



Xigem Technologies Corporation

Interim Condensed Consolidated Financial Statements

For the three and six-month
periods ended June 30, 2022 and 2021

(Unaudited)

Xigem Technologies Corporation



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(Unaudited)

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Xigem Technologies Corporation
Interim Condensed Consolidated Statements of Financial Position
As at June 30, 2022 and December 31, 2021
(Expressed in Canadian dollars)
(Unaudited)



	Note	June 30, 2022 \$	December 31, 2021 \$
ASSETS			
<i>Current</i>			
Cash and equivalents		168,703	684,036
Indirect taxes recoverable		208,116	183,804
Prepaid expenses		29,897	4,375
Share subscription receivable		200,000	200,000
		606,716	1,072,215
Property and equipment	5	171,275	419,125
Intangible assets	6	873,305	1,318,095
		1,651,296	2,809,435
LIABILITIES			
<i>Current</i>			
Accounts payable and accrued liabilities		257,946	507,239
Lease liability	7	36,830	35,862
		294,776	543,101
Lease liability	7	109,175	128,014
Deferred income tax		6,873	6,873
		410,824	677,988
SHAREHOLDERS' EQUITY			
Share capital	4, 8	14,452,458	5,829,812
Warrant reserve	8	1,634,500	1,060,646
Options reserve	8	2,115,195	1,431,500
Deficit		(16,961,681)	(6,190,511)
		1,240,472	2,131,447
		1,651,296	2,809,435
Going concern	2 (a)		
Contingencies and commitments	14		

On behalf of the Board:

Brian Kalish

Director

Xigem Technologies Corporation

Interim Condensed Consolidated Statements of Loss and Comprehensive Loss

For the three and six-month periods ended June 30, 2022 and 2021

(Expressed in Canadian dollars)

(Unaudited)



	Note	For the 3 months ended June 30, 2022	For the 6 months ended June 30, 2022	For the 3 months ended June 30, 2021	For the 6 months ended June 30, 2021
		\$	\$	\$	\$
EXPENSES					
Share-based payments	8, 9	313,458	802,195	148,937	1,193,979
Amortization	5, 6	343,444	551,607	29,935	59,541
Management and consulting fees	9	132,921	150,781	-	-
Public filing fees		49,524	94,570	-	-
Professional fees	9	11,213	42,851	68,894	302,194
Investor relations		3,377	31,083	-	-
Advertising and promotion		4,849	15,423	721,136	721,136
Insurance		8,630	13,005	-	-
Dues and subscriptions		-	7,686	1,250	2,290
Interest and bank charges		1,860	3,969	1,487	1,753
		869,276	1,713,170	971,639	2,280,893
OTHER ITEMS					
Loss on acquisition	4	-	9,058,000	-	-
Listing expenses		-	-	55,662	85,638
Acquisition costs		-	-	-	1,013,897
		-	9,058,000	55,662	1,099,535
LOSS BEFORE INCOME TAXES		(869,276)	(10,771,170)	(1,027,301)	(3,380,428)
INCOME TAXES					
Current		-	-	-	-
Deferred		-	-	12,204	12,204
		-	-	12,204	12,204
NET LOSS AND COMPREHENSIVE LOSS		(869,276)	(10,771,170)	(1,039,505)	(3,392,632)
LOSS PER SHARE					
Basic	10	(0.057)	(0.729)	(0.136)	(0.643)
Diluted	10	(0.048)	(0.609)	(0.102)	(0.450)

Xigem Technologies Corporation
Interim Condensed Consolidated Statement of Changes in Equity
For the periods ended June 30, 2022 and 2021
(Expressed in Canadian dollars)
(Unaudited)



	Note	Share capital #	Share capital \$	Warrant reserve \$	Options reserve \$	Deficit \$	Total equity \$
Balance, as at December 31, 2020		13,247,360	2,347,426	660,914	-	(205,839)	2,802,501
Elimination of Xigem Technology Solutions common shares		(13,247,360)	(2,347,426)	-	-	-	(2,347,426)
Shares issued to Xigem Technology Solutions shareholders in connection with RTO		6,623,680	2,347,426	-	-	-	2,347,426
Common shares, options and warrants deemed issued in connection with RTO		1,310,680	347,587	1,369,185	118,500	-	1,835,272
Equity-settled shared-based payment		-	-	-	1,014,112	-	1,014,112
Cancellation of stock-options	9	-	40,178	-	(72,378)	38,617	6,417
Cancellation of warrants	9	-	43,567	(43,567)	-	-	-
Net loss and comprehensive loss		-	-	-	-	(3,392,632)	(3,392,632)
Balance, as at June 30, 2021		7,934,360	2,778,758	1,986,532	1,060,234	(3,559,854)	2,265,670
Balance, as at December 31, 2021		8,517,761	5,829,812	1,060,646	1,431,500	(6,190,511)	2,131,447
Common shares issued on exercise of options	8(d)	329,060	138,500	-	(118,500)	-	20,000
Acquisition of Cylix Data	4, 8(b), (c)	6,470,000	8,484,146	573,854	-	-	9,058,000
Equity-settled shared-based payment	8(d)	-	-	-	802,195	-	802,195
Net loss and comprehensive loss	4	-	-	-	-	(10,771,170)	(10,771,170)
Balance, as at June 30, 2022		15,316,821	14,452,458	1,634,500	2,115,195	(16,961,681)	1,240,472

NOTE: *Common shares of the Company were consolidated subsequent to June 30, 2022 (Note 1). All share numbers have been adjusted to reflect this consolidation as if it had occurred at the beginning of the reporting period.*

Xigem Technologies Corporation
Interim Condensed Consolidated Statement of Cash Flows
For the three and six-month periods ended June 30, 2022 and 2021
(Expressed in Canadian dollars)
(Unaudited)



	Note	For the 3 months ended June 30, 2022	For the 6 months ended June 30, 2022	For the 3 months ended June 30, 2021	For the 6 months ended June 30, 2021
		\$	\$	\$	\$
OPERATING ACTIVITIES					
Net loss and comprehensive loss		(869,276)	(10,771,170)	(1,039,505)	(3,392,632)
<i>Items not affecting cash:</i>					
Loss on acquisition	4	-	9,058,000	-	840,840
Share-based payments	8	313,458	802,195	224,937	1,269,979
Amortization	5, 6	343,444	551,607	29,935	59,541
Finance costs and other		1,520	3,129	1,158	1,158
Deferred taxes		-	-	12,204	12,204
		(210,854)	(356,239)	(771,271)	(1,208,910)
<i>Changes in non-cash working capital balances:</i>					
Indirect taxes recoverable		14,755	(24,313)	(76,058)	(98,746)
Prepaid expenses		(29,897)	(25,522)	-	-
Accounts payable and accrued liabilities		(97,820)	(249,293)	255,992	448,385
		(112,962)	(299,128)	179,934	349,639
		(323,816)	(655,367)	(591,337)	(859,271)
INVESTING ACTIVITY					
Acquisition of property and equipment	5	-	-	(440,814)	(440,814)
Acquisition of intangible assets	6	(6,750)	(6,750)	-	-
Disposal of intangible assets	6	147,784	147,784	-	-
		141,034	141,034	(440,814)	(440,814)
FINANCING ACTIVITIES					
Proceeds from exercise of options	8 (c)	-	20,000	695,035	695,035
Payments on lease financing	7	(10,500)	(21,000)	(72,803)	(72,803)
		(10,500)	(1,000)	622,232	622,232
Change in cash and cash equivalents		(193,282)	(515,333)	(409,919)	(677,853)
Cash and equivalents, beginning of period		361,985	684,036	1,898,026	2,165,960
Cash and equivalents, end of period		168,703	168,703	1,488,107	1,488,107



1. General information

Xigem Technologies Corporation ("Xigem" or the "Company") seeks to become a leading technology platform for the remote working economy. Using proprietary patented technology, the Company provides organizations with the infrastructure necessary to manage employees, assets, resources, and other business operations in remote working, learning and treatment environments.

10557536 Canada Corp. ("105CC") was incorporated on December 27, 2017 under the Canada Business Corporations Act with its head office located at 401 Bay Street, Suite #2100, Toronto, Ontario, Canada, M5H 2Y4.

The Company was incorporated under the Business Corporations Act of Ontario on June 15, 2020. The Company's registered head office is located at 70 Great Gulf Drive, Suite 67, Vaughan, Ontario, L4K 0K7.

On March 5, 2021, 105CC acquired the outstanding common shares in the capital of Xigem. The acquisition was accounted for as a reverse takeover ("RTO") whereby Xigem was identified as the acquirer for accounting purposes and the resulting interim condensed consolidated financial statements are presented as a continuance of Xigem. After the RTO, the combined entity of 105CC and Xigem is referred to also as "the Company" in these interim condensed consolidated financial statements.

On March 15, 2021, the common shares of the Company commenced trading on the Canadian Securities Exchange (the "CSE") under the symbol XIGM.

On July 15, 2022, the Company announced it is proceeding with a consolidation of its issued and outstanding share capital on the basis of one (1) new common share for every ten (10) outstanding common shares (Note 15).

2. Basis of preparation

a) Going concern

These interim condensed consolidated financial statements have been prepared on a going concern basis, which assumes that the Company will continue in operations for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. The realizable values may be substantially different from their carrying values, as shown in these interim condensed consolidated financial statements. These interim condensed consolidated financial statements do not affect adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. Such adjustments could be material.

As at June 30, 2022, the Company had an accumulated deficit of \$16,961,681 (December 31, 2021 – \$6,190,511). The Company has not yet been able to generate positive cash flows from operations. These conditions raise material uncertainties which may cast a significant doubt upon the Company's ability to continue as a going concern. Whether and when the Company can generate sufficient cash flows to pay for its expenditures and settle its obligations as they fall due after June 30, 2022, is uncertain.

To address the going concern risk, the Company continues to seek equity financing alternatives (see Note 12) to support ongoing operations, monitor general and administrative expenses compared to budget, and optimize its operating processes.



2. Basis of preparation (cont'd)

b) Statement of compliance

The interim condensed consolidated financial statements of the Company have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”). The policies applied in these consolidated financial statements are presented in Note 3. These interim condensed consolidated financial statements were authorized for issuance by the Board of Directors on August 25, 2022.

c) Basis of consolidation

The interim condensed consolidated financial statements comprise the accounts of the Company and its controlled subsidiaries. The interim condensed consolidated financial statements of subsidiaries are included in the interim condensed consolidated financial statements from the date that control commences until the date that control ceases. The interim condensed consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances.

Control is achieved when the Company is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Company controls an investee if and only if the Company has all the following:

- power over the investee.
- exposure, or rights, to variable returns from its involvement with the investee; and
- the ability to use its power over the investee to affect the amount of the investor’s returns.

All transactions and balances between the Company and its subsidiaries are eliminated on consolidation, including unrealized gains and losses on transactions between companies.

The Company’s material subsidiaries as at June 30, 2022 are as follows:

Name of subsidiary	Country of incorporation	Ownership percentage	Functional currency
Xigem Technology Solutions Inc.	Canada	100%	Canadian Dollar
2747524 Ontario Inc. o/a Cylix Data Group	Canada	100%	Canadian Dollar

d) Basis of presentation

The interim condensed consolidated financial statements are prepared on a going concern basis using the historical cost method, except for certain financial instruments that have been measured at fair value. In addition, these interim condensed consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information. The Company presents its classified consolidated statements of financial position distinguished between current and non-current assets and liabilities.



2. Basis of preparation (cont'd)

e) Significant judgments

The preparation of the Company's interim condensed consolidated financial statements under IFRS requires management to exercise judgment in applying the Company's accounting policies. Judgments made by management in the ongoing application of IFRS that have a significant effect on the interim condensed consolidated financial statements are outlined below:

i) *Going concern*

The Company applies judgment to determine whether there are material uncertainties that may cast significant doubt on the Company's ability to continue as a going concern.

ii) *Non-financial assets*

The Company applies judgment to assess whether there are any indications that its non-financial assets may be impaired. This assessment requires an assessment of external, internal and other indicators at the end of each reporting period.

iii) *Provisions and contingencies*

The Company may encounter obligations arising from past events, which will only be confirmed by the occurrence or non-occurrence of future events not wholly within the control of the Company or where the obligation cannot be reliably estimated. The Company reviews such situations at each consolidated statement of financial position date and makes judgments on all information available to determine if an outflow of economic resources can be reliably estimated or not. If this is not possible, a contingency is reported for each material case.

iv) *Research and development costs*

Judgment is required to distinguish the research phase and the development phase to correctly identify costs that qualify for capitalization.

v) *Income taxes*

The Company applies judgment in determining the tax rates applicable to the temporary differences to determine the provision for income taxes. Deferred taxes relate to temporary differences between accounting and tax asset values. They are measured using tax rates that are expected to apply in the year when the asset is realized, or the liability is settled. Temporary differences are differences between accounting and tax asset values expected to be deductible or taxable in the future.

f) Use of estimates and assumptions

The preparation of the Company's interim condensed consolidated financial statements requires management to make estimates based on events and circumstances that existed at the consolidated statement of financial position date. Accordingly, actual results may differ from these estimates. Significant estimates made by management with a significant risk of material adjustment in the current and following years are discussed below:



2. Basis of preparation (cont'd)

f) Use of estimates and assumptions (cont'd)

i) *Non-financial assets*

The Company estimates the useful life of its non-financial assets, which include an assessment of the expected usage of the asset, product life-cycles, technological obsolescence and the period of control over the asset. The useful life impacts the amount of amortization recorded in profit or loss in during the year, and the corresponding reduction of the non-financial assets value.

ii) *Share subscription receivable*

The Company applies judgment in determining the recoverability of the share subscription receivable. The Company determined that there were no issues with the recoverability of the share subscription receivable as at June 30, 2022.

iii) *Share-based payments*

The Company measures equity-settled share-based payment transactions based on an estimate of the fair value of goods or services received, unless that fair value cannot be estimated reliably, in which case the Company measures the fair value of the goods or services received based on the fair value of the equity instruments granted.

iv) *Warrants*

The Company uses the Black-Scholes model to calculate the value of warrants issued as part of the Company's private placements. The Black-Scholes model requires six key inputs to determine a value of warrants: risk-free interest rate, exercise price, market price at the date of issuance, expected dividend yield, expected life, and expected volatility. Certain of the inputs are estimates which involve considerable judgment and are or could be, affected by significant factors that are out of the Company's control. For example, a longer expected life of the warrants or higher volatility number used would result in an increase in the warrant value.

v) *COVID-19*

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 will 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, as is the efficacy of the government and central bank interventions.

Management cannot accurately predict the future impact COVID-19 may have on: (i) the severity and the length of potential measures taken by governments to manage the spread of the virus and their effect on labor availability; (ii) availability of essential supplies; (iii) purchasing power of the Canadian dollar; and (iv) ability to obtain additional funding.



2. Basis of preparation (cont'd)

f) Use of estimates and assumptions (cont'd)

v) *COVID-19 (Cont'd)*

At the date of the approval of the interim condensed consolidated financial statements, the Canadian government has not introduced measures which impede the activities of the Company. However, 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.

g) Functional and presentation currency

These interim condensed consolidated financial statements are presented in Canadian dollars, which is the Company's functional and presentation currency.

3. Significant accounting policies

a) Future accounting pronouncements

At the date of authorization of these interim condensed consolidated financial statements, the Company has not applied the following new and revised IFRS Standards that have been issued but are not yet effective and, in some cases, had not yet been adopted by the relevant accounting body:

Amendments to IAS 1	<i>Classification of Liabilities as Current or Non-current</i>
Amendments to IFRS 3	<i>Reference to the Conceptual Framework</i>
Amendments to IAS 16	<i>Property, Plant and Equipment—Proceeds before Intended Use</i>
Amendments to IAS 37	<i>Onerous Contracts—Cost of Fulfilling a Contract</i>
Annual Improvements to IFRS Standards 2018-2020 Cycle	<i>Amendments to IFRS 1 First-time Adoption of International Financial Reporting Standards, IFRS 9 Financial Instruments, IFRS 16 Leases, and IAS 41 Agriculture</i>
Amendments to IAS 1 and IFRS Practice Statement 2	<i>Disclosure of Accounting Policies</i>
Amendments to IAS 8	<i>Definition of Accounting Estimates</i>
Amendments to IAS 12	<i>Deferred Tax related to Assets and Liabilities arising from a Single Transaction</i>

The directors do not expect that the adoption of the Standards listed above will have a material impact on the interim condensed financial statements of the Company in future periods.



4. Loss on acquisition

a) Background

On January 7, 2022, the Company entered into an asset purchase agreement (“APA”) for substantially all of the assets of 2747524 Ontario Inc. o/a Cylix Data Group (“Cylix”), a business intelligence technology company whose software improves efficiency and increases productivity for business professionals through the supply of information required to implement risk-management and decision-making processes. The APA closed on January 24, 2022.

The acquisition of the Cylix assets for an aggregate consideration of \$9,058,000, has been settled through the issuance of 6,470,000 units (“Purchaser Units”) at a price of \$1.40 per Purchaser Unit, with each Purchaser Unit comprised of one common share of the Company, and one-seventh (1/7) of one common share purchase warrant (each whole warrant, a “Purchaser Warrant”). Each Purchaser Warrant entitles the holder to acquire an additional common share of the company at a price of \$6.00 for a period of 24 months.

b) Events during the six-month reporting period

Subsequent to the closing of the APA, the Company’s management is of the view that that the vendor of Cylix has breached certain key provisions of the asset purchase agreement currently making it highly improbable for the Company to recognize sole control of the Cylix asset and the books and records associated with it; resulting in the Company's inability to formally control the Cylix asset.

As a result, for accounting purposes Xigem has had to record a loss on the acquisition of the assets of Cylix of \$9.1M in the three-months ended March 31, 2022, and has had to recognize an impairment of the Cylix asset on its balance sheet. The Company is currently pursuing resolution with the vendor of the Cylix asset.

The Company considered the breach to be an adjusting event, whereby such events are those providing evidence of conditions existing at the end of the reporting period. As a result, for the three months ended March 31, 2022, the Company recognized the entire amount of purchase consideration of \$9,058,000 as an other item in profit and loss while recognizing the effect of issuance of Purchaser Units on the interim condensed consolidated statement of changes in equity.

c) Events subsequent to this reporting period

Notwithstanding various attempts at obtaining control of the Cylix assets and its books and records, as defined in the APA, the Company is, as of the date of these interim condensed consolidated financial statements, unable to able to access or utilize the Cylix assets. The Company is presently pursuing dispute resolution options with the vendor of the Cylix assets, however evaluation of the outcome of this process is difficult to determine at this very early stage. Management intends to vigorously pursue its rights in connection with the APA.

Xigem Technologies Corporation
Notes to the Interim Condensed Consolidated Financial Statements
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(Expressed in Canadian dollars)



5. Property and equipment

	Right-of-use asset	Leasehold improvements	Total
	\$	\$	\$
Cost			
Balance at December 31, 2021	173,270	313,273	486,543
Additions	-	-	-
Balance at June 30, 2022	173,270	313,273	486,543
Accumulated amortization			
Balance at December 31, 2021	23,494	43,924	67,418
Amortization	17,621	230,229	247,850
Balance at June 30, 2022	41,115	274,153	315,268
Carrying amounts			
At December 31, 2021	149,776	269,349	419,125
At June 30, 2022	132,155	39,120	171,275

The right-of-use asset consists of a lease for corporate office facilities and is amortized on a monthly basis over 5 year term of lease, ending on April 30, 2026.

6. Intangible assets

	Licences and trademarks	Software	Total
	\$	\$	\$
Cost			
Balance at December 31, 2021	625,000	873,068	1,498,068
Additions	6,750	-	6,750
Disposal	-	(147,784)	(147,784)
Balance at June 30, 2022	631,750	725,284	1,357,034
Accumulated amortization			
Balance at December 31, 2021	149,657	30,316	179,973
Amortization	110,219	193,537	303,756
Balance at June 30, 2022	259,876	223,853	483,729
Carrying amounts			
At December 31, 2021	475,343	842,752	1,318,095
At June 30, 2022	371,874	501,431	873,305

The depreciation method applied to intangible assets was reviewed during this fiscal period and the Company noted a significant change in the expected pattern of consumption of the future economic benefits embodied in the asset. As a result, the method of depreciation was changed to reflect the changed pattern from an amortization period of 60 months to one of 30 months. As a result, for the three months ended June 30, 2022, amortization expense was recorded in the amount of \$118,888. Had the Company used the original depreciation method, the amortization expense recorded would have been \$46,967.

Xigem Technologies Corporation
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7. Lease liability

Lease liability is measured at the present value of the lease payments that were not paid at the reporting date. The lease payments are discounted using an average interest rate of 4%, which is the Company's estimated incremental borrowing rate. The continuity of the lease liabilities is presented in the table below:

	\$
Balance at December 31, 2021	163,876
Additions	-
Interest expense	3,129
Payments	(21,000)
Less: current portion	(36,830)
Balance at June 30, 2022	109,175

8. Equity

a) Authorized

Unlimited	Common shares.
Unlimited	First Preference Shares, voting, non-cumulative, issuable in series with rights, privileges, restrictions and conditions determined by the directors and officers of the Company.
Unlimited	First Preference Shares, non-voting, non-cumulative, issuable in series with rights, privileges, restrictions and conditions determined by the directors and officers of the Company.

b) Issued and outstanding

	Note	Number of shares	Amount \$
Balance, December 31, 2020		13,247,360	2,347,426
Elimination of Xigem Technology Solutions common shares		(13,247,360)	(2,347,426)
Shares issued to Xigem Technology Solutions shareholders in connection with RTO		6,623,680	2,347,426
Common shares, options and warrants deemed issued in connection with RTO		1,310,680	347,587
Cancellation of stock-options		-	40,178
Cancellation of warrants		-	43,567
Balance, June 30, 2021		7,934,360	2,778,758

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8. Equity (cont'd)

b) Issued and outstanding (cont'd)

	Note	Number of shares	Amount
Balance, December 31, 2021		8,517,761	5,829,812
Common shares issued on exercise of options		329,060	138,500
Acquisition of Cylix Data	4	6,470,000	8,484,146
Balance, June 30, 2022		15,316,821	14,452,458

c) Warrants

As at June 30, 2022, the Company had the following warrants outstanding with the corresponding average exercise prices:

	Note	Number of warrants #	Weighted-avg. exercise price \$
Balance, December 31, 2020		5,623,680	0.700
Warrants brought forward at exchange ratio		(2,811,840)	0.700
Acquired in RTO		20,566	0.700
Issued for services		766,703	0.700
Balance, June 30, 2021		3,599,109	0.700
Balance, December 31, 2021		787,269	1.347
Warrants issued for acquisition of Cylix Data	4	924,286	6.000
Expired		(20,566)	1.519
Balance, June 30, 2022		1,690,989	3.887

The following table reflects the warrants issued and outstanding as at June 30, 2022:

Expiry date	Warrants outstanding			Warrants exercisable		
	Number outstanding	Average exercise price	Average remaining contractual life (years)	Weighted number exercisable	Weighted number exercisable	Weighted price
24-Jan-24	924,286	\$ 6.00	1.57	924,286	\$ 6.00	6.00
1-Jun-24	766,703	\$ 2.30	1.92	766,703	\$ 2.30	2.30
	1,690,989	\$ 4.15	1.62	1,690,989	\$ 3.89	3.89



8. Equity (cont'd)

c) Warrants (cont'd)

On the close of acquisition of Cylix assets the Company issued 6,470,000 Common shares and 924,285 common share purchase warrant (each whole warrant, a "Purchaser Warrant"). Each Purchaser Warrant entitles the holder to acquire an additional common share of the company at a price of \$6.00 for a period of 24 months. The value split between common shares and warrants was \$8,484,146 and \$573,854, respectively. The fair value allocated between the common shares and warrants on the issuance of the units was based on a relative fair value allocation between the common shares issued and warrants issued (see Note 4).

The fair value was determined using the Black-Scholes pricing model using the following assumptions:

Fair value	\$	2.30-6.00
Share price	\$	0.90-1.40
Exercise price	\$	2.30-6.00
Expected volatility		50%
Expected life		1.57-1.97
Expected dividends		-
Risk-free interest rate		0.10%-0.25%

Expected volatility has been based on an evaluation of comparable companies to the Company. The expected term of the instruments has been based on management's experience and general holder behavior. As at June 30, 2022, 321,500 warrants were exercised, and the weighted average remaining contractual lives of the warrants was 1.57 years.

d) Options

On January 26, 2022, the Company granted 450,000 incentive stock options pursuant to its Stock Option Plan. Each Option entitles the holder to purchase one common share of the Company at an exercise price of \$1.95 for a period of five years and vest immediately.

An aggregate of 497,500 of incentive stock options granted during the year ended December 31, 2021, were cancelled on March 2, 2022.

On March 10, 2022, the holders of 329,060 options exercised their right to convert the options into the Company's common shares at a price of \$0.060 per common share for gross proceeds of \$20,000, allocated to the share capital account on the consolidated statement of financial position.

On April 18, 2022, the Company granted 830,000 incentive stock options. Each Option entitles the holder to purchase one Common share at an exercise price of \$0.90 for a period of five years and will vest on July 18, 2022.

On July 27, 2022, the Company has cancelled 1,225,000 incentive stock options (the "Options") pursuant to its Stock Option Plan. The Options had been granted between January and April 2022 to several of the Company's directors, officers, consultants, and advisory board members.

The key terms and conditions related to the grants as at June 30, 2022 are as follows; all options are to be settled by physical delivery of shares.

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8. Equity (cont'd)

d) Options (cont'd)

	Vesting conditions	Number of options #	Weighted-avg. exercise price \$
Balance, December 31, 2021		771,560	1.770
Granted to key management personnel	Vesting on grant date	390,000	1.465
Granted to directors	Vesting on grant date	505,000	1.264
Granted to consultants	Vesting on grant date	385,000	1.077
Cancelled	Vesting on grant date	(497,500)	7.290
Exercised	Vesting on grant date	(329,060)	0.060
Outstanding, June 30, 2022		1,225,000	1.240
Exerciseable, June 30, 2022		1,225,000	1.240

The following table reflects the stock options issued and outstanding as at June 30, 2022:

Expiry date	Number outstanding	Weighted average exercise price \$	Weighted average remaining contractual life (years)
26-Jan-27	1,225,000	\$ 1.240	4.73
	1,225,000	\$ 1.240	4.73

The fair value of the options granted during the year was determined using the Black-Scholes pricing model using the assumptions as follows:

Fair value	\$ 0.378
Share price	\$ 0.900
Exercise price	\$ 0.900
Expected volatility (weighted-average)	50%
Expected life (weighted-average, in years)	4.80
Expected dividends	-
Risk-free interest rate (based on government bonds)	0.25%-0.99%

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8. Equity (cont'd)

e) Maximum share dilution

The following table presents the maximum number of shares that would be outstanding if all outstanding warrants and options were exercised as at December 31, 2021 and June 30, 2022:

	June 30, 2022	December 31, 2021
	#	#
Common shares outstanding	15,316,821	8,517,765
Warrants to purchase common shares	1,690,989	787,269
Options to purchase common shares	1,225,000	771,560
Maximum share dilution	18,232,810	10,076,593

9. Related party transactions and balances

Key management personnel transactions

Key management includes the Company's directors, officers and any consultants with the authority and responsibility for planning, directing, and controlling the activities of an entity, directly or indirectly. Management of the Company appointed by the board of directors as follows: Chief Executive Officer, Chief Financial Officer, Chief Technical Officer.

During the period ended June 30, 2022, key management personnel compensation consisting exclusively of short-term benefits as follows:

	For the 3 months ended June 30, 2022	For the 6 months ended June 30, 2022	For the 3 months ended June 30, 2021	For the 6 months ended June 30, 2021
	\$	\$	\$	\$
Share based payments (options)	313,458	802,195	-	910,499
Management and consulting fees incurred	83,114	130,719	67,133	108,783
Management / consulting fees, in accounts payable	16,958	16,958	3,334	3,334
	413,530	949,872	70,467	1,022,616

Subsequent to year-end, all issued options were cancelled (Note 15), including the share-based payments identified in the table above.

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10. Loss per share

	For the 3 months ended June 30, 2022	For the 6 months ended June 30, 2022	For the 3 months ended June 30, 2021	For the 6 months ended June 30, 2021
	\$	\$	\$	\$
Net loss attributable to shareholders	(869,276)	(10,771,170)	(1,039,505)	(3,392,632)
Weighted-average common shares outstanding:				
Basic	15,316,824	14,772,215	7,647,461	5,279,915
Dilutive effect of warrants	1,225,000	1,225,000	2,518,734	2,211,479
Dilutive effect of stock options	1,690,989	1,690,989	47,699	44,312
Diluted	18,232,813	17,688,204	10,213,894	7,535,705
Net loss per share attributable to shareholders:				
Basic	(0.057)	(0.729)	(0.136)	(0.643)
Diluted	(0.048)	(0.609)	(0.102)	(0.450)

On July 27, 2022, the Company has cancelled 1,225,000 incentive stock options (the "Options") pursuant to its Stock Option Plan. The Options had been granted between January and April 2022 to several of the Company's directors, officers, consultants, and advisory board members.

The effect of cancelled options is antidilutive for this reporting period and thus is not included in the calculation of the diluted earnings-per-share.

11. Financial instruments

a) Accounting classifications and fair values

The following tables combine information about classes of financial instruments based on their nature and characteristics, and the carrying amounts of financial instruments.

As at June 30, 2022:

	FVTPL - mandatorily measured	FVOCI - mandatorily measured	FVOCI - designated	Amortized cost
	\$	\$	\$	\$
<u>Financial assets:</u>				
Cash and equivalents	-	-	-	168,703
Share subscription receivable	-	-	-	200,000
Indirect taxes recoverable	-	-	-	208,116
Carrying value at June 30, 2022	-	-	-	576,819
<u>Financial liabilities:</u>				
Accounts payable and accrued liabilities	-	-	-	257,946
Lease liability	-	-	-	146,005
Carrying value at June 30, 2022	-	-	-	403,951



11. Financial instruments (cont'd)

a) Accounting classifications and fair values (cont'd)

As at December 31, 2021:

	FVTPL - mandatorily measured	FVOCI - mandatorily measured	FVOCI - designated	Amortized cost
	\$	\$	\$	\$
<u>Financial assets:</u>				
Cash and equivalents	-	-	-	684,036
Share subscription receivable	-	-	-	200,000
Indirect taxes recoverable	-	-	-	183,804
Carrying value at December 31, 2021	-	-	-	1,067,840
<u>Financial liabilities:</u>				
Accounts payable and accrued liabilities	-	-	-	507,239
Lease liability	-	-	-	163,876
Carrying value at December 31, 2021	-	-	-	671,115

b) Transfers

For the three and six-month periods ended June 30, 2022 and 2021, there have been no transfers between Level 1, Level 2, and Level 3.

c) Financial risk management

The Company has exposure to credit risk, liquidity risk, and market risk arising from financial instruments. Management considers credit risk and market risk to be low.

i) *Risk management framework*

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors has established the risk management committee, which is responsible for developing and monitoring the Company's risk management policies. The committee reports regularly to the board of directors on its activities.

The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.



11. Financial instruments (cont'd)

c) Financial risk management (cont'd)

ii) *Liquidity risk*

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company aims to maintain the level of its cash and cash equivalents at an amount in excess of expected cash outflows on liabilities (other than trade payables) over the next 60 days. The Company also monitors the level of expected cash inflows on trade and other receivables, together with the expected outflows on trade and other payables.

The Company's exposure to liquidity risk is \$294,776 as at June 30, 2022 (December 31, 2021 – \$477,448), for which the Company has cash and equivalents of \$168,703 on hand to satisfy its liabilities as at June 30, 2022 (December 31, 2021 – \$684,036). There have been no changes to the method for managing liquidity risk.

12. Capital management

The Company defines capital as its equity. The Company's objective when managing capital is: (i) to safeguard the ability to continue as a going concern so that it can continue to provide returns to shareholders and benefits to other stakeholders; and (ii) to provide an adequate return to shareholders by obtaining an appropriate amount of financing commensurate with the level of risk. The Company sets the amount of capital in proportion to the risk. The Company manages its capital structure and adjusts in light of the changes in economic conditions and the characteristic risk of underlying assets.

To maintain or adjust the capital structure, the Company may repurchase shares, return capital to shareholders, issue new shares, or sell assets to reduce debt. The Company's objective is met by retaining adequate liquidity to provide for the possibility that cash flows from assets will not be sufficient to meet operational, investing, and financing requirements. There have been no changes to the Company's capital management policies during the three and six-month periods ended June 30, 2022 and 2021.

13. Segmented information

In measuring its performance, the Company does not distinguish or group its operations on a geographical or any other basis and accordingly has a single reportable operating segment. Management has applied judgment by aggregating its operating segments into one single reportable segment for disclosure purposes. Such judgment considers the nature of the operations and an expectation of operating segments within a reportable segment with similar long-term economic characteristics.

The Company's Chief Executive Officer is the chief operating decision-maker and regularly reviews The Company's operations and performance on an aggregate basis. The Company does not have any significant customers or any significant groups of customers.



14. Contingencies and commitments

a) Contingencies

On March 8, 2022, the Company was served with a statement of claim in the Ontario Superior Court of Justice. Lumbermens Credit Group Ltd. ("Lumbermens") has commenced a civil action against Xigem Technologies Corporation as well as 2747524 Ontario Inc. o/a Cylix Data, 997322 Ontario Inc., Roy Murad, Jacob Murad, Aaron Murad, Noah Murad and Monica Murad (the "Action"). The Action seeks, among other things, damages of \$32,350,000 for alleged unlawful competition, misuse of confidential information, conversion and copyright infringement. In addition, the Action seeks certain declaratory relief, punitive damages of \$1,000,000, interest and legal costs.

The Company has formally delivered its statement of defense on April 20, 2022. Although evaluation of the merits of the claim as against the Company is difficult at this very early stage, management is of the view that the Action is meritless as against the Company. Management intends to vigorously defend the Action and seek the costs for so doing from the plaintiff.

b) Management services agreement with 2781705 Ontario Inc

On October 20, 2020, and in connection with the acquisition of iAgent, The Company entered into a management services agreement with 2781705 Ontario Inc. The Company is obligated to pay US \$20,000 a month for development, maintenance, and support services, to the extent that they are rendered. The Company can cancel at the earlier of: (i) completion of The Company's platform; (ii) 30-days written notice by either The Company or 2781705 Ontario Inc.; or (iii) mutual consent.

As at June 30, 2022, aggregate amount of \$151,044 (December 31, 2021 – \$302,328) has been included in accounts payable and accrued liabilities with respect to management services as per the agreement.

c) Hybrid Financial Ltd.

On March 15, 2022, the Company retained the services of Hybrid Financial Ltd. for an initial period of 12 months with automatic renewal for successive six-month periods theater for a monthly fee of \$22,500, to the extent that these services are rendered.

15. Subsequent events

a) Share consolidation

On July 20, 2022, the Company completed a consolidation of the Company's issued and outstanding share capital at a rate of ten (10) pre-consolidation common shares for one (1) post-consolidation common share (the "Consolidation"). No fractional shares were issued upon the consolidation, each fractional Common Share that is less than 1/2 of one post-Consolidation Common Share was cancelled and each fractional Common Share that is at least 1/2 of one post-Consolidation Common Share is rounded up to one whole post-Consolidation Common Share.

The exercise or conversion price and/or the number of Shares issuable under any of the Company's outstanding convertible securities, stock options and warrants were proportionally adjusted after giving effect to the Consolidation based on the Consolidation ratio (10:1).



15. Subsequent events (cont'd)

b) Stock options

On July 27, 2022, the Company has cancelled 1,225,000 incentive stock options (the "Options") pursuant to its Stock Option Plan. The Options had been granted between January and April 2022 to several of the Company's directors, officers, consultants, and advisory board members.

16. Comparative figures

Certain figures have been reclassified to conform to the current period's presentation.