IMAGINEAR INC.

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

FOR THE NINE MONTHS ENDED MAY 31, 2024 AND 2023

(EXPRESSED IN CANADIAN DOLLARS)

(UNAUDITED – PREPARED BY MANAGEMENT)

NOTICE OF NO AUDITOR REVIEW

The accompanying unaudited condensed interim financial statements of ImagineAR Inc. have been prepared by and are the responsibility of management and have approved by the Board of Directors.

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

IMAGINEAR INC.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(EXPRESSED IN CANADIAN DOLLARS)
(UNAUDITED – PREPARED BY MANAGEMENT)

	May 31, 2024	August 31, 2023
ASSETS		
Current		
Cash	$ 66,853	$ 110,750
Receivables (Note 5)	5,580	14,887
Prepaid expenses (Note 6)	47,536	80,885
Total current assets	119,969	206,522
Intangible assets (Note 10)	-	2,903
Total assets	$ 119,969	$ 209,425
LIABILITIES AND SHAREHOLDERS' DEFICIENCY		
Current		
Accounts payable and accrued liabilities (Notes 7 and 13)	$ 1,121,024	$ 1,003,429
Deferred revenue (Note 8)	-	11,856
Loan payable (Note 11)	13,032	53,032
Total current liabilities	1,134,056	1,068,317
Shareholders' deficiency		
Capital stock (Note 12)	36,241,981	34,886,490
Shares to be issued (Note 12)	171,854	116,480
Reserves (Note 12)	7,576,731	7,414,297
Deficit	(45,004,653)	(43,276,159)
Total shareholders' deficiency	(1,014,087)	(858,892)
Total liabilities and shareholders' deficiency	$ 119,969	$ 209,425

Nature and continuance of operations (Note 1)

“Alen Paul Silverrstieen”	***“Mike Tunnicliffe”***
Director	**Director**

See accompanying notes to the condensed interim consolidated financial statements.

IMAGINEAR INC.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(EXPRESSED IN CANADIAN DOLLARS)
(UNAUDITED - PREPARED BY MANAGEMENT)

	Three Months Ended		Nine Months Ended	
	May 31, 2024	May 31, 2023	May 31, 2024	May 31, 2023
PROFIT (LOSS)				
Licensing income	$ 1,723	$ 56,973	$ 37,775	$ 138,829
Cost of sales	(24,042)	(46,071)	(69,183)	(84,284)
	(22,319)	10,902	(31,408)	54,545
EXPENSES				
Consulting, director and management fees (Note 13)	133,917	6,685	296,493	172,001
Depreciation (Notes 9 and 10)	-	3,167	3,833	13,863
Foreign exchange	1,274	2,525	13,922	3,904
Interest expense (Note 9)	-	-	-	379
Office and miscellaneous	21,966	43,094	117,565	130,804
Professional fees	31,751	27,249	105,881	114,469
Share-based compensation (Notes 12 and 13)	52,051	7,350	155,441	56,910
Shareholder communications and promotion	80,821	77,496	405,368	107,981
Software (Note 14)	11,760	37,138	59,559	354,903
Transfer agent and filing fees	1,541	5,832	23,418	18,586
Wages and salaries	3,982	2,110	25,606	61,614
	(339,063)	(212,646)	(1,207,086)	(1,035,414)
OTHER				
Transaction costs (Notes 12)	-	-	(500,000)	-
Other income (Note 11)	-	-	10,000	-
Write-off of right of use asset	-	-	-	(4,764)
Write-off of accounts payable	-	-	-	100,560
	-	-	(490,000)	95,796
Net loss and comprehensive loss for the period	$ (361,382)	$ (201,744)	$ (1,728,494)	$ (885,073)
Basic and diluted net loss per common share	$ (0.00)	$ (0.00)	$ (0.01)	$ (0.00)
Weighted average number of common shares outstanding – basic and diluted	265,205,264	204,115,823	253,290,413	203,802,462

See accompanying notes to the condensed interim consolidated financial statements.

IMAGINEAR INC.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS
(EXPRESSED IN CANADIAN DOLLARS)
(UNAUDITED – PREPARED BY MANAGEMENT)

		For the nine months ended		
		May 31, 2024		May 31, 2023
CASH FLOWS FROM OPERATING ACTIVITIES				
Net loss for the period	$	(1,728,494)	$	(885,073)
Items not affecting cash:				
Accretion interest on lease liabilities		-		379
Depreciation		3,833		13,863
Foreign exchange		13,922		3,904
Other income		(10,000)		-
Share-based compensation		155,441		56,910
Shares for services		55,374		23,397
Transaction cost		500,000		-
Write-off of right of use asset		-		4,764
Write-off of accounts payable		-		(100,560)
Changes in non-cash working capital items:				
Receivables		9,307		(111,609)
Prepaid expenses		33,349		(28,469)
Accounts payable and accrued liabilities		200,768		470,679
Deferred revenue		(11,881)		(3,398)
Cash used in operating activities		(778,381)		(555,213)
CASH FLOWS FROM FINANCING ACTIVITIES				
Loan repayment		(30,000)		-
Proceeds from private placement		764,484		425,875
Cash provided by financing activities		734,484		425,875
CASH FLOWS FROM INVESTING ACTIVITIES				
Repayment of lease liabilities		-		(4,885)
Cash used in investing activities		-		(4,885)
Change in cash		(43,897)		(134,223)
Cash, beginning of period		110,750		481,242
Cash, end of period	$	66,853	$	347,019
Cash paid for taxes during the period	$	-	$	-
Cash paid for interest during the period	$	-	$	-

Supplemental disclosure with respect to Cash Flows (Note 16)

See accompanying notes to the condensed interim consolidated financial statements.

IMAGINEAR INC.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' DEFICIENCY
(EXPRESSED IN CANADIAN DOLLARS)
(UNAUDITED – PREPARED BY MANAGEMENT)

			Reserves				
	Number of shares	Capital stock	Share-based payment reserve	Warrant reserve	Shares to be issued	Deficit	Total
Balance, August 31, 2022	203,645,782	$ 34,388,295	$ 6,219,103	$ 922,649	$ -	$ (41,489,158)	$ 40,889
Issued pursuant to private placement	12,905,315	425,875	-	-	-	-	425,875
Shares for services	584,936	23,397	-	-	-	-	23,397
Share-based compensation	-	-	56,910	-	-	-	56,910
Net and comprehensive loss for the period	-	-	-	-	-	(885,073)	(885,073)
Balance, May 31, 2023	217,136,033	34,837,567	6,276,013	922,649	-	(42,374,231)	(338,002)
Shares for services	-	48,923	-	-	116,480	-	165,403
Share-based compensation	-	-	215,635	-	-	-	215,635
Net and comprehensive loss for the period	-	-	-	-	-	(901,928)	(901,928)
Balance, August 31, 2023	217,136,033	34,886,490	6,491,648	922,649	116,480	(43,276,159)	(858,892)
Issued pursuant to private placement	36,700,000	757,491	-	6,993	-	-	764,484
Transaction costs – potential property purchase	10,000,000	500,000	-	-	-	-	500,000
Shares for services	1,400,000	98,000	-	-	55,374	-	153,374
Share-based compensation	-	-	155,441	-	-	-	155,441
Net and comprehensive loss for the period	-	-	-	-	-	(1,728,494)	(1,728,494)
Balance, May 31, 2024	265,236,033	$ 36,241,981	$ 6,647,089	$ 929,642	$ 171,854	$ (45,004,653)	$ (1,014,087)

See accompanying notes to the condensed interim consolidated financial statements.

1. NATURE AND CONTINUANCE OF OPERATIONS

ImagineAR Inc. ("the Company") is a public company domiciled in Canada incorporated in British Columbia under the laws of the Business Corporations Act (BC, Canada) on October 11, 2011. On April 17, 2019, the Company was continued under the Canadian Business Corporations Act. The Company's registered office is located at #250 – 750 West Pender Street, Vancouver, BC, V6C 2T7.

The Company's core business is to deliver engaging and interactive content to users through a cloud-based augmented reality platform. The Company's shares are listed on the Canadian Securities Exchange ("CSE") under the ticker symbol "IP".

The condensed interim consolidated financial statements of the Company as at, and for the nine months ended May 31, 2024 and 2023 comprise the Company and its subsidiaries (together referred to as the "Company").

The condensed interim consolidated financial statements have been prepared on the assumption that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations. Continued operations of the Company are dependent on the Company's ability to receive financial support, complete additional equity financing, and generate profitable operations in the future. Management believes it will be successful in raising the necessary funding to continue operations; however, there is no assurance that these funds will be available on terms acceptable to the Company or at all.

The Company incurred a net loss and comprehensive loss of $1,728,494 during the nine months ended May 31, 2024 (2023 - $885,073) and incurred negative operating cash flows of $43,897 (2023 - $134,223). As at May 31, 2024, the Company had an accumulated deficit of $45,004,653 (August 31, 2023 - $43,276,159).

There is a material uncertainty related to these conditions that may cast significant doubt upon the Company's ability to continue as a going concern. The condensed interim consolidated financial statements do not include the adjustments that would be necessary should the Company be unable to continue as a going concern and realize its assets and discharge its liabilities in the normal course of business. Such adjustments could be material.

2. BASIS OF MEASUREMENT AND PRESENTATION

These condensed interim consolidated financial statements, including comparatives, approved and authorized for issuance by the Board of Directors on July 25, 2024 have been prepared using IFRS Accounting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and in accordance with International Accounting Standards ("IAS") 34, Interim Financial Reporting. The policies applied in these consolidated statements are based on IFRS issued and outstanding as of May 31, 2024. Any subsequent changes to IFRS that are given effect in our annual consolidated financial statements for the year ending August 31, 2024 could result in restatements of these condensed interim consolidated financial statements. None of these standards are expected to have a significant effect on the condensed interim consolidated financial statements.

These condensed interim consolidated financial statements have been prepared on a historical cost basis except for financial instruments measured at fair value. In addition, these condensed interim consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information. The functional and presentation currency of the Company and its subsidiaries is the Canadian dollar.

(EXPRESSED IN CANADIAN DOLLARS)

2. BASIS OF MEASUREMENT AND PRESENTATION (continued)

Basis of consolidation

These condensed interim consolidated financial statements include the financial statements of the Company and the entities controlled by the Company. The financial statements of subsidiaries are included in the condensed interim consolidated financial statements from the date that control commences until the date that control ceases.

Control is defined as the exposure, or rights, to variable returns from involvement with an investee and the ability to affect those returns through power over the investee. Power over an investee exists when an investor has existing rights that give it the ability to direct the activities that significantly affect the investee's returns. This control is generally evidenced through owning more than 50% of the voting rights or currently exercisable potential voting rights of a Company's capital stock. All material intercompany transactions and balances have been eliminated.

The controlled subsidiaries are listed in the following table:

Name of Subsidiary	Country of Incorporation	Ownership Interest at May 31, 2024	Ownership Interest at August 31, 2023	Principal Activity
Imagine AR Inc.	United States	100%	100%	Virtual reality
FameDays Inc.	United States	100%	100%	Virtual reality
3 Seconds Holdings Inc.	Canada	66.67%	66.67%	Movie production (dormant)

3. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been consistently applied to all periods presented in these condensed interim consolidated financial statements, unless otherwise stated.

Revenue recognition

The Company recognizes revenue in accordance with IFRS 15 – Revenue from Contracts with Customers. Revenue represents the fair value of consideration received or receivable from customers for the transfer of control of goods or services by the Company, net of discounts and sales taxes. The Company generates revenue from technology services and licensing its patented software. Revenue is recognized when persuasive evidence of an arrangement exists, the fee is fixed or determinable, and collectability is reasonably assured.

Licensing income is recorded in deferred revenue upon invoicing and is recognized ratably over the contract term, and begins when the customer has the right-to-use and access to the software. Revenue from usage-based fees is recognized in the period in which the customer incurs the usage, at a point in time.

Technology services income is recognized over time when the services have been provided and control of the deliverable has been transferred to the customer. Payments received prior to the transfer of control of the deliverable are recorded as deferred revenue and recognized as the related services are provided. Management estimates the pace of revenue recognition based on contract milestones. The Company's arrangements with customers are evidenced by contracts with customers. The Company evaluates these arrangements to determine the appropriate unit of accounting (performance obligation) for revenue recognition purposes based on whether the service is distinct from some or all of the other services in the arrangement. A service is distinct if the customer can benefit from it on its own or together with other readily available resources and the Company's promise to transfer the service is separately identifiable from other promises in the contractual arrangement with the customer. Non-distinct services are combined with other services until they are distinct as a bundle and therefore form a single performance obligation.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Deferred Contract Costs

The Company defers contract costs that are direct and incremental to obtaining contracts. Deferred contract costs consist of guarantees paid. These fees for initial contracts are amortized over the estimated period of time the corresponding products are available for use in proportion to the revenue recognized. The Company classifies deferred contract costs as current or non-current based on when the Company expects to recognize the expense. Current and non-current deferred contract costs are included on the Company's consolidated statements of financial position. Deferred contract costs are periodically reviewed for impairment.

Financial instruments

The Company recognizes a financial asset or financial liability on the consolidated statement of financial position when it becomes party to the contractual provisions of the financial instrument except for trade receivables which are initially recognized when they are originated. Financial assets are initially measured at fair value, and are derecognized either when the Company has transferred substantially all the risks and rewards of ownership of the financial asset, or when cash flows expire. Financial liabilities are initially measured at fair value and are derecognized when the obligation specified in the contract is discharged, cancelled or expired.

A write-off of a financial asset (or a portion thereof) constitutes a derecognition event. Write-off occurs when the Company has no reasonable expectation of recovering the contractual cash flows on a financial asset.

Classification and measurement

The Company determines the classification of its financial instruments at initial recognition. Financial assets and financial liabilities are classified according to the following measurement categories: (i) those to be measured subsequently at fair value, either through profit or loss ("FVTPL") or through other comprehensive income ("FVTOCI"); or (ii) those to be measured subsequently at amortized cost using the effective interest method.

The effective interest method is a method of calculating the amortized cost of a financial asset or liability and of allocating interest income or expense over the relevant period. The effective interest rate is the rate that discounts estimated future cash payments through the expected life of the financial asset or liability, or where appropriate, a shorter period.

The classification and measurement of financial assets after initial recognition at fair value depends on the business model for managing the financial assets and the contractual terms of the cash flows. Financial assets that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding, are generally measured at amortized cost at each subsequent reporting period. All other financial assets are measured at their fair values at each subsequent reporting period, with any changes recorded through profit or loss or through other comprehensive income (which designation is made as an irrevocable election at the time of recognition).

After initial recognition at fair value, financial liabilities are classified and measured at either: (i) amortized cost; (ii) FVTPL, if the Company has made an irrevocable election at the time of recognition, or when required (for items such as instruments held for trading or derivatives); or, (iii) FVTOCI, when the change in fair value is attributable to changes in the Company's credit risk.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

The classification and measurement bases of the Company's financial instruments are as follows:

Financial Assets and Liabilities	Classification and measurement
Cash	FVTPL
Trade receivables	Amortized cost
Accounts payable and accrued liabilities	Amortized cost
Loan payable	Amortized cost

The Company reclassifies financial assets when and only when its business model for managing those assets changes. Financial liabilities are not reclassified.

Transaction costs that are directly attributable to the acquisition or issuance of a financial asset or financial liability classified as subsequently measured at amortized cost or FVTOCI are included in the fair value of the instrument on initial recognition. Transaction costs for financial assets and financial liabilities classified at FVTPL are expensed in profit or loss in the period incurred.

Impairment

The Company assesses all information available, including on a forward-looking basis the expected credit losses associated with any financial assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. To assess whether there is a significant increase in credit risk, the Company compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition based on all information available, and reasonable and supportable forward-looking information.

Research and development

Expenditure on research activities is recognized in profit or loss as incurred. Development expenditures are capitalized as part of the cost of the resulting intangible asset only if the expenditures can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Company intends to and has sufficient resources to complete development and to use or sell the asset. Management determined that as at May 31, 2024, it was not yet able to demonstrate with sufficient certainty that it is probable that any economic benefits will flow to the Company. Accordingly, all research and development costs incurred to date have been expensed.

Goodwill

Goodwill represents the cost of acquired businesses in excess of the fair value of net identifiable assets acquired at the date of acquisition. Goodwill is carried at cost less any accumulated impairment losses and is not subject to amortization. Goodwill is tested for impairment annually and more frequently if events or circumstances indicate that the asset might be impaired. Goodwill is allocated to a cash generating unit ("CGU"), or group of CGUs, which is the lowest level within an entity at which the goodwill is monitored for internal management purposes, which is not higher than an operating segment. Impairment is tested by comparing the recoverable amount of goodwill assigned to a CGU or group of CGUs to its carrying value.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Intangible assets

Identifiable intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination are valued at fair value as at the date of acquisition.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortized over the useful economic life and assessed for impairment annually and whenever there is an indication that the intangible asset may be impaired. The amortization period and method for an intangible asset with a finite useful life is reviewed at least at each financial year-end. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are accounted for by changing the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in profit or loss.

Intangible assets with indefinite lives are measured at cost less any accumulated impairment losses. These intangible assets are tested for impairment on an annual basis and more frequently if there are indicators that intangible assets may be impaired.

Intangible assets are being depreciated using the straight-line method over their estimated useful life of 2 years.

Impairment of non-financial assets

At each consolidated statement of financial position date, the Company reviews the carrying amounts of its non-financial assets to determine whether there is an indication that those assets have suffered an impairment loss. If such an indication exists, the recoverable amount of the asset is estimated in order to determine if there is an impairment loss. The recoverable amount is the higher of the fair value less costs of disposal and the value in use. If the recoverable amount is less than the carrying amount of the asset, the carrying amount is reduced to the recoverable amount and the impairment loss is recognized in profit or loss. Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

Government grants

The Company recognizes government grants when it is probable that the grant will be received, and all grant conditions are complied with. When the grant is in the form of a forgivable loan, the loan is initially recognized as a deferred income liability. The Company then relieves the deferred income liability on a systematic and rational basis in those periods over which the entity recognizes the expenses that the grant is intended to offset. The Company recognizes the impact of the loan forgiveness as an offset against related expense.

Assistance for operating expenses is recorded as a reduction of expenses when the assistance is receivable.

A forgivable loan from the government is treated as government assistance when there is reasonable assurance that the Company will meet the terms for forgiveness of the loan. If there is no reasonable assurance that the entity will meet the terms for forgiveness of the loan, the loan is recognized as a liability in accordance with IFRS 9 Financial Instruments. The liability would become a government grant (forgivable loan) when there is reasonable assurance that the entity will meet the terms of forgiveness.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Foreign currency translation

The Canadian dollar is the functional and presentation currency of the Company and its subsidiaries. Transactions in foreign currencies are translated to the functional currency of the Company at the exchange rate in existence at the date of the transaction. All foreign currency monetary assets and liabilities are translated at the rate of exchange at the consolidated statement of financial position date and non-monetary assets and liabilities are translated at historical exchange rates, unless such items are measured at fair value, in which case they are translated using the exchange rates at the date when the fair value was measured. Income and expenses are translated at the rates approximating those at the transaction dates. Gains and losses arising from translation of foreign currency monetary assets and liabilities are recognized in profit or loss.

Provisions

Provisions are recorded when a present legal or constructive obligation exists as a result of past events where it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the consolidated statement of financial position date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

A provision for onerous contracts is recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable cost of meeting its obligations under the contract.

The Company had no material provisions as at May 31, 2024 and 2023.

Valuation of equity units issued in private placements

The Company records proceeds from issuances of equity net of issue costs and any related tax effects. The Company has adopted the residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first attributes value to the shares based on their quoted trading price at issuance, and the residual amount, if any, is attributed to the value of the warrants. Any fair value attributed to the warrants is recorded within the warrant reserve.

Share-based payment transactions

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

The fair value of stock options granted to employees is recognized as an expense over the vesting period with a corresponding increase in the equity settled share-based payments reserve account. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee, including directors of the Company. The fair value includes a forfeiture estimate, which is revised for actual forfeitures in subsequent periods.

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

All share options and warrants are included in reserves, a component of shareholders' equity, until exercised. Upon exercise, the consideration received plus the amounts in reserves attributable to the options and/or warrants being exercised are credited to capital stock.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Share-based payment transactions (continued)

Where the terms of an equity-settled award are modified, the minimum expense recognized is the expense as if the terms had not been modified. An additional expense is recognized for any modification which increases the total fair value of the share-based payment arrangement, or is otherwise beneficial to the employee as measured at the date of modification.

Share consideration

The fair value of shares issued as purchase consideration is based upon the trading price of those shares on the CSE on the date the common shares are issued. Other equity instruments issued as purchase consideration in non-cash transactions are recorded at fair value determined using the Black-Scholes option pricing model.

Income taxes

Current income tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Deferred tax provides for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the consolidated statement of financial position reporting date. 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 reviewed at each reporting date and to the extent that the Company does not consider it probable that a deferred tax asset will be recovered, it is not recognized.

Income (loss) per share

Basic income (loss) per share is computed by dividing the net income (loss) by the weighted average number of common shares outstanding during the period. Diluted income per share reflects the potential dilution of common share equivalents, such as outstanding stock options and share purchase warrants, in the weighted average number of common shares outstanding during the period. The "treasury stock method" is used for the assumption that proceeds upon the exercise of the options and warrants are used to purchase common shares at the average market price during the period. Diluted loss per share is equivalent to basic loss per share, as the effect of potentially dilutive equity instruments is anti-dilutive when the Company is in a loss position.

Right of use asset

The Company recognizes a right of use asset and a lease liability at the lease commencement date. The right of use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right of use assets are subsequently amortized from the commencement date to the earlier of the end of the useful life of the right of use asset or the end of the lease term using the straight line method.

Lease liability

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Lease liability (continued)
Lease payments included in the measurement of the lease liability comprise the following payments during the lease term: fixed payments (including in-substance fixed payments), and the exercise price under a purchase option that the Company is reasonably certain to exercise.

The lease liability is measured at amortized cost using the effective interest method. It is remeasured when there is a change in future lease payments arising mainly if the Company changes its assessment of whether it will exercise a purchase, renewal or termination option, or if there is a revised in substance fixed lease payment.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right of use asset, or is recorded in profit or loss if the carrying amount of the right of use asset has been reduced to zero.

Estimates and judgments
The preparation of these condensed interim consolidated financial statements in conformity with IFRS requires the Company's management to make judgments, estimates and assumptions about future events that affect the amounts reported in the condensed interim consolidated financial statements and related notes. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results may differ from those estimates and these differences could be material.

Critical accounting estimates

i) Share-based payments
Management measures share-based payments using the Black-Scholes Option Pricing Model. Assumptions and judgments include estimating the future volatility of the stock price, expected dividend yield, employee stock option exercise behaviors and discount rates. Such judgments and assumptions are inherently uncertain. Changes in these assumptions could materially affect the fair value estimates.

ii) Provision for expected credit losses
The Company maintains a provision for expected credit losses that may arise if any of its customers are unable to make required payments. If the Company determines that the financial condition of any of its customers with outstanding accounts receivable has deteriorated significantly, increases in the provision may be made to reduce the Company's accounts receivable balance accordingly.

Critical accounting judgments

i) Research and development costs
Costs to develop products are capitalized to the extent that the criteria for recognition as intangible assets under IAS 38 – Intangible Assets, are met. Those criteria require that the product is technically, and economically feasible, which management assessed based on the attributes of the development project, perceived user needs, industry trends and expected future economic conditions. Management considers these factors in aggregate and applies significant judgment to determine whether the product is feasible.

New accounting standards and interpretations
New standards, interpretations, amendments and improvements to existing standards with future effective dates have been reviewed by management and are either not applicable or not expected to have a significant impact on the Company's condensed interim consolidated financial statements.

(EXPRESSED IN CANADIAN DOLLARS)

4. CAPITAL MANAGEMENT

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company. 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. Management considers the Company's capital structure to consist of the components of shareholders' deficiency, which totaled $1,014,087 at May 31, 2024.

The Company is dependent on external financing to fund its activities. In order to carry out future transactions and pay for administrative costs, the Company plans to spend its existing working capital and raise additional amounts as needed. The Company will continue to assess additions to its media business if there is sufficient economic potential and if it has adequate financial resources to do so.

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 periods presented. The Company is not subject to externally imposed capital requirements.

5. RECEIVABLES

The receivables balance is comprised of the following items:

	May 31, 2024	*August 31, 2023*
Sales tax receivable from the Canadian Federal Government	$ 5,580	$ 14,512
Trade receivables	-	375
	$ 5,580	$ 14,887

Trade receivables are net of a provision for uncollectable amounts of $Nil (August 31, 2023 - $173,547).

6. PREPAID EXPENSES AND DEFERRED CONTRACT COSTS

The prepaid expenses balance is comprised of the following items:

	May 31, 2024	*August 31, 2023*
Advertising and promotion	$ 22,223	$ 63,076
Insurance	25,313	17,809
	$ 47,536	$ 80,885

During the year ended August 31, 2022, the Company recorded upfront revenue guarantees of $81,501 pursuant to terms of various agreements. During the year ended August 31, 2023, the Company determined that it would not be able to recover these costs from future augmented reality content revenue and expensed the deferred contract costs.

(EXPRESSED IN CANADIAN DOLLARS)

7. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

The accounts payable and accrued liabilities balance is comprised of the following items:

	May 31, 2024	*August 31, 2023*
Trade payables	$ 1,012,838	$ 881,685
Related parties (Note 13)	25,700	16,800
Accrued liabilities	82,486	104,944
Total	$ 1,121,024	$ 1,003,429

During the year ended August 31, 2023, the Company recovered accounts payable of $126,785 due to the statute of limitations on amounts having lapsed.

8. DEFERRED REVENUE

Balance, August 31, 2022	$	19,560
Recognized as revenue		(8,468)
Foreign exchange translation		764
Balance, August 31, 2023		11,856
Recognized as revenue		(11,881)
Foreign exchange translation		25
Balance, May 31, 2024	$	-

9. RIGHT OF USE ASSET AND LEASE LIABILITIES

The weighted average incremental borrowing rate applied to lease liabilities is 15%.

For the period ending May 31, 2024, the depreciation of the right of use assets was $Nil (2023 - $4,510). The right of use asset is depreciated on a straight-line basis over the term of the lease.

Right of use asset, August 31, 2022	$	9,021
Depreciation of right of use asset		(4,510)
Write-off of right of use asset		(4,511)
Right of use asset, August 31, 2023 and May 31, 2024	$	-

For the period ending May 31, 2023, interest on the lease liabilities was $Nil (2023 - $379).

Lease liabilities, August 31, 2022	$	9,243
Accretion of interest		379
Payment of lease liabilities		(9,622)
Lease liabilities, August 31, 2023 and May 31, 2024	$	-

During the year ended August 31, 2023, the Company terminated the office rental agreement before the end of term which resulted in a loss of $4,748 consisting of $4,511 for the write-off of the right of use asset and $237 from foregoing a security deposit.

(EXPRESSED IN CANADIAN DOLLARS)

10. INTANGIBLE ASSETS

Intangible assets, August 31, 2022	$	15,365
Depreciation of intangible assets		(12,462)
Intangible assets, August 31, 2023		2,903
Depreciation of intangible assets		(3,833)
Foreign exchange translation		930
Intangible assets, May 31, 2024	$	-

During the period ended May 31, 2024, intangible assets, comprising a mobile software platform and applications for augmented reality content, were commercially viable and available for use.

11. LOAN PAYABLE

During the year ended August 31, 2020, the Company received a loan of $40,000 for the Canada Emergency Business Account to provide emergency support to the business due to the impact of COVID-19. The loan is non-interest bearing until January 18, 2024, after which it will incur interest at 5% per annum.

During the period ended May 31, 2024, $30,000 was repaid before repayment deadline and remaining $10,000 was included in profit and loss.

12. CAPITAL STOCK, STOCK OPTIONS AND WARRANTS

Capital stock

The Company has authorized an unlimited number of common shares without par value.

During the period ended May 31, 2024, the Company:

i) closed a non-brokered private placement and issued 36,700,000 units at a price of $0.021 per unit for gross proceeds of $770,700. Each unit is comprised of one common share and one non-transferable common share purchase warrant, with each warrant entitling the holder to purchase one additional common share at a price of $0.05 for a period of thirty-six months from the closing of the offering. Warrants were valued at $Nil using the residual value method.

   A total of $6,216 cash finder's fees were paid, and 296,000 broker's warrants (valued at $6,993) were issued in connection with the private placement.

ii) entered into an agreement with a director of the Company, and an arm’s length individual to which the Company issued 10,000,000 common shares (valued at $500,000) in consideration of a refundable deposit into escrow on behalf of the Company for the potential purchase of a property located in the Southern United States (Note 13).

iii) issued 1,400,000 common shares valued at fair market value of $98,000 for promotional services.

During the year ended August 31, 2023, the Company:

i) closed a non-brokered private placement financing for aggregate gross proceeds of $425,875. The Company issued 12,905,315 units at a price of $0.033 per unit. Each unit comprised of one common share and one non-transferable share purchase warrant, with each warrant entitling the holder to purchase one additional common share of the Company at a price of $0.05 for a period of up to thirty-six months from the date of issue. Warrants were valued at $Nil using the residual value method.

(EXPRESSED IN CANADIAN DOLLARS)

12. CAPITAL STOCK, STOCK OPTIONS AND WARRANTS (continued)

Capital stock (continued)

ii) issued 584,936 common shares valued at $72,320 for consulting services. Fair value of the common shares was determined using the cost of the services provided.

Shares to be issued

During the year ended August 31, 2023, the Company recorded 2,296,727 common shares at a fair value of $116,480 as shares to be issued under a consulting agreement with a third party.

During the period ended May 31, 2024, the Company recorded 1,107,586 common shares at a fair value of $55,374 as shares to be issued under a consulting agreement with a third party.

As of May 31, 2024, the Company is obliged to issue 3,161,260 common shares at a fair value of $171,854.

Share purchase warrants

At May 31, 2024, the following warrants were outstanding:

Expiry Date	Exercise price ($)	Number of Warrants Outstanding	Exercisable
May 29, 2026	0.05	12,905,315	12,905,315
October 31, 2026	0.05	36,996,000	36,996,000
		49,901,315	49,901,315

The following is a summary of the warrant transactions:

	Period ended May 31, 2024			*Year ended August 31, 2023*		
	Number Of Warrants		Weighted Average Exercise Price	Number Of Warrants		Weighted Average Exercise Price
Balance, beginning of the period	12,905,315	$	0.05	1,795,640	$	0.10
Warrants granted	36,996,000		0.05	12,905,315		0.05
Warrants expired	-		-	(1,795,640)		0.10
Balance, end of period	49,901,315	$	0.05	12,905,315	$	0.05

The outstanding warrants on May 31, 2024, had a weighted average remaining life of 2.31 years (August 31, 2023 – 2.75 years).

(EXPRESSED IN CANADIAN DOLLARS)

12. CAPITAL STOCK, STOCK OPTIONS AND WARRANTS (continued)

Share purchase warrants (continued)

The following weighted average assumptions were used for the Black-Scholes option pricing model valuation of broker's warrants granted:

	Period ended May 31, 2024	*Year ended August 31, 2023*
Risk-free interest rate	4.50%	-
Expected life of options	3.00 years	-
Expected annualized volatility	155.80%	-
Exercise price	$0.05	-
Expected dividend rate	0%	-

The weighted average fair value of broker's warrants granted during the period ended May 31, 2024 was $0.024 (August 31, 2023 – $Nil).

Stock options

The Company grants stock options pursuant to its stock option plan. The Board of Directors administers the plan, pursuant to which the Board of Directors may grant from time to time incentive stock options up to an aggregate maximum of 10% of the issued and outstanding shares of the Company to directors, officers, employees, consultants and advisors. The options can be granted for a maximum of ten years.

As at May 31, 2024, the following incentive stock options were outstanding:

Expiry Date	Exercise price ($)	Number of Options Outstanding	Exercisable
January 13, 2025	0.10	200,000	200,000
January 23, 2025	0.035	250,000	250,000
February 22, 2025	0.05	500,000	500,000
April 25, 2025	0.05	250,000	250,000
June 5, 2025	0.05	200,000	200,000
June 9, 2025	0.065	200,000	200,000
January 17, 2026	0.07	3,000,000	2,000,000
June 5, 2026	0.05	900,000	900,000
June 27, 2026	0.05	5,750,000	5,250,000
February 25, 2027	0.075	500,000	500,000
		11,750,000	10,250,000

(EXPRESSED IN CANADIAN DOLLARS)

12. CAPITAL STOCK, STOCK OPTIONS AND WARRANTS (continued)

Stock options (continued)

The following is a summary of the option transactions:

	Period ended May 31, 2024		*Year ended August 31, 2023*	
	Number of Options	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price
Balance, beginning of the period	14,950,000	$ 0.19	11,987,500	$ 0.27
Options granted	3,000,000	0.07	8,350,000	0.05
Options expired	(6,200,000)	0.38	(5,387,500)	0.16
Balance, end of the period	11,750,000	$ 0.06	14,950,000	$ 0.19

The outstanding options at May 31, 2024, had a weighted average remaining life of 1.81 years (August 31, 2023 – 1.67 years).

The following weighted average assumptions were used for the Black-Scholes option pricing model valuation of options granted:

	Period ended May 31, 2024	*Year ended August 31, 2023*
Risk-free interest rate	4.04%	4.11%
Expected life of options	3.00 years	2.89 years
Expected annualized volatility	177.34%	154.40%
Exercise price	$0.07	$0.051
Expected dividend rate	0%	0%

The weighted average fair value of options granted during the period ended May 31, 2024 was $0.062 (August 31, 2023 – $0.03).

13. RELATED PARTY TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

Related parties include key management personnel and any companies owned or controlled by key management personnel. Key management personnel include the Board of Directors and Executive Officers.

(EXPRESSED IN CANADIAN DOLLARS)

13. RELATED PARTY TRANSACTIONS (continued)

Amounts paid or accrued to key management personnel are as follows:

	For the period ended			
		May 31, 2024		*May 31, 2023*
Consulting, director, and management fees	$	204,164	$	106,934
Share based compensation		146,401		-
Total	$	350,565	$	106,934

The table above includes:

i) management and consulting fees of $186,164 (2023 - $88,934), to the CEO of the Company.

ii) consulting fees of $18,000 (2023 - $18,000) to the CFO of the Company.

As of May 31, 2024, $25,700 (August 31, 2023 - $16,800) remained outstanding to related parties and is included in accounts payable and accrued liabilities.

During the period ended May 31, 2024, a director of the Company received 5,000,000 shares (valued at $250,000) in consideration of a refundable deposit into escrow on behalf of the Company for the potential purchase of a property located in the Southern United States.

During the period ended May 31, 2024, the Company issued 3,000,000 (August 31, 2023 – 4,800,000) stock options to a director of the Company, resulting in share-based compensation of $185,408 (August 31, 2023 – $155,071), of which vested portion of $146,401 was recorded in profit and loss.

During the year ended August 31, 2023, accounts payable of $32,474, owed to the CEO, were written off.

14. SOFTWARE

The software activity expensed during the period is comprised of the following items:

For the period ended		*May 31, 2024*		*May 31, 2023*
Research	$	14,890	$	88,726
Development of new features, architecture, and functions		44,669		266,177
	$	59,559	$	354,903

15. FINANCIAL RISK FACTORS

The Company's risk exposures and the impact on the Company's condensed interim consolidated financial statements are summarized below. There have been no changes to the Company's approach to mitigating risk exposures during the period ended May 31, 2024.

Fair value

The Company estimates the fair value of its financial instruments based on current interest rates, market value and pricing of financial instruments with comparable terms. Unless otherwise indicated, the carrying value of these financial instruments approximates their fair market value because of the short-terms to maturity of those instruments.

Financial instruments measured at fair value on the consolidated statements of financial position are summarized in levels of fair value hierarchy as either "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. Cash is measured at fair value using Level 1 inputs for the years presented.

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's credit risk is primarily attributable to cash and trade receivables. The maximum exposure to credit risk is the aggregate carrying amount of cash and trade receivables of $72,433 (August 31, 2023 - $111,125). The Company limits its exposure to credit risk by placing its cash with a high credit quality financial institution in Canada. The receivables that are financial instruments consist of trade receivables, which are immaterial in amount. Management does not consider the Company to have significant concentrations of credit risk. Management analyzes the age of outstanding customer balances, historical bad debt experience, current economic conditions, forward-looking information, customer credit-worthiness and changes in customer payment terms when making estimates of collectability of the Company's accounts receivable balance. As of May 31, 2024, the Company wrote off $Nil (August 31, 2023 - $173,547) of trade receivable due to uncertainty with collectability.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity risk is to ensure it has a planning and budgeting process in place to determine the funds required to support its ongoing operations and capital expenditures. The Company ensures that sufficient funds are raised from private placements, option exercises and warrant exercises to meet its working capital requirements, after taking into account existing cash and expected exercise of share purchase warrants and options. Management believes that it will be successful in raising the necessary funds however, given the current market conditions, management believes that the raising of the required funds will take longer than is normal and will be at prices that may be less than desirable. There are no assurances that additional funds will be available on terms acceptable to the Company or at all. As at May 31, 2024, the Company had cash of $66,853 (August 31, 2023 - $110,750) to settle $1,121,024 (August 31, 2023 - $1,003,429) of accounts payable and accrued liabilities due on standard trade payable terms not exceeding 90 days. The Company's management of liquidity risk has not changed materially from that of the prior year.

15. FINANCIAL RISK FACTORS (continued)

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign currency risk, and other price risk. The Company's management of and exposure to market risk has not changed materially from that of the prior year.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As at May 31, 2024, the Company has cash balances and no material interest-bearing debt, therefore, interest rate risk is considered to be immaterial.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in foreign exchange rates. The Company's functional and presentation currency is the Canadian dollar. Certain expenditures are transacted in foreign currencies. As a result, the Company is exposed to fluctuations in these foreign currencies relative to the Canadian dollar. As at May 31, 2024, the Company has US$25,246 included in cash, US$342,694 included in accounts payable and accrued liabilities. A 5% change in the exchange rate would result in a $21,750 change in profit or loss.

Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than interest rate risk or foreign currency risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer or by factors affecting all similar financial instruments traded in the market. The Company is not exposed to material other price risk.

16. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

Significant non-cash investing and financing transactions for the period ended May 31, 2024 consisted of:

i) issuance of 296,000 broker warrants valued at $6,993.
ii) issuance of 1,400,000 shares valued at $98,000 for promotional services.

There were no significant non-cash investing and financing transactions for the period ended May 31, 2023.