



AETHER GLOBAL INNOVATIONS CORP.
(formerly Plymouth Rock Technologies Inc.)

INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
As at and for the Period Ended May 31, 2024, 2023 and 2022
(With Comparative **AUDITED** Figures as at **NOVEMBER 30, 2023**)
(Unaudited – Prepared by Management)
(Expressed in Canadian Dollars)

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

The management of the Company is responsible for the preparation of the accompanying unaudited interim condensed consolidated financial statements. The unaudited interim condensed consolidated financial statements have been prepared using accounting policies in compliance with International Financial Reporting Standards (“IFRS”) for the preparation of interim condensed financial statements and are in accordance with IAS 34 – Interim Financial Reporting.

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

AETHER GLOBAL INNOVATIONS CORP. (formerly Plymouth Rock Technologies Inc.)

Interim Condensed Consolidated Statements of Financial Position

(Expressed in Canadian dollars)

As at	Note	May 31, 2024 (Unaudited)	November 30, 2023 (Audited)
ASSETS			
Current assets			
Cash		\$ 15,844	\$ 38,555
Sales tax receivable		4,795	5,826
Prepaid expenses	4	26,567	183,872
Total current assets		47,206	228,253
Non-current assets			
Long-term receivable	5	1	1
Total assets		\$ 47,207	\$ 228,254
LIABILITIES			
Current liabilities			
Accounts payable	6	\$ 201,901	\$ 77,126
Loans payable	8	149,249	48,000
Due to related parties	7	484,872	372,650
Total liabilities		836,022	497,776
SHAREHOLDERS' DEFICIT			
Share capital	10	13,916,448	13,916,448
Shares to be issued	8, 10	833	-
Contributed surplus	10	2,709,790	2,709,790
Reserves	10	242,720	248,928
Deficit		(17,658,606)	(17,144,688)
Total shareholders' deficit		(788,815)	(269,522)
Total liabilities and shareholders' deficit		\$ 47,207	\$ 228,254

Going concern – Note 1

Commitments and contingencies – Note 13

Subsequent events – Note 16

These consolidated financial statements are authorized for issuance by the Board of Directors on July 30, 2024.

Approved on behalf of the Board:

"Zara Kanji"

Zara Kanji, Director

"Douglas Smith"

Douglas Smith, Director

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

AETHER GLOBAL INNOVATIONS CORP. (formerly Plymouth Rock Technologies Inc.)

Interim Condensed Consolidated Statements of Loss and Comprehensive Loss

(Expressed in Canadian dollars)

	Note	For the period ended May 31			For the quarter ended May 31		
		2024	2023	2022	2024	2023	2022
OPERATING EXPENSES							
General and administrative	14	\$ 473,799	\$ 478,071	\$ 385,226	\$ 313,555	\$ 370,563	\$ 207,222
Business development	14	42,412	163,330	71,250	7,896	163,330	8,750
Total expenses		516,211	641,401	456,476	321,451	533,893	215,972
OTHER INCOME (EXPENSES)							
Interest income		-	-	-	168	-	-
Interest expense	8,10	(2,305)	-	-	(2,305)	-	-
Gain on debt forgiveness	7	-	62,500	-	-	62,500	-
Foreign exchange gain (loss)		(1,610)	(601)	(136)	(1,112)	(601)	2
Total other income (expense)		(3,915)	61,899	(136)	(3,249)	61,899	2
Loss from continuing operations		(520,126)	(579,502)	(456,612)	(324,700)	(471,994)	(215,970)
Gain (loss) from discontinued operations – loss of control	4	-	1,302,615	(771,343)	-	(226,342)	(263,999)
Net Gain (Loss) from discontinued operations		-	1,302,615	(771,343)	-	(226,342)	(263,999)
Net Income (Loss) for the period		(520,126)	723,113	(1,227,955)	(324,700)	(698,336)	(479,969)
OTHER COMPREHENSIVE LOSS							
Foreign currency translation loss		-	(25,131)	(742)	-	-	(23,668)
TOTAL COMPREHENSIVE LOSS		\$ (520,126)	\$ 697,982	\$(1,228,697)	\$ (324,700)	\$ (698,336)	\$ (503,637)
Loss per share from continuing operations, Basic and Diluted							
		\$ (0.00)	\$ (0.01)	\$ (0.01)	\$ (0.00)	\$ (0.01)	\$ (0.00)
Earnings (loss) per share from discontinued operations, Basic							
		\$ -	\$ 0.02	\$ (0.01)	\$ -	\$ (0.00)	\$ (0.00)
Earnings (loss) per share from discontinued operations, Diluted							
		\$ -	\$ 0.01	\$ (0.01)	\$ -	\$ (0.00)	\$ (0.00)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING, Basic							
		105,504,461	70,923,835	59,304,154	105,504,461	82,277,896	59,317,461
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING, Diluted							
		105,504,461	96,944,577	59,304,154	165,735,321	82,277,896	59,317,461

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

AETHER GLOBAL INNOVATIONS CORP. (formerly Plymouth Rock Technologies Inc.)

Interim Condensed Consolidated Statements of Changes in Shareholders' Equity (Deficit)

(Expressed in Canadian dollars)

	<u>Share capital (Note 10)</u>		Shares to be issued	Contributed Surplus	<u>Reserves</u>		Deficit	Accumulated other comprehensive income	Total
	Number of shares	Amount			Warrants	Options			
	#	\$			\$	\$			
Balance, November 30, 2021	59,239,336	11,834,582	-	2,709,790	-	-	(13,867,962)	96,393	772,803
Shares issued as compensation	78,125	17,189	-	-	-	-	-	-	17,189
Net loss for the year	-	-	-	-	-	-	(1,227,955)	-	(1,227,955)
Foreign currency translation gain	-	-	-	-	-	-	-	(742)	(742)
Balance, May 31, 2022	59,317,461	11,851,771	-	2,709,790	-	-	(15,095,917)	95,651	(438,705)
Balance, November 30, 2022	59,317,461	11,851,771	-	2,709,790	-	-	(16,535,760)	25,131	(1,949,068)
Shares issued as compensation	2,600,000	169,000	-	-	-	-	-	-	169,000
Private placement	33,680,000	1,684,000	-	-	-	-	-	-	1,684,000
Cash cost of issuance	-	(178,150)	-	-	-	-	-	-	(178,150)
Fair value of warrants issued	-	(103,976)	-	-	103,976	-	-	-	-
Net loss for the period	-	-	-	-	-	-	723,113	-	723,113
Foreign currency translation loss	-	-	-	-	-	-	-	(25,131)	(25,131)
Balance, May 31, 2023	95,597,461	13,422,645	-	2,709,790	103,976	-	(15,812,647)	-	423,764
Balance, November 30, 2023	105,504,461	13,916,448	-	2,709,790	149,340	99,588	(17,144,688)	-	(269,522)
Shares issued for interest payment	-	-	833	-	-	-	-	-	833
Fair value of stock options cancelled	-	-	-	-	-	(6,208)	6,208	-	-
Net loss for the period	-	-	-	-	-	-	(520,126)	-	(520,126)
Balance, May 31, 2024	105,504,461	13,916,448	833	2,709,790	149,340	93,380	(17,658,606)	-	(788,815)

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

AETHER GLOBAL INNOVATIONS CORP. (formerly Plymouth Rock Technologies Inc.)

Interim Condensed Consolidated Statements of Cash Flows

(Unaudited – Prepared by Management)

(Expressed in Canadian dollars)

	For the period ended May 31		
	2024	2023	2022
Cash Flows from Operating Activities			
Net loss for the year	\$ (520,126)	\$ 723,113	\$ (1,227,955)
Items not affecting cash:			
Loss (gain) from discontinued operations		(1,302,615)	771,343
- loss of control	-		
Foreign exchange (gain) loss	-	(25,131)	(742)
Shares issued as consideration	833	169,000	17,189
Interest accretion	2,305	-	-
Changes in non-cash working capital:			
Sales tax receivable	1,031	(23,042)	42,647
Prepaid expenses	157,305	(510,278)	80,255
Due to related parties	97,803	(29,492)	83,183
Accounts payable and accrued liabilities	124,775	(44,623)	119,128
Net cash used in operating activities - continuing operations	(136,074)	(1,043,068)	(114,952)
Net cash used in operating activities - discontinued	-	(223,360)	(238,378)
Net cash used in operating activities	(136,074)	(1,266,428)	(353,330)
Cash Flows from Investing Activities			
Long-term receivables	-	(84,929)	-
Net cash provided by (used in) investing activities-continuing	-	(84,929)	-
Net cash provided by (used in) investing activities - discontinued	-	-	-
Net cash used in investing activities	-	(84,929)	-
Cash Flows from Financing Activities			
Common shares issued for cash	-	1,684,000	-
Share issuance costs	-	(178,150)	-
Loan from RP	14,419	-	-
Loan proceeds (repayments)	98,944	(79,019)	-
Net cash provided by financing activities-continuing operations	113,363	1,426,831	-
Net cash provided by financing activities-discontinued	-	-	(24,313)
Net cash used in financing activities	113,363	1,426,831	(24,313)
Increase (decrease) in cash	(22,711)	75,474	(377,643)
Effect of foreign exchange rate changes on cash	-	-	6,893
Cash, beginning of the year	38,555	13,127	375,046
Cash, end of the year	\$ 15,844	\$ 88,601	\$ 4,296

Supplemental cash flow information – Note 12

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

AETHER GLOBAL INNOVATIONS CORP. (formerly Plymouth Rock Technologies Inc.)
NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
As at and for the period ended May 31, 2024
(Expressed in Canadian Dollars)

1. NATURE OF OPERATIONS AND GOING CONCERN

Aether Global Innovations Corp. (the “Company”) was incorporated under the Business Corporations Act of British Columbia on October 17, 2011. The head office, principal address and registered and records office of the Company are located at 700 – 1199 West Hastings Street, Vancouver, B.C., V6E 3T5.

On August 1, 2023, the Company changed its name to Aether Global Innovations Corp. from Plymouth Rock Technologies Inc.

The Company’s common shares are listed on the Canadian Securities Exchanged (CSE) under the symbol “AETH”, on the Frankfurt Stock Exchange under the Symbol: 4XA, WKN# - A2N8RH and on the OTC Markets Group (“OTCQB”) under the symbol: AETHF.

Previously, the Company’s principal business activity through its subsidiary, Plymouth Rock USA (“PRT USA”), focused on developing technologies related to remotely detecting assault firearms and suicide bombs concealed on the person or a carry bag. The Company also incorporated a subsidiary in United Kingdom, Plymouth Rock Technologies UK Limited (“PRT UK”) to augment the Company’s existing research and development of its drone technologies for the US and EMEA markets. Moreover, the Company acquired Tetra Drones Limited (“Tetra”) to provide the Company with drones production line in the United Kingdom. On December 1, 2022, the Company lost control over PRT USA, PRT UK, and Tetra. Hence, the Company has discontinued the above subsidiaries according to the requirements of IFRS 10 (Note 3).

To date, the Company is in a transition stage to refocus the Company’s business operations from developing various technologies, to a drone management and solutions provider.

Going Concern

These consolidated financial statements are prepared on a going concern basis, which contemplates 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 business. At present, the Company’s operations do not generate cash flows. The Company has incurred losses since inception and has a comprehensive loss of \$520,126 for the period ended May 31, 2024, and had an accumulated deficit of \$17,658,606 as at May 31, 2024. The ability of the Company to continue as a going concern is dependent on achieving profitable operations, commercializing its technologies, and obtaining the necessary financing in order to develop these technologies further. The outcome of these matters cannot be predicted at this time. The management plans to continue reviewing the prospects of raising additional debt and equity financing to support its operations until such time that its operations become self-sustaining, to fund its research and development activities and to ensure the realization of its assets and discharge of its liabilities. While the Company is expanding its best efforts to achieve the above plans, there is no assurance that any such activity will generate sufficient funds for future operations. These factors and uncertainty cast significant doubt about the Company’s ability to continue as a going concern and therefore it may be unable to realize its assets and discharge its liabilities in the normal course of business.

The Company is not expected to be profitable during the ensuing 12 months from the date of the issuance of the financial statement, and therefore, must rely on securing additional funds from either issuance of debt or equity financing for cash consideration. During the period ended May 31, 2024, the Company received net cash proceeds of \$113,363 pursuant to financing activities. Management has been successful in raising capital through periodic private placements of the Company’s common shares in the past, however there is no certainty that financing will be available in the future, or certainty that management’s planned actions to address this situation will be successful.

1. NATURE OF OPERATIONS AND ABILITY TO CONTINUE AS A GOING CONCERN (continued)

Going Concern (continued)

These interim condensed consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future rather than a process of forced liquidation. These consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence. Such adjustments could be material.

2. MATERIAL ACCOUNTING POLICIES

Basis of presentation

These interim condensed consolidated financial statements (“Financial Statements”) have been prepared using accounting policies consistent with IFRS as issued by the International Accounting Standard Board (“IASB”) and in accordance with International Accounting Standards (“IAS”) 34, Interim Financial Reporting, using accounting policies that the Company expects to adopt in its interim condensed consolidated financial statements for the year ended November 30, 2023. These interim condensed consolidated financial statements do not include all the information required for the annual consolidated financial statements and should be read in conjunction with the Company’s most recent audited consolidated financial statements for the year ended November 30, 2023, which are available on www.sedarplus.com

These Financial Statements are authorized for issue by the Board of Directors on July 30, 2024.

These Financial Statements have been prepared on a historical cost basis. In addition, these Financial Statements have been prepared using the accrual basis of accounting.

These Financial Statements are presented in Canadian dollars, which is the Company’s functional currency. The functional currency of PRT USA was U.S. Dollars and the functional currency of PRT UK and Tetra was British Pound Sterling (“£”). The assets and liabilities of PRT USA, PRT UK and Tetra are translated into Canadian dollars at the rate of exchange prevailing at the reporting date and their income and expense items are translated at average exchange rates for the period. Exchange differences arising on the translation are recognized in other comprehensive income.

Critical accounting judgments, estimates and assumptions

The preparation of these Financial Statements in conformity with IFRS requires management to make judgments and estimates and form assumptions that affect the reported amounts of assets and liabilities at the date of the Financial Statements and reported amounts of income and expenses during the period. Actual results could differ from these estimates.

2. MATERIAL ACCOUNTING POLICIES (continued)

Critical accounting judgments, estimates and assumptions (continued)

Significant estimates used in preparing the Financial Statements include, but are not limited to the following:

a. Deferred taxes

The calculation of deferred tax is based on the ability of the Company to generate future taxable income, the estimation of which is subject to significant uncertainty as to the amount and timing. The calculation of deferred tax is also based on assumptions, which are subject to uncertainty as to timing and which tax rates are expected to apply when temporary differences reverse. Deferred tax recorded is also subject to uncertainty regarding the magnitude on non-capital losses available for carry forward and of the balances in various tax pools as the corporate tax returns have not been prepared as of the date of financial statement preparation.

b. Stock-based payments

The fair value of stock options and finders' warrants issued are subject to the limitations of the Black-Scholes option pricing model that incorporates market data and involves uncertainty in estimates used by management in the assumptions. Because the Black-Scholes option pricing model requires the input of highly subjective assumptions, including the expected life, volatility of share prices, risk-free rate and dividend yield, changes in subjective input assumptions can materially affect the fair value estimate.

c. Impairment of non-financial assets

Impairment exists when the carrying value of an asset or cash generating unit ("CGU") exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value in use. The fair value less costs to sell calculation is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a discounted cash flow model.

d. Leases

Management uses estimation in determining the incremental borrowing rate used to measure the lease liability, specific to the asset, underlying currency and geographic location.

Significant judgments used in the preparation of these Financial Statements include, but are not limited to the following:

(i) Going concern

Management has applied judgements in the assessment of the Company's ability to continue as a going concern when preparing its Financial Statements for the year ended November 30, 2023. Management prepares the Financial Statements on a going concern basis unless management either intends to liquidate the entity or to cease trading or has no realistic alternative but to do so.

In assessing whether the going concern assumption is appropriate, management accounts for all available information about the future, which is at least, but is not limited to, twelve months from the issuance of the financial statements.

2. MATERIAL ACCOUNTING POLICIES (continued)

(i) Business combinations

Determination of whether a set of assets acquired and liabilities assumed constitute the acquisition of a business or asset may require the Company to make certain judgments as to whether or not the assets acquired and liabilities assumed include the inputs, processes and outputs necessary to constitute a business as defined in IFRS 3 – Business Combinations. Based on an assessment of the relevant facts and circumstances, the Company concluded that the acquisition disclosed in Note 3 met the criteria for accounting as a business combination.

Cash

Cash consists of amounts held in banks and highly liquid investments with limited interest and credit risk.

Consolidation

The Financial Statements include the accounts of the Company and its wholly-owned subsidiaries up to the date the Company had control (Note 3).

Control exists when the Company has the power and ability, directly or indirectly, to direct the relevant activities of an entity to obtain benefit from its activities. Subsidiaries are fully consolidated from the date that control commences until the date the control ceases. The accounting policies of the Company's subsidiaries have been aligned with the policies adopted by the Company. When the Company ceases to control a subsidiary, the financial statements of the subsidiary are de-consolidated (Note 3).

Business combinations

Business combinations are accounted for using the acquisition method. The cost of the acquisition is measured at the aggregate of the fair values at the date of acquisition, of assets transferred, liabilities incurred or assumed, and equity instruments issued by the Company. The acquiree's identifiable assets and liabilities assumed are recognized at their fair value at the acquisition date. Acquisition-related costs are recognized in profit or loss as incurred. The excess of consideration over the fair value of the net identifiable assets and liabilities acquired is recorded as goodwill. Any gain on a bargain purchase is recorded in profit or loss immediately. Transaction costs are expensed as incurred, except if related to the issue of debt or equity securities. Any goodwill that arises is tested annually for impairment.

Share capital

The Company records proceeds from the issuance of its common shares as equity. Proceeds received on the issuance of units, consisting of common shares and warrants, are allocated between the common share and warrant component. The Company has adopted a residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to the most easily measurable component based on fair value and then the residual value, if any, to the less easily measurable component.

The fair value of the common shares issued in the private placement was determined to be the most easily measurable component and were valued at their fair value, as determined by the closing quoted price on the issuance date. The remaining proceeds, if any, are allocated to the attached warrants. Any fair value attributed to the warrants, is recorded as warrant reserve. Management does not expect to record a value to the warrant in most equity issuances as unit private placements are commonly priced at market or at a permitted discount to the market. If the warrants are issued as share issuance costs, the fair value of agent's warrants are measured using the Black-Scholes option pricing model and recognized in equity as a deduction from the proceeds.

2. MATERIAL ACCOUNTING POLICIES (continued)

If the warrants are exercised, the related amount is reclassified as share capital. If the warrants expire unexercised, the related amount remains in warrant reserve.

Incremental costs directly attributable to the issue of new common shares are shown in equity as a deduction, net of tax, from the proceeds. Common shares issued for consideration other than cash are valued based on their market value at the date that shares are issued.

Stock-based payment

The Company recognizes share-based payment expense for the estimated fair value of equity-based instruments granted to both employees and non-employees. Compensation expense is recognized when the options are granted with the same amount being recorded as contributed surplus. The expense is determined using an option pricing model that accounts for the exercise price, the term of the option, the current share price, the expected volatility of the underlying shares, the expected dividend yield, and the risk-free interest rate for the term of the option. If the options are exercised, the contributed surplus will be reduced by the applicable amount. Share-based payment calculations have no effect on the Company's cash position.

Earnings (loss) per share

Basic earnings (loss) per share are calculated using the weighted average number of common shares outstanding during the period. Diluted earnings (loss) per share are calculated using the treasury stock method. This method for diluted earnings (loss) per share assumes that common shares are issued for the exercise of options, warrants and convertible securities and that the assumed proceeds from the exercise of options, warrants and convertible securities are used to purchase common shares at the average market price during the period. The difference between the number of shares assumed issued and the number of shares assumed purchased is then added to the basic weighted average number of shares outstanding to determine the fully diluted number of common shares outstanding. No calculation of diluted earnings (loss) per shares is assumed during the periods in which a net loss is incurred as the effect is anti-dilutive.

Financial instruments

Financial assets

a) Classification

The Company classifies its financial instruments in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL.

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NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
As at and for the period ended May 31, 2024
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2. MATERIAL ACCOUNTING POLICIES (continued)

Financial instruments (continued)

b) Measurement

Financial assets and liabilities at amortized cost

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment. The Company's financial assets measured at amortized cost are comprised of its cash and trade and other receivables, net. The Company's financial liabilities measured at amortized cost are comprised of its accounts payable and accrued liabilities, loans payable, loans payable – related party, convertible debt, convertible debt – related parties, silent partnerships, silent partnerships – related party and lease liabilities.

Financial assets and liabilities at FVTPL

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the statements of loss and comprehensive loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the statements of loss and comprehensive loss in the period in which they arise.

Debt instruments at FVTOCI

These assets are initially measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognized in profit or loss. Other net gains and losses associated with changes in fair value are recognized in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss. The Company does not hold any debt instruments at FVTOCI.

Equity instruments at FVTOCI

These assets are initially measured at fair value. Dividends are recognized as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses associated with changes in fair value are recognized in OCI and are never reclassified to profit or loss. The Company does not hold any equity instruments at FVTOCI.

c) Impairment of financial assets at amortized cost

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in the statements of loss and comprehensive loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

d) Derecognition

Financial assets

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity.

Financial assets are written off when the Company has no reasonable expectations of recovering all or any portion thereof.

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NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
As at and for the period ended May 31, 2024
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2. MATERIAL ACCOUNTING POLICIES (continued)

The Company derecognizes a financial asset when its contractual rights to the cash flows from the financial asset expire.

Financial liabilities

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled or expire. The Company also derecognizes a financial liability when the terms of the liability are modified such that the terms and/or cash flows of the modified instrument are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value.

Gains and losses on derecognition are generally recognized in profit or loss.

The Company applies the simplified approach for accounts receivable that do not contain a significant financing component. Using the simplified approach, the Company records a loss allowance equal to the expected credit losses resulting from all possible default events over the assets' contractual lifetime.

Interest

Interest income and expense are recognized in profit or loss using the effective interest method.

The 'effective interest rate' is the rate that exactly discounts estimated future cash payments over the expected life of the financial instrument to the gross carrying amount of the financial asset or the amortized cost of the financial liability. The effective interest rate is calculated considering all contractual terms of the financial instruments, except for the expected credit losses of financial assets.

The 'amortized cost' of a financial asset or financial liability is the amount at which the instrument is measured on initial recognition minus principal repayments, plus or minus any cumulative amortization using the effective interest method of any difference between the initial amount and maturity amount and adjusted for any expected credit loss allowance. The 'gross carrying amount' of a financial asset is the amortized cost of a financial asset before adjusting for any expected credit losses.

Interest income and expense is calculated by applying the effective interest rate to the gross carrying amount of the financial asset (when the asset is not credit-impaired) or the amortized cost of the financial liability.

Where a financial asset has become credit-impaired subsequent to initial recognition, interest income is calculated in subsequent periods by applying the effective interest method to the amortized cost of the financial asset. If the asset subsequently ceases to be credit-impaired, calculation of interest income reverts to the gross basis.

Offsetting

Financial assets and financial liabilities are offset, with the net amount presented in the statement of financial position, when, and only when, the Company has a current and legally enforceable right to set off the recognized amounts and intends either to settle on a net basis or realize the asset and settle the liability simultaneously.

Income and expenses are presented on a net basis only when permitted under IFRS, or when arising from a group of similar transactions if the resulting income and expenses are not material.

2. MATERIAL ACCOUNTING POLICIES (continued)

Income taxes

Income tax is recognized in profit or loss except to the extent that it relates to equity items, in which case it is recognized in equity. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted at period end, adjusted for amendments to tax payable with regards to 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. The following temporary differences do not result in deferred tax assets or liabilities: goodwill not deductible for tax purposes; the initial recognition of assets or liabilities that affect neither accounting profit (loss) nor taxable profit (loss); and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. 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 financial position 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 and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

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.

Parties are also considered to be related if they are subject to common control and 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.

Subsidiaries

Subsidiaries are entities controlled by the Company. The Company controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases. Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with those adopted by the Company.

Changes in the Company's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

Loss of control

When the Company loses control over a subsidiary, it derecognizes the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any resulting gain or loss is recognized in the consolidated statement of operations. Any interest retained in the former subsidiary is measured at fair value when control is lost.

Discontinued operations

The Company classifies a component of the reporting entity is disposed of as discontinued operations if or the disposal represents a strategic shift that has (or will have) a major effect on a reporting entity's operations and financial results. Such disposal groups are measured at the lower of their carrying amount and fair value less costs to sell.

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2. MATERIAL ACCOUNTING POLICIES (continued)

A disposal Company qualifies as discontinued operations if it is a component of an entity that either has been disposed of, or is classified as held for sale, and:

- Represents a separate major line of business or geographical area of operations.
- Is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations.
- Is a subsidiary acquired exclusively with a view to re-sell

Loss from discontinued operations are excluded from net loss from continuing operations and are presented as a single amount under “loss from discontinued operations” account in the consolidated statement of loss and comprehensive loss.

Accounting standards, amendments and interpretations not yet effective

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or the IFRIC during the period but are not yet effective. Some updates that are not applicable or are not consequential to the Company may have been excluded from the list below.

IAS 1 – Presentation of Financial Statements (“IAS 1”) – *Classification of Liabilities as Current or Noncurrent* were amended to clarify that the classification of liabilities as current or non-current is based on rights that are in existence at the end of the reporting period, specify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability, explain that rights are in existence if covenants are complied with at the end of the reporting period, and introduce a definition of ‘settlement’ to make clear that settlement refers to the transfer to the counterparty of cash, equity instruments, other assets or services. The amendments are effective for annual reporting periods beginning on or after January 1, 2023. Earlier adoption is permitted.

These new and amended standards are not expected to have a material impact on the Company’s Financial Statements.

3. DISCONTINUED OPERATIONS – LOSS OF CONTROL

During first two quarters of fiscal year ending November 30, 2023, the Company did a full review on UK Operations (PRT UK and Tetra Drones) to mitigate further losses on these subsidiaries. After months of discussion, the Board decided that to protect the interest of shareholders, the Company will be better off putting the UK subsidiaries under liquidation. Therefore, on June 16, 2023, the Company announced its decision to close down previously controlled subsidiaries, PRT UK and Tetra Drones, as a result of the move towards a drone management and monitoring solutions business. On July 6, 2023, pursuant to a special resolution by its Directors, PRT UK was wound up voluntarily and the Directors appointed liquidators in the UK for the purposes of such winding up. On September 4, 2023, pursuant to a special resolution by its Directors, Tetra Drones was also put into liquidation.

Similarly, due to difficulty in obtaining complete and accurate books and records, resignation of key management personnel in the US Subsidiary, on July 20, 2023, the Company announced that it has also ceased operations with its U.S. Subsidiary, PRT USA.

During the third quarter of fiscal year ending November 30, 2023, the Company determined that based on their decision to put PRT UK and Tetra Drones into liquidation and to cease operations with PRT USA, the Company no longer has control over the operations of the said subsidiaries and there is no intent from management to continue operating these businesses. The Company assessed the date of loss of control and determined it be December 1, 2022 as no reliable financial records and supporting documents were accessible from the three subsidiaries for financial reporting purposes subsequent to November 30, 2022.

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3. DISCONTINUED OPERATIONS – LOSS OF CONTROL (continued)

Discontinued Operations

As a result of loss of control, the Company considered its PRT UK, PRT USA and Tetra Drones operations to have met the definition of discontinued operations and as such, assets, liabilities and results of operations that can be distinguished operationally and for financial reporting purposes from the rest of the Company have been terminated and reported separately in the financial statements.

A discontinued operation is a component of the Company that either has been abandoned, disposed of, or is classified as held for sale, and: (i) represents a separate major line of business or geographical area of operation; (ii) is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operation; or (iii) is a subsidiary acquired exclusively with a view to resell.

During the periods ended May 31, 2024, 2023 and 2022, the gain (loss) from discontinued operations – loss of control presented in the statement of loss and comprehensive loss is broken down as follows:

	Period ended May 31		
	2024	2023	2022
Net Gain (Loss) from discontinued operations – loss of control	\$ -	\$ 1,302,615	\$ (771,343)

The results of operations of PRT USA, PRT UK and Tetra Drones for the period ended May 31, 2022, were presented separately as loss from discontinued operations of subsidiaries – loss of control in the consolidated statements of loss and comprehensive loss. The amounts are broken down as follows:

	Period ended May 31		
	2024	2023	2022
Sales	\$ -	\$ -	\$ 496,662
Cost of sales	-	-	(128,632)
Gross Profit	-	-	368,030
OPERATING EXPENSES			
General and administrative	-	-	832,558
Business development	-	-	85,385
Research and development	-	-	221,896
Total expenses	-	-	1,139,839
OTHER INCOME (EXPENSES)			
Foreign exchange gain (loss)	-	-	466
Total other income (expense)	-	-	466
Loss from discontinued operations	\$ -	\$ -	\$ (771,343)

After the loss of control, the Company also deconsolidated the net liabilities of the previously controlled subsidiaries for financial reporting purposes. The Company did not receive anything from the disposal of its investments. This then resulted in a gain from loss of control of subsidiaries for the year ended November 30, 2023. Adjustments were made towards the end of the fiscal year 2023 to reflect the audited numbers for the full year.

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3. DISCONTINUED OPERATIONS – LOSS OF CONTROL (continued)

Gain from loss of control of subsidiaries

The resulting gain from the loss of control of subsidiaries for the period ended May 31, 2023, is broken down as follows:

	PRT USA	PRT UK	Tetra Drones	Total
Net liabilities before loss of control of subsidiaries	\$5,054,611	\$1,506,504	\$230,931	\$6,792,046
Less: Receivables from subsidiaries	(4,248,018)	(1,120,913)	(120,500)	(5,489,431)
Gain from loss of control of subsidiaries	\$806,593	\$385,591	\$110,431	\$1,302,615

Adjustments were made towards the end of the fiscal year 2023 to reflect the audited numbers for the full year.

(a) PRT USA

During the period ended May 31, 2023, following the loss of control over PRT USA, the Company derecognized its investment in this subsidiary. The Company has not received any consideration on the disposal of its investment. As such, the total carrying value of the net liabilities of PRT USA of \$5,178,096 was recognized as a gain on loss of control of the subsidiaries in the consolidated statements of loss and comprehensive loss for the period ended May 31, 2023.

Additionally, as at November 30, 2022, the parent company had a receivable from PRT USA amounting to \$4,105,993. Due to uncertainty surrounding collectability, the Company impaired this intercompany receivable and reported it as part of gain from loss of control in the consolidated statements of loss and comprehensive loss for the period ended May 31, 2023. After accounting for foreign exchange translation losses, the gain from loss of control recognized in the consolidated statements of loss and comprehensive loss amounted to \$948,620 (2022 - \$Nil).

	As at December 1, 2022
ASSETS	
Current Assets	
Cash, cash equivalents, and restricted cash	\$ 9,700
Prepaid expenses	8,313
Account receivable	6,831
Inventories	2,163
Total current assets of discontinued operations	27,007
Non-current assets	
Equipment	5,919
Right of use asset	38,189
Total non-current assets of discontinued operations	44,108
Assets of discontinued operations	\$ 71,115
LIABILITIES	
Liabilities	
Accounts payable	\$ 284,181
Lease liability	671,205
Due to related parties	4,293,824
Liabilities of discontinued operation	5,249,211
Carrying value of net liabilities immediately prior to loss of control of subsidiary	
	\$ 5,178,096
Receivable from PRT USA	(4,105,993)
Reclassification of foreign currency translation	(123,483)
Gain from loss of control of PRT USA	\$ 948,620

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3. DISCONTINUED OPERATIONS – LOSS OF CONTROL (continued)

(b) PRT UK

During the year ended November 30, 2023, following the loss of control over PRT UK, the Company derecognized its investment in this subsidiary. The Company has not received any consideration on the disposal. As such, the total value of the net liabilities of PRT UK was recognized as a gain on loss of control of the subsidiaries in the consolidated statements of loss and comprehensive loss. As such, the total carrying value of the net liabilities of PRT UK of \$1,481,194 was recognized as a gain on loss of control of the subsidiaries in the consolidated statements of loss and comprehensive loss for the period ended May 31, 2023.

Additionally, as at November 30, 2022, the parent company had a receivable from PRT UK amounting to \$1,036,598. Due to uncertainty surrounding collectability, the Company impaired this intercompany receivable and reported it as part of gain from loss of control in the consolidated statements of loss and comprehensive loss for the period ended May 31, 2023. After accounting for foreign exchange translation gains, the gain from loss of control recognized in the consolidated statements of loss and comprehensive loss amounted to \$469,905 (2022 - \$Nil).

	<u>As at</u>
	December 1, 2022
ASSETS	
Current Assets	
Cash, cash equivalents, and restricted cash	\$ 3,852
Prepaid expenses	8,983
Total current assets of discontinued operations	<u>12,835</u>
Non-current assets	
Equipment	9,171
Right of use asset	24,686
Total non-current assets of discontinued operations	<u>33,857</u>
Assets of discontinued operations	\$ 46,692
LIABILITIES	
Current Liabilities	
Accounts payable	\$ 455,062
Current Lease Liability	26,455
Due to related parties	919,436
Deferred revenue	126,932
Liabilities of discontinued operations	\$ 1,527,885
Carrying value of net liabilities immediately prior to loss of control of subsidiary	
	\$ 1,481,193
Receivable from PRT UK	(1,036,598)
Foreign exchange gains	25,310
Gain from loss of control of PRT UK	\$ 469,905

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3. DISCONTINUED OPERATIONS – LOSS OF CONTROL (continued)

(c) Tetra Drones

On December 1, 2022, following the loss of control over Tetra Drones, the Company derecognized its investment in this subsidiary. The Company has not received any consideration on the disposal. As such, the total value of the net liabilities of Tetra Drones was recognized as a gain on loss of control of the subsidiaries in the consolidated statements of income (loss) and comprehensive income (loss). As such, the total carrying value of the net liabilities of Tetra Drones of \$227,907 was recognized as a gain on loss of control of the subsidiaries in the consolidated statements of loss and comprehensive loss for the period ended May 31, 2023.

Additionally, as at November 30, 2022, the parent company had a receivable from Tetra Drones amounting to \$120,500. Due to uncertainty surrounding collectability, the Company impaired this intercompany receivable and reported it as part of gain from loss of control in the consolidated statements of loss and comprehensive loss for the period ended May 31, 2023. After accounting for foreign exchange translation gains, the gain from loss of control recognized in the consolidated statements of loss and comprehensive loss amounted to \$110,432 (2022 - \$Nil).

	<u>As at</u>
	<u>December 1, 2022</u>
ASSETS	
Current Assets	
Sales tax receivable	\$ 435
Total current assets of discontinued operations	435
Non-current assets	
Equipment	9,982
Total non-current assets of discontinued operations	9,982
Assets of discontinued operations	\$ 10,417
LIABILITIES	
Current Liabilities	
Bank Overdraft	\$ 16,294
Accounts payable	12,043
Due to related parties	209,738
Loan payable - current	249
Liabilities of discontinued operations	\$ 238,324
Carrying value of net liabilities immediately prior to loss of control of subsidiary	
	\$ 227,907
Receivable from Tetra Drones	(120,500)
Foreign exchange gains	3,025
Gain from loss of control of Tetra Drones	\$ 110,432

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4. PREPAID EXPENSES

As at May 31, 2024 and November 30, 2023, the Company's prepaid expenses consist of the following:

	May 31, 2024	November 30, 2023
Investor relations	\$ -	\$ 85,510
Professional fees	-	7,469
Consulting fees	20,000	80,000
Transfer agent and filing fees	5,567	7,143
Insurance	-	3,750
Others	1,000	-
	\$ 26,567	\$ 183,872

Consulting fees consist of prepayment for advisory services to develop new business relationships and general business consulting services to the company. Investor relations fees consist of prepayment for consultants for strategic investor discussions and market awareness of the Company. Prepayments for transfer agent and filing fees include annual fee of transfer agent for the issuance of shares, closing of private placement and other related compliance.

5. LONG-TERM RECEIVABLE

During the year ended November 30, 2023, the Company provided facility agreements with a third party to fund the latter's new and existing business opportunities. This solidifies the Company's commitment to further its partnership with the third party and the move towards autonomous drone applications through further development of a dedicated drone docking station.

On May 29, 2023, the Company signed a facility agreement with a third party wherein the Company will provide a total of £50,000 (\$84,929). The agreement provides for a 5% annual interest rate and the Company has the option to convert the full amount to 5% of the diluted share capital of the third party.

On July 25, 2023, the Company signed another facility agreement with a third party wherein the Company will provide a total of £35,000 for general corporate purposes and it has sent a total of £35,000 (\$60,151). The agreement provides for a 5% annual interest rate and the Company has the option to convert the full amount to 3.5% of the diluted share capital of the third party.

On August 11, 2023, the Company signed another facility agreement with a third party wherein the Company will provide £15,000 for general corporate purposes and it has sent a total of £15,000 (\$26,017). The agreement provides for a 5% annual interest rate and the Company has the option to convert the full amount to 1.5% of the diluted share capital of the third party.

On September 28, 2023, the Company signed another facility agreement with a third party wherein the Company will provide £10,000 for general corporate purposes and it has sent a total of £10,000 (\$17,093). The agreement provides for a 5% annual interest rate and the Company has the option to convert the full amount to 1% of the diluted share capital of the third party.

On November 24, 2023, the Company signed another facility agreement with a third party wherein the Company will provide £10,000 for general corporate purposes and it has sent a total of £10,000 (\$17,749). The agreement provides for a 5% annual interest rate and the Company has the option to convert the full amount to 1% of the diluted share capital of the third party.

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5. LONG-TERM RECEIVABLE (continued)

As at November 30, 2023, the Company has loaned to the third party a total of £122,203 (\$209,703) including the interest incurred of £2,203 (\$3,765). However, due to uncertainty surrounding collectability, the Company recognized impairment loss in the consolidated statements of loss and comprehensive loss amounting to \$209,702.

On March 5, 2024, pursuant to the facility agreements with a third party, the Company issued a conversion notice to borrower requiring the latter to convert the principal amount of \$205,939 (£120,000) plus estimated accrued interest of \$6,360 (£3,716) as at the date of this notice into fully paid ordinary shares in the capital of the third party. As of the date of this report, the shares have not been issued and the previously agreed upon conversion rate is still under negotiations with the said third party.

As at May 31, 2024, the long term receivable in the statement of financial position amounted to \$1 (November 30, 2023 - \$1).

6. ACCOUNTS PAYABLE

As at May 31, 2024 and November 30, 2023, the Company's accounts payable consist of the following:

	May 31, 2024	November 30, 2023
Professional fees	\$ 120,935	\$ 22,116
Business development	17,325	-
Funds to be returned to investors	43,046	43,046
Advertising costs	9,361	2,520
Transfer agent and filing fees	7,498	-
Others	3,736	9,444
	\$ 201,901	\$ 77,126

7. RELATED PARTY TRANSACTIONS AND BALANCES

Key management compensation

The amounts due to and from related parties are due to the directors and officers of the Company. The balances are unsecured, non-interest bearing and due on demand. These transactions are in the normal course of operations and have been valued in these consolidated financial statements at the exchange amount, which is the amount of consideration established and agreed to by the related parties. Key management is comprised of directors and officers of the Company.

As at May 31, 2024, \$484,872 (November 30, 2023– \$372,650) are due to directors and officers of the Company:

	May 31, 2024	November 30, 2023
Company controlled by the President and CEO	\$ 36,942	\$ 6,077
CFO	15,794	-
Company controlled by the Corporate Secretary	15,144	-
Chairman of the Board	9,196	-
Company controlled by a Director	46,223	5,000
Former CEO and Director	361,573	361,573
	\$ 484,872	\$ 372,650

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7. RELATED PARTY TRANSACTIONS AND BALANCES (continued)

During the periods ended May 31, 2024 and 2023 and 2022, the Company entered into the following transactions with related parties:

	May 31, 2024	May 31, 2023	May 31, 2022
Management fees	\$ 60,000	\$ 47,127	\$ 45,372
Consulting fees	-	32,500	125,000
Professional fees	15,000	-	-
Salaries and benefits	-	-	155,963
Accounting fees	30,000	24,744	-
	\$ 105,000	\$ 104,371	\$ 326,335

Management fees consisted of the following:

	May 31, 2024	May 31, 2023	May 31, 2022
Company controlled by the President and CEO	\$ 30,000	\$ 20,000	\$ -
CFO	30,000	-	-
Former director	-	27,127	-
Company controlled by the Former Corporate Secretary	-	-	10,500
Former CFO of the Company	-	-	34,872
	\$ 60,000	\$ 47,127	\$ 45,372

Consulting fees consisted of the following:

	May 31, 2024	May 31, 2023	May 31, 2022
Company controlled by the President and CEO	\$ -	\$ 32,500	\$ -
Chairman of the Board	-	-	125,000
	\$ -	\$ 37,500	\$ 125,000

Professional fees of \$15,000 (2023 - \$Nil and 2022 - \$Nil) were paid or accrued to a company controlled by the Corporate Secretary. Accounting fees of \$30,000 (2023 - \$24,744 and 2022 - \$Nil) were paid or accrued to a company controlled by a Director.

During the year ended November 30, 2023, the Company entered into a loan agreement with the CEO for \$6,000 and an interest of 10%. The loan was repaid within the year and all accrued interest was forgiven (Note 8).

On December 20, 2023, the Company entered into a loan agreement with a Director amounting to \$5,000 with interest of 10% per annum (Notes 8 and 16).

On April 11, 2024, the Company entered into a loan agreement with its Chairman of the Board amounting to \$9,361 (US \$7,000) with interest of 10% per annum (Notes 8 and 16).

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7. RELATED PARTY TRANSACTIONS AND BALANCES (continued)

During the period ended May 31, 2024, the Company had 1,650,000 (November 30, 2023 – 1,850,000) stock options held by the Directors and officers of the Company. The amount recognized as expense for these options for the periods ended May 31, 2024, 2023, and 2022 are as follows:

	May 31, 2024		May 31, 2023		May 31, 2022	
	Number of Options held	Expense for the year (vested)	Number of options held	Expense for the year (vested)	Number of Options held	Expense for the year (vested)
CEO	800,000	\$ -	-	\$ -	-	\$ -
CFO	200,000	-	-	-	-	-
Corporate Secretary	50,000	-	-	-	-	-
Former CEO	-	-	-	-	600,000	-
Former CFO	-	-	-	-	150,000	-
Former Corporate Secretary	-	-	-	-	150,000	-
Former Directors	-	-	-	-	300,000	-
Directors	600,000	-	-	-	450,000	-
	1,650,000	\$ -	-	\$ -	1,650,000	\$ -

During the period ended May 31, 2024, 200,000 stock options held by a former Director were cancelled due to resignation from his position.

8. LOANS PAYABLE

As at May 31, 2024, the Company had loans payable amounting to \$149,249 (November 30, 2023 - \$ 48,000) broken down as follows:

Date	Principal	Interest	Maturity	Balance, May 31, 2024	Balance, November 30, 2023
July 8, 2022	\$ 30,000.00	10%	November 8, 2022	\$ 48,000	\$ 48,000
January 8, 2024	5,000.00	10%	September 8, 2024	5,197	-
March 15, 2024	5,000.00	10%	September 15, 2024	5,105	-
March 28, 2024	5,000.00	10%	September 28, 2024	5,087	-
April 10, 2024	20,000.00	10%	October 10, 2024	20,279	-
April 30, 2024*	30,000.00	12%	September 30, 2024	30,305	-
May 1, 2024	15,000.00	10%	September 1, 2024	15,123	-
May 3, 2024	20,000.00	10%	November 3, 2024	20,153	-
Total				\$ 149,249	\$ 48,000

During the year ended November 30, 2023, the Company made a full repayment of the loan to a third party entered in August 2022 amounted to \$81,238 that consists of \$75,000 plus interest of \$6,238 equal to 12% interest per annum.

During the year ended November 30, 2023, the Company entered into loan agreements with third parties amounting to \$4,000 and from the CEO amounting to \$6,000 (Note 9) with interest of 10% per annum. The loans were repaid within the year and interest accrued were forgiven on these loans.

*On April 30, 2024, the Company entered into a 60-day loan agreement with a third party for \$30,000 with interest of 12% per annum. The loan includes an option to convert into common shares of the Company equal to 100% of the principal amount of the loan plus all outstanding interest at the lowest price per share allowable under the policies of the CSE. The Company will issue a loan bonus of 50,000 common shares to the lender (Note 16).

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8. LOANS PAYABLE (continued)

Loan from Related Parties

On December 20, 2023, the Company entered into a 90-day loan agreement with a Director amounting to \$5,000 with interest of 10% per annum (Notes 7 and 16).

On April 11, 2024, the Company entered into a 60-day loan agreement with its Chairman of the Board amounting to \$9,361 (US \$7,000) with interest of 10% per annum (Note 7 and 16).

9. CAPITAL MANAGEMENT

The Company considers its capital structure to include net residual equity of all assets, less liabilities. The Company's objectives when managing capital are to (i) maintain financial flexibility in order to preserve its ability to meet financial obligations and continue as a going concern; (ii) maintain a capital structure that allows the Company to pursue the development of its projects and products; and (iii) optimize the use of its capital to provide an appropriate investment return to its shareholders commensurate with risk.

The Company's financial strategy is formulated and adapted according to market conditions in order to maintain a flexible capital structure that is consistent with its objectives and the risk characteristics of its underlying assets. The Company manages its capital structure and adjusts it in light of changes in economic conditions and the risk characteristics of its underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares or acquire or dispose of assets.

10. SHARE CAPITAL

(a) Common Shares

Authorized: Unlimited number of common shares without par value

As at May 31, 2024, there were 105,504,461 common shares issued and outstanding (November 30, 2023 – 105,504,461).

During the year ended November 30, 2023:

On July 24, 2023, the Company closed a non-brokered private placement and issued 9,907,000 common shares at a price of \$0.06 per unit for gross proceeds of \$594,420. Each Unit is comprised of one (1) common share and one (1) common share purchase warrant, with each whole warrant entitling the holder to purchase one additional common share at a price of \$0.10 for five (5) years from the closing of the Offering. The company has paid cash finders fees of \$59,442, legal fees of \$8,082 and 990,700 finders' b-warrants were paid on a portion of the Offering.

Each finder's b-warrant entitles the holder to purchase one additional common share at a price of \$0.10 for five (5) years from closing of the Offering.

On May 30, 2023, the Company issued 2,600,000 common shares as compensation for Investor relations to an arm's length party valued at a total of \$169,000.

On March 30, 2023, the Company closed a non-brokered private placement and issued 26,480,000 common shares at a price of \$0.05 per unit for gross proceeds of \$1,324,000. Each Unit is comprised of one (1) common share and one (1) common share purchase warrant, with each whole warrant entitling the holder to purchase one additional common share at a price of \$0.10 for three (3) years from the closing of the Offering. The company has paid cash finders fees of \$95,900 and legal fees of \$17,500 and 2,648,000 finders' b-warrants were paid on a portion of the Offering. Each finder's b-warrant entitles the holder to purchase one additional common share at a price of \$0.10 for three (3) years from closing of the Offering.

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10. SHARE CAPITAL (continued)

On March 27, 2023, the Company closed a non-brokered private placement and issued 7,200,000 common shares at a price of \$0.05 per unit for gross proceeds of \$360,000. Each Unit is comprised of one (1) common share and one (1) common share purchase warrant, with each whole warrant entitling the holder to purchase one additional common share at a price of \$0.10 for three (3) years from the closing of the Offering. The company has paid cash finders fees of \$46,500 and legal fees of \$6,000 and 200,000 finders' b-warrants were paid on a portion of the Offering. Each finder's b-warrant entitles the holder to purchase one additional common share at a price of \$0.10 for three (3) years from closing of the Offering.

During the year ended November 30, 2022:

On December 31, 2021, the Company issued 78,125 common shares as compensation for consulting fees to a director valued at a total of \$17,189.

(b) Stock Options

The Company maintains an incentive stock option plan (the "Option Plan") which provides that the Board of Directors of the Company may from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers, employees, and consultants to the Company, non-transferable options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares in the capital of the Company at the time of granting of options.

During the period ended May 31, 2024:

200,000 stock options with an exercise price of \$0.05 were cancelled (Note 7).

During the year ended November 30, 2023:

On October 19, 2023, the Company granted 1,000,000 incentive stock options to consultant with an exercise price of \$0.05 per share for a period of three years from the date of grant. The fair value was estimated using the Black-Scholes pricing model with an estimated, stock price of \$0.02354, volatility 91%, risk-free rate 4.91%, dividend yield 0%, and expected life of 5 years. With these assumptions, the fair value of options was determined to be \$23,540.

On August 18, 2023, the Company granted 2,450,000 incentive stock options to Directors, Officers and consultants with an exercise price of \$0.05 per share for a period of three years from the date of grant. The fair value was estimated using the Black-Scholes pricing model with estimated, stock price of \$0.03104, volatility 96%, risk-free rate 4.51%, dividend yield 0%, and expected life of 3 years. With these assumptions, the fair value of options was determined to be \$76,048. 1,800,000 stock options issued to Directors and Officers vest immediately and 650,000 stock options issued to consultants, vests in 4 months.

During the year ended November 30, 2023, 2,200,000 options, 1,550,000 options and 150,000 options with exercise prices of \$0.60, 0.75 and 0.50, respectively, were cancelled.

During the year ended November 30, 2022:

125,000 stock options with an exercise price of \$0.50 were cancelled.

75,000 stock options with an exercise price of \$0.50 expired unexercised.

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10. SHARE CAPITAL (continued)

(a) Stock Options (continued)

Stock option transactions and the number of stock options outstanding as at May 31, 2024, November 30, 2023, and November 30, 2022, are summarized as follows:

	Number of Options	Weighted Average Exercise Price
Balance, November 30, 2022	4,025,000	\$ 0.64
Granted	3,450,000	0.05
Cancelled	(3,900,000)	0.50
Balance, November 30, 2023	3,575,000	\$ 0.06
Cancelled	(200,000)	0.05
Balance, May 31, 2024	3,375,000	\$ 0.06

The following summarizes the stock options outstanding at May 31, 2024:

Expiry Date	Exercise Price	Numbers of options outstanding	Numbers of options exercisable	Weighted average remaining contractual life (year)	Weighted average exercise price
	\$				\$
November 28, 2024	0.50	125,000	125,000	0.02	0.02
August 18, 2026	0.05	2,250,000	2,250,000	1.47	0.03
October 19, 2028	0.05	1,000,000	1,000,000	1.30	0.01
		3,375,000	3,375,000	2.79	0.06

(c) Share purchase warrants

During the period ended May 31, 2024:

No warrants were granted, expired nor exercised for the period ended May 31, 2024.

During the year ended November 30, 2023:

On July 24, 2023, pursuant to the closing of the private placement, the Company issued 9,907,000 common share purchase warrants. Each warrant entitles its holder to acquire one common share of the Company at a price of \$0.10 per share for a period of 5 years following the date of the issuance. The Company has allocated 100% proceeds to common share and \$Nil to share purchase warrants by adopting the residual approach.

On July 24, 2023, pursuant to the finder's agreement in relation to the Offering, the Company issued 990,700 share warrants to the agent with an exercise price of \$0.10 for a period of 5 years from the date of issuance. The share warrants were valued at \$45,364 using Black-Scholes Option Pricing model with the following assumptions: average risk-free rate – 3.9%; expected life – 5 years; expected volatility – 100%; forfeiture rate – Nil and expected dividends – \$Nil.

On March 30, 2023, pursuant to the closing of the private placement, the Company issued 26,480,000 common share purchase warrants as part of the private placement. Each warrant is exercisable to purchase one common share at an exercise price of \$0.10 for three (3) years from the closing of the Offering. The Company has allocated 100% proceeds to common share and \$Nil to share purchase warrants by adopting the residual approach.

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10. SHARE CAPITAL (continued)

(c) Share purchase warrants (continued)

On March 30, 2023, pursuant to the agency agreement in relation to the Offering, the Company issued 2,648,000 share warrants to the agent with an exercise price of \$0.10 for a period of 3 years from the date of issuance. The share warrants were valued at \$94,537 using Black-Scholes Option Pricing model with the following assumptions: average risk-free rate – 3.53%; expected life – 3 years; expected volatility – 100%; forfeiture rate – Nil and expected dividends – \$Nil.

On March 27, 2023, pursuant to the closing of the private placement, the Company issued 7,200,000 common share purchase warrants as part of the private placement. Each warrant is exercisable to purchase one common share at an exercise price of \$0.10 for for three (3) years from closing of the Offering. The Company has allocated 100% proceeds to common share and \$Nil to share purchase warrants by adopting the residual approach.

On March 27, 2023, pursuant to the agency agreement in relation to the Offering, the Company issued 200,000 share warrants to the agent with an exercise price of \$0.10 for a period of 3 years from the date of issuance. The share warrants were valued at \$9,439 using Black-Scholes Option Pricing model with the following assumptions: average risk-free rate – 3.4%; expected life – 3 years; expected volatility – 100%; forfeiture rate – Nil and expected dividends – \$Nil.

During the year ended November 30, 2022

561,081 warrants with exercise price of \$0.20 expired unexercised.

Share purchase warrant transactions and the number of share purchase warrants outstanding as of May 31, 2024, November 30, 2023, and November 30, 2022 are summarized as follows:

	Number of Warrants	Weighted Average Exercise Price
Balance, November 30, 2022	9,430,160	\$ 0.42
Granted	47,425,700	0.10
Balance, November 30, 2023 and May 31, 2024	56,855,860	0.14

The following summarizes the stock warrants outstanding at May 31, 2024:

Expiry Date	Exercise Price \$	Number of Warrants outstanding and exercisable	Weighted average remaining contractual life (year)	Weighted average exercise price \$
January 29, 2026	0.25	3,188,160	0.09	0.01
March 27, 2026	0.10	7,400,000	0.24	0.01
March 30, 2026	0.10	29,128,000	0.94	0.05
August 9, 2026	0.50	6,242,000	0.24	0.05
July 24, 2028	0.10	10,897,700	0.80	0.02
		56,855,860	2.31	0.14

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11. FINANCIAL RISK MANAGEMENT

The Company's financial assets consist of cash, and due from related parties. The estimated fair values of cash, subscription receivable, and due from related parties approximate their respective carrying values due to the short period to maturity.

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:

- (a) Level 1 – unadjusted quoted prices in active markets for identical assets or liabilities;
- (b) Level 2 – inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- (c) Level 3 – inputs that are not based on observable market data.

For the period ended May 31, 2024, and November 30, 2023, the fair value of the cash, accounts receivable, accounts payable, and due from related parties approximate the book value due to the short-term nature.

The Company is exposed to a variety of financial instrument-related risks. The Board approves and monitors the risk management processes, inclusive of counterparty limits, controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations when they become due. The Company ensures, as far as reasonably possible, it will have sufficient capital in order to meet short-term business requirements, after taking into account cash flows from operations and the Company's holdings of cash. The Company believes that these sources will be sufficient to cover the likely short-term cash requirements.

The Company's cash is currently invested in business accounts which are available on demand by the Company for its operations.

Interest Rate Risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The Company has no significant interest rate risk due to the short-term nature of its interest generating assets.

Credit Risk

Credit risk is the risk of a loss when a counterparty to a financial instrument fails to meet its contractual obligations. The Company's exposure to credit risk is limited to its cash. The Company limits its exposure to credit risk by holding its cash in deposits with high credit quality Canadian financial institutions.

Foreign Currency Risk

The Company is exposed to foreign currency risk on fluctuations related to cash, leases, due from related parties and accounts payable and accrued liabilities that are denominated in US dollars. 10% fluctuations in the US dollar and UK Sterling Pound against the Canadian dollar have affected comprehensive loss for the period by approximately \$40,158 (2023 – \$Nil and 2022 – \$38,297).

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12. SUPPLEMENTAL CASH FLOW INFORMATION

During the periods ended May 31, 2024, 2023 and 2022, the Company has the following non-cash investing and financing activities:

For the period ended May 31	2024	2023	2022
Non-cash financing activities:			
Fair value of options cancelled	\$ 6,208	\$ -	\$ -
Non-cash investing activities:			
Shares to be issued for interest payment	833	-	-
Shares issued for consulting services	-	169,000	17,189

13. COMMITMENTS AND CONTINGENCIES

The Company has certain commitments related to key management compensation (management fees) of \$10,000 per month with no specific expiry of terms (Note 7).

During the year ended November 30, 2023, the Company, entered into joint venture agreements (“JVA”) with third parties for the purpose of exploring opportunities to incorporate unmanned aerial vehicles/drones and docking stations with a software and with the vehicle-mounted solution. To the date of this report, the JVAs have yet to produce a product under these agreements and are under negotiation. Hence, no material transactions have been recognized in relation to these JVAs in the financial statements. One of the third parties initially cancelled the agreements on February 16, 2024. Subsequently, the Company and the said third party have been in discussions surrounding all existing agreements. As of report date, there is no conclusion yet on the negotiations between the parties.

On December 1, 2023, the Company entered into a consulting service agreement with third party requiring the latter to render business advisory and consulting services of up to 50 hours per month with monthly compensation of \$3,500 and 1,560,000 Free trading Restricted Stock Units (RSUs) over the course of 6 months issued at the market price on the contract signing date.

On April 30, 2024, the Company entered into a 60-day loan agreement with a third party for \$30,000 with interest of 12% per annum. The loan includes an option to convert into common shares of the Company equal to 100% of the principal amount of the loan plus all outstanding interest at the lowest price per share allowable under the policies of the CSE. The Company will issue a loan bonus of 50,000 commons shares to the lender (Note 16).

14. BREAKDOWN OF EXPENSES

		Period Ended May 31		
General and Administrative Expenses	Note	2024	2023	2022
Accounting and audit fees	7	\$ 152,452	\$ 40,875	\$ 145,923
Consulting fees	7	87,500	81,988	147,848
Investor relations		69,510	182,769	-
General office expenses		4,059	9,837	3,455
Insurance		4,376	3,680	10,377
Legal and professional fees	7	54,638	74,646	29,605
Management fees	7	60,000	47,127	10,500
Rent		3,000	3,000	4,488
Transfer agent and filing fees	10	38,264	34,149	33,030
Total		\$ 473,799	\$ 478,071	\$ 385,226

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14. BREAKDOWN OF EXPENSES (continued)

Business development expenses amounting to \$42,412 (2023 - \$163,330; 2022 - \$71,250) relate to corporate marketing and strategic investment initiatives done by the Company to build new businesses.

15. SEGMENTED INFORMATION

Following the loss of control of subsidiaries (Note 3) during the year ended November 30, 2023, the Company operates in one business segment, focusing on drone management and automation services as described in Note 1.

Reportable segments are defined as components of an enterprise about which discrete financial information is available that is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing performance.

16. SUBSEQUENT EVENTS

On June 11, 2024, the terms of the loan of \$9,361 (USD7,000) from the Chairman were amended to extend the loan repayment date to September 8, 2024 (Note 8). On June 19, 2024, the terms of the loan of \$5,000 from a Director drawn on December 20, 2023 were amended to extend the loan repayment date to September 30, 2024 (Note 8).

On June 29, 2024, the loan for \$30,000 from a third party entered into on April 30, 2024 was amended to extend the loan repayment date to September 30, 2024. The bonus shares were also increased from 50,000 to 100,000 subject to the approval of the CSE.