion of the Business Combination to further the Issuer's stated business objectives. Notwithstanding the foregoing, there may be circumstances where, for sound business reasons, a reallocation of funds may be necessary for the Issuer to achieve its objectives. The Issuer (or its subsidiaries) may require additional funds in order to fulfill all of its expenditure requirements to meet its business objectives and may either issue additional securities or incur debt. There can be no assurance that additional funding required by the Issuer will be available, if required or on terms which are acceptable.

Principal Products and Services

Presently, the Issuer's business principally consists of two operating segments: (i) its Lazarus esports organization and digital entertainment operations ("**Esports**"); and (ii) its Sportslfare esports betting technology offerings.

(i) Esports

The Esports segment consists of a number of professional and amateur esports athletes as well as a variety of content creators and streamers that focus on esports and gaming related content. Teams are usually managed by a team manager or coach who, in conjunction with the Lazarus general manager, is responsible for all elements of team performance, including scouting, roster construction, strategy and player development. In choosing potential games or leagues for competitive participation, Lazarus will consider a number of factors, including: (i) financial guarantees or league revenue sharing agreements; (ii) long-term prospects and value of the game title and community; (iii) potential for future franchising opportunities; and (iv) levels of viewership and player engagement that are able to be commercialized through partnerships and sponsorships. A variety of content creators and streamers are also managed for strategic purposes or in connection with various campaigns and partnerships whereby they stream on platforms like Twitch or publish content to platforms like YouTube, Facebook Gaming, Twitter and/or Instagram.

The Esports division generates or may be able to generate revenue in the following ways:

1. League revenue shares and prize money
    - Depending on the league, esports organizations can obtain a revenue split with league operators for revenues generated from the competitions, including advertising, merchandise and guaranteed financial commitments from the operators. Additionally, prize money is also a source of revenue from leagues or individual tournaments and events (similar to prize pools in sports like tennis or golf).

2. Merchandise
    - This line of business includes clothing, memorabilia and other types of products that can be branded or co-branded for sale predominantly through e-commerce channels.

3. Sales of digital goods
    - In-game digital goods are an increasingly important and popular way to monetize gaming. This also includes the recent explosion of non-fungible tokens (or NFTs). In various games there is an ability for esports organizations to brand and sell digital goods.

4. Partnership and sponsorship deals
    - Brand partnerships and sponsorships are cash and/or product based relationships whereby endemic and non-endemic brands and companies partner with Lazarus through advertising and promotion of their brands to raise awareness of products and services.

The Issuer continues to build out its esports and, more broadly, digital entertainment and media focused offerings and believes there is significant opportunity and secular tailwinds in the market.

(ii) Technology

Sportsflare has developed a variety of proprietary artificial intelligence based technologies that focus on data and analytics primarily for business-to-business offerings. Sportsflare's products and technologies can be grouped in to four primary categories: (i) Esports Odds; (ii) Betbuilder; (iii) Micromarkets; and (iv) Bet-on-Yourself.

<u>Esports Odds</u>
The Esports Odds product is powered by deep learning algorithms and official game data providing a wide range of player based markets. The product covers pricing and risk management as well as statistics, data and insights to create engaging experiences for games like Counter Strike: Global Offensive ("**CS:GO**"), League of Legends ("**LoL**") and Dota 2. Esports Odds are principally targeted towards sportsbook operators and B2B sportsbook technology providers across Europe, Asia-Pacific, North America and South America.

<u>Betbuilder</u>
Betbuilder enables same-game parlay-betting, allowing users to combine any outcome and create their own unique betting markets. Betbuilders are a popular and successful product in traditional sports and are proving to have the same appeal in the esports market. Betbuilder integrates with the biggest esports titles such as CS:GO, LoL and Dota 2.

<u>Micromarkets</u>
The Micromarkets product can turn almost every action and outcome in a gaming match into a live betting opportunity. Micromarkets provides players with granular and high-frequency betting options. Similar products tend to appeal to younger audiences, offering faster betting cycle time, more than 1,250 markets per match and more than 15.5 million markets per year in CS:GO, LoL and Dota 2. Certain features include positional event markets, location-based AI, and betting and visualization widgets. Algorithmic development for the product has been completed and it is now undergoing continued testing and evaluation.

Bet-on-Yourself

This product includes real money and free-to-play wagering options and is a new experience in the market allowing casual and enthusiast gamers to wager on their favourite games. The offering works cross-platform, including PC, Xbox and Playstation, allows for in-game objectives beyond only winning and uses AI for pricing and risk management to offer the best odds available. It currently integrates with Fortnite and Call of Duty Warzone. Bet-on-Yourself opens the possibility of 2.7 billion gamers to the market, not just esports enthusiasts. The principal markets are esports tournament platforms, sportsbooks (esports and non-esports alike), fantasy websites and media websites across North America, South America and Asia-Pacific.

Research and development

Research and development is performed 100% "in-house" and is proprietary to the Issuer. Presently, the Issuer's major research and development initiatives focus on its Micromarkets product. In 2020, the Issuer implemented a research program involving the creation of multiple machine learning models to predict important *positional event outcomes* of an esports match, such as "next place for a kill to occur". The Issuer developed preliminary models for Dota 2 in July 2021 and LoL in May 2020. The majority of research and development resources are now focused on achieving models that are stable to offer trading that is unexploitable by bettors. The Issuer will attempt to develop automated model evaluation, human-in-the-loop model evaluation and expansion to CS:GO, the latter of which will require additional development work, since CS:GO has a different input dimension than Dota 2 or LoL. As the Issuer has gained access to official data from game publishers or their data providers, the Issuer solely requires an API integration with the HUDStats positional betting widget for Micromarkets to enter commercial production. The Issuer anticipates that its Micromarkets' Dota 2 offering will be ready for commercial production in September 2021, LoL offering will be ready for commercial production in October 2021 and CS:GO offering will be ready for commercial production in November 2021. Anticipated research and development costs in respect of the development of Micromarkets are $300,000 and the anticipated research and development costs of developing the Issuer's current products into plug and play options are $400,000. Please see "*Narrative Description of the Business – Milestones".*

Material Leases or Mortgages

The Issuer does not have any material leases or mortgages regarding its operations.

Specialized Skills and Knowledge

Specialized skills and knowledge regarding the Issuer's esports specific operations include the ability to source and identify talent, recruit and retain that talent, create compelling partnership opportunities for brands and sponsors to engage with the esports and gaming audiences, and having a deep understanding of the industry both from a competitive and casual viewpoint.

Specialized skills and knowledge necessary for the Issuer's technology operations include the ability to create predictive AI models from granular video game inputs, a substantial knowledge of esports and game-specific mechanics, and knowledge of betting markets, bookmaking, and trading. All of these specialised skills and knowledge are currently available to the Issuer through its personnel's experience and credentials. The Issuer's personnel includes a significant number of technical experts in AI, technology and product development.

Additional areas of specialized skills, knowledge, or access, include:

- Licences – gambling licences are important for certain target market jurisdictions as some of our target customers may require that we hold B2B gaming licences in their jurisdictions. The Issuer does not currently hold any gambling licenses.
- Official data access – it is important to have negotiations in place with providers of official live data, as our coverage of any live esports betting matches (Micromarkets, Live Odds) is dependent on the Issuer being able to access such data.

Intangible Properties

The Issuer does not own any patents or trademarks or other registered intellectual property rights in respect of its products. The Issuer relies on its intangible properties including brand names (Lazarus and Sportsflare) and intellectual property through its software development to drive business and differentiation and recognition in the marketplace.

Employees

As of the date of this Listing Statement, the Issuer has 18 employees comprising its operations and 21 professional players and 57 content creators under its Lazarus brand.

Changes to Contracts

No part of the Issuer's business is anticipated to be affected in the 12 months following this Listing Statement by either renegotiation or termination.

Competitive Environment

The competitive environment in esports, gaming, and esports betting are highly competitive and evolving. The Issuer faces competition from a variety of companies, including both traditional and incumbent players as well as start-ups and new generation organizations both public and private. However, the Issuer believes that it has a unique approach to the industry. The Issuer's focus on being a platform company and integrating its operations across esports and technology provides the Issuer with what it believes is a unique advantage and operating model that diversifies across the industry while maximizing synergy between its operations.

From an esports perspective, due to the large number of options available and global nature of the online videogaming industry, the Issuer faces strong competition to attract esports audiences. The Issuer competes with other esports organizations, in varying respects and degrees, in both franchised and non-franchised league structures. Currently, the Issuer participates in non-franchised leagues, such as Valorant or Fortnite as well as mobile esports, and believes it has more flexibility in its operating model due to the lower fixed costs imposed by non-franchised league models compared to franchised leagues. Furthermore, traditional sports leagues compete with esports leagues for fan viewership, media rights, partnerships, and franchise ownership.

The Issuer also competes for viewership and third-party advertising and/or sponsorship agreements with influencers, both individual and corporate that run independent streams, some of which are in direct competition with the Issuer's leagues and teams. Twitch, YouTube and other third-party streaming networks and social media sites may also provide competition to viewership across the Issuer's channels and operations. The Issuer's esports operations could be considered competitive to companies such as FazeClan, Cloud 9, and eUnited.

From a technology perspective, the Issuer focuses on being an enabler of the hyper-competitive business-to-consumer sportsbook world, in which most industry attention is presently focused. The Issuer does not have the same challenges around competition for user acquisition and retention as business-to-consumer platforms do. Rather, it is positioned to work with a broad group of players in the industry through its proprietary assets and offerings.

Generally, most companies and betting providers are looking at esports and gaming the same way as traditional sports. The Issuer views this as a limiting position to take given the new opportunities presented by the gaming medium, and hence have positioned itself in a way that is intended to capture these new opportunities. The Issuer has strong and innovative technology products with a focus on both content and integration that can provide a differentiated offering in the market. While the Issuer's product offerings mean it does not directly compete against any single company, portions of its offerings could be considered competitive to companies like Pandascore, Betradar, and Abios.

5. Selected Consolidated Financial Information

5.1 Annual Information

As the Issuer will be formed as a result of the Business Combination it does not have historical financial statements presented on a consolidated basis. The following selected financial information has been derived from the pro-forma financial information of the Issuer as at July 31, 2021 and is qualified in its entirety by the pro-forma financial statements of the Issuer for the nine-month period ended July 31, 2021 and the related notes thereto included in this Listing Statement as Schedule "E", and should be read in conjunction with such financial statements and the related notes thereto. All financial statements of the Issuer are prepared in accordance with IFRS.

The following table summarizes selected pro-forma consolidated financial information for the Issuer as at July 31, 2021 and should be read in conjunction with the Tiidal Financial Statements, the GTA Financial Statements, and the Issuer Pro-Forma Financial Statements attached hereto as Schedules "A", "C", and "E", respectively.

	GTA as at June 30, 2021 (unaudited)	Tiidal as at July 31, 2021 (unaudited)	Pro Forma Adjustments	Issuer Pro Forma (unaudited) as at July 31, 2021
Total Assets	$118,513	$5,727,539	($443,636)	$5,402,416
Total Liabilities	$22,781	$4,433,570	($3,767,524)	$688,827
Total Equity	$95,732	$1,293,969	$3,323,888	$4,713,589

5.2 Quarterly Information

The following table summarizes certain amounts for each of the eight most recently completed quarters of the Issuer ending at the third quarter ended July 31, 2021.

	Q3 July 31, 2021	**Q2 April 30, 2021**	**Q1 January 31, 2021**	**Q4 October 31, 2020**
Total Revenues	$92,004	$114,682	$168,013	$60,592
Comprehensive Loss	($429,160)	($455,543)	($116,380)	($104,536)
Basic and Diluted Comprehensive Loss per Common Share	($0.01)	($0.01)	($0.00)	($0.00)
	Q3 July 31, 2020	**Q2 April 30, 2021**	**Q1 January 31, 2020**	**Q4 October 31, 2019**
Total Revenues	$70,077	$50,203	$397,353	$386,355
Comprehensive Loss	($103,443)	($222,634)	($1,048,428)	($1,245,148)
Basic and Diluted Comprehensive Loss per Common Share	($0.00)	($0.01)	($0.02)	($0.02)

5.3 Dividends

(a) There are no restrictions that could prevent the Issuer from paying dividends; and

(b) The Issuer does not anticipate paying dividends on the Issuer Shares. The Issuer expects to retain earnings to finance growth and development and to pay down debt as when appropriate.

5.4 Foreign GAAP

The financial statements included in this Listing Statements have been, and the future financial statements of the Issuer shall be, prepared in accordance with IFRS.

6. Management's Discussion and Analysis

GTA's annual Management's Discussion and Analysis (MD&A) for its most recent fiscal year ended March 31, 2021 has been posted and is accessible at www.sedar.com and is attached to this Listing Statement as Schedule "D". The MD&A for the said fiscal period is specifically incorporated into and forms an integral part of this Listing Statement, and should be read in conjunction with the GTA Financial Statements and the notes thereto for the corresponding time periods.

The MD&A for the most recent fiscal period ended for Tiidal is attached to this Listing Statement as Schedule "B" and should be read in conjunction with the Tiidal Financial Statements and the notes thereto for the corresponding time period.

7. Market for Securities

The Issuer Shares are not listed on any exchange or market. The GTA Shares commenced trading on the TSX Venture Exchange on September 17, 2007 under the stock symbol "GTA" until February 8, 2019 at which time the GTA Shares were delisted from the TSX Venture Exchange at the request of GTA. The Issuer has applied to list the Issuer Shares on the CSE under the stock symbol "TIDL". The CSE has conditionally approved the listing of the Issuer Shares on the CSE.

8. Consolidated Capitalization

Security	Number Authorized	Outstanding as at the date hereof (after giving effect to the Business Combination)[(1)]
Issuer Shares	Unlimited	71,740,121[(2)]
Issuer Stock Options	20%[(3)]	5,979,531[(4)]
Issuer Warrants	-	7,537,892[(5)]
Issuer Compensation Options	-	457,971[(6)]
Issuer Shares issuable upon Milestones		6,369,000[(7)]
Fully Diluted	-	**92,084,515**

Notes:

(1) After giving effect to the Consolidation and the Share Split.

(2) Comprising of: (a) 7,191,221 Issuer Shares in exchange for the Tiidal Shares issued upon conversion of 7,191,221 Subscription Receipts (including 346,890 Subscription Receipts issued to the Agents as a portion of the Agents' Commission and Advisory Fee cash commission); (b) 687,607 Issuer Shares issued in exchange for the Tiidal Shares issued upon conversion of Tiidal Convertible Notes in the principal amount of $285,250 plus interest upon conversion of the Tiidal Convertible Notes on November 9, 2021; (c) 4,203,540 Issuer Shares in exchange for the Tiidal Shares issued upon automatic vesting of 3,300,000 Tiidal RSUs (on a pre-Share Split basis).

(3) Calculated as 20% of the Issuer's shares issued and outstanding eligible for stock options grant as at the date of this Listing Statement.

(4) Comprising of 247,430 GTA Options and 5,732,100 Tiidal Options after adjustments for the Consolidation and Share Split, respectively.

(5) Comprising of: (a) 3,595,609 Issuer Warrants issued in exchange for the Tiidal Warrants issued upon conversion of 7,191,221 Subscription Receipts (including 346,890 Subscription Receipts issued to the Agents as a portion of the Agents' Commission and Advisory Fee cash commission) and exercisable at a price of $0.75 until November 9, 2023; (b) 343,800 Issuer Warrants issued in exchange for the Tiidal Warrants issued upon conversion of Tiidal Convertible Notes in the principal amount of $285,250 plus interest on conversion of the Tiidal Convertible Notes on November 9, 2021 and exercisable at a price of $0.75 until November 9, 2023; (c) 3,598,483 Issuer Warrants issued in exchange for Tiidal Warrants (on a post-Share Split basis) and exercisable at a price of $0.16 until April 1, 2023.

(6) Issued in connection with the Subscription Receipt Financing. Each Issuer Compensation Option may be exercised for one Issuer Share at an exercise price of $0.50 for 24 months following satisfaction of the Escrow Release Conditions.

(7) Comprising of: (a) 3,821,400 Issuer Shares (on a post-Share Split basis) issuable upon satisfaction of the performance milestones under the Sportsflare Purchase Agreement; and (b) 2,547,600 Issuer Shares (on a post-Share Split basis) issuable to a consultant of Tiidal pursuant to the terms of a consulting agreement upon certain performance milestones.

9. Options to Purchase Securities

Issuer Options

In connection with the Business Combination, the Issuer intends to adopt the Issuer Option Plan. The Issuer Option Plan was approved by shareholders of GTA on September 26, 2008 and reapproved by shareholder of GTA on September 15, 2021.

It is expected that, immediately following the completion of the Business Combination, the following options will be issued and outstanding under the Issuer Option Plan:

Category	Number of Issuer Options	Exercise Price per Issuer Share	Expiry Date
All executive officers and directors of the Issuer	3,311,880 66,561	$0.1570105197 $0.281695	Five years from grant date
All executive officers and directors of the Subsidiaries	-	-	-
All other employees of the Issuer	-	-	-
All consultants of the Issuer	1,687,785 732,435	$0.1570105197 $0.39252629926	Five years from grant date
Any other person	532 2,840 177,496	$33.8034 $28.1695 $0.281695	Five years from grant date
Total	**5,979,530**		

Stock Option Plan

The Issuer Option Plan was approved by shareholders at the annual and special meeting of GTA held on September 26, 2008. The Issuer Option Plan provides that the Board may from time to time, in its discretion, grant to directors, officers, employees and consultants of the Issuer, or any subsidiary of the Issuer, the option to purchase Issuer Shares. Currently, the Issuer Option Plan provides for a floating maximum limit of 20% of the outstanding Issuer Shares. This amount will represent 14,345,607 Issuer Shares as at the completion of the Business Combination under the Issuer Option Plan.

Additionally, under the Issuer Option Plan, the number of Issuer Shares reserved for any one person may not exceed 5% of the outstanding Issuer Shares. The Board determines the price per Issuer Share and the number of Issuer Shares that may be allotted to each director, officer, employee and consultant and all other terms and conditions of the options, subject to the rules of the Exchange. The exercise price per Issuer Share set by the Board is subject to minimum pricing restrictions set by the Exchange.

Options may be exercisable for up to five years from the date of grant, but the Board has the discretion to grant options that are exercisable for a shorter period. Options under the Issuer Option Plan are non-assignable. If prior to the exercise of an option, the holder ceases to be a director, officer, employee or consultant, the option shall be limited to the number of Issuer Shares purchasable by them immediately prior to the time of their cessation of office or employment and they shall have no right to purchase any other Issuer Shares. Options must be exercised within 90 days of termination of employment or cessation of position with the Issuer, although if the cessation of office, directorship, consulting arrangement or employment was by reason of death or disability, the option must be exercised within one year, subject to the expiry date

Issuer Compensation Options

The following table summarizes the Compensation Options issued and outstanding following the completion of the Business Combination.

Compensation Option Holder	Number of Compensation Options	Exercise Price	Expiry Date
Beacon Securities Limited(1)	251,884	$0.50	November 9, 2023
Echelon Wealth Partners Inc.(1)	137,391	$0.50	November 9, 2023
Caleta Capital Corporation (1)	45,797	$0.50	November 9, 2023
Haywood Securities Inc.(1)	22,899	$0.50	November 9, 2023
Total	**457,971**		

Note:

(1) Compensation Options issued under the Subscription Receipt Financing.

10. Description of the Securities

10.1 Description of the Securities

Upon completion of the Business Combination, the post-Consolidation GTA Shares will be the Issuer Shares. The authorized capital of the Issuer shall consist of an unlimited number of Issuer Shares. Holders of Issuer Shares are entitled to: receive such dividends as the directors may from time to time declare, receive notice of and attend all meetings of shareholders, to one vote in person or by proxy per Issuer Share at all meetings of shareholders of the Issuer and, upon dissolution of the Issuer, to rateably receive the remaining property of the Issuer. After giving effect to the Business Combination, there will be 71,740,121 Issuer Shares issued and outstanding (following conversion of principal and interest of the Tiidal Convertible Notes on November 9, 2021).

10.2 Debt Securities

Section 10.2 is not applicable to the Issuer.

10.3 Other Securities

Section 10.3 is not applicable to the Issuer.

10.4 Modification of Terms

Section 10.4 is not applicable to the Issuer.

10.5 Other Attributes

Section 10.5 is not applicable to the Issuer.

10.6 Prior Sales

In the 12-month period preceding the date of this Listing Statement, Tiidal issued the following securities:

Issuer	Date of Issuance	Type of Security	Number of Securities	Issue Price	Details
Tiidal	November 17, 2020	Tiidal Shares	25,990	$0.50	Issued to consultant as compensation
Tiidal	November 23, 2020	Tiidal RSUs(1)	1,000,000	-	Issued to advisor as compensation
Tiidal	December 14, 2020	Tiidal Shares	3,000,000	$0.50	Issued as consideration in connection with acquisition of Sportsflare
Tiidal	February 17, 2021	Tiidal Shares	25,990	$0.50	Issued to consultant as compensation
Tiidal	March 29, 2021	Tiidal Shares	500,000	Nil	Transfers from Mr. Watson, Chief Executive Officer of Tiidal, to incentivize certain officers, advisors and consultants

Tiidal	March 31, 2021	Tiidal Convertible Notes(2)	-	$280,250	Private Placement
Tiidal	July 13, 2021	Subscription Receipts(3)	6,894,251	$0.50	Issued in connection with the Subscription Receipt Financing
Tiidal	July 13, 2021	Compensation Options(4)	457,971	-	Issued to the Agents in connection with the Subscription Receipt Financing
Tiidal	October 7, 2021	Subscription Receipts(3)	296,970	$0.50	Issued in connection with the Subscription Receipt Financing
Tiidal	Conditional Issuance(5)	Tiidal Shares	2,000,000	$0.50	To be issued to advisors as compensation
Tiidal	Conditional issuance(6)	Tiidal Shares	3,000,000	$0.50	To be issued as consideration in connection with acquisition of Sportsflare

Notes:

(1) The RSUs issued by Tiidal on November 23, 2020 (the "**Tiidal RSUs**") are settled in Tiidal Shares and vest in five equal instalments at the end of consecutive six-month periods beginning on the date of grant and ending on the date that is 24 months following the date of grant. The Tiidal RSUs vest immediately upon a liquidity event or may be accelerated at the discretion of Tiidal's board of directors.

(2) Each Tiidal Convertible Note bears simple interest at the rate of 7% per annum (based on a year of 365 days), commencing on the date of issue. The principal amount of each Tiidal Convertible Note and all accrued and unpaid interest thereon will convert into equity securities of Tiidal on either: (i) a "Qualified Equity Financing in connection with a reverse takeover transaction or initial public offering of Tiidal on or before the Maturity Date; or (ii) a Sale Transaction. On the conversion of a Tiidal Convertible Note pursuant to a Qualified Equity Financing, the holder will receive QEF Conversion Securities at a price per security that is equal to 85% of the price per QEF Conversion Security in connection with the Qualified Equity Financing. On the conversion of a Tiidal Convertible Note pursuant to a Sale Transaction, the holder will receive securities of Tiidal (of the then highest-ranking class of securities issued and authorized by Tiidal) at a price per security that is equal to: (i) if the Sale Transaction is an asset sale, 85% of the price per security at which Tiidal most recently completed a financing round or issued in connection with an acquisition at the relevant time of reference; or (ii) in all other cases, 85% of the price per security paid in connection with the Sale Transaction.

(3) Each Subscription Receipt entitles the holder thereof to receive, without payment of any additional consideration and without further action on the part of the holder thereof, one Tiidal Unit on the satisfaction or waiver of the Escrow Release Conditions. Each Unit will consist of one Tiidal Share and one-half of one Tiidal

Warrant. Each Tiidal Warrant will be exercisable to acquire one Tiidal Share at an exercise price of $0.75 for a period of 24 months from the satisfaction of the Escrow Release Conditions.

(4) Each Tiidal Compensation Option entitles the holder thereof to purchase one Tiidal Share (on a post-Share Split basis) at a price of $0.50 per Tiidal Share during the two year period from the date the Escrow Release Conditions are satisfied or waived.

(5) 1,000,000 Tiidal Shares will be issued to an advisor in the event that Sportsflare successfully integrates with a market validating customer (as defined in the Sportsflare Purchase Agreement). A further 1,000,000 Tiidal Shares will be issued to an advisor in the event that Sportsflare successfully achieves USD$100,000 in monthly recurring revenue from at least ten (10) customers or deployments of Sportsflare's products on or before December 31, 2021

(6) Please see "Section 3.1 – General Development of the Business – Tiidal – Sportsflare Acquisition".

10.7 Stock Exchange Price

The GTA Shares are not publicly listed for trading on any stock exchange or market.

11. Escrowed Securities

11.1 Escrowed Securities

As required under the policies of the CSE, principals of the Issuer will, in connection with the completion of the Business Combination, enter into an escrow agreement (the "**Escrow Agreement**") as if it was subject to the requirements of National Policy 46-201 – *Escrow for Initial Public Offerings* ("**NP 46-201**"). The escrow agent is TSX Trust Company. Escrow releases will be scheduled at periods specified in NP 46-201 for emerging issuers.

The form of the Escrow Agreement must be as provided in NP 46-201, subject to the aforementioned modifications. The following securities of the Issuer (the "**Escrowed Securities**") will be held in escrow on completion of the Business Combination:

Principal	Number of securities held in escrow[1]	Percentage of Issuer Shares (Undiluted)[2]
Charles Watson *Chief Executive Officer*	8,279,700 Issuer Shares 636,900 Issuer Options	11.54% -
Alex McAulay *Chief Financial Officer*	152,856 Issuer Shares 159,225 Issuer Options	0.21% -
Jeffrey Orridge *Director*	802,494 Issuer Shares 764,280 Issuer Options	1.12% -
Zachary Goldenberg[3] *Director*	6,584,270 Issuer Shares 1,199,494 Issuer Warrants 685,711 Issuer Options	9.18% - -
David Wang *Director*	1,592,250 Issuer Shares 2,547,655 Issuer Shares issuable upon certain milestones	2.22% -
Neil Duffy[4] *Director*	318,450 Issuer Shares 636,900 Issuer Options	0.44% -
Maksymilian Polaczuk *Chief Technology Officer*	1,146,420 Issuer Shares	1.60%
2459425 Ontario Limited[5]	6,369,000 Issuer Shares 1,199,495 Issuer Warrants 636,900 Issuer Options	8.88% - -
Thesis Capital Inc.[6]	6,502,122 Issuer Shares 1,199,494 Issuer Warrants[7] 636,900 Issuer Options	9.06% - -

Notes:

(1) An aggregate of 31,747,562 Issuer Shares are to be held in escrow which comprise all shares of the Issuer to "Principals" of the Issuer prior to the Business Combination, "Principals" being (i) directors and senior officers of the Issuer or any material operating subsidiary owning shares of the Issuer carrying 1% or more of the voting rights upon completion of the Business Combination, (ii) promoters of the Issuer during the two years preceding the Business Combination owning shares of the Issuer carrying 1% or more of the voting rights upon completion of the Business Combination, (iii) holders of more than 10% of the outstanding shares of the Issuer immediately before the Closing Date who also have a right to elect or appoint a director or senior officer of the Issuer or a material operating subsidiary, (iv) holders of more than 20% of the outstanding shares of the Issuer immediately before the Closing Date, (v) companies, trusts, partnerships or other entities held more than 50% by one or more of the foregoing, and (vi) spouses or other relatives that live at the same address as any of the foregoing.

(2) Based on 71,740,121 Issuer Shares outstanding on a non-diluted basis on completion of the Business Combination (following conversion of principal and interest of the Tiidal Convertible Notes on November 9, 2021).

(3) These Escrowed Securities are held through an entity beneficially owned and controlled by Mr. Goldenberg.

(4) These Escrowed Securities are held through an entity beneficially owned and controlled by Mr. Duffy.

(5) 2459425 Ontario Limited is an entity beneficially owned and controlled by Zyshan Kaba, which was a holder of securities carrying more than 10% of the voting rights attached to Tiidal's outstanding securities immediately before the completion of the Business Combination for purposes of NP 46-201.

(6) Thesis Capital Inc. is an entity beneficially owned and controlled by Pritpal Singh, which was a holder of securities carrying more than 10% of the voting rights attached to Tiidal's outstanding securities immediately before the completion of the Business Combination for purposes of NP 46-201.

(7) These Escrowed Securities are held by 10926957 Canada Inc., an entity beneficially owned and controlled by Pritpal Singh.

All of the foregoing Issuer Shares, Issuer Warrants and Issuer Options (collectively, the "**Escrowed Shares**") are to be released from escrow based on the following schedule:

Release Date	Amount of Securities to be Released
Listing Date	10% of Escrowed Securities
6 months after the listing date	15% of Escrowed Securities
12 months after the listing date	15% of Escrowed Securities
18 months after the listing date	15% of Escrowed Securities
24 months after the listing date	15% of Escrowed Securities
30 months after the listing date	15% of Escrowed Securities
36 months after the listing date	15% of Escrowed Securities

Voluntary Pooling Arrangement

In addition, 56,177,757 Issuer Shares held by Tiidal Shareholders (other than prior holders of Subscription Receipts and Tiidal Convertible Notes) following the Business Combination will be subject to a voluntary pooling arrangement pursuant to which such Issuer Shares will be subject to resale restrictions and shall be released from such resale restrictions on a pro rata basis as follows:

- 10% will be released on the Effective Date;
- 15% will be released on the date that is three months following the Effective Date; and
- 15% will be released at the end of each subsequent three month period.

Notwithstanding the foregoing, Issuer Shares held by directors, insiders and certain consultants of Tiidal shall be released from the resale restrictions set out above on a pro rata basis starting on the twelfth month following the Effective Date and Issuer Shares held by officers and certain management personnel of Tiidal and its subsidiaries shall be released from the resale restrictions set out above on a pro rata basis starting on the eighteenth month following the Effective Date.

12. Principal Shareholders

12.1 Principal Shareholders

To the knowledge of the directors and officers of Tiidal and GTA, the following are the only "principals" of the Issuer, as such term is defined in the NP 26-201, upon completion of the Business Combination:

Name of Securityholder	Number and Percentage of Issuer Shares after Giving Effect to the Business Combination (Undiluted)[(1)]	Number and Percentage of Issuer Shares after Giving Effect to the Business Combination (Fully Diluted)[(2)]	Type of Ownership
Charles Watson	8,279,700 Issuer Shares / 11.54%	8,916,600 Issuer Shares / 9.68%	Direct
Alex McAulay	152,856 Issuer Shares / 0.21%	312,081 Issuer Shares / 0.34%	Direct
Jeffrey Orridge	802,494 Issuer Shares / 1.12%	1,566,774 Issuer Shares / 1.70%	Direct
Zachary Goldenberg	6,584,270 Issuer Shares / 9.18%	8,469,475 Issuer Shares / 9.20%	Beneficial Indirect[(3)]
David Wang	1,592,250 Issuer Shares / 2.22%	4,139,850 Issuer Shares / 4.50%	Direct
Neil Duffy	318,450 Issuer Shares / 0.44%	955,350 Issuer Shares / 1.04%	Beneficial Indirect[(4)]
Maksymilian Polaczuk	1,146,420 Issuer Shares / 1.60%	1,146,420 Issuer Shares / 1.24%	Direct
2459425 Ontario Limited[(5)]	6,369,000 Issuer Shares / 8.88%	8,205,395 Issuer Shares / 8.91%	Direct
Thesis Capital Inc.[(6)]	6,502,122 Issuer Shares / 9.06%	8,338,516 Issuer Shares / 9.06%	Direct

Notes:

(1) Based on 71,740,121 Issuer Shares issued and outstanding on a non-diluted upon completion of the Business Combination, including (a) 7,191,221 Issuer Shares issued in exchange for the Tiidal Shares issued upon conversion of 7,191,221 Subscription Receipts (including 346,890 Subscription Receipts issued to the Agents as a portion of the Agents' Commission and Advisory Fee cash commission); (b) 687,607 Issuer Shares issued in exchange for the Tiidal Shares issued upon conversion of Tiidal Convertible Notes in the principal amount of $285,250 plus interest on conversion of the Tiidal Convertible Notes on November 9, 2021; (c) 4,203,540 Issuer Shares in exchange for the Tiidal Shares issued upon automatic vesting of 3,300,000 Tiidal RSUs (on a pre-Share Split basis).

(2) Based on 92,084,515 Issuer Shares issued and outstanding on a fully-diluted upon completion of the Business Combination. See "*Consolidated Capitalization*".

(3) The Issuer Shares are held by an entity beneficially owned and controlled by Mr. Goldenberg.

(4) The Issuer Shares are held by an entity beneficially owned and controlled by Mr. Duffy.

(5) 2459425 Ontario Limited is an entity beneficially owned and controlled by Zyshan Kaba, which was a holder of securities carrying more than 10% of the voting rights attached to Tiidal's outstanding securities immediately before the completion of the Business Combination for purposes of NP 46-201.

(6) Thesis Capital Inc. is an entity beneficially owned and controlled by Pritpal Singh, which was a holder of securities carrying more than 10% of the voting rights attached to Tiidal's outstanding securities immediately before the completion of the Business Combination for purposes of NP 46-201

13. Directors and Officers

13.1 Directors and Executive Officers of the Issuer

The following table sets out the names, municipalities of residence, the number of voting securities beneficially owned, directly or indirectly, or over which each exercises control or direction, the offices held in the Company upon completion of the Business Combination and the principal occupation of the directors and senior officers during the past five years:

Name and Municipality of Residence and Position(1)	Present Occupation and Positions Held During the Last Five Years(1)	Period Served as Director/Officer	Number of Issuer Shares Beneficially Held(2)	Percentage of Common Shares Held(3)
Charlie Watson Kitchener, ON CEO	CEO, Tidal Gaming CEO, Lazarus Esports	Since September 2018	8,279,700	11.54%
Alex McAulay Vancouver, BC CFO	CEO, ACM Management Inc. CFO, Tiidal	Since December 2018	152,856	0.21%
Maksymilian Polaczuk New Zealand Chief Technology Officer	CEO, Sportsflare and former AI Engineer, Xero	Since April 2017	1,146,420	1.60%
Zachary Goldenberg Toronto, ON Director	Principal, Liberty Venture Partners	Since January 2020	6,584,270	9.18%
David Wang Las Vegas, NV Director	Chief Executive Officer of Bally Interactive, prior Chief Executive Office of Bet.Works, prior Vice President of Wynn Resorts	Upon completion of the Business Combination	1,592,250	2.22%
Neil Duffy Toronto, ON Director	Chief Revenue Office of eFuse; former Vice President and Chief Commercial Officer at WorldGaming and Collegiate StarLeague	Since February 2019	318,450	0.44%
Jeffrey Orridge Toronto, ON Director	Chief Executive Officer of TVO, former Senior Vice President of Community and Partnerships at Canadian Tire Corporation, former Commissioner of the Canadian Football League	Since April 2019	802,494	1.12%

Notes:

(1) The information as to province or state and country of residence and principal occupation, not being within the knowledge of the Issuer, has been furnished by the respective directors and officer individually.
(2) The information as to shares beneficially owned or over which a director or officer exercises control or direction, not being within the knowledge of the Issuer, has been furnished by the respective directors and officers individually.
(3) Based on 71,740,121 Issuer Shares issued and outstanding on a non-diluted upon completion of the Business Combination, including (a) 7,191,221 Issuer Shares in exchange for the Tiidal Shares issued upon conversion of 7,191,221 Subscription Receipts; (b) 687,607 Issuer Shares issued in exchange for the Tiidal Shares issued upon

conversion of Tiidal Convertible Notes in the principal amount of $285,250 plus interest on conversion of the Tiidal Convertible Notes on November 9, 2021; (c) 4,203,540 Issuer Shares in exchange for the Tiidal Shares issued upon automatic vesting of 3,300,000 Tiidal RSUs (on a pre-Share Split basis)..

Charles Watson, Age 37, Chief Executive Officer

Mr. Watson is an esports pioneer and executive with 12 years of gaming industry experience having founded SetToDestroyX in 2010 as Canada's first esports organization and is the highest earning esports team in Canada. Mr. Watson and the brand have been featured in over 500 articles and national television appearances covering the esports and gaming industry. Mr. Watson has also been a champion in the collegiate esports scene acting as a key advisor for several college and university esports initiatives, programs and arenas in North America and was part of the grouop that developed Canada's first accredited esports program with Lambton College in 2017. Mr. Watson has also advised with numerous games developers, publishers, tournament organizers, production companies, and not-for-profit groups around the world in esports and gaming. It is anticipated that Mr. Watson will devote approximately 100% of his regular working time to the business and affairs of the Issuer.

Alex McAulay, Age 37, Chief Financial Officer

Mr. McAulay is a CPA, CA, an entrepreneur and experienced public company CFO. Following his articling at MNP LLP, Mr. McAulay founded the successful Naked Brand Group Inc. and led the company as its COO and CFO. Mr. McAulay has held roles as CFO and Director of several public companies listed in Canada and the United States. Alex is also a partner in Statemint, an accounting firm dedicated to delivering bookkeeping for small business. Mr. McAulay graduated with a BBA in Business Administration from the University College of the Fraser Valley in 2008 and was licensed by the Chartered Professional Accountants of Canada in 2010. It is anticipated that Mr. McAulay will devote approximately 10% of his regular working time to the business and affairs of the Issuer.

Maksymilian Polaczuk, Age 29, Chief Technology Officer

Mr. Polaczuk is a New Zealand based entrepreneur and executive specialised in esports betting, machine learning, and tech. Prior to joining Tiidal, he founded the esports betting data and technology company Sportsflare. Max led the conceptualisation and development of multiple data products at ASX-listed company Xero and holds a First-Class Honours degree in Quantitative Finance from the Victoria University of Wellington in 2016. He has advised organisations in the legal, healthcare, finance, and government sectors, and advised venture-backed startups on AI and product strategy. In 2016, Mr. Polaczuk created one of the largest esports tipping platforms, including the first widely-followed AI model for CS:GO, serving thousands of esports bettors and affiliating with leading sportsbooks. In early 2020, Mr. Polaczuk and his team published a novel machine learning paper "Temporal Probability Calibration", cited by AI researchers at Amazon and Zillow. It is anticipated that Mr. Polaczuk will devote approximately 100% of his regular working time to the business and affairs of the Issuer.

Jeffrey Orridge, Age 61, Director

Mr. Orridge is a highly regarded corporate and community leader with global experience building teams, brands, and businesses across North America. Prior to joining TVO, Mr. Orridge served as Commissioner of the Canadian Football League and held senior leadership positions at the Canadian Broadcasting Corporation, Canadian Tire Corporation, Reebok, Mattel, and Warner Brothers. As Executive Director of CBC Sports and General Manager, Olympics, he successfully secured the media rights to four (4) Olympic Games, the 2015 Pan Am Games, and oversaw the 2014 FIFA World Cup. Mr. Orridge received a Juris Doctor from Harvard Law School in 1986 and a BA in psychology from Amherst College in 1982, Mr. Orridge's passion is making lasting social impact. Mr. Orridge served in senior leadership roles at Right to Play, a global humanitarian organization working in more than 20 of some of the world's most disadvantaged communities. Mr. Orridge proudly serves on the boards of War Child Canada, the Canada Post Foundation, BlackNorth Initiative, and Historica Canada. It is anticipated that Mr. Orridge will devote approximately 5% of his regular working time to the business and affairs of the Issuer.

David Wang, Age 46, Director

Mr. Wang is the Chief Executive Officer of Bally Interactive, the digital gaming arm of Bally Corporation (NYSE: BALY). Mr. Wang is an entrepreneur with two successful exits. Most recently, Mr. Wang was previously the Founder/Chief Executive Officer of Bet.Works, a leading U.S. regulated sports betting platform, which was acquired by Bally Corporation in 2021. In addition, Mr. Wang served Senior Executive Roles and has spearheaded Digital Gaming for various leading gaming/entertainment companies including Wynn Resorts (NYSE: Wynn), (MGM: Resorts) and SEGA Games (wholly owned Subsidiary of SEGA SAMMY). Mr. Wang earned an MBA in International Business from the Kellogg School of Management and has professional designations pending with the Colorado IRGRA, New Jersey DGE, Indiana Gaming Commission, Tennessee Education Lottery and the Pennsylvania Gaming Control Board. It is anticipated that Mr. Wang will devote approximately 5% of his regular working time to the business and affairs of the Issuer.

Neil Duffy, Age 38, Director

Mr. Duffy is the Chief Revenue Officer (CRO) at eFuse, a global platform for gamers to meet, compete and get discovered. The social network launched in 2020 and has acquired over 600,000 users and had 35,000 opportunities available on it's site from scholarships, jobs, internships, pro teams etc. Mr. Duffy leads all monetization efforts including partnerships, publisher relations, advertising and sponsorship. Prior to that Mr. Duffy was the Chief Commercial Officer at CSL Esports, the world's largest collegiate esports league and tournament operator, which was sold to a private equity firm in June 2020. It is anticipated that Mr. Duffy will devote approximately 10% of his regular working time to the business and affairs of Tiidal.

Zachary Goldenberg, Age 32, Director

Mr. Goldenberg is a Principal of Liberty Venture Partners, a Toronto-based advisory and investment firm focused on startup and growth companies in rapidly emerging industries. A corporate lawyer by background, Mr. Goldenberg has significant experience in both the private and public markets as an advisor, investor and board director and has spent much of the past decade working with companies transitioning from private to public navigate the Canadian public venture markets and to source and close strategic transactions. Mr. Goldenberg received a JD / HBA from Western Law and Ivey School of Business in 2013 and is a member of the TSX Venture Exchange's Ontario Advisory Committee. Mr. Goldenberg is a member of the Law Society of Ontario. It is anticipated that Mr. Goldenberg will devote approximately 10% of his regular working time to the business and affairs of the Issuer.

13.2 Period of Service

The term of each director expires on the date of the next annual general meeting, unless his or her office is earlier vacated or he or she is removed in accordance with the Issuer's articles and the OBCA.

13.3 Directors and Officers Securities Ownership

The directors and executive officers of the Issuer as a group, directly or indirectly, will beneficially own or exercise control or direction over 18,876,440 Issuer Shares, representing approximately 26.31% of the issued and outstanding Issuer Shares. On a fully diluted basis, the directors and executive officers of the Issuer as a group, directly or indirectly, will beneficially own or exercise control or direction over 25,457,739 Issuer Shares, representing approximately 27.65% of the Issuer Shares.

13.4 Committees

The Issuer's only committee is the Audit Committee. The Audit Committee's role is to act in an objective, independent capacity as a liaison between the auditors, management and the Board and to ensure the auditors have a facility to consider and discuss governance and audit issues with parties not directly responsible for operations. NI 52-110, NI 41-101 and Form 52-110F1 require the Issuer to disclose certain information relating to the Issuer's Audit Committee and its relationship with the Issuer's independent auditors.

Pursuant to NI 52-110, the Issuer's Audit Committee is required to have a charterThe Issuer's Board will adopt a written charter setting forth the responsibilities, powers and operations of the Audit Committee consistent with NI 52-110. The principal duties and responsibilities of the Issuer's Audit Committee will be to assist the Issuer's Board in discharging the oversight of:

- the integrity of the Issuer's consolidated financial statements and accounting and financial processes and the audits of our consolidated financial statements;
- the Issuer's compliance with legal and regulatory requirements;
- the Issuer's external auditors' qualifications and independence;
- the work and performance of the Issuer's financial management and its external auditors; and
- the Issuer's system of disclosure controls and procedures and system of internal controls regarding finance, accounting, legal compliance, and risk management established by management and the Issuer's Board.

It is anticipated that the Audit Committee will have access to all books, records, facilities, and personnel and may request any information about the Issuer as it may deem appropriate. It will also have the authority to retain and compensate special legal, accounting, financial and other consultants, or advisors to advise the Audit Committee. The Audit Committee is also expected to review and approve all related-party transactions and prepare reports for the Issuer's Board on such related-party transactions as well as be responsible for the pre-approval of all non-audit services to be provided by our auditors.

The Issuer will have an Audit Committee of the following members:

Name	Independent(1)	Financially Literate(2)
Zachary Goldenberg	Yes	Yes

David Wang	Yes	Yes
Neil Duffy	Yes	Yes

Notes:

(1) A member of an audit committee is independent if the member has no direct or indirect material relationship with the Issuer, which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment.

(2) An individual is financially literate if he has the ability to read and understand a set of financial statements that present a breadth of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

The Issuer is relying on the exemption provided by section 6.1 of NI 52-110 which provides that the Company, as a venture issuer, is not required to comply with Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*) of NI 52-110.

All of the Audit Committee members are "financially literate", as defined in NI 52-110, as all of the Audit Committee members have the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

13.5 Principal Occupation of Directors and Executive Officers

Information on the principal occupations of the directors and officers of the Issuer are set out in Item 13.1 – Directors and Executive Officers of the Issuer.

13.6 Corporate Cease Trade Orders or Bankruptcies

Other than as set out below, no existing director or officer of the Issuer is, at the date of this Listing Statement, or was within the past ten years, a director or officer of any other issuer that:

(a) was the subject of a cease trade or similar order, or an order that denied the other Issuer access to any exemptions under Ontario securities law, for a period of more than 30 consecutive days, state the fact and describe the basis on which the order was made and whether the order is still in effect;

(b) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days, state the fact and describe the basis on which the order was made and whether the order is still in effect;

(c) became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, state the fact; or

(d) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, state the fact.

Mr. Goldenberg became a director of Star Navigation Systems Group Inc. ("**StarNav**") on December 11, 2019 when StarNav was the subject of a cease trade order issued on November 1, 2019 by the Ontario Securities Commission as a result of its failure to meet its timely disclosure filing obligations. The cease trade order was partially revoked by the Ontario Securities Commission on March 6, 2020. Mr. Goldenberg resigned from the board of directors of StarNav effective April 30, 2020.

Mr. McAulay was appointed as the Chief Financial Officer CBD Global Sciences Inc. ("**CBD**") in October 2019 and on June 17, 2020, the Alberta Securities Commission and the British Columbia Securities Commission issued a management cease trade order ordering the cessation of trading in the securities of CBD by certain of its insiders, for its failure to file annual audited financial statements, management's discussion and analysis, and certification of annual filings for the year ended December 31, 2019. The management cease trade order was lifted on August 6, 2020 upon filing of the applicable continuous disclosure.

Mr. McAulay was appointed as the Chief Financial Officer RYU Apparel Inc. ("**RYU**") on July 15, 2020 when RYU was subject to a management cease trade order by the British Columbia Securities Commission and Alberta Securities Commission. On August 5, 2020, the British Columbia Securities Commission and Alberta Securities Commission issued a cease trade order for its failure to meet its timely disclosure filing obligations. The management cease trade order and cease trade order were revoked on August 31, 2020 upon filing of the applicable continuous disclosure.

13.7 Penalties or Sanctions

To the knowledge of the Issuer, no director or officer of the Issuer or a shareholder holding a sufficient number of securities of the Issuer to affect materially the control of the Issuer, is, or has been subject to:

(a) been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority; or

(b) been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision.

13.8 Settlement Agreements

Section 13.8 is not applicable to the Issuer.

13.9 Personal Bankruptcies

To the knowledge of the Issuer, no director of the Issuer has, or within ten years before the date of this Listing Statement, become bankrupt, made a proposal under any legislation relating to bankruptcies or insolvency, or become subject to or instituted proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

13.10 Conflicts of Interest

Conflicts of interest may arise as a result of the directors and officers of the Issuer also holding positions as directors or officers of other companies. Some of the individuals who will be directors and officers of the Issuer have been and will continue to be engaged in the identification and evaluation of assets, businesses, and companies on their own behalf and on behalf of other companies, and situations may arise where the directors and officers of the Issuer will be in direct competition with the Issuer. Conflicts, if any, will be subject to the procedures and remedies provided under British Columbia corporate law. Directors who are in a position of conflict will abstain from voting on any matters relating to the conflicting company. The directors of the Issuer are required to act honestly, in good faith and in the best interests of the Issuer.

13.11 Management Details

See Section 13.1.

14. Capitalization

14.1 Issued Capital

As at the date of this Listing Statement and assuming completion of the Business Combination, the share capital of the Issuer on a non-diluted and fully-diluted basis will be as follows:

Public Float	**Number of Securities (non-diluted)**	**Number of Securities (fully-diluted)**	**%of Issued (non-diluted)**	**% of Issued (fully-diluted)**
Total outstanding (A)	71,740,121[(1)]	92,084,515	100%	100%
Held by Related Persons or employees of the Issuer or Related Person of the Issuer, or by persons or companies who beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer (or who would beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer upon exercise or conversion of other securities held) (B)	31,747,562	42,001,650	44.25%	45.61%
Total Public Float (A-B)	39,992,559	50,082,864	55.86%	54.48%
Freely-Tradeable Float				

Number of outstanding securities subject to resale restrictions, including restrictions imposed by pooling or other arrangements or in a shareholder agreement and securities held by control block holders (C)	56,177,757	56,177,757	78.31%	61.01%
Total Tradeable Float (A-C)	15,562,364	35,906,758	21.69%	38.99%

Notes:

(1) Includes: (a) 7,191,221 Issuer Shares in exchange for the Tiidal Shares issued upon conversion of 7,191,221 Subscription Receipts (including 346,890 Subscription Receipts issued to the Agents as a portion of the Agents' Commission and Advisory Fee cash commission); (b) 687,607 Issuer Shares issued in exchange for the Tiidal Shares issued upon conversion of Tiidal Convertible Notes in the principal amount of $285,250 plus interest on conversion of the Tiidal Convertible Notes on November 9, 2021; (c) 4,203,540 Issuer Shares in exchange for the Tiidal Shares issued upon automatic vesting of 3,300,000 Tiidal RSUs (on a pre-Share Split basis).

Public Securityholders (Registered)

For the purposes of this report, "public securityholders" are persons other than persons enumerated in section (B) of the previous chart. The following table represents those registered public security holders on a post-Consolidation basis.

Class of Security: Issuer Shares (post-Consolidation basis)

Size of Holding	**Number of holders**	**Total number of securities**
1 – 99 securities	2	34
100 – 499 securities	5	1,136
500 – 999 securities		
1,000 – 1,999 securities		
2,000 – 2,999 securities		
3,000 – 3,999 securities		
4,000 – 4,999 securities		
5,000 or more securities	169	40,948,679

Public Securityholders (Beneficial)

Includes (i) beneficial holders holding securities in their own name as registered shareholders; and (ii) beneficial holders holding securities through an intermediary where the Issuer has been given written confirmation of shareholdings. For the purposes of this section, it is sufficient if the intermediary provides a breakdown by number of beneficial holders for each line item below; names and holdings of specific beneficial holders do not have to be disclosed. If an intermediary or intermediaries will not provide details of beneficial holders, give the aggregate position of all such intermediaries in the last line. The following table represents those beneficial public security holders on a pre-Consolidation basis.

Class of Security: Issuer Shares (pre-Consolidation basis)

Size of Holding	Number of holders	Total number of securities
1 – 99 securities	140	5,548
100 – 499 securities	162	39,530
500 – 999 securities	58	38,306
1,000 – 1,999 securities	45	59,374
2,000 – 2,999 securities	42	91,450
3,000 – 3,999 securities	10	32,106
4,000 – 4,999 securities	15	62,529
5,000 or more securities	59	11,622,666
Unable to confirm	-	23,070

Non-Public Securityholders (Registered)

For the purposes of this report, “non-public securityholders” are persons enumerated in section (B) of the issued capital chart.

Class of Security: Issuer Shares

Size of Holding	Number of holders	Total number of securities
1 – 99 securities		
100 – 499 securities		
500 – 999 securities		

1,000 – 1,999 securities		
2,000 – 2,999 securities		
3,000 – 3,999 securities		
4,000 – 4,999 securities		
5,000 or more securities	9	31,790,161

14.2 Convertible Securities

Provide the following details for any securities convertible or exchangeable into any class of listed securities.

Description of Security (include conversion / exercise terms, including conversion / exercise price)	Number of convertible / exchangeable securities outstanding	Number of listed securities issuable upon conversion / exercise
Issuer Options(1)	5,979,531	5,979,531
Issuer Warrants / 24 Months / $0.75	3,939,409(2)	3,939,409 (2)
Issuer Warrants / Expire on April 1, 2023 / $0.16	3,598,483	3,598,483
Issuer Compensation Options / 24 Months / $0.50	457,971	457,971

Notes:

(1) See the "Options to Purchase Securities" section in the Listing Statement for a description of the proposed exercise terms and exercise price.

(2) Comprising of: (a) 3,595,609 Issuer Warrants issued in exchange for the Tiidal Warrants issued upon conversion of 7,191,221 Subscription Receipts (including 346,890 Subscription Receipts issued to the Agents as a portion of the Agents' Commission and Advisory Fee cash commission) and exercisable at a price of $0.75 until November 9, 2023; (b) 343,800 Issuer Warrants issued in exchange for the Tiidal Warrants issued on conversion of Tiidal Convertible Notes in the principal amount of $285,250 plus interest on November 9, 2021 and exercisable at a price of $0.75 until November 9, 2023.

14.3 Other Securities

The Issuer does not have any other listed securities reserved for issuance that are not included in Items 14.1 or 14.2.

15. Executive Compensation

15.1 Statement of Executive Compensation

In this section "**Named Executive Officer**" or "**NEO**" means each individual who acted as CEO of the Issuer, or acted in a similar capacity, for any part of the most recently completed financial year, each individual who acted as CFO of the Company, or acted in a similar capacity, for any part of the most recently completed financial year, and each of the three most highly compensated executive officers, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than CDN$150,000 as well as any additional individuals for whom disclosure would have been provided except that the individual was not serving as an executive officer of the Issuer at the end of the most recently completed financial year.

As of the date of this Listing Statement, the NEOs of the Issuer are: Charles Watson (Chief Executive Officer), Alex McAulay (Chief Financial Officer)**.**

Compensation Discussion and Analysis

Director and NEO Compensation, Excluding Compensation Securities

The following table provides a summary of the compensation to be paid to NEOs and directors for the 12-month period subsequent to the Issuer becoming a reporting issuer:

Name and Principal Position	**Year ended**	**Salary, consulting fee, retainer or commission ($)**	**Bonus ($)**	**Committee or meeting fees ($)**	**Value of perquisites ($)**	**Value of all other compensation ($)**	**Total Compensation ($)**
Charlie Watson, CEO	2021	$120,000	Nil	Nil	Nil	Nil	$120,000
Alex McAulay, CFO	2021	$5,000 per month	Nil	Nil	Nil	Nil	$5,000 per month
Maksymilian Polaczuk, Chief Technology Officer	2021	$120,000	Nil	Nil	Nil	Nil	$120,000
Zachary Goldenberg, Director	2021	Nil	Nil	Nil	Nil	Nil	Nil
David Wang, Director	2021	Nil	Nil	Nil	Nil	Nil	Nil
Neil Duffy, Director	2021	Nil	Nil	Nil	Nil	Nil	Nil
Jeffrey Orridge, Director	2021	Nil	Nil	Nil	Nil	Nil	Nil

Options and Other Compensation Securities

The following table provides a summary of the compensation securities to be paid to NEOs and directors for the 12-month period subsequent to the Company becoming a reporting issuer:

Name and Position	Type of compensation security	Number of compensation securities and percentage of class	Date of issue or grant	Issue conversion or exercise price	Closing price of security on date of grant	Closing price of security at year-end	Expiry Date
Charlie Watson, CEO	--	--	--	--	--	--	--
Alex McAulay, CFO	--	--	--	--	--	--	--
Maksymilian Polaczuk. Chief Technology Officer	--	--	--	--	--	--	--
Zachary Goldenberg, Director	--	--	--	--	--	--	--
David Wang, Director	--	--	--	--	--	--	--
Neil Duffy, Director	--	--	--	--	--	--	--
Jeffrey Orridge, Director	--	--	--	--	--	--	--

Exercise of Compensation Securities by NEOs and Directors

No compensation securities were exercised by NEOs and directors from

Option Plans and Other Incentive Plans

See "*Options to Purchase Securities*" for a summary of the Option Plan**.**

Employment, Consulting and Management Agreements

Except as disclosed below, the Company is not party to any other employment, consulting or management agreement with a NEO or a person performing services of a similar capacity and there are no arrangements for compensation with respect to the termination of NEOs in the event of a change of control.

Pension Plan Benefits

The Company does not anticipate that it will have a pension, retirement or similar plan.

16. Indebtedness of Directors and Executive Officers

No existing or proposed director, executive officer or senior officer of the Issuer is currently indebted to the Issuer.

17. Risk Factors

17.1 Risk Factors

The following are certain factors relating to the business of the Issuer assuming completion of the Business Combination, which factors investors should carefully consider when making an investment decision concerning the securities of the Issuer.

These risks and uncertainties are not the only ones facing the Issuer. Additional risks and uncertainties not presently known to the Issuer, or that the Issuer currently deems immaterial, may also impair the operations of the Issuer. If any such risks occur, the financial condition, liquidity and results of operations of the Issuer could be materially adversely affected and the ability of the Issuer to implement its plans could be adversely affected.

An investment in the Issuer is speculative and subject to certain material risks. Investors should not invest in securities of the Issuer unless they can afford to lose their entire investment. Readers should not rely upon forward-looking statements as a prediction of future results. Readers should carefully consider all such risks, including those set out in the discussion below. The following is a description of certain risks and uncertainties that may affect the business of the Issuer.

Risks Related to the Business of the Issuer

Novel Coronavirus ("COVID-19")

The operations of the Issuer could be significantly adversely affected by the effects of a widespread global outbreak of a contagious disease, including the recent outbreak of respiratory illness caused by COVID-19. It is not possible to accurately predict the impact COVID-19 will have on operations and the ability of others to meet their obligations, including uncertainties relating to the ultimate geographic spread of the virus, the severity of the disease, the duration of the outbreak and the length of travel and quarantine restrictions imposed by governments of affected countries. In addition, a significant outbreak of contagious diseases in the human population could result in a widespread health crisis that could adversely affect the economies and financial markets of many countries, resulting in an economic downturn that could further affect operations and ability to finance its operations.

The Issuer's future revenues are uncertain

Although management is optimistic about the Issuer's prospects, there is no guarantee that expected outcomes and sustainable revenue streams will be achieved. The Issuer faces risks frequently encountered by early-stage companies. In particular, its growth and prospects depend on its ability to expand its operation and grow its revenue streams while maintaining effective cost controls. Any failure to expand is likely to have a material adverse effect on the Issuer's business, financial condition and results.

Historical losses and negative operating cash flows

Tiidal has a history of operating losses, and the Issuer may generate continued operating losses and negative cash flows in the future while it carries out its current business plan. The successful development and commercialization of the Issuer's operations will depend on a number of significant financial, logistical, technical, marketing, legal, competitive, economic and other factors, the outcome of which cannot be predicted. There is no guarantee that the Issuer's operations will be profitable or produce positive cash flow or that it will be successful in generating significant revenues in the future or at all. The Issuer's inability to ultimately generate sufficient revenues to become profitable and have positive cash flows could have a material adverse effect on its prospects, business, financial condition, results of operations or overall viability as an operating business.

The Issuer's business is substantially dependent on the continued popularity and/or competitive success of esports and esports players

The esports industry is in the early stages of its development. Although the esports industry has experienced rapid growth, consumer preferences may shift and there is no assurance that this growth will continue in the future. The Issuer has taken steps to diversify its business and mitigate these risks to an extent and continues to seek out new opportunities in the esports and gaming industries. However, due to the rapidly evolving nature of technology and online gaming, the esports industry may experience volatile and declining popularity as new options for online gaming and esports become available, or consumer preferences shift to other forms of entertainment, and as a consequence, the Issuer's business and results of operations may be materially negatively affected.

The Issuer's financial results may also depend on the popularity of the players, influencers and other on-screen talent that will provide services to the Issuer. Such individuals can impact online viewership and television ratings, which in turn could affect the long-term value of the media rights and sponsorship opportunities available to the Issuer. There can be no assurance that the Issuer's players, influencers and other on-screen talent will develop or maintain continued popularity.

Loss of esports players

The Issuer competes with other esports businesses to sign and retain esports players, influencers and other on-screen talent, some of which have greater resources, brand recognition and popularity. The Issuer's talent under contract may choose to defect to other esports organizations for various reasons, including that they have been made a superior offer or they have chosen to pursue other opportunities. The loss or defection of any of the Issuer's esports players, influencers and other on-screen talent could have negative consequences on the Issuer's business and results of operations.

Competition and changes in technology

The Issuer must compete with other esports organizations, in varying respects and degrees. For example, the Issuer will be in competition with other esports teams streamers, and other forms of digital entertainment as well as established and start-up B2B data companies . As a result of the large number of options available and global nature of the online gaming industry, the Issuer faces strong competition for esports competitors and fans. Given the nature of esports, there can be no assurance that the Issuer will be able to compete effectively, including with companies that may have greater resources than the Issuer has and as a consequence, the Issuer's business and results of operations may be materially, negatively affected.

Current and potential competitors have established or may establish cooperative relationships amongst themselves or with third parties to compete more effectively. Existing and potential competitors may also develop enhancements to, or future generations of, competitive products and services that will have better performance features than the Issuer's products and services. As a result of the early stage of the industry in which the Issuer operates, it expects to face additional competition from new entrants. To remain competitive, the Issuer will require a continued high level of investment in research and development, marketing, sales and client support. The Issuer may not have sufficient resources to maintain research and development, marketing, sales and client support efforts on a competitive basis which could materially and adversely affect the business, financial condition and results of operations of the Issuer.

Evolving business model

As the esports and gaming industries evolve, management expects the services and products associated with them to evolve. As a result, to stay current with the industry, the Issuer's business model may need to evolve as well. From time to time, the Issuer may modify aspects of its business model relating to its esports organization and digital entertainment operations. The Issuer cannot offer any assurance that these or any other modifications will be successful or will not result in harm to the business. The Issuer may not be able to manage growth effectively, which could damage its reputation, limit its growth and negatively affect its operating results. Such circumstances would have a material adverse effect on the Issuer's ability to continue as a going concern, which would have a material adverse effect on its business, financial condition and results of operations.

Dependence on games and platforms not owned by the Issuer

The Issuer depends on intellectual property, whether that is games it competes in, streams in relation to or uses for data purposes to produce products and services, that it does not own or control. Any changes regarding access, use, maintenance or formatting from the owners of the games or platforms could materially impact the Issuer's business and impair its ability to operate.

Future acquisitions

As part of the Issuer's business strategy, the Issuer may attempt to acquire businesses that it believes are a strategic fit with its business. However, the Issuer may not be able to complete such acquisitions on favourable terms, or at all. Any future acquisitions may result in unforeseen operating difficulties and expenditures and may absorb significant management attention that would otherwise be available for ongoing development of its business. Since the Issuer may not be able to accurately predict these difficulties and expenditures, these costs may outweigh the value it realizes from a future acquisition. Future acquisitions could result in issuances of securities that would dilute shareholders' ownership interest, the incurrence of debt, contingent liabilities, amortization of expenses related to other intangible assets, and the incurrence of large, immediate write-offs.

Due Diligence

The due diligence process undertaken by the Issuer in connection with future acquisitions may not reveal all facts that may be relevant in connection with an acquisition. Before making acquisitions, the Issuer will conduct due diligence that it deems reasonable and appropriate based on the facts and circumstances applicable to each investment. When conducting due diligence, the Issuer may be required to evaluate important and complex business, financial, tax, accounting, environmental and legal issues. Outside consultants, legal advisors, accountants and investment banks may be involved in the due diligence process in varying degrees depending on the type of investment. Nevertheless, when conducting due diligence and making an assessment regarding an acquisition, the Issuer will rely on resources available, including information provided by the target of the acquisition and, in some circumstances, third-party investigations. The due diligence investigation that is carried out with respect to any acquisition opportunity may not reveal or highlight all relevant facts that may be necessary or helpful in evaluating such investment opportunity. Moreover, such an investigation will not necessarily result in the investment being successful.

The Issuer's management team has limited experience managing a public company, and regulatory compliance may divert its attention from the day-to-day management of its business

Many of the individuals who will constitute the Issuer's management team have limited experience managing a publicly-traded company and limited experience complying with the increasingly complex laws pertaining to public companies. Tiidal's management team may not successfully or efficiently manage a public company that is subject to significant regulatory oversight and reporting obligations.

Reliance on sponsors and corporate partners

Part of the Issuer's business relies on partnerships with corporate sponsors and brand partners to generate a portion of its revenue. If the Issuer fails to secure contracts for sponsorship revenue its business, financial condition and results of operations would be adversely affected. Additionally, the Issuer operates in a relatively new and rapidly evolving industry and as such, it is difficult to predict the prospects for growth. There is no assurance that team sponsors and brand partners will continue to increase their expenditures on esports and other digital media partnerships. If the industry grows more slowly than anticipated or the Issuer's existing products and services lose, or its new products and services fail to achieve, market acceptance, the Issuer may be unable to achieve its strategic business objectives, which could have a material adverse effect on its prospects, business, financial condition or results of operation. A general economic downturn or adverse economic conditions may also result in a general decline in advertising and sponsorship spending, which would reduce the Issuer's ability to continue to generate revenue from these sources.

Tiidal depends on its ability to negotiate and renegotiate sponsorship agreements on favourable terms. Sponsorship contracts vary in terms of length of term. As a result, the Issuer may have limited visibility as to its future sponsorship revenue streams. The Issuer cannot ensure its sponsorship revenue generating sources will continue to operate or that the Issuer will be able to replace, in a timely or effective manner, departing sponsors with new sources that generate comparable revenue. Any non-renewal, renegotiation, termination or deferral of significant sponsorship contracts that in the aggregate account for a significant amount of revenue, could have a material adverse effect on the Issuer's prospects, business, financial condition or results of operations.

Brand development

The brand identity that Tiidal and its wholly owned subsidiaries have developed has significantly contributed to the success of its business. Maintaining and enhancing these brands is critical to expanding our user base, network of publishers and advertisers. The Issuer believes that the importance of brand recognition will increase due to the relatively low barrier to entry in the industry. The brands may be negatively impacted by a number of factors, including software malfunctions, delivery of incorrect information, data privacy and security issues, and the Issuer's ability to continue to provide high-quality products and services and to retain players, influencers and other on-screen talent. If the Issuer fails to maintain and enhance its brands, or if it incurs excessive expenses in this effort, it could have a material adverse effect on the Issuer's prospects, business, financial condition and results of operations.

Competition in online gaming and interactive entertainment industries

The industries within which the Issuer will operate are rapidly evolving and intensely competitive, and are subject to changing technology, shifting user needs, and frequent introductions of new offerings. The Issuer's potential competitors include large and established companies as well as other start-up companies. Such competitors may spend more money and time on developing and testing products and services, undertake more extensive marketing campaigns, adopt more aggressive pricing or promotional policies or otherwise develop more commercially successful products or services than the Issuer, which could negatively impact its business. Furthermore, new competitors, whether licensed or not, may enter the Issuer's key product and/or geographic markets. There is no assurance that the Issuer will be able to maintain or grow its position in the marketplace.

As a result of the foregoing, among other factors, the Issuer will have to continually introduce and successfully market new and innovative technologies, product offerings and product enhancements to remain competitive and effectively stimulate customer demand, acceptance and engagement. The process of developing new product offerings and systems is inherently complex and uncertain, and new product offerings may not be well received by customers, even if well-reviewed and of high quality. Furthermore, the Issuer may not recover the often substantial up-front costs of developing and marketing new technologies and product offerings, or recover the opportunity cost of diverting management and financial resources away from other technologies and product offerings. Additionally, if the Issuer cannot efficiently adapt its processes and infrastructure to meet the needs of its product offering innovations, its business could be negatively impacted.

Success of esports betting products not guaranteed

The esports betting industry is characterized by elements of chance. Accordingly, for many of its products, the Issuer employs theoretical win rates to estimate what a certain type of esports bet, on average, will win or lose in the long run. Net win is impacted by variations in the hold percentage (the ratio of net win to total amount wagered), or actual outcome. The Issuer uses the hold percentage as an indicator of an esports bet's performance against its expected outcome. Although each esports bet generally performs within a defined statistical range of outcomes, actual outcomes may vary for any given period. In addition to the element of chance, win rates (hold percentages) may also (depending on the game involved) be affected by the spread of limits and factors that are beyond the Issuer's control, such as a customer's skill, experience and behavior, the mix of games played, the financial resources of customers, the volume of bets placed and the amount of time spent gaming. As a result of the variability in these factors, the actual win rates of esports bets may differ from the theoretical win rates that have been estimated and could result in the winnings of players - using betting platforms belonging to any of the Issuer's clients - exceeding those anticipated. The variability of win rates (hold rates) also have the potential to negatively impact the Issuer's financial condition, results of operations, and cash flows, since the Issuer relies primarily on a revenue share model with its clients.

Additionally, the Issuer's products may contain errors, bugs, flaws or corrupted data, and these defects may only become apparent after their launch. Furthermore, programming errors, defects and data corruption could disrupt operations, adversely affect the experience of the Issuer's customers, harm the Issuer's reputation, cause customers to stop utilizing the Issuer's platforms, divert resources and delay market acceptance of the Issuer's offerings, any of which could result in legal liability to the Issuer or harm its business, financial condition, results of operations and prospects. If the Issuer's customer base and engagement continue to grow, and the amount and types of offerings continue to grow and evolve, it will need an increasing amount of technical infrastructure, including network capacity and computing power, to continue to satisfy customers' needs. Such infrastructure expansion may be complex, and unanticipated delays in completing these projects or availability of components may lead to increased project costs, operational inefficiencies, or interruptions in the delivery or degradation of the quality of the Issuer's offerings. In addition, there may be issues related to this infrastructure that are not identified during the testing phases of design and implementation, which may only become evident after the Issuer has started to fully use the underlying equipment or software, that could further degrade the customer experience or increase its costs. As such, the Issuer could fail to continue to effectively scale and grow its technical infrastructure to accommodate increased demands.

The online gaming industry is heavily regulated

While the Issuer does not presently require licenses for its technology offerings in the betting sector based on current operations as a business-to-business data offering that does not directly interact with end-customers, the regulation around betting is evolving rapidly and that may change in the future. The Issuer and its officers, directors, major shareholders, key employees and business partners will generally be subject to the laws and regulations relating to online gaming of the jurisdictions in which the Issuer may conduct business, as well as the general laws and regulations that apply to all e-commerce businesses, such as those related to privacy and personal information, tax and consumer protection. These laws and regulations vary from one jurisdiction to another and future legislative and regulatory action, court decisions or other governmental action, which may be affected by, among other things, political pressures, attitudes and climates, as well as personal biases, may have a material impact on the Issuer's operations and financial results. In particular, some jurisdictions have introduced regulations attempting to restrict or prohibit online gaming, while others have taken the position that online gaming should be licensed and regulated and have adopted or are in the process of considering legislation to enable that to happen. Even where a jurisdiction purports to license and regulate online gaming, the licensing and regulatory regimes can vary considerably in terms of their business-friendliness and at times may be intended to provide incumbent operators with advantages over new licensees. As such, some "liberalized" regulatory regimes are considerably more commercially attractive than others.

Regulatory regimes imposed upon gaming providers vary by jurisdiction. Typically, however, most regulatory regimes include the following elements:

- a requirement for gaming license applicants to make detailed and extensive disclosures as to their beneficial ownership, their source of funds, the probity and integrity of certain persons associated with the applicant, the applicant's management competence and structure and business plans, the applicant's proposed geographical territories of operation and the applicant's ability to operate a gaming business in a socially responsible manner in compliance with regulation;
- interviews and assessments by the relevant gaming authority intended to inform a regulatory determination of the suitability of applicants for gaming licenses;
- ongoing reporting and disclosure obligations, both on a periodic and ad hoc basis in response to material issues affecting the business;
- the testing and certification of software and systems, generally designed to confirm such things as the fairness of the gaming products offered by the business, their genuine

randomness and ability accurately to generate settlement instructions and recover from outages;

- the need to account for applicable gaming duties and other taxes and levies, such as fees or contributions to bodies that organize the sports on which bets are offered, as well as contributions to the prevention and treatment of problem gaming; and
- social responsibility obligations.

Any gaming license may be revoked, suspended or conditioned at any time, and the industry has recently experienced significantly more enforcement actions, particularly in Great Britain, where the Gambling Commission has issued fines against numerous operators for regulatory failings. The loss of a gaming license in one jurisdiction could trigger the loss of a gaming license or affect the Issuer's eligibility for such a license in another jurisdiction, and any of such losses, or potential for such loss, could cause the Issuer to cease offering some or all of its product offerings in the impacted jurisdictions. The Issuer may be unable to obtain or maintain all necessary registrations, licenses, permits or approvals, and could incur fines or experience delays related to the licensing process, which could adversely affect its operations. The determination of suitability process may be expensive and time-consuming. The Issuer's delay or failure to obtain gaming licenses in any jurisdiction may prevent it from distributing its product offerings, increasing its customer base and/or generating revenues in that jurisdiction. A gaming regulatory body may refuse to issue or renew a gaming license if the Issuer, or one of its directors, officers, employees, major shareholders or business partners: (i) are considered to be a detriment to the integrity or lawful conduct or management of gaming, (ii) no longer meet a licensing or registration requirement, (iii) have breached or are in breach of a condition of licensure or registration or an operational agreement with a regulatory authority, (iv) have made a material misrepresentation, omission or misstatement in an application for licensure or registration or in reply to an inquiry by a person conducting an audit, investigation or inspection for a gaming regulatory authority, (v) have been refused a similar gaming license in another jurisdiction, (vi) have held a similar gaming license in that province, state or another jurisdiction which has been suspended, revoked or cancelled, or (vii) has been convicted of an offence, inside or outside of a particular jurisdiction that calls into question the honesty or integrity of the Issuer or any of its directors, officers, employees or associates.

Social responsibility concerns

Public opinion can significantly influence the regulation of online gaming. A negative shift in the perception of online gaming by the public or by politicians, lobbyists or others could affect future legislation or regulation in different jurisdictions. Among other things, such a shift could cause jurisdictions to abandon proposals to legalize online gaming, thereby limiting the number of new jurisdictions into which the Issuer could expand. Negative public perception could also lead to new restrictions on or to the prohibition of online gaming in jurisdictions in which the Issuer may operate. In addition, concerns with safer betting and gaming could lead to negative publicity, resulting in increased regulatory attention, which may result in restrictions on the Issuer's future operations. If the Issuer had to restrict its future marketing or product offerings or incur increased compliance costs, this could have a material adverse effect on its business, results of operations, financial condition and prospects. the Issuer will likely face scrutiny related to environmental, social, governance and responsible gaming activities, and its reputation and the value of its brands can be materially adversely harmed if it fails to act responsibly in a number of areas, such as environmental, supply chain management, climate change, diversity and inclusion, workplace conduct, responsible gaming, human rights, philanthropy and support for local communities. Any harm to the Issuer's reputation could impact employee engagement and retention, and the willingness of future customers and the Issuer's partners to do business with it, which could have a materially adverse effect on its business, results of operations and cash flows.

Evolving regulatory landscape

The online gaming and interactive entertainment industries are relatively new and continue to evolve. Whether these industries grow and whether the Issuer's online business will ultimately succeed, will be affected by, among other things, developments in social networks, mobile platforms, legal and regulatory developments (such as passing new laws or regulations or extending existing laws or regulations to online gaming and related activities), taxation of gaming activities, data and information privacy and payment processing laws and regulations, and other factors that the Issuer is unable to predict and which are beyond its control. Given the dynamic evolution of these industries, it can be difficult to plan strategically, including as it relates to product launches in new or existing jurisdictions which may be delayed or denied, and it is possible that competitors will be more successful than the Issuer at adapting to change and pursuing business opportunities.

The Issuer's intellectual property may be insufficient to properly safeguard its technology and brands

The Issuer's success may depend on its ability to obtain trademark protection for the names or symbols under which it markets its product offerings and to obtain copyright protection of its proprietary technologies, other game innovations and creative assets. The Issuer may not be able to build and maintain goodwill in its trademarks or obtain trademark protection. There can be no assurance that any trademark or copyright will provide competitive advantages for the Issuer or that its intellectual property will not be successfully challenged or circumvented by competitors. Source codes for the Issuer's technology may receive protection under international copyright laws. However, for many third parties who intend to use the Issuer source codes without its consent, the presence of copyright protection in the source codes alone may not be enough of a deterrent to prevent such use. As such the Issuer may need to initiate legal proceedings following such use to obtain orders to prevent further use of the source code.

The Issuer may also rely on trade secrets and proprietary know-how. Although the Issuer will generally require its employees and independent contractors to enter into confidentiality and intellectual property assignment agreements, it cannot be assured that the obligations therein will be maintained and honored. If these agreements are breached, it is unlikely that the remedies available to the Issuer will be sufficient to compensate it for the damages suffered even if it promptly applies for injunctive relief. In spite of confidentiality agreements and other methods of protecting trade secrets, the Issuer's proprietary information could become known to or independently developed by competitors. If the Issuer fails to adequately protect its intellectual property and confidential information, its business may be harmed and its liquidity and results of operations may be materially adversely Impacted.

The Issuer may be party to intellectual property infringement or invalidity claims and adverse outcomes of litigation could unfavorably affect its operating results

If the registration and enforcement policies regarding the Issuer's intellectual property portfolios are inadequate to deter unauthorized use or appropriation by third parties, the value of the Issuer's brands and other intangible assets may be diminished and competitors may be able to more effectively mimic its brands, products, services and methods of operations. Such events could adversely affect the Issuer's business and financial results. At the same time, the Issuer has to be mindful of how it will be perceived by its customers and potential customers if it deploys an unduly strict enforcement policy; an overly aggressive position may deter its customers from supporting the brands and therefore damage not only the brands' reputation in the marketplace but also negatively impact financial results. Moreover, due to the differences in foreign patent, trademark, copyright and other laws concerning proprietary rights, the Issuer's intellectual property may not receive the same degree of protection in each jurisdiction where it operates. The Issuer's failure to possess, obtain or maintain adequate protection of its intellectual property rights for any reason in these jurisdictions could have a material adverse effect on its business, results of operations and financial condition. Furthermore, infringement and other intellectual property claims, with or without merit, can be expensive and time-consuming to litigate, and the Issuer may not have the financial and human resources to defend itself against any infringement suits that may be brought against it. Litigation can also distract management from day-to-day operations of the business. In addition, the Issuer's future success may depend upon its ability to obtain licenses to use new marks and its ability to retain or expand existing licenses for certain products. If the Issuer is unable to obtain new licenses or renew or expand existing licenses, it may be required to discontinue or limit its use of such products that use the licensed marks and its financial condition, operating results or prospects may be harmed.

The Issuer may also infringe other intellectual property rights belonging to third parties, such as trademarks, copyrights and confidential information

The infringement of trademarks, copyrights and confidential information involve complex legal and factual issues and the Issuer's products, branding or associated marketing materials may be found to have infringed existing third-party rights. When any third-party infringement occurs, the Issuer may be required to stop using the infringing intellectual property rights, pay damages and, if it wishes to keep using the third-party intellectual property, purchase a license or otherwise redesign the product, branding or associated marketing materials to avoid further infringement. Such a license may not be available or may require the Issuer to pay substantial royalties.

Management of growth

The Issuer may be subject to growth-related risks including capacity constraints and pressure on its internal systems and controls. The ability of the Issuer to manage growth effectively will require it to continue to implement and improve its operational and financial systems and to expand, train, and manage its employee base. The inability of the Issuer to deal with this growth may have a material adverse effect on the Issuer's business, financial condition, results of operations and prospects.

Reliance on third-parties

The Issuer is reliant to an extent on third parties, including data and information technology service providers. The Issuer's success is partially dependent on its ability to attract and retain quality service providers. There can be no assurance that these business relationships will continue to be maintained or that new ones will be successfully formed. A breach or disruption in these relationships or failure to engage third party service providers could be detrimental to the future business, operating results and/or profitability of the Issuer.

Additionally, the delivery of the Issuer's offerings and a significant portion of the Issuer's revenues will be dependent on the continued use and expansion of third-party-owned communication networks, including wireless networks and the Internet. No assurance can be given of the continued use and expansion of these networks as a medium of communications for the Issuer.

Risk of failing to adapt to changing technology and industry standards

The Issuer's future success depends on its ability to adapt and enhance its suite of technology and software, such as its platforms, as well as its product offerings. To attract new customers, the Issuer will need to enhance and improve its platforms, product offerings, features and enhancements to meet customer needs at competitive prices. Such efforts will require adding new functionality and responding to technological advancements or disruptive technologies, which will increase the Issuer's research and development costs. If the Issuer is unable to develop technology and products that address its customers' needs or enhance and improve its platforms and product offerings in a timely manner, that could have a material adverse effect on its business, revenues, operating results and financial condition. The Issuer's ability to grow is also subject to the risk of future disruptive technologies. If new and/or disruptive technologies emerge that are able to deliver online betting and gaming and/or entertainment products and services at lower prices, more efficiently, more conveniently or more securely, such technologies could adversely affect the Issuer's ability to compete.

Cybersecurity risks

The Issuer's operations involve the storage and transmission of customer data, including personally identifiable information, and security incidents could result in unauthorized access to, the loss of, or unauthorized disclosure of such information. To mitigate cybersecurity risks, the Issuer has built a technical team headed by Christopher Herrmann, which has designed and maintains the Issuer's technology platform from a security perspective. The Issuer does not currently have cybersecurity insurance. Although the Issuer has security systems in place and what it deems sufficient security around its system to prevent unauthorized access, it must ensure that it continually enhances security and fraud protection within its platform, and if the Issuer is unable to do so it may become subject to liability for privacy breaches or consequences that result from any unanticipated incident. As a result of advances in computer capabilities, new discoveries in the field of cryptography or other developments, a compromise or breach of the Issuer's security precautions may occur. The techniques used to obtain unauthorized, improper or illegal access to the Issuer's systems, data or customers' data and to sabotage its system are constantly evolving and may be difficult to detect quickly. An information breach in the Issuer's system and loss of confidential information such as credit card numbers and related information, or interruption in the operation of the Issuer's applications, could have a longer and more significant impact on the Issuer's business operations than any hardware failure. A compromise in the Issuer's security system could severely harm its business by the loss of its customers' confidence in it and thus the loss of their business. The Issuer may be required to spend significant funds and other resources to protect against the threat of security breaches or to alleviate problems caused by these breaches. However, protection may not be available at a reasonable price, or at all. Any failure to adequately comply with necessary protective measures could result in fees, penalties and/or litigation. Concerns regarding the security of e-commerce and the privacy of customers may also inhibit the growth of the Internet as a means of conducting commercial transactions, which may result in a reduction in revenues and increase operating expenses preventing the Issuer from achieving profitability.

Difficulty to Forecast

The Issuer must rely largely on its own market research to forecast sales as detailed forecasts are not generally obtainable from other sources at this early stage of the esports betting and gaming industries. A failure in the demand for its services to materialize as a result of competition, technological change or other factors could have a material adverse effect on the business, results of operations and financial condition of the Issuer.

Changing Economic Conditions

The demand for entertainment and leisure activities, including gaming, can be highly sensitive to changes in consumers' disposable income, and thus can be affected by changes in the economy and consumer tastes, both of which are difficult to predict and beyond the Issuer's control. Unfavorable changes in general economic conditions, including recessions, economic slowdowns, sustained high levels of unemployment, and increasing fuel or transportation costs or the perception by customers of weak or weakening economic conditions, may reduce customers' disposable income or result in fewer individuals engaging in entertainment and leisure activities, such as online gaming. As a result, the Issuer cannot ensure that demand for its product offerings will remain constant. Adverse developments affecting economies throughout the world, including a general tightening of availability of credit, decreased liquidity in certain financial markets, increased interest rates, foreign exchange fluctuations, increased energy costs, acts of war or terrorism, transportation disruptions, natural disasters, declining consumer confidence, sustained high levels of unemployment or significant declines in stock markets, as well as concerns regarding epidemics and the spread of contagious diseases, could lead to a further reduction in discretionary spending on leisure activities, such as gaming. Any significant or prolonged decrease in consumer spending on entertainment or leisure activities could adversely affect the demand for the Issuer's product offerings, reducing its cash flows and revenues. If the Issuer experiences a significant unexpected decrease in demand for its product offerings, its business may be harmed.

Operational Risks

The Issuer will be affected by a number of operational risks and the Issuer may not be adequately insured for certain risks, including: labour disputes; catastrophic accidents; fires; blockades or other acts of social activism; changes in the regulatory environment; difficulty to obtain banking and payment processing for companies involved in online gaming; changing online gaming regulatory environment with previously open markets becoming closed, or adopting prohibitive regulations; markets adopting point of consumption tax regimes that can render some markets less lucrative over time; impact of non-compliance with laws and regulations; natural phenomena, such as inclement weather conditions, floods, earthquakes and ground movements. There is no assurance that the foregoing risks and hazards will not result in personal injury or death, environmental damage, adverse impacts on the Issuer's operation, costs, monetary losses, potential legal liability and adverse governmental action, any of which could have an adverse impact on the Issuer's future cash flows, earnings and financial condition. Also, the Issuer may be subject to or affected by liability or sustain loss for certain risks and hazards against which the Issuer cannot insure or which the Issuer may elect not to insure because of the cost. Such a lack of insurance coverage could have an adverse impact on the Issuer's future cash flows, earnings, results of operations and financial condition. Additional operational risks are outlined below.

Risks Related to the Common Shares

Market for Securities and Volatility of Share Price

No public market exists for the Issuer Shares. The Issuer has applied to list the Issuer Shares on the CSE. In the event of such listing, external factors outside of our control, such as announcements of quarterly variations in operating results, revenues and costs and sentiments toward stocks, may have a significant impact on the market price of the Issuer Shares. Global stock markets, including the CSE, have experienced extreme price and volume fluctuations from time to time. There can be no assurance that an active or liquid market will develop or be sustained for the Issuer Shares.

Dividends

Tiidal has not paid dividends in the past and the Issuer does not anticipate paying dividends in the near future. The Issuer intends to retain earnings, if any, to finance the growth and development of the Issuer's business and, where appropriate, retire debt. The payment of future cash dividends, if any, will be reviewed periodically by the Board and will depend upon, among other things, conditions then existing, including earnings, financial condition and capital requirements, restrictions in financing agreements, business opportunities and conditions and other factors.

Use of Available Funds

The Issuer currently intends to use its available funds as described under "*Use of Available Funds*". However, the Board and/or management will have discretion in the actual application of the available funds and may elect to allocate available funds differently from that described under "*Use of Available Funds*" if they believe it would be in the Issuer's best interests to do so. Shareholders may not agree with the manner in which the Board and/or management chooses to allocate and spend the available funds. The failure by the Board and/or management to apply these funds effectively could have a material adverse effect on the Issuer's business, financial condition, results of operations, cash flows or prospects.

Additional Financing

The Issuer will require equity and/or debt financing to support on-going operations, to undertake capital expenditures or to undertake acquisitions or other business combination transactions. There can be no assurance that additional financing will be available to the Issuer when needed or on terms which are acceptable. The Issuer's inability to raise financing to fund on-going operations, capital expenditures or acquisitions could limit its growth and may have a material adverse effect upon the Issuer's business, results of operations, financial condition or prospects.

If additional funds are raised through further issuances of equity or convertible debt securities, existing shareholders could suffer significant dilution, and any new equity securities issued could have rights, preferences and privileges superior to those of holders of Issuer Shares. Any debt financing secured in the future could involve restrictive covenants relating to capital raising activities and other financial and operational matters, which may make it more difficult for the Issuer to obtain additional capital and to pursue business opportunities, including potential acquisitions.

17.2 Additional Securityholder Risk

Section 17.2 is not applicable to the Issuer.

17.3 Other Risks

Limited Operating History

The Issuer has a limited history of operations and is in the early stage of development. As such, the Issuer will be subject to many risks common to early stage enterprises, including undercapitalization, cash shortages, limitations with respect to personnel, financial and other resources, and lack of revenue. There is no assurance that the Issuer will achieve its operating goals. There is no assurance that the Issuer will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered in light of its early stage of operations. There can be no assurance that the Issuer will be able to earn material revenue or that any of its activities will generate positive cash flow.

The Issuer will be reliant on attracting and retaining skilled management and directors

The Issuer's success will, in part, be dependent upon the skill, judgment, industry relationships and expertise of the its board and management. The loss of a director or key management personnel may materially and adversely affect the business of Tiidal. There can be no assurance that these individuals will continue to be employed by, or remain involved with, the Issuer for any particular period of time.

18. Promoters

Charles Watson may be considered a promoter of the Issuer, as he has taken the initiative in founding and organizing the business of Tiidal and the Issuer. Other than the compensation paid to Charles Watson by the Issuer discussed in "Section 15 – Executive Compensation" of this Listing Statement, there is nothing of value, including money, property, contracts, options or rights of any kind received or to be received by Mr. Watson directly or indirectly from the Issuer, the Issuer or any of its subsidiaries, nor any assets, services or other consideration received or to be received by the Issuer or a subsidiary thereof in return. No asset has been acquired, within the two years before the date of this Listing Statement, or is to be acquired by the Issuer or any subsidiary thereof, from Mr. Watson. Upon completion of the Business Combination, Mr. Watson is expected to hold 8,279,700 Issuer Shares representing approximately 11.54% of the issued and outstanding Issuer Shares (assuming 71,740,121 Issuer Shares are outstanding on completion of the Business Combination). Additional information about Mr. Watson is disclosed elsewhere in this Listing Statement, including in connection with his capacity as an officer of the Issuer. Mr. Watson has not been subject to any cease trade orders, bankruptcies, sanctions or penalties, as more fully described under the heading "Corporate Cease Trade Orders or Bankruptcies" of this Listing Statement. See Section 13 of this Listing Statement – "Directors and Officers" and Section 15 of this Listing Statement – "Executive Compensation" for further details.

19. Legal Proceedings

19.1 Legal Proceedings

There are no actual or pending legal proceedings material to the Issuer that the Issuer is or was a party to, or that any of its property is or was the subject of, since the beginning of the Issuer's most recently completed financial year. In addition, the Issuer is not currently aware of any such legal proceedings being contemplated.

19.2 Regulatory Actions

From the date of incorporation of the Issuer to the date of this Listing Statement, there have been no: (i) penalties or sanctions imposed against the Issuer by a court relating to provincial and territorial securities legislation or by a securities regulatory authority; (ii) other penalties or sanctions imposed by a court or regulatory body against the Issuer necessary for the Prospectus to contain full, true and plain disclosure of all material facts relating to the securities being distributed; and (iii) settlement agreements the Issuer entered into before a court relating to provincial and territorial securities legislation or with a securities regulatory authority.

20. Interest of Management and Others in Material Transactions

Other than as disclosed in this Listing Statement, no director, officer, proposed management nominee for director or person who, to the knowledge of the directors or officers of the Issuer, beneficially owns, directly or indirectly, or exercises control or direction over more than 10% of the votes attached to all outstanding Issuer Shares of the Issuer, informed person or any associate or affiliate of the foregoing, has any material interest, direct or indirect, in any transaction since the Issuer's inception or in any proposed transaction, which, in either case, has materially affected or will materially affect the Issuer. See Section 12 – Principal Shareholders.

21. Auditors, Transfer Agents and Registrars

21.1 Auditor

Harbourside CPA LLP, at its office located at Suite 1140 – 1185 West Georgia Street, Vancouver, British Columbia V6E 4E6, are the auditors for Tiidal and it is anticipated that Harbourside CPA LLP will be appointed as the Issuer's auditors after the closing of the Business Combination. Grant Thornton LLP, at its office located at 11^{th} Floor, 200 King Street West, Toronto, Ontario M5H 3T4 are the auditors for GTA.

21.2 Transfer Agent and Registrar

The transfer agent and registrar for the Issuer, after giving effect to the Business Combination, will be TSX Trust Company, located at 100 Adelaide Street West, Toronto, Ontario M5H 1S3.

22. Material Contracts

22.1 Material Contracts

Except for contracts made in the ordinary course of business, the following are the only material contracts entered into within two years of the date hereof which are currently in effect and are considered to be currently material:

- the Agency Agreement;
- the Business Combination Agreement;
- the Amalgamation Agreement;
- the Subscription Receipt Agreement; and
- the Warrant Indenture.

22.2 Special Agreements

Section 22.2 is not applicable to the Issuer.

23. Interest of Experts

Grant Thornton LLP, auditors of GTA, which prepared the auditor's report for the audited financial statements of GTA at and for the fiscal years ended March 31, 2021 and 2020, are independent as determined by the Institute of Chartered Professional Accountants of Ontario.

Harbourside CPA LLP, auditors of Tiidal, which prepared the auditor's report for the audited financial statements of Tiidal at and for the fiscal years ended October 31, 2021 and 2020, are independent as determined by the Institute of Chartered Professional Accountants of British Columbia.

No other person or company who is named as having prepared or certified a part of this Listing Statement or prepared or certified a report or valuation described or included in this Listing Statement has, or will have, immediately following completion of the Business Combination, any direct or indirect interest in the Issuer.

24. Other Material Facts

There are no material facts relating to the Issuer other than as disclosed herein that are necessary to be disclosed for this document to contain full, true, and plain disclosure of all material facts relating to the Tiidal and GTA.

25. Financial Statements

The following financial statements for the Issuer are attached to this Listing Statement:

- Audited financial statements and management's discussion and analysis of Tiidal for the fiscal years ended October 31, 2020 and 2019 are attached as Schedule "A" to this Listing Statement;
- Unaudited interim financial statements and management's discussion and analysis of Tiidal for the three and nine months ended July 31, 2021 are attached as Schedule "B" to this Listing Statement;
- Audited financial statements and management's discussion and analysis of GTA for the fiscal years ended March 31, 2021, 2020 and 2019 are attached as Schedule "C" to this Listing Statement
- Unaudited interim financial statements and management's discussion and analysis of GTA for the three months ended June 30, 2021 and 2020 are attached as Schedule "D" to this Listing Statement. and
- Pro-Forma consolidated financial statements as at July 31, 2021 are attached as Schedule "E" to this Listing Statement.

SCHEDULE "A"

Annual Financial Statements and Management's Discussion and Analysis of Tiidal

(See attached)

TIIDAL GAMING GROUP INC.

CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED OCTOBER 31, 2020 AND 2019

(EXPRESSED IN CANADIAN DOLLAR

INDEPENDENT AUDITORS' REPORT

To the Shareholders of Tiidal Gaming Group Inc.

Report on the Audit of the Consolidated Financial statements

Opinion

We have audited the financial statements of Tiidal Gaming Group Inc. (the "Company"), which comprise the consolidated statements of financial position as at October 31, 2020 and 2019, and the consolidated statements of loss and comprehensive loss, consolidated statements of cash flows, and consolidated statement of changes in shareholders' equity (deficit) for the years then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at October 31, 2020 and 2019, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with International Financial Reporting Standards (IFRS).

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

Without qualifying our opinion, we draw attention to Note2 to the financial statements which indicates the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

Information other than the Financial statements and the Auditor's Report thereon

Management is responsible for the other information. The other information comprises the information, other than the financial statements and our auditor's report thereon, included in Management's discussion and analysis report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained Management's discussion and analysis report prior to the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in this auditor's report. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control;

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern;

Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Mickey Goldstein

HARBOURSIDE CPA LLP

Vancouver, British Columbia	Harbourside CPA
November 8, 2021	Chartered Professional Accountants

TIIDAL GAMING GROUP INC.
Consolidated Statements of Financial Position
As at October 31, 2020 and 2019
(Expressed in Canadian Dollars)

As at		October 31, 2020		October 31, 2019
ASSETS				
Current assets				
Cash	$	110,734	$	551,172
Trade and other receivables (Notes 6 & 14)		3,748		258,794
Prepaid expenses and deposits (Note 14)		6,865		41,522
Short-term investment (Note 7)		-		30,000
		121,347		881,488
Equipment (Note 8)		18,735		43,771
Intangible assets (Note 9)		-		78,548
Total assets	$	140,082	$	1,003,807
LIABILITIES AND SHAREHOLDERS' EQUITY				
Liabilities				
Accounts payable and other liabilities (Notes 10 & 14)	$	377,068	$	280,651
Deferred revenue		17,452		-
Promissory notes payable (Notes 11 & 14)		30,000		-
		424,520		280,651
Government loan payable (Note 12)		40,000		-
Total liabilities		464,520		280,651
Shareholders' equity (deficit)				
Share capital (Note 13)		4,471,368		4,238,198
Reserves (Note 13)		1,634,653		1,406,376
Subscriptions received Note 13)		-		30,000
Accumulated other comprehensive income		1,873		328
Deficit		(6,432,332)		(4,951,746)
Total shareholders' equity		(324,438)		723,156
Total liabilities and shareholders' equity	$	140,082	$	1,003,807

Nature of Operations and Going Concern (Notes 1 and 2)
Subsequent Events (Note 22)

Approved and Authorized by the Board on November 8, 2021:

"Neil Duffy" ___ Director *"Zachary Goldenberg"* ___ Director

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

TIIDAL GAMING GROUP INC.
Consolidated Statements of Net Loss and Comprehensive Loss
For the years ended October 31, 2020 and 2019
(Expressed in Canadian Dollars)

		2020		2019
Revenue				
Prize revenue	$	478,061	$	5,183,471
Sponsorship and other revenue		100,164		13,400
Total revenue		578,225		5,196,871
Cost of sales		419,287		4,860,939
Gross profit	$	158,938	$	335,932
Operating expenses				
Advertising and promotion	$	47,859	$	169,337
Amortization of intangible assets (Note 9)		-		19,679
Bad debt (Note 6)		21,379		11,820
Consulting (Note 14)		18,313		592,048
Depreciation of equipment (Note 8)		21,980		17,598
General and administrative (Notes 14 & 15)		602,249		758,029
Management fees (Note 14)		35,833		212,417
Player fees		347,271		1,099,593
Player management fees		151,432		251,846
Share-based payments (Notes 13 & 14)		228,277		1,397,775
Travel		49,034		278,402
Total operating expenses		1,523,627		4,808,544
Loss before other items		(1,364,689)		(4,472,612)
Other items				
Foreign exchange loss		(19,196)		(21,459)
Impairment of intangible assets (Note 9)		(80,047)		(1,680)
Impairment of property and equipment (Note 8)		(3,094)		(18,333)
Loss on settlement of debt (Note 13)		(13,560)		-
Net loss		(1,480,586)		(4,514,084)
Other comprehensive income				
Foreign currency translation adjustment		1,545		328
Comprehensive loss	$	(1,479,041)	$	(4,513,756)
Weighted average number of common shares outstanding		45,573,816		48,214,137
Basic and diluted loss per share	$	(0.03)	$	(0.09)

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

TIIDAL GAMING GROUP INC.
Consolidated Statements of Cash Flows
For the years ended October 31, 2020 and 2019
(Expressed in Canadian Dollars)

		2020		2019
Operating activities				
Net loss	$	**(1,480,586)**	$	**(4,514,084)**
Adjustments for non-cash items:				
Depreciation of equipment		21,980		17,598
Amortization of intangible assets		-		19,679
Impairment of equipment		3,094		18,333
Impairment of intangible assets		80,047		1,680
Share-based payments		228,277		1,397,775
Bad debt		21,379		11,820
Loss on settlement of debt		13,560		-
Foreign exchange loss		19,196		21,459
Changes in non-cash working capital items:				
Trade and other receivables		214,745		(240,022)
Prepaid expenses and deposits		34,657		355,190
Accounts payable and other liabilities		108,798		63,901
Deferred revenue		17,452		-
Net cash used in operating activities		(717,401)		(2,846,671)
Investing activities				
Redemption (purchase) of short-term investment		30,000		(30,000)
Acquisition of equipment		-		(48,708)
Acquisition of intangible assets		-		(15,675)
Cash consideration on acquisition of Space Esports		-		(25,544)
Net cash from (used in) investing activities		30,000		(119,927)
Financing activities				
Proceeds from issuance of common stock		65,000		3,586,650
Proceeds from subscriptions received		-		30,000
Share issuance costs		(3,950)		(200,286)
Proceeds from exercise of warrants and options		125,000		-
Payment for redemption of shares		(10,000)		-
Proceeds from promissory notes		30,000		-
Proceeds from government loan		40,000		-
Net cash provided by financing activities		246,050		3,416,364
Net change in cash		**(441,351)**		**449,766**
Effect of exchange rate changes on cash		**913**		**(3,447)**
Cash, beginning of year		**551,172**		**104,853**
Cash, end of year	$	**110,734**	$	**551,172**

Supplemental Disclosures with Respect to Cash Flows (Note 17)

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

TIIDAL GAMING GROUP INC.
Consolidated Statement of Shareholders' Equity (Deficit)
For the years ended October 31, 2020 and 2019
(Expressed in Canadian Dollars)

	Note	Number of Shares	Share Capital $	Subscriptions received $	Reserves $	Accumulated Other Comprehensive Income $	Accumulated Deficit $	Total Shareholders' Equity (Deficit) $
Balance, October 31, 2018		**40,000,000**	**693,501**	**105,000**	**8,601**	**-**	**(437,662)**	**369,440**
Private placement issuances	13	13,943,250	3,691,650	(105,000)	-	-	-	3,586,650
Acquisition of Space Esports	5	106,667	53,334	-	-	-	-	53,334
Share issuance costs	13	-	(200,287)	-	-	-	-	(200,287)
Share-based compensation	13	-	-	-	1,397,775	-	-	1,397,775
Shares to be issued	13	-	-	30,000	-	-	-	30,000
Foreign currency translation		-	-	-	-	328	-	328
Net loss		-	-	-	-	-	(4,514,084)	(4,514,084)
Balance, October 31, 2019		**54,049,917**	**4,238,198**	**30,000**	**1,406,376**	**328**	**(4,951,746)**	**723,156**
Private placement issuances	13	190,000	95,000	(30,000)	-	-	-	65,000
Share issuance costs	13	-	(3,950)	-	-	-	-	(3,950)
Warrants & options exercised	13	625,000	125,000	-	-			125,000
Shares issued for debt settlement	13	135,600	27,120	-	-			27,120
Share purchased for cancellation	13	(14,000,000)	(10,000)	-	-	-	-	(10,000)
Share based compensation	13	-	-	-	228,277	-	-	228,277
Foreign currency translation		-	-	-	-	1,545	-	1,545
Net loss		-	-	-	-	-	(1,480,586)	(1,480,586)
Balance, October 31, 2020		**41,000,517**	**4,471,368**	**-**	**1,634,653**	**1,873**	**(6,432,332)**	**(324,438)**

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

1. Nature of Operations

Tiidal Gaming Group Inc. ("Tiidal" or the "Company"), was incorporated under the Business Corporations Act of Ontario on October 22, 2018.

The Company's head office, principal address and registered office is located at 365 Bay Street, Suite 800, Toronto, Ontario, M5H 2V1.

The Company's principal business activities are owning and operating synergistic businesses across the gaming ecosystem, including its wholly-owned subsidiaries Tiidal Gaming NZ Limited ("Tiidal NZ") incorporated on November 23, 2020 under the Companies Act 1993 in New Zealand and doing business as Sportsflare, which has developed a robust odds feed and advanced betting solutions for sportsbooks and online betting companies, and Lazarus Esports Inc. ("Lazarus Esports"), a Canadian leader and globally recognized competitive esports organization. Tiidal plans to go public and list on a recognized stock exchange in Canada.

2. Going Concern

These consolidated financial statements have been prepared on the basis of accounting principles applicable to a going concern which assumes the Company will be able to continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations. Although the Company has generated revenue to date, it is currently unable to self-finance any future operations. The Company's ability to continue as a going concern and to realize assets at their carrying values is dependent upon its ability to obtain financing and generate profits and positive cash flows from operations in order to cover its operating costs. These factors indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

The Company incurred a loss of $1,480,586 for the year ended October 31, 2020 ($4,514,084 – October 31, 2019), and as of that date the Company's accumulated deficit was $6,432,332 ($4,951,746 – October 31, 2019). The Company will periodically need to raise funds to continue to its operations and although it has been successful in doing so in the past, there is no assurance that it will be able to continue to do so in the future. These factors comprise a material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern. These consolidated financial statements do not give effect to any adjustments required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in the accompanying consolidated financial statements. These adjustments could be material.

In March 2020, the World Health Organization declared the coronavirus (COVID-19) a global pandemic. This contagious virus outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or ability to raise funds.

3. Basis of Presentation

Statement of Compliance

These consolidated financial statements, including comparatives, have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC").

The consolidated financial statements were approved and authorized for issuance by the Board of Directors of the Company on November 8, 2021.

Basis of Presentation

The consolidated financial statements of the Company have been prepared on an accrual basis and on the historical cost basis except for certain financial instruments which are measured at fair value. The consolidated financial statements are presented in Canadian dollars, which is the functional currency for all entities of the consolidated group, except for the Space Esports subsidiary, which has the U.S. dollar as its functional currency.

Basis of Consolidation

Subsidiaries are entities controlled by the Company where control is defined as the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. Subsidiaries are included in the consolidated financial statements from the date control is obtained until the date control ceases. All intercompany balances, transactions, income and expenses have been eliminated on consolidation.

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. The accounts of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The table below lists the Company's wholly-owned subsidiaries:

Name of subsidiary	Jurisdiction Incorporated	Functional Currency	Accounting Method
Lazarus Esports Inc.	Canada	Canadian dollars	Consolidation
Space Esports Inc.	USA	U.S. dollars	Consolidation

4. Significant Accounting Policies

Cash and cash equivalents

Cash and cash equivalents are designated as fair value through profit or loss ("FVTPL") and includes cash on account, cash held in trust accounts, and demand deposits which are readily convertible to known amounts of cash and are subject to insignificant changes in value. Cash equivalents are short-term, highly liquid investments with maturities of 90 days or less when acquired. The Company did not have any cash equivalents as of October 31, 2020 and 2019.

Revenue recognition

IFRS 15, *Revenue from Contracts with Customers* ("IFRS 15") as issued by the International Accounting Standard Board ("IASB") on May 28, 2014 outlines a single comprehensive model to account for revenue arising from contracts with customers and replaced the majority of existing IFRS requirements on revenue recognition including IAS 18, Revenue, IAS 11, Construction Contracts and related interpretations. The core principle of the standard is to recognize revenue to depict the transfer of goods and services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. The standard has prescribed a five-step model to apply the principles. The standard also specifies how to account for the incremental costs of obtaining a contract and the costs directly related to fulfilling a contract as well as requiring more informative and relevant disclosures. IFRS 15 applies to nearly all contracts with customers, unless covered by another standard, such as leases, financial instruments and insurance contracts. In April 2016, the IASB issued amendments to IFRS 15, which provided additional guidance on the identification of performance obligations, on assessing principal versus agent considerations and on licensing revenue. The amendments also provide additional transition relief upon initial adoption of IFRS 15 and have the same effective date as the IFRS 15 standard.

The Company adopted IFRS 15 *Revenue from Contracts with Customers* with an initial adoption date of October 22, 2018.

The Company determines revenue recognition through the following steps: a) identification of the contract with a customer; b) identification of the performance obligations in the contract; c) determination of the transaction price; d) allocation of the transaction price for the performance obligations in the contract; and e) recognition of revenue when the Company satisfies a performance obligation.

The Company's revenue is comprised of esports winnings by players under contract with the Company, and sponsorships and other revenue.

The Company earns esports prize winnings revenue from various esports tournaments and competitions that the Company's teams enter into. Prize winnings revenue is recognized at a point in time at the completion of each competition or league season. No revenue was recognized if there were significant uncertainties regarding the amount or recovery of the consideration due, the costs incurred or to be incurred could not be measured reliably, or there was continuing management involvement with the services.

<u>Gross versus net revenue</u>

Third party arrangements are evaluated to determine whether the Company acts as the principal or agent under the specific terms of each arrangement. To the extent that the Company acts as the principal in an arrangement, revenues are reported on a gross basis; revenue and expenses are recognized in their respective financial statement line items. Conversely, if the Company acts as the agent, revenues are reported on a net basis; revenues are presented net of any expenses.

Determination of principal or agent classification is based on an evaluation of whether the nature of the Company's promise is a performance obligation to provide specific goods or services to the customer (principal), or simply arrange for those goods and services to be provided to the customer by a third party (agent). The most significant factors to consider include whether the Company controls the good or service immediately before it is transferred to the customer, is primarily responsible for fulfilling the promise to provide the specified good or service, has inventory risk before transferring the specified good or service, and has discretion in establishing prices for the specified good or service.

The Company evaluates whether it is acting as principal or agent. The Company reports prize winnings revenue on a gross basis as the Company controls the participation of players under contract in tournaments and leagues. Recording revenue on gross basis is evidenced by the Company's ability having a level of discretion in establishing pricing.

The Company earns sponsorship revenue by endorsing products. Sponsorship revenue is recognized over time as the performance obligations per the contract of the Company are satisfied and the services are provided to the customer. Payments received in excess of the revenue recognized on a contract are recorded as deferred revenue.

Cost of sales

Cost of sales consists of the share of tournament or league prize winnings paid to the players and coaches as per the contracts between the Company and the players and coaches. Cost of sales also includes commission paid on sponsorship revenue.

Foreign currency

The consolidated financial statements are presented in Canadian dollars. The functional currency of Tiidal Gaming Group Inc. and Lazarus Esports Inc. is the Canadian dollar and the functional currency of Space Esports Inc. is the United States dollar.

Assets and liabilities of subsidiaries having a functional currency other than the Canadian dollar are translated at the rate of exchange at the reporting period date. Revenues and expenses are translated at average rates for the period, unless exchange rates fluctuated significantly during the period, in which case the exchange rates at the dates of the transaction are used. The resulting foreign currency translation adjustments are recognized in the accumulated other comprehensive loss included in the consolidated combined statements of changes in shareholders' equity (deficiency). Foreign currency transactions are translated into the functional currency using exchange rates prevailing at the date of the transactions. At the end of each reporting period, foreign currency denominated monetary assets and liabilities are translated to the functional currency using the prevailing rate of exchange at the reporting period date. Gains and losses on translation of monetary items are recognized in the consolidated statement of loss and comprehensive loss.

Foreign exchange gains or losses arising from a monetary item receivable from or payable to a foreign operation, the settlement of which is neither planned nor likely to occur in the foreseeable future and which in substance is considered to form part of the net investment in the foreign operation, are recognized in other comprehensive income in the translation reserve.

Share-based payments

Equity-settled share-based payments to employees are measured at the fair value of the instruments at the grant date and recognized in expense over the vesting periods. Equity-settled share-based payments to non-employees are measured at the fair value of goods or services received or the fair value of the equity instruments issued if it is determined that the fair value of the goods or services received cannot be reliably measured. Non-employee share-based payments are recognized in expense at the date the goods or services are received. The corresponding amount is recorded to reserves. Upon the exercise of stock options, consideration received on the exercise is allocated to share capital and the related amount previously recognized for the issuance of the option remains in reserves.

The fair value of options are determined using the Black-Scholes Option Pricing Model on the date of the grant, based on certain assumptions.

Income taxes and deferred income taxes

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities and any adjustment to tax payable in respect of previous years. The tax rates and tax laws used are those that are enacted or substantively enacted by the end of the reporting date.

Deferred tax is recognized in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred tax is determined on a non-discounted basis using tax rates and laws that have been enacted or substantively enacted at the end of the reporting period and are expected to apply when the asset is realized or liability is settled. Deferred tax assets are recognized for deductible temporary differences, unused tax losses and other income tax deductions to the extent that it is probable that there will be taxable income against which those deductible temporary differences, unused tax losses and other income tax deductions can be utilized. The extent to which deductible temporary differences, unused tax losses and other income tax deductions are expected to be realized is reassessed at the end of each reporting period.

The change in the net deferred income tax asset or liability is included in income except for deferred income tax relating to equity items which is recognized directly in equity. The income tax effects of differences in the periods when revenue and expenses are recognized, in accordance with the Company's accounting practices, and the periods they are recognized for income tax purposes are reflected as deferred income tax assets or liabilities.

Deferred income tax assets and liabilities are offset only if a legally enforceable right exists to offset current tax assets against liabilities and deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on the same taxable entity and are intended to be settled on a net basis.

The determination of current and deferred taxes requires interpretations of tax legislation, estimates of expected timing of reversal of deferred tax assets and liabilities, and estimates of future earnings.

Trade receivables

Trade receivables, net of allowances, are stated at the amount the Company expects to collect. Trade receivables are recognized initially at fair value less expected credit losses based on management's review of year end receivables, and do not bear any interest. A provision for expected credit losses is generally made when there is objective evidence that the Company will not be able to collect the amounts due according to original payment terms or when there are indications of collection issues related to specific customers. The amount of the impairment loss on a financial asset measured at amortized cost is the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the asset's original effective interest rate. Losses are recognized in profit or loss, and are applied against trade receivables through a loss allowance account.

Equipment

Equipment is recorded at cost less accumulated depreciation and impairment losses. The Company provides for depreciation using the following methods at rates designed to depreciate the cost of the equipment over the period of expected useful life. A half year of depreciation is recorded in the year of acquisition. No depreciation is recorded in the year of disposal. The estimated useful lives of assets are reviewed by management and adjusted if necessary. The annual depreciation rates and methods are as follows:

Asset	Rate	Basis
Computer equipment	55%	Declining balance
Furniture and equipment	20%	Declining balance

Cost includes expenditures that are directly attributable to the acquisition of the asset or construction required to bring the asset to the location and condition necessary to be capable of operating in the manner intended by the Company, including appropriate borrowing costs. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost can be measured reliably. Repairs and maintenance costs are charged to the consolidated statements of loss and comprehensive loss during the period in which they are incurred.

Gains and losses on disposals of equipment are determined by comparing the proceeds with the carrying amount of the asset and are included as part of other gains and losses in the consolidated statements of loss and comprehensive loss. The carrying amount of a replaced asset is derecognized when replaced. Repairs and maintenance costs are charged to profit or loss during the period they are incurred.

Depreciation methods, useful lives and residual values are reviewed annually and adjusted, if required. These assets are subject to impairment testing as described below.

Intangible assets

Intangible assets with finite lives that are acquired separately are measured on initial recognition at cost, which comprises its purchase price plus any directly attributable costs of preparing the asset for its intended use. Following initial recognition, such intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses.

Intangible assets are amortized using the straight-line method over their estimated useful lives. A half year of amortization is recorded in the year of acquisition. The estimated useful life of brands, trademarks, and websites is five years. Amortization expense is included in the consolidated statements of loss and comprehensive loss.

The useful lives of the intangible assets are reviewed annually, with the effect of any change in estimate being accounted for on a prospective basis. These assets are subject to impairment testing as described below.

Impairment testing of intangible assets and equipment

For purposes of assessing impairment under IFRS, assets are grouped at the lowest levels for which there are largely independent cash inflows (cash-generating unit). The Company only has one cash generating unit. All long-lived assets and finite life intangible assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

An impairment loss is recognized for the amount by which the asset's or cash-generating unit's carrying amount exceeds its recoverable a mount, which is the higher of fair value less costs to sell or value-in-use. To determine the value-in-use, management estimates expected future cash flows from the cash-generating unit and determines a suitable pre-tax discount rate in order to calculate the present value of those cash flows.

Discount factors have been determined for the cash-generating unit and reflect its risk profile as assessed by management.

Impairment losses for the cash-generating unit reduce first the carrying amount of any goodwill allocated to that cash-generating unit, with any remaining impairment loss charged pro rata to the other assets in the cash-generating unit. In allocating an impairment loss, the Company does not reduce the carrying amount of an asset below the highest of its fair value less costs of disposal or its value in use and zero. With the exception of goodwill, all assets are subsequently reassessed for indications that an impairment loss previously recognized may no longer exist. An impairment charge is reversed if the assets' recoverable amount exceeds its carrying amount only to the extent of the new carrying amount does not exceed the carrying value of the asset had it not originally been impaired.

Financial instruments

The Company classifies its financial instruments in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition, the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL.

The Company's financial assets and liabilities are classified as follows:

Asset or liability	**Classification**
Cash	FVTPL
Trade and other receivables	Amortized cost
Accounts payable	Amortized cost
Promissory notes payable	Amortized cost
Government loan payable	Amortized cost

Financial assets

Recognition and initial measurement

The Company recognizes financial assets when it becomes party to the contractual provisions of the instrument. Financial assets are measured initially at their fair value plus, in the case of financial assets not subsequently measured at fair value through profit or loss, transaction costs that are directly attributable to their acquisition. Transaction costs attributable to the acquisition of financial assets subsequently measured at fair value through profit or loss are expensed in profit or loss when incurred.

Financial assets are classified as follows:

- Amortized cost - Assets that are held for collection of contractual cash flows where those cash flows are solely payments of principal and interest are measured at amortized cost. Interest revenue is calculated using the effective interest method and gains or losses arising from impairment, foreign exchange and derecognition are recognized in profit or loss. Financial assets measured at amortized cost are comprised of trade and other receivables.

- Fair value through other comprehensive income - Assets that are held for collection of contractual cash flows and for selling the financial assets, and for which the contractual cash flows are solely payments of principal and interest, are measured at fair value through other comprehensive income. Interest income calculated using the effective interest method and gains or losses arising from impairment and foreign exchange are recognized in profit or loss. All other changes in the carrying amount of the financial assets are recognized in other comprehensive income. Upon derecognition, the cumulative gain or loss previously recognized in other comprehensive income is reclassified to profit or loss. The Company does not hold any financial assets measured at fair value through other comprehensive income.

- Mandatorily at fair value through profit or loss - Assets that do not meet the criteria to be measured at amortized cost, or fair value through other comprehensive income, are measured at fair value through profit or loss. All interest income and changes in the financial assets' carrying amount are recognized in profit or loss. Financial assets measured at fair value through profit or loss consists of cash.

- Designated at fair value through profit or loss – On initial recognition, The Company may irrevocably designate a financial asset to be measured at fair value through profit or loss in order to eliminate or significantly reduce an accounting mismatch that would otherwise arise from measuring assets or liabilities, or recognizing the gains and losses on them, on different bases. All interest income and changes in the financial assets' carrying amount are recognized in profit or loss. The Company does not hold any financial assets designated to be measured at fair value through profit or loss.

The Company measures all equity investments at fair value. Changes in fair value are recorded in profit or loss.

Business model assessment

The Company assesses the objective of its business model for holding a financial asset at a level of aggregation which best reflects the way the business is managed, and information is provided to management. Information considered in this assessment includes stated policies and objectives.

Contractual cash flow assessment

The cash flows of financial assets are assessed as to whether they are solely payments of principal and interest on the basis of their contractual terms. For this purpose, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money, the credit risk associated with the principal amount outstanding, and other basic lending risks and costs. In performing this assessment, the Company considers factors that would alter the timing and amount of cash flows such as prepayment and extension features, terms that might limit the Company's claim to cash flows, and any features that modify consideration for the time value of money.

Impairment

The Company recognizes a provision for the expected credit losses associated with its financial assets, other than financial assets measured at fair value through profit or loss. Expected credit losses are measured to reflect a probability-weighted amount, the time value of money, and reasonable and supportable information regarding past events, current conditions and forecasts of future economic conditions. The Company applies the simplified approach for trade receivables. Using the simplified possible default events over the assets' contractual lifetime.

The Company assesses whether a financial asset is credit-impaired at the reporting date. Regular indicators that a financial instrument is credit-impaired include significant financial difficulties as evidenced through borrowing patterns or observed balances in other accounts and breaches of borrowing contracts such as default events or breaches of borrowing covenants. For financial assets assessed as credit-impaired at the reporting date, the Company continues to recognize a loss allowance equal to lifetime expected credit losses.

For financial assets measured at amortized cost, loss allowances for expected credit losses are presented in the consolidated statements of financial position as a deduction from the gross carrying amount of the financial asset.

Financial assets are written off when the Company has no reasonable expectations of recovering all or any portion thereof.

Derecognition of financial assets

The Company derecognizes a financial asset when its contractual rights to the cash flows from the financial asset expire.

Financial liabilities

Recognition and initial measurement

The Company recognizes a financial liability when it becomes party to the contractual provisions of the instrument. At initial recognition, the Company measures financial liabilities at their fair value plus transaction costs that are directly attributable to their issuance, with the exception of financial liabilities subsequently measured at fair value through profit or loss for which transaction costs are immediately recorded in profit or loss.

Where an instrument contains both a liability and equity component, these components are recognized separately based on the substance of the instrument, with the liability component measured initially at fair value and the equity component assigned the residual amount.

Classification and subsequent measurement

Subsequent to initial recognition, all financial liabilities are measured at amortized cost using the effective interest rate method. Interest, gains and losses relating to a financial liability are recognized in profit or loss.

Derecognition of financial liabilities

The Company derecognizes a financial liability only when its contractual obligations are discharged, cancelled or expire.

Provisions

Provisions represent liabilities of the Company for which the amount or timing is uncertain. Provisions are recognized when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and the amount can be reliably estimated. Provisions are not recognized for future operating losses. Where material, provisions are measured at the present value of the expected expenditures to settle the obligation using a discount rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognized as interest expense.

Loss per share

Basic loss per share is computed by dividing the net loss available to common shareholders by the weighted average number of shares outstanding during the reporting period. Diluted loss per share is computed similarly to basic loss per share except that the weighted average number of shares outstanding is increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The average number of shares is calculated by assuming that outstanding conversions were exercised and that the proceeds from such exercises were used to acquire common shares at the average market price during the reporting period. For the years ended October 31, 2020 and 2019, potentially dilutive common shares issuable upon the exercise of conversion option related to warrants and options were not included in the computation of loss per share because their effect was anti-dilutive.

Leases

The Company adopted IFRS 16, *Leases* ("IFRS 16") as of October 22, 2018 which replaced IAS 17, *Leases*. IFRS 16 provides a comprehensive model for the identification of lease arrangements and their treatment in the financial statements of both lessees and lessors. IFRS 16 specifies how leases will be recognized, measured, presented and disclosed and it provides a single lessee model, requiring lessees to recognize right-of-use assets and lease liabilities for all major leases.

The Company assesses, at the inception of contract, whether it contains a lease. A contract is classified as a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Company recognizes a right-of-use asset and lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises of the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any indirect costs incurred.

The right-to-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-to-use asset or the end of the lease term. The estimated useful lives of right-to-use assets are determined using the same criteria as those for property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses and adjusted for certain remeasurements of the lease liability, if any.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be determined, the Company's incremental borrowing rate. The lease liability is subsequently increased by the interest cost on the lease liability and decreased by lease payments made. It is remeasured when there is a change in future lease payment arising from a change in an index or rate, or changes in assessment of whether a purchase or extension option is reasonably certain to be exercised or a termination option is reasonably certain not to be exercised.

<u>Short-term leases and leases of low-value assets</u>

The Company has elected not to recognize right-of-use assets and lease liabilities for short-term leases that have a term of 12 months or less and leases of low-value assets. The Company recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

Accounting pronouncements adopted during the year

IFRS 3, *Business Combinations*
In October 2018, the IASB issued amendments to IFRS 3, incorporated into Part I of the CPA Canada

Handbook – Accounting by the Accounting Standards Board in December 2018. The amendments clarify the definition of a business, permitting a simplified assessment to determine whether a transaction should be accounted for as a business combination or as an asset acquisition. The amendments were effective for transactions for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after January 1, 2020 with earlier application permitted. Effective January 1, 2019, the Company adopted the amendments to IFRS 3. The adoption of the amendments to IFRS 3 did not have a significant impact on the financial statements of the Company.

New accounting pronouncements issued but not yet effective

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB that are mandatory for future accounting periods. Some updates that are not applicable or are not consequential to the Company may have been excluded from the list below. The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Company has determined that there are no new standards that are relevant to the Company.

Critical Accounting Estimates and Judgments

The preparation of these consolidated financial statements in accordance with IFRS requires management to make estimates, judgments and assumptions that affect the application of policies and reported amounts of assets and liabilities, and income and expenses.

These estimates are based on management's best knowledge of current events and actions the Company may undertake in the future. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to the accounting estimates are recognized in the period in which the estimates are revised. Significant areas requiring the Company to make estimates include income taxes, estimated useful life of equipment and intangible assets, the fair value of share-based payments, provision for expected credit losses and the amount of contingent liabilities. Critical judgments exercised in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements include the determination that the acquisition of Space Esports was an asset acquisition rather than a business combination, identifying indicators of impairment and testing of equipment and intangible assets, the determination of the functional currency of the Company and its subsidiaries, revenue recognition and recognition of revenue on a gross versus net basis, and the assessment of the Company's ability to continue as a going concern.

These estimates and judgments are further discussed below:

(i) Use of critical accounting estimates and assumptions

Estimated useful lives of equipment and intangible assets

Estimates of the useful lives of property and equipment and intangible assets are based on the period over which the assets are expected to be available for use. The estimated useful lives are reviewed annually and are updated if expectations differ from previous estimates due to physical wear and tear, technical or commercial obsolescence, and legal or other limits on the use of the relevant assets. In addition, the estimation of the useful lives of the relevant assets may be based on internal technical evaluation and experience with similar assets. It is possible, however, that future results of operations could be materially affected by changes in the estimates brought about by changes in the factors mentioned above. The amounts and timing of recorded expenses for any period would be affected by changes in these factors and circumstances. A reduction in the estimated useful lives of the property and equipment would increase the recorded expenses and decrease the non-current assets.

Share-based payments

The fair value of share-based payments are calculated using the Black-Scholes option pricing model. The main assumptions used in the model include the estimated fair value of the common shares, estimated life of the option, the expected volatility of the Company's share price (using historical volatility of similar publicly-traded companies as a reference), the expected dividends, the expected forfeiture rate, and the risk-free rate of interest. The resulting value calculated is not necessarily the value that the holder of the option could receive in an arm's-length transaction given that there is no market for the options and they are not transferable. The Company has a significant number of options and warrants outstanding and expects to continue to make option and warrant grants.

(ii) Judgments

Income taxes

At the end of each reporting period, the Company assesses whether the realization of deferred tax benefits is sufficiently probable to recognize deferred tax assets. This assessment requires the exercise of judgment on the part of management with respect to, among other things, benefits that could be realized from available income tax strategies and future taxable income, as well as other positive and negative factors. The recorded amount of total deferred tax assets could be reduced if estimates of projected future taxable income and benefits from available income tax strategies are lowered, or if changes in current income tax regulations are enacted that impose restrictions on the timing or extent of The Company's ability to utilize deferred tax benefits.

The Company's effective income tax rate can vary significantly quarter-to-quarter for various reasons, including the mix and volume of business in lower income tax jurisdictions and in jurisdictions for which no deferred income tax assets have been recognized because management believed it was not probable that future taxable profit would be available against which income tax losses and deductible temporary differences could be utilized. The Company's effective income tax rate can also vary due to the impact of foreign exchange fluctuations.

Provision for expected credit losses ('ECLs")

The Company performs impairment testing annually for accounts receivable in accordance with IFRS 9. The ECL model requires considerable judgment, including consideration of how changes in economic factors affect ECLs, which are determined on a probability-weighted basis. IFRS 9 outlines a three-stage approach to recognizing ECLs which is intended to reflect the increase in credit risks of a financial instrument based on 1) 12-month expected credit losses or 2) lifetime expected credit losses. The Company measures provision for ECLs at an amount equal to lifetime ECLs.

Provisions and contingent liabilities

In the ordinary course of business, the Company and its subsidiaries may become involved in various legal and regulatory actions. The Company establishes legal provisions when it becomes probable that the Company will incur a loss and the amount can be reliably estimated. Although it is possible that liabilities may be incurred in instances for which no accruals have been made, the Company has no reason to believe that the ultimate outcome of these matters would have a material impact on its consolidated financial position.

Business combinations vs asset acquisition

The Company made critical judgments to determine the accounting treatment of the acquisition of Space Esports as an asset acquisition. The benefit of the Company acquiring Space Esports was the acquisition of its intellectual property. Management concluded that the IFRS 3 concentration test was met as substantially all of the fair value of the gross assets acquired was concentrated in a single identifiable asset or group of similar identifiable assets and as such, Space Esports did not meet the definition of a business as defined by IFRS. Accordingly, the transaction was accounted for as an acquisition of assets and the fair value of the consideration paid was allocated to the fair value of the assets acquired.

Indicators of impairment and testing of equipment and intangible assets

Management applies significant judgment in its assessment and evaluation of asset or cash generating units at each reporting date to determine whether there are any indications of impairment. The Company considers both internal and external sources of information when making the assessment of whether there are indications of impairment for the Company's equipment and intangible assets. External sources of information considered are changes in the Company's economic, legal and regulatory environment, which it does not control, but affect the recoverability of its assets. Internal sources of information the Company considers include the manner in which equipment and intangible assets are being used or are expected to be used and indications of economic performance of the assets. Changes in any of the assumptions or estimates used in determining the fair values could impact the impairment analysis.

Determination of functional currency

The functional currency for the Company and its subsidiaries is the currency of the primary economic environment in which the entity operates. Determination of the functional currency involves certain judgments to determine the primary economic environment and the Company reconsiders the functional currency of its entities if there is a change in events and conditions which determined the primary economic environment. The Company has determined that the functional currency of the parent company and Lazarus Esports Inc. is the Canadian dollar. The functional currency of its subsidiary, Space Esports Inc., has been determined to be the United States dollar.

Revenue recognition

The revenue standard sets out a five-step model for the recognition of revenue when control of goods is transferred to, or a service is performed for, the customer. The five steps are to identify the contract(s) with the customer, identify the performance obligations in the contract, determine the transaction price, allocate the transaction price to each performance obligation and recognize revenue as each performance obligation is satisfied. Management exercises judgment when taking into consideration the relevant facts and circumstances when applying each step of the model to contracts with customers.

(Expressed in Canadian Dollars)

Recognition of revenue on a gross versus net basis

The Company follows the guidance provided in IFRS 15, Revenue from Contracts with Customers, for determining whether the Company is the principal or an agent in arrangements with customers that involve another party that contributes to providing a specified service to a customer. In these instances, the Company determines whether it has promised to provide the specified service itself (as principal) or to arrange for the specified service to be provided by another party (as an agent). This determination depends on the facts and circumstances of each arrangement and, in some instances, involves significant judgment.

Assessment of going concern

These consolidated financial statements have been prepared on a basis which assumes the Company will continue to operate for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations. In assessing whether this assumption is appropriate, management takes into account all available information about the future, which is at least, but not limited to, 12 months from the end of the reporting period. This assessment is based upon planned actions that may or may not occur for a number of reasons including the Company's own resources and external market conditions.

5. Space Esports Asset Purchase

On September 27, 2019, the Company, through its wholly owned subsidiary Space Esports Inc., closed an asset purchase agreement in which the Company acquired the business assets of Space Esports, a sole proprietorship doing business as a North American esports tournament operator.

The Company paid $13,249 (USD $10,000) cash and issued 106,667 common shares with a fair value of $53,334 (USD$40,000) on the date of closing the acquisition. In addition, the Company assumed payroll liabilities of $16,878 (USD $12,697).
The acquisition of Space Esports is considered to be outside the scope of IFRS 3 Business Combinations since Space Esports, prior to the acquisition, did not constitute a business. Instead, the acquisition was considered an acquisition of assets. The total cost allocated to the intellectual property acquired is as follows:

		Total
Cash	$	13,249
Common shares		53,334
Assumed payroll liabilities		16,878
Total consideration paid		83,461
Legal costs incurred for the acquisition		15,675
Foreign exchange adjustment		(739)
Total cost capitalized to intangible assets (Note 9)	$	98,397

(Expressed in Canadian Dollars)

6. Trade and Other Receivables

Trade and other receivables consist of the following:

		October 31, 2020		October 31, 2019
Trade receivables	$	1,079	$	87,540
GST/HST receivable		-		133,967
Advances to an officer (Note 14)		2,669		37,053
Interest receivable		-		234
	$	3,748	$	258,794

During the year ended October 31, 2020 the Company recorded a bad debt expense of $21,379 ($11,820 – 2019) on trade receivables assessed as uncollectible.

7. Short-term Investment

The Company's short-term investment consisted of a guaranteed income certificate (GIC) with a principal amount of $30,000 held at a major Canadian financial institution. The GIC was purchased on May 22, 2019, matured on May 22, 2020 and paid interest at a rate of 1.75% per annum at maturity. The funds were held as a letter of credit.

Acquisition of GIC, May 22, 2019	$	30,000
Principal balance, October 31, 2019		30,000
Principal redemption, May 22, 2020		(30,000)
Principal balance, October 31, 2020		-

8. Equipment

		Computer equipment		Furniture and equipment		Total
Cost						
Opening, November 1, 2018	$	25,000	$	6,000	$	31,000
Additions		45,654		3,054		48,708
Impairment		(18,333)		-		(18,333)
Foreign exchange adjustment		-		(6)		(6)
Ending, October 31, 2019		52,321		9,048		61,369
Impairment		(6,667)		(3,086)		(9,753)
Foreign exchange adjustment		-		38		38
Ending, October 31, 2020	**$**	**45,654**	**$**	**6,000**	**$**	**51,654**

(Expressed in Canadian Dollars)

		Computer equipment		Furniture and equipment		Total
Accumulated depreciation						
Opening, November 1, 2018	$	-	$	-	$	-
Depreciation		16,221		1,377		17,598
Ending, October 31, 2019		16,221		1,377		17,598
Depreciation		19,854		2,126		21,980
Impairment		(5,316)		(1,343)		(6,659)
Ending, October 31, 2020	**$**	**30,759**	**$**	**2,160**	**$**	**32,919**
Net book value						
October 31, 2019	$	36,100	$	7,671	$	43,771
October 31, 2020	$	14,895	$	3,840	$	18,735

9. Intangible Assets

		Trademark		Space Esports brand and related assets		Total
Cost						
Opening, November 1, 2018	$	2,035	$	-	$	2,035
Acquisition of Space Esports (Note 5)		-		98,397		98,397
Impairment		(2,035)		-		(2,035)
Foreign exchange adjustment		-		(170)		(170)
Ending, October 31, 2019		-		98,227		98,227
Impairment		-		(100,059)		(100,059)
Foreign exchange adjustment		-		1,832		1,832
Ending, October 31, 2020	**$**	**-**	**$**	**-**	**$**	**-**
Accumulated amortization						
Opening, November 1, 2018	$	355	$	-	$	355
Amortization		-		19,679		19,679
Impairment		(355)		-		(355)
Ending, October 31, 2019		-		19,679		19,679
Impairment		-		(20,012)		(20,012)
Foreign exchange adjustment		-		333		333
Ending, October 31, 2020	**$**	**-**	**$**	**-**	**$**	**-**
Net book value						
October 31, 2019	$	-	$	78,548	$	78,548
October 31, 2020	$	-	$	-	$	-

(Expressed in Canadian Dollars)

10. Accounts Payable and Other Liabilities

		October 31, 2020		October 31, 2019
Accounts payable (Note 14)	$	123,264	$	89,829
Accrued liabilities		248,544		156,501
Payroll liabilities		704		33,267
GST/HST payable		4,556		-
Due from shareholders		-		1,054
	$	377,068	$	280,651

11. Promissory Notes Payable

On March 31, 2020, the Company entered into four loan transactions in the form of promissory notes, totalling $48,034. The promissory notes do not bear interest and mature at the earlier of five days after participating in a reverse takeover transaction, five days after a transaction resulting in change of control, five days after receiving the 2019 GST/HST refund from the Canada Revenue Agency, and December 31, 2020. The Company can prepay the principal at any time prior to maturity.

The Company received the 2019 GST/HST refund on June 15, 2020, but holders of $30,000 in promissory notes waived their rights to requiring repayment five days after and as a result become due on demand. The Company repaid $18,034 to the holder of the other promissory note during the year ended October 31, 2020. As at October 31, 2020, $30,000 in principal was outstanding for the promissory notes (Note 14).

12. Government Loan Payable

During the year ended October 31, 2020, the Company entered into a Canada Emergency Business Account "CEBA" loan with the Government of Canada which provides up to $40,000 in interest free loans to eligible businesses until December 31, 2022. If the Government of Canada is repaid by December 31, 2022, 25% being $10,000 will be forgiven. If the balance is not paid prior to December 31, 2022, the remaining balance will be converted to a three-year term loan at 5% annual interest, paid monthly. The full balance must be repaid no later than December 31, 2025.

13. Share Capital

Authorized

The Company is authorized to issue an unlimited number of common shares.

On October 31, 2020, the Company had 41,000,517 shares outstanding.

a) Issued

The Company issued common shares as described below during the year ended October 31, 2020:

On November 18, 2019, the Company issued 160,000 common shares pursuant to a private placement at $0.50 per common share for gross proceeds of $80,000 including 60,000 common shares issued in relation to the $30,000 subscriptions received in advance.. The Company paid cash finders' fees of $2,900 in conjunction with the private placement which have been recorded as share issuance costs.

On January 7, 2020, the Company issued 30,000 common shares pursuant to a private placement at $0.50 per common share for gross proceeds of $15,000. The Company paid cash finders' fees of $1,050 in conjunction with the private placement which have been recorded as share issuance costs.

On February 13, 2020, the Company issued 375,000 common shares pursuant to warrants exercised for $0.20 per common share for gross proceeds of $75,000.

On February 18, 2020, the Company issued 250,000 common shares pursuant to options exercised for $0.20 per common share for gross proceeds of $50,000.

On May 4, 2020, the Company entered into a settlement agreement related to $13,560 of accounts payable with a third-party consultant satisfied by the issuance of 135,600 shares with a fair value of $0.20 per share for total value of shares issued of $27,120, resulting in a loss on debt settlement of $13,560.

On July 26, 2020, the Company repurchased and cancelled 5,000,000 common shares pursuant to the settlement of the director that was terminated. The Company repurchased those shares for $10,000.

The Company issued common shares as described below during the year ended October 31, 2019:

On November 6, 2018, the Company issued 1,875,000 common shares pursuant to a private placement at $0.20 per common share for gross proceeds of $375,000 including 525,000 common shares issued in relation to the $105,000 subscriptions received in advance. The Company paid cash finders' fees of $19,000 in conjunction with the private placement which have been recorded as share issuance costs.

On November 15, 2018, the Company issued 575,000 common shares pursuant to a private placement at $0.20 per common share for gross proceeds of $115,000. The Company paid cash finders' fees of $5,950 in conjunction with the private placement which have been recorded as share issuance costs.

On February 7, 2019, the Company issued 300,000 common shares pursuant to a private placement at $0.20 per share for gross proceeds of $60,000.

On February 12, 2019, the Company issued 200,000 common shares pursuant to a private placement at $0.20 per common share for gross proceeds of $40,000.

On February 28, 2019, the Company issued 1,650,000 common shares pursuant to a private placement at $0.20 per common share for gross proceeds of $330,000. The Company paid cash finders' fees of $5,800 in conjunction with the private placement which have been recorded as share issuance costs.

On March 26, 2019, the Company issued 5,007,500 common shares pursuant to a private placement at $0.20 per common share for gross proceeds of $1,001,500. The Company paid cash finders' fees of $33,425 in conjunction with the private placement which have been recorded as share issuance costs.

On April 5, 2019, the Company issued 1,175,750 common shares pursuant to a private placement at $0.20 per common share for gross proceeds of $235,150.

On April 25, 2019, the Company issued 150,000 common shares pursuant to a private placement at $0.20 per common share for gross proceeds of $30,000. The Company paid cash finders' fees of $13,451 in conjunction with the private placement which have been recorded as share issuance costs.

On June 19, 2019, the Company issued 590,000 common shares pursuant to a private placement at $0.50 per common share for gross proceeds of $295,000.

On July 3, 2019, the Company issued 430,000 common shares pursuant to a private placement at $0.50 per common share for gross proceeds of $215,000. The Company paid cash finders' fees of $15,050 in conjunction with the private placement which have been recorded as share issuance costs.

On September 18, 2019, the Company issued 450,000 common shares pursuant to a private placement at $0.50 per common share for gross proceeds of $225,000.

On September 27, 2019, the Company issued 106,667 common shares pursuant to an asset purchase agreement at $0.50 per common share for gross proceeds of $53,334 (Note 5).

On September 27, 2019, the Company issued 1,540,000 common shares pursuant to a private placement at $0.50 per common share for gross proceeds of $770,000. The Company paid cash finders' fees of $39,650 in conjunction with the private placement which have been recorded as share issuance costs.

During the year ended October 31, 2019, the Company received $30,000 for shares that were issued during 2020.

During the year ended October 31, 2019, the Company incurred share issuance costs of $67,961 related to legal fees.

b) Stock options

The Company has a stock option plan (the "Stock Option Plan") where the Board of Directors can grant stock options to directors, officers, employees and consultants of the Company as performance incentives. At the time of granting a stock option, the Board of Directors must approve: (i) the exercise price, being not less than the market value of the common shares; (ii) the vesting provisions; and (iii) the expiry date, generally being no more than ten years after the grant date.

During the year ended October 31, 2020, the Company granted the following stock options:

a) 500,000 options were granted on March 30, 2020 with an exercise price of $0.20 and expiry date of March 30, 2025. One third of these options vest immediately, the next third vests on the first anniversary, and the final third vests on the second anniversary.
b) 375,000 options were granted on April 14, 2020 with an exercise price of $0.20 and expiry date of April 14, 2025. One third of these options vest immediately and the remainder of shares vests evenly over 24 months.
c) 100,000 options were granted on May 29, 2020 with an exercise price of $0.50 and expiry date of May 29, 2025. These options vested evenly over 12 months.
d) 100,000 options were granted on July 2, 2020 with an exercise price of $0.50 and expiry date of July 2, 2025. These options vested evenly over 12 months.
e) In July 2020, the Company entered into two separate consulting agreements each with a term of 36 months. As consideration, the Company shall grant the following remuneration to each consultant based on the following key performance indicators:

Upon:

(i) closing of the acquisition transaction (see Note 7);
(ii) the Company successfully raising aggregate gross proceeds of $2,000,000 through an equity financing; and
(iii) the Consultant joining the Company's board of directors or board of advisors, the consultant shall be issued:

- 250,000 stock options of the Company at an exercise price of $0.50 which shall vest in equal monthly instalments over twenty-four months from the grant date; and
- 1,250,000 restricted share units which shall vest into common shares of the Company for no additional consideration upon a transaction which causes the Company to become a reporting issuer or a transaction that constitutes a reverse take-over of the Company

During the year ended October 31, 2019, the Company granted the following stock options:

a) 400,000 options were granted on January 8, 2019 with an exercise price of $0.20 and expiry date of January 8, 2029. These options vested evenly over four quarters starting on April 1, 2019.
b) 100,000 options were granted on January 22, 2019 with an exercise price of $0.20 and expiry date of January 22, 2029. These options vested evenly over four quarters starting on April 1, 2019.
c) 100,000 options were granted on January 24, 2019 with an exercise price of $0.20 and expiry date of January 24, 2029. These options vested evenly over four quarters starting on April 1, 2019.
d) 2,500,000 options were granted on February 1, 2019 with an exercise price of $0.20 and expiry date of February 1, 2029. These options vested immediately.
e) 250,000 options were granted on March 11, 2019 with an exercise price of $0.20 and expiry date of March 11, 2024. These options vested immediately.
f) 25,000 options were granted on March 21, 2019 with an exercise price of $0.20 and expiry date of March 21, 2029. These options vested immediately.

(Expressed in Canadian Dollars)

g) 125,000 options were granted on March 29, 2019 with an exercise price of $0.20 and expiry date of March 29, 2029. These options vested immediately.
h) 200,000 options were granted on April 1, 2019 with an exercise price of $0.20 and expiry date of April 1, 2029. These options vested evenly over four quarters starting on July 1, 2019.
i) 500,000 options were granted on April 1, 2019 with an exercise price of $0.20 and expiry date of April 1, 2029. 125,000 of these options vested immediately and 375,000 vested evenly over 36 months starting from the grant date. The agreement was amended during the year ended October 31, 2020 to vest the remaining options immediately.
j) 600,000 options were granted on April 2, 2019 with an exercise price of $0.20 and expiry date of April 2, 2029. The options vested evenly over four quarters starting on July 2, 2019.
k) 40,000 options were granted on June 20, 2019 with an exercise price of $0.50 and expiry date of June 20, 2029. Half of the options vested on the first anniversary of the grant date and the other half vested on the second anniversary of the grant date.

During the years ended October 31, 2020 and 2019, the stock option activity is as follows:

	Number	Weighted Average Exercise Price
Outstanding and exercisable, November 1, 2018	-	-
Granted	4,840,000	$0.20
Outstanding, October 31, 2019	4,840,000	$0.20
Granted	1,075,000	$0.26
Exercised	(250,000)	($0.20)
Forfeited	(1,040,000)	($0.19)
Outstanding, October 31, 2020	4,625,000	$0.21

At October 31, 2020, the following stock options were outstanding and exercisable, entitling the holders thereof the right to purchase one common share for each option held as follows:

Number Outstanding	Exercise Price	Expiry Date	Number Exercisable
500,000	$0.20	March 30, 2025	166,668
375,000	$0.20	April 14, 2025	187,501
100,000	$0.50	May 29, 2025	41,665
100,000	$0.50	July 2, 2025	33,332
100,000	$0.20	January 8, 2029	100,000
100,000	$0.20	January 24, 2029	100,000
2,000,000	$0.20	February 1, 2029	2,000,000
25,000	$0.20	March 21, 2029	25,000
125,000	$0.20	March 29, 2029	125,000
600,000	$0.20	April 1, 2029	600,000
600,000	$0.20	April 2, 2029	600,000
4,625,000			3,979,166

As at October 31, 2020, the weighted average life of options outstanding was 7.42 years.

(Expressed in Canadian Dollars)

The estimated fair value of stock options granted is determined using the Black-Scholes option pricing model and is recorded as a charge in the consolidated statement of loss and comprehensive loss over the vesting period of the stock options, with a corresponding increase to reserves. During the year ended October 31, 2020, $186,930 (2019 - $881,956) was recorded as share-based payments for stock options with a weighted-average fair value per option of $0.18 (2019 - $0.20). Stock options are granted at a price equal to or above the fair value of the common shares. The consideration received on the exercise of stock options is added to share capital at the time of exercise.

The fair value of the stock options granted was determined using the Black-Scholes option pricing model with the following weighted-average assumptions:

	October 31, 2020	October 31, 2019
Share price	$0.20	$0.20
Exercise price	$0.26	$0.20
Expected volatility	150%	150%
Expected option life	5.00 years	9.74 years
Expected dividend yield	-	-
Expected forfeiture rate	-	-
Risk-free interest rate	0.55%	1.85%

c) Warrants

During the year ended October 31, 2019, the Company granted the following common share purchase warrants:

a) 3,199,999 warrants were granted on April 1, 2019 with an exercise price of $0.20 and expiry date of April 1, 2023. One third of these options vest immediately, the next third vests on tJune 30, 2019, and the final third vests on the earlier of (i) the date that the Company has raised aggregate proceeds of $15,000,000 or (ii) December 31, 2019.

The following is a summary of changes in warrants for the years ended October 31, 2020 and 2019:

	Number	Weighted Average Exercise Price
Outstanding and exercisable, November 1, 2018	-	-
Granted	3,199,999	$0.20
Outstanding, October 31, 2019	3,199,999	$0.20
Granted	-	-
Exercised	(375,000)	($0.20)
Outstanding and exercisable, October 31, 2020	2,824,999	$0.20

At October 31, 2020, the following warrants were outstanding and exercisable, entitling the holders thereof the right to purchase one common share for each option held as follows:

Number Outstanding	Exercise Price	Expiry Date	Number Exercisable
2,824,999	$0.20	April 1, 2023	2,824,999

As at October 31, 2020, the weighted average life of warrants outstanding was 2.42 years.

(Expressed in Canadian Dollars)

The estimated fair value of warrants granted is determined using the Black-Scholes option pricing model and is recorded as a charge in the consolidated statements of loss and comprehensive loss over the vesting period of the warrants, with a corresponding increase to reserves. During the year ended October 31, 2020, $41,347 (2019 – $515,818) was recorded as share-based payments for warrants. Warrants are issued at a price equal to or above the fair value of the common shares. The consideration received on the exercise of warrants is added to share capital at the time of exercise.

The fair value of the warrants granted was determined using the Black-Scholes option pricing model with the following assumptions:

	October 31, 2020	October 31, 2019
Share price	-	$0.20
Exercise price	-	$0.20
Expected volatility	-	150%
Expected option life	-	4 years
Expected dividend yield	-	-
Expected forfeiture rate	-	-
Risk-free interest rate	-	1.65%

14. Related Party Transactions

a) Key management compensation

Key management consists of the officers and directors who have authority and are responsible for overseeing, planning, directing and controlling the activities of the Company.

During the years ended October 31, 2020 and 2019, the Company incurred charges with officers and directors recorded at their exchange amounts as agreed upon by transacting parties as follows:

		October 31, 2020		October 31, 2019
Management fees	$	35,833	$	212,417
Salaries included in general and administrative expenses in the statement of net loss		40,000		100,000
Share-based payments		52,687		385,100
	$	128,520	$	697,517

Share-based payments are the fair value of options granted to key management personnel as at the grant date.

During the years ended October 31, 2020 and 2019, key management personnel were not paid any post-employment benefits, termination benefits or any other long-term benefits.

(Expressed in Canadian Dollars)

b) Other transactions

During the year ended October 31, 2019, the Company incurred $60,110 in website and design costs to an agency controlled by a director. The website and design costs are included in general and administrative expenses in the statement of net loss. There were no website and design fees paid to related parties during the year ended October 31, 2020.

During the year ended October 31, 2020, the Company incurred $39,110 (2019: $84,866) in accounting fees to a Company owned by the Chief Financial Officer. Accounting fees are included in general and administrative expenses in the statement of net loss and comprehensive loss.

c) Related party balances

As at October 31, 2020, included in trade and other receivables is $2,669 (2019 - $37,053) owing to the Company from a director.

As at October 31, 2020, included in accounts payable and other liabilities is $22,218 (2019 – $27,210) in amounts payable to a company owned by one of the directors of the Company. Two directors waived a total of $30,833 in accrued management fees payable to themselves. The amount is unsecured, non-interest bearing and due on demand.

As at October 31, 2020, included in promissory notes payable (Note 11) is $20,000 (2019 - $Nil) in amounts payable to directors of the Company. The amount is unsecured, non-interest bearing and due on demand.

As at October 31, 2020, included in prepaid expenses and deposits is $Nil (2019 - $10,000) in amounts paid to a director of the Company.

15. General and Administrative Expenses

General and administrative expenses consisted of the following:

		October 31, 2020		**October 31, 2019**
Bank charges and interest	$	10,694	$	16,957
Insurance		21,114		9,095
Office and miscellaneous		105,817		151,071
Salaries and benefits		221,880		258,032
Professional fees		234,932		306,329
Utilities		7,812		16,545
	$	602,249	$	758,029

(Expressed in Canadian Dollars)

16. Loss Per Share

The calculation of basic and diluted loss per share was based on the following data:

		2020		2019
Weighted average number of shares – basic:				
Issued common shares, November 1, 2018		54,049,917		40,000,000
Effect of common shares during the year		(8,476,101)		8,214,137
		45,573,816		48,214,137
Net loss	$	1,480,586	$	4,514,084
Net loss per share – basic and diluted	$	0.03	$	0.09

The basic loss per share is computed by dividing the net loss by the weighted average number of common shares outstanding during the period. The diluted loss per share reflects the potential dilution of common share equivalents, such as stock options and share purchase warrants, in the weighted average number of common shares outstanding during the period, if dilutive.

There are no shares held in escrow as of October 31, 2020 or 2019.

17. Supplemental Disclosures with Respect to Cash Flows

		2020		2019
Cash paid during the year for interest	$	-	$	-
Income taxes paid		-		-
Fair value of shares issued for acquisition		-		53,334
Fair value of shares issued for debt		27,120		-

18. Segmented Reporting

The Company operated one industry reportable segment of digital entertainment during the years ended October 31, 2020 and 2019. All of the Company’s non-current assets are in Canada and the United States. The Company has determined that it has a single reportable segment as the Company’s decision makers reviews information on a consolidated basis.

19. Capital Management

The Company considers its capital structure to consist of shareholders’ equity, promissory notes payable, and government loan payable. The Company manages its capital structure and makes adjustments to it, in order to have the funds available to support the acquisition and development of its business. 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 manages its capital structure and makes adjustments to it in light of economic conditions. The Company, upon approval from its Board of Directors, will balance its overall capital structure through new share issues or by undertaking other activities as deemed appropriate under the specific circumstances. Neither the Company nor its subsidiaries are subject to externally imposed capital requirements as at October 31, 2020.

(Expressed in Canadian Dollars)

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern. The Company's ability to raise future capital is subject to uncertainty and the inability to raise such capital may have an adverse impact over the Company's ability to continue as a going concern (Note 2).

The Company is dependent on external equity financing to fund its activities. In order to carry out the planned operations and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the year ended October 31, 2020.

20. Financial Instruments and Risk Management

Fair values

Hierarchical levels, defined by IFRS 7 and directly related to the amount of subjectivity associated with Inputs to fair valuation of these financial assets and liabilities, are as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1);
- Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices) (Level 2); and
- Inputs for the asset or liability that are not based on observable market data (unobservable inputs) (Level 3).

The fair values of the cash, trade and other receivables, short-term investment, accounts payable and other liabilities, and promissory notes payable approximate their carrying values due to the relatively short-term nature of these financial instruments.

The following table sets for the Company's financial assets measured at fair value on a recurring basis by level within the fair value hierarchy:

	Level 1	Level 2	Level 3
Cash	$ 110,734	$ -	$ -
Trade and other receivables	-	3,748	-
Accounts payable	-	(123,264)	-
Promissory notes payable	-	(30,000)	-
Total	$ 110,734	$ (149,516)	$ -

Cash is comprised of:

		October 31, 2020		**October 31, 2019**
Cash held in bank account	$	110,679	$	524,073
Cash held in PayPal account		55		27,099
Total	$	110,734	$	551,172

Cash includes demand deposits with financial institutions and cash equivalents consist of short-term, highly liquid investments purchased with original maturities of three months or less. As at October 31, 2020 and 2019, the Company did not have any cash equivalents.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its obligations. The Company's maximum exposure to credit risk for its trade receivables is equal to the carrying amount of those items.

97.7% of the Company's cash and cash equivalents are held with a major Canadian financial institution and thus the exposure to credit risk is considered insignificant. The remaining 2.3% is held in the Company's PayPal accounts. Management actively monitors the Company's exposure to credit risk under its financial instruments, including with respect to trade and other receivables.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations associated with financial liabilities. The Company has a planning and budgeting process in place by which it anticipates and determines the funds required to support its normal operating requirements. The Company coordinates this planning and budgeting process with its financing activities through its capital management process.

The Company holds sufficient cash and cash equivalents and working capital, maintained through stringent cash flow management, to ensure sufficient liquidity is maintained. Maturity analysis of liabilities which are due in next twelve months can be summarized as follows:

		2020		**2019**
Accounts payable and other liabilities	$	377,068	$	280,651

Foreign currency risk

Foreign exchange risk is the risk that the fair value of future cash flows will fluctuate as a result of changes in foreign exchange rates. A large portion of the Company's transactions occur in a foreign currency (primarily in US dollars) and, therefore, the Company is exposed to foreign currency risk at the end of the reporting period through its U.S. denominated trade receivables, accounts payable and cash. As at October 31, 2020, the Company has net financial liabilities of approximately $44,000 denominated in US dollars. Therefore, a 10% depreciation or appreciation of the U.S. dollar against the

(Expressed in Canadian Dollars)

Canadian dollar would have resulted in an approximate $4,400 decrease or increase, respectively, in total loss and comprehensive loss.

Interest rate risk

The Company does not have any significant exposure as at October 31, 2020 to interest rate risk through its financial instruments.

21. Income Taxes

A reconciliation of current income taxes at statutory rates with the reported taxes is as follows:

		2020		**2019**
Net loss before income taxes	$	1,480,586	$	4,514,084
Statutory income tax rate		26.50%		26.50%
Expected income tax recovery		392,000		1,196,000
Change in statutory, foreign tax, foreign exchange rates, and other		3,000		(3,000)
Permanent differences		(84,000)		(375,000)
Share issuance costs		-		53,000
Change in unrecognized deductible temporary differences		(311,000)		(871,000)
Total income tax expense	$	-	$	-

The significant components of the Company's future income tax assets that have not been included on the consolidated statement of financial position are as follows:

		2020		**2019**
Deferred tax assets (liabilities)				
Share issuance costs	$	32,000	$	42,000
Non-capital losses available for future periods		1,150,000		829,000
		1,182,000		871,000
Unrecognized future income tax assets		(1,182,000)		(871,000)
Net future income tax assets	$	-	$	-

(Expressed in Canadian Dollars)

The significant components of the Company's temporary differences, unused tax credits and unused tax losses that have not been included on the consolidated statement of financial position are as follows:

		2020	Expiry Date Range		2019	Expiry Date Range
Temporary Differences						
Share issuance costs	$	120,000	2041 to 2044	$	160,000	2040 to 2043
Non-capital losses available for future periods						
Canada		4,069,000	2030 to 2040		3,013,000	2030 to 2039
USA		259,000	2039 to 2040		109,000	2039
		4,328,000	2030 to 2040		3,122,000	2030 to 2039

Tax attributes are subject to review, and potential adjustment, by tax authorities.

22. Subsequent Events

a) On November 17, 2020, the Company issued 25,990 shares at a price of $0.50 per share to settle outstanding debt totaling $12,995.

b) On November 23, 2020 ("engagement date"), the Company awarded 1,000,000 restricted share units ("RSU"). The RSUs vest as follows:
200,000 – immediately on engagement date
200,000 – six months following the engagement date
200,000 – twelve months following the engagement date
200,000 – eighteen months following the engagement date
200,000 – twenty-four months following the engagement date

c) On December 14, 2020, the Company, through its wholly owned subsidiary Tiidal NZ, entered into and completed an asset purchase agreement with Sportsflare NZ Limited. ("Sportsflare NZ") to acquire the assets of Sportsflare NZ for 3,000,000 common shares of the Company, plus an earn-out of up to an additional 3,000,000 common shares subject to certain milestones being achieved ("Milestone Shares") as follows:

- 1,500,000 common shares of Tiidal shall be issued when one of the Market Validating Customers purchases a license and uses the product for three consecutive months without any material complaints or raising any technical issues ("Successful Integration"), on or before the first anniversary of the closing date or such other date as the parties may agree in writing; and

- 1,500,000 common shares of Tiidal shall be issued upon Tiidal NZ (doing business as Sportsflare) achieving USD$100,000 in monthly recurring revenue from at least ten customers or deployments of on or before December 31, 2022

The Company also assumed certain liabilities of Sportsflare NZ with a fair value of $20,369. The Company issued the initial 3,000,000 common shares on behalf of Tiidal NZ on December 14, 2020 to acquire the assets. The asset purchase agreement was amended on September 24, 2021 for the Milestone Shares. See Note 22k.

d) On January 4, 2021, the Company received an additional $20,000 from the Canada Emergency Benefit Account ("CEBA") loan. The loan is an interest free loan of $20,000 from the Government of Canada until December 31, 2022. If the Government of Canada is repaid by December 31, 2022, 50% of additional $20,000 received ($10,000) will be forgiven. If the Company is not able to repay, the loan will convert into a regular loan with a three-year term at 5% per annum.

e) On February 17, 2021, the Company issued 25,990 shares at a price of $0.50 per share to settle outstanding debt totaling $12,995.

f) On March 30, 2021, the Company received a loan from GTA Financecorp Inc. ("GTA") in the amount of $50,000. The loan is unsecured, does not bear interest, and matures on the earlier of the completion of the RTO and the termination of the definitive agreement.

g) On March 31, 2021, the Company closed a convertible promissory note financing for gross proceeds of $280,250. The convertible notes are unsecured, bear interest at a rate of 7% per annum and mature on March 31, 2022. If the Company completes an equity financing in connection with a Reverse Takeover Offering ("RTO") or Initial Public Offering ("IPO"), the convertible promissory notes and any accrued but unpaid interest will automatically convert into the same share or unit consisting of shares and warrants or any other combination of securities of the Corporation underlying the subscription receipts and issuable in exchange for such subscription receipts. If a RTO or IPO has not occurred and the Corporation elects to consummate a sale of the Corporation or of all or substantially all of its assets prior to the Maturity Date ("Sale Transaction"), then the convertible promissory notes will automatically convert into the highest ranking securities authorized by the Corporation at a conversion price equal to a 15% discount to price per share paid in connection with the Sale Transaction (or, if an asset sale, a price per share equal to a 15% discount to the price per share at the Corporation's most recent financing round).

h) On July 12, 2021, the Company, GTA, and 2852773 Ontario Inc., a wholly-owned subsidiary of GTA ("GTA Subco"), entered into a business combination agreement ("definitive agreement") whereby Tiidal and GTA Subco would amalgamate by way of a three-cornered amalgamation and the issued and outstanding securities of GTA would be exchanged for securities of Tiidal ("GTA RTO"). Tiidal would become a wholly-owned subsidiary of GTA as a result of the amalgamation. The definitive agreement provided that, subject to the satisfaction of certain conditions precedent, including applicable regulatory and stock exchange approvals, GTA would complete a reverse takeover of the Company and GTA would change its name to Tiidal Gaming Group Corp. or similar as the Resulting Issuer. All outstanding Tiidal RSUs would automatically vest.

i) On July 13, 2021, the Company closed the first tranche of a non-brokered financing of 3,576,364 subscription receipts at a price of $0.50 per subscription receipt for gross proceeds of $1,788,182 and a brokered financing of 2,971,000 subscription receipts at a price of $0.50 per subscription receipt for gross proceeds of $1,485,500. Tiidal will split its common shares on the basis of one pre-share split Tiidal common share for 1.2738 post-share split Tiidal common share. Each subscription receipt will, upon satisfaction of the escrow release conditions, be automatically converted into one unit of the Corporation, with each unit being comprised of one post-share split common share and one-half of one post-share split warrant. Each warrant will entitle the holder to purchase one post-share split Tiidal common share for a period of 24 months following the conversion date at a price of $0.75. The Company entered into a Subscription Receipt Agreement with Beacon Securities Limited and TSX Trust Company and $3,108,923 in proceeds (after deducting $164,759 of financing costs) from the subscription financing were transferred to TSX Trust to be released upon the satisfaction of escrow release conditions, including the RTO with GTA. Should the escrow release conditions not be satisfied before the escrow release deadline, the subscription receiptholder will be entitled to receive the aggregate subscription price for their subscriptions receipts plus their pro rata portion of accrued interest earned on the escrow proceeds from the closing date of the subscription receipts to the escrow release deadline. The Company issued 346,890 subscription receipts to the agents in connection with the financing and issued 457,970 compensation options to the agents upon satisfaction of the escrow conditions. Each compensation option will be exercisable for one post-share split common share or one Resulting Issuer Share (subject to any necessary adjustments), as applicable, $0.50 for a period of 24 months following the satisfaction of the escrow release conditions.

j) On August 30, 2021, the Company received a loan from GTA in the amount of $30,000. The loan is unsecured, does not bear interest, and matures on the earlier of the completion of the RTO and the termination of the definitive agreement.

k) On September 24, 2021, the Company entered into an amendment to the asset purchase agreement dated December 14, 2020 with Sportsflare NZ (see Note 22c) for the 3,000,000 Milestone Shares. The Milestone Shares conditions were amended to the following:

- 1,500,000 common shares of Tiidal shall be issued to Sportsflare NZ on the successful integration of one of the Market Validating Customers on or before December 31, 2022 ("Market Validation Milestone Shares"). In the event of the successful integration of a certain customer on or before December 31, 2022, Tiidal shall issue 500,000 common shares to Sportsflare NZ and the remaining Market Validation Milestone Shares shall be available for issuance upon the satisfaction of the Market Validation Milestone on or before December 31, 2022; and

- 1,500,000 common shares shall be issued upon Tiidal NZ achieving USD$100,000 (or equivalent currency) in monthly recurring revenue from at least ten customers or deployments of Tiidal NZ on or before December 31, 2022 ("Recurring Revenue Milestone").

l) On September 24, 2021 the Company received $20,000 in promissory note proceeds from two companies controlled by directors of the Company. The amount is unsecured, does not bear interest and matures at the earlier of five days after completing a reverse takeover transaction or transaction resulting in a change of control and October 31, 2021.

m) On September 29, 2021 the Company received $6,000 in promissory note proceeds. The amount is unsecured, does not bear interest and matures at the earlier of five days after completing a reverse takeover transaction or transaction resulting in a change of control and October 31, 2021.

n) On October 1, 2021, the Company received $4,000 in promissory note proceeds. The amount is unsecured, does not bear interest, and matures at the earlier of five days after completing a reverse takeover transaction or transaction resulting in a change of control and October 31, 2021.

o) On October 7, 2021, the Company closed the second tranche of a non-brokered financing of 296,970 subscription receipts at a price of $0.50 per subscription receipt for gross proceeds of $148,485. The subscription receipts have the same terms and escrow conditions as the first tranche which closed on July 13, 2021 as noted above. $148,485 in gross proceeds from the second tranche of the subscription financing were transferred to TSX Trust to be released upon the satisfaction of escrow release conditions.

p) On October 12, 2021, the Company received a total of $6,000 in promissory note proceeds from two companies controlled by directors of the Company. The amounts do not bear interest and mature at the earlier of five days after completing a reverse takeover transaction or transaction resulting in a change of control and October 31, 2021.

q) On October 28, 2021, the Company received an additional loan from GTA in the amount of $19,000. The loan is unsecured, does not bear interest, and matures on the earlier of the completion of the RTO and the termination of the definitive agreement.

TIIDAL GAMING GROUP INC.
MANAGEMENT DISCUSSION & ANALYSIS
For the years ended October 31, 2020 and 2019
(Expressed in Canadian Dollars)

This Management's Discussion and Analysis ("MD&A") is a review of the operations, current financial position and outlook for Tiidal Gaming Group Inc. ("Tiidal" or the "Company"). This MD&A should be read in conjunction with the Company's audited consolidated financial statements and notes thereto for the years ended October 31, 2020 and 2019.

The Company's audited consolidated financial statements and notes thereto have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC") and are reported in Canadian dollars unless otherwise noted.

Tiidal Gaming Group Inc. is classified as a "venture issuer" for the purposes of National Instrument 51-102. This MD&A was approved by the directors of the Company on November 8, 2021.

Caution Regarding Forward Looking Statements

Certain statements in this report are forward-looking statements which reflect management's expectations regarding future growth, results of operations, performance, business prospects and opportunities, the Company's ability to meet financial commitments and its ability to raise funds when required. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations, or intentions regarding the future. Such statements are subject to risks and uncertainties that may cause actual results, performance, or developments to differ materially from those contained in the statements. No assurance can be given that any of the events anticipated by the forward-looking statements will occur or, if they do occur, what benefits the Company will obtain from them. These forward-looking statements reflect management's current views and are based on certain assumptions and speak only as of the date of this report. These assumptions, which include management's current expectations, the global economic environment, and the Company's ability to manage its operating costs, may prove to be incorrect. Several risks and uncertainties could cause actual results to differ materially from those expressed or implied by the forward-looking statements; these risks are outlined substantially in the Tiidal Gaming Group Corp. Listing Statement.

There is a significant risk that such forward-looking statements will not prove to be accurate. Investors are cautioned not to place undue reliance on these forward-looking statements. No forward-looking statement is a guarantee of future results. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

Actual performance, achievement or other realities could differ materially from those expressed in, or implied by, any forward-looking statements or information in this MD&A and, accordingly, investors should not place undue reliance on any such forward-looking statements or information. Further, any forward-looking statement or information speaks only as of the date on which such statement is made, and the Company does not undertake any obligation to update any forward-looking statements or information to reflect information, events, results, circumstances, realities or otherwise after the date on which such statement is made or to reflect the occurrence of unanticipated events, except as required by law, including securities laws. All forward-looking statements and information contained in this MD&A and other documents of the Company are qualified by such cautionary statements. New factors emerge from time to time, and it is not possible for management to predict all such factors and to assess in advance the impact of each such factor on the Company's business or the extent to which any factor, or combination of factors, may cause actual realities to differ materially from those contained in any forward-looking statements.

In addition, forward-looking statements, and information herein, including financial information, is based on certain assumptions relating to the business and operations of the Company. Although the Company has attempted to identify important factors that could cause actual actions, events, or results to differ materially from those described in forward-looking statements and forward-looking information in this MD&A, and the documents incorporated by reference herein, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There is no assurance that such statements and information will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements or information. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information contained in this MD&A.

Nature of Business

The table below lists the Tiidal's wholly-owned subsidiaries as at October 31, 2020:

Name of subsidiary	**Jurisdiction Incorporated**	**Functional Currency**	**Accounting Method**
Lazarus Esports Inc.	Canada	Canadian dollars	Consolidation
Space Esports Inc.	USA	U.S. dollars	Consolidation

Tiidal Gaming Group Inc. and Lazarus Esports Inc. ("Lazarus Esports") were incorporated under the Business Corporations Act of Ontario on October 22, 2018 and May 19, 2019, respectively. Space Esports Inc. was incorporated under the laws of Delaware on July 23, 2019.

The business began as SetToDestroyX, a sole proprietorship operated by Charlie Watson that began operations in 2010 in the esports industry. On October 27, 2018, Tiidal acquired the business assets associated with the business of SetToDestroyX in exchange for 30,000,000 common shares of the Company, $140,000, and the assumption of $22,468 of liabilities. The organization changed its team name from SetToDestroyX to Lazarus in November 2018.

On September 27, 2019, Tiidal, through its subsidiary Space Esports Inc., acquired the business assets of Space Esports, a sole proprietorship operating in the esports industry.

On December 14, 2020, Tiidal Gaming NZ Limited ("Tiidal NZ"), a wholly owned subsidiary of the Company incorporated on November 23, 2020 under the Companies Act 1993 in New Zealand, entered into and completed an asset purchase agreement with Sportsflare NZ Limited ("Sportsflare NZ") to acquire the assets of Sportsflare NZ.

On July 12, 2021, the Company, GTA, and 2852773 Ontario Inc., a wholly-owned subsidiary of GTA ("GTA Subco"), entered into a business combination agreement whereby Tiidal and GTA Subco would amalgamate by way of a three-cornered amalgamation and the issued and outstanding securities of GTA would be exchanged for securities of Tiidal ("GTA RTO"). Tiidal would become a wholly-owned subsidiary of GTA as a result of the amalgamation. The resulting issuer will be listed on the Canadian Securities Exchange or such other Canadian Stock exchange selected by the Company. See the Proposed Transactions section of this MD&A.

The Company's head office, principal address and registered office is located at 365 Bay Street, Suite 800, Toronto, Ontario M5H 2V1.

The Company's principal business activities are owning and operating synergistic businesses across the gaming ecosystem, including its wholly-owned subsidiaries Tiidal NZ doing business as Sportsflare, which has developed a robust odds feed and advanced betting solutions for sportsbooks and online betting companies, and Lazarus Esports, a Canadian leader and globally recognized competitive esports organization. Tiidal plans to go public and list on a recognized stock exchange in Canada.

Overall Performance

The Company's net loss and comprehensive loss for the year-ended October 31, 2020 was $1,480,586 and $1,479,041, respectively (2019 - $4,514,084 and $4,513,756, respectively). Prize revenue decreased by $4,705,410 from $5,183,471 in 2019 to $478,061 in 2020 as the 2019 fiscal year included USD $3,500,000 of prize winnings from the 2019 Fortnite World Cup which was held at Arthur Ashe Stadium in New York. Prize revenue also decreased due to the Company releasing many competitive esports players from its teams. In addition, the COVID-19 pandemic affected and prevented some in-person esports tournaments.

Sponsorship and other revenue increased by $86,764 from $13,400 to $100,164 as the Company pursued and entered into more sponsorships during the year ended October 31, 2020, including an agreement with Iovate Health Sciences, the makers of XP Sports supplements.

Overall, operating expenses decreased by 68% from $4,808,544 in 2019 to $1,523,627 in 2020 as the Company took cost savings measures during the year to preserve its cash. The Company released a number of esports players and player managers during the year ended October 31, 2020, resulting in decreases of $752,322 in player fees and $100,414 in player management fees compared to fiscal 2019. In addition, travel expenses decreased due to less corporate travel, fewer players travelling for competitive tournaments, and the effect of the COVID-19 pandemic. Share-based payments expense decreased by $1,169,498 from $1,397,775 in 2019 to $228,277 in 2020 as some directors and officers had been appointed during the prior fiscal year and were issued stock options which vested over time. In addition, warrants had been issued to consultants in the prior year.

Going Concern

As at October 31, 2020, the Company had a net working capital deficiency of $303,173 (2019 – working capital of $600,837). The Company's ability to continue its operations and to realize assets at their carrying values is dependent upon its ability to raise financing and generate profits and positive cash flows from operations in order to cover its operating costs. From time to time, the Company increases its working capital to fund its operations by raising additional capital through equity or debt financing. However, there is no assurance it will be able to continue to do so in the future. The accompanying consolidated financial statements do not give effect to any adjustments required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in the accompanying consolidated financial statements. If the going concern assumption was not appropriate for the accompanying financial statements, adjustments would be necessary to the statement of financial position classifications used. Such adjustments could be material. Additional funds will be required to enable the Company to pursue its initiatives, and the Company may be unable to obtain such financing on terms which are satisfactory to it. Furthermore, there is no assurance that the business will be profitable. These factors indicate the existence of a material uncertainty that may cast doubt about the Company's ability to continue as a going concern. Should the Company be unable to complete these plans to obtain additional financing and be unable to continue as a going concern, the Company may be forced to cease operations.

Selected Annual Information

		2020		2019
Revenues	$	578,225	$	5,196,871
Cost of sales		419,287		4,860,939
Expenses		1,523,627		4,808,544
Net loss		(1,480,586)		(4,514,084)
Comprehensive loss		(1,479,041)		(4,513,756)
Basic and diluted comprehensive loss per share		(0.03)		(0.09)
Total assets		140,082		1,003,807
Total non-current financial liabilities		40,000		-
Total Liabilities		464,520		280,651

Results of Operations for the years ended October 31, 2020 and 2019

Revenue

The Company generated revenue of $578,225 for the year ended October 31, 2020 compared to $5,196,871 for the year ended October 31, 2019. Prize revenue decreased by $4,705,410 (91%) from $5,183,471 in 2019 to $478,061 in 2020 as the 2019 fiscal year included USD $3,500,000 of prize winnings from the 2019 Fortnite World Cup which was held at Arthur Ashe Stadium in New York. Prize revenue also decreased due to the Company releasing many competitive esports players from its teams, including Fortnite players David Jong ("Rojo"), Jaden Ashman ("Wolfiez"), and Nate Kou ("Kreo"). In addition, the COVID-19 pandemic affected and prevented some in-person esports tournaments.

Sponsorship and other revenue increased by $86,764 from $13,400 to $100,164 as the Company entered into more sponsorships during the year ended October 31, 2020, including an agreement with Iovate Health Sciences, the makers of XP Sports supplements.

Cost of sales and gross profit

Cost of sales consists primarily of the player's portion of tournament winnings, but also includes commission paid on sponsorship revenue. Cost of sales decreased by 91% from $4,860,939 in the year ended October 31, 2019 to $419,287 during the year ended October 31, 2020. The Company released some of its esports players and had fewer competitive players in 2020 compared to 2019 and did not win as much prize money from tournaments resulting from the COVID-19 pandemic. In particular, the Company had USD $3,500,000 of prize winnings from the 2019 Fortnite World Cup as noted above and did not have similar prize winnings from that event during the year ended October 31, 2020. The tournaments that the Company participated in during fiscal 2020 did not result in as large prize winnings by its players. Gross profit percentage increased from 6% in fiscal 2019 to 27% in fiscal 2020 as a higher portion of the total revenue came from sponsorships which on average has historically had a lower cost of sales compared to prize winnings.

Expenses

Overall, operating expenses decreased by 68% from $4,808,544 in 2019 to $1,523,627 in 2020 as the Company took cost savings measures during the year to preserve its cash. The Company released a number of esports players and player managers during the year ended October 31, 2020, resulting in decreases of $752,322 in player fees and $100,414 in player management fees compared to fiscal 2019. The Company also reduced payments to certain player managers to conserve cash as the impact of COVID-19 was not yet known. In addition, travel expenses decreased by $229,368 from $278,402 during the year ended October 31, 2019 to $49,034 during the year ended October 31, 2020 due to less corporate travel, fewer players travelling for competitive tournaments, and the effects of the COVID-19 pandemic. Advertising and promotion decreased from $169,337 to $47,859 for the same reasons as travel, and because the Company raised less capital in fiscal 2020. Share-based payments expense decreased by $1,169,498 from $1,397,775 in 2019 to $228,277 in 2020 as some directors and officers had been appointed during the prior fiscal year and were issued stock options which vested over time. In addition, warrants had been issued to consultants in the prior year. During the year ended October 31, 2020, some stock options were forfeited by former employees and management as they resigned or were terminated.

The Company also paid less in management fees as directors and officers agreed to waive certain fees during the year ended October 31, 2020, and David Brisson was terminated in January 2020. The Company had significant consulting expenses during the year ended October 31, 2019 resulting from the initial launch of the Company. These costs were not incurred during the year ended October 31, 2020.

General and administrative expenses

		2020		2019
Bank charges and interest	$	10,694	$	16,957
Insurance		21,114		9,095
Office and miscellaneous		105,817		151,071
Salaries and benefits		221,880		258,032
Professional fees		234,932		306,329
Utilities		7,812		16,545
	$	602,249	$	758,029

During the year ended October 31, 2020, the Company's general and administrative expenses decreased by $155,780 or 21% from $758,029 to $602,249. The Company reduced operations and cut the number of esports players under contract during the year ended October 31, 2020 compared to the year ended October 31, 2019. Office and miscellaneous expenses decreased by $45,254 or 30% from $151,071 in fiscal 2019 to $105,817 in fiscal 2020 as the Company moved out of its leased California house in December 2019 and moved out of its Toronto corporate office in February 2020. Salaries and benefits decreased by $36,152 or 14% from $258,032 in fiscal 2019 to $221,880 in fiscal 2020 as certain head office employees that had been hired part way through fiscal 2019 resigned or were terminated in early 2020 and were not replaced. In addition, Charlie Watson, CEO, was not paid his salary beginning in March 2020. Professional fees decreased by $71,397 from $306,329 in fiscal 2019 to $234,932 in fiscal 2020 as the Company deferred certain legal and accounting work to conserve cash.

Summary of Quarterly Results

The following financial data was derived from the eight most recently completed financial quarters:

	October 31, 2020	July 31, 2020	April 30, 2020	January 31, 2020
Revenue	$60,592	$70,077	$50,203	$397,353
Comprehensive loss	($120,706)	($87,273)	($222,634)	($1,048,428)
Loss per unit - basic and diluted	($0.00)	($0.00)	($0.00)	($0.02)
Weighted average number of units outstanding	41,000,517	43,612,687	45,788,528	49,834,313

	October 31, 2019	July 31, 2019	April 30, 2019	January 31, 2019
Revenue	$386,355	$4,364,738	$295,522	$150,256
Comprehensive loss	($1,245,148)	($1,180,453)	($1,433,148)	($655,007)
Loss per unit - basic and diluted	($0.02)	($0.02)	($0.03)	($0.02)
Weighted average number of units outstanding	52,772,127	51,333,467	46,367,486	42,258,516

The factors that have caused variations in results over the quarters are mostly related to the COVID-19 pandemic. The Company did not participate in as many tournaments during the year ended October 31, 2020, starting specifically in the second quarter, April 30, 2020.

Liquidity and Capital Resources

As at October 31, 2020, the Company had a working capital deficiency of $303,173 (October 31, 2019 – working capital surplus of $600,837. This decrease of $904,010 in working capital is largely due to lower funds from financing activities in fiscal 2020 compared to fiscal 2019 as the Company did not raise as much from private placements in fiscal 2020. See cash flow discussion below. The Company continued to incur expenses from operating activities which used cash and increased accounts payable and other liabilities.

The Company expects that it will need additional capital to fund operations and increase working capital over the next 12 months in order to settle its obligations as they come due. The Company's ability to raise additional funds is subject to a number of uncertainties and risk factors. The Company plans to fund the capital required by raising funds through the closing of the proposed RTO and release of the funds in escrow from the subscription receipts (see subsequent events section of this MD&A).

Cash Flows

A summary of cash flows for the years ended October 31, 2020 and 2019 is as follows (in Canadian Dollars):

For the year ended		**2020**	**2019**	**Change**
Operating activities	$	(717,401)	(2,846,871)	2,129,470
Investing activities		30,000	(119,927)	149,927
Financing activities		246,050	3,416,364	(3,170,314)
Change in cash	$	(441,351)	449,776	(890,917)

Operating Activities

During the year ended October 31, 2020, operating activities used $717,401 in cash. The cash used in operating activities for the year was mainly attributable to the amounts paid to players, player managers, and general and administrative expenses. The Company received a $141,989 GST/HST input tax credit refund for sales taxes paid in the previous year. The Company also increased its accounts payable balances by not paying some vendors in order to conserve cash.

During the year ended October 31, 2019, the Company used $2,846,671 in cash for operating activities. This was mainly attributable to net loss for the year of $4,514,084 less $1,397,775 in share-based payments.

Investing Activities

During the year ended October 31, 2020, investing activities consisted of $30,000 received for a GIC redeemed.

During the year ended October 31, 2019, financing activities consisted of the $30,000 cash used to purchase the GIC as well as equipment purchased for $48,708 and the cash portion paid to acquire the assets of Space Esports.

Financing Activities

During the year ended October 31, 2020, financing activities generated $246,050 in cash. This was primarily from the issuance of common shares ($65,000), and warrants exercised ($125,000). The Company also received $30,000 from promissory notes and $40,000 from the Canada Emergency Business Account "CEBA" loan from the Government of Canada. This was offset by $10,000 paid to redeem common shares through a settlement with the former Director and President, David Brisson.

During the year ended October 31, 2019, investing activities generated $3,416,364 in cash. This was primarily from the issuance of common shares and subscriptions received and was offset by amounts paid for share issuance costs of $200,286.

Off-Balance Sheet Arrangements

The Company did not enter into any off-balance sheet arrangements as at October 31, 2020 or as of the date of this report.

Related Party Transactions

Key management consists of the officers and directors who have authority and are responsible for overseeing, planning, directing, and controlling the activities of the Company. During the years ended October 31, 2020 and 2019, the Company incurred charges with officers and directors recorded at their exchange amounts as agreed upon by transacting parties as follows:

		2020		**2019**
Management fees	$	35,833	$	212,417
Salaries (included in general and administrative)		40,000		100,000
Share-based payments		52,687		385,100
	$	128,520	$	695,517

During the years ended October 31, 2020 and 2019, key management personnel were not paid any post-employment benefits, termination benefits, or any other long-term benefits.

During the year ended October 31, 2020, the Company incurred $40,000 (2019 - $100,000) in salaries paid to Charlie Watson, CEO and former Director. The Company also incurred $Nil (2019 - $28,250) in management fees to Charlie Watson.

During the year ended October 31, 2020, the Company incurred $30,000 (2019 - $120,000) in management fees to Brisson Merz Agency Inc. and Azalea Investments Limited, companies controlled by David Brisson, former President and former Director.

During the year ended October 31, 2020, the Company incurred $Nil (2019 - $29,167) in management fees to Neil Duffy, Director. Neil Duffy forgave $4,167 in management fees payable to himself during the year ended October 31, 2020 (2019 - $Nil).

During the year ended October 31, 2020, the Company incurred $10,000 (2019 - $35,000) in management fees to Orridge-N-All Strategies Inc., a company controlled by Jeffrey Orridge, Chairman and Director.

Other Transactions

During the year ended October 31, 2020, the Company incurred $39,110 (2019 - $84,866) in professional fees charged by ACM Management Inc., a company controlled by Alex McAulay, CFO and former Director.

During the year ended October 31, 2020, the Company incurred $Nil (2019 - $60,110) in design and website fees charged by Brisson Merz Agency Inc., a company controlled by David Brisson.

Due to/from Related Parties

As at October 31, 2020, the Company had a receivable balance of $2,669 (2019 - $37,053) owing from Charlie Watson, CEO and former Director, for withholding taxes payable.

As at October 31, 2020, the Company had a prepaid management fees of $Nil (2019 - $10,000) for Orridge-N-All Strategies Inc., a company controlled by Jeffrey Orridge, Chairman and Director.

As at October 31, 2020, the Company had a payable balance of $22,218 (2019 - $27,210) owing to ACM Management Inc., a Company controlled by Alex McAulay, CFO. The amount consists of professional fees and is unsecured, non-interest bearing and due on demand.

As at October 31, 2020, the Company had a promissory note payable of $10,000 (2019 - $Nil) owing to 2578218 Ontario Ltd., a company controlled by Zachary Goldenberg, Director. The amount is unsecured, non-interest bearing and due on demand.

As at October 31, 2020, the Company had a promissory note payable of $10,000 (2019 - $Nil) owing to Thesis Capital Inc., a company controlled by Prit Singh, Director. The amount is unsecured, non-interest bearing and due on demand.

Proposed Transactions

As of the date of this MD&A, the Company has entered into an agreement with GTA Financecorp Inc. ("GTA") in which GTA will acquire all of the issued and outstanding shares of the Company by way of three-corner amalgamation or such other similarly structured transaction resulting in a reverse takeover of GTA by the Company (the "RTO"). See subsequent events section of this MD&A.

Commitments

At October 31, 2020, and the date of this MD&A, the Company has no commitments.

Significant Accounting Policies

The significant accounting policies applied in the preparation of the Company's consolidated financial statements are disclosed in Note 4 of the audited consolidated financial statements for the years ended December 31, 2020 and 2019.

Accounting Standards, Amendments and Interpretations not yet Effective

Accounting standards issued but not yet effective

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective.

Management anticipates that all the pronouncements will be adopted in the Company's accounting policies for the first period beginning after the effective date of the pronouncement. Information on new standards, amendments and interpretations that are expected to be relevant to the Company's financial statements is provided below. Certain other new standards and interpretations have been issued, but are not expected to have an impact on the Company's consolidated financial statements.

Financial and Other Instruments

Fair values

The fair values of the cash and GIC approximate their carrying values due to the relatively short-term nature of these financial instruments.

Cash and cash equivalents are comprised of:

		2020		2019
Cash held in bank account	$	110,538	$	524,073
Cash held in PayPal account		196		27,099
Total	$	110,734	$	551,172

Cash includes demand deposits with financial institutions and cash equivalents consist of short-term, highly liquid investments purchased with original maturities of three months or less. As at October 31, 2020 and 2019, the Company had no cash equivalents.

Risk Management

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its obligations. The Company's maximum exposure to credit risk for its trade receivables is equal to the carrying amount of those items.

During October 31, 2020, 99.8% (2019 – 95.1%) of the Company's cash and cash equivalents are held with a major Canadian financial institution and thus the exposure to credit risk is considered insignificant. The remaining 0.2% (2019 – 4.9%) is held in Tiidal's PayPal account. Management actively monitors the Company's exposure to credit risk under its financial instruments, including with respect to trade receivables.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations associated with financial liabilities. The Company has a planning and budgeting process in place by which it anticipates and determines the funds required to support its normal operating requirements. The Company coordinates this planning and budgeting process with its financing activities through its capital management process.

The Company does not have sufficient cash and cash equivalents and working capital. Maturity analysis of liabilities which are due in next twelve months can be summarized as follows:

		2020		2019
Accounts payable and accrued liabilities	$	377,068	$	280,651

Foreign currency risk

A large portion of the Company's transactions occur in a foreign currency (primarily in US dollars) and, therefore, the Company is exposed to foreign currency risk at the end of the reporting period through its U.S. denominated trade receivables, accounts payable and cash. As at October 31, 2020, the Company has net financial liabilities of approximately $44,000 denominated in US dollars. Therefore, a 10% depreciation or appreciation of the U.S. dollar against the Canadian dollar would have resulted in an approximate $4,400 decrease or increase, respectively, in total loss and comprehensive loss.

Interest rate risk

The Company has no significant exposure as at October 31, 2020 to interest rate risk through its financial instruments.

Other MD&A Requirements

Outstanding Share Data

As of October 31, 2020, the Company had 41,000,517 common shares issued and outstanding. As of the date of this MD&A, the Company had 44,252,497 common shares issued and outstanding.

At October 31, 2020, the following stock options were outstanding, entitling the holders thereof the right to purchase one common share for each option held as follows:

Number	Exercise Price	Expiry Date	Number Vested
500,000	$0.20	March 30, 2025	166,668
375,000	$0.20	April 14, 2025	187,501
100,000	$0.50	May 29, 2025	41,665
100,000	$0.50	July 2, 2025	33,332
100,000	$0.20	January 8, 2029	100,000
100,000	$0.20	January 24, 2029	100,000
2,000,000	$0.20	February 1, 2029	2,000,000
25,000	$0.20	March 21, 2029	25,000
125,000	$0.20	March 29, 2029	125,000
600,000	$0.20	April 1, 2029	600,000
600,000	$0.20	April 2, 2029	600,000
4,625,000			3,979,166

At the date of this report, the following stock options were outstanding, entitling the holders thereof the right to purchase one common share for each option held as follows:

Number	Exercise Price	Expiry Date	Number Vested
100,000	$0.50	May 29, 2025	100,000
100,000	$0.50	July 2, 2025	100,000
100,000	$0.20	January 8, 2029	100,000
100,000	$0.20	January 24, 2029	100,000
2,000,000	$0.20	February 1, 2029	2,000,000
25,000	$0.20	March 21, 2029	25,000
125,000	$0.20	March 29, 2029	125,000

600,000	$0.20	April 1, 2029	600,000
600,000	$0.20	April 2, 2029	600,000
457,970	$0.50	*	-
4,207,970			3,750,000

*The options vest on the date on which the release conditions in Financial Statements Note 7 are completed and expire two years from this date.

In July 2020, the Company entered into two separate consulting agreements each with a term of 36 months. As consideration, the Company shall grant the following remuneration to each consultant based on the following key performance indicators:

(i) closing of the Sportsflare NZ acquisition transaction;
(ii) the Company successfully raising aggregate gross proceeds of $2,000,000 through an equity financing; and
(iii) the Consultant joining the Company's board of directors or board of advisors, the consultant shall be issued:

- 250,000 stock options of the Company at an exercise price of $0.50 which shall vest in equal monthly instalments over twenty-four months from the grant date; and

- 1,250,000 restricted share units which shall vest into common shares of the Company for no additional consideration upon a transaction which causes the Company to become a reporting issuer or a transaction that constitutes a reverse take-over of the Company

At October 31, 2020 and the date of this report the following warrants were outstanding, entitling the holders thereof the right to purchase one common share for each warrant held as follows:

Number	Exercise Price	Expiry Date	Number Vested
2,824,999	$0.20	April 1, 2023	2,824,999
2,824,999			2,824,999

Subsequent Events

a) On November 17, 2020, the Company issued 25,990 shares at a price of $0.50 per share to settle outstanding debt totaling $12,995.
b) On November 23, 2020 ("engagement date"), the Company awarded 1,000,000 restricted share units ("RSU"). The RSUs vest as follows:
200,000 – immediately on engagement date
200,000 – six months following the engagement date
200,000 – twelve months following the engagement date
200,000 – eighteen months following the engagement date
200,000 – twenty-four months following the engagement date

c) On December 14, 2020, the Company, through its wholly owned subsidiary Tiidal NZ, entered into and completed an asset purchase agreement with Sportsflare NZ to acquire the assets of Sportsflare NZ for 3,000,000 common shares of the Company, plus an earn-out of up to an additional 3,000,000 common shares subject to certain milestones being achieved ("Milestone Shares") as follows:

    - 1,500,000 common shares of Tiidal shall be issued when one of the Market Validating Customers purchases a license and uses the product for three consecutive months without any material complaints or raising any technical issues ("Successful Integration"), on or before the first anniversary of the closing date or such other date as the parties may agree in writing; and

- 1,500,000 common shares of Tiidal shall be issued upon Tiidal NZ (doing business as Sportsflare) achieving USD$100,000 in monthly recurring revenue from at least ten customers or deployments of on or before December 31, 2022

The Company also assumed certain liabilities of Sportsflare NZ with a fiar value of $20,369. The Company issued the initial 3,000,000 common shares on behalf of Tiidal NZ on December 14, 2020 to acquire the assets. The asset purchase agreement was amended on September 24, 2021 for the Milestone Shares. See Subsequent Events point k.

d) On January 4, 2021, the Company received an additional $20,000 from the Canada Emergency Benefit Account ("CEBA") loan. The loan is an interest free loan of $20,000 from the Government of Canada until December 31, 2022. If the Government of Canada is repaid by December 31, 2022, 50% of additional $20,000 received ($10,000) will be forgiven. If the Company is not able to repay, the loan will convert into a regular loan with a three-year term at 5% per annum.

e) On February 17, 2021, the Company issued 25,990 shares at a price of $0.50 per share to settle outstanding debt totaling $12,995.

f) On March 30, 2021, the Company received a loan from GTA Financecorp Inc. ("GTA") in the amount of $50,000. The loan is unsecured, does not bear interest, and matures on the earlier of the completion of the RTO and the termination of the definitive agreement.

g) On March 31, 2021, the Company closed a convertible promissory note financing for gross proceeds of $280,250. The convertible notes are unsecured, bear interest at a rate of 7% per annum and mature on March 31, 2022. If the Company completes an equity financing in connection with a Reverse Takeover Offering ("RTO") or Initial Public Offering ("IPO"), the convertible promissory notes and any accrued but unpaid interest will automatically convert into the same share or unit consisting of shares and warrants or any other combination of securities of the Corporation underlying the subscription receipts and issuable in exchange for such subscription receipts. If a RTO or IPO has not occurred and the Corporation elects to consummate a sale of the Corporation or of all or substantially all of its assets prior to the Maturity Date ("Sale Transaction"), then the convertible promissory notes will automatically convert into the highest ranking securities authorized by the Corporation at a conversion price equal to a 15% discount to price per share paid in connection with the Sale Transaction (or, if an asset sale, a price per share equal to a 15% discount to the price per share at the Corporation's most recent financing round).

h) On July 12, 2021, the Company, GTA, and 2852773 Ontario Inc., a wholly-owned subsidiary of GTA ("GTA Subco"), entered into a business combination agreement ("definitive agreement") whereby Tiidal and GTA Subco would amalgamate by way of a three-cornered amalgamation and the issued and outstanding securities of GTA would be exchanged for securities of Tiidal ("GTA RTO"). Tiidal would become a wholly-owned subsidiary of GTA as a result of the amalgamation. The definitive agreement provided that, subject to the satisfaction of certain conditions precedent, including applicable regulatory and stock exchange approvals, GTA would complete a reverse takeover of the Company and GTA would change its name to Tiidal Gaming Group Corp. or similar as the Resulting Issuer. All outstanding Tiidal RSUs would automatically vest.

i) On July 13, 2021, the Company closed a non-brokered financing of 3,576,364 subscription receipts at a price of $0.50 per subscription receipt for gross proceeds of $1,788,182 and a brokered financing of 2,971,000 subscription receipts at a price of $0.50 per subscription receipt for gross proceeds of $1,485,500. Tiidal will split its Common Shares on the basis of one pre-share split Tiidal Common Share for 1.2738 post-share split Tiidal Common Share. Each subscription receipt will, upon satisfaction of the escrow release conditions, be automatically converted into one unit of the Corporation, with each unit being comprised of one post-share split Common Share and one-half of one post-share split warrant. Each warrant will entitle the holder to purchase one common share for a period of 24 months following the conversion date at a price of $0.75. The Company entered into a Subscription Receipt Agreement with Beacon Securities Limited and TSX Trust Company and $3,108,923 in proceeds (after deducting $164,759 of financing costs) from the subscription financing were transferred to TSX Trust to be released upon the satisfaction of escrow release conditions, including the RTO with GTA. Should the escrow release conditions not be satisfied before the escrow release deadline, the subscription receiptholder will be entitled to receive the aggregate subscription price for their subscriptions receipts plus their pro rata portion of accrued interest earned on the escrow proceeds from the closing date of the subscription receipts to the escrow release deadline. The Company issued 346,890 subscription receipts to the agents in connection with the financing and issued 457,970 compensation options to the agents upon satisfaction of the escrow conditions. Each compensation option will be exercisable for one post-share split Common Share or one Resulting Issuer Share (subject to any necessary adjustments), as applicable, $0.50 for a period of 24 months following the satisfaction of the escrow release conditions.

j) On August 30, 2021, the Company received a loan from GTA in the amount of $30,000. The loan is unsecured, does not bear interest, and matures on the earlier of the completion of the RTO and the termination of the definitive agreement.

k) On September 24, 2021, the Company entered into an amendment to the asset purchase agreement dated December 14, 2020 with Sportsflare NZ (see Subsequent Events point c) for the 3,000,000 Milestone Shares. The Milestone Shares conditions were amended to the following:

- 1,500,000 common shares of Tiidal shall be issued to Sportsflare NZ on the successful integration of one of the Market Validating Customers on or before December 31, 2022 (“Market Validation Milestone Shares”). In the event of the successful integration of a certain customer on or before December 31, 2022, Tiidal shall issue 500,000 common shares to Sportsflare NZ and the remaining Market Validation Milestone Shares shall be available for issuance upon the satisfaction of the Market Validation Milestone on or before December 31, 2022; and

- 1,500,000 common shares shall be issued upon Tiidal NZ achieving USD$100,000 (or equivalent currency) in monthly recurring revenue from at least ten customers or deployments of Tiidal NZ on or before December 31, 2022 (“Recurring Revenue Milestone”).

l) On September 24, 2021 the Company received $20,000 in promissory note proceeds from two companies controlled by directors of the Company. The amount is unsecured, does not bear interest and matures at the earlier of five days after completing a reverse takeover transaction or transaction resulting in a change of control and October 31, 2021.

m) On September 29, 2021 the Company received $6,000 in promissory note proceeds. The amount is unsecured, does not bear interest and matures at the earlier of five days after completing a reverse takeover transaction or transaction resulting in a change of control and October 31, 2021.

n) On October 1, 2021, the Company received $4,000 in promissory note proceeds. The amount is unsecured, does not bear interest, and matures at the earlier of five days after completing a reverse takeover transaction or transaction resulting in a change of control and October 31, 2021

o) On October 7, 2021, the Company closed the second tranche of a non-brokered financing of 296,970 subscription receipts at a price of $0.50 per subscription receipt for gross proceeds of $148,485. The subscription receipts have the same terms and escrow conditions as the first tranche which closed on July 13, 2021 as noted above. $148,485 in gross proceeds from the second tranche of the subscription financing were transferred to TSX Trust to be released upon the satisfaction of escrow release conditions.

p) On October 12, 2021, the Company received a total of $6,000 in promissory note proceeds from two companies controlled by directors of the Company. The amounts do not bear interest and mature at the earlier of five days after completing a reverse takeover transaction or transaction resulting in a change of control and October 31, 2021.

q) On October 28, 2021, the Company received an additional loan from GTA in the amount of $19,000. The loan is unsecured, does not bear interest, and matures on the earlier of the completion of the RTO and the termination of the definitive agreement.

Risks and Uncertainties

The Company believes that the following risks and uncertainties may materially affect its success:

Limited Operating History

The Company is relatively new with limited operating history and operates in the emerging industry of Esports. The business has been operating since 2010 and has yet to generate consistent profits from its activities. The Company is subject to all of the business risks and uncertainties associated with any new business enterprise.

Substantial Capital Requirements and Liquidity

Substantial additional funds to maintain business operations and for the acquisition of new business or assets will be required. No assurances can be given that the Company will be able to raise the additional funding that may be required for such activities. To meet such funding requirements, the Company will be required to undertake additional equity financing, which would be dilutive to shareholders. Debt financing, if available, may also involve restrictions on financing and operating activities. There is no assurance that additional financing will be available on terms acceptable to the Company or at all.

Competition

The Company will compete with other companies, many of which have greater financial, technical and other resources than the Company, for, among other things, the acquisition of assets and businesses, as well as for the recruitment and retention of qualified employees and other personnel.

Reliance on Management and Dependence on Key Personnel

The success of the Company will be largely dependent upon on the performance of the directors and officers and the ability to attract and retain key personnel. The loss of the services of these persons may have a material adverse effect on the Company's business and prospects. The Company will compete with numerous other companies for the recruitment and retention of qualified employees and contractors. There is no assurance that the Company can maintain the service of its directors and officers, or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Company and its prospects.

Conflicts of Interest

Certain directors and officers of the Company will be engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies and, because of these and other activities, such directors and officers of the Company may become subject to conflicts of interest. The British Columbia Business Corporations Act ("BCBCA") provides that if a director has a material interest in a contract or proposed contract or agreement that is material to the issuer, the director must disclose his interest in such contract or agreement and refrain from voting on any matter in respect of such contract or agreement, subject to and in accordance with the BCBCA. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the BCBCA.

Litigation

In the ordinary course of business, the Company and its subsidiaries may become involved in various legal and regulatory actions. The Company establishes legal provisions when it becomes probable that the Company will incur a loss and the amount can be reliably estimated. Although it is possible that liabilities may be incurred in instances for which no accruals have been made, the Company has no reason to believe that the ultimate outcome of these matters would have a material impact on its consolidated financial position.

SCHEDULE "B"

Interim Financial Statements and Management's Discussion and Analysis of Tiidal

(See attached)

TIIDAL GAMING GROUP INC.

CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE NINE MONTHS ENDED JULY 31, 2021 AND 2020

(EXPRESSED IN CANADIAN DOLLARS)

(UNAUDITED)

TIIDAL GAMING GROUP INC.
Condensed Consolidated Interim Statements of Financial Position
As at July 31, 2021 and October 31, 2020
(Expressed in Canadian Dollars - Unaudited)

As at		**July 31, 2021**		**October 31, 2020**
ASSETS				
Current assets				
Cash	$	64,972	$	110,734
Restricted cash (Note 5)		3,118,923		-
Trade and other receivables (Notes 6 & 15)		83,668		3,748
Prepaid expenses and deposits		4,477		6,865
Deferred financing charges (Note 7)		342,121		-
		3,614,161		121,347
Equipment (Note 8)		14,962		18,735
Intangible assets (Notes 7 & 9)		2,098,416		-
Total assets	$	5,727,539	$	140,082
LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIENCY)				
Current Liabilities				
Accounts payable and other liabilities (Notes 10 & 15)	$	617,602	$	377,068
Subscription liability (Note 7)		3,447,127		-
Deferred revenue		-		17,452
Promissory notes payable (Note 11 & 15)		50,000		30,000
Convertible notes (Note 12)		258,841		-
		4,373,570		424,520
Government loan payable (Note 13)		60,000		40,000
Total liabilities		4,433,570		464,520
Shareholders' equity (deficiency)				
Share capital (Note 14)		6,097,357		4,471,368
Reserves (Note 14)		1,860,099		1,634,653
Shares to be issued (Notes 7 & 14)		767,878		-
Accumulated other comprehensive income		115,860		1,873
Deficit		(7,547,225)		(6,432,332)
Total shareholders' equity (deficiency)		1,293,969		(324,438)
Total liabilities and shareholders' equity (deficiency)	$	5,727,539	$	140,082

Nature of Operations and Going Concern (Notes 1 and 2)
Subsequent Events (Note 22)

Approved and Authorized by the Board on November 8, 2021:

"Neil Duffy" ___ Director   *"Zachary Goldenberg"* ___ Director

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

TIIDAL GAMING GROUP INC.

Condensed Consolidated Interim Statements of Net Loss and Comprehensive Loss

(Expressed in Canadian Dollars - Unaudited)

	Three months ended July 31, 2021	Three months ended July 31, 2020	Nine months ended July 31, 2021	Nine months ended July 31, 2020
Revenue				
Prize revenue	$ 43,524	$ 16,665	$ 158,492	$ 444,970
Betting solutions revenue	6,145	-	29,235	-
Sponsorship and other revenue	42,335	53,412	186,972	72,663
Total revenue	92,004	70,077	374,699	517,633
Cost of sales	51,883	24,463	193,888	381,671
Gross profit	40,121	45,614	180,811	135,962
Operating expenses				
General and administrative (Notes 15 & 16)	297,977	16,407	437,894	675,299
Advertising and promotion	6,667	14,221	25,230	47,294
Consulting	9,695	-	37,015	21,968
Management fees (Note 15)	-	-	-	66,667
Player fees	39,073	26,427	93,374	336,152
Player management fees	21,172	27,879	71,335	124,116
Travel	198	7,521	462	49,032
Bad debt	-	-	15,098	-
Amortization of intangible assets (Note 9)	36,874	-	109,017	-
Depreciation of equipment (Note 8)	2,456	5,266	7,083	15,797
Share-based payments (Notes 14 & 15)	40,961	39,416	361,383	200,418
Total operating expenses	455,073	137,137	1,157,891	1,536,743
Loss before other items	(414,952)	(91,523)	(977,080)	(1,400,781)
Other items				
Foreign exchange loss	(88,846)	(12,268)	(120,879)	(16,513)
Finance charges	(12,604)	-	(16,690)	-
Net loss for the period	(516,402)	(103,791)	(1,114,649)	(1,417,294)
Other comprehensive income				
Foreign currency translation	87,242	348	113,747	42,789
Comprehensive loss for the period	$ (429,160)	$ (103,443)	$ (1,000,902)	$ (1,374,505)
Weighted average number of common shares outstanding	44,252,497	43,612,687	43,734,766	43,616,903
Basic and diluted loss per share	$ (0.01)	$ (0.00)	$ (0.03)	$ (0.03)

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

TIIDAL GAMING GROUP INC.
Condensed Consolidated Interim Statements of Cash Flows
(Expressed in Canadian Dollars - Unaudited)

	Nine months ended July 31, 2021	2020
Operating activities		
Net loss	**$ (1,000,902)**	**$ (1,374,505)**
Adjustments for non-cash items:		
Depreciation of equipment	7,083	15,797
Amortization of intangible assets	109,017	-
Accretion expense	16,690	-
Share-based payments	361,383	200,418
Unrealized foreign exchange	-	(1,123)
Changes in non-cash working capital items:		
Restricted cash	(10,000)	-
Trade and other receivables	(51,320)	221,614
Prepaid expenses and deposits	2,388	18,050
Accounts payable and other liabilities	259,964	229,124
Deferred revenue	(17,452)	-
Lease liability	-	(350)
Net cash used in operating activities	(323,149)	(690,975)
Investing activities		
Redemption of short-term investment	-	30,000
Acquisition of equipment	(3,310)	-
Acquisition of intangible assets	(39,553)	-
Net cash from (used in) investing activities	(42,863)	30,000
Financing activities		
Proceeds from issuance of common shares	-	190,000
Share issuance costs	-	(3,950)
Proceeds from issuance of convertible notes	280,250	-
Payment for redemption of common shares	-	(10,000)
Proceeds from issuance of promissory note	20,000	30,000
Proceeds from government loan	20,000	40,000
Net cash provided by financing activities	320,250	246,050
Net change in cash	**(45,762)**	**(414,925)**
Cash, beginning of period	**110,734**	**551,174**
Cash, end of period	**$ 64,972**	**$ 136,249**

Supplemental Cash Flow Information (Note 21)

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

TIIDAL GAMING GROUP INC.
Condensed Consolidated Interim Statements of Shareholders' Equity
For the nine months ended July 31, 2021 and 2020
(Unaudited - Expressed in Canadian Dollars)

	Note	Number of Shares	Share Capital $	Subscriptions Received $	Shares to be Issued $	Reserves $	Accumulated Other Comprehensive Income $	Accumulated Deficit $	Total Equity $
Balance, October 31, 2019		**54,049,917**	**4,238,198**	**30,000**	**-**	**1,406,376**	**328**	**(4,951,746)**	**723,156**
Private Placement	14	950,600	247,120	(30,000)	-	-	-	-	217,120
Share issuance cost	14	-	(3,950)	-	-	-	-	-	(3,950)
Share purchased for cancellation	14	(9,000,000)	-	-	-	-	-	-	-
Share purchased for cancellation	14	(5,000,000)	(10,000)	-	-	-	-	-	(10,000)
Share-based compensation	14	-	-	-	-	200,418	-	-	200,418
Comprehensive income (loss)		-	-	-	-	-	42,789	(1,417,294)	(1,374,505)
Balance, July 31, 2020		**41,000,517**	**4,471,368**	**-**	**-**	**1,606,794**	**43,117**	**(6,369,040)**	**(247,761)**
Balance, October 31, 2020		**41,000,517**	**4,471,369**	**-**	**-**	**1,634,653**	**2,113**	**(6,432,576)**	**(324,441)**
Shares issued for acquisition	14	3,000,000	1,500,000	-	667,880	-	-	-	2,167,880
Shares issued for debt settlement	14	51,980	25,990	-	-	-	-	-	25,990
Shares issued for RSUs	14	200,000	98,998	-	98,998	(199,996)	-	-	-
Share-based compensation	14	-	-	-	-	361,383	-	-	361,383
Compensation option issuance	14	-	-	-	-	32,517	-	-	32,517
Convertible notes issuance	12	-	-	-	-	31,542	-	-	31,542
Comprehensive income (loss)		-	-	-	-	-	113,747	(1,114,649)	(1,000,902)
Balance, July 31, 2021		**44,252,497**	**6,097,357**	**-**	**767,878**	**1,860,099**	**115,860**	**(7,547,225)**	**1,293,969**

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

1. Nature of Operations

Tiidal Gaming Group Inc. ("Tiidal" or the "Company"), was incorporated under the Business Corporations Act of Ontario on October 22, 2018.

The Company's head office, principal address and registered office is located at 365 Bay Street, Suite 800, Toronto, Ontario, M5H 2V1.

The Company's principal business activities are owning and operating synergistic businesses across the gaming ecosystem, including its wholly-owned subsidiaries Tiidal Gaming NZ Limited ("Tiidal NZ") doing business as Sportsflare, which has developed a robust odds feed and advanced betting solutions for sportsbooks and online betting companies, and Lazarus Esports Inc., a Canadian leader and globally recognized competitive esports organization. Tiidal plans to go public and list on a recognized stock exchange in Canada.

On July 12, 2021, the Company, GTA Financecorp Inc. ("GTA"), and 2852773 Ontario Inc., a wholly-owned subsidiary of GTA ("GTA Subco"), entered into a business combination agreement ("definitive agreement") whereby Tiidal and GTA Subco would amalgamate by way of a three-cornered amalgamation and the issued and outstanding securities of GTA would be exchanged for securities of Tiidal ("GTA RTO"). Tiidal would become a wholly-owned subsidiary of GTA as a result of the amalgamation. The definitive agreement provided that, subject to the satisfaction of certain conditions precedent, including applicable regulatory and stock exchange approvals, GTA would complete a reverse takeover of the Company and GTA would change its name to Tiidal Gaming Group Corp. or similar as the Resulting Issuer. All outstanding Tiidal RSUs would automatically vest. See Note 7.

As at July 31, 2021, the transaction had not closed.

2. Going Concern

These condensed consolidated interim financial statements have been prepared on the basis of accounting principles applicable to a going concern which assumes the Company will be able to continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations. Although the Company has generated revenue to date, it is currently unable to self-finance any future operations. The Company's ability to continue as a going concern and to realize assets at their carrying values is dependent upon its ability to obtain financing and generate profits and positive cash flows from operations in order to cover its operating costs. These factors indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

The Company incurred a loss of $1,114,649 for the nine month period ending July 31, 2021, and as of that date the Company's accumulated deficit was $7,547,225. The Company will periodically need to raise funds to continue to its operations and although it has been successful in doing so in the past, there is no assurance that it will be able to continue to do so in the future. These factors comprise a material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern. These condensed consolidated interim financial statements do not give effect to any adjustments required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in the accompanying condensed consolidated interim financial statements.

In March 2020, the World Health Organization declared the coronavirus (COVID-19) a global pandemic. This contagious virus outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or ability to raise funds.

3. Basis of Presentation

Statement of Compliance

These condensed consolidated interim financial statements, including comparatives, have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC").

These condensed consolidated interim financial statements were approved and authorized for issuance by the Board of Directors of the Company on November 8, 2021.

Basis of Presentation

These condensed consolidated interim financial statements have been prepared on a historical cost basis, modified where applicable. In addition, these condensed consolidated interim financial statements have been prepared using the accrual basis of accounting except for cash flow information. The condensed consolidated interim financial statements are presented in Canadian dollars, the Company's functional currency, unless otherwise noted.

The preparation of these condensed consolidated interim financial statements in accordance with IFRS requires management to make estimates, judgments and assumptions that affect the reported amount of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the condensed consolidated interim financial statements and the reported amount of expenses during the period. Actual results could differ from these estimates.

These condensed consolidated interim financial statements include estimates which, by their nature, are uncertain. The impact of such estimates is pervasive throughout these condensed consolidated interim financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Basis of Consolidation

Subsidiaries are entities controlled by the Company where control is defined as the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. Subsidiaries are included in the condensed consolidated interim financial statements from the date control is obtained until the date control ceases. All intercompany balances, transactions, income and expenses have been eliminated on consolidation.

The condensed consolidated interim financial statements include the accounts of the Company and its wholly-owned subsidiaries. The accounts of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The table below lists the Company's wholly-owned subsidiaries:

Name of subsidiary	Jurisdiction Incorporated	Functional Currency	Accounting Method
Lazarus Esports Inc.	Canada	Canadian dollars	Consolidation
Space Esports Inc.	USA	U.S. dollars	Consolidation
Tiidal Gaming NZ Limited	New Zealand	New Zealand dollars	Consolidation

4. Summary of Significant Accounting Policies

The significant accounting policies applied in the preparation of these condensed consolidated interim financial statements are consistent with the accounting policies disclosed in Note 4 of the audited financial statements for the year ended October 31, 2020 except as noted below. These condensed consolidated interim statements should be read in conjunction with the Company's audited financial statements for the year ended October 31, 2020.

Betting Solutions Revenue Recognition

The Company earns revenue from Software-as-a-Service ("SaaS") agreements with customers in the betting industry, on a subscription basis. Upon receiving payment from the customer, the Company will have the contractual obligation to provide the access to its proprietary intellectual property ("IP") over the course of the period stipulated in the agreement and the customer will have the ability to use the Company's IP for the stipulated period. As performance obligations are satisfied over time, revenue is recognized using a method of transfer that depicts the Company's performance or using the "as-invoiced" practical expedient, when applicable and ends only when the period in the agreement ends. The Company recognizes revenue from SaaS subscriptions rateably over the term of the subscription.

Amounts are billed as defined by individual contracts. Billings rendered in advance of performance under contracts are recorded as deferred revenue.

Some agreements contain revenue sharing terms whereby the Company is entitled to a percentage of revenue earned by the customer. This revenue is calculated and recognized on a monthly basis.

Accounting standards issued but not yet effective

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Company has not early adopted any new standards and determined that there are no standards that are relevant to the Company.

Critical Accounting Estimates and Judgments

In preparing these condensed consolidated interim financial statements, management has made judgments, estimates and assumptions that affect the applicable of the Company's accounting policies and the reported amount of assets, liabilities, income and expenses. Actual results may differ from these estimates. Management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

In preparing these condensed consolidated interim financial statements, the significant estimates and critical judgments were the same as those applied to the financial statements as at and for the year ended October 31, 2020 except for the following:

Discount rate used for convertible debt

The determination of the carrying value of the convertible debt on initial issuance is subject to management's estimates in determining an appropriate discount rate based on similar instruments with no conversion features.

Business combinations vs asset acquisition

The Company made critical judgments to determine the accounting treatment of the acquisition of the assets of Sportsflare NZ Limited ("Sportsflare NZ") as an asset acquisition. The benefit of the Company acquiring Sportsflare NZ was the acquisition of its intellectual property. Management concluded that the IFRS 3 concentration test was met as substantially all of the fair value of the gross assets acquired was concentrated in a single identifiable asset or group of similar identifiable assets and as such, the assets of Sportsflare NZ did not meet the definition of a business as defined by IFRS. Accordingly, the transaction was accounted for as an acquisition of assets and the fair value of the consideration paid was allocated to the fair value of the assets acquired.

Contingent Consideration

The Company made critical estimates to determine the probability of hitting certain milestones pursuant to the Sportsflare NZ acquisition that if met, would result in the issuance of additional share consideration. At the date of entering into the definitive agreement, management estimated that the probability of meeting all of the milestones was 50%. Management also exercised judgment when determining the appropriate discount rate to use when calculating the fair value of the contingent shares.

(Unaudited - Expressed in Canadian Dollars)

5. Restricted Cash

Restricted cash consists of $3,108,923 subscription receipts proceeds received and held in escrow for a subscription receipt financing pursuant to the GTA RTO transaction (Notes 1 and 7) and $10,000 cash held in trust to pay legal fees. As at July 31, 2021 there is a total of $3,118,923 (2020 - $nil) in restricted cash.

The Company entered into a Subscription Receipt Agreement with Beacon Securities Limited and TSX Trust Company and $3,108,923 in proceeds (after deducting $164,759 of financing costs) from the subscription receipt financing were transferred to TSX Trust to be released upon the satisfaction of escrow release conditions, including the RTO with GTA. Should the escrow release conditions not be satisfied before the escrow release deadline, the subscription receipt holder will be entitled to receive the aggregate subscription price for their subscription receipts plus their pro rata portion of accrued interest earned on the escrow proceeds from the closing date of the subscription receipts to the escrow release deadline.

6. Trade and Other Receivables

Trade and other receivables consist of the following:

		July 31, 2021		October 31, 2020
Trade receivables	$	35,026	$	1,079
GST/HST receivable		45,973		-
Advance to an officer (Note 15)		2,669		2,669
	$	**83,668**	**$**	**3,748**

7. Acquisitions

a) Sportsflare NZ Asset Acquisition

On December 14, 2020, the Company entered into an Asset Purchase Agreement with a private New Zealand corporation, Sportsflare NZ, to purchase certain assets, including intellectual property relating to an esports betting platform. This acquisition was completed on December 14, 2020.

Consideration for the acquisition is up to an aggregate of 6,000,000 Common Shares of the Company with an estimated fair value of $0.50 per Common Share and the assumption of certain liabilities with a fair value of $20,369. 3,000,000 of the Common Shares are subject to certain milestone conditions "Milestone Shares".

The Common Shares are issued in tranches as follows:

- 3,000,000 Common Shares shall be issued on the closing date of the agreement (Issued);
- 1,500,000 Milestone Shares shall be issued when one of the Market Validating Customers purchases a license and uses the product for three consecutive months without any material complaints ("Successful Integration"), on or before the first anniversary of the closing date or such other date as the parties may agree in writing. Management estimated the probability of

(Unaudited - Expressed in Canadian Dollars)

meeting this milestone to be 50% as at December 14, 2020 and determined a discount rate of 12% was appropriate when calculating the fair value of the shares (Unissued); and

- 1,500,000 Milestone Shares shall be issued upon the business achieving USD$100,000 in monthly recurring revenue from at least ten customers or deployments of the business on or before December 31, 2021. Management estimates the probability of meeting this milestone to be 50% and determined a discount rate of 12% was appropriate when calculating the fair value of the shares. (Unissued)

The Milestone Shares conditions were amended subsequent to July 31, 2021. See Note 22b.

Under IFRS 3, the acquisition does not constitute a business combination as there were no processes or outputs acquired and was accounted for as an asset acquisition recognized in intangible assets (Note 9).

The following table summarizes the fair value of consideration paid on the acquisition date and the net assets acquired:

Fair value of 3,000,000 common shares issued	$	1,500,000
Fair value of 3,000,000 contingent Milestone Shares		667,880
Fair value of liabilities assumed		20,369
Total purchase price	**$**	**2,188,249**
Net assets acquired	$	2,188,249
Acquisition costs – legal fees		19,184
Total capitalized to intangible assets	**$**	**2,207,433**

b) GTA Financecorp Inc. Reverse Takeover and Subscription Receipt Financing

The business combination agreement entered in on July 12, 2021 between the Company, GTA, and 2852773 Ontario Inc. for the proposed RTO (Note 1) is subject to the completion of the following by Tiidal:

- A best-efforts private placement of up to 11,500,000 Tiidal subscription receipts at a price of $0.50 per subscription receipt for gross proceeds of up to $5,500,000;
    - On July 13, 2021, the Company closed a non-brokered financing of 3,576,364 subscription receipts at a price of $0.50 per subscription receipt for gross proceeds of $1,788,182 and a brokered financing of 2,971,000 subscription receipts at a price of $0.50 per subscription receipt for gross proceeds of $1,485,500. Tiidal will split its Common Shares on the basis of one pre-share split Tiidal Common Share for 1.2738 post-share split Tiidal Common Share. Each subscription receipt will, upon satisfaction of the escrow release conditions, be automatically converted into one unit of the Corporation, with each unit being comprised of one post-share split Common Share and one-half of one post-share split warrant. Each warrant will entitle the holder to purchase one post-share split common share for a period of 24 months following the conversion date at a price of $0.75.
    - On July 13, 2021, $3,108,921 was transferred to TSX Trust Company to be released upon the satisfaction of escrow conditions, including the RTO transaction. See Note 5.
    - The Company issued 346,890 subscription receipts to the agents in connection with the financing and issued 457,970 compensation options to the agents upon

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satisfaction of the escrow conditions. Each compensation option will be exercisable for one post-share split Common Share or one Resulting Issuer Share (subject to any necessary adjustments), as applicable, $0.50 for a period of 24 months following the satisfaction of the escrow release conditions.

- $136,159 in financing charges and $28,600 in HST were paid directly from the gross proceeds to agents in the private placement. $173,445 in financing charges were paid through 346,890 subscriptions in lieu of cash.
- The Company granted 457,970 compensation options with a fair value of $169,812 valued using the Black-Scholes option price model. $32,517 was recorded as deferred financing charges relating to the compensation option's vesting during the period.
- Total deferred financing charges as at July 31, 2021 were $342,121.

- The automatic conversion of all issued and outstanding Tiidal convertible notes into new Tiidal common shares and Tiidal warrants (on a post-Tiidal share split basis) pursuant to the terms set out on the convertible note certificates; and
- The automatic vesting of all issued and outstanding Tiidal RSUs into new Tiidal common shares pursuant to the terms set out in their respective RSU agreements;

As at July 31, 2021, the transaction had not closed.

8. Equipment

		Computer equipment		Furniture and equipment		Total
Cost						
Ending balance October 31, 2019	**$**	52,321		9,048		61,369
Additions		-		-		-
Impairment		(6,667)		(3,086)		(9,753)
Foreign exchange adjustment		-		38		38
Ending balance October 31, 2020	$	45,654	$	6,000	$	51,654
Additions		2,249		1,061		3,310
Ending balance July 31, 2021	**$**	**47,903**	**$**	**7,061**	**$**	**54,964**
Accumulated depreciation						
Ending balance October 31, 2019	**$**	16,221		1,377		17,598
Depreciation		19,854		1,208		21,062
Impairment		(5,317)		(417)		(5,734)
Foreign exchange adjustment		-		(7)		(7)
Ending balance October 31, 2020	**$**	**30,758**	**$**	**2,161**	**$**	**32,919**
Depreciation		6,484		599		7,083
Ending balance July 31, 2021	**$**	**37,242**	**$**	**2,760**	**$**	**40,002**
Net book value October 31, 2020	$	14,896	$	3,839	$	18,735
Net book value July 31, 2021	**$**	**10,661**	**$**	**4,301**	**$**	**14,962**

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9. Intangible Assets

		Space Esports brand and related assets		Sportsflare IP and related assets		Total
Cost						
Ending balance October 31, 2019	$	98,227		-		98,227
Additions		-		-		-
Impairment		(100,059)		-		(100,059)
Foreign exchange adjustment		1,832		-		1,832
Ending balance October 31, 2020	$	-	$	-	$	-
Additions		-		2,207,433		2,207,433
Ending balance July 31, 2021	**$**	**-**	**$**	**2,207,433**	**$**	**2,207,433**
Accumulated amortization						
Ending balance October 31, 2019	$	19,679		-		19,679
Amortization		-		-		-
Impairment		(20,012)		-		(20,012)
Foreign exchange adjustment		333		-		333
Ending balance October 31, 2020	**$**	**-**	**$**	**-**	**$**	**-**
Amortization		-		109,017		109,017
Ending balance July 31, 2021	**$**	**-**	**$**	**109,017**	**$**	**109,017**
Net book value October 31, 2020	$	-	$	-	$	-
Net book value July 31, 2021	**$**	**-**	**$**	**2,098,416**	**$**	**2,098,416**

10. Accounts Payable and Other Liabilities

		July 31, 2021		October 31, 2020
Accounts payable	$	239,989	$	123,084
Accrued liabilities		354,077		248,544
Payroll liabilities		20,936		704
GST/HST payable		2,600		4,736
	$	**617,602**	**$**	**377,068**

11. Promissory Notes Payable

On March 31, 2020, the Company entered into four loan transactions in the form of promissory notes, totalling $48,034. The promissory notes do not bear interest and mature at the earlier of five days after participating in a reverse takeover transaction, five days after a transaction resulting in change of control, five days after receiving the 2019 HST refund from the Canada Revenue Agency, and December 31, 2020. The Company can prepay the principal at any time.

The Company received the 2019 HST refund on June 15, 2020, but holders of $30,000 in promissory notes waived their rights to requiring repayment five days after and is instead due on demand. The Company repaid $18,034 to the holder of the other promissory note during the year ended October 31,

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2020. During the nine months period ending July 31, 2021, the Company repaid the remaining $30,000 in principal for the outstanding promissory notes.

On March 30, 2021, the Company entered into a promissory note agreement totalling $50,000. The promissory note does not bear interest and becomes payable on demand at the earlier of the completion of an Acquisition transaction with GTA Financecorp Inc. and the termination of the Definitive Agreement relating to the Acquisition transaction.

As at July 31, 2021, the principal of promissory notes in the amount of $50,000 (2020 - $30,000) remains outstanding.

12. Convertible Notes

On March 31, 2021, the Company closed an unsecured convertible notes financing for gross proceeds of $280,250. The convertible notes bear interest at 7% per annum and are automatically converted into securities of the Company upon the completion of an equity financing in connection to a reverse takeover transaction or initial public offering and the completion of any release conditions connected to such financing. The notes will be converted into the same securities sold and issued with said equity financing at a conversion price equal to 85% of the price per the equity financing. The convertible notes mature one year from the date of issuance.

A continuity of the Company's convertible notes is as follows:

		Total
Balance, October 31, 2020	$	-
Issued during the year		280,250
Conversion feature		(31,542)
Transaction costs		-
Accretion		10,133
Balance, July 31, 2021	**$**	**258,841**

The following is a schedule of future minimum repayments of convertible debentures as of July 31, 2021:

2021	$	-
2022		280,250
	$	**280,250**

13. Government Loan Payable

During the year ended October 31, 2020, the Company entered into a Canada Emergency Business Account "CEBA" loan with the Government of Canada which provides up to $40,000 in interest free loans to eligible businesses until December 31, 2022. If the Government of Canada is repaid by December 31, 2022, 25% being $10,000 will be forgiven. If the balance is not paid prior to December

31, 2022, the remaining balance will be converted to a three-year term loan at 5% annual interest, paid monthly. The full balance must be repaid no later than December 31, 2025.

During the nine months ended July 31, 2021, the Company received an additional $20,000 interest free CEBA loan with the Government of Canada. If the Government of Canada is repaid by December 31, 2022, 50% being $10,000 will be forgiven. If the balance is not paid prior to December 31, 2022, the remaining balance will be converted to a three-year term loan at 5% annual interest, paid monthly. The full balance must be repaid no later than December 31, 2025.

14. Share Capital

Authorized

The Company is authorized to issue an unlimited number of common shares.

On July 31, 2021, the Company had 44,252,497 shares outstanding.

a) Issued

The Company issued common shares as described below during the nine months ended July 31, 2021:

On November 17, 2020, the Company issued 25,990 common shares with a fair value of $12,995 to settle debt in the amount of $12,995.

On December 14, 2020, the Company issued 3,000,000 common shares pursuant to the asset acquisition per Note 8.

As at July 31, 2021, 400,000 RSUs had vested, and of which, 200,000 common shares with a fair value of $98,998 were issued on December 14, 2020 and 200,000 common shares valued at $98,998 remain to be issued.

On February 17, 2021, the Company issued 25,990 common shares with a fair value of $12,995 to settle debt in the amount of $12,995.

During the nine months ended July 31, 2021, the Company did not incur any share issuance costs related to legal fees.

The Company issued common shares as described below during the nine months ended July 31, 2020:

On November 18, 2019, the Company issued 160,000 common shares pursuant to a private placement at $0.50 per common share for gross proceeds of $80,000. The Company paid cash finders' fees of $2,900 in conjunction with the private placement which have been capitalized as share issuance costs.

On December 18, 2019, the Company repurchased and cancelled 9,000,000 common shares pursuant to the purchase of common shares for cancellation from two shareholders. The Company repurchased those shares for $Nil.

On January 7, 2020, the Company issued 30,000 common shares pursuant to a private placement at $0.50 per common share for gross proceeds of $15,000. The Company paid cash finders' fees of $1,050 in conjunction with the private placement which have been capitalized as share issuance costs.

On February 13, 2020, the Company issued 375,000 common shares pursuant to warrants exercised for $0.20 per common share for gross proceeds of $75,000.

On February 18, 2020, the Company issued 250,000 common shares pursuant to options exercised for $0.20 per common share for gross proceeds of $50,000.

On July 26, 2020, the Company repurchased and cancelled 5,000,000 common shares pursuant to the settlement of the director that was terminated. The Company repurchased those shares for $10,000.

During the nine months ended July 31, 2020, the Company did not incur any share issuance costs related to legal fees.

b) Stock options

The Company has a stock option plan (the "Stock Option Plan") where the Board of Directors can grant stock options to directors, officers, employees and consultants of the Company as performance incentives. The maximum number of common shares issuable under the Stock Option Plan is limited to 10% of the issued and outstanding common shares of the Company. There are also limitations on the number of common shares issuable to insiders. At the time of granting a stock option, the Board of Directors must approve: (i) the exercise price, being not less than the market value of the common shares; (ii) the vesting provisions; and (iii) the expiry date, generally being no more than ten years after the grant date.

During the nine months ended July 31, 2021, the following activity occurred:

a) 614,579 options were forfeited on July 15, 2021 and 260,421 were forfeited on July 25, 2021 as a result of the termination of two employees of the Company. $33,673 of share-based payments was reversed as a result of the forfeiture of unvested options.

b) 457,970 compensation options were issued to agents pursuant to a private placement. These options vest on the date on which the release conditions in Note 7 are completed and expire two years from this date. As at July 31, 2021, $32,517 in share-based payments was recognized as deferred financing charges.

During the nine months ended July 31, 2020, the Company granted the following stock options:

a) 100,000 options were granted on May 29, 2020 with an exercise price of $0.50 and expiry date of May 29, 2025. These options vested evenly over 12 months.
b) 100,000 options were granted on July 2, 2020 with an exercise price of $0.50 and expiry date of July 2, 2025. These options vested evenly over 12 months.
c) 500,000 options were granted on March 30, 2020 with an exercise price of $0.20 and expiry date of March 30, 2025. One third of these options vest immediately, the next third vests on the first anniversary, and the final third vests on the second anniversary.
d) 375,000 options were granted on April 14, 2020 with an exercise price of $0.20 and expiry date of April 14, 2025. One third of these options vest immediately and the remainder of shares vests evenly over 24 months.
e) In July 2020, the Company entered into two separate consulting agreements each with a term of 36 months. As consideration, the Company shall grant the following remuneration to each consultant based on the following key performance indicators:

- Upon:
  - (i) closing of the Sportsflare NZ acquisition transaction (see Note 7);
  - (ii) the Company successfully raising aggregate gross proceeds of $2,000,000 through an equity financing; and
  - (iii) the Consultant joining the Company's board of directors or board of advisors, the consultant shall be issued:
    - 250,000 stock options of the Company at an exercise price of $0.50 which shall vest in equal monthly instalments over twenty-four months from the grant date; and
    - 1,250,000 restricted share units which shall vest into common shares of the Company for no additional consideration upon a transaction which causes the Company to become a reporting issuer or a transaction that constitutes a reverse take-over of the Company

As at July 31, 2021, the conditions had not been met and the restricted share units and options had not been issued to the consultants.

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The following is a summary of changes in options:

	Number	Weighted Average Exercise Price
Outstanding, October 31, 2019	4,840,000	$0.20
Exercisable, October 31, 2019	3,556,272	$0.20
Granted	1,075,000	$0.26
Exercised	(250,000)	($0.20)
Forfeited	(1,040,000)	($0.19)
Outstanding, October 31, 2020	4,625,000	$0.21
Exercisable, October 31, 2020	3,979,166	$0.21
Granted	457,970	$0.50
Exercised	-	-
Forfeited	(875,000)	$0.20
Outstanding, July 31, 2021	4,207,970	$0.25
Exercisable, July 31, 2021	3,750,000	$0.22

At July 31, 2021, the following stock options were outstanding, entitling the holders thereof the right to purchase one common share for each option held as follows:

Number	Exercise Price	Expiry Date	Number Vested
100,000	$0.50	May 29, 2025	100,000
100,000	$0.50	July 2, 2025	100,000
100,000	$0.20	January 8, 2029	100,000
100,000	$0.20	January 24, 2029	100,000
2,000,000	$0.20	February 1, 2029	2,000,000
25,000	$0.20	March 21, 2029	25,000
125,000	$0.20	March 29, 2029	125,000
600,000	$0.20	April 1, 2029	600,000
600,000	$0.20	April 2, 2029	600,000
457,970	$0.50	*	-
4,207,970			3,750,000

* These options vest on the date on which the release conditions in Note 7 are completed and expire two years from this date.

As at July 31, 2021, the weighted average life of options outstanding was 6.57 years.

The estimated fair value of stock options granted is determined using the Black-Scholes option pricing model and is recorded as a charge in the consolidated statement of loss and comprehensive loss over the vesting period of the stock options, with a corresponding increase to reserves. During the nine months ended July 31, 2021, $12,863 (2020 - $157,187) was recorded as share-based payments for stock options and $32,517 was recorded as deferred financing charges. Stock options are granted at a price equal to or above the fair value of the common shares. The consideration received on the exercise of stock options is added to stated capital at the time of exercise.

(Unaudited - Expressed in Canadian Dollars)

The fair value of the stock options granted was determined using the Black-Scholes option pricing model with the following assumptions:

	July 31, 2021	**October 31, 2020**
Share price	$0.50	$0.20 - $0.20
Exercise price	$0.50	$0.20 - $0.50
Expected volatility	150%	150%
Expected option life	2.26 years	5 years – 10 years
Expected dividend yield	-	-
Expected forfeiture rate	-	-
Risk-free interest rate	0.47%	0.32% - 0.59%

c) Warrants

The following is a summary of changes in warrants:

	Number	**Weighted Average Exercise Price**
Outstanding, October 31, 2019	3,199,999	$0.20
Exercisable, October 31, 2019	2,133,332	$0.20
Granted	-	-
Exercised	(375,000)	($0.20)
Outstanding and exercisable, October 31, 2020 and July 31, 2021	2,824,999	$0.20

At July 31, 2021, the following warrants were outstanding, entitling the holders thereof the right to purchase one common share for each option held as follows:

Number	**Exercise Price**	**Expiry Date**	**Number Vested**
2,824,999	$0.20	April 1, 2023	2,824,999
2,824,999			2,824,999

As at July 31, 2021, the weighted average life of warrants outstanding was 1.67 years.

The estimated fair value of warrants granted is determined using the Black-Scholes option pricing model and is recorded as a charge in the consolidated statements of loss and comprehensive loss over the vesting period of the warrants, with a corresponding increase to reserves. During the nine months ended July 31, 2021, $nil (2020 - $43,231) was recorded as share-based payments for warrants. Warrants are issued at a price equal to or above the fair value of the common shares. The consideration received on the exercise of warrants is added to stated capital at the time of exercise.

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d) Restricted Share Units ("RSU")

On November 23, 2020, the Company granted 1,000,000 RSUs with a fair value of $499,990. Share-based payments relating to RSUs vesting during the year using the Black- Scholes option pricing model was $348,520. The RSUs vest as follows:

- 200,000 vest on the date the RSU holder is engaged as an advisor to the Corporation ("Engagement Date") (Vested and issued)
- 200,000 vest on the date that is six months from the Engagement Date (Vested, but not yet issued)
- 200,000 vest on the date that is twelve months from the Engagement Date (Unvested)
- 200,000 vest on the date that is eighteen months from the Engagement Date (Unvested)
- 200,000 vest on the date that is twenty-four months from the Engagement Date (Unvested)

The fair value of stock options granted during the nine months ended July 31, 2021 was estimated using the Black-Scholes Option Pricing Model with the following assumptions:

Assumptions	**November 23, 2020**
Risk-free interest rate	0.23%
Expected volatility	150%
Dividend yield	0%
Expected life	2.00 years

15. Related Party Transactions

a) Key management compensation

Key management consists of the officers and directors who have authority and are responsible for overseeing, planning, directing and controlling the activities of the Company.

During the nine months ended July 31, 2021 and 2020, the Company incurred charges with officers and directors recorded at their exchange amounts as agreed upon by transacting parties as follows:

	July 31, 2021	July 31, 2020
Management fees	$ -	$ 35,833
Salaries	-	40,000
Share-based payments	-	55,965
	$ -	$ 131,798

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Share-based payments are the fair value of options granted to key management personnel as at the grant date.

During the nine months ended July 31, 2021 and 2020, key management personnel were not paid any post-employment benefits, termination benefits or any other long-term benefits.

b) Other transactions

During the nine months ended July 31, 2021, the Company incurred $73,921 (2020: $32,398) in accounting fees to a Company owned by the Chief Financial Officer. Accounting fees are included in general and administrative expenses in the statement of net loss and comprehensive loss.

c) Related party balances

As at July 31, 2021, included in accounts receivable is $2,669 (October 31, 2020 - $2,669) owing to the Company from a director.

As at July 31, 2021, included in accounts payable and accrued liabilities is $101,698 (October 31, 2020 – $22,218) in amounts payable to a company owned by the Chief Financial Officer of the Company. The amount is unsecured, non-interest bearing and due on demand.

As at July 31, 2021, included in promissory notes payable is $nil (October 31, 2020 - $30,000) in amounts payable to directors of the Company. The amount is unsecured, non-interest bearing and due on demand.

16. General and Administrative Expenses

General and administrative expenses consisted of the following:

	Three months ended July 31,		**Nine months ended July 31,**	
	2021	**2020**	**2021**	**2020**
Insurance	$ 5,583	$ 3,378	$ 17,746	$ 13,008
Office and miscellaneous	20,789	6,880	60,946	113,902
Salaries and benefits	112,542	343	129,187	265,448
Professional fees	159,063	5,806	230,012	282,941
	$ 297,977	**$ 16,407**	**$ 437,894**	**$ 675,299**

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17. Loss Per Share

The calculation of basic and diluted loss per share was based on the following data:

	2021	2020
Weighted average number of shares – basic:		
Issued common shares as at November 1, 2018	41,000,517	54,049,917
Effect of common shares during the year	2,734,249	(10,433,014)
	43,734,766	43,616,903
Net loss	$1,114,649	$ 1,417,294
Net loss per share – basic and diluted	($0.03)	($0.03)

The basic loss per share is computed by dividing the net loss by the weighted average number of common shares outstanding during the period. The diluted loss per share reflects the potential dilution of common share equivalents, such as stock options and share purchase warrants, in the weighted average number of common shares outstanding during the period, if dilutive.

There are no shares held in escrow as of July 31, 2021 and 2020.

18. Segmented Reporting

During the year ended October 31, 2020, the Company operated one reportable segment of digital entertainment with all of the Company's non-current assets in Canada, and the United States. During the nine month period ended July 31, 2021, the Company incorporated a wholly owned subsidiary in New Zealand which operates in the Betting Solutions segment. All non-current assets for the Betting Solutions segment are located in New Zealand. As such, the Company has determined that it has two reportable segments as at July 31, 2021 and the nine month period then ended.

Segmented information by operating segment is as follows for the nine month period ended July 31, 2021:

	Digital Entertainment	**Betting Solutions**	**Total**
Revenues	$ 345,464	$ 29,235	$ 374,699
Comprehensive Loss	(721,578)	(279,324)	(1,000,902)
Non-current Assets	52,537	2,060,841	2,113,378
Total Assets	3,641,958	2,085,581	5,727,539
Total Liabilities	4,344,423	29,147	4,373,570

(Unaudited - Expressed in Canadian Dollars)

Segmented information by operating segment is as follows for the three month period ended July 31, 2021:

	Digital Entertainment	Betting Solutions	Total
Revenues	$ 85,859	$ 6,145	$ 92,004
Comprehensive Loss	256,560	172,599	429,159
Non-current Assets	52,537	2,060,841	2,113,378
Total Assets	3,641,958	2,085,581	5,727,539
Total Liabilities	4,344,423	29,147	4,373,570

19. Capital Management

The Company considers its capital structure to consist of shareholders' equity, promissory notes payable, and government loan payable. The Company manages its capital structure and makes adjustments to it, in order to have the funds available to support the acquisition and development of its business. 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 manages its capital structure and makes adjustments to it in light of economic conditions. The Company, upon approval from its Board of Directors, will balance its overall capital structure through new share issues or by undertaking other activities as deemed appropriate under the specific circumstances. Neither the Company nor its subsidiaries are subject to externally imposed capital requirements as at July 31, 2021.

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern. The Company's ability to raise future capital is subject to uncertainty and the inability to raise such capital may have an adverse impact over the Company's ability to continue as a going concern (see Notes 2 and 7).

The Company is dependent on external equity financing to fund its activities. In order to carry out the planned operations and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the nine month period ended July 31, 2021.

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20. Financial Instruments and Risk Management

Fair values

Hierarchical levels, defined by IFRS 7 and directly related to the amount of subjectivity associated with Inputs to fair valuation of these financial assets and liabilities, are as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1);
- Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices) (Level 2); and
- Inputs for the asset or liability that are not based on observable market data (unobservable inputs) (Level 3).

The fair values of the cash, restricted cash, trade and other receivables, accounts payable and other liabilities, subscription liability, and promissory notes payable approximate their carrying values due to the relatively short-term nature of these financial instruments.

Cash and cash equivalents are comprised of:

		July 31, 2021		**October 31, 2020**
Cash held in bank account	$	64,726	$	110,538
Cash held in PayPal account		246		196
Total	$	64,972	$	110,734

Cash includes demand deposits with financial institutions and cash equivalents consist of short-term, highly liquid investments purchased with original maturities of three months or less. As at July 31, 2021 and October 31, 2020, the Company did not have any cash equivalents.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its obligations. The Company's maximum exposure to credit risk for its trade receivables is equal to the carrying amount of those items.

99.6% of the Company's cash and cash equivalents are held with a major Canadian financial institution and thus the exposure to credit risk is considered insignificant. The remaining 0.4% is held in the Company's PayPal accounts. Management actively monitors the Company's exposure to credit risk under its financial instruments, including with respect to trade and other receivables.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations associated with financial liabilities. The Company has a planning and budgeting process in place by which it anticipates and determines the funds required to support its normal operating requirements. The Company coordinates this planning and budgeting process with its financing activities through its capital management process.

(Unaudited - Expressed in Canadian Dollars)

The Company holds sufficient cash and cash equivalents and working capital, maintained through stringent cash flow management, to ensure sufficient liquidity is maintained. Maturity analysis of liabilities which are due in next twelve months can be summarized as follows:

	2021	**2020**
Accounts payable and other liabilities	617,602	377,068

Foreign currency risk

A large portion of the Company's transactions occur in foreign currencies (primarily in US and NZ dollars) and, therefore, the Company is exposed to foreign currency risk at the end of the reporting period through its U.S. and New Zealand denominated trade receivables, accounts payable and cash. As at July 31, 2021, a 10% depreciation or appreciation of the U.S. dollar and New Zealand dollar against the Canadian dollar would have resulted in an approximate $2,400 and $4,000 decrease or increase, respectively, in total loss and comprehensive loss.

Interest rate risk

The Company does not have any significant exposure as at July 31, 2021 to interest rate risk through its financial instruments.

21. Supplemental Cash Flow Information

	Nine month period ending July 31,			
		2021		2020
Fair value of shares issued to settle accounts payable	$	25,990	$	-
Fair value of shares issued for Sportsflare NZ acquisition	$	1,500,000	$	-
Fair value of shares to be issued for Sportsflare NZ acquisition	$	667,880	$	-
Taxes paid	$	-	$	-
Cash paid for interest	$	-	$	-
Cash received for interest	$	-	$	234

22. Subsequent Events

a) On August 30, 2021, the Company received a loan from GTA in the amount of $30,000. The loan is unsecured, does not bear interest, and matures on the earlier of the completion of the RTO and the termination of the definitive agreement.

b) On September 24, 2021, the Company entered into an amendment to the asset purchase agreement dated December 14, 2020 with Sportsflare NZ (See Note 7) for the 3,000,000 Milestone Shares. The Milestone Shares conditions were amended to the following:

- 1,500,000 common shares of Tiidal shall be issued to Sportsflare NZ on the successful integration of one of the Market Validating Customers on or before December 31, 2022 ("Market Validation Milestone Shares"). In the event of the successful integration of a certain customer on or before December 31, 2022, Tiidal shall issue 500,000 common shares to Sportsflare NZ and the remaining Market Validation Milestone Shares shall be available for issuance upon the satisfaction of the Market Validation Milestone on or before December 31, 2022; and

- 1,500,000 common shares shall be issued upon Tiidal NZ achieving USD$100,000 (or equivalent currency) in monthly recurring revenue from at least ten customers or deployments of Tiidal NZ on or before December 31, 2022 ("Recurring Revenue Milestone").

c) On September 24, 2021 the Company received $20,000 in promissory note proceeds from two companies controlled by directors of the Company. The amount is unsecured, does not bear interest and matures at the earlier of five days after completing a reverse takeover transaction or transaction resulting in a change of control and October 31, 2021.

d) On September 29, 2021 the Company received $6,000 in promissory note proceeds. The amount is unsecured, does not bear interest and matures at the earlier of five days after completing a reverse takeover transaction or transaction resulting in a change of control and October 31, 2021.

e) On October 1, 2021, the Company received $4,000 in promissory note proceeds. The amount is unsecured, does not bear interest, and matures at the earlier of five days after completing a reverse takeover transaction or transaction resulting in a change of control and October 31, 2021.

f) On October 7, 2021, the Company closed the second tranche of a non-brokered financing of 296,970 subscription receipts at a price of $0.50 per subscription receipt for gross proceeds of $148,485. The subscription receipts have the same terms and escrow conditions as the first tranche which closed on July 13, 2021 as noted above. $148,485 in gross proceeds from the second tranche of the subscription financing were transferred to TSX Trust to be released upon the satisfaction of escrow release conditions.

g) On October 12, 2021, the Company received a total of $6,000 in promissory note proceeds from two companies controlled by directors of the Company. The amounts do not bear interest and mature at the earlier of five days after completing a reverse takeover transaction or transaction resulting in a change of control and October 31, 2021.

h) On October 28, 2021, the Company received an additional loan from GTA in the amount of $19,000. The loan is unsecured, does not bear interest, and matures on the earlier of the completion of the RTO and the termination of the definitive agreement.

TIIDAL GAMING GROUP INC.
MANAGEMENT DISCUSSION & ANALYSIS
For the nine months ended July 31, 2021 and 2020
(Expressed in Canadian Dollars)

This Management's Discussion and Analysis ("MD&A") is a review of the operations, current financial position and outlook for Tiidal Gaming Group Inc. ("Tiidal" or the "Company"). This MD&A should be read in conjunction with the Company's audited consolidated financial statements and notes thereto for the nine months ended July 31, 2021 and 2020.

The Company's audited consolidated financial statements and notes thereto have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC") and are reported in Canadian dollars unless otherwise noted.

Tiidal Gaming Group Inc. is classified as a "venture issuer" for the purposes of National Instrument 51-102. This MD&A was approved by the directors of the Company on November 8, 2021.

Caution Regarding Forward Looking Statements

Certain statements in this report are forward-looking statements which reflect management's expectations regarding future growth, results of operations, performance, business prospects and opportunities, the Company's ability to meet financial commitments and its ability to raise funds when required. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations, or intentions regarding the future. Such statements are subject to risks and uncertainties that may cause actual results, performance, or developments to differ materially from those contained in the statements. No assurance can be given that any of the events anticipated by the forward-looking statements will occur or, if they do occur, what benefits the Company will obtain from them. These forward-looking statements reflect management's current views and are based on certain assumptions and speak only as of the date of this report. These assumptions, which include management's current expectations, the global economic environment, and the Company's ability to manage its operating costs, may prove to be incorrect. Several risks and uncertainties could cause actual results to differ materially from those expressed or implied by the forward-looking statements; these risks are outlined substantially in the Tiidal Gaming Group Corp. Listing Statement.

There is a significant risk that such forward-looking statements will not prove to be accurate. Investors are cautioned not to place undue reliance on these forward-looking statements. No forward-looking statement is a guarantee of future results. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

Actual performance, achievement or other realities could differ materially from those expressed in, or implied by, any forward-looking statements or information in this MD&A and, accordingly, investors should not place undue reliance on any such forward-looking statements or information. Further, any forward-looking statement or information speaks only as of the date on which such statement is made, and the Company does not undertake any obligation to update any forward-looking statements or information to reflect information, events, results, circumstances, realities or otherwise after the date on which such statement is made or to reflect the occurrence of unanticipated events, except as required by law, including securities laws. All forward-looking statements and information contained in this MD&A and other documents of the Company are qualified by such cautionary statements. New factors emerge from time to time, and it is not possible for management to predict all such factors and to assess in advance the impact of each such factor on the Company's business or the extent to which any factor, or combination of factors, may cause actual realities to differ materially from those contained in any forward-looking statements.

In addition, forward-looking statements, and information herein, including financial information, is based on certain assumptions relating to the business and operations of the Company. Although the Company has attempted to identify important factors that could cause actual actions, events, or results to differ materially from those described in forward-looking statements and forward-looking information in this MD&A, and the documents incorporated by reference herein, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There is no assurance that such statements and information will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements or information. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information contained in this MD&A.

Business History

The table below lists the Tiidal's wholly-owned subsidiaries as at July 31, 2021:

Name of subsidiary	Jurisdiction Incorporated	Functional Currency	Accounting Method
Lazarus Esports Inc.	Canada	Canadian dollars	Consolidation
Space Esports Inc.	USA	U.S. dollars	Consolidation
Tiidal Gaming NZ Ltd.	New Zealand	New Zealand dollars	Consolidation

Tiidal Gaming Group Inc. and Lazarus Esports Inc. ("Lazarus Esports") were incorporated under the Business Corporations Act of Ontario on October 22, 2018 and May 19, 2019, respectively. Space Esports Inc. was incorporated under the laws of Delaware on July 23, 2019. Tiidal Gaming NZ Limited ("Tiidal NZ") was incorporated on November 23, 2020 under the Companies Act 1993 in New Zealand.

The business began as SetToDestroyX, a sole proprietorship operated by Charlie Watson that began operations in 2010 in the esports industry. On October 27, 2018, Tiidal acquired the business assets associated with the business of SetToDestroyX in exchange for 30,000,000 common shares of the Company, $140,000, and the assumption of $22,468 of liabilities. The organization changed its team name from SetToDestroyX to Lazarus in November 2018.

On September 27, 2019, Tiidal, through its subsidiary Space Esports Inc., acquired the business assets of Space Esports, a sole proprietorship operating in the esports industry.

On December 14, 2020, Tiidal NZ, a wholly owned subsidiary of the Company, entered into and completed an asset purchase agreement with Sportsflare NZ Limited ("Sportsflare NZ") to acquire the assets of Sportsflare NZ.

On July 12, 2021, the Company, GTA, and 2852773 Ontario Inc., a wholly-owned subsidiary of GTA ("GTA Subco"), entered into a business combination agreement whereby Tiidal and GTA Subco would amalgamate by way of a three-cornered amalgamation and the issued and outstanding securities of GTA would be exchanged for securities of Tiidal ("GTA RTO"). Tiidal would become a wholly-owned subsidiary of GTA as a result of the amalgamation. The resulting issuer will be listed on the Canadian Securities Exchange or such other Canadian Stock exchange selected by the Company. See the Proposed Transactions section of this MD&A.

The Company's head office, principal address and registered office is located at 365 Bay Street, Suite 800, Toronto, Ontario M5H 2V1.

The Company's principal business activities are owning and operating synergistic businesses across the gaming ecosystem, including its wholly-owned subsidiaries Tiidal NZ doing business as Sportsflare, which has developed a robust odds feed and advanced betting solutions for sportsbooks and online betting companies, and Lazarus Esports, a Canadian leader and globally recognized competitive esports organization. Tiidal plans to go public and list on a recognized stock exchange in Canada.

Overall Performance

The Company focused its efforts during the nine months ended July 31, 2021 on the acquisition of the Sportsflare NZ intangible assets, further developing its betting solutions operations, and preparing to go public through a reverse takeover transaction ("RTO").

Through the newly formed subsidiary, Tiidal NZ, the Company acquired the intangible assets of Sportsflare NZ on December 14, 2020 and entered into management contracts with certain individuals from Sportsflare NZ. The Company then further developed its IP and began operating in the esports betting solutions and odds feeds industry.

On July 12, 2021, the Company officially entered into the GTA RTO agreement. The resulting issuer will be listed on the Canadian Securities Exchange or such other Canadian Stock exchange selected by the Company. During the nine months ended July 31, 2021, the Company has been working with its lawyers and accountants to prepare for the RTO transaction.

The Company plans to increase its cash position in connection with going public with through a RTO. On July 13, 2021, the Company closed a non-brokered financing of 3,576,364 subscription receipts at a price of $0.50 per subscription receipt for gross proceeds of $1,788,182 and a brokered financing of 2,971,000 subscription receipts at a price of $0.50 per subscription receipt for gross proceeds of $1,485,500. Tiidal will split its Common Shares on the basis of one pre-share split Tiidal Common Share for 1.2738 post-share split Tiidal Common Share. Each subscription receipt will, upon satisfaction of the escrow release conditions, be automatically converted into one unit of the Corporation, with each unit being comprised of one post-share split Common Share and one-half of one post-share split warrant. Each warrant will entitle the holder to purchase one post-share split common share for a period of 24 months following the conversion date at a price of $0.75.

On July 13, 2021, $3,108,921 from the subscription receipt financing was transferred to TSX Trust Company to be released upon the satisfaction of escrow conditions, including the RTO transaction.

The Company issued 346,890 subscription receipts to the agents in connection with the financing and issued 457,970 compensation options to the agents upon satisfaction of the escrow conditions. Each compensation option will be exercisable for one post-share split Common Share or one Resulting Issuer Share (subject to any necessary adjustments), as applicable, $0.50 for a period of 24 months following the satisfaction of the escrow release conditions.

$136,159 in financing charges and $28,600 in HST were paid directly from the gross proceeds to agents in the subscription receipt financing. $173,445 in financing charges were paid through 346,890 subscriptions in lieu of cash.

The Company's overall comprehensive loss for the nine month period ended July 31, 2021 was $1,000,902 (2020 - $1,374,505). The Company did not generate as much revenue in the current period compared to the previous period resulting from reduced tournament play and lower prizes won.

There was an increase in sponsorship and other revenue as the Company recognized revenue earned from sponsorship agreements entered into during the prior year as well as during the period. With the acquisition of the intangible assets from Sportsflare NZ, the Company earned $29,235 from betting solutions revenue during the nine months ended July 31, 2021 which was not present during the comparative period in 2020.

Overall, operating expenses decreased by 25% from $1,536,743 for the nine-month period ended July 31, 2020 to $1,157,891 for the nine-month period ended July 31, 2021 as the Company took cost savings measures during the period to preserve its cash. The Company released a number of esports players and player managers during the period ended July 31, 2021, resulting in decreases of $242,778 in player fees and $52,781 in player management fees compared to the same period in 2020. In addition, travel expenses decreased due to less corporate travel, fewer players travelling for competitive tournaments, and the effect of the COVID-19 pandemic. Share-based payments expense increased $160,965 from $200,418 for the nine-month period ended July 31, 2020 to $361,383 for the nine-month period ended July 31, 2021 due to the vesting of stock options issued in the prior period and the issuance and vesting of RSUs to consultants in the period.

Going Concern

As at July 31, 2021, the Company had a net working capital deficit of $759,409 (October 31, 2020 - $303,173). The Company's ability to continue its operations and to realize assets at their carrying values is dependent upon its ability to raise financing and generate profits and positive cash flows from operations in order to cover its operating costs. From time to time, the Company generates working capital to fund its operations by raising additional capital through equity or debt financing. However, there is no assurance it will be able to continue to do so in the future. The accompanying consolidated financial statements do not give effect to any adjustments required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in the accompanying consolidated financial statements. If the going concern assumption was not appropriate for the accompanying financial statements, adjustments would be necessary to the statement of financial position classifications used. Such adjustments could be material. Additional funds will be required to enable the Company to pursue its initiatives, and the Company may be unable to obtain such financing on terms which are satisfactory to it. Furthermore, there is no assurance that the business will be profitable. These factors indicate the existence of a material uncertainty that may cast doubt about the Company's ability to continue as a going concern. Should the Company be unable to complete these plans to obtain additional financing and be unable to continue as a going concern, the Company may be forced to cease operations.

Selected Period Information for The Nine Months Ended July 31, 2021 and 2020

		2021		**2020**
Revenues	$	374,699	$	517,633
Cost of sales		193,888		381,671
Expenses		1,157,891		1,536,743
Net loss		1,114,649		1,417,294
Comprehensive loss		1,000,902		1,374,505
Basic and diluted comprehensive loss per share		(0.03)		(0.03)
Total assets		5,727,539		140,082
Total non-current financial liabilities		60,000		40,000
Total liabilities		4,433,570		464,520

Results of Operations for The Nine Months Ended July 31, 2021 and 2020

Revenue

The Company generated revenue of $374,699 for the nine months ended July 31, 2021 compared to $517,633 generated for the nine months ended July 31, 2020. Revenue consisted primarily of tournament prize winnings, sponsorship revenue and betting solutions revenue. Prize revenue decreased by $286,478 (64%) from $444,970 in the nine-month period ended July 31, 2020 to

$158,492 for the same period in 2021. This is due to the Company releasing a number of players and its players under contract did not win as much prize money during the nine month period ended July 31, 2021 compared to the period ending July 31, 2020. Live in-person tournaments were impacted by the COVID-19 pandemic. The tournaments that the Company's players did enter did not have as large payouts as the tournaments in the prior year which had resulted in the larger sum of prize revenue.

This was offset by an increase in sponsorship and other revenue by $114,309 from $72,663 for the period ended July 31, 2020 to $186,972 for the period ended July 31, 2021 as the Company entered into more significant sponsorship agreements during the period ended July 31, 2021 compared to the same period in 2020. The XP Sports (Iovate Health Sciences) sponsorship was terminated in May 2021.

With the acquisition of the intangible assets of Sportsflare NZ in the period ended July 31, 2021, the Company generated online betting revenue of $29,235 from the use of the platform which was not present in 2020.

Cost of sales and gross profit

Cost of sales consists primarily of the player's portion of tournament winnings, but also includes commission paid on sponsorship revenue. Cost of sales decreased by 49% from $381,671 for the nine months ended July 31, 2020 to $193,888 for the nine-months ended July 31, 2021. The Company released some of its esports players and had fewer competitive players during the nine-month period ended July 31, 2021 compared to 2020 and did not win as much prize money from tournaments resulting from the types of players under contract and the COVID-19 pandemic. Gross profit percentage increased from 26% for the nine-month period ended July 31, 2020 to 48% for the nine-month period ended July 31, 2021 as a higher portion of the total revenue came from sponsorships and betting solutions revenue which on average has historically had a lower cost of sales compared to prize winnings.

Expenses

The Company's operating expenses for the nine months ended July 31, 2021 were $1,157,891, compared to $1,536,743 for the prior nine months ended July 31, 2020, indicating a decrease of 25% as the Company released a number of esports players and player manager during the period to preserve its cash. As a result, the Company saw a decrease of $242,778 in player fees and $52,781 in player management fees compared to the same period in 2020. In addition, travel expenses decreased due to less corporate travel, fewer players travelling for competitive tournaments, and the effect of the COVID-19 pandemic. Advertising and promotion decreased from $47,294 to $25,230 for the same reasons as travel as well as cost cutting to preserve cash. Share-based payments expense increased $160,965 from $200,418 for the nine-month period ended July 31, 2020 to $361,383 for the nine-month period ended July 31, 2021 due to the vesting of stock options issued in the prior period and the issuance and vesting of RSUs to consultants in the period.

Management fees also decreased from $66,667 for the period ended July 31, 2020 to $Nil for the period ended July 31, 2021 as management agreed to waive the management fees for the nine months ended July 31, 2021.

General and administrative expenses

Nine months ended July 31,		2021		2020
Insurance	$	17,746	$	13,008
Office and miscellaneous		60,949		113,902
Salaries and benefits		129,187		265,448
Professional fees		230,012		282,941
	$	437,894	$	675,299

During the nine-month period ended July 31, 2021, the Company's general and administrative expenses decreased by $237,405 or 35% from $675,299 to $437,894. The Company reduced operations and cut the number of esports players under contract during the nine-month period ended July 31, 2021 compared to the nine-month period ended July 31, 2020. Office and miscellaneous expenses decreased by $52,953 or 46% from $113,902 to $60,949 as the Company moved out of its Toronto corporate office partway through the nine-month period ended July 31, 2020. Salaries and benefits decreased by $136,261 or 51% from $265,448 for the nine-month period ended July 31, 2020 to $129,187 for the nine-month period ended July 31, 2021 as certain head office employees resigned or were terminated during the period ended July 31, 2021 and were not replaced. Professional fees decreased by $52,929 or 19% from $282,941 for the nine-month period ended July 31, 2020 to $230,012 for the nine-month period ended July 31, 2021 as the current period relates to preparing for going public, while in the prior 9 month period, professional fees related to employees, David Brisson litigation, and potential M&A activity.

Summary of Quarterly Results

The following financial data was derived from the eight most recently completed financial quarters:

	July 31, 2021	April 30, 2021	January 31, 2021	October 31, 2020
Revenue	$92,004	$114,682	$168,013	$60,592
Comprehensive loss	($429,160)	($455,543)	($116,380)	($104,536)
Loss per unit – basic and diluted	($0.01)	($0.01)	($0.00)	($0.00)
Weighted average number of units outstanding	44,252,497	43,729,492	42,709,849	41,000,517
	July 31, 2020	**April 30, 2020**	**January 31, 2020**	**October 31, 2019**
Revenue	$70,077	$50,203	$397,353	$386,355
Comprehensive loss	($103,443)	($222,634)	($1,048,428)	($1,245,148)
Loss per unit – basic and diluted	($0.00)	($0.01)	($0.02)	($0.02)
Weighted average number of units outstanding	43,612,687	45,788,528	49,834,313	52,772,127

The factors that have caused variations in results over the quarters are mostly related to the COVID-19 pandemic. The Company's players under contract did not participate in and did not win as much prize money from as many tournaments during the period ended July 31, 2021 and year ended October 31, 2020, starting specifically in the second quarter, April 30, 2020.

Liquidity and Capital Resources

As at July 31, 2021, the Company had working capital deficit of $759,409 (October 31, 2020 – $303,173), consisting primarily of cash, restricted cash, and deferred financing charges offset by accounts payable and accrued liabilities, subscription liability and convertible debt. The working capital deficit increased by $456,233 compared to October 31, 2020, which is primarily due to an increase in accounts payable and accrued liabilities and an increase in convertible debt which was issued during the 2021 period. Restricted cash, deferred financing charges, and subscription liability all relate to a subscription receipt financing that will convert to equity instruments upon the completion of the RTO with GTA and satisfying the escrow conditions. The effects of the restricted cash, deferred financing charge, and subscription liability on working capital offset each other.

The Company expects that it will need additional capital to fund operations and increased working capital over the next 12 months in order to settle its obligations as they come due. The Company's ability to raise additional funds is subject to a number of uncertainties and risk factors. The Company plans to fund the capital required by raising funds through the closing of the proposed RTO and release of the funds in escrow from the subscription receipts. Also, see the subsequent events section of this MD&A.

Cash Flows

Based on the operating activities for the past year, it is expected that in addition to using funds currently available to the Company, additional funds will need to be raised through equity financings, shareholder loans or otherwise. The Company expects that this will be met through satisfying the escrow conditions and the availability of the funds raised from the subscription receipts. The Company's ability to raise additional funds is subject to a number of uncertainties and risk factors.

A summary of cash flows for the nine-month periods ended July 31, 2021 and 2020 is as follows (in Canadian Dollars):

For the period ended July 31		**2021**	**2020**	**Change**
Operating activities	$	(323,149)	(691,050)	367,902
Investing activities		(42,863)	30,075	(72,939)
Financing activities		320,250	246,050	74,200
Change in cash	$	(45,762)	414,925	369,163

Operating Activities

During the nine months ended July 31, 2021, operating activities used $323,149 in cash. The use of cash for the year was mainly attributable to the net loss for the year of $1,000,902, offset by changes in accounts receivable and prepaid expenses. The Company also reduced payments for payables.

During the comparative period ended July 31, 2020, the Company used $691,050 in cash for operating activities. This was mainly attributable to net loss for the year of $1,374,505 less $200,418 in share-based payment and changes in accounts receivables and accounts payables.

Investing Activities

During the nine months ended July 31, 2021, investing activities consisted of $42,863 in cash used for the acquisition of capital assets and intangible assets.

During the comparative period ended July 31, 2020, investing activities consisted of $30,075 in cash returned from the GIC purchased in the prior year.

Financing Activities

During the nine months ended July 31, 2021, financing activities consisted of $280,250 received in proceeds for convertible debt issuances, $20,000 from the issuance of promissory notes and

$20,000 from the Canada Emergency Business Account "CEBA" loan from the Government of Canada.

During the comparative period July 31, 2020, financing activities consisted of $40,000 received from the Canada Emergency Business Account "CEBA" loan from the Government of Canada, $30,000 received for promissory notes issued, and $190,000 from the issuance of shares.

Off-Balance Sheet Arrangements

The Company did not enter into any off-balance sheet arrangements as at July 31, 2021 or as of the date of this report.

Related Party Transactions

Key management consists of the officers and directors who have authority and are responsible for overseeing, planning, directing and controlling the activities of the Company.

During the nine months ended July 31, 2021 and 2020, the Company incurred charges with officers and directors recorded at their exchange amounts as agreed upon by transacting parties as follows:

	July 31, 2021	July 31, 2020
Management fees	$ -	$ 35,833
Salaries	-	40,000
Share-based payments	-	55,965
	$ -	$ 131,798

During the nine-month period ended July 31, 2021, the Company incurred $nil (2020 - $40,000) in salaries to Charlie Watson, CEO and former Director.

During the nine-month period ended July 31, 2021, the Company incurred $nil (2020 - $30,000) in management fees to Azalea Investments Limited, a company controlled by David Brisson, former President and former Director.

During the nine-month period ended July 31, 2021, Neil Duffy, Director, forgave $nil (2020 - $4,167) in management fees payable to himself during the period then ended.

During the nine-month period ended July 31, 2021, the Company incurred $nil (2020 - $10,000) in management fees to Orridge-N-All Strategies Inc., a company controlled by Jeffrey Orridge, Director.

Other Transactions

During the nine-month period ended July 31, 2021, the Company incurred $73,921 (2020 - $32,398) in professional fees charged by ACM Management Inc., a company controlled by Alex McAulay, CFO and former Director.

Due to/from Related Parties

As at July 31, 2021, the Company had a receivable balance of $2,669 (2020 - $2,669) owing from Charlie Watson for withholding taxes payable.

As at July 31, 2021, the Company had a payable balance of $101,698 (2020 - $22,218) owing to ACM Management Inc., a company controlled by Alex McAulay, CFO. The amount consists of professional fees and is unsecured, non-interest bearing and due on demand.

As at July 31, 2021, the Company had a promissory note payable of $nil (2020 - $10,000) owing to 2578218 Ontario Ltd., a company controlled by Zachary Goldenberg, Director. The amount is unsecured, non-interest bearing and due on demand. During the nine-month period ended July 31, 2021, $10,000 was repaid.

As at July 31, 2021, the Company had a promissory note payable of $nil (2020 - $10,000) owing to Thesis Capital Inc., a company controlled by Prit Singh, Director. The amount is unsecured, non-interest bearing and due on demand. During the nine-month period ended July 31, 2021, $10,000 was repaid.

Proposed Transactions

As of the date of this MD&A, the Company has entered into an agreement with GTA Financecorp Inc. ("GTA") in which GTA will acquire all of the issued and outstanding shares of the Company by way of three-corner amalgamation or such other similarly structured transaction resulting in a reverse takeover of GTA by the Company (the "RTO"). See subsequent events section of this MD&A.

Commitments

At July 31, 2021, and the date of this MD&A, the Company has no commitments.

Accounting Standards, Amendments and Interpretations not yet Effective

Accounting standards issued but not yet effective

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective.

Management anticipates that all the pronouncements will be adopted in the Company's accounting policies for the first period beginning after the effective date of the pronouncement. Information on new standards, amendments and interpretations that are expected to be relevant to the Company's financial statements is provided below. Certain other new standards and interpretations have been issued, but are not expected to have an impact on the Company's consolidated financial statements.

Financial and Other Instruments

Fair values

The fair values of the cash, restricted cash, trade and other receivables, accounts payable and other liabilities, subscription liability, and promissory notes payable approximate their carrying values due to the relatively short-term nature of these financial instruments.

Cash and cash equivalents are comprised of:

		July 31, 2021		**October 31, 2020**
Cash held in bank account	$	64,726	$	110,538
Cash held in PayPal account		246		196
Total	$	64,972	$	110,734

Cash includes demand deposits with financial institutions and cash equivalents consist of short-term, highly liquid investments purchased with original maturities of three months or less. As at July 31, 2021 and October 31, 2020, the Company had no cash equivalents.

Risk Management

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its obligations. The Company's maximum exposure to credit risk for its trade receivables is equal to the carrying amount of those items.

99.6% of the Company's cash and cash equivalents are held with a major Canadian financial institution and thus the exposure to credit risk is considered insignificant. The remaining 0.4% is held in Tiidal's PayPal account. Management actively monitors the Company's exposure to credit risk under its financial instruments, including with respect to trade receivables.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations associated with financial liabilities. The Company has a planning and budgeting process in place by which it anticipates and determines the funds required to support its normal operating requirements. The Company coordinates this planning and budgeting process with its financing activities through its capital management process.

The Company does not have sufficient cash and cash equivalents and working capital. Maturity analysis of liabilities which are due in next twelve months can be summarized as follows:

		July 31, 2021		**October 31, 2020**
Accounts payable and accrued liabilities	$	617,602	$	377,071

Foreign currency risk

A large portion of the Company's transactions occur in foreign currencies (primarily in US and NZ dollars) and, therefore, the Company is exposed to foreign currency risk at the end of the reporting period through its U.S. and New Zealand denominated trade receivables, accounts payable and cash. As at July 31, 2021, a 10% depreciation or appreciation of the U.S. dollar and New Zealand dollar against the Canadian dollar would have resulted in an approximate $2,400 and $4,000 decrease or increase, respectively, in total loss and comprehensive loss.

Interest rate risk

The Company has no significant exposure as at July 31, 2021 to interest rate risk through its financial instruments.

Other MD&A Requirements

Outstanding Share Data

As of July 31, 2021 and the date of this report, the Company had 44,252,497 common shares issued and outstanding.

As of July 31, 2021 and the date of this report, the following stock options were outstanding, entitling the holders thereof the right to purchase one common share for each option held as follows:

Number	Exercise Price	Expiry Date	Number Vested
100,000	$0.50	May 29, 2025	100,000
100,000	$0.50	July 2, 2025	100,000
100,000	$0.20	January 8, 2029	100,000
100,000	$0.20	January 24, 2029	100,000
2,000,000	$0.20	February 1, 2029	2,000,000
25,000	$0.20	March 21, 2029	25,000
125,000	$0.20	March 29, 2029	125,000
600,000	$0.20	April 1, 2029	600,000
600,000	$0.20	April 2, 2029	600,000
457,970	$0.50	*	-
4,207,970			3,750,000

*The options vest on the date on which the release conditions in Financial Statements Note 7 are completed and expire two years from this date.

At July 31, 2021 and the date of this report, the following warrants were outstanding, entitling the holders thereof the right to purchase one common share for each warrant held as follows:

Number	Exercise Price	Expiry Date	Number Vested
2,824,999	$0.20	April 1, 2023	2,824,999
2,824,999			2,824,999

Subsequent Events

On August 30, 2021, the Company received a loan from GTA in the amount of $30,000. The loan is unsecured, does not bear interest, and matures on the earlier of the completion of the RTO and the termination of the definitive agreement.

On September 24, 2021, the Company entered into an amendment to the asset purchase agreement dated December 14, 2020 with Sportsflare NZ Limited. for 3,000,000 Milestone Shares. The Milestone Shares conditions were amended to the following:

- 1,500,000 common shares of Tiidal shall be issued to Sportsflare NZ Limited. when one of the Market Validating Customers purchases a license and uses the product for three consecutive months without any material complaints or raising any technical issues ("Successful Integration"), on or before December 31, 2022 ("Market Validation Milestone Shares"). In the event of a successful integration of a certain customer on or before December 31, 2022, Tiidal shall issue 500,000 common shares to Sportsflare NZ Limited. and the remaining Market Validation Milestone Shares shall be available for issuance upon the satisfaction of the Market Validation Milestone on or before December 31, 2022; and

- 1,500,000 common shares shall be issued upon Tiidal NZ Limited. achieving USD$100,000 (or equivalent currency) in monthly recurring revenue from at least ten customers or deployments of Tiidal NZ Limited. on or before December 31, 2022 ("Recurring Revenue Milestone").

On September 24, 2021 the Company received $20,000 in promissory note proceeds from two companies controlled by directors of the Company. The amount is unsecured, does not bear interest and matures at the earlier of five days after completing a reverse takeover transaction or transaction resulting in a change of control and October 31, 2021

On September 29, 2021 the Company received $6,000 in promissory note proceeds. The amount is unsecured, does not bear interest and matures at the earlier of five days after completing a reverse takeover transaction or transaction resulting in a change of control and October 31, 2021.

On October 1, 2021, the Company received $4,000 in promissory note proceeds. The amount is unsecured, does not bear interest, and matures at the earlier of five days after completing a reverse takeover transaction or transaction resulting in a change of control and October 31, 2021.

On October 7, 2021, the Company closed the second tranche of a non-brokered financing of 296,970 subscription receipts at a price of $0.50 per subscription receipt for gross proceeds of $148,485. The subscription receipts have the same terms and escrow conditions as the first tranche which closed on July 13, 2021 as noted above. $148,485 in gross proceeds from the second tranche of the subscription financing were transferred to TSX Trust to be released upon the satisfaction of escrow release conditions.

On October 12, 2021, the Company received a total of $6,000 in promissory note proceeds from two companies controlled by directors of the Company. The amounts do not bear interest and mature at the earlier of five days after completing a reverse takeover transaction or transaction resulting in a change of control and October 31, 2021.

On October 28, 2021, the Company received an additional loan from GTA in the amount of $19,000. The loan is unsecured, does not bear interest, and matures on the earlier of the completion of the RTO and the termination of the definitive agreement.

Risks and Uncertainties

The Company believes that the following risks and uncertainties may materially affect its success:

Limited Operating History

The Company is relatively new with limited operating history and operates in the emerging industry of Esports. The business has been operating since 2010 and has yet to generate consistent profits from its activities. The Company is subject to all of the business risks and uncertainties associated with any new business enterprise.

Substantial Capital Requirements and Liquidity

Substantial additional funds to maintain business operations and for the acquisition of new business or assets will be required. No assurances can be given that the Company will be able to raise the additional funding that may be required for such activities. To meet such funding requirements, the Company will be required to undertake additional equity financing, which would be dilutive to shareholders. Debt financing, if available, may also involve restrictions on financing and operating activities. There is no assurance that additional financing will be available on terms acceptable to the Company or at all.

Competition

The Company will compete with other companies, many of which have greater financial, technical and other resources than the Company, for, among other things, the acquisition of assets and businesses, as well as for the recruitment and retention of qualified employees and other personnel.

Reliance on Management and Dependence on Key Personnel

The success of the Company will be largely dependent upon on the performance of the directors and officers and the ability to attract and retain key personnel. The loss of the services of these persons may have a material adverse effect on the Company's business and prospects. The Company will compete with numerous other companies for the recruitment and retention of qualified employees and contractors. There is no assurance that the Company can maintain the service of its directors and officers, or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Company and its prospects.

Conflicts of Interest

Certain directors and officers of the Company will be engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies and, because of these and other activities, such directors and officers of the Company may become subject to conflicts of interest. The British Columbia Business Corporations Act ("BCBCA") provides that if a director has a material interest in a contract or proposed contract or agreement that is material to the issuer, the director must disclose his interest in such contract or agreement and refrain from voting on any matter in respect of such contract or agreement, subject to and in accordance with the BCBCA. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the BCBCA.

Litigation

In the ordinary course of business, the Company and its subsidiaries may become involved in various legal and regulatory actions. The Company establishes legal provisions when it becomes probable that the Company will incur a loss and the amount can be reliably estimated. Although it is possible that liabilities may be incurred in instances for which no accruals have been made, the Company has no reason to believe that the ultimate outcome of these matters would have a material impact on its consolidated financial position.

SCHEDULE "C"

Annual Financial Statements and Management's Discussion and Analysis of GTA

(See attached)

GTA FINANCECORP INC.

Consolidated Financial Statements

March 31, 2021 and 2020

(Expressed in Canadian Dollars)

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March 31, 2021 and 2020

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

The accompanying consolidated financial statements of GTA Financecorp Inc. and the Management Discussion and Analysis are the responsibility of management and have been approved by the Board of Directors. The financial statements necessarily include some amounts that are based on management's best estimates, which have been made using careful judgement.

The consolidated financial statements have been prepared by management in accordance with International Financial Reporting Standards. Financial and operating data elsewhere in the Management Discussion and Analysis are consistent with the information contained in the financial statements.

In fulfilling their responsibilities, management of GTA Financecorp Inc. has developed and continue to maintain systems of internal accounting controls, and segregation of duties and responsibilities whenever possible.

Although no cost effective system of internal control will prevent or detect all errors and irregularities, these systems are designed to provide reasonable assurance that assets are safeguarded from loss or unauthorized use, transactions are properly recorded and the financial records are reliable for preparing the financial statements.

The Board of Directors carries out its responsibility for the financial statements principally through its Audit Committee, consisting of a majority of non-executive directors.

The consolidated financial statements have been audited by Grant Thornton LLP, who have full access to the Audit Committee, with and without the presence of management.

(signed)
Peter M. Clausi
President and Chief Executive Officer

(signed)
Brian Crawford
Chief Financial Officer

Burlington, Ontario
July 27, 2021

Independent auditor's report

Grant Thornton LLP
11th Floor
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To the Shareholders of
GTA Financecorp Inc.

Opinion

We have audited the consolidated financial statements of GTA Financecorp Inc. (the "Company"), which comprise the consolidated statements of financial position as at March 31, 2021 and 2020 and the consolidated statements of operations and comprehensive loss, consolidated statements of changes in shareholders' equity and consolidated statements of cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly in all material respects, the financial position of GTA Financecorp Inc. as at March 31, 2021 and 2020 and the results of its operations and its cash flows for the years then ended in accordance with International Financial Reporting Standards ("IFRS").

Basis for opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Management is responsible for the other information. The other information comprises the Management Discussion and Analysis but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Material Uncertainty Related to Going Concern

Without modifying our opinion, we draw attention to Note 1 to the consolidated financial statements indicate the existence of material uncertainties that may cast significant doubt about the Company's ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 1 to the financial statements. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Responsibilities of management and those charged with governance for the consolidated financial statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to a going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Mark Irwin.

Grant Thornton LLP

Toronto, Canada
July 27, 2021

Chartered Professional Accountants
Licensed Public Accountants

GTA FINANCECORP INC.
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
As at March 31, 2021 and 2020
(Expressed in Canadian Dollars)

		March 31, 2021		March 31, 2020
Assets				
Current assets				
Cash and cash equivalents	$	68,280	$	30,919
Miscellaneous receivables (Note 3, 14)		118		19,238
Promissory note receivable (Note 4)		50,000		-
Investments (Note 5)		-		56,500
Total assets	$	118,398		106,657
Liabilities				
Current liabilities				
Accounts payable and accrued liabilities (Note 11)	$	16,784	$	24,426
Dividend payable (Note 5)		-		183,630
Total current liabilities		16,784		208,056
Shareholders' equity (deficiency)				
Share capital (Note 6)		11,056,879		10,931,879
Contributed surplus (Note 8)		160,695		94,429
Accumulated deficit		(11,115,960)		(11,127,707)
Total shareholders’ equity (deficiency)		101,614		(101,399)
Total liabilities and shareholders’ equity	$	118,398	$	106,657

Nature of business and going concern (Note 1)
Subsequent events (Note 14)

Approved by the Board of Directors

“Peter M. Clausi” — Director

“Brian Crawford” — Director

The accompanying notes are an integral part of these financial statements

GTA FINANCECORP INC.
CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS
Years ended March 31, 2021 and 2020
(Expressed in Canadian Dollars)

		2021		2020
Operating expenses				
Filing and transfer agent fees	$	8,677	$	2,233
General and administration costs		25,198		42,719
Professional fees		15,242		32,478
Share-based compensation		66,266		-
Loss before other (income) expenses		(115,383)		(77,430)
Unrealized (loss) gain on investments		-		(127,130)
Realized gain (loss) on investments		127,130		-
Net income (loss) and comprehensive income (loss)	$	11,747		(204,560)
Basic and diluted loss per share	$	0.00	$	(0.01)
Weighted average number of shares outstanding		36,054,389		15,168,174

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

GTA FINANCECORP INC.
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
Years Ended March 31, 2021 and 2020
(Expressed in Canadian Dollars)

	Number of Shares		Share Capital		Contributed Surplus		Accumulated Deficit		Total
Balance, March 31, 2019	1,024,937	$	10,293,208	$	219,043	$	(11,047,761)	$	(535,510)
Shares issued for cash	4,000,000		100,000		-		-		100,000
Shares issued for debt	26,933,562		538,671		-		-		538,671
Stock options expired	-		-		(124,614)		124,614		-
Loss and comprehensive loss	-		-		-		(204,560)		(204,560)
Balance, March 31, 2020	31,958,499	$	10,931,879	$	94,429	$	(11,127,707)	$	(101,399)
Shares issued for cash	5,000,000		125,000		-		-		125,000
Share-based compensation	-		-		66,266		-		66,266
Income and comprehensive income	-		-		-		11,747		11,747
Balance, March 31, 2021	36,958,499	$	11,056,879	$	160,695	$	(11,115,960)	$	101,614

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

GTA FINANCECORP INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
Years Ended March 31, 2021 and 2020
(Expressed in Canadian Dollars)

		2021		2020
Operating activities				
Net income (loss) and comprehensive income (loss) for the year	$	11,747	$	(204,560)
Items not affecting cash and cash equivalents				
Share based compensation		66,266		-
Unrealized (gain) loss on investments		(127,130)		127,130
Change in non-cash working capital:				
Miscellaneous receivables		19,120		(1,008)
Prepaid expenses		-		3,974
Accounts payable and accrued liabilities		(7,642)		(47,340)
Net cash used in operating activities		(37,639)		(121,804)
Financing activities				
Issuance of common shares, net of issue costs		125,000		100,000
Net cash provided by financing activities		125,000		100,000
Investing activities				
Promissory note receivable		(50,000)		-
Net cash used in investing activities		(50,000)		-
Net change in cash and cash equivalents		37,361		(21,804)
Cash and cash equivalents, beginning of year		30,919		52,723
Cash and cash equivalents, end of year	$	68,280	$	30,919
Supplemental schedule of non-cash transactions:				
Common shares issued on conversion of debt	$	-	$	538,671

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

1. NATURE OF OPERATIONS AND GOING CONCERN

GTA Financecorp Inc. ("GTA" or the "Company") was incorporated pursuant to the provisions of the Business Corporations Act (Ontario) on August 9, 2006. The address of the Company's registered office is 855 Brant Street, Burlington, Ontario L7R 2J6. The Company's shares were listed on the TSX Venture Exchange until February 8, 2019 at which time the shares were delisted at the request of the Company.

During the 2019 fiscal year the Company changed its name to GTA Financecorp Inc.

The Company was primarily engaged in the acquisition and exploration of mineral properties. On March 12, 2019, all of the Company's exploration and evaluation properties were sold. Currently, the Company is in the business of acquiring businesses or assets.

The Company needs equity capital and financing for its working capital. Although the Company has been successful in raising funds to date, there can be no assurance that adequate funding will be available in the future, or available under terms favourable to the Company. These material uncertainties cast significant doubt upon the Company's ability to continue as a going concern. These financial statements have been prepared on a going concern basis that assumes the Company will be able to continue to realize its assets and discharge its liabilities and commitments in the normal course of business. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but is not limited to, twelve months from the end of the reporting period. These financial statements do not reflect adjustments or classifications which might be necessary if the Company was not able to continue as a going concern.

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or ability to raise funds. Currently there is no impact on the Company.

2. SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance and conversion to International Financial Standards

These financial statements of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

The policies applied in these financial statements are based on IFRS issued and effective as of March 31, 2021. The Board of Directors approved the financial statements on July 27, 2021.

Basis of Presentation

The consolidated financial statements of the Company include the accounts of its wholly owned subsidiary GTA GW Mergeco, Inc. and have been prepared on a historical cost basis. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information.

2. SIGNIFICANT ACCOUNTING POLICIES – continued

Functional Currency

The presentation currency of the Company and its subsidiary and the functional currency of the Company and its subsidiary is the Canadian dollar.

Financial Instruments

Financial instruments are measured on initial recognition at fair value, plus, in the case of financial instruments other than those classified as fair value through profit or loss ("FVTPL"), directly attributable transaction costs. Financial instruments are recognized when the Company becomes party to the contracts that give rise to them and are classified as amortized cost, fair value through profit or loss or fair value through other comprehensive income, as appropriate.

Financial assets at FVTPL

Financial assets at FVTPL include financial assets held for trading and financial assets not designated upon initial recognition as amortized cost or fair value through other comprehensive income ("FVOCI"). A financial asset is classified in this category principally for the purpose of selling in the short term, or if so designated by management. Transaction costs are expensed as incurred. On initial recognition, a financial asset that otherwise meets the requirements to be measured at amortized cost or FVOCI may be irrevocably designated as FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise. Financial assets measured at FVTPL are measured at fair value with changes in fair value recognized in the statements of operations and comprehensive loss. Investments in shares and warrants in CBLT Inc. are classified as FVTPL.

Financial assets at FVOCI

On initial recognition of an equity investment that is not held for trading, an irrevocable election is available to measure the investment at fair value upon initial recognition plus directly attributable transaction costs and at each period end, changes in fair value are recognized in other comprehensive income ("OCI") with no reclassification to the statements of operations. The election is available on an investment-by-investment basis. Investments in equity securities, where the Company cannot exert significant influence, are designated as financial assets at FVOCI.

Financial assets at amortized cost

A financial asset is measured at amortized cost if it is held within a business model whose objective is to hold assets to collect contractual cash flows and its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding, and is not designated as FVTPL. Financial assets classified as amortized cost are measured subsequent to initial recognition at amortized cost using the effective interest method. Cash, miscellaneous receivables, promissory note receivable, and certain other assets are classified as and measured at amortized cost.

Financial liabilities

Financial liabilities are classified as measured at amortized cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in profit or loss. Other

2. SIGNIFICANT ACCOUNTING POLICIES – continued

financial liabilities are subsequently measured at amortized cost using the effective interest method. Gains and losses are recognized in net earnings when the liabilities are derecognized as well as through the amortization process. Borrowing liabilities are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the statement of financial position date. Accounts payable and accrued liabilities are classified as and measured at amortized cost.

De-recognition of financial assets and liabilities

A financial asset is derecognised when either the rights to receive cash flows from the asset have expired or the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party. If neither the rights to receive cash flows from the asset have expired nor the Company has transferred its rights to receive cash flows from the asset, the Company will assess whether it has relinquished control of the asset or not. If the Company does not control the asset then derecognition is appropriate. A financial liability is derecognised when the associated obligation is discharged or canceled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in net loss.

Impairment of financial assets:

A loss allowance for expected credit losses is recognized in profit or loss for financial assets measured at amortized cost. At each balance sheet date, on a forward-looking basis, the Company assesses the expected credit losses associated with its financial assets carried at amortized cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk. The impairment model does not apply to investment in equity instruments.

The expected credit losses are required to be measured through a loss allowance at an amount equal to the 12- month expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date) or full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument). A loss allowance for full lifetime expected credit losses is required for a financial instrument if the credit risk of that financial instrument has increased significantly since initial recognition.

Financial instruments recorded at fair value:

The fair value of quoted investments is determined by reference to market prices at the close of business on the statement of financial position date. Where there is no active market, fair value is determined using valuation techniques. These include using recent arm's length market transactions; reference to the current market value of another instrument which is substantially the same; discounted cash flow analysis; and, pricing models.

2. SIGNIFICANT ACCOUNTING POLICIES – continued

Financial instruments that are measured at fair value subsequent to initial recognition are grouped into a hierarchy based on the degree to which the fair value is observable as follows:

- Level 1 - valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 - valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

As at March 31, 2021 and March 31, 2020, the carrying value of investments is recorded at fair value on the statement of financial position using Level 1 and Level 2 methodology.

Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, deposits at banks, and other short-term highly liquid investments.

Impairment of Non-financial Assets

At the end of each reporting period, the Company reviews the carrying amounts of its non-financial assets with finite lives to determine whether there is any indication that those assets have suffered an impairment loss. Where such an indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. The recoverable amount is the higher of an asset’s fair value less disposal costs or its value in use. An impairment loss is recognized for the amount by which the asset’s carrying amount exceeds its recoverable amount. In addition, long-lived assets that are not amortized are subject to an annual evaluation for indicators of impairment.

Reversal of Impairment

An impairment loss is reversed if there is an indication that there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset’s carrying amount does not exceed the carrying amount that would have been determined, net of depreciation, if no impairment loss had been recognized.

Income Taxes

Income tax expense is comprised of current and deferred tax. Current tax and deferred tax are recognized in net income except to the extent that it relates to a business combination or items recognized directly in equity or in other comprehensive income (loss).

Current income taxes are recognized for the estimated income taxes payable or receivable on taxable income or loss for the current year and any adjustment to income taxes payable in respect of previous years. Current income taxes are determined using tax rates and tax laws that have been enacted or substantively enacted by the year-end date. Deferred tax assets and liabilities are recognized where the carrying amount of an asset or liability differs from its tax basis, except

2. SIGNIFICANT ACCOUNTING POLICIES - continued

for taxable temporary differences arising on the initial recognition of goodwill and temporary differences arising on the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction affects neither accounting nor taxable profit or loss.

Recognition of deferred tax assets for unused tax losses, tax credits and deductible temporary differences is restricted to those instances where it is probable that future taxable profit will be available against which the deferred tax asset can be utilized. At the end of each reporting period the Company reassesses unrecognized deferred tax assets. The Company recognizes a previously unrecognized deferred tax asset to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Share-Based Compensation

The fair value of share options granted to employees at the date of grant is recognized as an expense over the vesting period with a corresponding increase in contributed surplus. An individual is classified as an employee when the individual is an employee for legal or tax purposes or provides services similar to those performed by a direct employee, including directors of the Company.

In situations where share options are issued to non-employees and some or all of the goods or services received by the Company as consideration cannot be specifically identified, the unidentified goods or services received (or to be received) are measured as the difference between the fair value of the share-based payment transaction and the fair value of any identified goods or services received at the grant date.

The fair value is measured at the grant date and recognized over the period during which the options vest. The fair value of the options granted is measured using the Black-Scholes option-pricing model, taking into account the terms and conditions upon which the options were granted. At the end of each reporting period, the amount recognized as an expense is adjusted to reflect the actual number of share options that are expected to vest. Stock option expense incorporates an expected forfeiture rate.

All equity settled share-based payments are reflected in contributed surplus, until exercised. Upon exercise, shares are issued from treasury and the amount reflected in contributed surplus is credited to share capital, adjusted for any consideration paid. If an option is not exercised prior to its expiration, the amount previously reflected in contributed surplus is credited to retained earnings (deficit).

Share Capital

The proceeds from the exercise of stock options, warrants and escrow shares are recorded as share capital in the amount for which the option, warrant or escrow share enabled the holder to purchase a share in the Company.

Commissions paid to agents, and other related share issue costs, such as legal, auditing, and printing, on the issue of the Company's shares are charged directly to share capital.

Valuation of equity units issued in private placements

The Company has adopted a residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to common shares issued in the private placements at their fair value as determined by the closing quoted bid price on the announcement date. The balance, if any, is allocated to the warrants. Any fair value attributed to the warrants is recorded as contributed surplus in shareholders' equity. Share issue costs are netted against share proceeds on a pro rata basis.

2. SIGNIFICANT ACCOUNTING POLICIES - continued

Loss per share

Basic loss per share is calculated using the weighted average number of common shares outstanding during the period. The Company uses the treasury stock method to compute the dilutive effect of options, warrants and similar instruments. Under this method, the dilutive effect on earnings per share is calculated presuming the exercise of outstanding options, warrants and similar instruments. It assumes that the proceeds of such exercise would be used to repurchase common shares at the average market price during the period. However, the calculation of diluted loss per share excludes the effects of various conversions and exercise of options and warrants that would be anti-dilutive.

Provisions

A provision is recognized when the Company has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and the amount of the obligation can be reliably estimated. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

The Company had no provisions at March 31, 2021 and March 31, 2020.

Adoption of New Accounting Standards

Future changes in accounting policies

A number of new standards, and amendments to standards and interpretations, are not yet effective for the year ended March 31, 2021, and have not been applied in preparing these financial statements.

IAS 1 – Presentation of Financial Statements ("IAS 1") was amended in January 2020 to provide a more general approach to the classification of liabilities under IAS 1 based on the contractual arrangements in place at the reporting date. The amendments clarify that the classification of liabilities as current or noncurrent is based solely on a company's right to defer settlement at the reporting date. The right needs to be unconditional and must have substance. The amendments also clarify that the transfer of a company's own equity instruments is regarded as settlement of a liability, unless it results from the exercise of a conversion option meeting the definition of an equity instrument. The amendments are effective for annual periods beginning on January 1, 2023.

IFRS 3 – Business Combinations ("IFRS 3") was amended. The amendments introduce new exceptions to the recognition and measurement principles in IFRS 3 to ensure that the update in references to the revised conceptual framework does not change which assets and liabilities qualify for recognition in a business combination. An acquirer should apply the definition of a liability in IAS 37 – rather than the definition in the Conceptual Framework – to determine whether a present obligation exists at the acquisition date as a result of past events. For a levy in the scope of IFRIC 21, the acquirer should apply the criteria in IFRIC 21 to determine whether the obligating event that gives rise to a liability to pay the levy has occurred by the acquisition date. In addition, the amendments clarify that the acquirer should not recognize a contingent asset at the acquisition date. The amendments are effective for annual periods beginning on January 1, 2022.

The Company will adopt the amendments to the standards and does not expect they will have a material impact on the Company's financial statements.

2. SIGNIFICANT ACCOUNTING POLICIES – continued

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

Critical Accounting Judgements and Key Sources of Estimation Uncertainty

In the application of the Company's accounting policies, management is required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

Judgements

The most significant critical judgment that members of management have made in the process of applying the entity's accounting policies and that have the most significant effect on the amounts recognized in the financial statements is the carrying value of the promissory note receivable.

As part of this assessment, management must make an assessment as to whether the borrow has the capacity to repay the note.

Estimates

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

The Black-Scholes Option Pricing Model was developed for use in estimating the fair value of traded options which are fully tradable with no vesting restrictions. This option valuation model requires the input of highly subjective assumptions including the expected stock price volatility. Because the Company's stock options and warrants have characteristics significantly different from those of traded options and because changes in the subjective input assumptions can materially affect the calculated fair value, such value is subject to measurement uncertainty.

3. MISCELLANEOUS RECEIVABLES

The components of miscellaneous receivables are as follows:

		March 31, 2021		**March 31, 2020**
Miscellaneous receivables	$	-	$	19,238
Government entity receivables		118		-
	$	118	$	19,238

(Expressed in Canadian Dollars)

4. PROMISSORY NOTE RECEIVABLE

The promissory note was issued pursuant to the agreement with Tiidal Gaming Group Inc. as disclosed in Note 13. The promissory note is non-interest bearing, unsecured, and is due on the earlier of the completion of the transaction with or the termination of the agreement with Tiidal Gaming Group Inc. The transaction with Tiidal Gaming Group Inc. is expected to close prior to October 31, 2021.

5. INVESTMENTS

	2021	2020
Investment in CBLT Inc. ("CBLT")	$ -	$ 56,500

As consideration for the sale of all of the exploration and evaluation assets on March 12, 2019, the Company received 21,000,000 units of CBLT with each unit consisting of one common share and one common share purchase warrant exercisable at $0.08 per share for period of twenty-four months from the date of issue.

The common shares of CBLT were valued using their quoted price of $0.03 per share on the date of initial recognition.

The warrants of CBLT were valued, on the date of recognition, using the Black-Scholes option pricing model incorporating the following assumptions: expected dividend yield of 0%, expected volatility of 405%, risk free rate or 1.57%, expected life of 2 years, and a share price of $0.03 resulting in a value of $521,185.

The carrying value of the warrants of CBLT was revalued at March 31, 2020 using the Black-Scholes option pricing model incorporating the following assumptions: expected dividend yield of 0%, expected volatility of 186%, risk free rate or 1.57%, expected life of 1.00 years, and a share price of $0.01 resulting in a value of $56,500.

CBLT is a reporting issuer whose shares are listed on the TSX Venture Exchange (TSX.V: CBLT).

On March 18, 2019, a dividend was declared payable to the Company's shareholders in the form of the 21,000,000 units of CBLT with a Record Date of March 18, 2019 and a payment date of July 19, 2019. During the 2020 fiscal year, the Company determined that the payment of the dividend would be in two parts, 21,000,000 common shares of CBLT at $0.03 per share were paid on July 31, 2019, and 21,000,000 warrants of CBLT at $0.00874 per warrant were paid on July 14, 2020.

(Expressed in Canadian Dollars)

6. SHARE CAPITAL

Authorized
Unlimited number of common shares

Issued

	Number of Shares		Share Capital		Contributed Surplus
Balance, March 31, 2019	**1,024,937**	**$**	**10,293,208**	**$**	**219,043**
Shares issued for cash	4,000,000		100,000		-
Shares issued for debt	26,933,562		538,671		-
Stock options expired	-		-		(124,614)
Balance, March 31, 2020	**31,958,499**	**$**	**10,931,879**	**$**	**94,429**
Shares issued for cash	5,000,000		125,000		-
Share-based compensation	-		-		66,266
Balance, March 31, 2021	**36,958,499**	**$**	**11,056,879**	**$**	**160,695**

Share issuances

During the year ended March 31, 2021:

(a) On June 2, 2020, the Company issued 5,000,000 common shares for cash consideration of $125,000.

During the year ended March 31, 2020:

(a) On October 2,3 and 16, 2019, the Company issued 380,000, 400,000, and 3,220,000 common shares respectively at $0.025 per share for gross proceeds of $100,000.
(b) On October 16, 2019, the Company issued 26,933,562 common shares at $0.02 per share in exchange for debt of $528,671.

7. WARRANTS

There were no warrants outstanding as at March 31, 2020 and March 31, 2021.

8. SHARE-BASED COMPENSATION

The Company has a formal stock option plan in accordance with the policies of the TSX Venture Exchange (the "Exchange") under which it is authorized to grant options to directors, officers, employees and consultants to purchase common shares of the Company. The stock option plan is a rolling plan and the maximum number of authorized but unissued shares available to be granted shall not exceed 10% of its issued and outstanding common shares. Each stock option granted is for a term not exceeding five years unless otherwise specified. Outstanding options vest immediately at date of grant. Options granted to investor relations personnel vest in accordance with Exchange regulations.

(Expressed in Canadian Dollars)

8. SHARE-BASED COMPENSATION – continued

A summary of the status of the stock option plan and changes for the year ended March 31, 2021 are presented below:

Grant date	Expiry date	Exercise Price	Opening Balance	During the year Granted	Exercised	Expired	Closing Balance	Vested and Exercisable
June 15, 2016	June 15, 2021	$3.00	8,500	-	-	-	8,500	8,500
November 9, 2016	November 9, 2021	$3.00	6,000	-	-	-	6,000	6,000
August 30, 2017	August 30, 2022	$2.50	16,000	-	-	-	16,000	16,000
April 18, 2018	April 18, 2023	$2.50	16,000	-	-	-	16,000	16,000
June 8, 2020	June 8, 2025	$0.05	-	2,750,000	-		2,750,000	2,750,000
			46,500	2,750,000	-	-	2,796,500	2,796,500
Weighted average exercise price			$2.60	$0.025	$0.00	$0.00	$0.07	$0.07

A summary of the status of the stock option plan and changes for the year ended March 31, 2020 are presented below:

Grant date	Expiry date	Exercise Price	Opening Balance	During the year Granted	Exercised	Expired	Closing Balance	Vested and Exercisable
November 12, 2014	November 12, 2019	$3.50	21,200	-	-	(21,200)	-	-
June 15, 2016	June 15, 2021	$3.00	18,000	-	-	(9,500)	8,500	8,500
November 9, 2016	November 9, 2021	$3.00	6,000	-	-	-	6,000	6,000
August 30, 2017	August 30, 2022	$2.50	24,000	-	-	(8,000)	16,000	16,000
April 18, 2018	April 18, 2023	$2.50	24,500	-	-	(8,500)	16,000	16,000
			93,700	-	-	(47,200)	46,500	46,500
Weighted average exercise price			$2.85	$0.00	$0.00	$3.05	$2.60	$2.60

The weighted average exercise price at grant date of options granted during the year ended March 31, 2021 was $0.025 per option (year ended March 31, 2020: $0.00).

The weighted average remaining contractual life of the options outstanding at March 31, 2021 is 4.14 years (2020 – 2.31 years)

Options Issued to Employees

The fair value at grant date is determined using a Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date, the expected price volatility of the

(Expressed in Canadian Dollars)

8. SHARE-BASED COMPENSATION – continued

underlying share, the expected dividend yield, expected forfeitures and the risk free interest rate for the term of the option.

Options Issued to Non-Employees

Options issued to non-employees are measured based on the fair value of the goods or services received, at the date of receiving those goods or services. If the fair value of the goods or services received cannot be estimated reliably, the options are measured by determining the fair value of the options granted using the Black-Scholes option pricing model.

The model inputs for options granted during the years ended March 31, 2021 and 2020 include:

Grant date	Expiry Date	Share price at grant date	Exercise price	Risk-free interest rate	Expected life	Volatility factor	Forfeiture Rate	Dividend yield
June 8, 2020	June 8, 2025	$0.025	$0.025	1.57%	5 years	186%	Nil	0%

The expected volatility is based on the historical volatility (based on the remaining life of the options), adjusted for any expected changes to future volatility due to publicly available information. The risk-free rate of return is the yield on a zero-coupon Canadian Treasury bill of a term consistent with the assumed option life. The expected average option term is the average expected period to exercise, based on the historical activity patterns for each individually vesting tranche.

Option pricing models require the input of highly subjective assumptions, including the expected price volatility. Changes in these assumptions can materially affect the fair value estimate and, therefore, the existing models do not necessarily provide a reliable single measure of the fair value of the Company's stock options.

Total expenses arising from the share-based payment transactions recognized during the year as part of share-based compensation expense was $66,266 (2020: $nil).

All options granted during 2021 vested immediately.

Subsequent to the year end, 8,500 options expired.

(Expressed in Canadian Dollars)

9. INCOME TAXES

(a) Provision for Income Taxes

The following table reconciles the expected income tax provision at the statutory income tax rate of 26.5% (2020 - 26.5%) to the amounts recognized in the statements of loss and comprehensive loss:

		March 31, 2021		March 31, 2020
Income (loss) before income taxes	$	11,747	$	(204,560)
Expected income tax recovery at the statutory tax rate		3,113		(54,208)
Share based compensation		17,560		-
Share issue costs		(2,030)		(2,030)
Unrealized (gain) loss on investments		-		33,689
Realized gain (loss) on investments		(33,689)		-
Benefit of tax losses not recognized		15,046		22,549
Income tax (recovery)	$	-	$	-

The following temporary differences have not been recognized in the financial statements.

		March 31, 2021		March 31, 2020
Capital losses carried forward	$	50,000	$	50,000
Non-capital losses carried forward		5,205,769		5,145,798
Share issue costs		4,754		12,415
Resource related asset		1,319,035		1,021,035
Investment tax credits carried forward		32,782		32,782
Capital assets		34,101		37,294
	$	6,646,441	$	6,299,324

(Expressed in Canadian Dollars)

9. INCOME TAXES – continued

(b) Tax loss carry-forwards

As at March 31, 2021, the Company had approximately $5,205,769 (2020 - $5,145,798) of non-capital losses which can be used to reduce taxable income in future years. The non-capital losses expire at dates as described below:

2027	$	176
2028		58,934
2029		86,329
2030		76,063
2031		260,596
2032		623,532
2033		838,413
2034		753,648
2035		636,463
2036		584,446
2037		395,652
2038		424,981
2039		317,842
2040		88,723
2041		59,971
	$	5,205,769

The Company also has $50,000 (2020 - $50,000) of capital losses carried forward which can be utilized to reduce capital gains in future years. The capital losses carried forward do not have an expiry date.

(Expressed in Canadian Dollars)

10. RELATED PARTY TRANSACTIONS

Related parties include the Board of Directors and officers, close family members and enterprises that are controlled by these individuals as well as certain consultants performing similar functions.

Related party transactions conducted in the normal course of operations are measured at the exchange value (the amount established and agreed to by the related parties).

The Company had the following transactions in the normal course of operations with related parties:

		March 31, 2021		March 31, 2020
Management fees (i)	$	-	$	40,000
Office rent and supplies (iii)	$	-	$	1,000
Share-based compensation (iii)	$	42,169	$	-

(i) The Company paid $nil (2020 - $40,000) in management fees, including $nil (2020 - $20,000) to a company owned by the President of the Company; $nil (2020 - $20,000) to a company owned by the CFO of the Company.

(ii) The Company paid $nil (2020 - $1,000) for rent, supplies and administrative expenses to private companies controlled by directors and officers of the Company.

(iii) The Company issued 1,750,000 options (2021-nil) to Directors and Officers.

11. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company classified its cash and cash equivalents as amortized cost; investment at fair value through profit and loss; miscellaneous receivables and promissory note receivable as amortized cost; and accounts payable and accrued liabilities and dividend payable, as amortized cost. The carrying values of cash and cash equivalents, miscellaneous receivables, and accounts payable and accrued liabilities and dividend payable approximate their fair values due to the expected maturity of these financial instruments.

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

(a) Credit risk

Concentration of credit risk exists with respect to the Company's cash as all amounts are held at a single major Canadian financial institution.

The Company's concentration of credit risk and maximum exposure is as follows:

		March 31, 2021		March 31, 2020
Cash and cash equivalents	$	68,280	$	30,919
Miscellaneous receivables	$	118	$	19,238
Promissory note receivable	$	50,000	$	-

11. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT – continued

The credit risk associated with cash is minimized by ensuring it is placed with a major Canadian financial institution with a strong investment-grade rating issued by a primary ratings agency. The credit risk associated with miscellaneous receivables is minimized as the majority are receivable from a government agency.

(b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they fall due. The Company's approach to managing liquidity risk is to provide reasonable assurance that it will have sufficient funds to meet liabilities when due. The Company manages its liquidity risk by forecasting cash flows required for operations and anticipated investing and financing activities. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments.

The Company does not generate cash flows from operations to fund its activities and therefore relies principally upon the issuance of securities for financing. Future capital requirements will depend on many factors including the Company's ability to execute its business plan. The Company intends to continue relying upon the issuance of securities to finance its future activities but there can be no assurance that such financing will be available on a timely basis under terms acceptable to the Company.

(c) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign currency risk, and other price risk.

i. Interest rate risk

The Company's cash and cash equivalents consist primarily of cash held in bank accounts. Due to the short-term nature of these financial instruments, fluctuations in market rates do not have a significant impact on estimated fair value as of March 31, 2021. The Company manages interest rate risk by maintaining an investment policy that focuses primarily on preservation of capital and liquidity. Accordingly, the Company is not subject to interest rate risk.

ii. Foreign currency risk

During the year ended March 31, 2021, the Company was not exposed to any foreign currency risk.

iii. Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk, foreign currency risk or commodity price risk.

12. CAPITAL MANAGEMENT

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going-concern in order to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, acquire or dispose of assets or acquire new debt.

The Company considers its capital to be total shareholders' equity, comprising share capital, contributed surplus and deficit which at March 31, 2021 totaled 101,614 (March 31, 2020 - $(101,399)).

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 monitors its cash, common shares, warrants and stock options as capital. There were no changes in the Company's approach to capital management during the year ended March 31, 2021. The Company's investment policy is to hold cash in interest bearing bank accounts and highly liquid short-term interest bearing investments with maturities of one year or less and which can be liquidated at any time without penalties. The Company is not subject to externally imposed capital requirements and does not have exposure to asset-backed commercial paper or similar products. The Company expects its current capital resources to be insufficient to carry out its operating costs for the next twelve months. The expectation is based on its capital resources at March 31, 2021.

13. TRANSACTION

On February 16, 2021, the Company entered into a letter of intent (LOI) with Tiidal Gaming Group Inc. (Tiidal), a Canadian corporation, to effect a reverse merger transaction with the intention that the resulting issuer would apply to list its shares on the Canadian Securities Exchange. As part of the transaction, it was anticipated that the Company will complete a share consolidation and change its name. Concurrently with the transaction, Tiidal will complete a financing of not less than $3.0 million. The transaction with Tiidal is subject to due diligence, and shareholder approval, and the transaction is expected to close on or before December 31, 2021.

Pursuant to the proposed transaction, the Company advanced $50,000 to Tiidal evidenced by a term promissory note as disclosed in Note 4.

On July 12, 2021, the Definitive Agreement between the Company and Tiidal was executed whereby Tiidal will amalgamate with 2852773 Ontario Inc. Pursuant to the transaction, the Company will consolidate its outstanding shares on a 1:11.2678 basis, change its name to Tiidal Gaming Group Corp., and apply to list its shares on the CSE. In the event that the transaction is not completed by October 31, 2021, GTA will receive payment of the promissory note receivable and receive a break fee of $25,000. The transaction is subject to shareholder approval.

14. SUBSEQUENT EVENTS

On June 15, 2021, 8,500 stock options expired.

On July 8, 2021, the Company incorporated a wholly owned subsidiary, 2852773 Ontario Inc. in connection with the proposed transaction disclosed in Note 13.

GTA FINANCECORP INC.

MANAGEMENT'S DISCUSSION & ANALYSIS

FOR THE YEAR ENDED MARCH 31, 2021

Overview

The following management's discussion and analysis ("MD&A") of the financial condition and results of operations of GTA Financecorp Inc. (formerly GTA Resources and Mining Inc.) ("GTA" or the "Company") constitutes management's review of the factors that affected the Company's financial and operating performance for the year ended March 31, 2021. This MD&A has been prepared in compliance with the requirements of National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the audited annual financial statements of the Company for the years ended March 31, 2021 and 2020 together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. In the opinion of management, all adjustments (which consist only of normal recurring adjustments) considered necessary for a fair presentation have been included. The results for the period presented are not necessarily indicative of the results that may be expected for any future period. The Company is presently a "Venture Issuer" as defined in NI 51-102.

The Company's financial statements and the financial data included in the MD&A have been prepared in accordance with International Financial Reposting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee that are effective as at March 31, 2021.

The IFRS accounting policies set forth in Note 2 of the financial statements have been applied in preparing the financial statements for the years ending March 31, 2021 and 2020.

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors, considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of GTA's common shares; or (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board of Directors, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

The MD&A was reviewed and approved by the Audit Committee and the Board of Directors and is effective as of July 27, 2021.

Forward Looking Information

Certain information regarding the Company within Management's Discussion and Analysis ("MD&A") may include "forward-looking statements" within the meaning of applicable Canadian securities legislation. All statements, other than statements of historical facts, included in this MD&A that address activities, events or developments that the Company expects or anticipates will or may occur in the future, including such thing as future business strategy, goals, expansion and growth of the Company's business, plans and other such matters are forward-looking statements. When used in this MD&A the words "estimate", "plan", "anticipate", "expect", "intend", "believe" and similar expressions are intended to identify forward-looking statements. Such statements by their nature involve certain risks and uncertainties that could cause actual results to differ materially from those contemplated by such statements. The Company considers the assumptions on which these forward-looking statements are based to be reasonable at the time they were prepared, but cautions the reader that these assumptions regarding future events, many of which are beyond the control of management, may ultimately prove to be incorrect. The reader should not rely solely on these forward-looking statements.

Nature of the Business

The Company was engaged in exploration and evaluation of mineral properties and does not have any source of revenue or operating assets. During the 2019 fiscal year, the Company sold all of its exploration and evaluation assets.

The Company is a reporting issuer under applicable securities legislation in the provinces of Ontario, Alberta and British Columbia and its outstanding common shares ("Common Shares") were listed on the TSX Venture Exchange (the "TSX.V") under the symbol "GTA" until February 8, 2019 at which time the shares were delisted at the request of the Company.

Financing

The Company completed equity financing of $100,000 during the year ended March 31, 2020 and converted loan payable plus accrued interest and related amounts totaling $538,671 to equity.

Selected Annual Information

		Year Ended March 31, 2021		Year Ended March 31, 2020		Year Ended March 31, 2019
Revenue	$	-	$	-	$	-
Net Income (Loss)	$	11,747	$	(204,560)	$	(4,651,714)
Net Loss per Share	$	0.00	$	(0.01)	$	(4.50)
Total Assets	$	118,398	$	106,657	$	1,226,112
Total Liabilities	$	16,784	$	208,056	$	1,761,622

Selected Quarterly Financial Information

The following table sets out the selected financial information for the three months ended:

		March 31, 2021		December 31, 2020		September 30, 2020		June 30, 2020
Total assets	$	118,398	$	134,092	$	137,040	$	355,326
Working capital	$	101,614	$	118,810	$	126,182	$	141,327
Net income (loss) for the period	$	(17,713)	$	(6,855)	$	(15,145)	$	51,460
Loss per share	$	(0.00)	$	(0.00)	$	(0.00)	$	0.00

		March 31, 2020		December 31, 2019		September 30, 2019		June 30, 2019
Total assets	$	106,657	$	244,234	$	141,797	$	847,373
Working capital	$	(101,399)	$	(319,200)	$	(985,698)	$	(896,601)
Net income (loss) for the period	$	282,247	$	(36,619)	$	(89,097)	$	(361,091)
Income (loss)per share	$	0.02	$	(0.00)	$	(0.00)	$	(0.03)

GTA reported no discontinued operations for any period presented.

Quarterly results can vary significantly depending on the activity level of the Company, whether the Company has granted stock options or hired new employees/contractors. These are the factors that account for material variations in the Company's quarterly net losses, none of which are predictable. General operating costs other than the specific items noted above tend to be quite similar from period to period.

Results of Operations

<u>Years ended March 31, 2021 and 2020</u>

The Company incurred experienced net income of $11,747 for the year ended March 31, 2021, compared to a net loss of $204,560 for the year ended March 31, 2020. The income is comprised of $25,198 (2020 - $42,719) general and administrative expenses, unrealized gain on investments of $127,130 (2019-loss of $127,130). In addition, share-based compensation expense of $66,266 (2020-$nil) was included in year end results.

Changes in expenses resulted from the following:

- Management remuneration decreased from $40,000 to $nil resulting from reduced compensation for officers.

- The Company incurred share-based compensation expense of $66,266 in the current year versus $nil in the comparative year as a result of no incentive stock options granted to officers, directors and consultants during the previous year.

- Decrease in interest expense from $17,563 to $nil related to interest payable on the loan which was converted to shares during the 2020 year.

- Professional fees decreased to $15,242 from $32,478 due to a decrease in legal fees.

Three months ended March 31, 2021 and 2020

During the three months ended March 31, 2021, the Company realized loss of $17,713 (2020-income of $282,247). Loss is comprised mainly by an adjustment to unrealized loss on investments of $nil (2020-$268,188), and impairment of an amount receivable in the amount of $16,170 (2020-$nil).

Liquidity and Capital Resources

The Company has total assets of $118,398 (2020 - $106,657). The primary assets of the Company are cash and cash equivalents of $62,280 (2020 - $30,919), miscellaneous receivables of $118 (2020 - $19,238), promissory note receivable of $50,000 (2020-$nil), and investment in CBLT Inc. of $nil (2020 - $56,500). The Company has no long-term liabilities and has working capital of $101,614 (2020 – working capital deficiency of $101,399).

The Company has not yet realized profitable operations and has incurred significant losses to date resulting in a cumulative deficit of $11,115,960. As at March 31, 2021, the Company had cash and cash equivalents of $68,280 to settle current liabilities of $16,784.

To continue operations and to fund future obligations, the Company will be required to raise funds through equity or other financing alternatives. Recent global economic conditions and market uncertainty may have an impact on the Company's ability to raise funds through the equity markets. Management believes that there are sources of financing available. The Company has been successful in securing subsequent financing.

The Company relies on issuance of equity securities and alternative sources of financing, if required, to maintain adequate liquidity to support its ongoing working capital commitments. The following table is a summary of quantitative data that the Company manages as capital:

		March 31, 2021		March 31, 2020		Change
Cash and cash equivalents	$	68,280	$	30,919	$	37,361
Share capital	$	11,056,879	$	10,931,879	$	125,000
Contributed surplus	$	160,695	$	94,429	$	66,266
Accumulated deficit	$	(11,115,960)	$	(11,127,707)	$	11,747

The Company monitors these items to assess its ability to fulfill its ongoing financial obligations.

Critical Accounting Estimates

The preparation of the audited financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These audited financial statements include estimates that, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Significant assumptions about the future that management has made that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

- the recoverability of miscellaneous receivables that are included in the audited consolidated statements of financial position; and
- the inputs used in accounting for share based payment transactions and investments included in financial assets at fair value through profit or loss.

Adoption of New Accounting Standards

Recent Accounting Pronouncements

Amendments to IFRS 3, Business Combinations (IFRS 3) - Definition of a Business In October 2018, the IASB issued amendments to the definition of a business in IFRS 3 to help entities determine whether an acquired set of activities and assets is a business or not. The amendments are effective January 1, 2020, with early adoption permitted. The amendments are applied prospectively to transactions or other events that occur on or after the date of first application.

Amendments to IAS 1, Presentation of Financial Statements (IAS 1) and IAS 8, Accounting Policies, Changes in Accounting Estimates and Errors (IAS 8) - Definition of Material- In October 2018, the IASB issued amendments to IAS 1 and IAS 8 to align the definition of "material" across the standards and to clarify certain aspects of the definition. The new definition states that, "Information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity." These amendments are effective January 1, 2020.

Amendment to IAS 1, Presentation of Financial Statements - Classification of Liabilities as Current or Non-Current- In January 2020, the IASB issued amendments to paragraphs 69-76 of IAS 1 to clarify the requirements for classifying liabilities as current or non-current. The amendments specify that the conditions which exist at the end of a reporting period are those which will be used to determine if a right to defer settlement of a liability exists.

The amendments also clarify the situations that are considered a settlement of a liability. The amendments are effective January 1, 2022, with early adoption permitted.

The amendments are not expected to have an impact on the Company's consolidated financial statements.

Related Party Transactions

During the year and three months ended March 31, 2021, the Company entered into the following transactions with related parties and paid or accrued the following amounts, excluding share-based payment charges in connection therewith:

Name	Relationship	Purpose of Transaction	Three Months Ended	Year Ended
Maplegrow Capital Inc.	Company controlled by the President and CEO of the Company	Consulting	$ nil	$ nil
Brant Capital Partners Inc.	Company controlled by the CFO of the Company	Consulting	$ nil	$ nil
Brant Capital Partners Inc.	Company controlled by the CFO of the Company	Overhead expenses	$ nil	$ nil

Off-Balance-Sheet Arrangements

As of the date of this MD&A, the Company does not have any off balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company, including, and without limitation, such considerations as liquidity, capital expenditures and capital resources that would be material to investors.

Proposed Transactions

On February 16, 2021, the Company entered into a letter of intent (LOI) with Tiidal Gaming Group Inc. (Tiidal), a Canadian corporation, to effect a reverse merger transaction with the intention that the resulting issuer would apply to list its shares on the Canadian Securities Exchange. As part of the transaction, it was anticipated that the Company will complete a share consolidation, change its name, and complete a financing of not less than $3.0 million. The transaction with Tiidal is subject to due diligence, and shareholder approval, and the transaction is expected to close on or before December 31, 2021.

Pursuant to the proposed transaction, the Company advanced $50,000 to Tiidal evidenced by a term promissory note as disclosed in Note 4.

On July 12, 2021, the Definitive Agreement between the Company and Tiidal was executed whereby Tiidal will amalgamate with 2852773 Ontario Inc. Pursuant to the transaction, the Company will consolidate its outstanding shares on a 1:11.2678 basis, change its name to Tiidal Gaming Group Corp., and apply to list its shares on the CSE. In the event that the transaction is not completed by October 31, 2021, GTA will receive payment of the promissory note receivable and receive a break fee of $25,000. The transaction is subject to shareholder approval.

As of the date of this MD&A there are no proposed transactions, not otherwise reported herein, where the Board of Directors or senior management believes that confirmation of the decision by the board is probable or with which the board and senior management have decided to proceed.

Financial Instruments and Other Instruments

The Company's financial instruments consist of cash, cash equivalents, miscellaneous receivables, promissory note receivable, and accounts payable and accrued liabilities. It is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments.

Share Data

As of the date of this MD&A, the Company has 36,958,499 common shares issued and outstanding as well as stock options to purchase an aggregate of 2,788,000 common shares expiring at various dates between November 2021 and June 2025 and exercisable at prices between $0.05 per common share and $3.00 per common share.

For additional details of share data, please refer to Notes 7, 8 and 9 of the March 31, 2021 audited consolidated financial statements.

Capital Management

The Company's objectives when managing capital are as follows:

(i) To safeguard the Company's ability to continue as a going concern;

(ii) To raise sufficient capital to finance its activities;

(iii) To raise sufficient capital to meet its general and administrative expenditures.

The Company manages its capital structure and makes adjustments to it based on the general economic conditions, and its short term working capital requirements. The capital structure of the Company is comprised of shareholders' equity which includes share capital, warrants, contributed surplus and deficit. The Company may manage its capital by obtaining additional financing. The Company considers its capital to be total shareholders' equity, comprising share capital, contributed surplus and deficit which at March 31, 2021 totaled $101,614 (March 31, 2020 - $(101,399)).

The Company utilized annual capital and operating expenditure budgets to facilitate the management of its capital requirement. These budgets are approved by management and updated for changes in the budgets underlying assumptions as necessary.

There were no changes in the Company's approach to managing capital during the year.

Dividend Payable

On March 18, 2019, the Company declared a dividend payable to the Company's shareholders in the form of the 21,000,000 units of CBLT Inc. ("CBLT") received as consideration for the sale of the Company's exploration and evaluation assets. The Record Date of the dividend was March 18, 2019, and the payment date was on or about July 19, 2019. During the 2020 fiscal year, the Company modified the payment date in that the common share component of the CBLT units were distributed on July 31, 2019, at $0.03 per share and the common share purchase warrant component of the CBLT units was paid on July 14, 2020, at $0.00874 per warrant.

Legal Proceedings

To the knowledge of the Company, there are no actual or pending legal proceedings to which the Company is or is likely to be a party or of which any of its assets are likely to be subject.

Risks and Uncertainties

Liquidity and Additional Financing

The Company has limited financial resources and no sources of revenues and has no assurance that additional funding will be available to it to fulfill its obligations under applicable agreements. Although the Company has been successful in the past in obtaining financing through the sale of equity securities, there can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favorable. Failure to obtain such additional financing could cause the Company to reduce or terminate its operations.

Reliance on Key Personnel

The Company is dependent on a relatively small number of key people, the loss of any of whom could have an adverse effect on its operations. The Company does not carry any key man insurance.

Dilution

The Company may require additional equity financing to be raised in the future. The Company may issue securities on less than favourable terms to raise sufficient capital to fund its business plan. Any transaction involving the issuance of equity securities or securities convertible into common shares would result in dilution, possibly substantial, to present and prospective holders of common shares.

Global Uncertainty

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or ability to raise funds. Currently there is no impact on the Company.

Subsequent Events

On July 8, 2021, the Company incorporated a wholly owned subsidiary, 2852773 Ontario Inc. in connection with the proposed transaction disclosed in Note 13 to the consolidated financial statements.

On July 12, 2021, the Definitive Agreement between the Company and Tiidal was executed whereby Tiidal will amalgamate with 2852773 Ontario Inc. Pursuant to the transaction, the Company will consolidate its outstanding shares on a 1:11.2678 basis, change its name to Tiidal Gaming Group Corp., and apply to list its shares on the CSE. In the event that the transaction is not completed by October 31, 2021, GTA will receive payment of the promissory note receivable and receive a break fee of $25,000. The transaction is subject to shareholder approval.

Additional Information

Additional information relating to the Company is available on SEDAR at www.sedar.com.

SCHEDULE "D"

Interim Financial Statements and Management's Discussion and Analysis of GTA

(See attached)

GTA FINANCECORP INC.

Condensed Interim Consolidated Financial Statements

June 30, 2021

(Unaudited)

(Expressed in Canadian Dollars)

Notice to Reader

The accompanying unaudited condensed interim consolidated financial statements of GTA Financecorp Inc. (the "Company") have been prepared by and are the responsibility of management.

The unaudited condensed interim consolidated financial statements have been re-filed to correct the communication which erroneously mentioned that the unaudited condensed interim consolidated financial statements as at and for the three months ended June 30, 2021 have not been reviewed by the Company's auditors.

In addition to the aforementioned change, the re-filed condensed interim consolidated financial statements include certain cosmetic and non-material disclosure revisions.

GTA FINANCECORP INC.
(Unaudited)
(Expressed in Canadian Dollars)

Table of Contents
June 30, 2021 and 2020

GTA FINANCECORP INC.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Unaudited)
(Expressed in Canadian Dollars)

As at		**June 30, 2021**		**March 31, 2021**
Assets				
Current assets				
Cash and cash equivalents	$	68,280	$	68,280
Miscellaneous receivables		233		118
Promissory note receivable (Note 4)		50,000		50,000
Total assets	$	118,513	$	118,398
Liabilities				
Current liabilities				
Accounts payable and accrued liabilities	$	22,781	$	16,784
Total liabilities		22,781		16,784
Shareholders' equity				
Share capital (Note 5)		11,056,879		11,056,879
Contributed surplus		140,289		160,695
Deficit		(11,101,436)		(11,115,960)
Total shareholders’ equity		95,732		101,614
Total liabilities and shareholders’ equity	$	118,513	$	118,398

Nature of operations and going concern (Note 1)
Subsequent events (Notes 9 and 10)

Approved by the Board of Directors

“Peter Clausi” ____________________ Director

“Brian Crawford” ____________________ Director

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

GTA FINANCECORP INC.

CONDENSED INTERIM CONCOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS

(Unaudited)

(Expressed in Canadian Dollars)

Three months ended June 30		**2021**		2020
Operating expenses				
General and administration costs	$	-	$	8,285
Filing and transfer agent fees		882		1,489
Professional fees		5,000		5,500
Share based compensation		-		66,266
Loss before other expenses		(5,882)		(81,540)
Unrealized gain on investment		-		133,000
Net (loss) income and comprehensive (loss) income	$	(5,882)	$	51,460
Basic and diluted income (loss) per share	$	0.00	$	0.00
Weighted average number of shares outstanding		36,958,499		33,332,125

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

GTA FINANCECORP INC.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(Unaudited)
(Expressed in Canadian Dollars)

	Number of Shares	Share Capital	Contributed Surplus	Accumulated Deficit	Total
Balance, March 31, 2020	31,958,499	$ 10,931,879	$ 94,429	$ (11,127,707)	$ (101,399)
Shares issued for cash	5,000,000	125,000			125,000
Share-based compensation			66,266		66,266
Income for the period	-	-	-	51,460	51,460
Balance, June 30, 2020	36,958,499	$ 11,056,879	$ 160,695	$ (11,076,247)	$ 141,327
Options expired			(20,406)	20,406	
Loss for the period	-	-	-	(5,882)	(5,882)
Balance, June 30, 2021	36,958,499	$ 11,056,879	$ 140,289	$ (11,101,436)	$ 95,732

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

GTA FINANCECORP INC.
CONDENSED INTERIM CONCOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
(Expressed in Canadian Dollars)

Three months ended June 30		**2021**		**2020**
Operating activities				
Net (loss) income and comprehensive (loss) for the period	$	(5,882)	$	51,460
Items not affecting cash and cash equivalents				
Unrealized loss (gain) on investment		-		(133,000)
Share-based compensation		-		66,266
Change in non-cash working capital:				
Miscellaneous receivables		(115)		3,068
Accounts payable and accrued liabilities		5,997		5,943
Net cash used in operating activities		-		(6,263)
Financing activities				
Issuance of common shares, net of issue costs		-		125,000
Net cash provided by financing activities		-		125,000
Net change in cash and cash equivalents		-		118,737
Cash and cash equivalents, beginning of period		68,280		30,919
Cash and cash equivalents, end of period	$	68,280	$	149,656

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

1. NATURE OF OPERATIONS AND GOING CONCERN

GTA Financecorp Inc. (formerly GTA Resources and Mining Inc.) ("GTA" or the "Company") was incorporated pursuant to the provisions of the Business Corporations Act (Ontario) on August 9, 2006. The address of the Company's registered office is 855 Brant Street, Burlington, Ontario L7R 2J6. The Company's shares were listed on the TSX Venture Exchange until February 8, 2019 at which time the shares were delisted at the request of the Company.

The Company needs equity capital and financing for its working capital. Although the Company has been successful in raising funds to date, there can be no assurance that adequate funding will be available in the future, or available under terms favourable to the Company. These material uncertainties cast significant doubt upon the Company's ability to continue as a going concern. These financial statements have been prepared on a going concern basis that assumes the Company will be able to continue to realize its assets and discharge its liabilities and commitments in the normal course of business. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but is not limited to, twelve months from the end of the reporting period. These financial statements do not reflect adjustments or classifications which might be necessary if the Company was not able to continue as a going concern.

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or ability to raise funds. Currently there is no impact on the Company.

These condensed interim consolidated financial statements were approved by the board of directors on August 30, 2021.

2. SIGNIFICANT ACCOUNTING POLICIES

Statement of Compliance

These condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standard 34 – "Interim Financial Reporting" ("IAS 34") using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). Accordingly, certain disclosures included in annual financial statements prepared in accordance with IFRS have been condensed or omitted and these unaudited condensed interim consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements for the year ended March 31, 2021.

The preparation of condensed interim consolidated financial statements in conformity with IAS 34 requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. The interim results are not necessarily indicative of results for a full year. The critical judgments and estimates applied in the preparation of the Company's condensed interim consolidated financial statements are consistent with those applied to the Company's consolidated financial statements for the year ended March 31, 2021.

The policies applied in these financial statements are based on IFRS issued and effective as of March 31, 2021.

(Expressed in Canadian Dollars)

2. SIGNIFICANT ACCOUNTING POLICIES – continued

Basis of Presentation

These unaudited condensed interim consolidated financial statements include the accounts of its wholly owned subsidiary GTA GW Mergeco, Inc. and have been prepared on the basis of accounting policies consistent with those applied in the Company's March 31, 2021 annual financial statements.

These financial statements have been prepared on a historical cost basis. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information.

3. RISK MANAGEMENT, CAPITAL MANAGEMENT AND FINANCIAL INSTRUMENTS

The Company manages its capital structure and makes adjustments to it based on the funds available to the Company in order to support future business opportunities. The Company defines its capital as shareholders' equity, the balance of which is $95,732. 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 manage its capital to be able to sustain the future development of the Company's business.

The Company currently has no source of revenues, and therefore is dependent upon external financings to fund activities. In order to carry future projects and pay for administrative costs, the Company will spend its existing working capital and raise additional funds as needed. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the period ended June 30, 2021. The Company is not subject to externally imposed capital requirements.

The Company classified its cash and cash equivalents, sundry receivables and promissory notes as loans and receivables; and accounts payable and accrued liabilities as other financial liabilities. The carrying values of cash, accounts receivable, accounts payable and accrued liabilities, approximate their fair values due to the expected maturity of these financial instruments. The fair value of amounts due to related parties has not been disclosed as their fair values cannot be reliably measured since the parties are not at arm's length.

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

(a) Credit risk

Concentration of credit risk exists with respect to the Company's cash as all amounts are held at a single major Canadian financial institution.

The Company's concentration of credit risk and maximum exposure is as follows:

	June 30, 2021	March 31, 2021
Cash and cash equivalents	$ 68,280	$ 68,280

The credit risk associated with cash is minimized by ensuring it is placed with a major Canadian financial institution with a strong investment-grade rating issued by a primary ratings agency.

(b) Liquidity risk

3. RISK MANAGEMENT, CAPITAL MANAGEMENT AND FINANCIAL INSTRUMENTS – continued

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they fall due. The Company's approach to managing liquidity risk is to provide reasonable assurance that it will have sufficient funds to meet liabilities when due. The Company manages its liquidity risk by forecasting cash flows required for operations and anticipated investing and financing activities. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments.

The Company does not generate cash flows from operations to fund its activities and therefore relies principally upon the issuance of securities for financing. Future capital requirements will depend on many factors including the Company's ability to execute its business plan. The Company intends to continue relying upon the issuance of securities to finance its future activities but there can be no assurance that such financing will be available on a timely basis under terms acceptable to the Company.

(c) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign currency risk and other price risk.

i. Interest rate risk

The Company's cash and cash equivalents consist primarily of cash held in bank accounts and term deposits with banks. Due to the short-term nature of this financial instrument, fluctuations in market rates do not have a significant impact on estimated fair value as of June 30, 2021. The Company manages interest rate risk by maintaining an investment policy that focuses primarily on preservation of capital and liquidity. Accordingly, the Company is not subject to interest rate risk.

ii. Foreign currency risk

During the period ended June 30, 2021, the Company was not exposed to material foreign currency risk.

iii. Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk, foreign currency risk or commodity price risk. The Company has no financial instruments exposed to other price risk.

4. PROMISSORY NOTE RECEIVABLE

The promissory note was issued pursuant to the agreement with Tiidal Gaming Group Inc. as disclosed in Note 9. The promissory note is non-interest bearing, unsecured, and is due on the earlier of the completion of the transaction with or the termination of the agreement with Tiidal Gaming Group Inc. The transaction with Tiidal Gaming Group Inc. is expected to close prior to October 31, 2021.

(Expressed in Canadian Dollars)

5. SHARE CAPITAL

Authorized

Unlimited number of common shares

Issued

	Number of Shares	Share Capital	Contributed Surplus
Balance March 31, 2020	**31,958,499**	**$ 10,931,879**	**$ 94,429**
Shares issued for cash	5,000,000	125,000	
Share-based compensation	-	-	66,266
Balance June 30, 2020	**36,958,499**	**$ 11,056,879**	**$ 160,695**
Balance March 31, 2021	**36,958,499**	**$ 11,056,879**	**$ 160,695**
Options expired	-	-	(20,406)
Balance June 30, 2021	**36,958,499**	**$ 11,056,879**	**$ 140,289**

On January 7, 2019, the Company completed a share consolidation on the basis of one (1) post consolidation common share for every fifty (50) pre-consolidation common shares. All common shares, options, warrants, and basic and diluted loss per share amounts have been restated to give retrospective effect to the share consolidation.

6. WARRANTS

There were no common share purchase warrants outstanding on June 30, 2021 and June 30, 2020.

7. SHARE-BASED PAYMENTS

The Company has a formal stock option plan in accordance with the policies of the TSX Venture Exchange (the “Exchange”) under which it is authorized to grant options to directors, officers, employees and consultants to purchase common shares of the Company. The stock option plan is a rolling plan and the maximum number of authorized but unissued shares available to be granted shall not exceed 10% of its issued and outstanding common shares. Each stock option granted is for a term not exceeding five years unless otherwise specified. Outstanding options vest immediately at date of grant. Options granted to investor relations personnel vest in accordance with Exchange regulations.

A summary of the status of the stock option plan and changes for the period ended June 30, 2021 are presented below:

(Expressed in Canadian Dollars)

7. SHARE-BASED PAYMENTS – continued

During the period ended June 30, 2021

Grant date	Expiry date	Exercise Price	Opening Balance	Granted	Exercised	Expired	Closing Balance	Vested and Exercisable
June 15, 2016	June 15, 2021	$3.00	8,500	-	-	8,500	-	-
November 9, 2016	November 9, 2021	$3.00	6,000	-	-	-	6,000	6,000
August 22, 2017	August 22, 2022	$2.50	16,000	-	-	-	16,000	1 6,000
April 18, 2018	April 18, 2023	$2.50	16,000	-	-	-	16,000	16,000
June 8, 2020	June 8, 2025	$0.025	2,750,000	-	-	-	2,750,000	2,750,000
			2,796,500	-	-	-	2,788,000	2,788,000
Weighted average exercise price			0.07	$0.00	$0.00	$3.00	$0.06	$0.06

The weighted average remaining contractual life of options outstanding at June 30, 2021 was 3.91 years.

During the period ended June 30, 2020

Grant date	Expiry date	Exercise Price	Opening Balance	Granted	Exercised	Expired	Closing Balance	Vested and Exercisable
June 15, 2016	June 15, 2021	$3.00	8,500	-	-	-	8,500	8,500
November 9, 2016	November 9, 2021	$3.00	6,000	-	-	-	6,000	6,000
August 22, 2017	August 22, 2022	$2.50	16,000	-	-	-	16,000	1 6,000
April 18, 2018	April 18, 2023	$2.50	16,000	-	-	-	16,000	16,000
June 8, 2020	June 8, 2025	$0.025	-	2,750,000	-	-	2,750,000	2,750,000
			46,500	2,750,000	-	-	2,796,500	2,796,500
Weighted average exercise price			$2.60	$0.025	$0.00	$0.00	$0.07	$0.07

The weighted average remaining contractual life of options outstanding at June 30, 2020 was 4.89 years.

The Company applies the fair value method in accounting for its stock options using the Black-Scholes option pricing model.

The model inputs for options granted during the years ended March 31, 2021 and 2020 include:

Grant date	Expiry Date	Share price at grant date	Exercise price	Risk-free interest rate	Expected life	Volatility factor	Forfeiture Rate	Dividend yield
June 8, 2020	June 8, 2025	$0.025	$0.025	1.57%	5 years	186%	Nil	0%

Total expenses arising from the share-based payment transactions recognized during the three months ended June 30, 2021 as part of share-based compensation expense was $nil (2020: $66,266).

(Expressed in Canadian Dollars)

7. SHARE-BASED PAYMENTS – continued

As at June 30, 2021 there was no amount (2020: $nil) of total unrecognized compensation cost related to unvested share-based compensation.

8. RELATED PARTY TRANSACTIONS

Related parties include the Board of Directors and officers, close family members and enterprises that are controlled by these individuals as well as certain consultants performing similar functions.

Related party transactions conducted in the normal course of operations are measured at the exchange value (the amount established and agreed to by the related parties).

During the three months ended June 30, 2021 and 2020, the Company had the following transactions in the normal course of operations with related parties:

		2021		2020
Management fees (i)	$	-	$	-
Office rent, supplies and admin. expense (ii)	$	-	$	-
Share-based compensation (iii)	$	-	$	42,169

(i) The Company paid $nil (2020 - $nil) in management fees to the President of the Company and $nil (2020 - $nil) to the CFO of the Company.
(ii) The Company paid $nil (2020 - $nil) for rent, supplies and administrative expenses to private companies controlled by directors and officers of the Company.
(iii) Stock options granted to directors and officers $nil (2020-$42,169).

Accounts payable and accrued liabilities include $nil (2020 - $nil) due to related parties. These amounts are unsecured, non-interest bearing and have no fixed terms of repayment.

9. TRANSACTION

On February 16, 2021, the Company entered into a letter of intent (LOI) with Tiidal Gaming Group Inc. (Tiidal), a Canadian corporation, to effect a reverse merger transaction with the intention that the resulting issuer would apply to list its shares on the Canadian Securities Exchange. As part of the transaction, it was anticipated that the Company will complete a share consolidation and change its name. Concurrently with the transaction, Tiidal will complete a financing of not less than $3.0 million. The transaction with Tiidal is subject to due diligence, and shareholder approval, and the transaction is expected to close on or before December 31, 2021.

Pursuant to the proposed transaction, the Company advanced $50,000 to Tiidal evidenced by a term promissory note as disclosed in Note 4.

On July 12, 2021, the Definitive Agreement between the Company and Tiidal was executed whereby Tiidal will amalgamate with 2852773 Ontario Inc. Pursuant to the transaction, the Company will consolidate its outstanding shares on a 1:11.2678 basis, change its name to Tiidal, and apply to list its shares on the CSE. In the event that the transaction is not completed

9. TRANSACTION – continued

by October 31, 2021, GTA will receive payment of the promissory note receivable and receive a break fee of $25,000. The transaction is subject to shareholder approval.

10. SUBSEQUENT EVENTS

On July 8, 2021, the Company incorporated a wholly owned subsidiary, 2852773 Ontario Inc. in connection with the proposed transaction disclosed in Note 9.

On August 23, 2021, the Company advanced an additional $30,000 evidenced by a promissory note pursuant to the agreement with Tiidal as disclosed in Note 9. The promissory note is non-interest bearing, unsecured, and is due on the earlier of the completion of the transaction with or the termination of the agreement with Tiidal. The transaction with Tiidal is expected to close prior to October 31, 2021.

GTA FINANCECORP INC.

MANAGEMENT'S DISCUSSION & ANALYSIS

FOR THE THREE MONTHS ENDED JUNE 30, 2021

Introduction

The following management's discussion and analysis ("MD&A") of the financial condition and results of operations of GTA Financecorp Inc. ("GTA" or the "Company") constitutes management's review of the factors that affected the Company's financial and operating performance for the three months ended June 30, 2021. This MD&A has been prepared in compliance with the requirements of National Instrument 51-102 - Continuous Disclosure Obligations. This discussion should be read in conjunction with the audited annual consolidated financial statements of the Company for the years ended March 31, 2021 and 2020, as well as the unaudited condensed interim consolidated financial statements for the three months ended June 30, 2021, together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. In the opinion of management, all adjustments (which consist only of normal recurring adjustments) considered necessary for a fair presentation have been included. The results for the interim period presented are not necessarily indicative of the results that may be expected for any future period.

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors, considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of GTA's common shares; or (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board of Directors, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity

The effective date of this report is August 30, 2021.

Forward Looking Information

Certain information regarding the Company within Management's Discussion and Analysis ("MD&A") may include "forward-looking statements" within the meaning of applicable Canadian securities legislation. All statements, other than statements of historical facts, included in this MD&A that address activities, events or developments that the Company expects or anticipates will or may occur in the future, including such things as future business strategy, goals, expansion and growth of the Company's business, plans and other such matters are forward-looking statements. When used in this MD&A the words "estimate", "plan", "anticipate", "expect", "intend", "believe" and similar expressions are intended to identify forward-looking statements. Such statements by their nature involve certain risks and uncertainties that could cause actual results to differ materially from those contemplated by such statements. The Company considers the assumptions on which these forward-looking statements are based to be reasonable at the time they were prepared, but cautions the reader that these assumptions regarding future events, many of which are beyond the control of management, may ultimately prove to be incorrect. The reader should not rely solely on these forward-looking statements.

Nature of the Business and Overall Performance

The Company was incorporated on August 9, 2006 under the Business Corporations Act (Ontario).

The Company is a reporting issuer under applicable securities legislation in the provinces of Ontario, Alberta and British Columbia and its outstanding common shares ("Common Shares") were listed on the TSX Venture Exchange (the "TSX.V") under the symbol "GTA" until February 8, 2019 at which time the shares were delisted at the request of the Company.

Financing

The Company completed nil equity financing during the three months ended June 30, 2021.

Selected Quarterly Financial Information

The following table sets out the selected financial information for the three months ended:

		June 30, 2021		Mar 31, 2020		Dec 31, 2020		Sept 30, 2020
Total assets	$	181,513	$	118,398	$	134,092	$	137,040
Working capital	$	95,732	$	101,614	$	118,810	$	126,182
Net income (loss) for the period	$	(5,882)	$	(17,713)	$	(6,855)	$	(15,145)
Loss per share	$	0.00	$	0.00	$	0.00	$	0.00

		June 30, 2020		Mar 31, 2020		Dec 31, 2019		Sept 30, 2019
Total assets	$	355,326	$	106,657	$	244,234	$	141,797
Working capital	$	141,327	$	(101,399)	$	(319,200)	$	(985,698)
Net income (loss) for the period	$	51,460	$	282,247	$	(36,619)	$	(80,097)
Loss per share	$	0.00	$	0.02	$	0.00	$	0.00

GTA reported no discontinued operations for any period presented.

The Company was inactive during the periods above. Working capital movement reflects payout of dividend of consideration received from sale of assets and conversion of debt financing to equity.

Results of Operations

General and Administrative

Three months ended June 30, 2021 and 2020

The Company achieved a net loss of $5,882 for the three months ended June 30, 2021 compared to net income of $51,460 for the three months ended June 30, 2020. Details of the more significant changes over last year are as follows:

- A decrease in general and administration to $nil (2020 - $8,285).
- A decrease in filing and transfer agent fees to $882 (2020 - $1,489); and
- A decrease in unrealized gain on investments to $nil (2020-$133,000).

As at June 30, 2021, the Company has cash and cash equivalents of $68,280 (March 31, 2021 - $68,280), miscellaneous receivable of $233 (March 31, 2021 - $118), promissory note receivable of $50,000 (March 31, 2021-$50,000) and accounts payable and accrued liabilities of $22,781 (March 31, 2021 - $16,784) for total working capital of $95,732 (March 31, 2021 – $101,614).

Liquidity and Capital Resources

The Company has total assets of $118,513 (March 31, 2021 - $118,398). The primary assets of the Company are cash and cash equivalents of $68,280 (March 31, 2021 - $68,280), and miscellaneous receivable of $233 (March 31, 2021 - $115), and promissory note receivable of $50,000 (March 31, 2021-$50,000). The Company has no long-term liabilities and has working capital of $95,732 (March 31, 2021 – $101,614).

The Company's financial statements have been prepared on a going concern basis, under which the Company is assumed to be able to realize its assets and discharge its liabilities in the normal course of operations. The Company currently has no revenue to finance its operations. It is therefore required to fund its activities through the issuance of equity securities and other financing alternatives. The Company's ability to continue as a going concern is therefore dependent upon its ability to raise funds.

The Company has not yet realized profitable operations and has incurred significant losses to date resulting in a cumulative deficit to date of $11,101,436. As at June 30, 2021, the Company had cash and cash equivalents of $68,280 to settle current liabilities of $22,781.

To continue operations and to fund future obligations, the Company will be required to raise funds through equity or other financing alternatives. Recent global economic conditions and market uncertainty may have an impact on the Company's ability to raise funds through the equity markets. Management believes that there are sources of financing available. There can be no assurance that the Company will be successful in its future fund-raising activities.

The Company relies on the issuance of equity securities and alternative sources of financing, if required, to maintain adequate liquidity to support its ongoing working capital commitments. The following table is a summary of quantitative data about what the Company manages as capital:

		June 30, 2021		March 31, 2021		Change
Cash and cash equivalents	$	68,280	$	68,280	$	-
Share capital	$	11,056,879	$	11,056,879	$	-
Contributed surplus	$	140,289	$	160,695	$	(20,406)
Deficit	$	(11,101,436)	$	(11,115,960)	$	14,524

The Company monitors these items to assess its ability to fulfill its ongoing financial obligations.

Critical Accounting Estimates

The preparation of the unaudited condensed interim financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These unaudited condensed interim consolidated financial statements include estimates that, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the unaudited condensed interim financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Significant assumptions about the future that management has made that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

- the recoverability of miscellaneous receivables that are included in the unaudited condensed interim consolidated statements of financial position;
- the inputs used in accounting for share based payment transactions included in financial assets at fair value through profit or loss.

Adoption of New Accounting Standards

Future changes in accounting policies

A number of new standards, and amendments to standards and interpretations, are not yet effective for the year ended March 31, 2021, and have not been applied in preparing these financial statements.

IAS 1 – Presentation of Financial Statements ("IAS 1") was amended in January 2020 to provide a more general approach to the classification of liabilities under IAS 1 based on the contractual arrangements in place at the reporting date. The amendments clarify that the classification of liabilities as current or noncurrent is based solely on a company's right to defer settlement at the reporting date. The right needs to be unconditional and must have substance. The amendments also clarify that the transfer of a company's own equity instruments is regarded as settlement of a liability, unless it results from the exercise of a conversion option meeting the definition of an equity instrument. The amendments are effective for annual periods beginning on January 1, 2023.

IFRS 3 – Business Combinations ("IFRS 3") was amended. The amendments introduce new exceptions to the recognition and measurement principles in IFRS 3 to ensure that the update in references to the revised conceptual framework does not change which assets and liabilities qualify for recognition in a business combination. An acquirer should apply the definition of a liability in IAS 37 – rather than the definition in the Conceptual Framework – to determine whether a present obligation exists at the acquisition date as a result of past events. For a levy in the scope of IFRIC 21, the acquirer should apply the criteria in IFRIC 21 to determine whether the obligating event that gives rise to a liability to pay the levy has occurred by the acquisition date. In addition, the amendments clarify that the acquirer should not recognize a contingent asset at the acquisition date. The amendments are effective for annual periods beginning on January 1, 2022.

The amendments are not expected to have an impact on the Company's consolidated financial statements.

Financial Instruments

Financial risk

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including interest rate, foreign currency risk and commodity and equity price risk).

Risk management is carried out by the Company's management team with guidance from the Audit Committee under policies approved by the Board of Directors. The Board of Directors also provides regular guidance for overall risk management.

(i) Credit risk

Credit risk is the risk of loss associated with counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and cash equivalents and amounts receivable. The Company has no significant concentration of credit risk arising from operations. Cash and cash equivalents are held with a Canadian Schedule A bank, from which management believes the risk of loss to be minimal.

Amounts receivable consists mainly of costs to be reimbursed in connection with a transaction during fiscal 2021. Amounts receivable are in good standing as of June 30, 2021. Management believes that the credit risk with respect to financial instruments included in amounts receivable is minimal.

(ii) Liquidity risk

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. The Company's liquidity and operating results may be adversely affected if its access to the capital market is hindered, whether as a result of a downturn in stock market conditions generally or matters specific to the Company. The Company generates cash flow primarily from its financing activities. As at June 30, 2021, the Company had cash and cash equivalents of $68,280 (March 31, 2021 - $68,280) to settle current liabilities of $22,781 (March 31, 2021 - $16,784). All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms. The Company regularly evaluates its cash position to ensure preservation and security of capital as well as liquidity.

(iii) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign currency risk and other price risk.

i. Interest rate risk

The Company's cash and cash equivalents consist primarily of cash held in bank accounts and term deposits with banks. Due to the short-term nature of this financial instrument, fluctuations in market rates do not have a significant impact on estimated fair value as of June 30, 2021. The Company manages interest rate risk by maintaining an investment policy that focuses primarily on preservation of capital and liquidity. Accordingly, the Company is not subject to interest rate risk.

ii. Foreign currency risk

During the period ended June 30, 2021, the Company was not exposed to material foreign currency risk.

iii. Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk, foreign currency risk or commodity price risk. The Company has no financial instruments exposed to other price risk.

Related Party Transactions

During the three months ended June 30, 2021, there were no related party transactions.

Off-Balance-Sheet Arrangements

As of the date of this MD&A, the Company does not have any off balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company, including, and without limitation, such considerations as liquidity, capital expenditures and capital resources that would be material to investors.

Proposed Transactions

On February 16, 2021, the Company entered into a letter of intent (LOI) with Tiidal Gaming Group Inc. (Tiidal), a Canadian corporation, to effect a reverse merger transaction with the intention that the resulting issuer would apply to list its shares on the Canadian Securities Exchange. As part of the transaction, it was anticipated that the Company will complete a share consolidation and change its name. Concurrently with the transaction, Tiidal will complete a financing of not less than $3.0 million. The transaction with Tiidal is subject to due diligence, and shareholder approval, and the transaction is expected to close on or before December 31, 2021.

Pursuant to the proposed transaction, the Company advanced $50,000 to Tiidal evidenced by a term promissory note as disclosed in Note 4 to the June 30, 2021 unaudited condensed interim consolidated financial statements.

On July 12, 2021, the Definitive Agreement between the Company and Tiidal was executed whereby Tiidal will amalgamate with 2852773 Ontario Inc. Pursuant to the transaction, the Company will consolidate its outstanding shares on a 1:11.2678 basis, change its name to Tiidal, and apply to list its shares on the CSE. In the event that the transaction is not completed by October 31, 2021, GTA will receive payment of the promissory note receivable and receive a break fee of $25,000. The transaction is subject to shareholder approval.

On August 23, 2021, pursuant to the proposed transaction, the Company advanced $30,000 to Tiidal evidenced by a term promissory note.

Financial Instruments and Other Instruments

The Company's financial instruments consist of cash, cash equivalents, miscellaneous receivables, promissory notes receivable, accounts payable and accrued liabilities. payment of the loan receivable. The fair value of these financial instruments approximates their carrying values.

Outstanding Share Data

As of the date of this MD&A, the Company has 36,958,499 common shares issued and outstanding as well as: (a) stock options to purchase an aggregate of 2,788,000 common shares expiring at various date between June 2021 and June 2025 and exercisable at prices between $0.025 per common share and $3.00 per common share and, (b) share purchase warrants to purchase an aggregate of nil common shares.

For additional details of share data, please refer to Notes 5, 6 and 7 of the June 30, 2021 unaudited condensed interim financial statements.

Capital Management

The Company's objectives when managing capital are as follows:

i) To safeguard the Company's ability to continue as a going concern;
ii) To raise sufficient capital to finance its exploration and development activities on its mineral exploration properties;
iii) To raise sufficient capital to meet its general and administrative expenditures.

The Company manages its capital structure and makes adjustments to it based on the general economic conditions, its short term working capital requirements, and its planned exploration and development program expenditure requirements. The capital structure of the Company is comprised of shareholders' equity which includes share capital, warrants, contributed surplus and deficit. The Company may manage its capital by issuing flow through or common shares, or by obtaining additional financing.

The Company utilized annual capital and operating expenditure budgets to facilitate the management of its capital requirement. These budgets are approved by management and updated for changes in the budgets underlying assumptions as necessary. As at June 30, 2021 the Company's capital was $95,732.

There were no changes in the Company's approach to managing capital during the period.

Risks and Uncertainties

Liquidity and Additional Financing

The Company has limited financial resources and no sources of revenues and has no assurance that additional funding will be available to it to fulfill its obligations under applicable agreements. Although the Company has been successful in the past in obtaining financing through the sale of equity securities, there can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favorable. Failure to obtain such additional financing could cause the Company to reduce or terminate its operations.

Reliance on Key Personnel

The Company is dependent on a relatively small number of key people, the loss of any of whom could have an adverse effect on its operations. The Company does not carry any key man insurance.

Dilution

The Company may require additional equity financing to be raised in the future. The Company may issue securities on less than favourable terms to raise sufficient capital to fund its business plan. Any transaction involving the issuance of equity securities or securities convertible into common shares would result in dilution, possibly substantial, to present and prospective holders of common shares.

Global Uncertainty

The Company's business could be adversely affected by the effects of health epidemics, including the global COVID-19 pandemic. In December 2019, a novel strain of COVID-19 was reported in China. Since then, the COVID-19 has spread globally, to include Canada, the United States and several European countries. The spread of COVID-19 from China to other countries has resulted in the World Health Organization (WHO) declaring the outbreak of COVID-19 as a "pandemic," or a worldwide spread of a new disease, on March 11, 2020. Many countries around the world, including Canada, have imposed quarantines and restrictions on travel and mass gatherings to slow the spread of the virus, and have closed non-essential businesses. The spread of COVID-19, which has caused a broad impact globally, may materially affect the Company economically. While the potential economic impact brought by, and the duration of, COVID-19 may be difficult to assess or predict, a widespread pandemic could result in significant disruption of global financial markets, reducing the Company's ability to access capital, which could in the future negatively affect the Company's liquidity. In addition, a recession or market correction resulting from the spread of COVID- 19 could materially affect the Company's business and the value of the Company's common shares The global outbreak of COVID-19 continues to rapidly evolve. The extent to which COVID-19 may impact the Company's business, operations and clinical trials will depend on future developments, including the duration of the outbreak, travel restrictions and social distancing in Canada and other countries, the effectiveness of actions taken in Canada, the United States and other countries to contain and treat the disease and whether Canada and other countries are required to move to complete lock-down status. The ultimate long-term impact of COVID-19 is highly uncertain and cannot be predicted with confidence

Additional Information

Additional information relating to the Company is available on SEDAR at www.sedar.com.

SCHEDULE "E"

Pro Forma Financial Statements of the Issuer

(See attached)

GTA FINANCECORP INC.
Pro Forma Consolidated Statement of Financial Position
(Expressed in Canadian dollars)
(Unaudited)

As at		Tiidal Gaming Group Inc. July 31, 2021		GTA Financecorp Inc. June 30, 2021		Pro forma adjustments	Notes		Pro forma consolidated balance
ASSETS									
Current assets									
Cash	$	64,972	$	68,280	$	(200,000)	3(a)	$	3,190,660
						3,108,923	3(b)		
						148,485	3(b)		
Restricted cash		3,118,923		-		(3,108,923)	3(b)		10,000
Trade and other receivables		83,668		233		-			83,901
Promissory note receivable		-		50,000		(50,000)	3(a)		-
Prepaid expenses and deposits		4,477		-		-			4,477
Deferred financing cost		342,121		-		(342,121)	3(b)		-
		3,614,161		118,513		(443,636)			3,289,038
Property and equipment, net		14,962		-		-			14,962
Intangible assets		2,098,416		-		-			2,098,416
TOTAL ASSETS	$	**5,727,539**	$	**118,513**	$	**(443,636)**		$	**5,402,416**

LIABILITIES									
Current liabilities									
Accounts payable and other current liabilities	$	617,602	$	22,781	$	(11,985)	3(c)	$	628,398
Subscription liability		3,447,127		-		(3,447,127)	3(b)		-
Promissory note payable		50,000		-		(50,000)	3(a)		-
Convertible notes		258,841		-		(258,841)	3(c)		-
		4,373,570		22,781		(3,767,953)			628,398
Government loan payable		60,000		-		-			60,000
TOTAL LIABILITIES	$	**4,433,570**	**$**	**22,781**	**$**	**(3,767,953)**		**$**	**688,398**

The accompanying notes are an integral part of these Pro Forma Consolidated Financial Statements

GTA FINANCECORP INC.
Pro Forma Consolidated Statement of Financial Position
(Expressed in Canadian dollars)
(Unaudited)

As at		Tiidal Gaming Group Inc. July 31, 2021		GTA Financecorp Inc. June 30, 2021		Pro forma adjustments	Notes		Pro forma consolidated balance
SHAREHOLDERS' EQUITY									
Share capital	$	6,097,357	$	11,056,879	$	(9,769,389)	3(a)	$	12,474,666
						3,137,523	3(b)		
						148,485	3(b)		
						302,368	3(c)		
						251,468	3(d)		
						1,249,975	3(d)		
Shares to be issued		767,878		-		(99,998)	3(d)		667,880
Reserves		1,860,099		140,289		(136,781)	3(a)		1,969,360
						137,295	3(b)		
						(31,542)	3(c)		
Accumulated other comprehensive income		115,860		-					115,860
Deficit		(7,547,225)		(11,101,436)		9,706,170	3(a)		(10,513,748)
						(169,812)	3(b)		
						(151,470)	3(d)		
						(1,249,975)	3(d)		
TOTAL SHAREHOLDERS' EQUITY (DEFICIT)	$	**1,293,969**	$	**95,732**	$	**3,324,317**		$	**4,714,018**
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$	**5,727,539**	$	**118,513**	$	**(443,636)**		$	**5,402,416**

The accompanying notes are an integral part of these Pro Forma Consolidated Financial Statements

1. BASIS OF PRESENTATION AND PREPARATION

These accompanying pro forma consolidated statements of financial position (the "Pro Forma Financial Statements") of GTA Financecorp Inc. (the "Company" or "GTA") have been prepared by management to reflect the combination of GTA and Tiidal Gaming Group Inc. ("Tiidal") assuming the transactions described in note 2 had each occurred as of July 31, 2021.

These pro forma consolidated financial statements should be read in conjunction with the financial statements described above and related disclosure used to prepare these financial statements. The preparation of these pro forma consolidated financial statements require management to make estimates and assumptions deemed appropriate

GTA was incorporated under the Business Corporations Act of Ontario on August 9, 2006. The principal business of the Company is the identification and evaluation of assets or business with a view to potentially acquire them or an interest therein by an option or any concomitant transaction. The purpose of such acquisition is to satisfy the related conditions of a qualifying transaction under the policies of the Exchange. The head office, principal address and registered office of the Company are located at 855 Brant Street, Burlington, ON L7R 2J6.

Tiidal includes itself and its wholly-owned subsidiaries, Lazarus Esports Inc. ("Lazarus"), Space Esports Inc. ("Space"), and Tiidal Gaming NZ Ltd. ("Tiidal NZ"), collectively referred to as the "Group". Tiidal and Lazarus were incorporated in Ontario, Space was incorporated in the Delaware and Tiidal NZ was incorporated in New Zealand. The Group's main business activities are operating as synergistic businesses across the gaming ecosystem, including providing advanced betting solutions for sportsbooks and online betting companies, and operating as a competitive esports organization. The Company's head office, principal address and registered office is located at 365 Bay Street, Suite 800, Toronto, Ontario, M5H 2V1.

The unaudited pro-forma consolidated statement of financial position as at July 31, 2021, gives effect to the Transaction as if it had occurred as at July 31, 2021, and has been prepared by management for inclusion in GTA's listing statement (the "**Listing Statement**") to be dated on or about dated November 9, 2021.

The unaudited pro-forma consolidated statement of financial position is the result of combining the unaudited interim statement of financial position of GTA as at June 30, 2021 and the unaudited interim consolidated statement of financial position of Tiidal as at July 31, 2021. The unaudited pro-forma consolidated statement of financial position has been prepared by management for inclusion in GTA's Listing Statement dated on or about November 9, 2021.

The unaudited pro forma consolidated statement of financial position has been prepared for illustrative purposes only and may not be indicative of the combined entities' financial position that would have occurred if the acquisition had been in effect at the date indicated. Actual amounts recorded upon consummation of the Agreement will likely differ from those recorded in the unaudited pro forma consolidated statement of financial position. The pro forma adjustments and allocations of the purchase price are based in part on estimates of the fair value of assets acquired and liabilities to be assumed. The final purchase price allocation will be completed after asset and liability valuations are finalized as of the date of the completion of the acquisition. The actual fair values of the assets and liabilities will be determined as of the effective date of the Transaction and may differ materially from the amounts disclosed in the assumed pro forma purchase price allocation because of changes in fair value of the assets and liabilities up to the date of effective date of the Transaction, and as further analysis is completed.

Consequently, the actual allocation of the purchase price may result in different adjustments than those in the unaudited pro forma consolidated statement of financial position. Similarly, the calculation and allocation of the purchase price has been prepared on a preliminary basis and is subject to change between the time such preliminary estimations were made and closing as a result of a number of factors.

The unaudited pro forma consolidated statement of financial position has been prepared in accordance with GTA and Tiidal's accounting policies, as disclosed in GTA's audited consolidated financial statements for the year ended March 31, 2021, and Tiidal's audited consolidated financial statements for the year ended October 31, 2020. There are no material differences in accounting policies between GTA and Tiidal.

1. BASIS OF PRESENTATION AND PREPARATION (continued)

The unaudited pro forma consolidated statement of financial position has been compiled from:

Information derived from the i) GTA's unaudited condensed interim financial statements for the three months ended June 30, 2021; and ii) Tiidal's unaudited condensed consolidated interim financial statements for the nine months ended July 31, 2021. Both of which were prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board, and included elsewhere in the Listing Statement.

It is management of Tiidal's opinion that the unaudited pro-forma consolidated statement of financial position includes all adjustments required for the fair presentation, in all material respects, of the transaction described in Note 3 in accordance with IFRS.

The accounting policies used for the preparation of these Proforma Financial Statements are consistent with those described in the consolidated financial statements of Tiidal and the consolidated financial statements of GTA. Management has not identified any differences in accounting policies that were applied historically by these entities. Additional accounting policies related to the reverse takeover transaction will be included in GTA's consolidated financial statements on a go forward basis.

2. SUMMARY OF PROPOSED TRANSACTION

On July 12, 2021, the parties entered into a definitive business combination agreement, as amended on September 16, 2021 (the "Transaction") whereby Tiidal and 2852773 Ontario Inc., a wholly-owned subsidiary of GTA ("GTA Subco"), will amalgamate by way of a three-cornered amalgamation and the issued and outstanding securities of Tiidal will be exchanged for securities of GTA. Tiidal will become a wholly-owned subsidiary of GTA as a result of the amalgamation. GTA would change its name to Tiidal Gaming Group Corp. or similar as the Resulting Issuer.

Under the terms of the Transaction, GTA will consolidate all of its issued and outstanding common shares on a 11.2678:1 basis and Tiidal's issued and outstanding common shares will split on a 1:1.2738 basis.

Prior to the completion of the Transaction, Tiidal must complete a best-efforts private placement of up to 11,500,000 Tiidal subscription receipts at a price of $0.50 per subscription receipt for gross proceeds of up to $5,500,000.

Immediately prior to completion of the Transaction, all issued and outstanding Tiidal convertible notes will automatically convert into Tiidal common shares and Tiidal warrants (on a post-Tiidal share split basis) pursuant to the terms set out on the convertible note certificates.

Immediately prior to completion of the Transaction, all issued and outstanding Tiidal RSUs will automatically vest into Tiidal common shares (on a post-Tiidal share split basis) pursuant to the terms set out in their respective RSU agreements.

Each holder of Tiidal will be entitled to receive one post-Consolidation common share of GTA for every common share in Tiidal held. As a result, immediately after the completion of the Transaction, on a non-diluted basis, the former holders of Tiidal's common shares will own approximately 68,651,196 Resulting Issuer common shares, representing 95.44% of the shares of the Resulting Issuer. The existing holders of GTA will own 3,279,996 shares, representing 4.56% of the total Resulting Issuer shares.

As part of the Transaction, rights to purchase shares continue. On November 9, 2016, August 30, 2017, April 18, 2018 and June 8, 2020, GTA granted 6,000, 24,000, 24,500, 2,750,000 options, respectfully, to directors and officers of GTA. These options vested immediately and are exercisable at a price of $3.00, $2.50, $2.50, and $0.025, respectfully, for a period of 5 years from the date of the option agreement. As of July 31, 2021, 6,000, 16,000, 16,000, and 2,750,000 director and officer options were outstanding for a total of 2,788,000. As part of the Transaction, the 2,788,000 director and officer options were exchanged for 532, 1,419, 1,419, and 244,058 options of the Resulting Issuer exercisable at $33.80, $28.17, $28.17, and $0.28, respectfully.

(Expressed in Canadian dollars)

3. PRO FORMA ASSUMPTIONS AND ADJUSTMENTS

The pro forma consolidated statement of financial position was prepared based on the following assumptions and adjustments:

a) The shareholders of Tiidal will acquire control of GTA, thereby constituting a reverse acquisition of GTA. The Transaction is considered a purchase of GTA's net assets by the shareholders of Tiidal.

The Transaction will be accounted for in accordance with guidance provided in IFRS 2, "Share-Based Payment" and IFRS 3, "Business Combinations". As GTA did not qualify as a business according to the definition in IFRS 3, this Transaction does not constitute a business combination; rather it is treated as an issuance of shares by Tiidal for the net assets of GTA and GTA's listing status with Tiidal as the continuing entity.

The purchase price is allocated as follows:

Fair value of GTA shares (68,650,186 post-consolidation common shares at approximately $0.019 per share)	$	1,287,490
Fair value of replacement options and warrants		3,508
Settlement of intercompany loans		(50,000)
Total consideration	$	1,240,998
Net Assets (Liabilities) of GTA:		
Cash	$	68,280
Trade and other receivables		233
Liabilities		(22,781)
Total net assets	$	45,732
Estimated closing transaction costs	$	200,000
Listing expense	$	1,395,266

The estimated fair value of the GTA shares of $1,287,490 is based on an estimated fair value of approximately $0.019 per share as at the transaction closing date. For the purpose of the pro-forma consolidated statement of financial position, fair value of the share was based off the most recent subscription price of a subscription receipt in Tiidal. The estimated fair value of the consideration is $1,195,266 higher than the fair value of the net assets acquired. This will be recorded as a transaction cost.

Fair value of outstanding stock options and warrants continuing from GTA into the Resulting Issuer has been estimated on the Transaction date using the Black-Scholes option pricing model with the following assumptions: risk-free rate varying from 0.38% - 0.68%, expected annual volatility of 150% and expected life in years varying from 0.15 – 3.73 years.

Closing transaction costs represent the estimated amount of professional fees in connection with the Transaction. It has been estimated that $100,000 of the closing transaction costs have been included in deficit prior to July 31, 2021 and that $200,000 remains.

b) On July 13, 2021, the Company closed a non-brokered financing of 3,576,361 subscription receipts at a price of $0.50 per subscription receipt for gross proceeds of $1,788,181 and a brokered financing of 2,971,000 subscription receipts at a price of $0.50 per subscription receipt for gross proceeds of $1,485,500. Each subscription receipt will be automatically converted into one unit of the Corporation, with each unit being comprised of one Common Share and one-half of one warrant, immediately prior to completion of the Transaction.

3. PRO FORMA ASSUMPTIONS AND ADJUSTMENTS (continued)

$136,159 in financing charges were paid directly from the pross proceeds to agents in the private placement. Additionally, $173,445 in financing charges were paid through 346,890 subscriptions in lieu of cash. The Company granted 457,970 compensation options with a fair value of $169,812 valued using the Black-Scholes option price model. $32,517 was recorded as deferred financing charges relating to the compensation option's vesting during the period. Total deferred financing charges as at July 31, 2021 were $342,121.

On July 13, 2021, $3,108,921 was transferred to TSX Trust Company, as escrow agent, to be released upon the satisfaction of escrow conditions. Upon satisfaction of the escrow conditions, immediately prior to completion of the Transaction, $3,108,921 in restricted cash will be released to Tiidal, deferred financing charges of $342,121 will be reversed and recognized as share issuance costs and subscription liability of $3,447,127 will be reversed and recognized as share capital

The Company also granted 457,971 compensation options to agents with a fair value of $169,812 valued using the Black-Scholes option price model with the following assumptions: risk-free rate of 0.47%, expected annual volatility of 150% and expected life in years of 2.26 years. Upon completion of the Transaction, the compensation options will vest.

On October 7, 2021, the Company closed the second tranche of a non-brokered financing of 296,970 subscription receipts at a price of $0.50 per subscription receipt for gross proceeds of $148,485. The subscription receipts have the same terms and escrow conditions as the first tranche which closed on July 13, 2021 as noted above. $148,485 in gross proceeds from the second tranche of the subscription financing were transferred to TSX Trust to be released upon the satisfaction of escrow release conditions.

c) Tiidal received a total of $280,250 in gross proceeds for convertible note financing. Pursuant to the terms of the convertible note certificates, if Tiidal completes an equity financing, which shall include the satisfaction and/or waiver of any escrow release conditions established in connection with such financing (a "Qualified Financing"), in connection with a reverse takeover transaction, then the Notes, and any accrued but unpaid interest, will automatically convert into the same share or unit consisting of shares and warrants of the Corporation underlying such subscription receipts and issuable in exchange for such subscription receipts upon satisfaction and/or waiver of the escrow release conditions established in connection with such Qualified Financing. The conversion price per security will be equal to 85% of the price per the Qualified Financing.

Upon satisfaction of the release conditions and immediately prior to completion of the Transaction, it is anticipated that $258,841 in convertible notes and $11,985 in accrued interest calculated as at November 9, 2021 will convert into 687,607 shares of Tiidal at a conversion price of $0.425. The equity conversion feature of $31,542 will be reversed, with the net result of $302,368 increasing share capital.

d) Tiidal granted 1,000,000 RSUs with a fair value of $499,990. Share-based payments relating to RSUs vesting during the period ended July 31, 2021 using the Black- Scholes option pricing model was $348,520.

The RSUs vest on the earlier of the date in which a liquidity event is completed and the dates as follows:

- 200,000 vest on the date the RSU holder is engaged as an advisor to the Corporation ("Engagement Date")
- 200,000 vest on the date that is six months from the Engagement Date
- 200,000 vest on the date that is twelve months from the Engagement Date
- 200,000 vest on the date that is eighteen months from the Engagement Date
- 200,000 vest on the date that is twenty-four months from the Engagement Date

As at July 31, 2021, the first 400,000 RSUs had vested, with 200,000 shares issued and another 200,000 shares valued at $99,998 yet to be issued. Immediately prior to completion of the Transaction, 800,000 shares will be issued comprising the 200,000 outstanding at July 31, 2021 and 600,000 from the vesting of the remaining RSUs. The 600,000 newly vested RSUs have a value of $151,470, resulting in an overall increase of $251,468 in share capital.

3. PRO FORMA ASSUMPTIONS AND ADJUSTMENTS (continued)

In July 2020, Tiidal entered into two separate consulting agreements each with a term of 36 months. As consideration, the Company shall grant the following remuneration to each consultant based on the following key performance indicators:

- Upon:
  - (i) closing of the Sportsflare NZ Limited asset acquisition (completed);
  - (ii) the Company successfully raising aggregate gross proceeds of $2,000,000 through an equity financing; and
  - (iii) the Consultant joining the Company's board of directors or board of advisors, the consultant shall be issued:
    - An aggregate of 750,000 stock options of the Company between the two consultants at an exercise price of $0.50 which shall vest in equal monthly instalments over twenty-four months from the grant date; and
    - 1,250,000 restricted share units to each consultant which shall vest into common shares of the Company for no additional consideration upon a transaction which causes the Company to become a reporting issuer or a transaction that constitutes a reverse take-over of the Company

Upon completion of the Transaction, 2,500,000 restricted share units shall be issued to the two consultants and immediately vest. The fair value of the restricted share units was calculated using the Black- Scholes option pricing model to be $1,249,975. 750,000 stock options shall also be issued to the two consultants. The fair value of the stock options was calculated to be $267,148 with $nil recognized on the date of completion of the Transaction.

(Expressed in Canadian dollars)

4. PRO FORMA CAPITALIZATION

	Number of Shares	Share Capital	Shares to be issued	Reserves	AOCI	Deficit	Total Equity
GTA opening balance (post 11.2678:1 consolidation)	3,279,996	$ 11,056,879	-	140,289	-	(11,101,436)	95,732
Tiidal opening equity	-	6,097,357	767,878	1,860,099	115,860	(7,547,225)	1,293,969
Elimination of GTA's equity	-	(11,056,879)	-	(140,289)	-	11,101,436	(95,732)
Shares and warrants issued on transaction (Note 3)	68,651,196	6,377,309	(99,998)	109,261	-	(1,571,257)	4,815,315
Transaction cost not yet incurred (Note 3)	-	-	-	-	-	(1,395,266)	(1,395,266)
Total	71,931,192	$ 12,474,666	667,880	1,969,360	115,860	(10,513,748)	4,714,018

Following the completion of the Transaction, there will be warrants to purchase 7,537,893 common shares, stock options to purchase an additional 6,437,502 common shares, and contingent shares to be issued upon the completion of certain milestones for an additional 6,369,000 common shares, resulting in fully diluted resulting issuer shares of 92,275,587.

5. INCOME TAX

The effective consolidated pro forma tax rate is expected to approximate 27%.

CERTIFICATE OF THE ISSUER

The foregoing contains full, true and plain disclosure of all material information relating to the Issuer. It contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in light of the circumstances in which it was made.

Dated at Toronto, Ontario on this 9th day of November, 2021.

(signed) "Charles Watson"	*(signed) "Alex McAulay"*
Charles Watson Chief Executive Officer	Alex McAulay Chief Financial Officer
(signed) "Zachary Goldenberg"	*(signed) "Neil Duffy"*
Zachary Goldenberg Director	Neil Duffy Director

CERTIFICATE OF THE PROMOTER

The foregoing contains full, true and plain disclosure of all material information relating to the Issuer. It contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in light of the circumstances in which it was made.

Dated at Toronto, Ontario on this 9th day of November, 2021.

(signed) "Charles Watson"
Charles Watson
Chief Executive Officer