Star Navigation Systems Group Ltd.

Consolidated Financial Statements

For the years ended June 30, 2023 and June 30, 2022

(Expressed in Canadian dollars)

Independent Auditor's Report

To the Shareholders of
Star Navigation Systems Group Ltd.

Opinion

We have audited the consolidated financial statements of Star Navigation Systems Group Ltd. and its subsidiaries (the Company), which comprise the consolidated statement of financial position as at June 30, 2023 and 2022, and the consolidated statement of comprehensive loss, consolidated statement of changes in shareholders' deficiency, and consolidated statement of cash flows for the year ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at June 30, 2023 and 2022, and its consolidated financial performance and its consolidated cash flows for the years 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 Consolidated 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 consolidated financial statements in Canada, and 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.

Material Uncertainty Related to Going Concern

Without modifying our opinion, we draw attention to note 1 to the financial statements which explains that the Company has an accumulated deficit of $73,027,757 and a working capital deficiency of $466,118 as at June 30, 2023. This raises doubt about the Company's ability to continue as a going concern. The consolidated financial statements have been prepared assuming that the Company will continue as a going concern and do not include any adjustments that might result from the outcome of this uncertainty.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current year. 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 are no other key audit matters to communicate in our auditors' report.

Information Other than the Financial Statements and Auditor's Report Thereon

Management is responsible for the other information. The other information comprises the information, other than the financial statements and our auditor's report thereon, in Management's Discussion and Analysis of Financial Condition and Operations.

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

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

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

In preparing the consolidated 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 to 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.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated 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 the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements. As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated 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 risk 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 consolidated 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 consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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.

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.

The engagement partner on the audit resulting in this independent auditor's report is Marie-Claude Frigon.

Richter LLP [1]

Montréal, Québec
October 27, 2023

[1]CPA auditor, public accountancy permit No. A112505

Star Navigation Systems Group Ltd.
Consolidated Statements of Financial Position
As at June 30, 2023 and June 30, 2022
(Expressed in Canadian dollars)

		2023		2022
Assets				
Current				
Cash	**$**	**1,047,564**	$	**-**
Accounts receivable (Note 4)		**60,561**		27,491
Inventory		**95,555**		37,641
Sales tax recoverable (Note 5)		**191,178**		179,031
Prepaid expenses and deposits		**311,348**		141,552
Total current assets		**1,706,206**		385,715
Non-current assets				
Deposit on intangible assets		**141,745**		55,199
Property and equipment (Note 6)		**70,498**		56,349
Right-of-use assets (Note 7)		**583,356**		689,421
Total non-current assets		**795,599**		800,969
Total assets	**$**	**2,501,805**	$	1,186,684
Liabilities and Shareholders' Deficiency				
Current				
Bank indebtedness	**$**	**-**	$	38,224
Accounts payable and accrued liabilities (Note 8)		**1,147,490**		1,315,776
Lease liability – current portion (Note 9)		**114,797**		102,244
Loans payable – current portion (Note 10)		**275,000**		306,800
Due to creditors under the terms of the NOI (Note 11)		**285,300**		900,000
Deferred revenue		**84,513**		45,603
Due to related parties (Note 16)		**265,224**		170,224
Total current liabilities		**2,172,324**		2,878,871
Non-current liabilities				
Lease liability (Note 9)		**749,562**		864,360
Loans payable (Note 10)		**120,000**		120,000
Total liabilities		**3,041,886**		3,863,231
Shareholders' Deficiency				
Share capital (Note 12)		**45,752,193**		41,901,151
Contributed surplus (Note 13)		**26,474,955**		23,451,577
Shares to be issued (Note 12)		**260,528**		5,900
Deficit		**(73,027,757)**		(68,035,174)
Total shareholders' deficiency		**(540,081)**		(2,676,546)
Total Liabilities and Shareholders' Deficiency	**$**	**2,501,805**	$	1,186,684

Nature of Operations and Going Concern (Note 1)

Litigations (Note 21)

Approved by the Board ***"Gurdip Panaich"*** ***Director*** *(Signed)* ***"Anoop Brar"*** ***Director*** *(Signed)*

Star Navigation Systems Group Ltd.
Consolidated Statements of Loss and Comprehensive Loss
For the years ended June 30, 2023 and 2022
(Expressed in Canadian dollars)

	2023	2022
Revenue (Note 18)	**$ 58,039**	$ 25,133
Expenses		
Cost of inventory consumed	**15,742**	6,397
General & administrative (Note 19)	**1,714,204**	1,620,887
Marketing & promotion (Note 19)	**2,632,670**	1,411,386
Product maintenance & Operating costs (Note 19)	**711,067**	870,867
Stock-based compensation (Note 13)	**-**	342,650
Foreign exchange loss	**318**	2,672
	5,074,001	4,254,859
Loss from operations	**(5,015,962)**	(4,229,724)
Other income (expenses)		
Gain on NOI Proposal	**13,677**	-
Gain on debt settlement	**131,425**	-
Interest expense	**(29,621)**	(109,403)
Interest expense – lease liability (Note 9)	**(92,102)**	(100,937)
Net loss and comprehensive loss for the year	**$ (4,992,583)**	$ (4,440,064)
Basic and diluted loss per common share	**$ (0.005)**	$ (0.006)
Weighted average number of common shares outstanding	**948,201,267**	714,378,374

Star Navigation Systems Group Ltd.
Consolidated Statements of Changes in Shareholders' Deficiency
As at June 30, 2023 and 2022
(Expressed in Canadian dollars)

	Number of common shares	Number of Series I preferred shares	Share capital	Shares to be issued	Contributed surplus	Deficit	Total
Balance at June 30, 2021	**622,975,832**	**615,000**	**$ 41,231,343**	**$ 401,469**	**$ 18,534,696**	**$ (63,595,111)**	**$ (3,427,603)**
Issued for cash on private placement (Note 12(a))	68,166,667	-	2,045,000	-	-	-	**2,045,000**
Fair value of warrants issued on private placement (Note 13)	-	-	(1,687,261)	-	1,687,261	-	**-**
Issued as finder's fees on private placement (Note 12(a))	8,180,000	-	245,400	-	-	-	**245,400**
Issued as shares for debt (Note 12(b))	130,043,723	-	3,199,039	(395,569)	-	-	**2,803,470**
Fair value of warrants issued on shares for debt	-	-	(2,886,970)	-	2,886,970	-	**-**
Share Issuance costs (Note 12(a))	-	-	(245,400)	-	-	-	**(245,400)**
Stock-based compensation (Note 13)	-	-	-	-	342,650	-	**342,650**
Net loss for the year	-	-	-	-	-	(4,440,063)	**(4,440,063)**
Balance at June 30, 2022	**829,366,222**	**615,000**	**$ 41,901,151**	**$ 5,900**	**$ 23,451,577**	**$ (68,035,174)**	**$ (2,676,546)**
Balance at June 30, 2022	**829,366,222**	**615,000**	**$ 41,901,151**	**$ 5,900**	**$ 23,451,577**	**$ (68,035,174)**	**$ (2,676,546)**
Issued for cash on private placement (Note 12(c))	102,328,571	-	2,148,900	-	-	-	**2,148,900**
Fair value of warrants issued on private placement (Note 13)	-	-	(1,279,107)	-	1,279,107	-	**-**
Issued as shares for debt (Note 12(d))	33,925,000	-	678,500	-	-	-	**678,500**
Fair value of warrants issued on shares for debt (Note 13)	-	-	(434,240)	-	434,240	-	**-**
Issued for cash on private placement (Note 12(e))	47,475,000	-	1,899,000	-	-	-	**1,899,000**
Fair value of warrants issued on private placement (Note 13)	-	-	(1,266,075)	-	1,266,075	-	**-**
Issued as shares for debt (Note 12(f))	1,628,000	-	65,120	254,628	-	-	**319,748**
Fair value of warrants issued on shares for debt (Note 13)	-	-	(43,956)	-	43,956	-	**-**
Issued for cash on warrant exercise (Note 12(h))	30,738,660	-	1,543,600	-	-	-	**1,543,600**
Issued on NOI (Note 12(g))	12,294,000	-	614,700	-	-	-	**614,700**
Stock-based compensation (Note 12(i))	4,000,000	-	200,000	-	-	-	**200,000**
Share Issuance costs	-	-	(275,400)	-	-	-	**(275,400)**
Net loss for the year	-	-	-	-	-	(4,992,583)	**(4,792,583)**
Balance at June 30, 2023	**1,061,755,454**	**615,000**	**$ 45,752,193**	**$ 260,528**	**$ 26,474,955**	**$ (73,027,757)**	**$ (540,081)**

Star Navigation Systems Group Ltd.
Consolidated Statements of Cash Flows
For the years ended June 30, 2023 and 2022
(Expressed in Canadian dollars)

	2023	2022
Operating activities		
Net Loss	$ (4,992,583)	$ (4,440,063)
Items not affecting cash:		
Amortization of property and equipment	23,056	22,834
Depreciation of right-of-use assets	106,065	106,064
Interest on lease liability	92,102	100,937
Stock-based compensation	200,000	342,650
Director's fees	240,000	421,000
	(4,331,360)	(3,446,578)
Changes in non-cash working capital items:		
Accounts receivables	(33,070)	(3,472)
Employee loans receivables	-	81,550
Inventory	(57,914)	(37,641)
Sales tax recoverable	(12,147)	8,335
Prepaid expenses and deposits	(94,796)	(59,184)
Accounts payable and accrued liabilities	1,539,961	976,615
Deferred revenue	38,910	12,674
Net cash used provided by operating activities	(2,950,416)	(2,467,700)
Investing activities		
Purchase of Intangibles	(86,546)	(55,199)
Purchase of property and equipment	(37,205)	(15,855)
Net cash used by investing activities	(123,751)	(71,054)
Financing activities		
Lease liability payments	(194,346)	(167,190)
Loans payable	175,000	306,800
Bank Indebtedness	(38,224)	38,224
Issuance of shares, net of issuance costs	4,179,300	2,084,000
Net cash provided by financing activities	4,121,731	2,185,386
Net change in cash	1,047,564	(276,921)
Cash, beginning of year	-	276,921
Cash, end of year	$ 1,047,564	$ -
Supplemental Disclosure		
Issuance of units for finder's fees	$ -	$ 245,400

1. NATURE OF OPERATIONS AND GOING CONCERN

Star Navigation Systems Group Ltd. (the "Company") is devoting substantially all of its activity to the development, marketing and promotion of an In-flight Safety Monitoring System ("STAR-ISMS®"), whereby data from an aircraft can be transmitted to ground stations for the duration of a flight. The Company has been granted supplemental type certificates for use of the systems on a Boeing 737, 727, Airbus A321, A320, A340 and a Learjet 45. The Company was incorporated by Certificate of Incorporation issued pursuant to the provisions of the Business Corporations Act (*Ontario*) in May 2000 and its registered address is located at 11 Kenview Blvd, Brampton, Ontario L6T 5G5. The Company is listed on the Canadian Securities Exchange trading under the symbol of "SNA".

Going Concern

These consolidated financial statements (the "financial statements") have been prepared using accounting policies applicable to a going concern basis, which presumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business as they become due. The Company incurred a net loss of $4,992,583 for the year ended June 30, 2023 (June 30, 2022 – $(4,440,063)), has an accumulated deficit of $73,027,757 (June 30, 2022 - $68,035,174) and has a working capital deficiency of $466,118 (June 30, 2022 – ($2,493,156)). Whether and when the Company can attain profitability and positive cash flows from operations is uncertain. These material uncertainties cast significant doubt about the Company's ability to continue as a going concern. The Company's ability to continue operations, meet its obligations and realize its investment in development costs is dependent on the continued support from investors and related parties to finance sales to customers, continue the project development, obtain the necessary certifications from regulatory agencies as well as successfully marketing the STAR-ISMS® for gain. These financial statements do not reflect adjustments in the carrying values of the Company's assets and liabilities, revenues and expenses, and the financial position classifications used, that may be necessary should the Company be unable to continue as a going concern or be unable to realize its assets and discharge its liabilities in the normal course of operations. Such adjustments could be material.

Cease Trade Order

On November 1, 2019, the Ontario Securities Commission ("OSC") issued a cease trade order (the "CTO" or "FFCTO") against the Company for failing to file certain outstanding continuous disclosure documents in a timely manner. This order was revoked on November 24, 2021.

2. BASIS OF PRESENTATION

(a) Statement of Compliance

These consolidated financial statements of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). The consolidated financial statements for the year ended June 30, 2023 were authorized for issue by the Board of Directors on October 27, 2023.

(b) Basis of Measurement

These financial statements have been prepared under the historical cost convention, except for certain financial instruments which are measured at fair value.

2. BASIS OF PRESENTATION (Continued)

(c) Functional and Presentation Currency

These financial statements are presented in Canadian dollars, which is also the Company's and its subsidiaries' functional currency.

(d) Basis of Consolidation

These financial statements include the accounts of the Company, and its wholly owned subsidiaries, Star Navigation Systems Inc. ("Star"), Star Navigation Systems (Quebec) Inc., and Star Navigation Systems (U.K) Ltd. and its non-wholly owned subsidiary Star-Isoneo Inc. The Company exercises 100% control over each of its subsidiaries and 80% control over its non-wholly owned subsidiary, Star-Isoneo Inc. The non-controlling interest related to Star-Isoneo Inc. has been deemed to be immaterial by management. Star Navigation Systems (Quebec) Inc. and Star Navigation Systems (U.K) Ltd. are inactive. The financial statements of its subsidiaries are included in the consolidated statements from the date that control commences until the date that control ceases. All significant inter-company transactions and balances have been eliminated on consolidation. All references to the Company should be treated as references to the Company and its subsidiaries.

(e) Critical Accounting Estimates, Judgments, and Assumptions

The preparation of these financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the unaudited interim consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. 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. Uncertainty about these judgments, estimates and assumptions could result in outcomes that could require a material adjustment to the carrying amount of the asset or liability affected in future periods.

The significant areas of estimation uncertainty considered by management in preparing the financial statements are as follows:

(i) Useful lives and impairment of property and equipment and right-of -use assets:

Property and equipment and intangible assets are amortized based on their estimated useful lives, which is the lesser of the economic life or the legal life of the asset. Management reviews the carrying value of these assets annually to determine if all items are still in use or are no longer expected to generate future benefit. These estimates will affect the carrying value of property and equipment and intangible assets and the amount of depreciation and impairment expenses.

2. BASIS OF PRESENTATION (Continued)

(ii) Valuation of warrants and share-based compensation

The Company uses the Black-Scholes option pricing model to calculate both the value of warrants issued as part of the Company's private placements, shares for debts and option grants. The Black-Scholes model requires six key inputs to determine a value for a warrant: risk free interest rate, exercise price, market price at date of issue, expected dividend yield, expected life and expected volatility. Certain of the inputs are estimates which involve considerable judgment and are, or could be, affected by significant factors that are out of the Company's control. For example, a longer expected life of the warrant or a higher volatility number used would result in an increase in the warrant value.

(iii) Going concern:

The Company's management has made an assessment of the Company's ability to continue as a going concern and the consolidated financial statements continue to be prepared on a going concern basis. However, management does not believe the Company has sufficient cash on hand to meet the Company's operating expenditures beyond June 30, 2023 which may cast significant doubt upon the Company's ability to continue as a going concern. These consolidated financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

(iv) Deferred tax assets:

Deferred tax assets are recognized in respect of tax losses and other temporary differences to the extent it is probable that taxable income will be available against which the losses can be utilized. Judgment is required to determine the amount of deferred tax assets that can be recognized based upon the likely timing and level of future taxable income together with future tax planning strategies.

(v) Inventory Obsolescence:

Inventory is valued at the lower of cost or net realizable value. Management assesses the net realizable value, determined as the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale, to determine if it is lower than the cost of inventory. This estimate will affect the carrying value of inventory and the cost of inventory consumed.

3. SIGNIFICANT ACCOUNTING POLICIES

Prepaid expense

The Company has classified prepayments as current because they relate to the purchase of services and are expected to be realized within 12 months of the reporting date. Prepaid expense contains premises costs and consulting services.

Property and Equipment

Property and equipment are recorded at cost less accumulated amortization and accumulated impairment losses, if any.

Amortization is provided at rates designed to amortize the cost of the assets over their estimated useful lives as follows:

Furniture and equipment	- 20% per annum, declining balance
Computer equipment and software	- 50% per annum, declining balance

Intangible Assets

(a) License Rights

The Company owns the exclusive, worldwide license to the patented technology upon which its STAR-ISMS® product is based. Payment in full in respect of the purchase of the license rights has been made. Ongoing costs represent out-of-pocket costs for various license applications and processing. Costs directly attributable to the license rights are amortized on a straight-line basis over the estimated useful life of 5 years. Costs of renewals of licenses in foreign jurisdictions are amortized over the period of renewal.

(b) Star-MMI Technology and Patents

Costs directly related to the Company's patents have been capitalized and are being amortized on a straight-line basis over their estimated useful life of 7 years.

(c) Website Costs

Costs directly related to the Company's website design have been capitalized and are being amortized on a straight-line basis over their estimated useful life of 3 years.

(d) GUI System

The GUI system will allow STAR-ISMS® customers to view the airline flights and receive end of flight reports. This product was not 100% completed at June 30, 2023 and therefore all costs associated with it have been allocated to deposits on intangible asset. No amortization was taken in 2023.

(e) STAR-ISMS® and Peripherals

Costs related to the STAR-ISMS® and Peripherals that are capitalized, are amortized on a straight-line basis over their estimated useful life of 3 years.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Intangible Assets (Continued)

(f) Goodwill

Goodwill is the amount that results when the purchase price of an acquired business exceeds the sum of the amounts allocated to the assets acquired, less liabilities assumed, based on their assigned values. Goodwill is allocated as of the date of the business combination to the CGU that are expected to benefit from the business combination. Goodwill is not amortized but is tested for impairment annually or more frequently if events or changes in circumstances indicate that the asset might be impaired.

Inventory

The Company's inventory consists of STAR-ISMS® units and STAR-MMI parts inventory. Inventory is valued at the lower of cost or net realizable value. Cost is determined using the weighted average cost method and includes the cost of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Net realizable value is determined as the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

Leases

At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Company recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost and is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. The lease liability is subsequently measured at amortized cost using the effective interest method.

The Company has elected not to recognize right-of-use assets and lease liabilities for short-term leases that have a term of 12 months or less. The Company recognizes the lease payments associated with these leases as an operating expense on a straight-line basis over the lease term.

Products maintenance and operating costs

Products maintenance and operating costs represent costs incurred in relation with the Company's STAR-A.D.S.® program. Those costs are expensed as incurred.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue Recognition (Continued)

Revenue from contracts with customers

Revenue is recognized at an amount that reflects the consideration to which the Issuer is expected to be entitled in exchange for transferring services to a customer. For each contract with a customer, the Issuer: identifies the contract with a customer; identifies the performance obligations in the contract; determines the transaction price which takes into account estimates of variable consideration and the time value of money; allocates the transaction price to the separate performance obligations on the basis of the relative stand-alone selling price of each distinct service to be delivered; and recognizes revenue when or as each performance obligation is satisfied in a manner that depicts the transfer to the customer of the services promised.

Revenue from STAR-A.D.S. ® contracts

STAR-A.D.S. ® contracts might include installation of the system, airtime monitoring, or both.

Performance obligation of the Company’s STAR-A.D.S. ® system is considered completed when the installation of the system is complete, defined to be when the related equipment has been installed in a customer's aircraft or transportation vehicle, tested and accepted by the customer, and has received the necessary regulatory approvals. Installations are generally conducted by customers under the Company’s management and supervision. In the event the customer chooses to manage the installation without the Company’s supervision, performance obligation is considered completed when the product is delivered to the customer.

Performance obligation related to airtime services are considered complete as the services are performed based on airtime used by the customer. The customer is billed at the end of each month.

In the event that the Company’s STAR-A.D.S. ® and airtime are sold as a bundled package, the Company allocates the contract consideration to the performance obligations based on their relative stand-alone price, as determined by reliable objective evidence. Objective evidence of relative stand-alone selling price based on the price charged when the elements are sold separately, which is in accordance with the Company’s standard price list.

The Company receives deposits on contracts when signed with customers. These deposits are not recognized as revenue but are recognized as deferred revenues until the installation of the product is completed.

Revenue from MMI contracts

Performance obligation for repairs and maintenance of STAR-MMI flat panel displays units are considered completed when the unit has been repaired and shipped to the customer.

Revenue from Consulting contracts

Performance obligation related to consulting services provided to customers for planning and assistance in the Research and development projects undertaken or joint ventures done in conjunction with other Companies are considered complete as the services are performed by the consultants.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign Exchange

Monetary assets and liabilities denominated in foreign currencies are translated at the period end exchange rate. Non-monetary assets and liabilities as well as revenue and expense transactions denominated in foreign currencies are translated at the rate prevailing at the time of the transaction. Translation gain or loss adjustments are recognized in the period in which they occur.

Provisions

A provision is recognized on the statement of financial position when the Company has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

Share Capital

Common shares and preferred shares are classified as equity. Transaction costs directly attributable to the issue of common shares and share purchase options are recognized as a deduction from equity. When share capital recognized as equity is repurchased, the amount of the consideration paid, including directly attributable costs, is recognized as a deduction from total equity.

Loss Per Share

Basic loss per share is calculated by dividing the net loss available to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted loss per share is determined by adjusting the net loss attributable to common shareholders and the weighted average number of common shares outstanding, for the effects of all dilutive potential common shares, which comprise share options and warrants issued by the Company. The outstanding share options and warrants are not included in the diluted net loss per common share as they are anti-dilutive for all periods presented.

Stock-Based Compensation and Other Stock-Based Payments

The Company applies a fair value-based method of accounting to all stock-based payments. Accordingly, stock-based payments for employees are measured at the fair value of the equity instruments issued and stock-based payments for non-employees are measured at the fair value of the goods or services received, unless the fair value cannot be estimated reliably. In cases where the fair value cannot be estimated reliably, the Company measures these transactions by reference to the fair value of the equity instruments granted. Each tranche is considered a separate award with its own vesting period and fair value. Stock-based compensation is charged to the statement of comprehensive loss over the tranche's vesting period and the offset is credited to contributed surplus. Consideration received upon the exercise of stock options is credited to share capital and the related contributed surplus is transferred to share capital.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Warrants

For transactions involving the issuance of warrants, the Company measures these transactions by reference to the fair value of the equity instruments granted. In the case of unit placements, the Company uses the Black-Scholes option pricing model to calculate the fair value of warrants issued. The proceeds from the issuance of units is allocated between common shares and warrants on a residual basis based the fair values of the warrants. Share issuance costs incurred in connection with the issuance of share capital are netted against the proceeds received.

Income Taxes

Income tax expense comprises current and deferred tax. Current tax and deferred tax are recognized in net loss except for items recognized directly in equity or in other comprehensive loss.

Current income taxes are recognized for the estimated income taxes payable or receivable on taxable income or loss for the current year and any adjustment to income taxes payable in respect of previous years. Current income taxes are determined using tax rates and tax laws that have been enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities are recognized where the carrying amount of an asset or liability differs from its tax base, except for taxable temporary differences arising on the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction affects neither accounting nor taxable profit nor loss. Deferred income tax assets and liabilities are measured using tax rates that have been enacted or substantively enacted applied to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred income tax assets and liabilities of a change in statutory tax rates is recognized in net income or loss in the year of change.

Recognition of deferred tax assets for unused tax losses, tax credits and deductible temporary differences is restricted to those instances where it is probable that future taxable profit will be available against which the deferred tax asset can be utilized. At the end of each reporting year the Company reassesses unrecognized deferred tax assets. The Company recognizes a previously unrecognized deferred tax asset to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Financial Instruments

Recognition and Derecognition

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are derecognized when the rights to receive cash flows have expired or substantially all risks and rewards of ownership have been transferred.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial Instruments (Continued)

Classification

Financial assets and liabilities are classified in the following measurement categories: i) those to be measured subsequently at fair value (either through profit or loss or through other comprehensive income), and ii) those to be measured subsequently at amortized cost. The classification of financial assets depends on the business model for managing the financial assets and the contractual terms of the cash flows. Financial liabilities are classified as those to be measured at amortized cost unless they are designated as those to be measured subsequently at fair value through profit or loss. For financial assets and liabilities measured at fair value, gains and losses are either recorded in profit or loss or other comprehensive income. Classification of financial assets or financial liabilities at fair value through either profit or loss or other comprehensive income, is an irrevocable designation at the time of recognition.

Financial assets are reclassified when, and only when, the Company's business model for managing those assets changes. Financial liabilities are not reclassified.

The Company has implemented the following classifications:

Accounts receivable and sales tax recoverable are classified as subsequently measured at amortized cost.

Bank indebtedness, accounts payable and accrued liabilities, Due to creditors under the terms of the NOI, loans payable, lease liability and due to related parties are classified as other financial liabilities and are subsequently measured at amortized cost using the effective interest method. Interest expense is recorded in profit or loss.

Measurement

All financial instruments are required to be measured at fair value on initial recognition, plus, in the case of a financial instruments not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition or issuance of that instrument. Transaction costs of financial instruments with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payments of principal and interest.

Financial assets that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest are measured at amortized cost at the end of the subsequent accounting periods. All other financial assets including equity investments are measured at their fair values at the end of subsequent accounting periods, with any change taken through profit or loss or other comprehensive income or loss.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial Instruments (Continued)

Impairment

At each reporting date, the Company assesses whether there is objective evidence that a financial asset is impaired. Each financial asset measured at amortized cost is assessed for impairment under an expected credit loss (“ECL”) model. The Company applies the simplified approach for trade receivables, which uses lifetime ECL’s and the general approach for all other receivables. The Company uses an accounts receivable aging provision matrix to measure the ECL, applies losses factors to aging categories greater than 90 days past due. Allowance for expected credit losses assessment require a degree of estimation and judgment. It is based on the lifetime expected credit loss, grouped based on days overdue and makes assumptions to allocation an overall expected credit loss rate for each group. These assumptions include recent sales experience and historical collection rates.

Impairment

Financial assets

A financial asset is assessed at each reporting date to determine whether there is any objective evidence that it is impaired. A financial asset 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. An impairment loss in respect of a financial asset measured at amortized cost is calculated as the difference between its carrying amount, and the present value of the estimated future cash flows discounted at the original effective interest rate.

Individually significant financial assets are tested for impairment on an individual basis. The remaining financial assets are assessed collectively in groups that share similar credit risk characteristics. All impairment losses are recognized in the statement of comprehensive loss.

An impairment loss is reversed if the reversal can be related objectively to an event occurring after the impairment loss was recognized. For financial assets measured at amortized cost the reversal is recognized in the statement of comprehensive loss.

Non-financial assets

Impairment tests on intangible assets with indefinite useful economic lives and intangible assets with definite useful lives that have not been put into use yet are undertaken annually at the financial year-end. Other non-financial assets are subject to impairment tests whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. Where the carrying value of an asset exceeds its recoverable amount, which is the higher of its value in use and fair value less costs of disposal, the asset is written down to its recoverable amount.

Where it is not possible to estimate the recoverable amount of an individual asset, the impairment test is carried out on the asset's cash-generating unit, which is the lowest group of assets in which the asset belongs for which there are separately identifiable cash inflows that are largely independent of the cash inflows from other assets.

(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial Instruments (Continued)

Non-financial assets (Continued)

An impairment loss in respect of other assets is assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

Adoption of new accounting policies

The Company has adopted all the new or amended Accounting Standards and Interpretations issued by the International Accounting Standards Board ("IASB") that are mandatory for the current reporting period, which did not have a significant impact on the Company.

Any new or amended Accounting Standard or Interpretations that are not yet mandatory have not been early adopted.

4. ACCOUNTS RECEIVABLE

Accounts receivable are collected on a regular basis.

	June 30, 2023	June 30, 2022
Accounts receivable	**$ 129,631**	$ 96,561
Less: Allowance for expected credit losses	**69,070**	69,070
Balance	**$ 60,561**	$ 27,491

The current aging of the accounts receivables outstanding at June 30, 2023 is $60,561 (June 30, 2022 - $27,491).

Current	1 - 30	31 - 60	61 - 90	91+	Total
$ 364	$ -	$ 1,498	$ 1,040	$ 57,659	$ 60,561
$ 364	**$ -**	**$ 1,498**	**$ 1,040**	**$ 57,659**	**$ 60,561**

The Company mitigates non-collection of accounts receivables through its assessment of customers prior to sales being made and managing customers with a hands-on approach after sale to keep on top of any customer concerns or problems that may lead to non-payment.

Of the receivable amount over 90 days, $38,910 is offset with a similar amount in deferred revenues and the balance of the over 91+ was received in October 2023. Receivables are only written off after all avenues of reconciliation have been attempted with its customers.

(Expressed in Canadian dollars)

5. SALES TAX RECOVERABLE

Sales tax recoverable is due from the Government of Canada in relation to Harmonized Sales Tax refunds, which as at June 30, 2023 amounted to $191,178 (June 30, 2022 - $179,031).

6. PROPERTY AND EQUIPMENT

	Furniture and Equipment	Computer Equipment and Software	**Total**
Cost			
Balance at June 30, 2021	324,807	505,824	830,631
Additions	6,000	9,855	15,855
Balance at June 30, 2022	330,807	515,679	846,486
Additions	10,160	27,045	37,205
Balance at June 30, 2023	**$ 340,967**	**$ 542,724**	**$ 883,691**
Accumulated Amortization			
Balance at June 30, 2021	$ 277,826	$ 489,477	$ 767,303
Amortization for the year	9,996	12,838	22,834
Balance at June 30, 2022	$ 287,822	$ 502,315	$ 790,137
Amortization for the year	9,612	13,444	23,056
Balance at June 30, 2023	**$ 297,434**	**$ 515,759**	**$ 813,193**
Carrying Amounts			
At June 30, 2022	$ 42,985	$ 13,364	$ 56,349
At June 30, 2023	**$ 43,533**	**$ 26,965**	**$ 70,498**

(Expressed in Canadian dollars)

7. RIGHT-OF-USE ASSETS

The Company has recognized a right-of-use asset in respect of its premises lease. The following is a continuity of the right-of-use asset:

		June 30, 2023		June 30, 2022
Cost				
Opening Balance	$	**1,026,307**	$	1,026,307
Additions		**-**		-
Balance	$	**1,026,307**	$	1,026,307
Accumulated Depreciation				
Opening Balance	$	**336,886**	$	230,822
Amortization		**106,065**		106,064
Balance	$	**442,951**	$	336,886
Carrying Amounts				
At June 30, 2022			$	689,421
At June 30, 2023	$	**583,356**		

8. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

		June 30, 2023		June 30, 2022
Trade payables (a)	**$**	**177,197**	$	313,456
Accrued liabilities (b)		**970,293**		1,002,320
	$	**1,147,490**	$	1,315,776

(a) Trade payables are amounts incurred in the normal everyday operation of the business.
(b) Accrued liabilities include amounts for CRA payroll deductions of $710,049 (June 30, 2022 - $429,407) with other accruals making up the balance.

(Expressed in Canadian dollars)

9. LEASE LIABILITY

The Company leases its premises under a lease agreement expiring on December 31, 2028, which was recognized at an incremental borrowing rate of 10%. The following is a continuity of activity during the year:

		June 30, 2023		June 30, 2022
Opening balance	$	**966,604**	$	1,032,857
Payments made		**(194,346)**		(167,190)
Interest on lease liabilities		**92,101**		100,937
Balance		**864,359**		966,604
Current portion		**(114,797)**		(102,244)
Long-term	$	**749,562**	$	864,360

The following table outlines the total contractual undiscounted lease payments at June 30, 2023:

2024	**$**	**196,066**
2025		**199,506**
2026		**206,385**
2027		**209,825**
Thereafter		**321,615**
Less: future interest expense		**(269,038)**
Total lease liabilities at June 30, 2023	**$**	**864,359**

10. LOANS PAYABLE

		June 30, 2023		June 30, 2022
Canadian Emergency Business Account loan (a)	$	**120,000**	$	120,000
Loan payable (b)	$	**-**	$	306,800
Convertible debentures (c)	$	**275,000**	$	-

(a) The Company received loans and subsidies from the Canadian Federal Government in February 2021. The Canadian Emergency Business account loan (“CEBA”) is an interest-free loan with no principal payments until December 31, 2023. If the Company repays $80,000 of the total loan prior to December 31, 2023 then the balance of $40,000 will be forgiven. If the balance is not paid by December 31, 2023 then the balance of the loan is converted to a three (3) year term loan with interest at 5% starting on January 1, 2024. The balance of the loan must be paid no later than June 30, 2026.

(b) The Company received loans from shareholders in the fiscal year ended June 30, 2022. These loans were unsecured, had no set terms for repayment and bore no interest. The Company completed Private Placements on October 11, 2022 and April 1, 2023 and Shares for Debt transactions on November 1, 2022 and April 15, 2023. These loans were converted to common shares of the Company on those respective dates. (See Notes 12(c,d,e,f))

(c) The Company received loans in the fiscal year ended June 30, 2023. These loans are unsecured, bear interest at rates ranging from 15%-18%, have no set terms of repayment and are convertible into common shares of the Company at $0.05 per share at any time by the lenders. The fair value of the liability component at the time of issue was estimated to be approximately equal to the principal, such that the residual allocated to the conversion option (equity component) was insignificant.

(Expressed in Canadian dollars)

11. DUE TO CREDITORS

On February 24, 2021, The Honourable Mr. Justice Cavanagh of The Ontario Superior Court of Justice (Commercial Court) granted an order approving the proposal put forward by the Company on January 24, 2020 and as approved by the creditors on February 14, 2020. The proposal provides for $90,000 for unsecured creditor claims as at January 24, 2020 and $65,223 for secured creditors claims.

As part of the approval there is an amount due the unsecured creditors of $900,000. Of the amount owing, $614,700 was paid out in the form of common stock of the Company after the Ontario Securities Commission ("OSC") revoked the Company's failure to file cease trade order ("FFCTO"). The remaining shares will be distributed at a later date. The price of common shares to be distributed was determined to be five cents.

12. SHARE CAPITAL

Authorized

615,000	Series I First Preferred Shares, non-voting, entitled to non-cumulative dividends at a rate of 7% in priority to common shares, redeemable at $1.00 at the option of the Company and have no par value.
350,000	Series II First Preferred Shares, non-voting, entitled to cumulative dividends at 9% per annum in priority to common shares and exchangeable for common shares at the rates of 5 common shares, 3.33 common shares and 2.5 common shares for each Series II Preferred Share in each of the first, second and third years after issue respectively. These shares have no par value and are redeemable at $1.00 per share at the option of the Company.
Unlimited	common shares, no par value.

(a) On January 4, 2022, the Company announced that it has closed its previously announced non-brokered private placement of 68,166,667 units in the capital of the Company ("Units") at a purchase price of $0.03 per Unit for gross proceeds of $2,045,000. Each Unit consists of one common share in the capital of the Company and one warrant. Each of the warrants acquired entitles the holder to purchase one (1) additional common share of the Company at five ($0.05) cents per warrant exercised. The warrants are exercisable during the five (5) year period from the date of issue.

The net proceeds of the private placement will be used for working capital for further development of the operations, sales and marketing efforts surrounding the Star-A.D.S.® system. The Company has agreed to pay finder's fees in the amount of twelve (12%) percent of the gross proceeds in Units, being $245,400. The price was reserved with the CSE.

(b) The Company completed a Shares for Debt transaction and converted $2,803,470 of outstanding debt, including $805,970 of accrued liabilities and $531,000 of Due to related parties, (the "Debt Conversion") into 112,138,800 units (the "Debt Conversion Units"). The Company also issued 17,904,920 Units granted on the 2021 private placement and share for debt transaction valued at $395,569, being eighteen (18%) percent of the gross proceeds obtained at that time. Each Debt Conversion Unit and Unit was issued at two and a half ($0.025) per Debt Conversion Unit or Unit and consists of one (1) common share of the Company and one (1) warrant.

12. SHARE CAPITAL (Continued)

Each of the warrants acquired entitles the holder to purchase one (1) additional common share of the Company at five ($0.05) cents per warrant exercised. The warrants are exercisable during the five (5) year period from the date of issue.

(c) On October 11, 2022, the Company closed a non-brokered private placement of 102,328,571 units in the capital of the Company ("Units") at a purchase price of $0.021 per Unit for total gross proceeds of $2,148,900. Each Unit consists of one common share in the capital of the Company and one warrant. Each of the warrants acquired entitles the holder to purchase one (1) additional common share of the Company at five ($0.05) cents per warrant exercised. The warrants are exercisable during the one (1) year period from the date of issue. All securities issued in the Offering and any shares issued upon exercise of warrants are subject to a four-month statutory hold period from the date of issuance. The net proceeds of the private placement will be used for working capital for further development of the operations, sales and marketing efforts surrounding the Star-A.D.S.® system. The Company has agreed to pay finder’s fees in the amount of ten (10%) percent of the gross proceeds in cash. The price was reserved with the CSE.

(d) On November 1, 2022, the Company completed a Shares for Debt transaction of 33,925,000 units in the capital of the Company ("Units") at a purchase price of $0.025 per Unit for total gross proceeds of $678,500. Each Unit consists of one common share in the capital of the Company and one warrant. Each of the warrants acquired entitles the holder to purchase one (1) additional common share of the Company at five ($0.05) cents per warrant exercised. The warrants are exercisable during the one (1) year period from the date of issue. All securities issued in the Shares for Debt transaction are subject to a four-month statutory hold period from the date of issuance. The price was reserved with the CSE.

(e) On April 1, 2023, the Company closed a non-brokered private placement of 47,475,000 units in the capital of the Company ("Units") at a purchase price of $0.04 per Unit for total gross proceeds of $1,899,000. Each Unit consists of one common share in the capital of the Company and one warrant. Each of the warrants acquired entitles the holder to purchase one (1) additional common share of the Company at five ($0.05) cents per warrant exercised. The warrants are exercisable during the one (1) year period from the date of issue. All securities issued in the Offering and any shares issued upon exercise of warrants are subject to a four-month statutory hold period from the date of issuance. The Company has agreed to pay finder’s fees in the amount of ten (10%) percent of the gross proceeds in shares. These shares were issued after the year end. The price was reserved with the CSE.

(f) On April 15, 2023, the Company completed a Shares for Debt transaction and converted $319,748 of outstanding debt (the "Debt Conversion") into 7,993,709 units (the "Debt Conversion Units"). 6,365,709 units representing $254,628 were issued after year end. Each Debt Conversion Unit was issued at four cents ($0.04) per Debt Conversion Unit and consists of one (1) common share of the Company and one (1) warrant. Each of the warrants acquired entitles the holder to purchase one (1) additional common share of the Company at five ($0.05) cents per warrant exercised. The warrants are exercisable during the one (1) year period from the date of issue. All securities issued in the Offering and any shares issued upon exercise of warrants are subject to a four-month statutory hold period from the date of issuance.

(Expressed in Canadian dollars)

12. SHARE CAPITAL (Continued)

(g) On April 15, 2023, the Company issued shares as part of the NOI transaction. (See Note 11). The total number of shares issued was 12,294,000 at a price of $0.05 per common share.

(h) During the fiscal year ended June 30, 2023 shareholders exercised a total of 30,738,660 warrants held at a price of $0.05 per warrant for a total of 30,738,660 common shares of the Company.

(i) On April 15, 2023, the Company granted shares as compensation for services rendered. The total number of shares issued was 4,000,000 at a price of $0.05 per common share.

13. CONTRIBUTED SURPLUS, STOCK-BASED COMPENSATION AND WARRANTS

Stock-Based Compensation

The Company has a Stock Option Plan (the "Plan") for employees, officers, directors and consultants performing special technical or other services of the Company ("Optionees"). In January 2023, the Company amended the Plan whereby the number of common shares to be issued under the Plan is not to exceed 85,000,000 common shares. The designation of Optionees, amount and vesting provisions of awards under the Plan are determined by the Board of Directors.

Stock Option Transactions	Number	Exercise Price	Weighted Average Exercise Price
Balance at June 30, 2022	**16,900,000**	$0.05-$0.10	**$0.05**
Options expired	**(400,000)**	-	**$0.10**
Balance at June 30, 2023	**16,500,000**		**$0.05**
Exercisable at June 30, 2023	**16,500,000**		**$0.05**

The Company recognized $Nil of stock-based compensation under the Plan for the year ended June 30, 2023 (June 30, 2022 - $342,650).

The stock-based compensation was determined using the Black-Scholes model for pricing options under the following weighted average assumptions.

	June 30, 2023	June 30, 2022
Expected dividend yield	**-**	-
Risk free interest rate	**-**	1.72%
Expected volatility	**-**	89%-187%
Expected life	**-**	3-5 years
Share price	**-**	$0.03

Expected volatility is based on historical data.

(Expressed in Canadian dollars)

13. CONTRIBUTED SURPLUS, STOCK-BASED COMPENSATION AND WARRANTS (Continued)

As at June 30, 2023, the Company had stock options issued to directors, officers, employees and key consultants of the Company outstanding as follows:

Date of Grant	Options Granted	Options Exercisable	Exercise Price	Expiry Date
December 4, 2021	14,500,000	14,500,000	$0.05	December 4, 2026
April 22, 2022	2,000,000	2,000,000	$0.05-$0.08	April 22, 2025
	16,500,000	**16,500,000**		

The weighted average remaining contractual life of the outstanding options is 3.25 years (June 30, 2022 – 4.15 years).

Warrants

The accounting policy the Company uses for the share purchase warrants follows the guidelines of IAS 32 – Financial Instruments. The Company used the relative fair value method to allocate fair value into its common share component and warrants component.

Warrants that have been issued in combination with common shares under private placement or similar equity financing arrangements are evaluated under IAS 32 – Financial Instruments: Presentation. Equity classification applies to instruments where a fixed amount of cash (or liability) denominated in the issuer's functional currency is exchanged for a fixed number of shares.

Warrants are given a Fair Value using the Black-Scholes calculation considering several factors including but not limited to share price on the date of warrant grant, strike price, estimated life and interest rate on date of grant.

	Number	Weighted-Average Exercise Price
Balance at June 30, 2022	**363,804,457**	**$0.05**
Issued	**185,356,571**	**$0.05**
Expired	**(3,766,667)**	**$0.05**
Exercised	**(30,738,660)**	**$0.05**
Balance at June 30, 2023	**514,655,701**	**$0.05**

(Expressed in Canadian dollars)

13. CONTRIBUTED SURPLUS, STOCK-BASED COMPENSATION AND WARRANTS (Continued)

As at June 30, 2023, the Company had warrants issued and outstanding as follows:

Date of Issue	Warrants Issued	Exercise Price	Expiry Date
September 5, 2018	46,708,000	$0.05	September 5, 2023
September 6, 2019	3,304,000	$0.05	September 11, 2023
September 1, 2020	45,797,400	$0.05	September 1, 2025
September 1, 2020	57,838,000	$0.05	September 1, 2025
January 4, 2022	206,390,390	$0.05	January 4, 2027
October 11, 2022	102,328,571	$0.05	October 11, 2023
November 1, 2022	33,925,000	$0.05	November 1, 2023
March 31, 2023	47,475,000	$0.05	March 31, 2024
June 30, 2023	1,628,000	$0.05	June 30, 2024
Exercised	(30,738,660)	$0.05	
	514,655,701		

The fair value of the warrants issued is determined using the Black-Scholes model for pricing options under the following weighted average assumptions.

	June 30, 2023	June 30, 2022
Expected dividend yield	**-**	-
Risk free interest rate	**3.92%-4.07%**	1.31%
Expected volatility	**217%-221%**	89%
Expected life	**1.0 years**	5.0 years
Share price	**$0.021-$0.04**	$0.035

Expected volatility is based on historical data.

Basic and diluted loss per common share based on net loss for the year ended June 30, 2023:

Numerator:	**June 30, 2023**	June 30, 2022
Net loss the year	**$ (4,992,583)**	$ (4,440,063)
Denominator:		
Weighted average number of common shares outstanding - basic	**948,201,267**	714,378,374
Weighted average number of common shares outstanding - diluted	**948,201,267**	714,378,374
Loss per common share based on net loss for the year:		
Basic	**$ (0.005)**	$(0.006)
Diluted	**$ (0.005)**	$(0.006)

(Expressed in Canadian dollars)

13. CONTRIBUTED SURPLUS, STOCK-BASED COMPENSATION AND WARRANTS (Continued)

Maximum share dilution:

The following table presents the maximum number of shares that would be outstanding if all outstanding stock options and warrants were exercised as at June 30, 2023:

	June 30, 2023	June 30, 2022
Common shares outstanding	**1,061,755,454**	829,366,222
Warrants to purchase common shares	**514,655,702**	363,804,457
Shares to be issued	**11,260,700**	5,900
Stock options to purchase common shares	**16,500,000**	16,900,000
Fully diluted common shares outstanding	**1,604,171,856**	1,210,076,579

14. MANAGEMENT OF CAPITAL

The Company considers its capital to include the components of equity attributable to common shareholders which amounts to a deficit of $540,081 at June 30, 2023 (June 30, 2022 - ($2,676,546)) and is comprised of issued share capital, contributed surplus and deficit in the definition of capital.

The Company's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to develop, market and promote its STAR-ISMS® technology and to maintain its ongoing operations. To secure the additional capital necessary to pursue these plans, the Company may attempt to raise additional funds through the issuance of equity and warrants or by securing strategic partners.

The Company is not subject to externally imposed capital requirements and there has been no change with respect to the overall management of capital strategy during the year ended June 30, 2023.

15. FINANCIAL RISK MANAGEMENT

The Company is exposed to a variety of financial risks by virtue of its activities: market risk (including currency risk and interest rate risk), fair value risk, credit risk and liquidity risk. The overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on financial performance.

Risk management is carried out by management under policies approved by the Board of Directors. Management is charged with the responsibility of establishing controls and procedures to ensure that financial risks are mitigated in accordance with the approved policies.

(a) Market Risk

(i) Currency risk:

Currency risk is the risk that fluctuations in the rates of exchange on foreign currency would impact the Company's future cash flows. The Company is exposed to foreign exchange risk from various currencies, primarily US dollars. Foreign exchange risk arises from significant sales and purchase transactions as well as recognized financial assets and liabilities denominated in foreign currencies.

The Company's main objective in managing its foreign exchange is to maintain US cash on hand to support US forecasted cash flows over a 12-month horizon. To achieve this objective the Company monitors forecasted cash flows in foreign currencies and attempts to mitigate the risk by modifying the currency of cash held.

The Company is exposed to fluctuations in the value of the following financial instruments which are held in US dollars:

		June 30, 2023		June 30, 2022
Cash	**$**	**198**	$	280
Accounts receivable		**60,561**		27,491
Accounts payable		**(7,454)**		(3,684)
	$	**53,305**	$	24,087

Based on the Company's net exposure to US denominated instruments at June 30, 2023 and June 30, 2022, a sensitivity analysis has not been presented as the impact to profit and loss would be immaterial.

(ii) Interest rate risk:

Interest rate risk is the risk that the future cash flows or the fair value of a financial instrument will fluctuate because of changes in market interest rates. The majority of the Company's debt is at fixed rates and due in the short term. Accordingly, there is limited exposure to cash flow or price interest rate risk.

15. FINANCIAL RISK MANAGEMENT (Continued)

(b) Credit Risk

The Company does not believe it is exposed to any significant concentration of credit risk. However, as disclosed in Note 18, the Company earns a significant amount of revenue from a few customers. As at June 30, 2023, approximately $57,659 (June 30, 2022 - $4,811) of the Company's receivables were past due the average credit period of 90 days. As at June 30, 2023, the Company's allowance for expected credit losses was $69,070 (June 30, 2022 - $69,070) and bad debt expense for the period ended June 30, 2023 was $Nil (June 30, 2022 - $Nil).

(c) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they fall due.

The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. Senior management is also actively involved in the review and approval of planned expenditures.

At June 30, 2023, the Company has current liabilities of $2,172,324 (June 30, 2022 - $2,878,871) due within 12 months and cash of $1,047,564 (June 30, 2022 - $Nil). At June 30, 2023, the Company had a working capital deficiency of $466,118 (June 30, 2022 - $2,493,156) and accordingly, the Company is subject to significant liquidity risk. Management will continue to raise capital to develop, market and promote its STAR-ISMS® technology and to maintain its operations. See Note 1 for going concern.

There have been no changes for the Company's risk management policies for market risk, credit risk, and liquidity risk since June 30, 2023.

(Expressed in Canadian dollars)

16. RELATED PARTY TRANSACTIONS

The Company has accrued and carries a balance on its consolidated financial statements of amounts due to related parties. The amounts represent compensation accrued with respect to salary compensation for its officers, and monthly compensation accrued for its directors and committee chairpersons that have accumulated over the past several years.

(a) Amounts due to related parties at June 30, 2023 is $312,726 (June 30, 2022 - $763,629) and is comprised of the following:

		June 30, 2023		June 30, 2022
Due to Directors – (included in Due to related parties)	**$**	**183,000**	$	87,000
Due to Directors – (included in Accounts payables and accrued liabilities		**47,502**		107,500
Due to Committee Chairpersons – (included in Due to related parties)		**42,000**		18,000
Due to Former Chief Executive Officer – (Included in Due to related parties) (i)		**40,224**		65,224
Due to Former Chief Operating Officer – (included in accounts payables and accrued liabilities)		**-**		179,105
Due to Shareholders – (included in Loans payable - Note 10)		**-**		306,800
	$	**312,726**	$	763,629

(i) There is a deposit of $25,000 against this secured creditor claim. All unsecured amounts were written down as per the acceptance of the Notice of Intention to Make a Proposal Event on February 24, 2021. (See Note 1)

(b) Compensation to key management personnel, directors and committee chairpersons included in the consolidated statement of loss and comprehensive loss was as follows for the year ended June 30, 2023:

	June 30, 2023			June 30, 2022		
	Officers	**Directors**	**Total**	Officers	Directors	Total
	$	**$**	**$**	$	$	$
Salaries	**710,004**	**-**	**710,004**	510,000	-	510,000
Directors fees	**-**	**1,045,000**	**1,045,000**	-	576,000	576,000
	710,004	**1,045,000**	**1,755,004**	510,000	576,000	1,086,000

(c) Included in the Shares for Debt transactions during the year is an amount of $628,500 owed to Officers and Directors. Included in the warrant exercise transactions completed during the year is an amount of $800,000 that cleared accrued liabilities.

(Expressed in Canadian dollars)

17. INCOME TAXES

(a) Income Tax Expense

Income tax expense differs from the amounts computed by applying the combined federal and provincial statutory tax rates because of the following:

		June 30, 2023		June 30, 2022
Net loss before income taxes	**$**	**(4,992,583)**	$	(4,440,063)
Statutory rate		**26.5%**		26.5%
Expected income tax recovery at statutory rate		**(1,323,034)**		(1,176,617)
Permanent differences		**53,000**		90,805
Changes in benefits not recognized		**1,270,034**		1,085,812
Income tax expense		**-**		-

(b) Significant components of the income tax expense for the years ended June 30 are as follows:

	June 30, 2023	June 30, 2022
	$	$
Current income tax expense	**-**	-
Deferred taxes		
Income taxes – origination and reversal of temporary differences	**1,270,034**	1,085,814
Relating to unrecognized temporary differences	**(1,270,034)**	(1,085,814)
Share issuance costs	**-**	-
Income tax expense	**-**	-

(c) Deferred Income Taxes

The following deferred tax assets are not recognized in the consolidated financial statements due to the unpredictability of future income:

		June 30, 2023		June 30, 2022
Non-capital losses carried forward	**$**	**10,592,527**	$	9,402,596
Equipment, intangibles, and other assets		**614,168**		607,046
Share issue costs		**88,981**		16,000
	$	**11,295,676**	$	10,025,642

(Expressed in Canadian dollars)

17. INCOME TAXES (Continued)

The Company estimates that it will have approximately $39,972,077 of non-capital losses carried forward which may be utilized to reduce Canadian taxable income in future years. To the extent they are not utilized, the non-capital losses carried forward expire as follows:

2027	$ 207,000
2028	2,611,000
2029	2,097,000
2030	3,678,000
2031	2,119,000
2032	1,730,000
2033	1,504,000
2034	2,927,000
2035	2,557,000
2036	2,014,000
2037	1,912,000
2038	2,455,000
2039	2,693,000
2040	2,605,000
2041	338,000
2042	4,034,770
2043	4,490,307
	$ 39,972,077

18. SIGNIFICANT CUSTOMER

During the year ended June 30, 2023, 55% (June 30, 2022 – Nil%) of the revenue was generated from Star-MMI sales from repairs and maintenance services on STAR-MMI flat panel display units, which is recognized at a point in time. The remaining 45% (June 30, 2022 – 100%) of sales were derived from A.D.S. sales and are recognized over time. During the year ended June 30, 2023, 55% (June 30, 2022 – 100%) of the revenue was generated from one customer. During the year ended June 30, 2023, 55% (June 30, 2022 - 100%) of the revenue recognized during the year was generated from customers located in the United Arab Emirates.

(Expressed in Canadian dollars)

19. EXPENSE DISCLOSURES

General and Administrative		June 30, 2023		June 30, 2022
Amortization expense (Note 7)	**$**	**106,065**	$	106,064
Board and committee fees		**240,000**		421,000
Filing and other fees		**57,919**		55,591
Insurance		**63,390**		13,832
Office and general		**197,111**		140,671
Professional fees		**172,300**		264,340
Wages		**877,419**		619,389
Total G&A expenses	**$**	**1,714,204**	$	1,620,887

Product maintenance and Operating costs				
Amortization expense (Note 6)	**$**	**23,056**	$	22,834
Product maintenance and Operating costs		**(1,411)**		48,095
Travel costs		**27,866**		3,328
Wages		**661,556**		796,610
Total Product Maintenance and Operating expenses	**$**	**711,067**	$	870,867

Marketing and Promotion				
Consultant costs	**$**	**1,744,752**	$	566,333
Investor relations		**291,162**		133,898
Advertising		**36,600**		100,819
Wages		**114,590**		284,547
Travel costs		**445,566**		325,789
Total M&P expenses	**$**	**2,632,670**	$	1,411,386

20. SEGMENT INFORMATION

The Company operates in a single segment, consisting of the development, marketing, and sale of in-flight safety monitoring systems, whereby data from an aircraft can be transmitted to ground stations for the duration of a flight. This segment operates entirely in Canada. All revenues are earned by this segment, and all assets are held by this segment. Accordingly, no segmented information is presented in these consolidated financial statements.

21. LITIGATIONS

On or about October 16, 2020, the CNESST (commission on workplace standards, fairness, health and safety) in Quebec, Canada, on behalf of certain employees, instituted a civil action against the Company and one of its subsidiaries, Star-Isoneo Inc. before the Superior Court in Montreal, Quebec. The CNESST is claiming a total amount of $278,145 (2021 – $390,961) against both the Company and Star-Isoneo Inc. The amount consists of unpaid fees of $3,983, unpaid salary of $258,825 (2021 - $306,480) and unpaid vacation pay of $15,427. In addition to the above amounts and under Article 114 of the *Act Respecting Labour Standards,* the CNESST is also claiming 20% of the total amount of the claim representing the amount of $65,160, as fees. This is an amount owed directly to the CNESST. The majority of the amounts under the claim above are for periods in 2021, a portion of which are covered by the bankruptcy procedures as outlined above.

On or about November 20, 2020, the CNESST, on behalf of a former employee, instituted a civil action against the Company and its subsidiary, Star-Isoneo Inc. before the Court of Quebec in Montreal, Quebec. The sums claimed amount to $9,455 and represent unpaid wages for the period escalating from March 1, 2021 to April 3, 2021. In addition to the above amount, the CNESST is also claiming 20% of the total amount of the claim representing the amount of $1,891, as fees. This is an amount owed directly to the CNESST. This claim represents the second monetary claim filed by the former employee. The former employee is also part of the first action mentioned above, but the amounts claimed in this action are different since they relate to a different period. The Company has accrued $5,500 for this action.

On or about October 16, 2020, Mr. Jean-Louis Larmor, the Company's former interim Chief Executive Officer, and Vice-President, Corporate Development filed various complaints against the Company and its subsidiary, Star-Isoneo Inc., including a monetary complaint for amounts owed to Mr. Larmor, a prohibited practice (in accordance with Article 122 of the *Act Respecting Labour Standards*)*,* and a dismissal without just and sufficient cause (in accordance with Article 124 of the *Act Respecting Labour Standards*). The Company has accrued $173,000 towards Mr. Larmor's claim, included in accrued liabilities for the year ended June 30, 2022.

With respect to the complaints for prohibited practice and of dismissal, if Mr. Larmor's complaint were to be accepted by the tribunal, he would be entitled to full retroactive salary between the date of his reinstatement and the date of his termination of employment, in addition to other potential damages.

On November 1, 2022 the Company and Mr. Larmor reached a mediated settlement with respect to his claim. The Company agreed to pay Mr. Larmor a total of $110,000 dollars over six months with $72,000 of the total being paid out as salary and the balance of $38,000 being paid in shares of the Company.

On or about October 19, 2020 and October 27, 2020, two complaints against the Company and its subsidiary, Star-Isoneo Inc. were brought by two former employees. The complaints are for an amount owed to each employee (monetary complaint); and a dismissal without just and sufficient cause (in accordance with Article 124 of the *Act Respecting Labour Standards*).

In May 2022 one of the complaints brought against the Company was settled for $25,000 (net of $19,135 owed to the Company by this former employee). In June 2022 the second complaint against the Company was settled for $15,000 (net of $12,420 owed to the Company by this former employee).

All of the above litigations have been settled as of the date of this consolidated financial statements.