

LOOKING GLASS LABS LTD.

Unaudited Condensed Interim Consolidated Financial Statements

Three months ended October 31, 2022 and 2021

Expressed in Canadian Dollars

Notice of No Auditor Review of Interim Financial Statements

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

The accompanying unaudited condensed interim financial statements of Looking Glass Labs Ltd. have been prepared by and are the responsibility of management.

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

LOOKING GLASS LABS LTD.

Unaudited Condensed Interim Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)

	Note	October 31, 2022 \$	(Audited) July 31, 2022 \$
ASSETS			
Current assets			
Cash and cash equivalents		192,840	308,035
Accounts receivable		206,697	215,152
Digital assets	5	59,233	154,302
Prepaid expenses		251,714	307,079
		710,484	984,568
Non-current assets			
Right-of-use asset	8	354,303	396,819
Property and equipment	6	54,366	60,636
Deferred contract costs	16	385,487	385,487
Intangible assets	7	3,918,495	2,284,458
Goodwill	3	3,488,996	3,488,996
Total assets		8,912,131	7,600,964
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities	9,12	1,127,124	907,646
Due to related parties	12	14,233	14,233
Loans payable	10	474,000	40,000
Lease liabilities – current portion	8	168,351	164,544
		1,783,708	1,126,423
Non-current liabilities			
Lease liabilities	8	200,436	243,919
Deferred revenue	16	2,608,218	2,604,555
Total liabilities		4,592,362	3,974,897
SHAREHOLDERS' EQUITY			
Share capital	11	15,259,943	13,322,675
Reserve	11	3,934,732	2,830,107
Warrant reserve		9,762	9,762
Accumulated other comprehensive loss		(24,554)	(25,387)
Deficit		(14,860,114)	(12,511,090)
Total shareholders' equity		4,319,769	3,626,067
Total liabilities and shareholders' equity		8,912,131	7,600,964

Nature and Continuance of Operations (Note 1)

Subsequent Events (Note 17)

Approved by the board of directors and authorized for issue on December 14, 2022:

“Carl Chow”
Carl Chow, Director

“Patrick O’Flaherty”
Patrick O’Flaherty, Director

LOOKING GLASS LABS LTD.Unaudited Condensed Interim Consolidated Statements of Operations and Comprehensive Income (Loss)
(Expressed in Canadian Dollars)

		Three months ended	
		October 31,	October 31,
		2022	2021
		\$	\$
Revenue			
NFT sales		-	6,245,675
Royalty income		-	243,790
Design services income	16	137,066	7,398
Total revenue		137,066	6,496,863
Cost of revenue		(1,519)	(321,073)
Gross Profit		135,547	6,175,790
Expenses			
Amortization	6,8	123,964	381
Consulting fees	12	46,584	47,721
Corporate service fees		126,153	60,545
Development costs		79,915	241,896
Foreign exchange loss		12,437	-
Interest expense	8	8,707	-
Marketing		87,567	77,137
Office expenses		61,031	22,404
Professional fees	12	330,138	36,380
Stock-based compensation	11	1,105,245	25,420
Transfer agent and filing fees		55,704	43,250
Wages and salaries		444,425	29,250
Operating Expenses		(2,481,870)	(584,384)
Other Items			
Acquisition costs	3	-	(225,000)
Loss on revaluation of digital assets	5	(2,284)	(3,135)
Gain (loss) on use of digital assets	5	(417)	402,429
Gain on settlement of debt		-	5,000
Net loss		(2,349,024)	5,770,700
Foreign currency translation adjustment		833	-
Net comprehensive income (loss) for the period		(2,348,191)	5,770,700
Net (loss) income per share:			
Basic		(0.02)	0.10
Diluted		(0.02)	0.10
Weighted average number of common shares outstanding:			
Basic and diluted		124,028,282	58,840,710

LOOKING GLASS LABS LTD.

Unaudited Condensed Interim Consolidated Statement of Shareholders' Equity

For the three months ended October 31, 2022 and 2021

(Expressed in Canadian Dollars)

		Share capital					Accumulated other comprehensive		Total
	Note	Number of shares	Amount \$	Reserve \$	Warrant reserve \$	Obligation to issue shares \$	loss \$	Deficit \$	\$
Balance, July 31, 2021		34,545,601	456,899	-	-	-	-	(604,212)	(147,313)
Common shares issued for cash		21,100,000	1,510,000	-	-	-	-	-	1,510,000
Shares issued to acquire HOK	3	45,000,000	4,500,000	-	-	-	-	-	4,500,000
Shares issued for finder's fees	3	2,250,000	225,000	-	-	-	-	-	225,000
Shares issued to settle debt		200,000	20,000	-	-	-	-	-	20,000
Subscriptions received in advance of issuance of shares		-	-	-	-	40,000	-	-	40,000
Share-based compensation		-	-	25,420	-	-	-	-	25,420
Income for the period		-	-	-	-	-	-	5,770,700	5,770,700
Balance, October 31, 2021		103,095,601	6,711,899	25,420	-	40,000	-	5,166,488	11,943,807
Balance, July 31, 2022		115,908,755	13,322,675	2,830,107	9,762	-	(25,387)	(12,511,090)	3,626,067
Shares issued to acquire Web 3.0	4	13,827,250	1,935,815	-	-	-	-	-	1,935,815
Shares issued upon exercise of options	11	8,333	1,453	(620)	-	-	-	-	833
Share-based compensation	11	-	-	1,105,245	-	-	-	-	1,105,245
Net loss for the period		-	-	-	-	-	833	(2,349,024)	(2,348,191)
Balance, October 31, 2022		129,744,338	15,259,943	3,934,732	9,762	-	(24,554)	(14,860,114)	4,319,769

LOOKING GLASS LABS LTD.

Unaudited Condensed Interim Consolidated Statements of Cash Flow

For the three months ended October 31, 2022 and 2021

(Expressed in Canadian Dollars)

	2022	2021
	\$	\$
Operating activities		
Net income (loss) for the period	(2,349,024)	5,770,700
Adjustments for non-cash items:		
Interest expense	8,707	-
Digital assets converted to fiat currency	94,675	6,516,226
Digital assets received for sales	(3,378)	(6,496,862)
Digital assets paid for services	1,519	232,114
Depreciation	123,964	381
Loss (gain) on use of digital assets	417	(402,429)
Change in revaluation of digital assets	2,284	3,135
Shares issued for acquisition costs	-	225,000
Share-based compensation	1,105,245	25,420
Gain on forgiveness of debts	-	(5,000)
Changes in non-cash working capital items:		
Amounts receivable	8,455	(15,891)
Prepaid expenses	55,365	(193,367)
Accounts payable and accrued liabilities	19,477	(17,367)
Due to related parties	-	(79,868)
Deferred revenue	3,216	-
Net cash flows used in operating activities	(929,078)	5,562,192
Investing activities		
Loans receivable	-	(100,539)
Additions of internally developed software	(377,860)	-
Purchase of equipment	-	(14,146)
Cash acquired from acquisition of HOK	-	225,558
Cash received pursuant to acquisition of Web 3.0	804,460	-
Net cash flows used in investing activities	426,600	110,873
Financing activities		
Loans received (repaid), net	434,000	(65,000)
Lease payments	(48,383)	-
Proceeds from share issuances	-	1,510,000
Proceeds from exercise of warrants and options	833	-
Subscriptions received	-	40,000
Net cash flows provided by financing activities	386,450	1,485,000
Increase (decrease) in cash	(116,028)	7,158,065
Effects of foreign exchange on cash	833	-
Cash, beginning of the year	308,035	2,442
Cash, end of the period	192,840	7,160,507
Other Supplementary Information		
Cash paid during the year for interest	-	-
Cash paid during the year for income taxes	-	-

LOOKING GLASS LABS LTD.

Notes to the Unaudited Condensed Interim Consolidated Financial Statements

For the three months ended October 31, 2022 and 2021

(Expressed in Canadian Dollars)

1. Nature and Continuance of Operations

Looking Glass Labs Ltd. (the "Company") was incorporated on June 19, 2015, under the laws of the province of British Columbia, Canada. On October 8, 2021, the Company changed its name from BluKnight Aquafarms Inc. to Looking Glass Labs Ltd. The Company changed its name from 1040426 BC Ltd to BluKnight Aquafarms Inc. on July 12, 2017. Looking Glass Labs is a digital platform specializing in non-fungible token ("NFT") architecture, immersive extended reality ("XR") metaverse design, and virtual asset royalty streams. Its leading brand, House of Kibaa ("HOK"), designs and curates a next-generation metaverse for 3D assets, which allows functional art and collectibles to exist simultaneously across different NFT blockchain environments. The HOK studio provides utilities and platform tools that enable users to showcase their individual style and NFT collections within a proprietary metaverse.

The head office, principal address, records office and registered address of the Company are located at 810 – 789 West Pender Street, Vancouver, BC.

Currently, based on its planned expenditures and expected cash flows, the Company will need to secure new sources of working capital to continue operations beyond a twelve-month period. Management's plan is to actively secure sources of funds, including possible equity and debt financing options, while at the same time focus on exercising careful cost control to sustain operations. If necessary, the Company will curtail spending.

These financial statements have been prepared on a going concern basis, which presumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business in the foreseeable future. During the period ended October 31, 2022, the Company incurred a net comprehensive loss of \$2,349,024 (2021 net income – \$5,770,700), and had an accumulated deficit of \$14,860,114 (July 31, 2022 – \$12,511,090) and a working capital deficit of \$1,073,224 as at October 31, 2022 (July 31, 2022 working capital deficit – \$141,855).

The Company's ability to continue as a going concern and meet its corporate objectives may require additional financing through debt or equity issuances or other available means. There is no assurance that the Company will be able to obtain adequate financing in the future or that such financing will be available on terms advantageous to the Company. These conditions indicate the existence of material uncertainties that may cast significant doubt about the Company's ability to continue as a going concern. These consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue its existence.

2. Statement of Compliance and Significant Accounting Policies

These unaudited condensed interim consolidated financial statements were authorized for issue on December 14, 2022 by the directors of the Company.

Statement of Compliance

These condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and in accordance with IAS 34 – Interim Financial Reporting. These condensed interim consolidated financial statements do not include all of the information required for annual financial statements and should be read in conjunction with the Company's audited financial statements for the year ended July 31, 2022. These condensed interim consolidated financial statements have been prepared following the same accounting policies as the Company's audited consolidated financial statements for the year ended July 31, 2022.

These unaudited condensed interim consolidated financial statements have been prepared on a historical cost basis, except for certain financial instruments. In addition, these unaudited condensed interim consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

LOOKING GLASS LABS LTD.

Notes to the Unaudited Condensed Interim Consolidated Financial Statements

For the three months ended October 31, 2022 and 2021

(Expressed in Canadian Dollars)

2. Statement of Compliance and Significant Accounting Policies (continued)

Basis of Presentation

These unaudited condensed interim consolidated financial statements have been prepared on an accrual basis and are based on historical cost, modified where applicable. The unaudited condensed interim consolidated financial statements are presented in Canadian dollars, unless otherwise noted, which is the Company's functional currency.

Basis of Consolidation

The unaudited condensed interim consolidated financial statements include the accounts of the Company and its controlled entities. Control occurs when the Company is exposed to, or has the right to, variable returns from its involvement with an investee and has the ability to affect those returns through its power over the investee. Details of controlled entities are as follows:

Name	Jurisdiction of Incorporation	Interest	Functional Currency
Genzeroes Productions Inc.	Canada	100%	Canadian Dollars
HOK Vietnam Company Limited	Vietnam	100%	Vietnamese Dong
HOK Technologies Inc.	Canada	100%	Canadian Dollars
HOK BVI Technologies Inc.	British Virgin Islands	100%	Canadian Dollars
Web 3.0 Holdings Inc.	Canada	100%	Canadian Dollars

All inter-company transactions and balances have been eliminated in the consolidated financial statement presentation.

Functional and Presentation Currency

These unaudited condensed interim consolidated financial statements are presented in Canadian dollars. Each entity determines its own functional currency, and items included in the consolidated financial statements of each entity are measured using that functional currency.

Transactions and balances in foreign currencies

Foreign currency transactions are translated into the functional currency of the respective entity, using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the remeasurement of monetary items at period-end exchange rates are recognized immediately in profit or loss.

Non-monetary items measured at historical cost are translated using the exchange rates at the date of the transaction and are not retranslated. Non-monetary items measured at fair value are translated using the exchange rates at the date when fair value was determined.

Foreign Operations

On consolidation, the assets and liabilities of foreign operations are translated into Canadian dollars from their functional currency at the exchange rate prevailing at the reporting date and their statements of loss and comprehensive loss are translated at the exchange rates approximating those in effect on the date transactions occurred. The exchange differences arising on the translation are recognized in other comprehensive income and accumulated in the foreign currency translation reserve in equity. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognized in earnings as part of the gain or loss on disposal.

LOOKING GLASS LABS LTD.

Notes to the Unaudited Condensed Interim Consolidated Financial Statements

For the three months ended October 31, 2022 and 2021

(Expressed in Canadian Dollars)

2. Statement of Compliance and Significant Accounting Policies (continued)

Significant Accounting Judgments, Estimates and Assumptions

In preparing these condensed interim consolidated financial statements, the significant accounting policies and the significant judgments made by management in applying the Company's significant accounting policies and key sources of estimation uncertainty were the same as those that applied to the Company's audited consolidated financial statements for the year ended July 31, 2022.

The preparation of condensed interim consolidated financial statements requires that the Company's management make judgments and estimates of effects of uncertain future events on the carrying amounts of the Company's assets and liabilities at the end of the reporting period. Actual future outcomes could differ from present estimates and judgments, potentially having material future effects on the Company's condensed interim financial statements. Estimates are reviewed on an ongoing basis and are based on historical experience and other facts and circumstances. Revisions to estimates and the resulting effects on the carrying amounts of the Company's assets and liabilities are accounted for prospectively.

New Standards Adopted

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's consolidated financial statements.

3. Business Combination

On September 29, 2021, the Company entered into a definitive share exchange agreement (the "Definitive Agreement") (the "Agreement") to acquire all of the issued and outstanding securities of HOK Technologies Inc. ("HOK") in consideration for 45,000,000 common shares of the Company (each a "Consideration Share") payable to the existing shareholders of HOK (the "Vendors").

The Vendors are eligible to earn additional Consideration Shares (the "Earn-Out Shares") upon realization of certain revenue-related milestones achieved by HOK for the calendar years ending December 31, 2021 and December 31, 2022. At July 31, 2022, HOK had achieved all revenue related milestones for the calendar year ended December 31, 2021, and the Company paid the Vendors \$750,000 and is obligated to issue the \$2,000,000 of Earn-Out Shares. On February 25, 2022, the Company satisfied the share issuance obligation and issued 2,592,205 shares as described in Note 10.

The revenue-related milestones for the period commencing on January 1, 2022 and ending December 31, 2022 are either:

- \$1,500,000 of Earn-Out Shares and \$500,000 if, by no later than December 31, 2022, \$5,000,000 of revenue is achieved by HOK; or
- \$2,500,000 of Earn-Out Shares and \$500,000 if, by no later than December 31, 2022, \$10,000,000 of revenue is achieved by HOK.

The Company recorded the fair value of the additional consideration for revenue milestones as a contingent liability. At July 31, 2022 and October 31, 2022, the fair value of the remaining revenue-related milestone was \$0. The number of Earn-Out Shares issuable upon the achievement of revenue-related milestones will be determined in accordance with the market value of the Company's common shares at such time, and will be subject to the statutory four month and one day hold period.

LOOKING GLASS LABS LTD.

Notes to the Unaudited Condensed Interim Consolidated Financial Statements

For the three months ended October 31, 2022 and 2021

(Expressed in Canadian Dollars)

3. Business Combination (continued)

In connection with the acquisition of HOK, the Company agreed to issue an aggregate of 200,000 common shares of the Company to extinguish certain of HOK's outstanding accounts payable. The Company paid a finder's fee of 2,250,000 common shares of the Company with a fair value of \$225,000 to certain qualified third parties in connection with the closing of the Acquisition.

The acquisition of HOK constituted a business combination as HOK met the definition of a business under IFRS 3 - Business Combinations.

	\$
Purchase price:	
45,000,000 common shares	3,436,497
Contingent consideration	3,785,862
Total consideration paid	7,222,359
Cash	225,558
Accounts receivable	629
Digital assets	768,880
Equipment	2,316
Accounts payable and accrued liabilities	(87,559)
Income taxes payable	(15,785)
Deferred revenue	(603,209)
Due to related parties	(190,000)
Advances payable	(100,539)
Net assets acquired	291
Platform (Note 7)	540,000
Goodwill	6,682,068
Total	7,222,359

The Company determined that HOK's technology and business objectives were synergistic with the Company's business plans and objectives. Goodwill consists of an assembled workforce, cost synergies and future economic potential of HOK. The accounting for this acquisition has been provisionally determined at July 31, 2022. The fair value of total consideration has been determined provisionally and subject to adjustment. Upon completion of a comprehensive valuation and finalization of the purchase price allocation, the amounts above may be adjusted retrospectively to the acquisition date in future reporting periods.

For the purposes of testing impairment, the recoverable amount of each CGU comprising goodwill was based on value in use. As at July 31, 2022, the Company recorded an impairment of goodwill of \$3,193,072.

Advances payable include \$100,539 that relates to working capital advanced to HOK by the Company.

During the period from October 1, 2021 to July 31, 2022, the Company recorded a net income of \$1,077,244 in the Consolidated Statements of Loss and Comprehensive Loss in connection with HOK.

Net loss for the Company would have been higher by approximately \$132,962, for the period ended July 31, 2022, if the acquisition had taken place on August 1, 2021. In connection with this transaction, the Company also issued 2,250,000 common shares with a fair value of \$0.10 per share as finders' fees. Finders' fees are considered acquisition costs under IFRS and are expensed through profit and loss. As a result, the \$225,000 fair value of the finders' fee shares have been recorded as acquisition costs.

LOOKING GLASS LABS LTD.

Notes to the Unaudited Condensed Interim Consolidated Financial Statements

For the three months ended October 31, 2022 and 2021

(Expressed in Canadian Dollars)

4. Asset Acquisition

On August 9, 2022, the Company entered into a share purchase agreement (“SPA”) to acquire all of the issued and outstanding securities of Web 3.0 Holdings Corp. (“Web 3.0”), a technology company that is addressing Business to Consumer and Business to Business infrastructure challenges within Web3 environments.

As consideration, the Company issued 13,827,250 common shares of the Company (each a "Consideration Share") on September 7, 2022 payable to the existing shareholders of Web 3.0 with a fair value of \$1,935,815. The acquisition of Web 3.0 does not constitute a business combination because this entity does not meet the definition of a business under IFRS 3 – *Business Combinations*. As a result, the transaction has been measured at the fair value of equity consideration issued to acquire these entities. The fair value of the consideration paid was determined based on the fair value of the assets received as determined based on IFRS 2 – *Share Based Payments*.

Purchase price:	\$
13,827,250 common shares	1,935,815
Total consideration paid	1,935,815
Cash	804,460
Liabilities assumed	(200,000)
Net assets assumed	604,460
Acquired retail technology platform	1,331,355
	1,935,815

5. Digital Assets

Digital assets are recorded at their fair value on the acquisition date or when they are received as revenues, and are revalued to their current market value at each reporting date. The fair value is determined using the spot rate based on the weighted average from www.etherscan.io on the date the tokens are received or recorded as a receivable.

Digital assets consist of Ethereum and USD-T/C (cryptocurrencies). Ethereum and USD-T/C earned and transacted during the period were as follows:

	\$	USD-T/C #	Ethereum #
Balance, July 31, 2022	154,302	3,694.95	71.640
Digital assets received for revenues	3,378	-	1.609
Digital assets received for deferred revenues	448	-	0.261
Digital assets traded for cash	(94,675)	-	(45.000)
Digital assets paid for expenses	(1,519)	-	(0.734)
Gain on sale of digital assets	(2,284)	-	-
Revaluation of digital assets	(417)	-	-
Balance, October 31, 2022	59,233	3,694.95	27.776

- i) Digital assets held are revalued each reporting period based on the fair market value of the price of Ethereum and USD-T/C on the reporting date. As at October 31, 2022, the price of Ethereum was \$2,132 resulting in a revaluation loss of \$417.

LOOKING GLASS LABS LTD.

Notes to the Unaudited Condensed Interim Consolidated Financial Statements

For the three months ended October 31, 2022 and 2021

(Expressed in Canadian Dollars)

6. Property and Equipment

	Computer Equipment \$	Furniture and Fixtures \$	Total \$
Cost			
Balance, July 31, 2022	62,169	13,077	75,246
Additions	-	-	-
Balance, October 31, 2022	62,169	13,077	75,246
Accumulated depreciation			
Balance, July 31, 2022	(12,793)	(1,817)	(14,610)
Depreciation	(5,181)	(1,089)	(6,270)
Balance, October 31, 2022	(17,974)	(2,906)	(20,880)
Net book values			
Balance, July 31, 2022	49,376	11,260	60,636
Balance, October 31, 2022	44,195	10,171	54,366

7. Intangible Assets

As part of the acquisition of HOK as described in Note 3, the Company acquired a platform. HOK is creating a blockchain-based virtual world and metaverse to be utilized across environments as well as virtual reality social and gaming activities (the "Platform").

As part of the acquisition of Web 3.0 as described in Note 4, the Company acquired a retail technology platform currently in development (the "Platform Development").

The Company has also capitalized costs related to the creation of a live-action NFT based series produced by the Company. Acquired NFTs represent NFTs purchased by the Company from third parties for development purposes.

	Acquired NFTs \$	Film Series \$	Acquired Platform \$	Internally Generated Platforms \$	Acquired Platform Development \$	Total \$
Balance, July 31, 2022	48,973	670,354	475,714	1,089,417	-	2,284,458
Additions	-	97,855	-	280,004	1,331,355	1,709,214
Amortization	(16,325)	(39,566)	(19,286)	-	-	(75,177)
Balance, October 31, 2022	32,648	728,643	456,428	1,369,421	1,331,355	3,918,495

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Notes to the Unaudited Condensed Interim Consolidated Financial Statements

For the three months ended October 31, 2022 and 2021

(Expressed in Canadian Dollars)

8. Right-of-Use Assets and Lease Liabilities

The Company's primary leases consist of a research and development facility and an office space. The Company used an incremental borrowing rate of 9.5%. The following is a continuity schedule of right-of-use assets for the period ended October 31, 2022 and July 31, 2022:

	Office Lease
	\$
Right-of-use assets	
Balance, July 31, 2021	-
Additions	510,196
Depreciation	(113,377)
Balance, July 31, 2022	396,819
Depreciation	(42,516)
Balance, October 31, 2022	354,303

The following is a continuity schedule of lease liabilities for the period ended October 31, 2022 and July 31, 2022:

	Office Lease
	\$
Lease liabilities	
Balance, July 31, 2021	-
Additions	510,196
Interest	27,290
Payments	(129,023)
Balance, July 31, 2022	408,463
Interest	8,707
Payments	(48,383)
Balance, October 31, 2022	368,787
Less: current portion	(168,351)
Non-current portion	200,436

The undiscounted lease liabilities are as follows:

Period ended October 31,	\$
2023	145,150
2024	193,534
2025	16,128
Total lease payments	354,812

9. Accounts Payable and Accrued Liabilities

	October 31, 2022	July 31, 2022
	\$	\$
Accounts payable	607,180	414,589
Accrued liabilities	519,944	493,057
	1,127,124	907,646

LOOKING GLASS LABS LTD.

Notes to the Unaudited Condensed Interim Consolidated Financial Statements

For the three months ended October 31, 2022 and 2021

(Expressed in Canadian Dollars)

10. Loans Payable

During the period ended October 31, 2022, the Company received loans of \$609,000 from private companies and repaid \$175,000 of the advances. At October 31, 2022, the Company had \$474,000 (July 31, 2022 - \$40,000) of loans payable. The loans were unsecured, non-interest bearing and due on demand.

11. Share Capital

Authorized share capital

Unlimited number of common shares without par value.

Issued share capital

At October 31, 2022, there were 129,744,338 (July 31, 2022 – 115,908,755) issued and fully paid common shares outstanding.

For the period ended October 31, 2022

On September 7, 2022, the Company issued 13,827,250 common shares with a fair value of \$1,935,815 pursuant to the acquisition of Web 3.0 as described in Note 4.

On September 22, 2022, the Company issued 8,333 common shares upon the exercise of 8,333 stock options for total proceeds of \$833 and the Company transferred \$620 from reserve to share capital.

For the period ended October 31, 2021

On September 15, 2021, the Company closed a non-brokered private placement of 7,500,000 units of the Company issued at a price of \$0.02 per unit for gross proceeds of \$150,000. Each unit is comprised of one common share and one share purchase warrant. Each warrant entitles the holder to purchase one warrant share for a period of 5 years at an exercise price of \$0.10 per share.

On September 29, 2021, the Company issued 11,600,000 common shares of the Company issued at a price of \$0.10 per common share in connection with a private placement.

On September 30, 2021, the Company issued 45,000,000 common shares of the Company with a fair value of \$4,500,000 in consideration for the acquisition of HOK as described in Note 3.

On September 30, 2021, the Company issued 2,250,000 common shares of the Company with a fair value of \$225,000 as finders fees for the acquisition of HOK as described in Note 3.

On September 30, 2021, the Company issued 200,000 common shares with a fair value of \$20,000 to settle \$20,000 of accounts payable.

On October 7, 2021, the Company issued 2,000,000 common shares of the Company at a price of \$0.10 per common share for proceeds of \$20,000 in connection with a private placement.

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Notes to the Unaudited Condensed Interim Consolidated Financial Statements

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11. Share Capital (continued)

Warrants

The following table summarizes the continuity of the Company's share purchase warrants:

	Number of Warrants Issued	Weighted Average Exercise Price
Balance, July 31, 2021	-	-
Issued	12,531,800	0.56
Exercised	(500,000)	(0.10)
Balance, July 31, 2022 and October 31, 2022	12,031,800	0.58

Details of warrants outstanding as October 31, 2022 are as follows:

Expiry Date	Number of Warrants Outstanding and Exercisable	Exercise Price
September 15, 2026	7,000,000	0.10
November 10, 2026	5,031,800	1.25
	12,031,800	

Stock options

The Company has an incentive stock option plan in place under which it is authorized to grant options to directors, officers, employees and consultants to acquire up to 20% of the Company's issued and outstanding common shares. Under the plan, the exercise price of each option may not be less than the market price of the Company's stock as calculated on the date of grant less the applicable discount. The options can be granted for a maximum term of 5 years prior to listing on an exchange, and 10 years after being listed on an exchange. Vesting periods are determined by the Board of Directors.

On October 14, 2021, the Company granted incentive stock options to its officers and consultants to purchase an aggregate of 6,000,000 common shares at an exercise price of \$0.10 per common share for up to five years. The options vest 1/3 on April 14, 2023, 1/3 on October 14, 2022 and 1/3 on October 14, 2023. The grant date fair value of the options was measured at \$446,482 and \$55,612 was recorded during the three months ended October 31, 2022 (2021 - \$ 25,420). The options were measured using the BlackScholes Option Pricing Model with the following assumptions: Stock price - \$0.10; exercise price - \$0.10; expected life - 5 years; volatility - 100%; dividend yield - \$0; and risk-free rate - 1.18%.

On February 7, 2022, the Company granted an aggregate of 5,000,000 incentive share purchase options to its directors, officers, employees and consultants. Each share purchase option is exercisable for a period of five years at an exercise price of \$0.65 per common share of the Company. The options vest over a period of 18 months, in one-third tranches of equal size, after the passing of each successive six-month period. The grant date fair value of the options was measured at \$2,428,863 and \$478,820 was recorded during the three months ended October 31, 2022 (2021 - \$Nil). The options were measured using the Black-Scholes Option Pricing Model with the following assumptions: Stock price - \$0.65; exercise price - \$0.65; expected life - 5 years; volatility - 100%; dividend yield - \$0; and risk-free rate - 1.68%.

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11. Share Capital (continued)

Stock options (continued)

On April 11, 2022, the Company granted an aggregate of 100,000 incentive share purchase options to two consultants. Each share purchase option is exercisable for a period of two years at an exercise price of \$0.75 per common share of the Company. The options vest over a period of 4 months. The grant date fair value of the options was measured at \$37,670 and \$3,396 was recorded during the three months ended October 31, 2022 (2021 - \$Nil). The options were measured using the Black-Scholes Option Pricing Model with the following assumptions: Stock price - \$0.72; exercise price - \$0.75; expected life - 2 years; volatility - 100%; dividend yield - \$0; and risk-free rate - 2.62%.

On April 13, 2022, the Company granted an aggregate of 250,000 incentive share purchase options to two consultants. Each share purchase option is exercisable for a period of five years at an exercise price of \$0.75 per common share of the Company. The options vest 50,000 options over a period of 4 months and 200,000 options vest over a period of 18 months, in one-third tranches of equal size, after the passing of each successive six-month period. The grant date fair value of the options was measured at \$130,153 and \$30,844 was recorded during the three months ended October 31, 2022 (2021 - \$Nil). The options were measured using the Black-Scholes Option Pricing Model with the following assumptions: Stock price - \$0.70; exercise price - \$0.75; expected life - 5 years; volatility - 100%; dividend yield - \$0; and risk-free rate - 2.51%.

On June 1, 2022, the Company granted an aggregate of 50,000 incentive share purchase options to a consultant. Each share purchase option is exercisable for a period of two years at an exercise price of \$0.25 per common share of the Company. The options vest 4 months after the grant date. The grant date fair value of the options was measured at \$5,534 and \$2,812 was recorded during the three months ended October 31, 2022 (2021 - \$Nil). The options were measured using the Black-Scholes Option Pricing Model with the following assumptions: Stock price - \$0.22; exercise price - \$0.25; expected life - 2 years; volatility - 100%; dividend yield - \$0; and risk-free rate - 2.79%.

On September 13, 2022, the Company granted incentive stock options to its officers and consultants to purchase an aggregate of 9,693,750 common shares at an exercise price of \$0.14 per common share for up to five years. The options vest 1/8 every three months over 24 months. The total grant date fair value of the options was measured at \$1,374,038 and \$246,261 was recorded in the current period. The options were measured using the Black-Scholes Option Pricing Model with the following assumptions: Stock price - \$0.18; exercise price - \$0.14; expected life - 5 years; volatility - 100%; dividend yield - \$0; and risk-free rate - 3.23%.

During the period ended October 31, 2022, the Company recorded \$1,105,245 (2021 - \$25,420) of share-based compensation related to the issuance of options. The following is a summary of the Company's option activity for the period ended October 31, 2022.

	Number of Options	Weighted Average Exercise Price
Balance, July 31, 2021	-	-
Granted	11,450,000	0.37
Exercised	(99,999)	0.10
Outstanding, July 31, 2022	11,350,001	0.37
Granted	9,693,750	0.14
Exercised	(8,333)	(0.10)
Outstanding, October 31, 2022	21,035,418	0.26
Exercisable, October 31, 2022	1,941,668	0.12

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11. Share Capital (continued)

Stock options (continued)

Details of options outstanding and exercisable as at October 31, 2022 are as follows:

Expiry date	Number of Options Outstanding	Number of Options Exercisable	Exercise Price
April 11, 2024	100,000	-	0.75
June 1, 2024	50,000	-	0.25
October 14, 2026	5,891,668	1,891,668	0.10
February 7, 2027	5,000,000	-	0.65
March 16, 2027	50,000	50,000	0.80
April 13, 2027	250,000	-	0.75
September 13, 2027	9,693,750	-	0.14
	21,035,418	1,941,668	

Restricted Stock Units (“RSUs”)

The Company has adopted a Restricted Stock Unit (“RSU”) plan (“RSU Plan”). The purpose of the RSU Plan is to secure for the Company and its shareholders the benefits of incentive inherent in share ownership by certain directors, officers, other key employees and consultants of the Company (“Participants”) who, in the judgment of the Board, will be responsible for its future growth and success. RSUs granted pursuant to this RSU Plan will be used to compensate Eligible Persons who have forgone salary to assist the Company in cash management in exchange for the grant of RSUs and incentive stock options under the Company’s stock option plan.

Under the terms of the plan, RSUs are granted to Participants and the RSUs expire the earlier of 5 years from the date of vesting of the RSU and 10 years from the grant date. Each RSU gives the Participant the right to receive one common share of the Company. The aggregate number of common shares that may be reserved for issuance, at any time, under this Plan and under any other share compensation arrangement adopted by the Company, including the Company’s incentive stock option plan, shall not exceed up to a maximum of 20% of the issued and outstanding Shares at the time of grant pursuant to awards granted under all share compensation plans.

At October 31, 2022, 3,625,000 RSUs (July 31, 2022 - 2,125,000) were issued under the RSU plan.

On September 13, 2022, pursuant to its shareholder approved restricted share unit (“RSU”) plan (the “RSU Plan”), the Company has granted 1,500,000 RSUs to a consultant of the Company, vesting immediately. The RSUs had a fair value of \$270,000, based on the closing price of the Company’s common shares on the date of grant which the Company recorded as stock-based compensation during the period ended October 31, 2022.

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11. Share Capital (continued)

Restricted Stock Units (“RSUs”) (continued)

On April 13, 2022, pursuant to its shareholder approved restricted share unit (“RSU”) plan (the “RSU Plan”), the Company has granted an aggregate of 5,925,000 RSUs to directors and officers of the Company. The RSUs are subject to vesting, upon predetermined corporate milestones that need to be satisfied as a condition of vesting. The vested RSUs shall entitle the eligible parties the ability to acquire one common share in the capital of the Company underlying each such RSU upon such holder delivering a notice of acquisition to the Company in accordance with the RSU Plan for a period of five years from issuance (the “Term”). Any unvested RSUs after expiry of the Term will be deemed automatically cancelled without further act or notice by the Company. The RSUs had a fair value of \$4,147,500, based on the closing price of the Company’s common shares on the date of grant. During the three months ended October 31, 2022, the Company recorded \$17,500 (2021 - \$Nil) of stock-based compensation relating to the number of vested RSUs.

Share-based payment reserve

The share-based payment reserve records items recognized as stock-based compensation expense and other share-based payments until such time that the stock options, warrants or RSUs are exercised, at which time the corresponding amount will be transferred to share capital.

Net income per share

	Three months ended	
	October 31, 2022	October 31, 2021
	\$	\$
Net income (loss) attributable to common shareholders	(2,349,024)	5,770,700
Basic weighted average number of common shares outstanding	124,028,282	58,840,710
Effect of dilutive securities:		
Stock options	-	-
Warrants	-	-
Diluted weighted average number of common shares outstanding	124,028,282	58,840,710
Basic net income (loss) per common share	(0.02)	0.10
Diluted income (loss) per common share	(0.02)	0.10

12. Related Parties

Related party balances

Amounts due to related parties:

The following amounts due to related parties are included in trade payables and accrued liabilities:

	October 31, 2022	July 31, 2022
	\$	\$
Amounts owed to directors of the Company	37,150	29,895
	37,150	29,895

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12. Related Parties (continued)

Related party transactions

During the three months ended October 31, 2022, the Company paid and/or accrued accounting, management, and consulting fees of \$87,250 (2021 - \$25,175) to the Company's key management.

During the three months ended October 31, 2022, the Company also incurred stock-based compensation to key management personnel related to the grant of options of \$115,028 (2021 - \$Nil).

All related party transactions are in the normal course of operations and have been measured at the agreed to amounts, which is the amount of consideration established and agreed to by the related parties.

13. Financial Risk and Capital Management

(a) Fair value measurements:

Financial hierarchy:

Financial instruments recorded at fair value are classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The hierarchy is summarized as follows:

Level 1: Unadjusted quoted prices in active markets for identical assets and liabilities;

Level 2: Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly from observable market data; and

Level 3: Inputs that are not based on observable market data.

The following is an analysis of the Company's financial assets and liabilities measured at fair value as at October 31, 2022 and July 31, 2022:

	As at October 31, 2022		
	Level 1	Level 2	Level 3
	\$	\$	\$
Cash and cash equivalents	192,840	-	-
Digital assets	-	59,233	-
	As at July 31, 2022		
	Level 1	Level 2	Level 3
	\$	\$	\$
Cash and cash equivalents	308,035	-	-
Digital assets	-	154,302	-

Digital assets and risk management

Digital assets are measured using Level 2 fair values, determined by taking the rate from www.etherscan.io.

Digital asset prices are affected by various forces including global supply and demand, interest rates, exchange rates, inflation or deflation and global political and economic conditions. A decline in the market prices for digital assets could negatively impact the Company's future operations. The Company has not hedged the conversion of any of its sales of digital assets.

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13. Financial Risk and Capital Management (continued)

Digital assets have a limited history and the fair value historically has been relatively volatile. Historical performance of digital assets is not indicative of their future price performance. The Company's digital assets currently solely consist of Ethereum. As October 31, 2022, had the market price of Ethereum increased or decreased by 10% with all other variables held constant, the corresponding digital assets value increase or decrease respectively would amount to \$5,923. Financial risk management:

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash. The Company limits its exposure to credit risk on liquid financial assets through maintaining its cash with high-credit quality financial institutions. The credit risk is considered low.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. As at October 31, 2022, the Company has cash of \$192,840 (July 31, 2022 - \$308,035) and digital assets of \$59,233 (July 31, 2022 - \$154,302) available to apply against short-term business requirements and current liabilities of \$1,783,708 (July 31, 2022 - \$1,126,423).

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk comprises three types of risk: foreign currency risk, interest rate risk and other price risk. The Company is exposed to market risk of its digital assets held. As at October 31, 2022, management concludes the exposure to market risk is not material.

14. Segmented Information

The Company operates within two geographic areas, Canada and Vietnam and has one operating segment, which is the design, development, and sale of exclusive Non-Fungible Tokens ("NFTs").

	Canada	Vietnam	Total
	\$	\$	\$
Period ended October 31, 2022			
Revenue	137,066	-	137,066
Net Loss	(2,302,398)	(46,626)	(2,349,024)
Period ended October 31, 2021			
Revenue	6,496,863	-	6,496,863
Net Gain (loss)	5,770,700	-	5,770,700
As at October 31, 2022			
Total non-current assets	7,591,648	609,999	8,201,647
As at July 31, 2022			
Total non-current assets	6,006,397	609,999	6,616,396

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15. Capital Management

The Company's capital structure consists of shareholders' equity. The Company's objective when managing capital is to maintain adequate levels of funding to support the development of its business and maintain the necessary corporate and administrative functions to facilitate these activities. This is done primarily through equity financing and related party loans.

Future financings are dependent on market conditions and there can be no assurance the Company will be able to raise funds in the future. The Company invests all capital that is surplus to its immediate operational needs in short-term, highly-liquid, high-grade financial instruments. There were no changes to the Company's approach to capital management since the year ended July 31, 2022.

The Company is not subject to externally imposed capital requirements. The Company does not currently have adequate sources of capital for the development of its business and will need to raise additional capital by obtaining equity financing through private placements or debt financing. The Company may raise additional debt or equity financing in the near future to meet its current obligations.

16. Revenues

The Company's main source of revenue is the sale of digital goods to customers. The following is a breakdown of revenues earned:

	Period ended October 31,	
	2022	2021
	\$	\$
NFT sales	-	6,245,675
Royalty income	-	243,790
Design services income	137,066	7,398
	137,066	6,496,863

Deferred Revenue

The Company receives payments based on the payment terms established in its contracts. Such payments are initially recorded to deferred revenue and are recognized into revenue as the Company satisfies its performance obligations. Deferred revenue consists of payments received from the Company's virtual land NFT sales in advance of revenue recognition. As of October 31, 2022, the aggregate amount of revenue allocated to unsatisfied performance obligations of \$2,608,218 (July 31, 2022 - \$2,604,555) is included in deferred revenue.

Deferred Contract Costs

The Company defers contract costs that are direct and incremental to obtaining user contracts. At October 31, 2022 and July 31, 2022, the Company had deferred \$385,487 of contract costs consisting of commissions paid for communication services provided in connection with the Company's virtual land NFT sales. These costs will be amortized over the estimated period of time the corresponding products are available to the user in proportion to the revenue recognized.

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17. Subsequent Events

- a) On November 17, 2022, the Company issued 999,999 common shares upon the exercise of 999,999 stock options with an exercise price of \$0.10 per share.
- b) On November 25, 2022, the Company issued 1,500,000 common shares upon the conversion of 1,500,000 RSUs.
- c) On December 2, 2022, the Company issued 500,000 common shares upon the exercise of 500,000 warrants with an exercise price of \$0.10 per share.
- d) On December 7, 2022, the Company issued 250,000 common shares upon the exercise of 250,000 warrants with an exercise price of \$0.10 per share.
- e) On December 8, 2022, the Company issued 33,333 common shares upon the exercise of 33,333 options with an exercise price of \$0.10 per share.
- f) On December 12, 2022, the Company issued 1,000,000 common shares upon the exercise of 1,000,000 warrants with an exercise price of \$0.10 per share.
- g) On December 13, 2022, the Company issued 250,000 common shares upon the exercise of 250,000 warrants with an exercise price of \$0.10 per share.