

nextech3D.ai

NEXTECH3D.AI CORPORATION (formerly NexTech AR Solutions Corp.)

Condensed Interim Consolidated Financial Statements

For the three and nine months ended September 30, 2024 and 2023

(Unaudited - Expressed in Canadian dollars)

Notice of Disclosure of Non-auditor Review of the Condensed Interim Consolidated Financial Statements for the Three and Nine months ended September 30, 2024 and 2023

Pursuant to National Instrument 51-102 *Continuous Disclosure Obligations*, part 4, subsection 4.3(3)(a) issued by the Canadian Securities Administrators, if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the interim financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim consolidated financial statements of NexTech3D.AI Corporation for the interim periods ended September 30, 2024 and 2023 have been prepared in accordance with International Accounting Standard 34 *Interim Financial Reporting,* as issued by the International Accounting Standards Board, and are the responsibility of management.

The independent auditors, Davidson & Company LLP, have not performed a review of these unaudited condensed interim consolidated financial statements.

November 29, 2024

NexTech3D.Al Corporation (formerly NexTech AR Solutions Corp.)

Condensed Interim Consolidated Statements of Financial Position

(Unaudited - Expressed in Canadian dollars)

		September 30,	December 31,
	Note	2024	2023
ASSETS		\$	\$
Current			
Cash and cash equivalents	6	102,175	907,847
Receivables	8	65,793	357,398
Contract asset	17(c)	-	51,320
Current portion of net investment in sublease	10	228,952	199,933
Prepaid expenses and deposits		137,255	294,471
		534,175	1,810,969
Equipment	9	80,360	325,633
Deferred consideration	7	-	206,850
Net investment in sublease	10	514,360	642,983
Total assets		1,128,895	2,986,435
LIABILITIES			
Current			
Accounts payable and accrued liabilities	12, 16	4,389,139	3,531,460
Deferred revenue	17(b)	203,268	342,192
Current portion of lease liability	10	143,398	143,722
·		4,735,805	4,017,374
Lease liability	10	372,310	469,624
Total liabilities		5,108,115	4,486,998
SHAREHOLDERS' DEFICIENCY			
Share capital	14(b)	94,499,629	91,909,495
Reserves	(2)	14,224,105	14,166,972
Accumulated other comprehensive income		655,169	678,143
Deficit		(116,689,095)	(112,211,223)
Equity attributable to shareholders of the Company		(7,310,192)	(5,456,613)
Non-controlling interest	15	3,330,972	3,956,050
Total shareholders' deficiency		(3,979,220)	(1,500,563)
Total liabilities and shareholders' deficiency		1,128,895	2,986,435

Nature of operations and going concern (Note 1) Subsequent events (Note 24)

Approved and authorized for issue on behalf of the Board of Directors:

/s/"Evan Gappelberg "/s/"Belinda Tyldesley"DirectorDirector

NexTech3D.AI Corporation (formerly NexTech AR Solutions Corp.) Condensed Interim Consolidated Statements of Loss and Comprehensive Loss

(Unaudited - Expressed in Canadian dollars, except per share amounts and number of shares)

			months ended		months ended
			September 30,		September 30,
	Note	2024	2023	2024	2023
_	474	\$	\$	\$	\$
Revenue	17(a)	756,476	1,176,607	2,890,109	3,882,804
Cost of sales	16, 18(a)	(218,973)	(1,035,692)	(1,005,921)	(2,678,033)
Gross profit		537,503	140,915	1,884,188	1,204,771
Operating expenses					
Sales and marketing	18(b)	556,899	867,586	1,531,504	3,876,879
General and administrative	16, 18(c)	959,512	2,110,952	3,935,842	7,376,579
Research and development	18(d)	267,016	1,063,667	1,350,070	2,820,833
Share-based compensation	14(e), 16	(298,760)	1,305,299	296,679	3,560,441
Amortization of intangible assets	11	-	565,064	-	1,595,817
Amortization of right-of-use asset	10	-	-	-	55,728
Depreciation	9	35,066	19,580	94,792	64,457
Operating loss		(982,230)	(5,791,233)	(5,324,699)	(18,145,963)
Other expenses					
Equipment write-off		(236,736)	-	(236,736)	(85,679)
Loss on asset written-off		(77,251)	-	(77,251)	-
Gain on recognition of sublease		-	-	-	120,626
Foreign exchange gain/(loss)		(17,888)	519,944	(62,037)	(43,542)
Loss before taxes from continuing operations		(1,314,105)	(5,271,289)	(5,700,723)	(18,154,558)
Current income tax expense		-	-	-	(18,039)
Deferred income tax recovery		-	(203,306)	-	-
Net loss from continuing operations		(1,314,105)	(5,474,595)	(5,700,723)	(18,172,597)
Net income (loss) from discontinued operations	7	-	(108,451)	-	(452,697)
Net loss		(1,314,105)	(5,583,046)	(5,700,723)	(18,625,294)
Other comprehensive income (loss)					
Exchange loss on translation of foreign operations		2,223	(301,569)	(22,974)	56,304
Comprehensive loss		(1,311,882)	(5,884,615)	(5,723,697)	(18,568,990)
Net income (loss) from continuing operations:					
Attributed to shareholders of the Company		(1,072,473)	(3,609,011)	(4,477,872)	(15,233,423)
Attributed to non-controlling interest		(241,632)	(1,744,958)	(1,222,851)	(2,939,174)
Net loss from discontinued operations:					
Attributed to shareholders of the Company		-	(108,451)	-	(452,697)
Comprehensive income (loss):					
Attributed to shareholders of the Company		(1,070,250)	(4,019,031)	(4,500,846)	(15,629,816)
Attributed to snareholders of the company Attributed to non-controlling interest		(1,070,230) (241,632)	(4,019,031) (1,744,958)	(1,222,851)	(13,029,010)
Loss per share from continuing operations Basic and diluted		(0.01)	(0.03)	(0.03)	(0.14)
Loss per share from discontinued operations Basic and diluted		-	-	-	
Weighted average number of common shares Basic and diluted		136,090,598	116,483,966	139,564,282	111,118,475

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

NexTech3D.AI Corporation (formerly NexTech AR Solutions Corp.) Condensed Interim Consolidated Statements of Cash Flows

(Unaudited - Expressed in Canadian dollars)

	Nine months end	
	Sept	
	2024	2023
Operating activities.	\$	\$
Operating activities: Not loss for the period	(5 700 723)	(18 625 204)
Net loss for the period	(5,700,723)	(18,625,294)
Adjustments for:		1 505 917
Amortization of intangible assets Income tax expense (recovery)	-	1,595,817 18,039
Impairment of intangible assets & goodwill	-	184,097
Amortization of ROU	-	
Interest income from sublease	- (25 990)	55,728
Depreciation of property and equipment	(35,889)	(26,774) 64,457
	94,793	
Expenses paid by shares	-	474,250
Stock based compensation	296,677	3,560,441
Loss on asset disposal	292,200	85,679
Gain on sublease recognition	-	(120,626)
Loss on PET disposal	-	173,534
Interest expense from lease	29,337	21,623
Changes in non-cash working capital:	004 005	044 500
Receivables	291,605	641,582
Deferred asset	-	165,650
Contract asset	51,320	114,097
Prepaid expenses	157,216	(96,685)
Factoring Liability	-	505,847
Inventory	-	45,289
Accounts payable and accrued liabilities	857,679	914,842
Deferred revenue	(138,924)	(138,524)
Net cash provided by (used in) operating activities	(3,860,173)	(10,386,931)
Investing activities:		
Purchase of equipment	(77,470)	(162,813)
Proceeds from deferred consideration	206,850	(102,010)
Payments received from sublease	154,199	16,577
Cash provided by (used in) investing activities	283,579	(146,236)
	200,010	(110,200)
Financing activities:		
Proceeds from Employee Pay Program	1,935,934	2,388,698
Proceeds from securities issuances to NCI	600,773	2,682,260
Payments of lease liability	(140,837)	(157,224)
Net proceeds from private placements	411,656	4,778,060
Net cash provided by (used in) financing activities	2,807,525	9,691,794
Effect of foreign exchange on cash and cash equivalents	(36,602)	52,956
Change in cash and cash equivalents		(841,373)
	(769,069)	
Cash and cash equivalents, beginning of period	907,847	3,777,117
Cash and cash equivalents, end of period	102,175	2,988,700
Income taxes paid	-	21,623
Interest expense paid	(29,337)	4,510
Interest income received	35,889	78,246
	;•••	· - ,= · •

Supplemental cash flow disclosures (Note 20)

NexTech3D.AI Corporation (formerly NexTech AR Solutions Corp.) Condensed Interim Consolidated Statements of Changes in Shareholders' Equity (Deficiency) (Unaudited - Expressed in Canadian dollars, except number of shares)

				Accumulated			Total
				other			shareholders'
	Number of	0		comprehensive	D.C.Y	controlling	equity
	shares	Share capital	Reserves	income	Deficit	interest	(deficiency)
	#	\$	\$	\$	\$	\$	\$
Balance, December 31, 2022	103,437,469	83,271,707	12,754,706	827,101	(85,898,862)	2,174,048	13,128,700
Shares issued for employee pay program	3,136,944	2,281,014	225,087	-	-	-	2,506,101
Treasury shares		(201,717)		-	-	-	(201,717)
Shares issued from short form prospectus	3,614,457	2,783,132	216,867	-	-	-	2,999,999
Share issuance costs	-	(456,406)	101,787	-	-	-	(354,619)
Share-based compensation	-	-	1,853,580	-	-	401,562	2,255,142
Other net changes in capitalization	-	-	1,086,602	-	-	1,277,436	2,364,038
Exchange loss on translation of foreign							
operations	-	-	-	357,873	-	-	357,873
Net loss for the period	-	-	-	-	(11,968,658)	(1,194,216)	(13,162,874)
Balance, Septemebr 30, 2023	110,188,870	87,677,730	16,238,629	1,184,974	(97,867,520)	2,658,830	9,892,643
Shares for services	1,030,237	641,391	7,500	-	-	-	648,891
Shares issued for employee pay program	1,308,994	528,934	(534,812)	-	-	(230,519)	(236,397)
Treasury shares	-	201,717	-	-	-	-	201,717
Shares issued from short form prospectus	14,970,112	3,365,759	174,373	-	-	-	3,540,132
Share issuance costs	-	(506,036)	47,178	-	-	-	(458,858)
Share-based compensation	-	-	(982,541)	-	-	503,094	(479,447)
Distribution to shareholders	-	-	(1,000,000)	-	(750,000)	1,750,000	-
Other net changes in capitalization	-	-	216,645	-	-	232,424	449,069
Exchange loss on translation of foreign						,	,
operations	-	-	-	(506,831)	-	-	(506,831)
Net loss for the period	-	-	-	-	(13,593,703)	(957,779)	(14,551,482)
Balance, December 31, 2023	127,498,213	91,909,495	14,166,972	678,143	(112,211,223)	3,956,050	(1,500,563)
Shares issued for employee pay program	17,161,607	2,220,484	(284,550)	-	-	-	1,935,934
Shares issued from short form prospectus	4,750,000	303,150	108,506	-	-	-	411,656
Share-based compensation	500,000	66,500	(49,367)	-	-	279,545	296,679
Other net changes in capitalization	-	-	282,544	-	-	318,228	600,772
Exchange loss on translation of foreign			- ,			,	,
operations	-	-	-	(22,974)	-	-	(22.974)
Net loss for the period	-	-	-	-	(4,477,872)	(1,222,851)	(5,700,723)
Balance, September 30, 2024	149,909,820	94,499,629	14,224,105	655,169	(116,689,095)	3,330,972	(3,979,220)

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

1. NATURE OF OPERATIONS AND GOING CONCERN

NexTech3D.AI Corporation (formerly NexTech AR Solutions Corp.) ("NexTech" or the "Company") is a metaverse company that provides augmented reality experience technologies, wayfinding technologies, and 3D model services. The Company was incorporated in the province of British Columbia, Canada on January 12, 2018. The Company's registered office is located at PO Box 64039 RPO Royal Bank Plaza, Toronto, Ontario, M5J 2T6. The Company's shares are traded on the Canadian Securities Exchange (the "CSE") under the trading symbol "NTAR", on the Frankfurt Stock Exchange under the trading symbol "ISS", and in the United States of America on the OTCQX under the trading symbol "NEXCF".

On September 28, 2023, the Company changed its name from NexTech AR Solutions Corp. to NexTech3D.Al Corporation.

These unaudited condensed interim consolidated financial statements for the three and nine months ended September 30, 2024 and 2023 ("financial statements") have been prepared on a going concern basis, which assumes that the Company will be able to meet its obligations and continue its operations for at least the next twelve months. As at September 30, 2024, the Company had a working capital deficiency of \$4,201,630 (December 31, 2023 - 2,206,405) and an accumulated deficit of \$116,689,095 (December 31, 2023 - \$112,211,223). For the three and nine months ended September 30, 2024, the Company incurred a net loss of \$1,314,105 and \$5,700,723 (2023 - \$5,583,046 and \$18,625,294), respectively. During the nine months ended September 30, 2024, the Company used total cash in operations of \$3,860,211 (2023 - \$10,386,931). These factors indicate the existence of a material uncertainty that may cast significant doubt upon the Company's ability to continue as a going concern. As a result, the Company may be unable to realize its assets and discharge its liabilities in the normal course of business. The Company's ability to continue as a going concern is dependent upon its ability to generate positive cash flows from operations, and/or raise adequate funding through equity or debt financing to discharge its liabilities as they come due. Although the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing will be on terms acceptable to the Company.

Should the Company be unable to continue as a going concern, asset and liability realization values may be substantially different from their carrying values. These financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. Such adjustments could be material.

2. BASIS OF PREPARATION

a) Statement of compliance

These financial statements were approved by the Board of Directors and authorized for issue on November 29, 2024.

These financial statements have been prepared in accordance with IFRS Accounting Standards ("IFRS Accounting Standards") as issued by the International Accounting Standards Board and interpretations of the International Financial Reporting Interpretations Committee applicable to the preparation of interim financial statements including International Accounting Standard 34 *Interim Financial Reporting*. These financial statements do not include all disclosures required for annual audited financial statements. Accordingly, they should be read in conjunction with the notes to the Company's audited financial statements for the years ended December 31, 2023 and 2022 (the "Annual Financial Statements").

b) Basis of presentation

The financial statements have been prepared using the historical cost basis, except for certain financial assets and liabilities which are measured at fair value, as specified by IFRS Accounting Standards. These financial statements have been prepared on an accrual basis, except for information presented in the condensed interim consolidated statements of cash flows.

c) Functional and presentation currency

The financial statements are presented in Canadian dollars ("CAD") which is the functional currency of the Company. An entity's functional currency is the currency of the primary economic environment in which an entity operates and is listed in Note 2(d) for each of the Company's subsidiaries. References to "\$" are to Canadian dollars, references to "US\$" or "USD" are to United States dollars.

2. BASIS OF PREPARATION (continued)

d) Basis of consolidation

These financial statements include the accounts of the Company and its subsidiaries. All intercompany transactions and balances are eliminated on consolidation. Control exists where the parent entity has power over the investee and is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Subsidiaries are included in the financial statements from the date control commences until the date control ceases.

A summary of the Company's subsidiaries as at September 30, 2024 is as follows:

Name of subsidiaries	Country of incorporation	Percentage ownership	Functional currency	Principal activity
NexTech AR Solutions USA LLC	United States	100%	USD	Holding company
NexTech AR Solutions Inc. (formerly				
Jolokia Corporation)	United States	100%	USD	Technology services
AR Ecommerce LLC ("VCM")	United States	100%	USD	E-Commerce platforms
Threedy.ai Inc	United States	100%	USD	Technology services
ARway Ltd.	England	100%	USD	Holding company
ARway Corporation ("ARway")	Canada	48%	CAD	Technology services
Toggle3D.ai Inc. ("Toggle")	Canada	41%	CAD	Technology services
Toggle 3D AR Solution India Private Limited	India	100%	CAD	India operations

The Company obtained control over ARway and Toggle through its majority presentation on the board of directors in addition to its percentage of common share ownership.

e) Reclassification and change in presentation of comparative figures

Certain amounts on the statements of loss and comprehensive loss and statements of cash flows of the prior year comparable period have been reclassified for consistency with the current period presentation. These reclassifications had no effect on the reported results of operations.

3. MATERIAL ACCOUNTING POLICY INFORMATION

The accounting policies applied in the preparation of these financial statements are consistent with those applied and disclosed in the notes to the Annual Financial Statements.

4. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities and expenses. Management continually evaluates these judgments, estimates and assumptions based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates and judgments which may cause a material adjustment to the carrying amounts of assets and liabilities. The Company's interim results are not necessarily indicative of its results for a full year. The critical judgements and estimates applied in the preparation of these financial statements are consistent with those applied and disclosed in the notes to the Annual Financial Statements.

5. SPINOUT TRANSACTION

On September 13, 2023, the Company completed its spinout of Toggle, an Al-powered 3D design studio, which began trading on the CSE under the symbol "TGGL".

As part of the spinout of Toggle, Toggle issued a total of 28,632,473 common shares ("Toggle shares"). Of the Toggle shares issued, 19,999,900 were issued to the Company in exchange for intangible assets of the Company and 8,632,473 were issued to the non-controlling interest for cash proceeds of \$2,158,356. The Company transferred 4,000,000 Toggle shares to its shareholders with a fair value of \$1,000,000 as a distribution to shareholders, and 3,000,000 Toggle shares with a fair value of \$750,000 as compensation for services.

6. CASH AND CASH EQUIVALENTS

a) Cash held in guaranteed investment certificates

As at September 30, 2024, cash and cash equivalents included \$nil held in guaranteed investment certificates ("GICs") (December 31, 2023 - \$700,000 at 4.95%). During the three and nine months ended September 30, 2024, interest income from GICs was \$ (2,397) and \$1,164 (2023 - \$ 30,992 and \$ 105,020), respectively, and is included in revenue (Note 17(a)).

b) Cash held in relation to employee pay program

As at September 30, 2024, in connection with the employee pay program, the Company had cash held in a trust account of \$21,595 (December 31, 2023 - \$847). The cash does not earn interest and is used to pay salaries and wages.

7. DISCONTINUED OPERATIONS

On March 9, 2023, the Company completed the sale of Infinite Pet ("PET") to a third party for total purchase consideration of \$206,850 (US\$150,000) which is presented as deferred consideration on the consolidated statements of financial position. The purchase consideration is to be paid to the Company in cash each month from 50% profits generated by PET after closing of the sale until the purchase price is fully paid. As at September 30, 2024, deferred consideration of \$nil (December 31, 2023 - \$206,850) remained outstanding. Prior to the transaction, PET carried goodwill valued at \$184,097 which was fully impaired.

A summary of the results of discontinued operations is as follows:

	Three n	Three months ended		nonths ended
	S	eptember 30,	September 30,	
	2024	2023	2024	2023
	\$	\$	\$	\$
Revenue	-	-	-	29,053
Cost of sales	-	-	-	50,557
Gross loss	-	-	-	(21,504)
Sales and marketing	-	-	-	12,093
General and administrative	-	224	-	52,037
Operating loss	-	(224)	-	(85,410)
Other income (expenses)				
Foreign exchange gain	-	(108,227)	-	(9,432)
Impairment of intangible assets and goodwill	-	-	-	(184,097)
Loss on disposal of PET	-	-	-	(173,534)
Net loss from discontinued operations	-	(108,451)	-	(452,697)

During the three and nine months ended September 30, 2024 and 2023, no cash was used in or provided by operating, investing, or financing activities from discontinued operations.

7. DISCONTINUED OPERATIONS (continued)

A summary of the Company's loss on disposal of PET as at March 9, 2023 is as follows:

	\$
Assets:	
Cash	39,519
Receivables	31,425
Inventory	408,010
Liabilities:	
Accounts payable and accrued liabilities	98,570
Net assets	380,384
Deferred consideration	206,850
Loss on disposal of PET	(173,534)

8. RECEIVABLES

A summary of the Company's receivables is as follows:

	September 30,	December 31,
	2024	2023
	\$	\$
GST receivables	14,028	66,118
Trade receivables	51,765	291,280
	65,793	357,398

9. EQUIPMENT

A summary of the Company's equipment is as follows:

			Office	
	Computer	Trade show	furniture and	
	equipment	equipment	equipment	Total
	\$	\$	\$	\$
Cost				
Balance, December 31, 2022	461,264	16,440	200,549	678,253
Additions	219,208	-	8,042	227,250
Write-off	(156,352)	(16,440)	(122,908)	(295,700)
Currency translation effects	(13,963)	-	(1,744)	(15,707)
Balance, December 31, 2023	510,157	-	83,939	594,096
Additions	74,870	-	2,600	77,470
Asset write-offs	(503,546)		(86,459)	(590,005)
Currency translation effects	19,542	-	2,520	22,062
Balance, September 30, 2024	101,023	-	2,600	103,623
Accumulated depreciation	000 000	45.040	450.070	000 700
Balance, December 31, 2022	233,893	15,619	150,278	399,790
Depreciation	74,758	821	12,245	87,824
Write-off	(81,109)	(16,440)	(112,472)	(210,021)
Currency translation effects	(7,701)	-	(1,429)	(9,130)
Balance, December 31, 2023	219,841	-	48,622	268,463
Depreciation	91,013	-	3,779	87,919
Asset write-offs	(299,062)	-	(54,207)	(346,397)
Currency translation effects	11,215	-	2,063	13,278
Balance, September 30, 2024	23,007	-	257	23,263
Carrying value				
Balance, December 31, 2023	290,316	_	35,317	325,633
Balance, September 30, 2024	78,016	-	2,343	80,360

10. LEASES

The Company entered lease agreements for an office space and a warehouse space. The present value of future lease payments was measured using an incremental borrowing rate of 6% per annum. During the nine months ended September 30, 2024, the office lease expired and was not renewed. As at September 30, 2024 and December 31, 2023, the lease liability solely pertains to the warehouse lease.

In March 2023, the Company entered into a sublease agreement to re-lease the warehouse which is leased by the Company to a third party. The sublease commenced on April 1, 2023 and expires on September 20, 2028. The Company classified this sublease as a finance lease, leading to the derecognition of the right-of-use asset with a carrying value of \$778,350. Accordingly, the Company recognized a net investment in the sublease of \$898,976, calculated as the present value of future lease payments at a 6% discount rate, corresponding to the Company's incremental borrowing rate applied to the head lease. The Company reported a gain of \$120,626 in profit or loss upon recognizing the sublease.

A summary of the Company's right-of-use asset is as follows:

	\$
Balance, December 31, 2022	829,278
Amortization	(55,728)
Derecognition	(778,350)
Currency translation effects	4,800
Balance, September 30, 2024 and December 31, 2023	-

10. LEASES (continued)

A summary of the Company's lease liability is as follows:

	\$
Balance, December 31, 2022	804,836
Interest expense	30,217
Lease payments	(203,762)
Currency translation effects	(17,945)
Balance, December 31, 2023	613,346
Interest expense	29,338
Lease payments	(140,839)
Currency translation effects	13,865
Balance, September 30, 2024	515,710
Current portion	143,398
Non-current portion	372,310

A summary of the Company's future lease payments is as follows:

	\$
2024	191,028
2025	196,759
2026	202,667
2027	155,399
2028	-
Total undiscounted lease liability	745,853
Effects of discounting	(230,145)
Balance, September 30, 2024	515,710

Interest expense from leases for the three and nine months ended September 30, 2024 was \$10,404 and \$29,338 (2023 - \$7,678 and \$21,623), respectively.

A summary of the Company's net investment in sublease is as follows:

	\$
Balance, December 31, 2022	-
Additions	898,976
Interest income	39,903
Payments received	(66,554)
Currency translation effects	(29,409)
Balance, December 31, 2023	842,916
Interest income	35,888
Payments received	(154,199)
Effects of movement in exchange rates	18,706
Balance, September 30, 2024	743,312
Current portion	228,952
Non-current portion	514,360

10. LEASES (continued)

A summary of the Company's future minimum sublease receipts is as follows:

	\$
2024	208,640
2025	214,899
2026	221,346
2027	170,147
2028	-
Total undiscounted lease receivables	815,032
Effects of discounting	(71,720)
Balance, September 30, 2024	743,312

Interest income from the sublease for the three and nine months ended September 30, 2024 was \$11,196 and \$35,888 (2023 - \$26,774 and \$26,774) and was recorded within revenue in profit or loss.

11. INTANGIBLE ASSETS AND GOODWILL

a) Intangible assets

A summary of the Company's intangible assets is as follows:

	Customer			
	relationship	Brand	Technology	Total
	\$	\$	\$	\$
Cost				
Balance, December 31, 2022	1,280,367	122,206	5,486,433	6,889,006
Currency translation effects	(30,062)	2,559	(134,245)	(161,748)
Balance, September 30, 2024 and December 31, 2023	1,250,305	124,765	5,352,188	6,727,258
Accumulated amortization and impairment				
Balance, December 31, 2022	615,629	93,563	2,866,073	3,575,265
Amortization	265,737	34,103	1,805,849	2,105,689
Impairment	388,887	-	768,989	1,157,876
Currency translation effects	(19,948)	(2,901)	(88,723)	(111,572)
Balance, September 30, 2024 and December 31, 2023	1,250,305	124,765	5,352,188	6,727,258
Carrying value				
Balance, December 31, 2022	664,738	28,643	2,620,360	3,313,741
Balance, September 30, 2024 and December 31, 2023	-	-	-	-

During the year ended December 31, 2023, it was determined that intangible assets had a recoverable amount of \$nil, resulting in full impairment. Accordingly, the Company recognized an impairment of \$1,157,876.

b) Goodwill

A summary of the Company's goodwill is as follows:

	\$
Balance, December 31, 2022	6,746,378
Impairment	(6,601,484)
Currency translation effects	(144,894)
Balance, September 30, 2024 and December 31, 2023	

11. INTANGIBLE ASSETS AND GOODWILL (continued)

On an annual basis, the Company estimates the recoverable amount of goodwill based on value-in-use method of the cashgenerating units that the goodwill is attributed to. On March 9, 2023, the Company completed the sale of PET which resulted in a goodwill impairment of \$184,097. Additionally, during the year ended December 31, 2023, the Company recognized goodwill impairment of \$6,417,387 after the estimation of the recoverable amount.

The key assumptions used in the calculations of the recoverable amounts include sales growth per year, changes in cost of sales and capital expenditures based on internal forecasts. Cash flows were projected out five years and a terminal value was calculated using a long-term steady growth of 3%-5%. A discount rate of 25% was used.

12. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

A summary of the Company's accounts payable and accrued liabilities is as follows:

	September 30,	December 31,
	2024	2023
	\$	\$
Accounts payables	3,952,266	2,380,792
Accrued liabilities	436,873	1,150,668
	4,389,139	3,531,460

13. FACTORING LIABILITY

In March 2023, the Company entered into a trade receivable factoring agreement ("Factoring Agreement") with a third-party factoring company. The Factoring Agreement allows the Company to receive in advance \$2,429,789 (US\$1,805,766), which is repaid with the sale of future trade receivables from a regular customer of the Company.

The trade receivables from the customer are transferred to the third-party factoring company upon invoicing to the customer of the performance obligations rendered for a determined period.

A summary of the Company's factoring liability is as follows:

	\$
Balance, December 31, 2022	-
Addition	2,429,789
Interest expense	285,433
Settlements	(2,708,436)
Currency translation effects	(6,786)
Balance, September 30, 2024 and December 31, 2023	-

14. SHARE CAPITAL

a) Authorized

The Company is authorized to issue unlimited number of common shares with no par value.

b) Share capital

During the nine months ended September 30, 2024, the Company had the following share transactions:

- From February 13, 2024 to September 25, 2024, the Company issued 17,161,607 common shares upon the exercise of warrants related to the employee pay program, with share prices between \$0.10 and \$0.18, for cash proceeds of \$2,155,354.
- On March 12, 2024, the Company issued 200,000 common shares to two officers as compensation for their employment services, resulting in the recognition of \$41,000 as share-based compensation.
- On September 10, 2024, the Company issued 300,000 common shares to two officers as compensation for their employment services, resulting in the recognition of \$25,500 as share-based compensation.
- On September 25, 2024, the Company closed a private placement in which the Company issued 4,750,000 units for gross proceeds of \$ 190,000. Each unit consists of one common share and one common share purchase warrant. Each warrant is exercisable into one common share at an exercise price of \$0.15 until September 25, 2026. Applying the residual method, fair value of \$ 308,750 was allocated to share capital and \$107,241 was allocated to reserves.

During the year ended December 31, 2023, the Company had the following share transactions:

- In January 2023, the Company closed a private placement in which the Company issued 3,614,457 units for gross proceeds of \$3,000,000. Each unit consists of one common share and one common share purchase warrant. Each warrant is exercisable into one common share at an exercise price of \$1.03 until January 31, 2025. Applying the residual method, fair value of \$2,783,134 was allocated to share capital and \$216,867 was allocated to reserves.
- In connection with the private placement in January 2023, the Company paid a broker transaction fee of \$354,617 in cash and granted 253,011 warrants with a fair value of \$101,787. Each warrant entitles the holder to acquire one common share at an exercise price of \$0.83 until January 31, 2025.
- On July 25, 2023, the Company closed a private placement in which the Company issued 5,812,390 units for gross proceeds
 of \$2,441,203. Each unit consists of one common share and one common share purchase warrant. Each warrant is
 exercisable into one common share at an exercise price of \$0.52 until July 25, 2026. Applying the residual method, fair
 value of \$2,266,830 was allocated to share capital and \$174,373 was allocated to reserves.
- In connection with the private placement in July 2023, the Company paid brokers transaction fees of \$308,526 in cash, granted 178,571 units and granted 467,133 warrants with a fair value of \$19,371. The warrants issued to the brokers are exercisable at \$0.52 until July 25, 2026.
- On July 25, 2023, the Company issued 250,000 units to the Chief Executive Officer (the "CEO") of the Company as remuneration for past services provided by the CEO, pursuant to a contractor agreement (Note 16). Each unit consists of one common share and one common share purchase warrant. Each warrant is exercisable into one common share at an exercise price of \$0.52 until July 25, 2026. Applying the residual method, fair value of \$97,500 was allocated to share capital and \$7,500 to reserves.
- On November 29, 2023, the Company closed three tranches of a private placement in which the Company issued 9,157,722 units for gross proceeds of \$1,098,927. Each unit consists of one common share and one common share purchase warrant. Each warrant is exercisable into one common share at an exercise price of \$0.17 for 36 months after the issuance date.
- In connection with the private placement on November 29, 2023, the Company paid brokers transaction fees of \$40,521 in cash and granted 337,680 warrants with a fair value of \$27,806. The warrants issued to the brokers are exercisable at \$0.12 for 36 months after the issuance date and had the fair value of \$27,806 at grant date.
- The Company issued 601,666 common shares as payment for investor relations expense of \$474,250. The fair value of the common shares was determined by reference to the fair value of the services provided.
- The Company issued 4,445,938 common shares upon the exercise of 4,445,938 warrants related to the employee pay program. Of the common shares issued, 4,688,304 shares, with share price between \$0.55 and \$0.80, were sold for cash proceeds of \$2,269,704.

c) Employee pay program

On March 05, 2024, the Company granted 6,275,062 warrants to its employees. Each warrant has an exercise price of \$0.26 and matures on March 05, 2024. As at September 30, 2024, all of these warrants have been converted into common shares, all of which occurred during the nine months ended September 30, 2024.

14. SHARE CAPITAL (continued)

On July 17, 2024, the Company granted 9,000,000 warrants to its employees. Each warrant has an exercise price of \$0.125 and matures on July 17, 2025. As at September 30, 2024, 4,611,483 have been converted into common shares, all of which occurred during the period starting from July 17, 2024 until September 30, 2024.

d) Warrants

During the nine months ended September 30[,] 2024, the Company has issued 12,287,121 common shares upon the exercise of warrants related to the employee pay program.

A summary of the Company's warrants is as follows:

	Number of warrants	Weighted average exercise price
	#	\$
Balance, December 31, 2022	16,687,859	1.69
Granted	26,346,026	0.47
Exercised	(4,445,938)	0.83
Expired	(1,703,856)	5.84
Balance, December 31, 2023	36,884,091	0.80
Granted	20,081,062	0.15
Exercised	(17,161,607)	0.33
Balance, September 30, 2024	39,803,546	0.68

The weighted average share price on the date of exercise for warrants exercised during the nine months ended September 30, 2024 was \$0.04 (2023 - \$0.64).

A summary of the Company's outstanding warrants is as follows:

		Weighted average	Weighted average
Expiry date	Number e	xercise price	remaining life
	#	\$	Years
November 3, 2024	1,757,576	1.94	0.09
January 25, 2025	8,780,489	1.54	0.32
January 31, 2025	3,867,468	1.02	0.34
July 25, 2026	6,708,094	0.52	1.82
November 10, 2026	5,300,360	0.17	2.11
November 24, 2026	3,815,722	0.17	2.15
November 29, 2026	379,320	0.17	2.16
July 17, 2025	4.388,517	0.13	0.79
September 25, 2026	4,806,000	0.02	1.99
	39,803,546	0.67	1.25

14. SHARE CAPITAL (continued)

e) Stock options

A summary of the Company's outstanding and exercisable options is as follows:

		Weighted	
	Number of	average	
	stock options	exercise price	
	#	\$	
Balance, December 31, 2022	15,953,497	0.76	
Granted	850,000	0.58	
Forfeited	(221,200)	0.60	
Expired	(1,006,345)	1.50	
Balance, December 31, 2023	15,575,952	0.56	
Granted	4,640,000	0.08	
Forfeited	(2,232,000)	0.38	
Cancelled	(500,000)	0.74	
Expired	(346,800)	0.56	
Balance outstanding, September 30, 2024	17,137,152	0.44	
Balance exercisable, September 30, 2024	847,600	0.54	

On January 30, 2024, the Company granted 40,000 stock options to an officer. These stock options vest in five equal tranches every six months from the grant date. Each stock option has an exercise price of \$0.23 and matures on January 30, 2027. The fair value of these stock options was \$4,896.

On July 15, 2024, the Company granted 3,600,000 stock options to key employees. These stock options vest in five equal tranches every six months from the grant date. Each stock option has an exercise price of \$0.07 and matures on July 15, 2026. The fair value of these stock options was \$162,610.

On August 16, 2024, the Company granted 1,000,000 stock options to key employees. These stock options vested in twelve months from the grant date. Each stock option has an exercise price of \$0.1225 and matures on August 16, 2025. The fair value of these stock options was \$53,200.

A summary of the Company's outstanding options is as follows:

Expiry date	Number of options outstanding	Number of options exercisable	Weighted average exercise price	Weighted average remaining life
		#	\$	Years
June 20, 2025	797,000	649,600	0.51	0.72
August 16, 2025	1,000,000	-	-	0.88
November 1, 2025	50,000	30,000	1.23	1.09
March 31, 2026	64,000	40,000	0.68	1.50
July 15, 2026	2,930,000	-	0.03	1.79
September 28, 2026	300,000	120,000	0.26	1.99
January 30, 2027	40,000	8,000	0.23	2.33
June 20, 2027	11,956,152	-	0.55	2.72
	17,137,152	847,600	0.42	2.34

A summary of the Company's weighted average inputs used in the Black-Scholes option pricing model for stock options granted during the nine months ended September 30, 2024 and 2023 is as follows:

	2024	2023
Share price	\$ 0.09	\$0.76
Exercise price	\$ 0.08	\$0.79
Expected life	2.00 years	3.00 years
Risk-free interest rate	3.73%	1.62%
Expected volatility	112.00%	81.00%
Expected annual dividend yield	0.00%	0.00%

14. SHARE CAPITAL (continued)

During the three and nine months ended September 30, 2024, (\$298,760) and \$296,679, respectively, (2023 - \$1,305,299 and \$3,560,441, respectively) were recognized as share-based compensation from vested options. Included in the share-based compensation expense is the amount from stock options granted to the non-controlling interest of ARway and Toggle as part of their option plans.

A summary of the Company's share-based compensation expense by function is as follows:

	Three months ended September 30,		Nine months ended September 30	
	2024	· · · · · · · · · · · · · · · · · · ·		2023
	\$	\$	\$	\$
Cost of sales	33,931	6,874	211,059	10,819
Sales and marketing	(114,335)	181,587	(17,956)	290,010
General and administrative	(184,147)	830,546	65,240	2,827,197
Research and development	(34,209)	286,292	38,336	432,415
	(298,760)	1,305,299	296,679	3,560,441

15. NON-CONTROLLING INTEREST

A summary of the Company's non-controlling interest is as follows:

	ARway	Toggle	Total
	\$	\$	\$
Balance, December 31, 2022	2,174,048	-	2,174,048
Shares issued for employee pay program	(121,890)	(108,629)	(230,519)
Distribution to shareholders	-	1,750,000	1,750,000
Share-based compensation	652,471	252,185	904,656
Other net changes in capitalization	239,068	1,270,792	1,509,860
Net loss attributed to non-controlling interest	(1,654,245)	(497,750)	(2,151,995)
Balance, December 31, 2023	1,289,452	2,666,598	3,956,050
Share-based compensation	154,391	125,154	279,545
Other net changes in capitalization	202,940	115,288	318,228
Net loss attributed to non-controlling interest	(492,572)	(730,279)	(1,222,851)
Balance, September 30, 2024	1,154,211	2,176,761	3,330,972

16. RELATED PARTY TRANSACTIONS AND BALANCES

The Company entered into a number of transactions with key management personnel that have the authority and responsibility for the planning, directing and controlling of the activities of the Company. The Company considers the executive officers and directors as the key management of the Company.

A summary of the transactions with key management personnel is as follows:

	Three months ended September 30,		Nine months ende September 3	
	2024 2023		2024 2	
	\$	\$	\$	\$
Compliance fees included in general and administrative	(518,464)	6,935	27,767	26,150
Management fees included in general and administrative	(135,116)	252,045	410,017	711,771
Salaries of the Chief Financial Officer included in general and administrative	37,500	62,500	129,917	187,500
Share-based compensation	-	1,042,205	93,823	1,445,601
	(616,080)	1,363,685	661,524	2,371,022

16. RELATED PARTY TRANSACTIONS AND BALANCES (continued)

The Company has an agreement with the Chief Executive Officer ("CEO") in which the Company compensates the CEO for management services monthly, combining cash and share issuance over a five-year term until April 1, 2027. As at September 30, 2024, accounts payable and accrued liabilities included \$1,599,527 owed to the CEO (December 31, 2023 - \$939,532). The amounts are non-secured, non-interest bearing, payable on demand and represent the value of shares to be issued to the CEO.

17. REVENUE FROM CONTRACTS WITH CUSTOMERS

a) Revenue disaggregation

A summary of the Company's revenue disaggregation by service for the three and nine months ended September 30, 2024 and 2023 is as follows:

	Three months ended September 30,		Nine months endeo September 30	
	2024	2023	2024	2023
	\$	\$	\$	\$
Technology services	-	-	-	125,236
Renewable software licenses	445,170	1,145,615	2,550,550	3,652,548
MapD Sales	302,508		302,508	
Other revenue	8,798	30,992	37,051	105,020
	756,476	1,176,607	2,890,109	3,882,804

For the three and nine months ended September 30, 2024, other revenue is comprised of interest income of \$ (2,397) and \$1,164 earned from the GICs (2023 - \$30,992 and \$105,020), respectively, and interest income of \$11,196 and \$35,888 earned from the sublease (2023 - \$nil and \$nil), respectively.

For the three and nine months ended September 30, 2024, the renewable software licenses revenue stream has one customer who contributed 49% and 50% (2023 - 62.85% and 53.48%), respectively, of total revenue.

b) Deferred revenue

A summary of the Company's deferred revenue is as follows:

	\$
Balance, December 31, 2022	437,746
Revenue recognized	(1,195,058)
Revenue deferred	1,108,588
Currency translation effects	(9,084)
Balance, December 31, 2023	342,192
Revenue recognized	(1,130,640)
Revenue deferred	981,561
Currency translation effects	10,156
Balance, September 30, 2024	203,268

c) Contract asset

A summary of the Company's contract asset is as follows:

	\$
Balance, December 31, 2022	589,015
Contract asset billed	(534,778)
Currency translation effects	(2,917)
Balance, December 31, 2023	51,320
Contract asset billed	(51,521)
Contract assets unbilled	201
Balance, September 30, 2024	-

18. EXPENSES BY NATURE

The Company presents operating expenses by function with the exception of amortization, depreciation, and share-based compensation. A summary of the Company's operating expenses by nature is as follows:

a) Cost of sales

A summary of the Company's cost of sales is as follows:

	Three months ended September 30,		Nine months ende September 30	
	2024	2023	2024	2023
	\$	\$	\$	\$
Cost of products/services	4,329	-	4,329	-
Consulting fees	210,698	291,606	645,062	608,603
Computer software & maintenance	-	-	-	-
Employee benefits	-	1,475	-	3,196
Salaries, wages, and commissions	3,946	742,611	356,530	2,066,234
	218,973	1,035,692	1,005,921	2,678,033

b) Sales and marketing

A summary of the Company's sales and marketing expense is as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2024	2023	2024	2023
	\$	\$	\$	\$
Advertising	16,168	81,362	117,171	453,751
Consulting fees	108,501	75,899	223,429	222,208
Employee benefits	2,715	15,061	35,467	55,484
Investor relations	280,905	153,084	562,636	1,347,431
Salaries, wages, and commissions	114,833	519,234	450,906	1,670,116
Software and other expenses	33,777	22,946	141,895	127,889
	556,899	867,586	1,531,504	3,876,879

c) General and administrative

A summary of the Company's general and administrative expense is as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2024	2023	2024	2023
	\$	\$	\$	\$
Compliance fees	29,045	144,751	145,860	336,417
Computer, software and maintenance	120,142	187,842	511,688	647,376
Consultant fees	34,169	67,130	187,293	232,195
Employee benefits	(2,518)	304,267	152,122	630,937
Interest expense	29,225	237,635	59,619	283,898
Management fees	34,665	55,624	441,406	763,405
Professional fees	158,548	354,574	610,477	1,495,667
Shipping and warehouse costs	135	-	453	-
Salaries and wages	380,778	774,045	1,342,814	2,220,000
Office, general and other expenses	175,323	(14,916)	484,110	766,684
	959,512	2,110,952	3,935,842	7,376,579

18. EXPENSES BY NATURE (continued)

d) Research and development

A summary of the Company's research and development expense is as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2024	2023	2024	2023
	\$	\$	\$	\$
Consulting fees	98,194	303,286	441,586	793,805
Employee benefits	1,952	19,072	18,297	50,956
Salaries and wages	91,972	413,256	506,860	1,169,400
Platform, maintenance and other expenses	74,898	328,053	383,327	806,672
	267,016	1,063,667	1,350,070	2,820,833

19. SEGMENT INFORMATION

The Chief Operating Decision Maker ("CODM") of the Company has been identified as the Chief Financial Officer, who makes strategic decisions and allocates resources based on the information available by operating segment. The CODM determines the reportable segments of the Company based on the availability of discrete financial results and the nature of operations relating to each operating segment. The CODM identified three reportable segments being 1) the eCommerce platforms, 2) the technology services provided for eCommerce, virtual events, higher education and advertising, and 3) general corporate activities.

During the year ended December 31, 2022, the Company decided to discontinue the eCommerce platforms, resulting in this segment being reported as discontinued operations (Note 7). As at September 30, 2024, the Company's sole continuing operation that generates revenue is technology services.

20. SUPPLEMENTAL CASH FLOW DISCLOSURES

A summary of the Company's supplemental cash flow disclosures is as follows:

	Nine months ended		
	September 30,		
	2024	2023	
	\$	\$	
Non-cash share issuance costs	-	190,801	
Distribution of equity interest to non-controlling interest	-	1,750,000	
Proceeds from securities issued to non-controlling interest:			
Proceeds from employee pay program in ARway	260,652	-	
Proceeds from employee pay program in Toggle	340,121	97,390	
Proceeds from spin-out share issuance in Toggle	-	2,158,356	
Proceeds from spin-out share issuance in ARway	-	262,352	
Proceeds from warrants exercised in ARway	-	164,162	
	600,772	2,682,260	

21. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

As at September 30, 2024, the Company's financial assets and liabilities include cash and cash equivalents, trade receivables, deferred consideration, and accounts payable and accrued liabilities. These instruments were classified as amortized cost.

The carrying values of cash and cash equivalents, receivables and accounts payable and accrued liabilities approximate their fair values because of their short-term nature. For deferred consideration, the carrying value is determined by discounting future cashflows at the effective interest rate. Any difference between the nominal value and present value is recognized in interest income.

21. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)

The Company is exposed to certain financial risks through its financial instruments. The risk exposures and the impact on the Company's financial instruments are summarized below.

a) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to fulfill its contractual obligations. The Company is exposed to credit risk through its cash and cash equivalents, trade receivables, deferred consideration and contract asset. The Company mitigates credit risk related to cash by placing cash with sound financial institutions. For sales contracts and trade receivables, the Company trades with recognized creditworthy third parties and regularly reviews the collectability of its accounts receivable. The deferred consideration is subject to credit risk, reliant on PET's future profitability and the purchaser's financial stability, with potential impacts on the timing and amount of cash flows received. The Company assesses this risk by monitoring the financial performance of PET and evaluating the purchaser's ability to meet its payment obligations.

b) Liquidity risk

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. The Company's main source of cash resources is through equity financing. The Company's financial obligations are limited to its current liabilities which have contractual maturities of less than one year and lease liabilities that have a fixed schedule of payment.

As at September 30, 2024, the Company had cash and cash equivalents of \$102,175 (December 31, 2023 - \$907,847) and working capital deficit of \$4,201,630 (December 31, 2023 - \$2,206,405).

c) Currency risk

The Company is exposed to the financial risk related to the fluctuation of foreign exchange rates. The Company operates in Canada and a portion of the Company's expenses are incurred in USD. A significant change in the currency exchange rates between the Canadian dollar relative to the USD could affect the Company's results of operations, financial position or cash flows. The Company has not hedged its exposure to currency fluctuations. As at September 30, 2024, the Company is exposed to currency risk through cash and cash equivalents, receivables, deferred consideration and accounts payable denominated in USD. A 10% change in exchange rate could increase or decrease the Company's net loss by \$75,439.

d) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company is not exposed to interest rate risk as there is no financial asset or liability that has a variable interest rate.

22. CAPITAL MANAGEMENT

The Company's definition of capital includes equity, comprising share capital, reserves, accumulated other comprehensive income, deficit and non-controlling interest. The Company's objective when managing capital is to maintain its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders. As at September 30, 2024, the Company had shareholders' deficiency of \$3,979,220 (December 31, 2023 - \$1,500,563).

The Board of Directors does not establish quantitative return on capital criteria for management but rather relies on the expertise of the Company's management and consultants to sustain future development of the business. The Company obtains funding primarily through equity issuance. Management reviews its capital management approach on an ongoing basis and believes that this approach is reasonable given the relative size of the Company. There were no changes to the Company's approach to capital management during the nine months ended September 30, 2024.

The Company is not subject to any externally imposed capital requirements.

23. CONTINGENT LIABILITY

During the year ended December 31, 2020, the Company has received a legal claim against the Company in respect of the acceleration term on the right to exercise certain warrants. As at September 30, 2024, the claim remains at the preliminary stage. It is premature to determine the outcome of this claim.

24. SUBSEQUENT EVENTS

From October 17, 2024 to October 29, 2024, the Company has issued 4,939,790 common shares upon the exercise of warrants related to the employee pay program.