

ANONYMOUS INTELLIGENCE COMPANY INC.

Consolidated Financial Statements

Three months ended December 31, 2024 and 2023 (In Canadian dollars)

NOTICE OF NO AUDITOR REVIEW OF

UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATMENTS

The accompanying unaudited condensed interim consolidated financial statements of the Company have been prepared by and are the responsibility of the Company's management. The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

Consolidated Statements of Financial Position

As at December 31, 2024 and September 30, 2024 (In Canadian dollars)

| Assets Current 115,318 GST recoverable 15,986 Prepaids and other assets 13,735 Intangible assets 4 1,067,273 Investment 5 50,000 Total assets 1,262,316 Liabilities Current liabilities Current liabilities 7 366,504 Loans and borrowings 12,000 Convertible debentures 6 95,256 Shareholders' equity Share capital 8 21,149,425 Reserves 9, 10, 11 602,222 Deficit (20,963,092 Total equity 788,554 | | December 31, | | |
|--|-----------------------|--------------------------|-----------|---|
| Current Cash and cash equivalents 115,318 GST recoverable 15,986 Prepaids and other assets 13,733 Intangible assets 4 1,067,273 Investment 5 50,000 Total assets 1,262,316 Liabilities Current liabilities Current liabilities 7 366,504 Loans and borrowings 12,000 Convertible debentures 6 95,256 Shareholders' equity 473,762 Share capital 8 21,149,425 Reserves 9, 10, 11 602,225 Deficit (20,963,092 Total equity 788,554 Total liabilities and equity 1,262,316 | | 2024 | Notes | |
| Current Cash and cash equivalents 115,318 GST recoverable 15,986 Prepaids and other assets 13,733 Intangible assets 4 1,067,273 Investment 5 50,000 Total assets 1,262,316 Liabilities Current liabilities Accounts payable and accrued liabilities 7 366,504 Loans and borrowings 12,000 200 Convertible debentures 6 95,256 Shareholders' equity 473,762 Share capital 8 21,149,425 Reserves 9,10,11 602,225 Deficit (20,963,092 Total equity 788,554 Total liabilities and equity 1,262,316 | \$ | \$ | | |
| Cash and cash equivalents 115,318 GST recoverable 15,986 Prepaids and other assets 13,735 Intangible assets 4 1,067,273 Investment 5 50,000 Total assets 1,262,316 Liabilities 2 Current liabilities 7 366,504 Loans and borrowings 12,000 Convertible debentures 6 95,256 Shareholders' equity 473,762 Share capital 8 21,149,425 Reserves 9, 10, 11 602,222 Deficit (20,963,092 Total equity 788,554 Nature of operations and going concern 1 | | | | Assets |
| GST recoverable Prepaids and other assets 15,986 Prepaids and other assets 13,735 Intangible assets Investment 4 1,067,273 Investment 5 50,000 Total assets 1,262,316 Liabilities Current liabilities 7 366,504 Loans and borrowings 12,000 Convertible debentures 6 95,256 Shareholders' equity 473,762 Share capital 8 21,149,425 Reserves 9, 10, 11 602,222 Deficit (20,963,092 Total equity 788,554 Total liabilities and equity 1,262,316 | | | | Current |
| Prepaids and other assets 13,735 Intangible assets 4 1,067,273 Investment 5 50,000 Total assets 1,262,316 Liabilities Current liabilities Accounts payable and accrued liabilities 7 366,504 Loans and borrowings 12,000 12,000 Convertible debentures 6 95,256 Shareholders' equity 8 21,149,425 Reserves 9, 10, 11 602,226 Deficit (20,963,092 Total equity 788,554 Total liabilities and equity 1,262,316 Nature of operations and going concern 1 | 233,072 | 115,318 | | |
| 145,043 | 30,481 | 15,986 | | |
| Intangible assets 4 1,067,273 Investment 5 50,000 Total assets 1,262,316 Liabilities Current liabilities Accounts payable and accrued liabilities 7 366,504 Loans and borrowings 12,000 Convertible debentures 6 95,256 473,762 Shareholders' equity 8 21,149,426 Reserves 9, 10, 11 602,222 Deficit (20,963,092 Total equity 788,554 Total liabilities and equity 1,262,316 Nature of operations and going concern 1 | 19,253 | | | Prepaids and other assets |
| Investment 5 50,000 Total assets 1,262,316 Liabilities Current liabilities Accounts payable and accrued liabilities 7 366,504 Loans and borrowings 12,000 Convertible debentures 6 95,258 Shareholders' equity 8 21,149,428 Reserves 9, 10, 11 602,222 Deficit (20,963,092 Total equity 788,554 Total liabilities and equity 1,262,316 Nature of operations and going concern 1 | 282,806 | 145,043 | | |
| Liabilities Current liabilities Accounts payable and accrued liabilities 7 366,504 Loans and borrowings 12,000 Convertible debentures 6 95,256 473,762 Shareholders' equity 8 21,149,426 Reserves 9, 10, 11 602,222 Deficit (20,963,092 Total equity 788,554 Total liabilities and equity 1,262,316 Nature of operations and going concern 1 | 1,214,441 | 1,067,273 | 4 | Intangible assets |
| Liabilities Current liabilities Accounts payable and accrued liabilities 7 366,504 Loans and borrowings 12,000 Convertible debentures 6 95,258 473,762 Shareholders' equity Share capital 8 21,149,428 Reserves 9, 10, 11 602,222 Deficit (20,963,092) Total equity 788,554 Total liabilities and equity 1,262,316 | - | 50,000 | 5 | Investment |
| Current liabilities Accounts payable and accrued liabilities Loans and borrowings Convertible debentures 6 95,258 473,762 Shareholders' equity Share capital Reserves Deficit Total equity Total liabilities and equity Nature of operations and going concern 1 366,504 7 366,504 7 366,504 8 21,000 95,258 473,762 473 | 1,497,247 | 1,262,316 | | Total assets |
| Current liabilities Accounts payable and accrued liabilities Toans and borrowings Convertible debentures Shareholders' equity Share capital Reserves Deficit Total equity Nature of operations and going concern Accounts payable and accrued liabilities 7 366,504 12,000 6 95,258 473,762 8 21,149,428 9, 10, 11 602,222 (20,963,092 788,554 | | | | |
| Accounts payable and accrued liabilities 7 366,504 Loans and borrowings 12,000 Convertible debentures 6 95,258 473,762 Shareholders' equity 8 21,149,425 Reserves 9, 10, 11 602,222 Deficit (20,963,092 Total equity 788,554 Nature of operations and going concern 1 | | | | |
| Loans and borrowings 12,000 Convertible debentures 6 95,258 473,762 Shareholders' equity | | | | |
| Convertible debentures 6 95,258 Shareholders' equity 3 473,762 Share capital 8 21,149,428 Reserves 9, 10, 11 602,222 Deficit (20,963,092 Total equity 788,554 Total liabilities and equity 1,262,316 Nature of operations and going concern 1 | 382,994 | | 7 | |
| Shareholders' equity Share capital 8 21,149,425 Reserves 9, 10, 11 602,227 Deficit (20,963,092) Total equity 788,554 Total liabilities and equity 1,262,316 Nature of operations and going concern 1 | | | • | |
| Shareholders' equity Share capital 8 21,149,425 Reserves 9, 10, 11 602,227 Deficit (20,963,092) Total equity 788,554 Total liabilities and equity 1,262,316 Nature of operations and going concern 1 | | <u> </u> | 6 | Convertible depentures |
| Share capital 8 21,149,425 Reserves 9, 10, 11 602,222 Deficit (20,963,092) Total equity 788,554 Total liabilities and equity 1,262,316 Nature of operations and going concern 1 | 488,857 | 473,762 | | |
| Reserves 9, 10, 11 602,227 Deficit (20,963,092) Total equity 788,552 Total liabilities and equity 1,262,316 Nature of operations and going concern 1 | | | | Shareholders' equity |
| Deficit (20,963,092) Total equity 788,554 Total liabilities and equity 1,262,316 Nature of operations and going concern 1 | 21,147,737 | 21,149,425 | 8 | Share capital |
| Total equity 788,554 Total liabilities and equity 1,262,316 Nature of operations and going concern 1 | 591,632 | 602,221 | 9, 10, 11 | Reserves |
| Total liabilities and equity 1,262,316 Nature of operations and going concern 1 | (20,730,979) | (20,963,092) | | Deficit |
| Nature of operations and going concern 1 | 1,008,390 | 788,554 | | Total equity |
| | 1,497,247 | 1,262,316 | | Total liabilities and equity |
| | | | | |
| Subsequent events 14 | | | | |
| | | | 14 | Subsequent events |
| Approved on behalf of the Board of Directors: | | | | Approved on behalf of the Board of Directors: |
| (Cianad) " John Doon" | rm o u v ⁱ | (Cianad) "Allan Larmanu" | | (Cigned) " John Door" |
| (Signed) "John Bean" (Signed) "Allan Li | IIIIOUI | (Signed) "Allan Larmour" | | |

1

Consolidated Statements of Comprehensive Loss Three months ended December 31, 2024 and 2023

(In Canadian dollars)

| | | 2024 | 2023 |
|---|-----------|------------|----------------------|
| | Notes | | (Restated – note 15) |
| | | \$ | \$ |
| Expenses | | | |
| Amortization | 4 | 147,165 | 138,355 |
| Insurance | | - | 20,193 |
| Investor and public relations | | - | 66,903 |
| Office and administration | | - | 15,891 |
| Professional fees | | 3,243 | 16,979 |
| Regulatory and transfer agent fees | | 12,825 | 9,532 |
| Research and development | 7 | 35,391 | 26,100 |
| Salaries and benefits | 7 | 15,000 | 91,674 |
| Share-based compensation | 7, 10, 11 | 12,277 | 13,529 |
| Loss before other items | | (225,901) | (399,156) |
| Other items | | | |
| Finance costs | 6 | (6,212) | (411) |
| Foreign exchange loss | | - | (43) |
| | | (6,212) | (454) |
| Net loss and comprehensive loss | | (232,113) | (399,610) |
| | | · | |
| Net loss per share - basic and diluted | | (0.01) | (0.04) |
| Weighted average number of shares outstanding | | 16,866,775 | 10,934,372 |

Consolidated Statements of Changes in Shareholders' Equity Three months ended December 31, 2024 and 2023 (In Canadian dollars)

| | <u>-</u> | Share of | capital | | | Res | erves | | | | |
|---|---|--|---|--|---|--|----------------------------|--|--|---|---|
| | Notes | Number | Amount | Stock Options | RSUs | Warrants | Convertible debentures | Accumulated comprehensive income | Total reserves | Deficit | Total |
| | | # | \$ | \$ | \$ | \$ | \$ | \$ | \$ | \$ | \$ |
| Balance, September 30, 2024 Vested RSUs Share-based compensation Net loss | 8, 11 10, 11 | 16,862,373 11,250 - | 21,147,737 1,688 - | 59,389 - - - | 16,930 (1,688) 12,277 | 763,176 - - - | 6,137 - - | (254,000) - - - | 591,632 (1,688) 12,277 | (20,730,979) - - (232,113) | 1,008,390 - 12,277 (232,113) |
| Balance, December 31, 2024 | | 16,873,623 | 21,149,425 | 59,389 | 27,519 | 763,176 | 6,137 | (254,000) | 602,221 | (20,963,092) | 788,554 |
| Balance, September 30, 2023 (Restated – note 15) Exercise of warrants Modification of warrants Expired warrants Vested RSUs Forfeited options Share-based compensation Net loss | 8, 9 9 9 8, 11 10 10, 11 | 10,833,625 120,000 - - 6,250 - - | 20,642,386 85,888 - - 2,886 - - | 963,861 - - - - (47,511) 15,179 - | 127,637 - - - (2,886) - (1,650) | 1,263,177 (3,888) 93,880 (589,994) - - - | - - - - - - | (254,000) - - - - - - - | 2,100,675 (3,888) 93,880 (589,994) (2,886) (47,511) 13,529 | (19,330,416) - (93,880) 589,994 - 47,511 - (632,450) | 3,412,645 82,000 - - - 13,529 (632,450) |
| Balance, December 31, 2023 (Restated – note 15) | | 10,959,875 | 20,731,160 | 931,529 | 123,101 | 763,175 | - | (254,000) | 1,563,805 | (19,419,241) | 2,875,724 |

Consolidated Statements of Cash Flows

Three months ended December 31, 2024 and 2023 (In Canadian dollars)

| | 2024 | 2023 (Restated – note 15) |
|--|-----------|----------------------------------|
| | \$ | (Restated - Hote 15) |
| Operating activities | Y | * |
| Net loss | (232,113) | (399,610) |
| Items not affecting cash | 0 | - |
| Amortization | 147,165 | 138,355 |
| Share-based compensation | 12,277 | 13,528 |
| Accrued interest and accretion expense | 5,895 | · - |
| Changes in non-cash working capital items | 0 | |
| GST recoverable | 14,495 | 649 |
| Prepaids and other assets | 5,514 | 15,442 |
| Accounts payable and accrued liabilities | (20,987) | 93,417 |
| | (67,754) | (138,219) |
| Investing activities | | |
| Investment | (50,000) | _ |
| Intangible assets development costs | (00,000) | (32,976) |
| mangalo accordente acc | (50,000) | (32,976) |
| Financing activities | | |
| Financing activities Shares issued for cash | | 92.000 |
| | - | 82,000 |
| Proceeds from loans and borrowings | - | 12,000 |
| | - | 94,000 |
| Decrease in cash | (117,754) | (77,195) |
| Cash, beginning of period | 233,072 | 133,735 |
| Cash, end of period | 115,318 | 56,540 |
| | | |
| Supplemental cash flow information | | |
| Intangible assets in accounts payable | - | 47,467 |

Notes to Consolidated Financial Statements

Three months ended December 31, 2024 and 2023 (In Canadian dollars)

1. Nature of operations and going concern

(a) Nature of operations

Anonymous Intelligence Company Inc. (the "Company" or "ANON") was incorporated in the Province of British Columbia on April 14, 2015, under the Business Corporations Act of British Columbia. The Company's registered office is located at 900 – 885 West Georgia Street, Vancouver, BC, V6C 3H1.

The Company is a computational intelligence, decentralized network and data technology company, focused on leveraging its proprietary suite of Artificial Intelligence (AI) and privacy enabled products to increase confidence in technology for consumers and businesses. Its primary product and service offerings include the Limitless VPN, Turminal.ai and Haller.ai.

(b) Going concern

These consolidated financial statements have been prepared on a going concern basis which assumes that the Company will continue its operations for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business.

The Company has incurred losses and negative operating cash flows since inception. During the three months ended December 31, 2024, the Company recorded a net loss of \$232,113 (2023 – \$399,610) and as of December 31, 2024, had an accumulated deficit of \$20,963,092 (September 30, 2024 – \$20,730,979) and working capital deficiency \$328,719 (September 30, 2024 – working capital deficiency of \$206,051). The continued operations of the Company are dependent on future profitable operations, management's ability to manage costs and the availability of equity and debt financings. Management is committed to raising additional capital to meet its financial obligations and commitments, fund its growth initiatives, capital expenditures and sustain its operations in the normal course of business. Although the Company has raised funds in the past, there can be no assurance that the Company will be able to secure additional adequate financing. These factors indicate the existence of material uncertainties that may cast significant doubt regarding the Company's ability to continue as a going concern. These consolidated financial statements do not include adjustments to amounts and classifications of assets and liabilities that may be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

2. Material accounting policies

Basis of presentation and consolidation

These condensed interim consolidated financial statements (the "Financial Statements") have been prepared in accordance with International Accounting Standards 34, Interim Financial Reporting ("IAS 34") using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

Notes to Consolidated Financial Statements

Three months ended December 31, 2024 and 2023 (In Canadian dollars)

2. Material accounting policies (continued)

Basis of presentation and consolidation (continued)

The Financial Statements should be read in conjunction with the Company's annual financial statements as at and for the year ended September 30, 2024 (the "Annual Financial Statements"). The accounting policies and critical estimates applied by the Company in the Financial Statements are the same as those applied in the Annual Financial Statements. The Financial Statements do not include all the information required for full annual financial statements, however, selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in the Company's financial position and performance since the most recent Annual Financial Statements.

The Financial Statements include the accounts of the Company and its wholly-owned subsidiaries, Haller.ai Technologies Inc. ("Haller") and BHR Capital Corp. ("BHR").

The Financial Statements were approved and authorized for issue by the Board of Directors of the Company on February 27, 2024.

3. Acquisition of Haller.ai Technologies Inc.

On July 11, 2023, the Company acquired Haller.ai Technologies Inc. ("Haller"), a private technology company focused on the development of an artificial-intelligence powered document generation platform (the "Al Platform"). The Company acquired all of the issued and outstanding shares of Haller for aggregate consideration of \$3,241,672 comprised of 2,000,000 common shares, 1,000,000 warrants, finder's fees of 200,000 common shares, acquisition cost of \$5,891 and a pre-acquisition loan of \$100,000 which was settled on closing of the acquisition. Certain of the common shares and warrants issued were subject to resale restrictions and released on achievement of performance milestones related to revenue targets. The transaction was accounted for as an asset acquisition.

| | \$ |
|--|-----------|
| Consideration | |
| 2,000,000 common shares (1) | 2,282,392 |
| Acquisition cost – 200,000 common shares | 290,000 |
| Acquisition cost – legal fees | 5,891 |
| Loan settlement | 100,000 |
| 1,000,000 warrants (2) | 563,389 |
| | 3,241,672 |

- (1) Of these, 500,000 common shares with a fair value gross consideration of \$420,236 were subject to a voluntary resale restriction upon achievement of a revenue target of \$50,000 in a month. The resale restriction was removed in November 2023.
- (2) Represented the discounted amount of the fair value gross consideration of the warrants of \$704,237. The warrants were subject to a voluntary resale restriction to be released upon achievement of a revenue target of \$150,000 in a quarter. The resale restriction was removed in February 2024. The warrants are exercisable at \$2.50 per share expiring July 11, 2028.

Notes to Consolidated Financial Statements

Three months ended December 31, 2024 and 2023 (In Canadian dollars)

3. Acquisition of Haller.ai Technologies Inc. (continued)

The purchase price consideration was allocated as follows:

| | \$ |
|--|-----------|
| Net identifiable assets acquired (liabilities assumed) | |
| Cash | 21,483 |
| Intangible assets (Note 4) | 3,297,692 |
| | 3,319,175 |
| Accounts payable and accrued liabilities | (77,503) |
| | 3,241,672 |

4. Intangible assets

The changes in the carrying amount of intangible assets are as follows:

| | Haller (a) | Limitless VPN | Total |
|---|---------------|---------------|-----------|
| | \$ | \$ | \$ |
| Cost | | | |
| Balance, September 30, 2023 | - | 5,406,109 | 5,406,109 |
| Acquisition | 3,297,692 | - | 3,297,692 |
| Development costs | - | 52,981 | 52,981 |
| Balance, September 30, 2024 and December 31, 2024 | 3,297,692 | 5, 459,090 | 9,192,730 |
| Accumulated amortization | | | |
| Balance, September 30, 2023 | 3,047,692 | 2,166,499 | 5,214,191 |
| Amortization | 44,247 | 545,909 | 590,156 |
| Impairment | - | 1,737,994 | 1,737,994 |
| Balance, September 30, 2024 | 3,091,939 | 4,450,402 | 7,542,341 |
| Amortization | 11,065 | 136,103 | 147,168 |
| Balance, December 31, 2024 | 3,103,004 | 4,586,505 | 7,689,509 |
| Net book value | | | |
| September 30, 2024 | 205,753 | 1,008,688 | 1,214,441 |
| December 31, 2024 | 194,688 | 872,585 | 1,067,273 |

5. Investment

On November 1, 2024, the Company entered into an agreement with CannÖgen International Inc. ("CannÖgen"), whereby the Company will provide technology products and services to CannÖgen, and as consideration for the Company's services, CannÖgen issued 444,444 warrants to the Company exercisable at \$0.1125 per share for a period of two years. The Company subsequently exercised the warrants for a gross investment in CannÖgen of \$50,000. The transaction is a non-arm's length transaction as Allan Larmour, a director of the Company, also serves as CEO and a director of CannÖgen.

Notes to Consolidated Financial Statements

Three months ended December 31, 2024 and 2023 (In Canadian dollars)

6. Convertible debenture

On September 17, 2024, the Company completed a non-brokered private placement of a one-year convertible debenture (the "Debenture") in the principal amount of \$100,000. The Debenture is unsecured, bears interest at 18% per annum and matures on September 17, 2025.

The Debenture is convertible into units of the Company at a price of \$0.06 per unit, where each unit is comprised of one common share and one common share purchase warrant. Each warrant is exercisable into one additional common share at a price of \$0.07 per share for a period of two years from the date of conversion.

The Debenture is a compound financial instrument which is classified separately as financial liability and equity. At initial recognition, the fair value of the liability component was estimated at \$93,863, based on present value of discounted cash flows over the expected life of one year and a discount rate of 25%. The conversion feature is classified as equity and was estimated based on the residual value of \$6,137 between the face value of the Debenture and the fair value of the liability component. This amount is not subsequently remeasured and will remain in equity until the debenture is converted, in which case, the balance recognized in equity will be transferred to share capital.

As at December 31, 2024, included in accounts payable and accrued liabilities were accrued interests on the debentures of \$4,500.

7. Related party transactions

Key management compensation for the three months ended December 31, 2024 and 2023, consisted of the following:

(a) Compensation of key management personnel

| | 2024 | 2023 |
|---|--------|--------|
| | \$ | \$ |
| CEO fees ⁽¹⁾ | 21,000 | - |
| Former CEO fees ⁽²⁾ | · - | 30,000 |
| CFO fees ⁽³⁾ | 15,000 | 29,293 |
| Share-based compensation ⁽³⁾ | 6,860 | 9,968 |

⁽¹⁾ Recorded under research and development.

⁽²⁾ Former CEO fees paid to Walrus Enterprises, a company controlled by Lucas Russell, were recorded under research and development.

⁽³⁾ Share-based compensation represents the fair value of options and RSUs granted and vested to directors and officers of the Company.

Notes to Consolidated Financial Statements

Three months ended December 31, 2024 and 2023 (In Canadian dollars)

7. Related party transactions

(b) Related party balances

The following related party amounts were included in (i) accounts payable and accrued liabilities and (ii) prepaids and other assets as at December 31, 2024 and September 30, 2024:

| | December 31, 2024 | September 30, 2024 |
|---|----------------------|-----------------------|
| | \$ | \$ |
| Due to a director, former director and officers (1) | 80,379 | 89,379 |
| CEO fee | 7,000 | 7,000 |

⁽¹⁾ The amounts to a director, former director and officers relate to accrued management fees and salaries, which are unsecured, non-interest-bearing and without fixed terms of repayment.

8. Share capital

(a) Authorized

The authorized share capital of the Company is an unlimited number of common shares without par value.

On March 5, 2024, the Company completed a consolidation of all of its issued and outstanding common shares on the basis of one (1) post-consolidated common share for every ten (10) pre-consolidated common shares (the "Share Consolidation"). All share and per share data presented in the consolidated financial statements have been retroactively adjusted to reflect the Share Consolidation unless otherwise noted.

(b) Issued and outstanding

As at December 31, 2024, the Company's outstanding share capital consisted of 16,873,623 (September 30, 2024 – 16,862,373) issued and fully paid common shares.

The following shares were issued during the year ended December 31, 2024:

(i) An aggregate of 11,250 common shares were issued for vested RSUs. The fair value of the RSUs of \$1,688 was reclassified from reserves to share capital on the issuance of these shares.

The following shares were issued during the three months ended December 31, 2023:

- (ii) 6,250 common shares were issued for vested RSUs. The fair value of the RSUs of \$2,886 was reclassified from reserves to share capital on the issuance of these shares.
- (iii) An aggregate of 120,000 common shares were issued for gross proceeds of \$82,000 pursuant to warrant exercises. The fair value of the warrants of \$3,888 was reclassified from reserves to share capital on the issuance of these shares.

Notes to Consolidated Financial Statements

Three months ended December 31, 2024 and 2023 (In Canadian dollars)

9. Share purchase warrants

Each whole warrant entitles the holder to purchase one common share of the Company.

| | | Weighted average |
|---|-----------|------------------|
| | Warrants | exercise price |
| | # | \$ |
| Balance, September 30, 2023 | 4,078,259 | 1.50 |
| Issued | 5,500,000 | 0.08 |
| Exercised (1) | (120,000) | 0.68 |
| Expired (2) | (472,365) | 4.00 |
| Balance, September 30, 2024 and December 31, 2024 | 8,985,894 | 0.51 |

⁽¹⁾ During the year ended September 30, 2024, the weighted average price of the shares on the dates of exercises of the warrants was \$0.50.

The following table summarizes the warrants outstanding as at December 31, 2024:

| Exercise Price | Expiry date | Warrants |
|----------------|---------------------|-----------|
| \$ | | # |
| 0.60 | April 24, 2028 | 1,131,560 |
| 0.70 | January 31, 2026(1) | 1,354,334 |
| 2.50 | July 11, 2028 | 1,000,000 |
| 0.10 | April 22, 2026 | 1,000,000 |
| 0.07 | September 17, 2026 | 4,500,000 |
| | · | 8,985,894 |

⁽¹⁾ On December 8, 2023, the Company extended the expiry date of these warrants from January 31, 2024 to January 31, 2026. During the year ended September 30, 2024, the Company recorded a fair value incremental change of \$93,880 on the modification of the warrants. The value of the warrant modification was estimated using the Black-Scholes option pricing model based on the following weighted average assumptions at the time of modification: risk free rate of 4.16%; dividend yield of 0%; stock price volatility of 153%; and an expected life of 2.15 years.

As at December 31, 2024, the weighted average contractual life of the warrants was 1.98 years (2023 – 3.65 years).

10. Stock options

The Company has an Omnibus Equity Incentive Plan (the "Plan") which provides that the Board of Directors of the Company may from time to time, at its discretion, and in accordance with the Canadian Securities Exchange (the "Exchange") requirements, grant to directors, officers, employees and consultants of the Company, equity-based incentive awards in the form of stock options ("Options"), restricted share units ("RSUs"), performance share units ("PSUs") and deferred share units ("DSUs"). The Plan is a rolling plan which provides that the aggregate maximum number of common shares that may be issued upon the exercise or settlement of awards granted under the Plan shall not exceed 10% of the Company's issued and outstanding common shares from time to time.

During the year ended September 30, 2024, the aggregate fair value of expired warrants of \$589,994 was transferred from reserves to deficit.

Notes to Consolidated Financial Statements

Three months ended December 31, 2024 and 2023 (In Canadian dollars)

10. Stock options (continued)

A summary of the status of the options outstanding is as follows:

| | Ota ale anti-se | Weighted average |
|---|-----------------|------------------|
| | Stock options | exercise price |
| | # | \$ |
| Balance, September 30, 2023 | 332,500 | 0.90 |
| Granted | 725,000 | 0.14 |
| Cancelled and forfeited ⁽¹⁾ | (462,500) | 0.79 |
| Balance, September 30, 2024 and December 31, 2024 | 595,000 | 0.06 |

⁽¹⁾ During the year ended September 30, 2024, the aggregate fair value of \$979,039 was transferred from reserves to deficit related to 25,000 forfeited options and 437,500 cancelled options.

The following table summarizes the options outstanding and exercisable as at December 31, 2024:

| Exercise Price | Expiry date | Options |
|----------------|---------------|---------|
| \$ | | # |
| 0.06 | June 11, 2029 | 595,000 |

As at December 31, 2024, the weighted average contractual life of the stock options was 4.45 years (2023 – 3.39 years).

During the three months ended December 31, 2024, the Company recorded share-based compensation of \$Nil (2023 – \$15,179) for stock options vested during the period.

11. Restricted share units ("RSUs")

Under the terms of the Plan, RSUs may be awarded to directors, officers, employees and consultants of the Company which will be released as common shares at the end of each vesting period. Each RSU gives the participant the right to receive one common share of the Company. A summary of the status of the RSUs outstanding is as follows:

| | RSUs | Weighted average issue price |
|-----------------------------|----------|------------------------------|
| | # | ssue price |
| Balance, September 30, 2023 | 66,250 | 2.60 |
| Granted | 493,750 | 0.12 |
| Released | (58,750) | 2.67 |
| Forfeited ⁽¹⁾ | (41,250) | 0.52 |
| Balance, September 30, 2024 | 460,000 | 0.12 |
| Released | (11,250) | (0.02) |
| Balance, December 31, 2024 | 448,750 | 0.12 |

⁽¹⁾ During the year ended September 30, 2024, the fair value of forfeited RSUs of \$8,874 was transferred from reserves to deficit.

Notes to Consolidated Financial Statements

Three months ended December 31, 2024 and 2023 (In Canadian dollars)

11. Restricted share units ("RSUs") (continued)

The following table summarizes the RSUs outstanding as at December 31, 2024:

| Issue Price | Expiry date | RSUs outstanding |
|-------------|-------------------|------------------|
| \$ | | # |
| 0.15 | November 21, 2025 | 20,000 |
| 0.12 | June 11, 2026 | 428,750 |
| | | 448,750 |

As at December 31, 2024, the weighted average remaining contractual life of RSUs was 1.42 years (2024 – 0.83 years).

During the three months ended December 31, 2024, the Company recorded share-based compensation of \$8,678 (2023 - \$(1,650)) for RSUs granted and vested during the period. The weighted average fair value of RSUs granted during the three months ended December 31, 2024, was \$Nil (2023 - \$0.015) per share.

12. Fair value of financial instruments

At December 31, 2024, the Company's financial instruments consist of cash and cash equivalents, other assets, accounts payable and accrued liabilities and loans and borrowings. The carrying amounts of these financial instruments approximate fair value due to their immediate or short-term maturity.

13. Financial instruments risk

The Company is exposed to a variety of financial instrument related risks. The Board mitigates these risks by assessing, monitoring and approving the Company's risk management processes.

The Company employs risk management strategies and policies to ensure that any exposures to risk are in compliance with the Company's business objectives and risk tolerance levels.

Liquidity risk is the risk that the Company will not be able to meet its financial obligations associated with its financial liabilities as they come due. The Company's approach to managing liquidity risk is to ensure that it has sufficient liquidity to settle obligations and liabilities when they are due. As at December 31, 2024, the Company had working capital deficiency of \$328,719 (September 30, 2024 – working capital deficiency of \$206,051). The Company is pursuing additional sources of financing to ensure that it can meet its ongoing operating requirements and planned capital expenditures. There is no assurance that the Company will be successful in these initiatives. The Company's capital expenditures mainly consist of the development of its technology platforms. Accounts payable and accrued liabilities are due within 90 days and loans and borrowings mature within a year.

Notes to Consolidated Financial Statements

Three months ended December 31, 2024 and 2023 (In Canadian dollars)

14. Subsequent events

The following events occurred subsequent to December 31, 2024:

- (a) An aggregate of 107,188 common shares were issued for vested RSUs.
- (b) An aggregate of 2,500,000 common shares were issued for gross proceeds of \$175,000 pursuant to warrant exercises.

15. Restatement

The consolidated financial statements as at and for the year ended September 30, 2023, have been amended to correct for errors related to the classification of the 500,000 common shares and 1,000,000 warrants (the "Securities") issued as consideration for the Haller Acquisition which were subject to voluntary resale restrictions (the "Milestone Linked Consideration") as described in Note 3.

The Company initially classified the acquisition date fair value of the Milestone Linked Consideration as a financial liability and recorded \$941,602 as contingent consideration payable in the consolidated statement of financial position as at September 30, 2023. Subsequently, the Company recognized a remeasurement fair value loss of \$26,463 in the consolidated statement of comprehensive loss for the year ended September 30, 2023.

The Company determined that the Milestone Linked Consideration should have been classified as equity instead of a financial liability as the Securities issued and the value of consideration paid were fixed as of the date of acquisition. As such, the Company reclassified the acquisition date fair values of the 500,000 shares of \$378,213 from contingent consideration payable to share capital and of the 1,000,000 warrants of \$563,389 from contingent consideration payable to reserves. The subsequent remeasurement loss of \$26,463 was also reversed which resulted in decreases in net loss and comprehensive loss in the statement of comprehensive loss for the year ended September 30, 2023, and in the opening deficit for the year ended September 30, 2024.

The impact of the restatement on the comparative December 31, 2023 financial statements were as follows:

Amended and restated consolidated statement of financial position as at December 31, 2023:

| | As at December 31, 2023 | | |
|--|-------------------------|-------------|--------------|
| | As previously reported | Adjustment | As restated |
| | \$ | \$ | \$ |
| Contingent consideration payable | 1,200,905 | (1,200,905) | - |
| Reserves | 1,000,416 | 563,389 | 1,563,805 |
| Share capital | 20,352,947 | 378,213 | 20,731,160 |
| Deficit | (19,445,704) | 26,463 | (19,419,241) |
| Total shareholders' equity | 1,907,659 | 968,065 | 2,875,724 |
| Total liabilities and shareholders' equity | 3,545,204 | - | 3,545,204 |

Notes to Consolidated Financial Statements

Three months ended December 31, 2024 and 2023 (In Canadian dollars)

15. Restatement (continued)

Amended and restated consolidated statement of comprehensive loss for the three months ended December 31, 2023:

| | For the three months ended December 31, 2023 | | |
|---|--|------------|-------------|
| | As previously reported | Adjustment | As restated |
| | \$ | \$ | \$ |
| Unrealized loss on changes in fair value of | | | |
| contingent consideration | (232,840) | 232,840 | - |
| Net loss | (632,450) | 232,840 | (399,610) |
| Total loss per share, basic and diluted | (0.06) | 0.02 | (0.04) |

Amended and restated consolidated statement of cash flows for the three months ended December 31, 2023:

| | For the three months ended December 31, 2023 | | |
|--|--|---------------------------------------|-------------|
| | As previously reported | Adjustment | As restated |
| | \$ | \$ | \$ |
| Net loss | (632,450) | 232,840 | (399,610) |
| Unrealized loss on fair value changes of | , , | | , |
| contingent consideration payable | 232,840 | (232,840) | - |
| Net cash flows from operating activities | (138,219) | · · · · · · · · · · · · · · · · · · · | (138,219) |