# Viridian Metals Inc. (Formerly Coco Pool Corp.)

Financial Statements

For the year ended August 31, 2024 and 2023

(Expressed in Canadian dollars)

McGovern Hurley

Audit. Tax. Advisory.

**Independent Auditor's Report**

To the Shareholders of Viridian Metals Inc. (formerly Coco Pool Corp.)

**Opinion**

We have audited the financial statements of Viridian Metals Inc. (formerly Coco Pool Corp.) (the "Company"), which comprise the statements of financial position as at August 31, 2024, and the statements of loss and comprehensive loss, statements of changes in shareholders' equity and statements of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at August 31, 2024, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRS").

**Basis for opinion**

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada. We have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Other matter**

The financial statements of the Company for the year ended August 31, 2023, were audited by another auditor who expressed an unmodified opinion on those statements on December 23, 2023.

**Material uncertainty related to going concern**

We draw attention to Note 1 in the financial statements, which indicates that the Company incurred continuing losses during the year ended August 31, 2024 and, as of that date, had limited working capital. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that material uncertainties exist that cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

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**Key audit matters**

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Except for the matter described in the Material uncertainty related to going concern section, we have determined that there were no additional key audit matters to communicate in our report.

**Other information**

Management is responsible for the other information. The other information comprises Management's Discussion and Analysis.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**Responsibilities of management and those charged with governance for the financial statements**

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

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**Auditor's responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risks of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor’s report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner of the audit resulting in this independent auditor’s report is Chris Milios

**McGovern Hurley LLP**

McGovern Hurley LLP

**Chartered Professional Accountants**
**Licensed Public Accountants**

Toronto, Ontario
December 10, 2024

**Viridian Metals Inc. (Formerly Coco Pool Corp.)**
Statement of Financial Position
As at August 31, 2024 and August 31, 2023
(Expressed in Canadian dollars)

| | Notes | | August 31, 2024 | | August 31, 2023 |
|---|---|---|---|---|---|
| **ASSETS** | | | | | |
| **Current assets** | | | | | |
| Cash and cash equivalents | 7 | $ | 177,828 | $ | 79,498 |
| Prepaid expenses | | | 10,334 | | 6,078 |
| Deferred listing expense | | | - | | 57,593 |
| **Total assets** | | **$** | **188,162** | **$** | **143,169** |
| **LIABILITIES AND SHAREHOLDERS' EQUITY** | | | | | |
| **Current liabilities** | | | | | |
| Accounts payable and accrued liabilities | | $ | 47,252 | $ | 38,310 |
| **Total liabilities** | | | **47,252** | | **38,310** |
| **SHAREHOLDERS' EQUITY** | | | | | |
| Share capital | 8 | | 383,194 | | 160,000 |
| Equity reserves | 9, 10 | | 60,070 | | 13,997 |
| Accumulated deficit | | | (302,354) | | (69,138) |
| **Total shareholders' equity** | | | **140,910** | | **104,859** |
| **Total liabilities and shareholders' equity** | | **$** | **188,162** | **$** | **143,169** |

Subsequent events (Note 15)

Approved and authorized for issue by the Board of Directors on December 10, 2024:

*/s/ "**Sebastien Charles**"*

**Sebastien Charles**, Director

*/s/ "**Tyrell Sutherland**"*

**Tyrell Sutherland**, Director

**Viridian Metals Inc. (Formerly Coco Pool Corp.)**
Statements of Loss and Comprehensive Loss
For the years ended August 31, 2024 and 2023
(Expressed in Canadian dollars)

| For the year ended | Notes | **August 31, 2024** | **August 31, 2023** |
|---|---|---|---|
| | | **$** | **$** |
| **Operating Expenses** | | | |
| General and administrative | | 1,945 | 1,055 |
| Interest expense | | - | 234 |
| Professional fees | | 138,825 | 38,875 |
| Filing fees | | 24,199 | 5,900 |
| Listing expense | 8 | 42,701 | - |
| Share-based payments | 9, 11 | 29,859 | 13,997 |
| | | (237,529) | (60,061) |
| **Other Income** | | | |
| Unrealized fair value gain on treasury bill | 7 | 4,313 | - |
| **Net loss and comprehensive loss** | | **(233,216)** | **(60,061)** |
| **Loss per share** | | | |
| Basic and diluted | | $ (0.10) | $ (0.04) |
| Weighted average shares outstanding – Basic and diluted (Note 1) | | 2,244,951 | 1,432,428 |

**Viridian Metals Inc. (Formerly Coco Pool Corp.)**
Statements of Changes in Shareholders' Equity
For the years ended August 31, 2024 and 2023
(Expressed in Canadian dollars)

| | Share Capital | | | | |
|---|---|---|---|---|---|
| | **Number of Common Shares (Note 1)** | **Amount** | **Equity reserves** | **Accumulated Deficit** | **Total Shareholders' Equity** |
| **Balance, August 31, 2022** | **1,426,000** | **$ 155,000** | **$ -** | **$ (9,077)** | **$ 145,923** |
| Shares issued for cash | 46,000 | 5,000 | - | - | 5,000 |
| Share-based payments | - | - | 13,997 | - | 13,997 |
| Net loss for the year | - | - | - | (60,061) | (60,061) |
| **Balance, August 31, 2023** | **1,472,000** | **$ 160,000** | **$ 13,997** | **$ (69,138)** | **$ 104,859** |
| Shares issued in IPO (Note 8) | 1,380,000 | 300,000 | - | - | 300,000 |
| Share issuance costs (Notes 8,10) | - | (76,806) | 16,214 | - | (60,592) |
| Share-based payments (Note 9,11) | - | - | 29,859 | - | 29,859 |
| Net loss for the year | - | - | - | (233,216) | (233,216) |
| **Balance, August 31, 2024** | **2,852,000** | **$ 383,194** | **$ 60,070** | **$ (302,354)** | **$ 140,910** |

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

**Viridian Metals Inc. (Formerly Coco Pool Corp.)**
Statements of Cash Flows
For the years ended August 31, 2024 and 2023
(Expressed in Canadian dollars)

| | Year ended August 31, 2024 | Year ended August 31, 2023 |
|---|---|---|
| **Cash flows from operating activities** | | |
| Net loss | $ (233,216) | $ (60,061) |
| Non-cash transactions: | | |
| Share-based payments | 29,859 | 13,997 |
| Changes in non-cash operating working capital: | | |
| Prepaid expenses | (4,256) | 36,564 |
| Deferred listing expense | 57,593 | (46,112) |
| Accounts payable and accrued liabilities | 8,942 | 38,310 |
| Net cash used in operating activities | (141,078) | (17,302) |
| **Cash flows from financing activities** | | |
| Proceeds from issuance of shares | 300,000 | 5,000 |
| Share issuance costs | (60,592) | - |
| **Net cash provided by financing activities** | 239,408 | 5,000 |
| Change in cash and cash equivalents | 98,330 | (12,302) |
| Cash and cash equivalents, beginning | 79,498 | 91,800 |
| **Cash and cash equivalents, ending** | **$ 177,828** | **$ 79,498** |
| **Supplemental Cash Flow Information** | | |
| Non-cash financing activities | | |
| Issuance of agent warrants | $ 16,214 | $ - |

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

## 1. NATURE OF BUSINESS

Viridian Metals Inc. (Formerly 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. On November 6, 2024 the Corporation changed its name to Viridian Metals Inc. from Coco Pool Corp. The Corporation's head office, principal address and records office is located at Suite 2000, 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 completed its IPO on February 8, 2024, pursuant to the prospectus dated November 8, 2023 and filed on November 10, 2023 and listed on the Exchange under the symbol "CCPC.P". In connection with the IPO, the Corporation issued 3,000,000 common shares at a price of $0.10 per common share for total gross proceeds of $300,000 (Note 8).

On November 6th, 2024, the Corporation announced the closure of the three-cornered Amalgamation with Viridian Metals Corp., constituting its Qualifying Transaction (Note 15).

The Amalgamation Agreement established the following:

- The Corporation name change from Coco Pool Corp. to Viridian Metals Inc. (the "Resulting Issuer");
- The consolidation of the securities of the Corporation, whereby each issued and outstanding pre-consolidated common share is exchanged for 0.46 of a post-consolidated common share;
- Formation of Coco Subco; and
- Viridian Metal Corp. and Coco Subco's amalgamation to Viridian Metals Corp., a wholly-owned subsidiary of the Resulting Issuer

Except where otherwise indicated, all share and per-share amounts have been adjusted retrospectively to reflect the share consolidation resulting from the Qualifying Transaction.

## 2. GOING CONCERN

These 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. 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.

## 2. GOING CONCERN (continued)

The Corporation had a net loss of $233,216 (2023 - $60,061) and had an accumulated deficit of $302,354 (August 31, 2023 - $69,138) and working capital surplus of $140,910 (August 31, 2023 – $104,859) as at August 31, 2024. These 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 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 financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”).

These financial statements were authorized for issue by the directors of the Corporation on December 10, 2024.

### Basis of presentation

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

## 4. MATERIAL ACCOUNTING POLICIES

### Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

*Financial assets*

*(i) Recognition and measurement of financial assets*

The Corporation recognizes a financial asset when it becomes a party to the contractual provisions of the instrument.

*(ii) Classification of financial assets*

The Corporation classifies financial assets at initial recognition as financial assets measured at amortized cost, measured at fair value through other comprehensive income or measured at fair value through profit or loss.

## 4. MATERIAL ACCOUNTING POLICIES (continued)

### Financial instruments (continued)

*Financial assets measured at amortized cost*

A financial asset that meets both of the following conditions is classified as a financial asset measured at amortized cost: (1) The Corporation's business model for such financial assets is to hold the asset in order to collect contractual cash flows; and (2) The contractual terms of the financial asset gives rise on specified dates to cash flows that are solely payments of principal and interest on the amount outstanding.

A financial asset measured at amortized cost is initially recognized at fair value plus transaction costs directly attributable to the asset. After initial recognition, the carrying amount of the financial asset measured at amortized cost is determined using the effective interest method, net of impairment loss, if necessary.

*Financial assets measured at fair value through other comprehensive income ("FVTOCI")*

A financial asset measured at fair value through other comprehensive income is recognized initially at fair value plus transaction costs directly attributable to the asset. After initial recognition, the asset is measured at fair value with changes in fair value included as "financial asset at fair value through other comprehensive income" in other comprehensive income.

*Financial assets measured at fair value through profit or loss ("FVTPL")*

A financial asset measured at fair value through profit or loss is recognized initially at fair value with any associated transaction costs being recognized in profit or loss when incurred. Subsequently, the financial asset is remeasured at fair value, and a gain or loss is recognized in profit or loss in the reporting period in which it arises.

*(iii) Derecognition of financial assets*

The Corporation derecognizes a financial asset if the contractual rights to the cash flows from the asset expire, or the Corporation transfers substantially all the risks and rewards of ownership of the financial asset. Any interest in transferred financial assets that are created or retained by the Corporation are recognized as a separate asset or liability. Gains and losses on derecognition are generally recognized in the statements of loss and comprehensive loss. However, gains and losses on derecognition of financial assets classified as FVTOCI remain within accumulated other comprehensive loss.

*(iv) Impairment of financial assets*

The Corporation assesses at each reporting date whether there is objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset or group of financial assets.

*<u>Financial liabilities</u>*

*(i) Recognition and measurement of financial liabilities*

The Corporation recognizes financial liabilities when it becomes a party to the contractual provisions of the instruments.

## 4. MATERIAL ACCOUNTING POLICIES (continued)

*(ii) Classification of financial liabilities*

The Corporation classifies financial liabilities at initial recognition as financial liabilities: measured at amortized cost or measured at fair value through profit or loss.

*Financial liabilities measured at amortized cost*

A financial liability measured at amortized cost is initially measured at fair value less transaction costs directly attributable to the issuance of the financial liability. Subsequently, the financial liability is measured at amortized cost based on the effective interest rate method.

*Financial liability measured at fair value through profit or loss*

A financial liability measured at fair value through profit or loss is initially measured at fair value with any associated transaction costs being recognized in profit or loss when incurred. Subsequently, the financial liability is remeasured at fair value, and a gain or loss is recognized in profit or loss in the reporting period in which it arises.

*(iii) Derecognition of financial liabilities*

The Corporation derecognizes a financial liability when the financial liability is discharged, cancelled or expired. Generally, the difference between the carrying amount of the financial liability derecognized and the consideration paid and payable including any non-cash assets transferred or liabilities assumed, is recognized in the statement of loss and comprehensive loss.

### Income taxes

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used are those that are substantively enacted by the end of the reporting date.

Deferred income tax is provided using the liability method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting. The change in the net deferred income tax asset or liability is included in income except for deferred income tax relating to equity items which is recognized directly in equity. The income tax effects of differences in the periods when revenue and expenses are recognized, in accordance with the Corporation’s accounting practices, and the periods they are recognized for income tax purposes are reflected as deferred income tax assets or liabilities. Deferred income tax assets and liabilities are measured using the substantively enacted statutory income tax rates which are expected to apply to taxable income in the years in which the assets are realized or the liabilities settled. A deferred income tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized.

Deferred income tax assets and liabilities are offset only if a legally enforceable right exists to offset current tax assets against liabilities and the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on the same taxable entity and are intended to be settled on a net basis.

## 4. MATERIAL ACCOUNTING POLICIES (continued)

### Share capital

Equity instruments are contracts that give a residual interest in the net assets of the Corporation. Financial instruments issued by the Corporation are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Corporation's common shares, stock options and share purchase warrants are classified as equity instruments. Proceeds received on the issuance of units, consisting of common shares and warrants, are allocated first to common shares based on the fair value of the common shares at the time the units are priced, then to warrants on a residual value basis.

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.

### Loss per share

Basic loss per share is calculated by dividing the net income or loss attributable to the common shareholders of the Corporation by the weighted average number of common shares outstanding and reduced by any shares held in escrow during the reporting period. Diluted loss per share is calculated by dividing the net loss applicable to common shares by the sum of the weighted average number of common shares issued and outstanding, all additional common shares that would have been outstanding if potentially dilutive instruments were converted and reduced by any shares held in escrow.

### Deferred listing expenses

Costs related to the IPO transaction are capitalized as incurred. Upon the completion of the transaction, these costs will be expensed.

### Share-based payments

The stock option plan allows Corporation directors, officers, employees and consultants to acquire shares of the Corporation. The fair value of options granted is recognized as a share-based payment expense with a corresponding increase in shareholders' equity. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee. Consideration paid on the exercise of stock options is credited to share capital and the fair value of the options is reclassified from share-based payment reserve to share capital. Once an option expires or is forfeited the fair value remains in the equity reserve account.

The fair value is measured at grant date. The fair value of the options granted is measured using the Black-Scholes option pricing model taking into account the terms and conditions upon which the options were granted. At each reporting date, the amount recognized as an expense is adjusted to reflect the number of stock options that are expected to vest.

### Accounting standards issued but not yet effective

The Corporation has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Corporation has not early adopted any new standards and determined that there are no standards that are relevant to the Corporation.

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods commencing on or after January 1, 2024. Many are not applicable or do not have a significant impact to the Company and have been excluded.

## 4. MATERIAL ACCOUNTING POLICIES (continued)

Classification of Liabilities as Current or Non-current (Amendments to IAS 1)
IAS 1 – Presentation of Financial Statements ("IAS 1") was amended in January 2020 to provide a more general approach to the classification of liabilities under IAS 1 based on the contractual arrangements in place at the reporting date. The amendments clarify that the classification of liabilities as current or noncurrent is based solely on a company's right to defer settlement at the reporting date. The right needs to be unconditional and must have substance. The amendments also clarify that the transfer of a company's own equity instruments is regarded as settlement of a liability, unless it results from the exercise of a conversion option meeting the definition of an equity instrument. The amendments are effective for annual periods beginning on January 1, 2024.

Classification and Measurement of Financial Instruments (Amendments to IFRS 9 and IFRS 7)
In May 2024, the IASB issued amendments to IFRS 9 Financial Instruments and IFRS 7 Financial Instruments – Disclosures. The amendments clarify the derecognition of financial liabilities and introduces an accounting policy option to derecognize financial liabilities that are settled through an electronic payment system. The amendments also clarify how to asses the contractual cash flow characteristics of financial assets that include environmental, social and governance (ESG)-linked features and other similar contingent features and the treatment of non-recourse assets and contractually linked instruments (CLIs). Further, the amendments mandate additional disclosures in IFRS 7 for financial instruments with contingent features and equity instruments classified at FVOCI. The amendments are effective for annual periods starting on or after January 1, 2026. Retrospective application is required and early adoption is permitted.

Presentation and Disclosure in Financial Statements (IFRS 18)
In April 2024, the IASB issued IFRS 18 Presentation and Disclosure in Financial Statements to improve reporting of financial performance. The new standards replaces IAS 1 Presentation of Financial Statements. IFRS 18 introduces new categories and required subtotals in the statement of profit and loss and also requires disclosure of management-defined performance measures. It also includes new requirements for the location, aggregation and disaggregation of financial information. The standard is effective for annual reporting periods beginning on or after January 1, 2027, including interim financial statements. Retrospective application is required and early adoption is permitted.

## 5. SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the Corporation's financial statements in conformity with IFRS requires management to make judgments, estimates, and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses. Judgements, estimates, and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from the judgements, estimates and assumptions made. A summary of items involving management judgment, estimation, and assumptions include, but are not limited to:

*Stock options*

Determining the fair value of stock options requires estimates related to the choice of a pricing model, the estimation of stock price volatility, the expected forfeiture rate and the expected term of the underlying instruments. Any changes in the estimates or inputs utilized to determine fair value could have a significant impact on the Corporation's future operating results or on other components of shareholders' equity.

*Income taxes*

The determination of current and deferred taxes requires interpretations of tax legislation, estimates of expected timing of reversal of deferred tax assets and liabilities, and estimates of future earnings.

(Expressed in Canadian dollars)

## 5. SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS (continued)

*Going concern*

The application of the going concern assumption requires management to take into account all available information about the future, which is at least, but is not limited to, 12 months from the end of the reporting period. Management of the Corporation is aware that material uncertainties related to events or conditions may cast significant doubt upon the Corporation's ability to continue as a going concern.

## 6. BASIS OF FAIR VALUE

As at August 31, 2024, the Corporation's financial instruments consist of cash and cash equivalents 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 and cash equivalents are 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. CASH AND CASH EQUVALENTS

| | | August 31, 2024 | | August 31, 2023 |
|---|---|---|---|---|
| Cash | $ | 73,515 | $ | 79,498 |
| Cash equivalents | | 104,313 | | - |
| **Total cash and cash equivalents** | **$** | **177,828** | **$** | **79,498** |

As of August 31, 2024, the Corporation held a three-month cashable treasury bill with a market value of $104,313 (August 31, 2023 - $Nil). The treasury bill matures on January 3, 2025. During the year ended August 31, 2024, the Corporation incurred a fair market value gain of $4,313 (2023 - $Nil) on the treasury bill.

## 8. SHARE CAPITAL

**Authorized**

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

**Issued and outstanding**

As at August 31, 2024, there were 2,852,000 (August 31, 2023 – 1,472,000) common shares issued and outstanding and 1,472,000 (August 31, 2023 – nil) common shares held in escrow. Under the terms of the escrow agreement 25% of the escrowed shares are released on the date of a final qualifying transaction bulletin from the TSX Venture, with the remaining escrowed shares being released in 25% increments every 6 months following the date of a final qualifying transaction bulletin.

*During the year ended August 31, 2024*

During the year ended August 31, 2024, the Corporation completed its initial public offering ("IPO") through the issuance of 1,380,000 shares at $0.217 per share, for gross proceeds of $300,000, pursuant to the Corporation's prospectus dated November 8, 2023. The Corporation paid the Agent cash commissions of $30,000, representing 10% of the gross proceeds and non-cash commission in the form of 138,000 Agents' Warrants representing 10% of the number of shares sold in the IPO. The Agent Warrants are exercisable for a period of 24 months following the closing date of the IPO, at $0.217 per share. A value of $16,214 was assigned to the Agents' Warrants using the Black-Scholes option pricing model with the following inputs: Stock price - $0.217; Exercise price - $0.217; Dividend yield - $Nil; Expected volatility – 100%; Risk free interest rate – 4.19% and expected life of 2 years. In addition to the commission and Agent Warrants, the Corporation incurred $30,592 in legal and corporate finance fees recorded as share issuance costs. The Corporation also incurred listing fees of $42,701 relating to legal and corporate finance fees in connection with its IPO.

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).

*During the year ended August 31, 2023*

During the year ended August 31, 2023, the Corporation issued 46,000 common shares at a price of $0.109 to a director of the Corporation for proceeds of $5,000.

## 9. 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 142,600 stock options with an exercise price of $0.109 and an expiry date of September 30, 2032, to directors of the Corporation. The stock options vested immediately.

(Expressed in Canadian dollars)

**9. STOCK OPTIONS (continued)**

On February 8, 2024, the Corporation granted 142,600 stock options with an exercise price of $0.217 and an expiry date of February 8, 2034, to directors of the Corporation. The stock options vested immediately.

On March 27, 2024, 4,600 stock options with an exercise price of $0.109 and 4,600 stock options with an exercise price of $0.217 were surrendered and cancelled.

On March 27, 2024, 9,200 stock options with an exercise price of $0.174 were granted to a director and officer of the Corporation. The options vested fully on grant and expire on March 27, 2034.

Stock option transactions are summarized as follows:

| | Number of Options | Weighted Average Exercise Price |
|---|---|---|
| **Outstanding at August 31, 2022** | **-** | **$ -** |
| Granted | 142,600 | 0.109 |
| **Outstanding at August 31, 2023** | **142,600** | **0.109** |
| Granted | 151,800 | 0.215 |
| Cancelled | (9,200) | 0.163 |
| **Outstanding at August 31, 2024** | **285,200** | **$ 0.163** |

As at August 31, 2024, the following stock options were outstanding and exercisable:

| Outstanding and Exercisable | Exercise Price | Remaining Life (Years) | Fair Value | Expiry Date |
|---|---|---|---|---|
| 138,000 | $0.109 | 8.09 | $0.109 | September 30, 2032 |
| 138,000 | $0.217 | 9.45 | $0.20 | February 8, 2034 |
| 9,200 | $0.174 | 9.58 | $0.20 | March 27, 2034 |
| **285,200** | | | | |

During the year ended August 31, 2024, the Corporation recorded share-based payments of $29,859 (2023 - $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 year ended | August 31, 2024 | August 31, 2023 |
|---|---|---|
| Risk-free interest rate | 3.44% | 3.16% |
| Expected life (years) | 10 | 10 |
| Annualized volatility | 100% | 100% |
| Dividend yield | 0% | 0% |

(Expressed in Canadian dollars)

## 10. WARRANTS

Warrant transactions are summarized as follows:

| | Number of Warrants | Weighted Average Exercise Price |
|---|---|---|
| **Outstanding at August 31, 2023 and 2022** | **-** | **$ -** |
| Granted | 138,000 | 0.217 |
| **Outstanding at August 31, 2024** | **138,000** | **$ 0.217** |

As at August 31, 2024, the following warrants were outstanding and exercisable:

| Outstanding and Exercisable | Exercise Price | Remaining Life (Years) | Fair Value | Expiry Date |
|---|---|---|---|---|
| 138,000 | $0.217 | 1.44 | $0.109 | February 8, 2026 |

On February 8, 2024, the Corporation issued 138,000 agent's warrants as part of the IPO with each warrant exercisable into one common share at a price of $0.217 expiring on February 8, 2026, with a fair value of $16,214. The agent's warrants had a fair value of $0.117 per warrant using the Black-Scholes option pricing model with the following inputs: i) exercise price: $0.217; ii) share price: $0.217; iii) term: 2 years; iv) volatility: 100%; v) risk free rate: 4.19%.

## 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 August 31, 2024 and 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 year ended August 31, 2024 | 2023 |
|---|---|---|
| **Share-based payments:** | | |
| Directors | $ 13,501 | $ 6,524 |
| Chief Executive Officer ("CEO") | 4,841 | 2,491 |
| Chief Financial Officer ("CFO") | 4,841 | 2,491 |
| Corporate Secretary | 6,676 | 2,491 |
| | **$ 29,859** | **$ 13,997** |

During the year ended August 31, 2024, the Corporation granted 151,800 (2023 – 142,600) stock options to the directors and recorded $29,859 (2023 - $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.

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 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.

In accordance with Policy 2.5 of the Exchange, the Corporation is required to maintain adequate working capital of the greater of (i) $50,000 and (ii) an amount required in order to maintain operations and cover general and administrative expenses for a period of six months.

Other than noted above, 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 years ended August 31, 2024 and 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 and cash equivalents are exposed to credit risk. The Corporation reduces its credit risk on cash and cash equivalents by placing these instruments in institutions 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.

(Expressed in Canadian dollars)

## 13. FINANCIAL RISK MANAGEMENT (continued)

### Liquidity risk (continued)

As at August 31, 2024, the Corporation had a cash balance of $177,828 (August 31, 2023 - $79,498) to settle current liabilities of $47,252 (August 31, 2023 - $38,310). The Corporation's accounts payable and accrued liabilities generally have contractual maturities of less than 30 days and are subject to normal trade terms.

### 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. INCOME TAXES

The following table reconciles the amount of income tax recoverable on application of the statutory Canadian federal and provincial income tax rates:

| | | Year ended August 31, 2024 | | Year ended August 31, 2023 |
|---|---|---|---|---|
| Net loss | $ | (233,216) | $ | (60,061) |
| Statutory income tax rate | | 27% | | 27% |
| Expected income tax recovery | | (63,000) | | (16,000) |
| Non-deductible items | | 8,000 | | 4,000 |
| Financing fees charged to equity | | (16,000) | | - |
| Unrecognized benefit from income tax losses | | 71,000 | | 12,000 |
| **Income tax recovery** | **$** | **-** | **$** | **-** |

Deferred taxes are provided as a result of temporary differences that arise due to the differences between the income tax values and the carrying amounts of assets and liabilities. Deferred tax assets have not been recognized in respect of the following deductible temporary differences:

| | | August 31, 2024 | | August 31, 2023 |
|---|---|---|---|---|
| Share issuance costs | $ | 13,000 | $ | - |
| Non-capital losses | $ | 72,000 | $ | 15,000 |

As at August 31, 2024 the Corporation had non-capital loss carry forwards of $271,000 which may in certain circumstances be applied to reduce future Canadian taxable income and will expire between 2042 and 2044.

## 15. SUBSEQUENT EVENTS

On November 6th, 2024, the Corporation announced the closure of the three-cornered Amalgamation with Viridian Metals Corp., constituting its Qualifying Transaction.

The Amalgamation Agreement outlines the following:

- The Corporation name change from Coco Pool Corp. to Viridian Metals Inc. (the “Resulting Issuer”);
- The consolidation of the securities of the Corporation, whereby each issued and outstanding pre-consolidated common share is exchanged for 0.46 of a post-consolidated common share;
- Formation of Coco Subco; and
- Viridian Metal Corp. and Coco Subco’s amalgamation to Viridian Metals Corp., a wholly-owned subsidiary of the Resulting Issuer

All share and per-share amounts have been adjusted retrospectively to reflect the share consolidation resulting from the Qualifying Transaction.