

NEXTGEN DIGITAL PLATFORMS INC.

Unaudited Condensed Interim Financial Statements

For the Three and Nine Months Ended December 31, 2024, and 2023

(Expressed in Canadian Dollars)

NextGen Digital Platforms Inc.Unaudited Condensed Interim Statements of Financial Position
(Expressed in Canadian Dollars)

	As at December 31, 2024	As at March 31, 2024
	\$	\$
<u>Assets</u>		
Current Assets		
Cash	110,787	247,677
Short-term investments (Note 4)	-	127,628
Other receivables (Note 5)	19,620	7,629
Prepaid expenses and advances	-	26,738
Total Current Assets	130,407	409,672
Property and equipment (Note 6)	6,314	2,700
Intangible assets (Note 7)	23,162	23,162
Total Assets	159,883	435,534
<u>Liabilities</u>		
Current Liabilities		
Accounts payable and accrued liabilities (Notes 8, 13)	83,707	30,167
Total Liabilities	83,707	30,167
<u>Shareholders' Equity</u>		
Share capital (Note 9)	620,697	593,494
Contributed surplus (Note 10)	191,635	-
Warrants reserve (Note 11)	-	27,203
Accumulated deficit	(736,156)	(215,330)
Total Shareholders' Equity	76,176	405,367
Total Liabilities and Shareholders' Equity	159,883	435,534

Nature of operations and going concern (Note 1)

Subsequent Events (Note 18)

Approved on behalf of the Board of Directors:"Ajaypreet Toor"

Ajaypreet Toor, Director

"Michael Rennie"

Michael Rennie, Director

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

NextGen Digital Platforms Inc.

Unaudited Condensed Interim Statements of Loss and Comprehensive Loss
For the Three and Nine Months Ended December 31, 2024, and 2023
(Expressed in Canadian Dollars)

	Three months ended December 31, 2024	Three months ended December 31, 2023	Nine months ended December 31, 2024	Nine months ended December 31, 2023
	\$	\$	\$	\$
Revenue	2,294	-	3,244	950
Cost of sales (Note 6)	(2,680)	(99)	(3,936)	(1,093)
Gross Profit	(386)	(99)	(692)	(143)
Expenses				
Professional fees (Note 17)	54,195	15,357	107,697	31,667
Office and general (Note 13)	26,011	8,250	42,529	24,774
Consulting fees	6,987	3,300	40,725	3,300
Regulatory compliance	11,037	-	41,402	-
Research and development (Note 14)	6,633	-	8,062	9,409
Advertising and promotion	91,436	-	91,660	1,360
Stock-based compensation (Notes 10, 13)	191,635	-	191,635	-
Bank charges / Interest (Note 4)	(909)	267	(3,576)	876
Total Expenses	(387,025)	(27,174)	(520,134)	(71,386)
Net Loss and Comprehensive Loss	(387,411)	(27,273)	(520,826)	(71,529)
Weighted Average Number of Shares Outstanding				
- Basic and Diluted (Note 12)	11,416,276	7,253,783	11,133,774	6,547,676
Net Loss per Share - Basic and Diluted (Note 12)	(0.034)	(0.004)	(0.047)	(0.011)

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

NextGen Digital Platforms Inc.

Unaudited Condensed Interim Statements of Changes in Shareholders' Equity

For the Three and Nine Months Ended December 31, 2024, and 2023

(Expressed in Canadian Dollars)

	Number of Shares #	Share Capital \$	Contributed surplus	Reserve for Warrants \$	Accumulated Deficit \$	Total \$
Balance, March 31, 2023	6,154,980	157,749	-	-	(85,003)	72,746
Issuance of shares from private placement (Note 9)	1,393,295	139,330	-	-	-	139,330
Buy-back and re-sale of existing shares to new shareholders (Note 9)	-	24,416	-	-	-	24,416
Warrants issued - Crowdfunding (Note 11)	-	-	-	29,800	-	29,800
Warrants issuance cost (Note 11)	-	-	-	(2,597)	-	(2,597)
Net loss for the period	-	-	-	-	(71,529)	(71,529)
Balance, December 31, 2023	7,548,275	321,495	-	27,203	(156,532)	192,166
Balance, March 31, 2024	10,918,275	593,494	-	27,203	(215,330)	405,367
Shares issued on exercise of warrants (Note 9)	498,000	29,800	-	-	-	29,800
Shares issuance cost (Note 9)	-	(2,597)	-	-	-	(2,597)
Warrants exercised - Crowdfunding (Note 11)	-	-	-	(29,800)	-	(29,800)
Warrants issuance cost (Note 11)	-	-	-	2,597	-	2,597
Stock-based compensation (Notes 10, 13)	-	-	191,635	-	-	191,635
Net loss for the period	-	-	-	-	(520,826)	(520,826)
Balance, December 31, 2024	11,416,275	620,697	191,635	-	(736,156)	76,176

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

NextGen Digital Platforms Inc.

Unaudited Condensed Interim Statements of Cash Flows

For the Three and Nine Months Ended December 31, 2024, and 2023

(Expressed in Canadian Dollars)

	Three months ended December 31, 2024	Three months ended December 31, 2023	Nine months ended December 31, 2024	Nine months ended December 31, 2023
	\$	\$	\$	\$
Operating Activities				
Net loss for the period	(387,411)	(27,273)	(520,826)	(71,529)
Adjustments for:				
Depreciation expense	485	99	1,285	99
Interest income on short-term investments (Note 4)	(238)	-	(3,156)	-
Stock-based compensation (Notes 10, 13)	191,635	-	191,635	-
	(195,529)	(27,174)	(331,062)	(71,430)
Net change in non-cash working capital items:				
Accounts receivable	(11,332)	27,979	(11,990)	(5,917)
Prepaid expenses and advances	-	-	26,738	-
Accounts payable and accrued liabilities	57,889	(93)	53,539	7,500
Cash Flows (used in) Operating Activities	(148,972)	712	(262,775)	(69,847)
Investing Activities				
Redemption (addition) of short-term investments (Note 4)	130,784	(125,000)	130,784	(125,000)
Additions of property and equipment (Note 6)	(4,899)	(3,199)	(4,899)	(3,199)
Cash flows from investing activities	125,885	(128,199)	125,885	(128,199)
Financing Activities				
Proceeds received on private placements (Note 9)	-	56,330	-	139,330
Net proceeds received on issued warrants (Note 11)	-	-	-	27,202
Payments made for buy-back of shares (Note 9)	-	-	-	(20,250)
Proceeds received on re-sale of shares (Note 9)	-	-	-	44,666
Cash Flows provided by Financing Activities	-	56,330	-	190,948
Increase (decrease) in cash	(23,087)	(71,157)	(136,890)	(7,098)
Cash, beginning of period	133,874	133,768	247,677	69,709
Cash, end of period	110,787	62,611	110,787	62,611

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

NextGen Digital Platforms Inc.

Notes to the Unaudited Condensed Interim Financial Statements
For the Three and Nine Months ended December 31, 2024, and 2023
(Expressed in Canadian Dollars)

1. Nature of Operations and Going Concern

NextGen Digital Platforms Inc. (CSE: NXT, FSE: Z12) (“NextGen” or the “Company”) is a Canadian technology company existing under the laws of British Columbia. On October 21, 2022, the Company changed its name from 1266457 B.C. Ltd. to NextGen Digital Platforms Inc. The Company’s registered office address is Suite 2200, RBC Place, 885 West Georgia St., Vancouver, British Columbia, V6C 3E8. The Company’s head office is located at 70 Trius Drive, Second Floor, Fredericton, New Brunswick, E3B 5E3.

The Company has a dual focus on digital assets and artificial intelligence infrastructure. The Company is committed to democratizing access to cryptocurrencies by providing investors with exposure to a diversified basket of digital assets through a regulated public vehicle, offering a seamless entry into the growing cryptocurrency market. In parallel, the Company operates a hardware-as-a-service business supporting the artificial intelligence sector, known as cloud AI hosting (“Cloud AI Hosting”), delivering advanced infrastructure solutions for AI-driven applications.

The Company’s first business was PCSections.com (the “Website”), an e-commerce and consumer electronics platform facilitating direct -to-consumer sales, offering premium gaming electronics and other specialized hardware. Recently, the Company has been focusing its efforts on developing a line of business referred to as Cloud AI Hosting (“Cloud AI Hosting”), a hardware-as-a-service business whereby the computing power of NextGen’s specialized hardware workstations are leased to third-party end users for artificial intelligence applications, via a cloud-based portal. From time to time, the Company may also evaluate and acquire or develop other micro-technology platforms.

These unaudited condensed interim financial statements have been prepared on the basis that the Company will continue as a going concern, which contemplates the realization of assets and the settlement of liabilities in the normal course of operations. The application of the going concern basis is dependent upon the Company achieving profitable operations to generate sufficient cash flows to fund continuing operations, or, in the absence of adequate cash flows from operations, obtaining additional financing to support operations for the foreseeable future. During the three and nine months ended December 31, 2024, the Company incurred a comprehensive loss of \$387,411 and \$520,826, respectively (December 31, 2023 – \$27,273 and \$71,529, respectively), and as of that date, the Company’s accumulated deficit was \$736,156 (March 31, 2024 – \$215,330). It is not possible to predict whether financing efforts will continue to be successful in the future or if the Company will attain profitable levels of operations. These conditions represent material uncertainties which may cast doubt on the Company’s ability to continue as a going concern.

These unaudited condensed interim financial statements do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and liquidate its liabilities and commitments in other than the normal course of business and at amounts different from those in the accompanying financial statements. Such adjustments could be material.

2. Basis of Presentation

(a) Statement of Compliance

These unaudited condensed interim financial statements, including comparatives, 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”). These unaudited condensed interim financial statements have been prepared in accordance with International Accounting Standards 34 – Interim Financial Reporting (“IAS 34”).

These unaudited condensed interim financial statements were reviewed, approved, and authorized for issuance by the Board of Directors (the “Directors”) of the Company on February 27, 2025.

(b) Basis of Measurement

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

NextGen Digital Platforms Inc.

Notes to the Unaudited Condensed Interim Financial Statements
For the Three and Nine Months ended December 31, 2024, and 2023
(Expressed in Canadian Dollars)

2. Basis of Presentation (continued)

(c) Functional Currency

These unaudited condensed interim financial statements are presented in Canadian dollars, which is the functional currency of the Company, unless otherwise noted. The functional currency is the currency of the primary economic environment in which the Company operates.

(d) Significant Accounting Judgments and Estimates

The preparation of these unaudited condensed interim financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, revenue, and expenses. On an ongoing basis, management evaluates its judgments and estimates in relation to assets, liabilities, revenue, and expenses. Management uses historical experience and various other factors it believes to be reasonable under the given circumstances as the basis for its judgments and estimates. Actual outcomes may differ from these estimates under different assumptions and conditions. These estimates are reviewed periodically, and adjustments are made as appropriate in the period they become known.

Items for which actual results may differ materially from these estimates are described as follows:

Going concern

At each reporting period, management exercises judgment in assessing the Company's ability to continue as a going concern by reviewing the Company's performance, resources and future obligations. The conclusion that the Company will be able to continue as a going concern is subject to critical judgments of management with respect to assumptions surrounding the short- and long-term operating budgets, expected profitability, investment and financing activities and management's strategic planning. The assumptions used in management's going concern assessment are derived from actual operating results along with industry and market trends. Management believes there is sufficient capital to meet the Company's business obligations for at least the next 12 months, after taking into account expected cash flows, capital commitments, and the cash position at period-end.

Fair value of financial assets and financial liabilities

Fair value of financial assets and financial liabilities on the statements of financial position that cannot be derived from active markets, are determined using a variety of techniques including the use of valuation models. The inputs to these models are derived from observable market data where possible, but where observable market data are not available, judgment is required to establish fair values. The judgments include, but are not limited to, consideration of model inputs such as volatility, estimated life and discount rates.

Impairment

Long-lived assets, including property and equipment and intangible assets, are reviewed for indicators of impairment at each reporting period or whenever events or changes in circumstances indicate that the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is defined as the higher of: (i) value-in-use; or (ii) fair value less cost to sell. If the carrying amount of an asset exceeds its recoverable amount, an impairment charge is recognized immediately in profit or loss by the amount by which the carrying amount of the asset exceeds the recoverable amount. Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the lesser of the revised estimate of recoverable amount, and the carrying amount that would have been recorded had no impairment loss been recognized previously.

Income taxes

Income taxes and tax exposures recognized in the financial statements reflect management's best estimate of the outcome based on facts known at the reporting date. When the Company anticipates a future income tax payment based on its estimates, it recognizes a liability. The difference between the expected amount and the final tax outcome has an impact on current and deferred taxes when the Company becomes aware of this difference.

In addition, when the Company incurs losses that cannot be associated with current or past profits, it assesses the probability of taxable profits being available in the future based on its budgeted forecasts. These forecasts are adjusted to take account of certain non-taxable income and expenses and specific rules on the use of unused credits and tax losses.

NextGen Digital Platforms Inc.

Notes to the Unaudited Condensed Interim Financial Statements
For the Three and Nine Months ended December 31, 2024, and 2023
(Expressed in Canadian Dollars)

2. Basis of Presentation (continued)

(d) Significant Accounting Judgments and Estimates (continued)

When the forecasts indicate the sufficient future taxable income will be available to deduct the temporary differences, a deferred tax asset is recognized for all deductible temporary differences.

Expected credit losses on financial assets

Determining an allowance for expected credit losses (“ECL”) for amounts receivable and all debt financial assets not held at fair value through profit and loss (“FVTPL”) requires management to make assumptions about the historical patterns for the probability of default, the timing of collection and the amount of incurred credit losses, which are adjusted based on management’s judgment about whether economic conditions and credit terms are such that actual losses may be higher or lower than what the historical patterns suggest.

Provisions

The Company recognizes provisions if there is a present obligation as a result of a past event, it is probable that the Company will be required to settle the obligation and the obligation can be reliably estimated. The amount recognized as a provision reflects management’s best estimate of the consideration required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation.

Research and development costs

Judgment is required to distinguish the research phase and the development phase to correctly identify costs that qualify for capitalization.

Options and warrants

Options and warrants, including finders’ warrants, are initially recognized at fair value using market-based valuation techniques. The fair value of the market-based and performance-based share awards are determined at the date of grant using generally accepted valuation techniques. Assumptions are made and judgments are used in applying the valuation techniques. These assumptions and judgments include the expected volatility of the share price, expected forfeitures, expected dividend yield, expected term of the warrants or options, and expected risk-free interest rate. Such assumptions and judgments are inherently uncertain. Changes in these assumptions can affect the fair value estimates of stock-based compensation.

3. Summary of Material Accounting Policies

The accounting policies applied by the Company in these unaudited condensed interim financial statements are the same as those disclosed in Note 3 the Company’s audited financial statements for the year ended March 31, 2024, unless otherwise noted below.

a) Share-Based Payments Transactions

The Company operates a stock option plan (the “Option Plan”). Share-based payments to employees are measured at the fair value of the instruments issued and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of goods or services received, or at the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured and are recorded at the date the goods or services are received. The fair value of options is determined based on the application of the Black-Scholes valuation model (“Black-Scholes”). The fair value of equity-settled stock-based compensation transactions is recognized as an expense with a corresponding increase in the share-based payments reserve.

If share-settled awards are modified, as a minimum an expense is recognized as if the modification has not been made. An additional expense is recognized, over the remaining vesting period, for any modification that increases the total fair value of the share-based compensation benefit as at the date of modification.

Amounts recorded for cancelled or expired unexercised options are transferred to accumulated deficit in the period of which the cancellation or expiry occurs.

NextGen Digital Platforms Inc.

Notes to the Unaudited Condensed Interim Financial Statements
For the Three and Nine Months ended December 31, 2024, and 2023
(Expressed in Canadian Dollars)

3. Summary of Material Accounting Policies (continued)

Recent Accounting Pronouncements

Effective April 1, 2024, the Company adopted the following amendments and had assessed that their adoption had no material impact on its consolidated financial statements.

Amendments to IAS 1 Presentation of Financial Statements - Classification of Liabilities as Current or Non-current

In January 2020 and October 2022, the IASB issued amendments to clarify the requirements for classifying liabilities as current or non-current. The amendments specify that the conditions that exist at the end of a reporting period are those that will be used to determine if a right to defer settlement of a liability exists. The amendments also clarify the situations that are considered a settlement of a liability. The amendments are effective for annual reporting periods beginning on or after January 1, 2024, and were applied retrospectively.

4. Short-Term Investments

The Company's had invested \$125,000 in certain guaranteed investment certificates ("GICs") which matured in October 2024. For the three and nine months ended December 31, 2024, interest income of \$238 and \$3,156 (2023 - \$nil) has been accrued on the GIC and were included in bank charges and interest on the unaudited condensed interim statements of loss and comprehensive loss. The balance of accrued interest income from GICs as at December 31, 2024 is \$nil (March 31, 2024 - \$2,628).

5. Other Receivables

The Company's other receivables balance represents amounts due from government taxation authorities in respect of the Goods and Services Tax and Harmonized Sales Tax. The Company anticipates full recovery of these amounts and therefore no ECL has been recorded against those receivables, which are due in less than one year.

6. Property and Equipment

The Company's property and equipment is comprised of two desktop workstations used by Cloud AI Hosting, one of which was purchased in December 2023 for \$3,199 and the other in December 2024 for \$4,899. During the three and nine months ended December 31, 2024, depreciation of \$485 and \$1,285, respectively, had been recorded on the equipment and was included in Cost of Sales (2023 - \$99) on the unaudited condensed interim statements of loss and comprehensive loss. As of December 31, 2024, the equipment was carried at a net book value of \$6,314 (March 31, 2024 - \$2,700).

7. Intangible Assets

During the year ended March 31, 2023, the Company developed the Website using different external developers to facilitate sales on the internet, and incurred costs of \$23,162 in relation to the Website. As the Website is considered to have an indefinite life, it is not subject to amortization.

As at December 31, 2024, the Company reviewed the Website for indicators of impairment. No indicator for impairment was identified, as the Website is currently undergoing enhancements, and no impairment loss was recorded on the intangible assets.

8. Accounts Payable and Accrued Liabilities

Accounts payable and accrued liabilities of the Company are principally comprised of amounts outstanding for trade purchases incurred in the normal course of business.

	December 31, 2024	March 31, 2024
	\$	\$
Accrued liabilities	15,000	28,014
Accounts payable	68,707	2,153
	83,707	30,167

The Company's standard term for trade payables is 30 days.

NextGen Digital Platforms Inc.

Notes to the Unaudited Condensed Interim Financial Statements
For the Three and Nine Months ended December 31, 2024, and 2023
(Expressed in Canadian Dollars)

9. Share Capital

Authorized share capital

The Company is authorized to issue an unlimited number of common shares without par value.

Common shares issued and outstanding as at December 31, 2024 and 2023 are as follows:

	Number of common shares	Amount
	#	\$
Balance, March 31, 2023	6,154,980	157,749
Shares repurchased from shareholder ⁽ⁱ⁾	(1,833,327)	(20,250)
Repurchased shares sold to new shareholders ⁽ⁱ⁾	1,833,327	44,666
Shares issued through private placements ⁽ⁱⁱ⁾	500,000	50,000
Shares issued through private placements ⁽ⁱⁱⁱ⁾	893,295	89,330
Balance, December 31, 2023	7,548,275	321,495
Balance, March 31, 2024	10,918,275	593,494
Warrants exercised ^(iv)	498,000	27,203
Balance, December 31, 2024	11,416,275	620,697

Share capital transactions for the period ended December 31, 2023

- (i) On May 31, 2023, the Company repurchased 1,833,327 common shares from certain shareholders for \$20,250. Those shares were then sold to new shareholders on June 14, 2023, for gross proceed of \$44,666.
- (ii) On June 15, 2023, the Company issued 500,000 common shares in the first tranche of a private placement at a price of \$0.10 per common share, for gross proceeds of \$50,000.
- (iii) On October 31, 2023, the Company issued 893,295 common shares in the second tranche of a private placement at a price of \$0.10 per common share, for gross proceeds of \$89,330.

Share capital transactions for the period ended December 31, 2024

- (iv) On June 3, 2024, 498,000 special warrants were exercised for no additional consideration and converted into 498,000 common shares. These common shares were valued at \$27,203, based on the value of special warrants. See Note 10 for more details.

10. Contributed Surplus – Options Reserve

The Company maintains the Option Plan whereby certain key employees, officers, directors and consultants may be granted stock options for the common shares of the Company. The Option Plan provides that the aggregate number of securities reserved for issuance will be up to 10% of the number of common shares issued and outstanding. Under the Option Plan, the exercise price of each option may not be lower than the closing price of the Company's shares on the trading day prior to the grant date or the grant date itself, whichever is higher. Vesting of options is determined at the discretion of the Board. As at December 31, 2024, the Company had 1,627 common shares available for issuance under the Option Plan.

The following table summarizes information of stock options outstanding and exercisable as at December 31, 2024:

Date of expiry	Number of options outstanding	Number of options exercisable	Exercise price	Weighted average remaining life
	#	#	\$	Years
December 13, 2027	1,140,000	1,140,000	0.25	2.95
	1,140,000	1,140,000	0.25	2.95

NextGen Digital Platforms Inc.

Notes to the Unaudited Condensed Interim Financial Statements
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(Expressed in Canadian Dollars)

10. Contributed Surplus – Options Reserve (continued)

The following summarizes the stock option activity for the three and nine months ended December 31, 2024 and 2023:

	2024		2023	
	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
	#	\$	#	\$
Outstanding, beginning of period	-	-	-	-
Issued – December 13, 2024	1,140,000	0.25	-	-
Outstanding, end of period	1,140,000	0.25	-	-

Option activities for the three and nine months ended December 31, 2024

On December 13, 2024, the Company granted 1,140,000 options to certain directors, officers, and consultants of the Company. The options are exercisable at a price of \$0.25 per common share for a period of three years. The options vest immediately on the date of grant and were valued using Black Scholes with the following assumptions: expected volatility of 127.42%, expected dividend yield of 0%, risk-free interest rate of 2.97% and an expected life of three years. The grant date fair value attributable to these options was \$191,635.

11. Warrants Reserve

On September 26, 2023, the Company completed a crowdfunding private placement of 298,000 special warrants at a price of \$0.10 per special warrant for aggregate gross proceeds of \$29,800. Each special warrant was to be automatically converted into a common share of the Company, without payment for additional consideration, on the earlier of the date that is:

- (i) at any time, at the discretion of the Company, or
- (ii) upon the issuance by a Canadian securities regulatory authority of a receipt for a final prospectus qualifying the issuance of the common shares upon conversion of the securities, or
- (iii) on that date that is 18 months from the date of issuance.

In connection with the closing of the crowdfunding, the Company issued an additional 200,000 compensatory special warrants to Vested Technology Corp. and incurred issuance cost of \$2,597 in cash.

On June 3, 2024, all of 498,000 special warrants were exercised into common shares, and \$27,203 was reclassified from warrants reserve into Share Capital.

12. Loss per Share

Basic and diluted loss per share for the three and nine months ended December 31, 2024, is calculated by dividing the net loss of \$387,411 and \$520,826, respectively (December 31, 2023 – net loss of \$27,273 and \$71,529, respectively) by the weighted average number of common shares outstanding of 11,416,276 and 11,133,774, respectively (December 31, 2023 – 7,253,783 and 6,547,676, respectively).

For the three and nine months ended December 31, 2024, the basic and diluted loss per share was \$0.034 and \$0.047, respectively (December 31, 2023 – \$0.004 and \$0.011, respectively).

13. Related Party Transactions

In accordance with IAS 24 – Related Party Disclosures, key management personnel, including companies controlled by them, are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company.

Management remuneration

During the three and nine months ended December 31, 2024, directors and other members of key management personnel did not receive any remuneration (2023 – \$nil).

NextGen Digital Platforms Inc.

Notes to the Unaudited Condensed Interim Financial Statements
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13. Related Party Transactions (continued)

Other related party transactions

On May 31, 2023, a total of 916,653 common shares previously purchased by a former director of the Company were sold back to the Company for the consideration of \$10,125.

During the three and nine months ended December 31, 2023, one of the directors of NextGen purchased 333,327 shares that were previously bought back by the Company for total gross proceeds of \$14,666.

During the three and nine months ended December 31, 2023, 1000103727 Ontario Limited (“Ontario Limited”), an entity controlled by the CEO of the Company, purchased 1,000 special warrants at a price of \$0.10 per special warrant for total gross proceeds of \$100.

During the three and nine months ended December 31, 2024, Ontario Limited charged fees of \$8,250 and \$24,750, respectively (December 31, 2023 – \$8,250 and \$24,750, respectively). Out of the total amount invoiced during the three and nine months ended December 31, 2024, \$750 and \$2,250, respectively (2023 - \$750 and \$2,250, respectively) was for the use of office space, and \$7,500 and \$22,500, respectively (December 31, 2023 - \$7,500 and \$22,500, respectively) was for shared corporate services support. The shared corporate services support encompasses general and administrative services, as well as corporate development and consultancy services. The general and administrative services include administrative support provided to the executives and employees of the Company. The corporate development and consultancy services include assistance with transactional documentation and the collection of deliverables. These fees are included in office and general expenses. As at December 31, 2024, \$nil (March 31, 2024 – \$nil) owed to Ontario Limited was included in accounts payable and accrued liabilities.

During the three and nine months ended December 31, 2024, the Company recorded stock-based compensation of \$90,774 in connection with the vesting of certain stock options granted to officers and directors (2023 - \$nil).

14. Research and Development Expenses

During the three and nine months ended December 31, 2024, and 2023, the Company’s R&D expenses are comprised of the following:

	Three months ended December 31, 2024	Three months ended December 31, 2023	Nine months ended December 31, 2024	Nine months ended December 31, 2023
	\$	\$	\$	\$
General legal expenses	-	-	-	5,663
Website maintenance and development	6,633	-	8,062	3,746
	6,633	-	8,062	9,409

15. Capital Management

The Company’s objectives when managing capital are to safeguard its ability to continue as a going concern and to deploy that capital to generate returns to shareholders. The management of the Company monitors its capital structure and makes adjustments according to market conditions to meet its objectives given the current outlook of the business and industry in general. The Directors of the Company do not establish quantitative return on capital criteria for management, but rather relies on the expertise of the management team to sustain the future development of the business.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. The Company’s capital management objectives, policies and processes have remained unchanged since the Company’s most recent financial reporting period.

The Company is not subject to any externally imposed capital requirements.

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16. Risk Management

The Company's financial instruments consist primarily of cash and accounts payable. The Company is exposed to various risks as it relates to these financial instruments. Management, under oversight of the Board, mitigates these risks by assessing and monitoring the Company's risk management processes. There have not been any changes in the nature of these risks or the process of managing these risks from the previous reporting periods.

Credit risk

Credit risk is the risk of potential loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and short-term investments. Cash and short-term investments are held with a reputable Canadian chartered bank and are closely monitored by management. Management believes that the credit risk concentration with respect to financial instruments included in cash is minimal.

Liquidity risk

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. The Company manages its liquidity risk by reviewing its capital requirements on an ongoing basis. The Company's liquidity and operating results may be adversely affected if the Company's access to the capital market is hindered, whether as a result of a downturn in market conditions generally or related to matters specific to the Company. The Company generates cash flow primarily from its financing activities. As at December 31, 2024 the Company had a cash balance of \$110,787 (March 31, 2024 – \$247,677) and short-term investments of \$nil (March 31, 2024 – \$127,628), to settle current liabilities of \$83,707 (March 31, 2024 – \$30,167).

The following table summarizes the carrying amount and the contractual maturities of both the interest and principal portion of significant financial liabilities as of December 31, 2024:

	Carrying amount	Year 1	Year 2 to 3	Year 4 to 5
	\$	\$	\$	\$
Accounts payable and accrued liabilities	83,707	83,707	-	-

The Company manages liquidity risk by maintaining adequate cash reserves and by continuously monitoring anticipated cash flows to identify financial requirements. Where insufficient liquidity may exist, the Company may pursue various debt and equity instruments for short or long-term financing of its operations.

The management of the Company believes there is sufficient capital to meet short-term business obligations, after taking into account cash flow requirements from operations and the Company's cash position as at period-end.

Fair value

Fair value estimates of financial instruments are made at a specific point in time based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

As at period-end, the Company's financial instruments consisted of cash, short-term investments and accounts payable and accrued liabilities. The fair value of cash, short-term investments and accounts payables and accrued liabilities are approximately equal to their carrying value due to their short-term nature.

The Company classifies fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 – Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 – Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

As at December 31, 2024, the Company did not have any financial instruments which were carried at fair value (March 31, 2024 – \$nil).

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17. Professional Fees

During the three and nine months ended December 31, 2024 and 2023, the Company's professional fees are comprised of the following:

	Three months ended December 31, 2024	Three months ended December 31, 2023	Nine months ended December 31, 2024	Nine months ended December 31, 2023
	\$	\$	\$	\$
General legal expenses	36,195	6,607	70,237	12,250
Audit and accounting expenses	18,000	8,750	37,460	19,417
	54,195	15,357	107,697	31,667

18. Subsequent events

On January 23, 2025, the Company announced that it has completed the first tranche of a non-brokered private placement financing (the "First Tranche") and issued 633,750 Units (each a "Unit") of the Company at a price of \$1.28 per Unit for gross proceeds of \$811,200. Each Unit consists of one common share of the Company and one common share purchase warrant (a "Warrant"). Each Warrant will entitle the holder to purchase one additional common share at an exercise price of \$1.60 for a period of 24 months from the date of issuance. In connection with the First Tranche, the Company paid finder's fees to eligible finders consisting of \$31,848 in cash and 24,631 common share purchase warrants (the "Finder's Warrants"). Each Finder's Warrant is exercisable to acquire one common share at an exercise price of \$1.60 for a period of 24 months from the date of issuance.