

Coco Pool Corp.

Condensed Interim Financial Statements

For the three months ended November 30, 2023 and 2022

(Expressed in Canadian dollars)

(Unaudited)

NOTE TO READER

Under National Instrument 51-102, if an auditor has not performed a review of the interim financial statements, they must be accompanied by a note indicating that the interim financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim financial statements have been prepared by and are the responsibility of management. The Corporation's independent auditor has not performed a review of these condensed interim financial statements.

Coco Pool Corp.

Condensed Interim Statements of Financial Position

As at November 30, 2023 and August 31, 2023

(Expressed in Canadian dollars)

(Unaudited)

	Notes	November 30, 2023	August 31, 2023
ASSETS			
Current assets			
Cash		\$ 78,930	\$ 79,498
Prepaid expenses	7	15,578	6,078
Deferred listing expense		63,375	57,593
Total assets		\$ 157,883	\$ 143,169
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current liabilities			
Accounts payable and accrued liabilities	8	\$ 59,015	\$ 38,310
Total liabilities		59,015	38,310
SHAREHOLDERS' EQUITY			
Share capital	9	160,000	160,000
Reserves	10, 11	13,997	13,997
Accumulated deficit		(75,129)	(69,138)
Total shareholders' equity		98,868	104,859
Total liabilities and shareholders' equity		\$ 157,883	\$ 143,169

Approved and authorized for issue by the Board of Directors on January 23, 2024:

/s/ "Sebastien Charles"**Sebastien Charles**, Director/s/ "Koby Smutylo"**Koby Smutylo**, Director

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

Coco Pool Corp.

Condensed Interim Statements of Loss and Comprehensive Loss

For the three months ended November 30, 2023 and 2022

(Expressed in Canadian dollars)

(Unaudited)

		Three months ended November	
		30,	
	Notes	2023	2022
Expenses			
General and administrative		\$ 253	\$ 241
Professional fees		5,738	5,839
Share-based payments	10, 11	-	13,997
Net loss and comprehensive loss		\$ (5,991)	\$ (20,077)
Loss per share, basic and diluted		\$ (0.00)	\$ (0.01)
Weighted average shares outstanding, basic and diluted		3,200,000	3,100,000

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

Coco Pool Corp.

Condensed Interim Statements of Changes in Shareholders' Equity

For the three months ended November 30, 2023 and 2022

(Expressed in Canadian dollars)

(Unaudited)

	Share Capital		Reserves	Accumulated Deficit	Total Shareholders' Equity
	Number of Common Shares	Amount			
Balance, August 31, 2022	3,100,000	\$ 155,000	\$ -	\$ (9,077)	\$ 145,923
Share-based payments	-	-	13,997	-	13,997
Net loss for the period	-	-	-	(20,077)	(20,077)
Balance, November 30, 2022	3,100,000	\$ 155,000	\$ 13,997	\$ (29,154)	\$ 139,843
Balance, August 31, 2023	3,200,000	\$ 160,000	\$ 13,997	\$ (69,138)	\$ 104,859
Net loss for the period	-	-	-	(5,991)	(5,991)
Balance, November 30, 2023	3,200,000	\$ 160,000	\$ 13,997	\$ (75,129)	\$ 98,868

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

Coco Pool Corp.

Condensed Interim Statements of Cash Flows

For the three months ended November 30, 2023 and 2022

(Expressed in Canadian dollars)

(Unaudited)

For the three months ended November 30,			
	Notes	2023	2022
Cash flows from operating activities			
Net loss		\$ (5,991)	\$ (20,077)
Non-cash transactions:			
Share-based payments	10, 11	-	13,997
Changes in non-cash operating working capital:			
Prepaid expenses	7	(9,500)	4,400
Deferred listing expense		(5,782)	(4,400)
Accounts payable and accrued liabilities	8	20,705	5,838
Net cash used in operating activities		(568)	(242)
Change in cash		(568)	(242)
Cash, beginning		79,498	91,800
Cash, ending		\$ 78,930	\$ 91,558

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

Coco Pool Corp.

Notes to the Condensed Interim Financial Statements
For the three months ended November 30, 2023 and 2022
(Expressed in Canadian dollars)
(Unaudited)

1. NATURE OF BUSINESS

Coco Pool Corp.(the "Corporation") was incorporated on September 15, 2021 as Coco Capital Corp. under the Business Corporations Act (Ontario). On May 16, 2022, the Corporation was approved to continue as a corporation in the Province of British Columbia and changed its name to Coco Pool Corp. from Coco Capital Corp. The Corporation's head office, principal address and records office is located at Suite 1600, 1111 West Georgia Street, Vancouver, British Columbia, Canada, V6E 4G2.

The Corporation was formed for the primary purpose of completing an Initial Public Offering ("IPO") on the TSX Venture Exchange ("Exchange") as a Capital Pool Company ("CPC") as defined in Policy 2.4 of the Exchange. As a CPC, the Corporation's principal business is to identify, evaluate and acquire assets, properties or businesses which would constitute a qualifying transaction in accordance with Policy 2.4 of the Exchange ("Qualifying Transaction"). Such a transaction may be subject to shareholder approval and will be subject to regulatory approval. Until completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of businesses or assets with a view to completing a potential Qualifying Transaction.

The Corporation is in the latter stages of organizing an IPO and has filed a prospectus date November 8, 2023 to offer to sell and issue 3,000,000 common shares of the Corporation at a price of \$0.10 per common share for total gross proceeds to the Corporation of \$300,000. The Corporation has entered into an agency agreement, dated November 8, 2023, pursuant to which Haywood Securities Inc. has agreed to act as Agent for the IPO. See Note 14.

2. GOING CONCERN

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

The proposed business of the Corporation, and the completion of a Qualifying Transaction, involves a high degree of risk. There is no assurance that the Corporation will identify an appropriate business asset or property for acquisition or investment, and even if so identified and warranted, the Corporation may not be able to finance such an acquisition or investment within the requisite time period. Additional funds may be required to enable the Corporation to pursue such an initiative, and the Corporation may be unable to obtain such financing on terms which are satisfactory to it. Furthermore, there is no assurance that the Corporation will be profitable. These factors indicate the existence of a material uncertainty that may cast doubt about the Corporation's ability to continue as a going concern. Should the Corporation be 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.

These condensed interim financial statements do not reflect adjustments that would be necessary if the going concern assumption was not appropriate. If the going concern assumption was not appropriate for these condensed interim financial statements, adjustments would be necessary to the statement of financial position classifications used. Such adjustments could be material.

3. BASIS OF PRESENTATION

Statement of compliance

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

The condensed interim financial statements were authorized for issue by the directors of the Corporation on January 23, 2024.

Coco Pool Corp.

Notes to the Condensed Interim Financial Statements
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Basis of presentation

These condensed interim financial statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit and loss, which are stated at fair value. In addition, these condensed interim financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

Functional and presentation currency

These condensed interim financial statements are presented in Canadian dollars, which is the functional and reporting currency of the Corporation.

4. SIGNIFICANT ACCOUNTING POLICIES

The Corporation applies the same accounting policies and methods of computation in its condensed interim financial statements as those applied to the Corporation's audited financial statements for the year ended August 31, 2023.

5. SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of these condensed interim financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, and income and expenses.

There have been no material revisions to the nature and amount of changes in estimates of amounts reported in the audited financial statements for the year ended August 31, 2023.

6. BASIS OF FAIR VALUE

As at November 30, 2023, the Corporation's financial instruments consist of cash and accounts payable and accrued liabilities. The fair value of the Corporation's accounts payable and accrued liabilities approximate the carrying value, which is the amount on the statements of financial position due to their short-term maturities or ability of prompt liquidation.

The Corporation's cash is measured at fair value under the fair value hierarchy based on level 1 quoted prices in active markets for identical assets.

Financial instruments that are measured subsequent to initial recognition at fair value are categorized using the fair value hierarchy. This hierarchy groups financial instruments in Levels 1 to 3 based on the degree to which the fair value, for that instrument, is observable:

Level 1: fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: fair value measurements are those derived from inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable marker data (unobservable inputs).

7. PREPAID EXPENSES

The Corporation's prepaid expenses reflect the remaining balances of payments made to a law firm and investment firm for future work to be performed related to the Corporation's proposed IPO and other legal services.

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8. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	November 30, 2023		August 31, 2023	
Accounts payable	\$	27,739	\$	36,564
Accrued liabilities		31,276		1,746
	\$	59,015	\$	38,310

9. SHARE CAPITAL

Authorized

The Corporation has authorized an unlimited number of common shares with no par value.

Issued and outstanding

During the three months ended November 30, 2023 and 2022, the Corporation did not issue any common shares.

As the Corporation is a CPC, there are restrictions imposed on the use of the proceeds raised from the issuance of shares. These proceeds may only be used to identify and evaluate assets or businesses for future investment, with a view of completing a Qualifying Transaction, with the exception that up to \$3,000 per month may be used for reasonable general and administrative expenses of the Corporation. (see Note 12).

10. STOCK OPTIONS

On September 30, 2022, the Corporation adopted a stock option plan which was amended and restated on November 8, 2023 (the "Plan"). The Plan provides eligible directors, officers, and consultants of the Corporation with the opportunity to acquire an ownership interest in the Corporation (provided that while the Corporation is a CPC, the Corporation may not have employees). The Board of Directors is responsible for the general administration of the Plan. The number of common shares reserved for issuance under the Plan shall not exceed 10% of the total number of issued common shares of the Corporation at the time options are granted. The Board of Directors shall establish the exercise price of options granted under the Plan, subject to a number of conditions. Options granted under the Plan have a maximum term of ten years from the date the options are granted, and vesting periods are determined by the Board of Directors.

On September 30, 2022, the Corporation granted 310,000 stock options with an exercise price of \$0.05 and an expiry date of September 30, 2032, to directors of the Corporation. The stock options vested immediately.

Stock option transactions are summarized as follows:

	Number of Options	Weighted Average Exercise Price
Outstanding at August 31, 2023	310,000	\$ 0.05
Granted	-	-
Outstanding at November 30, 2023	310,000	\$ 0.05

As at November 30, 2023, the following stock options were outstanding and exercisable:

Outstanding and Exercisable	Exercise Price	Remaining Life (Years)	Expiry Date
310,000	\$0.05	8.84	September 30, 2032
310,000			

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During the three months ended November 30, 2023, the Corporation recorded share-based payments of \$Nil (2022 - \$13,997) related to the fair value of options vested during the period.

Fair Value Determination

Fair values were estimated using the Black-Scholes Option Pricing Model with the following assumptions:

	For the three months ended November	
	2023	30, 2022
Risk-free interest rate	-	3.30%
Expected life (years)	-	10
Annualized volatility	-	100%
Dividend yield	-	0%

11. RELATED PARTY TRANSACTIONS

The Corporation considers its related parties to be its key management. Key management consists of the officers and directors who are responsible for planning, directing, and controlling the activities of the Corporation. As at November 30, 2023, there were no balances owing to or from related parties.

Remuneration attributed to key management personnel is summarized in the table below.

	For the three months ended November 30,	
	2023	2022
Share-based payments:		
Directors	\$ -	\$ 2,838
Chief Executive Officer ("CEO")	-	1,084
Chief Financial Officer ("CFO")	-	1,084
Corporate Secretary	-	1,084
	\$ -	\$ 6,090

During the three months ended November 30, 2023, the Corporation granted nil (2022 - 310,000) stock options to the directors and recorded \$nil (2022 - \$13,997) in share-based payments.

12. CAPITAL MANAGEMENT

The Corporation's objectives when managing capital are to safeguard its ability to continue as a going concern and to identify, evaluate and complete a Qualifying Transaction and to maintain a flexible capital structure which optimizes the cost of capital within a framework of acceptable risk by monitoring its net debt position. In the management of capital, the Corporation considers capital to be the components of shareholders' equity.

The Corporation manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust its capital structure, the Corporation may issue debt or equity. The Corporation is highly dependent on capital markets as its source of operating capital.

As a CPC, the Corporation is subject to externally imposed restrictions over its capital. Until completion of the Qualifying Transaction, the Corporation cannot carry on any business other than the identification and evaluation of businesses or assets with a view to complete a potential Qualifying Transaction.

Coco Pool Corp.

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As a CPC, the proceeds raised by the Corporation from the issuance of share capital may only be used to identify and evaluate assets or businesses for future investment, with the exception with the exception that up to \$3,000 per month may be used for reasonable general and administrative expenses of the Corporation. These restrictions apply until the completion of a Qualifying Transaction by the Corporation as defined under the policies of the Exchange.

The Corporation is not subject to any externally imposed capital requirements. There has been no change in the Corporation's approach to capital management during the three months ended November 30, 2023.

13. FINANCIAL RISK MANAGEMENT

The Corporation's financial instruments are exposed to the following risks:

Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Corporation's cash is exposed to credit risk. The Corporation reduces its credit risk on cash by placing this instrument with an institution of high credit worthiness.

Liquidity risk

Liquidity risk is the risk that the Corporation will encounter difficulty in meeting obligations associated with financial liabilities. The Corporation manages liquidity risk by maintaining a sufficient cash balance to enable settlement of transactions on the due date. The Corporation addresses its liquidity through equity financing obtained through sale and issue of common shares. While the Corporation has been successful in securing financings in the past, there is no assurance that it will be able to do so in the future.

Other risks

Based on management's knowledge and experience pertaining to the Corporation and its operational environment, management does not believe that the Corporation is exposed to significant foreign exchange, interest rate, price, or other risk. The Corporation does not consider any of its financial assets to be impaired.

14. PROPOSED TRANSACTIONS

On November 8, 2023, the Corporation entered into an agency agreement with Haywood Securities Inc. (the "Agent"), who is to serve as the Agent in respect of the Corporation's IPO and associated listing on the TSX Venture Exchange as a CPC. The Corporation filed a prospectus dated November 8, 2023, pursuant to which the Agent has agreed on a best efforts basis to raise \$300,000 by the issuance of 3,000,000 common shares of the Corporation at a price of \$0.10 per share.

For the Agent's services, upon the closing date of the IPO, the Corporation will pay the Agent a cash commission equal to 10% of the gross proceeds the offering generates and a cash corporate finance fee of \$12,500. The Corporation will also issue a number of Agent's Warrants equal to 10% of the number of shares sold in the IPO, to be exercisable for 24 months following the closing date of the IPO at the offering price. In addition to the commission, corporate finance fee and warrants, the Corporation will pay the expenses of the Agent which will include the fees of the Agent's legal counsel up to a maximum of \$15,500 inclusive of disbursements, searches, and taxes. Such expenses incurred by the agent will be payable by the Corporation whether the offering is completed or not. As at November 30, 2023 and the approval date of these condensed interim financial statements, the closing date of the IPO has not been determined.