Form 51-102F4

Business Acquisition Report

Item 1. Identity of the Company

1.1 Name and Address of Company

New World Solutions Inc. (the "**Company**")
2990 Arbutus Street, 2nd Floor,
Vancouver, B.C., V6J 3Y9

1.2 Executive Officer

Paul Haber
Chief Executive Officer and Director
Telephone: (416) 318- 6501

Item 2. Details of Acquisition

2.1 Nature of Business Acquired

On June 12, 2024 (the "**Closing Date**") and pursuant to an amended and restated share exchange agreement dated June 4, 2024, (the "**Agreement**"), the Company acquired all of the issued and outstanding common shares (the "**Acquisition**") of Panyo AI Technologies Inc. ("**Panyo**"), a private British Columbia Corporation ("**Panyo Shares**").

Panyo is in the business of electric vehicle (EV) rental, and is dedicated to advancing eco-friendly transportation by making EV widely available through its services. Panyo' mission is to democratize access to electric vehicles, providing sustainable and accessible transportation solutions for everyone. The consolidated assets and liabilities of Panyo based on its financial statements as at May 31, 2024 is CAD$231,432 and CAD$67,473 respectively.

2.2 Acquisition Date

June 12, 2024

2.3 Consideration

As consideration for the Panyo Shares, the Company issued an aggregate of 20,000,000 units in the capital of the Company (each, a "**Consideration Unit**") at a deemed price of $0.02 per Consideration Unit. Each Consideration Unit consists of one common share in the capital of the Company (a "**Consideration Share**") and one common share purchase warrant (a "**Consideration Warrant**"). Each Consideration Warrant entitles the holder to purchase one common share of the Company at a price of $0.05 per common share for a period of two years from the date of issuance.

2.4 Effect on Financial Position

The Company has no plans or proposals for material changes in its business affairs or the affairs of Panyo which may have a significant effect on the financial performance and financial position of the Company. Following completion of the Acquisition, Panyo became a wholly-owned subsidiary of the Company. Since the Closing Date, the Company has continued its operations.

2.5 Prior Valuations

No valuation opinion was obtained by the Company.

2.6 Parties to the Transaction

The Acquisition was not with an "informed person" (as such term is defined in section 1.1 of National Instrument 51-102 *Continuous Disclosure Obligations*), or an associate of affiliate of the Company.

2.7 Date of Report

September 24, 2024

Item 3. Financial Statements and Other Information

Pursuant to Part 8 of National Instrument 51-102, the following financial statements are specifically incorporated by reference into, and form part of this Business Acquisition Report:

Unaudited annual financial statements for Panyo for the period from the date of incorporation on October 6, 2022 to May 31, 2023 and for the financial year-ended May 31, 2024 attached hereto as Schedule “A”

SCHEDULE "A"

UNAUDITED ANNUAL FINANCIAL STATEMENTS FOR THE PERIOD FROM THE DATE OF INCORPORATION ON OCTOBER 6, 2022 TO MAY 31, 2023 AND FOR THE FINANCIAL YEAR-ENDED MAY 31, 2024

Panyo AI Technologies Inc.

FINANCIAL STATEMENTS

FOR THE PERIOD FROM THE DATE OF INCORPORATION ON OCTOBER 6, 2022 TO MAY 31, 2023 AND THE YEAR ENDED MAY 31, 2024

Notice to Reader

The accompanying unaudited 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 an audit nor a review of these unaudited financial statements in accordance with standards established by the Chartered Professional Accountants of Canada.

PANYO AI TECHNOLOGIES INC.
STATEMENTS OF FINANCIAL POSITION
AS AT MAY 31, 2024 AND 2023
(Expressed in Canadian dollars)

	Note	2024	2023
		$	$
ASSETS			
CURRENT			
Cash		90,000	-
Subscriptions receivable		59,999	1
Total current assets		149,999	1
Loan receivable	3	20,000	-
Equipment	4	61,433	-
TOTAL ASSETS		231,432	1
LIABILITIES			
CURRENT			
Accounts payable and accrued liabilities	4	19,473	2,500
Total current liabilities		19,473	2,500
Loan payable	4	48,000	-
TOTAL LIABILITIES		67,473	2,500
SHAREHOLDERS' EQUITY (DEFICIENCY)			
Share capital	5	169,999	1
Deficit		(6,040)	(2,500)
TOTAL SHAREHOLDERS' EQUITY (DEFICIENCY)		163,959	(2,499)
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIENCY)		231,432	1

Nature of Operations and Going Concern (Note 1)
Subsequent Event (Note 10)

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The accompanying notes are an integral part of these financial statements

PANYO AI TECHNOLOGIES INC.
STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
FOR THE PERIOD FROM THE DATE OF INCORPORATION ON OCTOBER 6, 2022 TO MAY 31, 2023 AND FOR THE YEAR EDNED MAY 31, 2024
(Expressed in Canadian dollars)

	Note	2024	2023
		$	$
OPERATING EXPENSES			
Depreciation	4	1,040	-
Professional fees		2,500	2,500
LOSS AND COMPREHENSIVE LOSS		3,540	2,500
LOSS PER SHARE – BASIC AND DILUTED		(0.005)	(2,500)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING		762,383	1

The accompanying notes are an integral part of these financial statements

PANYO AI TECHNOLOGIES INC.
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (DEFICIENCY)
FOR THE PERIOD FROM THE DATE OF INCORPORATION ON OCTOBER 6, 2022 TO MAY 31, 2023 AND
FOR THE YEAR ENDED MAY 31, 2024
(Expressed in Canadian dollars)

	Common Shares			
	Number of Shares	**Amount**	**Deficit**	**Total**
	#	$	$	$
Balance, October 6, 2022 (Date of Incorporation)	**100**	**1**	**-**	**1**
Loss for the period	-	-	(2,500)	(2,500)
Balance, May 31, 2023	**100**	**1**	**(2,500)**	**(2,499)**
Shares issued for cash	7,499,900	149,998	-	149,998
Shares issued for debt settlements	1,000,000	20,000	-	20,000
Loss for the year	-	-	(3,540)	(3,540)
Balance, May 31, 2024	**8,500,000**	**169,999**	**(6,040)**	**163,959**

The accompanying notes are an integral part of these financial statements

PANYO AI TECHNOLOGIES INC.
STATEMENTS OF CASH FLOWS
FOR THE PERIOD FROM THE DATE OF INCORPORATION ON OCTOBER 6, 2022 TO MAY 31, 2023 AND FOR THE YEAR ENDED MAY 31, 2024
(Expressed in Canadian dollars)

	2024	2023
	$	$
OPERATING ACTIVITIES		
Loss and comprehensive loss	(3,540)	(2,500)
Depreciation	1,040	-
Changes in non-cash working capital balances:		
Accounts payable and accrued liabilities	2,500	2,500
Cash used in operating activities	-	-
INVESTING ACTIVITIES		
Loan advanced	(20,000)	-
Cash used in investing activities	(20,000)	-
FINANCING ACTIVITIES		
Shares issued for cash, net of subscriptions receivable	90,000	-
Loans received	20,000	-
Cash provided by financing activities	110,000	-
CHANGE IN CASH	90,000	-
CASH, BEGINNING	-	-
CASH, END	90,000	-

The accompanying notes are an integral part of these financial statements

1. NATURE OF OPERATIONS AND GOING CONCERN

Panyo AI Technologies Inc. (the “Company” or ”Panyo”) was incorporated on October 6, 2022 under the laws of the province of British Columbia, Canada. The Company's principal business activity is raising capital for a potential transaction regarding a public listing on a Canadian stock exchange. The registered and records office of the Company is 1000 – 595 Burrard Street, Vancouver, B.C. V7X 1S8.

Going Concern

These financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the payment of liabilities in the ordinary course of business. Should the Company be unable to continue as a going concern, it may be unable to realize the carrying value of its assets and to meet its liabilities as they become due. The Company’s ability to continue as a going concern is dependent upon its ability to obtain additional capital or complete the potential transaction as contemplated. There can be no assurance that the Company will receive any additional capital or complete any transaction. These financial statements do not reflect the adjustments or reclassification of assets and liabilities, which would be necessary if the Company were unable to continue its operations. These conditions may cast significant doubt upon the Company’s ability to continue as a going concern.

2. MATERIAL ACCOUNTING POLICIES AND BASIS OF PRESENTATION

The financial statements were prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

The financial statements were authorized for issue on behalf of the sole director on September 18, 2024.

a. Basis of presentation

The financial statements of the Company have been prepared on an accrual basis and are based on historical costs, modified where applicable. The financial statements are presented in Canadian dollars unless otherwise noted.

b. Significant estimates and assumptions

The preparation of financial statements in accordance with IFRS requires the Company to make estimates and assumptions concerning the future. The Company’s management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

Estimates and assumptions where there is significant risk of material adjustments to assets and liabilities in future accounting periods include fair value measurements for financial instruments, the recoverability and measurement of deferred tax assets, useful life of equipment and provisions for commitments and contingent liabilities.

2. MATERIAL ACCOUNTING POLICIES AND BASIS OF PRESENTATION (continued)

Deferred tax assets

Deferred tax assets are recognized in respect of tax losses and other temporary differences to the extent probable that there will be taxable income available against which the losses can be utilized. Judgment is required to determine the amount of deferred tax assets that can be recognized based on estimates of future taxable income.

Contingent liabilities

Contingent liabilities are assessed continually to determine whether an outflow of resources embodying economic benefits has become probable. If it becomes probable that an outflow of future economic benefits will be required for an item previously dealt with as a contingent liability, a provision is recognized in the financial statements of the year in which the change in probability occurs.

c. Significant judgments

The preparation of financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments applied in preparing the Company's financial statements include the assessment of the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty and the classification of financial instruments.

Determination of functional currency

The Company determines its functional currency as the Canadian dollar based on the primary economic environment in which it operates. IAS 21 The Effects of Changes in Foreign Exchange Rates outlines a number of factors to apply in determining the functional currency, which is subject to significant judgment by management. Management uses a number of factors to determine the primary economic environment in which the Company operates; it is normally the one in which it primarily generates and expends cash.

d. Financial instruments

(i) <u>Classification</u>

The Company classifies its financial instruments in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition. In the years presented, the Company does not have any financial assets categorized as FVTPL or FVTOCI. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL. In the period presented, the Company does not have any financial liabilities classified as FVTPL or FVTOCI.

2. MATERIAL ACCOUNTING POLICIES AND BASIS OF PRESENTATION (continued)

(ii) Measurement

Financial assets and liabilities at amortized cost

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment. The Company's financial assets measured at amortized cost are cash and loans receivable. The Company's financial liabilities measured at amortized cost are accounts payable, accrued liabilities and convertible debentures.

Financial assets and liabilities at FVTPL

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the statements of net (loss) income. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the statements of net (loss) income in the period in which they arise.

Debt investments at FVOCI

These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognized in profit or loss. Other net gains and losses are recognized in other comprehensive income ("OCI"). On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

Equity investments at FVOCI

These assets are subsequently measured at fair value. Dividends are recognized as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment.

Other net gains and losses are recognized in OCI and are never reclassified to profit or loss.

Impairment of financial assets at amortized cost

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost.

At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in the statements of net (loss) income, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

2. MATERIAL ACCOUNTING POLICIES AND BASIS OF PRESENTATION (continued)

(iii) Derecognition

Financial assets

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity.

Financial liabilities

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognizes a financial liability when the terms of the liability are modified such that the terms and / or cash flows of the modified instrument are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value. Gains and losses on derecognition are generally recognized in profit or loss.

e. Equipment

Equipment are stated at cost less accumulated depreciation and impairment losses. The cost of an item of equipment consists of the purchase price, any costs directly attributable to bringing the asset to the location and condition necessary for its intended use and an initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located. Equipment are depreciated at the following rates and methods:

Vehicles	5-year straight-line method

Equipment acquired during the period but not placed into use are not depreciated until they are placed into use. All additions made during the period are depreciated from the date of purchase.

An item of equipment is derecognized upon disposal, when held for sale or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal of the asset, determined as the difference between the net disposal proceeds and the carrying amount of the asset, is recognized in the statement of loss and comprehensive loss.

The Company conducts an annual assessment of the residual balances, useful lives and depreciation methods being used for property and equipment and any changes arising from the assessment are applied by the Company prospectively.

Where an item of equipment comprises major components with different useful lives, the components are accounted for as separate items of equipment. Expenditures incurred to replace a component of an item of equipment that is accounted for separately, including major inspection and overhaul expenditures are capitalized.

2. MATERIAL ACCOUNTING POLICIES AND BASIS OF PRESENTATION (continued)

f. Share capital

Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of financial liability or a financial asset. The Company's common shares and warrants are classified as equity instruments. The equity financing transactions may involve issuance of common shares or units. Units typically comprise a certain number of common shares and share purchase warrants. The Company adopted a residual value method with respect to the measurement of common shares and share purchase warrants issued as private placement units. The fair value of the common shares issued in the private placements is determined by the closing trading price on the issuance date. The balance, if any, is allocated to the attached share purchase warrant. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

g. Income taxes

Current income tax

Current income tax assets and/or liabilities for the current period are measured at the amount expected to be recovered from or paid to tax authorities based on the taxable income (loss) for the period. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date, in the countries where the Company operates and generates taxable income.

Income tax expense consists of current tax charge and the change in deferred tax assets and liabilities. Current tax and deferred tax are recognized in comprehensive income except to the extent that it relates to a business combination, or to items recognized directly in equity or other comprehensive income.

Deferred income tax

Deferred income tax is recognized, using the asset and liability method, on temporary differences at the reporting date arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

(Expressed in Canadian dollars)

3. LOAN RECEIVABLE

During the year ended May 31, 2024, the Company provided a loan to New World Solutions Inc. ("New World") in the amount of $20,000, which is unsecured, non-interest bearing and has no set terms of repayment.

4. EQUIPMENT

During the period ended May 31, 2024, the Company purchased a vehicle for $62,473, of which $14,473 has been included in accounts payable and accrued liabilities at May 31, 2024 and the remaining balance of $48,000 is included in loan payable.

	Vehicle
COST:	
As at October 6, 2022 and May 31, 2023	-
Additions	62,473
As at May 31, 2024	**62,473**
ACCUMULATED DEPRECIATION:	
As at October 6, 2022 and May 31, 2023	-
Depreciation	1,040
As at May 31, 2024	**1,040**
NET BOOK VALUE:	
As at May 31, 2023	-
As at May 31, 2024	61,433

5. SHARE CAPITAL

Authorized:

- Unlimited common shares, without par value
- Unlimited preferred shares, without par value

During the period from the date of incorporation on October 6, 2022 to May 31, 2023, the Company realized the following share transactions:

- On October 6, 2022, the Company issued 100 common shares on incorporation.

During the year ended May 31, 2024, the Company realized the following share transactions:

- On April 18, 2024, the Company issued 2,999,900 common shares for total proceeds of $59,998, of which 499,900 common shares were issued to the President and Secretary of the Company.
- On May 3, 2024, the Company issued 4,500,000 common shares for total proceeds of $90,000.
- On May 7, 2024, the Company issued 1,000,000 common shares valued at $20,000 to settle debts in the amount of $20,000.

(Expressed in Canadian dollars)

6. RELATED PARTY BALANCES AND TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

Key management includes directors and key officers of the Company, including the Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"). The Company had no related party transactions during the period from the date of incorporation on October 6, 2022 to May 31, 2023 and for the year ended May 31, 2024.

As at May 31, 2024 and 2023, there were no amounts due from/to directors or officers of the Company.

7. INCOME TAX

The income tax provision recorded differs from the income tax obtained by applying the statutory income tax rate of 27% to the income for the period and is reconciled as follows:

	2024	**2023**
		$
Loss for the period	3,540	2,500
Income tax recovery at the combined basic federal and provincial rate	(955)	(675)
Unrecognized deferred tax benefit	955	675
Effective tax expense	-	-

The significant components of the Company's deferred income tax assets are as follows:

	2024	**2023**
	$	$
Deferred income tax assets:		
Non-capital loss carry forwards	1,350	675
Equipment	280	-
	1,630	675
Deferred tax assets not recognized	(1,630)	(675)
Net deferred tax assets	-	-

The Company has incurred losses of $5,000 for tax purposes which are available to reduce future taxable income. Such benefits will be recorded as an adjustment to the tax provision in the year realized. The losses will expire as follows:

Date of Loss	Date Loss Expires	Amount of Loss
		$
May 31, 2023	May 31, 2043	2,500
May 31, 2024	May 31, 2044	2,500

8. CAPITAL MANAGEMENT

The Company's objectives when managing capital are to maintain a strong capital base in order to advance the Company's corporate strategies to create long term value for its stakeholders and to sustain the Company's operations in economic cycles.

The Company defines capital as the aggregate of shareholders' equity, including common shares. The Company manages its capital in order to maintain flexibility and respond to changes in economic and/or marketplace conditions. In order to increase shareholder value, the Company may adjust its capital structure by issuing new shares, purchasing shares for cancellation, raising debt or declaring and paying dividends. There are no externally imposed restrictions on capital as at May 31, 2024 and 2023.

9. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Fair Value

The following provides an analysis of financial instruments that are measured, subsequent to initial recognition, at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable:

Level 1 – quoted prices in active markets for identical investments

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

Level 3 – inputs for the investments that are not based on observable market data

The level in the fair value hierarchy within which the financial asset or financial liability is categorized is determined on the basis of the lowest level of input that is significant to the fair value measurement.

The Company's financial instruments consist of cash, loan receivable, accounts payable and loans payable. In management's opinion, the Company's carrying values of cash, subscriptions receivable, loan receivable, accounts payable, and loan payable approximate their fair values due to the immediate or short-term maturity of these instruments.

Risk Management

The Company is exposed to various risks through its financial instruments and has a comprehensive risk management framework to monitor, evaluate and manage these risks. The Company does not believe there has been any significant changes in risk from the prior period. The following analysis provides information about the Company's risk exposure and concentration as at May 31, 2024.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counter party to a financial instrument fails to meet its contractual obligations and arises principally from the Company's cash and subscriptions receivable. The Company's credit exposure is limited to the carrying amount of its financial assets.

The Company's cash is held with a high-credit-rated financial institution and, as such, the Company does not believe there to be a significant credit risk in respect to cash. Loan receivable is with New World, which acquired the Company subsequent to the year-end.

9. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities. The Company mitigates risk by continuously monitoring cash flows and discussing potential financing options to continue the inflow of cash as needed.

Accounts payable and accrued liabilities are due within one year after the date of these financial statements.

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices.

Market risk comprises three types of risk: currency rate risk, interest rate risk and other price risk.

Unless otherwise noted, it is management's opinion that the Company is not exposed to significant market risks arising from these financial instruments.

10. SUBSEQUENT EVENT

On June 12, 2024, New World acquired 100% ownership of the Company in exchange for 20,000,000 units of New World, and Paul Haber was named as the Chief Executive Officer and the Chief Financial Officer. Each New World unit consists of one common shares of New World and one share purchase warrants of New World exercisable at $0.05 per share for a period of two years.