FACEDRIVE INC.

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2021 AND 2020

(Expressed in Canadian dollars)
(Unaudited)

NOTICE OF INCOMPLETE AUDITOR REVIEW OF INTERIM CONSOLIDATED FINANCIAL STATEMENTS

Pursuant to National Instrument 51-102, Part 4, subsection 4.3(3)(b), if Facedrive Inc. (the "**Company**") engaged an auditor to perform a review of the Company's interim financial statements and the auditor was unable to complete the review, the interim financial statements must be accompanied by a notice indicating that the auditor was unable to complete a review of the interim financial statements and the reasons why the auditor was unable to complete the review. On July 15, 2021, the Company experienced a change of auditors. The Company later engaged its new independent auditor, Deloitte LLP, to complete a review of the Company's interim consolidated financial statements for the quarter ended June 30, 2021. The auditor was unable to complete its review by August 30, 2021, the due date for the filing of the Company's interim consolidated financial statements for the quarter ended June 30, 2021 due to insufficient time. The Company chose to file its interim consolidated financial statements for the period ended June 30, 2021 without the benefit of the auditor completing its review and providing its review report since the Company determined that its financial statements fairly present the Company's financial position and financial performance for the period in accordance with IFRS and the Company's policies. The Company terminated the review engagement on August 30, 2021.

August 30, 2021

Facedrive Inc.
Condensed Consolidated Interim Financial Statements
For the Three and Six Months Ended June 30, 2021 and 2020
(Unaudited - In Canadian dollars, except where otherwise indicated)

Table of Contents

Condensed Consolidated Interim Financial Statements

Facedrive Inc.
Condensed Consolidated Interim Statements of Financial Position
(Unaudited - In Canadian dollars, except where otherwise indicated)

As at	Notes		June 30, 2021		December 31, 2020
ASSETS					
Current assets					
Cash and cash equivalents	16	$	12,225,316	$	3,915,788
Trade and other receivables	17		2,109,185		1,809,433
Prepaid expenses and deposits	18		1,393,698		369,741
Inventory	19		2,702,707		118,345
			18,430,906		6,213,307
Deposits	18		1,017,153		1,042,503
Interest receivable	22		63,164		47,152
Promissory note receivable	22		1,239,400		1,273,200
Equipment	23		218,932		20,522
Right-of-use assets	32		7,756,088		7,937,988
Long-term investment	6		3,394,869		3,487,451
Intangible assets	20		5,944,668		6,640,994
Goodwill	21		1,215,377		1,238,544
Total assets		$	39,280,557	$	27,901,661
LIABILITIES					
Current liabilities					
Accounts payable and accrued liabilities	24	$	6,239,785	$	3,597,078
Deposits			372,110		227,086
Deferred income			93,935		87,511
Due to a related party	29		195,559		334,028
Lease liability - current	32		1,201,232		967,367
			8,102,621		5,213,070
Loans	25		93,338		80,332
Lease liability	32		7,342,966		7,311,591
Total liabilities			15,538,925		12,604,993
SHAREHOLDERS' EQUITY (DEFICIT)					
Capital stock	27		61,840,501		40,916,526
Contributed surplus			3,208,491		2,176,016
Accumulated other comprehensive loss			(149,065)		(75,835)
Deficit			(41,158,295)		(27,720,039)
Total shareholders' equity (deficit)			23,741,632		15,296,668
Total liabilities and shareholders' equity		$	39,280,557	$	27,901,661

Commitments, contingencies and guarantees Note 31
Subsequent events Note 36

Approved by:

(signed) "Junaid Razvi" Director *(signed) "Sayanthan Navaratnam"* Director

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

Condensed Consolidated Interim Statements of Loss and Comprehensive Loss

(Unaudited - In Canadian dollars, except where otherwise indicated)

	Notes	For the three months ended June 30, 2021	For the three months ended June 30, 2020 (Restated – Note 35)	For the six months ended June 30, 2021	For the six months ended June 30, 2020 (Restated – Note 35)
REVENUE	10	$ 5,796,847	$ 93,615	$ 9,666,301	$ 481,516
COSTS AND OPERATING EXPENSES					
Cost of revenue	11	5,346,764	125,370	8,717,331	373,860
General and administration	12,28	1,679,591	736,616	3,738,840	1,315,195
Operational support	13,29	3,461,044	394,337	5,648,991	755,356
Research and development	14,29	465,113	290,559	809,548	523,857
Sales and marketing	15	2,213,803	5,215,830	4,168,510	5,790,737
Amortization		695,064	103,901	1,358,754	103,901
Depreciation	23,32	92,004	16,734	122,178	33,326
Total operating expenses		13,953,383	6,883,347	24,564,152	8,896,232
OPERATING LOSS		(8,156,536)	(6,789,732)	(14,897,851)	(8,414,716)
OTHER INCOME (EXPENSES)					
Government grants	33	909,373	179,049	1,994,255	179,049
Foreign exchange gain (loss)		(110,245)	(52,804)	(159,635)	68,104
Interest expenses		(193,782)	(4,110)	(381,067)	(8,377)
Interest income		9,260	10,753	18,892	20,954
Gain or Loss on Termination		(17,921)	-	(12,850)	-
NET LOSS		$ (7,559,851)	$ (6,656,844)	$ (13,438,256)	$ (8,154,986)
Cumulative translation adjustment		(39,146)	-	(73,230)	-
NET LOSS AND COMPREHENSIVE LOSS		(7,598,997)	(6,656,844)	(13,511,486)	(8,154,986)
Loss per share – Basic and diluted		$ (0.08)	$ (0.07)	$ (0.14)	$ (0.09)
Weighted average number of shares outstanding Basic and diluted		93,788,556	90,870,804	94,522,790	90,598,471

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

Facedrive Inc.
Condensed Consolidated Interim Statements of Changes in Equity
(Unaudited - In Canadian dollars, except where otherwise indicated)

	Note	Number of common shares		Share capital		Contributed surplus		Deficit		Accumulated other comprehensive losses		Total shareholders' equity (deficit)
Balance, December 31, 2019		**90,164,530**	**$**	**13,843,970**	**$**	**539,169**	**$**	**(9,963,996)**	**$**	**-**	**$**	**4,419,143**
Issuance of share capital	27	1,004,399		6,790,501		-		-		-		6,790,501
Share issuance costs	27	-		(288,430)		-		-		-		(288,430)
Acquisition of HiRide	4,27	265,957		739,360		-		-		-		739,360
Share-based payments	28	800,000		4,932,696		605,083		-		-		5,537,779
Net loss and comprehensive loss (Restated – Note 35)		-		-		-		(8,154,986)		-		(8,154,986)
Balance, June 30, 2020		**92,234,886**	**$**	**26,018,097**	**$**	**1,144,252**	**$**	**(18,119,982)**	**$**	**-**		**9,043,367**
Balance, December 31, 2020 [a]		**93,729,980**	**$**	**40,916,526**	**$**	**2,176,016**	**$**	**(27,720,039)**	**$**	**(75,835)**	**$**	**15,296,668**
Issuance of share capital	27	1,518,518		20,499,993		-		-		-		20,499,993
Share issuance costs	27	-		(292,849)		-		-		-		(292,849)
Acquisition of EcoCRED	9,27	38,936		659,926		-		-		-		659,926
Exercise of options	28	22,800		56,905		(45,505)		-		-		11,400
Share-based payments	28	-		-		1,077,980		-		-		1,077,980
Net loss and comprehensive loss		-		-		-		(13,438,256)		(73,230)		(13,511,486)
Balance, June 30, 2021		**95,310,234**	**$**	**61,840,501**	**$**	**3,208,491**	**$**	**(41,158,295)**	**$**	**(149,065)**		**23,741,632**

(a) As a result of the Adjustment to the purchase price (see Note 8), the Company will cancel 28,228 common shares. The fair value of share capital issued reflects the adjusted purchase price.

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

Facedrive Inc.
Condensed Consolidated Interim Statements of Cash Flows
(Unaudited - In Canadian dollars, except where otherwise indicated)

For the six months ended June 30,		2021		2020
Cash provided by (used in)				
OPERATING ACTIVITIES				
Net loss	$	(13,438,256)	$	(8,154,986)
Items not affecting cash:				
Depreciation and amortization		2,407,203		137,227
Share-based payments		1,077,980		5,537,779
Unrealized foreign exchange gain		153,063		(64,100)
Gain on lease terminations		(19,449)		-
Interest expense		15,237		-
Government grants (interest free loan)		(11,967)		-
Net change in non-cash working capital items:				
Trade and other receivables		(302,391)		(268,885)
Prepaid expenses and deposits		(1,024,390)		50,599
Interest receivable		(17,342)		(21,196)
Deposits		145,023		-
Inventory		(2,584,361)		(46,569)
Accounts payable and accrued liabilities		2,611,928		333,318
Deferred income		8,967		(150,000)
Cash used in operating activities		(10,978,755)		(2,646,813)
INVESTING ACTIVITIES				
Acquisition of HiRide		-		(51,549)
Cash acquired from HiRide acquisition		-		40
Purchase of equipment		(949,023)		(2,070)
Proceeds from sale of equipment		736,570		-
Payment for deposits		-		(17,006)
Cash used in investing activities		(212,453)		(70,585)
FINANCING ACTIVITIES				
Repayments to related parties		(138,469)		-
Issuance of common shares		20,499,993		6,790,501
Exercise of options		11,400		-
Deposit received for equity financing		-		2,642,444
Share issuance costs		(292,849)		(288,430)
Principal payment of lease liabilities		(566,408)		(14,064)
Proceeds from CEBA loans		20,000		40,000
Cash provided by financing activities		19,533,667		9,170,451
Impact of exchange rate on cash		(32,931)		-
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS		**8,309,528**		**6,453,053**
Cash and cash equivalents, beginning of period		3,915,788		3,790,894
Cash and cash equivalents, end of period	$	**12,225,316**	**$**	**10,243,947**

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

1. CORPORATE INFORMATION

Facedrive Inc. ("**Facedrive**" or the "**Company**") was incorporated on January 18, 2018, under the *Business Corporations Act* (Alberta) as High Mountain Capital Corporation and was continued on December 31, 2019, under the *Business Corporations Act* (Ontario). The Company changed its name to Facedrive Inc. on September 16, 2019. The Company's corporate headquarters is located at 44 East Beaver Creek, Suite 16, Richmond Hill, Ontario L4B 1G8.

Facedrive is a multi-faceted "people-and-planet first" tech ecosystem offering socially-responsible services to local communities with a strong commitment to doing business fairly, equitably and sustainably. As part of this commitment, Facedrive's vision is to fulfil its mandate through a number of services and offerings that either leverage existing technologies of the Company or have synergies with existing lines of business. These services and offerings include:

- an eco-friendly rideshare business ("**Facedrive Rideshare**");
- a food-delivery business ("**Facedrive Foods**"), which includes a complementary business involving the sale and delivery of various restaurant industry supply items on a business-to-business basis;
- an electric and hybrid vehicle subscription business ("**Steer**");
- a contact-tracing and health services business ("**Facedrive Health**");
- an e-commerce business ("**Facedrive Marketplace**");
- and a social media platform focused on driving socially-productive engagement among people ("**Facedrive Social**").

Facedrive Rideshare offers a wide variety of environmentally and socially responsible solutions in the Transportation as a Service (TaaS) space, planting thousands of trees based on user consumption and offering choices between electric, hybrid and conventional vehicles (including, more recently, electric and hybrid vehicles on a subscription basis through Steer). Facedrive Foods offers contactless delivery of a wide variety of foods right to consumer's doorsteps, with a focus on doing so in a socially and environmentally-conscious manner. Facedrive Health strives to develop and offer innovative technology solutions to the most acute health challenges including its proprietary TraceSCAN wearable technology for contact tracing.

Facedrive's COVID-19 Internal Response

In March 2020, the World Health Organization declared the outbreak of a Novel Coronavirus, SARS-CoV-2, also known as "COVID-19", which has spread across the globe and is impacting worldwide economic activity. Conditions surrounding the coronavirus continue to rapidly evolve and government authorities have implemented emergency measures to mitigate the spread of the virus. Government measures to limit the spread of COVID-19, including the closure of non-essential businesses, had, and continue to have, an impact on the operations of the Company.

Since the beginning of the pandemic, the government of Ontario, the primary jurisdiction the Company has operations in, has imposed lockdowns at certain periods in order to curb infection rates. These lockdowns and restrictions have impacted the demand for the Company's ride sharing business as non-essential travel has been reduced. During the six-months ended June 30, 2021, the Company has not noted any indicators of impairment as a result of COVID-19, however, due to the delay in the commercial launch of the Company's car-pooling platform as a result of post-secondary schools closing their classrooms and being subject to physical distancing requirements, the Company recognized an impairment loss for December 31, 2020 (Note 20). The Company has responded to the COVID-19 pandemic by launching new, or expanding existing, services, features, or health and safety requirements on an expedited basis, particularly those relating to the delivery of food.

In light of the evolving nature of COVID-19, including new variants, and the uncertainty it has produced around the world, the Company does not believe it is possible to predict with precision the pandemic's cumulative and ultimate impact on its future business operations, liquidity, financial condition, and results of operations. In addition, the Company cannot predict the impact the COVID-19 pandemic will have on its business partners and third-party vendors, and the Company may be adversely impacted as a result of the adverse impact its business partners and third-party vendors suffer. Additionally, concerns over the economic impact of the COVID-19 pandemic have caused volatility in financial markets, which may adversely impact the Company's stock price and the Company's ability to access capital markets.

At June 30, 2021, the Company had working capital of $10,328,285 (December 31, 2020: $1,000,237), an accumulated deficit of $41,158,295 (December 31, 2020: $27,720,039), incurred losses during the six months period ended June 30, 2021 amounting to $13,438,256 (2020: $8,154,986), and used cash in operating activities during the six months period ended June 30, 2021 of $10,978,755 (2020: $2,646,813). Although the Company has been successful in the past obtaining financing, there is no assurance that it will be able to obtain adequate financing or that such financing will be on terms that are acceptable to the Company. During August 2021, management of the Company determined the existence of material uncertainties regarding the adequacy of the Company's expected future working capital and the Company's ability to complete a successful financing in the short term on terms acceptable to the Company, such that these uncertainties may cast significant doubt on the Company's ability to continue as a going concern. These financial statements do not reflect adjustments to the carrying values and classification of assets and liabilities that might be necessary should the Company be unable to continue as a going concern, and such adjustments could be material.

2. BASIS OF PRESENTATION

(a) Statement of Compliance

The unaudited condensed consolidated interim financial statements of the Company have been prepared in accordance with International Financial Reporting Standards ("**IFRS**") applicable to the preparation of condensed interim financial statements, including International Accounting Standards ("**IAS**") 34, Interim Financial Reporting, as issued by the International Accounting Standards Board ("**IASB**"), and the Interpretations of the International Financial Reporting Interpretations Committee ("**IFRIC**"). Accordingly, certain disclosures included in annual financial statements prepared in accordance with IFRS as issued by the IASB have been condensed or omitted and these unaudited condensed interim consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements for the year ended December 31, 2020.

The Company's management makes judgments in its process of applying the Company's accounting policies in the preparation of its unaudited interim condensed consolidated financial statements. In addition, the preparation of the financial data requires that the Company's management make assumptions and estimates of the effects of uncertain future events on the carrying amounts of the Company's assets and liabilities at the end of the reporting period and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from those estimates as the estimation process is inherently uncertain. Estimates are reviewed on an ongoing basis based on historical experience and other factors that are considered to be relevant under the circumstances. Revisions to estimates and the resulting effects on the carrying amounts of the Company's assets and liabilities are accounted for prospectively. The critical judgments and estimates applied in the preparation of the Company's unaudited condensed interim consolidated financial statements are consistent with those applied and disclosed in the Company's consolidated financial statements for the year ended December 31, 2020. In addition, other than noted below, the accounting policies applied in these unaudited condensed interim consolidated financial statements are consistent with those applied and disclosed in the Company's audited financial statements for the year ended December 31, 2020.

The Company's interim results are not necessarily indicative of its results for a full year.

These condensed consolidated interim financial statements were authorized for issue by the board of directors of the Company (the "**Board of Directors**") on August 30, 2021.

(b) Basis of Presentation

The unaudited condensed consolidated interim financial statements have been prepared on a historical cost basis, except for certain financial instruments that have been measured at fair value. These unaudited condensed consolidated interim financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

(c) Basis of Consolidation

These condensed consolidated interim financial statements include the accounts of the Company and the other entities that the Company controls in accordance with IFRS 10 – Consolidated Financial Statements. The wholly-owned subsidiaries of the Company, HiRide Share Ltd. ("**HiRide**"), Facedrive Food Inc., Facedrive Health Inc., Steer Holdings, LLC. ("**Steer Holdings**"), Facedrive USA LLC ("**Facedrive USA**"), Food Hwy Canada Inc., Steer EV Canada Inc. and EcoCRED, LLC. Steer EV Canada Inc. was incorporated on February 11, 2021. Control exists when the Company has power over an entity, when the Company is exposed, or has rights, to variable returns from the entity and when the Company has the ability to affect those returns through its power over the entity. The Company's subsidiaries are included in the consolidated financial results of the Company from the effective date of acquisition up to the effective date of disposition or loss of control of such entity. Where necessary, adjustments are made to the financial statements of subsidiaries to align their accounting policies with those used by the Company. All intercompany balances, transactions, income and expenses have been eliminated on consolidation.

(d) Foreign Currency Translation

The functional currency of each entity is determined using the currency of the primary economic environment in which that entity operates. The Company's condensed consolidated interim financial statements are presented in Canadian dollars. The functional currency for each entity is as follows:

SUBSIDIARIES	FUNCTIONAL CURRENCY
Facedrive Food Inc.	Canadian Dollar
Facedrive Health Inc.	Canadian Dollar

Food Hwy Canada Inc.	Canadian Dollar
Facedrive USA LLC.	US Dollar
HiRide Share Ltd.	Canadian Dollar
Steer EV Canada Inc.	Canadian Dollar
Steer Holdings, LLC.	US Dollar
EcoCRED, LLC.	US Dollar

Foreign currency transactions and balances
Foreign currency transactions are translated into the functional currency of the Company, using the exchange rates prevailing at the dates of the transactions (spot exchange rate). Foreign exchange gains and losses resulting from the settlement of such transactions and from the remeasurement of monetary items denominated in foreign currency at period end exchange rates are recognized in the condensed consolidated interim statement of loss and comprehensive loss.

Non-monetary items are not retranslated at period end and are measured at historical cost (translated using the exchange rates at the transaction date), except for non-monetary items measured at fair value which are translated using the exchange rates at the date when fair value was determined.

Foreign operations
In the Company's condensed consolidated interim financial statements, all assets, liabilities and transactions of subsidiaries with a functional currency other than the Canadian Dollar are translated to Canadian Dollars upon consolidation. On consolidation, assets and liabilities have been translated into Canadian Dollars at the closing rate at the reporting date and income and expenses are translated at average exchange rates prevailing during the period.

On disposal of a foreign operation, the related cumulative translation difference recognized in equity are reclassified to profit or loss and are recognized as part of the gain or loss on disposal.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Revenue recognition

The Company has the following revenue streams:

Rideshare Platform
The Company's rideshare platform connects riders to drivers who provide personal transportation services to passengers using a variety of vehicles. The Company recognizes revenue from service fees based on the five-step model outlined in IFRS 15 – Revenue from Contracts with Customers. Under the Company's Terms of Service ("**TOS**"), drivers acknowledge and agree that the Company will retain a service fee on each transaction (or ride) whereby the driver connects to the passenger using the Company's rideshare platform. The Company recognizes each ride as a single performance obligation and revenue is recognized on completion of each ride. The Company collects fares and related charges from passengers on behalf of drivers using the passenger's pre-authorized credit card. The Company then deducts its service fee and delivers the balance of the fare to the driver. While the Company facilitates setting the price for services, the drivers, and end-users have the discretion of accepting the transaction price through the platforms. Accordingly, the Company has concluded that it is not primarily responsible for the services, as it does not contract drivers to provide services on the Company's behalf and does not control the services being provided to the end-user. Consequently, the Company acts as an agent, intermediary

and platform provider by facilitating the ability of a driver to provide services to the end-user. As a result, the Company reports ridesharing revenue on a net basis, reflecting only the fee owed to the Company from the drivers as the Company's revenue.

From time to time, Facedrive Rideshare offers incentives in the form of vouchers and coupons to new and existing end-users to encourage new and/or continued use of the platform. Facedrive Rideshare also offers incentives to existing customers for referring new end-users to the platform. These incentives are considered customer-specific acquisition costs and are recorded as sales and marketing expenses. However, any market-wide incentives, discounts, coupons or similar promotions that are made generally available are recorded as being netted from revenue.

Merchandise Sales
The Company provides two platforms for users to purchase merchandise that is socially conscious from various partners or suppliers: Facedrive Marketplace and Facedrive Foods. Facedrive Marketplace operates as an online store for eco-friendly and/or sustainably manufactured products. Facedrive Foods' platform has been expanded to include the sale and delivery of various restaurant industry supply items on a business-to-business basis in addition to the sales and delivery of food items from the Company's restaurant partners (see "Food Delivery" below). Merchandise revenue is recognized at the point in time when goods are shipped. Merchandise revenue excludes sales tax and is recorded net of discounts and an allowance for estimated returns unless the terms of the sale are final. Merchandise given away for promotional purposes and incentives to the customers are recorded as a marketing expense.

Licensing
Revenue from licensing arrangements, which allows licensees to use the Company's name, trademark, logo and other intellectual property for a period of time, is considered a "right-to-access" license and is recognized ratably over the term of the licensing arrangement. Amounts collected in excess of revenue recognized under these licensing arrangements are recorded as deferred income.

Food Delivery
The Company derives its food delivery revenue primarily from service fees paid by end-users and restaurant partners for use of the Company's food delivery platform and related services to successfully complete a meal delivery service via the platform. The Company typically receives the service fee within one week following the completion of a delivery. The Company charges a direct fee to end-users for delivery services and separately subcontracts with drivers to provide delivery services to end-users. The Company charges a commission to the restaurant partners for their use of the food delivery platform to connect with the end-user. The Company has determined that restaurants and end-users are the Company's customers and revenue from these contracts shall be recognized separately for each. Revenue is recognized upon the successful delivery of the meal to the end user. The Company has concluded that it controls and is primarily responsible for the delivery services as the Company has the ability to direct the drivers to complete the delivery, but does not control the preparation of the meals as the Company does not pre-purchase, or otherwise control the meals prior to transfer to the end-user, and does not have the ability to direct the restaurant merchants to perform the service on the Company's behalf. Accordingly, the Company recognizes delivery revenue on gross basis, and restaurant commissions on a net basis.

From time to time, Facedrive Foods offers incentives in the form of vouchers and coupons to new and existing end-users to encourage new and/or continued use of the platform. Facedrive Foods also offers incentives to existing customers for referring new end-users to the platform. These incentives are considered customer-specific acquisition costs and are recorded as sales and marketing expenses. However, any market-wide incentives, discounts, coupons or similar promotions that are made generally available are recorded as being netted from revenue.

Vehicle Subscription Service
The Company has a technology-driven monthly vehicle subscription service, called Steer, which provides an alternative to owning, leasing or renting low-emission transportation vehicles. The Company recognizes revenue when obligations under the terms of a contract with the customer are satisfied; generally, this occurs evenly over the term of the contract.

TraceSCAN
TraceSCAN is the Company's proprietary contact tracing solution featuring Bluetooth enabled wearable technology ("**Wearables**") that complements and extends the reach of other available contact tracing solutions, such as Health Canada's "COVID Alert" mobile application. The Company recognizes revenue from the sale of Wearables at the point in time when the Wearables are shipped by the Company to the end-user. The Company also provides assistance in setting up the Wearables and the application program and the Company offers on-going managed services in the form of data management and maintenance support, for which the Company charges an implementation and support fee for each of these services, respectively. The Company recognizes the implementation and service-based revenue at the time the applicable service is provided.

(b) Equipment

Equipment is recorded at cost and carried net of accumulated depreciation, amortization and accumulated impairment losses. The initial cost of an asset comprises its purchase price or construction cost and any costs directly attributable to bringing the asset to the location and condition necessary for operation. Subsequent expenditures are capitalized only if it is probable that the future economic benefits associated with the expenditures will flow to the Company.

Repairs and maintenance costs are expensed as incurred. Depreciation is provided over the related assets' estimated useful lives using the straight-line method of accounting at the following rates:

Computers	3 years
Furniture	5 years
Vehicles	5 years
Warehouse equipment	5 years

The Company reviews the estimated useful lives, residual values and depreciation method at the end of each reporting period, accounting for the effect of any changes in estimate on a prospective basis.

(c) Intangible Assets and Goodwill

Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in an asset acquisition is its fair value as at the date of acquisition. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortized over their useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. A change in the expected useful life of the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortization period or method, as appropriate, and treated as changes in accounting estimates.

Finite lived intangible assets are amortized on a straight-line basis over the period of their expected future economic benefit using the following rates:

Food Hwy brand name	3 years
Food Hwy customer relationships	8.25 years
Food Hwy courier relationships	1.5 years
Food Hwy developed technology	1.5 years
Food Hwy vendor relationships	9.25 years
Foodora lists	2 years
HiRide brand name	2 years
HiRide platform	2 years
Steer brand name	Indefinite life
Steer customer list	7 years
EcoCRED developed technology	5 years

Infinite lived intangible assets are not amortised and are subject to impairment testing annually. The useful life for each asset is reviewed each reporting period to determine whether events and circumstances continue to support an indefinite useful life assessment for that asset. If they do not, the change in the useful life assessment from indefinite to finite is accounted for as a change in an accounting estimate.

Goodwill

Goodwill is initially measured at cost (being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests and any previous interest held over the net identifiable assets acquired and liabilities assumed). After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is subject to impairment testing on an annual basis. Indicators of impairment are assessed at each reporting period.

For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Company’s cash-generating units that are expected to benefit from the Business combination. Where goodwill has been allocated to a cash-generating unit ("CGU") and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

4. ACQUISITION OF HIRIDE SHARE LTD.

On March 20, 2020, the Company announced that it had entered into a share exchange agreement (the "**HiRide Acquisition Agreement**") to acquire all of the issued and outstanding common shares of HiRide, a socially responsible ride-sharing and car-pooling business (the "**HiRide Acquisition**"). The HiRide Acquisition closed following the close of business on March 31, 2020. In consideration for the HiRide Acquisition, shareholders of HiRide received an aggregate of $1,000,000 on closing, payable in common shares of the Company ("**Shares**") at a price per Share equal to $3.76 (calculated as the 30-day volume weighted average trading price of the common shares on the TSX-V ending four trading days prior to the date of entering into the HiRide Acquisition Agreement). In connection with the HiRide Acquisition, the shareholders of HiRide may be entitled to receive future conditional payments of up to $2,500,000 (the "**Conditional Payments**") over the course of 2 years following closing of the HiRide Acquisition, which payments are contingent upon the achievement of the milestones below.

i) The first Conditional Payment of up to $1,000,000
  - Up to $700,000 payment to be made upon the following conditions being met:
    - Revenues for the first year of operations (the "**First Year Revenue**") is greater than 80% of $312,049;
    - Expenses incurred during the first year of operations is less than $612,640; and
    - There are a minimum of 100,000 platform users at the end of the first year.

    Upon the conditions being met, the payment to be made is the lesser of $700,000 and the product obtained by multiplying $700,000 by the quotient obtained by dividing the First Year Revenue by $312,049.

  - Up to $300,000 payment to be made upon meeting at least eight of ten technical milestones mainly related to additional features to improve user safety, increasing the ease of the platform's usability, and adding a social component to the platform.

    Upon the conditions being met, the payment to be made is $300,000 multiplied by the quotient obtained by dividing the number of milestones met by ten.

    Management has assessed that the terms for the first Conditional Payment have not been met.

ii) The second Conditional Payment of up to $1,000,000
  - Up to $700,000 payment to be made upon the following conditions being met:
    - Revenues for the second year (the "**Second Year Revenue**") is greater than 80% of $5,102,716;
    - Expenses incurred during the second year is less than $3,614,600; and
    - There are a minimum of 1,000,000 platform users at the end of the second year.

(Unaudited - In Canadian dollars, except where otherwise indicated)

Upon the conditions being met, the payment to be made is the lesser of $700,000 and the product obtained by multiplying $700,000 by the quotient obtained by dividing the Second Year Revenue by $5,102,716.

- Up to $300,000 payment to be made upon meeting at lease eight of ten technical milestones mainly related to additional features to improve user safety, incorporating a loyalty rewards program, improving internal reporting capabilities and improving the in-app social features.

  Upon the conditions being met, the payment to be made is $300,000 multiplied by the quotient obtained by dividing the number of milestones met by ten.

iii) The third Conditional Payment of $500,000 will be paid if the Company secures a binding agreement with the United States Army pursuant to which the United States Army "white-labels" or uses the back-end infrastructure provided to it thereunder for purposes of implementing a ride-sharing or similar program offered by the Company.

The Conditional Payments, if any, will be payable in common Shares or a combination of cash and Shares at the Company's discretion.

There were no finder's fees paid in connection with the HiRide Acquisition. All Shares issued were subject to a four-month statutory hold period from the date of issuance, as well as contractual lock-up and escrow restrictions from the date of issuance.

The HiRide Acquisition was determined to be an asset acquisition as substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset. For accounting purposes, using the fair value method of accounting, consideration consisted of 265,957 Shares with a fair value of $739,360, representing a grant date fair value of the Shares of $2.78 per Share and $51,549 of acquisition costs. The Conditional Payments were determined to be consideration for post transaction services and will be accounted for as post-transaction compensation costs.

Consideration paid:		
Fair value of Shares issued (265,957 Shares at $2.78 per Share)	$	739,360
Transaction costs		51,549
	$	**790,909**
Net identifiable assets acquired:		
Cash	$	40
Intangible assets - Brand name		70,000
Intangible assets - HiRide platform		761,209
Accounts payable		(20,340)
Shareholders loans		(20,000)
	$	**790,909**

5. ACQUISITION OF INTANGIBLE ASSETS OF FOODORA CANADA

On July 9, 2020, the Company completed the acquisition of Foodora Canada's customers (for which the Company obtained subsequent consent), along with 5,500 restaurant partners (together the "**Foodora Lists**") previously served by Foodora Canada, in exchange for cash consideration of $500,000 (the "**Foodora Transaction**").

(Unaudited - In Canadian dollars, except where otherwise indicated)

The Foodora Transaction was determined to be an asset acquisition as no substantive processes were transferred to the Company.

In connection with the Foodora Transaction, the Company incurred legal fees of $61,660 which have been capitalized as Transaction Costs.

Consideration paid:		
Cash	$	500,000
Transaction costs		61,660
	$	**561,660**
Net identifiable assets acquired:		
Intangible assets – Foodora Lists		536,660
Other assets		25,000
	$	**561,660**

6. INVESTMENT IN TALLY TECHNOLOGY GROUP INC.

On August 7, 2020, the Company entered and completed a definitive agreement (the "**Tally Agreement**") to partner with and invest in Tally Technology Group Inc. ("**Tally**"), a white-label, free-to-play sports predictions platform (the "**Tally Transaction**").

In return for 727,273 common shares and 2,181,818 preferred shares of Tally (each, the "**Initial Tally Common Shares**" and the "**Initial Tally Preferred Shares**", respectively), the Company paid USD$1,000,000 ($1,340,600) in cash and USD$2,000,000 ($2,326,424) in Shares at a deemed price per Share equal to $17.84 (calculated as the 30-day volume weighted average trading price of the Shares as reported on Bloomberg, ending two trading days prior to the date of entering into the Tally Agreement). The Company issued 151,457 Shares which are subject to a twelve-month lock-up period from the date of issuance (the "**Lock-Up Period**"). The fair value of the Shares was determined to be $15.36 per share, as a result of a discount of 24.1% being factored into the calculation of the fair value of these Shares due to lock-up terms on these Shares.

The Company accounts for its investment in Tally as a long-term investment. Management has assessed that the Company has no control, nor significant influence over Tally as the Company only holds 14% of the voting rights and has no participation in Tally's policy-making processes.

Under the terms of the Tally Agreement, when the Lock-Up Period expires the Company has three possible options: (1) increase its ownership in Tally through a USD$1,000,000 investment (the "**Tally Equity Option**"); (2) provide Tally with a USD$1,000,000 loan (the "**Tally Loan Option**"); or (3) do nothing and forfeit certain securities (the "**Tally Forfeiture Option**"). These scenarios were contemplated to provide both the Company and Tally flexibility upon the one-year anniversary of the Tally Agreement when the Lock-Up Period ends.

The Tally Equity Option available to the Company is to purchase additional Tally Preferred Shares for an aggregate purchase price of USD$1,000,000 (the "**Series Seed-1 Preferred Stock**"). In the event that the Company exercises the Tally Equity Option, the Lock-up Period with respect to all the Shares held by Tally shall be extended for an additional 18 months (the "**Extended Lock-up Period**"), for a total of 30 months from the closing date of the Tally Transaction.

(Unaudited - In Canadian dollars, except where otherwise indicated)

In the event that the Company proceeds with the Tally Loan Option, Tally will use commercially reasonable efforts to sell the Shares within one year from the Tally Loan Option effective date and utilize the proceeds from such Share sales to repay the Tally Loan. In the event that Tally is unable to sell the Shares for an amount equal to or greater than the amount of the Tally Loan Option during the one-year period following the Tally Loan Option effective date, the Company shall forgive Tally's repayment obligation with respect to any portion of the Tally Loan Option that remains outstanding.

If the Company proceeds with the Tally Forfeiture Option (i.e. the Company chooses to *not* exercise either of the Tally Equity Option or the Tally Loan Option), the Company will convert 727,273 of its Initial Tally Preferred Shares into common shares of Tally (the "**Converted Tally Common Shares")** and, together with the Initial Tally Common Shares, will be returned to Tally for cancellation. Upon such cancellation of the Initial Tally Common Shares and the Converted Tally Common Shares, the Company would be left with 1,454,545 Tally Preferred Shares.

On August 8, 2021, the Company entered into an agreement with Tally (the "**Amended Agreement**"). The Amended Agreement removes the options upon the expiry of the Lock-Up Period described above (See "Subsequent Events").

7. ACQUISITION OF STEER

On September 5, 2020, the Company, through its wholly-owned subsidiary, Steer Holdings, LLC, completed an acquisition of Steer ("**Steer**"), a division of Exelorate Enterprises, LLC ("**Exelorate**"), a wholly-owned subsidiary of Exelon Corporation (the "**Steer Acquisition**"), which specializes in the electric vehicle subscription businesses (the "**Steer Business**").

In the Steer Acquisition, the Company acquired Steer in exchange for aggregate consideration of USD$3,250,000, which was paid through the issuance of 222,819 Shares, issued at a deemed price of $19.27 per Share (calculated on the 30-day volume weighted average trading price of the Shares as reported on Bloomberg, ending three trading days prior to the date of the Steer Acquisition). The fair value of the Shares issued to Exelorate was determined to be a discounted $9.85 per Share, to reflect a discount of 36.2% on the closing trading price of $15.44 on the date of the issue, as the Shares were subject to an 18-month lock-up.

The Steer Acquisition was determined to be a business combination as substantive processes and assets were acquired as part of the transaction. The Company also retained the services of Steer's former employees and its contracted management services provider.

Consideration paid:		
Fair value of Shares issued (222,819 Shares at $9.86 per Share – Issued at $19.27 per Share and discounted by 36.2%)	$	2,196,173
	$	**2,196,173**
Net identifiable assets acquired:		
Intangible assets - Brand name	$	650,000
Vehicle subscription agreements (the "**Steer Customer list**")		649,000

(Unaudited - In Canadian dollars, except where otherwise indicated)

Right-of-use assets	8,423,259
Lease liability	(8,423,259)
Goodwill	897,173
	$ 2,196,173

The excess of consideration over fair value of net assets acquired in the amount of $897,173 was recognized as goodwill (Note 21). Goodwill is comprised of the synergies that exist from combining the Company's administration and subscription services model, the processes, and systems to be able to offer a vehicle subscription service, the existing leases and vehicle fleet, and expected revenue growth and margin expansion due to expansion to new markets. These benefits were not recognized separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets.

Concurrent with the closing of the Steer Acquisition, Exelorate invested in the Company by subscribing for Shares as part of a strategic investment. Exelorate subscribed for an additional 137,119 Shares ("**Strategic Investment Shares**") at $19.27 per Share for gross proceeds of USD $2,000,000 ($2,617,800). No finder's fee was paid in connection with the Strategic Investment. All Strategic Investment Shares are subject to an 18-month lock-up.

8. ACQUISITION OF FOOD HWY

On October 1, 2020, the Company completed the Food Hwy Acquisition with each of the shareholders of Food Hwy, a food delivery service. Pursuant to the terms of the Food Hwy Acquisition, the Company acquired all of the outstanding shares of Food Hwy for consideration of $1,500,000 in cash and the issuance of 515,370 Shares, issued at a deemed price of $14.75 per Share (calculated on the 30-day volume weighted average trading price of the Shares as reported on Bloomberg, ending two trading days prior to the date of the Food Hwy Acquisition). The Shares issued are subject to a lock-up agreement which specifies: 33,906 Shares are subject to a 90-day lock-up period, 159,358 Shares are subject to a 12-month lock-up period, and 322,106 Shares are subject to a 18-month lock-up period.

The purchase price is subject to a post-closing adjustment (the "**Adjustment**"). The parties shall have 90 days after the closing date to determine the amount of the Adjustment, calculated as the delta between Food Hwy's working capital on the closing date and negative $100,000:

- If the Adjustment is between negative $1 and negative $100,000, the Company may cancel such number of the 18-month lock-up Shares equal to the absolute value of the Adjustment divided by the deemed price per share of $14.75 (the "**Closing Price**").
- If the Adjustment is less than negative $100,000, in addition to the above, the Company may cancel such number of the 90 day lock up Shares equal to the absolute value of the Adjustment, less $100,000, and then divided by the Closing Price.
- If the Adjustment is a positive number, the Company shall pay the Food Hwy Shareholders in cash the amount of the Adjustment.

On December 31, 2020, the calculation of the Adjustment was completed and was determined to be negative $516,268. The Company waived $100,000 of the Adjustment and will cancel 28,228 of the 18 Month Lock-Up Shares. As at the date of this report, these shares have not been cancelled.

(Unaudited - In Canadian dollars, except where otherwise indicated)

The post-Adjustment fair value of the Shares issued for the acquisition was estimated to be $3,538,575. The fair value per share was determined to be $7.26 per Share to reflect a discount between 13.7% to 47.3% on the closing trading price of $13.35 on the date of the issue, as the Shares were subject to 90-day, 12-month and 18-month lock-up.

The Food Hwy Acquisition was determined to be a business combination as substantive processes and assets were acquired as part of the transaction. The Company has retained most of Food Hwy's key management personnel and has also implemented Food Hwy's operational processes.

Consideration paid:		
Cash	$	1,500,000
Fair value of Shares issued (487,142 Shares at $7.26 per Share)		3,538,575
	$	**5,038,575**
Net identifiable assets acquired:		
Cash	$	144,425
Trade and other receivables		882,508
Inventory		649
Intangible assets – Developed Technology		2,093,000
Intangible assets – Vendor Relationships		1,656,000
Intangible assets – Customer Relationships **(the "Food Hwy Customer List")**		56,000
Intangible assets – Courier Relationships		176,000
Intangible assets – Brand name		1,388,000
Goodwill		365,843
Accounts payable and accrued liabilities		(1,436,500)
Customer deposits		(207,350)
Loans		(80,000)
	$	**5,038,575**

The excess of consideration over fair value of net assets acquired in the amount $365,843 was recognized as goodwill (Note 21). Goodwill reflects the synergies that exist from the combination of the Company's marketing, administration and technology ecosystem, the expected revenue growth and margin expansion due to expansion to new markets and the benefits of future market development and growth in the food delivery service industry. These benefits were not recognized separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets.

9. ACQUISITION OF ECOCRED, LLC

On April 8, 2021, the Company completed the acquisition of 100% of the ownership interest of EcoCRED, LLC (the "**EcoCRED Acquisition**"), which estimates users' carbon footprint and suggests simple tasks and useful lifestyle habits to help users reduce their carbon footprint through its mobile application.

In the EcoCRED Acquisition, the Company acquired the ownership interest in exchange for aggregate consideration of USD$1,000,000, which was paid through the issuance of 38,936 Shares, issued at a deemed price of $19.94 per Share (calculated on the 30-day volume weighted average trading price of the Shares as reported on Bloomberg, ending three trading days prior to the date of the EcoCRED Acquisition). The fair value of the Shares issued was determined to be a discounted $16.95 per Share, to reflect a discount of 15% on the closing trading price of $19.94 on the date of the issue, as the Shares were subject to an 18-month lock-up.

(Unaudited - In Canadian dollars, except where otherwise indicated)

Consideration paid:		
Fair value of Shares issued (38,936 Shares at $16.95 per Share)	$	659,926
Transaction costs		35,001
	$	**694,927**
Net identifiable assets acquired:		
Intangible assets – Developed Technology		694,927
	$	**694,927**

The EcoCRED Acquisition was determined to be an asset acquisition as substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset.

10. REVENUE

		For the three months ended June 30, 2021		For the three months ended June 30, 2020		For the six months ended June 30, 2021		For the six months ended June 30, 2020
Facedrive Foods								
Food delivery	$	1,265,814	$	-	$	2,716,594	$	-
Restaurant commissions		1,500,283		-		2,973,871		-
Merchandise sales		2,207,042		-		2,386,736		-
		4,973,139		-		8,077,201		-
Facedrive Marketplace		223		6,965		13,931		6,965
Licence fees		-		50,000		-		150,000
Other		30,705		-		30,705		-
Ridesharing		80,110		36,650		159,164		324,551
TraceSCAN sales		50,573		-		126,490		-
Vehicle subscription service		662,097		-		1,258,810		-
	$	5,796,847	$	93,615	$	9,666,301	$	481,516

Please see the summary of the Company’s revenue recognition policies in Note 3(a) hereto.

For segmented reporting of the Company’s revenues, please see Note 34 hereto.

(Unaudited - In Canadian dollars, except where otherwise indicated)

11. COST OF REVENUE

	For the three months ended June 30, 2021	For the three months ended June 30, 2020	For the six months ended June 30, 2021	For the six months ended June 30, 2020
Automobile costs	$ 139,392	$ -	$ 298,317	$ -
Cost of goods sold	2,296,554	3,649	2,619,260	3,649
Delivery	167,651	-	181,891	-
Depreciation	462,760	-	926,271	-
Insurance expenses	105,465	81,273	238,671	199,338
Payment processing fees	414,912	16,504	790,149	87,621
Payout to drivers	1,688,762	-	3,429,751	-
Other cost of revenue	71,268	23,944	233,021	83,252
	$ 5,346,764	$ 125,370	$ 8,717,331	$ 373,860

12. GENERAL AND ADMINISTRATION

	For the three months ended June 30, 2021	For the three months ended June 30, 2020	For the six months ended June 30, 2021	For the six months ended June 30, 2020
Consulting fees	$ 15,109	$ 99,185	$ 41,163	$ 200,851
Insurance expenses	102,028	20,574	224,561	41,318
Legal and accounting fees	480,125	161,121	1,086,451	281,803
Professional fees	315,435	15,370	466,223	47,302
Salaries and benefits	418,526	66,483	734,918	67,994
Share-based compensation (Note 28)	279,802	358,911	1,077,980	650,871
Other general and administration expenses	68,566	14,972	107,544	25,056
	$ 1,679,591	$ 736,616	$ 3,738,840	$ 1,315,195

13. OPERATIONAL SUPPORT

	For the three months ended June 30, 2021	For the three months ended June 30, 2020	For the six months ended June 30, 2021	For the six months ended June 30, 2020
Consulting fees	$ 80,866	$ -	$ 142,829	$ 29,159
Rent	151,093	27,969	267,284	55,938
Salaries and benefits	2,843,454	233,987	4,470,325	411,714
Share-based compensation (Note 28)	-	-	-	(45,787)
Telephone, internet and data	217,054	101,734	512,426	222,320
Other operational support expenses	168,577	30,647	256,127	82,012
	$ 3,461,044	$ 394,337	$ 5,648,991	$ 755,356

(Unaudited - In Canadian dollars, except where otherwise indicated)

14. RESEARCH AND DEVELOPMENT

		For the three months ended June 30, 2021		For the three months ended June 30, 2020		For the six months ended June 30, 2021		For the six months ended June 30, 2020
Consulting fees (Note 29)	$	253,115	$	190,720	$	465,645	$	378,284
Salaries and benefits		211,998		99,839		343,903		145,573
	$	465,113	$	290,559	$	809,548	$	523,857

15. SALES AND MARKETING

		For the three months ended June 30, 2021		For the three months ended June 30, 2020		For the six months ended June 30, 2021		For the six months ended June 30, 2020
Advertising	$	773,103	$	227,434	$	1,126,433	$	301,953
Share-based compensation (Note 27)		-		4,932,696		-		4,932,696
User incentives and marketing expenses		1,440,700		55,700		3,042,077		556,088
	$	2,213,803	$	5,215,830	$	4,168,510	$	5,790,737

16. CASH AND CASH EQUIVALENTS

		June 30, 2021		December 31, 2020
Cash at banks	$	12,004,316	$	3,711,288
Short-term deposits		221,000		204,500
	$	**12,225,316**	**$**	**3,915,788**

17. TRADE AND OTHER RECEIVABLES

		June 30, 2021		December 31, 2020
Trade receivables	$	625,142	$	653,258
HST receivable		1,281,045		693,192
Other receivables		202,998		462,983
	$	**2,109,185**	**$**	**1,809,433**

(Unaudited - In Canadian dollars, except where otherwise indicated)

18. PREPAID EXPENSES AND DEPOSITS

	June 30, 2021	December 31, 2020
Prepaid insurance	$ 62,932	$ 65,017
Prepaid licences	14,635	30,392
Prepaid rent	18,666	28,377
Short-term deposits	1,238,272	185,471
Other prepaid expenses and deposits	59,193	60,484
	$ 1,393,698	**$ 369,741**

Short-term deposits of $1,238,272 (2020 - $185,471) consist of the Company's deposits for the purchase of inventory and vehicles.

Long term deposits of $1,017,153 (2020 - $1,042,503) consist of the Company's security deposits on its leases.

19. INVENTORY

Inventory consists entirely of finished goods and is primarily made up of (i) merchandise that offered for sale by Facedrive Marketplace; (ii) business-to business restaurant supply merchandise that is offered for sale by Facedrive Foods; and (iii) TraceSCAN wearables.

During the three and six months ended June 30, 2021, $2,296,600 and $2,619,300 respectively (2020 - $3,600 and $3,600) of inventory was sold and recognized in cost of sales, $79,300 and $87,800 respectively (2020 - $Nil and $Nil) of inventory was used for promotional purposes and recognized in other expense categories, such as selling and marketing and investor relations., and $21,100 and 21,100 respectively (2020 - $Nil and $Nil) of inventory was used for office supplies.

(Unaudited - In Canadian dollars, except where otherwise indicated)

20. INTANGIBLE ASSETS

	Brand Names[(a)]	HiRide Platform[(b)]	Customer Lists[(c)]	Developed Technology[(d)]	Vendor Relationships[(e)]	Courier Relationships[(f)]	Total
Cost							
Balance, December 31, 2019	$ -	$ -	$ -	$ -	$ -	$ -	$ -
Additions	2,108,000	761,209	1,241,660	2,093,000	1,656,000	176,000	8,035,869
Impairment	-	(350,000)		-	-	-	(350,000)
Impact of currency translation	(17,729)	-	(17,701)	-	-	-	(35,430)
Balance, December 31, 2020	$ 2,090,271	$ 411,209	$ 1,223,959	$ 2,093,000	$ 1,656,000	$ 176,000	$ 7,650,439
Additions	-	-	-	694,927	-	-	694,927
Impact of currency translation	(16,784)	-	(16,760)	-	-	-	(33,544)
Balance, June 30, 2021	**$ 2,073,487**	**$ 411,209**	**$ 1,207,199**	**$ 2,787,927**	**$ 1,656,000**	**$ 176,000**	**$ 8,311,822**
Accumulated Amortization							
Balance, December 31, 2019	$ -	$ -	$ -	$ -	$ -	$ -	$ -
Amortization	141,917	285,453	159,946	348,833	44,757	29,333	1,010,239
Impact of currency translation	-	-	(794)	-	-	-	(794)
Balance, December 31, 2020	$ 141,917	$ 285,453	$ 159,152	$ 348,833	$ 44,757	$ 29,333	$ 1,009,445
Amortization	248,833	50,303	181,727	729,711	89,513	58,667	1,358,754
Impact of currency translation	-	-	(1,045)	-	-	-	(1,045)
Balance, June 30, 2021	**$ 390,750**	**$ 335,756**	**$ 339,834**	**$ 1,078,544**	**$ 134,270**	**$ 88,000**	**$ 2,367,154**
Net book value							
At December 31, 2020	**$ 1,948,354**	**$ 125,756**	**$ 1,064,807**	**$ 1,744,167**	**$ 1,611,243**	**$ 146,667**	**$ 6,640,994**
At June 30, 2021	**$ 1,682,737**	**$ 75,453**	**$ 867,365**	**$ 1,709,383**	**$ 1,521,730**	**$ 88,000**	**$ 5,944,668**

(a) Brand names comprised of the HiRide brand name acquired through the HiRide Acquisition of $70,000 (Note 4), the Steer brand name acquired through the Steer Acquisition of $650,000 (Note 7) and the Food Hwy brand name acquired through the Food Hwy Acquisition of $1,388,000 (Note 8).

(b) The HiRide Platform is fully developed and in use as of the date of the HiRide Acquisition. As at December 31, 2020, the Company has impaired the intangible asset, refer to notes below.

(c) Customer lists comprised of the Foodora List, acquired for $536,660 (Note 5), Steer Customer List, acquired for $649,000 (Note 7) and Food Hwy Customer List, acquired for $56,000 (Note 8).
(d) Developed Technology comprised of the Food Hwy in use as of the date of the Food Hwy Acquisition for $2,093,000 (Note 8), EcoCRED developed technology in use as of the date of the EcoCRED Acquisition for $694,927 (Note 9)
(e) Vendor Relationships comprised of the Food Hwy vendor relationships acquired through the Food Hwy Acquisition of $1,656,000 (Note 8).
(f) Courier Relationships comprised of the Food Hwy courier relationships acquired through the Food Hwy Acquisition of $176,000 (Note 8).

(Unaudited - In Canadian dollars, except where otherwise indicated)

Management will evaluate the useful life and qualitatively review intangible assets for impairment on at least an annual basis.

During the year ended December 31, 2020, the Company assessed indicators of impairment on the HiRide cash generating unit ("**CGU**") due to delays in the launch of the car-pooling platform. The delayed launch date is due to the suspension of almost all in-person classes in post-secondary institutions as a result of COVID-19. Accordingly, the Company estimated the recoverable amount of the HiRide CGU. The Company applied the value in use method, using a five-year discounted cashflow. The recoverable amount of the HiRide CGU was estimated to be $169,506. Accordingly, an impairment charge of $350,000 was recognized for the year ended December 31, 2020.

During the six months ended June 30, 2021, no indicators of impairment were assessed on the Company's intangible assets.

21. GOODWILL

		Food Delivery		Steer		Total
Balance, December 31, 2020	$	**365,843**	**$**	**872,701**	**$**	**1,238,544**
Impact of currency translation		-		(23,167)		(23,167)
Balance, June 30, 2021	**$**	**365,843**	**$**	**849,534**	**$**	**1,215,377**

The Company recognized goodwill on the Steer and Food Hwy acquisitions. The goodwill has been allocated to the Steer and Facedrive Foods CGU's.

Goodwill is tested for impairment on an annual basis. The Company performed goodwill testing on the Steer and Facedrive Foods CGU's as at December 31, 2020 and did not note any impairment.

22. PROMISSORY NOTE RECEIVABLE

A continuity of the Company's promissory note receivable is as follows:

Balance, December 31, 2019	$	1,298,800
Foreign exchange loss		(25,600)
Balance, December 31, 2020	$	1,273,200
Foreign exchange loss		(33,800)
Balance, June 30, 2021	**$**	**1,239,400**

Interest receivable as at June 30, 2021 was $63,057 (December 31, 2020 - $45,835). Interest income for the three and six months ended June 30, 2021 was $9,184 and $18,552, respectively (2020 - $10,367 and $20,423).

(Unaudited - In Canadian dollars, except where otherwise indicated)

23. EQUIPMENT

	Computers	Furniture	Vehicles	Warehouse Equipment	Total
Cost					
Balance, December 31, 2020	$ 23,128	$ -	$ -	$ -	$ 23,128
Additions	32,097	30,970	736,570	149,399	949,036
Disposals	-	-	(736,570)	-	(736,570)
Impact of currency translation	(188)	-	-	-	(188)
Balance, June 30, 2021	**$ 55,037**	**$ 30,970**	**$ -**	**149,399**	**$ 235,406**
Accumulated Depreciation					
Balance, December 31, 2020	2,606	-	-	-	2,606
Depreciation	6,850	2,839	9,451	4,195	23,335
Disposals	-	-	(9,451)	-	(9,451)
Impact of currency translation	(16)	-	-	-	(16)
Balance, June 30, 2021	**$ 9,440**	**$ 2,839**	**$ -**	**4,195**	**$ 16,474**
Net Book Value					
At December 31, 2020	**$ 20,522**	**$ -**	**$ -**	**$ -**	**$ 20,522**
At June 30, 2021	**$ 45,597**	**$ 28,131**	**$ -**	**$ 145,204**	**$ 218,932**

24. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	June 30, 2021	December 31, 2020
Trade payables	$ 4,604,725	$ 2,315,284
Accrued liabilities and other payables	788,063	500,033
Payroll liabilities and source deductions	112,003	168,558
Related party liabilities (Note 29)	734,994	613,203
	$ 6,239,785	**$ 3,597,078**

The terms and conditions of the above financial liabilities are as follows:

- trade payables are non-interest bearing;
- accrued liabilities are non-interest bearing; and
- related party liabilities are non-interest bearing and have no specified terms of repayment.

25. LOANS

On January 7, 2021, the Company received a loan in the principal amount of $20,000 under the Canada Emergency Business Account ("**CEBA**") program. The loan is non-interest bearing and eligible for $10,000 forgiveness if repaid by December 31, 2022. If not repaid by December 31, 2022, the loan bears interest at 5% per annum and is due on December 31, 2025. The Company intends to repay the loan by December 31, 2022 and management has assessed that the Company will have the financial ability to do so. As it is probable that the conditions for the forgiveness of the loans will be met, the Company has recognized the $10,000 loan forgiveness as government grant income during the three and six months ended June 30, 2021. As the loan is issued at below market rates, the initial fair value of the loan was determined to be $8,033, which was determined using an estimated effective interest rate of 11%. The difference between the face value of the loan and the fair value of the loan of $1,967 (2020 - $Nil) has been recognized as government grant income during the six months ended June 30, 2021.

During the year ended December 31, 2020, the Company received loans in the principal amount of $140,000 under the CEBA program. The loans are non-interest bearing and eligible for $40,000 forgiveness if repaid by December 31, 2022. If not repaid by December 31, 2022, the loans bear interest at 5% per annum and are due on December 31, 2025. The Company intends to repay the loans by December 31, 2022 and management has assessed that the Company will have the financial ability to do so. As it is probable that the conditions for the forgiveness of the loans will be met, the Company has recognized the $40,000 loan forgiveness as government grant income during the year ended December 31, 2020. As the loans are issued at below market rates, the initial fair value of the loans was determined to be $76,417, which was determined using an estimated effective interest rate of 11%. The difference between the face value of the loans and the fair value of the loans of $23,583 has been recognized as government grant income during the year ended December 31, 2020.

For the three and six months ended June 30, 2021, the Company recognized interest expense of $2,520 and $4,973 (2020 - $Nil and $Nil) related to the CEBA loans.

As at June 30, 2021, the balance outstanding was $93,338 (December 31, 2020 - $80,332).

26. OTHER FINANCIAL ASSETS AND FINANCIAL LIABILITIES

(a) Fair Values

The Company uses various methods to estimate the fair values of assets and liabilities that are measured at fair value on a recurring or non-recurring basis in the consolidated statements of financial position after initial recognition. The fair value hierarchy reflects the significance of inputs used in determining the fair values.

- Level 1 – fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 – fair value measurements are those derived from inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 – fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company's financial instruments consist of cash and cash equivalents, trade and other receivables, promissory note receivable (see Note 22), investment in Tally (see Note 6), accounts payable and accrued liabilities, amounts due to related parties, loans and lease liability. Cash and cash equivalents, investment in Tally and promissory note receivable are measured at FVTPL on a recurring basis using level 1, level 3 and level 2 inputs, respectively. Management has assessed that the cost of the Tally investment is an appropriate estimate of fair value as there is insufficient more recent information available to measure its fair value. The carrying value of the Company's remaining financial instruments, with the exception of the long-term portion of amounts due to related parties and lease liability, approximate their fair values due to their short-term maturities. The fair value of the long-term balance of amounts due to related parties and lease liability approximate their carrying value, due to minimal changes in interest rates and the Company's credit risk.

27. SHARE CAPITAL

The Company is authorized to issue an unlimited number of Shares and an unlimited number of preferred shares, issuable in series. As at June 30, 2021, the Company had 95,310,234 (December 31, 2020 - 93,729,980) Shares issued and outstanding and no preferred shares issued and outstanding.

Share capital transactions during the six months ended June 30, 2021 consisted of the following:

- On February 2, 2021, the Company completed a non-brokered private placement of 1,518,518 Shares issued at a price of $13.50 per Share for aggregate gross proceeds of $20,499,993. The Company incurred finder's fees of $224,600 in connection with this financing.
- On April 8, 2021, as purchase consideration for the EcoCRED Acquisition, the Company issued to the vendors an aggregate of 38,936 Shares with a fair value of $659,926 (see Note 9).
- On June 10, 2021, the Company issued to one of the directors an aggregate of 22,800 Shares for the exercise of Options at the exercise price of $0.50 per Share for gross proceeds of $11,400 which resulted in a transfer from contributed surplus to share capital of $45,505.

Share capital transactions during the six months ended June 30, 2020 consisted of the following:

- On February 21, 2020, the Company completed a non-brokered private placement of 361,010 Shares issued at a price of $2.77 per Share for aggregate gross proceeds of $1,000,000. The Company incurred transaction fees of $26,785 in connection with this financing.
- On March 31, 2020, as purchase consideration for the HiRide Acquisition, the Company issued to the vendors an aggregate of 265,957 Shares at a price per Share equal to $3.76, representing aggregate consideration of $1,000,000. For accounting purposes, using the fair value method of accounting, consideration consisted of 265,957 Shares with a fair value of $739,360, representing a grant date fair value of the Shares of $2.78 per Share (see Note 4).
- On June 26, 2020, the Company issued an aggregate of 800,000 Shares to Medtronics

(Unaudited - In Canadian dollars, except where otherwise indicated)

Online Solutions Ltd. for marketing and strategic consulting services. The arrangement is a share-based payment transaction with a non-employee. As the fair value of the services received cannot be reliably measured, the shares were measured and recognized based on the average closing price of the shares over the service period, resulting in a $4,932,696 charge to sales and marketing expense. The Company incurred transaction fees of $41,120 in connection with this transaction.

- On June 29, 2020, the Company completed a non-brokered private placement of 643,389 Shares issued at a price of $9.00 per Share for aggregate gross proceeds of $5,790,501. The Company incurred transaction fees of $220,525 in connection with this financing.

28. OPTIONS, WARRANTS AND RESTRICTED SHARE UNITS

(a) Options

The Company has established a stock option plan for its directors, officers, employees and consultants under which the Company may grant options (each, an "**Option**") from time to time to acquire Shares. The exercise price of each Option shall be determined by the Board of Directors (but must be at least equal to the closing price of a Share on the TSX-V on the day immediately prior to the relevant grant date). Options may be granted for a maximum term of ten years from the date of grant. Options are non-transferable and expire immediately upon termination of employment for cause, or within 30 days of termination of employment or holding office as director or officer of the Company or in the case of death. Unless otherwise provided in the applicable grant agreement, Options fully vest upon the grant thereof.

Continuity of the Options issued and outstanding is as follows:

	Number of options		Weighted average exercise price
Outstanding, December 31, 2019	**1,182,304**	$	**1.44**
Granted	-		-
Exercised	-		-
Forfeited/Cancelled	(330,176)		0.40
Expired	(165,088)		0.40
Outstanding, December 31, 2020	**687,040**	**$**	**2.18**
Granted	-		-
Exercised	(22,800)		0.50
Forfeited/Cancelled	(51,532)		2.85
Expired	(114,528)		1.96
Outstanding, June 30, 2021	**498,180**		**2.24**
Exercisable, June 30, 2021	**271,740**	**$**	**1.90**

(Unaudited - In Canadian dollars, except where otherwise indicated)

As at June 30, 2021, the following Options were outstanding:

Number of options	Exercise price	Expiry date	Remaining contractual life (years)
271,740	$1.90	September 26, 2024	3.24
135,870	$2.21	September 26, 2024	3.24
90,570	$3.31	September 26, 2024	3.24
498,180			

The weighted average remaining contractual life of Options outstanding as at June 30, 2021 was 3.24 years.

Share-based payment expense for Options is measured at fair value and recognized over the vesting period of the Options from the date of grant. There were no options granted in the six months ended June 30, 2021.

During the three and six months ended June 30, 2021, the Company recognized $Nil and $50,145, respectively, (2020 - $198,962 and $353,940) in share-based payment expense related to the vesting of Options.

During the three and six months ended June 30, 2021, the Company reversed $49,543 and $49,543, respectively in share-based payment expense for options granted to a former director of the Company. The former director resigned in April 2021, the Options issued to the director were forfeited in connection therewith, and the related share-based payment expense was reversed for unvested instruments.

(b) Warrants

Continuity of the Company's Warrants issued and outstanding is as follows:

	Number of warrants	Weighted average exercise price
Outstanding, December 31, 2019	2,450	$ 0.50
Granted	-	-
Exercised	-	-
Expired	(2,450)	0.50
Outstanding, December 31, 2020	-	$ -
Granted	-	-
Exercised	-	-
Outstanding, June 30, 2021	-	$ -
Exercisable, June 30, 2021	**-**	**$ -**

As at June 30, 2021, there were no outstanding Warrants.

(Unaudited - In Canadian dollars, except where otherwise indicated)

(c) Restricted Share Units

Under the Company's performance and restricted share unit plan ("**PRSU Plan**"), the Company may grant restricted share units ("**RSUs**") or performance share units ("**PSUs**") to directors, officers, employees and consultants of the Company. The RSUs generally vest over a period of three years, in three equal tranches on the first, second and third anniversaries of the applicable grant date. The RSUs are valued at the market price of the underlying Share on the grant date and the compensation expense, based on the estimated number of awards expected to vest, is recognized over the vesting period of each tranche. Upon vesting of each RSU, the participant will receive a Share.

The granting and vesting of any RSUs are conditional upon compliance with the PRSU Plan and the TSX-V's final approval of the PRSU Plan. The TSX-V has required that any RSUs granted to date are subject to the approval of the Company's disinterested shareholders. For more information about the TSX-V's conditional approval of the PRSU Plan and the required approval of the Company's shareholders, see the Company's press release dated April 30, 2021 as well as the Company's Management Information Circular for the 2021 annual meeting of its shareholders. At the AGM that was held on August 26, 2021, the disinterested shareholders approved the RSU plan and the RSUs granted under the plan as set out in the Management Information Circular.

The Company has no PSUs outstanding.

Continuity of the Company's RSUs issued and outstanding is as follows:

	Number of RSUs		Weighted average grant date fair value
Outstanding, December 31, 2019	**827,390**	$	**0.99**
Granted	266,917		9.98
Forfeited/cancelled	(330,180)		0.38
Outstanding, December 31, 2020	**764,127**		**4.39**
Granted	36,242		16.05
Forfeited/cancelled	(119,922)		2.79
Outstanding, June 30, 2021	**680,447**	**$**	**5.30**
Vested, pending settlement and issue	**314,885**		**2.13**

During the three and six months ended June 30, 2021, the Company recognized $280,977 and $1,027,835, respectively (2020 - $159,949 and $251,143) in share-based payment expense in respect of RSUs.

During the three and six months ended June 30, 2021, the Company reversed $302,609 and $302,609, respectively, in share-based payment expense for RSUs granted to a former director of the Company. The former director resigned in April 2021, the RSUs were forfeited in connection therewith, and the related share-based payment expense was reversed for unvested instruments.

29. RELATED PARTY DISCLOSURES

Related Party Transactions

Related parties include key management, the Board of Directors, close family members and entities which are controlled by these individuals as well as certain persons performing similar functions. Total salaries and benefits paid to the key management personnel of the Company for the three and six months ended June 30, 2021 were $112,606 and $244,743, respectively (2020 - $21,293 and $21,293). Total share-based compensation paid to the Board of Directors and key management personnel of the Company for the three and six months ended June 30, 2021 were $89,546 and $212,871, respectively (2020 - $275,009 and $605,084). There were no short-term employee benefits, post-employment benefits, other long-term benefits, or termination benefits paid to the directors and key management personnel of the Company for the three and six months ended June 30, 2021 and 2020. During the three and six months period ended June 30, 2021, the Company has accrued $130,000 in fixed director fees to be paid to certain non-executive members of the Board of Directors for the services they provided in 2021 for additional committee work primarily in relation to the OSC's continuous disclosure review of the Company during 2020 and 2021. To minimize any conflict of interest, the amounts of these fees were determined in advance by the Board of Directors in consultation with the Company's legal advisors and the fees are not contingent on the outcome of the OSC's continuous disclosure review.

Terms and conditions of transactions with related parties

- As at June 30, 2021, $34,216 (December 31, 2020 - $18,080) was due to Connex Telecommunications Inc. ("**Connex**"), a related company controlled by Sayan Navaratnam, the Company's Chairman and Chief Executive Officer. The amount owing was a result of Connex providing consulting and product development services to the Company. The amount owing by the Company to Connex is unsecured, non-interest bearing, with no specific terms for repayment, and is included in the Company's balance sheet as a short-term liability in the Company's trade payables. The total expenses charged to the Company by Connex for office space and operational support for the three and six months ended June 30, 2021 were $19,900 and $39,500, respectively (2020 - $15,000 and $30,000), which were included in the Company's income statement as operational support expenses. The total expenses charged to the Company by Connex for product development services for three and six months ended June 30, 2021 were $14,300 and $30,300, respectively (2020 - $Nil and $Nil), which were included in the Company's income statement as research and development expenses.
- As at June 30, 2021, $462,578 (December 31, 2020 - $462,578) was due to Dynalync 2000 Inc. ("**Dynalync**"), a related company controlled by Sayan Navaratnam, the Company's Chairman and Chief Executive Officer. The amount owing was a result of Dynalync providing consulting and product development services to the Company. The amount owing is unsecured, non-interest bearing, with no specific terms for repayment, and is included in the Company's balance sheet as a short-term liability in the Company's trade payables. Dynalync did not charge any fees to the Company for the three and six months ended June 30, 2021 and 2020.
- As at June 30, 2021, $Nil (December 31, 2020, $138,469) was due to Junaid Razvi, one of the initial founders of the Company. These amounts were due as a result of Mr. Razvi making certain payments on the Company's behalf and providing initial working capital during 2018. The balances owing were repaid during the six months ended June 30, 2021.

- As at June 30, 2021, $195,559 (December 31, 2020 - $195,559) was due to Imran Khan, one of the initial founders of the Company. These amounts were due as a result of Mr. Khan making certain payments on the Company's behalf and providing initial working capital during 2018. The balance owing is reflected as a current liability in the Company's trade payables as at June 30, 2021 and is unsecured, non-interest bearing and with no specific terms for repayment.

- As at June 30, 2021 and December 31, 2020, there were no amounts owing to or from 10328545 Canada Inc., a related company controlled by Suman Pushparajah, who became the Company's Chief Operating Officer and member of the Board of Directors on April 7, 2021. The total expenses charged to the Company by 10328545 Canada Inc. for office space, operational support and sales and marketing for the three and six months ended June 30, 2021 were $Nil and $Nil, respectively (2020 - $25,200 and $62,700), which were included in the Company's income statement as expenses for operational support and sales and marketing.

- As at June 30, 2021, $85,600 (December 31, 2020, $87,356) was due to Abrahams LLP. Mr. Mujir Muneeruddin, an officer of the Company, is the Chairman of that law firm The amount owing is unsecured, non-interest bearing, with no specific terms for repayment, and is included in the Company's balance sheet as a short-term liability in the Company's trade payables. The total expenses charged to the Company by Abrahams LLP for legal services for the three and six months ended June 30, 2021 were $40,000 and $48,700, respectively (2020 - $9,800 and $87,900), which were included in the Company's income statement as expenses for general and administration. Payments made by the Company to Abrahams LLP are for the various legal services provided to the Company by several lawyers and law clerks at the firm, which includes lawyers and law clerks operating in Ontario, Canada (other than Mr. Mujir Muneeruddin). As of November 1, 2020, Mr. Muneeruddin has not provided services to the Company through Abrahams LLP since, upon that date, he transitioned to a full time internal role with the Company. As such, since that date, Abrahams LLP does not bill the Company for any work provided by Mr. Muneeruddin.

- As at June 30, 2021, $22,600 (December 31, 2020, $45,200) was due to Mujir Muneeruddin Professional Corporation, a related company controlled by Mujir Muneeruddin, the Company's Chief Legal Officer. The amount owing is unsecured, non-interest bearing, with no specific terms for repayment, and is included in the Company's balance sheet as a short-term liability in the Company's trade payables. The total expenses charged to the Company by Mujir Muneeruddin professional corporation for legal services for the three and six months ended June 30, 2021 were $60,000 and $120,000, respectively (2020 - $Nil and $Nil), which were included in the Company's income statement as expenses for general and administration.

There have been no guarantees provided or received for any related party receivables or payables. All transactions with related parties were intended to be carried on the same basis as they would have occurred if the transaction was with an arm's length party.

30. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company's primary risk management objective is to protect the Company's balance sheet and cash flow. The Company's principal financial liabilities are comprised of accounts payable and accrued liabilities and amounts due to related parties. The main purpose of these financial liabilities is working capital for the Company's operations. During the normal course of operations, the Company may become exposed to market risk, credit risk and liquidity risk.

The Company's senior management oversees the management of these risks. The Company's senior management is supported by a Board of Directors that advises on financial risks and the appropriate financial risk governance framework for the Company.

Market risk

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

Currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. As at June 30, 2021, the Company is primarily exposed to foreign exchange risk through its United States dollars denominated cash and cash equivalents, promissory note receivable and the Tally investment. The Company mitigates foreign exchange risk by monitoring foreign exchange rate trends. The Company does not currently hedge its currency risk.

Based on current exposures as at June 30, 2021, and assuming that all other variables remain constant, a 10% appreciation or depreciation of the Canadian dollar relative to the United States dollar would result in a gain or loss of approximately $496,677 in the Company's consolidated statements of loss and comprehensive loss.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As at June 30, 2021, the Company is not exposed to significant interest rate risk.

Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer or by factors affecting all similar financial instruments traded in the market.

Examples include changes in commodity prices or equity prices. As at June 30, 2021, the Company is not exposed to significant other price risk.

Credit risk

Credit risk is the risk of an unexpected loss if a customer or counterparty to a financial instrument fails to meet its contractual obligation. The Company's financial instruments that are exposed to credit risk consist primarily of cash and cash equivalents, trade and other receivables and promissory note receivable (see Note 22). The Company reduces its credit risk on cash and cash equivalents by placing these instruments with financially stable and insured institutions. The Company's HST receivable has minimal credit risk as it is collectable from government institutions. The Company mitigates its exposure to credit risk from trade and other receivables through a payment collection platform which processes passengers' pre-authorized credit cards. The Company mitigates exposure to credit risk from its promissory note receivable by performing due diligence on investment opportunities and monitoring the credit worthiness of its borrowers. As payments from passengers are pre-authorized, the risk of credit loss is expected to be minimal. As at June 30, 2021, the Company is not exposed to significant credit risk.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's approach to managing liquidity is to ensure, as far ahead as possible, that it will always have sufficient liquidity to meet its liabilities when due, under normal and stressed conditions such as those created by the global pandemic COVID-19. The Company manages liquidity risk by reviewing its capital requirements on an ongoing basis. The Company continuously reviews both actual and forecasted cash flows in order to ensure that the Company has appropriate capital capacity.

Capital management

The Company manages its capital, which consists exclusively of equity, with the primary objective being safeguarding sufficient working capital to sustain operations. The Company may require additional funds in order to fulfill all of its future expenditure requirements or obligations, in which case the Company may raise additional funds either through the issuance of equity or by incurring debt to satisfy such requirements or obligations. There is no assurance that any additional funding required by the Company will be available to the Company on terms acceptable to the Company or at all.

There have been no changes in the Company's approach to capital management during the six months ended June 30, 2021, nor have there been any changes made in the objectives, policies, or processes of the Company in respect of capital management during the three months ended June 30, 2021. The Company will continually assess the adequacy of its capital structure and capacity and make adjustments within the context of the Company's strategy, economic conditions, and the risk characteristics of the business.

The Company's primary objectives when managing capital are to:

- safeguard the Company's ability to continue as a going concern, so that it can provide adequate returns to its shareholders and benefits for other stakeholders;
- fund capital projects for facilitation of business expansion provided there is sufficient liquidly of capital to enable the internal financing; and
- maintain a capital base to maintain investor, creditor, and market confidence.

The Company considers the items included in the consolidated statements of changes in equity as capital. The Company manages its capital structure and makes adjustments thereto as is necessary from time to time in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue new Shares from treasury. The Company is not subject to externally imposed capital requirements.

31. COMMITMENTS, CONTINGENCIES AND GUARANTEES

Legal claim contingency

The Company may from time to time become subject to a variety of claims and lawsuits that arise from time to time in the ordinary course of the Company's business. Although management currently believes that resolving claims against the Company, individually or in aggregate, will not have a material adverse impact on the Company's financial position, results of operations or cash flows, these matters are subject to inherent uncertainties and management's view of these matters may change in the future.

On March 2, 2020, an oppression remedy action was commenced by the individual pursuant to section 248 of the *Business Corporations Act* (Ontario) against the Company, its Board of Directors, and Odyssey Trust Company (its transfer agent), in the Ontario Superior Court of Justice. The plaintiff is seeking, among other relief, an order requiring the Company's Board of Directors to deliver to the plaintiff 340,947 common shares in the Company or, in the alternative, payment of damages equal to the greater of $1,568,356 or the monetary value of the 340,947 common shares of the Company as of the date of trial. To date, the Company has not been required to deliver a statement of defence. The Company has assessed that the likelihood of delivering the shares or paying the damages to be remote. As such, no provision has been recognized for this matter as at June 30, 2021.

Guarantees

The Company indemnifies its directors and officers against claims reasonably incurred and resulting from the performance of their services to the Company and maintains liability insurance for its directors and officers.

At June 30, 2021, the Company was contingently liable under an irrevocable letter of credit issued by its bank in February 2020 in the amount of $100,000 which expires in February 2022. The letter of credit was issued to Greater Toronto Airports Authority ("**GTAA**") as a security for the Company's obligations in connection with an agreement between the Company and GTAA.

32. LEASES

Right-of-use assets

At June 30, 2021, the Company's Right-of-use assets are as follows:

(Unaudited - In Canadian dollars, except where otherwise indicated)

		Office space		Vehicles		Total
As at January 1, 2020	$	182,192	$	-	$	182,192
Additions		449,826		8,193,516		8,643,342
Terminations		(115,940)		(73,241)		(189,181)
Depreciation		(73,507)		(641,938)		(715,445)
Impact of currency translation		-		17,080		17,080
As at December 31, 2020	**$**	**442,571**	**$**	**7,495,417**	**$**	**7,937,988**
Additions		606,683		565,197		1,171,880
Disposals		(50,103)		(85,380)		(135,483)
Depreciation		(90,131)		(934,983)		(1,025,114)
Impact of currency translation		-		(193,183)		(193,183)
As at June 30, 2021		**909,020**		**6,847,068**		**7,756,088**

The depreciation on the vehicles related to vehicle subscription service has been presented as cost of revenue (Note 11).

Lease liability

At June 30, 2021, the Company's lease liability is as follows:

Lease liability		**June 30, 2021**		**December 31, 2020**
Current portion	$	1,201,232	$	967,367
Long-term portion		7,342,966		7,311,591
Total lease liability	**$**	**8,544,198**	**$**	**8,278,958**

At June 30, 2021, the Company is committed to minimum lease payments as follows:

Lease commitments		**June 30, 2021**		**December 31, 2020**
Less than one year	$	1,891,217	$	1,671,759
One to five years		9,049,255		8,853,047
Total undiscounted lease commitments	**$**	**10,940,472**	**$**	**10,524,806**

Amounts recognized in the Consolidated Statements of Loss and Comprehensive Loss

		For the three months ended June 30, 2021		**For the three months ended June 30, 2020**		**For the six months ended June 30, 2021**		**For the six months ended June 30, 2020**
Interest on lease liabilities	$	191,876	$	4,110	$	376,882	$	8,377
Expenses relating to short-term leases		77,317		15,000		172,783		30,000
Expenses relating to variable lease payments not included in lease liabilities	$	73,776	$	12,969	$	94,500	$	25,938

(Unaudited - In Canadian dollars, except where otherwise indicated)

Amounts recognized in the Consolidated Statements of Cash Flows

During the six months ended June 30,		**2021**		**2020**
Interest paid	$	376,882	$	8,337
Payment of lease liabilities		490,842		14,064
Short-term lease payments		172,783		15,000
Expenses relating to variable lease payments not included in lease liabilities		94,500		25,938
Total cash outflows for leases	**$**	**1,135,007**	**$**	**63,339**

33. GOVERNMENT AND OTHER GRANTS

CEBA

During the three and six months ended June 30, 2021, the Company recognized government grant income of $Nil and $11,967, respectively in conjunction with its CEBA loans (Note 25).

Ontario Ministry of Economic Development, Job Creation and Trade (the "OTF") Grant

On February 11, 2021, the OTF agreed to provide funding of up to $2,500,000 to fund the development and production of the TraceSCAN application.

The grant is subject to the Company investing $3,333,333 in the development and commercialization of the TraceSCAN application, and the Company delivering a total of 160,000 TraceSCAN units by July 5, 2021. As of June 30, 2021, the Company has spent $2,303,333 on salaries and benefits, $1,000,000 on materials, and $30,000 on other expenses.

The Company received an initial tranche of $1,500,000 from the OTF on February 17, 2021. The remainder of $1,000,000 is subject to the Company completing the delivery of the 160,000 units and an audit of the costs incurred.

During the three and six months ended June 30, 2021, the Company has recognized $702,712 and $1,500,000 of the grant as government grant income.

The National Research Council of Canada Industrial Research Assistance Program ("NRC IRAP")

During the three and six months ended June 30, 2021, the Company has received subsidies in the amount of $Nil and $275,627, respectively. This subsidy has been recorded as government grant income on the condensed consolidated statements of comprehensive loss.

Canada Emergency Wage Subsidy ("CEWS") program

During the three and six months ended June 30, 2021, the Company has received subsidies in the amount of $196,648 for the period from November 21, 2020 to December 19, 2020. This subsidy has been recorded as government grant income on the condensed consolidated statements of comprehensive loss.

(Unaudited - In Canadian dollars, except where otherwise indicated)

Canada Emergency Rent Subsidy ("CERS") program

During the three months ended June 30, 2021, the Company assessed its eligibility related to CERS and determined it has qualified for this subsidy from the effective date of September 27, 2020 to January 16, 2021. The Company has accordingly applied for and received $10,012 for the period September 27, 2020 to October 24, 2020. This subsidy has been recorded as government grant income on the condensed consolidated statements of comprehensive loss.

34. SEGMENT REPORTING

The Company has one operating segment, being the provider of ridesharing, food-delivery and contract-tracing solutions, and operates in two geographic areas, being the United States and Canada.

The Company's revenue and long-lived assets by geographic area for the six months ended as at June 30, 2021 are set out below:

	Canada	United States	Total
June 30, 2021:			
Revenue			
Facedrive Foods	$ 5,690,465	$ -	$ 5,690,465
Facedrive Health	126,490	-	126,490
Facedrive Marketplace	13,931	-	13,931
Facedrive B2B Merchandise	2,386,736	-	2,386,736
Facedrive Rideshare	159,164	-	159,164
Vehicle subscription service	26,675	1,232,135	1,258,810
Other income	-	30,705	30,705
	$ 8,403,461	$ 1,262,840	$ 9,666,301
Long-lived assets	$ 10,902,863	$ 9,946,788	$ 20,849,651

	Canada	United States	Total
June 30, 2020:			
Revenue			
Facedrive Marketplace	$ 6,965	$ -	$ 6,965
Facedrive Rideshare	324,551	-	324,551
Licence fees	150,000	-	150,000
	$ 481,516	$ -	$ 481,516
December 31, 2020			
Long-lived assets	$ 11,124,330	$ 10,564,024	$ 21,688,354

35. RETROACTIVE RESTATEMENT

During the period ended June 30, 2020, the Company issued 800,000 Shares to Medtronics Online Solutions Ltd. for marketing and strategic consulting services. In accounting for the transaction, the Company did not take the lock-up restrictions that were included in the terms of the issuance of these locked-up shares into account. To correct for the error, the Company has restated the value of the share-based compensation for the comparative period to reflect a liquidity discount by discounting the value by 35.6%. The financial statements for the year ended December 31, 2020 reflects the correct accounting.

(Unaudited - In Canadian dollars, except where otherwise indicated)

The impact of the restatement to the condensed consolidated interim statements of comprehensive loss are below:

For the three months ended June 30, 2020:

		As previously filed		Restated		Impact
Sales and marketing	$	7,915,830	$	5,215,830	$	2,700,000
Net and comprehensive loss		(9,356,844)		(6,656,844)		2,700,000
Loss per share	$	(0.06)	$	(0.07)	$	0.01

For the six months ended June 30, 2020:

		As previously filed		Restated		Impact
Sales and marketing	$	8,490,737	$	5,790,737	$	2,700,000
Net and comprehensive loss		(10,854,986)		(8,154,986)		2,700,000
Loss per share	$	(0.07)	$	(0.09)	$	0.02

The impact of the restatement to the condensed consolidated interim statements of changes in equity are below:

		As previously filed		Restated		Impact
Capital stock	$	28,718,097	$	26,018,097	$	2,700,000
Deficit	$	(20,819,982)	$	(18,119,982)	$	2,700,000

36. SUBSEQUENT EVENTS

Amended agreement with Tally

On August 8, 2021, the Company entered into an Amended Agreement with Tally to amend the terms of the agreement dated August 7, 2020 (the "Original Agreement").

Under the terms of the Original Agreement, when the Lock-Up Period expires the Company has three possible options: (1) increase its ownership in Tally through a USD$1,000,000 investment (the "Tally Equity Option"); (2) provide Tally with a USD$1,000,000 loan (the "Tally Loan Option"); or (3) do nothing and forfeit certain securities (the "Tally Forfeiture Option"). These scenarios were contemplated to provide both the Company and Tally flexibility upon the one-year anniversary of the Tally Agreement when the Lock-Up Period ends.

The Amended Agreement removes the options upon the expiry of the Lock-Up Period described above.

Board of Directors and Management Changes

On August 25, 2021, Sayan Navaratnam provided notice of his intention to step down as Chief Executive Officer and Chairman of the Board of Directors (the "**Board**") of the Company effective September 1, 2021. Similarly, on August 25, 2021, Bill Kanters, a member of the Board, provided notice of his intention to resign as of September 1, 2021 and Heung Hung Lee also provided notice of her intention to transition out of her role as Chief Financial Officer of the Company effective as of September 24, 2021. Suman Pushparajah, the Company's current Chief Operating Officer and also a Director of the Company, will be promoted to the role of Chief Executive Officer while Junaid Razvi, a founder of the Company and also a Director, will be appointed as the Company's new Chairman of the Board as of September 1, 2021. The Company is in the process of discussing and interviewing possible replacements for the Chief Financial Officer position. Mujir Muneeruddin, current Executive Vice-President of M&A and Strategy and Chief Legal Officer of the Company, will be appointed as a Director of the Company on September 1, 2021 to fill the vacancy on the Board created by the departure of Mr. Navaratnam.