CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

Unaudited

June 30, 2023

# FINTECH SELECT LTD. June 30, 2023 CONTENTS

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# NOTICE OF NO AUDITOR REVIEW OF CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

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

The accompanying condensed unaudited interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these condensed financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

Fintech Select Ltd. **Condensed Consolidated Interim Statements of Financial Position (Unaudited)** (Presented in Canadian Dollars) **As at June 30, 2023** 

			June 30 2023	С	December 31 2022	
ASSETS						
CURRENT				_		
Cash		\$	18,547	\$	35,558	
Accounts receivable			267,972		144,850	
Intangibles – short term	4		201,723		112,270	
Inventory			14,750		16,347	
Prepaid and other assets			15,942		11,656	
			518,934		320,681	
LONG TERM						
Property and equipment	3		83,019		90,430	
Intangibles – long term	4		20,724		71,921	
			103,743		162,351	
		\$	622,677	\$	483,032	
LIABILITIES & SHAREHOLDER'S EQUITY CURRENT						
Accounts payable and accrued liabilities			1,205,853		1,316,009	
Deferred revenue			6,448		6,448	
Loan from a director	11		53,713		465,162	
Demand loan	5				4,479	
Customer deposits			34,700		34,700	
Current portion of lease obligations	8		9,576		65,714	
			1,310,290		1,892,512	
NONCURRENT						
Lease obligations	8					
			1,310,290		1,892,512	
SHAREHOLDERS' EQUITY						
Share capital	6		18,686,265		18,686,265	
Contributed and other surplus			6,740,134		6,696,166	
Warrant capital	7		64,036		108,004	
Other comprehensive loss			(130,377)		(233,454)	
Deficit		(2	26,047,671)		(26,666,461)	
			(687,613)		(1,409,480)	
		\$	622,677	\$	483,032	

Nature of Operations and Going concern (Note 1)

Approved by the Board

Naveed UI-Hassan
Director (Signed)

Mohammad Abuleil
Director (Signed)

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

Fintech Select Ltd.
Condensed Consolidated Interim Statements of Operations and Comprehensive Income (Unaudited)

(Presented in Canadian Dollars)

For 3 and 6 months ended June 30, 2023

	3 months June		6 months ended June 30,	
	2023	2022	2023	2022
REVENUE	\$ 1,042,527	\$ 622,652	\$ 2,416,185	\$ 1,372,485
EXPENSES				
Goods and services purchased	45,115	44,920	121,810	98,370
Salaries and benefits	723,132	619,156	1,476,175	1,366,508
Other general and administrative	55,590	60,800	106,080	129,637
Foreign exchange loss (gain)	23,895	(14,067)	26,053	(6,696)
Depreciation and amortization	30,164	31,422	60,597	63,202
Interest expenses	441	4,178	6,680	10,058
	878,337	746,409	1,797,395	1,661,079
Net income (loss) from operations	164,190	(123,757)	618,790	(288,594)
Gain on settlement of accounts payable				2,157,450
Net income (loss)	164,190	(123,757)	618,790	1,868,856
Exchange difference on translating		(		(2.222)
foreign operation	13,132	(17,480)	13,625	(9,323)
Gain/(loss) on revaluation of intangibles	12,172	(157,319)	89,452	(165,325)
Comprehensive income (loss)	\$189,494	\$(298,556)	\$ 721,867	\$ 1,694,208
Income (Loss) per share				
Basic	\$ 0.002	\$ (0.0015)	\$ 0.008	\$ 0.024
Diluted	\$ 0.002	\$ (0.0015)	\$ 0.008	\$ 0.024
Weighted average number of shares outsta	nding			
Basic	80,049,515	80,049,515	80,049,515	78,982,940
Diluted	80,049,515	80,049,515	80,049,515	78,982,940

The accompanying notes form an integral part of these consolidated financial statements

Fintech Select Ltd.

Condensed Consolidated Interim Statements of Cash Flow (Presented in Canadian Dollars)

For 3 and 6 months ended June 30, 2023

	Three months ended June 30		Six montl June	
	2023	2022	2023	2022
Cash provided by (used in)				
Operations				
Net income (loss)	\$ 164,190	(123,757)	\$ 618,790	\$ 1,868,856
Items not affecting cash				
Amortization	30,164	31,422	60,597	63,202
Interest expenses	441	4,178	6,680	10,058
Gain on settlement of accounts payable				(2,157,450)
Unrealized foreign exchange loss/(gain)	13,370	(17,686)	13,856	(9,432)
	208,165	(105,843)	699,923	(224,766)
Net change in non-cash working capital			(	
Accounts receivable	102,147	28,529	(123,122)	12,744
Inventory	2,602	1,527	1,597	1,200
Prepaid and other assets	12,425	12,896	(4,287)	(4,497)
Accounts payable and accrued liabilities	(81,708)	143,796	(110,156)	292,637
Deferred revenue				
	243,631	80,905	463,955	77,318
lavo atia a				
Investing				
Disposal of intangible Additions of intangibles and equipment	(1,364)	(367)	(1,989)	(3,094)
Additions of intangibles and equipment	<u> </u>		· · · · · · · · · · · · · · · · · · ·	
	(1,364)	(367)	(1,989)	(3,094)
Financing				
Lease payment	(28,728)	(28,728)	(57,456)	(57,456)
Repayment of demand loan	(61)	(49,308)	(9,841)	(79,315)
Repayment of demand loan	(207,000)	(43,300)	(411,449)	(10,010)
repayment of an octor loan	(235,789)	(78,036)	(478,746)	(136,771)
	(200,100)	(. 3,000)	( , , , , , , )	(1.55,77.7)
Net change in cash	6,478	2,502	(16,780)	(62,547)
Effect of exchange rate changes on cash	(239)	208	(231)	110
Cash, beginning of the period	12,308	6,499	35,558	71,646
Cash, end of the period	\$ 18,547	9,209	\$ 18,547	\$ 9,209

The accompanying notes form an integral part of these consolidated financial statements

Fintech Select Ltd.

Condensed Consolidated Interim Statement of Changes in Shareholders' Deficit (Presented in Canadian Dollars)

For the 6 months ended June 30, 2023

	Sha Shares	re Capital Amount	Contributed Surplus	Options and Warrant Capital	Accumulated Other Comprehensive Income (Loss)	Deficit	Total
Balance, December 31, 2022	80,049,515	18,686,265	6,696,166	108,004	(233,454)	(26,666,461)	(1,409,480)
Options and warrants expired			43,968	(43,968)			
Issuance of shares							
Other comprehensive income from translation of foreign entity					13,625		13,625
Loss on revaluation of intangibles					89,452		89,452
Net income					·	618,790	618,790
As at June 30, 2023	80,049,515	18,686,265	6,740,134	64,036	(130,377)	(26,047,671)	(687,613)
Balance, December 31, 2021	72,624,515	18,389,265	6,695,094	109,076	(14,243)	(27,862,845)	(2,683,653)
Issuance of shares	7,425,000	297,000	, , ,	,			297,000
Other comprehensive income from	, ,	,			(0.000)		•
translation of foreign entity					(9,323)		(9,323)
Loss on revaluation of intangibles					(165,324)		(165,324)
Net income						1,868,856	1,868,856
As at June 30, 2022	80,049,515	18,686,265	6,695,094	109,076	(188,890)	(25,993,989)	(692,444)

The accompanying notes form an integral part of these consolidated financial statements

Notes to condensed consolidated interim financial statements (Unaudited) June 30, 2023 (Presented in Canadian Dollars)

#### 1. NATURE OF OPERATIONS AND GOING CONCERN UNCERTAINTY

Fintech Select Ltd. (the "Company") is a leader in financial payment services and is a provider of robust and disruptive payment solutions, including prepaid card programs, Crypto-currency POS, e-wallet and online payment. Fintech Select also operates a 24/7/365 multi-lingual call center that provides customer service support to third party customers in Canada and USA and to the Company's customers across the platforms mentioned. The address of the registered office of Company is 100 King St W, Unit T201a, Chatham, ON, N7M 6A9. The Company's shares are listed on the TSX Venture Exchange under symbol FTEC.

These consolidated financial statements have been prepared on a going concern basis, which assumes the Company will continue its operations in the foreseeable future and that it will be able to realize its assets and discharge its liabilities in the normal course of operations. The facts and circumstances noted below cast significant doubt on the company's ability to continue as going concern.

During the quarter, the company incurred a net income from operations \$164,190 (second quarter of 2022-Net loss \$123,757) and comprehensive income of \$189,494 (second quarter of 2022-comprehensive loss \$298,556). The company had a net inflow of cash from operations of \$463,955 (second quarter of 2022-inflow \$80,905). The Company has a working capital deficiency of \$791,356 (December 31, 2022 deficit \$1,571,531). The working capital deficiency limits the Company's ability to fund capital expenditures and operations.

The continuation of the Company as a going concern is dependent on its ongoing ability to generate net profits, which are essential for maintaining adequate working capital to sustain its activities. However, there is no assurance that the Company will be able to sustain net profit generation in the immediate future. Insufficient working capital and cash flow could potentially compel the Company to halt its operations.

These consolidated financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the going concern assumption not be appropriate. These adjustments could be material.

The consolidated financial statements were authorized for issuance by the Board of Directors on August 28, 2023.

Notes to condensed consolidated interim financial statements (Unaudited) June 30, 2023 (Presented in Canadian Dollars)

#### 2. BASIS OF PRESENTATION

#### Statement of compliance

The condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standards 34, Interim Financial Reporting (IAS 34") using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee (IFRIC"). The accounting policies and methods of computation applied by the Company in these condensed consolidated interim financial statements are the same as those applied in the Company's annual financial statements as at and for the year ended December 31, 2022, excepted as outlined below. These condensed consolidated interim financial statements should be read in conjunction with the 2022 annual financial statements.

#### **Basis of presentation**

These consolidated financial statements are prepared on the historical cost basis except for intangibles - short term which are measured at the fair value, with changes being recognized in other comprehensive income and financial assets classified as "fair value through profit and loss", if any, which are measured at fair value.

## **Principles of consolidation**

The condensed consolidated interim financial statements include the accounts of the Company and its wholly owned subsidiaries, 1382285 Ontario Limited ("SelectComm"), 2143436 Ontario Limited ("SelectCore Comm"), Local Fone Service, Inc. ("LFS"), SelectCore USA, LLC ("SelectCore US") and 2314606 Ontario Limited ("SelectCore Financial Services").

Subsidiaries are all entities over which the Company has the power, is exposed, or has rights, to variable returns from its involvement and has the ability to use its power to affect its returns. Subsidiaries are fully consolidated from the date on which control is transferred to the Company.

The company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Inter-Company transactions, balances and unrealized gains or losses between subsidiaries are eliminated in preparing the consolidated financial statements. The financial statements of the subsidiaries are prepared for the same reporting period as the reporting company using consistent accounting policies.

#### Functional and presentational currency

Unless otherwise noted, all amounts in the accompanying consolidated financial statements and these notes are presented in Canadian funds, which is the functional currency of the Company.

Notes to condensed consolidated interim financial statements (Unaudited) June 30, 2023 (Presented in Canadian Dollars)

# 3. PROPERTY AND EQUIPMENT

Activity during the year ended June 30, 2023 is as follows:

		Electronic	Office Furniture	
Cost	Terminals	Equipment	& Fixtures	Totals
Balance January 1, 2023	954,633	685,622	184,327	1,824,582
Additions	-	1,989	-	1,989
Balance June 30, 2023	954,633	687,611	184,327	1,826,571
<b>Accumulated Depreciation</b>				
Balance January 1, 2023	941,339	625,873	166,939	1,734,151
Depreciation	1,874	5,858	1,669	9,401
Balance June 30, 2023	943,213	631,731	168,608	1,743,552
				_
Net Book Value	11,420	55,880	15,719	83,019

Activity during the year ended June 30, 2022 is as follows:

		Electronic	Office Furniture	
Cost	Terminals	Equipment	& Fixtures	Totals
Balance January 1, 2022	954,633	680,694	183,960	1,819,287
Additions	367	2,727	-	3,094
Balance June 30, 2022	955,000	683,421	183,960	1,822,381
<b>Accumulated Depreciation</b>				
Balance January 1, 2022	936,619	612,922	163,072	1,712,613
Depreciation	2,539	6,721	2,022	11,282
Balance June 30, 2022	939,158	619,643	165,094	1,723,895
Net Book Value	15,842	63,778	18,866	98,486

Notes to condensed consolidated interim financial statements (Unaudited) June 30, 2023 (Presented in Canadian Dollars)

# 4. INTANGIBLES

Intangibles – short term represents bitcoins held for sale. As of June 30, 2023, the Company has 5 bitcoins (December 31, 2022: 5 bitcoins). Cryptocurrency was revalued quarterly based on open market quoted price.

	Cryptocurrency		
	30-Jun-23		31-Dec-22
Balance January 1,	\$ 112,270	\$	292,668
Additions			
Disposal	-		-
Revaluation	89,453		(180,398)
Balance period end	\$ 201,723	\$	112,270

Intangibles – long term represents computer software, Right-of-Use assets and leasehold improvement.

	Computer	Right-of-use	Leasehold	
Cost	Software	Assets	Improvement	Totals
Balance January 1, 2023	1,310,226	499,966	6,522	1,816,714
Additions	-	-	-	-
Impairment provision	-	-	-	-
Balance June 30, 2023	1,310,226	499,966	6,522	1,816,714
Accumulated Depreciation				
Balance January 1, 2023	1,295,769	443,392	5,632	1,744,793
Depreciation	2,037	48,493	667	51,197
Balance June 30, 2023	1,297,806	491,885	6,299	1,795,990
Net Book Value	12,420	8,081	223	20,724

Notes to condensed consolidated interim financial statements (Unaudited) June 30, 2023

(Presented in Canadian Dollars)

	Computer	Right-of-use	Leasehold	
Cost	Software	Assets	Improvement	Totals
Balance January 1, 2022	1,591,138	499,967	6,522	2,097,627
Additions	-	-	-	-
Balance June 30, 2022	1,591,138	499,967	6,522	2,097,627
Accumulated Depreciation				
Balance January 1, 2022	1,189,428	346,407	4,297	1,540,132
Depreciation	2,760	48,490	667	51,917
Balance June 30, 2022	1,192,188	394,897	4,964	1,592,049
Net Book Value	398,950	105,070	1,558	505,578

#### 5. Demand Loan

	June 30, 2023	December 31, 2022
Demand loan	\$	\$ 4,479

This loan bears an interest rate of 8% per annum. It was secured by a promissory note and a general security agreement, covering all of the assets of the Company. The loan has been repaid in full.

#### 6. SHARE CAPITAL

Authorized: Unlimited common shares

Issued and fully paid:

	June 3	June 30, 2023		<b>June 30, 2023</b> December 31, 2022		r 31, 2022
	Number	Amount	Number	Amount		
Common Shares	80,049,515	\$ 18,686,265	80,049,515	\$ 18,686,265		

Notes to condensed consolidated interim financial statements (Unaudited) June 30, 2023 (Presented in Canadian Dollars)

#### 7. STOCK OPTIONS

The shareholders approved a performance and restricted share unit plan ("PRSU Plan") for officers, directors, employees and consultants of the Company in December 2022. The PRSU Plan provides that the Board of Directors may from time to time, in its discretion, grant to directors, officers, employees and consultants of the Company restricted share units and/or performance share units. As at December 31, 2022, the Company has not issued any shares under the PRSU Plan.

The Board of Directors has adopted a stock option plan for the Company (the "Option Plan"). Pursuant to the Option Plan, the Board of Directors may, from time to time at its discretion, allocate non-transferable options to purchase shares to directors, officers and technical consultants of the Company.

Under the PRSU Plan and the Option Plan, the aggregate number of shares to be issued upon the exercise of options granted as well as other equity incentive plans at any time may not exceed 10% of outstanding shares. Furthermore, the aggregate number of shares to be issued upon exercise of the options granted together with performance and restricted shares issued to any participant shall not exceed 5% of the issued and outstanding shares and the number of shares reserved for issuance to any technical consultant will not exceed 2% of the issued and outstanding shares. The aggregate number of restricted share units and/or performance share units granted to insiders (as a group), within a one (1) year period shall not exceed 5% of the issued and outstanding common shares.

Options shall expire no later than five years after the date of grant. Options may be exercised no later than ninety (90) days following cessation of the optionee's position with the Company, provided that if the cessation of office, directorship or technical consulting arrangement was by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such option.

The exercise price of options granted pursuant to the Option Plan shall be set by the Board of Directors and shall not be less than the applicable discount permitted by the TSX-V or such other stock market on which the shares are then traded. The options issued under the plan vest according to the provisions determined by the Board at the time of grant.

On June 22, 2020, the Company granted 3,850,000 incentive stock options, each giving the holder the right to acquire one common share to certain of its directors and officers. The options are exercisable at \$0.05 per option for a period of three years from the date of grant, vesting immediately. 392,857 of these options were exercised in December 2020 and 1,357,143 were exercised in the first quarter of 2021. All the remaining options expired as at June 30 2023.

On December 28, 2021, the Company granted 2,160,000 incentive stock options, each giving the holder the right to acquire one common shares to certain of its directors and officers. 1,600,000 of these options are exercisable at \$0.05 per option and 560,000 are exercisable at \$0.075 per option. All these options are exercisable for a period of three year from the date of grant, vesting immediately. None of these options were exercised as at June 30, 2023.

The Company had following options outstanding and exercisable at June 30, 2022:

	Period ended June 30, 2023		3 Year ended December 31, 20	
In number of units, except for exercise price	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
Outstanding, beginning of year	4,210,000	0.05	4,260,000	0.05

Notes to condensed consolidated interim financial statements (Unaudited) June 30, 2023

(Presented in Canadian Dollars)

Granted				0.05
Expired	(2,050,000)	0.05	(50,000)	0.05
Outstanding, end of year	2,160,000	0.06	4,210,000	0.05
Exercisable, end of year	2,160,000	0.06	4,210,000	0.05

Below is a summary of exercise prices, and weighted average remaining life as at June 30, 2023 for each grant of options.

	Number of options	Weighted average exercise price	Remaining life (Years)
Granted in December 2021	2,160,000	0.06	1.5
Balance, June 30, 2023	2,160,000	\$0.06	1.5

The following are the valuations of each grant of options and the major assumptions used to value these options.

Date of Expiry	Number of Options	Exercise Price	Fair	ant Date Value of ptions
27-Dec-24	1,600,000	\$0.05	\$	53,186

The options granted were valued using the Black-Scholes option pricing model with the following assumptions.

	2021
Expected dividend yield	0.00%
Expected volatility	167%
Risk free interest rate	0.25%
Expected life	3

Notes to condensed consolidated interim financial statements (Unaudited) June 30, 2023

(Presented in Canadian Dollars)

Date of Expiry	Number of Options	Exercise Price	Fair	ant Date Value of ptions
27-Dec-24	560.000	\$0.075	\$	17.941

The options granted were valued using the Black-Scholes option pricing model with the following assumptions.

	2021
Expected dividend yield	0.00%
Expected volatility	167%
Risk free interest rate	0.25%
Expected life	3

#### 8. COMMITMENTS

a) The Company has no lease commitments as at June 30, 2023.

#### b) Right of use assets

The Company had the following future commitments associated with its lease obligations:

Balance at December 31, 2022	\$ 65,714
Interest expense	1,318
Lease payments	 (57,456)
Balance at June 30, 2023	\$ 9,576
Current portion	9,576
Long term portion	 

# 9. CAPITAL MANAGEMENT

The Company's objective when managing capital is to maintain its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders.

The Company includes equity, comprised of issued common shares, warrant reserve, contributed surplus and accumulated other comprehensive income in the definition of capital.

The Company's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund its growth activities, and to maintain its ongoing operations. To secure the additional capital necessary to pursue these plans, the Company may attempt to raise additional funds through the issuance of equity and or debt financing.

The Company's overall capital management strategy during the period ended June 30, 2023 and 2022 has been to raise share capital, reach settlement with creditors, shut down money-losing businesses, and expand profitable call center business.

Notes to condensed consolidated interim financial statements (Unaudited) June 30, 2023 (Presented in Canadian Dollars)

#### 10. FINANCIAL RISK MANAGEMENT

The Company is exposed to a variety of financial risks by virtue of its activities: market risk (including currency risk and interest rate risk), credit risk and liquidity risk. The overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on financial performance.

Risk management is carried out by the accounting and finance department under policies approved by the Board of Directors. This department identifies and evaluates financial risks in close cooperation with management. The finance department is charged with the responsibility of establishing controls and procedures to ensure that financial risks are mitigated in accordance with the approved policies.

## (a) Market Risk

# (i) Currency Risk

The Company operates primarily in Canada and has a subsidiary in USA that had ceased operation. The Company has exposure to foreign exchange risk. Foreign exchange risk arises from purchase and sales transactions, as well as recognized financial assets and liabilities denominated in foreign currencies.

The Company's main objective in managing its foreign exchange is to maintain Canadian cash on hand to support Canadian forecasted cash flows over a 12-month horizon. To achieve this objective, the Company monitors forecasted cash flows in foreign currencies and attempts to mitigate the risk by modifying the currency of cash held.

Balances denominated in USD at June 30, 2023 and 2022 are as follows:

	2023	2022	
Cash		4,131	
Accounts receivable and other receivables	244,896	133,151	
Accounts payable and accrued liabilities	(85,145)	(110,456)	
Total net asset (liability) \$	159,711	\$ 26,826	

Fluctuations in the Canadian dollar exchange rate have an impact on the Company's results from operations.

Fluctuation of the U.S. dollar relative to the Canadian dollar of 5% would impact net income by approximately \$7,986 as of June 30, 2023 (2022 impact net income - \$1,341).

#### (ii) Interest rate risk:

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

Financial assets and financial liabilities with variable interest rates expose the Company to cash flow interest rate risk.

The Company's demand loan has fixed interest rates and is not exposed to interest rate risk.

Notes to condensed consolidated interim financial statements (Unaudited) June 30, 2023 (Presented in Canadian Dollars)

#### FINANCIAL RISK MANAGEMENT (Cont'd)

#### (b) Credit Risk

Credit risk is the risk of a financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligation. The maximum exposure to credit risk of the Company at period-end is the carrying value of its cash and accounts receivables.

The Company manages credit risk by maintaining bank accounts with Schedule 1 banks in Canada.

The Company does not require collateral or other security for accounts receivable or amounts due from related parties. The Company estimates its provision for uncollectable amounts based on analysis of the specific amount and debtor's payment history and prospects. Accounts receivable are stated net of an allowance for doubtful accounts of \$20,744 (2022: \$20,744).

Top three customers represent 94% of trade accounts receivable as of June 30, 2023 (December 31, 2022 - three customers represented 89%). As of August 25, 2022, 89% of the accounts receivable balance was collected. As of June 30, 2023, approximately \$26,608 (December 31, 2022 – \$27,910) of the Company's receivable were 60 days past due of which approximately \$20,744 (December 31, 2022 - \$20,744) have been allowed for as doubtful debts.

#### (c) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they fall due.

The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. Senior management is also actively involved in the review and approval of planned expenditures.

As at June 30, 2023, the Company has accounts payable and accrued liabilities, loan to a director and current portion of lease obligations of \$1,269,142 due within 12 months (December 31, 2022 - \$1,851,364), cash of \$18,547 (December 31, 2022 - \$12,308), receivables of \$267,972 (December 31, 2022- \$144,850) and intangibles-short term of \$201,723 (December 31, 2022 - \$112,271) to meet its current obligations. As a result, the Company has liquidity risk.

#### (d) Economic Dependence

One customer represents 92% of the Company's revenue in the current period (2022 - one customer, accounting for more than 88% of total revenues).

The Company depends on large telecommunications carriers to provide certain products and services. If these carriers were unwilling or unable to provide such products and services in the future, the Company's ability to provide products and services to its customers may be adversely affected and the Company may not be able to obtain similar services from alternative carriers on a timely basis or on terms favorable to the Company.

# (e) Fair value

The estimated fair values of accounts receivable, accounts payable, accrued liabilities and demand loans debt approximates their carrying values due to the relatively short-term nature of the instruments. The fair value of intangible – short term is based on open market price.

Notes to condensed consolidated interim financial statements (Unaudited) June 30, 2023 (Presented in Canadian Dollars)

#### 11. RELATED PARTY TRANSACTIONS AND BALANCES

The following summarizes the Company's outstanding balances with related parties:

	June 3	30, 2023	June 30, 2022	
Accounts payable (*)	\$ 1	171,936	348,599	
Loan from a director (**)		53,713		

<sup>\*</sup> The balances are non-secured and without interest or payment terms. They mainly represent compensations due to directors for services provided.

#### 12. KEY MANAGEMENT COMPENSATION

Key management personnel are defined as those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Company's key management personnel include the board of directors, Chief Executive Officer & President, Chief Financial Officer and Director of Business Operations.

Remuneration of Directors and key management of Company was as follows:

## Three months ended June 30

	2023	2022
Salaries and Benefits	\$ 95,385	\$ 94,615
Total	\$ 95,385	\$ 94,615

<sup>\*\*</sup> It represents a one-year loan from a director. The principal amount might increase up to \$500,000. The loan is interest free until May 31, 2023, after which an interest rate equal to the prime commercial rate of interest charged by the Toronto Dominion Bank may apply. The Company also granted a registrable general security to the lender on terms deemed customary and appropriate by the Board of Directors and the advice of independent counsel.