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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 20-F

☐ Registration Statement Pursuant to Section 12(b) or (g) of the Securities Exchange Act of 1934.

or

☒ Annual Report Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934

for the Fiscal Year Ended **December 31, 2020**

or

☐ Transition Report Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934.

For the transition period from _______ to ________.

Commission file number 000-52145

Digatrade Financial Corp

(Exact name of Registrant as specified in its charter)

____

(Translation of Registrant's name into English)

Business Corporations Act (British Columbia)

(Jurisdiction of incorporation or organization)

1500 West Georgia Street, Suite 1300, Vancouver, British Columbia, Canada, V6C 2Z6

(Address of principal executive offices)

Securities registered or to be registered pursuant to Section 12(b) of the Act.

Title of each class	Name of each exchange on which registered

Securities registered or to be registered pursuant to Section 12(g) of the Act.

Common Stock, without par value

(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.

____

(Title of Class)

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report:

1,342,473,822 shares of common stock as at December 31, 2020.
2,100,000 shares of Class B common stock as at December 31, 2020

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. ☐ Yes ☒ No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to filed reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 ☐ Yes ☒ No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) ☒ Yes ☐ No; and (2) has been subject to such filing requirements for the past 90 days. ☒ Yes ☐ No.

Indicate which financial statement item the registrant elects to follow: ☒ Item 17 ☐ Item 18.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐··· Accelerated filer ☐··· Non-accelerated filer ☒

If this is an annual report, indicated by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). ☐ Yes ☒ No

Digatrade Financial Corp

PART I

Introduction. Digatrade Financial Corp (referred to as "Digatrade" or "the Company"), is a corporation incorporated in British Columbia, Canada on December 28, 2000.

The Company was incorporated under the name Black Diamond Holdings Corporation. On June 26, 2007, the Company changed its name from Black Diamond Holdings Corporation to Black Diamond Brands Corporation. On November 21, 2008 the Company changed its name to Rainchief Energy Inc. and on February 19, 2015 to Bit-X Financial Corporation. On October 27, 2015 the Company changed its name to Digatrade Financial Corporation.

The Company is listed as a fully reporting issuer on the FINRA OTC.PK and trades under the symbol "DIGAF".

Digatrade Financial Corp., a British Columbia corporation, is a financial technology (FinTech) services company. The Company has been focused on the financial technology industry since 2015. During that time, the Company has pursued several different areas of business including blockchain development services, transaction services for crypto-currencies (e.g. Bitcoin) and other related financial services technologies.

In March 2015, the Company entered into an agreement with Mega Ideas Holdings Limited, dba ANX ("ANXPRO and ANX International"), a company incorporated and existing under the laws of Hong Kong. ANX owns a proprietary trading platform and provides operational support specializing in blockchain development services and exchange and transaction services for crypto-currencies e.g. Bitcoin and other digital assets. Effective October 17, 2018, the Company closed its online retail trading platform but will continue to evaluate opportunities and continue with research in digital-asset trading for prospective institutional customers while continuing to seek new opportunities within the blockchain and the financial technology services (non-trading) sector.

On February 28, 2019, the Company executed a Definitive Agreement with Securter Inc., a private Canadian Corporation that is developing a proprietary, patent-pending credit card payment platform to significantly increase the security of online credit card payment processing. Securter technology reduces immense losses by financial institutions and merchants that arise from fraudulent credit card use and protects cardholder privacy by eliminating the distribution of personal information to third parties. With the current worldwide surge in online commerce expected to continue for years to come, the problem of credit card security is large and growing. The Definitive Agreement with Securter sets out that Securter's technology will be launched and commercialized as a Digatrade subsidiary.

On September 8, 2020, effected a reorganization of its capital structure. All the issued and outstanding Original Class A Common Shares and Class B shares of SSI were cancelled, and new Class A shares ("New Class A Common Shares") were issued. As a result of the reorganization, the Company ceased to hold a controlling interest in SSI.

Item 1. Identity of Directors, Senior Management and Advisors

The President of the Company is Brad Moynes, and the directors of the Company are Brad Moynes and Timothy Delaney of 1500 West Georgia Street, Suite 1300, Vancouver, British Columbia, Canada, V6C 2Z6. Mr. Moynes also serves as our Chairman, Chief Executive Officer and Interim Chief Financial Officer. See Item 6 for further information.

The Company's registered independent auditors are WDM Chartered Professional Accountants, Suite 420 – 1501 West Broadway, Vancouver, British Columbia, Canada, V6J 4Z6. For further information, see Item 16C and the consolidated financial statements under Item 8.

Item 2. Offer Statistics and Expected Timetable

Not applicable.

Item 3. Key Information

A. Selected Financial Data

The following selected information should be read in conjunction with the Company's consolidated financial statements and notes for the year ended December 31, 2020, filed with this Form 20-F. This information, and all other financial information in this Form 20-F, is stated in Canadian dollars unless otherwise noted.

The financial information is presented on the basis of International Financial Reporting Standards. With respect to the Company's consolidated financial statements, there are no material differences from applying these principles compared to applying United States generally accepted accounting principles.

Selected Consolidated Financial and Operating Data

	Year Ended December 31,	
Operating Data	**2020**	**2019**

	$		$	
Sales		-		-
Gross Profit, Net of Cost of Sales		-		-
Net Loss	$	(2,711,872)	$	(2,094,253)
Loss per Common Share – Basic & Diluted*	$	(0.003)	$	(0.01)
Number of Shares Outstanding*		1,342,473,822		582,564,926

Balance Sheet Data		**2020**		**2019**
	$		$	
Current Assets	$	293,157	$	227,662
Current Liabilities	$	1,862,080	$	735,326
Total Assets				
Share Capital	$	8,876,281	$	7,460,158
Reserve	$	60,000		60,000
Accumulated Deficit	$	(10,505,204)	$	(7,793,332)
Dividends per Common Share				
Net Loss	$	(2,711,872)	$	(2,094,253)
Loss per Common Share – Basic & Diluted*	$	(0.003)	$	(0.01)

* Adjusted to reflect the consolidation of the Company's stock on (i) March 22, 2010 in the ratio of 1 new common share for 10 old common shares, (ii) April 3, 2013 in the ratio of 1 new common share for 50 old common shares and (iii) June 8, 2016 in the ratio of 1 new common share for 50 old common shares

Exchange Rates

In this FORM 20-F, references to "dollars", "$" or "CAD$" are to Canadian dollars, unless otherwise specified. Reference to "US$" refers to United States dollars. Since June 1, 1970, the Government of Canada has permitted a floating exchange rate to determine the value of the Canadian dollar as compared to the United States dollar.

The Company's consolidated financial statements are stated in Canadian dollars.

The Company realized a gain on foreign exchange of $2,485 for the year ended December 31, 2020 and a gain of $48,045 for the year ended December 31, 2019, respectively. These foreign exchange gains were due to currency exchange rate fluctuations between the Canadian and United States dollar.

The Bank of Canada closing exchange rate on December 31, 2020 was CAD$1.2732 per US$1.00. For the past five fiscal years ended December 31, 2020 and for the period between January 1, 2020 and December 31, 2020, the following average exchange rates were in effect for Canadian dollars exchanged for United States dollars, expressed in terms of United States dollars (based on the nominal exchange rates provided by the Bank of Canada):

Year Ended		**Average per US$1**
December 31, 2015	$	1.28
December 31, 2016	$	1.33
December 31, 2017	$	1.30
December 31, 2018	$	1.30
December 31, 2019	$	1.30
December 31, 2020	$	1.34

	Per US$1			
Month Ended		High		Low
January 31, 2020	$	1.34	$	1.30
February 28, 2020	$	1.45	$	1.32
March 31, 2020	$	1.42	$	1.34
April 30, 2020	$	1.41	$	1.39
May 31, 2020	$	1.37	$	1.38
June 30, 2020	$	1.36	$	1.34
July 31, 2020	$	1.34	$	1.34
August 31, 2020	$	1.34	$	1.30
September 30, 2020	$	1.33	$	1.31
October 31, 2020	$	1.33	$	1.31
November 30, 2020	$	1.33	$	1.30
December 31, 2020	$	1.30	$	1.27

B. Capitalization and Indebtedness

The following table sets forth our capitalization as of December 31, 2020, using:

- 1,342,473,822 common shares outstanding on an actual basis;
- 2,100,000 Class B common shares outstanding on an actual basis

		December 31, 2020 (audited)		**As Adjusted March 31, 2021 (unaudited)**
	$		$	
Cash		476		8,866
Long-term obligations, less current portion		-		-
Shareholders' (deficiency) equity				
Share capital		8,876,281		10,073,690
Contributed Surplus		60,000		60,000

Accumulated deficit	(10,505,204)	(10,660,071)
Shareholders' (deficiency) equity	(1,568,923)	(526,381)

On October 10, 2018, the Company passed a resolution authorizing the creation of a new 100,000 Class "B" common shares with the following characteristics: non-participating, no par value, and with the voting right of 1,000 votes per share. On the same day, the Company issued 100,000 Class "B" common shares at $0.001 per share for total proceeds of $100 to a shareholder who is also a Director and Office of the Company. On January 2, 2019, the Company passed a resolution to increase the authorized number of Class "B" common shares from 100,000 to 1,100,000 and issued 1,000,000 Class "B" common shares at $0.0001 per share for total proceeds of $100 to a shareholder who is also a Director and Officer of the Company.

On January 2, 2019, the Company passed a resolution to increase the authorized number of Class "B" common shares from 1,100,000 to 2,100,000. On the same day, the Company issued 1,000,000 Class "B" common shares at $0.0001 per share for total proceeds of $100 to a shareholder who is also a Director and Officer of the Company.

During the year ended December 31, 2019, the Company issued 356,153,022 shares of Common Stock with a fair value of $1,379,907, pursuant to the conversion of certain Convertible Promissory Notes.

During the year ended December 31, 2020, the Company issued 759,908,896 shares of Common Stock with a fair value of $1,416,023, pursuant to the conversion of certain Convertible Promissory Notes.

On April 14, 2020, the Company passed a resolution to increase the authorized number of Class "B" common shares from 1,100,000 to 2,100,000. On the same day, the Company issued 1,000,000 Class "B" common shares at $0.0001 per share for total proceeds of $100 to a shareholder who is also a Director and Officer of the Company.

None of the capitalization referred to above is secured or guaranteed. All amounts in respect of capitalization including long term debt are unsecured and not guaranteed.

C. Reasons for the Offer and Use of Proceeds

Not applicable.

D. Forward Looking-Statements and Risk Factors

Forward-looking Statements. In this document, we are showing you a picture which is part historical (events which have happened) and part predictive (events which we believe will happen). Except for the historical information, all of the information in this document comprises "forward looking" statements. Specifically, all statements (other than statements of historical fact) regarding our financial position, business strategy and plans and objectives are forward-looking statements. These forward-looking statements are based on the beliefs of management, as well as assumptions made by, and information currently available to management. These statements involve known and unknown risks, including the risks resulting from economic and market conditions, accurately forecasting operating and capital expenditures and capital needs, successful anticipation of competition which may not yet be fully developed, and other business conditions. Our use of the words "anticipate", "believe", "estimate", "expect", "may", "will", "continue" and "intend", and similar words or phrases, are intended to identify forward-looking statements (also known as "cautionary statements"). These statements reflect our current views with respect to future events. They are subject to the realization in fact of assumptions, but what we now believe will occur may turn out to be inaccurate or incomplete. We cannot assure you that our expectations will prove to be correct. Actual operating results and financial performance may prove to be very different from what we now predict or anticipate. The "risk factors" below specifically address all of the factors now identifiable by us that may influence future operating results and financial performance.

Risk Factors.

Risks Related to the Business

We have a history of operating losses and need additional capital to implement our business plan.

For the year ended December 31, 2020, we recorded a net comprehensive loss of $2,839,260 as compared to a net comprehensive loss of $2,252,324 for the year ended December 31, 2019. The financial statements have been prepared using IFRS principles applicable to a going concern. However, as shown in note 1 to the consolidated financial statements for the year ended December 31, 2020, our ability to continue operations is uncertain.

We continue to incur operating losses and have a consolidated deficit of $10,505,204 as at December 31, 2020. Operations for the year ended December 31, 2020 have been funded primarily from the issuance of share capital, debt financing and the continued support of creditors. Historically, we have met working capital needs primarily by selling equity to Canadian residents, raising debt finance and from loans (including loans from relatives of principal shareholders).

We estimate that we will require at least US$500,000 to further expand in South America and fund the marketing and distribution of the proprietary, patent-pending credit card payment platform to significantly increase the security of online credit card payment processing, reducing financial losses being experienced by financial institutions and merchants from fraudulent credit card use, while also better protecting cardholder privacy. A full implementation of our business plan will be delayed until the necessary capital is raised.

We cannot predict when or if we will produce revenues.

We have not generated any revenue to date from operations. In order for us to continue with our plans and open our business, we must raise capital. The timing of the completion of the milestones needed to commence operations and generate revenues is contingent on the success of this raise. There can be no assurance that we will generate revenues or that revenues will be sufficient to maintain our business.

Our entry into the development of a secure mobile application for card not present "CNP" transaction business may not be successful and there are risks attendant on these activities.

The Financial Technology "FinTech" business is extremely competitive. There are many companies, large and small entering the market with the capital to develop and create new innovative applications resulting in a highly competitive and fast-moving environment. Even with capital and technical expertise, industry, political and compliance risks are significant. Regulatory compliance and the overall ecosystem for secure online payments is extremely complex and not yet fully defined by governments and financial institutions worldwide. We may not be able to finance our business plan and marketing plan, there is no assurance that our entry into this business will be successful.

Cybersecurity risks associated with the FinTech industry are becoming increasingly challenging and we may be unable to meet future regulatory requirements related to data protection and privacy.

Cybersecurity is becoming increasingly challenging with the growth in the number of hackers and financial stalkers seeking opportunities to disrupt operations and/or extort funds from persons or companies whose cybersecurity measures were unable to prevent malicious data harvesting and misuse. We cannot guarantee that all such attempts shall be defeated, nor that our intellectual property shall remain beyond the reach of parties seeking proprietary insights. Data protection and privacy is never absolute, regardless of method(s) used. Independent of any 3rd party malicious intent referred to above, there is a risk that despite best efforts our data protection and privacy shall not meet a future regulatory definition of a reasonable standard, if it is imposed or "expected" retroactively. Information at risk may or may not be financial in nature and may or may not be our own information. We do not have sufficient resources to evaluate all possible outcomes, or all possible measures that we could take now, or could have taken in the past, to attain an even higher level of diligence and care than we are taking presently.

Regulatory compliance in the FinTech sector is evolving.

We are unable to guarantee that we will be able to proceed with all desired plans if the regulatory environment changes in a manner that undermines existing business plans. Such regulations have an impact in every country in which we will be deriving revenue from licensing or by any other commercial mechanism.

We may be unable to meet growth Open Source technology trends which could have a detrimental impact on our business.

Open source software compliance and vulnerability management has become an area of risk due to the expanding scope of this realm of software. We cannot ensure that we will at all times fully understand the state-of-the-art standing of every aspect of our own development goals until such time that a sufficient expenditure of time, money and effort has been made to understand all open source material and trends, and their relevance to our own interests.

Customers may not adapt to our new technology which may affect our ability to generate revenues in the future.

Culture risk emerges when our organization interfaces with financial institutions as our customers. We do not know in advance whether all our customers will be willing to make changes, if necessary, to accommodate protocols that arise from the adoption of our technology, or incompatibility that may arise from the nature of our software development methods, including our approach to FinTech problem solving.

Reliance on systems governance on third party transactions may risk compliance issues.

Governance for intelligent automation is of increasing importance in business activity that is characterized by a large number of small-dollar-value transactions. Our revenue model requires sharing of transaction fees for commerce that, in aggregate, may represent millions or even hundreds of millions of consumer transactions. We may therefore need to rely upon systems-governance more than individual situational oversight where third party transactions are concerned. This may mean that non-compliance of some type may come to light too late to remedy in the immediate tense and may therefore only be correctable with systemic adjustment for the future.

FinTech is an emerging industry that may be subject to changes in accounting standards in the future the adoption of which may require time for our business to adjust.

New accounting standards in the category of FinTech sector businesses may be introduced over time and have a bearing on our planning, execution and reporting in respect of issues that have hitherto been satisfactory and understood but may require a period of transition to grasp implications at the strategic level and communicate same to shareholders effectively.

Use of data and analytics in our internal audit may become more complex as metadata becomes increasingly important to our analyses.

It is not known whether the effect upon our internal practices of new analytics will remain permissible from the perspective of third-party audits occurring after-the-fact.

Our use of Cloud computing, data storage and/or cloud collaboration may not conform to future operational "best practices.

Transitioning to and operating "in the cloud" is a matter whose risks and rewards are subject to conflicting strategies even amongst companies who otherwise are considered to have best practices, operationally. It is not knowable in advance whether our own policies regarding the use of cloud computing, cloud data storage or cloud collaboration in our use of information, our sharing of information and our design of proprietary information assets will conform to a future interpretation of "best practices", after cloud eco-system techniques and their implications are better understood.

We rely on third party service providers which we may not be able to control. This subjects us to risks for failure of performance in development of our business plan.

We will at all times in the pursuit of our goals rely on at least some expertise that is external to our company. Despite best efforts to vet the competency of service providers, it will not be possible to fully appreciate the quality of their contribution until after-the-fact, which may in some instances require second attempts, corrections or new directions. We shall always seek to mitigate our risk and liability arising from any failures of performance that may arise; however, it is not possible to quantify this in financial terms or predict it in operational terms. The risk in our development work is inherently high and does not diminish over time as we will continually focus on customer problems that require new solutions yet to be created.

The loss of key personnel or the inability of replacements to quickly and successfully perform in their new roles could adversely affect our business.

We depend on the leadership and experience of our key executive and chairman, Brad Moynes. Mr. Moynes functions as our chairman and executive officer, and as such, we are heavily dependent upon him to conduct our operations. In 2018, the Company added two additional directors which now brings the board to four directors. We do not have key man insurance. If Mr. Moynes resigns or dies, there could be a substantial negative impact upon our operations. If that should occur, until we find other qualified candidates to become officers and/or directors to conduct our operations, we may have to suspend our operations or cease operating entirely. In that event, it is possible you could lose your entire investment.

Risks Relating to Intellectual Property

If we are unable to protect our intellectual property rights, including those related to Securter technology, our competitive position could be harmed or we could be required to incur significant expenses to enforce our rights.

Our ability to compete effectively is dependent in part upon our ability to protect our proprietary technology. We rely on patents, trademarks, trade secret laws, confidentiality procedures and licensing arrangements to protect our intellectual property rights. There can be no assurance these protections will be available in all cases or will be adequate to prevent our competitors from copying, reverse engineering or otherwise obtaining and using our technology, proprietary rights or products. For example, the laws of certain countries in which our products may be licensed may not protect our proprietary rights to the same extent as the laws of Canada or the United States. In addition, third parties may seek to challenge, invalidate or circumvent our intellectual property, or applications for same. There can be no assurance that our competitors will not independently develop technologies that are substantially equivalent or superior to our technology or design around our proprietary rights. In each case, our ability to compete could be significantly impaired. To prevent substantial unauthorized use of our intellectual property rights, it may be necessary to prosecute actions for infringement and/or misappropriation of our proprietary rights against third parties. Any such action could result in significant costs and diversion of our resources and management's attention, and there can be no assurance we will be successful in such action. Furthermore, many of our current and potential competitors have the ability to dedicate substantially greater resources to enforce their intellectual property rights than we do. Accordingly, despite our efforts, we may not be able to prevent third parties from infringing upon or misappropriating our intellectual property.

Claims by others that we infringe their intellectual property rights could harm our business.

Our industry is characterized by vigorous protection and pursuit of intellectual property rights, which has resulted in protracted and expensive litigation for many companies. Third parties may in the future assert claims of infringement of intellectual property rights against us or against our customers for which we may be liable. As the number of service providers and competitors in our market increases and overlaps occur, infringement claims may increase.

Intellectual property claims against us, and any resulting lawsuits, may result in our incurring significant expenses and could subject us to significant liability for damages and invalidate what we currently believe are our proprietary rights.

Our involvement in any patent dispute or other intellectual property dispute or action to protect trade secrets and know-how could have a material adverse effect on our business. Adverse determinations in any litigation could subject us to significant liabilities to third parties, require us to seek licenses from third parties and prevent us from developing and selling our products. Any of these situations could have a material adverse effect on our business. These claims, regardless of their merits or outcome, would likely be time consuming and expensive to resolve and could divert management's time and attention.

We are generally obligated to indemnify our end-customers for certain expenses and liabilities resulting from intellectual property infringement claims regarding our software products, which could force us to incur substantial costs.

We have agreed, and expect to continue to agree, to indemnify our end-customers for certain intellectual property infringement claims regarding our software products. As a result, in the case of infringement claims against these end-customers, we could be required to indemnify them for losses resulting from such claims or to refund amounts they have paid to us. Our end-customers in the future may seek indemnification from us in connection with infringement claims brought against them. We will evaluate each such request on a case-by-case basis and we may not succeed in refuting all such claims. If an end-customer elects to invest resources in enforcing a claim for indemnification against us, we could incur significant costs disputing it. If we do not succeed in disputing it, we could face substantial liability.

Risks Related to Our Stock

The market price of our shares may fluctuate significantly.

The market price and liquidity of the market for shares may be significantly affected by numerous factors, some of which are beyond our control and may not be directly related to our operating performance. Some of the factors that could negatively affect the market price of our shares include:

- our actual or projected operating results, financial condition, cash flows and liquidity, or changes in business strategy or prospects;
- equity issuances by us, or share resales by our stockholders, or the perception that such issuances or resales may occur;
- loss of a major funding source;
- actual or anticipated accounting problems;
- changes in market valuations of similar companies;
- adverse market reaction to any indebtedness we incur in the future;
- speculation in the press or investment community;
- price and volume fluctuations in the overall stock market from time to time;
- general market and economic conditions, and trends including inflationary concerns, the current state of the credit and capital markets;
- significant volatility in the market price and trading volume of securities of companies in our sector, which are not necessarily related to the operating performance of these companies;
- changes in law, regulatory policies or tax guidelines, or interpretations thereof;
- operating performance of companies comparable to us; and
- short-selling pressure with respect to shares of our shares generally.

As noted above, market factors unrelated to our performance could also negatively impact the market price of our shares. One of the factors that investors may consider in deciding whether to buy or sell our shares is our distribution rate as a percentage of our share price relative to market interest rates. If market interest rates increase, prospective investors may demand a higher distribution rate or seek alternative investments paying higher dividends or interest. As a result, interest rate fluctuations and conditions in the capital markets can affect the market value of our shares. For instance, if interest rates rise, it is likely that the market price of our shares will decrease as market rates on interest-bearing securities increase.

If we have to raise capital by selling securities in the future, your rights and the value of your investment in the Company could be reduced.

If we issue debt securities, the lenders would have a claim to our assets that would be superior to the stockholder rights. Interest on the debt would increase costs and negatively impact operating results. If we issue more common stock or any preferred stock, your percentage ownership will decrease and your stock may experience additional dilution, and the holders of preferred stock (called preference securities in Canada) may have rights, preferences and privileges which are superior to (more favorable) the rights of holders of the common stock. It is likely the Company will sell securities in the future. The terms of such future transactions presently are not determinable.

If the market for our common stock is illiquid in the future, you could encounter difficulty if you try to sell your stock.

Our stock trades on the OTC "Pink" Marketplace but it is not actively traded. If there is no active trading market, you may not be able to resell your shares at any price, if at all. It is possible that the trading market in the future will continue to be "thin" or "illiquid," which could result in increased price volatility. Prices may be influenced by investors' perceptions of us and general economic conditions, as well as the market for energy generally. Until our financial performance indicates substantial success in executing our business plan, it is unlikely that there will be coverage by stock market analysts will be extended. Without such coverage, institutional investors are not likely to buy the stock. Until such time, if ever, as such coverage by analysts and wider market interest develops, the market may have a limited capacity to absorb significant amounts of trading. As the stock is a "penny stock," there are additional constraints on the development of an active trading market – see the next risk factor.

The penny stock rule operates to limit the range of customers to whom broker-dealers may sell our stock in the market.

In general, "penny stock" (as defined in the SEC's rule 3a51-1 under the Securities Exchange Act of 1934) includes securities of companies which are not listed on the principal stock exchanges, or the Nasdaq National Market or the Nasdaq Capital Market, and which have a bid price in the market of less than US$5.00; and companies with net tangible assets of less than $2 million ($5 million if the issuer has been in continuous operation for less than three years), or which has recorded revenues of less than $6 million in the last three years. As a "penny stock" our stock therefore is subject to the SEC's rule 15g-9, which imposes additional sales practice requirements on broker-dealers which sell such securities to persons other than established customers and "accredited investors" (generally, individuals with net worth in excess of US$1 million or annual incomes exceeding US$200,000, or US$300,000 together with their spouses, or individuals who are the officers or directors of the issuer of the securities). For transactions covered by rule 15g-9, a broker-dealer must make a special suitability determination for the purchaser and have received the purchaser's written consent to the transaction prior to sale. This rule may adversely affect the ability of broker-dealers to sell our stock, and therefore may adversely affect our stockholders' ability to sell the stock in the public market.

If you are a United States investor, your legal recourse could be limited.

The Company is incorporated under the laws of British Columbia, Canada. Most of the assets now are located in Canada. Our directors and officers and the audit firm are residents of Canada. As a result, if any of our shareholders were to bring a lawsuit in the United States against the officers, directors or experts in the United States, it may be difficult to effect service of legal process on those people who reside in Canada, based on civil liability under the Securities Act of 1933 or the Securities Exchange Act of 1934. In addition, we have been advised that a judgment of a United States court based solely upon civil liability under these laws would probably be enforceable in Canada, but only if the U.S. court in which the judgment was obtained had a basis for jurisdiction in the matter. We also have been advised that there is substantial doubt whether an action could be brought successfully in Canada in the first instance on the basis of liability predicated solely upon the United States' securities laws.

Item 4. Information on the Company

A. History and Development of the Company

The Company is a British Columbia corporation (organized on December 28, 2000, incorporation number BC 0619991, which is the incorporation number reflecting the transition to the new corporate statute (the British Columbia Business Corporations Act)). The registered office is at 1500 West Georgia Street, Suite 1300, Vancouver, British Columbia, Canada, V6C 2Z6. We do not have an agent in the United States.

The Company's legal name is Digatrade Financial Corp and business is carried on in this name at this time. On October 27, 2015 the Company changed its name from Bit-X Financial Corporation to Digatrade Financial Corporation. On February 9, 2015 the Company changed its name from Rainchief Energy Inc to Bit-X Financial Corporation and on November 21, 2008 the Company changed its name from Black Diamond Brands Corporation to Rainchief Energy Inc.

B. Overview

The Company is listed as a fully reporting issuer on the FINRA OTC bulletin board and trades under the symbol "DIGAF".

On March 31, 2015, the Company entered into an agreement with Mega Ideas Holdings Limited, dba ANX ("ANXPRO and ANX International"), a company incorporated and existing under the laws of Hong Kong. ANX owns a proprietary trading platform and provides operational support specializing in blockchain development services and exchange and transaction services for crypto-currencies e.g. Bitcoin and other digital assets. Effective October 17, 2018 the Company closed the online retail trading platform and shared liquidity order book with ANX International owing to low transaction volumes. The Company will continue to evaluate opportunities and continue with research and development related services in the digital-asset industry for prospective institutional customers while continuing to seek new opportunities within the blockchain and the financial technology sector unrelated to facilitating trading activities.

On February 5, 2019 the company entered into a Letter of Intent ("LOI") with Securter Inc., a private Canadian Corporation that is developing a proprietary, patent-pending credit card payment platform to significantly increase the security of online credit card payment processing. The purpose is to reduce financial losses being experienced by financial institutions and merchants from fraudulent credit card use, while also better protecting cardholder privacy. The LOI sets out that the new technology will be launched and commercialized through a Digatrade subsidiary.

On February 26, 2019, the Company executed a definitive agreement (the "Securter Agreement") with Securter Inc., a private Canadian Corporation ("Securter") that is developing a proprietary, patent-pending credit card payment platform to significantly increase the security of online credit card payment processing. Securter technology reduces immense losses by financial institutions and merchants that arise from fraudulent credit card use and protects cardholder privacy by eliminating the distribution of personal information to third parties. With the current worldwide surge in online commerce expected to continue for years to come, the problem of credit card security is large and growing.

Pursuant to the terms of the Securter Agreement, the parties agreed to form a subsidiary of Digatrade, Securter Systems, Inc. ("Securter Systems"), and assign all of the assets and intellectual property of Securter into Securter Systems. Securter Systems has been created to launch and commercialize the Securter technology under Digatrade.

The Securter Agreement provides for the launch and commercialization of Securter's technology under Securter Systems as a Digatrade subsidiary. The consummation of the Securter Agreement is subject to certain milestone events, including the contribution of capital by Digatrade to Securter Systems.

The Company's Organization Structure

During the year ended December 31, 2015 the Company incorporated three subsidiaries: Digatrade Limited (a British Columbia, Canada corporation), Digatrade (UK) Limited (a United Kingdom corporation) and Digatrade Limited (a Nevada corporation).
On September 30, 2009, we disposed of two subsidiaries, Black Diamond Importers Inc., a British Columbia, Canada, corporation and Liberty Valley Wines, LLC., a Delaware, U.S.A., limited liability company. On December 30, 2009, we disposed of our remaining subsidiary, Point Grey Energy Inc., an Alberta, Canada, corporation.

Effective December 22, 2010, we acquired all of the issued and outstanding common shares of Jaydoc Capital Corp ("Jaydoc"), a company incorporated under the Business Corporations Act of the Province of British Columbia, Canada. Jaydoc was acquired to facilitate our business venture in solar energy development. The assets of Jaydoc were its business plan and strategic business relationship with operational partners that offered experience and knowledge in the development, engineering and construction of solar energy projects in Italy and the European Union.

On December 18, 2010 we incorporated a wholly-owned subsidiary, Rainchief Renewable-1 S.R.L under the laws of Italy.

During the year ended December 31, 2015, we incorporated the following subsidiaries: Digatrade Limited (a British Columbia, Canada Corporation), Digatrade (UK) Limited (a United Kingdom corporation), and Digatrade Limited (a Nevada, USA corporation); and de-registered Jaydoc Capital Corp. and Rainchief Renewable-1 S.R.L.

During January 2019 we incorporated Securter Systems Inc. (a Canadian corporation). On September 9, 2020, we ceased to control Securter Systems Inc.

Commitments.

On March 31, 2015, the Company entered into an agreement with Mega Idea Holdings Limited, dba ANX ("ANX"), to provide Crypto-currency deposit and exchange services. Pursuant to the terms of the agreement, the Company was required to pay monthly maintenance fees of US$10,000 for maintenance and support of the exchange platform. The agreement with ANX was for a term of three years.

On April 7, 2017 (the "effective date"), the Company entered into a revised agreement with ANX. Pursuant to the terms of the agreement, the Company was required to pay monthly maintenance fees of US$1,500 for the first six months commencing the first month after the effective date, and US$5,000 thereafter. The revised agreement with ANX was for a term of two years. Effective October 15, 2018, the revised agreement was terminated, and the Company closed the online retail trading platform and shared liquidity order book with ANX International owing to low transaction volumes. The Company paid ANX $32,770 (US$25,000) in full settlement of all outstanding liabilities and realized a gain of $7,158 on the termination of the agreement.

On February 26, 2019 the Company entered into a Definitive Agreement with Securter Inc, a Canadian Company. Under the terms of the Definitive Agreement, Securter's assets and liabilities would be transferred to a new Canadian Federal corporation, Securter Systems Inc (SSI). The Company agreed to subscribe for 100% of SSI's Class B shares, giving it voting control of SSI. The Company also agreed to fund the development of SSI's technology and acquire up to 30% of the Class A common shares of SSI. On September 8, 2020, SSI effected a reorganization of its share capital, whereby the Company ceased to hold voting control of SSI.

Item 5. Operating and Financial Review

For the years ended December 31, 2020, 2019, and 2018, the Company had net losses of $2,711,872, $2,094,253, and $522,963 (restated), respectively.

Accounting Audit and Legal Expenses amounted to $109,154, $57,143 and $82,485 for the years ended December 31, 2020, 2019 and 2018, respectively. Accounting and Audit expenses for the year ended December 31, 2020 amounted to $106,763, as compared with $49,331 for the year ended December 31, 2019, an increase of $57,432. The increase resulted from additional audit and accounting work in connection with corporate transactions. Audit and Accounting expenses for the year ended December 31, 2018 amounted to $44,759. Legal fees for the years ended December 31, 2020, 2019 and 2018 amounted to $2,391, $7,812 and $37,715, respectively. This category of expense was incurred in connection with ongoing corporate activity.

Consulting expense for the year ended December 31, 2020 decreased by $230,704 to $145,396 as compared with $376,100 for the year ended December 31, 2019 and increased by $81,598 as compared with $294,502 for the year ended December 31, 2018. The decrease during the year ended December 31, 2020 and the increase during the year ended December 31, 2019 resulted from varying levels of corporate activity during the respective periods.

Management fees for the year ended December 31, 2020 amounted to $133,939 as compared with $244,120 for the year ended December 31, 2019, a decrease of $110,181. Management fees for the year ended December 31, 2019 increased by $2,170 as compared with $241,950 expended during 2018. The decrease and during the year ended December 31, 2020 and the increase during the year ended December 31, 2019, resulting from changes in the levels of corporate activity during the respective periods.

During the year ended December 31, 2020 the Company incurred Filing and Transfer Agents Expenses in the amount of $20,903 as compared with $19,558 incurred during the year ended December 31, 2019, an increase of $1,345 as a result of increased filing activity during the period. Filing and Transfer Agents Fees for the year ended December 31, 2019 decreased by $6,773 from $26,331 incurred for the year ended December 31, 2018, as a result of decreased corporate activity during that year.

The Company incurred Marketing expenses in the amount of $4,039 during the year ended December 31, 2020, as compared with $10,708 during the year ended December 31, 2019, a decrease of $6,669, in connection with the promotion of the Company’s business. The Company did not incur any marketing expenses during 2018.

During the year ended December 31, 2020, the Company incurred office expenses in the amount of $273, a decrease of $12,136 as compared with $12,409 incurred during the year ended December 31, 2019. The Company incurred $12,409 in Office expenses during the year ended December 31, 2019, essentially unchanged from $12,282 incurred during the year ended December 31, 2018.

During the year ended December 31, 2019, the Company incurred Investor Relations expenses in the amount of $20,096. The Company did not incur any Investor Relations expenses during the years ended December 31, 2020 and 2018.

The Company incurred Financing Finders Fees in the amounts of $54,746 and $123,101 in connection with the issuance of convertible promissory notes during the years ended December 31, 2019 and 2018, respectively. The Company did not incur Financing Finders Fees expense during the year ended December 31, 2020

The Company did not incur Stock Based Compensation expense during the years ended December 31, 2020 and 2018. During the year ended December 31, 2019, the Company granted stock options with a fair value of $60,000 to directors and certain contractors to the Company. The options were valued using the Black-Scholes model with the assumptions of risk-free rate of 1.68%, volatility of 268% and option life of 7 years.

The Company incurred travel expenses in the amount of $13,944 during the year ended December 31, 2019 in connection with the acquisition of Securter. The Company did not incur any travel expenses during 2020 and 2018.

The Company incurred Exchange Platform Development Costs in the amount of $102,683 and Director’s Fees in the amount of $12,900 during the year ending December 31, 2018. The Company did not incur expenses in these categories during 2019 and 2020.

The Company realized a foreign exchange gains of $2,485, $48,045 and $37,682 during the years ended December 31, 2020, 2019 and 2018, respectively. The gains resulted from changes in the foreign currency exchange rates between the Canadian and US Dollars.

The Company incurred Interest Expense during the years ended December 31, 2020, 2019 and 2018 in the amounts of $30,785, $58,470 and $198,658. This expenditure was incurred in connection with the issuance of Convertible Promissory Notes.

The Company realized Accretion Expenses in the amounts of $137,880, $146,624 and $7,039 for the years ended December 31, 2020, 2019 and 2018, respectively. During the year ended December 31, 2020, the Company recognized a loss in the fair value of derivative instruments of $1,995,930 as compared with a loss of $1,067,076 during the year-ended December 31, 2019 and a gain in the fair value of derivative instruments of $534,118 during the year ended December 31, 2018. The changes in the Fair Value of Derivative instruments are driven by changes in the calculated volatility of the price of the Company’s publicly traded stock.

During the year ended December 31, 2020, the Company recognized a gain of $151,301, resulting from the write-off of matured promissory notes, the holders of which are untraceable or have otherwise abandoned their claims (year ended December 31, 2019 and 2018 - $Nil).

During the period to September 8, 2020, the Company realized a loss on the discontinued operations of SSI in the amount of $127,637 as compared with a loss of $158,843 for the year ended December 31, 2019 and recognised a loss of $286,570 on the disposal of SSI on September 8, 2020.

Financial position

As at December 31, 2020, the Company had a working capital deficiency of $238,702 as compared with a working capital deficiency of $238,321, an increase of $381.

The increase in working capital deficiency during the year ended December 31, 2020 is due to decreases in Cash of $112,680 and GST Recoverable of $1,611, together with increases in Trade and Other Payables, Convertible Promissory Notes – Liability Component and Derivative Liability amounting to $25,321, $41,128 and $1,240,664, respectively. These amounts were offset by an increase in the value of the Deferred Loss on Derivatives in the amount of $129,786 and decreases in the value of the loan Payable and Promissory Notes of $26,595 and $153,794, respectively.

Liquidity and Capital Resources

As the Company has historically generated nominal revenues from our operations, the Company no internal sources of funds and are reliant upon investors and lenders to fund its operations to continue to further develop its products. The Company has funded its operations to date principally from the sale of convertible promissory notes and, to a lesser extent, sale of equity securities. Management believes that the Company will continue to be reliant upon debt and equity financing to fund continuing operations until the business plan is fully implemented. The Company has incurred losses since inception and have incurred negative cash flows from operations from inception through December 31, 2020.

During the year ended December 31, 2020 the Company raised $403,601 by the issuance of Convertible Promissory Notes (year ended December 31, 2019 - $572,389) and $100 by the issuance of additional Class B stock. (year ended December 31, 2019 - $100). During the year ended December 31, 2019, the Company, re-paid a convertible Promissory Note in the amount of $33,596 and raised $196 in advances from the Minority interest in SSI.

Changes in working capital accounts during the year ended December 31, 2020 consumed $26,860 (year ended December 31, 2019 provided $9,464).

During the year ended December 31, 2020, the Company used cash in the amount of $414,417 to fund the Company's continuing operations (year ended December 31, 2019 – $751,364) and invested $145,901 in the operations of SSI (December 31, 2019 – $158,915).

C. Research and Development, Patents and Licenses, etc.

Not applicable

D. Trend Information

Management is not aware of any trend, commitment, event or uncertainty that is expected to have a material effect on our business, financial condition or results of operations.

E. Off-Balance Sheet Arrangements

Not applicable.

F. Contractual Obligations

Not applicable.

Item 6. Directors, Senior Management and Employees

A. Directors, Senior Management, and Employees

The following table sets forth the name, positions held and principal occupation of each of our directors, senior management and employees upon whose work the Company is dependent. Information on such persons' share ownership is under Item 7.

Name and Positions Held	Experience and Principal Business Activities
Bradley J. Moynes (50) Chairman, President, Director and Interim Chief Financial Officer	President and Director of the Company since December 2000.
Timothy Delaney (66)	Director of the Company since November 20, 2018

B. Compensation

SUMMARY COMPENSATION TABLE

The following table sets forth the compensation paid to the executive officers of the Company in each of the years ended December 31, 2020, 2019 and 2018. The table includes compensation paid for service by such persons to subsidiaries. All amounts are stated in US dollars.

		Annual Compensation			Long Term Compensation Awards		Payouts	
(a) Name and Current Principal Position	(b) Year	(c) Salary (US$)	(d) Bonus (US$)	(e) Other (US$)	(f) Restricted Stock Awards (US$)	(g) Options or SAR's (#)	(h) LPIT Payouts (US$)	(i) All Other Compensation (US$)
Bradley J. Moynes,	2020	$ 99,880	$ -	$ -	$ -	-	$ -	$ -
President	2019	$ 187,784	$ -	$ -	$ -	5,000,000	$ -	$ -
	2018	$ 186,781	$ -	$ -	$ -	-	$ -	$ -

Executive Compensation Plans and Employment Agreements

Management Agreements

No management agreements were entered into for the period commencing January 1, 2020 to December 31, 2020.

Equity Compensation Plans

Effective December 31, 2010, our Board of Directors adopted the 2010 Stock Option Incentive Plan ("the Stock Option Plan"). The purpose of the Stock Option Plan is to enhance the long-term stockholder value of the Company by offering opportunities to directors, officers, key employees and eligible consultants of the Company to acquire and maintain stock ownership in the Company, in order to give these persons the opportunity to participate in the Company's growth and success, and to encourage them to remain in the service of the Company. A maximum of 10% of the issued and outstanding shares of common stock are available for issuance under the Stock Option Plan.

C. Board Practices

Each director holds office until the next annual general meeting of the Company unless his office is earlier vacated in accordance with the Articles of the Company or the Canada Business Corporations Act.

During the most recently completed fiscal year, there are no arrangements (standard or otherwise) under which directors of the Company were compensated by the Company or its subsidiaries for services rendered in their capacity as directors, nor were any amounts paid to the directors for committee participation or special assignments, other than the granting of stock options. There were no arrangements under which the directors would receive compensation or benefits in the event of the termination of that office.

The Company does not have an audit committee at the present time. The Company is currently seeking a suitable individual to serve on an audit committee.

The audit committee is responsible for selecting, evaluating and recommending the Company's auditors to the Board of Directors for shareholder approval; evaluating the scope and general extent of the auditors' review; overseeing the work of the auditors; recommending the auditors' compensation to the Board of Directors; and assisting with the resolution of any disputes between management and the auditors regarding financial reporting. The audit committee is also responsible for reviewing the Company's annual and interim financial statements and recommending their approval to the Board of Directors; reviewing the Company's policies and procedures with respect to internal controls and financial reporting; and establishing procedures for dealing with complaints regarding accounting, internal controls or auditing matters.

The Company does not have a compensation or corporate governance committee at the present time. The Company is listed for trading on the OTCBB as a reporting issuer under registration statement Form 20-F (Foreign Private Issuer) and as such it believes that it is not required to have such committees.

D. Employees

The Company currently has one officer and no employees. Employees will be added as required.

E. Share Ownership

Our directors and officer control the indicated shares of common stock as at the date hereof; percentages are based on 1,385,615,822 shares of common stock and 2,100,000 shares of Class B common stock issued and outstanding as at March 31, 2021

Name	No. of shares of Common Stock	Percentage of Common Shares outstanding at March 31, 2021
Brad Moynes	22,504,000	1.57%

Name	No. of shares of Class B Common Stock	Percentage of Class B Common Stock outstanding at March 31, 2021
Brad Moynes	2,100,000	100%

Item 7. Major Shareholders and Related Party Transactions.

A. Major Shareholders

To our knowledge, only one person beneficially owns, directly or indirectly, or exercises control or direction over, common shares carrying more than 5% of the voting rights attached to the 1,385,612,822 common shares and 2,100,000 Class B common shares outstanding at March 31, 2021.

The Company has approximately 212 shareholders of record at March 31, 2021. The number of shareholders holding securities beneficially through street name nominees, as reflected in the record position of Cede & Co. and other intermediaries, is approximately 98.1%.

To the best of our knowledge, approximately 2% of the Company's common shares are owned by residents of Canada or residents of countries other than the United States. The number of shareholders holding securities beneficially through street name nominees, as reflected in the record position of Cede & Co. and other intermediaries, who may be residents of other countries, is approximately 2%. These assumptions are based on our shareholder registry issued by Action Stock Transfer as of March 31, 2021.

To our knowledge, we are not owned or controlled directly or indirectly by another corporation or by any foreign government, nor are there any arrangements which may result in a change of control of the Company. The directors of the Company own approximately 1.6% of the Class "A" common voting shares and all of 2,100,000 of the Class "B" common voting non-participating shares. As a result, the percentage of shares controlled by the directors currently represents voting control of the Company.

B. Related Party Transactions

Balances and transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation and are not disclosed. Details of transactions between the Company and other related parties, in addition to those transactions disclosed elsewhere in these consolidated financial statements, are described below. All related party transactions were in the ordinary course of business and were measured at their exchange amounts.

Compensation of Key Management Personnel

The Company incurred management fees for services provided by key management personnel for the years ended December 31, 2020, 2019 and 2018, as described below.

Management Fees

	2020	2019	2018
	$	$	$
Management Fees	133,939	244,120	241,950
Share-Based Payments	-	30,000	-
	133,939	274,120	241,950

During the year ended December 31, 2020, the Company incurred consulting fees for services provided by a former director of the Company in the amount of $Nil (year ended December 31, 2019 - $19,125 up to the date of his resignation as a director on May 22, 2019 The Company paid $16,200 to this former director subsequent to his resignation. (year ended December 31,2018 - $12,900)).

C. Interest of Experts and Counsel

None.

Item 8. Financial Information

See the consolidated financial statements under Item 18.

Item 9. The Offer and Listing

A. Offer and Listing Details

The Company's common shares are traded on the "OTC.BB" under the symbol BITXF; the shares are not listed on any exchange or traded on any other medium. Trading commenced in the first quarter 2004 on the Pink Sheets and then became a reporting issuer and was listed for trading on the OTC.BB during the second quarter of 2007.

The following table sets forth the high and low closing prices on the OTC Markets and the OTC.BB for the periods indicated, adjusted for the consolidations of the Company's stock on March 22, 2010, April 3, 2013 and June 8, 2016. See Item 10A below.

By Quarters in 2019, 2018 & 2017	High Sales Price US$	Low Sales Price US$
Fourth Quarter 2020	$ 0.007	$ 0.001
Third Quarter 2020	$ 0.002	$ 0.001
Second Quarter 2020	$ 0.002	$ 0.001
First Quarter 2020	$ 0.003	$ 0.001
Fourth Quarter 2019	$ 0.004	$ 0.001
Third Quarter 2019	$ 0.009	$ 0.003
Second Quarter 2019	$ 0.023	$ 0.007
First Quarter 2019	$ 0.016	$ 0.005
Fourth Quarter 2018	$ 0.02	$ 0.003
Third Quarter 2018	$ 0.06	$ 0.01
Second Quarter 2018	$ 0.16	$ 0.03
First Quarter 2018	$ 0.52	$ 0.10
Fourth Quarter 2017	$ 0.75	$ 0.10
Third Quarter 2017	$ 0.31	$ 0.06
Second Quarter 2017	$ 0.16	$ 0.06
First Quarter 2017	$ 0.23	$ 0.06

On December 31, 2020, the closing price was US$0.004 per share.

B. Plan of Distribution

Not applicable.

C. Markets

See "Offer and Listing Details" above.

D. Selling Shareholders

Not applicable.

E. Dilution

Not applicable.

F. Expenses of the Issue

Not applicable.

Item 10. Additional Information

A. Share Capital Authorized

Unlimited number of common shares without par value

Issued and Outstanding

	Number of Common Shares	Number of Class B Common Shares	Amount $
Balance, December 31, 2015 (Post-Share Consolidation)	1,622,150		3,241,848
Shares issued for Services	5,000	-	32,000
Fair Value of Share Rights Expired	34,000	-	85,000
	1,661,150	-	3,358,848
Post-consolidation shares issued in settlement of debt	41,000,000	-	276,983
Shares issued for Services	250,000	-	15,000
Shares held in escrow	(1,500)	-	(5,374)
Balance, December 31, 2016 (Post-Share Consolidation)	42,909,650	-	3,645,457
Shares Issued	2,500,000	-	334,975
Shares Issued in Settlement of Debts	4,000,000	-	103,779
Shares Issued for Cash	-	100,000	100
Shares Issued for Services	250,000	-	21,896
Shares Held in Trust	1,500	-	-
Balance, December 31, 2017	49,661,150	100,000	4,106,207

Shares Issued for Services	600,000	-	7,373
Shares Issued on Conversion of Convertible Promissory Notes	176,150,754	-	1,966,571
Balance, December 31, 2018	226,411,904	100,000	6,080,151
Shares Issued	-	1,000,000	100
Shares Issued on Conversion of Convertible Promissory Notes	356,153,022	-	1,379,907
Balance, December 31, 2019	582,564,926	1,100,000	7,460,158
Shares Issued	-	1,000,000	100
Shares Issued on Conversion of Convertible Promissory Notes	759,908,896	-	1,416,023
Balance, December 31, 2020	1,342,473,822	2,100,000	8,876,281

Share consolidation

Effective April 3, 2013, the common shares of the Company were consolidated at the ratio of one new common share for every 50 old common shares. The Company issued 835 shares to round up fractional entitlements resulting from the consolidation.

On September 19, 2014, the Company entered into an escrow agreement with a creditor. The Company agreed to pay the creditor $2,500 upon the signing of the agreement and to issue 75,000 shares (1,500 post consolidation shares) to be held in escrow. The Company is obligated to pay the creditor a further $6,687 forty five days after the Company's stock becomes DWAC-eligible. Upon payment of the final amount owing the shares will be returned to the Company.

Effective June 8, 2016, the common shares of the Company were consolidated at the ratio of one new common share for every 50 old common shares. The Company issued 12,306 shares to round up fractional entitlements resulting from the consolidation. The number of common shares and basic loss per share calculations disclosed in the consolidated financial statements have been adjusted to reflect the retroactive application of this share consolidation.

On June 12, 2017, the Company settled convertible promissory notes totalling $32,700 by the issuance of 2,000,000 common shares with a fair value equal to the value of the underlying debt settled.

On September 21, 2018, the Company settled a convertible promissory note owed to a company controlled by a former Officer and Director of the Company in the amount of $61,694 (US$50,000) by the issuance of 1,000,000 common shares with a fair value equal to the value of the underlying debt settled.

During the year ended December 31, 2016, the Company issued 250,000 shares at a fair value of $0.06 per share to a related party for consulting services rendered. Share-based compensation of $15,000 was recorded.

During the year ended December 31, 2017, the Company entered into a consulting agreement for the provision of business strategy and compliance services. The Company issued 250,000 common shares valued at $21,896.

During the year ended December 31, 2018, the Company entered into a consulting agreement for the provision of business strategy and compliance services. The Company issued 600,000 common shares valued at $7,373.

On October 10, 2017, the Company passed a resolution authorizing the creation of a new 100,000 Class "B" common shares with the following characteristics: non-participating, no par value, and with the voting right of 1,000 votes per share. On the same day, the Company issued 100,000 Class "B" common shares at $0.001 per share for total proceeds of $100 to a shareholder who is also a Director and Office of the Company.

On January 2, 2019, the Company passed a resolution to increase the authorized number of Class "B" common shares from 100,000 to 1,100,000. On the same day, the Company issued 1,000,000 Class "B" common shares at $0.0001 per share for total proceeds of $100 to a shareholder who is also a Director and Officer of the Company.

During the year ended December 31, 2019, the Company issued 356,153,022 shares of Common Stock with a fair value of $1,379,907, pursuant to the conversion of certain Convertible Promissory Notes.

During the year ended December 31, 2020, the Company issued 759,908,896 shares of Common Stock with a fair value of $1,416,023, pursuant to the conversion of certain Convertible Promissory Notes.

Share Purchase Warrants
Not applicable

Share Options
On February 14, 2019, the Company granted 5,750,000 options to directors of the Company and 4,250,000 options to consultants. All grants of options were made under the Company's Stock Option Plan.

B. Memorandum and Articles of Association

The Company is registered under the Company Act of the Province of British Columbia, Canada (BC 0619991).

With respect to directors, under the by-laws, a director who is a party to a material contract or proposed material contract with us, or is a director or officer of or has a material interest in any person who is a party to a material contract or proposed material contract with us, must disclose to us in writing the nature and extent of such interest. An interested director can vote on only a limited number of such matters (securing a loan from the director to the Company, his remuneration, indemnity or insurance, or a contract with an affiliate) provided the interest is disclosed. Otherwise, even with disclosure of the interest, such a director cannot vote on a material contract or proposed material contract. A contract approved by the board of directors is not voidable because one or more directors has a conflict of interest, if the conflict is disclosed and the interested director(s) do not vote on the matter. Subject to the conflict of interest provisions summarized above, there is no restriction in the by-laws on the power of the board of directors to have the Company borrow money, issue debt obligations, or secure debt or other obligations of the Company. The by-laws contain no provision for the retirement or non-retirement of directors under an age limit requirement. A director is not required to hold any shares of the Company in order to be a director.

The Articles of the Company provide for the issuance of unlimited number of shares of common stock, without par value. All holders of common stock have equal voting rights, equal rights to dividends when and if declared, and equal rights to share in assets upon liquidation of the corporation. The common shares are not subject to any redemption or sinking fund provisions. Directors serve from year to year, there being no provision for a staggered board; cumulative voting for directors is not allowed. Between annual general meetings, the existing board can appoint one or more additional directors to serve until the next annual general meeting, but the number of additional directors shall not at any time exceed one-third of the number of directors who held office at the expiration of the last annual meeting. All issued and outstanding shares are fully paid and non-assessable securities.

In order to change the rights of the holders of common stock, the passing of a special resolution by such shareholders is required, being the affirmative vote of not less than 2/3 of the votes cast in person or by proxy at a duly called meeting of shareholders.

An annual meeting of shareholders must be called by the board of directors not later than 15 months after the last annual meeting. The board at any time may call a special meeting of shareholders. Notice of any meeting must be sent not less than 21 and not more than 50 days before the meeting, to every shareholder entitled to vote at the meeting. All shareholders entitled to vote are entitled to be present at a shareholders meeting. A quorum is the presence in person or by proxy of the holders of at least 5% of the issued and outstanding shares of common stock.

Except under the Investment Canada Act, there are no limitations specific to the rights of non-Canadians to hold or vote our shares under the laws of Canada or our charter documents. The Investment Canada Act ("ICA") requires a non-Canadian making an investment which would result in the acquisition of control of a Canadian business, the gross value of the assets of which exceed certain threshold levels or the business activity of which is related to Canada's cultural heritage or national identity, to either notify, or file an application for review with, Investment Canada, the federal agency created by the ICA. The notification procedure involves a brief statement of information about the investment on a prescribed form which is required to be filed with Investment Canada by the investor at any time up to 30 days after implementation of the investment. It is intended that investments requiring only notification will proceed without intervention by government unless the investment is in a specific type of business related to the scope of the ICA. If an investment is reviewable under the ICA, an application for review in the prescribed form normally is required to be filed with Investment Canada before the investment is made and it cannot be implemented until completion of review and Investment Canada has determined that the investment is likely to be of net benefit to Canada. If the agency is not so satisfied, the investment cannot be implemented if not made, or if made, it must be unwound.

C. Material Contracts

Except as otherwise disclosed in this Form 20-F, we have no material contracts.

D. Exchange Controls

There are no laws, decrees or regulations in Canada relating to restrictions on the export or import of capital, or affecting the remittance of interest, dividends or other payments to non-resident holders of our shares of common stock.

E. Taxation

Canada

Canadian Federal Income Tax Information for United States Residents

The following is a discussion of material Canadian federal income tax considerations generally applicable to holders of our common shares who acquire such shares in this offering and who, for purposes of the Income Tax Act (Canada) and the regulations thereunder, or the Canadian Tax Act:

- deal at arm's length and are not affiliated with us;
- hold such shares as capital property;
- do not use or hold (and will not use or hold) and are not deemed to use or hold our common shares, in or in the course of carrying on business in Canada;
- have not been at any time residents of Canada; and
- are, at all relevant times, residents of the United States, or U.S. Residents, under the Canada-United States Income Tax Convention (1980), (the Convention).

TAX MATTERS ARE VERY COMPLICATED AND THE CANADIAN FEDERAL INCOME TAX CONSEQUENCES OF PURCHASING, OWNING AND DISPOSING OF OUR COMMON SHARES WILL DEPEND UPON THE STOCKHOLDER'S PARTICULAR SITUATION. THE SUMMARY OF MATERIAL CANADIAN FEDERAL INCOME TAX CONSEQUENCES SET FORTH BELOW IS INTENDED TO PROVIDE ONLY A GENERAL SUMMARY AND IS NOT INTENDED TO BE A COMPLETE ANALYSIS OR DESCRIPTION OF ALL POTENTIAL CANADIAN FEDERAL INCOME TAX CONSEQUENCES.

THIS DISCUSSION DOES NOT INCLUDE A DESCRIPTION OF THE TAX LAWS OF ANY PROVINCE OR TERRITORY WITHIN CANADA. ACCORDINGLY, HOLDERS AND PROSPECTIVE HOLDERS OF OUR COMMON SHARES ARE ENCOURAGED TO CONSULT WITH THEIR OWN TAX ADVISERS ABOUT THE TAX CONSEQUENCES TO THEM HAVING REGARD TO THEIR OWN PARTICULAR CIRCUMSTANCES, INCLUDING ANY CONSEQUENCES OF PURCHASING, OWNING OR DISPOSING OF OUR COMMON SHARES ARISING UNDER CANADIAN FEDERAL, CANADIAN PROVINCIAL OR TERRITORIAL, U.S. FEDERAL, U.S. STATE OR LOCAL TAX LAWS OR TAX LAWS OF JURISDICTIONS OUTSIDE THE UNITED STATES OR CANADA.

This summary is based on the current provisions of the Canadian Income Tax Act, proposed amendments to the Canadian Income Tax Act publicly announced by the Minister of Finance (Canada) prior to the date hereof (the "Proposed Amendments"), and the provisions of the Convention as in effect on the date hereof. No assurance can be given that the Proposed Amendments will be entered into law in the manner proposed, or at all. No advance income tax ruling has been requested or obtained from the Canada Revenue Agency to confirm the tax consequences of any of the transactions described herein.

This summary is not exhaustive of all possible Canadian federal income tax consequences for U.S. Residents, and other than the Proposed Amendments, does not take into account or anticipate any changes in law, whether by legislative, administrative, governmental or judicial decision or action, nor does it take into account Canadian provincial, U.S. or foreign tax considerations which may differ significantly from those discussed herein. No assurances can be given that subsequent changes in law or administrative policy will not affect or modify the opinions expressed herein.

A U.S. Resident will not be subject to tax under the Canadian Tax Act in respect of any capital gain on a disposition of our common shares unless such shares constitute "taxable Canadian property", as defined in the Canadian Tax Act, of the U.S. Resident and the U.S. Resident is not eligible for relief pursuant to the Convention. Our common shares will not constitute "taxable Canadian property" if, at any time during the 60-month period immediately preceding the disposition of the common shares, the U.S. Resident, persons with whom the U.S. Resident did not deal at arm's length, or the U.S. Resident together with all such persons, did not own 25% or more of the issued shares of any class or series of shares of our capital stock. In addition, the Convention generally will exempt a U.S. Resident who would otherwise be liable to pay Canadian income tax in respect of any capital gain realized by the U.S. Resident on the disposition of our common shares, from such liability provided that the value of our common shares is not derived principally from real property situated in Canada. The Convention may not be available to a U.S. Resident that is a U.S. LLC which is not subject to tax in the U.S.

Amounts in respect of our common shares paid or credited or deemed to be paid or credited as, on account or in lieu of payment of, or in satisfaction of, dividends to a U.S. Resident will generally be subject to Canadian non-resident withholding tax at the rate of 25%. Currently, under the Convention the rate of Canadian non-resident withholding tax will generally be reduced to:

- 5% of the gross amount of dividends if the beneficial owner is a company that is resident in the U.S. and that owns at least 10% of our voting shares; or

- 15% of the gross amount of dividends if the beneficial owner is some other resident of the U.S.

United States Federal Income Tax Information for United States Holders.

The following is a general discussion of material U.S. federal income tax consequences of the ownership and disposition of our common shares by U.S. Holders (as defined below). This discussion is based on the United States Internal Revenue Code of 1986, as amended, Treasury regulations promulgated thereunder, and judicial and administrative interpretations thereof, all as in effect at the date hereof and all of which are subject to change, possibly with retroactive effect. This discussion only addresses the tax consequences for U.S. Holders that will hold their common shares as a "capital asset" and does not address U.S. federal income tax consequences that may be relevant to particular U.S. Holders in light of their individual circumstances or U.S. Holders that are subject to special treatment under certain U.S. federal income tax laws, such as:

- tax-exempt organizations and pension plans;
- persons subject to alternative minimum tax;
- banks and other financial institutions;
- insurance companies;
- partnerships and other pass-through entities (as determined for United States federal income tax purposes);
- broker-dealers;
- persons who hold their common shares as a hedge or as part of a straddle, constructive sale, conversion transaction, and other risk management transaction; and
- persons who acquired their common shares through the exercise of employee stock options or otherwise as compensation.

As used herein, the term "U.S. Holder" means a beneficial owner of our common shares that is:

- an individual citizen or resident of the United States;
- a corporation, a partnership or entity treated as a corporation or partnership for U.S. federal income tax purposes, that is created or organized in or under the laws of the United States or any political subdivision thereof;
- an estate the income of which is subject to U.S. federal income taxation regardless of its source; and
- a trust if both a United States Court is able to exercise primary supervision over the administration of the trust; and one or more United States persons have the authority to control all substantial decisions of the trust.

TAX MATTERS ARE VERY COMPLICATED AND THE UNITED STATES FEDERAL INCOME TAX CONSEQUENCES OF PURCHASING, OWNING AND DISPOSING OF OUR COMMON SHARES WILL DEPEND UPON THE STOCKHOLDER'S PARTICULAR SITUATION. THE SUMMARY OF MATERIAL UNITED STATES FEDERAL INCOME TAX CONSEQUENCES SET FORTH BELOW IS INTENDED TO PROVIDE ONLY A GENERAL SUMMARY AND IS NOT INTENDED TO BE A COMPLETE ANALYSIS OR DESCRIPTION OF ALL POTENTIAL UNITED STATES FEDERAL INCOME TAX CONSEQUENCES.

NOTE THAT THIS DISCUSSION DOES NOT INCLUDE A DESCRIPTION OF THE TAX LAWS OF ANY STATE OR LOCAL GOVERNMENT WITHIN THE UNITED STATES. ACCORDINGLY, HOLDERS AND PROSPECTIVE HOLDERS OF OUR COMMON SHARES ARE ENCOURAGED TO CONSULT THEIR TAX ADVISORS ABOUT THE U.S. FEDERAL, STATE, LOCAL, AND FOREIGN TAX CONSEQUENCES OF PURCHASING, OWNING AND DISPOSING OF OUR COMMON SHARES.

Ownership of Shares.

The gross amount of any distribution received by a U.S. Holder with respect to our common shares generally will be included in the U.S. Holder's gross income as a dividend to the extent attributable to our current and accumulated earnings and profits (as determined under U.S. federal income tax principles). To the extent a distribution received by a U.S. Holder is not a dividend because it exceeds the U.S. Holder's pro rata share of our current and accumulated earnings and profits, it will be treated first as a tax-free return of capital and reduce (but not below zero) the adjusted tax basis of the U.S. Holder's shares. To the extent the distribution exceeds the adjusted tax basis of the U.S. Holder's shares, the remainder will be taxed as capital gain (the taxation of capital gain is discussed under the heading "Sale of Shares" below).

For taxable years beginning before January 1, 2009, dividends received by non-corporate U.S. Holders from a qualified foreign corporation are taxed at the same preferential rates that apply to long-term capital gains. A foreign corporation is a "qualified foreign corporation" if it is eligible for the benefits of a comprehensive income tax treaty with the United States (the income tax treaty between Canada and the United States is such a treaty) or the shares with respect to which such dividend is paid is readily tradable on an established securities market in the United States (such as the Nasdaq Capital Market). Notwithstanding satisfaction of one or both of these conditions, a foreign corporation is not a qualified foreign corporation if it is a passive foreign investment company ("PFIC") for the taxable year of the corporation in which the dividend is paid or the preceding taxable year. (Whether a foreign corporation is a PFIC is discussed below under the heading "Passive Foreign Investment Companies"). A foreign corporation that is a PFIC for any taxable year within a U.S. person's holding period generally is treated as a PFIC for all subsequent years in the U.S. person's holding period. Although we have not been, are not now, and do not expect to be a PFIC, and we don't expect to pay dividends, you should be aware of the following matters in the event that we do become a PFIC and do pay dividends.

If we were to become a PFIC, then U.S. Holders who acquire our common shares may be treated as holding shares of a PFIC throughout their holding period for the purpose of determining whether dividends received from us are dividends from a qualified foreign corporation. As a consequence, dividends received by U.S. Holders may not be eligible for taxation at the preferential rates applicable to long-term capital gains.

If a distribution is paid in Canadian dollars, the U.S. dollar value of such distribution on the date of receipt is used to determine the amount of the distribution received by a U.S. Holder. A U.S. Holder who continues to hold such Canadian dollars after the date on which they are received, may recognize gain or loss upon their disposition due to exchange rate fluctuations. Generally, such gains and losses will be ordinary income or loss from U.S. sources.

U.S. Holders may deduct Canadian tax withheld from distributions they receive for the purpose of computing their U.S. federal taxable income (or alternatively a credit may be claimed against the U.S. Holder's U.S. federal income tax liability as discussed below under the heading "Foreign Tax Credit"). Corporate U.S. Holders generally will not be allowed a dividend received deduction with respect to dividends they receive from us.

Foreign Tax Credit

Generally, the dividend portion of a distribution received by a U.S. Holder will be treated as income in the passive income category for foreign tax credit purposes. Subject to a number of limitations, a U.S. Holder may elect to claim a credit against its U.S. federal income tax liability (in lieu of a deduction) for Canadian withholding tax deducted from its distributions. The credit may be claimed only against U.S. federal income tax attributable to a U.S. Holder's passive income that is from foreign sources.

If we were to become a qualified foreign corporation with respect to a non-corporate U.S. Holder, dividends received by such U.S. Holder will qualify for taxation at the same preferential rates that apply to long-term capital gains. In such case, the dividend amount that would otherwise be from foreign sources is reduce by multiplying the dividend amount by a fraction, the numerator of which is the U.S. Holder's preferential capital gains tax rate and the denominator of which is the U.S. Holder's ordinary income tax rate. The effect is to reduce the dividend amount from foreign sources, thereby reducing the U.S. federal income tax attributable to foreign source income against which the credit may be claimed. Canadian withholding taxes that cannot be claimed as a credit in the year paid may be carried back to the preceding year and then forward 10 years and claimed as a credit in those years, subject to the same limitations referred to above.

The rules relating to the determination of the foreign tax credit are very complex. U.S. Holders and prospective U.S. Holders should consult their own tax advisors to determine whether and to what extent they would be entitled to claim a foreign tax credit.

Sale of Shares

Subject to the discussion of the "passive foreign investment company" rules below, a U.S. Holder generally will recognize capital gain or loss upon the sale of our shares equal to the difference between: (a) the amount of cash plus the fair market value of any property received; and (b) the U.S. Holder's adjusted tax basis in such shares. This gain or loss generally will be capital gain or loss from U.S. sources, and will be long-term capital gain or loss if the U.S. Holder held its shares for more than 12 months. Generally, the net long-term capital gain of a non-corporate U.S. Holder from the sale of shares is subject to taxation at a top marginal rate of 15%. A Capital gain that is not long-term capital gain is taxed at ordinary income rates. The deductibility of capital losses is subject to certain limitations.

Passive Foreign Investment Companies

We will be a PFIC if, in any taxable year either: (a) 75% or more of our gross income consists of passive income; or (b) 50% or more of the value of our assets is attributable to assets that produce, or are held for the production of, passive income. Subject to certain limited exceptions, if we meet the gross income test or the asset test for a particular taxable year, our shares held by a U.S. Holder in that year will be treated as shares of a PFIC for that year and all subsequent years in the U.S. Holder's holding period, even if we fail to meet either test in a subsequent year.

If we were a PFIC in the future, gain realized by a U.S. Holder from the sale of PFIC Shares and certain dividends received on such shares would be subject to tax under the excess distribution regime, unless the U.S. Holder made one of the elections discussed below. Under the excess distribution regime, federal income tax on a U.S. Holder's gain from the sale of PFIC Shares would be calculated by allocating the gain rateably to each day the U.S. Holder held its shares. Gain allocated to years preceding the first year in which we were a PFIC in the U.S. Holder's holding period, if any, and gain allocated to the year of disposition would be treated as gain arising in the year of disposition and taxed as ordinary income. Gain allocated to all other years would be taxed at the highest tax rate in effect for each of those years. Interest for the late payment of tax would be calculated and added to the tax due for each of the PFIC Years, as if the tax was due and payable with the tax return filed for that year. A distribution that exceeds 125% of the average distributions received on PFIC Shares by a U.S. Holder during the 3 preceding taxable years (or, if shorter, the portion of the U.S. Holder's holding period before the taxable year) would be taxed in a similar manner.

A U.S. Holder may avoid taxation under the excess distribution regime by making a qualified electing fund ("QEF") election. For each year that we would meet the PFIC gross income test or asset test, an electing U.S. Holder would be required to include in gross income, its pro rata share of our net ordinary income and net capital gains, if any. The U.S. Holder's adjusted tax basis in our shares would be increased by the amount of such income inclusions. An actual distribution to the U.S. Holder out of such income generally would not be treated as a dividend and would decrease the U.S. Holder's adjusted tax basis in our shares. Gain realized from the sale of our shares covered by a QEF election would be taxed as a capital gain. U.S. Holders will be eligible to make QEF elections, only if we agree to provide to the U.S. Holders, which we do, the information they will need to comply with the QEF rules. Generally, a QEF election should be made by the due date of the U.S. Holder's tax return for the first taxable year in which the U.S. Holder held our shares that includes the close of our taxable year for which we met the PFIC gross income test or asset test. A QEF election is made on IRS Form 8621.

A U.S. Holder may also avoid taxation under the excess distribution regime by timely making a mark-to-market election. An electing U.S. Holder would include in gross income the increase in the value of its PFIC Shares during each of its taxable years and deduct from gross income the decrease in the value of its PFIC Shares during each of its taxable years. Amounts included in gross income or deducted from gross income by an electing U.S. Holder are treated as ordinary income and ordinary deductions from U.S. sources. Deductions for any year are limited to the amount by which the income inclusions of prior years' exceed the income deductions of prior years. Gain from the sale of PFIC Shares covered by an election is treated as ordinary income from U.S. sources while a loss is treated as an ordinary deduction from U.S. sources only to the extent of prior income inclusions. Losses in excess of such prior income inclusions are treated as capital losses from U.S. sources. A mark-to-market election is timely if it is made by the due date of the U.S. Holder's tax return for the first taxable year in which the U.S. Holder held our shares that includes the close of our taxable year for which we met the PFIC gross income test or asset test. A mark-to-market election is also made on IRS Form 8621.

As noted above, a PFIC is not a qualified foreign corporation and hence dividends received from a PFIC are not eligible for taxation at preferential long-term capital gain tax rates. Similarly, ordinary income included in the gross income of a U.S. Holder who has made a QEF election or a market-to-market election, and dividends received from corporations subject to such election, are not eligible for taxation at preferential long-term capital gain rates. The PFIC rules are extremely complex and could, if they apply, have significant, adverse effects on the taxation of dividends received and gains realized by a U.S. Holder. Accordingly, prospective U.S. Holders are strongly urged to consult their tax adviser concerning the potential application of these rules to their particular circumstances.

Controlled Foreign Corporation

Special rules apply to certain U.S. Holders that own stock in a foreign corporation that is classified as a "controlled foreign corporation" ("CFC"). We do not expect to be classified as a CFC. However, future ownership changes could cause us to become a CFC. Prospective U.S. Holders are urged to consult their tax advisor concerning the potential application of the CFC rules to their particular circumstances.

Information Reporting and Backup Withholding

United States information reporting and backup withholding requirements may apply with respect to distributions to U.S. Holders, or the payment of proceeds from the sale of shares, unless the U.S. Holder: (a) is an exempt recipient (including a corporation); (b) complies with certain requirements, including applicable certification requirements; or (c) is described in certain other categories of persons. The backup withholding tax rate is currently 28%. Any amounts withheld from a payment to a U.S. Holder under the backup withholding rules may be credited against any U.S. federal income tax liability of the U.S. Holder and may entitle the U.S. Holder to a refund.

F. Dividends and Paying Agents

Not applicable.

G. Statements by Experts

Not applicable.

H. Documents on Display

Not applicable.

I. Subsidiary Information

See the notes to the financial statements.

Item 11. Quantitative and Qualitative Disclosures about Market Risk

Not applicable.

Item 12. Description of Securities Other Than Equity Securities

Not applicable

PART II

Item 13. Defaults, Dividend Arrearages and Delinquencies

Not applicable.

Item 14. Material Modifications to the Rights of Security Holders and Use of Proceeds

Not applicable.

Item 15. Controls and Procedures

Disclosure Controls and Procedures

The Chief Executive and Interim Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) and Rule 15d-15(e) of the Exchange Act) as of the end of the period covered by this report. Based on that evaluation, the Chief Executive and Interim Chief Financial Officer has concluded that, as of December 31, 2020, these disclosure controls and procedures were not effective to ensure that all information required to be disclosed by us in the reports that we file or submit under the Exchange Act is: (i) recorded, processed, summarized and reported, within the time periods specified in the Commission's rule and forms; and (ii) accumulated and communicated to our management, including our Chief Executive and Interim Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure, primarily due to the Company's minimal financial staff which prevents us from segregating duties, which management believes is a material weakness in our internal controls and procedures. We intend to address such weakness and work with outside advisors to improve our controls and procedures as and when the circumstances of the Company permit this.

Management's Annual Report on Internal Control over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). Internal control over financial reporting is a process designed by, or under the supervision of, our Chief Executive and Interim Chief Financial Officer, and effected by our Board, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

Internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of management and directors; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of our assets that could have a material effect on our financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Forward looking statements regarding the effectiveness of internal controls during future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies and procedures may deteriorate.

Management completed an assessment of the effectiveness of the Company's internal control over financial reporting ("ICFR") as of December 31, 2020, using the Committee of Sponsoring Organizations of the Treadaway Commission ("COSO") framework as contemplated by Rule 13a-15(c). Based on this assessment, the Company concluded that it did not have effective internal controls over financial reporting as of December 31, 2020.

The Company's assessment of the effectiveness of the ICFR as at December 31, 2020 identified certain material weaknesses as of that date:

1. Weakness: It is not possible to adequately segregate incompatible duties among the officers of the Company, because the Company has only one officer and one accounting consultant. Remediation: Appoint a new Chief Financial Officer, in addition to the current officer, to formally segregate the duties of maintaining accounting records and preparing financial statements, from the executive duties of the current officer. Brad Moynes, who has served as Interim Chief Financial Officer from July 2009, will cease to serve in that position upon appointment of a new individual as Chief Financial Officer.

2. Weakness: The Company is small, with only one officer, thereby creating a risk of override of existing controls by management. Remediation: Require the new Chief Financial Officer's approval of all expenditures and other dispositions of assets.

3. Weakness: The Company maintains limited audit evidence in documentary form which is used to test the operating effectiveness of control activities. Remediation: Improve the documentation of expenditures and receipts, under the joint supervision of the new Chief Financial Officer and the Chief Executive Officer, to ensure received goods and third-party services conform to contract terms.

The Company intends to appoint additional levels of executive management and personnel to remediate the weaknesses, in the specific manners described in paragraphs 1 through 3 above, as and when the Company has sufficient financial resources to effect the remediations.

This Annual Report does not include an attestation report of the Company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permit the Company to provide only management's report in this Annual Report.

Changes in Internal Control over Financial Reporting

As disclosed above, the Company completed its assessment of its ICFR in place for the year ended December 31, 2020, using the COSO framework. There were no changes in ICFR during the 2020 fiscal year that have materially affected, or are reasonably likely to materially affect, the Company's ICFR.

Item 16A. Audit Committee Financial Experts

Not applicable.

Item 16B. Code of Ethics

Not applicable.

Item 16C. Principal Accountant Fees and Services

Not applicable.

Item 16D. Exemptions from the Listing Standards for Audit Committees

Not applicable.

Item 16E. Purchases of Equity Securities by the Issuer and Affiliated Purchasers

None.

Item 16F. Change in Registrant's Certifying Accountant

Not applicable.

Item 16G. Corporate Governance

Not applicable.

PART III

Item 17. Financial Statements

Not applicable.

Item 18. Financial Statements

See the consolidated financial statements of the Company, the notes thereto, and the auditors' reports thereon, which are filed as Exhibit 99.1 with this FORM 20-F. All of the financial information is presented in accordance with International Financial Reporting Standards.

Item 19. Exhibits

Exhibit No.	Description of Exhibit
3.(i)	Articles of Incorporation (Notice of Articles and Transition Application)
3.(ii)	By-laws (Schedule "A")
4.(1)	Management Agreement of January 1, 2008 (Bradley James Moynes)
4.(2)	Management Agreement of January 1, 2008 (James Robert Moynes)
4.(3)	Certifications (Brad J. Moynes)*
4.(4)	Certification Pursuant 18 USC Section (Brad J. Moynes)*
4.(6)	Form of Warrant dated May 23, 2007
23.(1)	Consent of Independent Auditors*
99.(1)	Consolidated Financial Statements for the years ended December 31, 2020 and 2019.*

* Filed herewith

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on FORM 20-F and that it has duly caused and authorized the undersigned to sign this Annual Report.

Digatrade Financial Corp.

Date: April 26, 2021

/s/ Brad J. Moynes

Brad J. Moynes
Chairman, President and Chief Executive Officer

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Exhibit 4.3

CERTIFICATIONS

I, Brad J. Moynes certify that:

1) I have reviewed this Annual Report on Form 20-F for Digatrade Financial Corp;

2) Based on my knowledge, this report 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 report;

3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this report;

4) The Company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and have:

   a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) evaluated the effectiveness of the Company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) disclosed in this report any change in the Company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the Company's internal controls over financial reporting; and

5) The Company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company's auditors and the audit committee of Company's board of directors (or persons performing the equivalent function):

   a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

Date: April 26, 2021

<u>/s/ Brad J. Moynes</u>
Brad J. Moynes
CEO

CERTIFICATIONS

I, Brad J. Moynes certify that:

1) I have reviewed this Annual Report on Form 20-F for Digatrade Financial Corp;

2) Based on my knowledge, this report 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 report;

3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this report;

4) The Company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and have:

   a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) evaluated the effectiveness of the Company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) disclosed in this report any change in the Company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the Company's internal controls over financial reporting; and

5) The Company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company's auditors and the audit committee of Company's board of directors (or persons performing the equivalent function):

   a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

Date: April 26, 2021

<u>/s/ Brad J. Moynes</u>
Brad J. Moynes
CFO

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Exhibit 4.4

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350 AS ADOPTED PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report for Digatrade Financial Corp on Form 20-F for the year ended December 31, 2020 as filed with the Securities and Exchange Commission on the date hereof (the "Report), the undersigned, Brad J. Moynes, Chief Executive Officer do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes- Oxley Act of 2002, that to the best of our knowledge:

(1) The Report fully complies with the requirements of section 13(a) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the Financial condition and results of operations of the Company.

By:

/s/ Brad J. Moynes
Brad J. Moynes
Chief Executive Officer
April 26, 2021

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350 AS ADOPTED PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report for Digatrade Financial Corp on Form 20-F for the year ended December 31, 2020 as filed with the Securities and Exchange Commission on the date hereof (the "Report), the undersigned, Brad J. Moynes, Chief Financial Officer do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes- Oxley Act of 2002, that to the best of our knowledge:

(1) The Report fully complies with the requirements of section 13(a) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the Financial condition and results of operations of the Company.

By:

/s/ Brad J. Moynes
Brad J. Moynes
Chief Financial Officer
April 26, 2021

EX-23.1 4 digaf_auditorsconsent.htm CONSENT OF INDEPENDENT AUDITORS

Exhibit 23.1

WDM CHARTERED PROFESSIONAL ACCOUNTANTS

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the use of our report dated April 09, 2021 with respect to the consolidated financial statements of Digatrade Financial Corp. for the years ended December 31, 2020, 2019, and 2018 included in this Annual Report on Form 20-F (filed under the Securities Exchange Act of 1934) for the year ended December 31, 2020, as filed with the U.S. Securities and Exchange Commission.

"WDM Chartered Professional Accountants"

Vancouver, British Columbia, Canada
April 22, 2021

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EX-99.1 5 digaf_ex991.htm CONSOLIDATED FINANCIAL STATEMENTS

Exhibit 99.1

DIGATRADE FINANCIAL CORP.

CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2020 and 2019

(Expressed in Canadian Dollars)

Management's Responsibility for Financial Reporting

These consolidated financial statements have been prepared by and are the responsibility of the management of the Company. The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards, using management's best estimates and judgments based on currently available information. When alternative accounting methods exist, management has chosen those it considers most appropriate in the circumstances.

The Company maintains an appropriate system of internal controls to provide reasonable assurance that financial information is accurate and reliable and that the Company's assets are appropriately accounted for and adequately safeguarded.

The Company's independent auditors, WDM Chartered Professional Accountants, were appointed by the shareholders to conduct an audit in accordance with generally accepted auditing standards in Canada and the Public Company Accounting Oversight Board (United States) and their report follows.

"Bradley J. Moynes"
President, CEO and Director

"Timothy Delaney"
Director

WDM Chartered Professional Accountants

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Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors of:
DIGATRADE FINANCIAL CORP.

Opinion on the Financial Statements

We have audited the accompanying consolidated financial statements of Digatrade Financial Corp. and its subsidiaries (the "Company"), which comprise the consolidated statements of financial position as at December 31, 2020 and 2019 and the consolidated statements of changes in shareholders' deficiency, comprehensive loss, and cash flows for the years then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2020 and 2019, and its consolidated financial performance and its consolidated cash flows for the years then ended in conformity with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the consolidated financial statements, which indicates that the Company incurred a net loss of $2,711,872 during the year ended December 31, 2020, and as of that date, had accumulated losses since inception of $10,505,204. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast substantial doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Opinion on Internal Control over Financial Reporting

The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Basis for Opinion

The Company's management is responsible for these consolidated financial statements, and for maintaining effective internal control over financial reporting. Our responsibility is to express opinions on the company's consolidated financial statements based on our audits. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report.

We are independent of the Company in accordance with the ethical requirements and laws that are relevant to our audit of the consolidated financial statements in Canada and we have fulfilled our other ethical responsibilities in accordance with these requirements. In addition, we are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with Canadian generally accepted auditing standards and the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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Emphasis of Matter – Restated Comparative Information

We draw attention to Note 4 to the consolidated financial statements, which explains that certain comparative information presented for the year ended December 31, 2018 has been restated. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. The other information comprises Management's Discussion and Analysis. Our opinion on the consolidated financial statements does not cover the other information and will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company’s financial reporting process.

Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards and PCAOB standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

The engagement partner on the audit resulting in this independent auditor's report is Mike Kao.

WDM
Chartered Professional Accountants

We have served as the Company’s auditor since 2001.

Vancouver, B.C., Canada
April 09, 2021

DIGATRADE FINANCIAL CORP.
Consolidated Statements of Financial Position

(Expressed in Canadian Dollars)

	Note	December 31, 2020	December 31, 2019

	Note	$	$
ASSETS			
CURRENT			
Cash		476	113,156
GST Recoverable		12,044	13,655
Deferred Loss on Derivatives	8	280,637	150,851
		293,157	277,662
Intangible Assets	5	-	26,761
		293,157	304,423
LIABILITIES			
CURRENT			
Trade and Other Payables	6	147,597	122,276
Loan Payable	5	-	26,565
Convertible Promissory Notes – Liability Component	8	91,721	50,593
Derivative Liability	8	1,610,858	370,194
Promissory Notes	8	11,904	165,698
Total Liabilities		1,862,080	735,326
SHAREHOLDERS' (DEFICIENCY)			
Share Capital	9	8,876,281	7,460,158
Reserves		60,000	60,000
Accumulated Deficit		(10,505,204)	(7,793,332)
Total Deficiency Attributable to Shareholders		(1,568,923)	(273,174)
Non-controlling interest	5	-	(157,729)
		293,157	304,423

Nature and Continuance of Operations (Note 1)
Subsequent Events (Note 16)

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

Approved on behalf of the Board:

"Bradley J. Moynes"
President, Chief Executive Officer and Director

"Timothy Delaney"
Director

DIGATRADE FINANCIAL CORP.

Consolidated Statements of Changes in Shareholders' Deficiency
For the Years Ended December 31, 2020, 2019, and 2018
(Expressed in Canadian Dollars)

	Note	Number of Common Shares	Number of Class "B" Common Shares	Share Capital $	Stock Option Reserve $	Deficit $	Total Shareholders' Deficiency $	Non-Controlling Interest $
Balance, December 31, 2017		49,661,150	100,000	4,106,207	-	(5,176,116)	(1,069,909)	-
Shares Issued for Services	(c) 9(i)	600,000	-	7,373	-	-	7,373	-
Shares issued Pursuant to Conversion of Convertible Promissory Notes	(b) 9(i)	176,150,754	-	1,966,571	-	-	1,966,571	-
Net Comprehensive Loss (Restated – Note 4)		-	-	-	-	(522,963)	(522,963)	-
Balance, December 31, 2018 (Restated – Note 4)		226,411,904	100,000	6,080,151	-	(5,699,079)	381,072	-
Incorporation of Controlled Subsidiary		-	-	-	-	-	-	342
Shares Issued for Cash	9(b)(ii)	-	1,000,000	100	-	-	100	-
Share-based Compensation	9(c)(ii)	-	-	-	60,000	-	60,000	-
Shares issued Pursuant to Conversion of Convertible Promissory Notes	8, 9(b)(iii)	356,153,022	-	1,379,907	-	-	1,379,907	-
Net Comprehensive Loss		-	-	-	-	(2,094,253)	(2,094,253)	(158,071)
Balance, December 31, 2019		582,564,926	1,100,000	7,460,158	60,000	(7,793,332)	(273,174)	(157,729)
Shares Issued Pursuant to Conversion of Convertible Promissory Notes	8, 9(b)(iv) (b)	759,908,896	-	1,416,023	-	-	1,416,023	-

Shares Issued for Cash	9(v)	-	1,000,000	100	-	-	100	-
Derecognition of non-controlling interest of subsidiary	5	-	-	-	-	-	-	287,389
Adjustment on Derecognition of Subsidiary		-	-	-	-	-	-	(2,272)
Net Comprehensive Loss		-	-	-	-	(2,711,872)	(2,711,872)	(127,388)
Balance, December 31, 2020		1,342,473,822	2,100,000	8,876,281	60,000	(10,505,204)	(1,568,923)	-

Authorized Share Capital (Note 9(a))

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

DIGATRADE FINANCIAL CORP.

Consolidated Statements of Comprehensive Loss

For the Years Ended December 31, 2020, 2019, and 2018

(Expressed in Canadian Dollars)

	Note	2020 $	2019 $	2018 $ (Restated – Note 4)
EXPENSES				
Accounting, Audit, and Legal		109,154	57,143	82,475
Bank Charges		540	532	-
Consulting	13(a)(iii)	145,396	376,100	294,502
Director's Fees		-	-	12,900
Exchange Platform Development Costs	10(a)	-	-	102,683
Filing and Transfer Agent Fees		20,903	19,558	26,331
Financing Finders' Fees		-	54,746	123,101
Travel		-	13,944	-
Marketing		4,039	10,708	-
Stock-based Compensation		-	60,000	-
Investor Relations		-	20,096	-
Management Fees	(a) 13(i)	133,939	244,120	241,950
Office		273	12,409	12,282
		414,244	869,356	896,224
LOSS BEFORE OTHER ITEMS		(414,244)	(869,356)	(896,224)
Accretion Expenses		(137,880)	(146,624)	(7,039)
Foreign Exchange Gain		2,485	48,045	37,682
Gain on Discontinuance of Trading Platform		-	-	7,158
Interest Expenses		(30,785)	(58,470)	(198,658)
Gain on Write-off of Promissory Note		151,301	-	-
Change in Fair Value of Derivative Instruments		(1,995,930)	(1,067,076)	534,118
NET LOSS FOR THE YEAR FROM CONTINUING OPERATIONS		(2,425,053)	(2,093,481)	(522,963)
Loss for the period from Discontinued Operations	5	(127,637)	(158,843)	-
Loss on Spin-out of Subsidiary		(286,570)	-	-
NET COMPREHENSIVE LOSS FOR THE YEAR		(2,839,260)	(2,252,324)	(522,963)
TOTAL NET COMPREHENSIVE LOSS ATTRIBUTABLE TO:				
Shareholders of the Company		(2,711,872)	(2,094,253)	(522,963)
Non-Controlling Interest		(127,388)	(158,071)	-
Basic and Diluted Loss per Share		(0.01)	(0.01)	(0.01)
Weighted Average Number of Shares Outstanding		1,082,137,350	318,328,932	94,081,822

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

DIGATRADE FINANCIAL CORP.

Consolidated Statements of Cash Flows

For the Years Ended December 31, 2020, 2019, and 2018

(Expressed in Canadian Dollars)

	Note	2020 $	2019 $	2018 $

(Expressed in Canadian Dollars)

				(Restated – Note 4)
CASH PROVIDED BY (USED FOR):				
OPERATING ACTIVITIES				
Net Loss for the Year		(2,839,260)	(2,252,324)	(522,963)
Loss for the period from Discontinued Operations		127,637	158,843	-
Non-Cash Items				
Shares Issued for Services		-	-	7,373
Gain on Discontinuance of Trading Platform		-	-	(7,158)
Gain on Write-off of Promissory Note		(151,301)	-	-
Loss on Spin-out of Subsidiary		286,570	-	-
Accretion Expenses		137,880	146,624	7,039
Promissory Note Issued for Consulting Services		-	-	64,820
Change in Fair Value of Derivative Instruments		1,995,930	1,067,076	(534,118)
Unrealized Foreign Exchange (Gain)		(2,658)	(12,264)	(77,850)
Accrued Interest on Promissory Notes		30,785	58,470	195,412
Amortization of Prepaid Expenses		-	22,211	16,369
Legal Fees Adjustments to Promissory Notes		-	-	(17,669)
Share-based Compensation		-	60,000	-
		(414,417)	(751,364)	(868,745)
Change in Non-Cash Working Capital Accounts	11(a)	26,860	(9,472)	104,827
Net Cash used Continuing Operations		(387,557)	(760,836)	(763,918)
Net Cash from Discontinued Operations		17,078	8	-
		(370,479)	(760,828)	(763,918)
INVESTING ACTIVITY				
Net Cash used in Investments in Discontinued Operations	5	(145,901)	(158,915)	-
		(145,901)	(158,915)	-
FINANCING ACTIVITIES				
Advances from Minority Interest		-	196	-
Net Proceeds on Issuance of Class B Stock		100	100	-
Net Proceeds on Issuance of Promissory Notes		403,600	572,389	795,047
Promissory Notes Repayment		-	(33,596)	(31,762)
		403,700	539,089	763,285
(DECREASE) IN CASH		(112,680)	(380,654)	(633)
Cash, Beginning of the Year		113,156	493,810	494,443
CASH, END OF THE YEAR		476	113,156	493,810

Supplemental Cash Flow Information (Note 11)
The accompanying notes are an integral part of these consolidated financial statements.

NOTE 1 – NATURE AND CONTINUANCE OF OPERATIONS

Digatrade Financial Corp. (the "Company") is governed by the Business Corporations Act (British Columbia). The head office, principal address, and records office of the Company are located at 1500 West Georgia Street, Suite 1300, Vancouver, British Columbia, Canada, V6C 2Z6. The Company's common shares are listed on the NASDAQ Over-the-Counter Board ("OTCB") exchange under the symbol "DIGAF".

In March 2015, the Company entered into an agreement with Mega Ideas Holdings Limited, dba ANX ("ANX"), a company incorporated and existing under the laws of Hong Kong. ANX owns a proprietary trading platform and provides operational support specializing in blockchain development services and exchange and transaction services for crypto-currencies. Effective October 17, 2018 the Company closed the online retail trading platform and shared liquidity order book with ANX International owing to low transaction volumes. The Company will continue to offer OTC trading for institutional customers and accredited traders while continuing to seek new opportunities within the blockchain and the financial technology sector.

In February 2019, the Company entered into a Definitive Agreement with Securter Inc. ("Securter"), a private Canadian corporation that is developing a proprietary, patent-pending credit card payment platform to significantly increase the security of online credit card payment processing (Note 5).

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards on the basis that the Company is a going concern and will be able to meet its obligations and continue its operations for its next fiscal year. Several conditions as set out below cast uncertainties on the Company's ability to continue as a going concern.

The outbreak of the COVID-19 virus and the worldwide pandemic has impacted the Company's plans and activities. The Company may face disruption to operations, supply chain delays, travel and trade restrictions, and impacts on economic activity in affected countries or regions can be expected and are difficult to quantify. Regional disease outbreaks and pandemics represent a serious threat to hiring and maintaining a skilled workforce and could be a major health-care challenge for the Company. There can be no assurance that the Company's personnel will not be impacted by these regional disease outbreaks and pandemics and ultimately that the Company would see its workforce productivity reduced or incur increased medical costs and insurance premiums as a result of these health risks.

In addition, the pandemic has created a dramatic slowdown in the global economy. The duration of the outbreak and the resulting travel restrictions, social distancing recommendations, government response actions, business disruptions and business closures may have an impact on the Company's operations and access to capital. There can be no assurance that the Company will not be impacted by adverse consequences that may be brought about by the pandemic's impact on global industrial and financial markets which may reduce prices in general, share prices and financial liquidity thereby severely limiting access to essential capital.

The Company's ability to continue as a going concern is dependent upon the financial support from its creditors, shareholders, and related parties, its ability to obtain financing for its development projects, and upon the attainment of future profitable operations.

The Company has not yet achieved profitable operations and has accumulated losses of $10,505,204 since inception and working capital deficiency of $238,702 as at December 31, 2020. Accordingly, the Company will need to raise additional funds through future issuance of securities or debt financing. Although the Company has raised funds in the past, there can be no assurance the Company will be able to raise sufficient funds in the future, in which case the Company may be unable to meet its obligations as they come due in the normal course of business. It is not possible to predict whether financing efforts will be successful or if the Company will attain a profitable level of operations.

The current cash resources are not adequate to pay the Company's accounts payable and to meet its minimum commitments at the date of these consolidated financial statements, including planned corporate and administrative expenses, and other project costs; accordingly, there is significant doubt about the Company's ability to continue as a going concern. These consolidated financial statements do not give effect to adjustments that would be necessary to the carrying amounts and classifications of assets and liabilities should the Company be unable to continue as a going concern.

NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES

a) Basis of Presentation

These consolidated financial statements have been prepared on a historical cost basis except for financial instruments classified as available-for-sale that have been measured at fair value. Cost is the fair value of the consideration given in exchange for net assets.

b) Statement of Compliance

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

These consolidated financial statements were approved and authorized for issue by the Board of Directors on April 09, 2021.

c) Basis of Consolidation

These consolidated financial statements include the accounts of the Company and its subsidiaries (collectively, the "Company"). Intercompany balances and transactions are eliminated in preparing the consolidated financial statements. The following companies have been consolidated within these consolidated financial statements:

Entity	Country of Incorporation	Voting Control	Functional Currency
Digatrade Financial Corp.	Canada	Parent Company	Canadian Dollar
Digatrade Limited	Canada	100%	Canadian Dollar
Digatrade (UK) Limited	United Kingdom	100%	Pounds Sterling
Digatrade Limited	USA	100%	US Dollar

d) Foreign Currency

These consolidated financial statements are presented in Canadian dollars, which is also the functional currency of the parent company. Each subsidiary determines its own functional currency (Note 2(c)) and items included in the financial statements of each subsidiary are measured using that functional currency.

i. Transactions and Balances in Foreign Currencies

Foreign currency transactions are translated into the functional currency of the respective entity using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the re-measurement of monetary items at year-end exchange rates are recognized in profit or loss. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and are not retranslated. Non-monetary items measured at fair value are translated using the exchange rate at the date when fair value was determined.

NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES (Continued)

ii. Foreign Operations

On consolidation, the assets and liabilities of foreign operations are translated into Canadian dollars at the exchange rate prevailing at the reporting date and their revenues and expenses are translated at exchange rates prevailing at the dates of the transactions. The exchange differences arising on the translation are recognized in other comprehensive income and accumulated in the currency translation reserve in equity. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognized in earnings and recognized as part of the gain or loss on disposal.

e) Financing and Finder's Fees

Financing and finder's fees relating to financial instruments with a term of one year or less are expensed in the period incurred. For financial instruments with a term of over one year, the fees are netted against the financial instruments and amortized over the term of the financial instruments.

f) Share Capital

The Company records proceeds from share issuances, net of commissions and issuance costs. Shares issued for other than cash consideration are valued at either: (i) the fair value of the asset acquired or the fair value of the liability extinguished at the measurement date under current market conditions, or (ii) the quoted price on the Over-the-Counter Bulletin Board in the United States based on the earliest of: the date the shares are issued, or the date the agreement to issue the shares is reached.

g) Loss per Share

Basic loss per share is calculated by dividing net loss by the weighted average number of common shares issued and outstanding during the reporting period. Diluted loss per share is the same as basic loss per share, as the issuance of shares on the exercise of stock options and share purchase warrants is anti-dilutive.

h) Share-Based Payments

The fair value method of accounting is used for share-based payment transactions. Under this method, the cost of stock options and other share-based payments is recorded based on the estimated fair value using the Black-Scholes option-pricing model at the grant date and charged to profit over the vesting period. The amount recognized as an expense is adjusted to reflect the number of equity instruments expected to vest.

Upon the exercise of stock options and other share-based payments, consideration received on the exercise of these equity instruments is recorded as share capital and the related share-based payment reserve is transferred to share capital. The fair value of unexercised equity instruments are transferred from reserve to retained earnings upon expiry.

NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES (Continued)

i) Income Taxes

Tax expense recognized in profit or loss comprises the sum of deferred tax and current tax not recognized in other comprehensive income or directly in equity.

i. Current Income Tax

Current income tax assets and liabilities comprise those claims from, or obligations to, fiscal authorities relating to the current or prior reporting periods that are unpaid at the reporting date. Current tax is payable on taxable profit, which differs from profit or loss in the consolidated financial statements. Calculation of current tax is based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

ii. Deferred Income Tax

Deferred income taxes are calculated using the liability method on temporary differences between the carrying amounts of assets and liabilities and their tax bases. Deferred tax assets and liabilities are calculated, without discounting, at tax rates that are expected to apply to their respective period of realization, provided they are enacted or substantively enacted by the end of the reporting period. Deferred tax liabilities are always provided for in full.

Deferred tax assets are recognized to the extent that it is probable that they will be able to be utilized against future taxable income. Deferred tax assets and liabilities are offset only when the Company has a right and intention to offset current tax assets and liabilities from the same taxation authority.

Changes in deferred tax assets or liabilities are recognized as a component of tax income or expense in profit or loss, except where they relate to items that are recognized in other comprehensive income or directly in equity, in which case the related deferred tax is also recognized in other comprehensive income or equity, respectively.

j) Revenue Recognition

Revenue is comprised of consulting fees and commissions earned on trades executed on the digital currency trading platform. Consulting fee income is recognized as the consulting services are provided. Commission is considered earned when a trade is completed by the Company's customers. As the platform is not yet fully live, commissions and consulting fees earned have been accounted for as a recovery of development costs incurred.

NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES (Continued)

k) Financial Instruments

The following is the Company's accounting policy for financial instruments under IFRS 9:

(i) Classification

The Company classifies its financial instruments in the following categories: at fair value through profit and loss (“FVTPL”), at fair value through other comprehensive income (loss) (“FVTOCI”) or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company’s business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL.

The following table shows the classification under IFRS 9:

Financial assets/liabilities	Classification
Cash	FVTPL
Marketable Securities	FVTPL
Accounts payable	Amortized cost

(ii) Measurement

Financial assets and liabilities at amortized cost

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

Financial assets and liabilities at FVTPL

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the Consolidated Statements of Comprehensive Income. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the Consolidated Statements of Comprehensive Income in the period in which they arise.

NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES (Continued)

(iii) Impairment of financial assets

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to twelve month expected credit losses. The Company shall recognize in the Consolidated Statements of Comprehensive Income, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

l) Non-Controlling Interest

Non-controlling interest in the Company’s less than wholly owned subsidiary is classified as a separate component of equity. On initial recognition, non-controlling interest is measured at the fair value of the non-controlling entity’s contribution into the related subsidiary. Subsequent to the original transaction date, adjustments are made to the carrying amount of non-controlling interest for the non-controlling interest’s share of changes to the subsidiary’s equity.

m) Accounting Standards Effective January 1, 2020

Amendments to IFRS 7 and 9 and IAS 39

On September 26, 2019, IASB amended some of the existing IFRSs requirements for hedge accounting. The amendments are designed to support the provision of useful financial information by companies during the period of uncertainty arising from the phasing out of interest-rate benchmarks such as IBORs. The amendments modify some specific hedge accounting requirements to provide relief from potential effects of the uncertainty caused by the IBOR reform. In addition, the amendments require companies to provide additional information to investors about their hedging relationships which are directly affected by these uncertainties. These amendments were effective for annual periods beginning on or after January 1, 2020 and must be applied retrospectively. Early application is permitted.

NOTE 3 – SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

In the application of the Company’s accounting policies which are described in Note 2, management is required to make judgments, estimates, and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods, if the revision affects both current and future periods. Significant judgments, estimates, and assumptions that have the most significant effect on the amounts recognized in the consolidated financial statements are described below.

Deferred Tax Assets

Deferred tax assets, including those arising from unutilized tax losses, 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.

Share-based Compensation

The fair value of share-based compensation is subject to the limitations of the Black-Scholes option pricing model that incorporates market data and involves uncertainty in estimates used by management in the assumptions. Because the Black-Scholes option pricing model requires the input of highly subjective assumptions, including the volatility of share prices, changes in subjective input assumptions can materially affect the fair value estimate.

Impairment of Assets

An impairment loss is recognized for the amount by which the asset's or cash generating unit's carrying amount exceeds its recoverable amount. To determine the recoverable amount, management estimates expected future cash flows from each asset or cash-generating unit and determines a suitable interest rate in order to calculate the present value of those cash flows. In the process of measuring expected future cash flows, management makes assumptions about future operating results. In addition, when determining the applicable discount rate, estimation is involved in determining the appropriate adjustments to market risk and asset-specific risk factors. These assumptions relate to future events and circumstances. Actual results may vary and may cause significant adjustments to the Company's assets within the next financial year.

NOTE 3 – SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS (Continued)

Fair Value of the Embedded Derivatives in the Convertible Debentures

The Company has determined that its functional currency is the Canadian dollar and has issued convertible debentures with face value in US dollars. Furthermore, the Company conversion feature of the 2018, 2019 and 2020 convertible debentures failed the fixed-for-fixed equity classification provision due to the debentures being denominated in a foreign currency and a variable number of shares being issuable.

Fair Value of the Embedded Derivatives in the Convertible Debentures (Continued)

As such, the convertible debentures consisted of a liability component ("financial liability") and an embedded derivative conversion feature ("derivative liability") and contra asset account of deferred derivative loss due to significant amount of fair value of the derivative liability at inception in excess of the net proceeds. The net proceeds of these convertible bonds were first allocated to the fair value of the derivative liability. As the fair value of the derivative liability at inception exceeds the net proceeds, the indication of significant loss at inception exists. As a result, nominal values of US$1,000 per newly issued convertible bonds were allocated to the financial liability. The remaining balance was set up as deferred derivative loss as a contra asset account. The deferred derivative losses were then amortized to profit and loss over the life of the convertible bonds. Subsequent changes in fair value of the conversion feature were recognized at FVTPL.

The Company measures the fair value of the embedded derivative by reference to the fair value on the convertible debenture issuance date with an estimated life ending on the convertible debenture maturity date and revalues them at each reporting date. In determining the fair value of the embedded derivatives, the Company used the Black-Scholes option pricing model with the following assumptions: average volatility rate; market price at the reporting date; risk-free interest rate; the remaining expected life of the embedded derivatives and an exchange rate at the reporting date. The inputs used in the Black-Scholes model are taken from observable markets. Changes to assumptions used can affect the amounts recognized in the consolidated financial statements.

NOTE 4 – RESTATED AND AMENDED FINANCIAL STATEMENTS

The consolidated financial statements as at and for the year ended December 31, 2018 have been amended to correct for errors related to the US convertible promissory notes (the "Bonds") issued in fiscal 2018 and outstanding as at December 31, 2018. In the 2018 annual financial statements, the Company classified the Bonds as compound instruments and recognized a liability component and an equity component related to the conversion feature of the Bonds. Under IAS 39, since the Bonds are denominated in US dollars which is not the functional currency of the Company, the conversion feature embedded in the Bonds should have been classified as a derivative liability. The overall instrument should have been classified as a financial liability and an embedded derivative conversion feature instead of a compound instrument as originally reported.

Amended and restated consolidated statement of financial position:

	As at December 31, 2018		
	Previously Reported	Adjustments	As Restated
	$	$	$
Deferred loss on derivatives	-	951,792	951,792
Derivative Liability	-	733,339	733,339
Convertible Promissory Notes – Current	636,890	(611,349)	25,541
Convertible Promissory Notes Payable – Non-Current	11,961	(11,961)	-
Promissory Notes	-	209,755	209,755
Share Capital	6,047,999	32,152	6,080,151
Retained Earnings	(6,298,936)	599,857	(5,699,079)

(Expressed in Canadian Dollars)

Amended and restated consolidated statement of comprehensive loss:

	Year ended December 31, 2018		
	Previously Reported	Adjustments	As Restated
	$	$	$
Accounting, Audit, and Legal	100,144	(17,669)	82,475
Accretion Expense	-	7,039	7,039
Interest and Bank Charges	189,375	9,283	198,658
Foreign Exchange (Loss) Gain	(26,711)	64,393	37,682
Change in Fair Value on Derivative Instruments	-	534,118	534,118
Loss per share, basic and diluted	$ 0.01		$ 0.01

NOTE 4 – RESTATED AND AMENDED FINANCIAL STATEMENTS

Amended and restated consolidated statement of cash flows:

	Year ended December 31, 2018		
	Previously Reported	Adjustment	As Restated
	$	$	$
Net Loss for the Year	(1,122,820)	599,857	(522,963)
Non-Cash Items			
Change in Fair Value on Derivative Instruments	-	(534,118)	(534,118)
Accrued Interest on Convertible Promissory Notes	-	195,412	195,412
Accretion Expenses	-	7,039	7,039
Original Issue Discounts on Promissory Notes	36,653	(36,653)	-
Unrealized Foreign Exchange (Gain) Loss	58,346	(136,196)	(77,850)
Fees and Interest on Convertible Promissory Notes	186,128	(186,128)	-
Change in Non-Cash Working Capital Accounts	104,828	(1)	104,827
Net Proceeds on Issuance of Promissory Notes	686,590	108,457	795,047

The material impact of the correction on the audited consolidated financial statements for the year ended 2018 related to the Bonds was to increase the derivative assets by $951,792, increase the fair value of the derivative liabilities by $733,339, decrease the fair value of the Bonds by $413,556, increase the share capital by $32,152, and decrease the accumulated deficit by $599,857.

NOTE 5 – SECURTER SYSTEMS INC.

On February 26, 2019, the Company entered into an agreement with Securter Inc., in terms of which a newly formed corporation, Securter Systems Inc. ("SSI") would acquire all the assets and liabilities of Securter Inc. Upon incorporation, SSI issued 25,937,594 Class A common shares ("Original Class A Common Shares") to the shareholders of Securter Inc. and 100,000 Class B common shares to the Company. Each Class B common share is non-participating and carries 1,000 votes. The Company shall have the right to purchase up to 30.3% Original Class A Common Shares of SSI at a price of US$0.23 per share for a total purchase consideration of up to US$3,000,000.

As at December 31, 2019, SSI had 26,064,546 Original Class A Common Shares issued and outstanding whereby the Company held 126,951 of Original Class A Common Shares of SSI. Together with the Company's holding in Class B common shares, the Company held a voting interest of 79.4% and a participating economic interest of 0.49% as at December 31, 2019. During the period January 1, 2020 to September 8, 2020, SSI issued a further 733,482 Original Class A Common Shares to the Company, giving the Company a voting interest of 79.1% and a participating economic interest of 3.13% or 860,433 Original Class A Common Shares in SSI as at September 8, 2020.

On September 8, 2020, SSI effected a reorganization of its capital structure. All the issued and outstanding Original Class A Common Shares and Class B shares of SSI were cancelled, and new Class A shares ("New Class A Common Shares") were issued. As a result of the reorganization, the Company received 4,396,000 New Class A Common Shares or 16% ownership of SSI in exchange for the Company's return of its 860,433 Original Class A Common Shares and its 100,000 Class B common shares. Consequently, the Company ceased to hold voting control of SSI on September 8, 2020. The reorganization is accounted for as the disposition of SSI, the subsidiary by the Company. The fair value of the consideration received, the 4,396,000 New Class Common Shares or 16% economic interest in SSI is estimated at $Nil. This is based on the early stage of the business project of SSI and the uncertainty of ability to finance the development cost to commercialization of SSI's business project.

(Expressed in Canadian Dollars)

NOTE 5 – SECURTER SYSTEMS INC. (Continued)

As of the date of disposal on September 8, 2020, the carrying value of SSI net assets and the loss on the spin-out are as follows:

	September 8, 2020 $
Intangible assets	29,840
Total non-current assets	29,840
Cash	17,086
Sales tax receivable	12,730
Total current assets	29.816
Accounts payable and accrued liabilities	(31,095)
Loan from non-controlling shareholders	(29,380)
Total current liabilities	(60,475)
Total net liabilities	(819)
The Company's share of net assets	286,570
Non-controlling interest's share of net liabilities	(287,389)
Total net liabilities	(819)
Cash consideration received	-
Cash and cash equivalent disposal of	(17,086)
Net cash (disposal of)	(17,086)
Fair value of consideration received	-
The Company's share of net assets	(286,570)
Loss on Spin-out of SSI	(286,570)

	January 1 to September 8, 2020 $	January 1 to December 31, 2019 $
LOSS FOR THE PERIODS FROM DISCONTINUED OPERATIONS		
EXPENSES		
Accounting, Audit and Legal	5,720	67,837
Advertising and Promotion	-	74,669
Consulting Fees	12,739	16,200
Development Costs	97,579	-
Exchange Rate Loss	2,371	-
Interest and Bank Charges	297	137
General and Administration Expenses	2,700	-
Salaries	6,231	-
	127,637	158,843

NOTE 5 – SECURTER SYSTEMS INC. (Continued)

	January 1 to September 8, 2020 $	January 1 to December 31, 2019 $
CASH PROVIDED BY (USED FOR):		
DISCONTINUED OPERATIONS ACTIVITIES		
Net Loss for the Periods	(127,637)	(158,843)
Adjustments for:		
Operating expenses contributed by shareholders	126,843	158,923
	(794)	80
Non-Cash Items:		
Change in amounts receivable	(12,659)	(72)
Change in trade and other payables	30,531	-
Net cash from (used in) discontinued operations	17,078	8
INCREASE IN CASH	17,078	8

(Expressed in Canadian Dollars)

Cash, Beginning of the Period	8	-
CASH, END OF THE PERIOD	17,086	8

During the year ended December 31, 2020, the Company had net cash used in the investment activities related to SSI:

Cash used in investing activities related to Securter System Inc.:		
Cash invested in Securter Systems Inc.	(128,815)	(158,923)
Unspent cash balance in Securter Systems Inc. end of December 31, 2019	-	8
Securter Systems Inc.'s cash disposed on deconsolidation	(17,086)	-
Net cash (used in) investment in discontinued operations	(145,901)	(158,915)

NOTE 6 – TRADE AND OTHER PAYABLES

As at December 31, 2020 and 2019, the Company had the following amounts due to creditors:

	2020 $	2019 $
Trade Payables	73,447	32,276
Accrued Liabilities	74,150	90,000
	147,597	122,276

NOTE 8 – CONVERTIBLE PROMISSORY NOTES

	Promissory Note $	Convertible Promissory Note - Liability Component $	Derivative Liability $	Deferred Derivative Loss (Increase) $	Total $
Balance December 31, 2018	209,755	25,541	733,339	(951,792)	16,843
Proceeds net of transaction costs	-	13,328	1,517,944	(958,883)	572,389
Repayments	(33,596)	-	-	-	(33,596)
Conversions	-	(191,566)	(1,545,331)	356,990	(1,379,907)
Fair value change	-	-	(335,758)	1,402,834	1,067,076
Interest expense	-	58,470	-	-	58,470
Accretion expense	-	146,624	-	-	146,624
Foreign exchange (gain) loss	(10,461)	(1,804)	-	-	(12,265)
Balance December 31, 2019	**165,698**	**50,593**	**370,194**	**(150,851)**	**435,634**

NOTE 8 – CONVERTIBLE PROMISSORY NOTES (Continued)

	Promissory Note $	Convertible Promissory Note - Liability Component $	Derivative Liability $	Deferred Derivative Loss (Increase) $	Total $
Proceeds net of transaction costs	-	13,396	1,216,301	(826,097)	403,600
Conversions	-	(140,768)	(1,104,262)	(170,994)	(1,416,024)
Fair value change	-	-	1,128,625	867,305	1,995,930
Interest expense	-	30,785	-	-	30,785
Accretion expense	-	137,880	-	-	137,880
Loss (gain) on settlement of debt	(151,301)	-	-	-	(151,301)
Foreign exchange (gain) loss	(2,494)	(165)	-	-	(2,659)
Balance December 31, 2020	**11,903**	**91,721**	**1,610,858**	**(280,637)**	**1,433,845**

The convertible bonds consisted of a liability component ("financial liability") and an embedded derivative conversion feature ("derivative liability") and contra asset account of deferred derivative loss due to significant amount of fair value of the derivative liability at inception in excess of the net proceeds. The net proceeds of these convertible bonds were first allocated to the fair value of the derivative liability. As the fair value of the derivative liability at inception exceeds the net proceeds, the indication of significant loss at inception exists. As a result, nominal values of US$1,000 per newly issued convertible bonds were allocated to the financial liability. The remaining balance was set up as deferred derivative loss as a contra asset account. The deferred derivative losses were then amortized to profit and loss over the life of the convertible bonds. Subsequent changes in fair value of the conversion feature were recognized at FVTPL (Note 2(k)).

a) During the year ended December 31, 2019, at inception, the net proceeds of $572,389 (US$429,200 or gross proceeds of US$500,500 net of US$35,800 cash discount and $35,500 transaction costs) were allocated to the derivative liability at $1,517,944 related to the conversion feature which was determined using the Black-Scholes option pricing model. The remaining balance of the net proceeds were then allocated to nominal values of $13,328 (U$10,000 with U$1,000 per each convertible bond issued in 2019) and deferred derivative loss, a contra asset account of $958,883.

NOTE 8 – CONVERTIBLE PROMISSORY NOTES (Continued)

b) During the year ended December 31, 2020, at inception, the net proceeds of $403,601 (US$299,910 or gross proceeds of US$332,000 net of cash discount in the amount of US$27,700 and transaction costs in the amount of US$4,390) were allocated to the derivative liability at $1,216,301 related to the conversion feature which was determined using the Black-Scholes option pricing model. The remaining balance of the net proceeds were then allocated to nominal values of $13,396 (US$10,000 with US$1,000 per each convertible bond issued in 2020) and deferred derivative loss, a contra asset account of $826,097.

c) During the years ended December 31, 2020 and 2019, the Company recognized through profit and loss a change in the fair value of the derivative liability and the amortization of the deferred derivative loss of $1,995,930 (2019 – ($1,067,076)). As at December 31, 2020, the fair value of the derivative liability related to the conversion feature of $1,610,858 (2019 – $370,194) was determined using the Black-Scholes option pricing model based on the following assumptions: share price ranging from US$0.001 to US$0.004; a risk-free rate of 0.25%; stock price volatility ranging from 172% to 502%; dividend yield of 0%; and expected life of conversion features ranging from 0 to 0.8 years.

d) During the years ended December 31, 2020 and 2019, the Company issued convertible promissory notes with gross proceeds of $446,738 (US$332,000) (2019 – $667,644 (US$500,500)). The notes are unsecured, bear interest at between 10% and 12% per annum from the date of issuance and mature between six months and one year after the date of issuance. Any amount of interest or principal that is not paid on the maturity date bears interest at 15% to 22% per annum from the maturity date to the date of payment. Any amount of principal and/or interest that is unpaid may be converted, at the option of the holder, in whole or in part into common shares of the Company at a price equal to 61% of the Market Price. The "Market Price" means either the lowest closing bid price for the Company's stock as reported on the OTC during the fifteen trading days or the average of the two closing bid prices during the twenty-five trading days prior to a Notice of Conversion. The Company may prepay the principal and all accrued interest at any time between the date of issuance and the maturity date, together with a prepayment premium of between 15% and 40% of the amount prepaid, determined by reference to the date of repayment.

e) During 2020, promissory notes with a face value of US$302,203 were converted into 759,908,896 common shares of the Company (2019 - US$591,316 converted and 356,153,022 common shares issued).

f) On January 31, 2019, the Company repaid US$25,500, being the outstanding balance of a convertible promissory note issued to a consultant during 2018.

NOTE 9 – SHARE CAPITAL

a) Authorized Capital

Unlimited number of common shares, participating, voting (voting right of 1 vote per share), with no par value.

2,100,000 Class "B" common shares, non-participating, voting (voting right of 1,000 votes per share), with no par value.

b) Issued and Outstanding Common Shares

i. During 2018, the Company converted convertible promissory notes totaling $1,966,571 (US$1,358,100), and interest expense and finder's fees owed, into 176,150,754 common shares of the Company.

ii. On January 2, 2019, the Company passed a resolution to increase the authorized number of Class "B" common shares from 100,000 to 1,100,000. On the same day, the Company issued 1,000,000 Class "B" common shares at $0.0001 per share for total proceeds of $100 to a shareholder who is also a Director and Officer of the Company.

iii. During fiscal 2019, the Company converted promissory notes with face value of US$591,316 into 356,153,022 common shares of the Company. An amount of $1,379,907 was allocated to the share capital in connection with these promissory note conversions.

iv. During fiscal 2020, the Company converted promissory notes with face value of US$302,203 into 759,908,896 common shares of the Company. An amount of $1,416,024 was allocated to the share capital in connection with these promissory note conversions.

v. On April 14, 2020, the Company passed a resolution to increase the authorized number of Class "B" common shares from 1,100,000 to 2,100,000. On the same day, the Company issued 1,000,000 Class "B" common shares at $0.0001 per share for total proceeds of $100 to a shareholder who is also a Director and Officer of the Company.

c) Share-Based Payments

i. During the year ended December 31, 2018, the Company entered into a consulting agreement for the provision of business strategy and compliance services. The Company issued 600,000 common shares valued at $7,373.

ii. During the year ended December 31, 2019, the Company granted 10 million share purchase options at an exercise price of US$0.006 without any specified expiration date. The Company estimated the share-based compensation at $60,000 using Black-Scholes with the assumptions of risk free rate of 1.68%, volatility of 268% and option life of 7 years.

(Expressed in Canadian Dollars)

NOTE 9 – SHARE CAPITAL (Continued)

d) Share Purchase Warrants

The Company had no share purchase warrants outstanding for the years ended December 31, 2020, 2019, and 2018.

e) Stock Options

On February 14, 2019, the Company granted 5,750,000 stock options to directors of the Company and 4,250,000 stock options to consultants. The options have an exercise price of US$0.006 and expire on February 14, 2027. The continuity of stock options is summarized below:

Expiry Date	Exercise Price	January 1, 2019	Granted 2019	Exercised	Cancelled	December 31, 2020
February 14, 2027	$ US0.006	-	10,000,000	-	-	10,000,000

The Company did not issue any stock options in 2020.

f) Escrow Shares

On September 19, 2014, the Company entered into an escrow agreement with a creditor. The Company agreed to pay the creditor $2,500 upon signing of the agreement and to issue 1,500 shares to be held in escrow. The Company was obligated to pay the creditor a further $7,334 (US$6,687) forty-five days after the Company's stock becomes DWAC-eligible. On December 22, 2016, the Company paid $5,374 (US$4,000) and the creditor agreed to release these shares from escrow.

As of December 31, 2020, the 1,500 shares were held in trust by the corporate lawyer and have not been returned to the Company's Treasury.

NOTE 10 – COMMITMENTS

a) Consulting Contracts

i. On June 1, 2018 the Company entered into a consulting agreement for the provision of strategic business advisory services for a period of one year. The Company agreed to issue a convertible promissory note in the amount of US$50,000 and pay the consultant US$10,000 per month.

ii. On October 22, 2018, the Company entered into a consulting contract with a Director for the provision of strategic business advisory services for a period of four months. The Company agreed to pay the Director $2,500 per month.

NOTE 11 – SUPPLEMENTAL CASH FLOW INFORMATION

	2020 $	2019 $	2018 $ (Restated – Note 4)
(a) Change in Non-Cash Working Capital Accounts			
Accounts Receivable	-	-	297,308
GST Recoverable	1,540	(2,469)	(2,128)
Prepaid Expenses	-	-	(18,608)
Trade and Other Payables	25,320	(7,003)	125,564
Liabilities to Customers	-	-	(297,309)
	26,860	(9,472)	104,827
(b) Significant Non-Cash Financing Activities			
Shares Issued for Services	-	-	7,373
Shares Issued on Conversion of Convertible Promissory Notes	1,416,023	1,379,907	1,934,419
	1,416,023	1,379,907	1,941,792
(c) Other Information			
Interest Paid	31,621	59,138	186,128
Income Taxes Paid	-	-	-

DIGATRADE FINANCIAL CORP.
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(Expressed in Canadian Dollars)

NOTE 12 – INCOME TAX

a) Deferred Tax Assets and Liabilities

The Company's unrecognized deductible temporary differences and unused tax losses for which no deferred tax asset is recognized consists of the following amounts:

	2020 $	2019 $
Non-Capital Losses	7,343,728	7,052,500
Capital Losses	29,629	29,628
Property and Equipment	100,490	100,490
	7,473,847	7,182,618

As at December 31, 2020, the Company has non-capital losses of approximately $7,343,700 which may be applied to reduce Canadian taxable income of future years. These non-capital losses expire as follows:

	$
2026	313,100
2027	515,300
2028	367,400
2029	1,157,900
2030	307,400
2031	301,400
2032	233,000
2033 to 2040	4,148,200
	7,343,700

DIGATRADE FINANCIAL CORP.
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(Expressed in Canadian Dollars)

NOTE 12 – INCOME TAX (continued)

b) Income Tax Expense

The income tax expense of the Company is reconciled to the net loss for the year as reported in the consolidated statement of comprehensive loss as follows:

	2020 $	2019 $	2018 $ (Restated – Note 4)
Recovery of Income Tax Calculated at the Statutory Rate of 11% (2019 – 12%; 2018 – 12%)	(298,306)	(289,340)	(62,756)
Deferred Tax Assets Not Recognized	(39,649)	289,340	36,948
Impact of Change in Substantively Enacted Tax Rates on Opening Deferred Tax Assets	71,680	-	25,808
Other permanent differences	266,275	-	-
Income Tax Expense	-	-	-

DIGATRADE FINANCIAL CORP.
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(Expressed in Canadian Dollars)

NOTE 13 – RELATED PARTY TRANSACTIONS

Balances and transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation and are not disclosed. Details of transactions between the Company and other related parties, in addition to those transactions disclosed elsewhere in these consolidated financial statements, are described below. All related party transactions were in the ordinary course of business and were measured at their exchange amounts.

(Expressed in Canadian Dollars)

a) Compensation of Key Management Personnel

i. The Company incurred management fees for services provided by key management personnel for the years ended December 31, 2020, 2019 and 2018, as described below.

	2020 $	2019 $	2018 $
Management Fees	133,939	244,120	241,950

ii. During the year ended December 31, 2020 the Company granted nil stock options (2019 - 5,750,000) to directors of the Company, recording an expense of $nil (2019 - $34,500). The options have an exercise price of US$0.006 and expire on February 14, 2027.

iii. During the year ended December 31, 2020, the Company incurred consulting fees for services provided by a former director of the Company in the amount of $nil (2019 - $19,125 up to the date of his resignation as a director on May 22, 2019. The Company paid $16,200 to this former director subsequent to his resignation.)

NOTE 14 – FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company is exposed to various risks in relation to financial instruments. The Company's financial assets and liabilities by category are summarized in Note 2(k). The Company's risk management is coordinated in close co-operation with the board of directors and focuses on actively securing the Company's short to medium-term cash flows and raising financing for the Company's capital expenditure program. The Company does not actively engage in the trading of financial assets for speculative purposes. The most significant financial risks to which the Company is exposed are as follows:

a) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company is dependent upon the availability of credit from its suppliers and its ability to generate sufficient funds from equity and debt financing to meet current and future obligations. The Company has a working capital deficiency of $238,702 as at December 31, 2020. There can be no assurance that such debt or equity financing will be available to the Company.

b) Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to significant interest rate risk as the interest rates associated with the convertible promissory notes are fixed.

c) Credit Risk

Credit risk is the risk of loss associated with a counter party's inability to fulfill its payment obligations. As the Company is in the development stage and has not yet commenced commercial production or sales, it is not exposed to significant credit risk.

d) Foreign Exchange Risk

Foreign exchange risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company is exposed to foreign exchange risk to the extent it incurs currency exchange platform service and development expenditures and operating costs in foreign currencies including the U.S. Dollar. The Company does not hedge its exposure to fluctuations in the related foreign exchange rates.

NOTE 14 – FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

e) Fair Values

The Company uses the following hierarchy for determining fair value measurements:

Level 1: Quoted prices in active markets for identical assets or liabilities.

Level 2: Other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: Techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

The level within which the financial asset or liability is classified is determined based on the lowest level of significant input to the fair value measurement. The Company's financial instruments were measured at fair value using Level 1 valuation technique during the years ended December 31, 2020, 2019 and 2018. The carrying values of the Company's financial assets and liabilities approximate their fair values.

NOTE 15 – CAPITAL MANAGEMENT

The Company's objective for managing its capital structure is to safeguard the Company's ability to continue as a going concern and to ensure it has the financial capacity, liquidity and flexibility to fund its ongoing operations and capital expenditures.

The Company manages its share capital as capital, which as at December 31, 2020, amounted to $8,876,281. At this time, the Company's access to the debt market is limited and it relies on equity issuances and the support of shareholders to fund the development of its business. The Company monitors capital to maintain a sufficient working capital position to fund annualized administrative expenses and capital investments.

As at December 31, 2020, the Company had a working capital deficiency of $238,702. The Company will issue shares and may from time to time adjust its capital spending to maintain or adjust the capital structure. There can be no assurance that the Company will be able to obtain debt or equity capital in the case of operating cash deficits.

The Company's share capital is not subject to external restrictions. The Company has not paid or declared any dividends since the date of incorporation, nor are any contemplated in the foreseeable future. There were no changes in the Company's approach to capital management during the year ended December 31, 2020.

NOTE 16 – SUBSEQUENT EVENTS

a) Issuance of Convertible Promissory Notes

Subsequent to December 31, 2020, the Company issued further convertible promissory notes raising net proceeds of $174,127 (US$137,000).

The notes are unsecured, bear interest at 12% per annum from the date of issuance and mature between six months and one year after the date of issuance. Any amount of interest or principal that is not paid on the maturity date bears interest at 22% per annum from the maturity date to the date of payment. Any amount of principal and/or interest that is unpaid may be converted, at the option of the holder, in whole or in part into common shares of the Company at a price equal to 61% of the lowest closing bid price for the Company's stock as reported on the OTC during the fifteen trading days prior to a Notice of Conversion. The Company may prepay the principal and all accrued interest at any time between the date of issuance and the maturity date, together with a prepayment premium of between 15% and 40% of the amount prepaid, determined by reference to the date of repayment.

b) Conversion of Convertible Promissory Notes

Subsequent to December 31, 2020, certain convertible promissory notes with a face value of US$153,880 were converted into 87,526,697 common shares of the Company.

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