AQUARIUS AI INC. (FORMERLY GOOD LIFE NETWORKS INC.)

Condensed Consolidated Interim Financial Statements
For the Six Months ended June 30, 2020 and 2019
(Expressed in Canadian Dollars)

Notice of No Auditor Review of Interim Financial Statements

The accompanying unaudited financial statements have been prepared by management and approved by the Audit Committee.

The Company’s independent auditors have not performed a review of these financial statements in accordance with the standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity’s auditors

AQUARIUS AI INC. (FORMERLY GOOD LIFE NETWORKS INC.)
Condensed Consolidated Interim Statements of Financial Position
June 30, 2020 and December 31, 2019
(Expressed in Canadian Dollars)

		June 30, 2020		December 31, 2019
Assets				
Current				
Cash	$	34,720	$	100,767
Accounts receivable, net		29,571		597,765
GST receivable		116,148		102,915
Prepaids		24,309		35,738
	$	204,748	$	837,185
Liabilities				
Current				
Accounts payable and accrued liabilities	$	2,602,593		3,267,661
Loan payable (note 12)		136,280		1,091,936
Bank debts (note 11)		11,293,515		10,890,042
Other liabilities (note 9)		484,931		559,931
		14,517,319		15,809,570
Derivative Liability (notes 6(c))		61,369		48,641
		14,578,688		15,858,211
Shareholders' Equity (Deficiency)				
Share Capital (note 6)		20,995,087		20,296,209
Translation Reserve		(118,387)		(140,149)
Reserves (note 6)		1,680,811		1,680,811
Deficit		(36,931,451)		(36,881,535)
Equity (Deficiency) Attributable to Owners of the Company		(14,373,940)		(15,044,664)
Non-Controlling Interest (note 10)		-		23,638
		(14,373,940)		(15,021,026)
	$	204,748	$	837,185

Nature of operations and going concern (Note 1)

Subsequent events (Note 15)

Approved on behalf of the Board:

"Jesse Dylan" ………………………………………………… Jesse Dylan, Director

"Chris Bradley" ………………………………………………… Chris Bradley, Director

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

AQUARIUS AI INC. (FORMERLY GOOD LIFE NETWORKS INC.)
Condensed Consolidated Interim Statements of Comprehensive Income (Loss)
Six Months Ended June 30, 2020 and 2019
(Expressed in Canadian Dollars)

	Three Months Ended		Six Months Ended	
	June 30, 2020	**June 30, 2019**	**June 30, 2020**	**June 30, 2019**
Revenue	$ -	$ 3,077,988	$ -	$ 7,695,552
Direct Expenses	-	(1,641,798)	-	(4,714,401)
	-	1,436,190	-	2,981,151
Operating Expenses				
Amortization	-	319,922	-	639,844
Bad debts	-	10,885,428	-	10,885,428
Financing costs	200,622	(80,681)	432,355	270,597
General and administrative (note 13)	292,775	1,778,824	819,826	3,216,305
Marketing and sales	132	528,581	3,361	789,588
Share-based compensation	-	45,991	-	199,005
Operating Loss	(493,529)	(12,041,875)	(1,255,542)	(13,019,615)
Other Income	39,642	-	39,642	-
Recovery of bad debt	224	-	2,588	-
Acquisition-related expenses	-	(34,500)	-	(43,000)
Write-offs (note 14)	377,849	(6,658,478)	377,849	(6,658,478)
Foreign exchange gain (loss)	63,867	(318,026)	(70,723)	(446,029)
Gain (loss) on forgiveness of debt (note 12)	862,965	(80,987)	862,965	(104,107)
Fair value change of derivative liability (note 6(c))	(32,841)	-	(6,695)	-
Income (Loss) Before Income Tax	$ 818,177	$ (19,133,866)	$ (49,916)	$ (20,271,229)
Net Income (Loss) Attributed to:				
Owners of the Company	$ 818,177	$ (19,135,705)	$ (49,916)	$ (20,276,036)
Non-controlling interest	-	1,839	-	4,807
	$ 818,177	$ (19,133,866)	$ (49,916)	$ 20,271,229)
Translation adjustment	6,184	4,867	21,762	(368,450)
Comprehensive Income (Loss) for the Period	$ 824,361	$ (19,128.999)	$ (28,154)	$ (20,639,679)
Comprehensive Income (Loss) Attributed to:				
Owners of the Company	$ 824,361	$ (19,130,838)	$ (28,154)	$ (20,644,486)
Non-controlling interest	-	1,839	-	4,807
Basic and Diluted Income (Loss) Per Share	$ 0.09	$ (2.43)	$ (0.01)	$ (2.59)
Weighted Average Number of Common Shares Outstanding	9,342,223	7,883,878	9,191,113	7,822,425

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

AQUARIUS AI INC. (FORMERLY GOOD LIFE NETWORKS INC.)
Consolidated Statements of Changes in Shareholders' Equity (Deficiency)
(Expressed in Canadian Dollars)

	Share Capital						
	Number	**Amount**	**Reserves**	**Translation Reserve**	**Deficit**	**Non-Controlling Interest**	**Total**
		$	**$**	**$**	**$**	**$**	**$**
Balance, December 31, 2018	**7,734,109**	**17,805,727**	**1,448,294**	**325,479**	**(11,986,302)**	**22,660**	**7,615,858**
Shares issued for options exercised	36,250	72,500	-	-	-	-	72,500
Share-based compensation	-	-	199,005	-	-	-	199,005
Cumulative translation adjustment	-	-	-	(368,450)	-	-	(368,450)
Warrants exercised	198,394	516,995	-	-	-	-	516,995
Net loss for the period	-	-	-	-	(20,276,036)	4,807	(20,271,229)
Balance, June 30, 2019	**7,968,753**	**$18,395,222**	**$ 1,647,299**	**$ (42,971)**	**$(32,262,338)**	**$ 27,467**	**$ (12,235,321)**
Balance, December 31, 2019	**9,040,003**	**$20,296,209**	**$ 1,680,811**	**$ (140,149)**	**$ (36,881,535)**	**$ 23,638**	**$ (15,021,026)**
Shares issued for debt settlement (note 6 (b))	1,119,551	698,878	-	-	-	-	698,878
Cumulative translation adjustment	-	-	-	21,762	-	-	21,762
Disposition of non-controlling interests upon wind up a subsidiary (note 10)	-	-	-	-	-	(23,638)	(23,638)
Net loss for the period	-	-	-	-	(49,916)	-	(49,916))
Balance, June 30, 2020	**10,159,554**	**$20,995,087**	**$ 1,680,811**	**$ (118,387)**	**$ (36,931,451)**	**$ -**	**$ (14,373,940)**

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

AQUARIUS AI INC. (FORMERLY GOOD LIFE NETWORKS INC.)
Condensed Consolidated Interim Statements of Cash Flows
Six Months Ended June 30, 2020 and 2019
(Expressed in Canadian Dollars)

		Six Months Ended		
		June 30, 2020		**June 30, 2019**
Operating Activities				
Net loss for the period	$	(49,916)	$	(20,271,229)
Items not involving cash				
Amortization		-		590,428
Bad debts		-		10,885,428
Share-based compensation		-		199,005
Financing costs		432,356		-
Loss (gain) on debt settlement		(862,965)		104,107
Fair value change in derivative liability		6,695		-
Write offs		(377,849)		6,658,478
Foreign exchange loss		27,399		426,470
		(824,280)		(1,407,313)
Changes in non-cash working capital				
Accounts receivable		568,194		3,188,920
GST receivable		(13,233)		133,791
Prepaids		(1,071)		12,221
Accounts payable and accrued liabilities		238,417		(2,682,765)
Interest paid		(4)		-
Cash Used in Operating Activities		(31,977)		(755,146)
Investing Activities				
Purchase of intangibles		-		(26,900)
Cash Used in Investing Activities		-		(26,900)
Financing Activities				
Proceeds from share issuance, net of issuance costs		-		589,495
Loan payable		(34,070)		-
Amounts drawn from credit facility		-		818,968
Cash Provided by (Used in) Financing Activities		(34,070)		1,408,463
Foreign Exchange Effect on Cash		-		(427,702)
Inflow (Outflow) of Cash		(66,047)		198,175
Cash, Beginning of Period		100,767		781,260
Cash, End of Period	$	34,720	$	979,975

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

1. NATURE OF OPERATIONS AND GOING CONCERN

Aquarius AI Inc. (formerly Good Life Networks Inc.) (the "Company" or "Aquarius") was incorporated under the Business Corporations Act on August 17, 2011.

Effective January 28, 2018, the Company closed its qualifying transaction (the "Transaction") with Good Life Networks Inc. ("GLN"), a Vancouver-based, digital media private company. The Transaction was completed by way of a share exchange pursuant to a plan of arrangement under the provisions of the *Business Corporations Act* (British Columbia) (the "Arrangement"), which included the amalgamation of GLN and Exito Energy II Inc. ("Exito") to form the Company as the resulting issuer. The Company continued the business of GLN, as described below. The transaction was considered a reverse takeover ("RTO") since the legal acquiree is the accounting acquirer, as the former shareholders of GLN obtained a controlling interest of the resulting issuer after the completion of the Transaction.

The Company changed its name from Good Life Networks Inc. to Aquarius AI Inc. on November 29, 2019. The trading ticker symbol is "AQUA". The Company continues to trade on the Frankfurt Stock Exchange under the stock symbol "4G5"

The Company is a marketing technology business that is currently repositioning to focus on customer acquisition and using technology to generate revenues in the online gaming, gambling and betting space. The principal office of the Company is located at 595 Howe Street 10th floor, Vancouver, BC V6C 2T5, Canada.

On July 8, 2020, the Company consolidated its common shares on the basis of one post-consolidated common share for every ten pre-consolidated common shares held. The 101,595,539 pre-consolidated common shares issued and outstanding were adjusted to 10,159,554 post-consolidated common shares. All share, per share, stock option, share purchase warrant and other share information has been retroactively presented on a post-consolidated basis. (See note 15(a)).

These consolidated financial statements have been prepared on a going concern basis, which assumes that the Company will be able to continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business. For the period ended June 30, 2020, the Company had a net loss of $49,916 and cash outflows from operating activities of $31,977 and as at June 30, 2020, has an accumulated deficit of $36,931,451.

The Company has no revenue during the six months ended June 30, 2020 and does not have sufficient cash to meet its administrative overhead, service its obligations or maintain its interests. Currently, based on its planned expenditures and expected cash flows, the Company will need to secure new sources of working capital to continue operations beyond approximately twelve-month period. Management's plan is to actively secure sources of funds, including possible equity and debt financing options, while at the same time focus on exercising careful cost control to sustain operations.

The Company's ability to continue its operations and to realize its assets at their carrying values are dependent upon obtaining additional financing sufficient to cover its operating costs. Further, the Company's ability to continue as a going concern is dependent upon the successful results from its activities and its ability to attain profitable operations and generate funds therefrom and/or to raise equity capital or borrowings sufficient to meet current and future obligations, none of which is in any way certain that the Company can achieve. The Company has now started the process of repositioning its technology that may provide opportunities for monetization. These condensed consolidated interim financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern.

If the going concern basis was not appropriate for these consolidated financial statements, significant adjustments would be necessary in the carrying value of assets and liabilities, the reported expenses and the classifications used on the unaudited consolidated statements of financial positions. Such adjustments could be material which would significantly impact the financial statements and the Company's ability to operate.

Since March 2020, the outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and physical distancing, have caused material disruption to business globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company in future periods

2. BASIS OF PRESENTATION

(a) Statement of compliance

These condensed consolidated interim financial statements have been prepared in accordance with international Accounting Standard 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"). These condensed consolidated interim financial statements have been prepared using the accrual basis of accounting except for cash flow information.

These condensed consolidated interim financial statements have been prepared in accordance with the same accounting policies and methods of application as the most recent audited financial statements for the year ended December 31, 2019 of Aquarius AI Inc. These condensed consolidated interim financial statements do not include all the disclosures required for the annual audited financial statements. These financial statements should be read in conjunction with the audited consolidated financial statements of the Company for the year ended December 31, 2019.

These condensed consolidated interim financial statements were approved and authorized for issue by the Board of Directors of the Company on August 31, 2020.

(b) Basis of presentation

These condensed consolidated interim financial statements have been prepared under the historical cost basis, except for certain financial instruments measured at fair value. These consolidated financial statements have prepared using the accrual basis of accounting, except for cash flow information. These consolidated financial statements are presented in Canadian dollars and the Company and its subsidiaries' functional currency is US dollars.

(c) Consolidation

These condensed consolidated interim financial statements include accounts of the Company and the following controlled entities:

	Relationship	Percentage
Good Life Networks USA Inc.**	Subsidiary	60%
Lighthouse Digital Inc.	Subsidiary	100%
495 Communications, LLC*	Subsidiary	100%
ImpressionX Inc.*	Subsidiary	100%

* The Company acquired 495 Communications, LLC ("495") and ImpressionX Inc. ("ImpressionX") on December 17, 2018. ImpressionX was dissolved on December 10, 2019.

** Good Life Networks USA Inc. ("GLN US") was dissolved on June 17, 2020.

All intercompany balances and transactions are eliminated on consolidation. Control is based on whether an investor has power over the investee, exposure or rights to variable returns from its involvement with the investee, and the ability to use its power over the investee to affect the amount of returns.

(d) Use of estimates and judgments

The preparation of these consolidated financial statements in accordance with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates.

Significant areas requiring the use of management estimates include:

(i) Share-based compensation is valued using the Black-Scholes Option Pricing Model at the date of grant and expensed in profit or loss over vesting period of each award. The Black-Scholes Option Pricing Model ("Black - Scholes") utilizes subjective assumptions such as expected price volatility and expected life of the option. Share-based compensation expense also utilizes subjective assumption on forfeiture rate. Changes in these input assumptions can significantly affect the fair value estimate.

(ii) Useful lives of intangible assets – Following initial recognition, the Company carries the intangible assets at cost less accumulated amortization and any accumulated impairment losses. Amortization is recorded on the straight-line basis based upon management's estimate of the useful life and residual value. The estimates are reviewed at least annually and are updated if expectations change as a result of the technical obsolescence or legal and other limits to use. A change in the useful life or residual value will impact the reported carrying value of the intangible assets resulting in a change in related amortization expense.

(iii) Recoverability of the carrying value of intangible assets requires management to determine whether future economic benefits from sale or otherwise are likely. Evaluation may be more complex where activities have not reached a stage that permits a reasonable assessment of the viability of the asset. Management must make certain estimates and assumptions about future events or circumstances including, but not limited to, the interpretation of marketing and sales data, as well as the Company's financial ability to continue marketing and sales activities and operations.

Significant areas requiring the use of judgments include:

(i) The determination of deferred income tax assets or liabilities requires subjective assumptions regarding future income tax rates and the likelihood of utilizing tax carry-forwards. Changes in these assumptions could materially affect the recorded amounts and therefore do not necessarily provide certainty as to their recorded values.

(ii) The assessment of the Company's ability to continue as a going concern involves judgment regarding future funding available for its platform development and working capital requirements.

(iii) The application of the Company's accounting policy for intangible asset capitalization requires judgment in determining whether it is likely that the future economic benefits will flow to the Company, which are based on assumptions about future events or circumstances. Assumptions may change if new information becomes available. The Company assesses at each reporting date if the intangible asset has indicators of impairment. In determining whether the intangible is impaired, the Company assesses certain criteria, including observable decreases in value, significant changes with adverse effect on the entity, evidence of technological obsolescence and future plans.

(iv) Research and development expenditures. The application of the Company's accounting policy for research and development expenditures requires judgment in determining whether it is likely that the future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Estimates and assumptions may change if new information becomes available. If, after expenditures is unlikely, the amount capitalized is written off to profit or loss in the period the new information becomes available.

(v) The Company records expected credit losses ("ECL") related to accounts receivable that are considered to be uncollectable. The ECL is based on the Company's knowledge of the financial condition of its customers, the aging of the receivables, the current business environment and historical experience. A change to those factors could impact the ECL and the provision for bad debts.

(vi) The determination of the functional currency for the Company and each of its subsidiaries was based on management's judgment of the underlying transactions, events and conditions relevant to each entity.

(vii) Deferred income tax assets and liabilities result from timing differences between the financial reporting and tax bases of assets and liabilities. Loss carry forwards also comprise a portion of the temporary differences and result in a deferred income tax asset. Deferred income tax assets are only recognized to the extent that management considers it probable that a deferred income tax asset will be realized. The assessment for the recognition of a deferred tax asset requires significant judgement. The factors used to assess the likelihood of realization are the Company's forecast of future taxable income and available tax planning strategies that could be implemented to realize the deferred tax assets. The Company has and continues to use tax planning strategies to realize deferred tax assets in order to avoid the potential loss of benefits. Unknown future events and circumstances, such as changes in tax rates and laws, may materially affect the assumptions and estimates made from one period to the next. Any significant change in events, tax laws, and tax rates beyond the control of the Company may materially affect the consolidated financial statements.

(viii) Contingencies are subject to measurement uncertainty as the financial impact will only be confirmed by the outcome of a future event. The assessment of contingencies involves a significant amount of judgement, including assessing whether a present obligation exists, assessing factors that may mitigate or reduce the obligation, and determining a reliable estimate of the amount of cash outflow required to settle the obligation. The Company is required to both determine whether loss is probable and whether the loss can be reasonably estimated. The uncertainty involved with the time and amount at which a contingency may be settled may have a material impact on the consolidated financial statements of future periods to the extent that the amount provided for differs from the actual outcome.

(ix) Management has had to apply judgment relating to acquisitions with respect to whether the acquisition was a business combination or an asset acquisition. Management applied a three-element process to determine whether a business or an asset was purchased, considering inputs, processes and outputs of each acquisition in order to reach a conclusion.

(x) Contingent consideration and the allocation of fair value of assets acquired. The determination of fair value of assets acquired and contingent consolidation requires management to make assumptions and estimates about future events. The assumptions and estimates with respect to determining the fair value of the assets acquired require the most judgment and include estimates of future cash flows.

3. SIGNIFICANT ACCOUNTING POLICIES

(a) Adoption of new pronouncements

The Company has adopted the following amendments to existing standards on January 1, 2020.

Amendments to IFRS 3, Business Combinations, improve the definition of a business. The amendments help entities determine whether an acquisition made is of a business or a group of assets. The amended definition emphasizes that the output of a business is to provide goods and services to customers, whereas the previous definition focused on returns in the form of dividends, lower costs or other economic benefits to investors and others.

Definition of Material (Amendments to IAS 1, Presentation of Financial Statements, [“IAS 1”] and to IAS 8, Accounting Policies, Changes in Accounting Estimates and Errors [“IAS 8”]) is intended to make the definition of material in IAS 1 easier to understand and is not intended to alter the underlying concept of materiality in IFRS Standards. The concept of “obscuring” material information with immaterial information has been included as part of the new definition. The threshold for materiality influencing users has been changed from “could influence” to “could reasonably be expected to influence”. The definition of material in IAS 8 has been replaced by a reference to the definition of material in IAS 1.

The amendments listed above did not have a significant impact on the Company's financial statements.

(b) New pronouncements to be adopted

The following amendments to a standard have been issued and are applicable to the Company for its annual periods beginning on January 1, 2022 and thereafter, with an earlier application permitted.

Amendments to IAS 1, Presentation of Financial Statements, clarify how to classify debt and other liabilities as current or non-current. The amendments help to determine whether, in the statement of financial position, debt and other liabilities with an uncertain settlement date should be classified as current (due or potentially due to be settled within one year) or non-current. The amendments also include clarifying the classification requirements for debt an entity might settle by converting it into equity.

The Company is currently assessing the impact of adopting these amendments on its financial statements.

4. FINANCIAL INSTRUMENTS

Financial instruments are agreements between two parties that result in promises to pay or receive cash or equity instruments. The Company classifies its financial instruments as follows: cash is classified at fair value through profit and loss (“FVTPL”); accounts receivable is classified at amortized cost; and accounts payable and accrued liabilities, loan payable, bank debts and other liabilities are classified at amortized cost. The carrying values of these instruments, other than bank debts, approximate their fair values due to their short term to maturity. The carrying value of bank debts approximates fair value as they were at market rates of interest. Contingent consideration and derivative liability are classified at FVTPL using level 3 of the fair value hierarchy.

The Company has exposure to the following risks from its use of financial instruments:

(a) Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. Cash is placed with a major Canadian financial institution and the Company's concentration of credit risk for cash and maximum exposure thereto is $34,720 (December 31, 2019 - $100,767).

With respect to its accounts receivable, the Company assesses the credit rating of all customers and maintains provisions for potential credit losses, and any such losses to date have been within management's expectations. The Company's credit risk with respect to accounts receivable and maximum exposure thereto is $29,571 (December 31, 2019 - $597,765). Accounts receivable are shown net of provision of credit losses of $nil (December 31, 2019 – $nil).

(b) Liquidity risk

Liquidity risk is the risk that the Company will be unable to meet its financial obligations as they fall due. The Company's approach to managing liquidity risk is to ensure, as far as possible, that it will have sufficient liquid funds to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. At June 30, 2020, the Company has $34,720 (December 31, 2019 - $100,767) of cash to settle current liabilities with the following due dates: accounts payable and accrued liabilities of $2,602,593 (December 31, 2019 - $3,267,661), and other liabilities of $484,931 (December 31, 2019 - $559,931) are due within three to six months. Loan payable of $136,280 (December 31, 2019 - $1,091,936), bank debt of $11,293,515 (December 31, 2019 – $10,890,042) are due within twelve months.

The Company manages its liquidity risk by raising additional funds through equity or debt financing to fund its current liabilities and operations.

(c) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk comprises two types of risk: interest rate and foreign currency risk.

(i) Interest rate risk

The Company is exposed to floating interest rate risk related to its bank debts.

(ii) Foreign currency risk

Foreign currency risk is the risk that the fair value of the Company's assets and liabilities will fluctuate due to changes in foreign exchange rates.

The Company is exposed to foreign currency risk to the extent that monetary assets and liabilities held by the Company are not denominated in its functional currency. The Company also exposed to foreign currency risk that options and warrants that have exercise price which is different from its functional currency. The Company does not manage currency risk through hedging or other currency management tools.

(Expressed in Canadian Dollars)

As at June 30, 2020 and December 31, 2019, the Company's net exposure to foreign currency risk on its financial instruments is as follows:

	June 30, 2020	December 31, 2019
	CAD$	CAD$
Cash	20,067	25,153
Accounts receivable	-	597,765
Accounts payable and accrued liabilities	(2,002,999)	(1,223,439)
Loans payable	(136,280)	(1,091,936)
Other liabilities	(484,931)	(559,931)
	(2,644,277)	(2,252,388)

A 10% (December 31, 2019 - 10%) change in the US dollar against the Canadian dollar at June 30, 2020 would result in a change of approximately $260,000 (December 31, 2019 - $225,000) in comprehensive income (loss).

5. CAPITAL MANAGEMENT

The Company considers its capital to be comprised of shareholders' equity (deficiency) and debt obligations. The Company's objectives in managing its capital are to maintain its ability to continue as a going concern, to further develop its business and ensure compliance with covenants of any applicable credit facility and other financing facilities. To effectively manage the Company's capital requirements, the Company has a planning and budgeting process in place to meet its strategic goals.

The Company manages the capital structure and makes adjustments to it depending on economic conditions and the rate of anticipated expenditures. The Company arranged credit facilities with a Canadian financial institution to maintain operations and future acquisitions. The Company may issue shares or seek debt or streaming financing to ensure that there is sufficient working capital to meet its short-term business requirements. The Company is not subject to externally imposed capital requirements, except for financial covenants associated with its credit facilities.

6. SHARE CAPITAL

(a) Authorized

Unlimited number of common shares without par value.

(b) Issued

During the six months ended June 30, 2020

219,551 common shares were issued at a price of $2.50 per share for the debt settlements of an aggregate of $548,878 in outstanding debt with two arm's length creditors.

750,000 common shares were issued in full settlement of Lerna and Lernablabs loan. The fair value of the 750,000 common shares were determined at $75,000.

(Expressed in Canadian Dollars)

150,000 common shares were issued at a deemed price of $0.50 (equating to $75,000) to the former owner of 495 in full settlement of outstanding loan payable of $1,035,010 and its accrued interest together with the cash payments of USD $125,000.

During the year ended December 31, 2019

36,250 options were exercised at a price of $2.00 per option for proceeds of $72,500, and 177,060 options were exercised at a price of $2.50 per option for proceeds of $442,651.

21,333 warrants were exercised at a price of $3.46 per warrant for proceeds of $73,812.

On July 15, 2019, the Company completed a private placement for gross proceeds of $2,117,500 through the issuance of 1,058,750 units. Each unit consists of one common share of the Company and one-half of one common share purchase warrant common shares. Each full warrant shall be exercisable into one common share for 24 months at an exercise price of $3.50 per share.

The Company paid $195,625 cash commission and issued 12,500 units at $2.00 as corporate finance fees and issued 52,838 agents' options to purchase common shares at $2.00 per share until July 15, 2021. The agent's options were valued using the Black-Scholes model resulting in fair value of $81,256 which was recorded as share issuance costs.

(c) Warrants

Warrant transactions and the number of warrants outstanding are summarized as follows:

	Number of Warrants	Weighted Average Exercise Price
Outstanding, December 31, 2018	899,371	$ 2.70
Issued	873,896	3.13
Exercised	(21,333)	3.46
Outstanding, December 31, 2019	1,751,934	$ 2.92
Expired	(401,076)	3.46
Outstanding, June 30, 2020	1,350,858	$ 2.75

The following warrants were outstanding at June 30, 2020:

Grant Date	Expiry Date	Exercise Price	Number of Warrants	Exercisable
January 26, 2018	January 26, 2023	$ 1.88	120,500	120,500
December 18, 2018	December 18, 2020	$ 3.40	65,000	65,000
December 18, 2018	December 18, 2023	$ 1.84	291,462	-
July 15, 2019	July 15, 2021	$ 3.50	535,625	535,625
July 22, 2019	July 22, 2021	$ 3.66	119,075	119,075
July 22, 2019	July 22, 2021	$ 1.94	219,196	219,196
			1,350,858	1,059,396

(Expressed in Canadian Dollars)

The weighted average contractual life of warrants as at June 30, 2020 is 2.03 years (December 31, 2019 – 1.97 years).

Some of the Company's warrants with a $CAD exercise price have been recognized as a derivative liability given the functional currency of the Company is the US$, as they did not meet the "fixed-for-fixed" criteria. The following is a summary of the Company's warrant derivative liabilities as at June 30, 2020 and December 31, 2019:

Balance, December 31, 2018	$	555,058
Warrants issued in for earn-out		554,449
Change in fair value of derivative liability		(1,037,256)
Functional currency translation adjustment		(23,610)
Balance, December 31, 2019	$	48,641
Change in fair value of derivative liability		6,695
Functional currency translation adjustment		6,033
Balance, June 30, 2020	$	61,369

The fair value of the derivative liabilities as at June 30, 2020 was determined using the following assumptions:

- Risk-free interest rate 1.68%
- Expected term (in years) 5
- Estimated dividend yield 0%
- Weighted-average estimated volatility 125%

(d) Stock Options

Options transactions and the number of options outstanding are summarized as follows:

	Number of Options		Weighted Average Exercise Price
Outstanding, December 31, 2018	1,052,506	$	2.30
Option Exercised	(213,310)		2.42
Forfeited	(346,500)		2.22
Expired	(38,750)		2.00
Granted	52,838		2.00
Outstanding, December 31, 2019	506,784	$	2.30
Expired	(77,446)		2.50
Outstanding, June 30, 2020	429,338	$	2.27

(Expressed in Canadian Dollars)

When the Company issues stock options, it records a share-based compensation in the year or period which the options are granted and/or vested. The expense is estimated using the following assumptions. Due to the lack of historical pricing information for the Company, the expected volatility is based on an average of historical prices of a comparable group of companies within the same industry. The risk-free interest rate is based on yield curves on Canadian government zero coupon bonds with a remaining term equal to the expected life of the stock options. The Company used historical data to estimate option exercise, forfeiture and employee termination within the valuation model. The Company has not paid and does not anticipate paying dividends on its common shares. Based on the best estimate, management applied the estimated forfeiture rate of 0%.

On July 15, 2019, the Company granted 52,838 agent's option in connection with the private placement. All agent's options are exercisable at $2.00 per share until July 15, 2021.The fair value of these options were determined using the Black-Scholes option pricing model with the following weighted average assumptions:

Risk-free interest rate	1.59%
Expected term (in years)	2
Estimated dividend yield	0%
Weighted-average estimated volatility	168.03%

For the six months period ended June 30, 2020, the Company recognized share-based compensation of $nil (June 30, 2019 - $199,005) relating to the stock options that vested during the period.

The following options were outstanding at June 30, 2020:

Grant Date	Expiry Date	Exercise Price	Number of Options	Exercisable
January 30, 2018	January 30, 2023	$ 2.50	302,500	302,500
December 18, 2018	December 31, 2023	$ 1.50	74,000	74,000
July 15, 2019	July 15, 2021	$ 2.00	52,838	52,838
			429,338	429,338

The weighted average contractual life for the remaining options as at June 30, 2020 is 2.55 years (December 31, 2019 – 2.60 years).

(Expressed in Canadian Dollars)

7. RELATED PARTY TRANSACTIONS

During the six months ended June 30, 2020, the Company paid wages and benefits of $15,476 (2019 - $Nil) to companies controlled by directors/officers and family members of directs/officers. As at June 30, 2020, included in accounts payable and accrued liabilities was $156,576 (December 31, 2019 - $27,255) owing to officers and directors. The amounts due to or from related parties are without stated terms of repayment or interest and are unsecured.

In 2018, the Company acquired certain patents from a company controlled by an officer of the Company in the amount of $625,000, which remains unpaid as at June 30, 2020 and is included in accounts payable and accrued liabilities.

These transactions are in the normal course of business and have been valued in these consolidated financial statements at the fair value of the consideration paid.

Key management compensation

The Company's key management consist of executive officers and directors:

The compensation recorded to key management personnel during the six months ended June 30, 2020 and 2019 were as follows:

	Six Months Ended June 30,			
		2020		**2019**
Salaries and short-term employee benefits	$	374,167	$	826,633
Share-based compensation	$	-	$	137,083

8. SEGMENTED INFORMATION

The Company operates in a single reportable operating segment: digital branding and advertising. As at June 30, 2020, the Company earned $Nil (2019 - $7,695,552) revenue from United States customers. The Company's long-term assets located in United States were fully impaired as at December 31, 2019.

9. OTHER LIABILITIES AND CONTINGENCIES

		June 30, 2020		December 31, 2019
Legal fees – others	$	434,931	$	434,931
Settlement of Lerna and Lernalabs		-		75,000
Obligation to issue shares		50,000		50,000
	$	484,931	$	559,931

Lerna and Lernalabs

On April 22, 2015, the Company issued a secured promissory note in the amount of US $150,000 to Lerna, LLC ("Lerna") as part of the acquisition of AmpMobile. The promissory note had a term of one year and interest of 24% per annum.

On March 30, 2016, the Company entered into a secured and subordinated loan agreement (the "Loan Agreement") with Lernalabs Ltd. ("Lernalabs"), a company incorporated in Cyprus, and related to Lerna, pursuant to which Lernalabs advanced US $453,165 to the Company by way of promissory notes. In addition, US $66,500 was received by the Company for which no promissory note has been issued.

On January 4, 2017, Lerna filed a civil claim against the Company with respect to the AmpMobile acquisition, seeking payment for the promissory note principal in the amount of US $150,000 issued to the Company and interest accrued at 24% per annum.

Concurrent with the Loan Agreement, the Company entered into a consulting services agreement (the "Consulting Services Agreement") with Lernalabs pursuant to which Lernalabs agreed to provide consulting services to the Company for a term of three years commencing March 1, 2016 in exchange for a payment of US $1,500,000 due on the date that is the later of (i) 13 months from the date of listing of the Company's shares for trading on an exchange (as defined in the agreement); and (ii) 18 months from March 1, 2016. The Consulting Services Agreement also provides that the Company will pay Lernalabs a monthly fee of US $15,000. The Company terminated the Consulting Services Agreement on August 17, 2016.

In December 2016, the Company filed a civil claim against, among others, Lerna, Lernalabs and the lawyers responsible for negotiating the various agreements with Lerna and Lernalabs (the "Claim"). The Company asserts that Lerna breached the terms of the AmpMobile asset purchase agreement and further they were misrepresented into entering into the Loan Agreement and Consulting Services Agreement with Lernalabs.

Accordingly, pursuant to the Claim, the Company is seeking the following relief:

- Recovery of any amounts paid to Lerna with respect to the AmpMobile asset purchase agreement and cancellation of any future obligations with respect thereto;
- Rescission of the Loan Agreement and Consulting Services Agreement with Lernalabs and recovery of any amounts paid pursuant to the Consulting Services Agreement; and
- Recovery of costs associated with the various agreements, including legal fees.

During the year ended December 31, 2018, the Company paid cash of $1,020,440 to settle all the amounts owing to Lerna and Lernalabs under these loan arrangements. During the year ended December 31, 2018, the Company incurred $159,776 in legal fees in connection with the repayment of the promissory notes.

In July 2019, the Company entered into a settlement agreement with Lerna and Lernalabs. pursuant to which the Company agreed to pay to Lerna and Lernalabs the sum of US $650,000 in full and final settlement, to be paid in deferred instalments with the final payment due December 19, 2019. The Company made the first instalment payment of US $100,000 during the year ended December 31, 2019 but failed to make additional payments and was therefore subject to an interest penalty of US $100,000. As at December 31, 2019, the amount of $851,695 (US $650,000) remains payable. On January 20, 2020, the Company entered into an amended settlement agreement with Lerna and Lernalabs pursuant to which the Company agreed to issue 750,000 common shares to

Lerna and Lernalabs in full settlement of the amount owing of $851,695. In addition, a further 185,000 common shares owned by an officer of the Company were transferred to another officer of the Company. The fair value of the 750,000 common shares was determined to be $75,000. The liability as at December 31, 2019 was reduced to $75,000.

The shares were issued on June 12, 2020 together with other debt settlement. As at June 30, 2020, Lerna and Lernalabs has been fully settled. A payable of $434,931 remains outstanding which is due to the lawyers responsible for negotiating the various agreements with Lerna and Lernalabs.

10. NON-CONTROLLING INTEREST

The Company 60% owned subsidiary, Good Life Network USA Inc.("GLN US"), was dissolved on June 17, 2020. As at June 30, 2020, the non-controlling interest in GLN US was reduce to Nil.

11. BANK DEBT

On December 17, 2018, the Company entered into a commercial agreement with a major Canadian financial institution (the "Bank") to provide four credit facilities ("Facilities") for working capital and acquisitions.

The first credit facility amounted to $5,000,000 with $3,682,520 drawn down as at December 31, 2018 ("First Facility"). The First Facility is due on demand and represents a general operating line for the purpose of general operating requirements. It bears interest rate of prime plus 1.25% per annum with interest payable monthly.

The second credit facility amounted $5,000,000 or USD equivalent, with USD $3,705,124 drawn as at December 31, 2018. This is a revolving term facility ("Second Facility"). Interest rates vary based on total funded debt to EBITDA (Earnings Before Interest Taxes and Amortization) ranging from The Bank of London Interbank Offer Rate ("LIBORs") +300 basis points to LIBORs +550 basis points. A standby fee of 0.25% per annum on the daily unused portion of the credit payable, is payable monthly from the date after the initial drawdown. The Second Facility is repayable with a 5-year term with first 12 months of interest only and then 47 equal monthly installments of principal and interest. Final payment of principal and interest are due on 60th month. In addition to the scheduled installments of principal, an annual bulk cash payment, equal to 50% of surplus cash flow (as defined in the agreement) to a maximum amount of $500,000, is to be applied as a permanent reduction.

The third credit facility amounted $1,115,000 or USD equivalent, with US $840,495 drawn as at December 31, 2018. This is a revolving term facility ("Third Facility"). Interest rates vary based on total funded debt to EBITDA ranging from LIBORs +300 basis points to LIBORs +550 basis points. The loan was fully drawn down by December 31, 2019. The Third Facility is repayable in 24 monthly installments of principal and interest commencing 30 days after draw down. In addition to the scheduled installments of principal, an annual bulk cash payment, equal to 50% of surplus cash flow (as defined in the agreement) to a maximum amount of $500,000, is to be applied as a permanent reduction.

(Expressed in Canadian Dollars)

The fourth credit facility is a visa business card for the purpose of general operating requirements. (“Fourth credit facility”) with interest and repayment defined in agreement.
The facilities are secured by a first fixed charge over all present and future properties of the Company. Under the terms of the Facilities, the Company must satisfy certain financial covenants including minimum financial ratios. These include:

- Maintain a fixed coverage ratio of not less than 1.10 to 1.00.
- Maintain current assets to current liabilities ratio all times at 1.25:1 or better.
- Maintain a Total Funded Debt to EBITDA ratio equal to or less than 4.00:1 at closing, stepping down to 3.50:1 by fiscal year ending December 31, 2019, stepping down to 3.00 by fiscal year ending December 31, 2019 and maintained all times.

During the year ended December 31, 2019, the Company was not in compliance with the above covenants and in addition failed to make the scheduled payments under the Facilities. On November 5, 2019, the Company entered into a restructuring agreement with the Bank to consolidate the Facilities into two Canadian dollar loans (the “Restructured Loans”) pursuant to which the Bank agreed to defer enforcement of the security until November 5, 2021 (the “Maturity Date”), as follows;

	June 30, 2020	December 31, 2019
Loan A	$ 3,000,000	$ 3,000,000
Loan B	7,754,619	7,754,619
Accrued interest	538,896	135,423
	11,293,515	10,890,042
Less: current portion	(11,293,515)	(10,890,042)
Long term portion	$ -	$ -

Loan A bears interest at a rate of prime per annum with interest payable monthly. The Company must repay 50% of interest accrued in cash monthly, with the remaining 50% payable on the Maturity Date. Loan A is fully repayable on the Maturity Date.

Loan B bears interest at a rate of prime plus 5% per annum with interest payable monthly. Interest in accrued and becomes payable on the Maturity Date. Loan B repayments are due as follows;

i. USD $300,000 no later than September 23, 2020;
ii. USD $50,000 no later than December 31, 2020;
iii. USD $600,000 no later than September 23, 2021; and
iv. The remaining balance of principal and interest on the Maturity Date

The borrowing conditions outlined in the Restructured Loan agreement requires the Company to submit monthly, quarterly and other financial information to the Bank. The Restructured Loan agreement incorporates incentives to reduce the amount repayable to the Bank.

The Company is not in compliance with the above covenants at December 31, 2019 and June 30, 2020. Accordingly, the entire bank debt balance has been classified as current liability.

(Expressed in Canadian Dollars)

In August 2020, the Company reached an agreement with the Bank to settle all outstanding debt in exchange of (i) 500,000 common share purchase warrants (the "Settlement Warrants") of the Company; and (ii) a cash payment of $825,000. Each Settlement Warrant is exercisable into one common share of the Company at a price of $0.275 per share for a period of 24 months from the date of issue. The debt will be definitively extinguished upon the issuance of the Settlement Warrants and the completion of the cash payment (note 15 (c)).

12. LOAN PAYABLE

The Company signed a promissory note agreement related to the acquisition of 495 for $1,035,010. The loan is repayable on or before February 1, 2019. The loan will begin accruing interest at a rate of 6% per annum in the event the principal is not repaid on the due date. The loan is unsecured.

On April 24, 2020, the Company entered into a mutual release agreement with the former owner of 495 in full settlement of outstanding loan payable of $1,035,010 and its accrued interest. Pursuant to the agreement, the Company agreed to pay the seller the equivalent of USD $125,000 in four installments:

- i) USD $25,000 by June 1, 2020 (paid);
- ii) USD $25,000 by September 1, 2020 (unpaid);
- iii) USD $25,000 by December 1, 2020 (unpaid);
- iv) USD $50,000 by March 1, 2021 (unpaid); and
- v) issuance of 150,000 common shares at a deemed price of $0.50, equating to $75,000 (issued).

As at June 30, 2020, the outstanding balance is $136,280 (December 31, 2019 - $1,091,935), including interest payable of $nil as at June 30, 2020 (December 31, 2019 - $56,926). A gain of $862,965 from settlement of debt was recognized in the statement of comprehensive income (loss).

13. GENERAL AND ADMINISTRATIVE EXPENSES

	Six Months Ended June 30,			
		2020		**2019**
Office, software and general	$	134,321	$	601,438
Accounting, legal and audit		127,482		241,072
Consulting		279,042		708,897
Management fees		142,857		485,844
Insurance		21,990		34,341
Rental		-		123,210
Travel		5,998		-
Wages and salaries		108,136		1,021,503
Total	$	819,826	$	3,216,305

(Expressed in Canadian Dollars)

14. IMPAIRMENT AND WRITE-OFFS

The Company has impaired and written off the following during the six months ended June 30, 2020 and 2019:

	2020	2019
Intangible assets	$ -	$ 9,860,113
Goodwill related to 495	-	7,792,864
Goodwill related to ImpressionX	-	2,292,733
Dissolution of GLN US	(377,849)	-
Change in fair value of contingent consideration	-	(12,208,501)
Other payables	-	(855,134)
Prepaids and deposits	-	2,591,897
Deferred income taxes	-	(2,815,494)
Total	$ 377,849	$ 6,658,478

15. SUBSEQUENT EVENTS

(a) On July 8, 2020, the Company consolidated its common shares on the basis of one post-consolidated common share for every ten pre-consolidated common shares held. The 101,595,539 pre-consolidated common shares issued and outstanding were adjusted to 10,159,554 post-consolidated common shares. While this occurred subsequent to the six months ended June 30, 2020, all references to share capital, common shares outstanding and per share amounts in these consolidated financial statements and the accompanying notes for time periods prior to the share consolidation have been restated to reflect the one-for-ten share consolidation as required by International Accounting Standards.

(b) On July 30, 2020, the Company closed a non-brokered private placement offering of aggregate of 13,327,450 units of the Company (on a post-consolidation basis), at a price of $0.10 per unit to raise gross proceeds of $1,332,745. Each unit consists of one common share of the Company and one-half of one common share purchase warrant. Each warrant will entitle the holder, on exercise thereof, to purchase an additional common share of the Company at a price of $0.15 per share for a period of 24 month from the completion of the private placement.

(c) In August 2020, the Company reached an agreement with the Bank to settle all outstanding debt of $10,754,619 and accrued interest of $538,896 in exchange of (i) 500,000 common share purchase warrants (the “Settlement Warrants”) of the Company; and (ii) a cash payment of $825,000. Each Settlement Warrant is exercisable into one common share of the Company at a price of $0.275 per share for a period of 24 months from the date of issue. The debt has been definitively extinguished upon the issuance of the Settlement Warrants and the completion of the cash payment on August 17, 2020 (note 11).