AQUARIUS AI INC

CONDENSED CONSOLIDATED
INTERIM FINANCIAL STATEMENTS

FOR THE THREE AND SIX MONTH PERIODS ENDED
JUNE 30, 2022 and 2021

(in Canadian Funds)

Notice of No Auditor Review of Interim Financial Statements

The accompanying unaudited condensed consolidated interim financial statements have been prepared by management and approved by the Audit Committee.

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

AQUARIUS AI INC

Condensed Consolidated Interim Statements of Financial Position
As at June 30, 2022 and December 31, 2021
(Expressed in Canadian Dollars)

		June 30 2022	December 31 2021
ASSETS			
Current			
Cash		$ 15,987	$ 667,745
Accounts receivable		260,622	335,053
Digital assets		10,646	-
Prepaid	Note 13	1,425	31,455
		288,680	1,034,253
Non-Current			
Deposits	Note 10	19,633	1,227,513
Property and equipment	Note 10	1,258,837	68,241
Right-of-Use assets	Note 11	124,892	157,473
		$ 1,692,042	$ 2,487,480
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current			
Accounts payable and accrued liabilities	Notes 8,19,20	$ 1,064,742	$ 1,086,244
Due to related party	Note 13	237,939	183,346
Lease liability	Note 11	65,576	65,155
Derivative Liability	Note 6	268,305	205,843
Other liabilities	Note 14	484,931	484,931
		2,121,493	2,025,519
Non-Current			
Lease liability		67,677	97,732
Derivative Liability	Note 6	470,974	2,236,005
		2,660,144	4,359,256
Shareholders' equity (Deficiency):			
Share capital	Note 6	27,011,105	27,014,855
Accumulated other comprehensive income		(253,587)	(253,587)
Reserves	Note 6	1,843,599	1,843,599
Deficit		(29,585,247)	(30,496,094)
Equity (Deficiency) Attributable to Owners of the Company		(984,130)	(1,891,227)
Non-controlling interest		16,028	19,451
Total Equity		(968,102)	(1,871,776)
		$ 1,692,042	$ 2,487,480

Approved by the Board of Directors:

Signed: "Jesse Dylan" Jesse Dylan, Director

Signed: "Chris Bradley" Chris Bradley, Director

AQUARIUS AI INC

Condensed Consolidated Interim Statements of Comprehensive Loss
For the Three and Six Months Ending June 30, 2022 and 2021
(Expressed in Canadian Dollars)

		Three Months ended		Six Months ended	
		June 30 2022	June 30 2021	June 30 2022	June 30 2021
Revenues		$ -	$ -	$ 71,290	$ -
Direct expenses		-	-	(71,434)	-
		-	-	(144)	-
Operating Expenses:					
Accretion and interest	Note 11	(12,706)	-	7,536	-
Amortization		74,818	5,716	81,444	5,716
General and administration	Note 18	457,491	347,596	687,883	951,618
Marketing and sales		-	7,266	49,728	32,742
		519,603	360,578	826,591	990,076
Operating Loss		(519,603)	(360,578)	(826,735)	(990,076)
Fair value changes of derivative liability	Note 6	2,132,513	(2,365,950)	1,702,569	(2,823,511)
Foreign exchange gain (loss)		27,371	26,811	31,590	47,787
Net Income (loss)		$ 1,640,281	$ (2,699,717)	$ 907,424	$ (3,765,800)
Attributable to:					
Shareholders of the Company		1,641,395	(2,699,717)	910,847	(3,765,800)
Non-controlling interests	Note 15	(1,114)	-	(3,423)	-
		$ 1,640,281	$ (2,699,717)	$ 907,424	$ (3,765,800)
Translation adjustment		-	(21,550)	-	(40,243)
Comprehensive loss		$ 1,640,281	$ (2,721,267)	$ 907,424	$ (3,806,043)
Comprehensive Loss Attributed to:					
Shareholders of the Company		1,641,395	(2,721,267)	910,847	(3,806,043)
Non-controlling interests		(1,114)	-	(3,423)	-
		$ 1,640,281	$ (2,721,267)	$ 907,424	$ (3,806,043)
Earnings per share:					
Basic and diluted earnings (loss) per share	Note 17	$ 0.01	$ (0.05)	$ 0.01	$ (0.09)

AQUARIUS AI INC

Condensed Consolidated Interim Statements of Cash Flow
For the Three and Six Months Ending June 30, 2022 and 2021
(Expressed in Canadian Dollars)

	June 30 2022	June 30 2021
Cash provided by (used for):		
Operating activities:		
Net loss for the period	907,424	$ (3,765,800)
Items not affecting cash		
Accretion & Interest	7,536	1,629
Amortization	48,863	5,716
Fair value change in ROU asset	32,581	-
Fair value change in derivative liability	-	2,823,511
Foreign exchange gain (loss)	-	(40,243)
	996,404	(975,187)
Changes in non-cash working capital balances:		
Accounts receivable	74,431	(33,322)
GST receivable	-	-
Prepaid	30,030	(16,716)
Digital assets	(10,646)	-
Due to (from) related parties	54,593	(350,990)
Accounts payable and accrued liabilities	(21,502)	(1,235,071)
Lease liability	(37,170)	(6,170)
Derivative liability	(1,702,569)	-
Cash used in operating activities	(616,429)	(2,617,456)
Investing activities:		
Deposit on bitcoin mining rigs	1,207,880	-
Property plant & equipment additions	(1,239,459)	(7,251)
Cash used in investing activities	(31,579)	(7,251)
Financing activities:		
Proceeds from shares issuances	(3,750)	3,007,913
Share issuance costs	-	(81,375)
Loan payable	-	(95,490)
Proceeds from exercise of warrants	-	162,225
Cash provided by financing activities	(3,750)	2,993,273
Increase in cash	(651,758)	368,566
Cash, beginning of period	667,745	554
Cash, end of period	$ 15,987	$ 369,120

AQUARIUS AI INC

Condensed Consolidated Interim Statements of Changes in Equity
For the Six Months Ending June 30, 2022
(Expressed in Canadian Dollars)

	Common Shares						
	Number	Amount	Reserves	Translation Reserve	Deficit	Non-Controlling Interest	Shareholders' Equity
Balance, December 31, 2020	24,850,315	$ 21,896,849	$ 1,738,688	$ (254,658)	$ (26,915,807)	$ -	$ (3,534,928)
Units issued from private placements	61,043,683	1,008,405	-	-	-	-	1,008,405
Shares issued to acquire subsidiary	29,951,548	3,144,912	-	-	-	108,923	3,253,835
Shares issued to acquire additional	3,819,810	744,863	-	-	(657,529)	(87,334)	-
Warrants exercised	2,344,750	351,713	-	-	-	-	351,713
Share issue costs	-	(26,976)	-	-	-	-	(26,976)
Agents warrants	-	(104,911)	104,911	-	-	-	-
Cumulative translation adjustment	-	-	-	1,071	-	-	1,071
Net loss for the year	-	-	-	-	(2,922,758)	(2,138)	(2,924,896)
Balance, December 31, 2021	122,010,106	$ 27,014,855	$ 1,843,599	$ (253,587)	$ (30,496,094)	$ 19,451	$ (1,871,776)
Shares returned to treasury	(25,000)	(3,750)	-	-	-	-	(3,750)
Net earnings for the period	-	-	-	-	910,847	(3,423)	907,424
Balance, June 30, 2022	121,985,106	$ 27,011,105	$ 1,843,599	$ (253,587)	$ (29,585,247)	$ 16,028	$ (968,102)

1. NATURE OF OPERATIONS AND GOING CONCERN

Aquarius AI Inc. (the "Company" or "Aquarius") was incorporated under the Business Corporations Act on August 17, 2011.

Effective July 15, 2021, the Company commenced trading on the Canadian Securities Exchange (the "CSE") under the symbol "AQUA". The Company also trades on the Frankfurt Stock Exchange under the stock symbol "4G5"

In 2020, The Company was a marketing technology business that is currently repositioning to focus on customer acquisition and using technology to generate revenues in the online gaming, gambling and betting space. During the year ended 2021, the Company changed its business focus. Aquarius is now an industrial-scale technology infrastructure company, serving cryptocurrencies, blockchains and enterprise level technology projects such as podcast creation and distribution. The Company's focus is on growing infrastructure in a sustainable way that aligns the needs of our planet and the benefits of cutting-edge technology. The principal office of the Company is located at Suite 150, 1090 Homer Street, Vancouver, BC V6B 2W9, Canada.

These consolidated financial statements have been prepared on a going concern basis, which assumes that the Company will be able to continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal of business. For the period ended June 30, 2022, the Company had net income of $907,424 (2021 loss $3,806,043) and cash outflows from operating activities of $616,429 (2021 - $2,617,456) and as of June 30, 2022, has an accumulated deficit of $29,585,247 (December 31, 2021 - $30,496,094).

The Company has negligible revenue during the period ended December 31,2021. Currently, based on its planned expenditures and expected cash flows, the Company will need to secure new sources of working capital to continue operations beyond an approximately twelve-month period. Management's plan is to actively secure sources of funds, including possible equity and debt financing options, while at the same time focus on exercising careful cost control to sustain operations.

The Company's ability to continue its operations and to realize its assets at their carrying values are dependent upon obtaining additional financing. Further, the Company's ability to continue as a going concern is dependent upon the successful results from its activities and its ability to attain profitable operations and generate funds therefrom and/or to raise equity capital or borrowings sufficient to meet current and future obligations, none of which is in any way certain that the Company can achieve. The Company has now started the process of repositioning its technology that may provide opportunities for monetization. These consolidated financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern.

If the going concern basis was not appropriate for these consolidated financial statements, significant adjustments would be necessary in the carrying value of assets and liabilities, the reported expenses and the classifications used on the unaudited consolidated statements of financial positions. Such adjustments could be material which would significantly impact the financial statements and the Company's ability to operate.

Since March 2020, the outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and physical distancing, have caused material disruption to business globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company in future periods.

The extent to which the Company's operating and financial results are affected by COVID-19 will depend on various factors and consequences beyond its control such as the duration and scope of the pandemic; additional actions taken by business and government in response to the pandemic and the speed and effectiveness of response to combat the virus.

2. BASIS OF PRESENTATION

(a) Statement of compliance

These consolidated financial statements have prepared in accordance with the International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"). Exception as described in note 2(b), significant accounting policies have been consistently applied in the presentation of these consolidated financial statements.

These consolidated financial statements were approved and authorized for issue by the Board of Directors of the Company on August 29, 2022.

(b) Basis of presentation

These consolidated financial statements have been prepared under the historical cost basis, except for certain financial instruments measured at fair value. These consolidated financial statements have prepared using the accrual basis of accounting, except for cash flow information. These consolidated financial statements are presented in Canadian dollars and the Company, Goodlife Networks USA Inc, Lighthouse Digital Inc. and 495 Communications, LLC's functional currency is US dollars. Podkast Entertainment Corp.'s functional currency is in Canadian dollars.

(c) Consolidation

These consolidated financial statements include accounts of the Company and the following controlled entities:

	Relationship	Percentage
Good Life Networks USA Inc.**	Subsidiary	60%
Lighthouse Digital Inc. *	Subsidiary	100%
495 Communications, LLC*	Subsidiary	100%
Podkast Entertainment Corp***	Subsidiary	98%

* Lighthouse Digital Inc. and 495 Communication, LLC ("495") are in the process of dissolution.

** Good Life Networks USA Inc. ("GLN US") was dissolved on June 17, 2020.

***Effective July 15, 2021, the Company acquired approximately 87% of the issued and outstanding shares of Podkast Entertainment Corp ("Podkast") under the terms of a definitive shares purchase agreement. Subsequently the Company has increased ownership of Podkast shares to 98%. These consolidated financial statements include Podkast' s operating results from July 15, 2021 through to June 30, 2022.

All intercompany balances and transactions are eliminated on consolidation. Control is based on whether an investor has power over the investee, exposure or rights to variable returns from its involvement with the investee, and the ability to use its power over the investee to affect the amount of returns.

(d) Use of estimates and judgments

The preparation of these consolidated financial statements in accordance with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates.

Significant areas requiring the use of management estimates include:

(i) Share-based compensation
Share-based compensation is valued using the Black-Scholes Option Pricing Model at the date of grant and expensed in profit or loss over the vesting period of each award. The Black-Scholes Option Pricing Model ("Black–Scholes") utilizes subjective assumptions such as expected price volatility and expected life of the option. Share-based compensation expense also utilizes subjective assumption on forfeiture rate. Changes in these input assumptions can significantly affect the fair value estimate.

(ii) Incremental borrowing rate
The Company uses estimation in determining the incremental borrowing rate used to measure the lease liabilities. This rate represents the rate that the Company would incur to obtain the funds necessary to purchase the asset of a similar value, with similar payment terms and security in similar economic environment.

(iii) Fair value of assets acquired in a business combination
The determination of fair value of assets acquired requires management to make assumptions and estimates about future events. The assumptions and estimates with respect to determining the fair value of the assets acquired require judgment and include estimates of future cash flows.

(iv) Intangible Assets – useful lives
The Company records intangible assets purchased in a business combination at their fair value. Determining fair value requires management to use estimates that could be material. Following initial recognition, the Company carries the value of intangible assets at cost less accumulated amortization and any accumulated impairment losses. Amortization is recorded on a straight-line basis based upon management's estimate of the useful life and residual value. The estimates are reviewed at least annually and are updated if expectations change as a result of technical obsolescence or legal and other limits to use. A change in the useful life or residual value will impact the reported carrying value of the intangible assets resulting in a change in related amortization expense.

Significant areas requiring the use of judgments include:

(i) The assessment of the Company's ability to continue as a going concern involves judgment regarding future funding available for new business plan and working capital requirements.

(ii) The determination of the functional currency for the Company and each of its subsidiaries was based on management's judgment of the underlying transactions, events and conditions relevant to each entity.

(iii) Deferred income tax assets and liabilities result from timing differences between the financial reporting and tax bases of assets and liabilities. Loss carry-forwards also comprise a portion of the temporary differences and result in a deferred income tax asset. Deferred income tax assets are only recognized to the extent that management considers it probable that a deferred income tax asset will be realized. The assessment for the recognition of a deferred tax asset requires significant judgement. The factors used to assess the likelihood of realization are the Company's forecast of future taxable income and available tax planning strategies that could be implemented to realize the deferred tax assets. The Company has and continues to use tax planning strategies to realize deferred tax assets in order to avoid the potential loss of benefits. Unknown future events and circumstances, such as changes in tax rates and laws, may materially affect the assumptions and estimates made from one period to the next. Any significant change in events, tax laws, and tax rates beyond the control of the Company may materially affect the consolidated financial statements.

(iv) Application of IFRS 16. The Company applies judgment in determining whether the contract contains an identified asset, whether the Company has the right to control the asset, and the lease term. The lease term is based on considering facts and circumstances, both qualitative and quantitative, that can create economic incentive to exercise renewal options.

(v) Contingencies are subject to measurement uncertainty as the financial impact will only be confirmed by the outcome of a future event. The assessment of contingencies involves a significant amount of judgement, including assessing whether a present obligation exists, assessing factors that may mitigate or reduce the obligation, and determining a reliable estimate of the amount of cash outflow required to settle the obligation. The Company is required to both determine whether loss is probable and whether the loss can be reasonably estimated. The uncertainty involved with the time and amount at which a contingency may be settled may have a material impact on the consolidated financial statements of future periods to the extent that the amount provided for differs from the actual outcome.

(vi) Determination of control in business acquisitions. The determination of the acquirer in business acquisitions is subject to judgment and requires the Company to determine which party obtains control of the combining entities. Management applies judgment in determining control by assessing the following three factors: whether the Company has power; whether the Company has exposure or rights to variable returns; and whether the Company has the ability to use its power to affect the amount of its returns. In exercising this judgment, management reviewed the representation on the Board of Directors and key management personnel, the party that initiated the transaction, and each of the entities' activities.

(vii) Intangible Assets – impairment. The application of the Company's accounting policy for intangible assets expenditures 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. If, after expenditures are capitalized, information becomes available suggesting that the recovery of expenditures is unlikely, the amount capitalized is written off in profit or loss in the period the new information becomes available.

(viii) The assessment of whether an acquisition constitutes a business is also subject to judgment and requires the Company to review whether the acquired entity contains all three elements of a business, including inputs, processes and the ability to create output.

3. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently by the Company to the periods presented.

(a) Income taxes

Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on the tax rates that have been enacted or substantively enacted at the reporting date.

Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

(b) Share issue costs

The Company accounts for share issue costs by deferring the costs until the shares are issued, at which time the costs are charged to share capital as share issue costs. If the share offering does not proceed, the costs are expensed.

(c) Share capital

Common shares are classified as equity. Transaction costs directly attributable to the issue of common shares and share options are recognized as a deduction from equity, net of any tax effects. Common shares issued for consideration other than cash, are valued based on their market value at the date the shares are issued.

The Company has adopted a residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to the more easily measurable component based on fair value and then the residual value, if any, to the less easily measurable component. The Company considers the fair value of common shares issued in a private placement to be the more easily measurable component and the common shares are valued at their fair value, as determined by the closing quoted bid price on the announcement date. The balance, if any, is allocated to the attached warrants. Any fair value attributed to the warrants is recorded in reserves.

(d) Compound financial instruments

Compound financial instruments are instruments that contain both a liability component and an equity component. The liability component of a compound financial instrument is recognized initially at the fair value of a similar liability. The equity component is recognized initially as the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component. Any directly attributable transaction costs are allocated to the liability and equity components in proportion to their initial carrying value.

(e) Share-based compensation

Share-based compensation to employees is measured at the fair value of the instruments issued and amortized over the vesting periods. Share-based compensation to non-employees is measured at the fair value of goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The corresponding amount is recorded to reserves. The fair value of options is determined using the Black-Scholes option pricing model, which incorporates all market vesting conditions. For employee share options, the number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognized as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest.

(f) Earnings (loss) per share

Basic earnings (loss) per share is calculated by dividing the income or loss for the year by the weighted average number of common shares outstanding during the period. Diluted earnings per share is calculated using the treasury stock method. Under the treasury stock method, the weighted average number of shares outstanding used in the calculation of diluted earnings per share assumes that the deemed proceeds received from the exercise of share options, share purchase warrants and their equivalents would be used to repurchase common shares of the Company at the average market price during the year. Stock options and share purchase warrants are typically dilutive when the Company has net income for the period and the average market price of the common shares during the period exceeds the exercise price of the stock option and/or share purchase warrant.

Shares held in escrow are excluded from the determination of basic income (loss) per share if the release from escrow is other than time based.

(g) Revenue recognition

The Company reviewed its revenue streams and major contracts with customers using the IFRS 15 five step model as follows:

- identify the contract with a customer;
- identify the performance obligations in the contract;
- determine the transaction price, which is the total consideration provided by

the customer;
- allocate the transaction price among the performance obligations in the contract based on their relative fair values; and
- recognize revenue when the relevant criteria are met for each performance obligation.

The Company currently generates revenue by providing broadcasting services. Revenue is recognized over time using the output method when the performance obligation is fulfilled. The performance obligation is satisfied over time delivered based on contract terms. The Company recognizes revenue when collection is reasonably assured.

(h) Property and equipment

Property and equipment is comprised of office furniture and computer equipment. Equipment is amortized on a straight-line basis over five years. Equipment is measured at cost less accumulated amortization and accumulated impairment loss.

(i) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is its fair value as at the date of acquisition. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortized over their useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. A change in the expected useful life of the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortization period or method, as appropriate, and treated as changes in accounting estimates. Intangible assets with indefinite useful lives are not amortized, but are tested for impairment annually, either individually or at the Cash Generating Unit (“CGU”) level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

The Company amortizes intangible assets with finite lives on a straight-line basis over their estimated useful lives as follows:

Intellectual property – 5 years
Customer relationships – 5 to 10 years
Trademarks – 5 years

(j) Goodwill

The Company measures goodwill as the fair value of the consideration transferred less the net recognized amount (generally fair value) of the identifiable assets acquired and the liabilities assumed, all measured as of the acquisition date. Since goodwill results from the application of the acquisition method of accounting for a business combination, it requires judgment in the determination of the fair value of assets and liabilities. Goodwill is allocated to the Company’s CGUs or group of CGUs that are expected to benefit from the synergies of the business combination. Goodwill is not amortized, but is tested for impairment at least annually. An impairment loss in respect of goodwill is not reversed. On the disposal or termination of a previously acquired business, any remaining balance of associated goodwill is included in the determination of the gain or loss on disposal. The Company performs the annual goodwill impairment test on December 31 each year.

(k) Financial instruments

The following table shows the classification of financial instruments:

	Classification
Cash	Fair value – P&L
Accounts receivable	Amortized cost
Deposits	Amortized cost
Accounts payable and accrued liabilities	Amortized cost
Loan payable	Amortized cost
Lease liability	Amortized cost
Other liabilities	Amortized cost
Derivative liability	Fair value – P&L

Financial assets

(i) Recognition and measurement of financial assets

The Company recognizes a financial asset when it becomes a party to the contractual provisions of the instrument.

(ii) Classification of financial assets

The Company classifies financial assets at initial recognition as financial assets: measured at amortized cost, measured at fair value through other comprehensive income or measured at fair value through profit or loss.

Financial assets measured at amortized cost

A financial asset that meets both of the following conditions is classified as a financial asset measured at amortized cost.

- The Company's business model for such financial assets, is to hold the assets in order to collect contractual cash flows.
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the amount outstanding.

A financial asset measured at amortized cost is initially recognized at fair value plus transaction costs directly attributable to the asset. After initial recognition, the carrying amount of the financial asset measured at amortized cost is determined using the effective interest method, net of impairment loss, if necessary.

Financial assets measured at fair value through other comprehensive income ("FVTOCI")

A financial asset measured at fair value through other comprehensive income is recognized initially at fair value plus transaction costs directly attributable to the asset. After initial recognition, the asset is measured at fair value with changes in fair value included as "financial asset at fair value through other comprehensive income" in other comprehensive income.

Financial assets measured at fair value through profit or loss ("FVTPL")

A financial asset measured at fair value through profit or loss is recognized initially at fair value with any associated transaction costs being recognized in profit or loss when incurred. Subsequently, the financial asset is re-measured at fair value, and a gain or loss is recognized in profit or loss in the reporting period in which it arises.

(iii) Derecognition of financial assets

The Company derecognizes a financial asset if the contractual rights to the cash flows from the asset expire, or the Company transfers substantially all the risks and rewards of ownership of the financial asset. Any interests in transferred financial assets that are created or retained by the Company are recognized as a separate asset or liability. Gains and losses on derecognition are generally recognized in the consolidated statement of loss and comprehensive loss. However, gains and losses on derecognition of financial assets classified as FVTOCI remain within accumulated other comprehensive income (loss).

Financial liabilities

(i) Recognition and measurement of financial liabilities

The Company recognizes financial liabilities when it becomes a party to the contractual provisions of the instruments.

(ii) Classification of financial liabilities

The Company classifies financial liabilities at initial recognition as financial liabilities: measured at amortized cost or measured at fair value through profit or loss.

Financial liabilities measured at amortized cost

A financial liability at amortized cost is initially measured at fair value less transaction cost directly attributable to the issuance of the financial liability. Subsequently, the financial liability is measured at amortized cost based on the effective interest rate method.

Financial liabilities measured at fair value through profit or loss

A financial liability measured at fair value through profit or loss is initially measured at fair value with any associated transaction costs being recognized in profit or loss when incurred. Subsequently, the financial liability is re-measured at fair value, and a gain or loss is recognized in profit or loss in the reporting period in which it arises.

(iii) Derecognition of financial liabilities

The Company derecognizes a financial liability when the financial liability is discharged, cancelled or expired. Generally, the difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in the consolidated statement of income (loss).

Financial assets and liabilities are offset and the net amount is presented in the consolidated statement of financial position only when the Company has a legally

enforceable right to set off the recognized amounts and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.
Fair value hierarchy

The Company provides information about its financial instruments measured at fair value at one of three levels according to the relative reliability of the inputs used to estimate the fair value:

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

Impairment of financial assets

The Company assesses, at each reporting date, whether there is objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the

initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset or group of financial assets.

(j) Foreign currency translation

The functional currency of the Company and its subsidiaries other than Podkast is the United States dollar, and accounts denominated in currencies other than the United States dollar have been translated as follows:

- Monetary assets and liabilities at the exchange rate at the consolidated statement of financial position date;
- Non-monetary assets and liabilities at the historical exchange rates, unless such items are carried at fair value, in which case they are translated at the date when the fair value was determined;
- Shareholders’ equity items at historical exchange rates; and
- Revenue and expense items at the rate of exchange in effect on the transaction date.

The Company’s presentation currency is the Canadian dollar. For presentation purposes, all amounts are translated from the United States dollar functional currency to the Canadian dollar presentation currency for each period. Statement of financial position accounts, with the exception of equity, are translated using the exchange rate at the end of each reporting period, transactions on the statement of comprehensive income (loss) are recorded at the average rate of exchange during the period, and equity accounts are translated using historical actual exchange rates.

Exchange gains and losses arising from translation to the Company’s presentation currency are recorded as translation adjustment, which is included in translation reserve in the statement of shareholders’ equity (deficiency).

(k) Derivative liability

The Company classifies equity instruments that do not meet the definition of equity as derivative liabilities which are fair valued each reporting period subsequent to the initial issuance unless the range of reasonable fair value measurements is significant and the probabilities of the various estimates cannot be reasonably assessed. The Company uses the Black-Scholes option pricing model to fair value these instruments. All changes in the fair value are recorded in the consolidated statements of comprehensive income (loss).

(l) Impairment

Non-financial assets are tested for impairment whenever events or changes in circumstances indicate that an asset's carrying amount may be less than its recoverable amount. Management uses its judgment to estimate these inputs and any changes to these inputs could have a material impact on the impairment calculation. For impairment testing, non-financial assets that do not generate independent cash flows are grouped together into CGU, which represent the levels at which largely independent cash flows are generated. An impairment loss is recognized in earnings to the extent that the carrying value of an asset, CGU or group of CGU's exceeds its estimated recoverable amount. The recoverable amount of an asset, CGU or group of CGU's is the greater of its value in use and its fair value less cost to sell. Value in use is calculated as the present value of the estimated future cash flows discounted at appropriate pre-tax discount rates. An impairment loss relating to a specific asset reduces the carrying value of the asset. An impairment loss relating to a group of CGU's is allocated on a pro-rata basis to reduce the carrying value of the assets in the units comprising the group. A previously recognized impairment loss related to non-financial assets is assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss related to non-financial assets is reversed if there is a subsequent increase in the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying value does not exceed the carrying value that would have been determined, net of depreciation or amortization, if no loss had been recognized.

(m) Leases

At inception, the Company assesses whether a contract contains an embedded lease. A contract contains a lease when the contract conveys a right to control the use of an identified asset for a period of time in exchange for consideration.

The Company, as lessee, is required to recognize a right-of-use asset ("ROU asset"), representing its right to use the underlying asset, and a lease liability, representing its obligation to make lease payments.

The Company may elect to not apply IFRS 16 to leases with a term of less than 12 months or to low value assets, which is made on an asset-by-asset basis.

The Company recognizes a ROU asset and a lease liability at the commencement of the lease. The ROU asset is initially measured based on the present value of lease payments, plus initial direct cost, less any incentives received. It is subsequently measured at cost less accumulated amortization, impairment losses and adjusted for certain remeasurements of the lease liability. The ROU asset is amortized from the commencement date over the shorter of the lease term or the useful life of the underlying as set. The ROU asset is subject to testing for impairment if there is an indicator of impairment.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by the interest rate implicit in the lease, or if that rate cannot be readily determined, the incremental borrowing rate. The incremental borrowing rate is the rate which the operation would have to pay to borrow over a similar term and with similar security, the funds necessary to obtain an asset of similar value to the ROU asset in a similar economic environment.

The lease liability is subsequently increased by the interest cost on the lease liability and decreased by lease payments made. It is remeasured when there is a change in future lease payments arising from a change in an index or a rate, a change in the estimate of the amount expected to be payable under a residual value guarantee, or as appropriate, changes in the assessment of whether a purchase or extension option is reasonably certain to be exercised or a termination option is reasonably certain not to be exercised.

i) FINANCIAL INSTRUMENTS

Financial instruments are agreements between two parties that result in promises to pay or receive cash or equity instruments. The Company classifies its financial instruments as follows: cash is classified at fair value through profit and loss ("FVTPL"); accounts receivable and deposits are classified at amortized cost; and accounts payable and accrued liabilities, loan payable, lease liability and other liabilities are classified at amortized cost. The carrying values of these instruments, approximate their fair values due to their short term to maturity. Contingent consideration and derivative liability are classified at FVTPL using level 3 of the fair value hierarchy.

The Company has exposure to the following risks from its use of financial instruments:

(a) Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. Cash is placed with a major Canadian financial institution and the Company's concentration of credit risk for cash and maximum exposure thereto is $15,987 (December 31, 2021 - $667,745).

(b) Liquidity risk

Liquidity risk is the risk that the Company will be unable to meet its financial obligations as they fall due. The Company's approach to managing liquidity risk is to ensure, as far as possible, that it will have sufficient liquid funds to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. At June 30, 2022, the Company has $15,987 (December 31, 2021 - $667,745) of cash to settle current liabilities with the following due dates: accounts payable and accrued liabilities of $1,064,742 (December 31, 2021 - $1,086,244) are due within three to six months, lease liability of $65,576 (December 2021 - $$65,155) and other liabilities of $484,931 (December 31, 2021 - $484,931) are due within twelve months.

The Company manages its liquidity risk by raising additional funds through equity or debt financing to fund its current liabilities and operations.

(c) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk comprises two types of risk: interest rate and foreign currency risk.

(i) Interest rate risk

The Company is not exposed to significant interest rate risks.

(Expressed in Canadian Dollars)

(ii) Foreign currency risk

Foreign currency risk is the risk that the fair value of the Company's assets and liabilities will fluctuate due to changes in foreign exchange rates.

The Company is exposed to foreign currency risk to the extent that monetary assets and liabilities held by the Company are not denominated in its functional currency. The Company also exposed to foreign currency risk that options and warrants that have exercise price which is different from its functional currency. The Company does not manage currency risk through hedging or other currency management tools.

	June 30, 2022	**December 31, 2021**
	CAD$	CAD$
Cash	15,987	667,745
Accounts receivable	260,622	335,053
Accounts payable and accrued liabilities	(1,064,742)	(1,086,244)
Other liabilities	(484,931)	(484,931)
Due to a related party	(237,939)	(188,872)
Lease liability	(133,253)	(162,887)
	(1,644,256)	(920,136)

A 10% (2021 – 10%) change in the US dollar against the Canadian dollar at June 30, 2022 would result in a change of approximately $1,600 (December 31, 2021 - $66,700) in comprehensive income (loss).

(iii) Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk or foreign currency risk. The Company is not exposed to other price risk.

ii) CAPITAL MANAGEMENT

The Company's primary source of funds comes from equity financing. The Company is not subject to any externally imposed capital requirements. The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern.

The Company defines its capital as shareholders' deficiency. Capital requirements are driven by the Company's general operations. To effectively manage the Company's capital requirements, the Company monitors expenses and overhead to ensure costs and commitments are being paid. The Company did not change its approach to capital management during the period ended June 30, 2022 and year ended December 31, 2021.

6. SHARE CAPITAL

(a) Authorized

Unlimited number of common shares without par value.

(b) Issued

During the period ended June 30, 2022

In January 2022, 25,500 shares were returned to treasury at $0.15 per share for gross refund of $3,750

(Expressed in Canadian Dollars)

During the period ended December 31, 2021

In March 2021, 1,081,500 warrants were exercised for 1,081,500 shares at $0.15 per share for gross proceeds of $162,225.

On March 16, 2021, the Company completed a private placement for gross proceeds of $3,013,438 through the issuance of 25,111,983 units. Each unit consists of one common share of the Company and one common share purchase warrant. Each full warrant shall be exercisable into one common share for 24 months at an exercise price of $0.25 per share. The compound financial instruments represent financial instruments that include equities and option derivatives as the warrants didn't meet the fix-to-fix criteria, which are accounted for at fair value with changes in fair value recorded in profit or loss. In accordance with IAS 32 Financial Instrument: Presentation, when a compound instrument has been determined to contain a financial liability and an equity component, the fair value of the instrument is bifurcated by first determining the fair value of the liability, and allocated the residual to the equity instrument. $3,013,438 from unit issuance were allocated to liability with $nil allocated to share capital.

The Company paid $81,375 cash commission and $98,466 other costs totaling $179,841 with $152,845 allocated to derivative liability and $26,976 was allocated to share issuance costs. The Company also issued 679,126 agent's warrants to purchase common shares at $0.25 per share until March 16, 2023. The agent's warrants were valued using the Black- Scholes model resulting in fair value of $104,911.

On July 15, 2021, the Company issued 29,951,548 common shares with a total fair value of $3, 144,913, in exchange for 87% shareholding of Podkast, pursuant to a share purchase agreement the Company entered into with Podkast. On November 25, 2021, the Company issued 3,819,810 common shares at fair value of $744,863 for further acquisition of Podkast which brings the Company's ownership to 97.5%. The Company also issued 3,457,374 replacement warrants in relations to the Acquisition.

On November 9, 2021, the Company completed a private placement for gross proceeds of $3,593, 170 through the issuance of 35,931,700 units. Each unit consists of one common share of the Company and one half common share purchase warrant. Each full warrant shall be exercisable into one common share for 24 months at an exercise price of $0.20 per share. The compound financial instruments represent financial instruments that include equities and option derivatives as the warrants didn't meet the fix-to-fix criteria, which are accounted for at fair value with changes in fair value recorded in profit or loss. In accordance with IAS 32 Financial Instrument: Presentation, when a compound instrument has been determined to contain a financial liability and an equity component, the fair value of the instrument is bifurcated by first determining the fair value of the liability, and allocated the residual to the equity instrument. $2,584,765 was allocated to liability with $1,008,405 allocated to share capital.

On November 25, 2021, 1,141,500 warrants were exercised for 1,141,500 shares at $0.15 per share for gross proceeds of $171,225.

On December 7, 2021, 121,750 warrants were exercised for 121,750 shares at $0.15 per share for gross proceeds of $18,263.

(i) Warrants

Warrant transactions and the number of warrants outstanding are summarized as follows:

	Number of Warrants	Weighted Average Exercise Price
Outstanding, December 31, 2019	1,751,934	$ 2.92
Issued	7,417,681	0.16
Expired	(1,001,701)	3.48
Exercised	(350,000)	0.15

(Expressed in Canadian Dollars)

Outstanding, December 31, 2020	7,817,914	$	0.35
Issued	47,214,333		0.23
Exercised	(2,344,750}		0.15
Outstanding December 31, 2021	52,687497		0.25
Return to treasury	25,000		0.15
Outstanding June 30,2022	**52,712,497**	**$**	**0.25**

The following warrants were outstanding at June 30, 2022:

Grant Date	Expiry Date	Exercise Price		Number of Warrants	Exercisable
January 26, 2018	January 26, 2023	$	1.88	120,500	120,500
December 18,2018	December 18, 2023	$	1.84	291,462	291,462
July 22, 2019	July 22, 2024	$	3.66	119,075	119,075
July 22, 2019	July 22, 2024	$	1.94	219,196	219,196
July 30, 2020	July 30, 2022	$	0.15	4.035.975	4.035.975
July 30, 2020	July 30, 2022	$	0.15	211,956	211,956
August 17, 2020	August 17, 2022	$	0.275	500,000	500,000
March 16, 2021	March 16, 2023	$	0.25	21,541,983	21,541,983
March 19, 2021	March 19, 2023	$	0.25	3.570,000	3,570,000
March 16,2021	March 16, 2023	$	0.25	679,126	679,126
November 9,2021	November 9, 2023	$	0.20	17,965,850	17,965,850
November 19, 2021,	July 01, 2022	$	0.25	3,041,250	3,041,250
November 19,2021	January 01, 2026	$	0.20	416,124	416,124
				52,712,497	52,712,497

*Warrants expiry date extended subsequent to period end. See Subsequent Events

On March 16, 2021, the Company granted 679,126 finders' warrants in connection with the private placement. All finders' warrants are exercisable at $0.25 per share until March 16, 2023. The fair value of these warrants was determined using the Black-Scholes option pricing model with the following weighted average assumptions:

Risk-free interest rate	0.23%
Expected term (in years)	2
Estimated dividend yield	0%
Weighted-average estimated volatility	111.33%

On August 17, 2020, the Company granted 500,000 settlement warrants in connection with full settlement of bank loan. Each settlement warrant shall be exercisable into one common share of the Company for 24 months at a price of $0.275 per share until August 17, 2022. The fair value of these warrants was determined using the Black-Scholes option pricing model with the following weighted average assumptions:

Risk-free interest rate	E

xpected term (in years)	0.26%
Estimated dividend yield	2
Weighted-average estimated volatility	0%
	261.45%

On July 30, 2020, the Company granted 253,956 finders' warrants in connection with the private placement. All finders' warrants are exercisable at $0.15 per share until July 30, 2022. The fair value of these warrants were determined using the Black-Scholes option pricing model with the following weighted average assumptions:

Risk-free interest rate	0.26%
Expected term (in years)	2
Estimated dividend yield	0%
Weighted-average estimated volatility	261.63

(Expressed in Canadian Dollars)

Some of the Company's warrants with a $CAD exercise price have been recognized as a derivative liability given the functional currency of the Company is US$ and therefore do not meet the "fixed-for-fixed" criteria. The following is a summary of the Company's warrant derivative liabilities as at June 30, 2022 and December 31, 2021:

Balance, December 31,2019	$	48,641
Warrants issued in for settlement of bank loan		128,655
Change in fair value of derivative liability		170,647
Functional currency' translation adjustment		6,033
Balance, December 31,2020	$	353,976
Warrants issued as part of unit offerings, net of		5,445,338
Replacement warrants issued for Podkast		43,299
Warrants acquired from Podkast acquisition		209,434
Change in fair value of derivative liability'		(3,610,199)
Balance, December 31,2021	$	2,441,848
Change in fair value of derivative liability		(1,702,569)
Balance June 30, 2022		739,279

The fair value of the derivative liabilities as at December 31, 2021 was determined using the following assumptions:

Risk-free interest rate 0.53% and 0.67%
Expected term (in years) 0.83 – 2.81
Estimated dividend yield 0%
Weighted-average estimated volatility 127.53%

The fair value of the derivative liabilities as at December 31, 2020 was determined using the following weighted average assumptions:

Risk-free interest rate 0.21 %
Expected term (in years) 1.65
Estimated dividend yield 0%
Weighted-average estimated volatility 213.33%

1. Stock Options

Options transactions and the number of options outstanding are summarized as follows:

	Number of Options		Weighted Average Exercise Price
Outstanding, December 31, 2019	506,784	$	2.30
Expired	{77,446}		2.50
Outstanding, December 31, 2020	429,338	$	2.27
Expired	{195,338}		2.00
Outstanding, December 31, 2021 and June 30, 2022	234,000	$	2.18

When the Company issues stock options, it records a share-based compensation in the year or period which the options are granted and/or vested. The expense is estimated using the following assumptions. Due to the lack of historical pricing information for the Company, the expected volatility is based on an average of historical prices of a comparable group of companies within the same industry. The risk-free interest rate is based on yield curves on Canadian government zero coupon bonds with a remaining term equal to the expected life of the stock options. The Company used historical data to estimate option exercise, forfeiture and employee termination within the valuation model. The Company has not paid and does not anticipate paying dividends on its common shares. Based on the best estimate, management applied the estimated forfeiture rate of 0%.

(Expressed in Canadian Dollars)

The following options were outstanding at June 30, 2022:

Grant Date	Expiry **Date**	**Exercise Price**	**Number of** Options	**Exercisable**
January 30, 2018	January 30, 2023	$ 2.50	160,000	160,000
December 18, 2018	December 31, 2023	$ 1.50	74,000	74,000
			234,000	234,000

7. INCOME TAXES

Management continually evaluates the likelihood that its deferred tax assets could be realized. The Company recognizes tax benefits on losses or other deductible amounts generated where it is probable that sufficient taxable income will exist in the future to utilize deferred tax assets.

8. BANK DEBT

On December 17,2018, the Company entered into a commercial agreement with a major Canadian financial institution (the "Bank") to provide four credit facilities ("Facilities") for working capital and acquisitions.

In August 2020, the Company reached an agreement with the Bank to settle all outstanding debt in exchange for (i) 500,000 common share purchase warrants (the "Settlement Warrants") of the Company; and (ii) a cash payment of $825,000. Each Settlement Warrant is exercisable into one common share of the Company at a price of $0.275 per share for a period of 24 months from the date of issue.

During the year ended December 31, 2020, 500,000 common share purchase warrants were issued to the Bank in full settlement of the outstanding bank loan of $10,890,042 and its accrued interest of $403,473 together with the cash payments of $825,000. The settlement warrants were valued using the Black-Scholes model resulting in fair value of $128,655, resulting in a gain of $10,339,860. The warrants issued are presented as a derivative liability as they do not meet the fixed-for-fixed criteria. All securities and registrations required by the settlement agreement have been discharged.

9. LOAN PAYABLE

The Company signed a promissory note agreement related to the acquisition of 495 for $1,035,010. The loan was repayable on or before February 1, 2019. The loan begins accruing interest at a rate of 6% per annum in the event the principal is not repaid on the due date. The loan is unsecured.

On April 24, 2020, the Company entered into a mutual release agreement with the former owner of 495 in full settlement of outstanding loan payable of $1 ,091 ,936 and its accrued interest of $16,397.Pursuant to the agreement, the Company agreed to pay the seller the equivalent of USD $125,000 in four installments:

(i) USD $25,000 by June 1, 2020 (paid);
ii) USD $25,000 by September 1, 2020 (paid);

(Expressed in Canadian Dollars)

iii) USD $25,000 by December 1, 2020 (paid);
iv) USD $50,000 by March 1, 2021 (paid); and
v) issuance of 150,000 common shares (issued).

During the year ended December 31, 2020, repayments of $70,142 were made toward the outstanding balance of the loan and 150,000 common shares with a fair value of $15,000 were issued in connection with the mutual release agreement. As at December 31, 2020, the outstanding balance was $95,490, including interest payable of $nil as at December 31, 2020. A gain of $927,701 from settlement of debt was recognized in the statement of comprehensive income (loss).

During the year ended December 31, 2021, the Company repaid an amount of $76,549 towards the outstanding balance of the loan. The remaining balance of $18,941 was forgiven by the lender and is included as a gain on debt forgiveness in profit and loss.

10. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment consist of the following:

	Digital mining equipment	Studio	Office equipment and furniture	Total
Cost of Assets				
Balance, January 1, 2021	$ -	$ 124,301	$ 20,045	$ 144,346
Additions during the year	1,239,459	-	-	1,239,459
Balance December 31, 2021	1,239,459	124,301	20,045	1,383,805
Accumulated Amortization				
Balance, January 1, 2021	$ -	$ 74,400	$ 1,705	$ 76,105
Additions during the year	34,429	12,430	2,004	48,863
Balance December 31, 2022	34,429	86,830	3,709	124,968
Carrying Value				
Balance June 30, 2022	$ 1,205,030	$ 37,471	$ 16,336	$ 1,258,837

(Expressed in Canadian Dollars)

11. RIGHT -OF-USE ASSET AND LEASE LIABILITY

On March 22, 2021, the Company signed a lease agreement for its premises in Vancouver, British Columbia. The continuity of the ROU asset and lease liability for the period ended June 30, 2022 expiring May 31, 2024 is as follows:

Right-of-use asset			
Balance, December 31, 2020	$	-	-
Addition			195,484
Depreciation			(70,591)
Balance, June 30, 2022	$		133,523

Lease liability			
Balance, December 31, 2020	$	-	-
Addition			195,484
Lease payments			(80,364)
Lease interest			18,133
Balance, June 30, 2022	$		133,253

Current Portion	$	65,576
Long-term Portion	$	67,677

12. SEGMENTED INFORMATION

The Company currently operates in one reportable operating segment being broadcasting services. In 2021, the Company operated in a single reportable operating segment: digital branding and advertising. As at June 30, 2022, the Company's has started operations in the Bitcoin Mining operating segment. Assets and operations are based in Canada and in the USA.

100% of its current revenues were earned from one Canadian customer. As at June 30, 2022, the Company earned $nil (2021 - $Nil) revenue from United States customers.

13. RELATED PARTY TRANSACTIONS

During the period ended June 30, 2022, the Company paid consulting fees of $402,720 (2021 - $31,904) to companies controlled by family members of officers and directors.

At June 30, 2022, included in accounts payable and accrued liabilities is $Nil (December 31, 2021 - $Nil) and included in due to related parties is $237,939 (December 31, 2021 - $183,346). These amounts are due to officers, directors, and companies related through common officers and directors.

The amounts due to related parties are without stated terms or repayment or interest and are unsecured.

In 2018, the Company acquired certain patents from a company controlled by an officer of the Company and recorded a payable in the amount of $625,000. During the year ended December 31, 2021, the Company paid the full amount of $625,000 (2020 - $nil) in connection to the patents.

These transactions are in the normal course of business and have been valued in these consolidated financial statements at the fair value of the consideration paid.

Key management compensation

The Company’s key management consist of executive officers and directors:

The compensation recorded to key management personnel during the periods ended June 30, 2022 and 2021 were as follows:

(Expressed in Canadian Dollars)

	Six months ended June 30, 2022	2021
Management, director, and consulting fees	$ 402,720	$ 31,904

14. OTHER LIABILITIES AND CONTINGENCIES

	June 30, 2022	December 31, 2021
Legal fees – others	$ 434,931	$ 434,931
Obligation to issue shares	50,000	50,000
	$ 484,931	$ 484,931

Lerna and Lernalabs

On January 20, 2020, the Company entered into an amended settlement agreement with Lerna, LLC ("Lerna") and Lernalabs Ltd. ("Lernalabs") pursuant to which the Company agreed to issue 750,000 common shares to Lerna and Lernalabs in full settlement of the amount owing of $851,695. In addition, a further 185,000 common shares owned by an officer of the Company were transferred to another officer of the Company. The fair value of the 750,000 common shares was determined to be $75,000. The shares were issued on June 12, 2020, in full settlement of the debt of $75,000.

As at June 30, 2022, a payable of $434,931 (2021 - $434,931) remains outstanding which is due to the lawyers responsible for negotiating the various agreements with Lerna and Lernalabs. The Company does not agree with the amount payable and will dispute and/or challenge any efforts at collection.

15. NON-CONTROLLING INTEREST

As at June 30, 2022, the Company has a 98% interest in Podkast. The summarized financial information of Podkast as at December 31, 2021 is as follows: current asset of $41,906, current liabilities of $552,661.

16. ACQUISITION OF PODKAST

On July 15, 2021, the Company entered into a share purchase agreement (the "Share Purchase agreement") with Podkast and certain shareholders of Podkast (the "Vendors"), pursuant to which, and subject to the terms and conditions of the Share Purchase Agreement, the Company acquired approximately 87% of the issued and outstanding common shares of Podkast. Subsequently the Company has increased ownership of Podkast shares to 98%. As the Company previously controlled Podkast, the transaction resulted in a change of the Company's stake and was accounted for as an equity transaction.

Podkast is a private company, which is in the business of providing audio and video subscription platform technology to clients and offering additional services such as customer acquisition, advertising and non-fungible token ("NFT") creation to allow their clients to sell audio, video and music content to fans.

As at June 30, 2022, the Company has issued 33,771,358 common shares, to the shareholders of Podkast as consideration, representing approximately 98% of the issued and outstanding Podkast shares. The Company has subsequently acquired more Podkast shares, see Subsequent Events.

(Expressed in Canadian Dollars)

The Company has determined that this transaction is a business combination as the assets acquired and liabilities assumed constitutes a business. The transaction was accounted for using the acquisition method of accounting whereby the assets acquired and liabilities assumed were recorded at their estimated fair values at the acquisition date.

The following table summarizes the estimated amounts of assets acquired and liabilities assumed at the date of acquisition.

Fair value of net assets acquired	**$**
Cash	934
Deposit and receivables	178,646
Property, equipment, and plant	61,356
Contract	112,000
Tradenames & trademarks	1,162,000
Accounts payable and accrued liabilities	(111,875)
Liability to related parties	(315,946)
Derivative liability	(209,434)
Total identifiable net assets acquired	877,681
Non-controlling interest	(108,923)
Goodwill	2,419,453
	3,188,211

Fair value of consideration paid	**$**
29,951,548 common shares	3,144,912
Fair value of replacement warrants	43,299
	3,188,211

As part of the consideration paid, the Company issued 3,457,374 replacement warrants with a weighted average exercise price of $0.24 and a weighted average term of 1.42 years. The replacement warrants issued on acquisition date have an estimated fair value of $43,299, calculated using the Black-Scholes option pricing model assuming a share price of $0.105, average risk-free interest rate of 0.81%, dividend rate of 0%, and volatility of 71%. The warrants are presented as a derivative liability as they do not meet the "fixed-for-fixed" criteria.

The resulting goodwill represents the established growth potential and synergies between Podkast and the Company. As at December 31, 2021, management determined the carrying value of intangible assets and goodwill resulting from the acquisition of Podkast exceeded their estimated fair value. In measuring the recoverable value of goodwill, the Company used a discounted cash flow model but determined it could not reliably estimate future revenue streams. The Company compared the indicated fair value using level 3 assumptions to the carrying value of goodwill, and as a result of the analysis, an impairment charge of $2,419,453 was recorded to write down goodwill and $1,090,483 was recorded to write down intangibles for the year ended December 31, 2021.

(Expressed in Canadian Dollars)

17. EARNINGS (LOSS) PER SHARE

The calculation of basic and diluted earnings (loss) per share for the relevant years is based on the following:

	Six months ended June 30, 2022	2021
Net earnings (loss) for the period	$ 907,424	$ (3,765,800)
Basic and diluted weighted average number of common shares outstanding	122,007,786	40,240,049
Basic and diluted income (loss) per share	$ 0.01	$ (0.09)

18. GENERAL AND ADMINISTRATIVE EXPENSES

	Six Months Ended June 30, 2022	2021
Office, software and general	$ 34,203	$ 80,275
Accounting, legal and audit	131,317	267,203
Consulting	149,619	438,105
Management fees	357,400	159,286
Insurance	549	2,917
Office lease	14,795	3,832
Total	$ 687,833	$ 951,290

19. SUBSEQUENT EVENTS

The Issuer's previously announced letter of intent to acquire the exclusive use of 53 Megawatts of hydro powered Bitcoin mining datacenter hosting within Canada has been mutually put on hold by the vendor and Issuer until markets improve.

The Company has extended the 2020 warrant expiry dated to July 30, 2023. All other terms and conditions of the 2020 warrants remain the same. The Company has extended the 2021 warrant expiry dates to July 1, 2023. All other terms and conditions of the 2021 warrants remain the same.

Pursuant to the Share Purchase Agreement dated July 15, 2021, between the Company, Podkast Entertainment Corp., and Podkast shareholders, the Company issued an additional 389,280 of its common shares to acquire 480,000 shares of Podkast Entertainment Corp., bringing the Company's ownership of Podkast to 99.6%.

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