Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

DIGITALTOWN, INC.

205 – 810 Quayside Drive, New Westminster, BC V3M 6B9 Canada
425-577-7766
https://www.digitaltown.com
info@digitaltown.com

Quarterly Report
For the Period Ending: August 31, 2021
(the "Reporting Period")

As of August 31, 2021, the number of shares outstanding of our Common Stock was:

2,962,627,176

As of May 31, 2021, the number of shares outstanding of our Common Stock was:

2,962,627,176

As of February 28, 2021, the number of shares outstanding of our Common Stock was:

2,962,627,176

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 of the Exchange Act of 1934):

Yes: ☐ No: ☒

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes: ☐ No: ☒

Indicate by check mark whether a Change in Control[1] of the company has occurred over this reporting period:

Yes: ☐ No: ☒

[1] "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

1) Name and address(es) of the issuer and its predecessors (if any)

In answering this item, provide the current name of the issuer any names used by predecessor entities, along with the dates of the name changes.

DigitalTown, Inc.
205 – 810 Quayside Drive
New Westminster, BC
V3M 6B9 Canada

History
Incorporated as Command Small Computer Learning Centre, Inc. on April 7, 1982
In March 1987, company changed its name to Command Electronics, Inc.
In April 1997, company changes its name to CyberStar Computer Corporation
In January 2004, company changed its name to eNetpc, Inc.
In December 2004, company changed its name to BDC Capital, Inc.
In March 2007, company changed its name to DigitalTown, Inc.

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

DigitalTown was incorporated on April 7, 1982, under the laws of the State of Minnesota, and the Company is Active and in Good Standing.

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors since inception:

None

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

None

The address(es) of the issuer's principal executive office:

205 – 810 Quayside Drive, New Westminster, BC V3M 6B9 Canada

The address(es) of the issuer's principal place of business:

Check box if principal executive office and principal place of business are the same address: ☒

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years?

Yes: ☒ No: ☐

If this issuer or any of its predecessors have been the subject of such proceedings, please provide additional details in the space below:

DigitalTown, Inc. filed for relief under Chapter 11, Subchapter V of the United States Bankruptcy Code on September 8, 2020 with the intention of reorganizing its debts. Our submitted Plan of Reorganization is intended to implement our reorganization of our business and finances. The Plan provides for the reorganization of the Company's business and the satisfaction of the claims of all creditors. DigitalTown believes that the Plan complies with all the requirements of the Bankruptcy Code and that it should be confirmed by the Court. A copy of the plan can be found on our website at (www.digitaltown.com). The Company remains debtor-in-possession throughout the process.

2) Security Information

Trading symbol:	DGTW
Exact title and class of securities outstanding:	Common Stock
CUSIP:	25400E102
Par or stated value:	$0.01
Total shares authorized:	5,000,000,000
Total shares outstanding:	2,962,627,176
Number of shares in the Public Float[2]:	2,356,346,197
Total number of shareholders of record:	359

Transfer Agent

Name:	ClearTrust, LLC
Phone:	813-235-4490
Email:	inbox@cleartrusttransfer.com
Address:	16540 Pointe Village Drive, Suite 205, Lutz, FL 33558

Is the Transfer Agent registered under the Exchange Act?[3] Yes: ☒ No: ☐

3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any direct changes to the total shares outstanding of any class of the issuer's securities **in the past two completed fiscal years and any subsequent interim period**.

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares, or any other securities or options to acquire such securities, issued for services. Using the tabular format below, please describe these events.

A. Changes to the Number of Outstanding Shares

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods: ☐

[2] "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

[3] To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

Shares Outstanding as of Second Most Recent Fiscal Year End:									
		Opening Balance							
Date: 3/1/19	Common	146,740,570							
	Preferred	Not Issued							
Date of Transaction	**Transaction type (eg, new issuance, cancellation, shares returned to treasury)**	**Number of Shares Issues (or cancelled)**	**Class of Securities**	**Value of shares issued ($/per share) at issuance**	**Were the shares issued at a discount to market price at the time of issuance? (Yes/No)**	**Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed)**	**Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided**	**Restricted or Unrestricted as of this filing**	**Exemption or Registration Type**
03/06/2019	New Issuance	4,700,000	Common	0.0024	Yes	FirstFire Global Opportunities Fund (Seth Fireman)	Convertible note conversion	Restricted	
03/18/2019	New Issuance	5,000,000	Common	0.0022	Yes	FirstFire Global Opportunities Fund (Seth Fireman)	Convertible note conversion	Restricted	
03/21/2019	New Issuance	7,554,167	Common	0.0024	Yes	Power Up Lending Group Ltd. (Seth Kramer)	Convertible note conversion	Restricted	
03/25/2019	New Issuance	6,000,000	Common	0.0020	Yes	FirstFire Global Opportunities Fund (Seth Fireman)	Convertible note conversion	Restricted	
03/25/2019	New Issuance	7,555,556	Common	0.0018	Yes	Power Up Lending Group Ltd. (Seth Kramer)	Convertible note conversion	Restricted	
03/27/2019	New Issuance	7,552,778	Common	0.0018	Yes	Power Up Lending Group Ltd. (Seth Kramer)	Convertible note conversion	Restricted	
03/29/2019	New Issuance	8,000,000	Common	0.0016	Yes	FirstFire Global Opportunities Fund (Seth Fireman)	Convertible note conversion	Restricted	
03/29/2019	New Issuance	9,233,333	Common	0.0018	Yes	Power Up Lending Group Ltd. (Seth Kramer)	Convertible note conversion	Restricted	
04/01/2019	New Issuance	9,231,250	Common	0.0016	Yes	Power Up Lending Group Ltd. (Seth Kramer)	Convertible note conversion	Restricted	
04/04/2019	New Issuance	9,200,000	Common	0.0010	Yes	Crown Bridge Partners, LLC (Seth Ahdoot)	Convertible note conversion	Restricted	
04/04/2019	New Issuance	9,560,714	Common	0.0014	Yes	Power Up Lending Group Ltd. (Seth Kramer)	Convertible note conversion	Restricted	
04/08/2019	New Issuance	6,000,000	Common	0.0012	Yes	FirstFire Global Opportunities Fund (Seth Fireman)	Convertible note conversion	Restricted	
04/12/2019	New Issuance	11,790,000	Common	0.0009	Yes	Crown Bridge Partners, LLC (Seth Ahdoot)	Convertible note conversion	Restricted	
04/23/2019	New Issuance	12,380,000	Common	0.0009	Yes	Crown Bridge Partners, LLC (Seth Ahdoot)	Convertible note conversion	Restricted	
04/26/2019	New Issuance	11,727,273	Common	0.0011	Yes	Power Up Lending Group Ltd. (Seth Kramer)	Convertible note conversion	Restricted	
04/30/2019	New Issuance	11,734,694	Common	0.0010	Yes	Power Up Lending Group Ltd. (Seth Kramer)	Convertible note conversion	Restricted	
05/02/2019	New Issuance	11,764,706	Common	0.0009	Yes	Power Up Lending Group Ltd. (Seth Kramer)	Convertible note conversion	Restricted	
05/03/2019	New Issuance	13,580,000	Common	0.0006	Yes	Crown Bridge Partners, LLC (Seth Ahdoot)	Convertible note conversion	Restricted	
05/03/2019	New Issuance	13,000,000	Common	0.0004	Yes	EMA Financial LLC (John Scholz)	Convertible note conversion	Restricted	
05/03/2019	New Issuance	11,780,822	Common	0.0007	Yes	Power Up Lending Group Ltd. (Seth Kramer)	Convertible note conversion	Restricted	

05/06/2019	New Issuance	15,067,787	Common	0.0005	Yes	JSJ Investments Inc. (Sameer Hirji)	Convertible note conversion	Restricted	
05/06/2019	New Issuance	11,780,822	Common	0.0007	Yes	Power Up Lending Group Ltd. (Seth Kramer)	Convertible note conversion	Restricted	
05/08/2019	New Issuance	6,273,973	Common	0.0007	Yes	Power Up Lending Group Ltd. (Seth Kramer)	Convertible note conversion	Restricted	
05/09/2019	New Issuance	17,250,000	Common	0.0004	Yes	Crown Bridge Partners, LLC (Seth Ahdoot)	Convertible note conversion	Restricted	
05/09/2019	New Issuance	16,000,000	Common	0.0006	Yes	EMA Financial LLC (John Scholz)	Convertible note conversion	Restricted	
05/09/2019	New Issuance	9,500,000	Common	0.0007	Yes	FirstFire Global Opportunities Fund (Seth Fireman)	Convertible note conversion	Restricted	
05/14/2019	New Issuance	20,000,000	Common	0.0007	Yes	EMA Financial LLC (John Scholz)	Convertible note conversion	Restricted	
05/14/2019	New Issuance	10,900,000	Common	0.0007	Yes	FirstFire Global Opportunities Fund (Seth Fireman)	Convertible note conversion	Restricted	
05/16/2019	New Issuance	21,450,000	Common	0.0004	Yes	Crown Bridge Partners, LLC (Seth Ahdoot)	Convertible note conversion	Restricted	
05/16/2019	New Issuance	12,400,000	Common	0.0006	Yes	FirstFire Global Opportunities Fund (Seth Fireman)	Convertible note conversion	Restricted	
05/16/2019	New Issuance	20,087,963	Common	0.0004	Yes	JSJ Investments Inc. (Sameer Hirji)	Convertible note conversion	Restricted	
05/17/2019	New Issuance	21,998,800	Common	0.0004	Yes	Auctus Fund, LLC (Lou Posner)	Convertible note conversion	Restricted	
05/20/2019	New Issuance	14,100,000	Common	0.0004	Yes	FirstFire Global Opportunities Fund (Seth Fireman)	Convertible note conversion	Restricted	
05/21/2019	New Issuance	25,300,000	Common	0.0003	Yes	Crown Bridge Partners, LLC (Seth Ahdoot)	Convertible note conversion	Restricted	
05/21/2019	New Issuance	22,000,000	Common	0.0003	Yes	EMA Financial LLC (John Scholz)	Convertible note conversion	Restricted	
05/21/2019	New Issuance	24,300,000	Common	0.0004	Yes	FirstFire Global Opportunities Fund (Seth Fireman)	Convertible note conversion	Restricted	
05/21/2019	New Issuance	24,245,023	Common	0.0003	Yes	JSJ Investments Inc. (Sameer Hirji)	Convertible note conversion	Restricted	
05/22/2019	New Issuance	30,000,000	Common	0.0003	Yes	Crown Bridge Partners, LLC (Seth Ahdoot)	Convertible note conversion	Restricted	
05/23/2019	New Issuance	31,200,000	Common	0.0004	Yes	FirstFire Global Opportunities Fund (Seth Fireman)	Convertible note conversion	Restricted	
05/24/2019	New Issuance	34,300,000	Common	0.0004	Yes	FirstFire Global Opportunities Fund (Seth Fireman)	Convertible note conversion	Restricted	
05/28/2019	New Issuance	34,328,200	Common	0.0003	Yes	Auctus Fund, LLC (Lou Posner)	Convertible note conversion	Restricted	
05/28/2019	New Issuance	34,320,000	Common	0.0002	Yes	Crown Bridge Partners, LLC (Seth Ahdoot)	Convertible note conversion	Restricted	
05/28/2019	New Issuance	36,000,000	Common	0.0002	Yes	FirstFire Global Opportunities Fund (Seth Fireman)	Convertible note conversion	Restricted	
05/28/2019	New Issuance	35,389,771	Common	0.0002	Yes	JSJ Investments Inc. (Sameer Hirji)	Convertible note conversion	Restricted	
06/06/2019	New Issuance	43,027,563	Common	0.0002	Yes	Auctus Fund, LLC (Lou Posner)	Convertible note conversion	Restricted	
06/10/2019	New Issuance	51	Preferred	N/A	N/A	Sam Ciacco	Super voting preferred shares	N/A	
06/13/2019	New Issuance	37,000,000	Common	0.0002	Yes	EMA Financial LLC (John Scholz)	Convertible note conversion	Restricted	
06/13/2019	New Issuance	45,000,000	Common	0.0002	Yes	FirstFire Global Opportunities Fund (Seth Fireman)	Convertible note conversion	Restricted	
06/17/2019	New Issuance	49,000,000	Common	0.0002	Yes	FirstFire Global Opportunities	Convertible note conversion	Restricted	

						Fund (Seth Fireman)			
06/18/2019	New Issuance	49,000,000	Common	0.0002	Yes	FirstFire Global Opportunities Fund (Seth Fireman)	Convertible note conversion	Restricted	
06/21/2019	New Issuance	21,209,456	Common	0.0001	Yes	JSJ Investments Inc. (Sameer Hirji)	Convertible note conversion	Restricted	
06/24/2019	New Issuance	53,000,000	Common	0.0001	Yes	EMA Financial LLC (John Scholz)	Convertible note conversion	Restricted	
06/26/2019	New Issuance	48,000,000	Common	0.0001	Yes	FirstFire Global Opportunities Fund (Seth Fireman)	Convertible note conversion	Restricted	
07/01/2019	New Issuance	59,000,000	Common	0.0001	Yes	EMA Financial LLC (John Scholz)	Convertible note conversion	Restricted	
07/01/2019	New Issuance	31,000,000	Common	0.0001	Yes	EMA Financial LLC (John Scholz)	Convertible note conversion	Restricted	
07/03/2019	New Issuance	63,199,100	Common	0.0001	Yes	Auctus Fund, LLC (Lou Posner)	Convertible note conversion	Restricted	
07/09/2019	New Issuance	42,574,829	Common	0.0001	Yes	Auctus Fund, LLC (Lou Posner)	Convertible note conversion	Restricted	
08/19/2019	New Issuance	24,000	Common	0.2300	No	Adah Parris	Stock based compensation	Restricted	
08/19/2019	New Issuance	68,493	Common	0.0653	No	Clint Skidmore	Stock based compensation	Restricted	
08/19/2019	New Issuance	4,400,000	Common	0.0250	No	Clint Skidmore	Debt settlement	Restricted	
08/19/2019	New Issuance	132,600	Common	0.0500	No	Clint Skidmore	Debt settlement	Restricted	
08/19/2019	New Issuance	25,000,000	Common	0.0040	No	Darvin Habben Trust (Darvin Habben)	Board compensation	Restricted	
08/19/2019	New Issuance	160,000	Common	0.0500	No	David Carter	Debt settlement	Restricted	
08/19/2019	New Issuance	25,000,000	Common	0.0040	No	Denver Locker Services LLC (Jeff Mills)	Board compensation	Restricted	
08/19/2019	New Issuance	4,947,000	Common	0.0500	No	Dot London Domains Limited (Dan Hill)	Debt settlement	Restricted	
08/19/2019	New Issuance	490,500	Common	0.0500	No	Douglas D Cole	Debt settlement	Restricted	
08/19/2019	New Issuance	41,951	Common	0.2400	No	Douglas Lansky	Stock based compensation	Restricted	
08/19/2019	New Issuance	17,096	Common	0.2200	No	Douglas Rushkoff	Stock based compensation	Restricted	
08/19/2019	New Issuance	100,000	Common	0.1480	No	Douglas Rushkoff	Stock based compensation	Restricted	
08/19/2019	New Issuance	24,000	Common	0.0800	No	Dr. Badri Narayanan Gopalakrishnan	Stock based compensation	Restricted	
08/19/2019	New Issuance	326,100	Common	0.0500	No	East Lindsey District Council (Adrian Sibley)	Debt settlement	Restricted	
08/19/2019	New Issuance	30,000	Common	0.0500	No	Eder Rodriguez-Alves	Debt settlement	Restricted	
08/19/2019	New Issuance	5,685	Common	0.3000	No	Eric Berndt	Stock based compensation	Restricted	
08/19/2019	New Issuance	30,000	Common	0.0500	No	Eric Berndt	Debt settlement	Restricted	
08/19/2019	New Issuance	2,055	Common	0.5100	No	Faris Oweis	Stock based compensation	Restricted	
08/19/2019	New Issuance	2,055	Common	0.4200	No	Faris Oweis	Stock based compensation	Restricted	
08/19/2019	New Issuance	17,123	Common	0.0653	No	Ferry Chahaya	Stock based compensation	Restricted	
08/19/2019	New Issuance	183,333	Common	0.0500	No	Ferry Chahaya	Debt settlement	Restricted	
08/19/2019	New Issuance	24,000	Common	0.2000	No	Fiona Ellis-Chadwick	Stock based compensation	Restricted	
08/19/2019	New Issuance	29,917	Common	0.3300	No	Frank Robles	Stock based compensation	Restricted	
08/19/2019	New Issuance	35,616	Common	0.0653	No	Frank Robles	Stock based compensation	Restricted	
08/19/2019	New Issuance	193,223	Common	0.0500	No	George Nagy	Debt settlement	Restricted	
08/19/2019	New Issuance	666,667	Common	0.0500	No	George Nagy	Debt settlement	Restricted	

08/19/2019	New Issuance	700,000	Common	0.0500	No	Hunter Duckworth Holdings Ltd. (Bruce Duckworth)	Lawsuit settlement	Restricted	
08/19/2019	New Issuance	4,698,320	Common	0.0500	No	Intagleo Systems US Inc. (Amar Ali)	Debt settlement	Restricted	
08/19/2019	New Issuance	107,704	Common	0.1480	No	James Robert Joseph Roper	Stock based compensation	Restricted	
08/19/2019	New Issuance	59,836	Common	0.1400	No	Karen Floyd	Stock based compensation	Restricted	
08/19/2019	New Issuance	52,055	Common	0.0653	No	Karen Floyd	Stock based compensation	Restricted	
08/19/2019	New Issuance	26,000	Common	0.0500	No	Kenneth Salone	Debt settlement	Restricted	
08/19/2019	New Issuance	24,000	Common	0.0800	No	Kieran O'Hea	Stock based compensation	Restricted	
08/19/2019	New Issuance	48,000	Common	0.1150	No	Lorena Margarita Farias Soto	Stock based compensation	Restricted	
08/19/2019	New Issuance	111,000	Common	0.0500	No	Lucky Ape Corporate Communications Ltd. (Graham Charles)	Debt settlement	Restricted	
08/19/2019	New Issuance	23,340	Common	0.0500	No	Luis Jersak	Debt settlement	Restricted	
08/19/2019	New Issuance	8,975	Common	0.2800	No	Mark Sherwood	Stock based compensation	Restricted	
08/19/2019	New Issuance	5,685	Common	0.3000	No	Matija Boban	Stock based compensation	Restricted	
08/19/2019	New Issuance	71,660	Common	0.0500	No	Matija Boban	Debt settlement	Restricted	
08/19/2019	New Issuance	4,603	Common	0.2400	No	Mert Erdir	Stock based compensation	Restricted	
08/19/2019	New Issuance	131,280	Common	0.0500	No	Mexican Talent, Inc. (Jesus Salas)	Debt settlement	Restricted	
08/19/2019	New Issuance	30,000	Common	0.0500	No	Michael Cartwright	Debt settlement	Restricted	
08/19/2019	New Issuance	2,842	Common	0.3600	No	Nelson Allan Chow	Stock based compensation	Restricted	
08/19/2019	New Issuance	200,000	Common	0.0500	No	OBMA, LLC (Olivier Beuzelin)	Debt settlement	Restricted	
08/19/2019	New Issuance	34,718	Common	0.1211	No	Phil Komarny	Stock based compensation	Restricted	
08/19/2019	New Issuance	2,243,836	Common	0.1480	No	Robert Monster	Stock based compensation	Restricted	
08/19/2019	New Issuance	862,500	Common	0.0400	No	SettleMint NV (Charles de Bergeyck)	Debt settlement	Restricted	
08/19/2019	New Issuance	24,000	Common	0.1179	No	Silvio Frank Pupo Casco	Stock based compensation	Restricted	
08/19/2019	New Issuance	68,493	Common	0.0653	No	Simon Flack	Stock based compensation	Restricted	
08/19/2019	New Issuance	34,667	Common	0.0500	No	Tessini Bryan	Debt settlement	Restricted	
08/19/2019	New Issuance	5,685	Common	0.3000	No	Thiago de Oliviera Cruz	Stock based compensation	Restricted	
08/19/2019	New Issuance	5,685	Common	0.3000	No	Willie Tao Chik	Stock based compensation	Restricted	
08/19/2019	New Issuance	30,000	Common	0.0500	No	Willie Tao Chik	Debt settlement	Restricted	
08/19/2019	New Issuance	20,822	Common	0.0800	No	Wyatt Evans	Stock based compensation	Restricted	
08/19/2019	New Issuance	24,000	Common	0.1179	No	Zachary Reece	Stock based compensation	Restricted	
08/22/2019	New Issuance	70,000,000	Common	0.0000	Yes	Power Up Lending Group Ltd. (Seth Kramer)	Convertible note conversion	Restricted	
08/26/2019	New Issuance	50,000,000	Common	0.0000	Yes	Power Up Lending Group Ltd. (Seth Kramer)	Convertible note conversion	Restricted	
08/29/2019	New Issuance	70,000,000	Common	0.0000	Yes	Power Up Lending Group Ltd. (Seth Kramer)	Convertible note conversion	Restricted	
09/03/2019	New Issuance	75,000,000	Common	0.0000	Yes	Power Up Lending Group Ltd. (Seth Kramer)	Convertible note conversion	Restricted	

09/10/2019	New Issuance	100,952	Common	0.0001	No	Kelsus, Inc. (Jon Christensen)	Debt settlement	Restricted	
09/10/2019	New Issuance	71,331,041	Common	0.0002	No	Minds & Machines Group Ltd. (Sheri Falcon)	Debt settlement	Restricted	
09/10/2019	New Issuance	480,000	Common	0.0001	No	Northbay Capital Partners Corp. (Rahim Rajwani)	Debt settlement	Restricted	
09/11/2019	New Issuance	76,012,000	Common	0.0000	Yes	Auctus Fund, LLC (Lou Posner)	Convertible note conversion	Restricted	
09/12/2019	New Issuance	70,000,000	Common	0.0000	Yes	EMA Financial LLC (John Scholz)	Convertible note conversion	Restricted	
09/12/2019	New Issuance	85,255,113	Common	0.0000	Yes	JSJ Investments Inc. (Sameer Hirji)	Convertible note conversion	Restricted	
09/23/2019	New Issuance	100,110,889	Common	0.0000	Yes	JSJ Investments Inc. (Sameer Hirji)	Convertible note conversion	Restricted	
09/24/2019	New Issuance	78,000,000	Common	0.0000	Yes	EMA Financial LLC (John Scholz)	Convertible note conversion	Restricted	
10/02/2019	New Issuance	110,837,250	Common	0.0000	Yes	Auctus Fund, LLC (Lou Posner)	Convertible note conversion	Restricted	
10/09/2019	New Issuance	108,838,322	Common	0.0000	Yes	JSJ Investments Inc. (Sameer Hirji)	Convertible note conversion	Restricted	
11/18/2019	New Issuance	121,799,000	Common	0.0000	Yes	Auctus Fund, LLC (Lou Posner)	Convertible note conversion	Restricted	
12/17/2019	New Issuance	1,118,581	Common	0.0500	No	Darvin Habben Trust (Darvin Habben)	Debt settlement	Restricted	
12/17/2019	New Issuance	1,900,000	Common	0.0500	No	Denver Locker Services LLC (Jeff Mills)	Debt settlement	Restricted	
12/17/2019	New Issuance	600,000	Common	0.0500	No	James B. Parsons	Debt settlement	Restricted	
12/17/2019	New Issuance	418,400	Common	0.0500	No	James B. Parsons	Debt settlement	Restricted	
12/17/2019	New Issuance	24,660	Common	0.0500	No	Nelson Allan Chow	Debt settlement	Restricted	
01/03/2020	New Issuance	100,000,000	Common	0.0000	Yes	EMA Financial LLC (John Scholz)	Convertible note conversion	Restricted	
07/27/2020	New Issuance	476,698	Common	0.0500	No	Aaron Hall	Debt settlement	Restricted	
07/27/2020	New Issuance	7,250,000	Common	0.0001	No	Darvin Habben Trust (Darvin Habben)	Share purchase	Restricted	
07/27/2020	New Issuance	7,250,000	Common	0.0001	No	Denver Locker Services LLC (Jeff Mills)	Share purchase	Restricted	
07/27/2020	New Issuance	7,250,000	Common	0.0001	No	Derek Schumann	Share purchase	Restricted	
07/27/2020	New Issuance	400,000	Common	0.0500	No	Frank Robles	Debt settlement	Restricted	
07/27/2020	New Issuance	7,250,000	Common	0.0001	No	George Nagy	Share purchase	Restricted	
07/27/2020	New Issuance	145,000,000	Common	0.0001	No	Halex Ventures Inc. (Dragan Matovic)	Share purchase	Restricted	
07/27/2020	New Issuance	7,250,000	Common	0.0001	No	James B. Parsons	Share purchase	Restricted	
07/27/2020	New Issuance	7,250,000	Common	0.0001	No	Kenwei and Florence Chong	Share purchase	Restricted	
07/27/2020	New Issuance	25,000,000	Common	0.0001	No	Kevin Wilson	Board compensation	Restricted	
07/27/2020	New Issuance	25,000,000	Common	0.0001	No	Kevin Wilson	Board compensation	Restricted	
07/27/2020	New Issuance	24,000	Common	0.0800	No	Rahfael Gordon	Stock based compensation	Restricted	
07/27/2020	New Issuance	7,250,000	Common	0.0001	No	Robert Monster	Share purchase	Restricted	
07/27/2020	New Issuance	25,000,000	Common	0.0001	No	Salvatore Ciacco	Board compensation	Restricted	
07/27/2020	New Issuance	25,000,000	Common	0.0001	No	Salvatore Ciacco	Board compensation	Restricted	
12/11/2020	Cancellation	(750,000)	Common	N/A	N/A	Skylark Partners I, LP (Adele Noel)	Share cancellation	Restricted	
Shares Outstanding on Date of This Report:									
Date: 8/31/21									

Ending Balance		
Common	2,962,627,176	
Preferred	51	

Use the space below to provide any additional details, including footnotes to the table above:

No additional notes.

B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe all outstanding promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities.

Check this box if there are no outstanding promissory, convertible notes or debt arrangements: ☐

Date of Note Issuance	Outstanding Balance ($)	Principal Amount at Issuance ($)	Interest Accrued ($)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
07/10/2018	$68,388	$188,750	$19,401	07/10/2019	See Note 13 in Financial Statements for full details.	FirstFire Global Opportunities Fund LLC (Seth Fireman)	Working capital
10/22/2018	$13,100	$59,500	$5,805	10/22/2019	See Note 13 in Financial Statements for full details.	JSJ Investments Inc. (Sameer Hirji)	Working capital
10/22/2018	$133,000	$53,000	$7,639	10/22/2019	See Note 13 in Financial Statements for full details.	EMA Financial, LLC (John Scholz)	Working capital
11/14/2018	$326,296	$85,000	$5,409	11/14/2019	See Note 13 in Financial Statements for full details.	Auctus Fund, LLC (Lou Posner)	Working capital
9/27/2018	$17,685	$55,000	-	9/27/2019	See Note 13 in Financial Statements for full details.	Crown Bridge Partners, LLC (Seth Ahdoot)	Working capital
5/9/2019	$117,899	$45,000	$7,101	5/9/2020	See Note 13 in Financial Statements for full details.	Power Up Lending Group Ltd. (Seth Kramer)	Working capital
10/19/2018	$21,342	$765,200	$11,069	10/19/2019	See Note 13 in Financial Statements for full details.	Epik Holdings Inc. (Robert Monster)	Accounts payable conversion
11/15/2018	$150,000	$150,000	$36,550	11/15/2019	No conversion terms	Robert Monster	Deferred salary conversion

Use the space below to provide any additional details, including footnotes to the table above:

Please see Note 13 in the Financial Statement section for detailed information on promissory, convertible notes and other debt arrangements.

4) Financial Statements

A. The following financial statements were prepared in accordance with:

☒ U.S. GAAP
☐ IFRS

B. The financial statements for this reporting period were prepared by (name of individual)[4]:

[4] The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

Name: Sam Ciacco
Title: CEO and Chairman
Relationship to Issuer: CEO and Chairman

Provide the financial statements described below for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

C. Balance sheet
D. Statement of income
E. Statement of cash flows
F. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
G. Financial notes; and
H. Audit letter, if audited

You may either (i) attach/append the financial statements to this disclosure statement or (ii) file the financial statements through OTCIQ as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial statements in a separate report as described above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference.

You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to OTCIQ in the field below. Financial Statements must be compiled in one document.

Financial statement information is considered current until the due date for the subsequent report (as set forth in the qualifications section above). To remain qualified for Current Information, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

Financial statements and accompanying notes start on the next page.

DIGITALTOWN, INC. AND SUBSIDIARIES
Condensed Consolidated Balance Sheets

	August 31 2021 (Unaudited)	February 28, 2021 (Unaudited)
ASSETS		
Current assets:		
Cash	$4,061	$8,760
Accounts receivable, net	-	-
Total current assets	4,061	8,760
Property and equipment, net	-	-
Total assets	$4,061	$8,760
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
Current liabilities:		
Accounts payable	351,002	348,297
Accounts payable - related parties	650,300	530,300
Deferred revenue	120,000	120,000
Domain marketing development obligation	301,497	301,497
Interest payable	92,975	92,975
Accrued expenses - related parties	675,691	675,691
Notes payable - related parties	218,961	218,961
Convertible notes payable - third parties, net	628,749	628,749
Total current liabilities	3,039,174	2,916,470
Commitments and contingencies		
Stockholders' equity (deficit):		
Common stock, $0.01 par value, 5,000,000,000 shares authorized, 2,962,627,176 and 2,962,627,176 shares issued and outstanding at August 31, 2021 and February 28, 2021 respectively	29,626,272	29,626,272
Preferred stock, $0.01 par value, 20,000,000 shares authorized, 51 and 51 shares issued and outstanding at August 31, 2021 and February 28, 2021, respectively	1	1
Additional paid-in-capital	26,227,714	26,227,714
Stock payable	80,000	-
Accumulated other comprehensive income	(1,586)	(1,586)
Accumulated deficit	(58,967,515)	(58,760,111)
Total stockholders' equity (deficit)	(3,035,114)	(2,907,710)
Total liabilities and stockholders' equity (deficit)	$4,061	8,760

The accompanying notes are an integral part of these condensed consolidated financial statements.

DIGITALTOWN, INC. AND SUBSIDIARIES
Condensed Consolidated Statement of Operations

	For the Six Months Ended	
	August 31, 2021 (Unaudited)	August 31, 2020 (Unaudited)
Revenues	$500	$0
Cost of revenues	22	1,850
Gross loss	478	(1,850)
Operating expenses:		
Selling, general and administrative expenses	207,881	77,747
Loss from operations	(207,404)	(79,597)
Loss before income taxes	(207,404)	(79,597)
Income tax provision	-	-
Net loss	(207,404)	(79,597)
Net loss per common share - basic and diluted	(0.00)	(0.00)
Weighted average common shares outstanding - basic and diluted	2,962,627,176	2,962,627,176

The accompanying notes are an integral part of these condensed consolidated financial statements.

DIGITALTOWN, INC. AND SUBSIDIARIES
Condensed Consolidated Statement of Cash Flows

	For the Period Ended	
	August 31, 2021 (Unaudited)	February 28, 2021 (Unaudited)
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss from operations	($207,404)	(1,065,816)
Adjustments to reconcile net loss to net cash flows used in operating activities:		
Debt discount amortization	-	8,507
Loss on debt penalty	-	444,001
Stock based compensation	80,000	5,000
Changes in operating assets and liabilities:		
Accounts payable	2,705	229,049
Accounts payable – related parties	120,000	240,000
Domain marketing development obligation	-	133,323
Interest payable	-	9,462
Net cash used in operating activities	(4,699)	3,526
CASH FLOWS FROM INVESTING ACTIVITIES		
Net cash used in investing activities	-	-
CASH FLOWS FROM FINANCING ACTIVITIES		
Net cash provided by financing activities	-	-
Net change in cash and cash equivalents	(4,699)	3,526
Cash and cash equivalents, beginning of period	8,760	5,234
Cash and cash equivalents, end of period	4,061	8,760

The accompanying notes are an integral part of these condensed consolidated financial statements.

DIGITALTOWN, INC. AND SUBSIDIARIES
Condensed Consolidated Statement of Stockholders' Equity (Deficit)
Six Months Ended August 31, 2021
(Unaudited)

	Common Stock		Preferred Stock		Additional Paid-In	Stock	Accumulated Other Comprehensive	Accumulated	
	Shares	Amount	Shares	Amount	Capital	Payable	Loss	Deficit	Total
Balance, February 29, 2020	2,666,726,478	26,667,265	51	1	29,103,966	51,979	(1,586)	(57,694,295)	(1,872,670)
Stock issued for conversion of accounts payable	876,698	8,767	-	-	35,068	(43,835)	-	-	-
Stock issued for cash	195,750,000	1,957,500	-	-	(1,930,500)	-	-	-	27,000
Stock issued for compensation	100,024,000	1,000,240	-	-	(988,320)	(6,920)	-	-	5,000
Stock recovered from cancellation	(750,000)	(7,500)	-	-	7,500	(1,224)	-	-	(1,224)
Net Loss	-	-	-	-	-	-	-	(1,065,816)	(1,065,816)
Balance, February 28, 2021	2,962,627,176	29,626,272	51	1	26,227,714	-	(1,586)	(58,760,111)	(2,907,710)
Stock issued for compensation	-	-	-	-	-	80,000	-	-	80,000
Net Loss	-	-	-	-	-	-	-	(142,007)	(142,007)
Balance, May 31, 2021	2,962,627,176	29,626,272	51	1	26,227,714	80,000	(1,586)	(58,902,118)	(2,969,717)
Net Loss	-	-	-	-	-	-	-	(65,397)	(65,397)
Balance, August 31, 2021	2,962,627,176	29,626,272	51	1	26,227,714	80,000	(1,586)	(58,967,515)	(3,035,114)

DIGITALTOWN, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
August 31, 2021

Note 1. Basis of Presentation, Nature of Business and Summary of Significant Accounting Policies:

Basis of Presentation

The accompanying unaudited consolidated financial information has been prepared by DigitalTown, Inc. (the "Company") in accordance with accounting principles generally accepted in the United States of America ("U.S.") ("U.S. GAAP") for interim financial information. Accordingly, it does not include all of the information and notes required by U.S. GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair statement of this financial information have been included. Financial results for the interim period presented are not necessarily indicative of the results that may be expected for the fiscal year as a whole or any other interim period. This financial information should be read in conjunction with the unaudited consolidated financial statements and notes included in the Company's Annual Disclosure Report on OTCIQ for the year ended February 28, 2021.

The Company's fiscal year end is the last day in February. Our current fiscal year ends on February 28, 2022 and we refer to it as "fiscal 2022". Last year, our fiscal year ended on February 28, 2021 and we refer to this year as "fiscal 2021".

Nature of Business

The Company was founded in 1982 under the laws of the State of Minnesota as Command Small Computer Learning Center, Inc., a computer training company and operated under several different names in the computer hardware and training sector. In 2005, the Company began acquiring domain names. On March 1, 2007, the Company changed its name to DigitalTown, Inc. and began developing a business plan to develop a platform to monetize their domain names. DigitalTown currently provides turn-key hosted solutions to power a comprehensive platform for government entities, citizens and merchants. The easy-to-use platform helps city officials and local merchants manage a feature-rich Smart City for web and mobile devices and provides residents and visitors with access to Content, Community and Commerce. The Company's headquarters are located in New Westminster, BC Canada. The Company's common stock is traded on the OTC Markets under the ticker symbol of DGTW.

The Company's consolidated financial statements have been prepared using U.S. GAAP applicable to a going concern which contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has a working capital deficit, recurring losses, and negative cash flows from operations. These matters raise substantial doubt about the Company's ability to continue as a going concern. The accompanying consolidated financial statements do not include any adjustments relating to the recoverability and classification of asset carrying amounts or the amount and classification of liabilities that might result from the outcome of this uncertainty.

At August 31, 2021, the Company had an accumulated deficit of $58,967,515. The Company filed for relief under Chapter 11, Subchapter V of the United States Bankruptcy Code on September 8, 2020 with the intention of reorganizing its debts. Our submitted Plan of Reorganization is intended to implement our reorganization of our business and finances. The Plan provides for the reorganization of the Company's business and the satisfaction of the claims of all creditors. DigitalTown believes that the Plan complies with all the requirements of the Bankruptcy Code and that it should be confirmed by the Court. A copy of the plan can be found on our website at (www.digitaltown.com). The Company remains debtor-in-possession throughout the process.

Principles of Consolidation

The consolidated financial statements include the accounts of DigitalTown, Inc. and its wholly-owned subsidiaries and have been prepared by the Company in United States (U.S.) dollars and in accordance with accounting principles generally accepted in the United States, or GAAP. All material intercompany accounts and transactions have been eliminated in consolidation.

Reclassifications

Certain prior period amounts in the consolidated statement of cash flows have been reclassified to conform to the current period presentation. Proceeds from related party notes payable received in the prior period have been reclassified from the prior period classification. These reclassifications had no impact on previously reported net income or accumulated deficit for any year.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("U.S.") 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 financial statements and revenues and expenses during the reporting period. Actual results could differ from those estimates.

Accounts Receivable

The Company evaluates collectability of accounts receivable based on a combination of factors including the age of the receivable or a specific customer's inability to meet its financial conditions. In these circumstances, the Company records an allowance to reduce the receivable to an amount it deems collectible. The Company has not recorded any allowances for doubtful accounts.

Goodwill and Intangible Assets

Goodwill represents the excess of purchase price over the fair value of net tangible and identifiable intangible assets related to completed acquisitions. Goodwill has an indefinite life and is not amortized but instead tested for impairment annually, or more frequently if necessary.

Intangible assets are recorded at fair value and are comprised of amounts assigned to acquisition-related items, such as trade names, customer lists, non-compete agreements and intellectual property/technology. Intangible assets are considered either definite or indefinite lived assets. Definite lived intangible assets are amortized on a straight-line basis over their useful lives. Certain intangible assets may have an indefinite life and are not amortized, but rather evaluated for impairment annually.

We evaluate any goodwill and intangible assets for impairment on an annual basis each fiscal year end. We also evaluate goodwill and intangible assets for impairment between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of the goodwill and intangible assets below the carrying amounts. At August 31, 2021 and February 28, 2021, we did not have any goodwill or intangible assets.

Revenue Recognition

Effective March 1, 2018, the Company adopted ASC 606 — Revenue from Contracts with Customers. Under ASC 606, the Company recognizes revenue from the commercial sales of products, licensing agreements and contracts to perform pilot studies by applying the following steps: (1) identify the contract with a customer; (2) identify the performance obligations in the contract; (3) determine the transaction price; (4) allocate the transaction price to each performance obligation in the contract; and (5) recognize revenue when each performance obligation is satisfied. For the comparative periods, revenue has not been adjusted and continues to be reported under ASC 605 — Revenue Recognition. Under ASC 605, revenue is recognized when the following criteria are met: (1) persuasive evidence of an arrangement exists; (2) the performance of service has been rendered to a customer or delivery has occurred; (3) the amount of fee to be paid by a customer is fixed and determinable; and (4) the collectability of the fee is reasonably assured.

There was no impact on the Company's financial statements as a result of adopting Topic 606 for the six months ended August 31, 2021.

The Company recognizes revenue when the following five criteria have been met:

- Identify the contract with a customer
- Identify the performance obligations in the contract
- Determine the transaction price
- Allocate the transaction price to each performance obligation in the contract
- Recognize revenue when each performance obligation is satisfied

The Company primarily recognizes revenue from sale of software licenses and related development services. Software licensing and development revenue is recognized as invoiced and over the course of the applicable agreements. In the event projects have multiple project milestones, revenue is recognized as milestones are achieved and invoices are submitted for payment.

The Company may also be merchant of record for merchant transactions processed on the DigitalTown platform. When this happens, revenue is recognized on the date of the transaction. The Company has experience in merchant transaction fraud mitigation. To the extent chargebacks become material, the Company will implement a formal practice for allowance for doubtful accounts.

Fair Value of Financial Instruments

Under Financial Accounting Standards Board ("FASB") Accounting Standards Codification (ASC) 820-10-5, fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). The standard outlines a valuation framework and creates a fair value hierarchy in order to increase the consistency and comparability of fair value measurements and the related disclosures. Under U.S. GAAP, certain assets and liabilities must be measured at fair value, and FASB ASC 820-10-50 details the disclosures that are required for items measured at fair value.

As of August 31, 2021 and February 28, 2021, the Company does not have any financial instruments that must be measured under the fair value standard. The Company's financial assets and liabilities are measured using inputs from the three levels of the fair value hierarchy. The three levels are as follows:

Level 1 - Inputs are unadjusted quoted prices in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date.

Level 2 - Inputs include quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability (e.g., interest rates, yield curves, etc.), and inputs that are derived principally from or corroborated by observable market data by correlation or other means (market corroborated inputs).

Level 3 - Unobservable inputs that reflect the Company's assumptions about the assumptions that market participants would use in pricing the asset or liability.

There were no transfers of financial assets or liabilities between Level 1 and Level 2 inputs during the first quarter of fiscal 2022 or during fiscal 2021.

Cash Equivalents

The Company considers all highly liquid investments with original maturity of three months or less when purchased to be cash equivalents. As of August 31, 2021 and February 28, 2021, the Company had no cash equivalents.

Cash Deposits in Excess of Federally Insured Limits

The Company maintains its cash in bank deposit accounts which, at times, may exceed federally insured limits. Accounts are insured by the Federal Deposit Insurance Company and currently have insurance coverage up to $250,000. At August 31, 2021 and February 28, 2021, the Company had no uninsured cash balances.

Property and Equipment

Property and equipment are stated at cost and depreciated on a straight-line basis over their estimated useful lives, ranging from three to five years. The Company does not currently own any property and equipment. Repairs and maintenance costs are expensed as incurred; major renewals and improvements are capitalized. As items of property or equipment are sold or retired, the related cost and accumulated depreciation are removed from the accounts and any gain or loss is included in operating income. See Note 3 for further information.

Income Taxes

Deferred tax assets (net of any valuation allowance) and liabilities resulting from temporary differences, net operating loss carryforwards and tax credit carryforwards are recorded using an asset-and-liability method. Deferred taxes relating to temporary differences and loss carryforwards are measured using the tax rate expected to be in effect when they are reversed or are realized. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be ultimately realized. The Company has recorded a full valuation allowance against the net deferred tax asset due to the uncertainty of realizing the related future benefits.

The Company accounts for income taxes pursuant to FASB guidance. This guidance prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more likely than not to be sustained upon examination by taxing authorities. The Company believes its income tax filing positions and deductions will be sustained upon examination and, accordingly, no reserves or related accruals for interest and penalties have been recorded at August 31, 2021 or February 28, 2021. In accordance with the FASB guidance, the Company has adopted a policy under which, if required to be recognized in the future, interest related to the underpayment of income taxes will be classified as a component of interest expense and any related penalties will be classified in operating expenses in the statements of operations. The Company has four open years of tax returns subject to examination.

Stock-Based Compensation, Including Options and Warrants

Use of equity for compensation is a material part of the Company's near-term strategy. The Company recognizes the cost of stock-based compensation plans and awards in operations on a straight-line basis over the respective vesting period of the awards. The Company measures and recognizes compensation expense for all stock-based payment awards made to employees, directors, consultants and advisors. The compensation expense for the Company's stock-based payments is based on estimated fair values at the time of the grant.

The Company estimates the fair value of stock-based payment awards on the date of grant using the Black-Scholes option pricing model. This option pricing model involves a number of assumptions, including the expected lives of stock options, the volatility of the public market price for the Company's common stock and interest rates. Stock-based compensation expense recognized during the period is based on the value of the portion of stock-based payment awards that are ultimately expected to vest.

Recently Issued Accounting Pronouncements

In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers (Accounting Standards Codification 606 ("ASC 606")). ASU No. 2014-09 provides guidance for revenue recognition. The standard's core principle is that a company will recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. In doing so, companies will need to use more judgment and make more estimates than under current guidance. These may include identifying performance obligations in the contract and estimating the amount of variable consideration to include in the transaction price attributable to each separate performance obligation. Subsequent to the initial standards, the FASB has also issued several ASUs to clarify specific revenue recognition topics. This guidance is effective for the Company for its fiscal year 2022.

The Company adopted using the modified retrospective approach to initially apply the update and recognize the remaining contract value at the date of application. The Company does not expect the adoption of ASU 2014-09 to have any impact on its total cash flows from operating, investing or financing activities.

In January 2017, the FASB issued ASU 2017-04, Simplifying the Test for Goodwill Impairment, which removes the second step of the two-step goodwill impairment test. Under ASU 2017-04, an entity will apply a one-step quantitative test and record the amount of goodwill impairment as the excess of a reporting unit's carrying amount over its fair value, not to exceed the total amount of goodwill allocated to the reporting unit. ASU 2017-04 does not amend the optional qualitative assessment of goodwill impairment. Additionally, an entity should consider income tax effects from any tax-deductible goodwill on the carrying amount of the reporting unit when measuring the goodwill impairment loss, if applicable. ASU 2017-04 is effective for annual or any interim goodwill impairment tests in fiscal years beginning after December 15, 2019; early adoption is permitted for interim or annual goodwill impairment tests performed on testing dates after January 1, 2017. The Company has not elected early adoption of this standard and is currently in the process of evaluating the impact of adopting ASU 2017-04 and cannot currently estimate the financial statement impact of adoption.

In May 2017, the FASB issued ASU No. 2017-09, "Compensation – Stock Compensation (Topic 718): Scope of Modification Accounting." The amendments in this update provide guidance about which changes to the terms or conditions of a share-based award require an entity to apply modification accounting in Topic 718. The guidance will be effective for the Company for its fiscal year 2022, with early adoption permitted. The Company does not expect this ASU to materially impact the Company's consolidated financial statements.

In February 2016, the FASB issued Accounting Standards Update ("ASU") 2016-02, "Leases (Topic 842)". Under this guidance, an entity is required to recognize right-of-use assets and lease liabilities on its balance sheet and disclose key information about leasing arrangements. This guidance offers specific accounting guidance for a lessee, a lessor and sale and leaseback transactions. Lessees and lessors are required to disclose qualitative and quantitative information about leasing arrangements to enable a user of the financial statements to assess the amount, timing and uncertainty of cash flows arising from leases. This guidance is effective for annual reporting periods beginning after December 15, 2018, including interim periods within that reporting period, and requires a modified retrospective adoption, with early adoption permitted. The Company does not expect the adoption to have a material impact on its consolidated financial statements upon adoption.

The Company believes there are no other new pronouncements that have been issued that might have a material impact on its financial position or results of operations.

Note 2. Going Concern

The Company's consolidated financial statements have been prepared using U.S. GAAP applicable to a going concern which contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has a working capital deficit, recurring losses, and negative cash flows from operations. These matters raise substantial doubt about the Company's ability to continue as a going concern. The accompanying consolidated financial statements do not include any adjustments related to the recoverability and classification of asset carrying amounts or the amount and classification of liabilities that might result from the outcome of this uncertainty.

At August 31, 2021, the Company had an accumulated deficit of $58,967,515. The Company filed for relief under Chapter 11, Subchapter V of the United States Bankruptcy Code on September 8, 2020 with the intention of reorganizing its debts. Our submitted Plan of Reorganization is intended to implement our reorganization of our business and finances. The Plan provides for the reorganization of the Company's business and the satisfaction of the claims of all creditors. DigitalTown believes that the Plan complies with all the requirements of the Bankruptcy Code and that it should be confirmed by the Court. A copy of the plan can be found on our website at (www.digitaltown.com). The Company remains debtor-in-possession throughout the process.

Note 3. Property and Equipment

The Company does not own any property and equipment.

Note 4. Prepaid Domain Names

The Company did not incur any annual domain name renewal fees in the first two quarters of fiscal 2022.

Note 5. Accrued Expenses and Deferred Revenue

Accrued Expenses

On December 5, 2016, Richard Pomije filed a lawsuit against the Company. Mr. Pomije asserts an employment agreement existed and a continuing obligation of the Company in the form of a monthly salary for a 1 year term from May 18, 2015 to May 17, 2016 was due in addition to a stock subscription receivable. Mr. Pomije claims the Company owes him $260,900, which had been fully accrued for by the Company as of February 28, 2017.

On April 18, 2018, Mr. Richard Pomije was granted a judgement for the lawsuit he filed against the Company on December 5, 2016. Mr. Pomije was awarded $256,488 as damages, and $296,488 as attorney's fees and costs, for a total award of $552,976. During the quarter ending May 31, 2018, $10,910 was paid to Mr. Richard Pomije. As at November 30, 2019, $542,066 has been accrued as payable to Mr. Pomije.

The Company filed an appeal on June 13, 2018. On April 1, 2019, the Court of Appeals issued its Unpublished Opinion in favor of the Company with respect to its appeal filed against Mr. Richard Pomije's judgement on June 13, 2018.

On May 9, 2019, Mr. Pomije agreed to extend scheduling deadlines by 60 days to negotiate a settlement prior to trial. After three months of discussions, Mr. Pomije indicated he was unwilling to settle the matter and would pursue the matter further through the courts. He also indicated his intention to bring additional claims against the Company, its current board members, past board members and officers of the Company if certain demands were not met.

The trial was scheduled for January 21, 2020. The Company advised the Courts in December 2019 of its intention to not appear at the trial nor offer any evidence. On January 24, 2020, summary judgment was granted in favor of Mr. Richard Pomije in the amount of $256,488 as damages, and $419,203 as attorney's fees and costs, for a total award of $675,691, and this amount has been accrued as at August 31, 2021.

Deferred Revenue

During fiscal 2019, the Company signed one customer agreement to build customized website and app products. The services requested have not yet been completed. A total of $120,000 has been recorded as deferred revenue as of August 31, 2021 and February 28, 2021.

Domain Marketing Development Obligation

During fiscals 2019 and 2018, the Company signed top-level domain marketing development fund agreements with owners of 2 and 13 top level domains, respectively, whereby the Company markets and purchases domain names on behalf of the owners. The owner pays us an upfront deposit to be used to purchase a predefined number of domains based on a set schedule. As some of the services requested by the owners have not yet been completed, a total of $301,497 has been recorded as domain marketing development obligation as of both August 31, 2021 and February 28, 2021.

Note 6. Stockholders' Equity (Deficit)

The Company's primary means of generating operating capital and completing acquisitions has been through the use of issuing common stock.

Fiscal 2022 Stock Transactions

There are no stock transactions in the first two quarters of fiscal 2022.

Fiscal 2021 Stock Transactions

During fiscal 2021, the Company issued 100,900,698 shares of the Company's commons stock for stock payable of $55,755.

During fiscal 2021, the Company issued 195,750,000 shares of the Company's common stock for cash of $27,000 from various subscribers.

During fiscal 2021, the Company cancelled 750,000 shares of the Company's common stock at the request of one shareholder. The shares were returned the shares to treasury.

Stock Warrants

The Company has regularly used warrants as a tool to attract and compensate advisors and directors of the board rather than to use cash. The Company feels this is an appropriate way to conserve cash and to incentivize its board of directors, advisors and consultants.

As of August 31, 2021, the Company had 6,080,000 warrants outstanding with an average exercise price of $0.14. The warrants expire between one and ten years from the date of issuance and have a weighted average remaining exercise period as of August 31, 2021 of 5.20 years.

The following table summarizes information about the Company's stock warrant activity during the fiscal years 2022 and 2021:

	Number of Warrants
Outstanding - February 29, 2020	6,080,000
Granted	-
Canceled or expired	-
Outstanding - February 28, 2021	6,080,000
Granted	-
Canceled or expired	-
Outstanding – August 31, 2021	6,080,000
Exercisable at August 31, 2021	6,080,000

The following table summarizes information about stock warrants outstanding as of August 31, 2021:

Exercise Price	Number Outstanding	Weighted Average Remaining Life (years)	Weighted Average Exercise Price	Number Exercisable	Weighted Average Exercisable Price
$0.10	4,430,000	5.74	$0.10	4,430,000	$0.10
$0.15	300,000	3.59	$0.15	300,000	$0.15
$0.25	850,000	3.68	$0.25	850,000	$0.25
$0.30	500,000	4.03	$0.30	500,000	$0.30
$0.10 - $0.30	6,080,000	5.20	$0.14	6,080,000	$0.14

The Company recorded no stock-based compensation expense related to stock warrants for fiscal years 2022 and 2021.

Note 7. Stock Options

The Company has one stock option plan called The 2006 Employee Stock and Option Plan (the "2006 Plan"), which has reserved 5,000,000 shares of our common stock for issuance. The types of awards that could be granted under the 2006 Plan include incentive and non-qualified options to purchase shares of common stock, stock appreciation rights, restricted shares, restricted share units, performance awards and other types of stock-based awards. All grants are determined and approved by the Board of Directors. Through February 29, 2020, the Company has only granted non-qualified stock options under the 2006 Plan. The stock options may be granted to officers and employees of the Company. Options granted under the 2006 Plan have exercise prices and vesting terms approved by the Board of Directors at the time of each grant. Vesting terms of the outstanding options range from immediate to four years from the date of grant. The exercise period of the options range from five to ten years from the date of grant.

The Company records its stock-based compensation arrangements calculating the fair value of share-based payments, including grants of employee stock options and employee stock purchase plan shares, to be recognized in the consolidated statements of operations based on their grant date fair values. The fair value of the Company's stock options have been estimated using the Black-Scholes pricing model, which requires assumptions as to expected dividends, the options expected life, volatility and risk-free interest rate at the time of the grant. The value of the portion of the award that is ultimately expected to vest is recognized as expense on a straight-line basis over the requisite vesting periods in the Company's consolidated statements of operations.

The Company recorded no stock-based compensation expense for all outstanding options for fiscal years 2022 and 2021.

The following table summarizes information about the Company's stock options as of August 31, 2021 and activity during the fiscal years 2022 and 2021:

	Number of Options	**Weighted Average Exercise Price**
Outstanding - February 29, 2020	14,168,750	$0.10
Granted	-	$0.10
Canceled or expired	-	$0.10
Outstanding - February 28, 2021	14,168,750	$0.10
Granted	-	$0.10
Canceled or expired	-	$0.10
Outstanding – August 31, 2021	14,168,750	$0.10
Exercisable at August 31, 2021	14,168,750	$0.10

The following table summarizes information about stock options outstanding as of August 31, 2021:

Exercise Price	Number Outstanding	Weighted Average Remaining Life (years)	Weighted Average Exercise Price	Number Exercisable	Weighted Average Exercisable Price
$0.05	5,968,750	2.17	$0.05	5,968,750	$0.05
$0.10	6,850,000	2.84	$0.10	6,850,000	$0.10
$0.15	200,000	4.26	$0.15	200,000	$0.15
$0.30	700,000	3.91	$0.30	700,000	$0.30
$0.54	375,000	2.43	$0.54	375,000	$0.54
$1.00	75,000	0.11	$1.00	75,000	$1.00
$0.05 - $1.00	14,168,750	2.60	$0.10	14,168,750	$0.10

Note 8. Related Party Transactions

Accounts Payable – Related Parties

As of August 31, 2021 and February 28, 2021, the Company owes $440,300 and $350,300, respectively, to Sam Ciacco related to accounting-related services (to March 2019) provided in fiscal 2019, and subsequent CEO compensation (from April 2019 onward).

As of August 31, 2021 and February 28, 2021, the Company owes $140,000 and $110,000, respectively, to Kevin Wilson related to CFO compensation from April 2019 onward.

During fiscal 2019, Robert Monster deferred his salary payments to assist with cash conservation. As at both August 31, 2021 and February 28, 2021, $70,000 has been accrued as payable to Robert Monster.

Promissory Notes Payable - Related Party

On September 12, 2018, the Company issued a promissory note to Epik Holdings Inc. for $765,200 for conversion of accounts payable - related party. The note bears interest at 4%, and matures on September 12, 2019.

During fiscal 2020, the Company converted $743,858 of the September 12, 2018 note into 76,278,041 shares of the Company's common stock, leaving a principal balance due of $21,342. The note had accrued interest of $11,069 as of August 31, 2021.

On November 15, 2018, the Company issued a promissory note to Robert Monster for $150,000 for conversion of outstanding severance owed. The note bears interest at 15%, and matures on November 15, 2019. The note had accrued interest of $36,550 and a principal balance of $150,000 as of August 31, 2021.

Sales of Common Stock

During fiscal 2021, the Company sold an aggregate of 195,750,000 shares to eight subscribers for cash consideration of $27,000.

Directors and Officers

In the first quarter of fiscal 2022, all non-executive directors received a stock grant of 25,000,000 shares for the 2021 calendar year. This resulted in a stock-based compensation expense and stock payable of $80,000. The value of the price per share was determined based on the closing market price on the date of grant.

In fiscal 2021, all non-executive directors received a stock grant of 25,000,000 shares for the 2020 calendar year. This resulted in a stock-based compensation expense of $5,000. The value of the price per share was determined based on the closing market price on the date of grant.

CEO Employment Agreement Share Issuance

The Company expensed $90,000 in salary and $0 in stock-based compensation in the first two quarters of fiscal 2022, related to the contractor agreement with Sam Ciacco, the Company's current CEO, of which $440,300 remains outstanding as at August 31, 2021.

Accrued Expenses - Related Parties

On December 5, 2016, Richard Pomije filed a lawsuit against the Company. Mr. Pomije asserts an employment agreement existed and a continuing obligation of the Company in the form of a monthly salary for a 1-year term from May 18, 2015 to May 17, 2016 was due in addition to a stock subscription receivable. Mr. Pomije claims the Company owes him $260,900, which had been fully accrued for by the Company as of February 28, 2017.

On April 18, 2018, Mr. Richard Pomije was granted a judgement for the lawsuit he filed against the Company on December 5, 2016. Mr. Pomije was awarded $256,488 as damages, and $296,488 as attorney's fees and costs, for a total award of $552,976. During the quarter ending May 31, 2018, $10,910 was paid to Mr. Richard Pomije. As at November 30, 2019, $542,066 has been accrued as payable to Mr. Pomije.

The Company filed an appeal on June 13, 2018. On April 1, 2019, the Court of Appeals issued its Unpublished Opinion in favor of the Company with respect to its appeal filed against Mr. Richard Pomije's judgement on June 13, 2018.

On May 9, 2019, Mr. Pomije agreed to extend scheduling deadlines by 60 days to negotiate a settlement prior to trial. After three months of discussions, Mr. Pomije indicated he was unwilling to settle the matter and would pursue the matter further through the courts. He also indicated his intention to bring additional claims against the Company, its current board members, past board members and officers of the Company if certain demands were not met.

The trial was scheduled for January 21, 2020. The Company advised the Courts in December 2019 of its intention to not appear at the trial nor offer any evidence. On January 24, 2020, summary judgment was granted in favor of Mr. Richard Pomije in the amount of $256,488 as damages, and $419,203 as attorney's fees and costs, for a total award of $675,691, and this amount has been accrued as at August 31, 2021.

Note 9. Income Taxes

The Company accounts for income taxes under standards issued by the FASB. Under those standards, deferred tax assets and liabilities are recognized for future tax benefits or consequences attributable to temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. A valuation allowance is provided for significant deferred tax assets when it is more likely than not that such assets will not be realized through future operations.

No provision for federal income taxes has been recorded due to the net operating loss carry forwards totaling $21,511,613 as of August 31, 2021 that will offset future taxable income. The available net operating loss carry forwards will expire in various years through 2041. Future tax benefits which may arise as a result of these losses have not been recognized in these consolidated financial statements, as their realization is determined not likely to occur and accordingly, the Company has recorded a valuation allowance for the future tax loss carry forwards.

The actual income tax provisions differ from the expected amounts calculated by applying the statutory income tax rate to the Company's loss before income taxes. The components of these differences are as follows at August 31, 2021 and February 28, 2021:

	August 31, 2021	February 28, 2021
Net tax loss carry-forwards	$21,511,613	$21,384,209
Statutory rate	21%	21%
Expected tax recovery	4,517,439	4,490,684
Change in valuation allowance	(4,517,439)	(4,490,684)
Income tax provision	-	-
Components of deferred tax asset:		
Non capital tax loss carry forwards	$4,517,439	$4,490,684
Less: valuation allowance	(4,517,439)	(4,490,684)
Net deferred tax asset	-	-

Note 10. Commitments and Contingencies

Litigation
The Company, in the normal course of business, is a party to various ordinary course claims and legal proceedings. In the opinion of management, the ultimate resolution of these matters, individually and in the aggregate, will not have a material adverse effect on the Company's financial position or results of operations.

On December 5, 2016, Richard Pomije filed a lawsuit against the Company. Mr. Pomije asserts an employment agreement existed and a continuing obligation of the Company in the form of a monthly salary for a 1-year term from May 18, 2015 to May 17, 2016 was due in addition to a stock subscription receivable. Mr. Pomije claims the Company owes him $260,900, which had been fully accrued for by the Company as of February 28, 2017.

On April 18, 2018, Mr. Richard Pomije was granted a judgement for the lawsuit he filed against the Company on December 5, 2016. Mr. Pomije was awarded $256,488 as damages, and $296,488 as attorney's fees and costs, for a total award of $552,976. During the quarter ending May 31, 2018, $10,910 was paid to Mr. Richard Pomije. As at November 30, 2019, $542,066 has been accrued as payable to Mr. Pomije.

The Company filed an appeal on June 13, 2018. On April 1, 2019, the Court of Appeals issued its Unpublished Opinion in favor of the Company with respect to its appeal filed against Mr. Richard Pomije's judgement on June 13, 2018.

On May 9, 2019, Mr. Pomije agreed to extend scheduling deadlines by 60 days to negotiate a settlement prior to trial. After three months of discussions, Mr. Pomije indicated he was unwilling to settle the matter and would pursue the matter further through the courts. He also indicated his intention to bring additional claims against the Company, its current board members, past board members and officers of the Company if certain demands were not met.

The trial was scheduled for January 21, 2020. The Company advised the Courts in December 2019 of its intention to not appear at the trial nor offer any evidence. On January 24, 2020, summary judgment was granted in favor of Mr. Richard Pomije in the amount of $256,488 as damages, and $419,203 as attorney's fees and costs, for a total award of $675,691, and this amount has been accrued as at August 31, 2021.

Lease Commitments
As of August 31, 2021, there are no operating leases in place.

Note 11. Earnings (Loss) Per Share

The Company computes earnings per share using two different methods, basic and diluted, and presents per share data for all periods in which statements of operations are presented. Basic earnings per share are computed by dividing net income (loss) by the weighted average number of shares of common stock outstanding. Diluted earnings per share are computed by dividing net income (loss) by the weighted average number of shares of common stock and common stock equivalents outstanding.

Due to the recent net losses generated by the Company, there are no dilutive elements. Therefore, basic and diluted EPS are the same.

The following tables provide a reconciliation of the numerators and denominators used in calculating basic and diluted earnings (loss) per share for the first two quarters of fiscal years 2022 and 2021:

	August 31, 2021	August 31, 2020
Basic earnings (loss) per share calculation:		
Net loss to common shareholders	($207,404)	($859,465)
Weighted average number of common shares outstanding	2,962,627,176	2,962,627,176
Basic net loss per share	($0.00)	($0.00)
Diluted earnings (loss) per share calculation:		
Net loss to common shareholders	($207,404)	($859,465)
Weighted average number of common shares outstanding	2,962,627,176	2,962,627,176
Stock options (1)	-	-
Warrants (2)	-	-
Diluted weighted average common shares outstanding	2,962,627,176	2,962,627,176
Diluted net loss per share	($0.00)	($0.00)

(1) At both August 31, 2021 and February 28, 2021, there were outstanding stock options equivalent to 14,168,750 common shares. The stock options are anti-dilutive at August 31, 2021 and February 28, 2021 and therefore, have been excluded from diluted earnings (loss) per share.

(2) At both August 31, 2021 and February 28, 2021, there were outstanding warrants equivalent to 6,080,000 common shares. The warrants are anti-dilutive at August 31, 2021 and February 28, 2021 and therefore, have been excluded from diluted earnings (loss) per share.

Note 12. Acquisitions

The Company did not have any acquisitions during the first two quarters of fiscal 2022 and during fiscal 2021.

Note 13. Debt

Promissory Note Payable - Related Party

Epik Holdings - Note
On September 12, 2018, the Company issued a promissory note to Epik Holdings Inc. for $765,200 for conversion of accounts payable - related party. The note bears interest at 4%, and matures on September 12, 2019.

During fiscal 2020, the Company converted $743,858 of the September 12, 2018 note into 76,278,041 shares of the Company's common stock, leaving a principal balance due of $21,342. The note had accrued interest of $11,069 as of August 31, 2021.

Robert Monster - Note
On November 15, 2018, the Company issued a promissory note to Robert Monster for $150,000 for conversion of outstanding severance owed. The note bears interest at 15%, and matures on November 15, 2019. The note had accrued interest of $36,550 as of August 31, 2021.

Convertible Note Payable - Third Party

PowerUp Lending - Note 7
On May 9, 2019, the Company issued a convertible note to PowerUp Lending Group Ltd. for $45,000 of cash consideration. The note bears interest at 12%, matures on May 9, 2020, and is convertible after 180 days into common stock at 55% of the lowest closing market prices of the previous 20 trading days prior to conversion, with a fixed price floor of $0.00009. The Company recorded a debt discount equal to $45,000 due to this conversion feature. The note had accrued interest of $7,101 as of August 31, 2021. The Company recorded debt discount amortization expense of $8,507 during fiscal 2021.

During fiscal 2021, PowerUp Lending Group Ltd. imposed $72,898 in additional default penalties as allowed under their note, increasing the principal balance to $117,899.

The Company filed for relief under Chapter 11, Subchapter V of the United States Bankruptcy Code on September 8, 2020 with the intention of reorganizing its debts. This note, including any penalties and interest imposed to September 8, 2020 are included as unsecured debt in our filing, and will be reorganized per the approved terms of the Court.

Crown Bridge - Note 2
On September 27, 2018, the Company issued a convertible note to Crown Bridge Partners, LLC. for $55,000 of cash consideration. The note bears interest at 10%, matures on September 29, 2019, and is convertible into common stock at 61% of the lowest 3 closing market prices of the previous 20 trading days prior to conversion, with a fixed floor price of $0.0001. The note had accrued interest of $0 as of August 31, 2021.

On April 4, 2019, Crown Bridge Partners, LLC converted $9,022 of the principal amount of the September 27, 2018 note into 9,200,000 shares of the Company's common stock, leaving a principal balance due of $45,978.

On April 12, 2019, Crown Bridge Partners, LLC converted $10,111 of the principal amount of the September 27, 2018 note into 11,790,000 shares of the Company's common stock, leaving a principal balance due of $35,867.

On April 23, 2019, Crown Bridge Partners, LLC converted $10,956 of the principal amount of the September 27, 2018 note into 12,380,000 shares of the Company's common stock, leaving a principal balance due of $25,411.

On May 3, 2019, Crown Bridge Partners, LLC converted $7,852 of the principal amount of the September 27, 2018 note into 13,580,000 shares of the Company's common stock, leaving a principal balance due of $17,930.

On May 9, 2019, Crown Bridge Partners, LLC converted $6,745 of the principal amount of the September 27, 2018 note into 17,250,000 shares of the Company's common stock, leaving a principal balance due of $11,185.

On May 16, 2019, Crown Bridge Partners, LLC converted $8,509 of the principal amount of the September 27, 2018 note into 21,450,000 shares of the Company's common stock, leaving a principal balance due of $3,177.

On May 21, 2019, Crown Bridge Partners, LLC converted $3,1766 of the principal amount and $3,407 of accrued and unpaid interest of the September 27, 2018 note into 25,300,000 shares of the Company's common stock, leaving a principal balance due of $0, not including default penalties and interest.

On May 22, 2019, Crown Bridge Partners, LLC converted $7,550 of the principal default amount of the September 27, 2018 note into 30,000,000 shares of the Company's common stock, leaving a principal default balance due of $24,793.

On May 28, 2019, Crown Bridge Partners, LLC converted $7,108 of the principal default amount of the September 27, 2018 note into 34,320,000 shares of the Company's common stock, leaving a principal default balance due of $17,685.

The Company filed for relief under Chapter 11, Subchapter V of the United States Bankruptcy Code on September 8, 2020 with the intention of reorganizing its debts. This note, including any penalties and interest imposed to September 8, 2020 are included as unsecured debt in our filing, and will be reorganized per the approved terms of the Court.

FirstFire Global Opportunities - Note 1
On July 10, 2018, the Company issued a convertible note and 90,000 shares of its common stock to FirstFire Global Opportunities Fund LLC for $183,750 of cash consideration. The note bears interest at 10%, matures on July 10, 2019, and is convertible into common stock at the lower of $0.20 per share or 75% of the lowest closing market prices of the previous 10 trading days prior to conversion. The Company recorded a debt discount equal to $143,325 due to a ratchet triggering event also on July 10, 2018, which lowered the conversion price to $0.05 per share. The Company recorded a $8,750 debt discount representing the original issue discount. The Company also recorded a $8,010 debt discount due to the 90,000 shares issued. On January 23, 2019, the convertible note was amended to increase the principal by $5,000 for $5,000 of cash consideration, increasing the principal balance to $188,750. The Company recorded a further debt discount of $5,000 related to the conversion feature of the January 23, 2019 amendment. The note had accrued interest of $19,401 as of August 31, 2021.

On January 11, 2019, FirstFire Global Opportunities Fund LLC converted $10,000 of the principal amount of the July 10, 2018 note into 1,086,065 shares of the Company's common stock, leaving a principal balance due of $178,750.

On February 7, 2019, FirstFire Global Opportunities Fund LLC converted $10,000 of the principal amount of the July 10, 2018 note into 1,930,783 shares of the Company's common stock, leaving a principal balance due of $168,750.

On February 21, 2019, FirstFire Global Opportunities Fund LLC converted $10,565 of the principal amount of the July 10, 2018 note into 3,500,000 shares of the Company's common stock, leaving a principal balance due of $158,185.

On March 6, 2019, FirstFire Global Opportunities Fund LLC converted $10,431 of the principal amount of the July 10, 2018 note into 4,700,000 shares of the Company's common stock, leaving a principal balance due of $147,754.

On March 18, 2019, FirstFire Global Opportunities Fund LLC converted $10,230 of the principal amount of the July 10, 2018 note into 5,000,000 shares of the Company's common stock, leaving a principal balance due of $137,524.

On March 25, 2019, FirstFire Global Opportunities Fund LLC converted $11,328 of the principal amount of the July 10, 2018 note into 6,000,000 shares of the Company's common stock, leaving a principal balance due of $126,196.

On March 29, 2019, FirstFire Global Opportunities Fund LLC converted $11,938 of the principal amount of the July 10, 2018 note into 8,000,000 shares of the Company's common stock, leaving a principal balance due of $114,258.

On April 8, 2019, FirstFire Global Opportunities Fund LLC converted $6,600 of the principal amount of the July 10, 2018 note into 6,000,000 shares of the Company's common stock, leaving a principal balance due of $107,658.

On May 9, 2019, FirstFire Global Opportunities Fund LLC converted $6,204 of the principal amount of the July 10, 2018 note into 9,500,000 shares of the Company's common stock, leaving a principal balance due of $101,084.

On May 14, 2019, FirstFire Global Opportunities Fund LLC converted $7,313 of the principal amount of the July 10, 2018 note into 10,900,000 shares of the Company's common stock, leaving a principal balance due of $93,770.

On May 16, 2019, FirstFire Global Opportunities Fund LLC converted $6,812 of the principal amount of the July 10, 2018 note into 12,400,000 shares of the Company's common stock, leaving a principal balance due of $86,958.

On May 20, 2019, FirstFire Global Opportunities Fund LLC converted $4,920 of the principal amount of the July 10, 2018 note into 14,100,000 shares of the Company's common stock, leaving a principal balance due of $82,038.

On May 21, 2019, FirstFire Global Opportunities Fund LLC converted $9,276 of the principal amount of the July 10, 2018 note into 24,300,000 shares of the Company's common stock, leaving a principal balance due of $72,762.

On May 23, 2019, FirstFire Global Opportunities Fund LLC converted $12,478 of the principal amount of the July 10, 2018 note into 31,200,000 shares of the Company's common stock, leaving a principal balance due of $60,284.

On May 24, 2019, FirstFire Global Opportunities Fund LLC converted $11,353 of the principal amount of the July 10, 2018 note into 34,300,000 shares of the Company's common stock, leaving a principal balance due of $48,931.

On May 28, 2019, FirstFire Global Opportunities Fund LLC converted $7,584 of the principal amount of the July 10, 2018 note into 36,000,000 shares of the Company's common stock, leaving a principal balance due of $41,347.

On June 13, 2019, FirstFire Global Opportunities Fund LLC converted $9,780 of the principal amount of the July 10, 2018 note into 45,000,000 shares of the Company's common stock, leaving a principal balance due of $31,567.

On June 17, 2019, FirstFire Global Opportunities Fund LLC converted $10,756 of the principal amount of the July 10, 2018 note into 49,000,000 shares of the Company's common stock, leaving a principal balance due of $20,811.

On June 18, 2019, FirstFire Global Opportunities Fund LLC converted $7,767 of the principal amount of the July 10, 2018 note into 49,000,000 shares of the Company's common stock, leaving a principal balance due of $13,044.

On June 26, 2019, FirstFire Global Opportunities Fund LLC converted $4,656 of the principal amount of the July 10, 2018 note into 48,000,000 shares of the Company's common stock, leaving a principal balance due of $8,388.

On August 6, 2019, the convertible note to FirstFire Global Opportunities Fund LLC dated July 10, 2018 was amended to increase the principal by $25,000 for $25,000 of cash consideration, increasing the principal balance due to $33,388.

On November 6, 2019, the convertible note to FirstFire Global Opportunities Fund LLC dated July 10, 2018 was amended to increase the principal by $35,000 for $35,000 of cash consideration, increasing the principal balance due to $68,388.

The Company filed for relief under Chapter 11, Subchapter V of the United States Bankruptcy Code on September 8, 2020 with the intention of reorganizing its debts. This note, including any penalties and interest imposed to September 8, 2020 are included as unsecured debt in our filing, and will be reorganized per the approved terms of the Court.

EMA Financial - Note 1
On October 22, 2018, the Company issued a convertible note to EMA Financial, LLC for $53,000 of cash consideration. The note bears interest at 10%, matures on October 22, 2019, and is convertible into common stock at 61% of the lowest 3 closing market prices of the previous 15 trading days prior to conversion, with a fixed floor price of $0.0001. The note had accrued interest of $7,639 as of August 31, 2021.

On May 1, 2019, EMA Financial LLC imposed $25,000 in additional default penalties as allowed under their note, increasing the principal balance to $78,000.

On May 3, 2019, EMA Financial LLC converted $4,032 of the principal amount of the October 25, 2018 note into 13,000,000 shares of the Company's common stock, leaving a principal balance due of $73,968, including additional $25,000 default amounts.

On May 9, 2019, EMA Financial LLC converted $7,974 of the principal amount of the October 25, 2018 note into 16,000,000 shares of the Company's common stock, leaving a principal balance due of $65,994.

On May 14, 2019, EMA Financial LLC converted $9,259 of the principal amount of the October 25, 2018 note into 20,000,000 shares of the Company's common stock, leaving a principal balance due of $56,734.

On May 21, 2019, EMA Financial LLC converted $6,223 of the principal amount of the October 25, 2018 note into 22,000,000 shares of the Company's common stock, leaving a principal balance due of $50,511.

On June 13, 2019, EMA Financial LLC converted $5,947 of the principal amount of the October 25, 2018 note into 37,000,000 shares of the Company's common stock, leaving a principal balance due of $44,564.

On June 24, 2019, EMA Financial LLC imposed $4,250 in additional default penalties as allowed under their note, increasing the principal balance to $48,814.

On June 24, 2019, EMA Financial LLC converted $4,015 of the principal amount of the October 25, 2018 note into 53,000,000 shares of the Company's common stock, leaving a principal balance due of $44,799.

On July 1, 2019, EMA Financial LLC converted $4,567 of the principal amount of the October 25, 2018 note into 59,000,000 shares of the Company's common stock, leaving a principal balance due of $40,231.

On July 1, 2019, EMA Financial LLC converted $1,991 of the principal amount of the October 25, 2018 note into 31,000,000 shares of the Company's common stock, leaving a principal balance due of $38,240.

On September 12, 2019, EMA Financial LLC converted $2,359 of the principal amount of the October 25, 2018 note into 70,000,000 shares of the Company's common stock, leaving a principal balance due of $35,881.

On September 24, 2019, EMA Financial LLC converted $2,727 of the principal amount of the October 25, 2018 note into 78,000,000 shares of the Company's common stock, leaving a principal balance due of $33,154.

On January 3, 2020, EMA Financial LLC converted $2,239 of the principal amount of the October 25, 2018 note into 100,000,000 shares of the Company's common stock, leaving a principal balance due of $30,914.

During fiscal 2021, EMA Financial LLC imposed $102,086 in additional default penalties as allowed under their note, increasing the principal balance to $133,000.

The Company filed for relief under Chapter 11, Subchapter V of the United States Bankruptcy Code on September 8, 2020 with the intention of reorganizing its debts. This note, including any penalties and interest imposed to September 8, 2020 are included as unsecured debt in our filing, and will be reorganized per the approved terms of the Court.

JSJ Investments - Note 1
On October 22, 2018, the Company issued a convertible note to JSJ Investments Inc. for $59,500 of cash consideration. The note bears interest at 12%, matures on October 22, 2019, and is convertible into common stock at 61% of the lowest 3 closing market prices of the previous 20 trading days prior to conversion, with a fixed floor price of $0.0001. The note had accrued interest of $5,805 as of August 31, 2021.

On May 6, 2019, JSJ Investments Inc. converted $8,137 of the principal amount of the October 22, 2018 note into 15,067,787 shares of the Company's common stock, leaving a principal balance due of $51,363.

On May 16, 2019, JSJ Investments Inc. converted $8,741 of the principal amount of the October 22, 2018 note into 20,087,963 shares of the Company's common stock, leaving a principal balance due of $42,622.

On May 21, 2019, JSJ Investments Inc. converted $7,637 of the principal amount of the October 22, 2018 note into 24,245,023 shares of the Company's common stock, leaving a principal balance due of $34,985.

On May 28, 2019, JSJ Investments Inc. converted $6,736 of the principal amount of the October 22, 2018 note into 35,389,771 shares of the Company's common stock, leaving a principal balance due of $28,249.

On June 21, 2019, JSJ Investments Inc. converted $1,909 of the principal amount of the October 22, 2018 note into 21,209,456 shares of the Company's common stock, leaving a principal balance due of $26,340.

On September 12, 2019, JSJ Investments Inc. converted $3,836 of the principal amount of the October 22, 2018 note into 85,255,113 shares of the Company's common stock, leaving a principal balance due of $22,503.

On September 23, 2019, JSJ Investments Inc. converted $4,505 of the principal amount of the October 22, 2018 note into 100,110,889 shares of the Company's common stock, leaving a principal balance due of $17,998.

On October 9, 2019, JSJ Investments Inc. converted $4,898 of the principal amount of the October 22, 2018 note into 108,838,322 shares of the Company's common stock, leaving a principal balance due of $13,100.

The Company filed for relief under Chapter 11, Subchapter V of the United States Bankruptcy Code on September 8, 2020 with the intention of reorganizing its debts. This note, including any penalties and interest imposed to September 8, 2020 are included as unsecured debt in our filing, and will be reorganized per the approved terms of the Court.

Auctus Fund - Note 1
On November 14, 2018, the Company issued a convertible note to Auctus Fund, LLC for $85,000 of cash consideration. The note bears interest at 12%, matures on November 14, 2019, and is convertible into common stock at 61% of the lowest trading price of the previous 25 trading days prior to conversion, with a fixed floor price of $0.0001. The note had accrued interest of $5,409 as of August 31, 2021.

On May 17, 2019, Auctus Fund, LLC converted $2,334 of the principal amount and $5,086 of accrued and unpaid interest of the November 14, 2018 note into 21,998,800 shares of the Company's common stock, leaving a principal balance due of $82,666.

On May 28, 2019, Auctus Fund, LLC converted $7,440 of the principal amount and $299 of accrued and unpaid interest of the November 14, 2018 note into 34,328,200 shares of the Company's common stock, leaving a principal balance due of $75,227.

On June 6, 2019, Auctus Fund, LLC converted $6,162 of the principal amount and $223 of accrued and unpaid interest of the November 14, 2018 note into 43,027,563 shares of the Company's common stock, leaving a principal balance due of $69,065.

On July 3, 2019, Auctus Fund, LLC converted $3,943 of the principal amount and $613 of accrued and unpaid interest of the November 14, 2018 note into 63,199,100 shares of the Company's common stock, leaving a principal balance due of $65,122.

On July 9, 2019, Auctus Fund, LLC converted $2,778 of the principal amount and $128 of accrued and unpaid interest of the November 14, 2018 note into 42,574,829 shares of the Company's common stock, leaving a principal balance due of $62,344.

On September 11, 2019, Auctus Fund, LLC converted $641 of the principal amount and $1,899 of accrued and unpaid interest of the November 14, 2018 note into 76,012,000 shares of the Company's common stock, leaving a principal balance due of $61,703.

On October 2, 2019, Auctus Fund, LLC converted $3,082 of the principal amount and $852 of accrued and unpaid interest of the November 14, 2018 note into 110,837,250 shares of the Company's common stock, leaving a principal balance due of $58,622.

On November 18, 2019, Auctus Fund, LLC converted $1,342 of the principal amount and $1,812 of accrued and unpaid interest of the November 14, 2018 note into 121,799,000 shares of the Company's common stock, leaving a principal balance due of $57,280.

During fiscal 2021, Auctus Fund, LLC imposed $269,016 in additional default penalties as allowed under their note, increasing the principal balance to $326,296.

The Company filed for relief under Chapter 11, Subchapter V of the United States Bankruptcy Code on September 8, 2020 with the intention of reorganizing its debts. This note, including any penalties and interest imposed to September 8, 2020 are included as unsecured debt in our filing, and will be reorganized per the approved terms of the Court.

Note 14. Transactions with Former Officers

On December 5, 2016, Richard Pomije filed a lawsuit against the Company. Mr. Pomije asserts an employment agreement existed and a continuing obligation of the Company in the form of a monthly salary for a 1 year term from May 18, 2015 to May 17, 2016 was due in addition to a stock subscription receivable. Mr. Pomije claims the Company owes him $260,900, which had been fully accrued for by the Company as of February 28, 2017.

On April 18, 2018, Mr. Richard Pomije was granted a judgement for the lawsuit he filed against the Company on December 5, 2016. Mr. Pomije was awarded $256,488 as damages, and $296,488 as attorney's fees and costs, for a total award of $552,976. During the quarter ending May 31, 2018, $10,910 was paid to Mr. Richard Pomije. As at November 30, 2019, $542,066 has been accrued as payable to Mr. Pomije.

The Company filed an appeal on June 13, 2018. On April 1, 2019, the Court of Appeals issued its Unpublished Opinion in favor of the Company with respect to its appeal filed against Mr. Richard Pomije's judgement on June 13, 2018.

On May 9, 2019, Mr. Pomije agreed to extend scheduling deadlines by 60 days to negotiate a settlement prior to trial. After three months of discussions, Mr. Pomije indicated he was unwilling to settle the matter and would pursue the matter further through the courts. He also indicated his intention to bring additional claims against the Company, its current board members, past board members and officers of the Company if certain demands were not met.

The trial was scheduled for January 21, 2020. The Company advised the Courts in December 2019 of its intention to not appear at the trial nor offer any evidence. On January 24, 2020, summary judgment was granted in favor of Mr. Richard Pomije in the amount of $256,488 as damages, and $419,203 as attorney's fees and costs, for a total award of $675,691, and this amount has been accrued as at August 31, 2021.

During the second quarter of 2019, Robert Monster deferred his salary payments to assist with cash conservation. As at August 31, 2021, $70,000 has been accrued as payable to Robert Monster.

On November 15, 2018, the Company issued a promissory note to Robert Monster for $150,000 for conversion of outstanding severance owed. The note bears interest at 15%, and matures on November 15, 2019. The note had accrued interest of $36,550 and a principal balance of $150,000 as of August 31, 2021.

Note 15. Intangible Assets and Goodwill

Goodwill

The carrying value of goodwill at August 31, 2021 and February 28, 2021 was $0.

Intangible assets

The carrying value of intangible assets at August 31, 2021 and February 28, 2021 was $0.

Impairments

We evaluate our goodwill and intangible assets for impairment on an annual basis each fiscal year end. At August 31, 2021, we did not have any goodwill or intangible assets.

Note 16. Subsequent Events

There are no subsequent events up the filing date of September 10, 2021.

5) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")

The Company filed for relief under Chapter 11, Subchapter V of the United States Bankruptcy Code on September 8, 2020 with the intention of reorganizing its debts. Our submitted Plan of Reorganization is intended to implement our reorganization of our business and finances. The Plan provides for the reorganization of the Company's business and the satisfaction of the claims of all creditors. DigitalTown believes that the Plan complies with all the requirements of the Bankruptcy Code and that it should be confirmed by the Court. Until then, the Company remains debtor-in-possession. The Company continues to seek opportunities to monetize its code base, market its library of 11,000+ iOS app handles, and explore acquisition and/or merger targets that support and closely align to the company's overall vision.

B. Please list any subsidiaries, parents, or affiliated companies.

The Company includes its wholly owned subsidiary Comencia Inc. in its consolidated financial statements.

C. Describe the issuer's principal products or services.

The DigitalTown platform is a cost-effective eco-system for creating and supporting smart communities, which we define as being connected to shared content and local commerce.

DigitalTown provides an alternative to multi-national search engines and marketplaces, saving merchants money and ensuring more revenue stays within the local economy and community. The DigitalTown platform supports powerful online and mobile communities. We enable commerce and fulfillment in local communities thereby helping residents to buy locally while equipping merchants to sell locally. This local-first approach also protects against data abuse, and meddling that has become a feature of our globally-connected digital age.

Supporting local businesses has a multiplier effect on the amount of money that stays in the community. Locally owned businesses recycle much of their revenues back into the local economy; approximately three times more than national and international chains. They create more local jobs and provide better wages and benefits. They create distinctive and unique businesses that offer a wide range of products and services. And, they help to sustain walkable town centers which reduce sprawl, car use, habitat loss and pollution.

DigitalTown had previously developed a disjointed cluster of proprietary software tools to provide a turn-key solution for online interaction and transacting between merchants and their customer base. These incorporate advanced features for economic development, community engagement, and digital inclusion, for both web and mobile devices.

We will repurpose our portfolio of existing intellectual property. By utilizing existing software code, we can quickly and efficiently go to market with a modest outlay of cash and time. We will not require large development teams or expensive management. Our development teams are standing by and are ready to resume operations as soon as we receive our first injection of capital. We will supplement our existing code with acquisitions of companies that have developed supporting technology to easily, and more importantly, relevantly integrate into this initial stage. These acquirees will have access to pools of potential clients to more quickly generate revenues, saving on marketing costs and time, and allowing us to efficiently expand the offering.

DigitalTown will then redeploy the underlying architecture and marketing approach of this model into other verticals. The focus will be on supporting sole practitioners and proprietors who regularly book services with their client base. We will continue to seek out strategic targets to acquire (wholly or partly) that will allow for integration of additional supporting software and/or access to new pools of clients. We will enhance our service offering by integrating merchant processing and website plugins, improving the SEO experience, customer retention rates, and most importantly, increase independent revenue streams. The initial target threshold will be to acquire supporting and strategic companies that can be profitable in the near term and which cumulatively increase annual revenues by $2 million or more.

At this stage we will have built a large enough base of clients that allows us to consolidate into a unified marketplace environment. This marketplace becomes the home of all transactions and merchants in their respective geographical areas. We begin integrating alternate services and options into the existing platform such as accounting, banking, event management, and other services that will further expand our a-la-carte menu, and increase retention rates and revenue earning potential.

And finally, DigitalTown would expand the marketplace to include social media aspects such as messaging, posting, searching, etc, to encourage increased adoption and usage of the service. This promotes local first connected online communities that enable members of a community to find information and acquire the goods and services they need locally as much as possible.

6) Issuer’s Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer and the extent in which the facilities are utilized.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

The Company does not currently own or lease any property. The Company utilizes mailbox and shared office spaces of a business center in New Westminster, BC Canada, as required.

7) Company Insiders (Officers, Directors, and Control Persons)

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial shareholders.

Using the tabular format below, please provide information, as of the period end date of this report, regarding any person or entity owning 5% of more of any class of the issuer's securities, as well as any officer, and any director of the company, or any person that performs a similar function, regardless of the number of shares they own. **If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity in the note section.**

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer/Director/ Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
Sam Ciacco	CEO, Chairman	New Westminster, BC Canada	52,545,990 1,250,000 Options	Common	1.774%	N/A
Sam Ciacco	CEO, Chairman	New Westminster, BC Canada	51	Preferred	100.0%	Super voting shares
Kevin Wilson	CFO, Director	Pasadena, CA	50,000,000	Common	1.688%	N/A

8) Legal/Disciplinary History

A. Please identify whether any of the persons or entities listed above have, in the past 10 years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

   None

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

   None

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

   None

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

   None

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

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9) Third Party Providers

Please provide the name, address, telephone number and email address of each of the following outside providers:

Securities Counsel

Name: Steven Lipstein
Firm: Lucosky Brookman
Address 1: 101 Wood Avenue South
Address 2: Woodbridge, NJ 08830
Phone: 732-395-4400
Email: slipstein@lucbro.com

Accountant or Auditor

Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Investor Relations

Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Other Service Providers
Provide the name of any other service provider(s) that **that assisted, advised, prepared or provided information with respect to this disclosure statement**. This includes counsel, broker-dealer(s), advisor(s) or consultant(s) or provided assistance or services to the issuer during the reporting period.

Name: Joseph Dicker
Firm: Joseph W. Dicker, P.A. Attorney at Law
Address 1: 209 - 1406 West Lake Street
Address 2: Minneapolis, MN 55408
Phone: 612-827-5941
Email: joe@joedickerlaw.com

10) Issuer Certification

Principal Executive Officer:

I, Sam Ciacco certify that:

1. I have reviewed this quarterly disclosure statement of DigitalTown, Inc.

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

September 29, 2021

By: ***/s/ Sam Ciacco***
Sam Ciacco
Chief Executive Officer and Chairman
(Principal Executive Officer)

Principal Financial Officer:

I, Kevin Wilson certify that:

1. I have reviewed this quarterly disclosure statement of DigitalTown, Inc.

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

September 29, 2021

By: ***/s/ Kevin Wilson***
Kevin Wilson
Chief Financial Officer
(Principal Financial Officer)