



NFT Technologies Inc.

Condensed Interim Financial Statements (Unaudited)

For the three and nine months ended September 30, 2022 and 2021

(Expressed in Canadian Dollars, unless otherwise noted)



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NFT Technologies Inc.
Condensed Interim Statements of Financial Position (Unaudited)
As of September 30, 2022 and December 31, 2021
Expressed in Canadian Dollars

	Notes	September 30, 2022 (unaudited)	December 31, 2021
ASSETS			
Current assets			
Cash and cash equivalents		\$ 465,497	\$ 3,918,120
Restricted cash		5,000	5,000
Prepaid expenses and deposits	5	1,102,866	106,740
Note and interest receivable	6	822,364	-
Digital assets	7	55,412	433,326
Total current assets		\$ 2,451,141	\$ 4,463,186
Non-current assets			
Property and equipment		21,321	23,495
Intangible assets	8	1,232,122	-
Investments	9	231,344	246,576
Total non-current assets		\$ 1,484,787	\$ 270,071
Total assets		\$ 3,935,928	\$ 4,733,257
LIABILITIES			
Current liabilities			
Trade payables and accrued liabilities		\$ 215,271	\$ 215,131
Advances payable		-	30,575
Total liabilities		\$ 215,271	\$ 245,706
SHAREHOLDERS' EQUITY			
Share capital	10	\$ 13,236,157	\$ 9,214,902
Share-based payment reserve	11	2,271,473	1,313,749
Share subscriptions receivable		(250,000)	(25,000)
Share subscriptions received in advance		550,000	-
Accumulated deficit		(12,086,973)	(6,016,100)
Total shareholders' equity		\$ 3,720,657	\$ 4,487,551
Total liabilities and shareholders' equity		\$ 3,935,928	\$ 4,733,257

Going concern (Note 1)

Commitments (Note 14)

Events after reporting period (Note 18)

Approved on behalf of the Board of Directors on November 9, 2022.

"Wayne Lloyd"

Director

"Kelly Allin"

Director

NFT Technologies Inc.**Condensed Interim Statements of Loss and Comprehensive Loss (Unaudited)****For the Three and Nine Months Ended September 30, 2022 and 2021**

Expressed in Canadian Dollars except number of shares

	Notes	Three months ended September 30		Nine months ended September 30	
		2022 (unaudited)	2021 (unaudited)	2022 (unaudited)	2021 (unaudited)
Revenue	15	\$ 29,466	\$ -	\$ 952,806	\$ -
Cost of sales		18,044	-	337,249	-
Gross profit		\$ 11,422	\$ -	\$ 615,557	\$ -
Expenses					
Development costs (recovery)	12	\$ 121,086	\$ 1,517,486	\$ 383,044	\$ 1,572,486
General and administration	12,16	978,535	639,757	3,891,051	870,034
Sales and marketing	12	413,282	127,381	1,244,728	391,018
Total expenses		\$ (1,512,903)	\$ (2,284,624)	\$ (5,518,823)	\$ (2,833,538)
Operating loss		\$ (1,501,481)	\$ (2,284,624)	\$ (4,903,266)	\$ (2,833,538)
Other income (expenses)					
Foreign exchange gain		\$ 4,333	\$ -	\$ 2,088	\$ -
Finance income	6	1,515	-	2,301	-
Listing costs		-	-	(546,786)	-
Gain/(Loss) from revaluation of digital assets	7	37,387	-	(100,964)	-
Loss from revaluation of investments	9	(1,626)	-	(515,232)	-
Other expenses		(4,284)	-	(9,014)	-
Net loss for the period		\$ (1,464,156)	\$ (2,284,624)	\$ (6,070,873)	\$ (2,833,538)
Other comprehensive income		-	-	-	-
Comprehensive loss for the period		\$ (1,464,156)	\$ (2,284,624)	\$ (6,070,873)	\$ (2,833,538)
Loss per share – basic and diluted		\$ (0.02)	\$ (0.05)	\$ (0.08)	\$ (0.14)
Weighted average number of common shares outstanding – basic and diluted		78,863,217	45,176,590	77,310,160	20,182,038

NFT Technologies Inc.
Condensed Interim Statements of Changes in Shareholders' Equity (Unaudited)
For the Nine Months Ended September 30, 2022 and 2021

Expressed in Canadian Dollars except number of shares

		Share capital	Share- based payment reserve	Share Subscriptions Receivable	Share Issuable	Accumulated deficit		Total shareholders' equity
Balance – December 31, 2020		\$ 1	\$ -	\$ -	\$ -	\$ -	\$	1
Shares issued in private placement		4,315,648	-	(271,948)	-	-		4,043,700
Share issuance costs		(147,084)	-	-	-	-		(147,084)
Issuance of RSUs		-	100	-	-	-		100
Shares issued upon conversion of RSUs		100	(100)	-	-	-		-
Share issued for service		170,000	-	-	-	-		170,000
Share issued for investment		178,763	-	-	2,176,638	-		178,763
Share subscription received		-	-	-	-	-		2,176,638
Share-based payments		-	51,854	-	-	-		51,854
Net loss and comprehensive loss for the period		-	-	-	-	(2,833,538)		(2,833,538)
Balance – September 30, 2021 (unaudited)		\$ 4,517,429	\$ 51,854	\$ (271,948)	\$ 2,176,638	\$ (2,833,538)	\$	3,640,435
Balance – December 31, 2021		\$ 9,214,902	\$ 1,313,749	\$ (25,000)	\$ -	\$ (6,016,100)	\$	4,487,551
Shares issued in private placements	10	1,645,263	-	(225,000)	550,000	-		1,970,263
Shares issued for investment	10	500,000	-	-	-	-		500,000
Shares issued for asset acquisition – Fuku	10	1,212,122	-	-	-	-		1,212,122
Issuance of RSUs	11	-	33	-	-	-		33
Shares issued upon conversion of RSUs	11	33	(33)	-	-	-		-
Share-based payments – PSU	11	-	321,316	-	-	-		321,316
Shares issued upon conversion of PSUs	11	660,000	(660,000)	-	-	-		-
Exercise of stock options	11	3,837	(506)	-	-	-		3,331
Share-based payments – stock options	11	-	1,296,914	-	-	-		1,296,914
Net loss and comprehensive loss for the period		-	-	-	-	(6,070,873)		(6,070,873)
Balance – September 30, 2022 (unaudited)		\$ 13,236,157	\$ 2,271,473	\$ (250,000)	\$ 550,000	(12,086,973)	\$	3,720,657

NFT Technologies Inc.
Condensed Interim Statements of Cash Flows (Unaudited)
For the Nine Months Ended September 30, 2022 and 2021
Expressed in Canadian Dollars

	September 30, 2022 (unaudited)	September 30, 2021 (unaudited)
OPERATING ACTIVITIES		
Net loss for the period	\$ (6,070,873)	\$ (2,833,538)
<i>Non-cash items:</i>		
Depreciation	6,571	513
Share-based payments	1,618,263	51,954
Finance income	(2,364)	-
Loss from revaluation of digital assets	100,964	-
Loss from revaluation of investments	515,232	-
<i>Changes in non-cash working capital items:</i>		
Restricted cash	-	-
Prepaid expenses and deposits	(996,128)	(100,000)
Trade payables and accrued liabilities	140	796,974
Advances payable	(30,575)	104,500
Net cash used in operating activities	\$ (4,858,770)	\$ (1,979,597)
INVESTING ACTIVITIES		
Proceeds of digital assets	276,950	-
Acquisition of property and equipment	(4,397)	(7,416)
Acquisition of intangible assets	(20,000)	-
Loan advances	(820,000)	-
Acquisition of Investment	-	(31,262)
Net cash used in investing activities	\$ (567,447)	\$ (38,678)
FINANCING ACTIVITIES		
Proceeds from private placement, net of share issue costs	1,970,263	-
Proceeds from share issued / share subscriptions received, net of share issue costs	-	6,010,169
Proceeds from exercise of stock options	3,331	-
Net cash provided by financing activities	\$ 1,973,594	\$ 6,010,169
Increase (decrease) in cash	(3,452,623)	3,991,894
Cash and cash equivalents, beginning of period	3,918,120	1
Cash and cash equivalents, end of period	\$ 465,497	\$ 3,991,895
Cash held with financial institutions	\$ 457,948	\$ 1
Cash held in trust account	7,549	-
Total cash and cash equivalents	\$ 465,497	\$ 1

Supplemental cash flow information

	September 30, 2022 (unaudited)	September 30, 2021 (unaudited)
Notes		
Shares issued for investments	\$ 500,000	\$ -
Shares issued on vesting of RSUs	33	-
Shares issued on vesting of PSUs	660,000	-
Shares issued for intangible assets	1,212,122	-

NOTE 1 – NATURE OF OPERATIONS AND GOING CONCERN

NFT Technologies Inc. (the “Company”) was incorporated in the province of British Columbia on March 1, 2016. The Company changed its name from 1066666 B.C. Ltd. to NFT Technologies Inc. on March 18, 2021. The Company’s head office is located at Suite 202, 1965 West 4th Avenue, Vancouver, BC, V6J 1M8.

The Company is working in the non-fungible token (“NFT”) space of unique digital assets and environments to develop new technologies, invest in digital assets to provide exposure to investment in NFTs and the metaverse, and advise creators and platforms in the space. The Company also works to develop infrastructure, assets, real estate, and IP in the metaverse, build and generate revenue from web3 games and assets, and bring insights and benefits to the public markets. By bridging the gap between traditional capital markets and the Web3 space, NFT Tech is mainstreaming decentralized ownership, NFTs, and the metaverse.

Going Concern

During the nine months ended September 30, 2022, the Company incurred a net loss of \$6,070,873 and negative cash flows from operating activities of \$4,858,770. As at September 30, 2022, the Company has an accumulated deficit of \$12,086,973. The Company generates revenue and is incurring costs to develop its business. Management carefully monitors cash outflows and seek additional sources of financing to ensure continued operations.

During the three and nine months ended September 30, 2022, the Company reduced significant amount of development costs as management concluded, in the first half of 2022, that the Company is no longer in its development phase of lifecycle, and also expects to remain diligent on its cost-cutting initiatives to effectively reduce operating losses for Q4 2022. The Company’s continuing operations as intended are dependent upon its ability to attain profitable operations and generate funds therefrom and raise equity capital or obtain the necessary financing sufficient to meet current and future obligations.

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

NOTE 2 – BASIS OF ACCOUNTING

These interim financial statements for the three and nine months ended September 30, 2022, have been prepared in accordance with IAS 34 *Interim Financial Reporting*, and should be read in conjunction with the Company’s last annual financial statements as at and for the year ended December 31, 2021 (‘last annual financial statements’). They do not include all the information required for a complete set of financial statements prepared in accordance with IFRS. However, selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in the Company’s financial position and performance since the last annual financial statements.

These condensed interim financial statements were authorized for issue by the Company’s board of directors on November 15, 2022.

NOTE 3 – USE OF JUDGEMENTS AND ESTIMATES

In preparing these interim financial statements, management has made judgments and estimates that affect the application of accounting policies and the reported amounts of assets and liabilities, income, and expense. Actual results may differ from these estimates.

The significant judgments made by management in applying the Company’s accounting policies and the key sources of estimation uncertainty were the same as those described in the last annual financial statements with exception of the following:

Effective April 1, 2022, the Company’s management concluded that the Company is no longer in its development phase of lifecycle as it gained traction in a number of development initiatives undertaken in the fiscal year of 2021 and first quarter of fiscal 2022. One of the significant milestones and triggers that led to this judgement is exercise of control over the digital wallets that were not controlled by the Company in previous periods.

NOTE 4 – SIGNIFICANT ACCOUNTING POLICIES

Except as described below, the accounting policies applied in these interim financial statements are the same as those applied in the Company's financial statements as at and for the year ended December 31, 2021.

The Company adopted the following accounting policies during the three and nine months ended September 30, 2022.

Intangible assets acquired separately

Intangible assets acquired separately are measured on initial recognition at cost and intangible assets acquired in a business combination are recognized at fair value at the date of acquisition. Intangible assets include intellectual property, rights, and patents. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses.

Intangible assets with finite lives are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization for finite life intangible assets is recognized in profit or loss. Intangible assets with indefinite lives are not amortized, however they are tested annually or more frequently when circumstances indicate that the carrying value may not be recoverable.

Intangible assets are amortized over their estimated useful lives, on a straight-line basis, as follows:

Intangible assets	Years
Intellectual property rights	5

An intangible asset is derecognized on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognized in profit or loss when the asset is derecognized.

Impairment of non-financial assets

The Company assesses the recoverable amount of non-financial assets, at each reporting period, for indicators of impairment. If any indication exists the Company estimates the recoverable amount for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or cash-generating unit (CGU) exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount which is the higher of fair value less costs of disposal and its value in use. In assessing value in use, the estimate future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. In determining fair value less costs of disposal, recent market transactions are considered or an appropriate valuation model is used. An impairment loss is recognized in the statement of profit or loss if the carrying amount of an asset or CGU exceeds its recoverable amount.

A previously recognized impairment loss is reversed when there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited to its recoverable amount and cannot exceed the carrying amount that would have been determined, net of depreciation and amortization, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of profit or loss.

Revenue

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

- Resale of digital assets acquired through simple agreements for future tokens (SAFT) at discounted prices
- Minting and resale of non-fungible tokens (NFTs)
- Play-to-earn gaming
- Commission earned on an auction site

The Company recognizes revenue in accordance with IFRS 15, *Revenue from contracts with customers*, which follows a five-step model to assess each contract of a sale or service to a customer: identify the legally binding contract, identify the performance obligations, determine the transaction price, allocate the transaction price, and determine whether revenue will be recognized at a point in time or over time. Revenue is recognized when a performance obligation is satisfied and the customer obtains control of promised goods and services. The amount of revenue recognized reflects the consideration to which the Company expects to be entitled to receive in exchange for these goods and services.

NFT Technologies Inc.

Notes to the Condensed Interim Financial Statements (Unaudited) For the Three and Nine Months Ended September 30, 2022 and 2021 Expressed in Canadian Dollars except otherwise noted

Digital Asset and NFT resale

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

Play-to-earn gaming

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

Auction fee sharing

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

NOTE 5 – PREPAID EXPENSES AND DEPOSITS

	September 30, 2022 (unaudited)	December 31, 2021
Insurance	\$ 177,500	\$ -
Investor relations	-	7,350
Marketing	-	99,390
General and administration	700	-
Advances for SAFTs and other deposits	924,668	-
Total prepaid expenses and deposits	\$ 1,102,868	\$ 106,740

NOTE 6 – NOTE AND INTEREST RECEIVABLE

On March 18, 2022, the Company entered into a non-binding letter of intent (the “Sherwa LOI”) with Sherwa Online Services Inc. (“Sherwa”) and certain of the founding shareholder of Sherwa (the “Sherwa Shareholders”), setting forth the terms and conditions of the proposed acquisition by the Company of all of the issued and outstanding shares of Sherwa (the “Sherwa Shares”) in consideration for 2,000,000 common shares of the Company.

During the nine months ended September 30, 2022, the Company advanced \$820,000 to Sherwa, evidenced by a promissory note issued by Sherwa to the Company in the amount of \$820,000, bearing interest at 1.0% per annum, and secured by a founding shareholder’s guarantee and pledge of 5,000,000 Sherwa Shares, representing approximately 39.03% of the total Sherwa Shares. The accrued interest of \$1,511 and \$2,301 were recognized in the statement of loss and comprehensive loss in the three and nine months ended September 30, 2022, respectively.

NOTE 7 – DIGITAL ASSETS

	ETH (units)	Fiat Equivalent of ETH (\$)	Coins and tokens other than ETH (\$)	NFTs ¹ (\$)	Gaming Guild NFTs ² (\$)	Total (\$)
Balance – December 31, 2020	-	-	-	-	-	-
Proceeds from private placement	9.00	36,285	-	-	-	36,285
Used in development activities	(9.00)	(36,285)	-	-	-	(36,285)

¹ NFTs held in wallets for future resale

² Gaming Guild gaming assets that generate play-to-earn revenues

NFT Technologies Inc.

Notes to the Condensed Interim Financial Statements (Unaudited)
For the Three and Nine Months Ended September 30, 2022 and 2021
Expressed in Canadian Dollars except otherwise noted

	ETH (units)	Fiat Equivalent of ETH (\$)	Coins and tokens other than ETH (\$)	NFTs ¹ (\$)	Gaming Guild NFTs ² (\$)	Total (\$)
Transfer from the bank account with a financial institution to the wallet	92.00	439,934	-	-	-	439,934
Loss from revaluation	-	(6,608)	-	-	-	(6,608)
Balance – December 31, 2021	92.00	433,326	-	-	-	433,326
Transfer from cash and cash equivalents and tokens received from SAFT arrangements	85.54	286,596	686,675	-	-	973,271
Transfer from wallets to cash and cash equivalents	(139.13)	(277,396)	(317,315)	-	-	(594,711)
Prepayment for SAFTs	-	-	(975,376)	-	-	(975,376)
Revenue	15.58	55,018	897,789	-	-	952,806
Cost of sales	(8.91)	(26,543)	(310,707)	-	-	(337,249)
Swaps, including purchases of digital assets in exchange for tokens or coins	(27.81)	(118,062)	(66,675)	94,035	90,328	(374)
Operating and development costs	(15.28)	(27,572)	(280,630)	-	-	(308,202)
Advances from related parties	-	-	12,887	-	-	12,887
Loss from revaluation of digital assets	-	(321,735)	395,191	(87,238)	(87,183)	(100,964)
Balance – September 30, 2022 (unaudited)	1.99	3,631	41,839	6,797	3,145	55,412

NOTE 8 – INTANGIBLE ASSETS

The Company entered the Fuku Purchase Agreement on March 17, 2022, pursuant to which the Company acquired from the vendor thereunder, all of such vendor's right, title and interest to the protocol and source code associated with the development of the Fuku Marketplace, together with all intellectual property rights associated therewith (collectively, the "Fuku Assets"). The total purchase price for the Fuku Assets was agreed between the Company and vendor as 1,212,122 common shares of the Company at \$1.00 per common share. The management concluded that this acquisition does not constitute a business combination, therefore an asset acquisition accounting was applied accordingly. The Company incurred \$20,000 of transaction costs which were capitalized. Given the recent high volatility of crypto markets, the Company has deferred the launch of Fuku tokens. Intangible assets are subject to an annual impairment test on Fuku Assets in accordance with IFRS IAS 36.

Pursuant to the Fuku Purchase Agreement, the vendor of the Fuku Assets has agreed and will contribute, for nine months following the closing of such transaction, transitional managerial support for the Fuku Marketplace and strategic consulting services to the Company for running the Fuku Marketplace.

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

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

- (1) The total contribution, following the closing of transaction, was \$400,000, which is offset by any amounts to developers for the launch of Fuku Marketplace, a decentralized digital marketplace, consisting of the client facing store front, instance-routing vault registry and registry vault wrapper. For the three and nine months ended September 30, 2020, the total payments to developers of Fuku Marketplace is \$230,338. The net contractual obligation balance is \$169,662 as of the date hereof. The vendor is to deliver the Fuku tokens for the Fuku contributions made by the Company at a future date.

NOTE 9 – INVESTMENTS

On August 11, 2021, the Company acquired \$31,262 in units of UN Fund I, a series of Evan Singh Luthra Funds, LP (the "Fund"), which has been formed under the laws of the State of Delaware for the primary purpose of purchasing, on a private placement's basis, the series of Unocoin Technologies, PTE. Ltd., a Singapore Private Limited Company. Fund GP, LLC, is a limited liability

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company also organized under the laws of the State of Delaware. Investment advisor is AngelList Advisor, LLC. The fair value was estimated based on the Fund's K-1 as of December 31, 2021. No gains or losses were reported for the three and nine months ended September 30, 2022.

On October 15, 2021, the Company entered into a binding letter of intent with the former CEO of the Company for the purchase of his holdings in Fantasy Revolution, S.A. a Portuguese company ("Realfevr"). The Company was to issue 833,333 common shares in exchange for 173,710 common shares of Realfevr. The parties entered into the share exchange agreement in relation to this transaction on January 11, 2022, at which time the 833,333 common shares were issued and the Company received the undertaking from the former CEO for the delivery for the Realfevr common shares upon completion of Realfevr's corporate reorganization. There is direct link between the \$FEVR token and the business because owners of the token get access to new packs. Since there is this connection management assumed that the \$FEVR is a good proxy for the usage demand. The value of the \$FEVR token declined in the period. The Company recognized gain from revaluation of investment in Realfevr of \$500 during the three months ended September 30, 2022 and recognized loss from revaluation of investment in Realfevr of \$395,893 during the nine months ended September 30, 2022 (the three and nine months ended September 30, 2021 - \$nil and \$nil respectively); the gain and loss were measured by reference to the decline in the \$FEVR token.

The Company recognized loss from revaluation of investment in Shima 1inch SPV LLC of \$2,126 and \$120,965 during the three and nine months ended September 30, 2022 respective (the three and nine months ended September 30, 2021 - \$nil and \$nil respectively). The fair value was estimated based on the quoted market price of 1INCH token as at September 30, 2022.

On July 7, 2022, the Company and Run it Wild Pty Ltd., a company organized under the laws of Australia ("Run it Wild"), entered into a definitive agreement for the acquisition of Run it Wild, a multidisciplinary blockchain, metaverse and NFT development studio. The Company appointed Adam De Cata as Chief Executive Officer of the Company. The transaction is anticipated to close in the fourth quarter of fiscal year of 2022.

NOTE 10 – SHARE CAPITAL

Authorized: Unlimited number of voting common shares

	Number of Shares	Amount
Issued and outstanding:		
Balance – December 31, 2020	1	\$ 1
Private placement (i) (ii) (iii) (iv) (v) (vi) (vii) (viii)	62,128,834	4,168,564
Shares issued upon exercise of RSUs (ix)	1,000,000	100
Shares issued to settle accounts payable (x)	1,225,000	170,000
Shares issued for investment (xi)	893,817	178,763
Balance – September 30, 2021 (unaudited)	65,247,651	\$ 4,517,428
Balance – December 31, 2021	73,791,241	\$ 9,214,902
Private placement (xii) (xvii) (xviii)	2,995,000	1,645,262
Shares issued for investment (xiii)	833,333	500,000
Shares issued for asset acquisition (xiv)	1,212,122	1,212,122
Shares issued upon exercise of RSUs (ix)	333,333	33
Shares issued upon vesting of PSUs (xv)	1,100,000	660,000
Shares issued upon exercise of stock options (xvi)	16,666	3,837
Balance – September 30, 2022 (unaudited)	80,281,695	\$ 13,236,156

(i) On April 28, 2021, the Company issued 20,483,334 common shares at \$0.0001 per share for gross proceeds of \$2,048 ("seed capital").

(ii) On July 12, 2021, the Company issued 1,850,000 common shares at \$0.05 per share for proceeds of \$92,500.

(iii) On July 28, 2021, the Company issued 4,450,000 common shares at \$0.05 per share for proceeds of \$222,500.

(iv) On July 29, 2021, the Company issued 20,470,000 common shares at \$0.05 per share for proceeds of \$1,023,500, of which \$60,000 is included in share subscriptions receivable as at September 30, 2021.

(v) On August 13, 2021, the Company issued 4,043,000 common shares at \$0.20 per share for proceeds of \$808,600.

(vi) On September 13, 2021, the Company issued 10,332,500 common shares at \$0.20 per share for proceeds of \$2,066,500, of which \$210,000 is included in share subscriptions receivable as at September 30, 2021.

(vii) On September 24, 2021, the Company issued 500,000 common shares at \$0.20 per share for proceeds of \$100,000.

(viii) During the nine months ended September 30, 2021, the Company incurred share issuance costs of \$147,084.

(ix) On April 22, 2021, the Company issued 1,000,000 common shares with a fair value of \$100 upon vesting of RSUs issued to the former CEO of the Company. On April 22, 2022, the Company issued 333,333 common shares with a fair value of \$33 upon vesting of RSUs.

(x) On July 26, 2021, the Company issued 500,000 common shares with a fair value of \$25,000 to settle debt of \$25,000. On September 13, 2021, the Company issued 725,000 common shares with a fair value of \$145,000 to settle debt of \$145,000. Included in this issuance was 700,000 common shares with a fair value of \$140,000 to settle debt of \$140,000 owed to the father of the former CEO.

(xi) On August 17, 2021, the Company issued 893,817 common shares with a fair value of \$178,763 to acquire 20,000 common shares of 2821840 Ontario Inc.

(xii) On March 3 and 8, 2022, the Company issued 1,495,000 common shares in two tranches at \$1.00 per common share for gross proceeds of \$1,495,000 pursuant to a non-brokered private placement.

(xiii) On January 13, 2022, the Company issued 833,333 common shares at \$0.60 per common share pursuant to the share exchange agreement with Fantasy Revolution, S.A. a Portuguese company ("Realfevr").

(xiv) On March 28, 2022, the Company issued 1,212,122 common shares at \$1.00 per common share pursuant to the Fuku Purchase Agreement dated March 17, 2022. In accordance with the Fuku Purchase Agreement, the Company acquired from the vendor thereunder, certain protocol and source code associated with the development of the Fuku Marketplace, together with all intellectual property rights associated therewith (collectively, the "Fuku Assets").

(xv) On May 25, 2022, the Company issued 1,100,000 common shares at \$0.60 per common shares upon vesting of 1,100,000 PSUs as the milestone was achieved. Refer to the Note 11 for more details.

(xvi) On May 26, 2022, the Company issued 16,666 common shares for proceeds of \$3,331. Upon exercise, \$506 related to the fair value of the stock options was reclassified from reserve to share capital.

(xvii) On September 26, 2022, the Company issued 1,500,000 common shares for gross proceeds of \$225,000. \$67,105 was related to the fair value of 1,500,000 warrants issued and reclassified to warrant reserve.

(xviii) During the nine months ended September 30, 2022, the Company incurred share issuance costs of \$7,633.

NOTE 11 – SHARE-BASED PAYMENT RESERVE

On January 14, 2022, the Company established a long-term performance incentive plan (the "Plan") which awards selected directors, officers, employees, and consultants the right to purchase a number of common shares. The Plan is intended to help the Company secure and retain the services and provide incentives for increased efforts for the success of the Company. The Board of Directors grants share awards from time to time based on its assessment of the appropriateness of doing so in light of the long-term strategic objectives of the Company, its current stage of development, the need to retain or attract particular key personnel, the number of share awards already outstanding and overall market conditions. Prior to the establishment of the Plan, issuance of stock options was performed on an ad-hoc basis and each grant was approved by the Board of Directors.

A. Share purchase warrants

The Company's warrants outstanding as at September 30, 2022 and December 31, 2021 and the changes for the year ended December 31, 2021 are as follows:

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	Number of Warrants	Weighted Average Exercise Price
Balance – December 31, 2020	-	\$ -
Issued	2,461,754	0.27
Balance – December 31, 2021	2,461,754	\$ 0.27

	Number of Warrants	Weighted Average Exercise Price
Balance – December 31, 2021	2,461,754	\$ 0.27
Issued (Note 10) (xvii)	1,500,000	0.30
Balance – September 30, 2022	3,961,754	\$ 0.28

Warrants outstanding as at September 30, 2022 and December 31, 2021 were as follows:

Expiry Date	Exercise Price	Outstanding Warrants
October 5, 2023	\$ 0.60	39,800
October 5, 2023	1.50	116,954
August 20, 2024	0.20	2,000,000
September 30, 2024	0.30	1,500,000
October 8, 2024	0.60	105,000
October 14, 2024	0.01	200,000
	\$ 0.28	3,961,754

Weighted average remaining contractual life of outstanding warrants is 2.66 years as at September 30, 2022 (2.6 years as at December 31, 2021).

b. Stock Options

Movements in the number of stock options outstanding and their related weighted average exercise prices are as follows:

	Number of Options	Weighted Average Exercise Price
Balance – December 31, 2019 and 2020	-	-
Granted	3,147,000	\$ 0.32
Balance – December 31, 2021	3,147,000	\$ 0.32
Granted	2,960,000	0.50
Forfeited	(63,334)	0.20
Cancelled	(40,000)	0.60
Exercised	(16,666)	0.20
Balance – September 30, 2022 (unaudited)	5,987,000	\$ 0.38

At the initial recognition date, the Company fair valued the options using the Black-Scholes option pricing model with the following weighted average assumptions:

	At initial recognition
Expected annual volatility	110%
Expected life (in years)	5.00
Expected dividend yield	0%
Risk-free interest rate	3.20%
Expected forfeiture rate	0%

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During the three and nine months ended September 30, 2022, the Company recognized share-based payments expense of \$135,915 and \$1,296,914 respectively (the three and nine months ended September 30, 2021 - \$51,854 and \$51,854 respectively) in share-based payment reserve. The weighted average grant date fair value of stock options for the nine months ended September 30, 2022 is \$0.31 (the nine months ended September 30, 2021 - \$0.03) per option.

The Company made a judgment on the expected annual volatility used in the Black-Scholes calculation due to the early stage of development of the industry and wide swings in values of digital assets and NFTs that the Company works with.

Stock options outstanding and exercisable at December 31, 2021 are as follows:

Range of Exercise Prices	Number of Options Outstanding	Weighted Average Contractual Life	Weighted Average Exercise Price	Number of Options Exercisable	Weighted Average Exercise Price
\$ 0.20	2,213,000	4.6	\$ 0.20	737,662	\$ 0.20
0.60	934,000	4.8	0.60	934,000	0.60
	3,147,000	4.6	\$ 0.32	1,671,662	\$ 0.32

Stock options outstanding and exercisable as at September 30, 2022 are as follows:

Range of Exercise Prices	Number of Options Outstanding	Weighted Average Contractual Life	Weighted Average Exercise Price	Number of Options Exercisable	Weighted Average Exercise Price
\$ 0.20	2,133,000	3.81	\$ 0.20	1,423,667	\$ 0.20
0.30	500,000	4.92	0.30	-	0.30
0.35	280,000	4.96	0.35	-	0.35
0.40	1,430,000	4.75	0.40	466,665	0.40
0.60	1,494,000	4.19	0.60	802,664	0.60
1.00	150,000	4.43	1.00	50,000	1.00
	5,987,000	4.29	\$ 0.38	2,742,996	\$ 0.37

c. Restricted share units (RSUs)

On April 22, 2021, the Company entered into an agreement with the former Chief Executive Officer of the Company whereby the Company issued 2,000,000 restricted share units ("RSU") with a fair value of \$100. The Company will issue one common share for each RSU upon vesting. The RSU's vest as follows: 1,000,000 vest upon execution of the agreement; 333,333 vest on April 22, 2022; 333,333 vest on October 22, 2022; and 333,334 vest on April 22, 2023. On July 20, 2022, the Company cancelled unvested 666,667 RSUs that were forfeited by the former CEO of the Company.

	Number of RSUs	Weighted Average Price
Balance – December 31, 2021	1,000,000	\$ 0.0001
Vested and converted	(333,333)	0.0001
Forfeited	(666,667)	0.0001
Balance – September 30, 2022 (unaudited)	-	\$ -

d. Performance share units (PSUs)

During the three and nine months ended September 30, 2022, the Company recognized share-based payments expense of \$135,915 and \$1,296,914 respectively related to PSUs issued (the three and nine months ended September 30, 2021 - \$51,854 and \$51,854 respectively).

	Number of RSUs	Weighted Average Price
Balance – December 31, 2021	1,100,000	\$ 0.60
Vested and exercised	(1,100,000)	0.60

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	Number of RSUs	Weighted Average Price
Balance – September 30, 2022 (unaudited)	-	\$ -

On May 25, 2022, the Company issued 1,100,000 common shares of the Company upon vesting of 1,100,000 PSUs due to completion of a go public transaction.

NOTE 12 – RELATED PARTY TRANSACTIONS AND BALANCES

Key management personnel compensation

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

The compensation awarded to key management personnel is as follows:

	Three months ended September 30		Nine months ended September 30	
	2022 (unaudited)	2021 (unaudited)	2022 (unaudited)	2021 (unaudited)
Management fees	\$ 82,684	\$ 177,208	\$ 352,478	\$ 366,896
Director fees	9,185	-	17,700	-
Share-based payments	86,133	4,774	384,195	4,774
Total compensation	\$ 178,002	\$ 181,982	\$ 754,373	\$ 371,670

The management and director fees owed to key management personnel:

	September 30, 2022 (unaudited)	December 31, 2021
As at:		
Former CEO	\$ -	\$ 22,073
Executive Chairman	141,000	112,584
Former CFOs	6,300	2,662
Total management fees payable included in trade payables and accrued liabilities balance in the statement of financial position	\$ 147,300	\$ 137,319

Other related party transactions

	Three months ended September 30		Nine months ended September 30	
	2022 (unaudited)	2021 (unaudited)	2022 (unaudited)	2021 (unaudited)
Development, marketing costs and consulting fees paid to a legal entity controlled by former CEO	\$ -	\$ 209,389	\$ 199,438	\$ 209,389
Other consulting fees charged by the entity controlled by former CFO	1,575	-	4,725	-
Share-based payments to the father of former CEO due to vesting of stock options	-	-	41,954	-
Total expenses incurred with legal entities and individuals related to key management personnel and the Company	\$ 1,575	\$ 209,389	\$ 246,117	\$ 209,389

Other related party balances

Balances from other related party transactions:

As at:	September 30, 2022 (unaudited)	December 31, 2021
Prepaid development costs charged by the legal entity controlled by former CEO (included in prepaid expenses balance)	\$ 44,898	\$ 99,390
Other balance owed to Executive Chairman (included in trade payables and accrued liabilities balance)	-	584

NOTE 13 – FINANCIAL INSTRUMENTS AND DIGITAL ASSETS

Fair values

When measuring the fair value of a financial asset, a liability or a digital asset, the Company uses observable market data as far as possible. Fair values are categorized into different levels in a fair value hierarchy based on the inputs in the valuation techniques as follows:

- Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

The following table illustrates the classification of the Company's financial instruments and digital assets within the fair value hierarchy as at September 30, 2022.

	Level 1	Level 2	Level 3	Total
Digital assets	\$ -	\$ 55,412	\$ -	\$ 55,412
Investments	-	-	231,344	231,344
	\$ -	\$ 55,412	\$ 231,344	\$ 286,756

Digital assets and risk management

Digital assets are measured using level two fair values, determined by taking the rate from Coingecko.com at 4PM Pacific Standard Time (PST).

Digital asset prices are affected by various forces including global supply and demand, interest rates, exchange rates, inflation and deflation, and the global political and economic conditions. The profitability of the Company is directly related to the current and future market price of digital assets; in addition, the Company not able to liquidate its holdings of digital assets at its desired price if required. A decline in the market prices for digital assets could negatively impact the Company's future operations. The Company has not hedged the conversion of any of its sales of digital assets.

Digital assets have a limited history and the fair value historically has been very volatile. Historical performance of digital assets is not indicative of their future performance. The Company's digital assets currently solely consist of ETH and stable coins.

As at September 30, 2022, had the market price of the Company's holdings of digital assets increased or decreased by 10% with all other variables held constant, the corresponding asset value increase or decrease respectively would amount to approximately \$5,500 (as at December 31, 2021- \$44,000).

Fair value estimates are made at a specific point in time, based on relevant market information and information about the financial instruments. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and, therefore, cannot be determined with precision. Change in assumptions could significantly affect the estimates.

Investments and risk management

Investments are measured using level three fair values, determined by valuation model and assumptions estimated by management.

Investment valuations are affected by various factors including financial position, results from operations and foreseeable future cash flows from operations of investees. Investees have limited history of operations and there is no certainty that their strategic objectives and goals will be achieved, and there is no guarantee that shareholders' value will increase or be sustained even if these strategic objectives and goals are achieved. Management recognizes and monitors performance of investees and makes appropriate adjustments to the assumptions and valuation model, if necessary. The investments valuations are susceptible to high volatilities and actual fair values may significantly differ from management's estimates.

The following table summarizes the classification of the Company's financial instruments under IFRS 9:

Financial assets	
Cash	Amortized cost
Restricted cash	Amortized cost
Note and interest receivable	Amortized cost
Investments	FVTPL
Financial liabilities	
Trade payables and accrued liabilities	Amortized cost
Advances payable	Amortized cost

Capital and Risk Management

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

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

Interest rate risk

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

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company generally relies on external financing or key management to provide sufficient liquidity to meet budgeted operating requirements. The following tables set forth details of the payment profile of financial liabilities based on their undiscounted cash flows as at December 31, 2021 and September 30, 2022:

	Total carrying amount		Contractual cash flows		Less than 1 year		1 to 5 years		More than 5 years	
December 31, 2021										
Trade payables and accrued liabilities	\$	215,131	\$	215,131	\$	215,131	\$	-	\$	-
Advances payable		30,575		30,575		30,575		-		-
Total	\$	245,706	\$	245,706	\$	245,706	\$	-	\$	-

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September 30, 2022	Total carrying amount	Contractual cash flows	Less than 1 year	1 to 5 years	More than 5 years
Trade payables and accrued liabilities	\$ 215,271	\$ 215,271	\$ 215,271	\$ -	\$ -
Total	\$ 215,271	\$ 215,271	\$ 215,271	\$ -	\$ -

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

Foreign currency risk

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

The table below indicates the foreign currencies to which the Company has significant exposure as at December 31, 2021 and September 30, 2022 in Canadian dollar terms:

	September 30, 2022 (unaudited)	December 31, 2021
Cash	\$ 56,357	\$ 419,931
Trade payables and accrued liabilities	(32,850)	(57,985)
Net monetary assets	\$ 23,507	\$ 361,946

Assuming all other variables remain constant, a fluctuation of +/- 5.0% in the exchange rate between CAD and USD would impact the net loss by approximately \$1,000 in the nine months ended September 30, 2022.

NOTE 14 – COMMITMENTS

On November 5, 2021, the Company entered into an advisory services agreement (the "ECMB Agreement") with ECMB Capital Partners Inc. ("ECMB"), pursuant to which the Company agreed to pay to ECMB, in exchange for investor relation services provided by ECMB during the term: (i) a corporate finance fee in amounts equal to one percent (1%) of the gross proceeds of the placement of equity or debt received by the Company as a result of introductions made by or transactions managed by ECMB; (ii) a strategic transaction fee in amounts equal to six percent (6%) of the gross proceeds received by the Company in connection to any strategic transaction initiated by ECMB, including, but not limited to, mergers, acquisitions, and strategic agreements; and (iii) an option (the "ECMB Option") to purchase up to 51,000 common shares in the Company following any public offering by the Company ("Potential Offering"). The exercise price of the ECMB Option shall be the lesser of either the published common share offering price under a Potential Offering or \$0.60. The ECMB Option is payable to ECMB within thirty (30) days of any public offering, exercisable for a period of a two-year, and shall be issued in thirds (17,000 units per issuance) with six (6) month periods between issuances. The term of the ECMB Agreement is for twelve months, with an automatic renewal for an additional twelve months.

On March 18, 2022, the Company entered into a non-binding letter of intent (the "Sherwa LOI") with Sherwa Online Services Inc. ("Sherwa") and certain of the founding shareholders of Sherwa (the "Sherwa Shareholders"), setting forth the terms and conditions of the proposed acquisition by the Company of all of the issued and outstanding shares of Sherwa (the "Sherwa Shares") in consideration for 2,000,000 common shares of the Company.

As discussed in the Note 8, the Company has the following commitments as a result of the Fuku Assets acquisition:

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

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- (1) The total contribution, following the closing of transaction, was \$400,000, which is offset by any amounts to developers for the launch of Fuku Marketplace, a decentralized digital marketplace, consisting of the client facing store front, instance-routing vault registry and registry vault wrapper. For the nine months ended September 30, 2020, the total payments to developers of Fuku Marketplace is \$230,338. The net contractual obligation balance is \$169,662 as of the date hereof. The vendor is to deliver the Fuku tokens for the Fuku contributions made by the Company at a future date.

On July 7, 2022, the Company and Run it Wild Pty Ltd., a company organized under the laws of Australia ("Run it Wild"), entered into a definitive agreement for the acquisition of Run it Wild, a multidisciplinary blockchain, metaverse and NFT development studio. The Company appointed Adam De Cata as Chief Executive Officer of the Company. The transaction is anticipated to close in the fourth quarter of fiscal year of 2022.

NOTE 15 – REVENUE

The Company's operations and main revenue streams are described in Note 4. The Company's revenues cannot be disaggregated by geography as the counterparty's jurisdiction is not readily identifiable. Revenues by business segment are disclosed below:

	Three months ended September 30		Nine months ended September 30	
	2022 (unaudited)	2021 (unaudited)	2022 (unaudited)	2021 (unaudited)
Token sales	\$ 24,007	\$ -	\$ 700,827	\$ -
NFT sales	890	-	48,972	-
Play-to-earn gaming (Gaming Guild)	59	-	70,183	-
Auction fee sharing	4,511	-	132,824	-
Total revenue	\$ 29,466	\$ -	\$ 952,806	\$ -

NOTE 16 – GENERAL AND ADMINISTRATION EXPENSES

	Three months ended September 30		Nine months ended September 30	
	2022 (unaudited)	2021 (unaudited)	2022 (unaudited)	2021 (unaudited)
Salaries, wages and benefits	\$ 235,973	\$ -	\$ 838,692	\$ -
Professional and consulting fees	469,513	566,160	1,112,171	795,014
Business development	2,779	-	4,651	-
Office costs	132,095	-	266,198	22,553
Business loss	-	-	111,609	-
Share-based payments	135,915	51,854	1,551,159	51,954
Amortization and depreciation	2,260	513	6,571	513
Total general and administration expenses	\$ 978,535	\$ 639,757	\$ 3,891,051	\$ 870,034

NOTE 17 – SEGMENT REPORTING

The Company operates in one operating segment. For the purpose of segment reporting, the Company's Executive Chairman is the Chief Operating Decision Maker. The determination of the Company's operating segment is based on its organization structure and how the information is reported to the Executive Chairman on a regular basis.

The Company's non-current assets by country are as follows:

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	September 30, 2022 (unaudited)	December 31, 2021
Canada	\$ 21,321	\$ 23,495
Singapore	31,262	31,262
Portugal	103,607	-
USA	1,328,597	215,314
Total non-current assets	\$ 1,484,787	\$ 270,071

NOTE 18 – EVENTS AFTER REPORTING PERIOD

On October 11, 2022, the Company completed the first tranche of non-brokered private placement of units for gross proceeds of \$1,005,000 through the sale of 6,699,999 units at a price of 0.15 per unit, which is comprised of one common share of the Company and one warrant to purchase a common share of the Company. Each warrant is exercisable at a price of \$0.30 per share at any time for a period of two years.