VPN TECHNOLOLGIES INC.

CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)

June 30, 2021

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of
VPN Technologies Inc.

Opinion

We have audited the accompanying consolidated financial statements of VPN Technologies Inc. (the "Company"), which comprise the consolidated statements of financial position as at June 30, 2021 and 2020, and the consolidated statements of loss and comprehensive loss, changes in shareholders' equity (deficiency), and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of the Company as at June 30, 2021 and 2020, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards ("IFRS").

Basis for Opinion

We conducted our audits 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 Consolidated 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 in our audits is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 of the consolidated financial statements, which indicates that the Company will require additional funding and has an accumulated deficit of $4,369,650. As stated in Note 1, these events and conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. The other information obtained at the date of this auditor's report includes Management's Discussion and Analysis.

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 consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. 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.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the 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 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 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 consolidated 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 consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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 Peter Maloff.

Davidson & Company LLP

Vancouver, Canada

Chartered Professional Accountants

March 23, 2022

VPN TECHNOLOGIES INC.
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
AS AT JUNE 30
(Expressed in Canadian Dollars)

	2021	2020
ASSETS		
Current		
Cash	$ 1,046,417	$ 2,114
Prepaid expense	36,750	-
Subscription receivable (Note 6)	15,500	-
	1,098,667	2,114
Investment in intellectual assets (Note 4)	-	33,000
	$ 1,098,667	$ 35,114
LIABILITIES AND SHAREHOLDERS' DEFICIENCY		
Current		
Accounts payable and accrued liabilities (Notes 5,11)	$ 150,699	$ 110,375
Shareholders' equity (deficiency)		
Share capital (Note 6)	4,048,055	2,670,240
Reserves (Notes 7,8)	1,269,563	577,141
Deficit	(4,369,650)	(3,322,642)
	947,968	(75,261)
	$ 1,098,667	$ 35,114

Nature and continuance of operations (Note 1)

On behalf of the Board:

"Paul Dickson" Director *"Christopher Cherry"* Director

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

VPN TECHNOLOGIES INC.
CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(Expressed in Canadian Dollars)

		2021		2020
REVENUE	$	13,765	$	25,337
EXPENSES				
Advertising and promotion		-		88,673
Consulting fees (Note 11)		552,509		251,199
Depreciation		51,800		47,900
General and administrative (Note 11)		13,516		84,550
Product development		14,011		9,967
Professional fees		98,205		30,583
Stock-based compensation (Note 7)		357,847		72,758
		(1,087,888)		(585,630)
		(1,074,123)		(560,293)
Write-off intellectual assets (Note 4)		-		(18,911)
Gain on sale of assets (Note 4)		27,115		-
Loss and comprehensive loss for the year		(1,047,008)	$	(579,204)
Basic and diluted loss per common share	$	(0.05)	$	(0.07)
Weighted average number of common shares outstanding		19,154,986		8,217,261

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

VPN TECHNOLOGIES INC.
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (DEFICIENCY)
(Expressed in Canadian Dollars)

	Share capital					Total
	Common Shares	Amount	Reserves	Subscription Received	Deficit	Shareholders' Equity (Deficiency)
Balance at June 30, 2019	4,729,828	$ 2,186,596	$ 497,581	$ 6,000	$ (2,743,438)	$ (53,261)
Loss for the year	-	-	-	-	(579,204)	(579,204)
Stock-based compensation	-	-	72,758	-	-	72,758
Shares issued for cash	1,074,092	236,300	-	(6,000)	-	230,300
Share issue costs-cash	-	(7,040)	-	-	-	(7,040)
Shares issued for services	4,335,000	261,186	-	-	-	261,186
Share issue costs-warrants	-	(6,802)	6,802	-	-	-
Balance at June 30, 2020	10,138,920	2,670,240	577,141	-	(3,322,642)	(75,261)
Loss for the year	-	-	-	-	(1,047,008)	(1,047,008)
Stock-based compensation	-	-	357,847	-	-	357,847
Shares issued for cash	19,197,430	1,343,820	-	-	-	1,343,820
Share issue costs-cash	-	(85,680)	-	-	-	(85,680)
Share issue costs-warrants	-	(349,797)	349,797	-	-	-
Stock options exercised	250,000	33,972	(15,222)	-	-	18,750
Shares issued for debt settlements	6,221,430	435,500	-	-	-	435,500
Balance at June 30, 2021	35,807,780	$ 4,048,055	$ 1,269,563	$ -	$ (4,369,650)	$ 947,968

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

VPN TECHNOLOGIES INC.
CONSOLIDATED STATEMENTS OF CASHFLOWS
YEARS ENDED JUNE 30, 2021 and 2020
(Expressed in Canadian Dollars)

	2021	2020
CASH FLOWS USED IN OPERATING ACTIVITIES		
Loss for the year	$ (1,047,008)	$ (579,204)
Items not affecting cash:		
Depreciation	51,800	47,900
Stock based compensation	357,847	72,758
Gain on sale of assets	(27,115)	-
Write-off intellectual assets	-	18,911
Shares issued for debt settlements	435,500	261,186
Changes in non-cash working capital items:		
Receivables	-	41,688
Prepaid expenses	(36,750)	-
Accounts payable and accrued liabilities	54,074	(85,916)
Net cash used in operating activities	(211,652)	(222,677)
CASH FLOWS USED IN INVESTING ACTIVITIES		
Proceeds on sale of intellectual asset	27,115	-
Investment in intellectual asset	(18,800)	-
Net cash provided by investing activities	8,315	-
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds on issuance of share capital	1,328,320	230,300
Repayment of loan payable	(10,000)	-
Proceeds on loan payable	15,000	-
Share issue costs	(85,680)	(7,040)
Net cash provided by financing activities	1,247,640	223,260
Change in cash during the year	1,044,303	593
Cash, beginning of year	2,114	1,531
Cash, end of year	$ 1,046,417	$ 2,114

Supplemental disclosure with respect to cash flows:

The Company did not incur any interest or tax expenditures for fiscal 2020 and 2021

During fiscal 2021, the Company:

i) issued 1,224,000 finder's warrants at a value of $349,797
ii) issued 6,221,430 units valued at $0.07 per unit, to certain related parties of the Company, totaling $435,500 in settlement of amounts payable (Note 6)
iii) issued 250,000 common shares pursuant to the exercise of stock options in consideration for settlement of accounts payable of $18,750.

During fiscal 2020, the Company:

iv) issued 32,000 finder's warrants at a value of $6,802
v) issued 3,795,000 common shares for past services performed, in lieu of cash, to certain related parties of the Company at a deemed price of $0.05 per share, totaling $189,750

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

1. NATURE AND CONTINUANCE OF OPERATIONS

Description of the Business

VPN Technologies Inc (formerly Subscribe Technologies Inc) (the "**Corporation**") was incorporated under the Business Corporations Act (*Ontario*) on September 13, 2010. The Corporation is in the technology business and has two wholly owned subsidiaries. The Corporation's principal offices are located at 750 West Pender Street, Suite 804, Vancouver, BC, V6C 2T7.

Basis of Operations and Going Concern

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") applied on a going concern basis, which assumes that the Corporation will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. The Corporation will require additional funding which, if not raised, would result in the curtailment of activities and delays in its ability in becoming self-sufficient. The Corporation had working capital of $947,968 as at June 30, 2021, and has incurred losses since inception, resulting in an accumulated deficit of $4,369,650 as of that date. These material uncertainties may cast significant doubt as to the ability of the Company to continue as a going concern. These financial statements do not reflect adjustments that should be necessary if the "going concern" assumption were not appropriate. If the "going concern" were not appropriate for these financial statements, then adjustments to the carrying value of the assets and liabilities and expenses and the balance sheet classifications which could be material, would be necessary.

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.

2. BASIS OF PRESENTATION

Statement of Compliance

These consolidated financial statements, including comparatives, have been prepared using accounting policies consistent with IFRS as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). They have been prepared on a historical cost basis, except for financial instruments measured at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information. These financial statements are presented in Canadian dollars unless otherwise noted.

Approval of the financial statements

The consolidated financial statements of the Company for the year ended June 30, 2021 were reviewed by the Audit Committee and approved and authorized for issue by the Board of Directors on March 23, 2022.

2. BASIS OF PRESENTATION (continued)

Basis of Consolidation

These consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries, Mobilman Management Inc, ("MM") and Greentech Hydrogen Innovators Corp, incorporated on April 26, 2021. Control exists when the Company possesses power over an investee, has exposures to variable returns from the investee and has the ability to use its power over the investee to affect its returns. All intercompany balances and transactions have been eliminated.

New Accounting Standards

Certain pronouncements have been issued by the IASB or IFRIC that are effective for accounting periods beginning on or after July 1, 2021. The Company has reviewed these updates and determined that none are applicable or consequential to the Company.

Critical Accounting Estimates and Judgements

The preparation of these consolidated 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 the reported expenses during the period. Actual results could differ from these estimates.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, 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:

i) The application of the Company's accounting policy for intangible assets requires judgment in determining whether it is likely that future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Estimates and assumptions may change if new information becomes available. At least annually or whenever there is an indicator for impairment management evaluates the recoverable amount. The determination of the recoverable amount requires the use of management's best assessment of the related inputs into the valuation models, such as future cash flows and discount rates. The amortization expense related to intangible assets is determined using estimates of the useful life of the intangible asset.

ii) The recognition of deferred tax assets. The Company considers whether the realization of deferred tax assets is probable in determining whether or not to recognize these deferred tax assets.

iii) Share-based payments are subject to estimation of the value of the award at the date of grant using pricing models such as the Black-Scholes option valuation model. The option valuation model requires the input of highly subjective assumptions including the expected stock price volatility. Because the Company's stock options have characteristics significantly different from those of traded options and because the subjective input assumptions can materially affect the calculated fair value, such value is subject to measurement uncertainty.

3. SIGNIFICANT ACCOUNTING POLICIES

Functional and presentation currency

These consolidated financial statements are presented in Canadian dollars, which is the Corporation's and MM's functional currency.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Intellectual Assets

The Corporation capitalizes development costs of internally generated assets that meet the criteria for capitalization.

Intangibles are stated at cost, net of accumulated amortization and/or accumulated impairment losses, if any. Amortization on an asset does not begin until the asset is available for usage. Amortization is provided using methods outlined below at rates intended to amortize the cost of intangibles less, their estimated residual values, over their estimated useful lives.

Intangibles	Depreciation method and Rate
Core Software	3 years straight line
Computer software	3 years straight line

Intangibles acquired separately

Intangibles with finite useful lives that are acquired separately are carried at cost less accumulated amortization and accumulated impairment losses. Amortization is recognized on a straight-line basis over their estimated useful lives. The estimated useful life and amortization rate are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangibles with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

Internally-generated intangibles

Expenditure on research activities is recognized as an expense in the period in which it is incurred.

Internally-generated intangible assets arising from development (or from the development phase of an internal project) is recognized if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognized for internally-generated intangibles is the sum of the expenditure incurred from the date when the intangibles first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognized, development expenditure is recognized in profit or loss in the period in which it is incurred.

Subsequent to initial recognition, internally-generated intangibles are reported at cost less accumulated amortization and accumulated impairment losses, on the same basis as intangibles that are acquired separately.

Derecognition of intangibles

An intangible is de-recognized on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible, measured as the difference between the net disposal proceeds and the carrying amount of the intangible, is recognized in profit or loss when the asset is derecognized.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of tangible and intangible assets other than goodwill

At the end of each reporting period, management reviews the carrying amounts of its assets to determine whether there is any indication of impairment. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, management estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangibles with indefinite useful lives and intangibles not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its' carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in profit or loss.

If an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Income Taxes

Income tax expense comprises current and deferred tax. Income tax is recognized in the profit or loss except to the extent it relates to items recognized in other comprehensive income or directly in equity.

Current Income Tax

Current tax is based on the results for the period and adjusted for items that are not taxable or not deductible. Current tax is calculated using tax rates and tax laws that were enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. Provisions are established where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred Tax

Deferred tax is recognized on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the statement of financial position. Deferred tax is calculated using tax rates and laws that have been enacted or substantively enacted at the end of the reporting period, and which are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred tax liabilities:

- are generally recognized for all taxable temporary differences; and
- are recognized for taxable temporary differences arising on investments in subsidiaries except where the reversal of the temporary difference can be controlled and it is probable that the difference will not reverse in the foreseeable future.

Deferred tax assets:

- are recognized to the extent it is probable that taxable profits will be available against which the deductible temporary differences can be utilized; and
- are reviewed at the end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are not recognized in respect of temporary differences that arise upon initial recognition of goodwill or arise on initial recognition of assets and liabilities acquired other than in a business combination where at the time of transaction effects neither accounting profit or taxable income (tax loss).

Earnings (Loss) Per Share

Earnings (loss) per share is calculated by dividing the loss applicable to common shares by the weighted average number of shares outstanding during the year. Diluted earnings (loss) per share is computed by dividing the loss applicable to common shares by the diluted weighted average number of shares which assumes that all outstanding stock options granted with an exercise price below the average market value are exercised during the period. The difference between the number of shares assumed and the number of shares assumed purchased is then included in the denominator of the diluted earnings per share computation. Any warrants or options considered anti-dilutive are not added to the number of shares outstanding.

3. **SIGNIFICANT ACCOUNTING POLICIES** (continued)

Financial Instruments

The Company classifies its' financial assets in the following categories: at fair value through profit or loss ("FVTPL"), at fair value through other comprehensive income ("FVTOCI") or at amortized cost. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

Financial assets at FVTPL

Financial assets carried at FVTPL are initially recorded at fair value and transaction costs are expensed in profit or loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial asset held at FVTPL are included in profit or loss in the period in which they arise.

Financial assets at FVTOCI

Investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses arising from changes in fair value recognized in other comprehensive income. There is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment.

Financial assets at amortized cost

Financial assets at amortized cost are initially recognized at fair value and subsequently carried at amortized cost less any impairment. They are classified as current assets or non-current assets based on their maturity date.

Financial assets are derecognized when they mature or are sold, and substantially all the risks and rewards of ownership have been transferred. Gains and losses on derecognition of financial assets classified as FVTPL or amortized cost are recognized in profit or loss. Gains or losses on financial assets classified as FVTOCI remain within accumulated other comprehensive income.

The following table shows the classification of financial instruments.

	Classification
Cash	FVTPL
Accounts payable and accrued liabilities	Amortized costs

Impairment of financial assets at amortized cost

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the loss allowance for the financial asset is measured at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the loss allowance is measured for the financial asset at an amount equal to twelve month expected credit losses. For trade receivables the Company applies the simplified approach to providing for expected credit losses, which allows the use of a lifetime expected loss provision. Impairment losses on financial assets carried at amortized cost are reversed in subsequent periods if the amount of the loss decreases and the decrease can be objectively related to an event occurring after the impairment was recognized.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Fair Value Hierarchy

The Corporation classifies financial instruments recognized at fair value in accordance with a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

> Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.
>
> Level 2 – Quoted prices in markets that are not active, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability; and
>
> Level 3 – Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (supported by little or no market activity).

For the years presented, cash is measured at fair value and classified within Level 1 of the fair value hierarchy.

Share-based Payments

Stock options issued by the Corporation are accounted for in accordance with the fair value-based method. The fair value of options issued to directors, officers, employees of and consultants to the Corporation is charged to profit or loss over the vesting period of each tranche (graded vesting) with the offsetting amount recorded to reserves. The historical forfeiture rate is also factored in to the calculations. When options are exercised, the amount received together with the amount previously recorded in reserves, are added to share capital. The fair value of warrants issued to agents in conjunction with a public offering is charged to share issue costs with an offsetting amount recorded to reserves. Fair value is measured using the Black-Scholes option-pricing model.

Revenue

Revenue is recognized at the fair value of consideration received or receivable. Revenue from the sale of goods is recognized in accordance with IFRS 15 Revenue from Contracts with Customers which specifies how and when to recognize revenue and is based on a five-step model as follows:

- Identify the contract(s) with the customer;
- Identify the performance obligations in the contract;
- Determine the transaction price;
- Allocate the transaction price to the performance obligations in the contract;
- Recognize revenue when or as the Company satisfies performance obligations.

Amounts disclosed as revenue are net of allowances, discounts and rebates.

Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Corporation are recorded at the proceeds received, net of direct issue costs.

(Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Warrants

The Corporation measures the fair value of compensatory warrants issued using the Black-Scholes option pricing model. The fair value of each warrant is estimated based on their respective issuance dates taking into account volatility, expected life, the dividend rate, and the risk-free interest rate. The fair value of compensatory warrants issued in conjunction with an offering is charged to share issue costs with an offsetting amount recorded to reserves. The fair value of warrants exercised is recorded as share capital. The value of warrants issued in a unit offering is based on the residual value method.

4. INVESTMENT IN INTELLECTUAL ASSETS

The Mobilman application is a Software-as-Service cloud-based solution accessible via secured web portals and mobile devices to help manage an organization's mobile workforce and resources.

Balance June 30, 2019	99,811
Depreciation	(47,900)
Write-off	(18,911)
Balance June 30, 2020	$ 33,000
Depreciation	(51,800)
Addition	18,800
Balance June 30, 2021	$ -

During the 2020 fiscal year, the Company reviewed its intellectual assets and wrote off $18,911 due to assessing its net realizable value.

During the 2021 fiscal year, the Company acquired additional software for its existing operation at a cost of $18,800. The additions were fully amortized in fiscal 2021. The Company sold the VPN network for a net proceed of $27,115.

The Company did not have any intellectual assets as at June 30, 2021.

5. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	June 30, 2021	June 30, 2020
Account payables and accrued liabilities	$ 123,499	$ 72,125
Due to related parties (Note 11)	27,200	38,250
	$ 150,699	$ 110,375

6. SHARE CAPITAL

Authorized: Unlimited common shares without par value

Fiscal 2021 Transactions

On February 22, 2021 the Company closed a non-brokered private placement of 19,197,430 units at a price of $0.07 per unit, for gross proceeds of $1,343,820, of which $15,500 has not been received as at June 30, 2021 and is included in subscription receivable. The amounts have been received subsequent to June 30, 2021. Each unit consisted of one common share and one common share purchase warrant, each warrant entitling the holder to acquire one additional common share of the Company at a price of $0.10 per warrant share until February 22, 2023. In connection with the financing, the Company paid financing costs of $85,680 and issued 1,224,000 finder's warrants valued at $349,797 exercisable into common shares at a price of $0.10 for a period of two year from the date of issuance based on the Black-Scholes option pricing model of risk-free rate of 0.22% and volatility rate of 243.36% over a period of 2 years.

On February 22, 2021, the Company issued 6,221,430 units valued at $0.07 per unit in settlement of amount owing by the Company totaling $435,500. Each unit consisted of one common share and one common share purchase warrant, each warrant entitling the holder to acquire one additional common share of the Company at a price of $0.10 per warrant share until February 22, 2023. Paul Dickson, President, CEO and a director of the Company received 1,000,000 units through his company, Basic Corporate Services Ltd., and Christopher P. Cherry received 500,000 units through his company, Cherry Consulting Ltd.

On February 1, 2021, the Company issued 250,000 common shares pursuant to the exercise of stock options, in exchange for accounts payable of $18,750.

Escrow Shares

During fiscal 2021 and 2020 no shares remained in escrow.

Fiscal 2020 Transactions

On August 16, 2019 the Company closed a non-brokered private placement of 1,074,092 units at price of $0.22 per unit, for gross proceeds of $236,300. Each unit consisted of one common share and one common share purchase warrant, each warrant entitling the holder to acquire one additional common share of the Company at a price of $0.50 per warrant share until August 16, 2020. In connection with the financing, the Company paid financing costs of $7,040 and issued 32,000 finder's warrants exercisable into common shares at a price of $0.50 for a period of one year from the date of issuance. The Company received $6,000 for the private placement prior to June 30, 2019.

On November 20, 2020, the Company issued 3,795,000 common shares (the "Shares") of the Company valued at $0.05 per Share, totaling $189,750 in settlement of amount owing to Paul Dickson, President, CEO and a director of the Company received 1,900,000 Shares through his company, Basic Corporate Services Ltd., Harvey Dick, a director of the Company received 1,300,000 Shares and Christopher P. Cherry received 595,000 Shares through his company, Cherry Consulting Ltd.

On January 17, 2020, the Company issued 540,000 common shares of the Company in settlement of amount owing to Harvey Dick, a director of the Company valued at $0.05 per Share, totaling $27,000.

(Expressed in Canadian Dollars)

7. STOCK OPTIONS

The Company has a rolling stock option plan (the "plan") that authorizes the board of directors to grant incentive stock options to directors, officers, consultants and employees, whereby a maximum of 10% of the issued common shares are reserved for issuance under the plan. Under the Plan, the exercise price of each option may not be less than the market price of the Company's shares at the date of grant, subject to a minimum exercise price of $0.10 per share. Options granted under the Plan will have a term not to exceed ten years and be subject to vesting provisions as determined by the board of directors of the Company.

Stock option transactions are summarized as follows:

	Number of Options		Weighted Average Exercise Price
Outstanding and exercisable, June 30, 2019	286,797	$	1.18
Granted	1,200,000		0.08
Cancelled/Expired	(536,797)		0.66
Outstanding and exercisable, June 30, 2020	950,000		0.08
Exercised	(250,000)		0.08
Granted	2,000,000		0.195
Outstanding and exercisable, June 30, 2021	2,700,000	$	0.16

On May 14, 2021 Company granted incentive stock options to purchase a total of 2,000,000 common shares at an exercise price of $0.195 per share for a period of two years to certain directors, officers and consultants in accordance with the provisions of its stock option plan. The fair value of the options granted is $357,847 based on the Black-Scholes option pricing model.

On February 3, 2020, the Company granted incentive stock options to purchase a total of 1,000,000 common shares at an exercise price of $0.075 per share for a period of five years to certain directors, officers and consultants in accordance with the provisions of its stock option plan. The fair value of the options granted is $60,889 based on the Black-Scholes option pricing model.

On May 14, 2020, the Company granted incentive stock options to purchase a total of 150,000 common shares at an exercise price of $0.10 per share for a period of two years to a consultant in accordance with the provisions of its stock option plan. The fair value of the options granted is $ $11,869 based on the Black-Scholes option pricing model

The following weighted average assumptions were used for the Black-Scholes option pricing model:

	May 14, 2021	May 14, 2020	February 3, 2020
Risk-free interest rate	0.32%	0.25%	1.28%
Expected life of options	2.0 years	2.0 years	5.0 years
Annualized volatility	245.39%	222.94%	262.50%
Dividend rate	0.00%	0.00%	0.00%
Forfeiture rate	0.00%	0.00%	0.00%

(Expressed in Canadian Dollars)

7. STOCK OPTIONS (continued)

As at June 30, 2021, the following options were outstanding and exercisable:

Expiry Date	Exercise Price	Number of Options
May 14, 2022	$ 0.100	200,000
May 14, 2023	$ 0.195	2,000,000
February 3, 2025	$ 0.075	500,000
		2,700,000

8. WARRANTS

The following table summarizes the Company's warrant activities:

	Number of Warrants	Weighted Average Exercise Price
Outstanding, June 30, 2019	1,932,400	$ 1.23
Issued	1,106,092	0.50
Expired	(1,162,400)	1.13
Outstanding, June 30, 2020	1,876,092	0.95
Expired	(1,856,092)	0.50
Finders warrant	1,224,000	0.10
Private placement	19,197,430	0.10
Debt Settlement	6,221,430	0.10
Outstanding and exercisable, June 30, 2021	26,662,860	$ 0.10

As at June 30, 2021, the following warrants were outstanding and exercisable:

Expiry Date	Exercise Price	Number of Warrants
December 29, 2021	$ 1.00	20,000
February 22, 2023	0.10	26,642,860
		26,662,860

9. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Transactional Risk

The Corporation does not use hedging transactions to manage risk. As a part of the overall operation of the Corporation, management takes steps to avoid undue concentrations of risk. The Corporation manages risk as follows:

Liquidity Risk

Liquidity risk is the risk that the Corporation will not be able to meet its financial obligations as they fall due. The ability to do this relies on the Corporation raising capital through equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs. As at June 30, 2021, the Corporation had $1,046,417 in cash to settle $150,699 current liabilities. The Corporation did complete a private placement during year ended June 30, 2021 (Note 6), the Corporation is not currently exposed to liquidity risk.

Interest Rate Risk

Interest rate risk is the risk that changes in market interest rates may have an effect on the cash flows associated with some financial instruments, known as interest rate cash flow risk, or on the fair value of other financial instruments, known as interest rate price risk.

The Corporation does not trade in financial instruments and is not exposed to significant interest rate risk for the years presented.

Market Risk

Market risk is the risk that changes in market prices will have an effect on future cash flows associated with financial instruments. Market risk comprises three types of risk: credit risk, currency risk and other price risk.

Credit Risk

Credit risk arises from the possibility that debtors may be unable to fulfill their commitments. For a financial asset, this is typically the gross carrying amount, net of any amounts offset and any impairment losses. Balances of cash in financial institutions may at times exceed the government-insured limits.

Currency Risk

Currency risk is the risk that changes in exchange rates may have an effect on future cash flows associated with financial instruments. The Corporation does not have any material transactions denominated in foreign currency and is not exposed to material foreign currency risk.

Other Price Risk

Other price risk is the risk that changes in market prices, including commodity or equity prices, will have an effect on future cash flows associated with financial instruments. The cash flows associated with financial instruments of the Corporation are not exposed to other price risk.

Fair Values

Financial instruments include cash, receivables, and accounts payable and accrued liabilities. The fair values of these financial instruments, other than cash, approximate their carrying value due to the relatively short-term maturity of these instruments. The Corporation classifies its cash as financial assets at fair value through profit or loss, receivables as amortized cost and its accounts payable and accrued liabilities as amortized cost. Cash is measured at fair value using level 1 of the fair value hierarchy.

(Expressed in Canadian Dollars)

10. INCOME TAXES

Income tax expense differs from the amount that would be computed by applying the Canadian statutory income tax rate of 27% (2020 - 27%) to income before income taxes. The reasons for the differences are as follows:

		2021		2020
Loss before income taxes	$	(1,047,008)	$	(579,204)
Statutory income tax rate		27%		27%
Expected income tax recovery	$	(283,000)	$	(156,000)
Changes in statutory rates and other		15,000		-
Share issue cost		(23,000)		(2,000)
Permanent difference		97,000		-
Unrecognized benefit of deferred tax assets		194,000		158,000
Total income tax expense	$	-	$	-

The Company has non-capital losses of approximately $3,461,000 that may be carried forward and applied against taxable income in future years. These losses, if not utilized, will expire through 2041.

Deferred tax assets have not been recognized in respect of these items because it is not probable that future taxable profit will be available against which the Company can utilize these benefits.

11. RELATED PARTY TRANSACTIONS

a) The Company incurred the following expenses charged by key management personnel and companies controlled by key management personnel, such personnel include the Company's Directors, Chief Executive Officer, Chief Financial Officer and Corporate Secretary:

		2021		2020
Consulting fees charged by directors, officers and corporations under their control	$	141,963	$	153,700
Stock based compensation		205,762		40,648
Professional fees		52,303		-
General and administrative expense		-		1,800
Total	$	400,028	$	196,148

Key management personnel were not paid any post-employment benefits, termination benefits, or other long-term benefits during the respective years.

b) Included in accounts payable and accrued liabilities is $27,200 (June 30, 2020 - $38,250) due to corporations controlled by an officer and directors of the Company.

c) On November 20, 2019, the Company issued 3,795,000 common shares of the Company to certain related parties of the Company at a value of $0.05 per Share, totaling $189,750. Paul Dickson, President, CEO and a director of the Company received 1,900,000 Shares through his company, Basic Corporate Services Ltd., Harvey Dick, a director of the Company received 1,300,000 Shares and Christopher P. Cherry received 595,000 Shares through his company, Cherry Consulting Ltd.

11. RELATED PARTY TRANSACTIONS (continued)

d) On January 16, 2020, the Company issued 540,000 common shares of the Company at a value of $0.05 per common share to Harvey Dick, a director of the Company.

e) On February 3, 2020, Company granted incentive stock options to purchase a total of 1,000,000 common shares at an exercise price of $0.075 per share for a period of five years to certain directors, officers and consultants in accordance with the provisions of its stock option plan. The fair value of the options granted is $60,889 based on the Black-Scholes option pricing model.

f) On February 22, 2021 Company issued 6,221,430 units at price of $0.07 per unit, in payment of consulting services provided to the Company totaling $435,500. Each unit consisted of one common share and one common share purchase warrant, each warrant entitling the holder to acquire one additional common share of the Company at a price of $0.10 per warrant share until February 22, 2023. Paul Dickson, President, CEO and a director of the Company received 1,000,000 units through his company, Basic Corporate Services Ltd., and Christopher P. Cherry received 500,000 units through his company, Cherry Consulting Ltd.

12. CAPITAL MANAGEMENT

The Company's primary source of funds comes from the issuance of share capital. The Company does not use other sources of financing that require fixed payments of interest and principal as the Company does not generate cash flow from current operations. Accordingly, the Company is not subject to any externally imposed capital requirements.

The Company defines its capital as shareholders' equity. To effectively manage the Company's capital requirements, the Company has a planning and budgeting process in place to ensure that adequate funds are available to meet its strategic goals.

The Company has in the past invested its capital in liquid investments to obtain adequate returns. The investment decision is based on cash management to ensure working capital is available to meet the Company's short-term obligations while maximizing liquidity and returns of unused capital.

Although the Company has been successful at raising funds in the past through the issuance of share capital, it is uncertain whether it will be able to continue this financing due to uncertain economic conditions. The Company believes that it will be able to raise sufficient funds from share issuances to fund its working capital for the coming year. There have been no changes to the Company's approach to capital management during the year.

13. SEGMENTED INFORMATION

The Corporation operates in one segment being the development of application technology in one geographic region being Canada.