NFT TECH

NFT Technologies Inc.

Management's Discussion & Analysis
For the six months ended June 30, 2023

(Expressed in Canadian Dollars, unless otherwise noted)

August 15, 2023

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This management discussion and analysis ("MD&A") of the results of the operations and financial position of NFT Technologies Inc. (the "Company" or "NFT Tech") should be read in conjunction with the Company's unaudited condensed interim consolidated financial statements and accompanying notes for the six months ended June 30, 2023, which have been prepared in accordance with International Financial Reporting Standards ("IFRS") for financial statements issued by the International Accounting Standards Board. The Company reports its financial results in Canadian dollars and all references to $ in this MD&A refer to the Canadian dollar.

The MD&A is intended to enable readers to gain an understanding of the Company's current results and financial position. To do so, we provide information and analysis comparing the results of unaudited condensed interim consolidated operations and financial position for the current period to those of the same period of the prior year and the comparable period, where applicable. We also provide analysis and commentary that we believe is required to assess the Company's future activities. Accordingly, certain sections of this report contain forward-looking statements based on current plans and expectations. These forward-looking statements are affected by the risks and uncertainties that are discussed in this document on future prospects. Readers are cautioned that actual results could vary.

Management's Responsibility

The Company's management is responsible for the preparation and presentation of the unaudited condensed interim consolidated financial statements and the MD&A. This MD&A has been prepared in accordance with the requirements of securities regulators, including National Instrument 51-102 of the Canadian Securities Administrators. Additional information regarding the Company, including the latest Annual Information Form, is available on our website at www.nfttech.com or through the SEDAR website at www.sedar.com.

The information provided in this report, including the unaudited condensed interim consolidated financial statements, is the responsibility of management. In the preparation of these statements, estimates and judgements are sometimes necessary to make a determination of future value for certain assets or liabilities. Management believes such estimates and judgements have been based on careful assessments and have been properly reflected in the accompanying unaudited condensed interim consolidated financial statements. Management maintains a system of internal controls to provide reasonable assurances that the Company's assets are safeguarded and to facilitate the preparation of relevant and timely information.

Forward Looking Statements

This MD&A contains "forward-looking statements" within the meaning of applicable securities laws, such as statements concerning anticipated future events, results, circumstances, performance or expectations that are not historical facts. They are based on certain factors and assumptions, including expected growth, results of operations, business prospects and opportunities. Use of words such as "anticipate", "plan", "continue", "estimate", "expect", "intend", "propose", "may", "will", "project", "should", "could", "would", "believe", "predict", "target", "aim", "pursue", "potential" and "objective" and the negative of these terms or other similar expressions may indicate a "forward-looking" statement. These statements are not guarantees of future performance and are subject to numerous risks and uncertainties, including those described in our publicly filed documents and in this MD&A under the heading "Risks and Uncertainties". Those risks and uncertainties include, but are not limited to, the ability to maintain profitability and manage growth, reliance on information systems and technology, reputational risk, regulatory risks, reliance on key professionals, the ability to successfully integrate acquisitions, trends in digital collectables, market compliance with current smart contract standards, general economic conditions and pandemics, natural disasters or other unanticipated events (including the novel coronavirus ("COVID-19") pandemic). Many of these risks and uncertainties can affect our actual results and could cause our actual results to differ materially from those expressed or implied in any forward-looking statement made by us or on our behalf.

In particular, but without limiting the foregoing, this MD&A contains forward-looking statements pertaining to the Company's expectations of future robust software-based infrastructure and application development in Web 3.0 and digital asset ecosystem; the Company's ability to issue new shares from time to time; the Company's plans to offer advisory services and that such services will be done in-house; plans to acquire new NFTs from consulting launches and receipt of digital assets in exchange for consulting services; intention to pursue long term engagements in preference over short term engagements; intention to maintain ongoing market research into NFTs; profile and target customer base; investor access to portfolio and qualifications of such portfolio; plans to fund early stage projects; planned projects for the collection of NFTs, management of P2E gaming guilds and launching NFTs; investment business objectives, including portfolio management and participation in P2E gaming; consulting business offerings, including identification of target markets and opportunities; management's ability to leverage established networks and identify opportunities; the rate of returns from identified opportunities; significance, extent and effect of fluctuating profit margins on token and NFT resales; future profitability of the Guild; Assumption Management's expectation of continued profit margins for the Guild; plans to retain future earnings and payment of dividends; issuance of new equity instruments or raising additional debt financing; investment requirements for new funds; need for experienced members of management; continued negative cash flows from operations; range and depth of responses to potential cyber threats; involvement in projects not directly related to NFTs or digital assets; benefit of future blockchain technology and value management's experience in connection therewith; assumptions about general business and economic conditions; the availability of equity and other financing on reasonable terms or at all, including necessary financing to meet the Company's contractual obligations; the ability of the Company to identify and execute on value enhancement opportunities such as joint ventures, potential acquisitions and other divestitures.

With respect to the forward-looking statements contained in this MD&A, Management has assessed material factors and made assumptions regarding, among other things: expectation of gross profits below reported levels in future periods; volatility in trading price; supply chain disruption; the economic impacts of the COVID-19 pandemic; NFT Tech's ability to obtain qualified staff and equipment in a timely and cost-effective manner; predictability and consistency of the legislative and regulatory regime governing taxes and cryptocurrencies; the value of cryptocurrencies potentially being subject to momentum pricing; the exposure of digital asset exchanges and other trading venues to fraud and potential failure; the impact of geopolitical events on the supply and demand for digital assets; uncertainty of the acceptance and/or widespread use of digital assets; future cash flows; future sources of funding and NFT Tech's ability to obtain external financing when required and on acceptable terms; future debt levels; the timely receipt of regulatory approvals; and the impact of industry competition.

The forward-looking statements contained herein reflect Management's current views, but the assessments and assumptions upon which they are based may prove to be incorrect. Although Management believes that its underlying assessments and assumptions are reasonable based on currently available information, given these risks and uncertainties, investors should not place undue reliance on forward-looking statements as a prediction of actual results.

These statements are made as of the date of this MD&A and, except as required by applicable law, we undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise. Additionally, we undertake no obligation to comment on analyses, expectations or statements made by third parties in respect of us, our financial or operating results or our securities. All figures are in Canadian dollars except share and per share data unless otherwise noted.

Glossary

"Annual financial statements" means the Company's financial statements for Fiscal 2023.
"Fiscal 2021" means the fiscal year ended December 31, 2021.
"Fiscal 2022" means the fiscal year ended December 31, 2022.
"Fiscal 2023" means the current fiscal year ending December 31, 2023.
"Fuku Assets" means the protocol and source code associated with the development of the Fuku Marketplace, together with all intellectual property rights associated therewith.
"Fuku Marketplace" means a digital marketplace for NFTs and digital assets.
"Guild" means the Company's blockchain-based gaming guild, known as the GOAT Guild.
"MD&A" means this Management's Discussion and Analysis for the Six months ended June 30, 2023.
"NFT" means non-fungible token.
"P2E" or "Play-to-earn" means the blockchain-based video games where players have the ability to earn revenue, in the form of tokens (fungible or non-fungible) while they play.
"Q1 2021" means the three months ended March 31, 2021.
“Q2 2021” means the three and six months ended June 30, 2021.
“Q3 2021” means the three and nine months ended September 30, 2021.
“Q4 2022” means the year ended December 31, 2021.
"Q1 2022" means the three months ended March 31, 2022.
“Q2 2022” means the three and six months ended June 30, 2022.
“Q3 2022” means the three and nine months ended September 30, 2022.
“Q4 2022” means the year ended December 31, 2022.
"Q1 2023" means the three months ended March 31, 2023.
“Q2 2023” means the three and six months ended June 30, 2023.
"Realfevr" means Fantasy Revolution, S.A. a Portuguese company.
"Run It Wild" means Run It Wild Pty Ltd., Run it Wild Pty Ltd., a company organized under the laws of Australia.
"SAFT" means a Simple Agreement for Future Tokens, or “SAFT”, a form of an investment contract that was created as a way to help new cryptocurrency ventures raise money without breaking financial regulations.

PART I – COMPANY AND HIGHLIGHTS

Company

NFT Tech business has three core verticals: (i) Technology Development, (ii) Brand and IP Holder Activation, and (iii) Investing.

Technology Development

In the rapidly evolving landscape of the web3 market, NFT Tech has been a trailblazer, deploying capital and resources to build and launch innovative technologies that propel the industry forward. These technologies have varied across the spectrum, including token exchange platforms, innovative smart contracts for use in NFT and other web3 projects, generative art processes (as described above) and more. NFT Tech's strategic partnerships and industry acumen have ensured its position as a first mover in this dynamic space.

As the complexity of the projects we are approached to consult on increases, so does the need for high-performance computing resources. NFT Tech thus needs to build up GPU capacity to transition to a model that supports and streamlines the significant compute power requirements of the business reality we find ourselves in.

For this reason, the Acquisition is necessary to support the current business of the Company not only as a response to the increasing computational demands but also a strategic move to maintain NFT Tech's competitive edge in the rapidly advancing field of generative technologies.

Brand and IP Holder Activation

NFT Tech's comprehensive suite of web3 activation services, ranging from ideation and strategy to product development and success management, has been instrumental in presenting and exploiting opportunities to clients in an ever-transforming the digital landscape. However, the increasing reliance on AI and generative technologies necessitates a shift in the company's priorities. The traditional agency model, which primarily involves consultants, artists, and creatives, is gradually giving way to a more tech- and infrastructure-centric model. The company is now focusing on building a team of technical staff who can maintain robust infrastructure and train deep learning models, thereby ensuring the seamless integration of AI into the company's offerings.

Moreover, NFT Tech recognizes the importance of training private data to enable its customers to build their own models and generate unique outputs around their own intellectual property. To this end, the company needs to explore investing in confidential compute technologies. These technologies will allow the company’s customers to train models on confidential data, thereby ensuring the privacy and security of the customer's data while also providing them with the tools to create their own generative outputs.

Investing

NFT Tech's investment strategy is focused on platforms, tools, and companies that show significant potential in the digital assets space. The company's robust investment process, characterized by organization, prioritization, and thorough due diligence, ensures that its shareholders gain exposure to top-tier digital assets. With the rise of brands like OpenAI and Midjourney, NFT Tech recognizes the need to also invest in deep learning infrastructure. This investment is not just an opportunity but a necessity to power the future of generative art and deep learning.

Date and Subject of Report

The following is Management's Discussion and Analysis of the results of operations and financial position of NFT Tech as at and for the six months ended June 30, 2023, and to the date of this MD&A.

This MD&A should be read in conjunction with the unaudited condensed interim consolidated financial statements for the six months ended June 30, 2023.

The Company reports its financial results in Canadian dollars and all references to $ in this MD&A refer to the Canadian dollar. All financial information in this MD&A is derived from the Company's unaudited condensed interim consolidated financial statements for the six months ended June 30, 2023 and 2022 are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

Highlights for the Six Months Ended June 30, 2023

In 2022, the crypto and blockchain industry faced several challenges. NFT Tech, while deeply affected by some of these global events, demonstrates resilience and adaptability in these volatile times. The challenges included:

- Bitcoin's significant drop in value from an all-time high of $69,000 in November 2021 to $15,000 in 2022, triggering widespread market apprehension.
- A dramatic decrease in the NFT market activity, with a reduction in traded volume exceeding 95%.
- Major setbacks for large scale projects like Luna and Three Arrows Capital, emphasizing the need for increased due diligence and risk management.
- Financial difficulties encountered by formerly high-flying companies like FTX, Alameda, and their affiliates and the subsequent collapse of their exchange business.

Despite these challenges in 2022, our ability to navigate this difficult terrain has left us optimistic moving into 2023.

Previously, our strategy involved making numerous investments across Play to Earn gaming (P2E), NFTs, and other Web3 projects, a broad approach that spread our resources across the major industry verticals. However, in response to the shifting landscape and lessons learned from the past year, we have transitioned to a more focused, product-driven approach where we are targeting the highest value partners in a clear vision around intellectual property.

This strategic shift allows us to concentrate our resources and efforts on developing innovative products and solutions that unlock the full potential of web3 utility.

Notable events during the reporting period are as follows:

- During the three months ended March 31, 2023, the Company completed multiple private placements and signed agreements to issue in total 8,170,299 shares for gross proceeds of $525,545 of which $125,179 was related to the fair value of 4,670,299 warrants issued and reclassified to warrant reserve. Of the total amount of shares agreed to be issued, 8,070,299 shares have issued (that is 100,000 shares are to be issued) and of the total amount of gross proceeds agreed to be collected, $343,916 has been collected (that is $181,629 is to be collected).

- During the three months ended March 31, 2023, the Company granted a total of 350,000 stock options with an exercise price of $0.15 per common shares to consultants. These options expire between January 4, 2028 and March 13, 2028.

- During three months ended June 2023, the Company issued 2,300,000 units through private placement. Each unit was issued at a price of $0.05 per unit for gross proceeds of $115,000.

- During three months ended June 2023, the Company granted a total of 2,000,000 stock options with an exercise price of $0.05 per common shares to a consultant. The options expire between June 8 and June 09, 2026.

- The Company began the process of migrating its accounting for digital assets to a cloud accounting platform to lower our overall costs of operations. The new platform offers a highly-configurable, audit-ready way to record cost basis and exchange rates to easily account for the company's digital assets.

Events Subsequent to June 30, 2023

- The Company announced that it will be divesting its ownership stake in Run it Wild, a Web3 development studio and the concurrent departure of its current CEO, Adam De Cata. The acquisition of Run it Wild (the "Acquisition") was initially announced on July 7, 2022 and completed on February 16, 2023 pursuant to a share purchase agreement. In connection with the Acquisition, NFT Tech issued 10,000,000 common shares to Mr. De Cata in exchange for all the issued and outstanding shares of Run it Wild. The divestment process will see shares of NFT Tech returned to the Company and the shares of Run it Wild returned to CEO Adam De Cata. This strategic move stems from diverging opinions in management regarding the direction of NFT Tech, and better positions NFT Tech to pivot its emphasis in the evolving dynamics of the creative digital landscape with an emphasis on generative AI technologies.

- On July 18, 2023, the Company closed the second tranche of the non-brokered private placement announced on February 24, 2023, consisting of 8,512,800 units in this tranche at a price of $0.05 per unit for gross proceeds of $425,640. In total the Company issued 15,512,800 units for total gross proceeds of $775,640.

PART II – REVIEW OF FINANCIAL RESULTS

Overall Performance

During the six months ended June 30, 2023, the operating costs decreased compared to prior year. Management is constantly taking initiatives to preserve cash by cutting operating expenses given the challenging conditions of capital markets and crypto markets while continuing to utilize its ability to leverage strong relationships and established networks to raise additional capitals to support long-term business strategic plans.

The Company has been negotiating accelerated vesting schedules in SAFTs that have token unlocks and is seeking to convert those SAFTs into revenue. These SAFTs have previously been expensed.

Below is a table which provides some selected information to provide an overall performance of the Company:

Six months ended June 30,	2023	2022
	$	$
Revenue	64,385	923,340
Net loss	(1,262,336)	(4,468,366)
Loss per share – basic and diluted	(0.01)	(0.06)
As at	**June 30, 2023**	**December 31, 2022**
Current assets	891,581	862,560
Total assets	3,407,014	2,257,112
Current liabilities	1,575,018	270,748
Working capital (deficit) surplus	(683,437)	591,812

Except as disclosed herein, there are no known trends, commitments, events or uncertainties that are presently known to management which would be reasonably expected to have a material effect on the Company's business, financial condition, or results of operations.

Refer to *PART V – ACCOUNTING POLICIES, ESTIMATES, AND INTERNAL CONTROLS* to review the Company’s revenue recognition policy.

Token and NFT resale
SAFTs, as legally binding contracts set rights and obligations of counterparties to a sell/buy transaction, performance obligation is a transfer of digital asset from the party which wishes to sell to the party who wishes to buy such digital asset. Transaction price is the agreed upon price at the time of transaction, which is allocated to a single performance obligation in its entirety and recognized at a point in time as performance obligation is fulfilled.

Play-to-earn gaming
The Company engages “game scholars”, individuals who play games on behalf of the Company, with the goal to earn game-based digital assets. The players use the Company’s game assets, digital assets, to play games and receive a fee in return for their service. The rights and obligations are set out by a legally binding agreement, performance obligation is completion of game-based tasks for a reward which is automatically deposited to the Company-owned wallet. The transaction price is determined based on a market price of digital asset(s) received and recognized at a point in time when delivery occurs.

Auction fee sharing
The Company earns a portion of auction fee for each NFT sale completed, the rights and obligations are governed by a smart contact mechanism on the auction’s blockchain. The performance obligation is a sale of NFT. The transaction price is the fee amount on each completed transaction and is allocated to one performance obligation in its entirety, which is recognized at a point in time when NFT sale is completed.

The following discussion and analysis of the Company's financial condition and results of operations for the six months ended June 30, 2023 and 2022 should be read in conjunction with the three months March 31, 2023 unaudited condensed interim consolidated financial statements.

The six months ended June 30, 2023, compared to the six months ended June 30, 2022

Six months ended June 30,	2023	2022	Change	Change
	$	$	$	%
Revenue	64,385	923,340	(858,955)	-93%
Cost of revenue	247,915	319,205	(71,290)	-22%
Gross loss	**(183,530)**	**1,242,545**	**(1,426,075)**	**-115%**
Expenses				
General and administration	981,734	2,912,516	(1,930,782)	-66%
Sales and marketing	22,072	831,446	(809,374)	-97%
Research and development	—	261,958	(261,958)	-100%
Total expenses	**1,003,806**	**4,005,920**	**(3,002,114)**	**-75%**
Operating loss	**(1,187,336)**	**(2,763,375)**	**1,576,039**	**-57%**
Other income (expenses)				
Listing costs	(17,772)	(546,786)	529,014	-97%
Unrealized gain from revaluation of advances of SAFT	(68,874)	—	(68,874)	-100%
Realized gain from revaluation of advances of SAFT	—	—	—	0%
Unrealized loss from investments	—	(513,606)	513,606	-100%
Foreign exchange loss	—	(2,245)	2,245	-100%
Other income (expenses)	3,807	(4,730)	8,537	-180%
Loss before tax	**(1,262,336)**	**(3,829,956)**	**2,567,620**	**-67%**
Income tax recovery (expense)	**—**	**—**	**—**	**0%**
Net loss	**(1,262,336)**	**(3,829,956)**	**2,567,620**	**-67%**

Breakdown of operating expenses is as follows:

Six months ended June 30,	2023	2022	Change	Change
	$	$	$	%
General and administration:				
Salaries, wages and benefits	225,430	285,183	(59,753)	-21%
Professional and consulting fees	426,622	291,897	134,725	46%
Office costs	312,256	58,177	254,079	437%
Share Issue cost	12,443	937,394	(924,951)	-99%
Depreciation	4,983	2,090	2,893	138%
Total general and administration	**981,734**	**1,574,741**	(593,007)	-38%
Sales and marketing:				
Product design and other marketing expense	21,666	282,384	(260,718)	-92%
Advertising	10,297	—	10,297	100%
Travel	—	11,300	(11,300)	-100%
Total sales and marketing	**31,963**	**293,684**	(261,721)	-89%
Research and development:				
Marketplace and digital asset development	—	252,024	(252,024)	-100%
Gaming guild	—	87,852	(87,852)	-100%
NFT minting	—	68,775	(68,775)	-100%
Other developments	—	25,062	(25,062)	-100%
Total research and development	—	**433,713**	(433,713)	-100%

The Company generated a revenue of ($1,262,336) during the six months ended June 30, 2023 ($3,829,956 during the six months ended June 30, 2022) while cost of revenue was $247,915 during the six months ended June 30, 2023 ($71,290 during the six months ended June 30, 2022). Cost of sales is primarily composed of the cost of digital assets pursuant to SAFT arrangements and gas fees incurred in swap transactions upon sale, commissions paid to game scholars, and payments to artists and other fees incurred to promote the artwork.

The Company reported general and administrative expenses were $981,734 during the six months ended June 30, 2023 ($2,912,516 during the six months ended June 30, 2022). The decrease in expenses was primarily the result of the management process of optimizing costs and utilizing the funds of the Company efficiently. The Company incurred significant costs in salaries and wages, professional and consulting fees in pursuit of new business opportunities. Share-based payments of $95,390 reported during the six months ended June 30, 2023 ($1,415,243 during the six months ended June 30, 2022) included in general and administrative expenses are non-cash costs.

The Company reported professional and consulting fees were $426,622 during the six months ended June 30, 2023 ($291,897 during the six months ended June 30, 2022). The decrease was primarily the result of management process of optimizing costs and utilizing the funds of the Company efficiently plus in the prior comparable period, the Company was preparing to list itself on the stock exchange hence, prior year expenses were higher. These included (a) work outsourced to external consultants, (b) recruitment costs, (c) legal fees in relation to review of agreements and disclosures and general corporate matters, (d) regulatory and filing fees, (e) tax and audit fees, and (f) investor relations, and other advisory services.

The Company reported research and development costs of $0 (Nill) during the six months ended June 30, 2023 ($433,713 during the six months ended June 30, 2022). The decrease is largely due to the management's conclusion that the Company is no longer in its development phase of its lifecycle.

The Company reported sales and marketing expenses of $31,963 during the six months ended June 30, 2023 ($293,984 during the six months ended June 30, 2022). The decrease was primarily due to, in the comparable period the management wanted to increase the Company's awareness hence ran multiple marketing campaigns and other complimentary marketing efforts to build its brand image.

The Company reported other income of ($75,000) during the six months ended June 30, 2023 (expense of -$1,066,581 during the six months ended June 30, 2022). The switch from loss to gain was primarily the related to $307,613 loss on investments in the comparable period and $177,622 listing expenses incurred in the comparable period while during the current period, there were no such expenses.

Summary of Quarterly Information

Three months ended	Jun-23	Mar-23	Dec-22	Sep-22	Jun-22	Mar-22	Dec-21	Sep-21	Jun-21
	$		$	$	$	$	$	$	$
Total revenue		64,385	—	890	62,247	31,742	—	—	—
Net loss	(559,717) $	(773,862)	(2,271,968)	(1,464,156)	(1,813,232)	(2,793,485)	(3,182,562)	(2,284,624)	(485,914)
Basic and diluted loss per share	(0.01)	(0.01)	(0.03)	(0.02)	(0.02)	(0.04)	(0.04)	(0.05)	(0.04)

Overall, the management implemented multiple cost cutting initiatives to preserve cash given the challenging conditions of capital markets and crypto markets while continuing to utilize its ability to leverage strong relationships and established networks to raise additional capitals to support long-term business strategic plans. This is noticed in the decrease in net loss during Q1 to Q3 2022 and Q1 and Q2, 2023 when compared to their previous quarters, however, during three month ended December 31, 2022, due to additional non-cash impairment charges increased the net loss.

Outlook

We believe Generative AI technologies, a burgeoning field in the realm of artificial intelligence, represents the next iteration of generative art. Generative AI has already shown that it can transform the way we create and perceive art, music, and language. These technologies leverage machine learning algorithms to generate novel content, be it a piece of music, a work of art, or a written text, that is often indistinguishable from those created by humans. NFT Tech has been a strong proponent and supporter in pushing the boundaries of this technology to cater to evolving consumer demands. We believe the next monetization opportunities are going to be in producing and leveraging these new tools and shepherding the compute resources for all creators rather than simply managing and producing end-user products with the tools ourselves. We are currently developing strategies to monetize this trend and seek opportunities to partner and invest in this area.

The Company will also remain diligent on its cost-cutting initiatives to effectively reduce operating losses while adjusting to the quickly evolving blockchain technology landscape. One of the key priorities in the first half of fiscal 2023 was to accelerate the monetization of its P2E dashboard Cashdash through the previously announced acquisition of Sherwa. The launch of Cashdash will enable players to find, play and choose between multiple P2E games from which the Company will generate revenue from the initial listing fees of games and receive a fee in return for its service.

The Company remains committed to the creation of shareholder value. The directors and management have a wide entrepreneurial network which provides a range of future opportunities. The company has already listed its common shares with CBOE Canada Inc., the Frankfurt Stock Exchange, and the OTC Markets. The Company has also expanded access to its common shares for international investors through eligibility for electronic clearing and settlement through the Depository Trust Company (“DTC”) in the United States. The Company will continue investing in projects and activities that attract investor interest and offer significant growth potential.

The foregoing projected outlook constitutes forward-looking information and is intended to provide information about management's current expectations for the Company's fiscal 2023. Although considered reasonable as of the date hereof, such outlook and the underlying assumptions may prove to be inaccurate. Accordingly, actual results could differ materially from the Company's expectations as set forth herein. See "*Forward-Looking Statements*".

In preparing the above outlook, the Company assumed, among other things, that the operators of the P2E games underlying the Guild's activities will meet expected development milestones and player-base forecasts for the applicable period. This section includes forward-looking statements. See "*Forward-Looking Statements*".

The Company’s continuing operations as intended are dependent upon its ability to attain profitable operations and generate funds therefrom and raise equity capital or obtain the necessary financing sufficient to meet current and future obligations.

PART III – FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES

Liquidity

The Company's objective when managing its liquidity and capital structure is to generate sufficient cash to fund the Company's operating and growth requirements.

The following table provides an overview of the Company's liquidity status of the Company:

As at	June 30, 2023	December 31, 2022
	$	$
Cash and cash equivalents	24,276	148,271
Current assets	891,581	862,560
Current liabilities	1,575,018	270,748
Working capital (deficit) surplus	(683,437)	591,812

Going Concern

During the six months ended June 30, 2023, the Company incurred a net loss of $1,262,336 and negative cash flows from operating activities of $511,814. As at June 30, 2023, the Company has an accumulated deficit of $15,621,276 The Company generates revenue and is incurring costs to develop its business. Management carefully monitors cash outflows and seek additional sources of financing to ensure continued operations.

During the six months ended June 30, 2023, the Company reduced a significant amount of development costs, and expects to remain diligent on its cost-cutting initiatives to effectively reduce operating losses for fiscal 2023. The Company's continuing operations as intended are dependent upon its ability to attain profitable operations and generate funds therefrom and raise equity capital or obtain the necessary financing sufficient to meet current and future obligations.

These financial statements do not include any adjustments to the classification and amounts of assets and liabilities that may be required should the Company be unable to continue as a going concern. Different bases of measurement may be appropriate if the Company is not expected to continue operations for the foreseeable future. These conditions indicate the existence of material uncertainties that may cast significant doubt about the Company's ability to continue as a going concern. Although the Company has been successful at raising funds in the past through the issuance of securities and obtaining loans, it is uncertain whether it will be successful in doing so in the future or at terms that are acceptable to the Company.

Capital Resources

The Company generates revenue and is incurring costs to develop its business. Management carefully monitors cash outflows and seek additional sources of financing to ensure continued operations. The Company's continuing operations as intended are dependent upon its ability to attain profitable operations and generate funds therefrom and raise equity capital or obtain the necessary financing sufficient to meet current and future obligations.

In addition, the Company has alternative options to improve its capital resources, such as:

- Financing its operations through the issuance of debt;
- Entering into strategic partnerships to access diverse markets and categories; and
- Divesting non-core or redundant assets.
- Selling SAFT token allocations.

Dividends

The Company currently intends to retain any future earnings to fund the development and growth of its business and does not currently anticipate paying dividends on the Common Shares. Any determination to pay dividends in the future will be at the discretion of the Board and will depend on many factors, including, among others, restrictions in any credit arrangements the Company may enter in the future, the Company's financial condition, current and anticipated cash requirements, contractual restrictions and financing agreement covenants, solvency tests imposed by applicable corporate law and other factors that the Board may deem relevant.

Cash Flow Information

The following table provides an overview of the Company's cash flows for the current and comparable period ended:

Six months ended June 30,	2023	2022
	$	$
Net cash provided by (used in):		
Operating activities	(511,814)	(4,050,024)
Investing activities	(70,892)	(630,208)
Financing activities	458,711	1,498,331
(Increase) decrease in cash	**(123,995)**	**(3,181,901)**

Operating Activities

The Company used $511,814 of cash in operating activities during the six months ended June 30, 2023, compared to $4,050,024 used during the six months ended June 30, 2022. The Company used less cash in operations due to the management process of optimizing costs and utilizing the funds of the Company efficiently.

Investing Activities

The Company used $70,892 of cash in investing activities during the six months ended June 30, 2023, compared to $630,208 used during the six months ended June 30, 2022. The Company loaned $16,760, paid $49,149, net of acquired cash, as consideration for acquisition of Run it Wild, purchased $40,916 of digital assets which was offset by proceeds from the sale of $24,052 of digital assets.

Financing Activities

The Company generated $458,711 through financing activities during the six months ended June 30, 2023, compared to 1,498,331 provided during the six months ended June 30, 2022. This was primarily due to cash received from share subscriptions in the amount of $458,916, which was received in connection with the Company's non-brokered private placement, offset by share issue cost of $205, compared to $1,498,331 received in the comparative period.

Financial Position

The following table sets forth selected information regarding the Company's financial position:

As at	June 30, 2023	December 31, 2022
	$	$
Cash and cash equivalents	24,276	148,271
Restricted cash	5,000	5,000
Digital collectibles	51,051	43,212
Prepaid expenses and deposits	11,763	103,277
Advances for SAFTs	493,926	562,800
Taxes recoverable	104,365	—
Loans receivable	201,200	—
Digital assets	14,606	55,838
Property and equipment	14,001	18,984
Goodwill	1,198,113	—
Investments	1,319,730	1,319,730
Trade payables and accrued liabilities	1,162,158	270,748
Loans payable	412,860	—
Interco-NFT	31,017	—
Shareholders' equity	1,831,996	1,986,364

The following discussion addresses the above noted factors regarding the Company's financial position:

Cash and cash equivalents

As of June 30, 2023, the Company had cash of $24,276 compared to $148,271 as of December 31, 2022. The changes in cash are discussed above in the summary of cash flow activities. See above "*Cash Flow Information*"

Restricted cash
The Company held $5,000 in the Guaranteed Investment Certificate (GIC) which is used as a security for corporate credit cards.

Prepaid expenses and deposits
The balance is made up of prepayments for insurance, marketing and investor relation services and a deposit payment for payroll services.

Loans receivable
These loans are unsecured, interest free and are due on demand, hence classified under current assets. The balance has increased due to acquisition of Run it Wild, acquired receivable as a result of acquisition.

Taxes recoverable
The balance has increased due to acquisition of Run it Wild, acquired recoverable as a result of acquisition.

Digital assets
The Company converted digital assets to fiat currencies to provide support to business operations. The increase of balance is attributable to appreciation of digital assets, funding of digital wallets through acquisition of stable coins with cash, digital asset drops pursuant to the SAFT arrangement vesting schedules offset by the depreciation of digital asset holdings, digital assets being used as payments for services, conversion of digital assets to fiat currencies, i.e., a digital wallet withdrawal.

Digital assets consist of liquid tokens, gaming, SAFT tokens, and Gaming Guild tokens. While the Gaming Guild digital collectibles are non-fungible assets, Gaming Guild tokens are fungible tokens, used as the currency of the ecosystem (for buying and selling assets, but also as the method of payment for the play-to-earn games).

Property and equipment
During the period ended June 30, 2023, the Company has not acquired any new items of property and equipment, and depreciation recorded for the period was $4,983 leading to decrease in net book value as of June 30, 2023 ($14,001) as compared to December 31, 2022 ($18,984).

Goodwill
The balance has increased due to acquisition of Run it Wild, refer to "*Completed Agreements"* for additional details.

Investments
On October 15, 2021, the Company entered into a binding letter of intent with the former CEO of the Company for the purchase of his holdings in Fantasy Revolution, S.A. a Portuguese company ("Realfevr"). The Company had to issue 833,333 common shares in exchange for 173,710 common shares of Realfevr. The parties entered into the share exchange agreement in relation to this transaction on January 11, 2022, at which time the 833,333 common shares were issued and the Company received the undertaking from the former CEO for the delivery for the Realfevr common shares upon completion of Realfevr's corporate reorganization. As at December 31, 2022, the Company used the then recent capital raise of Realfevr to determine its fair market value. As a result, a write up of $819,730 was performed on the original purchase price of $500,000. During the three months ended June 30, 2023, there was no significant change in the fair value of these investments.

Trade payables and accrued liabilities
This balance includes liabilities incurred in a regular course of business. The balance has increased due to acquisition of Run it Wild, liabilities assumed as a result of acquisition and due to the timing difference of recognition and settlement of regular payables.

Loans payable
These loans are unsecured, interest free and are due on demand, hence classified under current liabilities. The balance has increased due to acquisition of Run it Wild, liabilities assumed as a result of acquisition.

Shareholders' equity
Shareholders' equity largely decreased due to the increase of net loss of $1,262,336, offset by gross proceeds of $343,916 from a non-brokered private placement and issuance of common shares for acquisition ($550,000), and increase in share-based payment reserves ($95,390).

Contractual Obligations

The following table summarizes the Company's contractual obligations, including payments due for each of the next five years and thereafter

Contractual Obligations	Payments Due by Period				
	Total	Less than 1 year	1 – 3 years	3 – 5 years	After 5 years
	$	$	$	$	$
Fuku contributions (1)	169,662	169,662	—	—	—
Total Contractual Obligations	**169,662**	**169,662**	—	—	—

Notes:

(1) The total contribution, following the closing of transaction, was $400,000, which is offset by any amounts to developers for the launch of Fuku Marketplace, a decentralized digital marketplace, consisting of the client facing store front, instance-routing vault registry and registry vault wrapper. As at June 30, 2023, the total payments to developers of Fuku Marketplace is $261,495. The net contractual obligation balance is $169,662 as of the date hereof. The vendor is to deliver the Fuku tokens for the Fuku contributions made by the Company at a future date.

Completed Agreements

During the year ended December 31, 2022, the Company and Run it Wild, entered into a definitive agreement (and further amended version) for the acquisition of Run it Wild.

On February 24, 2023, the Company completed its acquisition of Run it Wild. The Company issued 10,000,000 common shares and a cash payment of $50,000 to the shareholders of Run it Wild. The transaction was accounted for as a business combination and has been accounted for by applying the acquisition method. Transaction costs of $12,727 were expensed with respect to the above acquisition. The goodwill resulting from the allocation of the purchase price to the total fair value of net assets represents revenue growth potential and expected synergies for the Company. The Company appointed Adam De Cata as Chief Executive Officer of the Company. Adam replaced Mario Nawfal, who now serves as a strategic advisor to the Company.

The Company and Run it Wild have been working together to continue expanding their Web3 development capabilities for leading brands and IP holders around the world seeking to create unparalleled user experiences.

The Company recorded $64,385 of revenue and $198,952 of net loss in the condensed interim consolidated statements of loss and comprehensive loss during the period ended June 30, 2023 as a result of the acquisition. Goodwill recognized on acquisition, is expected to be non-deductible for income tax purposes.

Transactions with Related Parties

See "*Part V – Accounting Policies, Estimates and Internal Controls – Related party transactions*".

Outstanding Share Data

As of the date hereof, the Company has 107,618,659 common shares. In addition, the Company has 25,044,852 common share purchase warrants and 9,257,000 options to purchase common shares.

Off-Balance Sheet Arrangements

As of the date of this MD&A, the Company does not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial position of the Company including, without limitation, such considerations as liquidity and capital resources that have not previously been discussed.

PART IV – RISKS

The Company is subject to many risks which are outlined in the Company's preliminary long form non-offering prospectus under the section entitled "Risk Factors", which is available on SEDAR at www.sedar.com. In addition, please see "*Part V – Accounting Policies, Estimates, and Internal Controls – Capital Management – Financial Instruments and Financial risk management*" for the analysis of financial risk factors.

PART V – ACCOUNTING POLICIES, ESTIMATES, AND INTERNAL CONTROLS

Significant Accounting Policies

The Company has prepared the accompanying unaudited condensed interim consolidated financial statements in accordance with International Financial Reporting Standards ("IFRS"). Significant accounting policies are described in Note 4 of the Company's unaudited condensed interim consolidated financial statements as at and for the Six months ended June 30, 2023.

The preparation of unaudited condensed interim consolidated financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the unaudited condensed interim consolidated financial statements and the reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates.

Accounting Estimates and Judgments

In the application of the Company's accounting policies, management is required to make judgments, estimates, and assumptions that affect the carrying amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the unaudited condensed interim consolidated financial statements, and the reported amounts of revenues and expenses for the periods presented. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant, the results of which form the basis of the valuation of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

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.

Judgments

Judgment is used in situations when there is a choice and/or assessment required by management. The following are critical judgments apart from those involving estimates that management has made in the process of applying the Company's accounting policies and that have a significant effect on the amounts recognized in the unaudited condensed interim consolidated financial statements.

Going concern
Determining if the Company has the ability to continue as a going concern is dependent on its ability to secure debt and equity financing, and to achieve profitable operations. Certain judgements were made when determining if and when the Company will secure debt and equity financing and achieve profitable operations.

Indicators of impairment
The Company assesses the impairment of its assets in accordance with International Accounting Standards ("IAS") 36. Management of the Company applies judgment throughout the fiscal year in assessing whether any events, facts, or circumstances are potential indicators of impairment.

Classifications of digital assets and digital collectibles
The accounting treatment of digital assets and digital collectibles requires judgement to be classified as either inventory, intangible assets or investments.

Estimates

Critical accounting estimates are those that require management to make assumptions about matters that are highly uncertain at the time the estimate or assumption is made. Critical accounting estimates are also those that could potentially have a material impact on the Company's financial results where a different estimate or assumption is used. The significant areas of estimation uncertainty are:

Valuation of digital currencies (digital assets and collectibles)
Digital assets are considered to be identifiable non-monetary assets without physical substance and are treated as intangible assets not subject to amortization under the scope of IAS 38 Intangible Assets. Digital assets are measured at fair value using the quoted price on https://www.coingecko.com/. The Company also confirms quoted price on https://coinmarketcap.com/ to ensure accuracy. Any price difference is considered immaterial. Management considers this fair value to be Level 2 input under IFRS 13 Fair Value Measurement fair value hierarchy as these are quoted prices on active markets that the Company can access on the measurement date.

Carrying value of loan receivable
The Company's estimate of allowance on note receivable is based on an Expected Credit Loss ("ECL") approach that employs an analysis of historical data, economic indicators and experience of delinquency and default to estimate the amount that may default as a result of past or future events, with certain adjustments for other relevant circumstances influencing the recoverability of these notes receivable.

Default rates, loss rates and the expected timing of future recoveries are periodically benchmarked against actual outcomes to ensure that they remain appropriate. Future customer behavior may be affected by several factors, including changes in interest and unemployment rates and program design changes. Impairment of loans is assessed based on whether there has been a significant increase in credit risk since origination and incorporation of forward-looking information in the measurement of expected credit losses.

Impairment of intangible assets
The Company evaluates each asset or cash generating asset every reporting period to determine whether there are any indications of impairment. If any such indication exists, which is often judgmental, a formal estimate of recoverable amount is performed, and an impairment loss is recognized to the extent that the carrying amount exceeds the recoverable amount. The recoverable amount of an asset or cash generating group of assets is measured at the higher of fair value less costs to sell and value in use. The evaluation of asset carrying values for indications of impairment includes consideration of both external and internal sources of information, including such factors as revenue growth rate, market share, and required return on venture investments. When required, the determination of fair value and value in use requires management to make estimates and assumptions about expected revenue from service contracts, growth rate of revenue generating assets, and costs of disposal. The estimates and assumptions are subject to risk and uncertainty; hence, there is the possibility that changes in circumstances will alter these projections, which may impact the recoverable amount of the assets. In such circumstances some or all of the carrying value of the assets may be further impaired or the impairment charge reduced with the impact recorded in the unaudited condensed interim consolidated statement of comprehensive income.

Investments
The fair value of investments that are not traded in an active market is determined using valuation techniques. The Company uses its judgment to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period. For details of the key assumptions used and the impact of changes to these assumptions see Note 11.

The directors have determined that they do not control any of the Company's investments, primarily as in all cases the Company's interest in the equity of these companies are less than 5% and the Company is not exposed, and has no right, to variable returns from these companies.

Useful life of property and equipment
Property and equipment consist of computers, furniture and fixtures which have an estimated useful life of 3 and 5 years respectively are depreciated on a straight - line basis. The estimated useful lives and depreciation methods are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Shares issued for services and investments
The Company estimated the fair value of shares issued for services and investments by reference to the share value observed in private placement equity financings that were completed around the time of provision of services and acquisition of investments.

Share-based payments
The Company uses the Black-Scholes option pricing model to determine the fair value of performance share units (PSU), broker warrants, and stock options. In estimating the fair value, management is required to make certain assumptions and estimates such as the fair value of the underlying share, the expected life of the units, shares, warrants or stock options, volatility of the Company's future share price, risk-free rate, future dividend yields, and estimated forfeitures. Changes in assumptions used to estimate fair value could result in different outcomes.

Revenue recognition
The Company recognizes revenue from minting and resale of non-fungible tokens (NFTs), play-to-earn gaming and commission earned on an auction site. As consideration for these services, the Company receives digital collectible or assets from the mining pools in which it participates. Revenue is recognized when the Company receives payouts from the mining pools in which it participates.

Determination of separate elements under the terms of the contract and completion of performance obligation may be subject to significant judgment exercised by management.

Related Party Transactions

The Company compensates its key management personnel, which includes the Company's executive officers and directors. The compensation payments, including share-based payments, are in the normal course of business.

Key management personnel compensation
Key management personnel include those people who have authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company defines key management personnel as being the directors and key officers.

The compensation awarded to key management personnel is as follows:

	June 30, 2023	June 30, 2022
	$	$
Management fees	143,917	124,475
Share-based payments	88,300	187,110
Director fees	—	4,442
Total compensation	**232,217**	**316,027**

The management and director fees owed to key management personnel:

	June 30, 2023	June 30, 2022
	$	$
Executive Chairman	243,297	78,000
Former CEO	—	6,300
Director	—	—
Total management fees payable included in trade payables and accrued liabilities balance	**243,297**	**84,300**

Other related party transactions

	June 30, 2023	June 30, 2022
	$	$
Development and marketing costs paid to a legal entity controlled by former CEO	—	199,438
Consulting fee charged by the entity controlled by the former CEO	—	4,725
Share-based payments to the father of former CEO	—	41,954
	—	**246,117**

Accounting Policies

The Company adopted the following accounting standards during the Six months ended June 30, 2023:

Revenue
The Company's revenue is derived from the following business segments:

- Minting and resale of non-fungible tokens (NFTs)
- Play-to-earn gaming
- Commission earned on an auction site

The Company recognizes revenue in accordance with IFRS 15, Revenue from contracts with customers, which follows the following five-step contract-based analysis of transactions to determine if, when and how much revenue can be recognized:

1. Identify the contract with a customer;
2. Identify the performance obligation(s) in the contract;
3. Determine the transaction price;
4. Allocate the transaction price to the performance obligation(s) in the contract; and
5. Recognize revenue when or as the Company satisfies the performance obligation(s).

Revenue is recognized when a performance obligation is satisfied and the customer obtains control of promised goods and services. The amount of revenue recognized reflects the consideration to which the Company expects to be entitled to receive in exchange for these goods and services.

Digital assets and NFT resale
The legally binding contracts are regulated by platforms and smart contract mechanisms that set rights and obligations of counterparties to a sell/buy transaction, performance obligation is a transfer of digital assets from the party which wishes to sell to the party who wishes to buy such digital assets. Transaction price is the agreed upon price at the time of transaction, which is allocated to a single performance obligation in its entirety and recognized at a point in time as performance obligation is fulfilled.

Play-to-earn gaming
The Company engages "game scholars," individuals who play games on behalf of the Company, with the goal to earn game-based digital assets. The players use the Company's game assets, digital assets, to play games and receive a fee in return for their service. The rights and obligations are set out by a legally binding agreement, performance obligation is completion of game-based tasks for a reward which is automatically deposited to the Company-owned wallet. The transaction price is determined based on a market price of digital asset(s) received and recognized at a point in time when delivery occurs.

Auction fee sharing
The Company earns a portion of auction fee for each NFT sale completed, the rights and obligations are governed by a smart contact mechanism on the auction's blockchain. The performance obligation is a sale of NFT. The transaction price is the fee amount on each completed transaction and is allocated to one performance obligation in its entirety, which is recognized at a point in time when NFT sale is completed.

Business combinations

The Company applies the acquisition method in accounting for business combinations by allocating the purchase price to the fair value of the assets acquired at the acquisition date, with any difference recognized as goodwill.

Judgement is used in determining whether an acquisition is a business combination or an asset acquisition. In determining the allocation of the purchase price in a business combination, estimates including market based and appraisal values are used.

The Company measures all assets acquired and liabilities assumed at their acquisition date fair values. Acquisition related costs are recognized as expenses in the periods in which the costs are incurred and the services are received (except for the costs to issue debt or equity securities which are recognized according to specific requirements). The excess of the aggregate of the consideration transferred to obtain control over the net of the acquisition date amounts of the identifiable assets acquired and the liabilities assumed, is recognized as goodwill as of the acquisition date.

Goodwill

Goodwill is initially measured at cost (being the excess of the aggregate of the consideration transferred and the amount recognized for non-controlling interests and any previous interest held over the net identifiable assets acquired and liabilities assumed). If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Company re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognized at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognized in profit or loss.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Company's CGUs that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those CGUs.
Where goodwill has been allocated to a CGU and part of the operation within that CGU is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the CGU retained.

Accounting pronouncements adopted

The following new standards, amendments and interpretations have been issued are effective for the fiscal year ending December 31, 2023 and, accordingly, have been applied in preparing these condensed interim consolidated financial statements.

Definition of Accounting Estimates – Amendments to IAS 8

In February 2021, the IASB issued amendments to IAS 8, in which it introduces a definition of 'accounting estimates'. The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. Also, they clarify how entities use measurement techniques and inputs to develop accounting estimates.

The amendments are effective for annual reporting periods beginning on or after January 1, 2023 and apply to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period. Earlier application is permitted as long as this fact is disclosed.

The adoption of these amendments did have a material impact on the Company's condensed interim consolidated financial statements.

IAS 12: Amendment to IAS 12, Deferred Tax Related to Assets and Liabilities Arising from a Single Transaction

In May 2021, the IASB issued targeted amendments to IAS 12 – Income Taxes to specify how companies should account for deferred tax on transactions such as leases and decommissioning obligations. In specified circumstances, companies are exempt from recognizing deferred tax when they recognize assets or liabilities for the first time. Previously, there had been some uncertainty about whether the exemption applied to transactions such as leases and decommissioning obligations transactions for which companies recognize both an asset and a liability.

The amendments clarify that the exemption does not apply and that companies are required to recognize deferred tax on such transactions. The aim of the amendments is to reduce diversity in the reporting of deferred tax on leases and decommissioning obligations. The amendments are effective for annual reporting periods beginning on or after January 1, 2023, with early application permitted. The adoption of these amendments did have a material impact on the Company's condensed interim consolidated financial statements.

Disclosure of Accounting Policies – Amendments to IAS 1 and IFRS Practice Statement 2

On February 12, 2021, the IASB issued Disclosure Initiative – Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2 Making Materiality Judgements). The amendments help companies provide useful accounting policy disclosures. The amendments are effective for annual periods beginning on or after January 1, 2023. The adoption of these amendments did have a material impact on the Company's condensed interim consolidated financial statements.

Accounting pronouncements not yet effective

The following new standards, amendments and interpretations have been issued but are not effective for the fiscal year ending December 31, 2023 and, accordingly, have not been applied in preparing these condensed interim consolidated financial statements.

Amendments to IAS 1: Classification of Liabilities as Current or Non-current

On January 23, 2020, the IASB issued Classification of Liabilities as Current or Non-current (Amendments to IAS 1). The amendments address inconsistencies with how entities classify current and non-current liabilities. The amendments serve to address whether debt and other liabilities with an uncertain settlement date should be classified as current or non-current in the Balance Sheets.

The amendments are effective on January 1, 2024. The Company intends to adopt the amendments in its condensed interim consolidated financial statements or the annual period beginning January 1, 2024. The Company is currently assessing the impact of the amendment.

Amendments to IAS 1: Non-current Liabilities with Covenants

In October 2022, the IASB issued Non-current Liabilities with Covenants (Amendments to IAS 1). The amendments improve the information an entity provides when its right to defer settlement of a liability for at least twelve months is subject to compliance with covenants. The amendments are effective for annual periods beginning on or after January 1, 2024. The Company intends to adopt these amendments in its condensed interim consolidated financial statements for the annual period beginning January 1, 2024. The Company is currently assessing the impact of the amendment.

Capital Management

The Company's objective and policies for managing capital are to safeguard its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. The Company manages its capital structure and makes changes based on economic conditions, risks that impact the operations and future significant capital investment opportunities. In order to maintain or adjust its capital structure, the Company may issue new equity instruments or raise additional debt financing.

The Company is exposed to a variety of financial risks by virtue of its activities: market risk, interest rate risk, liquidity risk and foreign currency risk. The Board of Directors has overall responsibility for the determination of the Company's capital and risk management objectives and policies while retaining ultimate responsibility for them. The Company's overall capital and risk management program has not changed throughout the period. It focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on financial performance. Risk management is carried out by the finance department under policies approved by the Board of Directors. The finance department identifies and evaluates financial risks in close cooperation with management.

Financial Instruments and Financial Risk Management

The Company's financial assets include cash and cash equivalents, Restricted cash, advances for SAFTs, note receivable, and investments. The Company's financial liabilities include trade payables and accrued liabilities and advances payable.

Digital asset risk
Digital asset risk is the risk that the fair value of digital assets will fluctuate because of the changes in the price of digital assets. The price of cryptocurrencies such as ETH, stable and other coins or tokens, and NFTs fluctuate significantly.

Credit Risk
Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. Credit risk for the Company is primarily associated with the Company's bank balances.

The Company mitigates credit risk associated with its bank balance by only holding cash and cash equivalents with large, reputable financial institutions.

Market Risk
Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and price risk.

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

Price Risk
Price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk or foreign currency risk. The Company is not exposed to any significant price risks with respect to its financial instruments.

Liquidity risk
Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company generally relies on external financing or key management to provide sufficient liquidity to meet budgeted operating requirements. The following tables set forth details of the payment profile of financial liabilities based on their undiscounted cash flows as at June 30, 2023 and December 31, 2022:

As of June 30, 2023	Total carrying amount	Contractual cash flows	Less than 1 year	1 to 5 years	More than 5 years
		$	$	$	$
Trade payables and accrued liabilities	1,162,158	1,162,158	1,162,158	—	—
Loan Payable	412,860	412,860	412,860	—	—
Total	**1,575,018**	**1,575,018**	**1,575,018**	**—**	**—**

As of December 31, 2022	Total carrying amount	Contractual cash flows	Less than 1 year	1 to 5 years	More than 5 years
		$	$	$	$
Trade payables and accrued liabilities	270,748	270,748	270,748	—	—
Total	**270,748**	**270,748**	**270,748**	**—**	**—**

Taking into consideration the Company's current cash position, volatile equity markets, global uncertainty in the capital markets and increasing cost pressures, the Company is continuing to review its needs to seek financing opportunities in accordance with its capital risk management strategy.

Foreign currency risk
Foreign currency risk is defined as the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company maintains financial instruments and enters into transactions denominated in foreign currencies, principally in USD, which exposes the Company to fluctuating balances and cash flows due to various foreign exchange rates.

The table below indicates the foreign currencies to which the Company has significant exposure as at June 30, 2023 and December 31, 2022 in Canadian dollar terms:

	June 30, 2023	December 31, 2022
	$	$
Cash	4,051	18,040
Trade payables and accrued liabilities	(1,111,418)	(36,509)
Taxes recoverable	104,365	—
Loans receivable	181,200	—
Loans payable	(412,860)	—
Net monetary assets	**(1,234,662)**	**(18,469)**

Assuming all other variables remain constant, a fluctuation of +/- 5.0% in the exchange rate between CAD and USD would impact the net loss by approximately $22,000 during the six months ended June 30, 2023 (June 30, 2022: $3,000).

Assuming all other variables remain constant, a fluctuation of +/- 5.0% in the exchange rate between CAD and AUD would impact the net loss by approximately $39,000 during the six months ended June 30, 2023 (June 30, 2022: $nil).

In addition, the Company is exposed to Euro and CAD currency fluctuations through its investment Euro in Realfevr. As of June 30, 2023, the Company is exposed by $1,319,730 (December 31, 2022: $1,319,730).

Market Risk for Securities

The Company is a reporting issuer whose common shares are listed for trading on a stock exchange. There can be no assurance that an active trading market for the Company's common shares will be sustained in the future. The market price for the Company's common shares could be subject to wide fluctuations. Factors such as commodity prices, government regulation, interest rates, share price movements of peer companies and competitors, as well as overall market movements, may have a significant impact on the market price of the Company's securities. The stock market has from time to time experienced extreme price and volume fluctuations, which have often been unrelated to the operating performance of particular companies.

Global Economic Risk

Economic slowdown and downturn of global capital markets would make raising of capital through equity or debt financing more difficult. The Company will be dependent upon capital markets to raise additional financing in the future. The Company is subject to liquidity risks in meeting developmental and future operating cost requirements in instances where cash positions are unable to be maintained or appropriate financing is unavailable. These factors may impact the Company's ability to raise equity or obtain loans and other credit facilities in the future and on terms favourable to the Company and its management. If uncertain market conditions persist, the Company's ability to raise capital could be jeopardized resulting in an adverse impact on the Company's operations and the price of the Company's common shares.

Share Price Volatility Risk

In recent years, the securities markets in Canada have experienced a high level of price and volume volatility, and the market prices of securities of many companies, particularly cryptocurrency companies, like the Company, have experienced wide fluctuations that have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that these price fluctuations and volatility will not continue to occur.

Management's Report on Disclosure Controls and Procedures and Internal Control over Financial Reporting

Management is responsible for establishing and maintaining adequate disclosure controls and procedures ("DC&P") and internal controls over financial reporting ("ICFR"), as those terms are defined in National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings, for the Company. The DC&P provide reasonable assurance that material information relating to the Company is made known to the Chief Executive Officer and the Chief Financial Officer of the Company. The ICFR have been designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with IFRS.

No changes were made in the Company' design of internal controls over financial reporting during six months ended June 30, 2023, that have materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting. The Company is still in early days of establishing a system of internal controls.

Due to inherent limitations in all controls systems, a control system can provide only reasonable, not absolute assurance, that the objective of the control system is met and may not prevent or detect misstatements or instances of fraud. Management's estimates may be incorrect, or assumptions about future events may be incorrect, resulting in varying results. Additionally, controls may be circumvented by the unauthorized acts of individuals, by collusion of two or more people or by Management override.