Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Metro One Telecommunications Inc.

30 North Gould Street
Suite 2990, Sheridan, WY 82801

Company Telephone: 1-307-683-0855
Company Website: https://shelfy.io/
Company E-Mail: info@metro1telecomm.com

SIC Code: 4899

Quarterly Report
For the Period Ending: June 30, 2022
(the "Reporting Period")

As of June 30, 2022, the number of shares outstanding of our Common Stock was:

257,920,700

As of March 31, 2022, the number of shares outstanding of our Common Stock was:

257,920,700

As of December 31, 2021, the number of shares outstanding of our Common Stock was:

257,920,700

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 of the Exchange Act of 1934):

Yes: ☐ No: ☒

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes: ☐ No: ☒

Indicate by check mark whether a Change in Control[1] of the company has occurred over this reporting period:

[1] "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the

Yes: ☐ No: ☒

1) Name and address(es) of the issuer and its predecessors (if any)

In answering this item, provide the current name of the issuer any names used by predecessor entities, along with the dates of the name changes.

Metro One Direct Information Services, Inc. – February 8, 1989 to December 12, 1995
Metro One Telecommunications, Inc. - December 12, 1995 to Present

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

The issuer's state of incorporation is Delaware as of August 9, 2021, when the issuer filed articles of conversion moving its registration to the State of Delaware.

The issuer's previous state of incorporation was Oregon from inception in 1995.

The issuer's current standing in Delaware is Active

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors since inception:

On April 16, 2008, we were notified by The Nasdaq Stock Market that we were not in compliance with Nasdaq Marketplace Rule 4310(c)(4) (the "Minimum Bid Price Rule") because shares of our common stock had closed at a per share bid price of less than $1.00 for 30 consecutive business days. In accordance with Marketplace Rule 4310(c)(8)(D), we had been provided 180 calendar days, or until October 13, 2008, to regain compliance with the Minimum Bid Price Rule.

In addition, on May 22, 2008, we were notified by The Nasdaq Stock Market that we no longer were in compliance with Nasdaq Marketplace Rule 4310(c)(3) and were subject to delisting from the Nasdaq Capital Market. Marketplace Rule 4310(c)(3) requires that we maintain stockholders' equity of at least $2.5 million, or a market value of our listed securities of at least $35.0 million, or have net income from continuing operations of at least $500,000 during the last fiscal year or two of the last three fiscal years.

On July 25, 2008, we received a Nasdaq staff determination letter rejecting the plan we had submitted to evidence our ability to achieve compliance with the requirements for continued listing on The Nasdaq Capital Market set forth in Nasdaq Marketplace Rule 4310(c)(3). We appealed the Nasdaq staff's determination to delist our securities from The Nasdaq Capital Market effective August 5, 2008, and were scheduled for a hearing before a NASDAQ Listing Qualifications Panel (the "Panel") on September 18, 2008.

However, on September 16, 2008, we notified the Panel that we were withdrawing our appeal of the July 25, 2008 Nasdaq staff determination. Accordingly, our common stock was suspended from trading effective at the open of business on Friday, September 19, 2008. The common stock was subsequently delisted on October 7, 2008, when the SEC completed its formal notification of removal from listing.

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

On March 30, 2021, the Company announced that its newly-formed, wholly owned Israeli subsidiary, Stratford Ltd. had received notification of approval from the Lod District Court in Israel for its winning bid to acquire assets of Royal App Ltd. out of insolvency proceedings for approximately $2.4 million USD in cash as well as 8% equity in the Company on a diluted basis, post conversion of the Company's preferred common stock and certain other proposed sales of common stock in order to raise the required funds to complete the acquisition, the "Recapitalization".

Royal App is the developer of Shelfy, a white label, headless mobile commerce software platform that helps retailers and fast moving consumer goods companies become growth companies. Shelfy incorporates sophisticated artificial intelligence

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surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

and machine learning in its algorithms to markedly improve online shopping metrics through mobile phones for large consumer retailers such as supermarket chains, food and other clients. Prior to its recent insolvency filing, more than $20 million had been invested in Royal App.

If the Recapitalization of the Company is not approved by the shareholders and the 8% of the Company Capitalization is not issued to the bankruptcy trustee within 120 days from the date of the closing of the Acquisition, April 26, 2021, the trustee, who holds a pledge over the assets of Royal App purchased by Stratford, may foreclose on such assets. Any foreclosure will result in the transfer of the ownership of Royal App assets purchased by Stratford, from Stratford to the trustee for the creditors of Royal App. The transactions as contemplated above were successfully completed during the year ended December 31, 2021 and the Trustee has released its pledge over the assets.

To finance the acquisition as well as general working capital, the Company proposed to raise up to $3.5 million commencing March 2021 in the form of puttable Simple Agreements for Future Equity ("SAFES") from institutional investors and family offices. The terms of the SAFES require that they automatically convert into common stock of the Company following the conversion of all outstanding convertible preferred stock into common stock. The Company's intent was to undertake the conversion of preferred stock following shareholder approval of certain proposed corporate restructure plans.

Subsequent to the conversion of the preferred stock, and as part of the agreement for the acquisition of the assets of Royal App the Company also agreed to issue common stock for commission fees of 2% of the Company's common stock on a diluted basis, and to the employees of Stratford as to 8% of the Company on a diluted basis, under the terms of an Employee Stock Option Plan, once approved by Shareholders. Further, in order to undertake these issuances, the Company was required to increase the authorized common stock of the Company.

On June 9, 2021, the Company announced a Stockholders' meeting to be held on June 30, 2021, to approve the following actions:

1. An amendment to the articles of the Company to increase the authorized shares of the Company from 50,000,000 to 600,000,000.
2. An amendment to the articles of the Company to effect a reverse stock split on the basis of not less than 1 for 10 and not more than 1 for 100. Such ratio to be determined by the Board of Directors of the Company.
3. Approval of a 2021 Employee Stock Incentive Plan. The Plan will have available shares equity to 25% of the Company's capitalization and a term of ten years from the effective date of the Plan
4. Approval of the Company's reorganization from Oregon to Delaware.

The meeting was held on June 30, 2021, and the Company's shareholders approved all of the actions detailed above, as well as the conversion of 1,000 outstanding shares of Company's Series A convertible preferred stock whereby each 1 share of Preferred stock held is convertible into 71,683.25 shares of common stock. As a result, during the quarter ended September 30, 2021, the holders of the Company's Series A convertible preferred stock successfully converted their holdings into 71,683,250 shares of Common Stock and the Board issued the remaining securities as agreed under the Acquisition Agreement including 22,647,751 shares to the Trustee as part of the asset acquisition costs and 5,661,938 shares to the agent as financing costs. Further a total of $3.25 million raised in the form of SAFES were converted into a total of 126,614,436 shares of common stock at $0.02567 per share.

The address(es) of the issuer's principal executive office:

30 North Gould Street
Suite 2990, Sheridan, WY 82801

The address(es) of the issuer's principal place of business:
Check box if principal executive office and principal place of business are the same address: ☐

Shelfy (Stratford Ltd.)
18 Raoul Wallenberg, Building D, 6th Floor, Ramat Hachayal, Tel Aviv, Israel 6971915

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years?

Yes: ☐ No: ☒

If this issuer or any of its predecessors have been the subject of such proceedings, please provide additional details in the space below:

N/A

2) Security Information

Trading symbol: WOWI
Exact title and class of securities outstanding: Common Stock
CUSIP: 59163F105
Par or stated value: $0.0001 Par value

Total shares authorized:	600,000,000	as of date: August 12, 2022
Total shares outstanding:	257,920,700	as of date: August 12, 2022
Number of shares in the Public Float[2]	5,095,748	as of date: August 12, 2022
Total number of shareholders of record:	58	as of date: August 12, 2022

All additional class(es) of publicly traded securities (if any):

N/A

Transfer Agent

Name: Computershare U.S.
Phone: 303 262 0796
Email: Dmitriy.Podolny@computershare.com
Address: 8742 Lucent Blvd., Suite 225, Highlands Ranch, CO 80129

Is the Transfer Agent registered under the Exchange Act?[3] Yes: ☒ No: ☐

3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any direct changes to the total shares outstanding of any class of the issuer's securities **in the past two completed fiscal years and any subsequent interim period**.

A. Changes to the Number of Outstanding Shares

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods: ☐

Shares Outstanding as of Second Most Recent Fiscal Year End: Opening Balance Date: December 31, 2019 Common: 6,233,326 Preferred: Series A Preferred: 1,000			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	**Transaction type (e.g. new issuance, cancellation, shares returned to treasury)**	**Number of Shares Issued (or cancelled)**	**Class of Securities**	**Value of shares issued ($/per share) at Issuance**	**Were the shares issued at a discount to market price at the time of issuance? (Yes/No)**	**Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).**	**Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided**	**Restricted or Unrestricted as of this filing.**	**Exemption or Registration Type.**

[2] "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

[3] To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

August 20, 2021	New issuance	9,739,572	Common stock	$0.02567	Yes	Aaron Cohen	Private Placement	R	Reg S
August 20, 2021	New issuance	7,791,658	Common stock	$0.02567	Yes	Asaf Wertheimer	Private Placement	R	Reg S
August 20, 2021	New issuance	9,739,572	Common stock	$0.02567	Yes	Smith Family Descendants Trust, controlled by Marnie Nailburg-Smith co-Trustee	Private Placement	R	Rule 506
August 20, 2021	New issuance	2,921,872	Common stock	$0.02567	Yes	Marital T/I Roberta P. Dunbow, controlled by Julie Duncan Trustee	Private Placement	R	Rule 506
August 20, 2021	New issuance	15,583,315	Common stock	$0.02567	Yes	David Kyte	Private Placement	R	Reg S
August 20, 2021	New issuance	5,843,743	Common stock	$0.02567	Yes	Galnir Management and Investment, controlled by Nir Sheratzky	Private Placement	R	Reg S
August 20, 2021	New issuance	3,895,829	Common stock	$0.02567	Yes	Iris Vermouth	Private Placement	R	Reg S
August 20, 2021	New issuance	9,739,572	Common stock	$0.02567	Yes	Jonny Kaye	Private Placement	R	Reg S
August 20, 2021	New issuance	5,843,743	Common stock	$0.02567	Yes	Oras Capital Ltd. Eyal Sheratzky	Private Placement	R	Reg S
August 20, 2021	New issuance	7,791,658	Common stock	$0.02567	Yes	Zwi Williger	Private Placement	R	Reg S
August 20, 2021	New issuance	3,895,829	Common stock	$0.02567	Yes	Schachaf Ohana	Private Placement	R	Reg S
August 20, 2021	New issuance	3,895,829	Common stock	$0.02567	Yes	Eren Sela	Private Placement	R	Reg S
August 20, 2021	New issuance	7,791,657	Common stock	$0.02567	Yes	Ritz Investments Limited, the controlling person is Daniele Y Rudich	Private Placement	R	Reg S
August 20, 2021	New issuance	30,192,673	Common stock	$0.02567	Yes	GT Ventures Ltd. Janis Anastassiou, director	Private Placement	R	Reg S
August 20, 2021	New issuance	1,947,914	Common stock	$0.02567	Yes	Erez Haver Adv Law Firm Erez Haver	Private Placement	R	Reg S
August 20, 2021	New issuance	71,683,250	Common stock	N/A	N/A	Everest Credit LP, Nani Maoz	Preferred Converted to common	R	Reg S
August 20, 2021	Cancellation	(1,000)	Series A Preferred	N/A	N.A	Everest Credit LP	Preferred Conversion to common	N/A	N/A

						Nani Maoz			
August 20, 2021	New Issuance	22,647,751	Common Stock	$0.05	No	Trustee for Royal APP – creditors of Royal APP	Shares pursuant to acquisition	R	Reg S
August 20, 2021	New issuance	5,661,938	Common stock	$0.05	No	Everest Corporate Finance Ltd. Nani Maoz	Commission shares for acquisition	R	Reg S
September 15, 2021	New Issuance	2,666,666*	Common Stock	$0.075	Yes	Asaf Wertheimer	Private placement	R	Reg S
September 29, 2021	New Issuance	1,000,000*	Common Stock	$0.075	Yes	S.B. Meger Consulting - Bianca and Sagiv Meger	Private Placement	R	Reg S
October 18, 2021	New Issuance	666,667	Common Stock	$0.075	Yes	Roberta P Dubrow Marital Trust	Private Placement	R	Rule 506
October 26, 2021	New Issuance	10,000,000	Common Stock	$0.075	Yes	Pareto Optimum LP- Shay Shalom	Private Placement	R	Reg S
October 19, 2021	New Issuance	1,333,333	Common Stock	$0.075	Yes	Eran Sela	Private Placement	R	Reg S
October 21, 2021	New Issuance	2,000,000	Common Stock	$0.075	Yes	David Kyte	Private Placement	R	Reg S
October 28, 2021	New Issuance	480,000	Common Stock	$0.075	Yes	Dolder Investments Ltd./ Shai Podoshin	Private Placement	R	Reg S
October 26, 2021	New Issuance	1,333,333	Common Stock	$0.075	Yes	Oras Capital Ltd. – Eyal Sheratzky	Private Placement	R	Reg S
October 28, 2021	New Issuance	1,333,333	Common Stock	$0.075	Yes	Eran Sela	Private Placement	R	Reg S
October 29, 2021	New Issuance	400,000	Common Stock	$0.075	Yes	Shay Feldman	Private Placement	R	Reg S
October 29, 2021	New Issuance	400,000	Common Stock	$0.075	Yes	Rudy Hersh	Private Placement	R	Reg S
October 29, 2021	New Issuance	400,000	Common Stock	$0.075	Yes	Eli Menik	Private Placement	R	Reg S
November 1, 2021	New Issuance	666,667	Common Stock	$0.075	Yes	Erez Haver Law Firm	Private Placement	R	Reg S
November 1, 2021	New Issuance	400,000	Common Stock	$0.075	Yes	Miri and Shahar Cohen	Private Placement	R	Reg S
November 1, 2021	New Issuance	400,000	Common Stock	$0.075	Yes	Moni Bar-El	Private Placement	R	Reg S
November 1, 2021	New Issuance	133,333	Common Stock	$0.075	Yes	Leader & Co Finance (2001) Ltd. – Shay Ben Yakar	Private Placement	R	Reg S
November 2, 2021	New Issuance	666,667	Common Stock	$0.075	Yes	Ofer Shalev	Private Placement	R	Reg S
November 2, 2021	New Issuance	400,000	Common Stock	$0.075	Yes	Tereze Ben Shoshan	Private Placement	R	Reg S

November 19, 2021	New Issuance	400,000	Common Stock	$0.075	Yes	Tom Uliel	Private Placement	R	Reg S
Shares Outstanding on Date of This Report: Ending Balance: Date: June 30, 2022 Common: 257,920,700 Preferred*: N/A									

* On August 9, 2021, the Company filed articles of conversion moving its registration to the State of Delaware and amending the articles of the Company to increase the authorized shares of the Company from 50,000,000 to 600,000,000, $0.0001 par value, and eliminating the Preferred stock, all of which had been converted to common prior to redomiciling.

B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe all outstanding promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities.

Check this box if there are no outstanding promissory, convertible notes or debt arrangements: ☒

Date of Note Issuance	Outstanding Balance ($)	Principal Amount at Issuance ($)	Interest Accrued ($)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)

Use the space below to provide any additional details, including footnotes to the table above:

4) Financial Statements

A. The following financial statements were prepared in accordance with:

☒ U.S. GAAP
☐ IFRS

B. The financial statements for this reporting period were prepared by (name of individual)[4]:

Name: **Li Shen**
Title: **CA**
Relationship to Issuer: **Accountant**

Appended to this report are the unaudited condensed consolidated financial statements for the six months ended June 30, 2022 and 2021, including:

C. Condensed Consolidated Balance sheets;
D. Condensed Consolidated Statement of income;
E. Condensed Consolidated Statement of cash flows;
F. Condensed Consolidated Statements of Retained Earnings (Statement of Changes in Stockholders' Equity)
G. Financial notes

5) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

[4] The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")

Metro One Telecommunications, Inc. is revolutionizing the way retailers integrate mobile commerce solutions within their business. Their multi-model plug and play mobile commerce platform enables retailers from any market segment to create a mobile-first shopping experience both in-store and online, leveraging existing customer data, to offer personalized mobile shopping experiences - no code required.

Through its recently incorporated Israeli tech company, Stratford Ltd. DBA Shelfy, the company will continue to merge the functionality of mobile technology, AI, and Machine learning enabling retailers to quickly and easily bring their business online to significantly increase customer retention, average basket size, and customer lifetime value.

The company is in the process of transforming its existing suite of products to a fully modular and scalable SaaS based platform. Specific features can either be added to a retailer's existing mobile application or a complete mobile solution can be developed on Shelfy's mobile commerce suite, where the retailer can keep adding features as the business grows and as their business needs develop.

Main Products Include:

- **Branded Mobile Application:** Enabling retailers to launch a fully branded and functional mobile app without one line of code. Great for retailers with at least 200+ return customers. Our patented UX/UI features are available on both IOS and Android and includes unique features such as personalized smart shelves, loyalty programs and couponing.

- **Ecomarketing suite:** Ideal for medium to large retailers. Our user-friendly CMS system lets retailers manage and launch sponsored "digital" shelf spots, personalized barkers and shoppable videos, great for automated up and cross selling as well as a Cost Per Click revenue stream.

- **Smart Omni-channel Search capabilities**: enabling customers to search for products the way they prefer to. Whether its hot text, voice activation or good old typing – easier search makes for happier customers.

In addition to moving to a modular platform, Shelfy is also looking at growing their in-store mobile features, allowing medium to large retailers to merge their digital and instore experience through products such as:

- Scan, Pay and Go: providing a purely customer centric approach to shopping as it reduces the customers shopping time by approximately 40%. Imagine no more waiting in lengthy lines, no more time and effort spent on packing, unpacking and packing again … and for retailers, an effective way to reduce cost on hardware acquisition and maintenance.
  - In store navigation
  - In store personalized shopping experience
  - In store Customer loyalty program activation

Shelfy uses a unique combination of persona-based and per-feature pricing model, where distinct packages are aligned to a specific type of customer persona based on its size, market segment and physical/online store presence.

Each package is very different than the next with prices increasing as the functionality does. With the per-feature pricing add-on module, retailers are able to add specific features to their existing mobile application, this enables retailers to keep adding mobile features as the business grows and as the business needs develop.

On August 1, 2022, the Company officially launched its updated mobile commerce platform on the Shopify App Store, with its first user. The Shelfy app is now open to all merchants on the Shopify marketplace and can be accessed at https://apps.shopify.com/shelfy.

B. Please list any subsidiaries, parents, or affiliated companies.

   Stratford Ltd. DBA Shelfy Is a wholly owned subsidiary operating out of Israel.

C. Describe the issuers' principal products or services.

Shelfy was founded in 2015 with the goal of taking mobile commerce to the next level. Shelfy.io is a white-label mobile commerce & advertising platform that leverages digital shopping to a whole new dimension.

It is a mobile commerce platform that enables retailers to create a mobile-first shopping experience both in-store and online - no code required.

Shelfy’s Mobile Commerce Platform Main Products Include:

- **Branded Mobile Application:** Enabling retailers to launch a fully branded and functional mobile app without one line of code. Great for retailers with at least 200+ return customers. Our patented UX/UI features are available on both IOS and Android and includes unique features such as personalized smart shelves, loyalty programs and couponing.

- **Ecomarketing suite:** Ideal for medium to large retailers. Our user-friendly CMS system lets retailers manage and launch sponsored “digital” shelf spots, personalized barkers and shoppable videos, great for automated up and cross selling as well as a Cost Per Click revenue stream.

- **Smart Omni-channel Search capabilities**: enabling customers to search for products the way they prefer to. Whether its hot text, voice activation or good old typing – easier search makes for happier customers.

- **Scan, Pay and Go:** Turns shoppers’ mobile phones into scanning and payment tools. Activate the InApp feature, enabling customers to scan a products bar code, place it directly into their shopping bag, pay via a QR code or payment gateway and leave the shop.

With Shelfy’s sophisticated technology, retailers experience:

- + 60% Customer Retention
- + 30% Average Order Value
- + X3 Cross& Upsell
- + 10% Basket Net Profit
- + X 2.5 Conversion Rate
-

Shelfy's patented technology was designed especially for mobile to enable mass retailers to provide consumers with the ultimate shopping experience. With shelfy.io, customers can shop anytime, anywhere, with their mobile phones. They can access their loyalty cards, utilize points and coupons, interact with bloggers, watch relevant video content, and access personalized promotions. Consumers can even get some extra value while in-store, by scanning items for more information and pricing, or just checking out relevant content on their phone. Shelfy’s Digital Media Platform was engineered to derive new monetization opportunities for retailers, in addition to collecting data and consumer insights. Retailers can create, manage, and control multiple campaigns with a variety of advanced advertising plans.

6) Issuer’s Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer and the extent in which the facilities are utilized.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

The issuer currently operates its business through Stanford Ltd., its wholly owned Israeli subsidiary. Stanford, Ltd. has several short-term lease agreements with Regus Co-Working Offices, Rental Agreement with month to month and six-month durations. The location of the offices is 18 Raoul Wallenberg, Building D, 6th Floor, Ramat Hachayal, Tel Aviv, Israel 6971915. The cumulative monthly lease fees are approximately $10,770 USD.

Our principal executive offices are located at 30 North Gould Street, Suite 2990, Sheridan, WY 82801, for which we pay $30.00 per month on a month-to-month basis. We consider the current space to be adequate and will reassess our needs based upon future growth.

7) Company Insiders (Officers, Directors, and Control Persons)

Information below is provided as of June 30, 2022 and based on a total of 257,920,700, shares issued and outstanding as of that date.

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
Elchanan (Nani) Maoz	Chairman, CEO President, Director	Ramat-Gan, Israel	79,333,290 (1)	Common Stock	30.8%	These shares are held by Everest Fund LP as to 1,130,000 common shares, Everest Special Situations Fund as to 858,102 common shares, Everest Credit LP as to 71,683,250 common shares and 5,661,938 common shares held by Everest Corporate Finance Ltd. – all of which are controlled by Mr. Maoz.
Jonah Meer	Secretary, Director	Atlantic Beach, NY	Nil	N/A	N/A	
James Alexander Brodie	Treasurer, Director	Short Hills, NJ	Nil	N/A	N/A	
Bianca Meger (2)	CEO	Tel Mond, Israel	1,000,000	Common stock	0.004%	Held by S.B Meger Consulting, Management and Investment Bianca and Sagiv Meger
David Kyte	Over 5%	London, UK	17,583,315	Common Stock	6.8%	
GT Ventures Ltd	Over 5%	Tortola, BVI	30,192,673	Common Stock	11.7%	Janis Anastassiou, director
Yaron Elhawi Trustee for Royal App Ltd.	Over 5%	Tel Aviv, Israel	22,647,751	Common Stock	8.8%	These are shares issued to the Trustee for the acquisition of Royal App Ltd. for benefit of the creditors

(1)Everest Credit LP was issued 1,935,448 shares of common stock for the conversion of 27 Series A Preferred Shares held by them but over which they do not have beneficial ownership.
(2) Ms. Meger resigned as CEO on July 19, 2022

8) Legal/Disciplinary History

A. Please identify whether any of the persons or entities listed above have, in the past 10 years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

None

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

None

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

None

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

None

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

None

9) Third Party Providers

Please provide the name, address, telephone number and email address of each of the following outside providers:

Legal and Securities Counsel

Name: Kenneth A. Schlesinger
Firm: Olshan Frome Wolonsky LLP .
Address 1: 1325 Avenue of the Americas
Address 2: New York, New York, 10019
Phone: 1-212-451-2300
Email: kschlesinger@olshanlaw.com

Name: Sharon D Mitchell
Firm: SD Mitchell & Associates PLC
Address 1: 829 Harcourt Rd
Address 2: Grosse Point Park, Michigan 48230
Phone: 248-515-6035
Email: sharondmac2013@gmail.com

Name: Ken Bart
Firm: Smith Eilers, PLLC
Address 1: 1213 Culbreth Drive
Address 2: Wilmington, NC 28405
Phone: 561-379-1253
Email: ken@smitheilers.com

Accountant or Auditor

Name: Li Shen, CA
Firm: The Accounting Connection
Address 1: 145-251 Midpark Blvd SE
Address 2: Calgary, AB T2X 1S3, Canada
Phone: 403-693-8004
Email: support@theaccountingconnection.com

Investor Relations

None

Other Service Providers

Provide the name of any other service provider(s) that **that assisted, advised, prepared or provided information with respect to this disclosure statement**. This includes counsel, broker-dealer(s), advisor(s) or consultant(s) or provided assistance or services to the issuer during the reporting period.

Name: Jacqueline Danforth
Firm: The Ideal Connection
Nature of Services: Compliance Consulting Services
Address 1: 30 North Gould, Suite 5953
Address 2: Sheridan, WY 82801
Phone: 646-831-6244
Email: jd@theidealconnection.com

10) Issuer Certification

Principal Executive Officer

I, Elchanan Maoz, certify that:

1. I have reviewed this Quarterly report for the six-month period ended June 30, 2022, of Metro One Telecommunications Inc;

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

August 15, 2022
/s/ Elchanan Maoz
CEO
Principal Executive Officer

Principal Financial Officer

I, James Brodie certify that:

1. I have reviewed this Quarterly report for the six-month period ended June 30, 2022, of Metro One Telecommunications Inc;

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

August 15, 2022

/s/ James Brodie
Treasurer and Director
Principal Financial Officer

Metro One Telecommunications, Inc.
Condensed Consolidated Balance Sheets

	June 30, 2022	December 31, 2021
Assets	**(Unaudited)**	
Current assets:		
Cash and cash equivalents	$ 126,268	$ 1,128,825
Accounts receivable	15,884	18,865
Prepaid expenses	160,315	180,808
Other current assets	200,714	230,270
Total current assets	503,181	1,558,768
Property and equipment. net	20,604	7,244
Intangible assets	5,374,897	4,422,352
Operating lease right-of-use assets	24,384	34,432
Other assets	19,476	21,911
Total assets	$ 5,942,542	$ 6,044,707
Liabilities and Stockholders' Equity (Deficit)		
Current liabilities:		
Accounts payable and accrued liabilities	$ 437,251	$ 569,320
Debt	570,000	-
Current portion of operating lease liabilities	11,799	12,835
Total current liabilities	1,019,050	582,155
Other liability	173,242	194,898
Operating lease liabilities	13,710	22,173
Total liabilities	1,206,002	799,226
Stockholders' equity (deficit)		
Common stock, $0.0001 par value; 600,000,000 shares authorized 257,920,700 shares issued and outstanding	25,792	25,792
Additional paid in capital	141,678,606	140,858,794
Accumulated deficit	(136,809,383)	(135,617,027)
Other comprehensive income	(158,475)	(22,078)
Stockholders' equity (deficit)	4,736,540	5,245,481)
Total Liabilities and Stockholders' Deficit	$ 5,942,542	$ 6,044,707

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

Metro One Telecommunications, Inc.
Condensed Consolidated Statements of Operations
and Other Comprehensive Income
(Unaudited)

	Three months ended June 30,		Six months Ended June 30,	
	2022	**2021**	**2022**	**2021**
Revenues	$ 18,937	$ 49,983	$ 38,143	$ 49,983
Operating expenses	$	$	$	$
General and administrative	398,375	231,454	805,726	297,154
Management Fees	120,578	69,441	256,548	81,441
Research and Development	-	181,736	-	181,736
Sales and Marketing	20,365	34,845	101,795	34,845
Finance Costs	38,460	365,940	181,291	365,940
Total operating expenses	577,778	883,416	1,345,360	961,116
Income tax refund	-	-	114,861	-
Net Loss	$ (558,841)	$ (833,433)	$ (1,192,356)	$ (911,133)
Basic and diluted net loss per common share	$ (0.00)	$ (0.13)	$ (0.01)	$ (0.15)
Weighted average shares – basic and diluted	257,920,700	6,233,326	257,920,700	6,233,3226
Other Comprehensive Income (loss)				
Net Loss	$ (558,841)	$ (833,433)	$ (1,192,356)	$ (911,133)
Foreign currency translation adjustment	(109,152)	(5,826)	(136,397)	(5,826)
	$ (658,693)	$ (839,259)	$ (1,575,652)	$ (916,959)

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

Metro One Telecommunications, Inc.
Condensed Consolidated Statements of Stockholders' Equity (Deficit)
(Unaudited)

	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Accumulated Other Comprehensive Income (loss)	Accumulated Deficit	Total Stockholders' Equity (Deficit)
Balance at December 31, 2021	257,920,700	$ 25,792	$140,858,794	$ (22,078)	$(135,617,027)	$ 5,245,481
Stock warrants granted as financing costs	-	-	140,767	-	-	140,767
Stock based compensation	-	-	241,514	-	-	241,514
Capitalized stock-based compensation	-	-	157,602	-	-	157,602
Foreign currency translation adjustment	-	-	-	(27,245)	-	(27,245)
Net loss	-	-	-	-	(633,515)	(633,515)
Balance at March 31, 2022	257,920,700	25,792	141,398,677	(49,323)	(136,250,542)	5,124,604
Stock warrants granted as financing costs	-	-	24,835	-	-	24,835
Stock based compensation	-	-	147,440	-	-	147,440
Capitalized stock-based compensation	-	-	107,654	-	-	107,654
Foreign currency translation adjustment	-	-	-	(109,152)	-	(109,152)
Net loss	-	-	-	-	(558,841)	(558,841)
Balance at June 30, 2022	257,920,700	$ 25,792	$141,676,542	$ (158,475)	$(136,809,383)	$ 4,736,540

	Preferred Shares* Shares	Preferred Shares* Amount	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Accumulated Other Comprehensive Income (loss)	Accumulated Deficit	Total Stockholders' Equity (Deficit)
Balance at December 31, 2020	1,000	$10,000,000	6,233,326	$ 623	$122,248,037	$ -	$(132,275,047)	$ (26,387)
Net loss	-	-	-	-	-	-	(77,700)	(77,700)
Balance at March 31, 2021	1,000	10,000,000	6,233,326	623	122,248,037	-	(132,352,747)	(104,087)
Foreign currency translation adjustment	-	-	-	-	-	(5,826)	-	(5,826)
Net loss	-	-	-	-	-		(833,433)	(833,433)
Balance at June 30, 2021	1,000	$10,000,000	6,233,326	$ 623	$122,248,037	$ (5,826)	$(133,186,180)	$ (943,346)

*Upon a recapitalization and a reorganization of the Company from Oregon to Delaware effective August 9, 2021, the Preferred stock was eliminated with the Series A Convertible Preferred stock having prior converted to shares of common stock.

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

Metro One Telecommunications, Inc.
Condensed Consolidated Statements of Cash Flows
(Unaudited)

	For Six Months Ended June 30, 2022	2021
Cash flows used in operating activities:		
Net loss	$(1,192,356)	$ (911,133)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	2,452	-
Non-cash operating lease expense	652	-
Financing costs	165,602	283,096
Stock based compensation	388,954	-
Changes in certain assets and liabilities:		
Accounts receivable	939	(52,241)
Prepaid costs and other assets	19,057	(34,615)
Accounts payable and other liability	(95,251)	288,038
Net cash provided by (used in) operating activities	(709,951)	(426,855)
Cash flows from investing activities:		
Purchases of property and equipment	(17,503)	-
Purchases of intangible asset	(847,206)	(2,140,288)
Net cash (used in) investing activities	(864,709)	(2,140,288)
Cash flows from financing activities:		
Proceeds from private placement	-	3,250,000
Proceeds from short term debt	570,000	-
Net cash provided by financing activities	570,000	3,250,000
Net decrease in cash and cash equivalents	(1,004,660)	682,857
Foreign Exchange Gain (loss)	2,103	(5,826)
Cash and cash equivalents, beginning of year	1,128,825	24,788
Cash and cash equivalents, end of year	$ 126,268	$ 701,819
Supplemental disclosure of cash flow information:		
Cash received (paid) for income taxes, net	$ 114,861	$ -
Cash paid for interest	$ -	$ -
Non-cash Investing and Financing Activities		
Capitalized stock-based compensation	$ 265,256	$ -

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

Metro One Telecommunications, Inc.
Notes to Condensed Consolidated Financial Statements
For The Six Months Ended June 30, 2022 and 2021

NOTE 1 - NATURE OF OPERATIONS

Historical Information:

The Company was incorporated in the State of Oregon on February 8, 1989, as Metro One Direct Information Services Inc. On December 12, 1995, we changed our name to Metro One Telecommunications Inc. The Company was formerly in the business of providing directory assistance service to subscribers through carrier contracts starting with its first contract in 1991. Previously the Company was contracted with a number of wireless carriers, voice over internet protocol providers, cable companies and various other carriers both free and prepaid providing live operator directory assistance services to the carriers' subscribers and users. Revenues were historically derived principally through fees charged to telecommunications carriers.

Starting in 2005, the Company went through a number of restructures of its business in an attempt to retain market share in a rapidly evolving technology and telecommunications industry.

In March 2008, the Company decided to exit the wholesale directory assistance business, but to continue to pursue growth in the Company's small data services business which it had concurrently developed.

As of September 2008, the Company had closed all of its call centers and approximately 700 employees were terminated.

In conjunction with the closures, the Company sold a majority of its patent and trademarks to raise funds to continue operations.

Further, during 2008, the Company voluntarily deregistered its common stock under the Securities Exchange Act of 1934. With that action the Company moved from the OTC Markets Bulletin Board to the OTC Markets Pink Sheets.

The Company was unsuccessful in pursuing its then current business and ceased filing any current information reports with OTC Markets in fiscal 2009.

Current Information:

Certain of the officers and directors of the Company maintained the Company's registration as an Oregon corporation while seeking other business opportunities for the Company and its stockholders between fiscal 2009 and August 9, 2021, when the Company redomiciled to Delaware.

On March 30, 2021, the Company announced that its newly-formed, wholly owned Israeli subsidiary, Stratford Ltd. had received notification of approval from the Lod District Court in Israel for its winning bid to acquire assets of Royal App Ltd. out of insolvency proceedings for approximately \$2.4 million USD in cash, the assumption of \$200,000 in repayable government grants, as well as 8% equity in the Company on a diluted basis, post conversion of the Company's preferred common stock and certain other proposed sales of common stock in order to raise the required funds to complete the acquisition, the "Recapitalization".

Royal App is the developer of Shelfy, a white label, headless mobile commerce software platform that helps retailers and fast-moving consumer goods companies become growth companies. Shelfy incorporates sophisticated artificial intelligence and machine learning in its algorithms to markedly improve online shopping metrics through mobile phones for large consumer retailers such as supermarket chains, food and other clients. Prior to its recent insolvency filing, more than \$20 million had been invested in Royal App.

If the Recapitalization of the Company was not approved by the shareholders and the 8% of the Company Capitalization was not issued to the bankruptcy trustee within 120 days from the date of the closing of the Acquisition, or April 26, 2021, the trustee, who held a pledge over the assets of Royal App purchased by Stratford, had the right to foreclose on such assets.

NOTE 1 - NATURE OF OPERATIONS (continued)

Current Information (continued)

Any foreclosure would result in the transfer of the ownership of Royal App assets purchased by Stratford, from Stratford to the trustee for the creditors of Royal App. The transactions as contemplated above were successfully completed during the year ended December 31, 2021, and the Trustee released its pledge over the assets.

To finance the acquisition as well as general working capital, the Company proposed to raise up to $3.5 million commencing March 2021 in the form of puttable Simple Agreements for Future Equity (“SAFES”) from institutional investors and family offices. The terms of the SAFES required that they automatically convert into common stock of the Company following the conversion of all outstanding convertible preferred stock into common stock. The Company undertook the conversion of preferred stock in the year ended December 31, 2021, upon receipt of shareholder approval of certain proposed corporate restructure plans.

After the conversion of the preferred stock, and as part of the agreement for the acquisition of the assets of Royal App the Company also agreed to issue common stock for commission fees of 2% of the Company’s common stock on a diluted basis, and to the employees of Stratford as to 8% of the Company on a diluted basis, under the terms of an Employee Stock Option Plan approved by Shareholders. Further, in order to undertake these issuances, the Company was required to increase the authorized common stock of the Company.

On June 9, 2021, the Company announced a Stockholders’ meeting to be held on June 30, 2021, to approve the following actions:

1. An amendment to the articles of the Company to increase the authorized shares of the Company from 50,000,000 to 600,000,000;

2. An amendment to the articles of the Company to effect a reverse stock split on the basis of not less than 1 for 10 and not more than 1 for 100. Such ratio to be determined by the Board of Directors of the Company;

3. Approval of a 2021 Employee Stock Incentive Plan. The Plan will have available shares equity to 25% of the Company’s capitalization and a term of ten years from the effective date of the Plan;

4. Approval of the Company’s reorganization from Oregon to Delaware.

The meeting was held on June 30, 2021, and the Company’s shareholders approved all the actions detailed above, as well as the conversion of 1,000 outstanding shares of Company’s Series A convertible preferred stock whereby each 1 share of Preferred stock held was convertible into 71,683.25 shares of common stock. As a result, during the year ended December 31, 2021, the holders of the Company’s Series A convertible preferred stock successfully converted their holdings into 71,683,250 shares of Common Stock and the Board issued the remaining securities as agreed under the Acquisition Agreement including 22,647,751 shares to the Trustee as part of the asset acquisition costs and 5,661,938 shares to the agent as financing costs. Further a total of $3.25 million raised in the form of SAFES was converted into a total of 126,614,436 shares of common stock at $0.02567 per share. On August 9, 2021, the Company redomiciled and filed articles of conversion moving its registration to the State of Delaware.

During the year ended December 31, 2021, the Company undertook a second financing by way of Private Investment in Public Equity ("PIPE") in the form of unregistered Units at $0.075, each Unit consisting of a share of Common Stock and ½ share purchase warrant for exercise for a period of two years form the date of grant at $0.975 per share. The Company accepted subscriptions with respect to the sale of 25,080,000 for $1,881,000 in gross proceeds. Certain of the PIPE investments had agent fees payable at a rate of 4.25%.

NOTE 1 - NATURE OF OPERATIONS (continued)

Current Information (continued)

On February 9, 2022, the Company filed a Registration Statement on Form S-1 with the Securities and Exchange Commission to offer up to 80,000,000 Units consisting of one share of common stock and a ¼ warrant at $0.12 per Unit, with the associated warrants having an exercise price of $0.15 per share for a period of one year. Further the Company is registering a total of 193,317,186 shares of common stock and 20,331,658 shares of common stock underlying warrant exercises for certain selling stockholders.

During the six months period ended June 30, 2022, the Company entered into certain Short Term Promissory Notes (the "Notes") with each Note having a term of four (4) months from issue date, bearing interest at a rate of 12% per annum, with accrued interest payable monthly in arrears in cash commencing on May 1, 2022. Further each Noteholder received a ½ warrant for each $1 in Note proceeds, exercisable at $0.12 per share for a term of one year from issue date. The Company has received a total of $470,000 in proceeds with respect to the Notes as at June 30, 2022 and issued a total of 1,958,333 warrants.

NOTE 2 – GOING CONCERN

The accompanying financial statements have been prepared assuming the continuation of the Company as a going concern. The Company has recently acquired operating assets, is generating modest revenues, and is in the process of pursuing expansion of its new business venture. The Company has not yet established an ongoing source of revenues sufficient to cover its operating costs and is dependent on debt and equity financing to fund its operations. The accompanying financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the possible inability of the Company to continue as a going concern. Management's plans for the continuation of the Company as a going concern include financing the Company's operations through issuance of its common stock, conducting revenue generating operations or expanding the Company's existing business operations to acquire projects which generate additional revenue. If the Company is unable to complete its financing requirements or achieve net profits as projected, it will then modify its expenditures and plan of operations to coincide with the actual financing completed and actual operating revenues, if any. The Company is currently seeking a further equity financing of up to $10 million US Dollars to meet ongoing capital requirements and has filed a registration statement on Form S-1 for this purpose on February 9, 2022. Further the Company entered into certain Short Term Promissory Notes and raised a total of $400,000 during the quarter ended June 30, 2022 (Note 8).

There are no assurances the Company will succeed in implementing its plans. Unless otherwise indicated, amounts provided in these notes to the financial statements pertain to continuing operations.

<u>COVID-19</u>

The ongoing COVID-19 pandemic could have an adverse impact on the Company going forward. COVID-19 has caused significant disruptions to the global financial markets, which may impact the Company's ability to raise additional capital and to pursue certain planned operations. The full impact of the COVID-19 outbreak continues to evolve as of the date of this report and is subject to change. Management is actively monitoring the situation but given the daily evolution of the COVID-19 outbreak, the Company is not able to estimate the ongoing effects of the COVID-19 outbreak on its operations or financial condition in the next 12 months. There are no assurances that the Company will be able to meet its obligations, raise funds or complete planned software implementations.

The preparation of financial statements in conformity with Generally Accepted Accounting Principles (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities, at the date of these financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

NOTE 4 – SUMMARY OF ACCOUNTING POLICIES

Fiscal Year end

The Company has selected December 31 as its fiscal year end.

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles (US GAAP). In the opinion of management, all adjustments considered necessary for a fair presentation have been included. All such adjustments are of a normal recurring nature.

Basis of Consolidation

These condensed consolidated financial statements include the accounts of the Company and its 100% controlled Israeli subsidiary, Stratford Ltd ("Stratford") as of June 30, 2022. All significant intercompany accounting transactions have been eliminated as a result of consolidation.

Cash and Cash Equivalents

The Company considers all highly liquid investments with an original maturity of three months or less to be cash equivalents.

Foreign Currency Translation

The Company uses the U.S. Dollar as the reporting currency for its financial statements. Functional currency is the currency of the primary economic environment in which an entity operates. The functional currency of the Company's wholly owned subsidiary is the Israeli Shekel.

Assets and liabilities of the Company's subsidiary are translated into U.S. Dollars at period-end foreign exchange rates, and revenues and expenses are translated at average rates prevailing throughout the period. Translation adjustments are included in "Accumulated other comprehensive income" as a separate component of stockholders' equity, and in the "Effect of exchange rate changes on cash and cash equivalents," on the Company's consolidated statements of cash flows. Transaction gains and losses are included in "General and Administrative" on the Company's consolidated statements of operations.

Accumulated Other Comprehensive Income (Loss)

Accumulated other comprehensive income (loss) includes foreign currency translation adjustments related to the Company's subsidiary in Israel and is excluded from the accompanying consolidated statements of operations.

Property and Equipment

Property and equipment, including leasehold improvements, are recorded at cost net of accumulated depreciation. Maintenance and repairs are expensed as incurred. Property and equipment are depreciated using the straight-line method over the estimated useful lives of the assets as follows:

Computer and telephone equipment	3 years

NOTE 4 – SUMMARY OF ACCOUNTING POLICIES (continued)

Goodwill

Goodwill represents the excess of the purchase price of the acquisition over the net fair value of identifiable assets acquired and liabilities assumed. Goodwill amounts are not amortized.

Intangible Assets

The Company generally recognizes assets for customer relationships, developed technology, and finite-lived trade names from an acquisition. Finite-lived intangible assets are carried at acquisition cost less accumulated amortization. Such amortization is recorded on a straight-line basis over the estimated useful lives of the respective assets, generally from 3 to 8 years. Amortization for developed technology is recognized in cost of revenue. Amortization for customer relationships and trade names is recognized in sales and marketing expenses.

In the year ended December 31, 2021, the Company recorded assets acquired in the cumulative amount of approximately $3.47 million (cash proceeds, share based consideration and the assumption of certain repayable grants issued by the government of Israel which financed certain development activities related to the intellectual property) purchased through a liquidation proceeding from the trustee for Royal App Ltd., an Israeli corporation (ref: Note 5), which we recorded as intangible assets. Intangible assets acquired included (1) goodwill; (2) intellectual property and trademarks, including rights in patents in so far as they exist and rights of claim (if and in so far as they exist and are transferrable) for infringement of the aforementioned intellectual property; and (3) agreements (rights and obligations) with customers. We initially record acquired intangible assets at their estimated fair values and we review these assets periodically for impairment.

Software Research & Development Expenditure

Software research and development expenditures consist primarily of costs associated with the on-going development of software acquired from Royal App including employee compensation and certain stock based compensation associated with certain employee contracts, as well as other expenses for research and development, personnel, supplies and development materials, costs for consultants and related contract research and facility costs. Expenditures relating to research and development are capitalized as incurred. In the period ended December 31, 2021, the company recorded assets acquired in the cumulative amount of approximately $3.47 million purchased through a liquidation proceeding from the trustee for Royal App Ltd., an Israeli corporation (ref: Note 5), which we recorded as intangible assets. During the year ended December 31, 2021, we capitalized approximately $990,000 in ongoing research and development expenditures and $28,483 in patent related expenditures. During the six months ended June 30, 2022, we capitalized approximately $952,000 in ongoing research and development expenditures.

Impairment

The valuation of goodwill at the reporting unit level is reviewed annually during the fourth fiscal quarter or more frequently if facts or changes in circumstances indicate the carrying amount of goodwill may not be recoverable. The Company presently has one reporting unit; therefore, all of its goodwill is associated with the entire company.

Management has the option to first perform a qualitative assessment to determine whether it is more likely than not that the fair value of the Company is less than the carrying amount, including goodwill. If it is determined that it is more likely than not that the fair value of the Company is less than the carrying amount, a quantitative assessment is performed by comparing the fair value of a reporting unit with its carrying amount. An impairment charge is recognized for the amount by which the carrying amount exceeds the reporting unit's fair value, not to exceed the total amount of goodwill allocated to that reporting unit. The Company also has the option to bypass the qualitative assessment and perform the quantitative assessment.

NOTE 4 – SUMMARY OF ACCOUNTING POLICIES (continued)

Impairment (cont'd)

The Company reviews the valuation of long-lived assets, including property and equipment and finite-lived intangible assets, whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable. The recoverability of long-lived assets or asset groups is calculated based on the estimated undiscounted future cash flows expected to result from the use and eventual disposition of the asset. Impairment testing is performed at the asset group level.

Fair Value of Financial Instruments

Fair value is defined as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value for applicable assets and liabilities, we consider the principal or most advantageous market in which we would transact and we consider assumptions market participants would use when pricing the asset or liability, such as inherent risk, transfer restrictions, and risk of non-performance. This guidance also establishes a fair value hierarchy to prioritize inputs used in measuring fair value as follows:

- Level 1: Observable inputs such as quoted prices in active markets;
- Level 2: Inputs, other than quoted prices in active markets, that are observable either directly or indirectly; and;
- Level 3: Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions

The Company's financial instruments include cash, accounts payable, related party loans and short term promissory notes. The carrying amounts of cash and accounts payable approximate their fair value, due to the short-term nature of these items.

Revenue Recognition

The Company has adopted the requirement of Accounting Standards Update, or ASU No. 2014-09 "Revenue from Contracts with Customers (Topic 606)" ("ASU 2014-09").

We derive our revenues from annual license fees, subscriptions, and customized professional services. We recognize revenues when a contract exists between the Company and a customer and upon transfer of control of promised products or services to such customer in an amount that reflects the consideration we expect to receive in exchange for those products or services. We enter into contracts that can include various combinations of annual licenses, subscriptions, customized service contracts and professional services, which may be capable of being distinct and accounted for as separate performance obligations, or in the case of offerings such as annual licenses, subscriptions, services and support, accounted for as a single performance obligation. Revenues are recognized net of allowances and any taxes collected from customers, which are subsequently remitted to governmental authorities.

We determine revenue recognition through the following steps:

- Identification of the contract, or contracts, with a customer;
- Identification of the performance obligations in the contract;
- Determination of the transaction price;
- Allocation of the transaction price to the performance obligations in the contract; and
- Recognition of revenues when, or as, the Company satisfies a performance obligation

NOTE 4 – SUMMARY OF ACCOUNTING POLICIES (continued)

Revenue Recognition (cont'd)

Annual License fees and Subscription Revenues

Annual license and subscription revenues primarily consist of fees for providing customers access to a combination of our software offerings including persona-based and per-feature pricing models, where distinct packages are aligned to a specific type of customer persona based on its size, market segment and physical/online store presence. Each package is very different than the next with prices increasing as the functionality does.

We also provide routine customer support and maintenance related to email and phone support, bug fixes, and unspecified software updates and upgrades released when and if available during the maintenance term. Revenues are generally recognized on a ratable basis over the contract term beginning on the date that our service is made available to the customer, which we believe best reflects the manner in which our customers utilize our subscription offerings. Arrangements with customers do not provide the customer with the right to take possession of the software supporting application service at any time and, as a result, are accounted for as a service contract. Our subscriptions and licenses have varying terms of service which dictate the revenue recognition on a contract-by-contract basis.

Customized Service Revenues

Customized service contract revenues primarily consist of fees for deployment, configuration, and optimization services, and potentially, training. The majority of our professional services contracts are billed on a fixed price basis, and revenues are recognized over time based on a proportional performance methodology which utilizes input methods. A portion of our customized service contracts may be billed on a time and materials basis and revenues are recognized over time as the services are performed.

Contracts with Multiple Performance Obligations

Certain contracts with customers may contain multiple performance obligations. For these contracts, we account for individual performance obligations separately if they are distinct. The transaction price is allocated to the separate performance obligations on a relative standalone selling price ("SSP") basis. We determine SSP by considering its overall pricing objectives and market conditions. Significant pricing practices taken into consideration include our discounting practices, the size and volume of our transactions, the scope of customer needs relative to custom services and available subscription services for existing packages, the customer demographic, price lists, our go-to-market strategy, historical sales, and contract prices. As our go-to-market strategies evolve, we may modify pricing practices in the future, which could result in changes to SSP.

Given the variability of pricing, we use a range of SSP. We determine the SSP range using information that may include market conditions or other observable inputs. We typically have more than one SSP for individual products and services due to the stratification of products and services by customer size.

Remaining performance obligations (RPOs) represent contracted revenues that have not yet been recognized, including deferred revenue and unbilled amounts that we expect will be recognized as revenues in future periods. Our reported RPO balance is influenced by several factors, including the timing of renewals, average contract terms, and foreign currency exchange rates (if applicable). Because we may enter into multi-year contracts and the timing of renewal of these contracts varies by customer, our reported RPOs may fluctuate significantly from period to period, and we do not believe this measure is a useful gauge of our future performance. For these reasons, we do not use RPOs as a tool for managing our business.

NOTE 4 – SUMMARY OF ACCOUNTING POLICIES (continued)

Stock-Based Compensation

We account for stock options granted to employees, non-employees, and directors using the accounting guidance in ASC 718 "Stock Compensation" ("ASC 718"). In accordance with ASC 718, we estimate the fair value of service-based options and performance-based options on the date of grant, using the Black-Scholes pricing model. We recognize compensation expense for stock option awards over the requisite or implied service period of the grant. Compensation expense is recognized on a graded-vesting method over the requisite service period. Forfeitures are accounted for as they occur.

For the three and six months ended June 30, 2022 and 2021, stock-based compensation and other equity instrument related expenses and expenditures recognized in the consolidated statements of operations is as follows:

	Three months ended June 30,		Six months Ended June 30,	
	2022	2021	2022	2021
Capitalized as software research and development expenditure	$ 107,654	$ -	$264,256	$ -
Sales and marketing	(24,390)	-	3,967	-
General and administrative expenses	171,830	-	384,987	-
Total stock-based compensation expense	$ 255,094	$ -	$654,210	$ -

Leases

The Company determines if a contractual arrangement represents or contains a lease at inception. Operating leases with lease terms greater than *twelve*months are included in Operating lease right-of-use assets and Operating lease liabilities in the Consolidated Balance Sheets.

Operating lease right-of-use assets and lease liabilities are recognized at the commencement date based on the present value of the future lease payments over the lease term. The Company utilizes its incremental borrowing rate in determining the present value of the future lease payments. The incremental borrowing rate is derived from information available at the lease commencement date and represents the rate of interest that the Company would have to pay to borrow on a collateralized basis over a similar term and amount equal to the lease payments in a similar economic environment. The right-of-use assets and lease liabilities *may* include options to extend or terminate the lease when it is reasonably certain that the Company will exercise that option. The Company has lease arrangements that include both lease and non-lease components. The Company accounts for non-lease components separately from the lease component.

Income Taxes

Income taxes are recognized in accordance with ASC 740, "Income Taxes", whereby deferred income tax liabilities or assets at the end of each period are determined using the tax rate expected to be in effect when the taxes are actually paid or recovered. A valuation allowance is recognized on deferred tax assets when it is more likely than not that some or all of these deferred tax assets will not be realized.

Basic and Diluted Net Income (Loss) Per Share

In accordance with ASC Topic 260 – Earnings Per Share, the basic loss per common share is computed by dividing net loss available to common stockholders by the weighted average number of common stock outstanding. Diluted loss per common share is computed similar to basic loss per common share except that the denominator is increased to include the number of additional shares of common stock that would have been outstanding if the potential common stock had been issued and if the additional shares of common stock were dilutive.

NOTE 4 – SUMMARY OF ACCOUNTING POLICIES (continued)

Basic and Diluted Net Income (Loss) Per Share (continued)

Potential common stock consists of the incremental common stock issuable upon convertible notes, stock options and warrants and classes of shares with conversion features. The computation of basic loss per share for the three and six months ended June 30, 2022 and 2021 excludes potentially dilutive securities because their inclusion would be antidilutive. As a result, the computations of net loss per share for each period presented is the same for both basic and fully diluted losses per share. The Company had a total of 30,998,323 potentially dilutive securities outstanding at June 30, 2022 in relation to vested and exercisable stock options and exercisable share purchase warrants.

Recent Accounting Pronouncements

The Company has implemented all new accounting pronouncements that are in effect and that may impact its financial statements and does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

NOTE 5 – ACQUISITION OF ASSETS

During March 2021 the Company entered into an agreement, (the "Agreement",) for the purchase of certain assets of Royal App Ltd., a corporation incorporated in Israel, through a liquidation proceeding approved by the Lod District Court (Israel) within the framework of Insolvency Case 53873-01-21. On April 26, 2021, the Company completed a cash payment to the trustee for the acquisition of the identified assets, and the assets were effectively transferred to the Company's controlled subsidiary, Stratford Ltd.

Assets acquired included (1) goodwill; (2) intellectual property and trademarks, including rights in patents in so far as they exist and rights of claim (if and in so far as they exist and are transferrable) for infringement of the aforementioned intellectual property; (3) agreements (rights and obligations) with customers and, (4) certain equipment and fixed assets. Liabilities acquired included certain repayable government grants.

In consideration for the assets acquired the Company paid $2,140,288 (net of VAT), assumed approximately $200,000 USD in repayable government grants, which grants are repayable at a rate of 3% of gross sales until retired in full, and agreed to issue 8% of the Company's issued and outstanding shares on a diluted basis, following the issuance of certain share capital in respect to the sale of common shares under SAFES, the conversion of 1,000 shares of Series A preferred stock to common stock and an estimate of shares expected to be issued for certain warrants and employee stock options during fiscal 2021. The consideration shares were to be issued to the bankruptcy trustee within 120 days from the date of the closing of the acquisition, April 26, 2021. The trustee, who holds a pledge over the assets of Royal App purchased by Stratford Ltd., may foreclose on such assets in the event the consideration shares were not issued as required under the terms of the Agreement. Any foreclosure would result in the transfer of the ownership of Royal

App assets purchased by Stratford, from Stratford to the trustee for the creditors of Royal App. The 22,647,751 consideration shares were issued to the trustee in August 2021 and were valued at the fair market value on the date of issue or $967,853 (net of VAT), as part of the acquisition consideration.

The Company has recorded the acquired assets on the Company's balance sheets as Intangible Assets as of the date of acquisition and is currently reviewing the assets for further classification. The Company has determined there is no impairment to the acquired assets or improvements at the year ended December 31, 2021, as the development of the upgraded software suite for SAAS applications is ongoing.

The Company also paid a transaction fee of 2% of the diluted share capital by way of the issuance of 5,661,938 common shares to Everest Corporate Finance Ltd., a company of which our President is an officer, director and shareholder. The shares were valued at fair market value or $283,096 which amount was expensed as a finance cost.

NOTE 6 – INTANGIBLE ASSETS

The following table provides additional information regarding the intangible assets acquired:

	June 30, 2022	December 31, 2021
Purchased assets – Royal App (Note 5)	$ 3,403,228	$ 3,403,228
Capitalized patent application costs	28,483	28,483
Capitalized software research and development expenditures	1,943,186	990,641
Total intangible assets	$ 5,374,897	$ 4,422,352

The Company has not yet completed the development of its upgraded software application which is expected to reach commercial viability in the third quarter of fiscal 2022.

NOTE 7 – PRIVATE PLACEMENT

Simple Agreements for Future Equity ("SAFES")

Investor deposits consist of $3,250,000 of gross proceeds received in the form of puttable Simple Agreements for Future Equity ("SAFES") from institutional investors and family offices during the period ended June 30, 2021. The terms of the SAFES required that they automatically convert into restricted, unregistered shares of common stock of the Company following the conversion of all outstanding convertible preferred stock into common stock at such price per share equal to the fully diluted capital post conversion of the preferred stock divided by $2,000,000, or $0.02567 per share. On August 20, 2021, 126,614,436 unregistered restricted shares of common stock were issued in exchange for 3.25M in proceeds from SAFES.

Private Investment in Public Equity ("PIPE")

During the year ended December 31, 2021, the Company received gross proceeds of $1,881,000 from accredited investors in the form of PIPES and completed the sale of 25,080,000 units at a price of $0.075 per unit where each unit consists of one share of common stock and one-half of one share purchase warrant. Each warrant is exercisable into one share of common stock at a price of $0.0975 expiring in two years from the date of issuance.

NOTE 8 – DEBT

During the three months ended March 31, 2022, the Company received a total of $400,000 in proceeds from Short Term Promissory Notes (the "Notes") with each Note having a term of four (4) months from issue date, bearing interest at a rate of 12% per annum, with accrued interest payable monthly in arrears in cash commencing on May 1, 2022. Further each Noteholder shall receive a ½ warrant for each $1 in Note proceeds, exercisable at $0.12 per share for a term of one year from issue date.

In June 2022 the Company accepted a further $70,000 in proceeds in the form of Short-Term Promissory Notes from a company controlled by our President, having a term of four (4) months from issue date, bearing interest at a rate of 12% per annum, with accrued interest payable monthly in arrears in cash. The Noteholder received a ½ warrant for each $1 in Note proceeds, exercisable at $0.12 per share for a term of one year from issue date.

The Company issued a total of 1,958,333 share purchase warrants in respect to the aforementioned Notes.

The Company valued these warrants using the Black Scholes model utilizing volatility ranging from 303.60% to 419.67%, and a risk-free rate of from 1.35% to 2.88%. The fair value of the warrants was $165,602, which amount was recorded as financing costs.

NOTE 8 – DEBT (continued)

During the three and six months ended June 30, 2022, the Company recorded interest expenses of $11,990 and $12,943, which amount was recorded as financing costs.

In June 2022, the Company received $100,000 in the form of a short-term promissory note from a company controlled by our President, with a term of four (4) months from issue date, bearing interest at a rate of 12% per annum, with accrued interest payable monthly in arrears in cash. During the three and six months ended June 30, 2022, the Company recorded interest expenses of $933 and $933, which amount was recorded as financing costs.

NOTE 9 – CAPITAL STOCK AND ADDITIONAL PAID-IN CAPITAL

Common Stock and Preferred Stock

Up to August 9, 2021, Company had authorized 50,000,000 shares of Common stock, no par value and 10,000,000 shares of Preferred stock, no par value, of which 1,385 shares have been designated Series A convertible preferred stock with a liquidation preference of $10,000 per share. Holders of convertible preferred stock, when voting with the holders of our common stock, are entitled to an approximate 0.856 vote for each share of common stock into which the Series A convertible preferred stock registered in the shareholder's name can be converted. Each share of Series A convertible preferred Stock is convertible into approximately 71,683.25 shares of common stock. In addition, the holders of the convertible preferred stock were entitled to elect a majority of the members of our Board of Directors. On August 9, 2021, the Company filed articles of conversion moving its registration to the State of Delaware and amending the articles of the Company to increase the authorized shares of the Company from 50,000,000 to 600,000,000, $0.0001 par value, and eliminating the Preferred stock.

During the year ended December 31, 2021, the Company issued the following shares of common stock:

- 71,683,250 shares of unregistered restricted common stock upon conversion of 1,000 shares of the Series A convertible Preferred stock to its controlling shareholder, Everest Credit L.P., a company of which our President and Director is a beneficial owner;

- 5,661,938 shares of unregistered restricted common stock to Everest Corporate Finance Ltd., a company of which our President and Director is a beneficial owner, as commission fees in respect to the acquisition of the assets of Royal App Ltd;

- 22,647,751 shares of unregistered restricted common stock to the Trustee in Liquidation for Royal App as part of the agreed consideration under the acquisition agreement;

- 126,614,436 unregistered restricted shares of common stock in exchange for 3.25M in proceeds from SAFES from various accredited investors.

- 25,080,000 units at $0.075 each for gross proceeds of $1,881,000 in the form of PIPES. Each unit consists of one common share and one-half of one share purchase warrant. Each warrant will entitle the holder to purchase one common share for $0.0975 expired in two years.

  The Company paid agent commissions on $1.376 M in proceeds at 4.25% for a total of $58,480 in financing costs.

  The Company granted 7,791,658 Stock Purchase Warrants to one of its financing agents, exercisable for a period of two years from the date of grant at $0.02567 per share. The Company recorded $854,632 in financing costs.

NOTE 9 – CAPITAL STOCK AND ADDITIONAL PAID-IN CAPITAL (continued)

The Company did not issue any shares of common stock during the six months ended June 30, 2022.

During the sic months ended June 30, 2022, Company issued a total of 1,958,333 stock purchase warrants in respect to certain notes for a period of One (1) year from grant date with an exercise price of $0.12 per share. The fair value of the warrants was $165,602, which amount was recorded as financing costs.

On June 30, 2022, and December 31, 2021, the Company had 257,920,700 shares of common stock issued and outstanding.

Stock Purchase Warrants

Warrant transactions are summarized as follows:

	Number of Warrants	Weighted Average Exercise Price ($)
Balance, December 31, 2020	-	$ -
Warrants issued	20,331,658	0.07
Warrants expired	-	-
Balance, December 31, 2021	20,331,658	0.07
Warrants issued	1,958,333	0.12
Warrants expired	-	-
Balance, June 30, 2022	22,289,991	$ 0.074

The following warrants were outstanding as at June 30, 2022:

Number of Warrants	Exercise Price ($)	Expiry Date
1,333,333	0.0975	September 09, 2023
500,000	0.0975	September 27, 2023
7,791,658	0.02567	October 1, 2023
333,333	0.0975	October 18, 2023
5,666,667	0.0975	October 19, 2023
1,000,000	0.0975	October 21, 2023
240,000	0.0975	October 24, 2023
666,667	0.0975	October 26, 2023
666,667	0.0975	October 28, 2023
600,000	0.0975	October 29, 2023
800,000	0.0975	November 01, 2023
533,333	0.0975	November 02, 2023
200,000	0.0975	November 19, 2023
208,333	0.12	March 16, 2023
625,000	0.12	March 22, 2023
833,333	0.12	March 27, 2023
291,667	0.12	June 20 27, 2023
22,289,991		

NOTE 9 – CAPITAL STOCK AND ADDITIONAL PAID-IN CAPITAL (continued)

Stock Options

The Company granted the following Stock options under its 2021 Employee Stock Incentive Plan:

- 9,000,000 fully vested incentive stock options to directors, officers and consultants of the Company for exercise at $0.0257 for a term of 4 years from grant.

- 7,077,422 qualified employee stock options to certain officers, directors and employees of the Company's wholly owned subsidiary, Stratford Ltd for exercise at $0.123 per share for a period of four years from grant and vesting as to 25% (Twenty five percent) on the first anniversary of the Vesting Commencement Date (the "Cliff Date"), with an additional 6.25% (six and one quarter percent) of the Option vesting at the end of each three (3) month period following the Cliff Date. The Options shall become fully vested by the fourth anniversary of the Vesting Commencement Date, with a vesting commencement date of October 26, 2021.

- 11,465,424 qualified employee stock options to certain officers and employees of the Company's wholly owned subsidiary, Stratford Ltd for exercise at $0.02567 per share for a period of four years from grant and vesting as to 25% (Twenty five percent) on the first anniversary of the Vesting Commencement Date (the "Cliff Date"), with an additional 6.25% (six and one quarter percent) of the Option vesting at the end of each three (3) month period following the Cliff Date. The Options shall become fully vested by the fourth anniversary of the Vesting Commencement Date, with a vesting commencement date of May 2, 2021.

- 1,500,414 qualified employee stock options to certain officers and employees of the Company's wholly owned subsidiary, Stratford Ltd for exercise at $0.103 per share for a period of five years from grant and vesting as to 25% (Twenty five percent) on the first anniversary of the Vesting Commencement Date (the "Cliff Date"), with an additional 6.25% (six and one quarter percent) of the Option vesting at the end of each three (3) month period following the Cliff Date. The Options shall become fully vested by the fourth anniversary of the Vesting Commencement Date, with vesting commencement dates between November 2021 and June 2022.

Additional information with respect to the stock option activity is as follows:

	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Term in Years	Aggregate Intrinsic Value
Outstanding at December 31, 2021	27,542,845	$ 0.05068	3.60	$ -
Granted	1,500,414	-	5	-
Exercised	-	-	-	-
Cancelled	(1,415,484)	0.123	-	-
Outstanding at June 30, 2022	27,627,775	$ 0.0498	3.18	$ -
Options exercisable at June 30, 2022	9,000,000	$ 0.02567	3.25	$ -

NOTE 9 – CAPITAL STOCK AND ADDITIONAL PAID-IN CAPITAL (continued)

Stock Options (cont'd)

	Number of Shares		Weighted Average Exercise Price	Weighted Average Remaining Term in Years		Aggregate Intrinsic Value
Outstanding at December 31, 2020	-	$	-	-	$	-
Granted in 2021	27,542,845	$	0.0507	-		-
Exercised in 2021	-	$	-	-		-
Cancelled in 2021	-	$	-	-		-
Outstanding at December 31, 2021	27,542,845	$	0.05068	3.60	$	-
Options exercisable at December 31, 2021	9,000,000	$	0.02567	3.75	$	-

The following table summarizes information about stock options outstanding and exercisable at June 30, 2022:

Range of Exercise Prices	Number of Shares Outstanding	Weighted Average Remaining in Contractual Life in Years		Outstanding Options Weighted Average Exercise Price	Number of Options Exercisable		Exercisable Options Weighted Average Exercise Price
$0.02567	9,000,000	3.25	$	0.02567	9,000,000	$	0.02567
$0.02567	11,465,423	2.84	$	0.02567	-	$	-
$0.12300	5,661,938	3.32	$	0.12300	-	$	-
$0.10300	1,500,414	4.92	$	0.10300	-	$	-
$0.02567 ~ $0.12300	27,542,845	3.18	$	0.0498	9,000,000	$	0.02567

Unamortized compensation expense associated with unvested options is $1,316,033 and $1,821,701as of June 30, 2022 and December 31, 2021, respectively. The weighted average period over which these costs are expected to be recognized is approximately 3.18 years.

NOTE 10 – COMMITMENT

Leases

In March 2022, we leased car in Israel with a lease term of 36 months expiring in July 2024.

We used a discount rate of 6.75% in determining our operating lease liabilities, which represented our incremental borrowing rate. Short-term leases with initial terms of twelve months or less are not capitalized.

We determine if a contract is or contains a lease at inception or modification of a contract. A contract is or contains a lease if the contract conveys the right to control the use of an identified asset for a period in exchange for consideration. Control over the use of the identified asset means the lessee has both (a) the right to obtain substantially all of the economic benefits from the use of the asset and (b) the right to direct the use of the asset.

Right-of-use assets and liabilities are recognized based on the present value of future minimum lease payments over the expected lease term at commencement date. Certain lease agreements contain extension options; however, we have not included such options as part of right-of-use assets and lease liabilities because we originally did not expect

NOTE 10 – COMMITMENT (continued)

Leases (cont'd)

to extend the leases. We measure and record a right-of-use asset and lease liability based on the discount rate implicit in the lease, if known. In cases where the discount rate implicit in the lease is not known, we measure the right-of-use assets and lease liabilities using a discount rate equal to our estimated incremental borrowing rate for loans with similar collateral and duration.

Operating lease expense is comprised of the following:

	Three months ended June 30,		Six months Ended June 30,	
	2022	**2021**	**2022**	**2021**
Operating lease cost	$ 3,446	$ -	$ 7,050	$ -

Maturities of lease liabilities are as follows:

	Operating Leases
2022	$ 6,580
2023	13,159
2024	7,676
Total lease payments	27,415
Less imputed interest	(1,906)
Total lease liabilities	25,509
Less current portion of lease liabilities	(11,799)
Long-term lease liabilities	$ 13,710

NOTE 11 – RELATED PARTY TRANSACTIONS

Key management compensation

Key management personnel are persons responsible for planning, directing, and controlling the activities of the entity, and include all directors and officers.

	Three months ended June 30,		Six months Ended June 30,	
	2022	**2021**	**2022**	**2021**
Management fees	$ 120,578	$ 69,441	$ 256,548	$ 81,441

At June 30, 2022, accounts payable and accrued liabilities included $6,236 ($22,139 – December 31, 2021) of management fees with respect to key management compensation.

Effective April 1, 2022, Ms. Bianca Meger, the Company's CEO, transitioned to focus a larger portion of her efforts on the day-to-day operations of Metro One and as a result, resigned from her position as Co-CEO of Stratford Ltd.

NOTE 12 – SUBSEQUENT EVENTS

On July 19, 2022, the Company accepted the resignation of Ms. Bianca Meger as the Company's Chief Executive Officer and Mr. Elchanan Maoz was appointed to serve as Interim Chief Executive Officer.

Subsequent to June 30, 2022, the Company issued a total of 1,833,334 qualified stock options to certain employees of controlled subsidiary Stratford, and a further 5,414,228 options were forfeit upon termination of certain employment agreements.

On August 1, 2022, the Company officially launched its updated mobile commerce platform on the Shopify App Store, with its first user. The Shelfy app is now open to all merchants on the Shopify marketplace and can be accessed at https://apps.shopify.com/shelfy.

The Company has evaluated events for the period from June 30, 2022, through the date of the issuance of these financial statements and determined that there are no additional events requiring disclosure.