

Victory Square Technologies Inc.

**Condensed Consolidated Interim Financial Statements
Three and nine months ended September 30, 2023 and 2022**

Expressed in Canadian dollars



NOTICE OF NO AUDITOR REVIEW OF CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

In accordance with National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the condensed consolidated interim financial statements, they must be accompanied by a notice indicating that an auditor has not reviewed the financial statements. The accompanying condensed consolidated interim financial statements of the Company have been prepared by and are the responsibility of the Company's management. The Company's independent auditor has not performed a review of these condensed consolidated interim financial statements in accordance with standards established by the Canadian Institute of Chartered Professional Accountants for a review of condensed consolidated interim financial statements by an entity's auditor.

VANCOUVER, BC
November 29, 2023

Victory Square Technologies Inc.
Condensed consolidated interim statements of financial position
(Expressed in Canadian dollars - unaudited)

	Notes	September 30, 2023	December 31, 2022
		Unaudited	Audited
ASSETS			
Current assets			
Cash and cash equivalents	3, 11	\$ 3,299,128	\$ 3,836,815
Prepays	4	379,117	471,762
Trade receivables	5, 22	128,723	27,034
Government sales tax receivable		129,919	86,085
Inventories	6	48,532	104,271
		3,985,419	4,525,967
Non-current assets			
Investments - fair value	7	10,954,787	10,623,417
Investments - equity accounted	8	942,605	1,184,648
Due from related parties	22	194,187	272,169
Right of use asset	12	-	402,736
Property and equipment	13	2,106	31,655
Assets under development	14	489,446	-
Intangible assets	15	2,412,285	4,639,881
Goodwill	9	2,849,302	2,495,550
TOTAL ASSETS		\$ 21,830,137	\$ 24,176,023
LIABILITIES			
Current liabilities			
Trade payables	22	\$ 1,540,329	\$ 783,819
Accrued liabilities	22	1,073,936	1,213,765
Current portion of deferred revenue	20	1,842,081	1,703,821
Related party loans	22	414,583	1,187,700
Current portion of loans payable	16	490,952	417,604
Income taxes payable		80,606	80,581
Other payables	18	158,765	158,765
Current portion of convertible debt	19	173,552	121,136
Current portion of lease liability	12	-	212,196
		5,774,804	5,879,387
Non-current liabilities			
Convertible debt	19	-	160,452
CEBA loans	17	155,191	135,222
Deferred revenue	20	18,013	18,045
Deferred tax liability		143,022	367,750
Lease liability	12	-	235,993
Loans payable	16	4,797,906	4,133,337
TOTAL LIABILITIES		10,888,936	10,930,186
EQUITY			
Share capital	21	43,916,621	43,916,621
Reserve	21	14,070,038	12,419,613
Equity portion of debt	21	511,620	511,620
Broker's warrants	21	427,165	427,165
Obligation to issue shares	21	-	300,000
Accumulated other comprehensive income		(83,476)	(81,822)
Accumulated deficit		(47,466,323)	(43,527,088)
Equity attributable to owners of the Company		11,375,645	13,966,109
Non-controlling interest	27	(434,444)	(720,272)
EQUITY		10,941,201	13,245,837
TOTAL LIABILITIES AND EQUITY		\$ 21,830,137	\$ 24,176,023

Nature of operations and going concern – Note 1
Subsequent event – Note 28

See accompanying notes to the condensed consolidated interim financial statements

Victory Square Technologies Inc.
Condensed consolidated interim statements of loss and comprehensive loss
(Expressed in Canadian dollars – unaudited)

	Note	Three months ended September 30,		Nine months ended September 30,	
		2023	2022	2023	2022
Revenue	25	\$ 3,213,031	\$ 1,620,221	\$ 8,729,248	\$ 3,852,101
Cost of goods sold	25	1,826,442	710,830	4,774,895	1,731,708
		1,386,589	909,391	3,954,353	2,120,393
Expenses					
Amortization and depreciation	12,13,15	658,564	664,067	2,040,999	1,963,933
Donations		-	1,198	-	20,988
Foreign exchange loss (gain)		11,404	(4,994)	17,361	(17,892)
General and administration		641,820	361,558	1,338,110	968,887
Insurance		46,764	33,436	142,606	83,185
Investor relations		100,954	27,243	128,169	253,761
Management fees		(42,336)	30,030	31,500	65,758
Professional and consulting fees	22	1,018,706	523,012	2,692,242	1,767,716
Rent		55,133	7,487	194,071	107,182
Research and development		234,005	73,660	411,618	487,176
Sales and marketing		87,326	161,621	419,414	722,888
Share based payments	21	217,353	100,565	384,079	437,660
Transaction costs	9	-	-	-	370,285
Transfer agent and regulatory fees		55,960	16,005	188,329	95,423
Wages		528,119	465,663	1,294,192	1,976,597
Total expenses		(3,613,772)	(2,460,551)	(9,282,690)	(9,303,547)
Other Items					
Equity loss on investments	8	(60,634)	28,287	(242,043)	(63,191)
Fair value gain (loss) on investments	7	223,811	(1,681,579)	1,599,344	(5,866,378)
Gain (loss) on disposal of assets		-	-	(12,500)	24,368
Loss on divestment of investee	7	(305,529)	-	(305,529)	-
Gain (loss) on settlement of debt	8,12,24	-	-	21,043	(149,082)
Gain on settlement of receivables		-	(123,359)	-	-
Accretion, Interest and amortization of debt	12, 16,17,19	(251,354)	(176,418)	(776,646)	(879,637)
Interest and other income	26	16,088	2,415	34,372	239,884
		(377,618)	(1,950,654)	318,041	(6,694,036)
Deferred tax recovery		28,120	28,120	83,442	83,442
Net loss for the period		(2,576,681)	(3,473,694)	(4,926,854)	(13,793,748)
Other Comprehensive Income (Loss)					
Currency translation adjustment		(222,702)	(110,951)	1,654	(98,617)
Comprehensive loss for the period		(2,799,383)	(3,584,645)	(4,925,200)	(13,892,365)
Net loss attributable to:					
Shareholders of the parent company		(1,971,647)	(3,311,920)	(3,885,185)	(12,203,500)
Non-controlling interest	27	(605,034)	(161,774)	(1,041,669)	(1,590,248)
		\$ (2,576,681)	\$ (3,473,694)	\$ (4,926,854)	\$ (13,793,748)
Basic loss per share attributable to the shareholders of the parent company		\$ (0.02)	\$ (0.03)	\$ (0.04)	\$ (0.12)
Diluted loss per share attributable to the shareholders of the parent company		\$ (0.02)	\$ (0.03)	\$ (0.04)	\$ (0.12)
Weighted average number of common shares outstanding for the period - basic		99,564,971	99,564,971	99,564,971	98,032,468
Weighted average number of common shares outstanding for the period - diluted		99,564,971	99,564,971	99,564,971	98,032,468

See accompanying notes to the condensed consolidated interim financial statements

Victory Square Technologies Inc.
Condensed consolidated interim statements of changes in equity
(Expressed in Canadian dollars - unaudited)

Notes	Share Capital		Accumulated other comprehensive income	Reserve	Obligation to issue shares	Equity portion of debt	Broker's warrants	Deficit	Non-controlling interest	Total
	Number of shares	Amount								
Balance at January 1, 2022	97,930,700	\$ 42,795,726	\$ 59,400	\$ 2,226,661	\$ 1,120,895	\$ 89,944	\$ 427,165	\$ (19,337,171)	\$ 3,776,391	\$ 31,159,011
Adjustment to opening deficit	-	-	-	-	-	-	-	252,544	-	252,544
Shares issued - Hydreight earn out	1,634,271	212,455	-	908,440	(1,120,895)	-	-	-	-	-
Share issued - investment in Shop and Shout	-	-	-	-	550,352	-	-	-	-	550,352
Share-based payments	-	-	-	100,565	-	-	-	-	337,095	437,660
Subsidiary company shares issued - Finders fee	-	-	-	-	-	-	-	-	370,285	370,285
Subsidiary company shares issued - SVR acquisition	-	-	-	-	-	-	-	-	3,071,429	3,071,429
Currency translation adjustment	-	-	(98,617)	-	-	-	-	-	-	(98,617)
Net loss for the period	-	-	-	-	-	-	-	(12,203,500)	(1,590,248)	(13,793,748)
Balance at September 30, 2022	99,564,971	\$ 43,008,181	\$ (39,217)	\$ 3,235,666	\$ 550,352	\$ 89,944	\$ 427,165	\$ (31,288,127)	\$ 5,964,952	\$ 21,948,916
Balance at January 1, 2023	99,564,971	\$ 43,916,621	\$ (81,822)	\$ 12,419,613	\$ 300,000	\$ 511,620	\$ 427,165	\$ (43,527,088)	\$ (720,272)	\$ 13,245,837
Adjustment to opening deficit - subsidiary	-	-	-	(12,115)	-	-	-	(54,050)	-	(66,165)
Shares issued - Hydreight earn out	27	-	-	166,667	(300,000)	-	-	-	133,333	-
Share exchange of subsidiary	11,27	-	-	1,111,794	-	-	-	-	678,468	1,790,262
Share-based payments	-	-	-	384,079	-	-	-	-	-	384,079
Subsidiary company shares transferred	14,27	-	-	-	-	-	-	-	489,446	489,446
Shares issued and distributed - subsidiary	21	-	-	-	-	-	-	-	26,250	26,250
Currency translation adjustment	-	-	(1,654)	-	-	-	-	-	-	(1,654)
Net loss for the period	-	-	-	-	-	-	-	(3,885,185)	(1,041,669)	(4,926,854)
Balance at September 30, 2023	99,564,971	\$ 43,916,621	\$ (83,476)	\$ 14,070,038	\$ -	\$ 511,620	\$ 427,165	\$ (47,466,323)	\$ (434,444)	\$ 10,941,201

See accompanying notes to the condensed consolidated interim financial statements

Victory Square Technologies Inc.
Condensed consolidated interim statements of cash flows
(Expressed in Canadian dollars - unaudited)

	Nine months period ended September 30,	
	2023	2022
Operating activities		
Net loss for the period	\$ (4,926,854)	\$ (13,793,748)
Adjustments for non-cash items:		
Amortization and depreciation	2,040,999	1,963,933
Accretion, interest and amortization of debt	776,646	879,637
Deferred tax recovery	(83,442)	(83,442)
Foreign exchange loss (gain)	17,361	(17,892)
Transaction costs	-	370,285
Share based payments	384,079	437,660
Equity loss on investments	242,043	63,191
Fair value (gain) loss on investments	(1,599,344)	5,866,378
Loss on divestment of investee	305,529	-
Loss (gain) on disposal of assets	12,500	(24,368)
Loss (gain) on settlement of debt	(21,043)	149,082
Changes in non-cash working capital items:		
Trade receivables	(131,174)	57,732
Government sales tax recoverable	(43,107)	(36,130)
Prepays	89,145	(418,135)
Trade payables	635,893	648,193
Accrued liabilities	(287,070)	259,933
Inventories	55,739	(491,282)
Deferred revenue	138,228	1,078,864
Other payables	-	16,150
Net cash flows used in operating activities	(2,393,872)	(3,073,959)
Investing activities		
Cash used for purchase of equipment	(2,857)	-
Cash reimbursed for additions to property and equipment	-	190,894
Cash used for additions to intangible assets	-	(341,576)
Cash used on Synthesis acquisition	-	(200,000)
Cash and cash equivalents acquired on share exchange transaction	1,757,878	-
Loans to portfolio companies	(86,733)	(349,069)
Proceeds received from sale of investments	62,500	107,768
Proceeds received from divestment in investee	300,000	-
Net cash flows from (used in) investing activities	2,030,788	(591,983)
Financing activities		
Cash used for lease payments	(83,682)	(212,809)
Cash used for payments to related parties	(106,927)	(184,177)
Cash used for interest payments	-	(163,736)
Proceeds from convertible debenture	-	200,000
Proceeds on loan from PCL to AssetCo	-	225,000
Proceeds from Loan Payable, net	-	2,000,000
Net cash flows (used in) from financing activities	(190,609)	1,864,278
Effect of foreign exchange on cash	16,006	(98,939)
Change in cash and cash equivalents	(537,687)	(1,900,603)
Cash and cash equivalents, beginning	3,836,815	4,376,374
Cash and cash equivalents, ending	\$ 3,299,128	\$ 2,475,771

See accompanying notes to the condensed consolidated interim financial statements

1. Nature of Operations and Going Concern

Victory Square Technologies Inc. (“Victory Square Technologies”, “VST”, or the “Company”) was incorporated under the Business Corporation Act (British Columbia) on February 10, 2015. The condensed consolidated interim financial statements comprise the financial statements of the Company and its subsidiaries Futura Health and Wellness Inc. (“Futura”), Draft Label Technologies Inc. (“Draft Label”), PDL USA Inc. (“PDL USA”), BlockX Capital Corp. (“BlockX Capital”), VS Blockchain Assembly (“VS Blockchain”), Hydreight Technologies Inc. (“HTI”), Hydreight Canada Holdings Inc (“HCH”), IV Hydreight Inc. (“Hydreight”), Healthcare Prosoft LLC (“Prosoft”), Insu Therapeutics Inc. (“Insu”, formerly Victory Entertainment Inc.), Victory Square Digital Health Inc. (“VS Digital Health”), Victory Square Digital Health Inc. (“VS Digital Health USA”), XR Immersive Tech Inc. (“XRI”) and Synthesis VR Inc. (“SVR”). The Company reports Non-Controlling Interest (“NCI”) on XRI and its subsidiary SVR, of which the Company holds 54.55% (2022 – 54.55%), HTI and its subsidiaries HCH, Hydreight, and Prosoft, of which the Company holds 69.83% (2022 – 73.72%), and Futura and its subsidiaries Draft Label and PDL USA, of which the Company holds 58.46% (2022 – Nil) as of September 30, 2023. XRI was formerly known as Fantasy 360 Technologies Inc. and changed its name on February 3, 2022.

Victory Square Technologies has numerous investments in emerging technologies such as artificial intelligence (AI), augmented and virtual reality (AR/VR), blockchain and digital health. Victory Square Technologies supports these companies as they grow by providing comprehensive functional expertise in commercialization, product market-fit and through access to proprietary technology solutions and to an extensive ecosystem of global partnerships.

The Company’s registered office is at Suite 401, 750 West Pender Street, Vancouver, British Columbia, V6C 2T7. The Company’s shares are traded on the Canadian Securities Exchange (“CSE”) under the symbol “VST” and the Frankfurt Stock Exchange under the symbol “6F6”. The Company is also quoted on the OTCQX Best Markets in the United States under the symbol of “VSQTF”.

These condensed consolidated interim financial statements have been prepared on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. As at September 30, 2023, the Company had a working capital deficit of \$1,789,385 (December 31, 2022 – \$1,353,420) and an accumulated deficit of \$47,466,323 (December 31, 2022 – \$43,527,088). The continued operations of the Company are dependent upon its ability to generate future cash flows and/or obtain additional financing. Management is of the opinion that sufficient working capital will be obtained from external financing to meet the Company’s liabilities and commitments as they become due; however, they may not be at terms that are favourable to the Company. Although the Company has been successful in the past in raising funds to continue operations, there is no assurance it will be able to do so in the future. These factors indicate the existence of a material uncertainty that may cast significant doubt upon 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.

1. Nature of Operations and Going Concern (Continued)

In February 2022, Russia commenced a military invasion of Ukraine which generated a response in the form of strict economic sanctions from multiple countries and corporations around the world, including Canada. Although the Company does not have operations in Russia or Ukraine, the global impact of this conflict in commodity prices, foreign currency exchange rates, supply chain challenges and increased fuel prices may have adverse impacts on our costs of doing business.

On November 28, 2022, HTI completed a reverse takeover transaction (the "Reverse Takeover Transaction" or "RTO" or "Transaction") with Hydreight, the Company, 1362795 BC Ltd. ("AssetCo"), and 1203500 B.C. Ltd ("PCL AcquisitionCo"). VST is Hydreight's ultimate controlling parent company before and after the Transaction.

The Transaction was completed (the "Closing") in accordance with the merger agreement effective July 12, 2022 (the "Merger Agreement") which resulted in HTI acquiring all of the equity interests of AssetCo, which immediately prior to the Closing issued shares to VST in exchange for all of the issued and outstanding shares in Hydreight, resulting in Hydreight becoming a wholly owned subsidiary of AssetCo. Prior to the Closing, HTI consolidated its outstanding shares on a 6.46805 to 1 basis. The share consolidation has been applied retrospectively in the consolidated financial statements and as a result, the common shares and option amounts of HTI are stated on an adjusted post-share consolidation basis. The Transaction constituted a Qualifying Transaction for HTI under Policy 2.4 of the TSX Venture Exchange (the "Exchange") Manual and resulted in AssetCo's shareholders owning the substantial majority of HTI shares. HCH was formed by way of the amalgamation of AssetCo and PCL AcquisitionCo on November 28, 2022.

HTI filed an Article of Amendment to change its name from Perihelion Capital Ltd. (PCL) to Hydreight Technologies Inc. (HTI) and resumed trading on the Exchange under the trading symbol "NURS" (TSXV:NURS.P) on December 1, 2022. See Note 10 for more details.

2. Significant Accounting Policies

These condensed consolidated interim financial statements were authorized for issue on November 29, 2023, by the directors of the Company.

a) Statement of Compliance

These condensed consolidated interim unaudited financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting ("IAS 34") using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). The accounting policies and methods of computation applied by the Company in these condensed consolidated interim unaudited financial statements are the same as those applied in the Company's annual financial statements as at and for the year ended December 31, 2022.

The condensed consolidated interim unaudited financial statements do not include all of the information and note disclosures required for full annual financial statements and should be read in conjunction with the Company's annual financial statements as at and for the year ended December 31, 2022.

Victory Square Technologies Inc.
Notes to the condensed consolidated interim financial statements
For the period ended September 30, 2023 and 2022
(Expressed in Canadian dollars - unaudited)

2. Significant Accounting Policies (Continued)

b) Principles of Consolidation

The condensed consolidated interim financial statements comprise the financial statements of the Company and its subsidiaries Futura, Draft Label, XRI, SVR, BlockX Capital, VS Blockchain, HTI, HCH, Hydreight, Prosoft, Insu, VS Digital Health, and VS Digital Health USA (incorporated on February 17, 2022). The condensed consolidated interim statement of loss and comprehensive loss exclude the results of operations and cash flows of HTI and HCH prior to the RTO Transaction (Note 10) and Futura prior to the Share Exchange Transaction (Note 11).

Intercompany transactions, balances, income and expenses, and gains or losses on transactions are eliminated on consolidation.

All of the Company's subsidiaries have a December 31 year end.

c) Basis of Preparation

The condensed consolidated interim financial statements have been prepared on a historical cost basis, except for certain assets measured at fair value, and are presented in Canadian dollars. Under IFRS, the Canadian dollar is the functional currency of the Company, Futura, Draft Label, XRI, BlockX Capital, VS Blockchain, Insu, VS Digital Health, HTI and HCH. The functional currency of PDL USA, Hydreight, and SVR is the US dollar.

Certain comparative figures have been reclassified to conform to the current year's presentation. These include reclassification of expense line items and has no impact to net income.

3. Cash and Cash Equivalents

Cash and cash equivalents include \$622,138 (December 31, 2022 – \$11,500) of cash held in a highly liquid principal protected instrument with a Canadian financial institution, recognized at the time of the share exchange with Futura (Note 11).

4. Prepaids

Prepaids consist of the following:

	September 30, 2023	December 31, 2022
Marketing fees	\$ 35,925	\$ 344,175
Insurance	177,688	15,602
Rent	9,942	-
Rental deposits	29,629	26,043
Transfer agent	16,969	28,331
Consulting	14,925	15,851
Deposit on pharmacy orders	85,000	-
Listing fees	-	18,031
Legal	9,039	23,729
	\$ 379,117	\$ 471,762

Victory Square Technologies Inc.
Notes to the condensed consolidated interim financial statements
For the period ended September 30, 2023 and 2022
(Expressed in Canadian dollars - unaudited)

5. Trade Receivables

Trade receivables consists of the following:

	September 30, 2023	December 31, 2022
Other	\$ 128,723	\$ 27,034

During the period ended September 30, 2023, the Company settled an amount of \$29,485 of unpaid sub-lease rent from an investee company (Note 7). As at September 30, 2023, the Company has \$110,923 (December 31, 2022 - \$27,034) due from related parties included in trade receivables.

6. Inventories

Inventory consists of customized kits ordered and warehoused in advance of shipment to new and existing business partners. The Company contracts with a third party to accept and warehouse the kits.

Balance, January 1, 2023	\$ 104,271
Additions	53,233
Expensed to cost of sales	(107,834)
Foreign currency translation	(1,138)
Balance September 30, 2023	\$ 48,532
Balance, January 1, 2022	\$ -
Additions	300,390
Expensed to cost of sales	(36,595)
Provision	(169,269)
Foreign currency translation	9,745
Balance, December 31, 2022	\$ 104,271

Victory Square Technologies Inc.
Notes to the condensed consolidated interim financial statements
For the period ended September 30, 2023 and 2022
(Expressed in Canadian dollars - unaudited)

7. Investments Measured at Fair Value

The Company's investments measured at fair value consist of the following:

	September 30, 2023		December 31, 2022		Cost
	Fair Value	% holding	Fair Value	% holding	
FansUnite (1)	\$ 442,590	2.47%	\$ 573,473	2.73%	\$ 3,319,423
Victory Square Health	5,347,000	20.00%	5,347,000	20.00%	1,048,000
Turnium (1)(2)	246,247	4.50%	328,330	4.51%	175,000
Next Decentrum	901,000	13.89%	901,000	13.89%	175,003
Cloud Benefit, dba Cloud Advisors	475,000	5.43%	475,000	5.43%	300,000
Shop & Shout, dba Creator.co (3)	-	0.00%	1,193,000	10.46%	1,096,257
Cloud Nine (1)	364,632	1.84%	242,206	5.95%	1,816,544
GameOn (1)	2,301,647	19.79%	694,210	20.73%	1,102,000
Stardust Solar	770,000	20.00%	770,000	20.00%	600,000
Other (2)	106,171		99,198		233,000
	\$ 10,954,287		\$ 10,623,417		\$ 9,865,227

- (1) Denotes Level 1 investments (listed) subject to certain trading and hold restrictions and have been discounted for a lack of marketability factor.
- (2) On June 22, 2022, Turnium underwent a going public transaction whereby its shares began trading on the TSX Venture Exchange under the ticker symbol TTGI.V.
- (3) On July 10, 2023, the Company divested of its interest in Shop & Shout by way of a settlement agreement whereby it transferred all shares and forfeiture of its options in Shop & Shout in exchange for consideration of \$300,000. The consideration was also in settlement of its amount due from Shop & Shout of \$185,450 (Note 22), \$29,485 of unpaid sub-lease rent included in trade receivable (Note 5), and \$801,654 in contingent liability (Note 22). The difference between the consideration received and the net assets derecognized in the amount of \$305,529 was recognized as a loss on divestment of investee on the condensed consolidated interim statement of loss and comprehensive loss. The Company retained the software intellectual property developed with Shop & Shout (Note 15).

8. Investments Accounted for Using Equity Method

Cassia, dba CoPilot

During the year ended December 31, 2018, the Company entered into an agreement to purchase a 23.1% interest in the issued and outstanding common shares of CoPilot for cash of \$1,000,000 and 187,266 common shares of the Company with a fair value of \$514,982 for total consideration of \$1,514,982. As at September 30, 2023, the Company holds an interest of 24.65% in Cassia (December 31, 2022 – 24.65%). The Company reports its investment in Cassia under IAS 28, Investments in Associates and Joint Ventures and is presented separately on the condensed consolidated interim statement of financial position as investment – equity accounted.

During the period ended September 30, 2023, the Company reported an equity loss of \$242,043 (September 30, 2022 – \$63,191).

As at September 30, 2023, the value of the Company's investment in Cassia is \$942,605 (December 31, 2022, \$1,184,648).

Victory Square Technologies Inc.
Notes to the condensed consolidated interim financial statements
For the period ended September 30, 2023 and 2022
(Expressed in Canadian dollars - unaudited)

9. Acquisition

On January 4, 2022, XRI signed a share purchase agreement to acquire all of the shares of Synthesis VR Inc. (“Synthesis”), a location-based Virtual Reality content store and technology engine, for an aggregate purchase price of \$4,800,000 as follows (i) \$500,000 in cash with \$150,000 payable upon closing, \$50,000 payable by January 31, 2022, and a further \$300,000 payable upon the completion of certain milestones related to rounds of financings; and (ii) common shares of XRI with an aggregate value of \$4,300,000 at a deemed price per share equal to the market price of XRI’s shares minus permitted discounts per policies of the CSE with a minimum price per share of \$0.35, which such shares shall be subject to contractual escrow subject to CSE mandated hold periods. In addition, subject to applicable laws and the policies of the CSE, XRI may issue additional shares with an aggregate value of up to \$5,000,000 upon the achievement of certain mutually agreed upon performance milestones. In connection with the transaction, XRI also paid a finder’s fee by the issuance of 2,057,142 common shares at a fair market value of \$370,285, reported in transaction costs expense for a total increase in NCI of \$3,441,714.

The acquisition was treated as a business combination. In accordance with IFRS 3 Business Combinations, the fair value of consideration in excess of the fair value of the identifiable assets and liabilities acquired will be recognized as goodwill. The acquisition was recorded as follows:

Fair value of consideration		
Common shares of XRI	\$	3,071,429
Cash		494,311
Contingent consideration		295,333
	\$	3,861,073
Assets and liabilities acquired		
Cash and cash equivalents acquired	\$	276,819
Deferred income tax liability		(441,695)
Trademark (Note 15)		585,866
Developed Technology (Note 15)		992,542
Goodwill		2,447,541
	\$	3,861,073

10. Reverse Takeover Transaction

Pursuant to the Merger Agreement effective July 12, 2022, HTI completed an arm’s length reverse-takeover transaction on November 28, 2022, which resulted in HTI acquiring all of the equity interests of Hydreight.

In connection with and in anticipation of the Transaction, HTI provided Hydreight with a refundable, unsecured, non-interest-bearing loan of \$25,000 concurrently with the signing of the Letter of Intent, which Hydreight used for working capital purposes. Pursuant to the Merger Agreement, HTI provided a refundable, secured, non-interest bearing loan to Hydreight in the amount of \$200,000 for the purposes of funding Hydreight’s working capital requirements. Pursuant to the \$200,000 loan, Hydreight issued a promissory note to HTI and entered into a general security agreement with HTI, each effective as of September 13, 2022. As a result of the RTO effective November 28, 2022, both loans have been eliminated upon consolidation.

10. Reverse Takeover Transaction (Continued)

Immediately prior to the Closing and in consideration for the issuance by AssetCo to VST of 27,896,725 AssetCo Shares, VST, Hydreight and AssetCo executed an agreement to transfer the equity interest of Hydreight from VST to AssetCo ("Hydreight Equity Transfer"), such that, immediately following the Hydreight Equity Transfer, Hydreight became a wholly owned subsidiary of AssetCo. As a condition to the Closing, AssetCo completed a non-brokered private placement offering of an aggregate of 614,654 shares ("Concurrent Financing Shares") to subscribers ("Concurrent Financing Subscribers") for aggregate gross proceeds of \$387,232 at a price per Concurrent Financing Share of \$0.63. Prior to the Transaction Closing, HTI consolidated its shares on a 6.46805 to 1 basis. Immediately before Closing, there were (a) 51,333,727 Pre-Consolidation PCL Shares; (b) 100,000 Pre-Consolidation PCL Options; (c) 100 AssetCo Shares, excluding Concurrent Financing Shares; and (d) 614,654 Concurrent Financing Shares issued and outstanding.

On Closing HTI issued 28,511,479 shares at an estimated fair value of \$0.63 per share in exchange for all of the issued and outstanding AssetCo Shares, including the Concurrent Financing Shares and reserve for issuance 15,460 shares in connection with the exercise of any Post-Consolidation PCL Options following the Amalgamation. Immediately prior to the Closing, AssetCo and PCL AcquisitionCo, a wholly owned subsidiary of HTI, amalgamated to form Hydreight Canada Holdings Inc. and each AssetCo Shareholder received that number of HTI shares as is equal to the number of AssetCo Shares held by such AssetCo Shareholder immediately prior to closing. Shortly after closing, HTI paid a finder's fee in the amount of \$878,750 to Hike Capital Inc. ("Hike"), an arm's length party to HTI, VST and Hydreight, through the issuance of 1,394,841 shares at a deemed issuance price of \$0.63.

After Closing, 37,842,827 shares are issued and outstanding on a non-diluted basis, of which approximately 27,896,825 shares are held by VST, 614,654 shares are held by Concurrent Financing Subscribers, and 7,936,507 shares are held by former HTI shareholders, and 1,394,841 shares are held by Hike. Accordingly, approximately 73.72% of the total issued and outstanding shares are owned by VST, 1.62% of the total issued and outstanding shares are owned by Concurrent Financing Subscribers, approximately 20.97% of the total issued and outstanding shares are owned by pre-Transaction HTI Shareholders, and approximately 3.69% of the total issued and outstanding shares are owned by Hike on a non-diluted basis.

The substance of the Transaction was a reverse acquisition of a non-operating company. For accounting purposes, the Transaction does not constitute a business combination under IFRS 3, since PCL, the predecessor entity, was a Capital Pool Company and did not meet the accounting definition of a business. As a result, the Transaction has been accounted for as an asset acquisition, with the consideration paid being determined as an equity-settled share-based payments transaction under IFRS 2, with Hydreight being identified as the accounting acquirer. As Hydreight was deemed to be the acquirer for accounting purposes, its assets, liabilities, and operations since incorporation are included in the consolidated financial statements at their historical carrying values. The cost of listing in excess of the net identifiable assets of PCL acquired is charged as a listing expense on the Company's annual financial statement for the year ended December 31, 2022.

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10. Reverse Takeover Transaction (Continued)

The following table represents the fair value of the share-based consideration provided and net assets acquired.

Fair value of consideration:		
Shares issued	\$	5,000,000
Share-based payment reserve		6,826
Assumption of related party debt		(225,000)
Total consideration	\$	4,781,826
Net assets acquired:		
Cash	\$	1,851,148
Prepaid expenses		1,365
Accounts payable and accrued liabilities		(53,388)
Total net assets acquired	\$	1,799,125
Non-cash listing expense	\$	2,982,701
Transaction costs:		
Finder's fee	\$	878,750
Legal and professional fees		77,190
Total listing expense	\$	3,938,641

11. Share Exchange Transaction

On July 12, 2023, the Company and Draft Label executed a Share Exchange Agreement (the "Agreement") with 1288273 B.C. Ltd. ("1288273"), a company incorporated under the laws of British Columbia. Pursuant to the Agreement, the Company exchanged all of its issued and outstanding common shares of Draft Label to 1288273 in exchange for 45,000,000 common shares and 15,000,000 preferred shares of 1288273. Upon completion of the Agreement, Draft Label and its subsidiary PDL USA became wholly owned subsidiaries of 1288273. On August 14, 2023, 1288273 changed its name to Futura Health & Wellness Inc. ("Futura"). Also, effective August 14, 2023, a director resolution was executed appointing the CFO of VST as a director of Futura and the resignation of the sole former director. Immediately after the Agreement and through the period ended September 30, 2023, VST owned 58.46% of the common shares and 100% of the preferred shares of Futura.

The acquisition was treated as a business combination. In accordance with IFRS 3 Business Combinations, where the shares acquired are more reliably measurable than the consideration transferred, the consideration transferred is measured at the equity interest received. The substance of the Agreement is a transaction whereby a non-operating entity, 1288273, was created to raise capital and acquire an interest in a business. 1288273 transferred 41.54% of its equity to acquire Draft Label, a subsidiary of VST where the value is based on internally developed software and contractual rights that have no carrying value. Accordingly, the valuation implied by the equity interest of 1288273's net assets transferred to VST is more reliable than the valuation of DLTs shares.

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11. Share Exchange Transaction (Continued)

The acquisition was recorded as follows:

	Acquisition of Futura
Fair value of consideration	
Common shares of DLT	\$ 1,790,262
Assumption of working capital loan (Note 19)	(125,000)
Assumption of intercompany balance	(32,000)
	<u>\$ 1,633,262</u>
Assets and liabilities acquired	
Cash and cash equivalents (Note 3)	\$ 1,757,878
Prepays	3,500
Trade payables	(123,366)
Accrued liabilities	(4,750)
	<u>\$ 1,633,262</u>

Based on the net assets acquired, an increase of \$678,468 was recognized in NCI (Note 27).

12. Right of Use Asset and Lease Liability

On June 23, 2021, the Company entered into a sub-lease agreement with an underlying lease commitment term from September 1, 2021, to December 30, 2024. The lease agreement provides for a monthly payment of \$21,503, comprised of a monthly base rent of \$2,766 and fixed operating costs of \$18,737, for the duration of the term of the lease commitment.

Hydreight recognized a right-of-use asset related to an office lease that commenced in June of 2022 with the initial term ending June 30, 2023. Hydreight renewed its lease through June 30, 2024 and accounts for it as a short-term lease with leases payments expensed as incurred.

In accordance with IFRS 16, the Company recognized a right-of-use asset and lease obligation in relation to its lease commitments. The lease liability has been recorded at the present value of the remaining lease payments, discounted using the Company's incremental borrowing rate estimated at 20% per annum. The associated right-of use asset is measured at the amount equal to the corresponding lease liability and subsequently depreciated. During the period ended September 30, 2023, the Company's sub-lease agreement was terminated, and a net \$21,043 gain on derecognition of the right of use asset, lease liability and leasehold improvements is recognized in the line-item loss on settlement of debt on the condensed consolidated statement of loss and comprehensive loss.

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12. Right of Use Asset and Lease Liability

Right-of-use asset at September 30, 2023 is as follows:

	VST	Hydreight	Total
Balance, January 1, 2023	\$ 384,033	\$ 18,703	\$ 402,736
Amortization	(48,004)	(19,390)	(67,394)
Foreign currency translation	-	687	687
Derecognition	(336,029)	-	(336,029)
Balance, September 30, 2023	\$ -	\$ -	\$ -

Lease liability at September 30, 2023 is as follows:

	VST	Hydreight	Total
Balance, January 1, 2023	\$ 429,526	\$ 18,663	\$ 448,189
Interest expense	19,662	605	20,267
Lease payment	(64,508)	(19,174)	(83,682)
Foreign currency translation	-	(94)	(94)
Derecognition	(384,680)	-	(384,680)
	-	-	-
Less: Current portion	-	-	-
Balance, September 30, 2023	\$ -	\$ -	\$ -

13. Property and Equipment

Property and equipment at September 30, 2023 consist of the following:

	Computer Equipment	Furniture and Other Equipment	Leasehold Improvements	Total
Cost				
Balance, January 1, 2023	\$ 40,047	\$ 24,581	\$ 52,589	\$ 117,217
Additions	2,857	-	-	2,857
Disposals	(34,777)	(24,581)	(52,589)	(111,947)
Balance, September 30, 2023	\$ 8,127	\$ -	\$ -	\$ 8,127
Accumulated depreciation				
Balance, January 1, 2023	\$ 39,946	\$ 24,581	\$ 21,035	\$ 85,562
Depreciation	853	-	3,945	4,798
Disposals	(34,778)	(24,581)	(24,980)	(84,339)
Balance, September 30, 2023	\$ 6,021	\$ -	\$ -	\$ 6,021
Net book value, January 1, 2023	\$ 101	\$ -	\$ 31,554	\$ 31,655
Net book value, September 30, 2023	\$ 2,106	\$ -	\$ -	\$ 2,106

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14. Assets Under Development

Effective July 4, 2013, the Company transferred 1,138,247 common shares of HTI to third party consultants as consideration for several software development projects in development. The transfer was recorded based on the share price of HTI shares of \$0.43 on the date of transfer. The decrease in VSTs interest in HTI is recorded in NCI (Note 27).

15. Intangible Assets

Intangible assets at September 30, 2023 consist of the following:

	Blockchain Technology	DiscreetCare Website	SVR Technology and Trademarks	Hydreight - White Label	Hydreight App	Creator Platform	Total
Cost							
Balance, January 1, 2023	\$ 5,536,298	\$ 18,900	\$ 1,578,408	\$ 532,648	\$ 1,593,739	\$ -	\$ 9,259,993
Adjustment	-	-	(297,381)	-	-	-	(297,381)
Addition (Note 7)	-	-	-	-	-	1	1
Foreign currency translation	-	-	-	(484)	-	-	(484)
Balance, September 30, 2023	\$ 5,536,298	\$ 18,900	\$ 1,281,027	\$ 532,164	\$ 1,593,739	\$ 1	\$ 8,962,129
Accumulated depreciation							
Balance, January 1, 2023	\$ (3,316,721)	\$ -	\$ (263,069)	\$ (37,503)	\$ (1,002,819)	\$ -	\$ (4,620,112)
Adjustment	-	-	39,947	-	-	-	39,947
Depreciation	(1,365,115)	-	(167,341)	(39,008)	(397,343)	-	(1,968,807)
Foreign currency translation	-	-	-	(872)	-	-	(872)
Balance, September 30, 2023	\$ (4,681,836)	\$ -	\$ (390,463)	\$ (77,383)	\$ (1,400,162)	\$ -	\$ (6,549,844)
Net book value, January 1, 2023	\$ 2,219,577	\$ 18,900	\$ 1,315,339	\$ 495,145	\$ 590,920	\$ -	\$ 4,639,881
Net book value, September 30, 2023	\$ 854,462	\$ 18,900	\$ 890,564	\$ 454,781	\$ 193,577	\$ 1	\$ 2,412,285

Blockchain Technology

On March 5, 2021, the Company acquired certain intangible assets related to blockchain technology for 4,600,048 common shares of the Company with a fair value of \$3,542,037 as well as forgiveness of outstanding debts of \$1,587,001 and other debts totalling \$407,260. After acquisition, the Company incurred costs to bring these assets to saleable state, resulting in additional costs of \$29,357, which were expensed.

Synthesis

On January 4, 2022, XRI acquired Synthesis through a share purchase agreement (Note 9). The purchase price allocation of this acquisition was finalized during the year ended December 31, 2022, and \$1,578,408 was allocated to intangible assets as a result. The intangible assets include an allocation for trademarks and developed technology, with each component being amortized on a straight-line basis over 5 and 6 years respectively, commencing on acquisition.

Hydreight White Label

Throughout 2021 and the first quarter of the 2022 fiscal year, Hydreight incurred costs to develop a white-label product built off its core technology. The technology was primarily financed by VST. The capitalized costs of the internally generated software consisted of the directly attributable costs of external labor and an allocation of Hydreight employee and contractor labour.

15. Intangible Assets (Continued)

Hydreight App

On February 10, 2021, the Company acquired Hydreight through a share purchase agreement. The purchase price allocation of this acquisition was finalized during the year ended December 31, 2021, and \$1,593,739 was allocated to intangible assets as a result. The intangible asset is being amortized on a straight-line basis over three years, commencing on acquisition.

Creator Platform

As part of the settlement agreement with Shop & Shout (Note 7), the Company retained the intellectual property behind a platform developed to allow creators to monetize their audience via fan tokens, the value of which is not reliably measurable. The Company has recognized a nominal value for this intellectual property.

16. Loans Payable

On August 26, 2022, the Company entered into a non-dilutive loan agreement with an arm's length individual for \$2,000,000. The loan bears interest at 13% per annum payable in advance in cash or marketable securities held by VST calculated and compounded monthly based on a 365-day year basis and matures on the two-year anniversary of the closing date of the Loan or such later date as is agreed to in writing. It is the intention of both parties to extend the maturity date such that the presentation as a long-term loan is still appropriate for the period ended September 30, 2023. The loan is secured against certain shares of publicly traded companies currently held by VST, including the resulting issuer shares involving HTI disclosed in Note 10. In connection with the Loan as an inducement to the lender, VST also granted the lender the right to acquire up to 1,222,222 resulting issuer shares to be received by VST in connection with the subsequently closed transaction at a price per resulting issuer share of \$0.63 at any time after 4 months following the completion of the Transaction subject to certain additional conditions. VST use of the proceeds from the loan is for strategic opportunities and general working capital purposes.

The fair value of the debt component of the loan payable was determined at inception using the Company's incremental borrowing rate of 17%. A total of \$154,770, representing the difference between the discounted value of \$1,845,230 and the proceeds received of \$2,000,000, was allocated to the equity component. The Company paid a finder's fee to an arm's length party in the amount of \$100,000 and incurred legal fees of \$23,087, allocated to the debt and equity component in the amount of \$113,561 and \$9,525 respectively. The resulting carrying value of the debt at inception was \$1,731,668. Included in interest expense on the condensed consolidated interim statement of loss and comprehensive loss is interest and accretion costs totalling \$289,131 (September 30, 2022 - \$129,081), resulting in an ending carrying value of \$1,846,548 (December 31, 2022 - \$1,752,417) and accrued interest of \$303,332 (December 31, 2022 - \$108,333) included in accrued liabilities.

On December 17, 2021, XRI entered into a loan agreement for a principal amount of \$3,000,000, maturing on the earliest of 180 days from the closing date and either a financing or business combination transaction. The loan bears interest at a rate of 12% per annum and is, payable monthly, on the first business day of each month. As an inducement to the lender, 2,000,000 lender warrants were issued at an exercise price of \$0.52 for a period of 4 years. Further, the loan is secured by a General Security Agreement over all of XRI's assets and property. XRI paid costs including a finder's fee of \$150,000 and \$16,000 in legal costs. XRI also issued 966,332 finder warrants at an exercise price of \$0.52 for a period of 4 years. The costs and fair value of the finder warrants of \$238,216 was allocated to the issuance cost of the loan payable.

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16. Loans Payable (Continued)

The fair value of the debt component of the loan payable was determined at inception using XRI's incremental borrowing rate of 20%. A total of \$89,944, representing the difference between the discounted value of \$2,910,056 and the proceeds received of \$3,000,000, was allocated to the equity component.

On August 31, 2022, the loan agreement was amended to extend the maturity date to August 31, 2024. XRI had paid its coupon interest monthly through May 2022, but defaulted on the June, July, and August payments. As per the amended agreement, the interest rate effective June 1, 2022, was increased to 15% from 12%, with interest accruing and payable on August 31, 2023. From September 1, 2023, until the maturity date, interest is payable monthly on the first Business Day of the month.

In addition, the amended agreement amended the exercise price of the 2,000,000 lender warrants from \$0.52 per common share to \$0.08 per common share. As an additional inducement for the lender to close the loan amendment agreement, XRI agreed to issue share purchase warrants exercisable to purchase up to 3,000,000 additional common shares at an exercise price of \$0.00 per common share (the "Additional Warrants"), expiring on the fourth anniversary of loan amendment date. As at September 30, 2023, and through the date of these condensed consolidated interim financial Statements, the amended lender warrants, and Additional Warrants had not been issued.

Interest expense, accretion expense and the amortization of debt costs are being recognized over the loan period, with a total of \$431,163 being recognized as interest expense during the period ended September 30, 2023 (September 30, 2022 - \$753,975). Accrued interest as at September 30, 2023 is \$337,500 (December 31, 2022 - \$262,500) and included in accrued liabilities.

Loans payable as at September 30, 2023, consists of the following:

	VST secured loan		XRI		Total
Balance, January 1, 2023	\$	1,752,417	\$	2,816,147	\$ 4,568,564
Amortization of transaction costs, accretion, and interest		289,131		431,163	720,294
Balance September 30, 2023		2,041,548		3,247,310	5,288,858
Less: Current portion		153,452		337,500	490,952
Balance, September 30, 2023	\$	1,888,096	\$	2,909,810	\$ 4,797,906

17. CEBA loans

The Canada Emergency Business Account (CEBA) loan originally launched on April 9, 2020, and is intended to support businesses during the COVID-19 pandemic. The value of the government loan received at below market rate of interest is treated as a government grant. Four of the Company's subsidiaries applied for and received the first \$40,000 in funds, and the same four entities applied the additional \$20,000. Only three entities received this additional amount in the year ended December 31, 2020. The full value of the grant was spent in the course of business operations and the gain has been recognized in other income.

The loans were recognized at fair value using the Company's incremental borrowing rate of 20%. The difference between this discounted value of \$114,828 and the proceeds received of \$220,000 was recognized as a gain on CEBA loans of \$105,172. The loan also had accretion of \$19,969 (September 30, 2022 - \$16,507) for the period ended September 30, 2023. The balance of the loan as at September 30, 2023, was \$155,191 (December 31, 2022 - \$135,222).

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18. Other Payables

Other payables consist of the following:

	September 30, 2023	December 31, 2022
Funds received from investors for investments not proceeding	\$ 158,765	\$ 158,765

Other payables include amounts advanced by third parties in connection with investments which did not proceed. The amounts are unsecured, non-interest bearing and payable on demand.

19. Convertible Note

On August 21, 2022, Draft Label issued a \$200,000 convertible debenture to an arm’s length investor. The convertible note is non-interest bearing, unsecured, and upon a Liquidity Event, becomes convertible at the option of the holder into common shares of Draft Label at a conversion price of \$0.15 per common share. The convertible debenture will mature two years after the closing date if no Liquidity Event occurs. Liquidity Event for the convertible debenture is defined as:

- the acquisition of Draft Label by another entity by means of any transaction or series of related transactions to which Draft Label is party (including, without limitation, any stock acquisition, reorganization, merger, amalgamation, arrangement, consolidation or other transaction but excluding any bona fide sale of stock for capital raising purposes);
- the sale, lease, transfer, exclusive license or other disposition, in a single transaction or series of related transactions, by Draft Label or any subsidiary Draft Label of all or substantially all the assets of Draft Label and its subsidiaries taken as a whole, or (2) the sale or disposition (whether by merger, amalgamation, arrangement, consolidation or otherwise and whether in a single transaction or a series of related transactions) of one or more subsidiaries of Draft Label if substantially all of the assets of Draft Label and its subsidiaries taken as a whole are held by such subsidiary or subsidiaries, except where the sale, lease, transfer, exclusive license or other disposition is to a wholly-owned subsidiary of Draft Label; or
- the closing of the transfer (whether by merger, amalgamation, arrangement, consolidation or otherwise), in a single transaction or series of related transactions, to a “person” or “group”, of the Shares if, after such closing, such person or group would become the “beneficial owner” of more than 50% of the outstanding voting securities of Draft Label (or the surviving or acquiring entity).

The share exchange transaction as disclosed in Note 11 would meet the definition of a Liquidity Event. As at the financial statement date, the convertibility option has not been triggered.

The arm’s length convertible debt has been assessed to be a compound instrument with a fixed conversion rate, and therefore the conversion feature is determined to be an equity component. The fair value of the arm’s length convertible debt has had its debt host liability fair valued using a market rate of interest of 13.99%, with \$153,921 being allocated to the debt host and \$46,079 being allocated to equity using the residual method.

The following table illustrates the movement of convertible debt during the period ended September 30, 2023. The comparative figures include a \$125,000 working capital loan between 1288273 and Draft Label that had a conversion option that is eliminated on consolidation subsequent to the share exchange transaction (Note 11).

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19. Convertible Note (Continued)

	2023	2022
Convertible debt	\$ 157,437	\$ 325,000
Interest accretion	16,115	10,275
Amount allocated to equity	-	(53,687)
	\$ 173,552	\$ 281,588
Short-term portion	\$ 173,552	\$ 121,136
Long-term portion	-	160,452
	\$ 173,552	\$ 281,588

20. Deferred Revenue

Deferred revenue for the period ended September 30, 2023, consists primarily of Hydreight deferred revenue related to the unearned portion of annual subscription sales and an amount of pharmacy product sales for which the delivery of goods occurred after the year ended December 31, 2022. The following table is a summary of deferred revenue from contracts with customers and the change in those balances during the period ended September 30, 2023, and the year ended December 31, 2022. As at September 30, 2023, \$75,820 (December 31, 2022 - \$105,626) of deferred revenue relates to goods and services transferred at a point in time, with the remaining \$1,748,274 (December 31, 2022 - \$1,616,240) relating to its services transferred over time.

	September 30, 2023	December 31, 2022
Balance, January 1	\$ 1,721,866	\$ 302,646
Revenue deferred in previous period and recognized as revenue in current period	(1,510,507)	(285,337)
New additions from contracts with customers during the current period	1,648,735	1,704,557
Balance, ending	\$ 1,860,094	\$ 1,721,866
Current portion	\$ 1,842,081	\$ 1,703,821
Long-term portion	18,013	18,045
	\$ 1,860,094	\$ 1,721,866

21. Share Capital

Authorized Share Capital

Unlimited common shares without par value.

Issued Share Capital

As at September 30, 2023, there were 99,564,971 common shares outstanding (December 31, 2022 - 99,564,971).

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21. Share Capital (Continued)

Reserve

The Company has a stock option plan whereby share purchase options are granted in accordance with the policies of regulatory authorities at an exercise price equal to the market price of the Company's shares on the date of the grant and, unless otherwise stated, vest on the grant date and with a term not to exceed ten years.

Under the plan, the board of directors may grant up to 10% of the issued number of shares outstanding as at the date of the share purchase option grant.

The Company did not grant any stock options during the period ended September 30, 2023.

Share-based payments for the period ended September 30, 2023, relating to the vesting of the VST options was \$15,041 (September 30, 2022 - \$100,565) and is recorded in the condensed consolidated interim statement of loss and comprehensive loss. The fair value of the options was calculated using the Black-Scholes option pricing model with the following assumptions:

	Expected Volatility	Risk-free Interest Rate	Expected Dividend Yield	Expected Life (in years)
Issued March 17, 2020	116%	0.15%	0%	5
Issued January 11, 2021	176%	0.30%	0%	3
Issued July 22, 2021	174%	0.60%	0%	3
Issued December 21, 2021	185%	1.00%	0%	2
Issued December 28, 2021	185%	0.99%	0%	2

Options outstanding as at September 30, 2023, are as follows:

Exercise Price	Number of Shares Issuable upon Exercise	Expiry Date
\$0.15	4,137,500	March 17, 2025
\$0.60	2,745,000	January 11, 2024
\$0.51	250,000	July 22, 2024
\$0.43	125,000	December 21, 2023
\$0.43	300,000	March 17, 2025
	7,557,500	

Stock options continuity for the period ended September 30, 2023, is as follows:

	Number of options	WAV option price
Balance, January 1, 2023	7,807,500	\$0.36
Cancelled	(250,000)	\$0.83
Balance, September 30, 2023	7,557,500	\$0.34

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21. Share Capital (Continued)

Warrants

All warrants and broker's warrants are exercisable until November 9, 2023.

		Warrants	Broker's Warrants
Balance, September 30, 2023 and January 1, 2022	\$	6,105,351	\$ 772,867

Non-Controlling Interest

Share-based payments of subsidiary company

During the period ended September 30, 2023, XRI recorded \$174,757 (September 30, 2022 - \$337,095) in share-based compensation expense.

During the period ended September 30, 2023, HTI recorded \$194,281 (September 30, 2022 - \$Nil) in share-based compensation expense.

During the period ended September 30, 2023, HTI settled a \$300,000 obligation recognized in the prior year to issue shares to the CEO of HTI. The addition to NCI of \$133,333 was based on the fair value of the HTI shares on date of issuance with the difference between the \$300,000 obligation credited to reserve.

As per Note 14, the Company transferred 1,138,247 common shares of HTI to third party consultants as consideration for several software development projects in development. The transfer was recorded based on the share price of HTI shares of \$0.43 on the date of transfer, with a \$489,446 addition to NCI.

As per Note 11, on the share exchange transaction with Futura, the Company recognized a \$1,046,576 addition to NCI based on a 41.54% of net assets acquired by the NCI post transaction.

On May 1, 2021, XRI granted 4,300,000 stock options to employees, consultants, and directors exercisable at \$0.25 and expiring on May 1, 2026. On August 12, 2021, XRI granted 3,100,000 stock options to employees and consultants exercisable at \$0.25 and expiring on August 12, 2026. On January 27, 2023, XRI granted 591,428 options to consultants exercisable at \$0.10 and expiring on January 27, 2025. These stock options vest according to specific terms on each employee, consultant, or director's stock option agreements.

The following weighted average assumptions were used in calculating the fair value of stock options granted and exercisable through the period ended September 30, 2023, using the Black-Scholes Option Pricing Model:

	Expected Volatility	Risk-free Interest Rate	Expected Dividend Yield	Expected Life (in periods)
Issued May 1, 2021	167%	0.92%	0%	5
Issued August 12, 2021	162%	0.91%	0%	5
Issued January 27, 2023	178%	3.65%	0%	2

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21. Share Capital (Continued)

The following weighted average assumptions were used in calculating the fair value of broker warrants and consultant warrants exercisable through the period ended September 30, 2023, using the Black-Scholes Option Pricing Model:

	Expected Volatility	Risk-free Interest Rate	Expected Dividend	Expected Life (in years)
Performance Warrants, August 11, 2021	162%	0.45%	0%	5
Lender and Finder Warrants, December 17, 2021	157%	1.14%	0%	4

Share purchase rights agreement

The \$2,000,000 loan agreement (Note 16) contains a share purchase rights clause whereby the lender has the right to acquire up to 1,222,222 of HTI shares from VST at the Transaction price over the term of the loan any time after 4 months following the completion of the Transaction. The lender has not exercised any share purchase rights as of the date of these condensed consolidated interim financial statements.

Shares of subsidiary company transferred by Company

On August 26, 2021, the Company distributed 4,500,000 of its shares held in XRI to the Company's shareholders as a dividend and reduced its ownership to 78.7%. On September 10, 2021, the Company distributed 1,220,300 of its shares held in XRI to various related parties and reduced its ownership to 77%. The fair value of the transaction was \$305,075, with \$192,147 and \$112,928 recorded to consulting expense and prepaids respectively. On November 11, 2021, the Company distributed 4,500,000 for the second tranche of the dividend of its shares held in XRI to the Company's shareholders reducing its ownership to 70.5%. As at September 30, 2023, the Company's ownership interest was 54.55% (December 31, 2022 - 54.55%), reduced further by the shares of XRI issued on the acquisition of Synthesis (Note 9).

22. Related Parties

Related Party Transactions

During the period ended September 30, 2023, and 2022, the Company entered into the following transactions with related parties:

	September 30, 2023		September 30, 2022	
Management fees revenue	\$	-	\$	167,561
Professional and consulting fees	\$	206,751	\$	215,404
Executive compensation	\$	692,250	\$	584,300
Share-based compensation of subsidiaries	\$	4,944	\$	60,833

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22. Related Parties (Continued)

Key Management Compensation

The Company's key management personnel have authority and responsibility for overseeing, planning, directing, and controlling the activities of the Company and consist of the Company's Board of Directors and the Company's executive leadership team. Such compensation was comprised of:

- \$692,250 (September 30, 2022 - \$584,300) in executive compensation to the CEO and Chief Growth Officer of VST and executive officers of XRI and Hydreight.
- \$206,751 (September 30, 2022 - \$215,404) in professional fees to company controlled by the CFO, for controller, bookkeeping, corporate secretarial and CFO services;
- \$4,944 (September 30, 2022 - \$60,833) in share-based compensation related to XRI stock options to the CEO and CFO.

Due from Related Parties

	September 30, 2023	December 31, 2022
Due from a Director	\$ 250	\$ 250
Due from Subsidiary Management	2,634	215
Due from CEO	20,882	-
Due from GameOn Entertainment	127,214	67,159
Due from Shop & Shout (Note 7)	-	185,450
Due from IV Hydreight Inc related parties	8,112	-
Due from Victory Square Health	7,000	7,000
Due from Safetest	26,000	10,000
Due from Cassia, dba CoPilot	2,095	2,095
	\$ 194,187	\$ 272,169

Amounts are unsecured, non-interest bearing, and due on demand.

Due to Related Parties

	September 30, 2023	December 31, 2022
Due to former owners of SVR (Note 9)	\$ 300,000	\$ 300,000
Due to former owners of SVR - contingent consideration (Note 9)	114,583	-
Due to Shop & Shout (Note 7)	-	801,654
Due to CEO	-	86,046
	\$ 414,583	\$ 1,187,700

These related party loans are unsecured, due on demand, and non-interest bearing.

22. Related Parties (Continued)

The amount due to former owners of SVR is owed by XRI to the former shareholders of SVR, being the balance of the initial purchase price to be settled in cash as well as the initial value attributable to contingent consideration at the time of the acquisition (Note 9).

The amount due to Shop & Shout related to a clause within the Shop & Shout investment agreement from the fourth quarter of 2021 wherein the Company shall pay amount equal to difference between aggregate value of already issued or transferred VST shares and the sum of \$1,000,000 to reach a total sum of \$1,000,000. On the date of closing of the investment transaction, the value of VST common shares issued for the investment was \$425,000 and using historical stock price data and scenario modelling, the contingent consideration was valued at \$550,352, such that the total investment book value on the date of investment was \$975,352. The value of this contingency was revalued to \$801,654 as at December 31, 2022. On July 10, 2023, this contingent liability was derecognized in connection with a settlement agreement with Shop & Shout (Note 7).

As at September 30, 2023, the Company has \$20,882 (December 31, 2022 - \$86,086) in related party loans due from the CEO, net of \$2,168 (December 31, 2022 - \$2,168) in accrued interest payable. This related party loan is unsecured, due on demand, and bears interest at 3%.

Related Party Balances

As at September 30, 2023, the Company has \$367,312 (December 31, 2022 - \$132,680) due to related parties included in trade payables and accrued liabilities. As at September 30, 2023, the Company has \$110,923 (December 31, 2022 - \$27,034) due from related parties included in trade receivables. These amounts are unsecured, non-interest bearing and have no fixed terms of repayment.

23. Operating Segments

The Company operates in several segments, broken down by entity as follows:

Legal Entities	Segment
Draft Label	Health Tech
PDL USA	Health Tech
Futura Health and Wellness Inc.	Health Tech
XRI	Immersive Services
SVR	Immersive Services
Insu Therapeutics Inc.	Investments
Victory Square Technologies ⁽¹⁾	Investments
BlockX Capital	Investments
VS Blockchain	Investments
VS Digital Health	Health
VS Digital Health (Delaware)	Health
Hydreight Technologies Inc.	Health
Hydreight Canada Holdings Inc.	Health
IV Hydreight Inc.	Health

⁽¹⁾ Parent corporation

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23. Operating Segments (Continued)

Segmented operations were as follows as at and for the period ended September 30, 2023:

	Investments	Health Tech	Immersive Services	Health	Total
Current assets	\$ 475,905	\$ 1,150,038	\$ 265,062	\$ 2,094,414	\$ 3,985,419
Non-current assets	15,210,744	-	2,146,815	487,159	17,844,718
	\$ 15,686,649	\$ 1,150,038	\$ 2,411,877	\$ 2,581,573	\$ 21,830,137
Current liabilities	\$ 1,178,994	\$ 463,368	\$ 1,431,542	\$ 2,700,900	\$ 5,774,804
Non-current liabilities	1,752,072	41,569	3,302,478	18,013	5,114,132
	\$ 2,931,066	\$ 504,937	\$ 4,734,020	\$ 2,718,913	\$ 10,888,936

	Investments	Health Tech	Immersive Services	Health	Total
Revenue	\$ 24,000	\$ 25,855	\$ 543,091	\$ 8,136,302	\$ 8,729,248
Cost of goods sold	-	-	-	(4,774,895)	(4,774,895)
Gross margin	24,000	25,855	543,091	3,361,407	3,954,353
Expenses	(2,934,715)	(687,335)	(1,193,861)	(4,466,779)	(9,282,690)
Deferred tax recovery	83,442	-	-	-	83,442
Other gains (losses)	722,336	(14,837)	(403,611)	14,153	318,041
Net loss	(2,104,937)	(676,317)	(1,054,381)	(1,091,219)	(4,926,854)
Other Comprehensive Income	1,654	-	-	-	1,654
Comprehensive loss	\$ (2,103,283)	\$ (676,317)	\$ (1,054,381)	\$ (1,091,219)	\$ (4,925,200)

24. Financial Risk Management

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

a) Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash held in bank accounts. The cash is deposited in bank accounts in Canada and the USA. As most of the Company's cash is held by one bank there is a concentration of credit risk. This risk is managed by using a bank that is a high credit quality financial institution as determined by rating agencies. Credit risk on cash is assessed as low.

The Company's receivables consist of trade receivables, government sales tax receivable, and due from related parties. Based on the evaluation of receivables at September 30, 2023, the Company believes that its receivables are collectable and management has determined credit risk to be low.

24. Financial Risk Management (Continued)

b) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to significant interest rate risks.

c) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations and its holdings of cash.

Historically, the Company's main source of funding has been the issuance of equity securities through private placements and loans from related parties. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding. Liquidity risk is assessed as high.

Contractual Obligations As at September 30, 2023	Total	Less than 1 year	1-3 years	3-5 years	After 5 years
Trade payables and accrued liabilities	\$2,614,265	\$2,614,265	\$ -	\$ -	\$ -
Other payables	158,765	158,765	-	-	-
Related party loans	414,583	414,583	-	-	-
Leases	91,151	91,151	-	-	-
Loans payable	5,288,858	490,952	4,797,906	-	-
CEBA Loans	180,000	-	180,000	-	-
Total Contractual Obligations	\$6,133,357	\$1,155,451	\$4,977,906	\$ -	\$ -

d) Foreign exchange risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company does not hedge its exposure to fluctuations in foreign exchange rates. The Company's subsidiaries, Hydreight and SVR, have a functional currency of the USD and therefore the Company bears the risk of fluctuations in the exchange rate between the USD and CAD with respect to Hydreight and SVR's results of operations and financial position.

e) Fair value risk

The Company has determined the estimated fair values of its financial instruments based on appropriate valuation methodologies. However, considerable judgment is required to develop certain of these estimates. Accordingly, these estimated values are not necessarily indicative of the amounts the Company could realize in a current market exchange. The estimated fair value amounts can be materially affected by the use of different assumptions or methodologies. The methods and assumptions used to estimate the fair value of each class of financial instruments are discussed below.

24. Financial Risk Management (Continued)

The table below analyzes financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

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

Quoted market prices for an identical asset or liability represent a Level 1 valuation. When quoted market prices are not available, the Company maximizes the use of observable inputs within valuation models.

When all significant inputs are observable, the valuation is classified as Level 2. Valuations that require the use of significant unobservable inputs are considered Level 3.

Private company investments and contingent consideration derivative liabilities are considered Level 3.

For investments that are not publicly traded, subsequent to initial recognition, the fair value of these investments is determined by the Company using the most appropriate valuation methodology in light of the nature, facts and circumstances of the investment and its materiality in the context of the total investment portfolio.

Investments are valued at cost for a limited period after the date of acquisition, if the purchase price remains representative of the fair value at the reporting date; otherwise, investments are valued using one of the other methodologies detailed below.

Investments in which there has been a recent or in-progress funding round involving significant financing from external investors are valued at the price of the recent funding, whereby the various shareholder categories rights are taken into account in the valuation. The price is adjusted, where appropriate.

Investments in which there has been a recent private secondary market trade of meaningful volume and the transaction is undertaken by a sophisticated, arm's-length investor are valued at the price of the recent trade.

Investments in established companies for which there has not been any recent independent funding or secondary private market transaction are valued using revenue or earnings multiples. When valued on a multiple basis, the maintainable revenue or earnings of a portfolio company are multiplied by an appropriate multiple. The multiple is derived from the market capitalization of a peer group. Companies are selected for the peer group that are comparable with the portfolio company to be valued as to their business model and size. If the portfolio company to be valued differs in certain aspects compared with features of companies in the peer group, discounts or premiums are applied to the relevant multiple or resulting valuation.

Investments in early-stage companies not generating sustainable revenue or earnings and for which there has not been any recent independent funding are valued using alternative methodologies. The Company considers investee company performance relative to plan, going concern risk, continued funding availability, comparable peer group valuations, exit market conditions and general sector conditions and calibrates its valuation of each investment as appropriate.

The Company may apply a further illiquidity discount to the fair value of an investment if conditions exist that could

24. Financial Risk Management (Continued)

make it challenging to monetize the investment in the near term at a price indicated by the valuation models. The amount of illiquidity discount applied requires considerable judgment and is based on the facts and circumstances of each investment.

The process of valuing investments for which no active market exists is inevitably based on inherent uncertainties, and the resulting values may differ significantly from values that would have been used had a ready market existed for the investments. These differences could be material to the fair value of investments in the portfolio.

During the period there has been no movement of investments from Level 3 to Level 1 or Level 2.

The Company's financial instruments consist of cash and cash equivalents, trade receivables, marketable securities, certain investments, amounts due from related parties, trade payables, loans payable, other payables, convertible debt, and related party loans. The carrying value of financial instruments approximates the fair value at September 30, 2023.

The Company manages its cash and common shares as capital. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern to pursue the development of its business and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk.

The Company manages the capital structure and adjusts it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue debt, acquire or dispose of assets or adjust the amount of cash. The Company's investment policy is to keep its cash treasury on deposit in an interest bearing Canadian chartered bank account. The Company will require capital resources to carry its plans and operations through its current operating period. The Company currently is not subject to externally imposed capital requirements. There were no changes in the Company's approach to capital management during the period.

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25. Revenue and Cost of Goods Sold

Revenue

	Three months ended September		Nine months ended September 30,	
	2023	2022	2023	2022
Immersive experiences	\$ 186,950	\$ 443,613	\$ 543,091	\$ 968,814
Health	3,088,218	1,125,319	8,136,302	2,619,174
Health tech	-	778	25,855	2,252
Management fees	(54,137)	10,461	-	167,561
Sublease	(8,000)	40,050	24,000	94,300
	\$ 3,213,031	\$ 1,620,221	\$ 8,729,248	\$ 3,852,101

Cost of Goods Sold

	Three months ended September		Nine months ended September 30,	
	2023	2022	2023	2022
Immersive experiences	\$ (8,864)	\$ 172,897	\$ -	\$ 327,020
Health	1,849,072	537,933	4,774,895	1,333,813
Health tech	(13,766)	-	-	70,875
	\$ 1,826,442	\$ 710,830	\$ 4,774,895	\$ 1,731,708

26. Interest and Other Income

During the period ended September 30, 2023, XRI was refunded \$54,087 plus interest for a provincial government tax credit for eligible salaries and wages incurred in the 2021 taxation year and accrued in the year ended December 31, 2022. In the comparative period ended September 30, 2022, XRI had major sources of interest and other income of \$237,469 in government subsidies. Government subsidies and grants included Canada Emergency Wage Subsidy (CEWS), Canada Emergency Rent Subsidy (CERS), Tourism and Hospitality Recovery Program, and a CanExport Canadian government grant that supports businesses as they explore/expand new and under-developed international markets.

27. Non-Controlling Interest

HTI

On closing of the Transaction (Note 10), 37,842,827 shares of HTI are issued and outstanding on a non-diluted basis, of which approximately 27,896,825 shares are held by VST representing a 73.72% interest, with the balance of 26.28% reported initially in NCI.

During the period ended September 30, 2023, HTI settled a \$300,000 obligation recognized in the prior year to issue shares to the CEO of HTI in recognition of a going public bonus. The addition to NCI of \$133,333 was based on the fair value of the HTI shares on date of issuance with the difference between the \$300,000 obligation credited to reserve.

As per Note 14, the Company transferred 1,138,247 common shares of HTI to third party consultants as consideration for several software development projects in development. The transfer was recorded based on the share price of HTI shares of \$0.43 on the date of transfer, with a \$489,446 addition to NCI.

27. Non-Controlling Interest (Continued)

As of September 30, 2023, the NCI interest in HTI is 30.17%.

XRI

As of September 30, 2023, the Company owns 54.55% of XRI and records the balance of 45.45% in NCI.

FUTURA

As per Note 11, on the share exchange transaction with Futura, the Company recognized a \$678,468 addition to NCI based on a 41.54% of net assets acquired by the NCI post transaction.

28. Subsequent Event

On November 9, 2023, all of the Company's warrants outstanding as at September 30, 2023, expired unexercised.