



LUXFOLIO HOLDINGS INC.

Interim Condensed Consolidated Financial Statements
For the three months ended November 30, 2024 and 2023
(Expressed in Canadian Dollars)
(Unaudited)

Dated: February 10, 2025

NOTICE OF NO AUDITOR REVIEW OF INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a) continuous disclosure requirement, if any auditor has not performed a review of the interim condensed consolidated financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited interim condensed consolidated financial statements 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 interim condensed consolidated financial statements.

LUXXFOLIO HOLDINGS INC.

Interim Condensed Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)
(Unaudited)

As at	November 30, 2024 ⁽¹⁾	August 31, 2024
Assets		
Current assets		
Cash	\$ 6,453	\$ 15,592
Accounts and GST receivables	10,861	10,681
	17,314	26,273
Total assets	\$ 17,314	\$ 26,273
Liabilities and shareholders' equity		
Current liabilities		
Accounts payable and accrued liabilities	\$ 234,863	\$ 237,006
Shareholders' equity		
Common shares (note 10)	25,008,109	25,008,109
Contributed surplus (note 10)	236,455	236,455
Accumulated deficit	(25,462,113)	(25,455,297)
	(217,549)	(210,733)
Total liabilities and shareholders' equity	\$ 17,314	\$ 26,273

(1) Going Concern – Note 2.

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

Approved on behalf of the Board:

Signed: "Rodney Stevens"

Rodney Stevens, Director

Signed: "Geoffrey McCord"

Geoffrey McCord, Director

LUXXFOLIO HOLDINGS INC.

Interim Condensed Consolidated Statements of Operations and Comprehensive Loss

(Expressed in Canadian Dollars)

(Unaudited)

	For the three months ended November 30, 2024	For the three months ended November 30, 2023
Revenue		
Total revenues	\$ nil	\$ nil
Operating expenses		
General and administration	6,816	6,344
Legal and professional fees	-	15,000
Total expenses	6,816	21,344
Other expenses		
Debt forgiveness	-	(3,319)
Share-based payments (note 10)	-	22,417
	-	19,098
Net income (loss)	\$ (6,816)	\$ (40,442)
Basic and diluted net loss per share	\$ (0.00)	\$ (0.04)
Basic and diluted	86,717,944	86,717,944

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

LUXXFOLIO HOLDINGS INC.

Interim Condensed Consolidated Statements of Changes in Shareholders' Equity

For the three months ended November 30, 2024 and 2023

(Expressed in Canadian Dollars)

(Unaudited)

	Notes	Number of common shares	Common shares	Contributed surplus	Warrant reserves	Deficit	Total
Balance, August 31, 2023		86,717,944	\$ 25,008,109	\$ 186,620	\$ 336,704	\$ (25,667,345)	\$ (135,912)
Share-based compensation		-	-	22,417	-	-	22,417
Net income (loss)		-	-	-	-	(40,442)	(40,442)
Balance, November 30, 2023		86,717,944	\$ 25,008,109	\$ 209,037	\$ 336,704	\$ (25,707,787)	\$ (153,937)
Expired share purchase warrants		-	-	-	(336,704)	336,704	-
Share-based compensation		-	-	27,418	-	-	27,418
Net income (loss)		-	-	-	-	(84,214)	(84,214)
Balance, August 31, 2024		86,717,944	\$ 25,008,109	\$ 236,455	\$ -	\$ (25,455,297)	\$ (210,733)
Net income (loss)		-	-	-	-	(6,816)	(6,816)
Balance, November 30, 2024		86,717,944	\$ 25,008,109	\$ 236,455	\$ -	\$ (25,462,113)	\$ (217,549)

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

LUXXFOLIO HOLDINGS INC.

Interim Condensed Consolidated Statements of Cash Flows
(Expressed in Canadian Dollars)
(Unaudited)

	For the three months ended November 30, 2024	For the three months ended November 30, 2023
Operating Activities		
Net income (loss)	\$ (6,816)	\$ (40,442)
Changes in non-cash operating items:		
Share-based payments	-	22,417
Changes in non-cash working capital:		
Accounts receivable	(180)	(255)
Accounts payable and accrued liabilities	(2,143)	(8,625)
Cash provided by (used in) operating activities	(9,139)	(26,905)
Investing Activities		
Proceeds from sale of mining equipment	-	-
Cash provided by (used in) investing activities	-	-
Financing Activities		
Repayment of long-term debt	-	-
Cash provided by (used in) financing activities	-	-
Inflow (Outflow) of Cash	(9,139)	(26,905)
Cash, Beginning of the quarter	15,592	69,719
Cash, End of the quarter	\$ 6,453	\$ 42,814

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

LUXXFOLIO HOLDINGS INC.

Notes to the Interim Condensed Consolidated Financial Statements (unaudited)

For the three months ended November 30, 2024 and 2023

(Expressed in Canadian Dollars)

1. NATURE OF OPERATIONS

Luxxfolio Holdings Inc. (the “Company”) was incorporated under the *Business Corporations Act* (British Columbia) on October 10, 2017. On March 21, 2019, the Company’s shares began trading on the Canadian Securities Exchange (“CSE”), under the symbol LUXX. The head office of the Company is located at 417 – 1080 Mainland Street, Vancouver, British Columbia.

2. GOING CONCERN

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

For the three months ended November 30, 2024, the Company realized a net loss of \$6,816 (2023 - \$40,442). As at November 30, 2024, the Company had a working capital deficiency of \$217,549 (August 31, 2024 - \$210,733) and an accumulated deficit of \$25,462,113 (August 31, 2024 - \$25,455,297). In assessing whether the going concern assumption is appropriate, management considers all available information about the future, which is at least, but not limited to, twelve months from the end of the reporting period.

The Company’s continued existence is dependent upon its ability to raise additional capital, obtain financing and realize revenue and positive cash flows from future operations. Failure to do so would have an adverse effect on the financial position of the Company and its ability to continue as a going concern. These consolidated financial statements do not include any adjustments that would be necessary, should the Company be unable to continue as a going concern. Such adjustments could be material. These material uncertainties cast substantial doubt regarding the Company’s ability to continue as a going concern.

3. BASIS OF PRESENTATION

(a) Statement of compliance

These unaudited interim condensed consolidated financial statements, have been prepared in accordance with International Financial Reporting Standards (“IFRS”), as issued by the International Accounting Standards Board (“IASB”), and interpretations issued by the International Financial Reporting Standards Interpretation Committee (“IFRIC”).

The Company was in the business of mining for digital assets, specifically Bitcoin until the closing of the Company’s mining facility in November 2022. There are many aspects of its business that are not specifically addressed by current IFRS guidance. The Company is required to make judgements as to the application of IFRS and the selection of appropriate accounting policies. The Company has disclosed its presentation, recognition and derecognition, and measurement of digital assets and the related recognition of revenues, significant assumptions, and judgements. If, however, specific guidance is issued by the IASB in the future, the impact on the Company’s financial position and results of operations may be material.

LUXXFOLIO HOLDINGS INC.

Notes to the Interim Condensed Consolidated Financial Statements (unaudited)

For the three months ended November 30, 2024 and 2023

(Expressed in Canadian Dollars)

3. BASIS OF PRESENTATION (continued)

(b) Basis of presentation

These unaudited interim condensed consolidated financial statements have been prepared on a historical cost basis, except for certain financial instruments and digital currencies that have been measured at fair value, on the reporting date. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

The Company lost control of WestBlock Capital Inc. and its subsidiaries (“WestBlock”) as well as WestBlock’s mining facility assets on November 30, 2022 due to access restrictions imposed by the Navajo Tribal Utility Authority (“NTUA”) for non-payment of the unsecured note due May 2024 and the accumulated power supply charges under WestBlock, operator of the facility. Accordingly, the Company has written down its investment in the WestBlock operating subsidiaries and derecognised these in the consolidated financial statements for the year ended August 31, 2023. The Company recognized a loss amounting to \$2,877,530 on the loss of control and deconsolidation of WestBlock during the three months ended November 30, 2022. Any value realized on the disposition of the remaining assets will be recognised at the time of disposition.

(c) Principals of consolidation

Assets, liabilities, income, and expenses of the subsidiaries are included in the unaudited interim condensed consolidated financial statements from the date that the Company gains control until the date that the Company ceases to control the subsidiary. As at November 30, 2024, the unaudited interim condensed consolidated statements of financial position include only accounts of the Company and its wholly owned subsidiary Luxxfolio Networks Inc. All other former operating subsidiaries have not been included as the Company ceased to control these entities effective November 30, 2022.

(d) Approval of the unaudited interim condensed consolidated financial statements

These unaudited interim condensed consolidated financial statements were authorized for issue by the Board of Directors on February 10, 2025.

(e) Functional and presentation currency

Transactions and balances in the consolidated financial statements are measured using the currency of the primary economic environment in which the entity operates. These consolidated financial statements have been presented in Canadian dollars (“CAD”). The functional currency of all entities is CAD at November 30, 2024. The functional currency of the US entities was the USD prior to the derecognition of WestBlock.

LUXXFOLIO HOLDINGS INC.

Notes to the Interim Condensed Consolidated Financial Statements (unaudited)

For the three months ended November 30, 2024 and 2023

(Expressed in Canadian Dollars)

3. BASIS OF PRESENTATION (continued)

(f) Use of estimates and judgments

The preparation of these consolidated financial statements in accordance with IFRS requires management to make judgments, estimates, and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from these estimates. Accounting estimates and assumptions made by management that may result in a material adjustment to the carrying amounts of assets and liabilities include, but are not limited to the following:

(i) Valuation of digital assets

Prior to the loss of control, the Company derived the majority of its revenue from the mining of Bitcoin and held Bitcoin at the comparative reporting date. Bitcoin is considered an identifiable non-monetary asset without physical substance and is treated as intangible assets not subject to amortization under IAS 38 Intangible Assets.

Bitcoin is measured at fair value using the quoted prices provided by Yahoo Finance and are valued at the closing price on the last trading day of the reporting period.

(ii) Fair value of options and warrants

The fair value of equity instruments is subject to the limitations of the Black-Scholes option pricing model, as well as other pricing models that incorporate market data and involve uncertainty in estimates used by management in the assumptions. Because option pricing models require inputs of highly subjective assumptions, including the volatility of share prices, changes in subjective input assumptions can materially affect the fair value estimate.

(iii) Business combinations

In business combinations transacted by the Company, identifiable assets acquired, and liabilities assumed are recorded at their fair values. In determining the allocation of the purchase price in a business combination requires management to make certain judgements and estimates about future events, including but not limited to future revenues, future digital asset prices and future operating costs.

(iv) Business acquisitions

Management determines whether assets acquired, and liabilities assumed constitute a business. A business consists of inputs and processes applied to those inputs to create outputs of measurable value. The Company completed the acquisition of WestBlock Capital Inc. in June 2021 which was determined to be a business combination and was accounted for under IFRS 3 (*Business Combinations*).

LUXXFOLIO HOLDINGS INC.

Notes to the Interim Condensed Consolidated Financial Statements (unaudited)

For the three months ended November 30, 2024 and 2023

(Expressed in Canadian Dollars)

3. BASIS OF PRESENTATION (continued)

(f) Use of estimates and judgements (continued)

(v) Going concern assumption

The assessment of whether the going concern assumption is appropriate requires management to consider all available information about the future, which is at least, but not limited to, twelve months from the end of the reporting period.

(vi) Income taxes

The measurement of income taxes payable and deferred income tax assets and liabilities requires management to make judgements in the interpretation and application of the relevant tax laws. The actual amount of income taxes only becomes final upon filing and acceptance of the tax return by the relevant tax authorities, which occurs subsequent to the issuance of the consolidated financial statements.

(vii) Research and development expenditures

Costs to develop the Company's platform are capitalized to the extent that the criteria for recognition as intangible assets in IAS 38 *Intangible Assets* are met. Those criteria require that the platform is technically and economically feasible, which management assesses based on the attributes of the development project, perceived user needs, industry trends and expected future economic conditions. Management considers those factors in aggregate and applies significant judgement to determine whether the platform is feasible. The Company has not capitalized any research and development costs as at November 30, 2024.

(viii) Impairment of non-financial assets and goodwill

Impairment exists when the carrying value of an asset exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value in use. These calculations are based on available data, other observable inputs, and projections of cash flows, all of which are subject to estimates and assumptions. Recoverable amounts are also sensitive to assumptions about the future usefulness of in process development and contractual rights to use inputs for these assets.

4. SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies of the Company remain unchanged and are consistent with those described in the audited consolidated financial statements for the years ended August 31, 2024 and 2023.

5. RELATED PARTY TRANSACTIONS

During the three months ended November 30, 2024 and 2023, the Company did not incur any related party transactions.

LUXXFOLIO HOLDINGS INC.

Notes to the Interim Condensed Consolidated Financial Statements (unaudited)

For the three months ended November 30, 2024 and 2023

(Expressed in Canadian Dollars)

6. SHARE CAPITAL

(a) Authorized

Unlimited number of common shares without par value and an unlimited number of preferred shares without par value.

(b) Issued and outstanding

During the three months ended November 30, 2024 and 2023, the Company did not issue any common shares.

Common shares and preferred shares transactions and the number of shares outstanding are summarized as follows:

	Number of Common Shares	Number of Preferred Shares
Outstanding, August 31, 2023	86,717,944	nil
Outstanding, November 30, 2023	86,717,944	nil
Outstanding, August 31, 2024	86,717,944	nil
Outstanding, November 30, 2024	86,717,944	nil

(c) Share purchase warrants

During the three months ended November 30, 2024 and 2023, the Company did not issue any share purchase warrants.

Share purchase warrant transactions and the number of share purchase warrants outstanding are summarized as follows:

	Number of Warrants	Weighted Average Exercise Price
Outstanding, August 31, 2023	19,650,000	\$0.50
Outstanding, November 30, 2023	19,650,000	\$0.50
Expired	(19,650,000)	\$0.50
Outstanding, August 31, 2024	-	-
Outstanding, November 30, 2024	-	-

The weighted average contractual life of share purchase warrants outstanding as at November 30, 2024 is nil (2023 – 0.34) years.

LUXXFOLIO HOLDINGS INC.

Notes to the Interim Condensed Consolidated Financial Statements (unaudited)

For the three months ended November 30, 2024 and 2023

(Expressed in Canadian Dollars)

6. SHARE CAPITAL (continued)

(d) Stock options

During the three months ended November 30, 2024 and 2023, the Company did not grant any stock options.

The following table summarizes information on the movement of the stock options:

	Number of Stock Options	Weighted Average Exercise Price
Outstanding, August 31, 2023	8,670,000	\$0.03
Outstanding, November 30, 2023	8,670,000	\$0.03
Outstanding, August 31, 2024	8,670,000	\$0.03
Outstanding, November 30, 2024	8,670,000	\$0.03
Options exercisable, November 30, 2023	8,670,000	\$0.03

The weighted average contractual life of stock options outstanding as at November 30, 2024 is 3.52 (2023 – 4.52) years.

7. FINANCIAL INSTRUMENTS AND DIGITAL ASSETS

(a) Fair value

The Company provides information about its financial instruments measured at fair value at one of three levels according to the relative reliability of the inputs used to estimate the fair value:

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

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

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

The Company determined that the carrying value of cash and accounts receivable approximate fair value due to relatively short period to maturity. The investment in the private company is tested for impairment annually and the carrying value reflects the net realizable value of the investment.

Digital assets are revalued using quoted prices provided by Yahoo Finance and are valued at the closing price on the last trading day of the reporting period. The Company considers this to be Level 2 fair value.

LUXXFOLIO HOLDINGS INC.

Notes to the Interim Condensed Consolidated Financial Statements (unaudited)

For the three months ended November 30, 2024 and 2023

(Expressed in Canadian Dollars)

7. FINANCIAL INSTRUMENTS AND DIGITAL ASSETS (continued)**(b) Credit risk**

Credit risk refers to the potential that a counterparty to a financial instrument will fail to discharge its contractual obligations. The Company manages credit risk, in respect of its cash and funds held in trust by placing its cash balances at a recognized major Canadian and US financial institutions.

Digital assets are held only in the custody vaults of Anchorage Digital Bank NA, a US federally chartered digital asset bank and registered custodian. The Company does not self-custody its Bitcoin assets

(c) Liquidity risk and Working Capital deficiency

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The working capital deficiency on November 30, 2024 and August 31, 2024 is a measure of the liquidity risk that exists. The Company manages its liquidity risk on an ongoing basis in accordance with policies and procedures in place. Budgeting and Cash flow projections are completed and reviewed on a regular basis to ensure the Company has sufficient cash resources available to meet its financial obligations. The Company is exposed to liquidity risk in respect of its accounts payable and accrued liabilities, and long-term debt. As at November 30, 2024, the Company has the following contractual maturities:

	Carrying amount	Contractual cash flows	FY2025	FY2026	FY2027
Accounts Payable and accrued Liabilities	\$234,863	\$234,863	\$234,863	\$nil	\$nil
	\$234,863	\$234,863	\$234,863	\$nil	\$nil

(d) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in the market interest rates. The Company's exposure to interest rate risk is limited and relates only to its ability to earn interest income on cash balances held from time to time at variable rates. Changes in short term rates will not have a significant effect on the fair value of the Company's cash positions.

(e) Foreign currency risk

Currency risk relates to the risk that the fair values and future cash flows of the Company's financial instruments will fluctuate as a result of changes in foreign exchange rates. Exchange rate fluctuations will affect those parts of the Company's operations managed in USD dollars and consequently may impact the Company's financial results, and assets and liabilities denominated in USD.

LUXXFOLIO HOLDINGS INC.

Notes to the Interim Condensed Consolidated Financial Statements (unaudited)

For the three months ended November 30, 2024 and 2023

(Expressed in Canadian Dollars)

8. TAX LOSS CARRY-FORWARD

As of August 31, 2024, the Company had capital losses of \$2,877,531 (2023 - \$2,877,531) and non-capital losses of approximately \$14,682,045 (2023 - \$14,537,204) available for carry-forward to reduce future years' Canadian taxable income. These non-capital losses expire as follows

	<u>Amount</u>
2037	1,279,519
2038	375,764
2039	330,620
2040	278,532
2041	739,497
2042	11,340,720
2043	192,552
2044	144,841
	<u>14,682,045</u>

9. CAPITAL MANAGEMENT

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern. As at November 30, 2024, the Company considers capital to consist of short-term debt and all components of shareholders' equity. The Company manages its capital structure and adjusts it considering changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may issue common shares, promissory notes, dispose of assets or adjust the amount of cash on hand.

At this stage of the Company's development, and to maximize available capital, ongoing operational development efforts, the Company does not pay dividends. There were no changes to the Company's capital management approach for the three months ended November 30, 2024.

10. CONTINGENT LIABILITIES

On February 26, 2024, the Company's subsidiary, Luxxfolio Network Inc., received a letter from the Internal Revenue Service (IRS) that a penalty had been assessed amounting to \$25,000 USD plus interest for failing to file an information return for non-resident corporations operating in the United States. The Company believes it filed this return prior to the due date and is attempting to resolve the matter with the IRS.

LUXXFOLIO HOLDINGS INC.

Notes to the Interim Condensed Consolidated Financial Statements (unaudited)

For the three months ended November 30, 2024 and 2023

(Expressed in Canadian Dollars)

11. SUBSEQUENT EVENTS**(a) Non-brokered private placement**

On November 28, 2024, the Company announced a cryptocurrency proof-of-stake (“POS”) strategy to offer shareholders a diversified pure-play, rolling portfolio of top proof-of-stake cryptocurrencies by market capitalization. It is intended that staking revenue will be enhanced through participation in yield generating decentralized financial (“DiFi”) opportunities. To facilitate the execution of this strategy, the Company announced on December 4, 2024, details of the accompanying financing. The non-brokered private placement comprises up to 43,333,333 units at \$0.03 per unit for maximum gross proceeds of \$1.3 million. Each unit will consist of one common share of the Company and one common share purchase warrant, exercisable at \$0.07 per common share of the Company for a period of eighteen months.

(b) Bridge loan facility

On January 13, 2025, Luxxfolio entered into a bridge loan facility with Cypress Hills Partners Inc. (“Cypress Hills”) in the amount of \$30,000, bearing an annual interest rate of 14% for a term of 90 days. The proceeds of the loan shall be used for expenses related to the completion and filing of the Company's audited Annual Consolidated Financial Statements and the accompanying Management Discussion and Analysis in the amount of \$25,000, as well as other administrative expenses of \$5,000, subject to the approval of Cypress Hills.

The loan is secured by a general security agreement on all present and after-acquired property of the Company. Repayment shall be due on the earliest of the following: 90 days from the date of the loan facility agreement, the date on which the Company completes a private placement with proceeds of at least \$75,000, or the date on which Cypress Hills demands repayment following the occurrence of an event of default. Cypress Hills retains the sole discretion to extend the maturity date.

(c) Exercise of stock options

On December 12, 2024, 600,000 stock options were exercised at a price of \$0.015 per common share of the Company for total proceeds of \$9,000. The total common shares issued and outstanding increased to 87,317,944 and the total stock options outstanding decreased to 8,070,000.