SPACEFY INC.

Unaudited Condensed Interim Financial Statements
For the three and six months ended June 30, 2022 and 2021

(Expressed in Canadian Dollars)

Management's Comments on Unaudited Condensed Interim Financial Statements

The accompanying Unaudited Condensed Interim Financial Statements for the three and six months ended June 30, 2022 and 2021 have been prepared by management, reviewed by the Audit Committee and approved by the Board of Directors of the Company.

In accordance with National Instrument 51-102, Continuous Disclosure Obligations of the Canadian Securities Administrators, the Company herewith discloses that the accompanying unaudited Condensed Interim Financial Statements have not been reviewed by an auditor.

SPACEFY INC.

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

	Notes	June 30, 2022	December 31, 2021
ASSETS			
Current assets			
Cash and cash equivalents		**$ 8,089**	$ 34,979
Prepaid expenses		**-**	4,900
Accounts receivable	4	**3,610**	12,889
Total Assets		**$ 11,699**	$ 52,768
LIABILITIES AND SHAREHOLDERS' DEFICIENCY			
Current liabilities			
Accounts payable and accrued liabilities	6	**$ 267,089**	$ 270,608
Loan payable	5	**60,000**	60,000
Current portion of loans from related parties	6	**141,500**	135,000
Total current liabilities		**468,589**	465,608
Total Liabilities		**468,589**	342,399
Shareholders' deficiency			
Share capital	8	**3,140,982**	3,140,982
Contributed surplus		**1,998,259**	1,998,259
Deficit		**(5,596,131)**	(5,552,081)
		(456,890)	(412,840)
Total Liabilities and Shareholders' Deficiency		**$ 11,699**	$ 52,768

Going concern (Note 1)
Commitments and contingencies (Note 7)

See accompanying notes to the financial statements

SPACEFY INC.

Unaudited Condensed Interim Statements of Loss and Comprehensive Loss
For the three and six months ended June 30, 2022 and 2021
(Expressed in Canadian Dollars)

	Notes	Three months ended June 30, 2022	Three months ended June 30, 2021	Six months ended June 30, 2022	Six months ended June 30, 2021
REVENUE					
Commission revenue		**$ 86**	$ 454	**$ 612**	$ 1,001
EXPENSES					
General and administrative		**6,989**	757	**10,033**	5,425
Personnel	**6**	**9,000**	12,193	**18,000**	21,193
Professional fees		**2,247**	2,830	**4,170**	4,864
Regulatory		**5,309**	11,985	**12,459**	14,235
		23,545	27,765	**44,662**	45,717
Net loss and comprehensive loss		**$ (23,459)**	$ (27,311)	**$ (44,050)**	$ (44,716)
Loss per share					
Basic	**9**	**$ (0.00)**	$ (0.00)	**$ (0.00)**	$ (0.00)
Diluted	**9**	**$ (0.00)**	$ (0.00)	**$ (0.00)**	$ (0.00)

See accompanying notes to the financial statements

SPACEFY INC.

Unaudited Condensed Interim Statements of Changes in (Deficiency) Equity
For the six months ended June 30, 2022 and 2021
(Expressed in Canadian Dollars)

	Share Capital (Note 8)	Warrants	Contributed Surplus	Deficit	Total
	$	**$**	**$**	**$**	**$**
Balance at December 31, 2020	**3,140,982**	**586,877**	**1,411,382**	**(5,445,615)**	**(306,374)**
Expiry of warrants	-	(586,877)	586,877	-	-
Net loss for the period	-	-	-	(44,716)	(44,716)
Balance at June 30, 2021	**3,140,982**	**-**	**1,998,259**	**(5,490,331)**	**(351,090)**
Balance at December 31, 2021	**3,140,982**	**-**	**1,998,259**	**(5,552,081)**	**(412,840)**
Net loss for the period	-	-	-	(44,050)	(44,050)
Balance at June 30, 2022	**3,140,982**	**-**	**1,998,259**	**(5,596,131)**	**(456,890)**

See accompanying notes to the financial statements

SPACEFY INC.

Unaudited Condensed Interim Statements of Cash Flows
For the six months ended June 30, 2022 and 2021
(Expressed in Canadian Dollars)

	2022	2021
Cash flows used in operations		
Net loss for the period	**$ (44,050)**	$ (44,716)
Items not affecting cash:	-	-
Changes in non-cash working capital		
Accounts receivable	**9,279**	15,889
Prepaid expenses	**4,900**	-
Accounts payable and accrued liabilities	**(3,519)**	411
	(33,390)	(28,416)
Cash flows from financing activities		
Proceeds from loan (note 5)	**-**	60,000
Proceeds from loans from related parties (note 6)	**6,500**	20,000
	6,500	80,000
Net change in cash and cash equivalents	**(26,890)**	51,584
Cash and cash equivalents – beginning of period	**34,979**	14,416
Cash and cash equivalents – end of period	**$ 8,089**	$ 66,000

Non-Cash Investing and Financing Transactions (note 8)

See accompanying notes to the financial statements

1. CORPORATE INFORMATION

Spacefy Inc. (the “Company” or “Spacefy”) is an online marketplace that connects people in creative industries, such as photographers, filmmakers, musicians, artists, ad agencies, and event planners, with locations to execute their projects.

The Company was incorporated on August 25, 2014 under the laws and regulations of the Ontario Business Corporations Act. On November 29, 2018, the Company completed an initial public offering (“IPO”) and commenced trading on the Canadian Securities Exchange under the symbol SPFY.

The financial statements were authorized for issue on August 29, 2022 by the directors of the Company.

Going concern

These financial statements have been prepared assuming the Company will continue as a going concern. The going concern basis of presentation assumes the Company will continue in operation for the foreseeable future and be able to realize its assets and discharge its liabilities and commitments in the normal course of business. However, the Company has incurred a net loss of $44,050 during the six months ended June 30, 2022 and, as of that date, had a working capital deficiency of $456,890 (December 31, 2021 –$412,840) and an accumulated deficit of $5,596,131 (December 31, 2021 - $5,552,081). Although the Company believes it will be successful, there is no guarantee the Company will attain its goal of a successful online marketplace. As a result, material uncertainty exists that may cast significant doubt about the Company’s ability to continue as a going concern.

These financial statements have been prepared on the basis of accounting principles applicable to a going concern. Accordingly, they do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and liquidate its liabilities in other than the normal course of business and at amounts different from those in the accompanying financial statements. Such adjustments could be material. Management is of the opinion that working capital will be obtained from future cash flows by achieving profitable operations through continuing to manage expenditures and concentrating on building upon the revenue level. The Company will periodically have to raise funds to continue operations and, although it has been successful in doing so in the past, there is no assurance it will be able to do so in the future.

Since December 31, 2019, the outbreak of the novel strain of coronavirus, specifically identified as “COVID-19”, has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and conditions of the Company in future periods.

Given the challenges posed by COVID-19, the Company made changes to its personnel. The Chairman of the Board was appointed as Interim President and Chief Executive Officer of the Company as the CEO has stepped away from his roles as CEO and board member. The Chief Operating Officer & VP of Marketing (a founder of the Company) stepped away from these roles, but continued to provide advisory services to the Company as needed remained on the Board of Directors. The Company dismissed all other staff positions and will outsource personnel as required.

The Company continues to pursue synergistic acquisitions and partnerships to drive growth and revenue.

2. BASIS OF PRESENTATION

a) Basis of Presentation

These financial statements are prepared on a going concern basis and have been presented in Canadian dollars, the functional currency of the Company.

The Condensed Interim Financial Statements have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS") and its interpretations adopted by the International Accounting Standards Board ("IASB") and in accordance with IAS 34, Interim Financial Reporting ("IAS 34").

These financial statements have been prepared on the historical cost basis, with the exception of items that IFRS requires to be carried at fair value, as explained in the accounting policies set out in Note 3 to the Company's Audited Financial Statements for the years ended December 31, 2021 and 2020.

b) Accounting judgments and use of estimates:

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and the reported amounts of revenue and expenses. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the year in which the estimate is revised if the revision affects only that year, or in the year of the revision and future years if the revision affects both current and future years. Although these estimates are based on management's best knowledge of the current events and actions that the Company may undertake in the future, actual results may differ from these estimates.

i. Development phase of internally generated intangible assets

The classification of costs for internally generated intangible assets into the research and development phase is subject to judgment.

ii. Impairment

Non-financial assets are reviewed for impairment whenever events or changes in circumstances indicate that their carrying amounts exceed their recoverable amounts. Judgment is required in establishing whether there are indicators of impairment related to these assets such as changes in market price, the extent or manner in which it is being used or in its physical condition, operations and business environment. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss.

iii. Determination of fair values using option pricing models

The Company measures the cost of equity-settled transactions consisting of stock option expense and warrants offered to service providers and employees by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the stock option, volatility and dividend yield and making assumptions about them. Changes in the input assumptions can materially affect the fair value estimate.

(Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES

These Condensed Interim Financial Statements reflect the accounting policies described in Note 3 to the Company's Audited Financial Statements for the years ended December 31, 2021 and 2020, and accordingly, should be read in conjunction with the 2021 Audited Financial Statements and the notes thereto.

4. ACCOUNTS RECEIVABLE

	June 30, 2022	December 31, 2021
Sales Tax Receivable	**$ 3,610**	$ 12,889

5. LOAN PAYABLE

On January 11, 2021, the Company received a $60,000 Canada Emergency Business Account loan from the government of Canada. The loan is due on demand.

6. RELATED PARTY BALANCES AND TRANSACTIONS

	SB2 Group Inc.
Balance December 31, 2020	115,000
Advances	20,000
Balance December 31, 2021 and June 30, 2022	$ 135,000

SB2 Group Inc. ("SB2") is related to the Company by virtue of common shareholders and Michael Bradley is a director of both SB2 and the Company. The amount payable of $150,000 was originally non-interest bearing, unsecured and was due on August 15, 2017. Various amendment had been made in previous years to extend the maturity date on the loans and advances. As at June 30, 2022, the loans and advances are due on demand.

During the six months ended June 30, 2022, the Company was advanced $6,500 by 1000040651 Ontario Inc., a company owned by Michael Bradley, a director of the Company, and paid $6,423 of outstanding payables on behalf of the Company. These advances are non-interest bearing and have no specific terms of repayment.

Key management personnel are those persons that have authority and responsibility for planning, directing and controlling the activities of the Company, directly and indirectly. As of June 30, 2022, the Company's key management personnel consist of its directors and senior management (Chief Executive Officer and Chief Financial Officer). The Company incurred fees and expenses in the normal course of operations in connection with the key management and directors. Details are as follows for the six months ended June 30, 2022 and 2021:

Nature of Transactions	**2022**	2021
Management fees and salaries	**$ 18,000**	$ 18,000
	$ 18,000	$ 18,000

As at June 30, 2022, the Company had accounts payable of $114,090 (December 31, 2021 - $94,920) due for CFO management fees.

7. COMMITMENTS AND CONTINGENCIES

As part of the Board's ongoing compliance process, the Board continues to monitor legal and regulatory developments and their potential impact on the Company. The Company takes legal advice as to the potential outcomes of claims and actions and provisions are made where appropriate. No provision is made where the directors consider, based on that advice, that the action does not meet the more likely than not criteria. Contingent liabilities are disclosed where the Company cannot make a sufficiently reliable estimate of the potential obligation. Management is not aware of any contingencies that may have a significant impact on the financial position of the Company.

8. SHARE CAPITAL

a) Authorized and Issued Share Capital

The Company's authorized share capital consists of an unlimited number of common shares and preferred shares without par value.

b) Share Capital Transactions – Common Shares

No shares were issued during the six months ended June 30, 2022 and the year ended December 31, 2021. As at June 30, 2022 and December 31, 2021, 45,458,608 shares were issued and outstanding.

c) Stock Options

At its 2019 Annual and General Meeting, the Company re-approved its stock option plan in place under which it is authorized to grant options of up to 10% of its outstanding shares of the Company to officers, directors, employees, and consultants. The exercise price of each option is to be determined by the Board of Directors. Stock options granted vest over the period determined by the Board of Directors.

There were no stock options outstanding as at June 30, 2022 and December 31, 2021.

d) Warrants

There were no warrants outstanding as at June 30, 2022 and December 31, 2021.

e) Restricted share units

At its 2019 Annual and General Meeting, the Board approved the adoption by the Company of a new restricted share unit plan (the "New Plan"). Restricted share units ("RSU's") may be granted to directors, officers, employees and consultants under the New Plan. The New Plan increased the number of common shares reserved for issuance under from 900,000 common shares to 10% of the number of common shares outstanding from time to time. The Company has determined that the number of common shares reserved for issuance under the New Plan in combination with the aggregate number of common shares issuable under all of the Company's other equity incentive plans in existence from time to time, including the Stock Option Plan, shall not exceed 20% of the issued and outstanding common shares. The RSU's will be settled in common shares or cash at the option of the Company.

On April 21, 2020, the Company granted 1,720,361 RSUs to employees of the Company as part of settlement agreement upon termination of their employment contracts. The RSUs vested on the date of grant, and no share have been issued. $51,610 was recognized as share-based payments related to the vesting of the RSUs in 2020. Of the 1,720,361, 463,833 were granted to the former Chief Operating Officer, and 756,945 were granted to the former Chief Executive Officer.

8. SHARE CAPITAL (continued)

The grant date fair value of the RSU equaled the fair market value of the corresponding shares at the grant date. The fair value of these equity-settled awards is recognized as compensation expense with a corresponding increase in equity. The total amount expensed was recognized over the vesting period, which is the period over which all the specified vesting conditions should be satisfied.

	Number of RSU's
As at December 31, 2020	2,620,361
Issued	-
As at December 31, 2021 and June 30, 2022	**2,620,361**

9. LOSS PER SHARE

All potential dilutive stock options and warrants were excluded from the dilutive calculations as they are anti-dilutive due to the loss for the periods.

10. RISK MANAGEMENT

The Company's financial instruments are exposed to the following financial risks:

Credit risk

Credit risk arises from the potential that a counter party will fail to perform its obligations. Management does not believe there is any significant credit risk from any of the Company's customers as orders are only processed after payment is received. The Company reviews financial assets past due on an ongoing basis with the objective of identifying potential matters which could delay the collection of funds at an early stage. Once items are identified as being past due, contact is made with the respective customer to determine the reason for the delay in payment and to establish an agreement to rectify the breach of contractual terms. To manage cash credit risk, the Company only engages banks with appropriate credit ratings. Credit risk on sales tax receivable balances is considered insignificant.

Currency risk

The Company generates all revenue in Canadian dollars but expenses are incurred in both U.S. and Canadian dollars, exposing the Company to fluctuations in earnings from volatility in foreign currency rates. Management however concludes the exposure to currency risk is not material and the Company does not utilize any financial instruments or cash management policies to mitigate such currency risks.

Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The Company is exposed to this risk mainly with respect to ensuring the sufficiency of funds for working capital and commitments. The Company monitors the maturity dates of existing accounts payable and accrued liabilities, loans payable, and commitments to mitigate this risk. The Company's financial liabilities are comprised of accounts payable and accrued liabilities, loan payable and loans from related parties. See Note 1 related to going concern. The Company is currently managing its obligations through loans from related parties.

(Expressed in Canadian Dollars)

10. RISK MANAGEMENT (continued)

The payments due by period are set out in the following tables:

As at June 30, 2022:

	Payment due by period			
	Less than one year	**Between one and five years**	**More than five years**	**Total**
Accounts payable and accrued liabilities	$ 267,089	$ -	$ -	$ 267,089
Loan payable	60,000	-	-	60,000
Loans from related parties	141,500	-	-	141,500
	$ 468,589	**$ -**	**$ -**	**$ 468,589**

As at December 31, 2021:

	Payment due by period			
	Less than one year	**Between one and five years**	**More than five years**	**Total**
Accounts payable and accrued liabilities	$ 270,608	$ -	$	$ 270,608
Loan payable	60,000	-	-	60,000
Loans from related parties	135,000	-	-	135,000
	$ 465,608	**$ -**	**$ -**	**$ 465,608**

Fair Value Risk

Due to their short-term nature, the carrying value of cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities and current portion of loans from related parties approximates their fair value.

11. CAPITAL MANAGEMENT

The Company's capital management objectives are to ensure its ability to continue as a going concern and to grow its operations. The Company derives its financing from internally generated revenue and external sources. The capital structure of Spacefy currently consists of Shareholders' deficiency and loans payable. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. This may involve Spacefy arranging more loans, issuing new shares through private placements, or selling assets to fund operations. Management reviews its capital management approach on a regular basis. The Company is not subject to externally imposed capital requirements.

The Company invests all capital that is surplus to its immediate operational needs in short-term, liquid and highly-rated financial instruments, such as cash and other short-term guaranteed deposits, all held with major financial institutions.