



ARGO LIVING SOILS CORP.
CONDENSED INTERIM
CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED
FEBRUARY 28, 2025
(Unaudited, Expressed in Canadian Dollars)

**NOTICE OF NO AUDITOR REVIEW
OF THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED FEBRUARY 28, 2025**

The accompanying condensed interim consolidated financial statements of Argo Living Soils Corp. (the “Company”) for the three months ended February 28, 2025, 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 condensed interim consolidated financial statements in accordance with the standards established by the Canadian Institute of Chartered Accountants for a review of the condensed interim statements by an entity’s auditor. These condensed interim consolidated financial statements include all adjustments, consisting of normal and recurring items, that management considers necessary for a fair presentation of the financial position, results of operations and cash flows.

ARGO LIVING SOILS CORP.**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**

(Unaudited, Expressed in Canadian Dollars)

As at	<i>Note</i>	February 28, 2025	November 30, 2024
Assets			
Current Assets			
Cash		\$ 707,479	\$ 86,352
Amounts receivable	3	6,411	6,492
Prepaid expenses	4	76,382	28,133
Total Assets		\$ 790,272	\$ 120,977
Liabilities and Shareholders' Equity			
Current Liabilities			
Accounts payable and accrued liabilities	6	\$ 67,756	\$ 75,113
Due to related parties	8	19,046	9,900
Total Liabilities		86,802	85,013
Shareholders' Equity			
Share capital	5	2,978,563	2,014,893
Contributed surplus		13,388	13,388
Obligation to issue shares	5	-	13,500
Share-based payment reserve	5	195,604	196,354
Accumulated deficit		(2,484,085)	(2,202,171)
		703,470	35,964
Total Liabilities and Shareholders' Equity		\$ 790,272	\$ 120,977

Nature and continuance of operations – Note 1

Commitment – Note 9

Subsequent events – Note 10

Approved on behalf of the Board of Directors

"Robert Intile"

Director

"Peter Hoyle"

Director

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

ARGO LIVING SOILS CORP.**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS**

(Unaudited, Expressed in Canadian Dollars)

	<i>Note</i>	For the three months ended February 28, 2025	February 29, 2024
General and administrative expenses			
Advertising and promotion		\$ 195,426	\$ 52,894
Amortization		-	937
Audit and accounting		2,000	2,366
Consulting	8	34,646	31,000
Management services	8	4,633	19,500
Office and miscellaneous		16,537	3,178
Professional fees		15,296	8,104
Regulatory and filing fees		13,376	6,792
Operating expenses		(281,914)	(124,771)
Other income		-	1,157
Net loss and comprehensive loss		\$ (281,914)	\$ (123,614)
Loss per share – basic and diluted		\$ (0.02)	\$ (0.01)
Weighted average number of common shares outstanding – basic and diluted		15,628,245	11,079,001

Note: All share and per share amounts in these condensed interim consolidated financial statements have been retrospectively adjusted to reflect the 1-for-2 share consolidation completed on July 26, 2024.

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

ARGO LIVING SOILS CORP.**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY**

(Unaudited, Expressed in Canadian Dollars)

	Number of Common Shares	Share Capital	Obligation to Issue Shares	Contributed Surplus	Share-based Payment Reserve	Accumulated Deficit	Total Shareholders' Equity
Balance at November 30, 2023	11,079,001	\$ 1,237,546	\$ 49,406	\$ 13,388	\$ 198,998	\$ (1,391,733)	\$ 107,605
Net loss	—	—	—	—	—	(123,614)	(123,614)
Balance at February 29, 2024	11,079,001	\$ 1,237,546	\$ 49,406	\$ 13,388	\$ 198,998	\$ (1,515,347)	\$ (16,009)
Balance at November 30, 2024	14,932,334	\$ 2,014,893	\$ 13,500	\$ 13,388	\$ 196,354	\$ (2,202,171)	\$ 35,964
Shares issued	1,141,500	171,225	(13,500)	—	—	—	157,725
Share issuance costs	—	(22,332)	—	—	4,027	—	(18,305)
Shares issued on exercise of warrants	2,035,000	814,777	—	—	(4,777)	—	810,000
Net loss	—	—	—	—	—	(281,914)	(281,914)
Balance at February 28, 2025	18,108,834	\$ 2,978,563	\$ —	\$ 13,388	\$ 195,604	\$ (2,484,085)	\$ 703,470

Note: All share and per share amounts in these condensed interim consolidated financial statements have been retrospectively adjusted to reflect the 1-for-2 share consolidation completed on July 26, 2024.

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

ARGO LIVING SOILS CORP.**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS**

(Unaudited, Expressed in Canadian Dollars)

	For the three months ended	
	February 28, 2025	February 29, 2024
Operating activities		
Net loss	\$ (281,914)	\$ (123,614)
Non-cash items:		
Amortization	—	937
Changes in working capital items:		
Amounts receivable	81	1,427
Prepaid expenses	(48,249)	(3,517)
Accounts payable and accrued liabilities	(7,357)	805
Due to related parties	9,146	9,075
Cash used in operating activities	(328,293)	(114,887)
Financing activities		
Issuance of shares	157,725	—
Share issuance costs	(18,305)	—
Shares issued on exercise of warrants	810,000	—
Advances	—	45,500
Cash provided by financing activities	949,420	45,500
Increase (decrease) in cash	621,127	(69,387)
Cash, beginning	86,352	98,895
Cash, ending	\$ 707,479	\$ 29,508

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

ARGO LIVING SOILS CORP.

Notes to the Condensed Interim Consolidated Financial Statements

For the Three Months Ended February 28, 2025

(Unaudited, Expressed in Canadian Dollars)

1. NATURE AND CONTINUANCE OF OPERATIONS

Argo Living Soils Corp. (the “Company”) was incorporated on March 14, 2018, under the Business Corporation Act of British Columbia. The Company’s main focus is sustainable solutions in agriculture and construction, namely creation of biochar, graphene, and compound extracts, all customized for high-value crops. In 2025, the Company began expanding its focus to incorporate green concrete and graphene technologies into its soil and concrete products. The Company’s common shares trade on the Canadian Securities Exchange (the “CSE”) under the symbol “ARGO” and on OTCQB Venture Market under the symbol “ARLSF”. The Company’s corporate office is located at 820 – 1130 West Pender Street, Vancouver, BC V6E 4A4, and its registered and records office address is 1200 - 750 West Pender Street, Vancouver, BC V6C 2T8.

In February 2025, the Company incorporated a new subsidiary, Argo Green Concrete Solutions Inc., in the state of Nevada, USA to allow the Company to enter the US green concrete market, leveraging organically produced graphene technology.

These condensed interim consolidated financial statements have been prepared on a going concern basis, which assumes that the Company will have sufficient capital to fund the costs of its operations and realize the carrying value of assets and discharge liabilities in the normal course of operations. A different base of measurements may be appropriate if the Company is not expected to continue operations for the foreseeable future. As at February 28, 2025, the Company has not advanced its operations to commercial production. The ability of the Company to continue as a going concern is dependent upon the successful results from its business activities and its ability to attain profitable operations and generate funds from and/or raising sufficient equity financing, issuing debt or securing related party advances to complete the development of its business. These factors indicate the existence of a material uncertainty that may cast significant doubt about the Company’s ability to continue as a going concern. Management anticipates that the Company will need to seek out additional equity financing to continue with planned development and general operations for the ensuing year.

These condensed interim consolidated financial statements do not give effect to any adjustments which would be necessary should the Company be unable to continue as a going concern and, therefore, be required to realize its assets and discharge its liabilities in the normal course of business and at amounts different from those reflected in the accompanying financial statements. These adjustments could be material.

2. BASIS OF PRESENTATION

These condensed interim consolidated financial statements were authorized for issue on April 24, 2025, by the directors of the Company.

a) Statement of compliance

The condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standard IAS 34 – Interim Financial Reporting. The condensed interim consolidated financial statements, prepared in conformity with IAS 34, follow the same accounting principles and methods of application as the most recent audited annual financial statements. Since these condensed interim consolidated financial statements do not include all disclosures required by the International Financial Reporting Standards (“IFRS”) for annual financial statements, they should be read in conjunction with the Company’s audited financial statements for the year ended November 30, 2024.

b) Going concern

These condensed interim consolidated financial statements were prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. For the three months ended February 28, 2025, the Company has negative cash flow from operations and recurring operating losses and as at that date, has an accumulated deficit of \$2,484,085. The continuing operations of the Company are dependent upon its ability to obtain sufficient financing and the success of its business activities. This indicates the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. Management intends to finance operating costs with loans from directors and companies controlled by directors and/or issuance of common shares. If the Company is unable to continue as a going concern, the net realizable value of its assets may be materially less than the amounts on its statement of financial position.

ARGO LIVING SOILS CORP.**Notes to the Condensed Interim Consolidated Financial Statements****For the Three Months Ended February 28, 2025****(Unaudited, Expressed in Canadian Dollars)****c) Principles of consolidation**

These condensed interim consolidated financial statements consolidate the accounts of the Company and its wholly owned subsidiary, Argo Green Concrete Solutions Inc. All inter-company balances and transactions are eliminated on consolidation.

d) Functional currency

The functional and presentation currency of the Company and its subsidiary is Canadian dollar.

e) Measurement basis

These condensed interim consolidated financial statements have been prepared on a historical cost basis except for certain financial instruments which are measured at fair value. In addition, these condensed interim consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

3. AMOUNTS RECEIVABLE

As at February 28, 2025, and November 30, 2024, the amounts receivable were comprised solely of GST receivable of \$6,411 and \$6,492, respectively.

4. PREPAID EXPENSES

	February 28, 2025		November 30, 2024	
Prepaid advertising and promotion fees	\$	61,139	\$	25,131
Prepaid consulting fees		5,000		—
Prepaid regulatory and filing fees		10,243		3,002
Prepaid expenses	\$	76,382	\$	28,133

5. SHARE CAPITAL**Authorized**

Unlimited common shares without par value (the “Shares”).

On July 26, 2024, the Company completed a share consolidation (reverse stock split) on the basis of one new share for every two old shares. All references to share and per share amounts in these condensed interim consolidated financial statements and accompanying notes have been retrospectively adjusted to reflect the share consolidation as if it had occurred at the beginning of the earliest period presented.

Share issuances***During the three months ended February 28, 2025***

On January 31, 2025, the Company closed the second tranche of a non-brokered private placement financing (the “Offering”) by issuing 1,141,500 units at \$0.15 per Unit, for aggregate gross proceeds of \$171,225. Each Unit was comprised of one common share in the capital of the Company and one transferrable purchase warrant (a “Warrant”). Each Warrant entitles the holder to purchase one additional common share in the capital of the Company at \$0.20 per share, expiring on January 31, 2027. The warrants were assigned a value of \$nil based on the residual method.

In connection with the second tranche of the Offering, the Company paid \$12,827 in legal and regulatory fees, \$5,478 in cash finder’s fees, and issued 36,520 finder’s warrants (“Finder’s Warrant”). Each Finder’s Warrant entitles the holder to acquire one share of the Company’s common stock at \$0.20 per share, expiring on January 31, 2027. The Company calculated the value of the Finder’s Warrants to be \$4,027 using the Black Scholes option pricing model with the following assumptions: Share price - \$0.15; exercise price - \$0.20; expected life – 2 years; expected volatility – 167.52%; risk-free interest rate – 2.66%.

ARGO LIVING SOILS CORP.

Notes to the Condensed Interim Consolidated Financial Statements

For the Three Months Ended February 28, 2025

(Unaudited, Expressed in Canadian Dollars)

During the three months ended February 28, 2025, the Company issued a total of 2,035,000 shares on exercise of warrants for total proceeds of \$810,000. The average share price on the date of exercise was \$0.36.

Of the total number of shares issued on exercise of warrants, 29,000 shares were issued on exercise of finders' warrants, which were initially valued at \$4,777.

During the year ended November 30, 2024

On March 21, 2024, the Company closed a non-brokered private placement offering by issuing 1,500,000 units (the "Units") at \$0.20 per Unit, for aggregate gross proceeds of \$300,000 (the "Offering"). Each Unit was comprised of one common share and one transferrable purchase warrant (a "Warrant"). Each Warrant entitles the holder to purchase one additional common share at \$0.40 per share, expiring on March 21, 2026.

In connection with the Offering, the Company paid \$9,800 in legal and regulatory fees and cash commission of \$10,800. In addition, the Company issued agent's warrants to acquire up to 54,000 common shares (the "Agent's Warrants"), which can be exercised at a price of \$0.40 per Agent's Warrant until March 21, 2026. The Company calculated the value of the Agent's Warrants to be \$8,618 using the Black Scholes option pricing model with the following assumptions: Share price - \$0.20; exercise price - \$0.40; expected life - 2 years; expected volatility - 203.08%; risk-free interest rate - 4.15%.

On March 12, 2024, the Company issued 250,000 shares as consideration for the license agreement. The shares were determined to have a value of \$49,406 calculated as \$0.14 per share discounted using 29.42% rate to reflect a six-month evaluation period from the initial date of the license agreement, being September 27, 2023, and a four-month hold period.

On June 26, 2024, the Company issued 125,000 shares in connection with the memorandum of understanding (the "MOU") to establish a strategic partnership between the Company and Connective Global SDN BHD ("Connective Global"). The shares have a fair value of \$38,750 (Note 9).

On November 21, 2024, the Company closed the first tranche of a non-brokered private placement financing (the "November Offering") by issuing 878,333 units at \$0.15 per Unit, for aggregate gross proceeds of \$131,750. Each Unit was comprised of one common share in the capital of the Company and one transferrable purchase warrant (a "Warrant"). Each Warrant entitles the holder to purchase one additional common share in the capital of the Company at \$0.20 per share, expiring on November 21, 2026. The warrants were assigned a value of \$nil based on the residual method.

In connection with the first tranche of the November Offering, the Company paid \$7,643 in legal and regulatory fees, \$525 in cash finder's fees, and issued 3,500 finder's warrants (each a "Finder's Warrant"). Each Finder's Warrant entitles the holder to acquire one Unit on the same terms as the Units issued in the Offering at \$0.15 per Unit, expiring on November 21, 2026. The Company calculated the value of the Finder's Warrants to be \$430 using the Black Scholes option pricing model with the following assumptions: Share price - \$0.15; exercise price - \$0.15; expected life - 2 years; expected volatility - 186.94%; risk-free interest rate - 3.39%.

On November 28, 2024, the Company issued 550,000 Units at \$0.15 per Unit, on conversion of \$82,500 the Company owed to its vendors. The Units were issued on the same terms as the units issued in the November Offering. A director of the Issuer settled \$22,500 worth of Debt owed for unpaid consulting fees in consideration for 150,000 Units. The Company incurred \$4,935 in share issuance costs associated with debt conversion.

During the year ended November 30, 2024, the Company issued a total of 70,000 shares and an additional 35,000 warrants to acquire 35,000 common shares at \$0.40 per warrant share, expiring on March 17, 2025. These shares and warrants were issued on exercise of finder's units for total proceeds of \$14,000. The average share price on the dates the finder's units were exercised was \$0.44. The finder's warrants had an initial value of \$11,693.

During the year ended November 30, 2024, the Company issued a total of 480,000 shares on exercise of warrants for total proceeds of \$192,000. The average share price on the date of exercise was \$0.46.

ARGO LIVING SOILS CORP.

Notes to the Condensed Interim Consolidated Financial Statements

For the Three Months Ended February 28, 2025

(Unaudited, Expressed in Canadian Dollars)

Options

On January 21, 2021, the Company adopted a stock option plan. Under the Company's stock option plan, the Company may grant options to employees, consultants and directors up to 10% of the issued and outstanding share capital at the date of grant. The exercise price of the options granted will be no less than the market price of the Company's shares and the maximum term of the options will be ten years.

The following table summarizes the stock option activity:

	Number of Options	Weighted Average Exercise Price
Balance at November 30, 2023	725,000	\$ 0.28
Cancelled	(650,000)	0.30
Balance at November 30, 2024	75,000	\$ 0.20
Expired	(75,000)	0.20
Balance at February 28, 2025	-	\$ n/a

Warrants

The following table summarizes the changes in warrants:

	Number of Warrants	Weighted Average Exercise Price
Balance at November 30, 2023	4,840,000	\$ 0.40
Issued ⁽²⁾	3,020,833	0.30
Exercised	(550,000)	0.40
Balance at November 30, 2024	7,310,833	\$ 0.36
Issued	1,178,020	0.20
Exercised	(2,035,000)	0.40
Balance at February 28, 2025	6,453,853	\$ 0.32

- (1) 3,020,833 Warrants issued included 3,500 Agent's Warrants the Company issued in connection with November 21, 2024, private placement. The Agent's Warrants entitle the holders to acquire up to 3,500 Units at a price of \$0.15 per Unit until November 21, 2026. Each Unit is comprised of one common share and one Share purchase warrant. Each whole Warrant can be exercised into one Share of the Company at a price of \$0.20 at any time on or before November 21, 2026.

At February 28, 2025, the following warrants were outstanding:

Number of Warrants	Exercise Price	Expiry Date
2,686,500 ⁽¹⁾	\$ 0.40	July 30, 2026
242,500	\$ 0.40	March 17, 2025
10,000 ⁽²⁾	\$ 0.20	March 17, 2025
5,000 ⁽³⁾	\$ 0.40	March 17, 2025
855,000	\$ 0.40	March 21, 2026
45,000 ⁽⁴⁾	\$ 0.40	March 21, 2026
878,333	\$ 0.20	November 21, 2026
3,500 ⁽⁵⁾	\$ 0.15	November 21, 2026
550,000	\$ 0.20	November 28, 2026
1,141,500	\$ 0.20	January 31, 2027
36,520	\$ 0.20	January 31, 2027
6,453,853	\$ 0.32	

ARGO LIVING SOILS CORP.**Notes to the Condensed Interim Consolidated Financial Statements****For the Three Months Ended February 28, 2025****(Unaudited, Expressed in Canadian Dollars)**

- (1) On July 18, 2023, these Warrants were repriced from \$0.70 per warrant share to \$0.40 per warrant share and the expiry date was extended from August 3, 2023, to July 30, 2026.
- (2) Agent's Warrants that were issued in connection with March 17, 2023, private placement. The Agent's Warrants entitle the holders to acquire up to 10,000 Units at a price of \$0.20 per Unit until March 17, 2025. Each Unit is comprised of one common share and one half of one Share purchase warrant. Each whole Warrant can be exercised into one Share of the Company at a price of \$0.40 at any time on or before March 17, 2025.
- (3) Finder's warrants issued on exercise of Agent's Warrants. Each Warrant can be exercised into one Share of the Company at a price of \$0.40 at any time on or before March 17, 2025.
- (4) Finder's warrants issued as part of March 21, 2024 Offering.
- (5) Agent's Warrants that were issued in connection with November 21, 2024, private placement. The Agent's Warrants entitle the holders to acquire up to 3,500 Units at a price of \$0.15 per Unit until November 21, 2026. Each Unit is comprised of one common share and one Share purchase warrant. Each Warrant can be exercised into one Share of the Company at a price of \$0.20 at any time on or before November 21, 2026.

As at February 28, 2025, the remaining contractual life of warrants was 1.48 years.

6. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	February 28, 2025	November 30, 2024
Trade payables	\$ 26,443	\$ 23,223
Accrued liabilities	41,313	51,890
Accounts payable and accrued liabilities	\$ 67,756	\$ 75,113

7. ADVANCES PAYABLE

During the three months ended February 29, 2024, the Company received a total of \$45,500 in advances, which were borrowed under non-interest-bearing, unsecured debt arrangements payable on demand. The Company did not have similar transactions during the three months ended February 28, 2025.

8. RELATED PARTY TRANSACTIONS

Related parties include the officers, key management personnel, close family members and entities controlled by these individuals. The Company's key management personnel comprise the President, CEO, CFO, directors and other essential officers.

During the three months ended February 28, 2025 and February 29, 2024, the Company had the following transactions with related parties:

	Three months ended	
	February 28, 2025	February 29, 2024
Consulting fees paid or accrued to the CEO and director of the Company	\$ 7,500	\$ 7,500
Management fees paid or accrued to the CFO and director of the Company	2,133	1,500
Management fees paid or accrued to a former director of the Company	—	18,000
Management fees paid or accrued to a former director of the Company	2,500	—
Total	\$ 12,133	\$ 27,000

The balances due to related parties consist of amounts owed directly to the officers and directors of the Company and to private companies controlled by the officers and directors of the Company. These amounts are unsecured, non-interest-bearing and due on demand. At February 28, 2025, the balance payable to related parties was \$19,046 (2024 - \$9,900).

9. RESEARCH AND DEVELOPMENT

On April 9, 2024, the Company signed a non-binding memorandum of understanding (the "MOU") to establish a strategic partnership between the Company and Connective Global SDN BHD ("Connective Global"). Under the terms

ARGO LIVING SOILS CORP.**Notes to the Condensed Interim Consolidated Financial Statements****For the Three Months Ended February 28, 2025****(Unaudited, Expressed in Canadian Dollars)**

of the MOU, the Company and Connective Global agreed to jointly conduct research and development of biochar for agricultural and industrial applications at University Putra Malaysia (“UPM”) over a period of up to 12 months. On October 28, 2024, the Company signed a binding research and development definitive agreement (the “Agreement”) with Connective Global, which replaced the MOU.

The Company has committed to funding a total of \$100,000 for research and development and to issue up to 500,000 common shares to Connective Global in stages, based on achieving certain performance milestones in the research and development phase.

During the three months ended February 28, 2025, the Company did not make any payments or issued any shares under the Agreement. As at November 30, 2024, the Company had paid \$45,000 in cash and issued 125,000 common shares with a fair value of \$38,750 (Note 5).

10. SUBSEQUENT EVENTS

Subsequent to February 28, 2025, the Company issued a total of 205,000 common shares on exercise of warrants for total proceeds of \$82,000.

On March 24, 2025, the Company entered into a consulting agreement (the “Consulting Agreement”) for strategic advisory services relating to business development, product planning and market development, and introductions to strategic partners, prospective customers and sources of financing for a two-year term. Pursuant to the Consulting Agreement, on April 17, 2025, the Company granted the consultant compensation options (the “Compensation Options”) for 1,500,000 units of the Company (the “Units”) at a price of \$0.54 per Unit for two years from the date of issuance, with each Unit consisting of one common share and one common share purchase warrant (“Warrant”). Each Warrant entitles the consultant to purchase an additional common share at \$1.00 per share for a period of two years from the date of issuance of the Warrants. The Compensation Options vest quarterly at 375,000 Units, beginning on July 17, 2025. The consideration for the Compensation Options may be paid with cash or by offsetting invoices for services rendered to the Company under the Consulting Agreement. To preserve the Company’s cash, the parties agreed that all invoices under the Consulting Agreement will not be settled by cash and may only be settled as payment towards the exercise price of the Compensation Option. If the Compensation Option is fully exercised prior to the expiration or termination of the Consulting Agreement, the consultant agreed to provide services requested by the Company for the balance of the Consulting Agreement without further remuneration or compensation.