

**FINEQIA INTERNATIONAL INC.**  
**(FORMERLY NANOSTRUCK TECHNOLOGIES INC.)**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL RESULTS**  
**FOR THE SIX MONTHS ENDED MARCH 31, 2022**

*The following management's discussion and analysis ("MD&A") should be read in conjunction with the condensed unaudited financial statements including the notes attached thereto for the six months ended March 31, 2022 and 2021. Additional information relating to Fineqia International Inc. (formerly NanoStruck Technologies Inc.) ("Fineqia" or the "Company") is available on SEDAR at [www.sedar.com](http://www.sedar.com). This MD&A is prepared as of May 30, 2022, and has been approved by the Company's Board of Directors. All currency amounts are in Canadian dollars unless otherwise noted.*

## **FORWARD-LOOKING INFORMATION**

Certain statements included in this document constitute "forward-looking statements". All statements, other than statements of historical fact, included herein, including but not limited to, statements regarding future anticipated development activities, the nature of future anticipated scientific research programs and the results thereof, business and financing plans and business trends, are forward-looking statements. Although the Company believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct.

Forward-looking statements are typically identified by words such as: believe, expect, anticipate, intend, estimate, postulate and similar expressions, or which by their nature refer to future events. The Company cautions investors that any forward-looking statements by the Company are not guarantees of future performance, and that actual results may differ materially from those in forward looking statements as a result of various factors, including, but not limited to, variations in the market for, and pricing of, any products the Company may produce or plan to produce, the Company's inability to obtain any necessary permits, consents or authorizations required for its activities, the Company's inability to produce products successfully or profitably, to continue its projected growth, to raise the necessary capital or to be fully able to implement its business strategies, and other risks and uncertainties identified herein under "Risks and uncertainties".

Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in any of those forward-looking statements. For this reason, investors should not attribute undue certainty to or place undue reliance on forward-looking statements.

Historical results of operations and trends that may be inferred from the following discussion and analysis may not necessarily indicate future results from operations. In particular, the current state of the global securities markets may cause significant fluctuations in the price of the Company's securities and render it difficult or impossible for the Company to raise the funds necessary to develop any of its present or future mineral properties.

## **OVERVIEW**

Fineqia International Inc. (formerly known as Nanostruck Technologies Inc. and Blue Gold Water Technologies Ltd.) (the "Company"), was incorporated in British Columbia under the Business Corporations Act on June 20, 2006 under the name Golden Cross Resources Inc. On May 29, 2013, Golden Cross Acquisition Inc. ("Golden Cross"), a subsidiary of Golden Cross Resources Inc. and Blue Gold Tailing Technologies Inc. ("Tailing") amalgamated. The amalgamated company was then named Blue Gold Tailings Technologies Ltd. ("Tailings") and is a legal subsidiary of the Company. As a result of this amalgamation, the former shareholders of Tailing were considered to have acquired control of the Company as a result of their controlling share ownership in the resulting entity, the assumption of management of the Company by Tailing's management team and as a result of Tailing's control of the Company's Board of Directors post amalgamation.

## **BUSINESS REVIEW**

The Company's strategic focus has been to provide a platform and associated services to support security issuances and manage administration of debt securities. The platform is designed to bring an issuing company's minibonds to market, by distributing and marketing minibonds to the crowd, as well as transparently highlighting the risks and objectively outlining opportunities involved. Rather than merely acting as a neutral intermediary, Fineqia vets each opportunity for risk and return. Some may be equity based but the main interest is expected to be debt securities and, unlike the big banks, Fineqia's digital platform allows it to bypass much of the cost overhead inherent in large financial institutions, potentially resulting in higher yields.

The Platform went live on November 1, 2017. The essence of Fineqia's platform is to match those companies that are originating asset-backed loans, and thus relatively safe, with financial institutions, family offices, hedge funds, and more. The focus is therefore as much on investors seeking high yield as those seeking to raise capital. In addition, Fineqia's platform lets sophisticated end users choose what asset class they invest in, but also gives them access to the data they need to make informed decisions. With Fineqia's listing on the Canadian Securities Exchange, Canadian investors now have an entry point into the broader innovation in fintech, which previously remained concentrated in London in the UK.

On November 28, 2017, Fineqia took an equity stake in PremFina, a UK company that provides software and financing for insurance brokers. PremFina generates loans from the financing of insurance premiums, making insurance more affordable for customers. The loan agreements can be packaged into debt securities and offered on the Fineqia platform. Premium finance is considered high quality debt with UK industry loan losses at less than 0.15%. In addition to providing funding, PremFina offers a Software-as-a-Service (SaaS) to enable finance by insurance brokers.

This deal sets up Fineqia for future growth as it can access one of the most reliable asset classes by essentially offering credit backed by insurance policies. The shares were acquired from IXL Holdings, a related party of Fineqia, to partly settle a convertible loan owed to the Company. Fineqia's convertible loan amounted to \$1,289,023. With \$342,825 converted out of the outstanding loan amount, \$930, 977 remains outstanding from IXL Holdings.

Fineqia joins global investors in PremFina including Rakuten Europe S.ar.l, the Japanese e-commerce giant, which also owns ebook company Kobo, Thomvest Ventures Ltd, the venture capital firm run by Peter Thomson of the Thomson family and Draper Esprit PLC which is backed by Silicon Valley billionaire Tim Draper, an early investor in Bitcoin, Tesla, SpaceX, Hotmail and Skype.

On December 1, 2017, as an extension to the Company's fintech operations, including the debt and equity platform, the Company announced that it will adopt distribution ledger technologies, commonly referred to as the Blockchain as it builds out its alternative finance business.

Fineqia's business focus within the emerging paradigm of Blockchain based financial services is being crafted by its management in dialogue with regulatory bodies, technologists, investors and entrepreneurs involved with Blockchain companies.

As part of this evolution in strategy, the Company will consider strategic investments in and acquisitions of companies developing and propagating Blockchain based financial solutions that are adjunct to the Company's core business of placing debt and equity securities.

The Company early identified that Blockchain technologies and crypto currencies are key to enabling the Company's mission to democratise financial services, with Blockchain creating a more efficient means for financial transactions than those in use today. In addition, PremFina's insurance broker credit business lends itself well to a pipeline of future Blockchain enabled bond offerings.

On January 25, 2018, the Company took an equity stake in Nivaura Ltd, a company which recently demonstrated the world's first crypto-currency denominated bond issuance that was cleared, settled and registered entirely on a public blockchain. Fineqia made a cash investment for a minority stake in Nivaura and joins New York-based Digital Currency Group, the world's top investor in blockchain companies in 2017 according to market research firm CB Insights, in Nivaura's first institutional financing round. Fineqia will be able to deploy the world's first fully automated bond issuance and administration platform utilising Nivaura's technology at significantly lower cost than existing channels. Companies will be able to structure, execute and administer legally enforceable bond contracts using public blockchain infrastructure. To meet current client requirements, the bonds will be denominated in fiat currency. The cash held in Nivaura's client money accounts will, however, be tokenised to enable blockchain clearing and settlement.

On February 6, 2018, the Company announced 65% of the minimum offering of The Field available on the platform of its U.K. subsidiary Fineqia Ltd, has been subscribed. The minimum amount to be raised on the Fineqia platform was US\$100,000 for 1.6 units of equity in The Field LLC, a California limited company.

On February 7, 2018, the Company announced the formation of an advisory group of experts on distributed ledger technologies, commonly referred to as the blockchain. The set up of this group is in line with the Company's strategic shift toward investments in and acquisitions of companies developing and propagating blockchain based financial solutions that are adjunct to the Company's core business of placing debt and equity securities.

On February 15, 2018, the Company announced that Karolina Komarnicka has resigned from the Chief Marketing Officer's (CMO) position. The Company will seek a new CMO with blockchain experience.

On March 6, 2018, the Company announced it was investigating the set-up of a subsidiary to focus on effectively managing and growing its portfolio of blockchain-related investments such as the investment in London-based Nivaura mentioned above.

On March 23, 2018, the Company announced that its first offering available on the platform of its U.K. subsidiary Fineqia Limited, has been fully subscribed. The Field, an action-drama and independent picture set on the streets of New Delhi, India, previously raised approx. US \$2.3 million and connected with the Fineqia platform to help raise the remaining funds to help take the movie to completion. The minimum amount to be raised on the Fineqia platform was US\$ 100,000 for 40% of 1.6 units of equity in The Field LLC, a California limited company. This amount has now been met to complete the full US\$ 100,000 for which Fineqia Limited received a placement fee of US\$ 2,000.

On June 6, 2018, the Company announced the management of Fineqia International Inc. was actively pursuing its dialogue with regulatory bodies, technologists, investors and entrepreneurs involved with Blockchain as part of its strategy to adopt and focus on Blockchain based financial services.

On July 9, 2018, The Company announced it has taken an equity allocation in Black Syndicate Holdings Limited (“Black”), a digital insurance start-up on the blockchain. Black intends to become a licensed insurer and enable the underwriting of new insurance policies via insurance syndicates akin to the Lloyd’s market. Insurance brokers and agents will be able to create bespoke insurance schemes faster and cheaper using the Black platform. Black will price the risk of specific syndicates and sell fractional ownership in such pools in the form of tokens representing the unit value of each syndicate’s expected financial return. This process makes participation in insurance syndicates more efficient and transparent via time-stamped and traceable transaction records recorded on the blockchain. Bundeep Singh Rangar was an initial 50% investor in the related company, Black Foundation OU. Black Foundation developed the IP and will transfer this to Black Syndicate Holdings Limited for a nominal amount.

The strategic investment allows the Company to strengthen its existing pipeline of asset-backed debt securities that will be offered to investors on its platform.

On July 20, 2018, The Company announced its subsidiary Fineqia Limited (registered in England and Wales) has been accepted to participate in the fourth cohort of the Financial Conduct Authority (‘FCA’) Sandbox Regulatory Program. The regulatory sandbox allows firms to test innovative products, services or business models in a live market environment, while ensuring appropriate protections are in place.

Fineqia Limited met the FCA Sandbox eligibility criteria and was among the 29 companies accepted out of 69 applicants. It will develop and test the issuance and administration of bonds backed by blockchain-based cryptoassets, such as Bitcoin and Ethereum. It will utilize a blockchain-based digital platform to automate all key steps in the financial product lifecycle, such as term coordination, legal documentation, deal subscription and ongoing administration in view of facilitating secondary trading of this innovative financial product after successful completion of the testing phase. Secured bonds will be more efficiently and compliantly executed using a blockchain infrastructure with cryptoassets used as collateral.

On August 7, 2018, the Company’s subsidiary Fineqia Limited provided notice to Kession Capital Limited of its wish to terminate the Appointed Representative Agreement dated December 6, 2016. The termination date shall be September 12, 2018. Fineqia Limited is working to become authorised by the FCA in its own right further to its acceptance into the Sandbox as described above.

On August 15, 2018, the Company announced the set-up of a subsidiary company in Malta via which it will hold its investment shareholdings. Fineqia Investments Limited has been established in Malta to hold the Company’s growing portfolio of blockchain, fintech and cryptocurrency technology companies worldwide such as Estonian Company Black Insurance, Malta-based IXL PremFina Ltd and the UK’s Nivaura Limited. The investments are adjunct to the Company’s core business of placing debt and equity securities.

On January 9, 2019, the Company announced its subsidiary Fineqia Limited has partnered with Nivaura Limited to use its white-label capital markets platform to perform a fully automated tokenised bond issuance and administration, registered and cleared on a public Ethereum blockchain, to conduct its test for issuing crypto asset backed bonds. Fineqia Ltd's test is required as part of its acceptance into the U.K. Financial Conduct Authority's (‘FCA’) Sandbox Regulatory Program announced in July 2018. It was amongst 29 companies accepted out of 69 applicants that met the FCA Sandbox eligibility criteria. The test is set to take place in Q1 of 2019, with results also to be obtained in the first quarter.

It will enable owners of crypto currencies such as Bitcoin and Ethereum to borrow fiat funds via the issuance of crypto asset backed bonds. The product has found appeal among institutional owners of crypto assets, such as miners, funds and exchanges, seeking liquidity but not keen on selling their crypto currencies. Fineqia's partnership with Nivaura allows for such institutional asset owners to offer transferable fiat denominated bonds to investors for fixed durations and coupons.

On January 21, 2019, the Company announced the value of its equity holding in Phunware Inc. a fully integrated enterprise cloud platform for mobile that provides products, solutions, data and services for brands worldwide.

With Phunware's share price at US\$92 (C\$124) at the time of the close of the NASDAQ stock market on Wednesday Mar. 1, Fineqia's shares in Phunware are valued at US\$1,497,157 (C\$1,998,875). The Company's also holds warrant to buy an equivalent number of shares, giving Fineqia a combined shares and warrants value of US\$2,994,315 (C\$3,997,751). Fineqia held warrants to purchase 35,458 shares of Series F preferred stock. The original warrants were exercisable into 35,458 Series F Preferred Shares at an exercise price of US \$4.23 per share, expiring on the fifth anniversary of the date of issuance. This converted to 35,458 \* 0.459 = 16,275 warrants at an exercise price of US\$9.22 (US\$4.23 / 0.459). Exercise took place January, 22 2019 on a cashless basis and the Company received 15,084 common shares of Phunware.

Headquartered in Austin, Texas, Phunware Inc. is the pioneer of Multiscreen-as-a-Service (MaaS), a fully integrated enterprise cloud platform for mobile that provides companies the products, solutions, data and services necessary to engage, manage and monetize their mobile application portfolios and audiences globally at scale. Phunware helps the world's most respected brands create category-defining mobile experiences, with more than one billion active devices touching its platform each month.

Phunware was established in February 2009 and has raised about \$100 million from investors such as Wavemaker Partners (Draper Network Fund), Fraser McCombs Ventures, Maxima Ventures, Samsung, Cisco Investments, World Wrestling Entertainment, PLDT Capital, Central Texas Angel Network (CTAN), Baylor Angel Network (BAN) and others. Phunware's platform powers more than 6 billion daily transactions and generates more than 5 terabytes of data per day. It counts 13 patents and nine others pending in its intellectual property portfolio.

On April 10, 2019, the Company announced that its UK subsidiary has successfully arranged for the subscription of an additional US\$25,000 in The Field LLC ("The Field"). Announced on October 12, 2017, The Field was the first offering of the Company on the online platform of its UK subsidiary Fineqia Ltd (the "Fineqia Platform"). The Field connected with the Fineqia Platform to help raise US\$100,000 to take the movie "Line of Descent" (previously The Field) to completion. Fineqia Ltd has arranged for the subscription of an additional US\$25,000 in The Field required to finalise the post-production of the movie.

On April 10, 2019, the Company announced that Martin Bernholtz has resigned from its Board of Director. Mr Bernholtz has been a Director of the Company since June 20, 2014.

On April 30, 2019, the Company announced the tripling of the equity value of its stake in Nivaura Limited ("Nivaura") following the completion of Nivaura's latest investment round. Nivaura's capital markets platform, which is licensed to clients on a white label basis, enables fully automated securities issuance and execution using either existing capital markets infrastructure or blockchain infrastructure. The latest financing comes as the third stage of Nivaura's funding. The Company participated in the previous stage as well as part of its strategy to strengthen its existing portfolio of blockchain, fintech and cryptocurrency technology companies worldwide that support its business model. The Company's latest investment sum in Nivaura represents less than three percent of its market capitalisation. The Company's investment in Nivaura is held via its subsidiary Fineqia Investments Ltd.

On May 6, 2019, the Company announced that its UK subsidiary, Fineqia Limited, has successfully arranged for the issuance and subscription of a bond against assets of loan receivables. Fineqia Limited placed the bond issued by PremFina Ltd ("PremFina") and subscribed to by global venture capital firm, Wavemaker Genesis Master Fund ("Wave"), a unit of Wave Financial Group. PremFina created and authorised the issue of an aggregate ten 3.5% Secured Loan Notes with an aggregate nominal amount of \$100,000. The bond is issued in and subscribed to in U.S. dollars, backed by assets in the form of UK loan receivables from premium finance loans. This bond has a six-month maturity term.

On May 2, 2019, the Company announced its subsidiary, Fineqia Investments Limited ("Fineqia Investments") has taken an equity stake in Wave Financial Group, LLC ("Wave"). Based in Los Angeles, Wave undertakes early-stage investment, asset management, treasury management and strategy consulting to enhance the adoption of blockchain technologies worldwide. The investment gives the Issuer a stake in a team with significant knowledge, expertise and a worldwide network. Wave draws on the experience and discipline of early-stage investing of its CEO and founder David Siemer, who previously co-founded Wavemaker Partners ("Wavemaker") that has nearly 15 years of investment and operating history. Wavemaker includes seven funds with Assets Under Management of \$300 million and investments in more than 300 companies in the U.S. and Southeast Asia. The Issuer's investment in Wave is in line with its strategy to invest in blockchain related companies that support its business model. The Issuer's investment sum represents less than 5% of its market capitalisation.

On May 29, 2019, the Company also announced an increase in its equity stake in Black Syndicate Holdings Limited ("Black"), a digital insurance start-up on the blockchain. Co-founded in 2018 by Risto Rossar with Bundeep Singh Rangar, Black intends to become a licensed insurer and enable the underwriting of new insurance policies via insurance syndicates akin to the Lloyd's market. Insurance brokers and agents will be able to create bespoke insurance schemes faster and cheaper using the Black platform. This was Black's second financing round. The Issuer participated in the previous stage as well as part of its strategy to invest in companies that allow the Issuer to strengthen its existing portfolio of blockchain, fintech and cryptocurrency technology companies worldwide. The Company's investment in Black is held via its subsidiary, Fineqia Investments, and the investment sum represents less than 9% of Black Syndicate Holdings Limited equity.

In July 2020 the Company, in response to the COVID-19 pandemic, announced it is a cloud-native, digital business and had future proofed its business with an IT-led Business Continuity Plan ("BCP") since inception, including work from home procedures. All staff and consultants have been working from home, using cloud computing, online collaboration and messaging tools as well as mobile phones. The Company has been conducting its business uninterrupted during the COVID-19 pandemic. As at the date of this Monthly Progress Report, the Issuer has currently not identified any significant impacts on its financial statements as a result of the effect of the COVID-19 pandemic, apart from a decrease of travel and lodging costs by \$7,550 (from \$7,550 in 2019 to \$Nil in 2020). The Company is however closely and continuously monitoring and assessing the effect of the COVID-19 pandemic.

On October 27, 2020, the Company announced that it has participated in the US\$21 Million IDEO CoLab Ventures ("IDEO CoLab Ventures") fund that invests in early blockchain and crypto start-ups. The investment in IDEO CoLab Ventures was made via the Company's subsidiary, Fineqia Investments Ltd. Along with the Company, the fund is backed by global design company IDEO, known for iconic designs such as Apple's first computer mouse and for tackling complex challenges across business, social, and government sectors, Avanta Ventures (the venture capital arm of CSAA Insurance Group), Korea's GS Group, and other institutional investors, as well as executives from IDEO, Coinbase, Twitter and Fortress, among those from other tech companies and financial institutions. IDEO CoLab Ventures has invested in and helped incubate 30 blockchain and crypto start-ups such as

Braintrust, FalconX, Messari and NEAR, by bringing IDEO's range of capabilities in the areas such as product design, customer research and collaborative corporate networks.

The Company identified growth potential when investing in IDEO CoLab Ventures as being adjunct and strategically aligned to the Issuer's core business of placing debt and equity securities. The Company's investment commitment as a limited partner in IDEO CoLab Ventures represents less than 5% of its market capitalisation, of which the initial drawdown is less than 2%.

On March 1, 2021, the Company announced that Ottawa's South Asian Fest won the 2021 Ottawa Award for the Best Food Event and Festival. Nominated for and voted online by the general public, the awards are presented by Faces Magazine, an Ottawa-based premium lifestyle print and online publication. This was the 11th annual Ottawa Awards to recognise accomplished businesses and individuals across 300 categories in Canada's capital city.

The South Asian Fest in 2019 was a 10-day family-oriented festival, open to all communities, sponsored by Toronto-Dominion (TD) Canada Trust bank, North America's sixth largest bank by branches, as its title sponsor as well as the Issuer. Financial support was also provided by the Government of Canada's Department of Canadian Heritage via its Multiculturalism program, Ontario Ministry of Tourism, Culture and Sport through its Celebrate Ontario 2019 program and Ontario Cultural Attractions Fund (OCAF), Human Concern International, the City of Ottawa and the Rangar family.

On September 30, 2021, the Company announced the sale of its minority shareholding in IXL PremFina Ltd ("PremFina"). The Company invested in PremFina in 2017. The proceeds from this divestment will be used to make new strategic investments that align with the Issuer's value proposition, contributing to the Company's growing investment portfolio in fintech, blockchain, and cryptocurrency technology companies worldwide. The divestment sum represents less than 3% of Fineqia's market capitalisation.

On October 11, 2021 the Company appointed Michael Coletta as Chief Strategy Officer. Mr Coletta will principally be based in the UK. The Company has the option to pay up to 10% of Mr Coletta's compensation in the form of the Company's stock. Mr Coletta's expertise within financial markets, regulation and digital asset management fortifies Fineqia's core strength in crypto assets and fintech. Mr Coletta joins Fineqia after a successful tenure at the London Stock Exchange GROUP (LSEG) and the CME Group (NASDAQ: CME), the world's largest derivatives exchange based in the U.S.

On October 28, 2021, McGovern Hurley LLP, Chartered Professional Accountants, resigned as auditor of the Company, and on the same day, the Company appointed Baker Tilly WM LLP, Chartered Professional Accountants, as the successor auditor.

On December 9, 2021, the Company announced a non-brokered private placement of up to 400,000 units of the Company to be sold at a price of \$0.01 per unit to raise gross proceeds of up to \$4,000,000. The proceeds from the private placement will be used to enhance the Company's working capital as well as pare down debt.

In January 2022 the Company had a further Cash Call from IDEO CoLab Ventures of US\$2,740, taking the total invested to US\$82,740.

The Company issued 140,323,030 common shares on February 22, 2022 and a further 10,000,000 common shares on February 28, 2022 taking the total outstanding common shares to 910,336,094.

The Company announced that the issue of 150,323,030 common shares issued were cancelled and will be reissued, together with Warrants at the conclusion of the Private Placement.

On March 8, 2022 the Company announced a second cash investment, to support its existing equity stake, in Nivaura Limited, following the initial investment in 2018. Nivaura seeks to transform capital market transactions by automating workflow documentation of structured data, and digitizing end-to-end capital market processes, such as bond issuances. It aims to reduce time, resource and operational risks associated with existing workflows.

On March 9, 2022 the Company announced the appointment of Nirosh Wijewardene as Head of Global Distribution. Mr Wijewardene was Head of Membership, Institutional Investors and Electronic Trading at the London Stock Exchange Group. Mr Wijewardene will lead the sales of the Company's products, capitalizing on his network among international financial institutions.

On March 16, 2022 the Company announced it had joined the Global Blockchain Business Council (GBBC), a global non-profit organisation for the development and advocacy of blockchain technology towards the future of the growing digital economy. Based in Davos, Switzerland, the GBBC comprises 350 institutions from a diverse set of industries and 130 global ambassadors from 76 jurisdictions. Via the membership, the Company has the opportunity to contribute to GBBC's working groups, remain at the fore of the latest technological developments, and contribute to the development of the future regulatory frameworks.

## **SELECTED ANNUAL INFORMATION**

### **Summary of Quarterly results**

The following table sets forth selected financial information for the Company's eight most recent quarters ending with the last quarter for the year ended December 31, 2021.

	For the Three Months Ended							
	Mar 31, 2022	Dec 31, 2021	Sep 30, 2021	Jun 30, 2021	Mar 31, 2021	Dec 31, 2020	Sep 30, 2020	Jun 30, 2020
\$								
Revenue	0	0	0	21,845	0	112,555	162,859	26,585
Income (loss) from continuing operations	(528,255)	(99,248)	(374,573)	(89,769)	(104,702)	(74,058)	16,893	(159,803)
Net Income (Loss)	(528,255)	(99,248)	(104,702)	(89,769)	(104,702)	(74,058)	16,893	(159,803)
Income (loss) per share - basic	(0.0007)	(0.0001)	(0.0001)	(0.0001)	(0.0001)	(0.0001)	0.0000	(0.0010)
Income (loss) per share - diluted	-	-	-	-	-	-	0.0000	-

As the Company starts the process of issuing offerings on the platform and on-boarding investors, the Company will continue to incur operating losses. The Company expects that losses will continue in the short term whilst the business ramps up.

For the three months ended March 31, 2022

The Company's net loss for the period was \$528,255 compared to the loss of \$104,702 for the three months ended March 31, 2021. The net increase in loss of \$423,553 was primarily due to the following:

- a) Salaries and wages increased by \$54,545 from \$167,932 in 2021 to \$222,477 in 2022. The Increase in expenditure can largely be explained by the expansion of business activity in the UK in assessing new markets; and
- b) Professional fees, consulting and advisory increased by \$159,492 from \$59,097 in 2021 to \$218,589 in 2022. The increase in expenditure is largely in consultant costs supporting new business opportunities; and
- c) Foreign exchange losses increased by \$90,966 from a gain of \$26,376 in 2021 to a loss of \$64,590 in 2022. The unrealized loss related to the investments held; and
- d) Unrealized fair value gain on investments reduced by \$102,576 from a gain of \$121,733 in 2021 to a gain of \$19,157 in 2022 following fair value adjustments of investments.

## **LIQUIDITY AND CAPITAL RESOURCES**

The financial statements have been prepared on a going-concern basis, which assumes the realization of assets and liquidation of liabilities in the normal course of business. Continuing operations, as intended, are dependent on management's ability to raise required funding through future equity issuances, its ability to acquire resource property or business interests and develop profitable operations or a combination thereof, which is not assured, given today's volatile and uncertain financial markets. The Company may revise commercialization and development programs depending on its working capital position.

Issued and outstanding warrants at March 31, 2022 were Nil (September 30, 2021 – 443,412,998 with exercise prices of \$0.05) following expiry of 61,593,982 warrants in March 2022.

During the year the Company granted Nil (2020 Nil) new options. Options that were cancelled during the year were Nil. Outstanding options at March 31, 2022 were Nil (September 30, 2021 – 60,850,000) following the expiry of 60,850,000 options in March 2022.

At March 31, 2022, the Company's net working capital deficiency was \$12,119 (September 30, 2021- \$3,097,812). However, as at March 31, 2022 included in the net working capital is \$340,767 (September 30, 2021 - \$2,665,021 due to directors and entities

controlled by officers and directors of the Company. These related parties have indicated that they would not demand repayment of the balances owing if it would have a negative impact on the operations of the Company.

As of the date of this MD&A, the Company has no outstanding commitments other than its on-going trade payables and has not pledged any of its assets as security for loans, or otherwise and is not subject to any debt covenants. The Company recognizes the need to obtain equity financing to meet its obligations and fund its development programs. The Company is currently raising funds through a private placement which will enable debts to be repaid and create short to medium term working capital financing.

## TRANSACTIONS WITH RELATED PARTIES

The Company has entered into certain transactions with related parties during the three months ended March 31, 2022 a description of these related parties' transactions are as follows:

(a) The following is the detail of remuneration/ consulting paid / accrued (excluding out of pocket expense) to related parties:

Name of Officer/ Director	Position	Nature of Payment	Fees Accrued/Paid (\$)
Bundeeep S. Rangar	President, CEO	Consulting/Board Fees	127,000
Steve McCann	CFO,	Consulting/Board Fees	91,000
Martin Graham	Chairman, Chair of Audit Committee	Board Fees	32,000
Brij Chadda	Director	Board Fees	10,000
IndusView UK Ltd.	A company controlled by a director and officer	Consulting Fees	15,000
			275,000

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director of that entity.

Key management personnel were not paid post-retirement benefits, termination benefits or other long-term benefits during the three months ended March 31, 2022 and 2021.

Key management personnel were granted stock options with a grant date fair value of \$Nil expensed during the three months ended March 31, 2022 (2021 - \$Nil).

Due to related parties as at March 31, 2022 of \$340,767 (September 30, 2021 - \$2,665,021) is comprised of amounts owing to certain directors, officers and companies controlled by officers of the Company or companies that directors and officers have significant influence over. These amounts are unsecured, non-interest bearing and due on demand.

Included in prepaid expenses and deposits at March 31, 2022 is \$Nil (2020 - \$Nil) advanced to certain directors, officers and companies controlled by officers of the Company, for services to be provided during the ensuing year.

Officers and companies controlled by officers also have common shareholdings in the investees IXL PremFina Limited and Black Syndicate Holdings Limited. The IXL PremFina Limited investment was disposed of in the year ended September 30, 2021.

## CRITICAL ACCOUNTING ESTIMATES

The preparation of the Company's financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and reported amounts of expenses during the reporting year. Financial statements include judgments and estimates

which, by their nature, are uncertain. The impacts of such judgments and 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 may affect both current and future periods.

Significant assumptions about the future and other sources of judgments and estimates that management has made at the statement of financial position date, 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:

1. Valuation of receivables – in assessing the valuation, management must analyse the ability of the debtor to repay the amount. This analysis includes the consideration of the assets of the debtor and consideration of the current and future expected profitability and cash flows of the debtor. Changes in the financial condition of the counterparties may result in changes to the collectability of the receivables, resulting in an impairment.
2. Impairment of property, plant & equipment and intangible assets – in assessing impairment, management must determine the level at which independent cash flows exist, the asset or an asset grouping. Estimates of the recoverable amount of each asset or cash generating unit is determined; based on expected future cash flows and uses an interest rate to discount them. Estimation uncertainty relates to assumptions about future operating results and the determination of a suitable discount rate.
3. Fair value measurements for share-based payments and other equity-based transactions.
4. Recognition of deferred tax assets and liabilities – the extent to which deferred tax assets can be recognized is based on an assessment of the probability of the Company's future taxable income against which the deferred tax assets can be utilized. In addition, significant judgment is required in assessing the impact of any legal or economic limits or uncertainties in various tax jurisdictions.
5. Fair value of investments in securities not quoted in an active market or private company investments - Where the fair values of investments recorded on the consolidated statement of financial position cannot be derived from active markets, they are determined using a variety of valuation techniques. The inputs to these models are derived from observable market data where possible, but where observable market data are not available, judgment is required to establish fair values.
6. Fair value of investments in convertible promissory notes – Investments in convertible promissory notes to private companies are carried at fair value, and are determined using valuation techniques based on the conversion terms of the promissory notes. The inputs to these models are derived from observable market data where possible, but where observable market data are not available, judgment is required to establish fair values.
7. Investment in associate - Investments in associates are accounted for using the equity method, whereby the investment is carried in the statement of financial position at cost plus post-acquisition changes in the Company's share of the net assets of the investment. The Company's share of the results of operations of an associate is reflected in the profit and loss. An associate is an entity in which the Company has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but does not represent control or joint control over those decisions. Management reviews and makes considerations for the relevant factors in determining whether significant influence exists in investments. During the years ended September 30, 2021 and 2020 the Company determined it did not have any associates.
8. Determination of functional currency

## **CONTRACTUAL OBLIGATIONS**

There are no future payments under operating leases for premises & equipment nor contractual payments to consultants.

## **ACCOUNTING POLICIES**

### ***Accounting standards adopted during the year***

## **CHANGES IN ACCOUNTING POLICIES**

During the year ended September 30, 2021 the Company had also adopted a number of new IFRS standards, interpretations, amendments and improvements of existing standards. These included IFRS 16., IAS 23, IFRIC 23. These new standards and changes did not have any material impact on the Company's financial statements.



## **IFRS 34 Interim Financial Reporting - Statement of compliance**

The Company applies International Financial Reporting Standards ["IFRS"] as issued by the International Accounting Standards Board ["IASB"]. These unaudited condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting. Accordingly, they do not include all of the information required for full annual financial statements required by IFRS as issued by the IASB.

The policies applied in these unaudited condensed interim consolidated financial statements are based on IFRSs issued and outstanding as of March 1, 2022, the date the Board of Directors approved the statements. The same accounting policies and methods of computation are followed in these unaudited condensed interim consolidated financial statements as compared with the most recent annual consolidated financial statements as at and for the year ended September 30, 2021, except as noted below. Any subsequent changes to IFRS that are given effect in the Company's annual consolidated financial statements for the year ending September 30, 2022 could result in restatement of these unaudited condensed interim consolidated financial statements.

### **Recent Accounting Pronouncements**

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods commencing on or after October 1, 2020. Many are not applicable or do not have a significant impact to the Company and have been excluded. The following have not yet been adopted and are being evaluated to determine their impact on the Company.

IAS 1 – Presentation of Financial Statements ("IAS 1") and IAS 8 – Accounting Policies, Changes in Accounting Estimates and Errors ("IAS 8") were amended in October 2018 to refine the definition of materiality and clarify its characteristics. The revised definition focuses on the idea 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. The amendments are effective for annual reporting periods beginning on or after January 1, 2020. Earlier adoption is permitted.

IFRS 10 – Consolidated Financial Statements ("IFRS 10") and IAS 28 - Investments in Associates and Joint Ventures ("IAS 28") were amended in September 2014 to address a conflict between the requirements of IAS 28 and IFRS 10 and clarify that in a transaction involving an associate or joint venture, the extent of gain or loss recognition depends on whether the asset sold or contributed constitutes a business. The effective date of these amendments is yet to be determined, however early adoption is permitted.

## **FINANCIAL INSTRUMENTS**

The Company's financial instruments consist of cash, accounts receivable, accounts payable and accrued liabilities. The fair value of cash, accounts receivable, accounts payable, and accrued liabilities approximate their carrying value due to their short-term nature.

## **FINANCIAL RISK MANAGEMENT**

The Company's activities may expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including interest rate, foreign currency risk and commodity price risk). The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

The Company's activities may expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including interest rate, foreign currency risk and commodity price risk). The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

### **Credit Risk and Economic Dependence**

Credit risk is the risk that a customer or a related party receivable will be unable to pay the Company in full when an amount becomes due. The Company holds significant receivables from certain related companies (see Note 6). The Company actively monitors the financial status of these related companies to minimize the credit risk associated with these receivables. A decline in the operations of these companies could result in uncertain collectability of these

receivables. Revenue from one customer represented Nil of the Company's total revenue for the three months ended March 31, 2022 (2021 – 100%).

#### Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting its financial obligations as they become due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities to ensure it has sufficient funds available to meet current and foreseeable financial requirements. As at March 31, 2022, the Company had net working capital deficiency of \$12,119 (September 30, 2021 – \$3,097,812). The short-term accounts payables and accrued liabilities are due within 90 days. See also Note 2 and Note 6.

#### Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in interest rates. The Company's exposure to interest rate risk is nominal as it does not have any interest bearing assets or liabilities.

#### Price risk

The Company is exposed to price risks arising from investments in non-public companies recognised at their estimated fair value. As the valuation of investments for which market quotations are not readily available and are inherently uncertain, the values may fluctuate materially within short periods of time and are based on estimates. A 10% change in the price of the shares of the investees would result in a \$265,300 increase or decrease in the Company's net loss for the year.

#### Foreign currency risk

Foreign exchange risk is the risk to the Company's earnings that arises from fluctuations in foreign exchange rates and the degree of volatility of these rates. The Company has transactions in US dollars, Euros and British pounds. The Company had the following foreign currency balances at December 31, 2021 and September 30, 2021:

	March 31, 2022			September 30, 2021		
	GBP	EUR	USD	GBP	EUR	USD
Cash	95,642		687	5,272	-	733
Accounts and other receivables	24,292		-	34,949	-	-
Investments	788,468		1,888,497	784,027	16156	1,483,807
Accounts payable and accrued liabilities	98,638	26017	-	250,485	-	-
Loan payable	61,090		-	71,064	-	-
Due to related parties	95,832	1,728	-	-	110,604	1,841

A 10% appreciation (depreciation) of the British Pound against the Canadian dollar, with all other variables held constant, would result in approximately a \$65,800 decrease (increase) in the Company's net loss for the year. A 10% appreciation (depreciation) of the Euro against the Canadian dollar, with all other variables held constant, would result in approximately a \$2,800 decrease (increase) in the Company's net loss for the year. A 10% appreciation (depreciation) of the US dollar against the Canadian dollar, with all other variables held constant, would result in approximately a \$188,900 decrease (increase) in the Company's net loss for the year.

#### Capital management

The capital structure of the Company consists of equity, comprising share capital, shares to be issued, contributed surplus, net of accumulated deficit. The Company's shareholders' equity was \$2,181,472 as at March 31, 2022 (September 30, 2021– deficit of \$1,288,649).

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristic of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue common shares or dispose of assets. Management reviews the capital structure on a regular basis to ensure that the Company's capital management objectives are achieved.

The Company's objectives when managing capital are:

To maintain and safeguard accumulated capital in order to provide an adequate return to shareholders by maintaining a sufficient level of funds for its operational needs.

To invest cash on hand in highly liquid and highly rated financial instruments with high credit quality issuers, thereby minimizing the risk of loss of principal.

To obtain the necessary financing, if and when it is required.

There were no changes in the Company's approach to capital management during the years ended September 30, 2021 and 2020.

The Company is not subject to any capital requirements imposed by a lending institution or regulatory body. As of March 31, 2022, the Company had net working capital deficiency of \$12,119 (September 30, 2021 – \$3,097,812). However, included in the net working capital is \$340,767 as at March 31, 2022 (September 30, 2021 - \$2,665,021) due to directors and entities controlled by officers and directors of the Company. These related parties have indicated that they would not demand repayment of the balances owing if it would have a negative impact on the operations of the Company. Notwithstanding the risks described in Note 2 of the consolidated financial statements, the Company expects to continue to raise funds, from time to time, to continue meeting its capital management objectives.

#### Fair value

The fair value of the Company's financial assets and liabilities approximates the carrying amount, given their short term nature. Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values.

The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data

The Company has determined the carrying values of its financial statements as follows:

- i. The carrying values of cash, receivables, accounts payable and accrued liabilities and due to related parties approximate their fair values due to the short-term nature of these instruments.
- ii. Investments in private entities are carried at management's best estimates of their fair value as disclosed below.

The following table illustrates the classification and hierarchy of the Company's financial instruments, measured at fair value in the statements of financial position as at March 31, 2022:

	Quoted Prices in Active Markets for Identical Assets (Level 1) \$	Significant Other Observable Inputs (Level 2) \$	Significant Unobservable Inputs (Level 3) \$	Aggregate Fair Value \$
Public investments	108,810	-	-	108,810
Non-public investments	-	-	2,529,221	2,529,221
	108,810	-	2,529,221	2,638,031

Level 3 hierarchy:

The following table presents the changes in fair value measurements of financial instruments classified as Level 3. These financial instruments are measured at fair value utilizing non-observable market inputs. The net change in unrealized gains (loss) is recognized in the operations.

Investment at fair value	Opening balance \$	Purchases \$	Disposals \$	FX movement \$	Net unrealized gain (loss) \$	Ending balance \$
March 31, 2022	2,267,835	124,511	-	-65,029	201,904	2,529,221
September 30, 2021	1,590,733	166,614	-346,005	-32,600	889,093	2,267,835

Within Level 3, the Company includes non-public company investments. The key assumptions used in the valuation of these instruments include (but are not limited to) the value at which a recent financing was done by the investee, company-specific information, trends in general market conditions, the marketability of the shares and the share performance of comparable publicly-traded companies.

The following tables present the fair value, categorized by key valuation techniques and the unobservable inputs used within Level 3 as at:

March 31, 2022

Investment Name	Valuation technique	Fair value \$	Unobservable inputs
Nivaura Limited	Recent financing	749,534	Marketability of shares
Black Syndicate Holdings Limited	Cost, written down as Early stage	-	Marketability of shares
Wave Financial Group LLC	Reported valuation	540,748	Marketability of shares
Wave NFT No Fungible (BVI) Fund	Reported valuation	274,549	Marketability of shares
IDEO CoLab Ventures	Independent valuation	878,692	Marketability of shares
IDEO CoLab Forte	Reported valuation	85,698	Marketability of shares
		2,529,221	

As the valuation of investments for which market quotations are not readily available and are inherently uncertain, the values may fluctuate materially within short periods of time and are based on estimates, and determinations of fair value may differ materially from values that would have resulted if a ready market existed for the investments.

For those investments valued based on a recent financing, management has determined that there are no reasonably possible alternative assumptions that would change the fair value significantly as at March 31, 2022 and September 30,

2021. A 10% decrease (increase) on the fair value of these investments will result in a corresponding decrease (increase) of approximately \$253,000 (September 30, 2021- \$223,000) in the total fair value of the investments. The Company has applied a marketability discount of 0% to its non-public investments valued based on recent financing. Had the Company applied a marketability discount of 5% it would have resulted in a corresponding decrease (increase) of approximately \$126,500 (September 30, 2021 - \$112,000) in the total fair value of the investments. While this illustrates the overall effect of changing the values of the unobservable inputs by a set percentage, the significance of the impact and the range of reasonably possible alternative assumptions may differ significantly between investments, given their different terms and circumstances.

The sensitivity analysis is intended to reflect the uncertainty inherent in the valuation of these investments under current market conditions, and its results cannot be extrapolated due to non-linear effects that changes in valuation assumptions may have on the fair value of these investments. Furthermore, the analysis does not indicate a probability of such changes occurring and it does not necessarily represent the Company's view of expected future changes in the fair value of these investments. Any management actions that may be taken to mitigate the inherent risks are not reflected in this analysis.

## **OTHER INFORMATION**

### **Off-Balance Sheet Arrangements**

The Company has no off-balance sheet arrangements.

### **Going concern**

These consolidated financial statements have been prepared on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of operations for the foreseeable future. The ability of the Company to continue as a going concern is dependent upon its ability to obtain financing on reasonable terms and to attain profitable operations and further fund operations. Although the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate additional financing in the future, in which case the Company may be unable to meet its obligations. In the event that the Company is not able to secure additional financing and continue as a going concern, material adjustments may be required to the carrying value of assets and liabilities and the statement of financial position classifications used. However, the Company is currently raising funds through a private placement which will enable debts to be repaid and create short to medium term working capital financing.

The Company had a loss of \$627,969, for the six months ended March 31, 2022 (March 31, 2021 -\$178,761), a deficit as at March 31, 2022 of \$13,026,069 (September 30, 2020 -\$15,047,042) and a net working capital deficiency of \$12,119 as at March 31, 2022 (September 30, 2021 – \$3,097,812). These events and conditions indicate that a material uncertainty exists that may cast significant doubt on the ability of the Company to continue as a going concern. These consolidated financial statements do not contain the adjustments that would be necessary if the Company was unable to continue as a going concern.

A short term loan facility of £500,000 (C\$857,000) from the CEO, Bundeep Singh Rangar was signed September 28, 2021 to supplement the Company's working capital. Funds are drawn down as required. As of March 31, 2022 \$444,250 had been utilised. The loan carries interest of 5% per annum on the outstanding balance. The loan is intended to be converted to equity and the short-term loan facility will restart, and may be drawn-down as required.

In the six months ended March 31, 2022 the Company has commenced a private placement of up to 400,000,000 units at a price of \$0.01 per unit to raise up to \$4,000,000. Each unit consists of one common share and share purchase warrant. The funds will increase working capital.

## OUTSTANDING SHARE DATA

As at the date of MD&A, the following securities were outstanding:

	FNQ
Common Shares	760,013,064
Stock Options	Nil
Warrants	Nil