**LANEBURY GROWTH CAPITAL LTD.**
Vancouver, BC

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**Condensed interim Financial Statements**

**Three Months Period Ended September 30, 2023**

**(Unaudited – Prepared by Management)**

**(Expressed in Canadian Dollars)**

**LANEBURY GROWTH CAPITAL LTD.**

**NOTICE OF NO AUDITOR REVIEW OF CONDENSED INTERIM FINANCIAL STATEMENTS**

In accordance with National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that an auditor has not reviewed the financial statements. The accompanying condensed interim financial statements of the Company have been prepared by and are the responsibility of the Company's management. The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Canadian Institute of Chartered Professional Accountants for a review of interim financial statements by an entity's auditor.

*VANCOUVER, BC*
*November 29, 2023*
*Lanebury Growth Capital Ltd.*

**LANEBURY GROWTH CAPITAL LTD.**
CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION
*(Unaudited - Expressed in Canadian Dollars)*

| | Note | | September 30, 2023 | | June 30, 2023 |
|---|---|---|---|---|---|
| **ASSETS** | | | | | |
| **Current assets** | | | | | |
| Cash | | $ | 124,941 | $ | 151,743 |
| | | | **124,941** | | **151,743** |
| | | | | | |
| **Non-current assets** | | | | | |
| Wind assets | 7 | | 1 | | 1 |
| Loans receivable and accrued interest | 5 | | 4,368,386 | | 4,260,430 |
| Right-of-use asset | 9 | | 63,453 | | 67,779 |
| Investments measured at fair value through profit or loss | 3 | | 391,657 | | 76,971 |
| Equity investments | 4 | | 49,821 | | 68,215 |
| Other investments | 6 | | 2,593,312 | | 2,587,712 |
| | | | **7,466,630** | | **7,061,108** |
| **TOTAL ASSETS** | | **$** | **7,591,571** | **$** | **7,212,851** |
| | | | | | |
| **LIABILITIES** | | | | | |
| **Current liabilities** | | | | | |
| Trade and other payables | 11 | $ | 47,856 | $ | 41,045 |
| Current portion of lease liability | 9 | | 18,900 | | 18,900 |
| Loans payable | 8 | | 5,360,471 | | 4,851,354 |
| | | | **5,427,227** | | **4,911,299** |
| | | | | | |
| **Non-current liabilities** | | | | | |
| Lease liability | 9 | | 45,770 | | 49,851 |
| **TOTAL LIABILITIES** | | | **5,472,997** | | **4,961,150** |
| | | | | | |
| **SHAREHOLDERS' EQUITY** | | | | | |
| Share capital | 10 | | 5,010,001 | | 5,010,001 |
| Reserve | 10 | | 205,239 | | 205,239 |
| Equity portion of debt | 8 | | 455,984 | | 415,364 |
| Deficit | | | (3,552,650) | | (3,378,903) |
| **TOTAL SHAREHOLDERS' EQUITY** | | | **2,118,574** | | **2,251,701** |
| **TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY** | | **$** | **7,591,571** | **$** | **7,212,851** |

*Nature and continuance of operations (Note 1)*

Approved and authorized for issue by the Company's Board of Directors on November 29, 2023.

*"Lance Tracey"*
Lance Tracey, Director

*"Sheri Rempel"*
Sheri Rempel, Director

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

**LANEBURY GROWTH CAPITAL LTD.**

CONDENSED INTERIM STATEMENTS OF NET INCOME (LOSS) AND COMPREHENSIVE INCOME (LOSS)

*(Unaudited - Expressed in Canadian Dollars)*

| | Note | | Three months ended September 30, 2023 | | 2022 |
|---|---|---|---|---|---|
| **Expenses** | | | | | |
| Management and consulting fees | 11 | $ | 12,255 | $ | 16,125 |
| Office and sundry | | | 580 | | 284 |
| Professional fees | | | 12,559 | | 13,125 |
| Amortization | 9 | | 4,326 | | 27,581 |
| Transfer agent and filing fees | | | 3,495 | | 3,253 |
| | | | (33,215) | | (60,368) |
| **Other items** | | | | | |
| Foreign exchange gain | 3,6,8 | | 5,918 | | 138,152 |
| Interest expense | 8,9,11 | | (146,510) | | (64,614) |
| Accretion expense | 8,11 | | (65,892) | | (52,504) |
| Interest income | 5,11 | | 109,395 | | 132,002 |
| Net fair value gain (loss) on investments | 3 | | (23,609) | | 7,105 |
| Expected credit loss on loans receivable | 5 | | (1,440) | | - |
| Equity loss on investments | 4 | | (18,394) | | (11,322) |
| **Net income (loss) and comprehensive income (loss) for the period** | | **$** | **(173,747)** | **$** | **88,451** |
| **Income (loss) per share – basic and diluted** | | **$** | **(0.02)** | **$** | **0.01** |
| **Weighted average number of common shares outstanding - basic and diluted** | | | **10,320,803** | | **10,320,803** |

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

**LANEBURY GROWTH CAPITAL LTD.**
CONDENSED INTERIM STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
*(Unaudited - Expressed in Canadian Dollars)*

| | Share capital | | | | | |
|---|---|---|---|---|---|---|
| | Number of shares | Amount | Reserve | Equity portion of debt | Deficit | Total |
| Balance at June 30, 2022 | 10,320,803 | $ 5,010,001 | $ 205,239 | $ 123,550 | $ (1,131,507) | $ 4,207,283 |
| Equity portion of debt | - | - | - | 138,945 | - | 138,945 |
| Net income for the period | - | - | - | - | 88,451 | 88,451 |
| **Balance at September 30, 2022** | **10,320,803** | **5,010,001** | **205,239** | **262,495** | **(1,043,056)** | **4,434,679** |
| | | | | | | |
| Balance at June 30, 2023 | 10,320,803 | $ 5,010,001 | $ 205,239 | $ 415,364 | $ (3,378,903) | $ 2,251,701 |
| Equity portion of debt | - | - | - | 40,620 | - | 40,620 |
| Net loss for the period | - | - | - | - | (173,747) | (173,747) |
| **Balance at September 30, 2023** | **10,320,803** | **$ 5,010,001** | **$ 205,239** | **$ 455,984** | **$ (3,552,650)** | **$ 2,118,574** |

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

**LANEBURY GROWTH CAPITAL LTD.**
CONDENSED INTERIM STATEMENTS OF CASH FLOWS
*(Unaudited - Expressed in Canadian Dollars)*

| | Three months ended September 30, 2023 | 2022 |
|---|---|---|
| **Operating activities** | | |
| Net income (loss) for the period | $ (173,747) | $ 88,451 |
| Adjustments for non-cash items: | | |
| Expected credit loss on loans receivable | 1,440 | - |
| Accrued interest income | (109,395) | (132,002) |
| Interest expense | 146,510 | 64,614 |
| Accretion expense | 65,892 | 52,504 |
| Amortization expense | 4,326 | 27,581 |
| Unrealized foreign exchange gain | (4,270) | (138,152) |
| Unrealized fair value loss (gain) on investments | 23,609 | (7,105) |
| Equity loss on investments | 18,394 | 11,322 |
| Changes in non-cash working capital items: | | |
| Trade payables and other payables | 6,811 | 19,861 |
| **Net cash used in operating activities** | (20,430) | (12,925) |
| **Investing activities** | | |
| Loans advanced | - | (1,900,000) |
| Investments made | (329,847) | (500,000) |
| **Net cash used in investing activities** | (329,847) | (2,400,000) |
| **Financing activities** | | |
| Loan proceeds received | 328,200 | 2,500,000 |
| Lease payments made | (4,725) | - |
| **Net cash provided by financing activities** | 323,475 | 2,500,000 |
| Increase (decrease) in cash | (26,802) | 87,075 |
| Cash, beginning | 151,743 | 27,727 |
| **Cash, ending** | **$ 124,941** | **$ 114,802** |

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

## Note 1 Nature and Continuance of Operations

Lanebury Growth Capital Ltd. ("Lanebury" or the "Company") was incorporated under the Business Corporations Act (British Columbia) on August 19, 2011, under the name NU2U Resources Corp. and subsequently changed its name to Lanebury Growth Capital Ltd. on April 25, 2017. The Company's registered and records office is located at 401 - 750 West Pender Street, Vancouver, BC, V6C 2T7.

Lanebury is an investment company with an investment strategy focused on building a portfolio of high-quality investments in technology start-ups. The Company targets investments, for the most part, that have a monthly revenue model and can be scaled easily using internet and mobile technologies.

These condensed interim financial statements have been prepared on the basis of accounting principles applicable to a going concern, which presumes the realization of assets and settlement of liabilities in the normal course of operations in the foreseeable future. The ability of the Company to continue as a going concern is dependent upon a number of factors including seeking profitable long-term investment opportunities and obtaining additional financing as required. These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. These condensed interim financial statements do not give effect to adjustments to the carrying value and classification of assets and liabilities and related expense that would be necessary should the Company be unable to continue as a going concern. If the going concern assumption is not appropriate, material adjustments to the condensed interim financial statements could be required.

These condensed interim financial statements are presented in Canadian dollars unless otherwise indicated.

## Note 2 Significant Accounting Policies

### Basis of Presentation

These condensed interim financial statements, including comparatives, have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting using accounting policies consistent with International Financial Reporting Standards ("IFRS"). Certain information and note disclosures normally included in the audited annual financial statements prepared in accordance with IFRS have been omitted or condensed. As a result, these condensed interim financial statements should be read in conjunction with the Company's audited financial statements for the year ended June 30, 2023.

### Accounting standards issued but not yet effective

Other accounting pronouncements with future effective dates are either not applicable or are not expected to have a material impact on the Company's financial statements.

*(Unaudited - Expressed in Canadian Dollars)*

## Note 3 Investments Measured at Fair Value Through Profit or Loss

**Plank Ventures Ltd.**

As at September 30, 2023, the Company held 1,973,611 shares of Plank, of which 1,381,529 are unrestricted. The fair value of shares is determined by taking the number of restricted and unrestricted shares and multiplying by price per share prevailing on the market at the date closest to date of the financial statements and applying discount for lack of marketability ("DLOM").

The DLOM reflects the lack of liquidity in the market on the fair value for Plank's shares due to time value of money, the risk of trading price fluctuation, and opportunity cost of not being permitted to liquidate the restricted and unrestricted shares and use the proceeds in alternative investments. The DLOM is calculated by rounding the average of the Chaffee and Finnerty put option models and is estimated at $17,762 (September 30, 2022 - $37,301). The measurement of DLOM requires the use of Level 3 estimates, specifically, the annualized volatility of 100% was estimated using the historical volatility of return of comparable companies. The DLOM reduces the value of investment in Plank and is recognized as fair value loss on investment in the condensed interim statements of income (loss) and comprehensive income (loss).

For the three months ended September 30, 2023, the Company recognized a fair value loss on its investment in Plank of $35,525 (September 30, 2022 – gain of $7,105). As at September 30, 2023, the Company held 1,973,611 common shares with a carrying value of $41,446 (September 30, 2022 - 1,973,611 common shares with carrying value of $199,532).

**Recital Software Corp.**

On July 14, 2023, the Company invested $250,000 USD ($329,847 CAD) in a convertible promissory note issued by Recital Software Corp. ("Recital"). The note matures on July 14, 2025 and carries a 10% annual interest rate. The note is eligible to be converted into equity of Recital at a 15% discount to the next round of qualified equity financing by Recital as well as at a predetermined conversion value upon maturity.

As at September 30, 2023, the fair value of the convertible note was determined by adding the fair values of the loan component and conversion feature. The value of the loan component was measured at $307,250 using the appropriate market discount rate of 17.5%. The value of the equity component was measured at $42,961 using a Black Scholes Option Pricing Model with the following assumptions: volatility of 8.58%, expected life of 2 years, risk-free interest rate of 4.87% and expected dividends of Nil. During the three months ended September 30, 2023, the Company recognized a fair value gain of $11,916 (September 30, 2022 - $Nil) and $8,448 (September 30, 2022 - $Nil) in foreign exchange gain on translation due to favorable exchange rate movement related to the note.

| | | **September 30, 2023** | | **June 30, 2023** |
|---|---|---|---|---|
| Balance, beginning | $ | - | $ | - |
| Investment made | | 329,847 | | - |
| Fair value gain on investment | | 11,916 | | - |
| Foreign exchange translation adjustments | | 8,448 | | - |
| **Balance, ending** | **$** | **350,211** | **$** | **-** |

## Note 4 Equity Investments

**Mobio Technologies Inc.**

During the three months ended September 30, 2023, the Company recognized its share of Mobio's net loss of $18,394 (September 30, 2022 - net loss of $11,322) in its condensed interim statements of income (loss) and comprehensive income (loss). As of September 30, 2023, the Company held 11,841,668 common shares of Mobio representing 28% ownership share with a carrying value of $49,821 (June 30, 2023 – 11,841,668 shares with carrying value of $68,215). The purpose of the Company's investment in Mobio is to provide capital and consultations to support Mobio's technology development.

## Note 5 Loans Receivable and Accrued Interest

**Plank Ventures Ltd.**

On January 1, 2023, the Company entered into an agreement to combine all previously outstanding loans receivable from Plank with total outstanding balance of $3,673,028 into a single promissory note. The loan is unsecured and bears interest at 10% per annum. The principal balance plus accrued interest was due and payable on September 30, 2023. At initial recognition, a discount of $173,203 was recognized against the balance of the loan to record the loan at fair value using a discount rate of 17.5%. During the three months ended September 30, 2023, the Company earned interest and accretion of $92,581 on the loan (September 30, 2022 - $Nil). On September 30, 2023, the Company consolidated the outstanding balance of the loan of $3,946,744 with other loans to Plank into a new promissory note.

On June 22, 2023, the Company entered into an agreement to loan $350,000 to Plank. The loan is unsecured and bears interest at 12% per annum. The principal balance plus accrued interest was due and payable on September 30, 2023. At initial recognition, a discount of $4,118 was recognized against the balance of the loan to record the loan at fair value using a discount rate of 17.5%. During the three months ended September 30, 2023, the company earned interest and accretion of $10,587 on the loan (September 30, 2022 - $Nil). On September 30, 2023, the Company consolidated the outstanding balance of the loan of $361,507 with other loans to Plank into a new promissory note.

On September 30, 2023, the Company entered into an agreement to combine all previously outstanding loans receivable from Plank with total outstanding balance of $4,308,251 into a single promissory note. The loan is unsecured and bears interest at 12% per annum. The principal balance plus accrued interest is due and payable on December 31, 2023. At initial recognition, a discount of $46,493 was recognized against the balance of the loan to record the loan at fair value using a discount rate of 17.5%.

**Mobio Technologies Inc.**

On June 22, 2023, the Company entered into an agreement to loan $200,000 to Mobio. The loan is unsecured and bears interest at 12% per annum. The principal balance plus accrued interest is due and payable on December 31, 2023. At initial recognition, a discount of $4,669 was recognized against the balance of the loan to record the loan at fair value using a discount rate of 17.5%. During the three months ended September 30, 2023, the Company earned interest and accretion of $6,228 on the loan (September 30, 2022 - $Nil).

*(Unaudited - Expressed in Canadian Dollars)*

## Note 5 Loans Receivable and Accrued Interest (continued)

As at September 30, 2023, the Company assessed estimated credit losses on loans receivable to be $146,440 (June 30, 2023 - $145,000), the reason for the increase in loss allowance is due to management's assessment of expected credit losses considering capital structure and lack of marketability of Plank's shares.

A continuity of the loans receivable is as follows:

| | | September 30, 2023 | | June 30, 2023 |
|---|---|---|---|---|
| Balance, beginning | $ | 4,260,430 | $ | 1,515,629 |
| Loans advanced and reissued | | 4,308,251 | | 6,123,028 |
| Loans combined | | (4,308,251) | | (3,673,028) |
| Expected credit loss allowance | | (1,440) | | (145,000) |
| Foreign exchange translation adjustments | | - | | 30,929 |
| Interest and accretion | | 109,396 | | 408,872 |
| **Balance, ending** | **$** | **4,368,386** | **$** | **4,260,430** |

## Note 6 Other Investments

**Finhaven Technology Inc.**

On July 24, 2018, the Company completed a $1,321,000 (US$1,000,000) investment in Finhaven Technology Inc. ("Finhaven") pursuant to the Simple Agreement for Future Equity (the "SAFE"). The SAFE provided an automatic conversion into common shares at a price equal to USD $33,000,000 divided by the capitalization of Finhaven no later than 90 days past September 30, 2021. During the year ended June 30, 2022, the SAFE was terminated and Finhaven issued 452,143 common shares to the Company in accordance with the SAFE formula.

| | | September 30, 2023 | | June 30, 2023 |
|---|---|---|---|---|
| Balance, beginning | $ | 322,912 | $ | 1,908,782 |
| Fair value gain (loss) on investments | | - | | (1,681,709) |
| Foreign exchange translation adjustments | | - | | 95,839 |
| **Balance, ending** | **$** | **322,912** | **$** | **322,912** |

The fair value of the investment was determined based on level 2 valuation data, using the data from the recent capital raise with arm's length third party investors.

**Fission Internet Software Services for Open Networks Inc.**

On August 15, 2019, the Company subscribed for 640,000 common shares of Fission Internet Software Services for Open Networks Inc. ("Fission") for cash consideration of $266,000 (US$200,000).

*(Unaudited - Expressed in Canadian Dollars)*

## Note 6 Other Investments (continued)

On November 26, 2020, the Company made a $325,000 investment in Fission pursuant to the Simple Agreement for Future Equity (the "SAFE2"). The SAFE2 provides that the investment will be converted into number of preferred shares upon closing of the next equity financing round. The number of preferred shares upon conversion is to be the greater of the invested amount divided by either the post-money valuation cap of $8,000,000 divided by capitalization of Fission, or preferred shares price set in equity financing multiplied by discount rate of 80%.

On October 5, 2021, the Company made further $675,000 investment in Fission pursuant to the Simple Agreement for Future Equity (the "SAFE3"). The SAFE3 provides that the investment will be converted into number of preferred shares upon closing of the next equity financing round. The number of preferred shares upon conversion is to be the greater of the invested amount divided by either the post-money valuation cap of $8,000,000 divided by capitalization of Fission, or preferred shares price set in equity financing multiplied by discount rate of 80%.

During the three months ended September 30, 2023, the Company recognized a foreign exchange gain of $5,600 (September 30, 2022 – gain of $16,420).

| | | **September 30, 2023** | | **June 30, 2023** |
|---|---|---|---|---|
| Balance, beginning | $ | 1,264,800 | $ | 1,257,720 |
| Foreign exchange translation adjustments | | 5,600 | | 7,080 |
| **Balance, ending** | **$** | **1,270,400** | **$** | **1,264,800** |

The fair value of the investment was determined to be at transaction cost adjusted for market conditions, after taking into account internally generated financial reports as well as qualitative factors with respect to the development of Fission's technology.

### Premium Sound Inc.

On July 19, 2022, the Company made $500,000 investment in Premium Sound Inc. pursuant to the Simple Agreement for Future Equity (the "SAFE4"). The SAFE4 provides that the Investment will be converted into shares of Premium Sound Inc. at a price equal to the greater of the number of standard preferred shares equal to the investment divided by the lowest price per share of the standard preferred shares; or the number of SAFE4 preferred shares equal to the Investment divided by the post-money valuation cap of $24,000,000 divided by the Premium Sound Inc. capitalization upon closing of the next equity financing round. The SAFE4 allowed for a follow-on investment of $500,000 on the same terms, which the Company completed on October 20, 2022. As of September 30, 2023, the value of investment in Premium Sound Inc. is at cost of $1,000,000.

The fair value of the investment was determined based on combination of level 3 valuation data, using the data from reasonably comparable companies as well as internally generated reports.

## Note 7 Wind Assets

The wind assets consist of an investment in Katabatic Power Corp. comprised of various debt instruments and a minority equity interest, recorded at its fair value of $1 (June 30, 2023 - $1).

## Note 8 Loans Payable

On July 19, 2022, the Company entered into an agreement to borrow $600,000 from a company controlled by an officer and majority shareholder. The loan is unsecured and bears interest at 10% per annum. The principal balance plus accrued interest is due and payable on December 31, 2023. Upon initial recognition the Company recognized an equity component of $71,214 against the balance of the loan. The equity value was determined by discounting the balance of the loan at an appropriate market rate of interest of 20%. During the three months ended September 30, 2023, the Company recorded interest and accretion of $29,624 (September 30, 2022 - $21,151) on the loan.

On October 20, 2022, the Company entered into an agreement to borrow $500,000 from a company controlled by an officer and majority shareholder. The loan is unsecured and bears interest at 10% per annum. The principal balance plus accrued interest is due and payable on December 31, 2023. Upon initial recognition the Company recognized an equity component of $38,716 against the balance of the loan. The equity value was determined by discounting the balance of the loan at an appropriate market rate of interest of 17.5%. During the three months ended September 30, 2023, the Company recorded interest and accretion of $21,159 (September 30, 2022 - $Nil) on the loan.

On January 31, 2023, the Company entered into an agreement to combine all outstanding loans with maturity date of December 31, 2022 payable to a company controlled by an officer and majority shareholder into a single promissory note with total outstanding balance of $2,879,342. The loan is unsecured and bears interest at 12% per annum. The principal balance plus accrued interest was due and payable on September 30, 2023. Upon initial recognition the Company recognized an equity component of $97,722 against the balance of the loan. The equity value was determined by discounting the balance of the loan at an appropriate market rate of interest of 17.5%. During the three months ended September 30, 2023, the Company recorded interest and accretion of $120,143 (September 30, 2022 - $Nil) on the loan. On September 30, 2023, the Company consolidated the outstanding balance of the loan of $3,136,825 with the other loan from a company controlled by an officer and majority shareholder into a new promissory note.

On June 21, 2023, the Company entered into an agreement to borrow $700,000 from a company controlled by an officer and majority shareholder. The loan is unsecured and bears interest at 12% per annum. The principal balance plus accrued interest is due and payable on December 31, 2023. Upon initial recognition the Company recognized an equity component of $16,431 against the balance of the loan. The equity value was determined by discounting the balance of the loan at an appropriate market rate of interest of 17.5%. During the three months ended September 30, 2023, the Company recorded interest and accretion of $29,005 (September 30, 2022 - $Nil) on the loan.

On July 13, 2023, the Company entered into an agreement to borrow $250,000 USD ($328,200 CAD) from a company controlled by an officer and majority shareholder. The loan is unsecured and bears interest at 12% per annum. The principal balance plus accrued interest was due and payable on September 30, 2023. Upon initial

*(Unaudited - Expressed in Canadian Dollars)*

## Note 8 Loans Payable (continued)

recognition the Company recognized an equity component of $3,026 against the balance of the loan. The equity value was determined by discounting the balance of the loan at an appropriate market rate of interest of 17.5%. During the three months ended September 30, 2023, the Company recorded interest and accretion of $11,827 (September 30, 2022 - $Nil) and recognized a foreign exchange loss of $9,779 (September 30, 2022 – $Nil) on the loan. On September 30, 2023, the Company consolidated the outstanding balance of the loan of $346,779 with the other loan from a company controlled by an officer and majority shareholder into a new promissory note.

On September 30, 2023, the Company entered into an agreement to combine all outstanding loans with maturity date of September 30, 2023 payable to a company controlled by an officer and majority shareholder into a single promissory note with total outstanding balance of $3,483,604. The loan is unsecured and bears interest at 12% per annum. The principal balance plus accrued interest is due and payable on December 31, 2023. Upon initial recognition the Company recognized an equity component of $37,594 against the balance of the loan. The equity value was determined by discounting the balance of the loan at an appropriate market rate of interest of 17.5%.

Loans payable balance is as follows:

| | | **September 30, 2023** | | **June 30, 2023** |
|---|---|---|---|---|
| Balance, beginning | $ | 4,851,354 | $ | 792,401 |
| Fair value of additional loan | | 3,771,184 | | 6,287,527 |
| Loans combined and reissued | | (3,483,604) | | (2,879,342) |
| Interest and accretion | | 211,758 | | 619,936 |
| Foreign exchange translation adjustments | | 9,779 | | 30,832 |
| **Balance, ending** | **$** | **5,360,471** | **$** | **4,851,354** |

## Note 9 Lease

On October 1, 2022, the Company entered into an office lease agreement for a term of three years and four months with the option to extend it for a further 16 months until May 31, 2027. In accordance with IFRS 16, the Company recorded a right-of-use asset and a lease liability with a fair value of $80,758. Fair value was determined by discounting future lease payments at a discount rate of 20% per annum.

The Company's right-of-use asset as at September 30, 2023:

| | | |
|---|---|---|
| Balance, June 30, 2023 | $ | 67,779 |
| Amortization | | (4,326) |
| **Balance, September 30, 2023** | **$** | **63,453** |

*(Unaudited - Expressed in Canadian Dollars)*

## Note 9 Lease (continued)

The Company's lease liability as at September 30, 2023:

| | | |
|---|---|---|
| Balance, June 30, 2022 | $ | 68,751 |
| Payments made | | (4,725) |
| Interest accrued | | 644 |
| **Balance, September 30, 2023** | **$** | **64,670** |

| | | |
|---|---|---|
| Current portion | $ | 18,900 |
| Long term portion | | 45,770 |
| | **$** | **64,670** |

## Note 10 Share Capital and Reserve

### Share Capital

#### Authorized

Unlimited number of common shares without par value.

Unlimited number of preferred shares with a par value of $100 per share.

The total number of common shares outstanding at September 30, 2023 is 10,320,803 (June 30, 2023 - 10,320,803).

### Stock Options

The number of shares available for purchase pursuant to options granted under the stock option plan will not exceed 10% of the shares that are outstanding (on a non-diluted basis) immediately prior to the share issuance or grant of options. The plan places limits on the maximum number of options which may be granted to any one holder, insider, consultant and employees and consultants engaged in investor relations activities within any 12-month period. Options granted in relation to investor relations activities must vest in stages over 12 months with no more than 25% of the options vesting in any three-month period. The vesting period for all other options is at the discretion of the Board of Directors.

There was no stock option activity for the three months ended September 30, 2023 and 2022. Stock options outstanding and exercisable at September 30, 2023, are as follows:

| Options outstanding | Exercise Price | Expiry date | Options exercisable |
|---|---|---|---|
| 400,000 | $ 0.25 | May 19, 2025 | 400,000 |

The weighted average remaining contractual life of outstanding options at September 30, 2023 is 1.64 years.

*(Unaudited - Expressed in Canadian Dollars)*

## Note 11 Related Party Transactions

### Balances

Included in trade and other payables is $433 (June 30, 2023 - $875) owing to a company controlled by the CFO of the Company and $5,001 (June 30, 2023 - $Nil) owing to a company with common director.

Loans payable represent $5,283,604 face value of loans from Code Consulting Limited ("Code"), the majority shareholder of the Company. Code is a Canadian private investment corporation located and operating out of Vancouver, it is wholly owned and controlled by Lance Tracey, a director and officer of the Company. Loans receivable represent $4,308,251 face value of loans to Plank, a publicly traded company in which Code is also the majority shareholder, and $200,000 in loans to Mobio.

### Transactions with related parties

Transactions with related parties are summarized in the tables below:

| | Three months ended September 30, | | | |
|---|---|---|---|---|
| | | 2023 | | 2022 |
| Principal balance of loans received from Code | $ | 3,811,804 | $ | 2,500,000 |
| Principal balance of loans made to Plank | $ | 4,308,251 | $ | 1,900,000 |
| Interest and accretion expense on loan payable | $ | 211,758 | $ | 117,118 |
| Interest and accretion income on loans receivable | $ | 109,396 | $ | 132,002 |

### Management compensation

| | Three months ended September 30, | | | |
|---|---|---|---|---|
| | | 2023 | | 2022 |
| Consulting, legal, and administration fees paid to a company controlled by the CFO | $ | 2,594 | $ | 4,829 |
| Consulting fees paid to a company with common director | $ | 10,238 | $ | 7,875 |
| Lease payments made to a company with common director | $ | 4,725 | $ | - |
| Interest accrued to a company with common director | $ | 644 | $ | - |

All amounts due to related parties are unsecured, non-interest bearing and have no specific terms of settlement, unless otherwise noted. Transactions with related parties are also disclosed in Notes 3, 4, 5, 8 and 9.

## Note 12 Capital Management

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support future business opportunities. 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. In the management of capital, the Company includes cash balances, loans, and components of equity.

## Note 12 Capital Management (continued)

In order to carry out future projects and pay for administrative costs, the Company will 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.

The Company is not subject to externally imposed capital requirements. There were no changes to the Company's approach to capital management during the three months ended September 30, 2023.

## Note 13 Financial Instruments

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk:

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company is exposed to credit risk on the loans receivable from Plank and Mobio with a carrying value of $4,368,386. The Company considered the nature of the related party relationship between Mobio, Plank and Lanebury and assessed qualitative information available to date in its evaluation of collectability of these loans. The Company determined that the loans are collectable based on the all available information about future prospects and investment assets held by investees and recorded expected credit loss of $146,440 (June 30, 2023 - $145,000) on the loans.

Liquidity risk:

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at September 30, 2023, the Company had a cash balance of $124,941 (June 30, 2023 - $151,743) to settle current liabilities of $5,427,227 (June 30, 2023 - $4,911,299). The Company is in communication with its investors and lenders and expects to continue to attract capital via additional debt issuance.

Market risk:

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates and equity prices.

(a) Interest rate risk – The loans to related companies bear a fixed rate of interest and accordingly are not subject to interest rate risk. The Company has a cash balance making the Company sensitive to interest rate fluctuations.

(b) Foreign currency risk – The Company is headquartered in Canada and its functional reporting currency is the Canadian dollar. The Company has significant investments in Recital and Fission that are denominated in US dollars. As such, the Company's results of operations are subject to foreign currency fluctuation risks and these fluctuations may adversely affect the financial position and operating results of the Company. As of September 30, 2023, the Company does not use derivative instruments to reduce its exposure to currency risk. A 10% change in the US dollar to the Canadian dollar exchange rate would impact the Company's net income by $62,061.

The Company's financial instruments measured at fair value consist of cash, SAFE investment, convertible notes and other investments.

## Note 13 Financial Instruments (continued)

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

Investment in the shares of Plank Ventures Ltd., convertible notes, the SAFE investments and other investments are classified as Level 3, which use valuation techniques, including Black-Scholes option pricing model, DLOM, internally generated, and comparable public companies' data to determine the fair value.

Loan payable to Code and loans receivable from Plank and Mobio are measured at amortized cost. Upon recognition, the fair values of the loans are estimated by discounting cash flows using interest rates of debt instruments with similar terms, maturities, and risk profile. Loans receivable are further impaired based on the estimated credit loss. The carrying values approximate the fair value of the loans.