

**CYBEATS TECHNOLOGIES CORP.**  
**FINANCIAL STATEMENTS**  
**DECEMBER 31, 2022**

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## INDEPENDENT AUDITOR'S REPORT

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**To The Shareholders of Cybeats Technologies Corp.**

### **Opinion**

We have audited the financial statements of Cybeats Technologies Corp. which comprise the statement of financial position as at December 31, 2022 and December 31, 2021, and the statements of operations and retained earnings and cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of Cybeats Technologies Corp. as at December 31, 2022 and December 31, 2021, and the results of its operations and its cash flows for the year then ended in accordance with Canadian International Financial Reporting Standards.

### **Basis for Opinion**

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Corporation in accordance with the ethical requirements that are relevant to our audit of the 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 Concerns**

We draw attention to Note 1 in the consolidated financial statements, which indicates that the Company is experiencing, and has experienced, negative operating cash flows. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

### **Other Matter**

The financial statements for the year ended December 31, 2021 were prepared by another auditor who issued an unmodified auditor's report dated April 12, 2022.

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

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

In preparing the financial statements, management is responsible for assessing the Corporation'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 Corporation or to cease operations, or has no realistic alternative but to do so.

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

### **Auditor's Responsibilities for the Audit of the Financial Statements**

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

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

- Identify and assess the risks of material misstatements of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The 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 Corporation'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 material uncertainty exists related to events or conditions that may cast significant doubt on the Corporation's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Corporation to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

*Jackson & Co., LLP*

Toronto, Ontario  
April 26, 2023

Jackson & Co., LLP  
Chartered Professional Accountants  
Licensed Public Accountants

**CYBEATS TECHNOLOGIES CORP.**  
**(Formerly Pima Zinc Corp)**  
**STATEMENT OF FINANCIAL POSITION**  
**AS AT DECEMBER 31, 2022**

	2022	2021
	\$	\$
<b>CURRENT ASSETS</b>		
Cash and cash equivalents	379,354	13,436
Accounts receivable	388,878	-
Prepaid expenses	99,022	-
HST receivable	302,323	-
Due from related companies (note 12)	8,497	-
	1,178,074	13,436
<b>PROPERTY, PLANT AND EQUIPMENT</b> (note 5)	19,316	-
<b>NON-CURRENT ASSETS</b>		
Right-of-use asset (note 6)	181,454	-
	1,378,844	13,436
<b>CURRENT LIABILITIES</b>		
Accounts payable and accrued liabilities (note 7)	1,333,907	403,463
Deferred revenue	469,231	-
Current portion of lease payable	106,019	-
	1,909,157	403,463
<b>NON-CURRENT LIABILITIES</b>		
Lease payable (note 8)	86,492	-
Due to Scryb Inc. (note 9)	558,119	-
	644,611	-
	2,553,768	403,463
<b>SHAREHOLDERS' DEFICIENCY</b>		
Share capital (note 11 (a), (b))	12,239,803	4,903,560
Reserve for share-based payments	4,522,958	420,910
Warrant reserve	5,586,973	1,528,519
Cumulative foreign translation gain	-	34,147
Deficit	(23,524,658)	(7,277,163)
	(1,174,924)	(390,027)
	1,378,844	13,436

Going concern (note 1)  
Contingent liability (note 16)

**ON BEHALF OF THE BOARD:**

"Michael Minder" Director

"Justin Leger" Director

**CYBEATS TECHNOLOGIES CORP.**

**(Formerly Pima Zinc Corp)**

**STATEMENT OF LOSS AND COMPREHENSIVE LOSS AND DEFICIT**

**FOR THE YEAR ENDED DECEMBER 31, 2022 AND 2021**

	2022	2021
	\$	\$
<b>REVENUE</b>		
Sales	114,520	-
	<u>114,520</u>	<u>-</u>
<b>EXPENSES</b>		
Advertising and promotion	303,414	-
Commissions and bonuses	334,750	-
Computers	77,393	-
Consulting fees	771,452	50,140
Depreciation	28,750	-
Insurance	3,125	-
Interest and bank charges	36,589	-
Investor relations, transfer agent and filing fees	209,454	48,660
Meals and entertainment	7,244	-
Office and general	48,371	822
Professional fees	590,856	46,683
Realized gain of foreign currency exchange	5,552	-
Repairs and maintenance	13,210	-
Salaries and wages	451,367	-
Share-based compensation (note 11 (b))	4,522,958	-
System maintenance	209,011	-
Travel expense	35,108	-
	<u>7,648,604</u>	<u>146,305</u>
<b>NET LOSS FROM OPERATIONS</b>	<u>(7,534,084)</u>	<u>(146,305)</u>
<b>OTHER INCOME</b>		
Extraordinary gain on acquisition (note 17)	429,815	-
Unrealized loss on foreign currency exchange	(45,150)	-
	<u>384,665</u>	<u>-</u>
<b>NET LOSS AND COMPREHENSIVE LOSS</b>	<u>(7,149,419)</u>	<u>(146,305)</u>
<b>DEFICIT, beginning of period</b>	<u>(7,277,163)</u>	<u>(7,130,858)</u>
Deficit arising from business combination (note 17)	(9,098,076)	-
<b>DEFICIT, end of period</b>	<u>(23,524,658)</u>	<u>(7,277,163)</u>
<b>LOSS PER SHARE</b>		
Basic	(0.33)	(0.10)
Diluted	(0.13)	(0.09)
Weighted average number of shares outstanding, basic	21,695,194	1,267,139
Weighted average number of shares outstanding, diluted	77,130,188	1,470,292

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

**CYBEATS TECHNOLOGIES CORP.**

**(Formerly Pima Zinc Corp)**

**STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY**

**FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021**

	Capital Stock		Warrant Reserve	Reserve for Share based payments	Cumulative Translation gain	Accumulated Deficit	Total Shareholders' Equity
	Number of shares	\$	\$	\$	\$	\$	\$
<b>Balance - January 1, 2021</b>	<b>1,267,139</b>	<b>4,903,560</b>	<b>1,528,519</b>	<b>420,910</b>	<b>40,258</b>	<b>(7,130,858)</b>	<b>(237,611)</b>
Comprehensive loss for the year	-	-	-	-	(6,111)	(146,305)	(152,416)
<b>Balance - December 31, 2021</b>	<b>1,267,139</b>	<b>4,903,560</b>	<b>1,528,519</b>	<b>420,910</b>	<b>34,147</b>	<b>(7,277,163)</b>	<b>(390,027)</b>
<b>Balance - January 1, 2022</b>	<b>1,267,139</b>	<b>4,903,560</b>	<b>1,528,519</b>	<b>420,910</b>	<b>34,147</b>	<b>(7,277,163)</b>	<b>(390,027)</b>
Units issued in settlement of debt (note 11 (i))	14,250,000	285,000	1,669,558	-	-	-	1,954,558
Units issued for cash, net of issuance costs (note 11 (iii))	16,734,800	5,905,724	-	-	-	-	5,905,724
Units issued from business combination (note 11 (ii) and 17)	60,000,000	1,200,000	3,946,835	-	-	(9,098,076)	(3,951,241)
Shares issued on exercise of warrants (note 11 (a))	200,000	149,420	(29,420)	-	-	-	120,000
Share-based compensation (note 11 (b))	-	(538,850)	-	4,522,958	-	-	3,984,108
Adjustment	-	-	-	(420,910)	-	-	(420,910)
Expiration of warrants (note 11 (c))	-	-	(1,528,519)	-	-	-	(1,528,519)
Foreign exchange adjustment	-	334,949	-	-	(29,510)	-	305,439
Net loss for the year	-	-	-	-	(4,637)	(7,149,419)	(7,154,056)
<b>Balance - December 31, 2022</b>	<b>92,451,939</b>	<b>12,239,803</b>	<b>5,586,973</b>	<b>4,522,958</b>	<b>-</b>	<b>(23,524,658)</b>	<b>(1,174,924)</b>

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

**CYBEATS TECHNOLOGIES CORP.**  
**STATEMENT OF CASH FLOWS**  
**FOR THE YEAR ENDED DECEMBER 31, 2022 AND 2021**

	2022	2021
	\$	\$
<b>CASH PROVIDED BY (USED IN):</b>		
<b>OPERATING ACTIVITIES</b>		
Net loss and comprehensive loss for the period	(7,149,419)	(146,305)
Items not involving cash		
Depreciation	28,750	-
Deficit arising from business combination	(9,098,076)	-
	(16,218,745)	(146,305)
Changes in non-cash working capital items		
(Increase) in accounts receivable	(388,878)	-
(Increase) in prepaid expenses	(99,022)	-
(Increase) in HST receivable	(302,323)	-
(Increase) in due from related parties	(8,497)	-
Increase in accounts payable and accrued liabilities	930,444	151,616
Increase (decrease) in deferred revenue	469,231	-
Increase in lease payable	192,511	-
	(15,425,279)	5,311
<b>INVESTING ACTIVITIES</b>		
Purchase of right-of-use asset	(181,454)	-
Purchase of property, plant and equipment	(48,066)	-
	(229,520)	-
<b>FINANCING ACTIVITIES</b>		
Advances from related parties	558,119	-
Capital contributed through share issuance	7,336,243	-
Increase in reserve for share-based payments	4,102,048	-
Increase to warrant reserve	4,058,454	-
Effect of foreign exchange translation	(34,147)	(6,111)
	16,020,717	(6,111)
<b>NET INCREASE (DECREASE) IN CASH FOR THE PERIOD</b>	<b>365,918</b>	<b>(800)</b>
<b>CASH, beginning of period</b>	<b>13,436</b>	<b>14,236</b>
<b>CASH, end of period</b>	<b>379,354</b>	<b>13,436</b>
<b>REPRESENTED BY:</b>		
Funds held in Trust	213,208	-
Bank	166,146	13,436
	379,354	13,436

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



**CYBEATS TECHNOLOGIES CORP.**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**DECEMBER 31, 2022**

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**1. NATURE OF OPERATIONS**

Cybeats Technologies Corp. (hereinafter "Cybeats" or "the Company"), formerly Pima Zinc Corp, incorporated under the laws of the State of Idaho in 1916. After several decades of dormancy, the Company reorganized in 1997 as an explorationstage company focused on evaluating, acquiring and exploring mineral prospects with potential for economic deposits. In 2011, the Company was re-domiciled to the Cayman Islands. The Company filed a continuation application to continue out of the Cayman Islands under the provisions of the of the Companies Law (2020 Revision) and into the Province of British Columbia under the provisions of the Business Corporations Act (British Columbia) (the "Continuance"). The Continuance became effective on June 25, 2021. The Company's head office is located at 401 – 217 Queen Street West, Toronto, ON M5V 0R2.

Cybeats Technologies Corp. is a cybersecurity company providing SBOM management and software supply chain intelligence technology, helping organizations to manage risk, meet compliance requirements, and secure their software from procurement to development and operation. Its platform gives customers comprehensive visibility and transparency into software supply chains, enabling an improvement to operational efficiency and increase revenue. The principal business address of the Company is 65 International Blvd, Suite 202, Etobicoke, Ontario M9W 6L9.

The Company's ability to continue as a going concern is dependent upon the need to both manage expenditures and to raise additional funds. The Company is experiencing, and has experienced, negative operating cash flows and has working capital deficit of \$725,075 as at December 31, 2022 (2021 - \$390,027). The Company will continue to search for new or alternate sources of financing in order to continue development of its products. These material uncertainties cast significant doubt on the Company's ability to continue as a going concern.

There can be no assurance that the Company will be able to continue to raise funds when required in which case the Company may be unable to meet its obligations. Should the Company be unable to realize on its assets and discharge its liabilities in the normal course of business, the net realizable value of its assets may be materially less than the amounts recorded on the statement of financial position

**2. BASIS OF PRESENTATION**

**Statement of Compliance**

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). The financial statements of the Company for the period ended December 31, 2022 were approved and authorized for issue by the Board of Directors on April 28, 2023.

**CYBEATS TECHNOLOGIES CORP.**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**DECEMBER 31, 2022**

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**Basis of Measurement**

These financial statements have been prepared on the historical cost basis. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

**Functional and Presentation Currency**

The financial statements are presented in Canadian dollars, which is also the Company's functional currency.

**3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

The following accounting policies have been applied consistently to all periods presented in these financial statements:

**(a) IMPAIRMENT**

At each financial position reporting date, the carrying amounts of the Company's long-lived assets are reviewed to determine whether there is any indication that those assets are impaired at a cash generating unit level. If any such indication exists, the recoverable amount of the cash generating unit is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use, which is the present value of future cash flows expected to be derived. If the recoverable amount is estimated to be less than its carrying amount, the carrying amount is reduced to its recoverable amount and the impairment loss is recognized in the profit or loss for the period.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

**(b) RESEARCH AND DEVELOPMENT COSTS**

Costs associated with the development of the Company's products are capitalized where the following criteria are met:

- the technical feasibility of completing the intangible asset so it will be available for use or sale;
- its intention to complete and its ability to use or sell the assets;
- how the asset will generate future economic benefits;
- the availability of resources to complete the asset; and
- the ability to measure reliably of the expenditure during development.

The Company did not incur other research and development costs in the period.

**CYBEATS TECHNOLOGIES CORP.**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**DECEMBER 31, 2022**

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**3. SIGNIFICANT ACCOUNTING POLICIES** *(continued)*

**(c) FOREIGN CURRENCY TRANSLATION**

The Company's functional and presentation currency is the Canadian dollar. Foreign currency transactions are initially recorded in the functional currency at the transaction date exchange rate. At closing date, monetary assets and liabilities denominated in a foreign currency are translated into the functional currency at the closing date exchange rate, and non-monetary assets and liabilities at the historical rates. Exchange differences arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were translated on initial recognition during the period or in previous financial statements are recognized in profit or loss.

**(d) FINANCIAL INSTRUMENTS**

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the financial instrument.

Under IFRS 9, financial assets are classified and measured based on the business model in which they are held and the characteristics of their contractual cash flows. IFRS 9 contains the primary measurement categories for financial assets: measured at amortized cost, fair value through other comprehensive income ("FVTOCI") and fair value through profit and loss ("FVTPL").

Below is a summary showing the classification and measurement bases of financial instruments;

<b>Asset or Liability</b>	<b>Category</b>	<b>Measurement</b>
Cash	FVTPL	Fair value
Accounts receivable	FVTPL	Fair value
Accounts payable and accrued liabilities	Other liabilities	Amortized cost
Lease payable	Other liabilities	Amortized cost

*Financial assets*

Financial assets are classified as either financial assets at FVTPL, amortized cost, or FVTOCI. The Company determines the classification of its financial assets at initial recognition.

- (i) Financial assets recorded at FVTPL  
 Financial assets are classified as FVTPL if they do not meet the criteria of amortized cost or FVTOCI. Gains or losses on these items are recognized in profit or loss. The Company's cash and cash equivalents and marketable securities are classified as financial assets measured at FVTPL.

**CYBEATS TECHNOLOGIES CORP.**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**DECEMBER 31, 2022**

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**3. SIGNIFICANT ACCOUNTING POLICIES** *(continued)*

- (ii) **Amortized cost**  
Financial assets are classified as measured at amortized cost if both of the following criteria are met and the financial assets are not designated as at FVTPL: 1) the object of the Company's business model for these financial assets is to collect their contractual cash flows; and 2) the asset's contractual cash flows represent "solely payments of principal and interest". The Company's loan receivable is classified as financial assets measured at amortized cost.

*Financial liabilities*

Financial liabilities are classified as either financial liabilities at FVTPL or at amortized cost. The Company determines the classification of its financial liabilities at initial recognition.

- (i) **Amortized cost**  
Financial liabilities are classified as measured at amortized cost unless they fall into one of the following categories: financial liabilities at FVTPL, financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition, financial guarantee contracts, commitments to provide a loan at a below-market interest rate, or contingent consideration recognized by an acquirer in a business combination.  
The Company's accounts payable and accrued liabilities and lease payable do not fall into any of the exemptions and are therefore classified as measured at amortized cost.
- (ii) **Financial liabilities recorded FVTPL**  
Financial liabilities are classified as FVTPL if they fall into one of the five exemptions detailed above.

*Transaction costs*

Transaction costs associated with financial instruments, carried at FVTPL, are expensed as incurred, while transaction costs associated with all other financial instruments are included in the initial carrying amount of the asset or the liability.

*Subsequent measurement*

Instruments classified as FVTPL are measured at fair value with unrealised gains and losses recognized in profit or loss. Instruments classified as amortized cost are measured at amortized cost using the effective interest rate method. Instruments classified as FVTOCI are measured at fair value with unrealised gains and losses recognized in other comprehensive income.

**CYBEATS TECHNOLOGIES CORP.**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**DECEMBER 31, 2022**

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**3. SIGNIFICANT ACCOUNTING POLICIES** *(continued)*

*Derecognition*

The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled, or expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in profit or loss.

*Expected credit loss impairment model*

IFRS 9 introduced a single expected credit loss impairment model, which is based on changes in credit quality since initial application. The adoption of the expected credit loss impairment model had no impact on the Company's financial statements.

The Company assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due. The Company considers a financial asset to be in default when the borrower is unlikely to pay its credit obligations to the Company in full or when the financial asset is more than 90 days past due.

The carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

*Financial instruments at fair value through profit and loss*

Financial instruments recorded at fair value on the statements of financial position are classified 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 – valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 – valuation techniques based on 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 – valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Cash is measured at fair value using Level 1 inputs.

As at December 31, 2022, the fair value of the financial liabilities approximates the carrying value, due to the short-term nature of the instruments.

**CYBEATS TECHNOLOGIES CORP.**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**DECEMBER 31, 2022**

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**3. SIGNIFICANT ACCOUNTING POLICIES** *(continued)*

**(e) REVENUE RECOGNITION**

Revenue from contracts with customers are based on IFRS 15 "revenue from contracts with customers" and revenue is recognized when it has satisfied its performance obligation to the customers over time or at a single point in time. The company transfers control of a good or service over time, and therefore satisfies a performance obligation and recognizes revenue over time. Revenue is recognized at a point in time when customers obtains control of the product. Interest income is recognized on a time-proportion basis using the effective interest method.

**(f) PROPERTY, PLANT AND EQUIPMENT**

Property, plant and equipment is stated at historical cost less accumulated depreciation and accumulated impairment losses.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognized. All other repairs and maintenance are charged to the statement of loss and comprehensive loss during the financial period in which they are incurred.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognized in profit or loss in the period.

Amortization is calculated on a declining balance basis at the following annual rates:

Office, furniture and equipment	20%
Computer equipment	55%

**(g) INCOME TAXES**

Income tax on profit or loss for the year comprises of current and deferred tax. Current tax is the expected tax paid or payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax paid or payable in respect of previous years.

Deferred tax is recorded using the liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realized. The effect on deferred income tax assets and liabilities of a change in income tax rates is recognized in the period that includes the date of the enactment or substantive enactment of the change. Deferred tax assets and liabilities are presented separately except where there is a right of set off within fiscal jurisdictions.

**CYBEATS TECHNOLOGIES CORP.**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**DECEMBER 31, 2022**

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**3. SIGNIFICANT ACCOUNTING POLICIES** *(continued)*

**(h) BASIC AND DILUTED INCOME (LOSS) PER SHARE**

Basic income (loss) per share has been calculated using the weighted average number of common shares outstanding during the year. Diluted income (loss) per share has been calculated using the weighted average number of common shares that would have been outstanding during the respective period had all of the stock options and warrants outstanding at year end having a dilutive effect been converted into shares at the beginning of the year and the proceeds used to repurchase the Company's common shares at the average market price for the year.

**(i) COMPREHENSIVE INCOME (LOSS)**

Comprehensive income (loss) consists of net income (loss) and other comprehensive income (loss) and represents the change in shareholders' equity which results from transactions and events from sources other than the Company's shareholders. Income or loss from an investment in associate is included in other comprehensive income (loss). Accumulated other comprehensive income (net of income taxes) is included on the statements of financial position as a component of common shareholders' equity.

**(j) CASH**

Cash consists of cash on hand, deposits in banks and funds held in short term deposits.

**(k) LEASES**

All leases are accounted for by recognizing a right-of-use asset and a lease liability except for leases of low value assets and leases with a duration of twelve months or less. Lease liabilities are measured at the present value of the contractual payments due to the lessor over the term of the lease with the discount rate determined by using the incremental borrowing rate on commencement of the lease. Right-of-use assets are amortized on a straight-line basis over the remaining term of the lease or over the remaining economic life of the asset if this is judged to be shorter than the remaining lease term.

**4. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES**

The preparation of these financial statements in conformity with IFRS requires that management make estimates and assumptions about future events that affect the amounts reported in the financial statements and related notes to the interim financial statements. Actual results may differ from those estimates

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

**CYBEATS TECHNOLOGIES CORP.**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**DECEMBER 31, 2022**

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**4. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES** *(continued)*

(i) Critical accounting estimates

Critical accounting estimates are estimates and assumptions made by management that may result in a material adjustment to the carrying amount of assets and liabilities within the next financial year and are, but are not limited to, the following:

*Useful life of intangible assets*

Management has exercised their judgment in determining the useful life of its patents, patent applications and research and development costs. The estimate is based on the expected period of benefit of the patent and the expected life of the product in the market place.

(ii) Critical accounting judgments

Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are, but are not limited to, the following:

*Determination of functional currency*

In accordance with IAS 21, The Effects of Changes in Foreign Exchange Rates, management has determined that the functional currency of the Company is the Canadian dollar.

*Evaluation of going concern*

The preparation of the financial statements requires management to make judgments regarding the going concern of the Company. Management has determined the Company is a going concern.

*Income taxes*

Management has exercised their judgment in determining the provision for future income taxes. The judgment is based on the Company's current understanding of the tax law as it relates to the transactions and activities entered into by the Company.

**5. PROPERTY, PLANT AND EQUIPMENT**

Property, plant and equipment as at December 31, 2022 consists of the following:

	COST	ACCUM. AMORT.	2022 NET BOOK VALUE	2021 NET BOOK VALUE
	\$	\$	\$	\$
Furniture and fixtures	8,394	(3,861)	4,533	-
Computers	41,927	(27,144)	14,783	-
	50,321	(31,005)	19,316	-



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**6. RIGHT-OF-USE ASSET**

Right-of-use assets consist of the lease for the Company's office and laboratory and are amortized over a period of 34 and 26 months respectively.

	2022	2021
	\$	\$
Additions	283,679	-
Depreciation	(102,225)	-
Ending balance	181,454	-

**7. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES**

Accounts payable and accrued liabilities as at December 31, 2022 consists of the following:

	2022	2021
	\$	\$
Trade payables	985,313	257,414
Accrued liabilities	334,569	146,049
Government remittances	14,025	-
	1,333,907	403,463

**8. LEASE PAYABLE**

Lease payable at December 31, 2022 of \$192,511 (December 31, 2021 - \$nil) is comprised of the following leases:

- (i) On January 7, 2022 the Company signed a property lease for a term commencing on January 1, 2022 and expiring on October 31, 2024. During the year ended December 31, 2022 the Company made total payments of \$77,246 of which \$5,515 consisted of interest. The lease payable balance as at December 31, 2022 is \$145,542 (December 31, 2021 - \$nil) of which \$80,217 (December 31, 2021 - \$nil) is current.
- (ii) On March 1, 2022 the Company signed a property lease for a term commencing on March 1, 2022 and expiring on October 31, 2024. During the nine month period ended December 31, 2022 the Company made total payments of \$20,858 of which \$1,420 consisted of interest. The lease payable balance as at December 31, 2022 is \$46,969 (December 31, 2021 - \$nil) of which \$25,802 (December 31, 2021 - \$nil) is current.

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**9. DUE TO SCRYB INC.**

On June 28, 2022 the Company signed a Bridge Loan Agreement with a related company, Scryb Inc., wherein Scryb Inc. agreed to lend \$2,200,000 to the Company as a bridge loan with a lending rate of 10% per annum computed on the basis of a 360-day year and a maturity date of December 31, 2023. The total balance owing under the Scryb Inc. bridge loan facility as at December 31, 2022 amounts to \$558,119.

**10. RECONCILIATION OF INCOME TAXES**

Income tax expense differs from the amount that would be computed by applying the federal and provincial income tax rates of 26.50% (2021 - 26.50%) to income before income taxes.

	<b>2022</b>	<b>2021</b>
	\$	\$
Tax at the applicable tax rate	-	-
Income tax expense	-	-

Significant components of deductible and taxable temporary differences, unused tax losses and unused tax credits that have not been included on the statement of financial position are as follows:

	<b>December 31, 2022</b>	<b>December 31, 2021</b>
	\$	\$
Share issuance costs	2,275,220	140,032
	<b>2,275,220</b>	<b>140,032</b>

Deferred taxes are provided as a result of temporary differences that arise due to the differences between the income tax values and the carrying amount of assets and liabilities. Deferred tax assets have not been recognized in respect of these items because it is not probable that future taxable profit will be available against which the Company can utilize the benefits there from. Non-capital loss carry forwards expire as rated in the table below. Share issuance costs will be fully amortized in 2026. The remaining deductible temporary differences may be carried forward indefinitely.

At December 31, 2022 the Company has un-utilized non-capital loss carry forwards of \$8,724,227 which will expire as follows:

2036	5,813
2037	265,524
2038	210,732
2039	1,438,266
2040	270,161
2041	247,854
2042	6,285,877
	<b>8,724,227</b>

**CYBEATS TECHNOLOGIES CORP.**  
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**11. SHARE CAPITAL**

**(a) Common shares**

**Authorized**

The authorized capital stock of the Company consists of an unlimited number of common shares.

**Issued and Outstanding**

	Number
<b>Balance - December 31, 2021</b>	<b>1,267,139</b>
Shares issued on settlement of debt (i)	14,250,000
Shares acquired from business combination (ii)	60,000,000
Shares issued on capital raise (iii)	16,734,800
Shares issued on the exercise of warrants (iv)	200,000
<b>Balance - December 31, 2022</b>	<b>92,451,939</b>

- (i) On April 21, 2022, the Company issued 14,250,000 common shares at a price of \$0.02 per share to settle existing debt totaling \$285,000;
- (ii) On November 11, 2022, the Company, formerly Pima Zinc Corp, amalgamated with Cybeats Technologies Inc., and was subsequently renamed to Cybeats Technologies Corp. The company issued 60,000,000 common shares to Scryb Inc. at \$0.02 per share. See note 17 for details on business combination;
- (iii) The Company closed a non-brokered private placement financing for gross proceeds of \$8,367,400 through the issuance of 16,734,800 Units (each "Unit") at a price of \$0.50 per unit. Each Unit is comprised of: (i) one common share in the capital of the Company (each a "Common Share"); (ii) one Common Share purchase warrant (each, a "Warrant). Each whole Warrant entitles the holder to purchase one additional Common Share at an exercise price of \$0.60 on or before 18 months from the date of issuance;
- (iv) During the year-ended December 31, 2022, 200,000 common shares were issued in connection with the exercise of 200,000 warrants at an exercise price of \$0.60 for gross proceeds of \$120,000.

**(b) Stock option plan and share-based compensation**

The Company has a stock option plan under which it is authorized to grant options to directors, employees and consultants enabling them to acquire up to 20% of the issued and outstanding common shares of the Company. Under the plan, the exercise price of each option equals the market price, minimum price, or a discounted price of the Company's shares as calculated on the date of grant. The options can be granted for a maximum term of 10 years.

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**11. SHARE CAPITAL** *(continued)*

The following table summarizes activity within the Company's stock option plan during the year:

	Number of Options Outstanding	Black-Scholes Value \$	Weighted Average Exercise Price \$
<b>Balance December 31, 2021</b>	-	-	-
Granted	18,450,000	7,012,485	0.50
<b>Balance December 31, 2022</b>	<b>18,450,000</b>	<b>7,012,485</b>	<b>0.50</b>

On December 11, 2022, the Company announced that it has granted an aggregate of 18,450,000 options to purchase common shares of the Company with an estimated fair value of \$7,012,485 exercisable at a price of \$0.38 per common share, vesting immediately and expiring on November 11, 2027, to certain directors, employees, officers and consultants of the Company.

The following common share purchase options are outstanding at December 31, 2022:

Date of Grant	Number of Options Outstanding	Exercise Price (\$)	Weighted Average Remaining Life (years)	Expiry Date	Number of Options Exercisable
November 11, 2022	18,450,000	0.500	4.78	November 11, 2027	18,450,000
	<b>18,450,000</b>	<b>0.500</b>	<b>4.78</b>		<b>18,450,000</b>

Share based compensation during the December 31, 2022 fiscal year totaled \$4,522,958 (2021 - \$nil).

The fair value of options granted during the period ended December 31, 2022 was estimated at the date of grant using a Black Scholes Option Pricing Model with the following assumptions.

	November 11, 2022
Share price	\$ 0.50
Risk free interest rate	3.34%
Expected life of options	5 years
Annualized volatility	88.46%
Dividend rate	Nil
Forfeiture rate	0%

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**11. SHARE CAPITAL** *(continued)*

**(c) Warrants**

The following table summarizes warrants that have been issued, exercised or expired during the period ended December 31, 2022:

	Number of Warrants Outstanding	Black-Scholes Value	Weighted Average Exercise Price
		\$	\$
<b>Balance December 31, 2021</b>	203,153	1,528,519	1.27
Granted	33,939,800	5,616,393	0.60
Exercised	(200,000)	(29,420)	0.60
Expired	(203,153)	(1,528,519)	1.27
<b>Balance December 31, 2022</b>	<b>33,739,800</b>	<b>5,586,973</b>	<b>0.60</b>

The fair value of warrants granted during the year ended December 31, 2022 was estimated at the date of grant using a Black Scholes Option Pricing Model with the following assumption:

	Investor and Broker Warrants November 2022	Investor and Broker Warrants April 2022
Share price	\$0.60	\$0.50
Risk-free interest rate	3.83%	3.83%
Time to maturity	1.5 years	1.5 years
Annualized volatility	70.8%	70.8%
Dividend yield	Nil	Nil

On April 21, 2022, the Company issued an aggregate of 7,125,000 warrants at an exercise price of \$0.50 due to expire in 18 months, with the expiry date of October 20, 2022.

On November 11, 2022, the Company issued an aggregate of 26,814,800 warrants at an exercise price of \$0.60 due to expire in 18 months, with the expiry date of May 10, 2023.

On November 11, 2022, 200,000 warrants were exercised at an exercise price of \$0.60.

As at December 31, 2022 there were 33,739,800 warrants outstanding.

**12. RELATED PARTY TRANSACTIONS AND BALANCES**

At December 31, 2022 the Company has a receivable from an Officer of the Company in the amount of \$8,497 (December 31, 2021 - \$nil). These advances are non-interest bearing and are due on demand.

At December 31, 2022 the Company has a balance due to its parent, Scryb Inc. of \$558,119 (December 31, 2021 - \$nil), described more fully under Note 9.

**CYBEATS TECHNOLOGIES CORP.**  
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**13. DUE TO AND FROM RELATED PARTIES**

Amounts payable and amounts receivable from related parties, are non-interest bearing, unsecured and have no specific terms of repayment.

**14. MANAGEMENT OF CAPITAL**

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the development of its business. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The Company defines capital to include its shareholders' equity. In order to carry out the planned development of its business and pay for administrative costs, the Company will spend its existing working capital and raise additional funds as needed. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

There were no changes in the Company's approach to capital management during the year December 31, 2022. The Company is not subject to externally imposed capital requirements.

The Company considers its capital to be shareholders' equity, which is comprised of capital stock, reserves, and accumulated deficit, which as at December 31, 2022 totaled a deficiency \$1,174,924 (2021 – \$390,027).

The Company's objective when managing capital is to obtain adequate levels of funding to support the development of its business and to obtain corporate and administrative functions necessary to support organizational functioning.

The Company raises capital, as necessary, to meet its needs and take advantage of perceived opportunities and, therefore, does not have a numeric target for its capital structure. Funds are primarily secured through equity capital raised by way of private placements. There can be no assurance that the Company will be able to continue raising equity capital in this manner.

**CYBEATS TECHNOLOGIES CORP.**  
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**15. FINANCIAL RISK FACTORS**

The Company manages its exposure to a number of different financial risks arising from its operations as well as its use of financial instruments including market risks, credit risk and liquidity risk through its risk management strategy.

The objective of the strategy is to support the delivery of the Company's financial targets while protecting its future financial security and flexibility.

Financial risks are primarily managed and monitored through operating and financing activities and, if required. The financial risks are evaluated regularly with due consideration to changes in the key economic indicators and up-to-date market information.

The Company's financial instruments primarily consist of cash. The fair value of the Company's accounts payable and accrued liabilities approximate their carrying value, due to their short-term maturities or ability of prompt liquidation.

The Company's cash is recorded at fair value, under the fair value hierarchy, based on level one quoted prices in active markets for identical assets of liabilities. The Company is exposed in varying degrees to a variety of financial instrument related risks.

**Market Risk**

Market risk is the risk or uncertainty arising from possible market price movements and their impact on the future performance of the business. These market risks are evaluated by monitoring changes in key economic indicators and market information on an on-going basis.

(i) **Interest Rate Risk**

The Company has cash balances and is not at a significant risk to fluctuating interest rates. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. The Company monitors the credit worthiness of the debtor and is satisfied with the debtor's ability to repay the amount owing.

**CYBEATS TECHNOLOGIES CORP.**  
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**15. FINANCIAL RISK FACTORS** *(continued)*

(ii) Foreign currency risk

As at December 31, 2022 the Company's expenditures are predominantly in Canadian dollars, and any future equity raised is expected to be predominantly in Canadian dollars and therefore is not at a significant risk to fluctuating exchange risks.

**Liquidity Risk**

Liquidity risk encompasses the risk that a company cannot meet its financial obligations in full. The Company's main source of liquidity is derived from its common stock issuances. These funds are primarily used to finance working capital, operating expenses, capital expenditures, and acquisitions. The Company manages its liquidity risk by regularly monitoring its cash flows from operating activities and holding adequate amounts of cash and cash equivalents. As at December 31, 2022, the Company held cash in banks of \$379,354 (December 31, 2021 - \$13,436) to settle current liabilities of \$1,909,157 (December 31, 2021 - \$403,463).

**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. Financial instruments that potentially subject the Company to credit risk consist of cash. The Company has reduced its credit risk by investing its cash in trust with Canadian chartered banks.

**16. CONTINGENT LIABILITY - CORONAVIRUS DISEASE (COVID-19)**

In March 2020 there was a global outbreak of Covid-19, which has had a significant impact on businesses through restrictions put in place by Canadian, provincial and municipal governments regarding travel, business operations and isolation/quarantine orders. At this time it is unknown the extent of the impact the Covid-19 outbreak may have on the Company as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence. These uncertainties arise from the inability to predict the ultimate geographic spread of the disease, and the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions, and quarantine/isolation measures that are currently or may be put in place in Canada and other countries to fight the spread of the virus. While the extent of the impact is unknown, management anticipates this outbreak may cause reduced customer demand, supply chain disruptions and staff shortages, and increased government regulations, which may negatively impact the Company's business and financial condition.



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**17. BUSINESS COMBINATION**

On December 10, 2021, Scryb Inc. (formerly Relay Medical Corp.), the parent and sole shareholder of the Company, entered into a non-binding letter of intent ("LOI") with Pima Zinc Corp. ("Pima Corp."), pursuant to which the Pima Corp. will acquire all of the issued and outstanding common shares in the capital of the Company from Scryb Inc.

On August 11, 2022 the Company entered into an amalgamation agreement (the "Amalgamation Agreement") with Scryb Inc., 2635212 Ontario Inc. ("Subco"), and Pima Corp. pursuant to which Pima Corp. will acquire all of the issued and outstanding common shares and preferred shares of the Company pursuant to a three-cornered amalgamation in accordance with Section 174 of the Business Corporations Act (Ontario) (the "Proposed Transaction"). As consideration for the Proposed Transaction, Pima Corp. will issue Scryb Inc. an aggregate of 60,000,000 common shares in the capital of the Pima Corp. The parties entered into an amending agreement ("Amending Agreement") dated November 1, 2022, whereas Pima Corp. will also issue Scryb Inc. 10,000,000 common share purchase warrants.

Each warrant will entitle Scryb Inc. to acquire one additional common share of Pima Corp. at a price of CDN \$0.60 per common share for a period of 18 months following the completion of the Proposed Transaction. In addition, pursuant to the Amending Agreement, the termination date for the Amalgamation Agreement was extended to December 31, 2022.

Pursuant to the Amalgamation Agreement and upon the satisfaction or waiver of the conditions set out therein, the following, among other things, were required to be prior to consummation of the Proposed Transaction:

- (i) Pima Corp. shall change its name to "Cybeats Technologies Corp.". Pima Corp. changed its name to Cybeats Technology Corp. on November 9, 2022;
- (ii) Subco shall complete a non-brokered private placement financing (the "Financing") for minimum gross proceeds of CDN\$7,000,000. The Financing was completed on November 4, 2022 through the issuance of 13,323,800 units (each, a "PP Unit") at a price of \$0.50 (the "Issue Price") per PP Unit for gross proceeds of \$6,661,900. Each PP Unit is comprised of one common share in the capital of Subco (each, a "Subco Share") and one Subco Share purchase warrant (each, a "PP Warrant"). Each PP Warrant shall entitle the holder thereof to acquire one Common Share at a price of \$0.60 per Common Share for a period of 18 months following the completion of the Proposed Transaction. In addition, the Company issued 3,411,000 subscription receipts (the "Subscription Receipts") in the capital of Subco at a price of \$0.50 per Subscription Receipt for gross proceeds of \$1,705,500. Each Subscription Receipt entitles the holder thereof to receive, without payment of additional consideration, one unit (each, a "Unit"). Each Unit shall be comprised of one Subco Share and PP Warrant.

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**17. BUSINESS COMBINATION** *(continued)*

In addition, Pima Corp. paid Finders a cash commission of \$102,330 equal to 6% of the gross proceeds of the Subscription Receipts.

- (iii) Subco, a corporation formed solely for the purpose of facilitating the Proposed Transaction, will merge with and into Cybeats Technologies Corp., pursuant to which, among other things, all outstanding Subco Shares and all securities convertible into Subco Shares shall be exchanged for replacement securities of the resulting issuer, on a one-for-one basis, exercisable in accordance with their terms and conditions.

In addition, pursuant to the Amalgamation Agreement, Pima Corp. assumed all of the obligations of Scryb Inc. pursuant to the share exchange agreement dated March 2, 2021 (the "Share Exchange Agreement"), between Scryb, the Company, and the former shareholders of the Company (Note 14) with respect to the payment and the issuance of the aggregate performance consideration (the "Aggregate Performance Consideration") upon the closing of the Proposed Transaction. Pima Corp. and Scryb Inc. acknowledge and agree that those persons who are entitled to the payment and issuance of the Aggregate Performance Consideration must agree to receive payment from Pima Corp. In the event that they do not agree, Scryb Inc. will continue its obligations pursuant to the Share Exchange Agreement and complete the Aggregate Performance Consideration for such persons. In the event that the persons who are entitled to the payment and issuance of the Aggregate Performance Consideration do not agree to receive payment from Pima Corp., Pima Corp. shall issue such number of common shares in the capital of Pima Corp. to Scryb Inc. equal in value to the number of common shares in the capital of Scryb Inc. that Scryb Inc. issues pursuant to the Aggregate Performance Consideration.

The net gain arising upon business combination is as follows:

	<b>Amount</b>
	<b>\$</b>
FMV of assets acquired from business combination	6,836,857
Satisfied by:	
Issuance of 60 million common shares at \$0.02 per share	(1,200,000)
Issuance of 10 million share warrants at \$0.15 per warrant	(1,470,992)
	4,165,865
Pima Zinc Inc.'s investment in Cybeats Technologies Inc.	6,836,857
Cybeats Technologies Inc.'s paid-up value of common stock	(3,100,807)
	3,736,050
Net gain on business combination	429,815

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**18. SUBSEQUENT EVENTS**

The Company closed its first tranche of a non-brokered private placement financing through the issuance of 2,112,000 Units at a price of \$1.00 per Unit for gross proceeds of \$2,112,000.

Each Unit is comprised of: (i) one common share in the capital of the Company (each a "Common Share"); and (ii) one Common Share purchase warrant (each, a "Warrant"). Each warrant entitles the holder to purchase one additional Common Share at an exercise price of \$1.40 on or before April 6, 2025.

Gross proceeds raised from the Offering will be used for working capital and general corporate purposes. The securities issued upon closing of the Offering are subject to a hold period until August 7, 2023, pursuant to applicable securities laws.

Certain eligible persons (the "Finders") were paid finder's fees of 6,100 Units representing cash commission in the amount of \$6,100.