SOFTLAB9 SOFTWARE SOLUTIONS INC.
(formerly APPX Group Holdings Inc.)

Condensed Consolidated Interim Financial Statements
Six Month Ended June 30, 2019

(Expressed in Canadian dollars)

NOTICE TO READER

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

The accompanying unaudited condensed consolidated interim financial statements of Softlab9 Software Solutions Inc. (formerly “APPx Group Holdings Inc.”) (the “Company”) have been prepared by and are the responsibility of management. These condensed consolidated interim financial statements for the six months ended June 30, 2019 have not been reviewed or audited by the Company’s independent auditors. All amounts are stated in Canadian dollars.

SoftLab9 Software Solutions Inc. (formerly APPx Group Holdings Inc.)
Condensed Consolidated Interim Statements of Financial Position
(Expressed in Canadian dollars)

	June 30, 2019 $	December 31, 2018 $
	(unaudited)	
ASSETS		
CURRENT ASSETS		
Cash	454	59,074
Amounts receivable	137,397	158,150
Prepaid expenses and deposits	39,772	116,685
Loan receivable	—	20,165
TOTAL CURRENT ASSETS	177,623	354,074
NON-CURRENT ASSETS		
Property and equipment (Note 6)	77,666	101,014
TOTAL ASSETS	255,289	455,088
LIABILITIES		
CURRENT LIABILITIES		
Accounts payable and accrued liabilities (Note 11)	752,568	471,621
Loans payable (Note 12)	125,000	–
TOTAL LIABILITIES	877,568	471,621
SHAREHOLDERS' EQUITY (DEFICIT)		
Share capital	5,129,838	5,083,726
Share-based payment reserve	868,834	294,931
Deficit	(6,548,693)	(5,322,951)
TOTAL SOFTLAB9 SOFTWARE SOLUTIONS INC. SHAREHOLDERS' EQUITY (DEFICIT)	(550,021)	55,706
Non-controlling interest	(72,258)	(72,239)
TOTAL SHAREHOLDERS' DEFICIT	(622,279)	(16,533)
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIT)	255,289	455,088

Nature of operations (Note 1)
Commitment (Note 13)
Subsequent events (Note 17)

Approved and authorized for issuance on behalf of the Board of Directors on August 29, 2019:

/s/ "Rahim Mohamed"
Rahim Mohamed, Director

/s/ "Derrick Lewis"
Derrick Lewis, Director

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

SoftLab9 Software Solutions Inc. (formerly APPx Group Holdings Inc.)
Condensed Consolidated Interim Statements of Operations and Comprehensive Loss
(Expressed in Canadian dollars)
(unaudited)

	Three months ended June 30, 2019 $	Three months ended June 30, 2018 $	Six months ended June 30, 2019 $	Six months ended June 30, 2018 $
REVENUE	–	11	–	11
EXPENSES				
Advertising and marketing fees (Note 11)	6,758	52,582	60,380	76,961
Amortization (Note 5 and 6)	11,674	1,362	23,348	4,260
Consulting and management fees (Note 11)	181,026	76,817	305,119	94,688
General and administrative (Note 11)	5,372	74,559	132,277	83,769
Professional fees	21,902	83,109	33,232	121,826
Research and development costs (Note 11)	(2,048)	115,153	62,507	186,495
Share-based compensation (Note 10)	53,689	–	580,515	–
Transfer agent and filing fees	19,506	27,673	24,738	28,863
Travel	–	6,822	3,645	19,549
TOTAL EXPENSES	297,879	438,077	1,225,761	616,411
LOSS BEFORE OTHER INCOME (EXPENSE)	(297,879)	(438,066)	(1,225,761)	(616,400)
OTHER INCOME (EXPENSE)				
Forgiveness of related party debt (Note 11)	—	—	—	275,180
Write-down of assets held for sale	—	(1,260,962)	—	(1,260,962)
Impairment of goodwill	—	(33,589)	—	(33,589)
NET INCOME (LOSS) AND COMPREHENSIVE INCOME (LOSS)	(297,879)	(1,732,617)	(1,225,761)	(1,635,771)
Less: net loss attributable to the non-controlling interest	(193)	5,699	19	10,296
NET INCOME (LOSS) ATTRIBUTABLE TO SOFTLAB9 SOFTWARE SOLUTIONS INC.	(298,072)	(1,726,918)	(1,225,742)	(1,625,475)
Income (Loss) per share attributed to Softlab9 Software Solutions Inc., basic and diluted	(0.00)	(0.03)	(0.02)	(0.05)
Weighted average number of common shares outstanding	63,503,949	50,871,578	68,654,529	33,910,345

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

SoftLab9 Software Solutions Inc. (formerly APPx Group Holdings Inc.)
Condensed Consolidated Interim Statements of Changes in Equity
(Expressed in Canadian dollars)
(unaudited)

	Number of common shares	Share capital $	Special warrants $	Warrant reserve $	Share-based payment reserve $	Deficit $	Non-controlling interest $	Total $
Balance, December 31, 2017	75	150	–	–	–	(272,040)	–	(271,890)
Shares issued for share exchange agreement	48,921,478	2,146,667	–	–	–	–	11,262	2,157,929
Shares issued as finder's fees for acquisition	1,883,333	282,500	–	–	–	–	–	282,500
Special warrants issued for cash	–	–	1,930,000	–	–	–	–	1,930,000
Special warrants issuance costs	66,667	10,000	(217,358)	–	–	–	–	(207,358)
Finder's warrants issued	–	–	(132,583)	132,583	–	–	–	–
Net loss for the period	–	–	–	–	–	(1,625,475)	(10,296)	(1,635,771)
Balance, June 30, 2018	50,871,553	2,439,317	1,580,059	132,583	—	(1,897,515)	966	2,255,410
Conversion of special warrants	17,874,000	1,930,000	(1,930,000)	–	–	–	–	–
Conversion of special warrants issue costs	–	(349,941)	349,941	–	–	–	–	–
Shares issued pursuant to warrant exercises	1,234,000	317,683	–	(132,583)	–	–	–	185,100
Shares issued for services	222,223	46,667	–	–	–	–	–	46,667
Shares issued for share exchange agreement	3,333,333	700,000	–	–	–	–	–	700,000
Share based payments	–	–	–	–	294,931	–	–	294,931
Net loss for the period	–	–	–	–	–	(3,425,436)	(73,205)	(3,498,641)
Balance, December 31, 2018	73,535,109	5,083,726	–	–	294,931	(5,322,951)	(72,239)	(16,533)
Shares issued for services	250,000	27,500	–	–	–	–	–	27,500
Shares issued pursuant to option exercises	200,000	18,612	–	–	(6,612)	–	–	12,000
Voluntary cancellation of common shares	(20,154,444)	–	–	–	–	–	–	–
Share based payments	–	–	–	–	580,515	–	–	580,515
Net loss for the period	–	–	–	–	–	(1,225,742)	(19)	(1,225,761)
Balance, June 30, 2019	53,830,665	5,129,838	–	–	868,834	(6,548,693)	(72,258)	(622,279)

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

Softlab9 Software Solutions Inc. (formerly APPx Group Holdings Inc.)
Condensed Consolidated Interim Statement of Cash Flows
(Expressed in Canadian dollars)
(unaudited)

	Six Months Ended June 30, 2019 $	Six Months Ended June 30, 2018 $
OPERATING ACTIVITIES		
Net income (loss) for the period	(1,225,761)	(1,635,771)
Items not involving cash:		
Amortization	23,348	4,260
Forgiveness of related party debt	–	(275,180)
Impairment of goodwill	–	1,260,962
Write-down of assets held for sale	–	33,589
Shares issued for services	27,500	–
Share-based compensation	580,515	–
Change in non-cash working capital items:		
Amounts receivable	40,918	(51,183)
Prepaid expenses	76,913	(40,810)
Accounts payable and accrued liabilities	280,947	(24,284)
Net cash used in operating activities	(195,620)	(728,417)
INVESTING ACTIVITY		
Cash acquired on acquisition	–	806,319
Purchase of equipment	–	(318,800)
Net cash provided by investing activity	–	487,519
FINANCING ACTIVITIES		
Proceeds from issuance of special warrants	–	1,930,000
Special warrants issuance costs	–	(207,358)
Repayment of loan payable	–	(15,000)
Proceeds from exercise of stock options	12,000	–
Proceeds from loans	125,000	–
Net cash provided by financing activities	137,000	1,707,642
Change in cash	(58,620)	1,446,744
Cash, beginning of period	59,074	–
Cash, end of period	454	1,446,744
Non-cash investing and financing activities:		
Fair value of exercised warrants	6,612	–
Share purchase warrants issued as finder's fees	–	132,583
Reclassification of intangible assets to assets held for sale	–	408,589
Shares issued pursuant to reverse takeover transaction	–	2,146,667
Shares issued for finder's fee	–	10,000

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

1. NATURE OF OPERATIONS AND GOING CONCERN

Softlab9 Software Solutions Inc. (formerly Appx Group Holdings Inc.) (the "Company") is a private start-up technology incubator, specializing in launching, acquiring and vertically integrating technology companies. The Company incubates multiple mobile technologies internally while providing engineering, capital, executive management and strategic development services. The Company's head office is located at Suite 605, 815 Hornby Street, Vancouver, B.C., V6Z 2E6.

The Company was incorporated as CDN BVentures Ltd. on October 30, 2014 under the Business Corporations Act (British Columbia) as a wholly-owned subsidiary of a reporting issuer, Web Watcher Systems Ltd. ("Web Watcher"). On December 9, 2014, Web Watcher entered into an arrangement agreement (the "Arrangement Agreement") with the Company. Under the terms of the Arrangement Agreement, Web Watcher was to complete a plan of arrangement which would divest Web Watcher of the asset consisting of a letter of intent, which would be divested to the Company for consideration of 960,234 common shares of the Company. Web Watcher received shareholder approval for the Arrangement Agreement at an annual general and special meeting of shareholders held on January 29, 2015 and received final approval to the Arrangement Agreement from the Supreme Court of British Columbia on February 5, 2015. The Arrangement Agreement was completed on October 24, 2017.

On October 26, 2017, the Company completed a share exchange agreement (the "Transaction") with APPx Technologies Inc. (formerly Appature Technologies Inc.) ("ATI"). ATI was incorporated on December 31, 2007 under the laws of the province of British Columbia, Canada.

On March 2, 2018, the Company completed a share exchange agreement (the "Transaction") with RewardDrop Software Inc. ("RSI") was incorporated was incorporated under the Canada Business Corporation Act as a private company on August 22, 2017.

Under the terms of the Transaction, the Company issued 33,333,333 common shares in exchange for 150 of issued and outstanding shares of RewardDrop Software Inc., which represents 100% ownership of RSI. As a result of the Transaction, the shareholders of RSI own 68.2% of APPX. Refer to Note 4.

These condensed consolidated interim financial statements have been prepared on the assumption the Company will continue as a going concern. As at June 30, 2019, the Company has a working capital deficit of $699,945, minimal revenue, negative cash flows from operations, and an accumulated deficit of $6,548,693. Without additional financing, the Company may not be able to fund its ongoing operations and complete development activities. The Company intends to finance its future requirements through a combination of debt and/or equity issuances. There is no assurance that the Company will be able to obtain such financings or obtain them on favorable terms. These factors indicate existence of a material uncertainty that may cast doubt on the Company's ability to continue as a going concern. These condensed consolidated interim financial statements do not reflect any adjustments that may be necessary if the Company is unable to continue as a going concern.

2. BASIS OF PRESENTATION

(a) Statement of Compliance

These condensed consolidated interim financial statements of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee. The unaudited condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard ("IAS") 34 "Interim Financial Reporting". They do not include all of the information required for full annual financial statements and should be read in conjunction with the Company's audited annual financial statements for the fiscal period ended December 31, 2018.

2. BASIS OF PRESENTATION (continued)

(b) Basis of Presentation (continued)

These condensed consolidated interim financial statements include the accounts of the Company and its 90.56% owned subsidiary, ATI and ATI's wholly owned subsidiary, APPx Technologies Inc. (AB) and wholly owned subsidiaries, RewardDrop Software Inc. and Santos Torres Ltd. (inactive). All significant inter-company balances and transactions have been eliminated on consolidation.

These condensed consolidated interim financial statements have been prepared on a historical cost basis, except for certain financial instruments that have been measured at fair value. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information and are presented in Canadian dollars, which is the Company's functional and reporting currency.

(c) Significant Accounting Judgments and Estimates

The preparation of condensed consolidated interim financial statements in accordance with IFRS requires management to make certain critical accounting estimates and assumptions that effect the amounts reported in the consolidated financial statements and notes thereto. Actual amounts could differ from these estimates and assumptions. Estimates and underlying assumptions are reviewed on an ongoing basis. The impact of changes to estimates are recognized in the year estimates are revised and may impact future periods.

Critical Accounting Judgments:

<u>Categories of Financial Instruments</u>

The determination of categories of financial assets and financial liabilities has been identified as an accounting policy, which involves judgments or assessments made by management.

<u>Going Concern Assumption</u>

Management is required to determine whether or not the going concern assumption is appropriate for the Company at the end of each reporting period. Considerations taken into account include available information about the future including the availability of financing and revenue projection, as well as current working capital balance and future commitments of the Company.

Critical Accounting Estimates:

<u>Unrecognized Deferred Income Tax Assets</u>

Unrecognized deferred income tax assets are made using the best estimate of the temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred income tax is determined on a non-discounted basis using tax rates and laws that have been enacted or substantively enacted at the consolidated statement of financial position date and are expected to apply when the deferred tax asset or liability is settled. Deferred income tax assets are recognized to the extent that it is probable that the assets can be recovered.

2. BASIS OF PRESENTATION (continued)

(c) Significant Accounting Judgments and Estimates (continued)

Fair Values of Assets and Liabilities Acquired in Business Combinations

The Company is required to recognize separately, at the acquisition date, the identifiable assets, liabilities and contingent liabilities acquired or assumed in a business combination at their fair values, which involves estimates. Such estimates are based on valuation techniques, which require considerable judgment in forecasting future cash flows and developing other assumptions.

Fair Values of Share-based Compensation

The Company is required to recognize at the acquisition date the fair values of share-based compensation for assets acquired based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable and which involves estimates.

Useful Life of Equipment and Intangible Assets

Equipment and intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses. Amortization is calculated using management's best estimate on the useful life of the equipment and intangible assets. The Company reviews its estimate of the useful life of depreciable assets at each reporting date.

Recoverability of Intangible Assets

The Company assesses the carrying values of its intangible assets annually or more frequently if warranted by a change in circumstances. If it is determined that carrying values of the assets cannot be recovered, the unrecoverable amounts are charged against net loss. Recoverability is dependent upon assumptions and judgments regarding market conditions, costs of production, and sustaining capital requirements. Other assumptions used in the calculation of recoverable amounts are discount rates, future cash flows and profit margins. A material change in assumptions may significantly impact the potential impairment of these assets.

3. SIGNIFICANT ACCOUNTING POLICIES

These condensed consolidated interim financial statements have been prepared on the basis of accounting policies and methods of computation consistent with those applied in the Company's audited annual financial statement for the fiscal period ended December 31, 2018.

4. ACQUISITION OF REWARDDROP SOFTWARE INC.

On March 2, 2018, the Company completed the Transaction with RSI. Upon closing of the Transaction, the former shareholders of RSI owned 68.2% of the combined entity, APPx's board of directors and senior management were reconstituted and consist of the directors and senior management of RSI. Given the majority ownership of the common shares of the Company and the representation on the Company's Board of Directors and senior management are held by the former shareholders of RSI, RSI has the power to govern the financial and operating policies so as to obtain benefits from the activities of the Company. The Transaction constitutes a reverse acquisition where RSI is considered the accounting acquirer of APPX.

The acquisition is constituted a reverse takeover ("RTO") under IFRS 3, *Business Combinations* by RSI for the net assets of the APPX, as a result of reverse acquisition accounting, these consolidated financial statements represent a continuation of RSI's financial statements and the acquisition of the Company.

(Expressed in Canadian dollars)

4. ACQUISITION OF REWARDDROP SOFTWARE INC. (continued)

The fair value of the 70 common shares of the Company that were deemed to have been issued and retained by the former shareholders of the Company was $2,146,667 which was determined based on the fair value of RSI as determined by a third-party valuator on the date of the Transaction as follows:

	$
Fair value of RSI, at date of acquisition	4,600,000
Number of shares issued and outstanding of RSI, at date of acquisition	150
Per share value of RSI, at date of acquisition	30,667
Number of RSI shares issued to former shareholders of APPX	70
Fair value of RSI shares issued to former shareholders of APPX	2,146,667

The fair value of all consideration given up to acquire APPX is as follows:

	$
Fair value of RSI shares issued to former shareholders of APPX	2,146,667
Finders shares - 1,883,333 shares at $0.15 per share	282,500
Fair value of RSI shares issued to former shareholders of APPX	2,429,167
Plus: Non-controlling interest held in APPX	11,262
Fair value of consideration given up to acquire APPX	2,440,429
Less fair value of identifiable assets and liabilities of APPX acquired:	
Cash	806,319
Amounts receivable	10,107
Prepaid expenses	88,200
Intangible assets	411,487
Loan receivable	23,396
Accounts payable and accrued liabilities	(145,042)
Loan payable	(15,000)
Net assets acquired	1,179,467
Goodwill on acquisition	1,260,962

During the year ended December 31, 2018, the Company recognized a $1,260,962 impairment of goodwill due to the uncertainty of future cash flows.

(Expressed in Canadian dollars)

5. INTANGIBLE ASSETS

	SweetrLife Application $	Tinderama Application $	SWIIPE Application $	PRIDE Application $	Total $
Cost:					
Balance, August 22, 2017 (date of incorporation) and December 31, 2017	–	–	–	–	–
Additions	183,707	100,000	77,780	50,000	411,487
Impairment	(180,809)	(100,000)	(77,780)	(50,000)	(408,589)
Balance, December 31, 2018 and June 30, 2019	2,898	–	–	–	2,898
Accumulated amortization:					
Balance, August 22, 2017 (date of incorporation) and December 31, 2017	–	–	–	–	–
Additions	2,898	–	–	–	2,898
Balance, December 31, 2018 and June 30, 2019	2,898	–	–	–	2,898
Carrying amounts:					
As at December 31, 2018	–	–	–	–	–
As at June 30, 2019	–	–	–	–	–

During the year ended December 31, 2018, the Company recorded an impairment on intangible assets of $408,589 due to the uncertainty of future of cash flows.

6. PROPERTY AND EQUIPMENT

	Crypto Mining Equipment $	Computer Equipment $	Furniture and Equipment $	Leasehold Improvements $	Total $
Cost:					
Balance, August 22, 2017 (date of incorporation) and December 31, 2017	–	–	–	–	–
Additions	318,512	70,545	41,416	16,386	446,859
Impairment	(318,512)	–	–	–	(318,512)
Balance, December 31, 2018 and June 30, 2019	–	70,545	41,416	16,386	128,347

As at December 31, 2018, the Company recognized an impairment of $318,512 for its crypto currency mining equipment due to the uncertainty of future cash flows.

(Expressed in Canadian dollars)

6. PROPERTY AND EQUIPMENT (continued)

	Crypto Mining Equipment $	Computer Equipment $	Furniture and Equipment $	Leasehold Improvements $	Total $
Accumulated amortization:					
Balance, December 31, 2018	–	18,744	4,810	3,779	27,333
Additions		17,636	4,142	1,570	23,348
Balance, June 30, 2019	–	36,380	8,952	5,349	50,681
Carrying amounts:					
As at December 31, 2018	–	51,801	36,606	12,607	101,014
As at June 30, 2019	–	34,165	32,464	11,037	77,666

7. SHARE CAPITAL

(a) On March 2, 2018, RSI issued 48,921,478 common shares pursuant to the merger with the Company. The Company issued 1,883,333 common shares with a fair value of $282,500 as a finder's fee on the transaction. Refer to Note 4.

(b) On March 13, 2018, the Company issued 66,667 common shares with a fair value of $10,000 pursuant to an agency agreement.

(c) On July 5, 2018 and July 30, 2018, the Company converted 17,874,000 special warrants into common shares of the Company. Refer to Notes 8(a) and (b).

(d) On November 9, 2018, the Company issued 222,223 common shares with a fair value of $46,667 for consulting services.

(e) On November 9, 2018, the Company issued 3,333,333 common shares with a fair value of $700,000 pursuant to the acquisition of Santos Torres Ltd. During the year ended December 31, 2018, the Company recognized a $700,000 impairment of goodwill due to the uncertainty of recoverability as the acquired company has no assets or liabilities.

(f) On November 13, 2018, the Company issued 1,234,000 common shares for proceeds of $185,100 pursuant to the exercise of share purchase warrants. The fair value of the share purchase warrants of $132,853 was transferred from warrant reserve to share capital.

(g) On March 14, 2019 the Company issued 250,000 common shares with a fair value of $27,500 for consulting services.

(h) On March 14, 2019, the Company issued 200,000 common shares for proceeds of $12,000 pursuant to the exercise of stock options. The fair value of the stock options of $6,612 was transferred from share-based payment reserve to share capital.

(i) On May 15, 2019, the former CIO and CTO voluntarily cancelled all of the common shares held in each of their names. A total number of 20,154,444 common shares were cancelled.

Shares issued by the Company prior to the reverse takeover acquisition:

(j) On January 10, 2018, the Company issued 600,621 common shares to settle accounts payable of $90,039.

7. SHARE CAPITAL (continued)

Shares issued by the Company prior to the reverse takeover acquisition (continued):

(k) On February 27, 2018, the Company completed a non-brokered private placement of 5,007,333 special warrants in the capital of the Company at a price of $0.10 per special warrant for proceeds of $751,100, of which $64,045 was received as at December 31, 2017. The special warrants are exercisable by the holders thereof at any time after February 27, 2018 for no additional consideration and all unexercised special warrants will be deemed to be exercised without any further action on the part of the holder on the earlier of: (a) June 28, 2018, and (b) the third business day after a receipt is issued for a final prospectus by the securities regulatory authorities in each of the provinces of Canada where the special warrants are sold, qualifying the common shares to be issued upon the exercise or deemed exercise of the special warrants. In connection with this private placement of special warrants, the Company issued 309,213 common shares and 133,333 share purchase warrants with each warrant entitling the holder to purchase one additional common share exercisable at $0.38 per share until February 28, 2019.

(l) On February 27, 2018, the Company issued 411,075 common shares to settle debt of $61,661.

8. SPECIAL WARRANTS

Special warrants transactions after the reverse asset acquisition:

(a) On March 13, 2018, the Company closed a brokered private placement of 12,866,667 special warrants at a price of $0.15 per special warrant for gross proceeds of $1,930,000. Each special warrant is exercisable by the holder to receive one common share of the Company for no additional consideration, and all unexercised special warrants will be deemed to be exercised without any further action on the earlier of: (a) July 14, 2018, and (b) the third business day after a receipt is issued for a final prospectus by the securities regulatory authorities in each province where the special warrants were sold, qualifying the common shares to be issued upon the exercise of the special warrants. These were converted to common shares on July 30, 2018.

Pursuant to an agency agreement entered into between the Company and the Agent, an aggregate of 1,351,000 share purchase warrants were issued to the Agent, representing 7% of the special warrants sold. An additional 500,000 share purchase warrants were issued to the Agent in consideration of advisory services rendered under the agreement. Each warrant issued to the Agent is exercisable at a price of $0.10 per share for a period of two years. The share purchase warrants issued were fair valued at $132,583 using the Black-Scholes option pricing model assuming no expected dividends, no forfeitures, a risk-free rate of 1.79%, expected volatility of 150%, and expected life of two years The Company paid the Agent $135,100 and incurred share issuance costs of $72,258. In addition, the Company issued 66,667 common shares with a fair value of $10,000 pursuant to the agency agreement.

Special warrants transactions before the reverse asset acquisition:

(b) On February 27, 2018, the Company completed a non-brokered private placement of 5,007,333 special warrants in the capital of the Company at a price of $0.15 per special warrant for proceeds of $751,100, of which $64,045 was received as at December 31, 2017.

The special warrants are exercisable by the holders thereof at any time after February 27, 2018 for no additional consideration and all unexercised special warrants will be deemed to be exercised without any further action on the part of the holder on the earlier of: (a) June 28, 2018, and (b) the third business day after a receipt is issued for a final prospectus by the securities regulatory authorities in each of the provinces of Canada where the special warrants are sold, qualifying the common shares to be issued upon the exercise or deemed exercise of the special warrants. In connection with this private placement of special warrants, the Company issued 309,213 common shares and 200,000 share purchase warrants with each warrant entitling the holder to purchase one additional common share exercisable at $0.38 per share until February 28, 2019. These special warrants were converted to common shares on July 5, 2018.

(Expressed in Canadian dollars)

9. SHARE PURCHASE WARRANTS

The following table summarizes the continuity of share purchase warrants:

	Number of warrants	Weighted average exercise price $
Balance, December 31, 2018	133,333	0.25
Expired	(133,333)	0.25
Balance, June 30, 2019	—	—

10. STOCK OPTIONS

The following table summarizes the continuity of stock options:

	Number of options	Weighted average exercise price $
Balance, December 31, 2018	5,277,733	0.30
Issued	14,533,333	0.07
Exercised	(200,000)	0.06
Cancelled	(13,344,399)	(0.16)
Balance, June 30, 2019	6,266,667	0.07

During the three and six months ended June 30, 2019, the Company recognized $53,689 and $58,515 (2018 - $nil), respectively, in share-based compensation. The weighted average grant date fair value of stock options granted during the six months ended June 30, 2019 was $0.04 (2018 - $nil) per option.

The fair values for stock options granted have been estimated using the Black-Scholes option-pricing model assuming no expected dividends, no forfeitures, and the following weighted average assumptions:

	2019	2018
Risk-free interest rate	1.67%	–
Expected volatility	150%	–
Expected option life (in years)	1.11	–

Additional information regarding stock options outstanding as at June 30, 2019, is as follows:

	Outstanding and exercisable		
Range of exercise prices $	Number of options	Weighted average remaining contractual life (years)	Weighted average exercise price $
0.30	300,000	1.37	0.30
0.09	666,667	0.57	0.09
0.06	3,800,000	0.69	0.06
0.05	1,500,000	1.89	0.08

(Expressed in Canadian dollars)

11. RELATED PARTY TRANSACTIONS

(a) During the three and six months ended June 30, 2019, the Company incurred $30,000 and $60,000 (2018 - $30,000 and $40,000) respectively, in consulting and management fees to a company controlled by the Chief Executive Officer of the Company ("CEO"). As at June 30, 2019, the Company owed $107,257 (December 31, 2018 - $5,250) to a company controlled by the CEO and $799 (December 31, 2018 - $799) to the CEO which is included in accounts payable and accrued liabilities. The amounts owed are unsecured, non-interest bearing and due on demand.

(b) During the three and six months ended June 30, 2019, the Company incurred $nil and $15,000 (2018 – $16,706 and $21,706), respectively, in consulting and management fees, and $nil and $15,000 (2018 – $16,706 and $21,706), respectively, in research and development fees to a company controlled by the President. As at June 30, 2019 the Company owed $6,970 (December 31, 2018 - $nil) to the company controlled by the President included in accounts payable and accrued liabilities. The amounts owed are unsecured, non-interest bearing, and due on demand. During the six months ended June 30, 2018, $50,032 owed to this company was forgiven.

(c) During the six months ended June 30, 2018, $79,349 owed to the President of the Company was forgiven pursuant to a debt settlement agreement.

(d) During the three and six months ended June 30, 2019, the Company incurred $nil and $nil (2018 - $10,000 and $20,000), respectively, in research and development fees and $nil and $nil (2018 - $20,000 and $20,000), respectively, in general and administrative costs to the former Chief Technology Officer ("CTO") of the Company. During the six months ended June 30, 2018, the total amount of $54,150 owed to the CTO of the Company was forgiven pursuant to a debt settlement agreement.

(e) During the three and six months ended June 30, 2019, the Company incurred $nil and $nil (2018 - $20,000 and $25,000), respectively, in research and development fees and $nil and $5,000 (2018- $nil and $5,000), respectively, in advertising and promotion fees to the former Chief Information Officer ("CIO") of the Company. During the six months ended June 30, 2018, the amount of $91,650 owed to the CIO of the Company was forgiven.

(f) During the three and six months ended June 30, 2019, the Company incurred $30,000 and $54,000 (2018 - $12,000 and $16,000), respectively, in consulting and management fees to a company controlled by the Chief Financial Officer of the Company. As at June 30, 2019 the Company owed $52,738 (December 31, 2018 - $nil) to a company controlled by the CFO which is included in accounts payable and accrued liabilities. The amounts owed are unsecured, non-interest bearing and due on demand.

(g) During the three and six months ended June 30, 2019, the Company incurred $10,000 and $10,000 (2018 - $nil and $nil) respectively, in consulting and management fees to a Director of the Company. As at June 30, 2019, the Company owed $10,000 to the Director which is included in accounts payable and accrued liabilities. The amounts owed are unsecured, non-interest bearing and due on demand.

12. LOANS PAYABLE

The Company has received $150,000 in loans that are unsecured, non-interest bearing and due on demand.

13. COMMITMENT

On April 5, 2018, the Company entered into a premises lease agreement which is for a five-year term beginning on July 1, 2018. The minimum lease payments over the term of the lease are as follows:

Fiscal Year	$
2019	26,349
2020	29,550
2021	32,505
2022	35,706
	124,110

(Expressed in Canadian dollars)

14. SEGMENTED REPORTING

The Company has one main operating segment specializing in launching, acquiring, and vertically integrating technology companies and all assets of the Company are located in Canada.

15. MANAGEMENT OF CAPITAL

The Company's objectives in managing capital are to ensure sufficient liquidity to finance its corporate administration and working capital. The Company manages its liquidity to minimize shareholder dilution whenever possible. The Company manages its capital through regular board meetings and ongoing review of consolidated financial information. The Company considers its capital as all components of shareholders' equity.

The Company's primary objective with respect to its capital management is to ensure that is has sufficient cash resources to carry out its strategic business objectives to acquire and/or partner with leading personal-driven social media firms and complete an exchange listing application. In order to maximize ongoing development efforts, the Company does not pay out dividends. Although the Company has been successful at raising funds in the past through the issuance of share capital, it is uncertain whether it will continue this financing.

16. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

(a) Fair Values

Assets and liabilities measured at fair value on a recurring basis were presented on the Company's consolidated statement of financial position as at June 30, 2019 as follows:

	Fair value measurements using			
	Quoted prices in active markets for identical instruments (Level 1) $	Significant other observable inputs (Level 2) $	Significant unobservable inputs (Level 3) $	Balance, June 30, 2019 $
Cash	454	–	–	454

The fair value of other financial instruments, which include amounts receivable, accounts payable and accrued liabilities, and amounts due to related parties, approximate their carrying values due to the relatively short-term maturity of these instruments.

(b) 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. As at June 30, 2019 and December 31, 2018, the Company's exposure to credit risk is the carrying value of cash and amounts receivable. The Company reduces its credit risk by holding its cash at a major Canadian financial institution. Amounts receivable mainly consists of GST and QST receivable due from the Government of Canada and Revenue Quebec. The carrying amount of financial assets represents the maximum credit exposure.

(c) Liquidity Risk

Liquidity risk is the risk that an entity will encounter difficulty in raising funds to meet commitments associated with financial instruments. To secure the additional capital necessary to pursue these plans, the Company may have to raise additional funds through equity or debt financing.

As at June 30, 2019, the Company had cash of $454 and accounts payable and accrued liabilities of $752,568. All accounts payable and accrued liabilities are due within 90 days.

(d) Foreign Exchange Rate Risk

The Company is not exposed to any significant foreign exchange rate risk.

16. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)

(e) Interest Rate Risk

The Company is not exposed to any significant interest rate risk.

17. SUBSEQUENT EVENTS

(a) On August 29, 2019, the Company completed a thirteen to one (13 to 1) share consolidation. These financial statements have not been adjusted for this share consolidation.