NEW WAVE HOLDINGS CORP.

CONSOLIDATED FINANCIAL STATEMENTS

For the Years Ended March 31, 2024 and 2023

(Expressed in Canadian Dollars)

Table of Contents

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Independent Auditor's Report

To the Shareholders of New Wave Holdings Corp.

Opinion

We have audited the consolidated financial statements of New Wave Holdings Corp. (the "Group"), which comprise the consolidated statements of financial position as at March 31, 2024 and March 31, 2023 and the consolidated statements of comprehensive loss, changes in shareholders' equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of material accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at March 31, 2024 and March 31, 2023, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board.

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 Group 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

We draw attention to Note 1 to the consolidated financial statements which describes the material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the year ended March 31, 2024. In addition to the matter described in the Material uncertainty related to going concern section, we have determined the matters described below to be a key audit matter to be communicated in our report. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Valuation of Private Investments

The Company describes its significant accounting estimates, assumptions and judgments in relation to the fair value measurement of investments in Note 3 of the consolidated financial statements. As disclosed in Note 4 of the consolidated financial statements, the Company holds Private Investments, including securities of private issuers ("Private Investments"), with an estimated fair value of $2.2 million. Management uses various valuation methodologies with unobservable market inputs in its determination of the fair value of the Private Investments which are outlined in Note 4 of the consolidated financial statements. The valuation methodologies used in determining the fair values of these Private Investments vary based on the specific circumstances and characteristics of the Private Investment. These different valuation techniques and assumptions could produce significantly different estimates of fair value.

Why the matter is a Key Audit Matter

The valuation of the Private Investments is inherently subjective, and involves the use of significant management judgment and unobservable market inputs. As a result, the procedures related to the valuation methodologies and unobservable market inputs required a high degree of auditor judgment and increased audit effort, and where deemed necessary, including the use of valuation specialists.

How the Key Audit Matter Was Addressed in the Audit

Our audit procedures related to the valuation methodologies and unobservable market inputs used by management to estimate the fair value of the Private Investments included the following, among others:

-Obtaining an understanding of and assessing management's process to develop the estimates;
-Obtaining confirmations from investees with respect to the completeness and accuracy of major inputs;
-Engaging valuation specialists to review management's methodologies and valuations for reasonableness, where applicable;
-Testing the underlying input data to the valuations;
-Evaluating the reasonabless of the investment's fair market value by considering comparable company valuations based on revenue multiples, where applicable; and
-Assessing the related disclosures in the consolidated financial statements.

Based on our audit procedures performed we have determined that management's assessment of the fair value of the private company investments is reasonable.

Other Information

Management is responsible for the other information. The other information comprises:

- Management's Discussion and Analysis

Our opinion on the consolidated 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 consolidated 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 consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained the other information 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 Accounting Standards as issued by the International Accounting Standards Board, 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 Group'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 Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group'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 Group'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 Group'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 Group 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 Group 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.

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

The engagement partner on the audit resulting in this independent auditor's report is Pejman Mahlooji.

Crowe Mackay LLP

Chartered Professional Accountants
Vancouver, Canada
July 29, 2024

New Wave Holdings Corp.
Consolidated Statements of Financial Position
As at March 31, 2024 and 2023
(Expressed in Canadian dollars)

	Note	2024	2023
		$	**$**
ASSETS			
Current Assets			
Cash and cash equivalents		**31,338**	32,201
Other receivables		**125,457**	87,951
Notes receivable	7, 8	**160,691**	-
Investments	4	**2,198,227**	2,326,347
TOTAL ASSETS		**2,515,713**	2,446,499
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current Liabilities			
Accounts payable and accrued liabilities	7	**911,450**	653,919
Share subscription proceeds to be returned		**10,010**	10,010
Loan payable	9	**155,780**	142,196
Debentures	5	**121,858**	103,474
TOTAL LIABILITIES		**1,199,098**	909,599
Shareholders' equity			
Share capital	6	**32,939,290**	31,299,034
Reserves	6	**2,083,260**	2,083,260
Share subscriptions receivable		**-**	(212,755)
Deficit		**(33,705,935)**	(31,632,639)
TOTAL SHAREHOLDERS' EQUITY		**1,316,615**	1,536,900
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		**2,515,713**	2,446,499

Nature and Continuance of Operations – (Note 1)
Subsequent Events – (Notes 7 and 8)

Approved on behalf of the Board of Directors:

"Geoff Balderson"	*"Anthony Zelen"*
Director	Director

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

New Wave Holdings Corp.
Consolidated Statements of Comprehensive Loss
For the years ended March 31, 2024 and 2023
(Expressed in Canadian dollars)

	Note	2024	2023
		$	**$**
Net Investment (loss) gain and other income			
Fair market value (loss) gain on investments	4	**(872,103)**	426,859
Realized (loss) on sale of investments	4	**(220,797)**	-
Impairment of note receivables and related interest	7, 8	**(181,649)**	(858,254)
Interest income		**4,919**	6,869
		(1,269,630)	(424,526)
EXPENSES			
Interest charges	5, 9	**38,125**	29,644
Bad debts		**-**	5,058
Consulting	7	**418,281**	256,865
Depreciation		**-**	443
Investor relations and marketing		**19,673**	23,518
Office and miscellaneous		**135,038**	116,611
Professional		**157,665**	76,623
Regulatory		**19,984**	20,936
Share-based payments	6, 7	**-**	126,000
Travel		**11,300**	-
Website		**3,600**	4,200
		(803,666)	(659,898)
Net loss from operations before other item		**(2,073,296)**	(1,084,424)
Other item:			
Gain on debt settlement		**-**	5,463
Net loss and comprehensive loss for the year		**(2,073,296)**	(1,078,961)
Basic and diluted loss per share		**(0.11)**	(0.11)
Weighted average number of common shares outstanding - basic and diluted		**18,960,209**	10,214,030

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

New Wave Holdings Corp.
Consolidated Statements of Changes in Shareholders' Equity
For the years ended March 31, 2024 and 2023
(Expressed in Canadian Dollars)

	Share Capital					
	Number of shares	Share capital	Share subscriptions receivable	Reserves	Deficit	Total
		$	$	$	$	$
Balance as at March 31, 2022	10,214,032	31,299,034	(227,226)	1,957,260	(30,553,678)	2,475,390
Share subscriptions received	-	-	14,471	-	-	14,471
Share-based payments	-	-	-	126,000	-	126,000
Net loss for the year	-	-	-	-	(1,078,961)	(1,078,961)
Balance as at March 31, 2023	10,214,032	31,299,034	(212,755)	2,083,260	(31,632,639)	1,536,900
Private placement	8,076,766	524,990	-	-	-	524,990
Share issue costs	-	(19,234)	-	-	-	(19,234)
Share subscriptions received	-	-	212,755	-	-	212,755
Shares issued to settle debt	1,575,000	94,500	-	-	-	94,500
Shares issued for investment	16,000,003	1,040,000	-	-	-	1,040,000
Net loss for the year	-	-	-	-	(2,073,296)	(2,073,296)
Balance as at March 31, 2024	**35,865,801**	**32,939,290**	**-**	**2,083,260**	**(33,705,935)**	**1,316,615**

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

New Wave Holdings Corp.
Consolidated Statements of Cash Flows
For the years ended March 31, 2024 and 2023
(Expressed in Canadian Dollars)

	2024	2023
	$	$
Operating activities		
Net loss for the year	**(2,073,296)**	(1,078,961)
Adjustment for non-cash items		
Bad debts	**-**	5,058
Depreciation	**-**	443
Interest income	**(340)**	-
Share-based payments	**-**	126,000
Interest charges	**31,968**	22,919
Realized loss on sale of investments	**220,797**	-
Unrealized loss (gain) on investments	**872,103**	(426,859)
Impairment of note receivable	**181,649**	858,254
Gain on debt settlement	**-**	(5,463)
Changes in non-cash operating working capital items:		
Accounts payable and accrued liabilities	**352,031**	61,930
Other receivables	**(37,506)**	(22,205)
Prepaid expenses	**-**	79,643
Purchase of investments	**(200,000)**	-
Sale of investments proceeds	**275,220**	-
Notes receivable	**(342,000)**	(617,542)
Net cash used in operating activities	**(719,374)**	(990,058)
Financing activities		
Private placement proceeds	**524,990**	-
Share issue cost - cash	**(19,234)**	-
Share subscriptions received	**212,755**	14,471
Short term loan	**-**	135,471
Net cash provided by financing activities	**718,511**	149,942
Change in cash and cash equivalents during the year	**(863)**	(840,116)
Cash and cash equivalents, beginning of year	**32,201**	872,317
Cash and cash equivalents, end of year	**31,338**	32,201
Cash and cash equivalents consist of the following:		
Cash	21,338	22,201
Guaranteed investment certificates (GIC's)	10,000	10,000
	31,338	32,201
Cash paid during the year:		
Interest	-	-
Income Taxes	-	-
Non-cash investing and financing transactions:		
Shares issued to settle debt	94,500	-
Shares issued for investments	1,040,000	-

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

1. NATURE AND CONTINUANCE OF OPERATIONS

New Wave Holdings Corp. ("the Company") was incorporated under the Business Corporation Act of British Columbia on May 17, 2006. The Company operates as an investment issuer and its objective is to generate income and achieve long term capital appreciation through investments focused on e-sports, Web 3 sectors and advancement and innovative excellence in artificial intelligence ("AI"). The head office, principal address and records office of the Company are located at Royal Centre, Suite 1500, 1055 W Georgia Street, Vancouver, BC V6E 4N7.

These consolidated financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. As at March 31, 2024, the Company is not able to finance day to day activities through operations and has incurred a loss of $2,073,296 for the year ended March 31, 2024. The continuing operations of the Company are dependent upon its ability to attain profitable operations and generate funds there from. This indicates the existence of material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. Management intends to finance operating costs with equity financings, loans from directors and companies controlled by directors and/or private placement of common shares. If the Company is unable to continue as a going concern, the net realizable value of its assets may be materially less than the amounts on its consolidated statement of financial position. Although the Company has been successful in the past in raising funds to continue operations, there is no assurance it will be able to do so in the future.

The Company's business may be affected by changes in political and market conditions, such as interest rates, availability of credit, inflation rates, changes in laws, and national and international circumstances. Recent geopolitical events and potential economic global challenges such as the risk of higher inflation and energy crises, may create further uncertainty and risk with respect to the prospects of the Company's business. The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.

2. STATEMENT OF COMPLIANCE AND BASIS OF PRESENTATION

Statement of compliance
These consolidated financial statements have been prepared in accordance with IFRS Accounting Standards ("IFRS"), as issued by the International Accounting Standards Board. The Company has determined that it meets the definition of an investment entity in accordance with IFRS 10, Consolidated Financial Statements ("IFRS 10"), and accordingly all investments have been recorded as investments at fair value through profit or loss. The principal accounting policies applied in the preparation of these consolidated financial statements are set out below.

These consolidated financial statements were reviewed and authorized for issue by the Board of Directors on July 29, 2024.

Basis of preparation
The consolidated financial statements of the Company have been prepared on an accrual basis and are based on historical costs, modified where applicable, by the measurement at fair value of selected financial assets and financial liabilities. The consolidated financial statements are presented in Canadian dollars unless otherwise noted.

3. MATERIAL ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently in the consolidated financial statements, unless otherwise indicated.

Basis of consolidation
A subsidiary is an entity over which the Company has control. The Company controls an entity when the Company is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

When an investment entity has a subsidiary that is not itself an investment entity and whose main purpose and activities are providing services that relate to the investment entity's investment activities, it shall consolidate that subsidiary in accordance with the requirements of IFRS 3 in accounting for the acquisition of any such subsidiary. The Company has consolidated the following subsidiaries as at March 31, 2024 and 2023.

Entity	Incorporation	Status	Functional Currency
New Wave Holdings (BC) Corp.	B.C., Canada	Active	CDN Dollar
Thunderbolt Creative Digital Gaming Inc.	California, USA	Inactive	CDN Dollar

Inter-company balances and transactions, including unrealized income and expenses arising from inter-company transactions, are eliminated on consolidation.

Status as investment entity
The following are criteria within IFRS 10 – Consolidated Financial Statements, which the Company used to evaluate and determine that it continues to meet the definition of an Investment Entity:

- Obtains funds from one or more investors for the purpose of providing those investor(s) with investment management services;
- Commits to its investor(s) that its business purpose is to invest funds solely for returns from capital appreciation, investment income, or both; and
- Measures and evaluates the performance of substantially all its investments on a fair value basis.

The Company meets the criteria required to be considered an "investment entity" under IFRS 10 and as such, in the cases where the Company has control or significant influence over a company in its investment portfolio, the Company values such investments as financial assets at fair value through profit or loss ("FVTPL").

Significant estimates and assumptions
The preparation of the consolidated financial statements in accordance with IFRS requires the Company to make estimates and assumptions concerning the future. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

3. MATERIAL ACCOUNTING POLICIES – (continued)

Significant estimates
Estimates and assumptions where there is significant risk of material adjustments to the consolidated statements of financial position in future accounting periods include the recoverability and measurement are as follows:

Valuation of investments
Investment transactions are recorded on a trade date basis. The cost of investments represents the amount paid for each investment and is determined on an average cost basis excluding transaction costs. The Company classifies its investments as fair value through profit or loss, with unrealized gains and losses recognized in profit or loss. The fair value of the Company's investments as at the financial reporting date are determined as follows: Common shares in quoted companies – All securities listed on a recognized public stock exchange are generally valued at their last bid price. Warrants – The warrants are valued at fair value using the Black-Scholes pricing model which considers factors such as market value of the underlying security, strike price, volatility and expected life.

Investments in private companies and other investments – When the fair values of financial assets and financial liabilities recorded on the consolidated statements of financial position cannot be derived from active markets, they are determined using a variety of valuation techniques. The inputs to these models are derived from observable market data where possible, but where observable market data is not available, judgment is required to establish fair value.

Significant judgments
The preparation of the consolidated financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments in applying the Company's financial statements are as follows:

Going concern
The assessment of the Company's ability to continue as a going concern and to raise sufficient funds to pay its ongoing operating expenditures and meet its liabilities for the ensuing year involves significant judgment based on historical experience and other factors, including expectation of future events that are believed to be reasonable under the circumstances.

Investment entity
Management has applied judgment in determining whether the Company meets the criteria required under IFRS 10, in order to be classified as an investment entity.

Investment gains and losses
Purchases and sales of investments are recognized on the settlement date. Realized gains and losses on disposal of investments and unrealized gains and losses in the fair value of investments are reflected in statements of loss and comprehensive loss. Upon disposal of an investment, previously recognized unrealized gains or losses are reversed to recognize the full realized gain or loss in the period of disposition. All transaction costs associated with the acquisition and disposition of investments are expensed to the statement of loss comprehensive loss as incurred. Other income and income from securities lending are recorded on an accrual basis.

3. MATERIAL ACCOUNTING POLICIES – (continued)

Share capital
Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares and share purchase warrants are classified as equity instruments.

Incremental costs directly attributable to the issue of new shares, warrants or options are recognized as a deduction from equity, net of tax.

Valuation of equity units issued in private placements
The Company has adopted a residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to the more easily measurable component based on fair value and then the residual value, if any, to the less easily measurable component.

The fair value of common shares issued in private placements was determined to be the more easily measurable component and are valued at their fair value, as determined by the closing quoted bid price on the announcement date. The balance, if any, is allocated to attached warrants. Any fair value attributed to warrants is recorded to warrants reserves.

Share based compensation
The share option plan allows Company employees and consultants to acquire shares of the Company. The fair value of options granted is recognized as an employee or consultant expense with a corresponding increase in equity. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee.

The fair value is measured at grant date, and each tranche is recognized using the graded vesting method over the period during which the options vest. The fair value of the options granted is measured using the Black-Scholes option pricing model taking into account the terms and conditions upon which the options were granted. At each financial position reporting date, the amount recognized as an expense is adjusted to reflect the actual number of share options that are expected to vest.

In situations where equity instruments are issued to non-employees and some or all of the goods or services received by the entity as consideration cannot be specifically identified, they are measured at the fair value of the share-based payment. Otherwise, share-based payments are measured at the fair value of goods or services received.

Upon expiry of the options, the fair value recorded in reserves account remains unchanged.

Financial instruments

Measurement and classification
Notes receivables with investees and Investments are classified as at fair value through profit or loss ("FVTPL") measured initially and subsequently at fair value.

Cash and cash equivalents, notes receivable with non-investees, accounts payable and accrued liabilities, share subscription proceeds to be returned, loan payable and debentures are classified as at amortized costs, initially measured at fair value net of transaction costs, subsequently measured at amortized cost using the effective interest method.

3. MATERIAL ACCOUNTING POLICIES – (continued)

Accounting standards and amendments

The following new standards and amendments are not yet effective and have not been applied in preparing these consolidated financial statements.

Classification of Liabilities as Current or Non-current (Amendments to IAS 1)

The amendments to IAS 1 provide a more general approach to the classification of liabilities based on the contractual arrangements in place at the reporting date. These amendments are effective for reporting periods beginning on or after January 1, 2024 and are not expected to have a material impact on the Company.

The following new standard was adopted during the year:

Disclosure of accounting policies (Amendments to International Accounting Standard ("IAS") 1 Presentation of Financial Statements and IFRS Practice Statement 2 Making Materiality Judgments)

As part of the new amendments, the Company adopted Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2) from January 1, 2023. Although the amendments did not result in any changes to the accounting policies themselves, they impacted the accounting policy information disclosed in the consolidated financial statements. The amendments require the disclosure of 'material', rather than 'significant', accounting policies. The amendments also provide guidance on the application of materiality to disclosure of accounting policies, assisting entities to provide useful, entity-specific accounting policy information that users need to understand other information in the financial statements. Management reviewed the disclosed accounting policies and made updates to the information disclosed in certain instances in line with the amendments.

4. INVESTMENTS

Marketable securities are recorded at fair value at the end of each reporting period. The fair values of the common shares of the publicly traded companies have been directly referenced to published price quotations in an active market. The fair value of investments in private companies is referenced to non-observable market inputs based on specific company information and general market conditions. At times, these private company investments are held at cost, which is indictive of fair value in the absence of any additional information. The investments in unlisted warrants of companies that are publicly traded are valued using the Black-Scholes option pricing model. The carrying values are marked to market and the resulting gain or loss from marketable securities are recorded against earnings. A continuity of the Company's marketable securities is as follows:

(Expressed in Canadian Dollars)

4. INVESTMENTS – (continued)

The Company has the following investments as at March 31, 2024 and 2023:

	Note	Number of Shares/Units Held	Investment cost at March 31, 2024	Fair Value at March 31, 2023	Additions (Dispositions)	Net Change in investment	Fair Value at March 31, 2024
Equity investments:			$	$	$	$	$
Public							
AMPD Ventures Inc.	vii	100,000	30,000	5,000	-	(4,500)	500
TGS Esports Inc.	i	1,040,000	326,000	-	-	-	-
Real Luck Group Ltd.	iv	547,298	150,000	65,676	-	(65,676)	-
Tiidal Gaming Group Inc.	iii	-	-	257,944	(275,220)	17,276	-
Way of Will Inc.	vi	212,052	143,470	-	-	-	-
Level 1 investments			649,470	328,620	(275,220)	(52,900)	500
Private							
Playline Ltd.	ii	51,653	250,829	-	-	-	-
Rosey Inc.	ix	51,000	200,000	-	200,000	(200,000)	-
Longevity AI Inc.	xi	12,000,003	840,000	-	840,000	(840,000)	-
Talon Esports Ltd.	v	681,818	405,000	1,997,727	-	-	1,997,727
1295764 B.C. Ltd. (Pawtocol Holdings Corporation)	viii	1,500,000	3,450,000	-	-	-	-
Level 3 investments			5,145,829	1,997,727	1,040,000	(1,040,000)	1,947,727
Other investment							
Stardust Solar Holdings Inc. (share subscription receipts)	x	800,000	200,000	-	200,000	-	200,000
Level 3 investments			200,000	-	200,000	-	200,000
Balance			**5,995,299**	**2,326,347**	**964,780**	**(1,092,900)**	**2,198,227**

During the year ended March 31, 2024, the Company sold some of its investments for total proceeds of $275,220 and recognized a realized loss of $220,797. The Company also recognized a fair market value loss of $872,103. These amounts are included in the net change in investment in the above noted table.

(Expressed in Canadian Dollars)

4. INVESTMENTS – (continued)

	Note	Number of Shares/Units Held	Investment cost at March 31, 2023	Fair Value at March 31, 2022	Net Change in investment	Fair Value at March 31, 2023
Equity investments			$	$	$	$
Public						
AMPD Ventures Inc.	vii	100,000	30,000	22,000	(17,000)	5,000
TGS Esports Inc.	i	1,040,000	400,000	57,200	(57,200)	-
Real Luck Group Ltd.	iv	547,298	150,000	120,406	(54,730)	65,676
Tiidal Gaming Group Inc.	iii	2,866,050	496,017	436,889	(178,945)	257,944
Way of Will Inc.	vi	212,052	143,470	14,791	(14,791)	-
Level 1 investments			1,219,487	651,286	(322,666)	328,620
Private						
Playline Ltd.	ii	51,653	250,829	250,829	(250,829)	-
Talon Esports Ltd.	v	681,818	405,000	985,373	1,012,354	1,997,727
1295764 B.C. Ltd. (Pawtocol Holdings Corporation)	viii	1,500,000	3,450,000	-	-	-
Level 3 investments			4,105,829	1,236,202	761,525	1,997,727
Other investment						
AMPD Ventures Inc. - warrants	vii	100,000	-	12,000	(12,000)	-
Level 2 investment			-	12,000	(12,000)	-
Balance			**5,325,316**	**1,899,488**	**426,859**	**2,326,347**

During the year ended March 31, 2023, the Company recognized a fair market value gain of $426,859.

4. INVESTMENTS – (continued)

i. On March 27, 2019, the Company purchased 180 common shares (18%) of Even Matchup Gaming Inc. ("EMG") for $250,000 along with an irrevocable option to acquire an additional 31% interest, with additional terms to purchase from the Even Matchup Gaming Inc.'s existing shareholders, upwards to a maximum of 49% of all common shares. Even Matchup Gaming Inc. is a private company and its shares cannot be reliably valued using any market-derived indicators. On February 10, 2020, the Company acquired the remaining issued and outstanding shares of EMG for $1,230,000 comprising $550,000 cash and 125,926 common shares of the Company. Immediately after the completed acquisition, the Company took steps to unwind the acquisition due to various operational issues encountered with EMG. The Company retained 200 (20%) common shares of EMG and EMG returned the 125,926 common shares for cancellation. The Company had loans payable to EMG of $400,000 which was applied to the investment.

On June 28, 2021, EMG shares were converted into 1,040,000 common shares of TGS Esports Inc. which is listed on the TSX Venture Exchange. During the year ended March 31, 2023, the fair value of the Company's investment was adjusted to $nil as a result of certain operational and market challenges and the shares have been cease traded on the TSX venture for failure-to-file and comply with reporting requirements. As at March 31, 2024, TGS Esports Inc. shares remain halted.

ii. On March 22, 2019, the Company purchased 51,653 common shares (less than 1%) of Playline Ltd. for $250,829. Playline Ltd. is a private company and its shares cannot be reliably valued using any market-derived indicators. During the year ended March 31, 2023, the Company recognized a $250,829 fair value decrease of its investment in Playline based on review of market indicators and lack of operational results from the investment. As at March 31, 2024, there has been no change in fair value.

iii. On March 26, 2019, the Company purchased 2,000,000 common shares (approximately 4%) of Tiidal Gaming Group Inc. ("Tiidal Gaming") for $400,000. Tiidal Gaming was a private company.

On March 11, 2019, the Company entered into an advisory agreement with Tiidal Gaming to provide strategic advisory services which have since been terminated. The Company received 250,000 stock options with an exercise price of $0.20 for a term of five years. The options received had an estimated fair market value of $46,017 using the Black-Scholes pricing model. During the year ended March 31, 2020, the Company exercised 250,000 stock options for an additional $50,000 investment into Tiidal Gaming. As at March 31, 2023, there are no advisory agreement with Tiidal Gaming.

On November 15, 2021, Tiidal Game was approved for listing on the Canadian Securities Exchange and commenced trading on November 17, 2021. The Company's original 2,250,000 shares in Tiidal Gaming reflect the forward stock split based on 1.2738 post-share split for a total of 2,866,050 common shares. During the year ended March 31, 2024, the Company sold all of its investments Tiidal Gaming for total proceeds of $275,220 and realized a loss of $220,797 resulting from an original cost of $496,017 less the total proceeds received.

iv. On August 2, 2019, the Company subscribed for 7,500,000 units of Avatar One E-Sports Capital Corp. ("Avatar") at $0.02 each for a total subscription price of $150,000. Each unit consists of one common share of Avatar and one common share purchase warrant of Avatar, with each such warrant entitling the holder to acquire one additional Avatar common share at a price of $0.02 for five years. In December 2020, the Company's 7,500,000 units of Avatar were exchanged into 547,298 common shares in Real Luck Group Ltd. ("Real Luck") as a result of Real Luck acquiring all of the outstanding common shares of Avatar. Real Luck Group Ltd. is listed on the Canadian Securities Exchange. During the year ended March 31, 2024, the fair value of the Company's investment was adjusted to $nil as a result of certain operational and market challenges and the shares have been cease traded on the TSX venture for failure-to-file and comply with reporting requirements, in addition, Real Luck was downgraded to the NEX and remain suspended.

4. INVESTMENTS – (continued)

v. On December 3, 2019, the Company purchased 681,818 common shares of Talon Esports Ltd. ("Talon") at a price of $0.59 (USD $0.44) per share for an aggregate investment of $405,000 (USD $300,000) which represents approximately 6.5% (as of March 31, 2024 – 3.5%) of Talon. Concurrently, the Company entered into an advisory agreement with Talon which since have been terminated, to provide strategic advisory services. The Company received 681,818 stock options with an exercise price of USD $0.44 expiring May 13, 2021. The options received had an estimated fair market value of $198,511 using the Black-Scholes pricing model. During the year ended March 31, 2022, the options expired unexercised and the Company adjusted the fair value of the stock options to $Nil. The fair value of the investment into Talon at March 31, 2023 was determined by the most recent financing completed by Talon at $2.93 (US$2.1612) per share and as this financing is ongoing to March 31, 2024 there were no changes in fair value as at March 31, 2024. As at March 31, 2024 and 2023, there were no advisory agreements with Talon.

vi. On December 18, 2020, the Company entered into a share exchange agreement with Way of Will Inc. ("WoW") and the shareholders of WoW to acquire 100% of the 5,000,000 of the issued and outstanding shares of Class A and Class B shares of WoW, through the issuance of 1,409,536 (28,190,725 pre-consolidated) common shares of the Company fair valued at $3,382,887. On January 31, 2022, WoW commenced trading on the Canadian Securities Exchange. On January 19, 2022, the Company spun out 4,787,948 shares of WoW to its shareholder at a value of $0.10 per share. As at March 31, 2023, the Company holds 212,052 shares of WoW. As at March 31, 2023 the fair value of the Company's investment was adjusted to $nil as a result of certain operational and market challenges and the shares have been cease traded on the TSX venture for failure-to-file and comply with reporting requirements. As at March 31, 2024, WoW shares remain halted.

vii. On November 25, 2021, the Company subscribed for 100,000 units of AMPD Ventures Inc. at a price of $0.30 per unit. The unit consisted of one common share and one share purchase warrant entitling the Company to purchase one additional common share at a price of $0.50 per share for a period of two years. As at March 31, 2023, the fair value of the warrants was $nil. During the year ended March 31, 2024, the warrants expired unexercised.

viii. On January 22, 2022, the Company completed a share exchange agreement to acquire all of the outstanding shares of a private BC Corporation and indirectly acquired Pawtocol Holdings Corp., a Delaware corporation ("Pawtocol"). As consideration the Company issued 15,000,000 common shares of the Company fair valued at $3,450,000. On March 31, 2022, due to the decline in crypto currency, the Company recorded an impairment of $3,450,000. As at March 31, 2024 and 2023, Pawtocol was inactive.

ix. On October 24, 2023, the Company issued 4,000,000 common shares with a fair value of $200,000 to acquire 51% of the issued and outstanding common shares of Rosey Inc. ("Rosey") and advanced $200,000 to Rosey (Note 7) for working capital purposes pursuant to the terms and conditions of the share exchange agreement dated September 22, 2023. The initial fair value of $200,000 was determined using the market price of the common shares on the date of issuance. The Company also has exclusive rights to purchase the remaining 49% of Rosey's outstanding shares until December 31, 2024 (the "Option Deadline Date"), as follows: (i) an additional 9% of Rosey shares upon making a cash payment of $300,000 to Rosey as working capital on or prior to the Option Deadline Date (ii) acquire the remaining 40% of Rosey shares by paying $2,000,000 to the remaining shareholder on or before the Option Deadline Date. As at March 31, 2024, the Company's investment was adjusted to $nil as a result of the lack of users, Rosey was unable to raise the necessary funding to continue with its operations and to progress with the development of the AI. In addition, Rosey's financial condition cast substantial doubt in its ability to continue as a going concern. On October 24, 2023, the CEO of Rosey, became a director of the Company and on March 5, 2024, was appointed the CEO of the Company.

(Expressed in Canadian Dollars)

4. INVESTMENTS – (continued)

x. On December 12, 2023, the Company subscribed for share subscriptions of 800,000 common shares of Stardust Solar Holdings Inc. ("Stardust") at $0.25 per common share for a total subscription receipt of $200,000. Stardust is a privately held British Columbia based company that is a franchisor of renewable energy installation services. Stardust has entered into an agreement with Bold Capital Enterprises Ltd. ("Bold") a capital pool company, whereby the transaction will constitute Bold's qualifying transaction which is expected to close on or before September 30, 2024. Bold will issue shares to Stardust shareholders at a deemed issued price of $0.30 per share. As at March 31, 2024, the fair value of stardust is reflected at $0.25 per share, reflecting the Company's original investment as the qualifying transaction has not yet closed.

xi. On November 22, 2023 pursuant to a share exchange agreement, and as amended on February 8, 2024, the Company entered into an agreement with the shareholders of Longevity AI Inc. ("Longevity") to acquire 50% of the issued and outstanding common shares. As consideration, the Company agreed to issue an aggregate of 12,000,003 common shares to the shareholders of Longevity on a pro-rata basis and will also issue up to 10,000,000 common shares upon Longevity's business meeting certain milestones on a pro-rata basis. As follows: 2,000,000 common shares upon the launch of Longevity's application on the Apple App Store; 2,000,000 common shares upon the launch of the application on the Google Play Store; 2,500,000 common shares upon the application achieving 10,000 users on its platform; 1,500,000 common shares upon the application achieving revenue from clinics listed thereon as feature clinics offering Longevity's services; 1,000,000 common shares upon the application 50 clinics where are listed thereon as feature clinics offering Longevity's services; and 1,000,000 common shares upon the application achieving 100 clinics which are listed thereon as feature clinics offering Longevity's services. Management assessed the probability of achieving the milestones and determined the fair value of these shares to be $nil. On February 20, 2024, the Company issued 12,000,003 common shares with a fair value of $840,000 based on the Company's share price on the date of issuance. As at March 31, 2024, the Company's investment was adjusted to $nil as a result of the lack of users and Longevity was unable to raise the necessary funding to continue with its operations and to progress with the development of the AI. In addition, Longevity's financial condition cast substantial doubt in its ability to continue as a going concern. Upon completion of the transaction, a director of the Company was appointed as a director of Longevity.

5. DEBENTURES

	Total $
Balance, March 31, 2022	80,555
Accrued interest	22,919
Balance, March 31, 2023	103,474
Accrued interest	18,384
Balance, March 31, 2024	**121,858**

As at March 31, 2024, debentures consisted of $83,333 debentures that were not converted on maturity date (February 24, 2022) which had a conversion price of $2 per share and matured two years from the date of issuance. These debentures did not bear interest until the maturity date, after which the principal amount will bear interest at the rate of 22% per annum. As at March 31, 2024, the Company accrued $18,384 (2023 – $22,919) in interest payable which is included within the debenture balance. These debentures are unsecured and due on demand.

(Expressed in Canadian Dollars)

6. SHARE CAPITAL

Authorized share capital
Unlimited number of common shares without par value, special rights or restrictions attached.

On May 30, 2023, the Company completed a 3 old shares for one new share consolidation. All references to common shares, options, and warrants and per common share amounts have been retroactively restated to reflect this share consolidation.

During the year ended March 31, 2024:

On August 3, 2023, the Company completed a private placement of 8,076,766 common shares at a price of $0.065 per share for gross proceeds of $524,990. In connection to the financing, the Company incurred $19,234 in share issue costs related to legal fees.

On October 24, 2023, pursuant to its investment in Rosey, the Company issued 4,000,000 common shares at a fair value of $200,000 (Note 4).

On January 3, 2024, pursuant to debt settlement agreement, the Company issued 1,575,000 common shares to settle $94,500 in debt.

On February 8, 2024, the Company issued 12,000,003 common shares to acquire 50% interest in Longevity AI Inc. that was fair value at $840,000 (Note 4).

There were no shares issued during the year ended March 31, 2023.

Share Purchase Warrants

The continuity of the Company's outstanding warrants is as follows:

	March 31, 2024		March 31, 2023	
	Number of Warrants	Weighted Average Exercise Price	Number of Warrants	Weighted Average Exercise Price
	#	$	#	$
Balance, opening	3,355,829	3.27	3,465,495	4.02
Expired	(3,355,829)	3.27	(109,666)	27.00
Balance, ending	-		3,355,829	3.27

(Expressed in Canadian Dollars)

6. SHARE CAPITAL – (continued)

Stock Options

On October 24, 2020, the Company adopted an equity incentive plan under which it is authorized to grant to officers, directors, employees and consultants enabling them to acquire up to 20% of the issued and outstanding common share of the Company. The options can be granted for a maximum of 10 years and vest as determined by the Board of Directors. The exercise price of each option granted may not be less than the fair market value of the common shares. The Option Plan is 10% a rolling plan pursuant to which the number of common shares which may be subject to issuance pursuant to options granted under the Option Plan is 10% and when combined with all other equity compensation securities outstanding shall not be greater than 20% of the common shares issued and outstanding at the date of grant.

On July 20, 2022, the Company granted 840,000 stock options to directors, officers and consultants of the Company. The stock options entitle the holder to purchase one common share at $0.15 per share expiring on July 20, 2027. The stock option vest at the date of grant. The fair value of the stock options of $126,000 was determined using the Black Scholes option valuation model with the following assumptions – Share price on date of grant of $0.15; Risk-free interest rate of 2.83%; Dividend yield of 0%; Expected life of 5 years; Forfeiture rate of 0% and Expected volatility of 159.75% based on the Company's historical data.

The continuity of the Company's outstanding options is as follows:

	March 31, 2024		March 31, 2023	
	Number of Stock Options	Weighted Average Exercise Price	Number of Stock Options	Weighted Average Exercise Price
	#	$	#	$
Balance, opening	928,889	1.81	88,889	17.46
Granted	-	-	840,000	0.15
Expired	(15,000)	20.20	-	-
Balance, ending	**913,889**	**1.50**	**928,889**	**1.81**

As at March 31, 2024, the weighted average remaining contractual life of stock options outstanding was 3.12 (2023 – 4.06) years.

Exercise price	Expiry date	Number of options	Number of options exercisable
$ 27.00	October 24, 2024	41,111	41,111
$ 19.80	November 8, 2024	1,111	1,111
$ 13.80	February 10, 2025	1,111	1,111
$ 10.80	February 24, 2025	556	556
$ 3.00	November 6, 2025	28,333	28,333
$ 6.60	February 1, 2026	1,667	1,667
$ 0.15	July 20, 2027	840,000	840,000
		913,889	**913,889**

(Expressed in Canadian Dollars)

6. SHARE CAPITAL – (continued)

Restricted Share Unit Plan

RSUs activities were as follows:

	March 31, 2024	March 31, 2023
	#	#
Balance beginning of year	9,486	9,486
Cancelled	(9,486)	-
Balance, end of year	-	9,486

7. RELATED PARTY TRANSACTIONS

Related party transactions were in the normal course of operations and measured at the fair market value. Key management personnel are the persons responsible for planning, directing and controlling the activities of the Company, and include both executive and non-executive directors, and entities controlled by such persons. The Company considers all directors and officers of the Company to be key management personnel.

Transactions with key management and directors
The Company incurred the following transactions for the years ended, with companies controlled by current and former directors and officers of the Company:

	March 31, 2024	March 31, 2023
	$	$
Consulting fees	136,000	96,000
Share-based payments	-	40,000
	136,000	136,000

As at March 31, 2024, the Company owed $44,400 to companies controlled by a current and a former officer of the Company (2023 – $4,200) for unpaid consulting fees which is included within accounts payable and accrued liabilities. The amount owing is unsecured, non-interest bearing and due on demand.

Note Receivables

On January 26, 2022, the Company loaned $40,000 through a promissory note to Lida Resources Inc. ("Lida"), a company with a common officer.. The note bears interest at 10% per annum unless Lida is in default under the terms of the note, interest at the rate of 15% shall apply to all outstanding balance (including accrued interest) until the amounts owing under this Note is brought into good standing. Lida will not be required to make monthly payments and is due on demand. As at March 31, 2023, the Company had accrued $4,712 in interest income. The Company has determined that the balance including accrued interest of $44,712 was impaired as of March 31, 2023 and the full balance was written off.

7. RELATED PARTY TRANSACTIONS – (continued)

Note Receivables

On November 29, 2023, the Company advanced $10,000 through a promissory note to Lida. The promissory note will bear interest at 10% interest per annum. Lida is not required to make monthly payments and the note is due on demand. As at March 31, 2024, the Company accrued interest income of $340 which is included in other receivables. The Company has determined that the balance incurring interest of $340 was impaired as of March 31, 2024 and the full balance was written off.

On December 18, 2023, pursuant to the terms of the investment in Rosey (Note 4), the Company advanced $200,000 as working capital. The advance is unsecured, non-interest bearing and payable on demand. On March 31, 2024, the Company wrote-down the note receivable to $28,691 following the impairment of the related investment which was collected subsequent to March 31, 2024.

During the year ended March 31, 2024, the Company advanced an aggregate amount of $132,000 through promissory notes to Eat & Beyond Global Holdings Inc. ("Eat & Beyond"), a company with a common officer. The promissory notes will bear interest at 8% per annum. Eat & Beyond is not required to make monthly payments and the notes are due on demand. As at March 31, 2204, the Company accrued interest income of $4,186 which is included in other receivables. Subsequent to March 31, 2024, the Company entered into a debt settlement agreement with Eat & Beyond to settle the $132,000 promissory note. In consideration, the Company has agreed to accept 2,400,000 common shares of Eat & Beyond at a price of $0.055 per share. The Company also advanced $15,000 subsequently to Eat & Beyond with similar terms as noted above.

See Note 8 for other note receivables.

8. NOTES RECEIVABLE

As at March 31, 2022, the Company loaned $638,606 (US$500,000) through a promissory note to Pawtocol LLC, a wholly owned subsidiary of Pawtocol, an investee. No interest will accrue on the principal amount unless Pawtocol LLC is in default under the terms of this Note. If Pawtocol LLC is in default, then in addition to the other remedies available to Pawtocol LLC, interest at the rate of 10% shall apply to all outstanding balances (including accrued interest) until the amounts owing under this Note are brought into good standing. Pawtocol LLC will not be required to make monthly payments and is due on demand. On March 31, 2022, the Company wrote-off the note receivable to $Nil following the impairment of the related investment. During the year ended March 31, 2023, the Company advanced another $600,000 CAD and $135,659 (US$100,000) to Pawtocol LLC with similar terms and has recorded an impairment of $735,659.

On May 16, 2022 the Company loaned $65,088 and on June 1, 2022 loaned another $10,000 through promissory notes to Way of Will Inc. ("WoW"). The notes will bear interest at 10% per annum unless WoW is in default under the terms of the note, interest at the rate of 20% shall apply to all outstanding balance (including accrued interest) until the amounts owing under this note is brought into good standing. WoW will not be required to make monthly payments and is due on demand. During the year ended March 31, 2023, the Company recorded an impairment of $77,883 on the promissory and the accrued interest charged.

See Note 7 for additional note receivables with related parties.

(Expressed in Canadian Dollars)

9. LOAN PAYABLE

On October 21, 2022, the Company entered into a loan agreement in the amount of $135,471. The loan bears interest at 10% per annum, is unsecured and is repayable on demand. As at March 31, 2024, the Company has accrued $20,309 (March 31, 2023 – $6,725) in interest payable.

10. FINANCIAL INSTRUMENTS AND CAPITAL MANAGEMENT

The following table summarizes the carrying value of financial assets and liabilities as at March 31, 2024 and 2023:

	March 31, 2024	March 31, 2023
	$	$
Fair value through profit or loss		
Investments	2,198,227	2,326,347
Notes receivable – Rosey	28,691	-
Amortized cost		
Notes receivable – Eat & Beyond	132,000	-
Cash and cash equivalents	31,338	32,201
Accounts payable and accrued liabilities	911,450	653,919
Share subscriptions to be returned	10,010	10,010
Loan payable	155,780	142,196
Debentures	121,858	103,474

Fair value measurement

Determination of fair value
The determination of fair value requires judgment and is based on market information, where available and appropriate. 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).

At the end of each reporting period, management estimates the fair value of investments based on the criteria below and reflects such valuations in the consolidated financial statements:

i. Securities including shares, options and warrants which are traded in an active market, such as on a recognized securities exchange and for which no sales restrictions apply, are presented at fair value based on quoted closing trade prices at the end of the reporting period or the closing trade price on the last day the security traded if there were no trades at the end of the reporting period. These are included in Level 1 of the fair value hierarchy.

ii. For options, warrants and conversion features of debentures which are not traded on a recognized securities exchange, no market value is readily available. When there are sufficient and reliable observable market inputs, a valuation technique is used. Valuation models such as Black-Scholes are used when there are sufficient and reliable observable market inputs. These market inputs include risk-free interest rate, exercise price, market price at the date of valuation, expected dividend yield, expected life of the instrument and expected volatility of the underlying security based on historical volatility. These are included in Level 2 of the fair value hierarchy.

10. FINANCIAL INSTRUMENTS AND CAPITAL MANAGEMENT – (continued)

Fair value measurement – (continued)

iii. Debentures and loans issued by investee companies are generally valued at the price at which the instrument was issued. The Company regularly considers whether any indications of deterioration in the value of the underlying business exist, which suggests that the debt instrument will not be fully recovered.

Determination of fair value (continued)
The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment and assumptions provided by management is required in establishing fair values. Judgments include consideration of inputs such as credit risk, discount rates, volatility, probability of certain triggering events, and share price of private company borrowers. Changes in assumptions relating to these factors could affect the reported fair value of the financials instruments. These are included in Level 3 of the fair value hierarchy.

Private company investments
All privately held investments (including options, warrants and conversion features) are initially recorded at the transaction price, being the fair value at the time of acquisition. At the end of each reporting period, the fair value of an investment may (depending upon the circumstances) be adjusted using one or more of the valuation indicators described below. These are included in Level 3 of the fair value hierarchy.

The determination of fair value of the Company's privately held investments at other than initial cost, is subject to certain limitations. Financial information for private companies in which the Company has investments may not be available and, even if available, that information may be limited and/or unreliable.

The use of the valuation approaches described below may involve uncertainties and determinations based on management's judgment and any value estimated from these techniques may not be realized or realizable. Company-specific information is considered when determining whether the fair value of a privately held investment should be adjusted upward or downward at the end of each reporting period. In addition to company-specific information, the Company will also consider trends in general market conditions and the share performance of comparable publicly traded companies when valuing privately held investments.

The fair value of a privately held investment may be adjusted if:

i. There has been a significant subsequent equity financing provided by outside investors at a valuation different than the current value of the investee company, in which case the fair value of the investment is set to the value at which that financing took place.

ii. There have been significant corporate, political, or operating events affecting the investee company that, in management's opinion, have a material impact on the investee company's prospects and therefore its fair value. In these circumstances, the adjustment to the fair value of the investment will be based on management's judgment and any value estimated may not be realized or realizable.

iii. The investee company is placed into receivership or bankruptcy.

iv. Based on financial information received from the investee company, it is apparent to the Company that the investee company is unlikely to be able to continue as a going concern.

v. Release by the investee company of positive/negative operational results; and

(Expressed in Canadian Dollars)

10. FINANCIAL INSTRUMENTS AND CAPITAL MANAGEMENT – (continued)

Fair value measurement – (continued)

vi. Important positive/negative management changes by the investee company that the Company's management believes will have a very positive/negative impact on the investee company's ability to achieve its objectives and build value for shareholders.

vii.

Determination of fair value (continued)
Adjustments to the fair value of a privately held investment will be based upon management's judgment and any value estimated may not be realized or realizable. The resulting values for non-publicly traded investments may differ from values that would be realized if a ready market existed.

In addition, the amounts at which the Company's privately held investments could be currently disposed of may differ from the carrying value assigned.

As at March 31, 2024, financial instruments that are measured at amortized cost on the consolidated statements of financial position are represented by cash and cash equivalents, account payable and accrued liabilities, share subscriptions to be returned, loan payable, and convertible debentures. The fair values of these financial instruments approximate the carrying value due to their short-term nature.

March 31, 2024	**Level 1**	**Level 2**	**Level 3**	**Total**
	$	**$**	**$**	**$**
Investments				
Public investments	500	-	-	500
Private investments	-	-	2,197,727	2,197,727
	500	-	2,197,727	2,198,227
Notes receivable	-	28,691	-	28,691
	500	**28,691**	**2,197,727**	**2,226,918**

March 31, 2023	**Level 1**	**Level 2**	**Level 3**	**Total**
	$	**$**	**$**	**$**
Investments				
Public investments	328,620	-	-	328,620
Private investments	-	-	1,997,727	1,997,727
	328,620	-	1,997,727	2,326,347

Level 2 Hierarchy
During the year ended March 31, 2024, the Company had the following activities.

	March 31, 2024	**March 31, 2023**
	$	**$**
Balance, beginning of year	-	12,000
Notes receivable advanced and interest	200,000	-
Impairment of note receivable and interest	(171,309)	-
Adjustment for fair value	-	(12,000)
Balance, end of year	28,691	-

(Expressed in Canadian Dollars)

10. FINANCIAL INSTRUMENTS AND CAPITAL MANAGEMENT – (continued)

Fair value measurement – (continued)

Level 3 Hierarchy
Within Level 3, the Company includes private company investments that are not quoted on an exchange. The key assumptions used in the valuation of these instruments include (but are not limited to) the value at which a recent financing was done by the investee, company-specific information, assumptions and trends in general market conditions.

When a private company investment changes its status to a publicly listed investment which meets Level 1 or Level 2 criteria, the investment is transferred out of the Level 3 fair value hierarchy. A transfer is recorded upon the occurrence of a liquidity transaction for an investee company, which includes, but is not limited to, a business combination between the entity and a public company pursuant to a reverse takeover, merger, amalgamation, arrangement, take-over bid, or an initial public offering of the entity. The transfers are recorded on the date that such a liquidity transaction is completed.

The following is a movement within level 3 hierarchy during the years ended March 31, 2024 and 2023.

	March 31, 2024	**March 31, 2023**
	$	**$**
Balance, beginning of year	1,997,727	1,236,202
Acquisition of investments	1,040,000	-
Acquisition of share subscription receipts	200,000	-
Adjustment for fair value	(1,040,000)	761,525
Balance, end of year	2,197,727	1,997,727

Financial risk management

The Company is exposed in varying degrees to a variety of financial instrument related risks.

Credit risk
Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk at March 31, 2024 is on its bank account. All of its cash is deposited in a bank account held with a major bank in Canada. As most of the Company's cash is held by one bank there is a concentration of credit risk. This risk is managed by using a major bank that is a high credit quality financial institution as determined by rating agencies. The maximum exposure to credit risk is the carrying amount of the Company's financial instruments.

Foreign exchange risk
Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company is not exposed to significant foreign exchange risk.

Liquidity risk
Liquidity risk arises through the excess of financial obligations over available financial assets due at any point in time. The Company is exposed to liquidity risk through its accounts payable and accrued liabilities which carry net 30 terms, share subscriptions to be returned, the loan payable and the convertible debentures. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements at any point in time.

(Expressed in Canadian Dollars)

10. FINANCIAL INSTRUMENTS AND CAPITAL MANAGEMENT – (continued)

Financial risk management (continued)

Liquidity risk (continued)
The Company's main source of funding has been the issuance of equity securities for cash, primarily through private placements. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding**.**

Price risk
Equity price risk is the risk of potential loss to the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. As at March 31, 2024, the Company's equity investments of $2,198,227 are subject to fair value fluctuations. If the fair value of the Company's investments had decreased/increased by 10% with all other variables held constant, loss and comprehensive loss for the year ended March 31, 2024 would have been approximately $220,000 higher/lower.

Capital Management
Management's objective is to manage its capital to ensure that there are adequate capital resources to safeguard the Company's ability to continue as a going concern through the optimization of its capital structure. The capital structure consists of share capital and working capital. In order to achieve this objective, management makes adjustments to it in light of changes in economic conditions and risk characteristics of the underlying assets. To maintain or adjust capital structure, management may invest its excess cash in interest bearing accounts of Canadian chartered banks and/or raise additional funds externally as needed. The Company is not subject to externally imposed capital requirements. The Company's management of capital did not change during the year ended March 31, 2024.

11. SEGMENTED INFORMATION

The Company operates in one business segment: to generate income and achieve long term capital appreciation through investments focused on e-sports, Web 3sectors and AI.

Geographic information with respect to the Company's assets is as follows:

	March 31, 2024	**March 31, 2023**
	$	$
Canada	**2,507,995**	2,438,727
United States	**7,718**	7,772
Total assets	**2,515,713**	2,446,499

Geographic information with respect to the Company's liabilities is as follows:

	March 31, 2024	**March 31, 2023**
	$	**$**
Canada	**1,199,098**	909,599
United States	**-**	-
Total liabilities	**1,199,098**	909,599

(Expressed in Canadian Dollars)

11. SEGMENTED INFORMATION – (continued)

Geographic information with respect to the Company's net loss is as follows:

	March 31, 2024	March 31, 2023
	$	**$**
Canada	**2,073,247**	1,078,569
United States	**49**	392
Net loss for the year	**2,073,296**	1,078,961

12. DEFERRED INCOME TAX

A reconciliation of the expected income tax recovery to the actual income tax recovery is as follows:

	March 31, 2024	March 31, 2023
	$	**$**
Net loss for the year	**(2,073,296)**	(1,078,961)
Statutory tax rate	**27%**	27%
Expected income tax recovery	**(559,800)**	(291,319)
Non-deductible items	**(24,516)**	34,020
Change in deferred tax assets not recognized	**584,316**	257,299
Total income tax recovery	**-**	-

The significant components of the Company's deductible temporary differences, unused tax losses that have not been included on the statement of financial position are as follows:

	Expiry	March 31, 2024	Expiry	March 31, 2023
Non-capital losses	2040-2044	28,540,000	2040-2043	27,652,000
Capital losses	indefinite	110,400	-	-
Capital assets	indefinite	27,900	indefinite	27,900
Investments	indefinite	14,015,000	indefinite	13,086,000
Note receivables	indefinite	1,061,000	indefinite	1,499,400
Share issue cost	2025-2028	74,000	2024-2028	144,000