

# **GreenBank Capital Inc.**

## **Condensed Interim Consolidated Financial Statements**

**October 31, 2023**

(expressed in Canadian dollars)

(unaudited)

### **Management's Comments on Unaudited Condensed Interim Consolidated Financial Statements**

These unaudited condensed interim consolidated financial statements of GreenBank Capital Inc. (the "Company") have been prepared by management and approved by the Board of Directors of the Company.

These unaudited condensed interim consolidated financial statements have not been reviewed by the Company's external auditors.

**GreenBank Capital Inc.**  
**Consolidated Statements of Financial Position**

(expressed in Canadian dollars)

(unaudited)

	Notes	At at October 31, 2023 \$	As at July 31, 2023 \$
<b>ASSETS</b>			
<b>Current assets</b>			
Cash		559	80,132
Receivables	4	4,478	4,380
Prepaid expenses		2,277	6,102
<b>Total current assets</b>		<b>7,314</b>	<b>90,615</b>
<b>Non-current assets</b>			
Investments	5	6,184,086	8,272,245
Investment in associates	6	2,121,273	323,235
Convertible loan due from related party, Staminier	7	4,772,071	4,708,668
<b>Total non-current assets</b>		<b>13,077,430</b>	<b>13,304,148</b>
<b>Total assets</b>		<b>13,084,744</b>	<b>13,394,763</b>
<b>LIABILITIES AND EQUITY</b>			
<b>Current liabilities</b>			
Accounts payable and accrued liabilities	9	608,939	559,288
Due to related party, Staminier	10 and 13	4,541,470	4,493,040
Due to related parties	11	132,858	112,157
Warrant liability		16,000	16,000
<b>Total current liabilities</b>		<b>5,299,267</b>	<b>5,180,485</b>
<b>Non-current liabilities</b>			
Convertible loan due to related party	12 and 13	456,875	453,572
<b>Total non-current liabilities</b>		<b>456,875</b>	<b>453,572</b>
<b>Total liabilities</b>		<b>5,756,142</b>	<b>5,634,057</b>
<b>Equity</b>			
Common share capital	14	22,569,432	22,569,432
Warrants		1,660,450	1,660,450
Share-based payment reserve		648,826	648,826
Deficit		(17,241,930)	(16,822,380)
<b>Total equity attributed to owners of Greenbank</b>		<b>7,636,778</b>	<b>8,056,328</b>
Non-controlling interest	15	(308,176)	(295,622)
<b>Total equity</b>		<b>7,328,602</b>	<b>7,760,706</b>
<b>Total liabilities and equity</b>		<b>13,084,744</b>	<b>13,394,763</b>
Going concern	2		

Approved on behalf of the Board of Directors:

Vilhjalmur Vilhjalmsson  
Director

Steve O'Carroll  
Director

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

**GreenBank Capital Inc.**  
**Consolidated Statements of Loss and Comprehensive Loss**

(expressed in Canadian dollars)  
(unaudited)

		3 months ended October 31,	
	Notes	2023	2022
		\$	\$
<b>Expenses</b>			
Management fees	11	18,000	18,000
Director fees	11	85,468	12,000
Investor relations and market research		24,876	15,000
Office and general		8,797	15,894
Professional fees		39,694	18,790
Public company costs		12,920	45,427
Foreign exchange loss		63,392	6,511
Other income		-	(3,067)
		<u>253,147</u>	<u>128,555</u>
<b>Net (loss) from operations</b>		(253,147)	(128,555)
<b>Investment and other income (expense)</b>			
Unrealized loss on investments	5	(121,835)	(7,826,862)
Unrealized gain on embedded derivative		-	120,000
Share of loss of associate	6	(99,733)	(2,425)
Expected credit loss	7	(637,657)	-
Finance costs	16	(73,271)	(67,245)
Finance income	16	753,538	568,463
<b>Net loss before taxation</b>		(432,104)	(7,336,624)
<b>Income tax</b>		-	-
<b>Net loss after taxation</b>		(432,104)	(7,336,624)
<b>Other comprehensive income</b>		-	-
<b>Total comprehensive loss</b>		(432,104)	(7,336,624)
<b>Net income (loss) attributed to:</b>			
Equity holders of GreenBank Capital Inc.		(419,550)	(7,328,683)
Non-controlling interest		(12,554)	(7,941)
		<u>(432,104)</u>	<u>(7,336,624)</u>
<b>Basic and diluted earnings per share</b>	17	-	(0.09)
<b>Weighted average number of common shares</b>			
<b>outstanding - basic and diluted</b>		123,621,001	80,698,764

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

# GreenBank Capital Inc.

## Consolidated Statements of Cash Flows

(expressed in Canadian dollars)

(unaudited)

	<b>3 months ended October 31,</b>	
	<b>2023</b>	<b>2022</b>
	<b>\$</b>	<b>\$</b>
<b>Operating activities</b>		
Net loss	(432,104)	(7,336,624)
Non-cash adjustments for:		
Foreign exchange loss	63,392	6,511
Finance costs not paid	73,271	67,244
Finance income not paid	(753,538)	(568,463)
Share of loss of associate	99,733	2,425
Expected credit loss	637,657	-
Unrealized loss on investments	121,834	7,826,860
Unrealized gain on embedded derivative	-	(120,000)
	<u>(189,755)</u>	<u>(122,047)</u>
Net changes in non-cash working capital		
(Decrease)/increase in receivables	(97)	(2,420)
(Decrease)/increase in prepaid expenses	3,825	-
(Decrease)/increase in accounts payable and accrued liabilities	49,651	24,834
<b>Net cash used in operating activities</b>	<u>(136,374)</u>	<u>(99,633)</u>
<b>Investing activities</b>		
Proceeds on sale of investments	36,100	-
<b>Net cash provided by investing activities</b>	<u>36,100</u>	<u>-</u>
<b>Financing activities</b>		
Due to related parties	20,701	36,090
<b>Net cash provided by financing activities</b>	<u>20,701</u>	<u>36,090</u>
<b>Net decrease in cash</b>	(79,573)	(63,543)
<b>Cash, beginning of period</b>	80,132	192,182
<b>Cash, end of period</b>	<u>559</u>	<u>128,639</u>
<b>Non-cash investing activities</b>		
Issue of common shares		
Acquisition of interest in Staminier	-	15,941,774
Acquisition of convertible loan due from Staminier	-	21,737,774

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

## GreenBank Capital Inc.

### Consolidated Statements of Changes in Equity

(expressed in Canadian dollars)

(unaudited)

	Common shares		Reserves		Deficit	Non-controlling interest	Total
	Number	Amount	Warrants	Share-based payments			
		\$	\$	\$	\$	\$	\$
<b>Balance, July 31, 2022</b>	60,568,979	7,979,667	1,628,950	1,179,873	(7,476,473)	(300,876)	3,011,141
Acquisition of interest in Staminier	31,848,428	7,962,107	-	-	-	-	7,962,107
Acquisition of loan to Staminier	20,700,000	5,796,000	-	-	-	-	5,796,000
Comprehensive loss for the period	-	-	-	-	(7,328,683)	(7,941)	(7,336,624)
<b>Balance, October 31, 2022</b>	<b>113,117,407</b>	<b>21,737,774</b>	<b>1,628,950</b>	<b>1,179,873</b>	<b>(14,805,156)</b>	<b>(308,816)</b>	<b>9,432,625</b>
<b>Balance July 31, 2023</b>	123,621,001	22,569,432	1,660,450	648,826	(16,822,380)	(295,622)	7,760,706
Comprehensive loss for the period	-	-	-	-	(419,550)	(12,554)	(432,104)
<b>Balance, October 31, 2023</b>	<b>123,621,001</b>	<b>22,569,432</b>	<b>1,660,450</b>	<b>648,826</b>	<b>(17,241,930)</b>	<b>(308,176)</b>	<b>7,328,602</b>

# GreenBank Capital Inc.

## Notes to Condensed Interim Consolidated Financial Statements

### October 31, 2023

(expressed in Canadian dollars)  
(unaudited)

#### 1. Nature of operations

GreenBank Capital Inc. (the "Company") was incorporated on January 30, 2013 under the laws of the Province of British Columbia. The Company is a public company whose common shares are listed for trading on the Canadian Securities Exchange under the symbol "GBC" and are also traded in the United States under symbol "OTCMKTS: GRNBF" and in Frankfurt, Germany on the Deutsche Börse under symbol FRA: 2TL. The head office of the Company is located at 100 King Street West, Suite 5700, Toronto, Ontario M5X 1C7.

The primary business of the Company is making investments actively by acquiring a controlling interest or significant influence in investees or passively through equity investments. The Company owns an equity portfolio of small cap investments comprising the following ownership positions:

<b>Subsidiaries</b>	<b>Type of company</b>	<b>Ownership %</b>
GreenBank Financial Inc.	Financial services	100.00
Kabaddi Games Inc.	Developer of mobile application game	59.50
Blockchain Evolution Inc.	Developer of blockchain based apps	52.50
Gander Exploration Inc.	Mineral exploration	34.76
Buchans Wileys Exploration Inc.	Mineral exploration	25.16
<b>Associates</b>		
Ubique Minerals Ltd. ("Ubique")	Mineral exploration	21.85
GBC Grand Exploration Inc. ("GBC Grand")	Mineral exploration	47.47
Flex Capital EHF ("Flex")	Fintech application developer	23.68
<b>Other</b>		
Staminier Limited ("Staminier")	Merchant bank	48.50
We Deliver Local Limited, operating as Beelivery ("Beelivery")	Online grocery delivery platform	5.50
Codikoat Limited ("CodiKoat")	Developer of anti-microbial and anti-viral coating technology	4.16
St-Georges Eco-Mining Corp. ("St-Georges")	Mineral exploration	0.14

Note: Effective August 21, 2023, the investment in Ubique was reclassified from an investment to an investment in associate (note 5, *Investments, Ubique* and note 6, *Investments in associates*).

#### 2. Going concern assumption

These condensed interim consolidated financial statements have been prepared on a going concern basis, which assumes that the Company will be able to continue in operation and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business.

The Company has no significant revenues. At October 31, 2023, the Company had a working capital deficit of \$5,291,953 (July 31, 2023 - \$5,089,870) and for the 3 months ended October 31, 2023, the Company incurred a net loss of \$432,104 (2022- \$7,336,624) and a cashflow deficit from operations of \$136,374 (2022 - \$99,633). The working capital deficit, net losses and cashflow deficit limit the Company's ability to fund its operations and to further its investment activities.

The continued operation of the Company is dependent upon the support of the Company's creditors and the Company's ability to sell shares of publicly traded companies and to secure financing, loans and advances from related parties to meet its existing obligations and further its investment activities. The Company is actively seeking to raise the necessary financing, however, there can be no assurance that additional financing will be available.

These material uncertainties may cast significant doubt upon the Company's ability to continue as a going concern.

In assessing the Company's going concern status, the Directors have taken account of the financial position and performance of the Company; the proposed private placement (note 23, *Subsequent events, Proposed private placement*); potential sales of investments; the repayment deadline of March 31, 2024 for the convertible loan due from related party, Staminier (note 7, *Convertible loan due from related party, Staminier*); the agreement of Staminier not to demand repayment of due to related party, Staminier (note 10, *Due to related party, Staminier*) until the convertible loan due from related party, Staminier either becomes payable on demand or is converted into equity; and management's prepared cash flow forecasts to March 31, 2025. The Directors have carefully examined all available evidence and believe there to be a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future.

The cashflow forecast includes the expected extension of the repayment deadline for the convertible loan due from related party, Staminier, the deferral of the payment of management fees, director fees and finance expense for the amounts due to related party, Staminier.

These condensed interim financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary were the going concern assumption inappropriate, and these adjustments could be material.

### 3. Statement of compliance and basis of presentation

#### Statement of compliance

These condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standard 34, *Interim Financial Reporting*, using accounting policies consistent with International Financial Reporting Standards and its interpretations adopted by the International Accounting Standards Board.

The accounting policies used in these condensed interim consolidated financial statements are consistent with those disclosed in the Company's audited consolidated financial statements for the year ended July 31, 2023.

These condensed interim consolidated financial statements do not include certain information and disclosures normally included in annual financial statements prepared in accordance with IFRS and should be read in conjunction with the Company's annual financial statements for the year ended July 31, 2023.

These condensed interim consolidated financial statements were approved and authorized for issue by the Board of Directors on March 7, 2024.

#### Basis of presentation

These condensed interim consolidated financial statements have been prepared on a going concern basis, under the historical cost convention, except for certain financial instruments which may be measured at fair value in subsequent periods and have been prepared using the accrual basis of accounting, except for cash flow information.

#### Functional and presentation currency

The financial statements are presented in Canadian dollars, which is the functional currency.

### 4. Receivables

	October 31, 2023 \$	July 31, 2023 \$
Accounts receivable	1,655	1,655
HST receivable	2,823	2,725
	<u>4,478</u>	<u>4,380</u>

### 5. Investments

	October 31, 2023 \$	July 31, 2023 \$
Shares of public companies	41,460	2,097,169
Shares of private companies	6,142,623	6,175,076
	<u>6,184,084</u>	<u>8,272,245</u>

## Continuity

	Shares of public companies \$	Shares of private companies \$	Total \$
Balance, July 31, 2023	2,097,169	6,175,076	8,272,245
Dispositions	(36,100)	–	(36,100)
Unrealized loss on investments	(121,836)	–	(121,836)
Foreign exchange loss	–	(32,452)	(32,452)
Transfer of investment in Ubique to investments in associates	–	(1,897,771)	(1,897,771)
Balance, October 31, 2023	1,939,233	4,244,853	6,184,086

## Carrying values

	October 31, 2023 \$	July 31, 2023 \$
<b>Public</b>		
Ubique (CSE: UBQ)	–	1,992,661
St-Georges (CSE: SX)	41,460	80,665
TRU Precious Metals (TSXV:TRU)	–	23,844
	41,460	2,097,169
<b>Private</b>		
Staminier	–	–
Beelivery	4,211,500	4,233,750
CodiKoat	1,931,124	1,941,326
	6,142,623	6,175,076

## Ubique

On August 21, 2023, the Company appointed the Chief Executive Officer and Chairman of Ubique as Chief Executive Officer and Chairman of the Company. Management reassessed the involvement of the Company in Ubique in accordance with *IFRS 10, Consolidated Financial Statements and IAS 28 Investments in Associates and Joint Ventures* and concluded that the Company has significant influence over Ubique effective August 21, 2023 and reclassified its investment in Ubique as an investment in associate.

## Disposition of investment in St-Georges

The Company sold 375,000 common shares of St-Georges for proceeds of \$22,747.

## Disposition of investment in TRU

The Company sold its remaining 681,166 common shares of St-Georges for proceeds of \$13,353.

## Staminier

The Company owns a 48.5% interest in Staminier (July 31, 2023 - 48.5%), a United Kingdom-based investment business whose overall strategy is to (a) acquire substantial interests in undervalued fast-growing companies with at least five years of profitability and proven cash flow and (b) provide private and public companies with business advisory, corporate finance and marketing services.

The put option to sell the remaining 51.5% of Staminier to the Company expired on December 31, 2023.

## Beelivery

The Company owns a 5.62% interest (July 31, 2022 - 5.62%) in Beelivery, a UK-based, fast-growing online grocery delivery platform. Pursuant to the definitive investment agreement:

- Beelivery will engage the Company on a non-exclusive basis to advise on its funding and strategic issues for an annual fee of £60,000.
- The Company is entitled to and has appointed one director to the board of directors of Beelivery.

## CodiKoat

The Company owns a 4.16% interest in CodiKoat (July 31, 2023 - 4.16%).



## 6. Investments in associates

Set out below is a continuity of the investments in associates of the Company as at October 31, 2023, which, in the opinion of the Directors, is material to the Company. The associates listed below have share capital consisting solely of ordinary shares, which are held directly by the Company. The country of incorporation or registration is also their principal place of business.

	Ubique	Flex \$	Total
Balance, July 31, 2023	–	323,235	323,235
Transfer of investment in Ubique from investments	1,897,771	–	1,897,771
Share of loss	(99,733)	–	(99,733)
Balance, October 31, 2023	1,798,038	323,235	2,121,273

Associate	Place of business/ country of incorporation	Principal activity	Ownership interest held by the Company	
			October 31, 2023 %	July 31, 2023 %
Ubique	Canada	Mineral exploration	21.85	21.85
Flex	Iceland	Application developer	23.68	23.68

### Ubique

See note 5, *Investments, Ubique*.

The following is a summary of the consolidated statement of financial position of Ubique as at October 31, 2023:

	\$
<b>Assets</b>	
<b>Current assets</b>	
Cash	29,046
Receivables and prepaids	80,233
	109,279
<b>Non-current assets</b>	
Exploration and evaluation	1,637,034
Investments	554,978
Due from related parties	876
	2,192,888
	2,302,167
<b>Liabilities and shareholders' equity</b>	
<b>Current liabilities</b>	
Accounts payable and accrued liabilities	259,890
Due to related parties	285,254
	545,144
<b>Shareholders' equity</b>	1,757,023
	2,302,167

The following is a summary of the consolidated statement of loss and comprehensive loss of Ubique for the 3 months ended October 31, 2023:

	\$
<b>Expenses</b>	
Operating expenses	96,282
Unrealized loss on investments	360,163
<b>Loss and comprehensive loss</b>	456,445

## Flex

At October 31, 2023, the Company held a 23.68% interest (July 31, 2023 - 23.68%) of the outstanding common shares of Flex, a fintech application developer. Pursuant to the Investment Agreement:

- a) the Company has a right of first refusal on any equity fund raising proposed by Flex and if the Company chooses not to exercise its right of first refusal, a pre-emptive right to participate in any issue of shares by Flex;
- b) as long as it holds not less than 5% of the issued share capital of Flex, the Company will have the right to nominate one person to the board of Flex (and each committee of the board) or at any time there is no such person appointed, to appoint one person to be an observer at each meeting of the board or such committees.
- c) the Company will be appointed to act (for a reasonable fee) to advise Flex on financing rounds at to take Flex to a public listing in Canada (anticipated to be on the CSE).

The following is a summary of the statement of financial position of Flex as at October 31, 2023:

	\$
<b>Assets</b>	
<b>Current</b>	
Cash	1,991
<b>Non-current</b>	
Development costs	72,712
	<u>73,903</u>
<b>Liabilities and shareholders' equity</b>	
<b>Current</b>	
Accounts payable	36,065
<b>Shareholders' equity</b>	37,838
	<u>73,903</u>

The following is a summary of the statement of loss of Flex for the 3 months ended October 31, 2023:

	\$
<b>Expenses</b>	
Salaries and benefits	—
Operating costs	—
Interest	—
<b>Loss</b>	<u>—</u>

## 7. Convertible loan due from related party, Staminier

The convertible loan is unsecured, bears interest at 8% per annum and is due on March 31, 2024 repayable in cash with a 100% premium unless converted. The convertible loan converts into ordinary shares of Staminier at a conversion price set at a 20% discount to the most recent funding round, either at the option of the Company (in circumstances the agreement of one of the other providers of the convertible loan is required) or automatically (depending on the amount raised), if Staminier raises equity funding or in the event of a sale or a listing of the Company, or on maturity.

For the 3 months ended October 31, 2023, the Company recognized an expected credit loss of \$637,657.

	£	\$
Balance, July 31, 2023	5,870,506	4,708,668
Interest	99,500	167,847
Effective interest	—	585,691
Foreign exchange gain	—	(52,477)
Expected credit loss	—	(637,657)
Balance, October 31, 2023	<u>5,970,006</u>	<u>4,772,072</u>

## 8. Subsidiaries

The Company's principal subsidiaries at October 31, 2023 are set out below. Unless otherwise stated, they have share capital consisting solely of ordinary shares that are held directly by the Company, and the proportion of ownership interests held equals the voting rights held by the Company. The country of incorporation or registration is also their principal place of business.

Subsidiary	Place of business/ country of incorporation	Principal activity	Ownership interest held by the Company		Ownership interest held by non-controlling interests	
			2023	2022	2023	2022
			%	%	%	%
GreenBank Financial Inc.	Canada	Dormant	100.00	100.00	–	–
Kabaddi Games Inc.	Canada	Game developer	59.50	59.50	40.50	40.50
Blockchain Evolution Inc.	Canada	Identification-based blockchain developer	52.50	52.50	47.50	47.50
Gander Exploration Inc.	Canada	Mineral exploration	34.76	34.76	65.24	65.24
Buchans Wileys Exploration Inc.	Canada	Mineral exploration	25.16	25.16	74.84	74.84

For the 3 months ended October 31, 2023, non-controlling interest in net loss was \$12,554 (2022 - \$7,941).

#### 9. Accounts payable and accrued liabilities

	October 31, 2023	July 31, 2023
	\$	\$
Accounts payable	131,220	109,380
Accruals	477,719	449,909
	608,939	559,289

#### 10. Due to related party, Staminier

	October 31, 2023	July 31, 2023
	\$	\$
Canadian dollar loan	415,215	412,215
British pound sterling loan	4,126,255	4,080,825
Total	4,541,470	4,493,040

Staminier has agreed not to demand repayment of the loans until the convertible loan due from related party, Staminier (“Convertible Loan”)(note 7, *Convertible loan due from related party, Staminier*) either becomes payable on demand or is converted into equity. Under the terms of the Convertible Loan, it is not permissible for the two debts to be set off against each other until the Convertible Loan becomes repayable.

#### Canadian dollar loan

	\$
Balance, July 31, 2023	412,215
Interest	3,000
Balance, October 31, 2023	415,215

In consideration of the Company acquiring an interest in Staminier, Staminier provided the Company with an unsecured line of credit of \$480,000 for general working capital purposes. Initially, \$240,000 (“Initial Loan”) was advanced, and subsequently, \$240,000 (“Supplementary Loan”) was advanced. The Initial Loan bears interest at 5% per annum paid quarterly and in the event the Company completes the acquisition of 100% of the shares of Staminier that are currently subject to a put option to require the Company to purchase them (“Acquisition”), the Initial Loan will be interest free. The Supplementary Loan will be interest free. The loans are secured by a fixed charge over all the assets of the Company.

#### British pound sterling loan

	£	\$
Balance, July 31, 2023	2,409,699	4,080,825
Interest	39,699	66,968
Foreign exchange loss	–	(21,537)
Balance, October 31, 2023	2,449,398	4,126,255

The loan bears interest at 7.5% per annum unless the Company completes the Acquisition, in which case, no interest will be payable. In the event of a default in payment of the loan, interest shall apply to the principal and interest due at the time of default. The loan is secured by a security interest in the investment in Beelivory.

## 11. Due to related parties and related party transactions

Related party transactions are on an arm's length basis.

### Due to related parties

Due to related parties includes amounts due to companies with directors, officers and shareholders in common. These amounts are unsecured, non-interest bearing and due on demand.

	October 31, 2023 \$	July 31, 2023 \$
Mark Wettreich, a director of the Company until July 29, 2022	30,916	30,758
Marlborough Management Limited, a company controlled by Miles Nagamatsu, Chief Financial Officer of the Company	54,001	36,001
Reliable Stock Transfer Inc., company controlled by Zara Wettreich, shareholder of the Company	35,547	33,005
Sammiri Capital, a company controlled by Zara Wettreich, shareholder of the Company	911	911
Zara Wettreich, shareholder of the Company	11,483	11,483
	<u>132,858</u>	<u>112,157</u>

### Compensation of key management personnel

The Company considers its directors and officers to be key management personnel. The average number of employees in the year, including directors, was 5 (2022 - 5). There is one employee, other than the directors. Transactions with key management personnel are set out as follows:

	3 months ended October 31, 2023 \$	2022 \$
Director fees	85,468	12,000
Management fees	18,000	18,000

### Transactions with other related parties

	3 months ended October 31, 2023 \$	2022 \$
<b>Income</b>		
Interest on convertible loan due from related party, Staminier, an investee company with common directors Steve O'Carroll and Terry Pullen (until his resignation on April 19, 2023)(note 7)	753,528	568,463
<b>Expenses</b>		
Transfer agent fees to Reliable Stock Transfer Inc., a company controlled by Zara Wettreich, shareholder of the Company	4,845	20,675
Interest on due to related party, Staminier, an investee company with common directors Steve O'Carroll and Terry Pullen (until his resignation on April 19, 2023) (note 10)	69,968	63,941
Interest on convertible loan due to Zara Wettreich, shareholder of the Company (note 12)	3,303	3,303

For other related party transactions, see note 5, *Investments; Staminier*, note 7, *Convertible loan due from related party Staminier*; note 10, *Due to related party, Staminier*; and note 12, *Convertible loan due to a related party*.

## 12. Convertible loan due to a related party

	\$
Balance, July 31, 2023	453,572
Interest	3,303
Balance, October 31, 2023	<u>456,885</u>

The convertible loan represents advances for working capital purposes from Zara Wettreich, a significant shareholder of the Company, which is unsecured, bears interest at 3% payable annually and is due on March 11, 2025 (“Convertible Loan”). Until March 11, 2025, the Convertible Loan is convertible at the option of the holder into common shares at a conversion price equal to the greater of \$0.30 per common share and the closing price of the Company’s common shares on the conversion date. On March 11, 2025, the Company has the option to redeem the Convertible Loan for cash or require conversion of the Convertible Loan into common shares at a conversion price of \$0.30 per common share, providing that the common shares are still listed for trading on the Canadian Stock Exchange or equivalent exchange.

The Convertible Loan is a contract comprised of a loan and a conversion option derivative in respect of option of the holders to convert the Convertible Loan into common shares. The Company has designated the entire contract to be accounted at fair value through profit and loss.

### 13. Borrowings

	October 31, 2023 \$	July 31, 2023 \$
Due to related party, Staminier (note 10)	4,541,470	4,518,039
Convertible loan due to a related party (note 12)	456,885	453,572
	<u>4,998,345</u>	<u>4,971,611</u>

The carrying amounts of the Company’s borrowings are denominated in the following currencies:

	October 31, 2023 \$	July 31, 2023 \$
Canadian dollars (notes 10 and 12)	872,100	865,797
British pound sterling (note 10)	4,126,256	4,080,825
	<u>4,998,356</u>	<u>4,946,825</u>

### Reconciliation of borrowings

	July 31, 2023 \$	Cash transactions \$	Non-cash transactions \$	October 31, 2023 \$
Due to related party, Staminier, Canadian dollar loan (note 10)	412,215	–	3,000	415,215
British pound sterling loan (note 10)	4,080,825	–	45,431	4,126,256
Convertible loan due to a related party (note 12)	453,582	–	3,303	456,885

### 14. Share capital

#### Authorized

An unlimited number of common shares without par value

An unlimited number of \$0.33 Series C non-voting preferred shares.

#### Issued

##### Common shares

The number of issued common shares at October 31, 2023 includes 150,000 common shares that are held by the Company’s subsidiary, Blockchain, which have been treated as treasury shares and excluded from the number of outstanding common shares.

##### Preferred shares

At July 31, 2022 and October 31, 2023, there were no preferred shares outstanding.

## Warrants

A continuity of the Company's outstanding warrants is presented below:

	Weighted-average exercise price \$	Number of warrants
Balance, July 31, 2023 and October 31, 2023	0.35	8,396,990

A summary of the Company's warrants outstanding at October 31, 2023 is presented below:

Exercise price	Expiry date	Number of warrants
\$0.50	March 25, 2024	5,029,865
\$0.05	July 17, 2024	1,500,000
\$0.20	February 19, 2025	1,867,125
		8,396,990

## Stock options

The Company has a stock option plan in place under which the Board of Directors may grant options to acquire common shares of the Company to qualified directors, officers, employees and other service providers. The stock options vest according to the provisions of the individual option agreements approved by the directors' resolutions and have a maximum life of ten years. The plan allows for the issuance of up to 10% of the number of issued and outstanding common shares of the Company at any time on a non-diluted basis.

A continuity of the Company's outstanding stock options is presented below:

	Weighted-average exercise price \$	Number of stock options outstanding and exercisable
Balance, July 31, 2023 and October 31, 2023	0.45	2,700,000

A summary of the Company's outstanding stock options at October 31, 2023 is presented below:

Exercise price	Expiry date	Number of stock options
\$0.45 (expired on February 21, 2024)	February 21, 2024	2,700,000

## 15. Non-controlling interests

A continuity of the non-controlling interest by subsidiary is as follows:

	Blockchain \$	Kabaddi \$	Buchans \$	Gander \$	Total \$
Balance, July 31, 2023	(140,377)	(34,179)	(87,216)	(33,850)	(295,622)
Share of net loss	(363)	(206)	(6,395)	(5,590)	(12,554)
Balance, October 31, 2023	(140,740)	(34,385)	(93,610)	(39,441)	(308,176)

At October 31, 2023, none of the subsidiaries with a non-controlling interest had significant assets or operations.

## 16. Finance income and costs

	3 months ended October 31,	
	2023	2022
	\$	\$
<b>Finance income</b>		
Convertible loan due from related party, Staminier (note 7)	753,528	568,463
<b>Finance costs</b>		
Interest on due to related party, Staminier (note 10)	3,000	3,000
Canadian dollar loan		
British pound sterling loan	66,968	60,942
Interest on convertible loan due to a related party (note 12)	3,303	3,303
	73,271	67,245

## 17. Earnings per share

### Basic

Basic earnings per share is calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the period.

	3 months ended October 31,	
	2023	2022
	\$	\$
Loss attributable to equity holders of the Company	(419,550)	(7,328,683)
Basic weighted average number of common shares	123,621,001	80,698,764
Basic earnings per share	–	(0.09)

### Diluted

For the 3 months ended October 31, 2023, there are no dilutive common shares. Consequently, earnings per share and diluted earnings per share are the same.

## 18. Financial assets and liabilities

	Amortized cost	Fair value through profit and loss	Total
	\$	\$	\$
<i>Financial assets</i>			
Cash	559	–	559
Receivables	4,478	–	4,478
Investments	–	6,184,086	6,184,086
Convertible loan due from related party, Staminier	4,772,071	–	4,772,071
	4,777,108	6,184,086	10,961,194

	Loans and receivables	Fair value through profit and loss	Total
	\$	\$	\$
<i>Financial liabilities</i>			
Accounts payable	608,939	–	608,939
Due to related party, Staminier	4,541,470	–	4,541,470
Due to related parties	132,858	–	132,858
Convertible loan due to a related party	456,875	–	456,875
	5,740,142	–	5,740,142

## 19. Determination of fair values

A number of the Company's accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

The fair values of cash, receivables, convertible loan due from related party, Staminier, accounts payable and accrued liabilities, due to related party, Staminier and due to related parties at October 31, 2023 approximated their respective carrying value due to their short term to maturity. The convertible loan due to a related party is measured at fair value which was determined to be equivalent to face value as the holder can convert into shares of the Company at market on demand.

#### *Classification of fair value of financial instruments*

The Company classified the fair value of its financial instruments measured at fair value according to the following hierarchy based on the amount of observable inputs used to value the instrument:

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

The following table presents the Company's financial assets and liabilities that are measured at fair value:

	Level 1	Level 2	Level 3	Total
<b>Financial assets at fair value through profit and loss</b>				
Investments in public companies	41,460	–	–	41,460
Investments in private companies	–	–	6,142,623	6,142,623

The Company's investments in public companies and embedded derivative are considered Level 1 as these shares are traded in an active market.

The Company's investments in Beelivery and Codikoat are considered Level 3 as the fair value was estimated based on equity transactions completed by these investee companies.

The Company's investment in Staminier is considered Level 3 as it was determined based on the estimated fair value of Staminier's assets and liabilities, the majority of which are not traded in an active market and one of the assets requires unobservable inputs to measure.

## **20. Financial risk management**

The Company's activities expose it to a variety of financial risks that arise from its investment, exploration and financing activities, including credit risk, liquidity risk and market risk.

This note presents information about the Company's exposure to each of the above risks, the Company's objectives, policies and processes for measuring and managing risk, and the Company's management of capital. Further quantitative disclosures are included throughout these financial statements.

The Board of Directors oversees management's establishment and execution of the Company's risk management framework. Management has implemented and monitors compliance with risk management policies. The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to market conditions and the Company's activities.

### **Credit risk**

Credit risk is the risk of financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations. The Company's maximum exposure to credit risk is equal to the Company's cash and due from related parties. The Company limits its exposure to credit risk on its cash by holding deposits with a Canadian chartered bank with a Standard & Poor's credit rating of AA- on deposits. As credit risk is not material, no sensitivity analysis has been presented.

### **Liquidity risk**

Liquidity risk is the risk that the Company will encounter difficulty in meeting its financial liabilities that are settled in cash or other financial assets. The Company's approach to managing liquidity risk is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities as they come due, other than amounts owing to related parties.

The Company has no significant revenue and the continued operation of the Company is dependent upon the support of the Company's creditors and the Company's ability to secure equity financing, loans and advances from related parties to meet its existing obligations and further its investment activities (note 2, *Going concern assumption*).



The following table sets out financial liabilities by remaining contractual maturity (contractual and undiscounted cash flows):

	<b>Accounts payable and accrued liabilities</b> \$	<b>Due to related party, Staminier</b> \$	<b>Due to related parties</b> \$	<b>Convertible loan due to a related party</b> \$	<b>Total</b> \$
Less than 1 year	608,939	4,541,470	132,858	–	5,283,267
1-2 years	–	–	–	456,875	456,875
2-5 years	–	–	–	–	–
Over 5 years	–	–	–	–	–
Balance, October 31, 2023	608,939	4,541,470	132,858	456,875	5,740,142

### Market risk

Market risk is the risk that changes in market prices, such as equity prices, foreign exchange rates, and interest rates will affect the Company's income or the value of its financial instruments.

#### Equity price risk

The Company is exposed to equity price risk with respect to investments. The Company's approach to managing equity price risk is to optimize the return from its marketable securities within acceptable parameters for equity price risk. The Company estimates that if the fair value of its investments in shares of public companies as at October 31, 2023 had changed by 10%, with all other variables held constant, the unrealized gain (loss) would have decreased or increased by \$4,100.

#### Currency risk

Currency risk arises from the Company's financial instruments and purchases that are denominated in a currency other than the Canadian dollar, the Company's functional currency. The Company retains its cash in Canadian dollars until required for foreign currency transactions. Expenses are incurred in Canadian and British pound sterling. The Company is subject to gains and losses due to fluctuations in these currencies. At October 31, 2023, the Company had investments of £3,646,339 (July 31, 2023 - £3,646,339), a convertible loan due from a related party, Staminier of £5,970,006 (July 31, 2023 - £5,870,506) and due to Staminier of £2,449,397 (July 31, 2023 - £2,409,699).

The following table details the Company's sensitivity to a 5% increase in the strength of the Canadian against the British pound sterling. 5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The actual movement in the foreign exchange rate during the reporting period was 0.57%. The sensitivity analysis includes only outstanding British pound sterling denominated monetary items and adjusts their translation at the period end for a 5% change in foreign currency rates. A positive number below indicates an increase in profit (equity) and other equity where the Canadian strengthens 5% against the British pound sterling. For a 5% weakening of the Canadian dollar against the British pound sterling, there would be a comparable impact on the profit and other equity, and the balances below would be positive.

	<b>October 31, 2023</b> \$	<b>July 31, 2023</b> \$
Profit and loss	589,000	584,000

#### Interest rate risk

The Company's exposure to interest rate risk is limited as the interest rates on convertible loan due from Staminier, due to Staminier and convertible loan due to related party are fixed. As interest rate risk is not material, no sensitivity analysis has been presented.

## Capital management

Capital of the Company consists of common shares, reserve for warrants, contributed surplus, share-based payment reserve, foreign currency reserve and deficit. The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern so that it can make investments for the benefit of its shareholders. The Company manages its capital structure and makes adjustments based on the funds available to the Company in light of changes in economic conditions. The Board of Directors has not established quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain the future development of the Company. In order to facilitate the management of its capital requirements, the Company prepares annual expenditure budgets that consider various factors, including successful capital deployment and general industry conditions. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

The Company has no significant revenue and the continued operation of the Company is dependent upon the support of the Company's creditors and the Company's ability to secure equity financing, loans and advances from related parties to meet its existing obligations and further its investment activities (note 2, *Going concern assumption*). In order to achieve its objectives, the Company intends to raise additional funds as required.

The Company is not subject to externally imposed capital requirements and there were no changes to the Company's approach to capital management during the year.

## 21. Segmented information

The Chief Operating Decision Maker is considered to be the Board of Directors. The Board considers that the Company operates in three segments: investments, software development and mineral exploration.

The Company evaluates performance and allocates resources based on profit or loss from operations before income taxes as well as results from operating activities. All the operations are in the United Kingdom hence no geographical segmental information is provided. Information on reportable segments is as follows:

	October 31, 2023	July 31, 2023
	\$	\$
<b>Segment assets</b>		
Investments	13,081,577	13,391,606
Software development	3,124	3,114
Mineral exploration	43	43
	<hr/> 13,084,744	<hr/> 13,394,763
<b>Segment liabilities</b>		
Investments	5,563,350	5,455,677
Software development	129,263	127,963
Mineral exploration	63,530	50,417
	<hr/> 5,756,142	<hr/> 5,634,057
	<b>3 months ended October 31,</b>	<b>2022</b>
	<b>2023</b>	<b>2022</b>
	\$	\$
<b>Segment revenue</b>		
Investments	—	—
Software development	—	—
Mineral exploration	—	—
	<hr/> —	<hr/> —
<b>Segment income (loss)</b>		
Investments	(413,716)	(7,324,733)
Software development	(1,275)	(1,539)
Mineral exploration	(17,113)	(10,352)
	<hr/> (432,104)	<hr/> (7,336,624)

## 22. Contingencies

The Company has no contingent liabilities or contingent assets and issued no guarantees.

## **23. Subsequent events**

### **Acquisition of Suni Iron Ore project (“Suni”)**

On November 15, 2023, the Company acquired 100% of the issued shares of 1500597402 Ontario Inc. for consideration of \$150,000 payable as follows:

- a) 1,500,000 common shares issued on closing; and
- b) 1,500,000 common shares issued on the earlier of the date on which the Company obtains an updated NI 43-101 Technical Report and October 9, 2024.

### **Staminier investment in The Substantia Group**

On November 15, 2023, Staminier agreed to sell its interest in The Substantia Group for consideration of \$1,027,399 consisting of:

- a) 18,847,970 common shares of the Company with a fair value of \$942,399 based on a price of \$0.05 per common share; and
- b) 1,000,000 common shares of Ubique with a fair value of \$85,000 based on a price of \$0.085 per common share.

### **Proposed private placement**

On November 16, 2023, the Company announced its intention to complete a private placement of 25,000,000 units at a price of \$0.05 per unit for gross proceeds of \$1,250,000 (“Private Placement”). Each unit will consist of one common share and one common share purchase warrant entitling the holder to purchase one common share for \$0.075 for 2 years from its date of closing of the Private Placement (“Unit”).

### **Proposed debt conversion**

The Company announced its intention to complete debt settlements with certain creditors by issuing units having the same terms as those issued in the Private Placement. The Company anticipates eliminating approximately \$700,000, including debt owed to Staminier and current and past directors and officers. As part of these arrangements, Staminier has signed debt settlement agreements to settle debts of \$245,000 owed to its previous Chief Executive Officer and companies owned or controlled by him, in exchange for Units.