



## **DelphX Capital Markets Inc.**

### **Unaudited Interim Consolidated Financial Statements**

**(Expressed in Canadian dollars)**

**As at and for the three and nine months ended  
September 30, 2022 and 2021**

#### **NOTICE TO READER**

The accompanying unaudited interim consolidated financial statements of DelphX Capital Markets Inc. (formerly, Seaside Exploration Partners) have been prepared by and are the responsibility of management. These unaudited interim consolidated financial statements as at and for the three and nine months ended September 30, 2022 and 2021 have not been reviewed by the Company's auditors.

## MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

The accompanying unaudited interim consolidated financial statements of DelphX Capital Markets Inc., are the responsibility of the management and the Board of Directors (the "Board") of the Company and have been prepared in accordance with the accounting policies disclosed in the notes to the unaudited interim consolidated financial statements. Where necessary, management has made informed judgments and estimates in accounting for transactions which were not complete at the statement of financial position date. In the opinion of management, the interim unaudited consolidated financial statements have been prepared within acceptable limits of materiality and are in accordance with International Accounting Standard 34 Interim Financial Reporting of International Financial Reporting Standards using accounting policies consistent with International Financial Reporting Standards appropriate in the circumstances.

The Board is responsible for reviewing and approving the unaudited interim consolidated financial statements together with other financial information of the Company and for ensuring that management fulfills its financial reporting responsibilities. An Audit Committee assists the Board in fulfilling this responsibility. The Audit Committee meets with management to review the financial reporting process and the unaudited interim consolidated financial statements together with other financial information of the Company. The Audit Committee reports its findings to the Board for its consideration in approving the unaudited interim consolidated financial statements together with other financial information of the Company for issuance to the shareholders.

## MANAGEMENT'S ASSESSMENT OF INTERNAL CONTROL OVER FINANCIAL REPORTING ("ICFR")

Management is responsible for establishing and maintaining adequate internal control over the Company's financial reporting.

As the Company is a Venture Issuer (as defined under *National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings*) ("**NI 52-109**"), the Company and Management are not required to include representations relating to the evaluation, design, establishment and/or maintenance of disclosure controls and procedures ("**DC&P**") and/or ICFR, as defined in NI 52-109, **nor has it completed such an evaluation**. Inherent limitations on the ability of the certifying officers to design and implement on a cost-effective bases DC&P and ICFR for the issuer may result in additional risks of quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

*"Patrick Wood"*

Patrick Wood  
Chief Executive Officer

November 18, 2022

*"Simon Selkrig"*

Simon Selkrig  
Chief Financial Officer

November 18, 2022

**DelphX Capital Markets Inc.**  
**Unaudited Interim Consolidated Statements of Financial Position**  
*(expressed in Canadian dollars)*

As at	September 30, 2022	December 31, 2021
<b>Assets</b>	<b>\$</b>	<b>\$</b>
<b>Current assets</b>		
Cash	264,954	1,472,630
Harmonized sales taxes recoverable	142,614	59,849
Deposits and prepaid expenses (note 8)	168,417	132,206
<b>Total current assets</b>	<b>575,985</b>	<b>1,664,685</b>
Right-of-use asset (note 10)	-	141,842
<b>Total assets</b>	<b>575,985</b>	<b>1,806,527</b>
<b>Liabilities</b>		
<b>Current liabilities</b>		
Accounts payable and accrued liabilities (note 11)	2,863,483	2,582,520
Current portion of lease liabilities (note 12)	-	123,814
Due to related parties (note 9)	-	66,666
<b>Total current liabilities</b>	<b>2,863,483</b>	<b>2,773,000</b>
Lease liabilities (note 12)	-	59,697
<b>Total liabilities</b>	<b>2,863,483</b>	<b>2,832,697</b>
<b>Shareholders' deficiency</b>		
Share capital (note 13)	22,415,199	20,594,328
Contributed surplus (note 15)	4,316,424	4,316,424
Warrants (note 14)	1,651,783	1,652,725
Deficit	(31,127,944)	(27,921,673)
Accumulated other comprehensive income	475,041	332,026
<b>Total shareholders' deficiency</b>	<b>(2,287,498)</b>	<b>(1,026,170)</b>
<b>Total liabilities and shareholders' deficiency</b>	<b>575,985</b>	<b>1,806,527</b>

Going concern (note 1)  
Subsequent events (note 22)

Approved for issuance by the Board on November 18, 2022

\_\_\_\_\_  
"Salim Hasham", Director

\_\_\_\_\_  
"Steven Mannik", Director

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

**DelphX Capital Markets Inc.**  
**Unaudited Interim Consolidated Statements of Loss**  
*(expressed in Canadian dollars)*

	Three months ended		Nine months ended	
	Sept 30, 2022	Sept 30, 2021	Sept 30, 2022	Sept 30, 2021
	\$	\$	\$	\$
<b>Expenses</b>				
Administration (note 17)	309,713	275,268	1,814,339	578,694
Depreciation (note 10)	-	26,595	142,771	79,785
Foreign exchange losses (gains)	14,728	(90,139)	20,952	5,445
Legal and regulatory (note 17)	177,381	135,348	1,082,399	480,502
Interest and bank charges	3,217	3,506	8,690	6,934
Investor relations and public report	22,839	24,427	117,597	48,799
Marketing and sales (note 17)	-	-	-	53,959
Research and development (notes 17 & 18)	13,679	-	42,919	40,876
Share-based compensation (note 15.2)	-	774,432	-	1,316,164
	541,557	1,149,437	3,229,667	2,610,868
<b>Other income (expense)</b>				
Interest expense	(35)	(4,104)	(185)	(43,312)
Interest accretion on convertible debentures	-	(6,530)	(8,116)	(43,228)
Sub-lease income (note 16)	-	22,262	31,696	70,190
	(35)	11,628	23,395	(16,350)
<b>Loss</b>	<b>(541,592)</b>	<b>(1,290,948)</b>	<b>(3,206,271)</b>	<b>(2,625,419)</b>
<b>Basic and fully-diluted loss and comprehensive loss per share</b>	<b>(0.01)</b>	<b>(0.01)</b>	<b>(0.03)</b>	<b>(0.03)</b>
<b>Weighted average number of common shares outstanding</b>	<b>125,110,178</b>	<b>114,913,304</b>	<b>123,192,316</b>	<b>104,957,102</b>

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

**DelphX Capital Markets Inc.**  
**Unaudited Interim Consolidated Statements of Changes in Shareholders' Deficiency**  
*(expressed in Canadian dollars)*

	Three months ended		Nine months ended	
	Sept 30, 2022	Sept 30, 2021	Sept 30, 2022	Sept 30, 2021
	\$	\$	\$	\$
Loss	(541,592)	(1,037,809)	(3,206,271)	(2,627,218)
Translation gain (loss)	244,699	(153,139)	125,015	1,799
<b>Comprehensive loss</b>	<b>(296,893)</b>	<b>(1,290,948)</b>	<b>(3,081,257)</b>	<b>(2,625,419)</b>
<hr/>				
<b>As at</b>			Sept 30, 2022	December 31, 2021
			\$	\$
AOCI, opening			332,026	324,740
Other comprehensive income (loss)			125,015	7,286
<b>AOCI, ending</b>			<b>457,041</b>	<b>332,026</b>

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**DelphX Capital Markets Inc.**  
**Unaudited Interim Consolidated Statements of Changes in Shareholders' Deficiency**  
*(expressed in Canadian dollars)*

	Share capital		Equity component of convertible debt	Warrants	Contributed surplus	AOCI	Deficit	Total
	Number of shares	Amount						
		\$	\$	\$	\$	\$	\$	\$
Balance at December 31, 2020	96,606,542	17,484,453	66,158	684,230	2,013,138	324,740	(24,669,196)	(4,096,477)
Shares issued for cash	12,700,000	2,880,000	-	-	-	-	-	2,880,000
Cost of issuance	-	(280,857)	-	(13,864)	-	-	-	(294,721)
Fair value of issued warrants	-	(268,369)	-	268,369	-	-	-	-
Fair value of issued finder warrants	-	(326,797)	-	326,797	-	-	-	-
Shares issued for debt	626,809	401,158	-	-	-	-	-	401,158
Shares issued on conversion of debt	4,133,334	620,000	(66,158)	-	66,158	-	-	620,000
Fair value of warrants issued on conversion of debt	-	(289,333)	-	289,333	-	-	-	-
Fair value of warrants on maturity extension	-	(152,183)	-	152,183	-	-	-	-
Shares issued on exercise of options	1,157,625	54,000	-	-	-	-	-	54,000
Fair value of shares issued on option exercise	-	41,397	-	-	(41,397)	-	-	-
Shares issued on exercise of warrants	615,000	61,500	-	-	-	-	-	61,500
Fair value of exercised warrants	-	20,950	-	(20,950)	-	-	-	-
Shares issued on exercise of finder warrants	217,233	43,447	-	-	-	-	-	43,447
Fair value of exercised finder warrants	-	21,493	-	(21,493)	-	-	-	-
Expiry of finder warrants	-	-	-	(11,880)	11,880	-	-	-
Adjustment for settlement amounts due to related parties	-	1,326,148	-	-	-	-	-	1,326,148
Share-based compensation	-	-	-	-	1,316,164	-	-	1,316,164

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**DelphX Capital Markets Inc.**  
**Unaudited Interim Consolidated Statements of Changes in Shareholders' Deficiency**  
*(expressed in Canadian dollars)*

Loss and comprehensive loss	-	-	-	-	-	1,799	(2,627,218)	(2,625,419)
Balance at September 30, 2021	116,056,543	20,310,859	-	1,652,725	3,365,943	326,539	(27,296,414)	(1,640,348)
Shares issued on exercise of options	1,910,000	191,500	-	-	-	-	-	191,500
Fair value of exercised options	-	91,969	-	-	(91,969)	-	-	-
Share-based compensation	-	-	-	-	1,042,450	-	-	1,042,450
Loss and comprehensive loss	-	-	-	-	-	5,487	(625,259)	(619,772)
Balance at December 31, 2021	117,966,543	20,594,328	-	1,652,725	4,316,424	332,026	(27,921,873)	(1,026,170)
<b>Shares issued for cash</b>	<b>9,808,442</b>	<b>1,771,800</b>						<b>1,771,800</b>
<b>Shares issued for debt</b>	<b>47,617</b>	<b>8,571</b>						<b>8,571</b>
<b>Shares issued on exercise of options</b>	<b>270,000</b>	<b>40,500</b>	-	-	-	-	-	<b>40,500</b>
<b>Cash cost of issuance</b>								-
<b>Fair value of issued warrants</b>								-
<b>Fair value of finder warrants</b>								-
<b>Fair value of exercised options</b>				(942)				(942)
<b>Expiry of warrants</b>								-
<b>Expiry of finder warrants</b>								-
<b>Share-based compensation</b>								-
<b>Loss and comprehensive loss</b>						125,015	(3,206,271)	(4,482,017)
<b>Balance at September 30, 2022</b>	<b>128,092,602</b>	<b>22,415,199</b>	-	<b>1,651,783</b>	<b>4,316,424</b>	<b>457,041</b>	<b>(31,127,944)</b>	<b>(2,287,497)</b>

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

**DelphX Capital Markets Inc.**  
**Unaudited Interim Consolidated Statements of Cash Flows**  
*(expressed in Canadian dollars)*

Nine months ended	Sept 30, 2022	Sept 30, 2021
	\$	\$
<b>Operating activities</b>		
Net loss	(3,206,271)	(2,627,218)
Non-cash items:		
Depreciation on ROU assets	142,771	79,785
Interest income	150	(2,250)
Interest accretion	8,115	43,228
Shares issued for accrued convertible debenture interest	-	147,300
Share-based compensation	-	1,316,164
Net change in non-cash working capital <i>(note 20)</i>	159,188	(1,093,270)
<b>Cash (used for) provided from operating activities</b>	<b>(2,896,047)</b>	<b>(810,113)</b>
<b>Financing activities</b>		
Exercise Options	40,500	54,000
Exercise warrants	-	104,947
Issuance of common shares (net of issuance costs)	1,780,371	2,585,279
Repayment of lease liability <i>(note 10)</i>	(67,796)	(101,135)
<b>Cash provided from financing activities</b>	<b>1,753,075</b>	<b>2,643,091</b>
<b>Effect of foreign exchange cash</b>	<b>(64,704)</b>	<b>21,074</b>
<b>(Decrease) increase in cash for the period</b>	<b>(1,207,676)</b>	<b>1,854,052</b>
Cash, beginning of the year	1,472,630	181,709
<b>Cash, end of the period</b>	<b>264,954</b>	<b>2,035,761</b>

**Supplemental cash flow information *(note 21)***

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**DelphX Capital Markets Inc.**  
**As at and for the three and nine months ended Sept 30, 2022 and 2021**  
**Notes to the Unaudited Interim Consolidated Financial Statements**  
*(expressed in Canadian dollars)*

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**1. General information and going concern**

DelphX Capital Markets Inc. (“**DelphX**” or the “**Company**”) was incorporated as Seaside Exploration Partners Corp. (“**Seaside**”) on October 21, 2016, pursuant to the *Business Corporations Act* (British Columbia), and was a Capital Pool Company, pursuant to the policies of the TSX Venture Exchange (“**TSXV**”). On April 25, 2018, DelphX Corporation and Seaside completed a Qualifying Transaction (“**QT**”), as is defined pursuant to TSXV Policy 2.4, pursuant to a definitive share-exchange agreement dated December 12, 2017. The QT constituted a reverse take-over (“**RTO**”) of Seaside. Prior to the QT, Seaside had a fiscal year end of January 31<sup>st</sup>, which has been changed to December 31<sup>st</sup> to coincide with the reporting year end of the DelphX Corporation (the RTO accounting acquirer).

The principal address of the Company is 15 Prince Arthur Avenue, Toronto, Ontario, M5R 1B2. DelphX’s principal business activity is to develop and operate a global facility for transparent offering, purchase, sale, collection and storage of certain fixed income securities and derivatives, and to manage data, research, analytics and valuations of such instruments.

These unaudited interim consolidated financial statements (the “**Consolidated Financial Statements**”) have been prepared using International Financial Reporting Standards (“**IFRS**”) applicable to going concern, which contemplates the realization of assets and settlement of liabilities as they fall due in the normal course of business for the foreseeable future. The Company is in the development stage and has not yet realized profitable operations and has relied on non-operational sources of financing to fund operations. DelphX’s ability to continue as a going concern is dependent on successfully executing its business plan, which includes the raising of additional funds. The Company will continue to seek additional forms of debt or equity financing, but it cannot provide assurance that it will be successful in doing so. These material uncertainties cast significant doubt as to the ability of the Company to continue as a going concern. The Consolidated Financial Statements do not reflect the adjustments to the carrying amounts of assets and liabilities and the reported expenses and consolidated statement of financial position classifications that would be necessary if the Company were unable to realize its assets and settle its liabilities as a going concern in the normal course of operations. Such adjustments could be material.

The Company’s operations could be significantly adversely affected by the effects of a widespread global outbreak of a contagious disease, including the recent outbreak of respiratory illness caused by Novel Coronavirus (“**COVID-19**”). The Company cannot accurately predict the impact COVID-19 will have on its operations and the ability of others to meet their obligations with the Company, including uncertainties relating to the ultimate geographic spread of the virus, the severity of the disease, the duration of the outbreak, and the length of travel and quarantine restrictions imposed by governments of affected countries. In addition, a significant outbreak of contagious diseases in the human population could result in a widespread health crisis that could adversely affect the economies and financial markets of many countries, resulting in an economic downturn that could further affect the Company’s operations and ability to finance its operations.

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## **2. Basis of preparation**

### **2.1 Statement of compliance**

These unaudited interim consolidated financial statements (the “**Interim Consolidated Financial Statements**”), including comparatives, have been prepared in accordance with *International Accounting Standards (“IAS”) 34 ‘Interim Financial Reporting’* using accounting policies consistent with the IFRS issued by the International Accounting Standards Board (“**IASB**”) and Interpretations of the International Financial Reporting Interpretations Committee (“**IFRIC**”).

The Interim Consolidated Financial Statements were approved and authorized for issuance by the Board on November 18, 2022.

### **2.2 Basis of presentation and measurement**

The Interim Consolidated Financial Statements have been prepared on a historical cost basis, except for financial instruments that are measured on amortized cost or fair value. In addition, these unaudited interim consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information.

The preparation of the Interim Consolidated Financial Statements in accordance with IFRS requires the use of certain accounting estimates. It also requires management to exercise its judgment in the process of applying the Company’s accounting policies.

### **2.3 Basis of consolidation**

The Interim Consolidated Financial Statements have also been prepared in accordance with *International Accounting Standards (“IAS”) 34 ‘Interim Financial Reporting’* using accounting policies consistent with the IFRS issued by the International Accounting Standards Board (“**IASB**”) and Interpretations of the International Financial Reporting Interpretations Committee (“**IFRIC**”). They consolidate the accounts of the Company and all its subsidiaries. The Company acquired 100% of the issued and outstanding shares of DelphX Services Corporation (“**DSC**”) on November 27, 2017. DSC is an SEC-registered securities broker-dealer that was previously owned by the Company’s President and CEO and has an objective to manage the DelphX Alternative Trading System (“**ATS**”). The Company’s other wholly-owned subsidiaries are as follows: DelphX Data Corporation (incorporated on February 21, 2018, pursuant to the laws of Canada), the Company’s Canadian operations entity; Quantem Capital Corporation (incorporated on April 11, 2018, pursuant to the laws of Bermuda) (inactive), Quantem Capital LLC (a limited liability company formed on September 3, 2021, pursuant to the laws of Delaware) and DelphX Corporation (incorporated on February 18, 2016, pursuant to the laws Delaware, USA), the Company’s US operations entity. The Interim Consolidated Financial Statements include the financial position, results of operations and cash flows of its subsidiaries subsequent to acquisition or formation.

A subsidiary is an entity over which the Company has control, whereby control is defined as the power to direct activities of an entity that significantly affect the entity’s returns so as to obtain benefit from its activities. Control is presumed to exist where the Company has ownership of more than one-half of the voting rights in its subsidiaries. The effect of potential voting rights that are currently exercisable are considered when assessing whether control exists. Subsidiaries are fully consolidated from the date control is acquired or transferred to the Company and de-consolidated from the date at which the control ceases.

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**3. Adoption of new standards and pending accounting pronouncements**

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods commencing on or after January 1, 2021. The following IFRS amended standards have been issued but not yet adopted, as they are being evaluated to determine their impact on the Company.

IFRS 10 – Consolidated Financial Statements and IAS 28 – Investments in Associates and Joint Ventures were amended in September 2014 to address a conflict between the requirements of IAS 28 and IFRS 10 and clarify that in a transaction involving an associate or joint venture, the extent of gain or loss recognition depends on whether the assets sold or contributed constitute a business. The effective date of the amendments to IFRS 10, is yet to be determined, however early adoption is permitted. The Company has not yet adopted this standard and is assessing its impact on its consolidated financial statements.

IAS 1 – Presentation of Financial Statements. In January 2020, the classification of liabilities as current or non-current was amended. An entity shall apply the amendments for annual reporting periods on or after January 1, 2023, retrospectively in accordance with IAS 8 – Accounting Policies, changes in accounting estimates and errors. The Company has not yet adopted this amendment and is currently assessing the effects on its consolidated financial statements.

IAS 16 – Property, Plant and Equipment – Proceeds before Intended Use. The Standard was amended in 2020 to provide for the costs of testing whether a product is functioning properly in accordance with management's expectations and the disclosure of those costs. An entity shall apply the amendments for annual reporting periods on or after January 1, 2022, with early adoption permitted. The Company has not yet adopted this amendment and is currently assessing the effects on its consolidated financial statements.

IAS 37 – Provisions contingent liabilities and contingent assets. The Standard was amended in May 2020 to expand on the definition of onerous contracts and the costs to be included in fulfilling a contract. An entity shall apply the amendments for annual reporting periods on or after January 1, 2022, with early adoption permitted. The Company has not yet adopted this amendment and is currently assessing the effects on its consolidated financial statements.

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**4. Summary of significant accounting policies**

**4.1 Basic earnings per share**

The basic earnings (loss) per share is computed by dividing the net income (loss) by the weighted average number of common shares outstanding during the year. The diluted loss per share reflects the potential dilution of common share equivalents, such as outstanding stock options and share purchase warrants, in the weighted average number of common shares outstanding during the year, if dilutive. The "treasury stock method" is used for the assumed proceeds upon the exercise of the options and warrants that are used to purchase common shares at the average market price during the year.

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#### **4.2 Convertible debentures**

The net proceeds received from the issuance of convertible bonds or debentures are bifurcated into a liability element and an equity component at the date of issue. The fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible debt. The difference between the proceeds of issue and the fair value assigned to the liability component (representing the embedded derivative to convert the liability into equity) is included in equity and is not re-measured. The liability component is carried at amortized cost.

Cost of issuance are apportioned between the liability and equity components of the convertible debt based on their relative carrying amounts at the date of issue. The portion applicable to equity is charged directly to equity.

The interest expense on the liability component is calculated by applying the prevailing market interest rate, at the time of issue, for similar non-convertible debt to the liability component of the security. The difference between this amount and the interest paid, is added to the carrying amount of the convertible debt.

#### **4.3 Critical accounting estimates and judgements**

Application of accounting policies requires management to use estimates and judgments that can have significant effect on the revenues, expenses, comprehensive loss, assets and liabilities recognized and disclosures made in the consolidated financial statements.

Management's best estimates concerning the future are based on the facts and circumstances available at the time estimates are made. Management uses historical experience, general economic conditions and assumptions regarding probable future outcomes as the basis for determining estimates. Estimates and their underlying assumptions are reviewed periodically, and the effects of any changes are recognized immediately. Actual results could differ from the estimates used.

The following areas require management's significant accounting estimates and judgments:

##### **Significant accounting estimates**

- i. Fair value of options and warrants: Determining the fair value of warrants and stock options requires judgments related to the choice of a pricing model, the estimation of volatility, the expected forfeiture rate and the expected term of the underlying instruments. Any changes in the estimates or inputs utilized to determine fair value could result in a significant impact on the Company's future operating results or on other components of equity.
- ii. Convertible debentures: The Company measures the fair value of the liability component of debt using a valuation technique significantly dependent on the assumption of a market rate of interest that would be payable on a similar debt instrument that does not include an option to convert to equity. Similarly, when debt is issued to non-arm's length individuals to the Company, a market rate of interest is required to determine the fair value of the instrument on initial recognition. The derived fair value estimate cannot always be substantiated by comparison with independent markets.

##### **Significant accounting judgments**

- i. Valuation of right-of-use asset and lease liabilities: The application of IFRS 16 requires the Company to make judgments that affect the valuation of the right-of use assets and the

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valuation of lease liabilities. These include the following, determining agreements in scope of IFRS 16, determining the contract term and determining the interest rate used for discounting of future cash flows. The lease term determined by the Company is comprised of the non-cancellable period of lease agreements, periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. The present value of the lease payment is determined using a discount rate representing the Company's incremental borrowing rate.

- ii. Deferred tax assets: Deferred tax assets including those arising from tax loss carryforwards, require management to assess the likelihood that the Company will generate sufficient taxable earnings in future periods in order to utilize recognized deferred tax assets. Assumptions about the generation of future taxable profits depend on management's estimates of future cash flows. In addition, future changes in tax laws could limit the ability of the Company to obtain tax deductions in future periods. To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Company to realize the net deferred tax assets recorded at the reporting date could be impacted.
- iii. Going concern: Management has made significant judgements relating to going concern as disclosed in note 1.

#### **4.4 Equity**

The common shares, warrants and options are classified as equity. Costs, such as commissions, professional fees and regulatory fees directly attributable to common shares that are issued, are deducted from the proceeds of the offering. Share capital issued for other than cash is valued at the price at which the stock trades on the date of issuance. Contributed surplus includes the value of share-based payments and expired warrants. Accumulated deficits include all current and prior period retained losses.

#### **4.5 Financial Instruments**

Financial assets and financial liabilities are recognized in the Company's statements of financial position when the Company becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Except for financial assets and financial liabilities at FVTPL, transaction costs that are directly attributable to the acquisition or issuance of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, upon initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognized immediately in profit or loss.

##### **4.5.1 Financial assets**

All recognized financial assets are measured subsequently in their entirety at either amortized cost or fair value, depending on the classification of the financial assets. The classification and measurement of financial assets after initial recognition at fair value depends on the business model for managing the financial asset and the contractual terms of the cash flows. Financial assets are classified in one of the three categories: (i) amortized cost; (ii) Fair value through other comprehensive income ("FVTOCI"); or (iii) Fair value through profit and loss ("FVTPL").

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(i) Amortized cost -

Financial assets that are debt instruments and are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding, are measured at amortized cost at each subsequent reporting period. The Company classifies due from related parties and deposit as financial assets that are subsequently measured at amortized cost.

(ii) FVTOCI -

Financial assets that are debt instruments and are held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets, and that have contractual cash flows that are solely payments of principal and interest ("SPPI") on the principal outstanding, are measured at FVTOCI. Currently, the company does not have any FVTOCI financial assets. In addition, the Company may, at initial recognition, make an irrevocable election to designate investments in equity instruments as at FVTOCI. Designation at FVTOCI is not permitted if the equity instrument is held for trading.

(iii) FVTPL -

Financial assets that do not meet the criteria for being measured at amortized cost or FVTOCI are measured subsequently at FVTPL. Trading financial instruments are mandatorily measured at FVTPL as they are held for trading purposes or are part of a business model with a pattern of short-term profit taking. Non-trading financial assets are also mandatorily measured at FVTPL if their contractual cash flow characteristics do not meet the SPPI test or if they are managed together with other financial instruments on a fair value basis. In addition, the Company may, at initial recognition, make an irrevocable election to designate a financial asset as FVTPL. A financial asset is designated as FVTPL when such classification eliminates or significantly reduces a measurement inconsistency that would otherwise arise from measuring the financial asset on different basis. Gains and losses realized on disposition and unrealized gains and losses from changes in fair value of the financial assets are recognized in the statement of loss. Currently, the Company classifies cash as FVTPL financial assets.

**4.4.1.1 Impairment of financial assets**

For financial assets measured at amortized cost or FVTOCI, the Company recognizes a loss allowance for expected credit losses ("ECL") only when there has been a significant increase in credit risk since initial recognition. If the credit risk on such financial instruments has not increased significantly since initial recognition, the Company measures the loss allowance on those financial instruments at an amount equal to 12-months ECL.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of a financial asset. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial asset that are possible within 12 months after the reporting date.

In assessing whether the credit risk on a financial asset has increased significantly since initial recognition, the Company compares the risk of default occurring on the financial asset at the reporting date with the risk of default occurring at the initial recognition. The Company considers both quantitative and qualitative factors that are supportable, including historical experience and forward-looking information that is available without undue cost or effort.



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Irrespective of the above assessment, the Company presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Company has reasonable and supportable information that demonstrates otherwise. Despite the foregoing, the Company presumes that the credit risk on a financial asset has not increased significantly since initial recognition if the financial asset is determined to have low credit risk at the reporting date.

The Company regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

**4.4.1.2 Derecognition of financial assets**

The Company derecognizes a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognizes its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognize the financial asset and also recognizes a collateralized borrowing for the proceeds received.

On derecognition of a financial asset measured at amortized cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognized in profit or loss. In addition, on derecognition of an investment in a debt instrument classified as at FVTOCI, the cumulative gain or loss previously accumulated in the investments revaluation reserve is reclassified to profit or loss. In contrast, on derecognition of an investment in equity instrument which the Company has designated on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the investments revaluation reserve is not reclassified to profit or loss but is transferred to retained earnings.

**4.5.2 Financial liabilities**

All financial liabilities are measured subsequently at amortized cost using the effective interest method or at FVTPL. Financial liabilities are classified as at FVTPL when the financial liability is (i) contingent consideration of an acquirer in a business combination, (ii) held for trading or (iii) it is designated as at FVTPL. A financial liability is classified as held for trading if it has been acquired principally for the purpose of repurchasing it in the near term or on initial recognition it is part of a portfolio of identified financial instruments that the Company manages together and has a recent actual pattern of short-term profit-taking, or it is a derivative financial liability.

A financial liability other than a financial liability held for trading or contingent consideration of an acquirer in a business combination may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise or the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Company's documented risk management or investment strategy, and information about the grouping is provided internally on that basis.

Financial liabilities classified or designated at FVTPL are measured at fair value, with any gains or losses arising on changes in fair value recognized in profit or loss. However, for financial liabilities that are designated as FVTPL, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of the issuer is recognized in other comprehensive loss, unless the recognition

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of the effects of changes in the liability's credit risk in other comprehensive loss would create or enlarge an accounting mismatch in profit or loss. The remaining amount of change in the fair value of liability is recognized in profit or loss. Changes in fair value attributable to a financial liability's credit risk that are recognized in other comprehensive loss are not subsequently reclassified to profit or loss; instead, they are transferred to retained earnings upon derecognition of the financial liability.

The Company classifies accounts payable and accrued liabilities, due to related parties, convertible debenture and debentures at amortized cost.

**4.4.2.1 Derecognition of financial liabilities**

The Company derecognizes financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in profit or loss.

**4.4.2.2 Impairment of non-financial assets**

At each date of the consolidated statement of financial position, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is an indication that those assets have suffered an impairment loss. If any such indication exists, or when annual impairment testing for an asset is required, the recoverable amount of the asset is estimated to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash generating unit to which the assets belong.

The recoverable amount is the higher of fair value less costs to sell and value in use. In assessing the value in use, the estimated 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. In determining fair value less costs of disposal, recent market transactions are considered. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

If the recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash generating unit) is reduced to its recoverable amount.

An impairment loss is recognized immediately in the consolidated statement of loss, unless the relevant asset is carried at a re-valued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash generating unit) in prior years. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized.



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**4.6 Foreign currency**

The functional currency of the Company and its subsidiaries are as follows:

DelphX Capital Markets Inc.	Canadian dollar
DelphX Data Corporation	Canadian dollar
DelphX Corporation	United States dollar
DelphX Services Corporation	United States dollar
Quantem Capital LLC	United States dollar

The functional currency is the currency of the primary economic environment in which each entity operates. For financial reporting purposes the Company has selected the Canadian dollar as its presentation currency. The assets and liabilities in the Consolidated Financial Statements are translated into Canadian dollars for reporting purposes using exchange rate of the reporting date. The revenues and expenses are translated using the average exchange rates over the period of reporting, approximating the rates of exchange on the transaction dates. The equity translation is kept at historical rates. Foreign exchange differences arising on the translation from the functional currency to the presentation currency are recognized separately in other comprehensive loss and are carried to the currency translation reserve account.

Transactions in currencies other than the functional currency of an entity are recorded at the rate of exchange prevailing on the date of the transaction. Monetary assets and liabilities that are denominated in foreign currencies are translated at the rate prevailing at each reporting date. Foreign currency translation differences arising on translation into the functional currency of an entity are recognized in the consolidated statement of loss.

**4.7 Income taxes**

Income tax expense consists of current and deferred tax expense. Current and deferred tax are recognized in profit or loss except to the extent that it relates to items recognized directly in equity or other comprehensive income.

Current tax is recognized and measured at the amount expected to be recovered from or payable to the taxation authorities based on the income tax rates enacted or substantively enacted at the end of the reporting period and includes any adjustment to taxes payable in respect of previous years.

Deferred tax is recognized on any temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable earnings. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized, and the liability is settled.

The effect of a change in the enacted or substantively enacted tax rates is recognized in net loss or in equity depending on the item to which the adjustment relates.

Deferred tax assets are recognized to the extent future recovery is probable. At each reporting period end, deferred tax assets are reduced to the extent that it is no longer probable that sufficient taxable earnings will be available to allow all or part of the asset to be recovered.

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**4.8 Leases**

On the date that the leased asset becomes available for use, the Company recognizes a ROU asset and a corresponding lease liability. Interest expense associated with the lease liability is charged to profit or loss over the lease period with a corresponding increase to the lease liability. The lease obligation is reduced as payments are made against the principal portion of the lease. The ROU asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

ROU assets and lease liabilities are initially measured on a present value basis. Lease liabilities are measured at the net present value of the lease payments which may include: fixed lease payments, variable lease payments that are based on an index or a rate, amounts expected to be payable under residual value guarantees and payments exercised at an extension or a termination option if the Company is reasonably certain to exercise either of those options. ROU assets are measured at cost, which is comprised of the amount of the initial measurement of the lease liability, less any incentives received, plus any lease payments made at, or before, the commencement date and initial direct costs and asset restoration costs, if any. The rate implicit in the lease is used to determine the present value of the liability and ROU asset arising from a lease, unless this rate is not readily determinable, in which case the Company's incremental borrowing rate is used.

Short-term and low value leases are excluded (*note 10*).

**4.9 Provisions**

Provisions are recognized when the Company has a present obligation (legal or constructive) that has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the obligation. The increase in the provision due to passage of time is recognized as interest expense.

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**4.10 Related party transactions**

A party is related to an entity if the party directly or indirectly controls, is controlled by or is under common control with the entity; or if it has an interest in the entity that gives it significant influence over the entity; or if it has joint control over the entity or is an associate or a joint venture of the entity. In addition, members and dependents of the key management personnel of the entity (Board of Directors and Executive Management) are also considered related parties.

**4.11 Share-based payments**

Equity-settled share-based payments of options and warrants to employees and others providing similar services are measured at the fair value of the equity instruments at the grant-date using the Black-Scholes option pricing model. The fair value is estimated at grant-date and each tranche is recognized on a graded-vesting basis over the period the securities vest. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognized in comprehensive loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to warrant reserve. Equity-settled share-based payment transactions with parties other than employees are measured at the fair value of the goods or services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counterparty renders the service.

**4.12 Warrants**

When the Company issues units that are comprised of a combination of shares and warrants, the Company allocates the proceeds received on the issuance of units between the common shares and warrants using the relative fair value method. The fair value of the warrants is determined using the Black Scholes Option Pricing Model on the date the units are issued. Cash received on exercise of warrants is credited to share capital along with any share warrant reserve amounts previously recorded that are applicable to the warrants exercised.

**4.13 Segment reporting**

Segment reporting is based on the operating (business) segments of the Company. An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to the transactions with any of the Company's other components. An operating segment's operating results are reviewed regularly by the chief executive officer to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available.

Segment results that are reported to the chief executive officer include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Those incomes, expenses, assets, liabilities and other balances which cannot be allocated to a particular segment on a reasonable basis are reported as unallocated. Currently, the Company has only one reportable operating segment that constitutes its business.

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**5. Capital management**

The Company's main objective in managing capital is to ensure sufficient liquidity to pursue and fund product development, production and promotion. Secondly, the Company strives to continue to fund research and development and pursue its growth strategy, while at the same time taking a conservative approach toward financial leverage and management of financial risk. The Company's capital is considered to be its shareholders' equity (deficiency). The Company's primary uses of capital are financing operations, including the completion and roll-out of its ATS, increasing non-cash working capital and capital expenditures. The Company currently funds these requirements from existing cash resources and/or cash raised through the issuance of common shares or debt. The Company's objectives when managing capital is to ensure the Company will continue to have enough liquidity so that it can provide its products and services to its customers and returns to its shareholders. The Company monitors its capital on the basis of the adequacy of its cash resources to fund its business plan. In order to maximize the capacity to finance the Company's ongoing growth, the Company does not currently pay a dividend to holders of its common shares.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

There were no changes in the Company's approach to capital management during the three months ended September 30, 2022. The Company is not subject to any capital requirements by lending institution or regulatory body, other than by the continued listing requirements of the TSXV.

**6. Financial instruments and risk management**

The Company has the following financial instruments:

	September 30, 2022	December 31, 2021
	\$	\$
Financial assets		
Cash	264,954	1,472,630
Deposits	-	11,507
	<b>264,954</b>	<b>1,484,137</b>
Financial liabilities		
Accounts payable and accrued liabilities	2,863,483	2,582,520
Due to related parties	-	66,666
	<b>2,863,483</b>	<b>2,649,186</b>

The carrying value of the Company's cash, deposits, due from related parties, accounts payable and accrued liabilities, due to related parties, convertible debentures and debentures approximate their fair value due to the short-term nature of these instruments.

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**5.1 Basis of fair values**

Assets and liabilities recorded at fair value on the statement of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1 – quoted prices (unadjusted) observed in active markets for identical assets or liabilities.

Level 2 – inputs other than quoted prices included in level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company treats its cash and restricted cash as Level 1 financial assets and does not have any other financial assets or liabilities subsequently measured at fair value.

The Company recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred. There have been no significant transfers between levels during the year.

**5.2 Liquidity risk**

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. As at September 30, 2022, the Company had \$2,863,483 (December 31, 2021 - \$2,582,520) of liabilities with a maturity of one year or less and a working capital deficiency of \$2,287,497 (December 31, 2021 – \$1,108,315). The Company manages its liquidity risk by reviewing its growth plans and reviewing its cash burn on an ongoing basis.

**5.3 Market risk**

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, commodity prices and/or stock market movements (price risk).

**5.4 Currency risk**

The Company's functional currency is the US dollar. The Company also conducts business in Canadian dollars. Financial assets and liabilities denominated in foreign currencies will be affected by changes in the exchange rate between the functional currency and any foreign currencies. The assets and liabilities primarily affected are cash, accounts payable and accrued liabilities and due to related parties that are denominated in foreign currencies. The Company has recognized currency exchange losses during the three and nine months ended September 30, 2022, were \$14,728 (2021 – gain of \$90,139) and \$20,952 (2021 – loss of \$5,445), respectively.

Management believes that at this stage of its development, foreign currency risk derived from currency conversions is negligible and therefore does not hedge its foreign exchange risk.

The Company's funds are kept in Canadian and US dollars at a major Canadian and US financial institutions.

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The Company's exposure to foreign currency balances is as follows:

<b>Account</b>	<b>Foreign currency</b>	<b>Exposure (\$Cdn)</b>	
		<b>Sept 30, 2022</b>	<b>December 31, 2021</b>
Cash	US dollar	<b>119,936</b>	52,797
Accounts payable and accrued liabilities	US dollar	<b>(2,403,234)</b>	(2,122,686)
Due to related parties	US dollar	-	-
		<b>(2,283,298)</b>	(2,069,892)

The Company believes that a change of 10% in foreign exchange rates would increase/decrease comprehensive loss for the period by approximately \$228,330 (2021 – for the year \$206,989).

The Company is not currently exposed to any significant credit risk and other price risk.

## **7. Cash**

The Company's cash is held at well established, Tier A Canadian banks.

## **8. Deposits and prepaid expenses**

Deposits and prepaid expenses represent costs expended by the Company for which it has not yet received value. As at September 30, 2022 and December 31, 2021, the deposits and prepaid expenses of the Company are detailed as follows:

	<b>Sept 30, 2022</b>	<b>December 31, 2021</b>
	<b>\$</b>	<b>\$</b>
Administrative	-	3,865
Consulting fees	<b>119,684</b>	85,901
Insurance	<b>32,610</b>	23,791
Investor relations and public reporting	-	5,622
Legal fees	<b>442</b>	442
Office rent prepaids and deposits	<b>65,634</b>	11,507
Rent (low value)	<b>1,165</b>	1,078
	<b>219,535</b>	132,206

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**9. Related-party transactions and balances**

***Due from related party***

As at September 30, 2022, there are no amounts due to the Company. The Company forgave the Secured Loan as part of a settlement payment to this Company's former CFO. As at December 31, 2021, the Company wrote off amounts due to the Company for a secured loan ("Secured Loan") in the amount of \$50,000 plus accrued interest of \$10,660, equal to \$60,660 which it previously provided to its former Chief Financial Officer.

The maturity of the loan had been originally extended to December 31, 2021, and interest had accrued at the rate of 6% per annum.

***Due to related parties***

As at September 30, 2021, amounts due to related parties including \$66,666 (December 31, 2020 - \$66,666) were fully paid out, comprising salary and consulting charges due to senior officers of the Company.

***Key management compensation***

Key management includes those individuals having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly. Key management includes the directors, named executive officers, being the chief executive officer and the chief financial officer, its Chief Investment Officer and its former C-Suite personnel. Related-party compensation paid or accrued to key management is detailed below:

	<b>3 months ended</b>		<b>9 months ended</b>	
	<b>Sept 30, 2022</b>	<b>Sept 30, 2021</b>	<b>Sept 30, 2022</b>	<b>Sept 30, 2021</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
Compensation to key management	<b>158,183</b>	52,500	<b>597,874</b>	135,500
Share-based compensation	-	218,430	-	494,717

The Consolidated Financial Statements include balances and transactions with directors and/or officers of the Company and/or corporations related to or controlled by them.

**10. Right of use asset**

In accordance with IFRS 16, the Company has recognized a ROU asset for its office premises with a corresponding lease liability (note 10) which is initially measured at the present value of the future lease payments. The Company then recognizes depreciation of ROU asset.

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	\$
Balance at January 1, 2021	248,222
Depreciation for year	(106,380)
Balance at December 31, 2021	141,842
<b>Depreciation for the period</b>	<b>(141,842)</b>
<b>Balance at September 30, 2022</b>	<b>-</b>

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During the three and nine months ended September 30, 2022, the Company incurred \$nil (2021 - \$4,136) and \$nil (2021 - \$4,500), respectively in short-term leases and \$nil (2021 - \$nil) and \$nil (2021 - \$nil), respectively in low-value leases as the Kitchener lease was closed out in the prior June quarter

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**11. Accounts payable and accrued liabilities**

Accounts payable of the Company are principally comprised of amounts outstanding for trade purchases and financing activities. The usual credit period taken for trade purchases is between 30 and 60 days.

The following is an analysis of the Company's accounts payable and its accrued liabilities:

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	Sept 30, 2022	December 31, 2021
	\$	\$
Administration	348,495	406,265
Interest	-	-
Investor relations and public reporting	35,902	35,902
Legal and regulatory	1,596,585	1,257,852
Marketing and sales	383,921	383,921
Research and development	498,580	498,580
<b>Total accounts payable and accrued liabilities</b>	<b>2,863,483</b>	<b>2,582,520</b>

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**12. Lease liability**

In accordance with IFRS 16, the Company has recognized a ROU asset (note 8) for its office premises with a corresponding lease liability which is initially measured at the present value of the future lease payments. The Company then recognizes interest expense on lease liability.

In order to calculate the present value of the future lease payments, the Company has used a discount rate of 12% which represents its incremental borrowing rate. Prior to the adoption of IFRS 16, this lease was accounted for as an operating lease.



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Changes to the Company's lease liability is as follows:

	\$
Balance, January 1, 2021	290,324
Interest expense	27,664
Lease payments	(134,477)
	183,511
Less: current portion	(123,814)
Balance at December 31, 2021	59,697
<b>Interest expense</b>	<b>8,116</b>
<b>Lease payments</b>	<b>(67,796)</b>
	-
<b>Less: current portion</b>	-
<b>Balance September 30, 2022</b>	-

Future minimum lease payments (principal and interest) on the lease are as follows:

	<b>September 30, 2022</b>
	\$
2022	40,119
2023	58,634
Total minimum lease payments	98,753
Effect of discounting	(98,753)
Present value of minimum lease payments	-
Less: current portion	-
<b>Balance September 30, 2022</b>	-

### 13. *Share capital*

#### 13.1 **Authorized**

DelphX's authorized share capital consists of an unlimited number of common shares at no par value.

#### 13.2 **Issued and outstanding**

##### **2022:**

- (i) In January 2022, 20,000 finder warrants were exercised for proceeds of \$3,000.

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- (ii) On April 7, 2022, the Company granted 1,200,000 stock options to eligible participants under its stock option plan (the "Plan"). The Options have a two-year maturity and are exercisable for common shares of DelphX at an exercise price of \$0.50 per common share, all in accordance with the Plan.
- (iii) On May 11, 2022, the Company completed a non-brokered private placement with the issuance of 4,982,727 units (each a "Unit") at \$0.22 per Unit, raising gross proceeds of \$1,096,200. Each Unit consisted of 1 common share and 1 common share purchase warrant (each, a "Warrant"). Each Warrant entitles the holder to purchase 1 common share for \$0.35 for a period of 2 years. The Company paid cash finder fees of \$46,144 and issued 209,745 finder warrants (each, a "Finder Warrant"). Each Finder Warrant is exercisable for 1 common share at \$0.35 for a period of 2 years.
- (iv) On June 11, 2022, 40,000 options at an exercise price of \$0.15 were exercised raising proceeds of \$6,000. Another 200,000 options of the same vintage with an exercise price of \$0.15, expired unexercised
- (v) On August 3, 2022, the Company issued 47,617 common shares at a price of \$0.18 per share for a total consideration of \$8,571 to a supplier, in lieu of payment of an outstanding invoice for services rendered to the Company.
- (vi) On August 25, 2022, the Company announced the completion and oversubscription of a non-brokered private placement of 4,825,715 units of the Company (the "Units"), at a premium to market subscription price of \$0.14 per Unit, for aggregate gross proceeds of approximately \$675,600. Each Unit consisted of 1 common share and 1 common share purchase warrant (each, a "Warrant"). Each Warrant entitles the holder to purchase 1 common share for \$0.30 for a period of 2 years. The Company paid cash finder fees of \$7,007 and issued 150,000 finder warrants (each, a "Finder Warrant"). Each Finder Warrant is exercisable for 1 common share at \$0.30 for a period of 2 years

#### 14. Warrants

The outstanding issued warrants balance as at September 30, 2022 is comprised of the following items:

Date of expiry	Type	Number of warrants	Exercise price
			\$
May 31, 2023	Warrants	4,133,334	0.24
May 15, 2024	Warrants <sup>1</sup>	8,116,500	0.30
August 25, 2024	Warrants	4,825,715	0.30
March 26, 2025	Warrants	3,910,001	0.08
June 12, 2025	Warrants	4,718,332	0.10
April 15, 2026	Warrants	5,680,000	0.15

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<b>Date of expiry</b>	<b>Type</b>	<b>Number of warrants</b>	<b>Exercise price</b>
May 27, 2027	Warrants	4,982,727	0.35
May 10, 2024	Finder warrants	130,200	0.35
August 25, 2024	Finder warrants	150,000	0.35
March 26, 2025	Finder warrants	116,667	0.06
June 12, 2025	Finder warrants	143,500	0.075
April 15, 2026	Finder warrants	280,000	0.10
July 14, 2026	Finder warrants	458,245	0.33
		<b>37,645,221</b>	<b>0.23</b>

<sup>1</sup> In April 2022, the expiry date of these warrants was extended to May 15, 2024. The incremental fair value of the extension of \$152,183, was estimated using the Black-Scholes option pricing model with the following weighted average assumptions: Risk free rate of 0.37%, expected life of 1 year, volatility of 98.3%, a dividend yield of 0% and share price of \$0.13. The fair value was transferred from share capital to warrants.

A continuity of the warrants to purchase common shares is as follows:

	<b>Average exercise price</b>	<b>Number of warrants</b>
	<b>\$</b>	<b>\$</b>
Balance at December 31, 2021	0.20	27,576,579
Issued	0.35	5,112,927
Issued	0.30	4,975,715
Exercised	0.15	(20,000)
<b>Outstanding at September 30, 2022</b>	<b>0.22</b>	<b>37,645,221</b>

## **15. Contributed surplus**

### **15.1 Options**

DelphX has a stock option plan (the “**Plan**”) pursuant to which options to purchase common shares of the Company may be granted to certain officers, directors, employees and consultants of the Company with a maximum term of 10 years and variable vesting as determined by the directors of the Company upon issuance. The Plan allows for the issuance of options up to 10% of the issued and outstanding common shares. As at September 30, 2022, the Company had 610,189 (December 31, 2021 – 1,790,654) options available for issuance.

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A continuity of the unexercised options to purchase common shares is as follows:

	Exercise price	Number of options
	\$	\$
Balance at December 31, 2020	0.26	8,997,000
Issued	0.38	6,875,000
Expired	0.11	(3,067,625)
Forfeit	0.20	(2,798,375)
Outstanding at December 31, 2021	0.38	10,006,000
Issued	0.50	1,200,000
Issued	0.25	1,500,000
Exercised	0.15	(270,000)
Expired	0.15	(648,000)
<b>Outstanding at September 30, 2022</b>	<b>0.38</b>	<b>11,788,000</b>
<b>Exercisable at September 30, 2022</b>	<b>0.38</b>	<b>11,788,000</b>

The table below provides additional information regarding the outstanding options:

Number outstanding	Number exercisable	Exercise price (per option)	Expiry date	Vested Fair value
		\$		\$
1,000,000	1,000,000	0.15	November 16 to December 22, 2022	110,721
911,000	911,000	0.15	March 1 to March 30, 2023	100,867
1,381,000	1,381,000	0.35	June 9, 2023	
3,575,000	3,575,000	0.50	July 29, 2023 to May 7, 2024	
550,000	550,000	0.55	September 10, 2023	
1,071,000	1,071,000	0.70	September 7, 2023	
600,000	600,000	0.20	May 7, 2024	
1,200,000	1,200,000	0.50	April 7, 2024	
1,500,000	1,500,000	0.25	September 9, 2024	
11,788,000	11,788,000			

The grant-date fair value of \$2,303,114 (2020 - \$169,348) for the 6,875,000 (2020 - 1,928,000) issued options was estimated using the Black-Scholes option pricing model with the following weighted-average

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assumptions for 2021: Risk-free rate of 0.58%. Volatility of 209.62%, expected life of 2 years, dividend yield of nil% and an underlying stock price of \$0.37. The assumptions for 2020: Risk-free interest rate of 0.27%, volatility of 201.78%, expected life of 2.0 years; dividend yield of nil% and an underlying stock price of \$0.15.

## 15.2 Share-based payments

Vesting of options accounted for share-based compensation of \$nil and \$nil, respectively for the three months (2020 - \$420,667) and nine months (2020 - \$541,732) ended September 30, 2022, has been expensed on the consolidated statements of loss.

## 16. Sublease income

During 2019, the Company adopted IFRS 16 for its Canadian office premises lease (“**Head Lease**”). Also, the Company entered into a sub-lease (as such is defined pursuant to IFRS 16) for its office premises in Canada. DelphX as the intermediate lessor has classified the sub-lease as an operating lease and during the term of the sublease, has accounted for it by retaining both the ROU asset and lease liability already recognized for the Head Lease and records lease income from the sub-lease.

As at April 26 2022, the Company closed out its office premise lease and subsequently closed out its sub-lease at its Kitchener address.

## 17. Compensation

The expense categories listed below each contain the disclosed amount of all compensation opposite the category:

	<b>Three months ended</b>		<b>Nine months ended</b>	
	<b>Sept 30,</b>	<b>Sept 30,</b>	<b>Sept 30,</b>	<b>Sept 30,</b>
	<b>2022</b>	<b>2021</b>	<b>2022</b>	<b>2021</b>
	\$	\$	\$	\$
<b>Expense category</b>				
Administration	<b>228,351</b>	-	<b>624,539</b>	57,523
Legal and regulatory	-	-	-	139,274
Marketing and sales	-	-	-	53,659
Research and development	<b>13,679</b>	-	<b>42,919</b>	40,876
	<b>242,030</b>	-	<b>667,458</b>	291,332

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**18. Research and development costs**

	<b>Three months ended</b>		<b>Nine months ended</b>	
	<b>Sept 30, 2022</b>	<b>Sept 30, 2021</b>	<b>Sept 30, 2022</b>	<b>Sept 30, 2021</b>
	\$	\$	\$	\$
ATS development	-	-	-	-
Compensation	<b>13,679</b>	-	<b>42,919</b>	40,876
	<b>13,679</b>	-	<b>42,919</b>	40,876

**19. Segmented information**

**Operating segments**

As at September 30, 2022, the Company has a single operating segment being its principal business activity to develop and operate a global facility for transparent offering, purchase, sale, collection and storage of certain fixed income securities and derivatives, and to manage date, research, analytics and valuations of such instruments. As the operations comprise a single reporting segment, the amounts disclosed in the consolidated financial statements also represent the single reporting segment.

**Geographic information**

The Company operates in both Canada and the United States.

	<b>Canada</b>	<b>United States</b>	<b>Total</b>
<b>As at</b>			
	\$	\$	\$
<b>September 30, 2022</b>			
<b>Right-of-use assets</b>	-	-	-
<b>December 31, 2021</b>			
Right-of-use assets	141,842	-	141,842

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**20. Changes in non-cash working capital and supplemental cash flow information**

Nine months ended	Sept 30, 2022	Sept 30, 2021
	\$	\$
<b>Changes in non-cash working capital</b>		
Harmonized sales taxes	(7,247)	(26,282)
Deposits and prepaid expenses	(68,012)	10,641
Accounts payable and accrued liabilities	(17,263)	1,047,069
Due to related parties	(66,666)	(2,124,698)
	(159,188)	(1,093,270)

**21. Supplemental cash flow information**

3 months ended	Sept 30, 2022	Sept 30, 2021
	\$	\$
<b>Non-cash financing activities</b>		
Capitalized interest income from related party	-	2,250
Capitalized interest on convertible debentures and debentures	-	43,312
Interest paid	nil	nil
Income taxes paid	nil	nil

**22. Subsequent events**

- 22.1** On November 8, 2022, the Company announced the addition of a novel Credit Rating Security (CRS) product that will give bond holders and traders the ability to position against potential rating changes on existing bonds. Due to the revolutionary nature of this industry-first product, DelphX has filed a provisional patent to protect its intellectual property rights ahead of the initial launch.