

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K/A
(Amendment No. 1)

(Mark One)

☒ Annual Report Under Section 13 or 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended: **February 28, 2023**

☐ Transition report under Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from _____ to _____.

Commission file number: **001-41187**

FINGERMOTION, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

20-0077155

(IRS Employer
Identification Number)

111 Somerset Road

Level 3, Singapore 238164

(Address of principal executive offices)

Registrant's telephone number, including area code **(347) 349-5339**

Securities registered under Section 12(b) of the Exchange Act:

Title of each class	Trading Symbol (s)	Name of each exchange on which registered
Common Stock, \$0.0001 par value	FNGR	The Nasdaq Stock Market LLC

Securities registered under Section 12(g) of the Exchange Act:

None.

(Title of class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

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), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes ☒ No ☐

Indicate by checkmark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer", "accelerated filer", "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

☐

Accelerated filer

☐

Non-accelerated Filer

☒

Smaller reporting company

☒

Emerging growth company

☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☐

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction or an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recover analysis of incentive-based compensation received by any of the registrant’s executive officers during the relevant recovery period pursuant to 240.10D-1(b). ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act.) Yes ☐ No ☒

The aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold as of the last business day of the registrant’s most recently completed second fiscal quarter (\$0.93 on August 31, 2022) was approximately \$25,121,402.

The registrant had 51,988,030 common shares outstanding as of May 22, 2023.

TABLE OF CONTENTS

PART III	Page
Item 11 Executive Compensation	1
Item 12 Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	3
PART IV	
Item 15 Exhibits, Financial Statement Schedules	7

EXPLANATORY NOTE

Fingermotion, Inc. (which may be referred to herein as “we,” “us,” “our” or the “Company”) is filing this Amendment No. 1 to our Annual Report on Form 10-K for the fiscal year ended February 28, 2023, to:

- (a) Correct an error in the treatment of stock options in the Summary Compensation Table and the Director Compensation Table included in Item 11 in relation to, respectively, our Named Executive Officers and the Directors for the fiscal years ended February 28, 2023, and February 28, 2022, in accordance with items 402(n) and (r) of Regulation S-K, and Accounting Standards Codification (“ASC”) Topic 718. In each case, the value of stock options is now correctly reported based on the aggregate grant date fair value for the entire amount, as per the definitions and guidelines outlined in ASC Topic 718. The valuation methodology, using the Black-Scholes model, remains unchanged. This correction does not impact the financial statements of the Company, as the Summary Compensation Table and the Director Compensation Table are disclosure requirements under Items 402(n) and (r), respectively, of the Regulation S-K and does not affect the Statement of Earnings or Shareholders’ Equity.
- (b) Add Terren S. Peizer, Acuitas Group Holdings, LLC and Acuitas Capital LLC as major stockholders to the table included in Item 12 which sets forth certain information concerning the number of shares of our common stock owned beneficially as of May 22, 2023, by (i) each person (including any group) known to us to own more than 5% of any class of our voting securities, (ii) each of our officers and directors, and (iii) our officers and directors as a group.

This Amendment No. 1 to Form 10-K amends Items 11 and 12 of the Annual Report on Form 10-K that we filed on May 30, 2023 (the “**Original Form 10-K**”). Except as expressly set forth herein, this Amendment No. 1 does not reflect events occurring after the date that the Original Form 10-K was filed or modify or update any of the other disclosures contained therein in any way other than as required to reflect the amendments discussed above. In addition, in connection with the filing of this Form 10-K/A and pursuant to Rule 12b-15 under the Securities Exchange Act of 1934, as amended, we are including new certifications from our Principal Executive Officer and Principal Financial Officer dated as of the date of this Form 10-K/A. The remainder of the Original Form 10-K filed with the Securities and Exchange Commission on May 30, 2023, remains unchanged.

PART III

ITEM 11. EXECUTIVE COMPENSATION

Summary Compensation Table

Our named executive officers for the fiscal year ended February 28, 2023 (“**Fiscal 2023**”) consist of (i) Martin J. Shen, our current Chief Executive Officer, (ii) Yew Hon Lee, our current Chief Financial Officer and (iii) Li Li, the Legal Representative and General Manager of our contractual controlled company, JiuGe Technology. Our named executive officers for the fiscal year ended February 28, 2022 (“**Fiscal 2022**”) consist of (i) Martin J. Shen, our current Chief Executive Officer, (ii) Yew Hon Lee, our current Chief Financial Officer and (iii) Li Li, the Legal Representative and General Manager of our contractual controlled company, JiuGe Technology. We have no other executive officers. The following Summary Compensation Table sets forth the compensation earned by or paid to our named executive officers for Fiscal 2023 and Fiscal 2022 are as follows:

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock awards (\$)	Option awards (\$) ⁽³⁾	Non-equity incentive plan compensation (\$)	Non-qualified deferred compensation earnings (\$)	All other compensation (\$)	Total (\$)
Martin J. Shen ⁽¹⁾ CEO	2023	180,000	—	—	—	—	—	—	180,000
	2022	180,000	—	—	62,100	—	—	—	242,100
Yew Hon Lee ⁽²⁾ CFO	2023	84,000	—	—	—	—	—	—	84,000
	2022	72,000	—	—	59,670	—	—	—	131,670
Li Li Legal Representative and General Manager of JiuGe Technology	2023	133,745	—	—	—	—	—	—	133,745
	2022	130,586	—	—	113,400	—	—	—	243,986

Notes:

- (1) Mr. Shen was appointed as our CEO and CFO on December 1, 2018. Mr. Shen resigned as our CFO effective December 10, 2020.
- (2) Mr. Lee Yew Hon was appointed as our CFO on December 11, 2020.
- (3) For Fiscal 2022, these amounts represent the aggregate grant date fair value of stock options which was estimated using the Black-Scholes option pricing model. The following assumptions were used to value the stock options granted on December 28, 2021: exercise price: \$8.00; expected risk free interest rate: 1.06%; expected annual volatility: 15.27%; expected life in years: 5.0; expected annual dividend yield: \$Nil; and Black-Scholes value: \$235,170.

At our annual meeting of stockholders held on February 17, 2023, the stockholders approved an amendment to the exercise price of the outstanding stock options from \$8.00 to \$3.84.

During our most recently completed financial years, we did not pay any other executive compensation to our named executive officers.

Executive Employment Agreements

As of February 28, 2023, we did not have any employment agreements with any of our named executive officers.

Outstanding Equity Awards Held by Named Executive Officers at Fiscal Year End

The following table sets forth information as at February 28, 2023, relating to equity awards that have been granted to the Named Executive Officers:

Name	Option awards					Stock awards			
	Number of securities underlying unexercised options (#) exercisable	Number of securities underlying unexercised options (#) unexercisable	Equity incentive plan awards: Number of securities underlying unexercised unearned options (#)	Option exercise price (\$)	Option expiration date	Number of shares or units of stock that have not vested (#)	Market value of shares of units of stock that have not vested (\$)	Equity incentive plan awards: Number of unearned shares, units or other rights that have not vested (#)	Equity incentive plan awards: Market or payout value of unearned shares, units or other rights that have not vested (\$)
Martin J. Shen	92,000	138,000	N/A	\$3.84	Dec. 28, 2026	N/A	N/A	N/A	N/A
Yew Hon Lee	88,400	132,600	N/A	\$3.84	Dec. 28, 2026	N/A	N/A	N/A	N/A
Li Li	168,000	252,000	N/A	\$3.84	Dec. 28, 2026	N/A	N/A	N/A	N/A

Pension Plan Benefits

We have no pension plans that provide for payments or benefits at, following or in connection with retirement.

Compensation Policies and Practices and Risk Management

One of the responsibilities of our Compensation Committee and our Board, in its role in setting executive compensation and overseeing our various compensation programs, is to ensure that our compensation programs are structured so as to discourage inappropriate risk-taking. We believe that our existing compensation practices and policies for all employees, including executive officers, mitigate against this risk by, among other things, providing a meaningful portion of total compensation in the form of equity incentives. These equity incentives have historically been in the form of stock grants to promote long-term rather than short-term financial performance and to encourage employees to focus on sustained stock price appreciation. The Compensation Committee is responsible for monitoring our existing compensation practices and policies and investigating applicable enhancements to align our existing practices and policies with the avoidance or elimination of risk and the enhancement of long-term stockholder value.

Director Compensation

Each of our directors receives regular cash compensation of \$2,000 per month, for serving on the Board.

The following table set forth information relating to the compensation paid to our non-executive directors for Fiscal 2023:

Name	Fees earned or paid in cash (\$)	Stock awards (\$)	Option awards (\$)	Non-equity incentive plan compensation (\$)	Nonqualified deferred compensation earnings (\$)	All other compensation (\$)	Total (\$)
Yew Poh Leong	24,000	—	—	—	—	—	24,000
Michael Chan	24,000	—	—	—	—	—	24,000
Hsien Loong Wong	24,000	—	—	—	—	—	24,000
Eng Ho Ng	24,000	—	—	—	—	—	24,000

As at February 28, 2023, our directors held stock options to acquire an aggregate of 298,500 shares of our common stock as follows: Yew Poh Leong – 78,500 stock options; Michael Chan – 78,500 stock options; Hsien Loong Wong – 78,500 stock options; and Eng Ho Ng – 63,000 stock options.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The following table sets forth certain information concerning the number of shares of our common stock owned beneficially as of May 22, 2023 by (i) each person (including any group) known to us to own more than 5% of any class of our voting securities, (ii) each of our officers and directors, and (iii) our officers and directors as a group. Unless otherwise indicated, it is our understanding and belief that the shareholders listed possess sole voting and investment power with respect to the shares shown.

Name and Address of Beneficial Owner ⁽¹⁾	Amount and Nature of Beneficial Ownership ⁽¹⁾	Percentage of Beneficial Ownership
Directors and Officers:		
Martin J. Shen , Chief Executive Officer c/o 111 Somerset Road, Level 3, Singapore, 238164	797,000 ⁽²⁾	1.5%
Yew Hon Lee , Chief Financial Officer c/o 111 Somerset Road, Level 3, Singapore, 238164	538,400 ⁽³⁾	1.0%
Yew Poh Leong , Director c/o 111 Somerset Road, Level 3, Singapore, 238164	281,400 ⁽⁴⁾	*
Michael Chan , Director c/o 111 Somerset Road, Level 3, Singapore, 238164	281,400 ⁽⁵⁾	*
Hsien Loong Wong , Director c/o 111 Somerset Road, Level 3, Singapore, 238164	401,400 ⁽⁶⁾	*
Eng Ho Ng , Director c/o 111 Somerset Road, Level 3, Singapore, 238164	25,200 ⁽⁷⁾	*
Li Li , Legal Representative and General Manager of JiuGe Technology c/o 111 Somerset Road, Level 3, Singapore, 238164	2,368,000 ⁽⁸⁾	4.5%
All directors and executive officers as a group (7 persons)	4,692,800 ⁽⁹⁾	8.9%
Major Stockholders:		
Choe Yang Yeat 6-11-1 V Square PJ City Centre Jalan Utara PJ Selangor 46200 Malaysia	7,238,400 ⁽¹⁰⁾	13.9%
Cheong Chee Ming Unit A 19/F Times Media Centre 133 Wan Chai Road Wan Chai Hong Kong	3,970,000	7.6%

Liew Yow Ming		
190 Depot Road, #18-19		
The Interlace Condominium		
Singapore 109689	3,220,200 ⁽¹¹⁾	6.2%
Terren S. Peizer		
Acuitas Group Holdings, LLC		
Acuitas Capital LLC		
2001 Wilshire Boulevard, Suite 330		
Santa Monica, California 90403	4,000,000 ⁽¹²⁾	7.7%

Notes:

- * Less than one percent.
- (1) Under Rule 13d-3 of the Exchange Act, a beneficial owner of a security includes any person who, directly or indirectly, through any contract, arrangement, understanding, relationship or otherwise, has or shares: (i) voting power, which includes the power to vote, or to direct the voting of such security; and (ii) investment power, which includes the power to dispose or direct the disposition of the security. Certain shares of common stock may be deemed to be beneficially owned by more than one person (if, for example, persons share the power to vote or the power to dispose of the shares). In addition, shares of common stock are deemed to be beneficially owned by a person if the person has the right to acquire the shares (for example, upon exercise of an option) within 60 days of the date as of which the information is provided. In computing the percentage ownership of any person, the amount of shares of common stock outstanding is deemed to include the amount of shares beneficially owned by such person (and only such person) by reason of these acquisition rights. As a result, the percentage of outstanding shares of common stock of any person as shown in this table does not necessarily reflect the person's actual ownership or voting power with respect to the number of shares of common stock actually outstanding as of the date of this Proxy Statement. As of May 22, 2023, there were 51,988,030 shares of common stock of the Company issued and outstanding.
- (2) This figure represents (i) 705,000 shares of common stock, and (ii) stock options to purchase 92,000 shares of our common stock, which have vested or will vest within 60 days of the date hereof.
- (3) This figure represents (i) 450,000 shares of common stock, and (ii) stock options to purchase 88,400 shares of our common stock, which have vested or will vest within 60 days of the date hereof.
- (4) This figure represents (i) 250,000 shares of common stock, and (ii) stock options to purchase 31,400 shares of our common stock, which have vested or will vest within 60 days of the date hereof.
- (5) This figure represents (i) 250,000 shares of common stock, and (ii) stock options to purchase 31,400 shares of our common stock, which have vested or will vest within 60 days of the date hereof.
- (6) This figure represents (i) 370,000 shares of common stock, and (ii) stock options to purchase 31,400 shares of our common stock, which have vested or will vest within 60 days of the date hereof.
- (7) This figure represents stock options to purchase 25,200 shares of our common stock, which have vested or will vest within 60 days of the date hereof.
- (8) This figure represents (i) 2,200,000 shares of common stock, and (ii) stock options to purchase 168,000 shares of our common stock, which have vested or will vest within 60 days of the date hereof.
- (9) This figure represents (i) 4,225,000 shares of common stock, and (ii) stock options to purchase 467,800 shares of our common stock, which have vested or will vest within 60 days of the date hereof.
- (10) This figure represents (i) 7,200,000 shares of common stock held by Ever Sino International Limited over which Mr. Choe Yang Yeat has sole voting and dispositive power, and (ii) stock options held directly by Mr. Choe to purchase 38,400 shares of our common stock, which have vested or will vest within 60 days of the date hereof.
- (11) This figure represents 3,220,200 shares of common stock.
- (12) This figure represents (i) 1,000,000 shares of common stock held directly by Acuitas Group Holdings, LLC, a California limited liability company ("**Acuitas**"), and (ii) 3,000,000 shares of common stock held directly by Acuitas Capital LLC, a Delaware limited liability company ("**Acuitas Capital**") wholly-owned by Acuitas. Acuitas is a private investment vehicle beneficially owned and controlled by Terren S. Peizer. Mr. Peizer is the sole member and Chairman and managing member of Acuitas and, in such capacity, exercises the sole voting and investment power over the shares of common stock held for the accounts of Acuitas and Acuitas Capital.

Changes in Control

We are unaware of any contract, or other arrangement or provision, the operation of which may at a subsequent date result in a change of control of our Company.

Securities Authorized for Issuance Under Equity Compensation Plans

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants, rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
	(a)	(b)	(c)
Equity compensation plans approved by security holders	3,571,000	\$3.84 ⁽¹⁾	5,429,000
Equity compensation plans not approved by security holders	N/A	N/A	N/A
Total	3,571,000		5,429,000

Note:

- (1) At the annual meeting of stockholders held on February 17, 2023, the stockholders approved the amendment to the exercise price of outstanding stock options from \$8.00 to \$3.84.

Effective September 27, 2021, our Board of Directors authorized and approved the adoption by the Company of the 2021 Stock Incentive Plan (the “**2021 Stock Incentive Plan**”), pursuant to which an aggregate of 7,000,000 shares of our common stock may be issued pursuant to awards that may be granted under the 2021 Stock Incentive Plan. The 2021 Stock Incentive Plan was approved by our stockholders at our annual meeting of stockholders held on November 22, 2021.

On December 12, 2022, our Board of Directors authorized and approved the adoption of the Company’s 2023 Stock Incentive Plan (the “**2023 Stock Incentive Plan**”), under which an aggregate of 9,000,000 of our shares of common stock may be issued which consists of: (i) 3,571,000 shares issuable pursuant to awards previously granted that were outstanding under the 2021 Stock Incentive Plan as of December 12, 2022; (ii) 3,429,000 shares remaining available for issuance under the 2021 Stock Incentive Plan as of December 12, 2022; and (iii) 2,000,000 additional shares that may be issued pursuant to awards that may be granted under the 2023 Stock Incentive Plan. The 2023 Stock Incentive Plan supersedes and replaces the Company’s 2021 Stock Incentive Plan, which was approved by our stockholders at the annual meeting of stockholders held on February 17, 2023. The terms of the 2023 Stock Incentive Plan are the same as the 2021 Stock Incentive Plan other than the increase in the aggregate number of shares reserved for awards under the 2023 Stock Incentive Plan.

The 2023 Stock Incentive Plan is administered by our Board of Directors, or the Compensation Committee, or any other committee appointed by the Board of Directors to administer the 2023 Stock Incentive Plan, and the Board of Directors shall determine, among other things: (i) the persons to be granted awards under the 2023 Stock Incentive Plan; (ii) the number of shares or amount of other awards to be granted; and (iii) the terms and conditions of the awards granted. The Company may issue restricted shares, stock options, restricted stock units, stock appreciation rights, deferred stock rights and dividend equivalent rights, among others, under the 2023 Stock Incentive Plan. As indicated above, an aggregate of 9,000,000 of our shares may be issued pursuant to the grant of awards under the 2023 Stock Incentive Plan.

An award may not be exercised after the termination date of the award and may be exercised following the termination of an eligible participant's continuous service only to the extent provided by the administrator under the 2023 Stock Incentive Plan. If the administrator under the 2023 Stock Incentive Plan permits a participant to exercise an award following the termination of continuous service for a specified period, the award terminates to the extent not exercised on the last day of the specified period or the last day of the original term of the award, whichever occurs first. In the event an eligible participant's service has been terminated for "cause", he or she shall immediately forfeit all rights to any of the awards outstanding.

The 2023 Stock Incentive Plan includes the following best practice provisions to reinforce the alignment between stockholders' interests and equity compensation arrangements. These provisions include, but are not limited to:

- *No discounted awards*: the exercise price of an award must not be lower than 100% of the fair market value of the shares on the stock exchange or system on which the shares are traded or quoted at the time the award is granted;
- *No buyout without shareholder approval*: outstanding options or non-qualified stock options ("SARs") may not be bought out or surrendered in exchange for cash unless shareholder approval is received;
- *No repricing without shareholder approval*: the Company may not, without shareholder approval, reprice an award by reducing the exercise price of a stock option or exchanging a stock option for cash, other awards or a new stock option with a reduced exercise price;
- *Minimum vesting requirements for "full-value" awards*: except in the case of an award granted in substitution and cancellation of an award granted by an acquired organization and shares delivered in lieu of fully vested cash awards, any equity-based awards granted under the 2023 Stock Incentive Plan will have a vesting period of not less than one year from the date of grant; provided, however, that this minimum vesting restriction will not be applicable to equity-based awards not in excess of 5% of the number of shares available for grant under the 2023 Stock Incentive Plan. For avoidance of doubt, the foregoing restrictions do not apply to the Board's discretion to provide for accelerated exercisability or vesting of any award in case of death or disability. The treatment of awards in connection with a change of control are described below;
- *No accelerated vesting of outstanding unvested awards and double-trigger change of control requirements*: no acceleration of any unvested awards shall occur except in the case of the death or disability of the grantee or upon a change of control. In this respect the 2023 Stock Incentive Plan requires a "double-trigger" – both a change of control and a qualifying termination of continuing services – to accelerate the vesting of awards. In connection with a change in control, time-based awards shall only be accelerated if the awards are not assumed or converted following the change in control and performance based awards shall only be accelerated: (i) to the extent of actual achievement of the performance conditions; or (ii) on a prorated basis for time elapsed in ongoing performance period(s) based on target or actual level achievement. In connection with vesting of outstanding awards following a qualifying termination after a change in control (i.e., double-trigger vesting), the same conditions set forth in the preceding sentence will apply;
- *No dividends for unvested awards*: holders of any awards which have not yet vested are not entitled to receive dividends, however, dividends may be accrued and paid upon the vesting of such awards;
- *No liberal share recycling*: shares issued under the 2023 Stock Incentive Plan pursuant to an award, or shares retained by or delivered to the Company to pay either the exercise price of an outstanding stock option or the withholding taxes in connection with the vesting of incentive stock awards or SARs, and shares purchased by the Company in the open market using the proceeds of option exercises, do not become available for issuance as future awards under the 2023 Stock Incentive Plan;
- *Transferability*: the awards granted under the 2023 Stock Incentive Plan generally may not be sold, transferred, pledged, assigned or otherwise alienated or hypothecated, other than by will, by the laws of descent and distribution;
- *No automatic grants*: the 2023 Stock Incentive Plan does not provide for automatic grants to any eligible participant; and
- *No evergreen provision*: the 2023 Stock Incentive Plan does not provide for an "evergreen" feature pursuant to which the shares authorized for issuance under the 2023 Stock Incentive Plan can be automatically replenished.

The foregoing summary of the 2023 Stock Incentive Plan is not complete and is qualified in its entirety by reference to the 2023 Stock Incentive Plan, which is attached as Exhibit 4.1 to our Form S-8 that we filed with the SEC on February 28, 2023.

PART IV

ITEM 15 – EXHIBITS

Exhibit No.	Document
<u>2.1⁽⁴⁾</u>	<u>Share Exchange Agreement among FingerMotion, Inc., Finger Motion Company Limited and the Shareholders of Finger Motion Company Limited, dated July 13, 2017</u>
<u>3.1⁽¹⁾</u>	<u>Certificate of Incorporation</u>
<u>3.2⁽²⁾</u>	<u>Certificate of Designation, Preferences and Rights of Series A Convertible Preferred Stock dated May 15, 2017</u>
<u>3.3⁽³⁾</u>	<u>Certificate of Amendment of Certificate of Incorporation dated June 21, 2017</u>
<u>3.4⁽²⁾</u>	<u>Amended and Restated Bylaws</u>
<u>4.1⁽¹⁴⁾</u>	<u>Description of Registrant's Securities</u>
<u>10.1⁽²⁾</u>	<u>Software License Agreement between Finger Motion Company Limited and Property Management Corporation or America dated April 28, 2017</u>
<u>10.2⁽⁵⁾</u>	<u>Exclusive Consulting Agreement between Shanghai JiuGe Business Management Co., Ltd. and Shanghai JiuGe Information Technology Co., Ltd. dated October 16, 2018</u>
<u>10.3⁽⁵⁾</u>	<u>Loan Agreement between Shanghai JiuGe Business Management Co., Ltd. and Shanghai JiuGe Information Technology Co., Ltd. dated October 16, 2018</u>
<u>10.4⁽⁵⁾</u>	<u>Power of Attorney Agreement between Shanghai JiuGe Business Management Co., Ltd. and Shanghai JiuGe Information Technology Co., Ltd. dated October 16, 2018</u>
<u>10.5⁽⁵⁾</u>	<u>Exclusive Call Option Agreement between Shanghai JiuGe Business Management Co., Ltd. and Shanghai JiuGe Information Technology Co., Ltd. dated October 16, 2018</u>
<u>10.6⁽¹²⁾</u>	<u>Share Pledge Agreement between Shanghai JiuGe Business Management Co., Ltd. and Shanghai JiuGe Information Technology Co., Ltd. dated October 16, 2018</u>
<u>10.7⁽⁶⁾</u>	<u>English Translation of Yunnan Unicom Electronic Sales Platform Construction and Operation Cooperation Agreement, dated as of July 7, 2019, between Shanghai JiuGe Information Technology Co., Ltd. and China United Network Communications Limited Yunnan Branch</u>
<u>10.8⁽¹⁰⁾</u>	<u>2021 Stock Incentive Plan</u>
<u>10.9⁽⁹⁾</u>	<u>Convertible Promissory Note in the amount of US\$730,000 issued by FingerMotion, Inc. in favor of Dr. Liew Yow Ming, dated May 1, 2022</u>
<u>10.10⁽¹¹⁾</u>	<u>Securities Purchase Agreement between FingerMotion, Inc. and Lind Global Fund II LP, dated August 9, 2022</u>
<u>10.11⁽¹¹⁾</u>	<u>Senior Secured Convertible Promissory Note, dated August 9, 2022, issued by FingerMotion, Inc. to Lind Global Fund II LP^(†)</u>
<u>10.12⁽¹¹⁾</u>	<u>Security Agreement between FingerMotion, Inc. and Lind Global Fund II LP, dated August 9, 2022</u>
<u>10.13⁽¹¹⁾</u>	<u>Guaranty, dated August 9, 2022, made by each of Finger Motion Company Limited, Finger Motion (CN) Global Limited, Finger Motion (CN) Limited, Shanghai JiuGe Business Management Co., Ltd., Finger Motion Financial Group Limited and Finger Motion Financial Company Limited, in favor of Lind Global Fund II LP</u>
<u>10.14⁽¹³⁾</u>	<u>2023 Stock Incentive Plan</u>
<u>14.1⁽⁸⁾</u>	<u>Code of Business Conduct and Ethics</u>
<u>21.1⁽¹⁴⁾</u>	<u>Subsidiaries of FingerMotion, Inc.</u>
<u>23.1⁽¹⁴⁾</u>	<u>Consent of Centurion ZD CPA & Co.</u>
<u>31.1^(*)</u>	<u>Certification of Chief Executive Officer pursuant to the Securities Exchange Act of 1934 Rule 13a-14(a) or 15d-14(a).</u>
<u>31.2^(*)</u>	<u>Certification of Chief Financial Officer pursuant to the Securities Exchange Act of 1934 Rule 13a-14(a) or 15d-14(a).</u>
<u>32.1^(**)</u>	<u>Certifications pursuant to the Securities Exchange Act of 1934 Rule 13a-14(b) or 15d-14(b) and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>
<u>101.INS^(*)</u>	<u>XBRL Instance Document</u>
<u>101.SCH^(*)</u>	<u>XBRL Taxonomy Extension Schema Document</u>
<u>101.CAL^(*)</u>	<u>XBRL Taxonomy Extension Calculation Linkbase Document</u>
<u>101.DEF^(*)</u>	<u>XBRL Taxonomy Extension Definitions Linkbase Document</u>
<u>101.LAB^(*)</u>	<u>XBRL Taxonomy Extension Label Linkbase Document</u>
<u>101.PRE^(*)</u>	<u>XBRL Taxonomy Extension Presentation Linkbase Document</u>
<u>104^(*)</u>	<u>Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101 attachments)</u>

Notes:

(*) Filed herewith

(**) Furnished herewith

(†) Portions of this exhibit have been omitted

(1) Previously filed as an exhibit to our Registration Statement on Form S-1 filed with the SEC on May 8, 2014 (No. 333-196503)

(2) Previously filed as an exhibit to our Current Report on Form 8-K filed with the SEC on May 16, 2017

(3) Previously filed as an exhibit to our Current Report on Form 8-K filed with the SEC on July 12, 2017

(4) Previously filed as an exhibit to our Current Report on Form 8-K filed with the SEC on July 20, 2017

(5) Previously filed as an exhibit to our Current Report on Form 8-K filed with the SEC on December 27, 2018

(6) Previously filed as an exhibit to our Current Report on Form 8-K filed with the SEC on August 9, 2019

(7) Previously filed as an exhibit to our Current Report on Form 8-K filed with the SEC on August 25, 2021

(8) Previously filed as an exhibit to our Current Report on Form 8-K filed with the SEC on December 21, 2021

(9) Previously filed as an exhibit to our Current Report on Form 8-K filed with the SEC on May 5, 2022

(10) Previously filed as an exhibit to our Annual Report on Form 10-K filed with the SEC on May 31, 2022

(11) Previously filed as an exhibit to our Current Report on Form 8-K filed with the SEC on August 15, 2022

(12) Previously filed as an exhibit to our Registration Statement on Form S-1/A filed with the SEC on January 5, 2023 (No. 333-267332)

(13) Previously filed as an exhibit to our Registration Statement on Form S-8 filed with the SEC on February 28, 2023 (No. 333-270094)

(14) Previously filed as an exhibit to our Annual Report on Form 10-K filed with the SEC on May 30, 2023

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

FINGERMOTION, INC.

Dated: August 31, 2023

By: /s/ Martin J. Shen
Martin J. Shen, Chief Executive Officer
(Principal Executive Officer)

CERTIFICATION

I, Martin J. Shen, certify that:

1. I have reviewed this Amendment No. 1 to the Form 10-K of FingerMotion, Inc.;
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; and
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 registrant as of, and for, the periods presented in this report.

Date: August 31, 2023

/s/ Martin J. Shen

Martin J. Shen, Chief Executive Officer
(Principal Executive Officer)

CERTIFICATION

I, Yew Hon Lee, certify that:

1. I have reviewed this Amendment No. 1 to the Form 10-K of FingerMotion, Inc.;
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; and
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 registrant as of, and for, the periods presented in this report.

Date: August 31, 2023

/s/ Yew Hon Lee

Yew Hon Lee, Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

The undersigned, Martin J. Shen, the Chief Executive Officer of FingerMotion, Inc. (the “Company”), and Yew Hon Lee, the Chief Financial Officer of the Company, each hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to his or her knowledge, Amendment No. 1 to the Annual Report on Form 10-K for the year ended February 28, 2023, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and that the information contained in the Annual Report on Form 10-K fairly presents in all material respects the financial condition and results of operations of the Company.

Date: August 31, 2023

/s/ Martin J. Shen

Martin J. Shen, Chief Executive Officer
(Principal Executive Officer)

/s/ Yew Hon Lee

Yew Hon Lee, Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.
