



BrandPilot AI Inc. (formerly Universal PropTech Inc.)

Unaudited Condensed Interim Consolidated Financial Statements

For the three and nine months ended May 31, 2024 and 2023

(Expressed in Canadian Dollars)

Notice to Reader

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the condensed interim consolidated financial statements, they must be accompanied by a notice indicating that the condensed interim consolidated financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim consolidated financial statements have been prepared by and are the responsibility of the management of BrandPilot AI Inc. (formerly Universal PropTech Inc.).

The Company's independent auditor has not performed a review of these unaudited condensed interim consolidated financial statements in accordance with the standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

BrandPilot AI Inc. (formerly Universal PropTech Inc.)

Unaudited Condensed Interim Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)

	As at May 31, 2024	As at August 31, 2023 (Audited)
	\$	\$
<u>Assets</u>		
Current Assets		
Cash and cash equivalent (Note 4)	1,999,368	2,813,612
Accounts receivable	33,410	34,035
Other receivables (Note 5 & 12)	630,000	100,000
Prepaid expenses	98,102	15,623
Total Current Assets	2,760,880	2,963,270
Other receivables (Note 12)	-	380,000
Total Assets	2,760,880	3,343,270
<u>Liabilities</u>		
Current Liabilities		
Accounts payable and accrued liabilities	482,655	255,266
Total Current Liabilities	482,655	255,266
Total Liabilities	482,655	255,266
<u>Shareholders' Equity</u>		
Share capital (Note 6)	23,400,548	23,400,548
Share-based payments reserve (Note 7)	1,807,161	2,178,069
Accumulated deficit	(22,929,484)	(22,490,613)
Total Shareholders' Equity	2,278,225	3,088,004
Total Liabilities and Shareholders' Equity	2,760,880	3,343,270

Nature of operations and going concern (Note 1)
Contingent liabilities and commitments (Note 12)
Subsequent events (Note 13)

Approved on behalf of the Board of Directors:

"Adam Szweras" (signed)
Director

"Brandon Mina" (signed)
Director

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

BrandPilot AI Inc. (formerly Universal PropTech Inc.)

Unaudited Condensed Interim Consolidated Statements of Loss and Comprehensive Loss

For the three months and nine ended May 31, 2024 and 2023

(Expressed in Canadian Dollars)

	Three months ended May 31,		Nine months ended May 31,	
	2024	2023	2024	2023
	\$	\$	\$	\$
<u>Expenses</u>				
General and administrative (Note 11)	549,544	181,352	875,875	942,209
Share-based payments (Note 7)	-	-	38,600	-
Finance expense	-	190	-	629
Total Expenses	(549,544)	(181,542)	(914,475)	(942,838)
<u>Other Income</u>				
Interest income (Notes 4)	22,916	33,767	66,096	44,719
Total Other Income	22,916	33,767	66,096	44,719
Net Loss from Continuing Operations	(526,628)	(147,775)	(848,379)	(898,119)
<u>Discontinued Operations</u>				
Income from discontinued operations	-	-	-	2,616,846
Net Income from Discontinuing Operations	-	-	-	2,616,846
Net Income (Loss) and Comprehensive Income (Loss)	(526,628)	(147,775)	(848,379)	1,718,727
<u>Net Income (Loss) per Share</u>				
Continuing operations – basic and diluted	(0.01)	(0.00)	(0.02)	(0.02)
Discontinued operations – basic and diluted	0.00	0.00	0.00	0.05
Weighted average shares outstanding – basic	49,217,408	49,217,408	49,217,408	49,217,408
Weighted average shares outstanding – diluted	49,217,408	49,217,408	49,217,408	49,217,408

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

BrandPilot AI Inc. (formerly Universal PropTech Inc.)

Unaudited Condensed Interim Consolidated Statements of Cash Flows

For the three months and nine ended May 31, 2024 and 2023

(Expressed in Canadian Dollars)

	Three months ended May 31,		Nine months ended May 31,	
	2024	2023	2024	2023
	\$	\$	\$	\$
<u>Operating Activities</u>				
Net income loss for the period from continuing operations	(526,628)	(147,775)	(848,379)	(898,119)
Adjustments for non-cash items:				
Share-based payments	-	-	38,600	-
Accrued interest on short-term investments	-	10,952	-	-
	(526,628)	(136,823)	(809,779)	(898,119)
Changes in non-cash working capital:				
Accounts receivable	(32)	21,625	626	-
Other receivables	100,000	-	(150,000)	-
Prepaid expenses	53,257	(8,430)	(82,480)	(9,280)
Accounts payable and accrued liabilities	402,479	(154,165)	227,389	(81,790)
Cash flow (used in) continuing operations	29,076	(277,793)	(814,244)	(989,189)
Cash flow from (used in) discontinued operations	-	-	-	(131,208)
Net Cash Provided by (Used in) Operating Activities	29,076	(277,793)	(814,244)	(1,120,397)
<u>Investing Activities</u>				
Purchases of short-term investments	-	-	-	(3,150,000)
Redemption of short-term investments	-	3,150,000	-	3,150,000
Proceeds received from sale of subsidiary	-	-	-	3,819,929
Cash relinquished on sale of subsidiary	-	-	-	(589,041)
Net Cash Provided by Investing Activities	-	3,150,000	-	3,230,888
Increase (decrease) in cash and cash equivalents	29,076	2,872,207	(814,244)	2,110,491
Cash and cash equivalents, beginning of period	1,970,292	269,946	2,813,612	1,031,662
Cash and cash equivalents, end of period	1,999,368	3,142,153	1,999,368	3,142,153

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

BrandPilot AI Inc. (formerly Universal PropTech Inc.)

Unaudited Condensed Interim Consolidated Statements of Changes in Shareholder's Equity

For the nine months ended May 31, 2024 and 2023

(Expressed in Canadian Dollars)

	Share Capital		Share-Based Payment Reserve	Warrants Reserve	Accumulated Deficit	Total
	#	\$	\$	\$	\$	\$
Balance, August 31, 2022	49,217,408	23,400,548	2,571,100	365,334	(23,169,063)	3,167,919
Expiry and cancellation of options	-	-	(182,323)	-	182,323	-
Expiry of warrants	-	-	-	(361,935)	361,935	-
Net loss for the period	-	-	-	-	1,718,727	1,718,727
Balance, May 31, 2023	49,217,408	23,400,548	2,388,777	3,399	(20,906,078)	4,886,646
Balance, August 31, 2023	49,217,408	23,400,548	2,178,069	-	(22,490,613)	3,088,004
Grant of options	-	-	38,600	-	-	38,600
Expiry and cancellation of options	-	-	(409,508)	-	409,508	-
Net loss for the period	-	-	-	-	(848,379)	(848,379)
Balance, May 31, 2024	49,217,408	23,400,548	1,807,161	-	(22,929,484)	2,278,225

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

BrandPilot AI Inc. (formerly Universal PropTech Inc.)

Notes to the Unaudited Condensed Interim Consolidated Financial Statements

For the three and nine months ended May 31, 2024 and 2023

(Expressed in Canadian Dollars)

1. Nature of Operations and Going Concern

BrandPilot AI Inc (formerly Universal PropTech Inc. or “UPI”) (“BPAI” or the “Company”) was incorporated under the *Canada Business Corporation Act* on August 22, 2008. On June 24, 2024, UPI changed its name to BrandPilot AI Inc. in anticipation of the closing of the acquisition (the “Acquisition”) of Xemoto Media Ltd. (“Xemoto”) (Note 5 and 13). The address of the Company’s corporate office is 77 King Street West, Suite 2905, Toronto, Ontario, Canada, M5K 1H1. Following the completion of the Acquisition, the Company’s common shares are listed on the Canadian Stock Exchange under the ticker symbol “BPAI”. The Company has also filed application to have its common shares listed in the United States on the OTCQB Venture Market under the ticker symbol “BPAIF”, and in Germany on the Frankfurt Stock Exchange the Company is trading under the ticker symbol “8LH0”.

On January 31, 2023, UPI closed the sale of all the issued and outstanding shares of VCI Controls Inc. (“VCI”), a supplier of building technologies and services that improve comfort, safety, energy efficiency, and occupant productivity (see audited consolidated financial statements for year ended August 31, 2023 and 2022 for more details).

On September 18, 2023, UPI signed a Letter of Intent for the acquisition of all the issued and outstanding securities of Xemoto. The Acquisition was completed on June 28, 2024 (Note 5 and 13). Following the completion of the Acquisition, the Company will be engaged in helping businesses achieve their marketing goals through innovative and data-driven solutions. Through its proprietary technology platform, Spectrum, BrandPilot leverages the power of AI to provide digital marketing and advertising solutions that empower businesses to forge enduring connections with their customers.

These unaudited condensed interim consolidated financial statements are prepared on the assumption that the Company is a going concern, which contemplates the realization of assets and the settlement of liabilities in the normal course of operations. During the three and nine months ended May 31, 2024, the Company reported a net loss from continuing operations of \$526,628 and \$848,379 (2023 – \$147,775 and \$898,119) and income from discontinued operations of \$Nil and \$Nil (2023 – \$Nil and \$2,616,846) resulting in loss and comprehensive loss of \$526,628 and \$848,379 (2023 – net loss of \$147,775 and net income of \$1,718,727). As at May 31, 2024, the Company had a working capital of \$2,278,225 (2023 – \$2,708,004) and an accumulated deficit of \$22,929,484 (2023 – \$22,490,613). The Company’s ability to continue as a going concern 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. It is not possible to predict whether financing efforts will continue to be successful in the future. Failure to obtain new financing could result in delay or indefinite postponement of the Company’s strategic goals and represent material uncertainties which may cast significant doubt upon the Company’s ability to continue as a going concern.

These unaudited condensed interim consolidated financial statements have been prepared on the basis that the Company will continue as a going concern, and do not reflect the adjustments to the carrying values of assets and liabilities and the reported revenues and expenses, and classifications of statements of financial position that would be necessary if the Company were unable to realize its assets and settle its liabilities as a going concern in the normal course of operations. Such adjustments could be material.

2. Basis of Presentation

(a) Statement of Compliance

The Company’s unaudited condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”). These unaudited condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standards (“IAS”) 34 – Interim Financial Reporting. Accordingly, they do not include all of the information and disclosures required by IFRS for annual financial statements. The accounting policies set out below were consistently applied to all periods presented unless otherwise noted.

These unaudited condensed interim consolidated financial statements were reviewed, approved, and authorized for issuance by the Board of Directors (the “Board”) of the Company on July 29, 2024.

BrandPilot AI Inc. (formerly Universal PropTech Inc.)

Notes to the Unaudited Condensed Interim Consolidated Financial Statements

For the three and nine months ended May 31, 2024 and 2023

(Expressed in Canadian Dollars)

(b) Basis of Measurement and Functional Currency

These unaudited condensed interim consolidated financial statements are prepared on the historical cost basis, except as noted for certain financial instruments carried at fair value. The unaudited condensed interim consolidated financial statements are presented in Canadian dollars, the functional currency of the Company and its subsidiary, unless otherwise noted. The functional currency is the currency of the primary economic environment in which the Company operates.

(c) Basis of Consolidation

These unaudited condensed interim consolidated financial statements include the accounts of the Company and VCI for the comparative period ended May 31, 2023. The unaudited condensed interim consolidated financial statements include all the assets, liabilities, revenues, expenses and cash flows of the Company and its subsidiary, VCI, after eliminating inter-entity balances and transactions up to the date when control of VCI ceased.

(d) Reclassifications

Certain comparative figures have been reclassified to conform to the current period's presentation on the unaudited condensed interim consolidated statements of financial position, statements of loss and comprehensive loss and cash flows. Net loss and accumulated deficit previously reported has not been affected by these reclassifications.

(e) Significant Accounting Judgments and Estimates

The preparation of these consolidated 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 its 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 and the Company's cash position at year-end.

Fair value of financial assets and financial liabilities

Fair value of financial assets and financial liabilities on the consolidated 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. Judgments include, but are not limited to, consideration of model inputs such as volatility, estimated life, and discount rates.

Fair value less costs to sell of disposal group

Upon disposal of an asset, management exercises judgment in assessing whether a non-current asset (or disposal group) meets the criteria of an asset held for sale ("Asset HFS"). A non-current asset, or a disposal group, is classified as HFS if its carrying amount will be recovered principally through a sale transaction rather through continuing use, which will be the case if the following conditions are met: (a) asset/disposal group must be available for immediate sale in its present condition and, (b) the sale must be highly probable.

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(Expressed in Canadian Dollars)

2. Basis of Presentation (continued)

Management also exercises judgment in measuring the non-current asset, or disposal group, classified as HFS at the lower of the carrying amount measured immediately before reclassification and its fair value less costs to sell ("FVLCS"), which is the amount that a market participant would pay for the asset or a "Cash-Generating Unit", less the costs of sale. Management uses judgments and assumptions and may use a variety of valuation techniques in deriving the FVLCS.

Determination of fair value hierarchy

The categorisation of the fair value measurement into one of the three different levels shall be determined on the basis of the lowest level input that is significant to the fair value measurement in its entirety. Judgment is required in assessing the significance of a particular input to the fair value measurement in its entirety, taking into account factors specific to the asset or liability.

The use of a valuation model precludes the use of Level 1. However, the fair value hierarchy prioritises the inputs to valuation techniques, not the valuation techniques that the respective models used to measure fair value. The level within the hierarchy is determined based on the valuation inputs, not on the methodology or complexity of the model. The use of a model does not automatically result in a Level 3 fair value measurement.

Allowances for expected credit losses

An ECL impairment model applies which requires a loss allowance to be recognized. This applies to financial assets measured at amortized cost. The estimated present value of future cash flows associated with the asset is determined and an impairment loss is recognized for the difference between this amount and the carrying amount as follows: the carrying amount of the asset is reduced to estimated present value of the future cash flows associated with the asset, discounted at the financial asset's original effective interest rate, either directly or through the use of an allowance account and the resulting loss is recognized in the consolidated statements of loss and comprehensive loss.

In a subsequent period, if the amount of the impairment loss related to financial assets measured at amortized cost decreases, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the financial instrument at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

Warrants and options

Warrants and options are initially recognized at fair value, based on the application of Black-Scholes. This pricing model requires management to make various assumptions and estimates which are susceptible to uncertainty, including 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. Changes in these assumptions affects the fair value of the options and the amount of stock-based compensation to be recognized in profit or loss over the vesting period.

Income taxes

Management uses estimates when determining deferred income assets. These estimates are used to determine the recoverability of non-capital tax loss carry-forwards and other tax amounts. Significant judgment is required to determine the probable future cash flows in order to recognize the deferred tax asset. Changes in market conditions, changes in tax legislation, and other factors, could adversely affect the ongoing value of deferred tax assets. The carrying amount of deferred income tax assets is reassessed at each reporting period and reduced to the extent that it is no longer probable that sufficient taxable income will be available to utilize all or part of the deferred income tax assets. Unrecognized deferred income tax assets are reassessed at each reporting period and are recognized to the extent that it is probable that there will be sufficient taxable income for the asset to be recovered.

Percentage of completion

The Company measures the percentage of completion using the cost input method in accounting for its contract revenues which requires the Company to determine the contract work performed to date as a proportion of the estimated total contract work to be performed and it is management's judgment that use of the costs to date in proportion to the total estimated costs provides the most appropriate measure of percentage of completion.

BrandPilot AI Inc. (formerly Universal PropTech Inc.)

Notes to the Unaudited Condensed Interim Consolidated Financial Statements

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(Expressed in Canadian Dollars)

2. Basis of Presentation (continued)

Litigation risk and claims risk

Disputes are common in the industry and as such, in the normal course of business, the Company is involved in various legal actions and proceedings which arise from time to time, some of which may be substantial. The Company must make certain assumptions and rely on estimates regarding potential outcomes of legal proceedings in order to determine if a provision is required. Estimating and recording the future outcome of litigation proceedings requires management to make significant judgments and assumptions, which are inherently subject to risks and uncertainties.

Management regularly analyzes current information about these matters, and external legal counsel are often used for these assessments. In making decisions regarding the need for provisions, management considers the degree of probability of an unfavorable outcome and the ability to make a sufficiently reliable estimate of the amount of loss. The outcome of these matters may have a material effect on the financial position, results of operations or cash flows of the Company, and there is no guarantee that there will not be a future rise in litigation which, depending on the nature of the litigation, could impact the financial position, results of operations, or cash flows of the Company.

3. Summary of Material Accounting Policies

The accounting policies applied by the Company in these unaudited condensed interim consolidated financial statements are the same as those noted in the Company's audited consolidated financial statements for the year ended August 31, 2023, unless otherwise noted below.

(a) Adoption of New Accounting Policies

The Company adopted the following amendments, effective September 1, 2022. These changes were made in accordance with the applicable transitional provisions. There was no material impact upon adoption of these amendments on the Company's consolidated financial statements.

Amendments to IAS 1 Presentation of Financial Statements ("IAS 1") and IFRS Practice Statement 2 Making Materiality Judgements

In February 2021, the IASB issued amendments to IAS 1 and IFRS Practice Statement 2 Making Materiality Judgements which were incorporated into Part I of the CPA Canada Handbook – Accounting by the Accounting Standards Board ("CPA Canada Handbook – AcSB") in June 2021. The amendments help entities provide accounting policy disclosures that are more useful to primary users of financial statements by:

- Replacing the requirement to disclose "significant" accounting policies under IAS 1 with a requirement to disclose "material" accounting policies. Under this, an accounting policy would be material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that primary users of general purpose financial statements make on the basis of those financial statements; and
- Providing guidance in IFRS Practice Statement 2 to explain and demonstrate the application of the four-step materiality process to accounting policy disclosures.

The amendments shall be applied prospectively

BrandPilot AI Inc. (formerly Universal PropTech Inc.)

Notes to the Unaudited Condensed Interim Consolidated Financial Statements

For the three and nine months ended May 31, 2024 and 2023

(Expressed in Canadian Dollars)

3. Summary of Material Accounting Policies

(a) Adoption of New Accounting Policies (continued)

Amendments to IAS 8 – Accounting Policies, Changes in Accounting Estimates and Errors (“IAS 8”)

In February 2021, the IASB issued *Definition of Accounting Estimates*, which amended IAS 8. The amendments clarify how companies should distinguish changes in accounting policies from changes in accounting estimates. That distinction is important because changes in accounting estimates are applied prospectively only to future transactions and other future events, but changes in accounting policies are generally also applied retrospectively to past transactions and other past events. The amendments to IAS 8 are effective for annual periods beginning on or after January 1, 2023. The Company early-adopted these amendments as permitted.

At the date of authorization of these consolidated financial statements, the IASB and the IFRIC have issued the following amendments which are effective for annual periods beginning on or after September 1, 2023. Many are not applicable or do not have a significant impact to the Company and have been excluded. The Company had assessed that the adoption of the following amendments will not have any material impact on its consolidated financial statements:

Amendments to IFRS 16 – Leases

In September 2022, the IASB issued amendments to IFRS 16 *Leases* to add subsequent measurement requirements for sale and leaseback transactions that satisfy the requirements in IFRS 15 *Revenue from Contracts with Customers* to be accounted for as a sale.

(b) Recent Accounting Pronouncements

The amendments require a seller-lessee to subsequently measure lease liabilities arising from a leaseback in a way that it does not recognize any amount of the gain or loss that relates to the right of use it retains. The IASB has not prescribed a particular method for measuring the lease liability. A seller-lessee must apply the amendments retrospectively in accordance with IAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors*. The amendments are effective for annual reporting periods beginning on or after January 1, 2024. Earlier application is permitted.

IAS 1 – Presentation of Financial Statements

In October 2022, the IASB issued amendments to IAS 1 requiring an entity to disclose, in specified circumstances, information in the notes that enables financial statement users to understand the risk that non-current liabilities with covenants could become repayable within 12 months after the reporting period. As part of the amendments, a provision was added to clarify that only covenants that an entity must comply with on or before the reporting date would affect a liability’s classification as current or non-current, even if compliance with the covenant is only assessed after the entity’s reporting date. Covenants which an entity must comply with after the reporting date would not affect classification of a liability as current or non-current at the reporting date.

The amendments are effective for annual reporting periods beginning on or after January 1, 2024. Earlier application is permitted.

4. Cash and Cash Equivalents

The Company’s cash and cash equivalents consists of cash and investments in short-term guaranteed investment certificates (“GICs”) which were measured at fair value. As at May 31, 2024, the short-term GICs were measured at a face value of \$1,759,704 plus accrued interest of \$6,386.

BrandPilot AI Inc. (formerly Universal PropTech Inc.)

Notes to the Unaudited Condensed Interim Consolidated Financial Statements

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(Expressed in Canadian Dollars)

5. Loan Agreement

On September 18, 2023, the Company signed a Letter of Intent (“LOI”) for the acquisition (“Acquisition”) of all the issued and outstanding securities of Xemoto Media Ltd. (“Xemoto”) by way of amalgamation whereby shareholders of Xemoto shall receive 0.225 of a common share of the Company at a deemed price of \$0.05 per share of the Company. Any outstanding warrants, broker warrants, options and RSUs of Xemoto on closing will be exchanged for common share purchase warrants, broker warrants, options and RSUs equal to 0.225 warrants and options of the Company at the same terms and conditions including exercise price. Any outstanding debentures of Xemoto will be exchanged for debenture of the Company on terms and conditions, including conversion price (Note 13).

On October 20, 2023, pursuant to the LOI, the Company entered into a subordinated secured debenture (“Debenture”) and a General Security Agreement (“GSA”) with Xemoto, whereby the Company loaned \$250,000 to Xemoto. The Debenture is subordinated only to the first position of Business Development Bank of Canada, carries an interest of 15% per annual and matures on the earlier of: (i) the closing of the Acquisition; (ii) the termination of the LOI; or (iii) on March 24, 2024.

On March 15, 2024, the Company signed a Subordination Agreement with KW Capital Partners Limited (the “Senior Lender” or “KW”) whereby pursuant to a second convertible debenture (“Senior Debenture”), KW agreed to loan up to \$300,000 to Xemoto and the Company agreed to modified its general security agreement with Xemoto pursuant to its loan agreement dated October 20, 2023 to postponed and subordinated all present and future security to the Senior Lender until the Senior Debenture is repaid in full or is converted into common shares of Xemoto.

6. Share Capital

Authorized and issued share capital

The Company is authorized to issue an unlimited number of common shares.

Issued shares

As of May 31, 2024, there were 49,217,408 common shares issued and outstanding (August 31, 2023 – 49,217,408), for total share capital of \$23,400,548 (August 31, 2023 – \$23,400,548). During the nine months ended May 31, 2024, and the year ended August 31, 2023, no share capital was issued (Note 13).

7. Share-Based Payments Reserve

Effective April 16, 2024, the Company adopted a new Omnibus Long-Term Incentive Plan (the “Omnibus Plan”) under which it is authorized to allow different types of incentives to be granted to certain officers, directors, employees, and consultants of the Company. The Omnibus Plan allow for the granting of options and restricted share units (“RSUs”) up to 10% of the issued and outstanding common shares of the Company. The options granted can be exercised for a maximum of ten (10) years and vest as determined at the discretion of the Board of the Company. Under the Option Plan, the exercise price of each option may not be less than the discounted fair market value of the common shares on the date of grant. As at May 31, 2024 the Company had 1,971,741 common shares available for issuance under the Omnibus Plan.

On February 5, 2024, the Company granted 2,000,000 options to directors and officers at an exercise price of \$0.05 per share for 3 years. All stock options are recorded at fair value using the Black-Scholes option pricing model. The options were fully vested on the grant date. Share-based compensation of \$38,600 (2023 - \$Nil) was recognized in the statement of loss and comprehensive loss.

The following assumptions were used for the valuation of share-based compensation for the stock options granted on February 5, 2024:

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Notes to the Unaudited Condensed Interim Consolidated Financial Statements

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7. Share-Based Payments Reserve (continued)

Risk free rate	3.93%
Expected life	3 years
Dividend yield	0%
Volatility	120.45%
Weighted average fair value per option	\$0.0193

During the nine months period ended May 31, 2024, 2,000,000 stock options were granted to directors and officers. (2023 – Nil). During the nine months ended May 31, 2024, 100,000 options exercisable at \$0.10 per share were cancelled (2023 – 1,085,000 options exercisable at \$0.26 per share were cancelled) and 1,535,000 options exercisable at a weighted average exercise price of \$0.28 per share expired (2023 – Nil). The following summarizes the stock option activities for the nine months ended May 31, 2024 and 2023:

	May 31, 2024		May 31, 2023	
	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
	#	\$	#	\$
Outstanding, beginning of year	2,585,000	0.27	4,370,000	0.28
Granted	2,000,000	0.05	-	-
Cancelled	(100,000)	0.10	1,085,000	0.26
Expired	(1,535,000)	0.28	-	-
Outstanding, end of period	2,950,000	0.09	3,285,000	0.29
Exercisable, end of period	2,950,000	0.09	3,285,000	0.29

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

Date of expiry	Number of options outstanding	Number of options exercisable	Exercise price	Weighted average remaining contractual life
	#	#	\$	Years
July 30, 2024	300,000	300,000	0.30	0.16
August 22, 2025	650,000	650,000	0.10	1.23
February 4, 2027	2,000,000	2,000,000	0.05	2.68
	2,950,000	2,950,000	0.09	2.11

8. Capital Management

The Company's objectives when managing capital is to safeguard its ability to continue as a going concern and to maintain optimal returns to shareholders and benefits for its stakeholders. The Company's capital consists of its equity. Its principal sources of cash are from operations, and the issuance of common shares and debt. Management intends to maintain a flexible capital structure consistent with the objectives mentioned above and to respond to changes in economic conditions and the risk characteristics of underlying assets. In order to maintain or adjust its capital structure, the Company may issue new shares, raise secured debt or refinance existing debt with different characteristics.

The Board does 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.

The Company's capital management objectives, policies and processes have remained unchanged during the nine months ended May 31, 2024 and 2023.

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9. Financial Instruments and Risk Management

The Company is exposed to various risks as it relates to financial instruments. Management, in conjunction with the Board, mitigates these risks by assessing, monitoring and approving the Company's risk management process. There have not been any changes in the nature of these risks or the process of managing these risks from the previous reporting periods.

Liquidity risk

The Company is exposed to liquidity risk or the risk of not meeting its financial obligations as they come due. The Company manages liquidity risk by maintaining adequate cash reserves and by continuously monitoring forecast and actual cash flows for a rolling period of 12 months 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. As at May 31, 2024, the contractual maturities of the Company's financial liabilities are as follows:

	Less than 1 year	1 to 3 years	3 to 5 years	Total
	\$	\$	\$	\$
Accounts payable and accrued liabilities	482,655	-	-	482,655
Total	482,655	-	-	482,655

Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's cash is held with reputable chartered Canadian financial institutions, and in trust with the Company's legal counsel. Management reviews the strength of these institutions on a regular basis and believes that the credit risk concentration with respect to cash is minimal.

The Company's aging of accounts receivable as at May 31, 2024 and August, 31, 2023 are as follows:

Accounts Receivable Aging	May 31, 2024	August 31, 2023
	\$	\$
Within 30 days	33,410	34,035
31 to 60 days	-	-
61 to 90 days	-	-
Total Accounts Receivable	33,410	34,035

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As at May 31, 2024, the Company had no hedging agreements in place with respect to floating interest rates. The Company's investment in GIC is exposed to interest rates fluctuations.

Foreign exchange risk

The Company is exposed to foreign exchange risk on a portion of its accounts payable and accrued liabilities and its USD bank account balances. However, the foreign exchange exposure to the Company at this time is not significant.

Categories and fair value of financial instruments

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 May 31, 2024 the Company's financial instruments consisted of cash, accounts receivable (excluding HST), accounts payables and accrued liabilities.

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9. Financial Instruments and Risk Management (continued)

The fair value of cash, accounts receivables (excluding HST) and accounts payables and accrued liabilities are approximately equal to their carrying value due to their short-term nature. The fair values of the finance lease obligations approximate their carrying amounts as they were measured taking into consideration comparable instruments with similar risks in determining the rates at which to discount their amount in applying their respective measurement models.

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).

10. 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. The remuneration of directors and key executives is determined by the compensation committee of the Board.

The remuneration for members of key management personnel and directors during the three and nine months ended May 31, 2024 and 2023 were as follows:

	Three months ended		Nine months ended	
	May 31, 2024	May 31, 2023	May 31, 2024	May 31, 2023
	\$	\$	\$	\$
Management remuneration	12,000	56,750	36,000	512,544
Professional fees	9,677	16,750	51,677	50,250
Directors' fees	1,000	1,500	4,000	4,500
Share-based payments	-	-	38,600	-
	22,677	75,000	130,277	567,294

Management remuneration

Remuneration of key management personnel of the Company for the three and nine months ended May 31, 2024 was \$12,000 and \$36,000 (2023 – \$56,750 and \$512,544 for the Company's former CEO) for the Company's Chief Executive Officer ("CEO"). During the three and nine months ended May 31, 2024, \$7,500 and \$22,500 (2023 - \$Nil and \$Nil) was paid to the Company's current Chief Financial Officer ("CFO"). As at May 31, 2024, \$22,600 (August 31, 2023 - \$Nil) was owed to the CEO and \$2,825 (August 31, 2023 - \$Nil) was owed to the CFO. The amount outstanding is unsecured, non-interest bearing and due on demand.

Professional fees

During the three and nine months ended May 31, 2024, Branson Corporate Services Ltd. ("Branson"), where the former CFO of BPAI was employed, charged fees of \$2,177 and \$29,177 (2023 – \$16,750 and \$50,250), for providing accounting and administrative services to the Company. As at May 31, 2024, \$Nil (August 31, 2023 – \$5,875) was owed to Branson.

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10. Related Party Transactions (continued)*Directors' fees*

During the three and nine months ended May 31, 2024, directors' compensation were \$1,000 and \$4,000, respectively (2023 - \$1,500 and \$4,500) which were charged to salaries and wages under general and administrative expenses. As at May 31, 2024, \$1,130 (August 31, 2023 – \$nil) directors' fees owed to directors were included in accounts payable and accrued liabilities. The amount outstanding is unsecured, non-interest bearing and due on demand.

Stock-based compensation

During the three and nine months ended May 31, 2024, the Company granted 2,000,000 options to officers and directors of the Company at a fair value of \$Nil and \$38,600 (2023 – \$Nil and \$Nil). (Note 7).

11. General and Administrative Expenses

General and administrative expenses for the three and nine months ended May 31, 2024 and 2023 were comprised of the following:

	Three months ended		Nine months ended	
	May 31, 2024	May 31, 2023	May 31, 2024	May 31, 2023
	\$	\$	\$	\$
Salaries and wages	101,638	59,896	115,244	574,685
Professional and consulting fees*	415,694	63,472	700,700	234,121
Office expenses	32,212	51,886	58,271	103,659
Marketing and sales	-	-	1,660	6,666
Travel	-	6,098	-	23,078
	549,544	181,352	875,875	942,209

* Includes \$265,000 of legal fees relating to the settlement of a claim by a former employee (Note 12).

12. Contingent Liabilities and Commitments

During the year ended August 31, 2019, a lawsuit was filed against the Company by a former employee for a claim of approximately \$815,000. On May 24, 2024, the Company settled the claim for \$325,000 of which \$265,000 was for legal fees and \$60,000 for salaries and benefits. Under the Indemnity Agreement pursuant to the sale of VCI, an amount of \$380,000 from the purchase price was withheld by the purchaser to cover this settlement which was released by the purchaser after the quarter end.

From time to time, the Company is subject to legal proceedings and claims arising in the ordinary course of business. Management is of the opinion, based on information currently available, that it is unlikely that any such liability, to the extent not provided for by insurance or otherwise, would have a material adverse effect to the Company's consolidated financial position, liquidity, or results of operations.

13. Subsequent events

June 28, 2024, the Company closed its change of business transaction (the "COB Transaction") with Xemoto Media Ltd. ("Xemoto") (notes 1 and 5).

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13. Subsequent events (continued)

In connection with the completion of the COB Transaction, among other things, all of the issued and outstanding common shares of Xemoto were exchanged on the basis of 0.225 common shares in the capital of BrandPilot AI Inc. (the "Common Shares") for each common share in the capital of Xemoto held by shareholders immediately prior to the closing of the COB Transaction. Following the completion of the COB Transaction, BPAI has 91,193,005 Common Shares issued and outstanding. The former shareholders of Xemoto hold approximately 46.03% of the Common Shares; and the pre-COB Transaction shareholders of BPAI hold approximately 53.97% of the Common Shares, on an undiluted basis.

BPAI will continue the business of Xemoto by providing digital marketing, advertising and technology services that facilitate the connection between social-media influencers and customers seeking to disseminate messaging and engage with retail investors, consumers and business customers on a grass-roots basis.

In connection with the completion of the COB Transaction, the Common Shares of BPAI were delisted from the TSX Venture Exchange on June 13, 2024, and commenced trading on the Canadian Securities Exchange (the "CSE") July 8, 2024, under the symbol "BPAI".

Subsequent to the end of the quarter, the Company issued 700,000 stock options to a consultant, exercisable at \$0.05, vesting 25% upon issuance, and 25% per quarter for the remainder.