BIRCHTREE INVESTMENTS LTD.

CONDENSED INTERIM FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED NOVEMBER 30, 2023 AND 2022

(EXPRESSED IN CANADIAN DOLLARS)

(UNAUDITED)

Birchtree Investments Ltd.
Condensed Interim Statements of Financial Position
(Expressed in Canadian Dollars)
(Unaudited)

As at		November 30, 2023		August 31, 2023
ASSETS				
Current				
Cash	**$**	**72,949**	$	94,141
Subscription receivable		**1,800**		1,800
Prepaid insurance		**8,279**		12,245
Total current assets		**83,028**		108,186
Convertible debenture (note 3)		**-**		593,772
Investments (note 3)		**2,906,196**		1,513,137
Total assets	**$**	**2,989,224**	$	2,215,095
LIABILITIES				
Accounts payable and accrued liabilities	**$**	**116,440**	$	110,611
Insurance loan payable		**5,402**		9,454
Total liabilities	**$**	**121,843**	$	120,065
SHAREHOLDERS' EQUITY				
Share capital (note 4)	**$**	**5,468,140**	$	5,468,140
Contributed surplus		**59,763**		51,415
Deficit		**(2,660,522)**		(3,424,525)
Total shareholders' equity		**2,867,380**		2,095,030
Total liabilities and shareholders' equity	**$**	**2,989,224**	$	2,215,095

Nature of operations and going concern (note 1)

Approved on behalf of the Board:

"Vitali Savitski"	"James Greig"
Director	**Director**

Birchtree Investments Ltd.
Condensed Interim Statements of Income (Loss) and Comprehensive Income (Loss)
(Expressed in Canadian Dollars)
(Unaudited)

Three Months Ended	November 30, 2023	November 30, 2022
Income (loss)		
Realized gain (loss) on sale of investments (note 3)	**$ 5,254**	$ -
Unrealized gain (loss) on investments (note 3)	**828,822**	(35,939)
Interest income (note 3)	**4,941**	14,991
Income (loss) from investments	**839,015**	(20,948)
Expenses		
Investor relations	**4,059**	-
Office and general	**10,895**	405
Professional fees (note 9)	**51,711**	6,469
Share-based compensation (note 5)	**8,348**	-
Total operating expenses	**75,013**	6,874
Net income (loss) for the period	**$ 764,003**	$ (27,822)
Net income (loss) per share – basic/diluted (note 6)	**0.01**	(0.00)
Weighted average number of common shares outstanding – basic/diluted (note 6)	**78,515,500**	73,353,500

Birchtree Investments Ltd.
Condensed Interim Statements of Cash Flows
(Expressed in Canadian Dollars)
(Unaudited)

Three Months Ended		**November 30, 2023**		**November 30, 2022**
Operating activities				
Net income (loss) for the period	**$**	**764,003**	$	(27,822)
Items not affecting cash:				
Accrued interest income		**(4,941)**		(14,959)
Realized gain on sale of investments (note 3)		**(5,254)**		-
Unrealized loss on investments (note 3)		**(828,822)**		35,939
Share-based compensation (note 5)		**8,348**		-
Changes in non-cash working capital items:				
Prepaid insurance		**3,966**		
Accounts payable and accrued liabilities		**5,829**		(69,065)
Insurance loan payable		**(4,052)**		-
Net cash used in operating activities		**(60,922)**		(75,907)
Investing activities				
Purchase of investments		**-**		-
Sale of investments		**39,730**		-
Net cash used in investing activities		**39,730**		-
Net change in cash		**(21,193)**		(75,907)
Cash, beginning of period		**94,141**		289,139
Cash, end of period	**$**	**72,949**	$	213,232

Birchtree Investments Ltd.
Condensed Interim Statements of Changes in Shareholders' Equity
(Expressed in Canadian Dollars)
(Unaudited)

	Number of Shares	Share Capital	Contributed Surplus	Deficit	Total
Balance, August 31, 2022	**77,515,500**	**$ 5,321,000**	**$ 130,340**	**$ (2,588,651)**	**$ 2,862,689**
Net income (loss) for the period	-	-	-	(27,822)	(27,822)
Balance, November 30, 2022	**77,515,500**	**$ 5,321,000**	**$ 130,340**	**$ (2,616,473)**	**$ 2,834,867**
Balance, August 31, 2023	**78,515,500**	**$ 5,468,140**	**$ 51,415**	**$ (3,424,525)**	**$ 2,095,030**
Share-based compensation (note 5)	-	-	8,348	-	8,348
Net income (loss) for the period	-	-	-	764,003	764,003
Balance, November 30, 2023	**78,515,500**	**$ 5,468,140**	**$ 59,763**	**$ (2,660,522)**	**$ 2,867,380**

1. NATURE OF OPERATIONS AND GOING CONCERN

Birchtree Investments Ltd. (previously Greenridge 4.0 Acquisitions Corp.) ("Birchtree" or the "Company") was incorporated under the Business Corporations Act (British Columbia) on February 2, 2021. The registered head office of the Company is 2900-550 Burrard Street, Vancouver, BC V6C 0A3, Canada. The Company is an investment company with the long-term goal of divesting its investment assets at a profit with a focus on (i) early stages of a target company's development, (ii) technologies that are developed and validated but may be in the early stage of commercialization, or (iii) target companies that require strategic guidance and thus are undervalued.

The Company filed a notice of alteration of its articles in order to change its name to "Birchtree Investments Ltd." on June 23, 2021 in order to coincide with the voluntary dissolution of its subsidiary, Birchtree Investments Limited ("Limited"). Limited was incorporated under the Business Corporations Act (British Columbia) on January 29, 2021 and was voluntarily dissolved on June 9, 2021. On May 18, 2021, pursuant to a share exchange agreement Birchtree issued 54,100,000 common shares as consideration for acquisition of the 54,100,000 outstanding common shares in the capital of Limited. The acquisition was accounted for as a reverse takeover ("RTO") whereby Limited was identified as the acquirer for accounting purposes and the resulting condensed interim financial statements are presented as a continuance of Limited. The Company began trading on the Canadian Securities Exchange ("CSE") under the trading symbol "BRCH" as of market open on March 1, 2023.

These condensed interim financial statements have been prepared on a going concern basis, which contemplates the realization of assets and settlement of liabilities in the normal course of business as they come due. For the three months ended November 30, 2023, the Company reported a net income of $764,003 (three months ended November 30, 2022 - net loss of $27,822) and had a cash outflow from operating activities of $60,922 (three months ended November 30, 2022 - cash outflow of $75,907). The Company has a cash balance of $72,949 (August 31, 2023 - $94,141) which includes restricted cash in legal counsel's trust account of $29,086 (August 31, 2023 - $29,086). The Company's ability to continue as a going concern is dependent upon its ability to develop and maintain profitable operations or to obtain additional financing. However, there is no assurance that the outcome of these matters will be successful and, as a result, there are material uncertainties that might cause significant doubt regarding the going concern assumption.

These condensed interim financial statements do not give effect to any adjustments which would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in the accompanying condensed interim financial statements. Such adjustments could be material.

2. BASIS OF PREPARATION

Statement of compliance

The Company applies International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). These condensed interim financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting. Accordingly, they do not include all of the information required for full annual financial statements.

The same accounting policies and methods of computation are followed in these condensed interim financial statements as compared with the most recent annual financial statements as at and for the year ended August 31, 2023. Any subsequent changes to IFRS that are given effect in the Company's annual financial statements for the year ending August 31, 2024 could result in restatement of these condensed interim financial statements.

These condensed interim financial statements were approved and authorized for issuance by the Board of Directors on January 25, 2024.

(Expressed in Canadian Dollars)

Accounting standards issued and adopted

In January 2020, the International Accounting Standards Board (IASB) issued amendments to IAS 1 which were incorporated into Part I of the CPA Canada Handbook in April 2020. The amendments clarify the requirements for classifying liabilities as either current or non-current by specifying the conditions which exist at the end of the reporting period that determine if a right to defer settlement of a liability exists. The amendments apply on or after January 1, 2023. The Company adopted the amendments on January 1, 2023 and there was no impact on the condensed interim financial statements upon adoption of this policy.

In February 2021, the IASB issued amendments to IAS 1 "Presentation of Financial Statements" and IFRS Practice Statement 2 "Making Materiality Judgments" which were incorporated into Part I of the CPA Canada Handbook in September 2021. The amendments help entities provide accounting policy disclosures that are more useful to primary users of financial statements by replacing the requirement to disclose “significant” accounting policies under IAS 1 with a requirement to disclose “material” accounting policies. Under this, an accounting policy would be material if, when considered together with other information included in an entity’s financial statements, it can reasonably be expected to influence decisions that primary users of general-purpose financial statements make on the basis of those financial statements. The amendments apply on or after January 1, 2023. The Company adopted the amendments on January 1, 2023 and there was no impact on the condensed interim financial statements upon adoption of this policy.

In May 2021, the IASB issued amendments to the recognition exemptions under IAS 12 Income Taxes which were incorporated into Part I of the CPA Canada Handbook in September 2021.The amendments require an entity to recognize deferred tax on initial recognition of particular transactions, to the extent that transaction gives rise to equal taxable and deductible temporary differences. These amendments apply to transactions for which an entity recognizes both an asset and liability, for example leases and decommissioning liabilities. The amendments are effective on or after January 1, 2023. The Company adopted the amendments on January 1, 2023 and there was no impact on the condensed interim financial statements upon adoption of this policy

3. INVESTMENTS

The Company’s investments are financial instruments and have been classified at fair value through profit and loss with gains and losses recorded in net income. Investment transactions are recorded on a trade date basis.

	August 31, 2023				November 30, 2023				Change in Unrealized / Realized
Investment	**Number**	**Cost**	**FMV**	**Unrealized**	**Number**	**Cost**	**FMV**	**Unrealized**	**P&L Impact**
ThreeD Capital Inc.									
Common Shares	106,082	$ 121,995	$ 34,477	$ (87,518)	-	$ -	$ -	$ -	$ 5,253
Ehave Inc.									
Common Shares	1,743,861	$ 350,000	$ 235	$ (349,765)	1,743,861	$ 350,000	$ 4,032	$ (345,968)	$ 3,796
Xebra Brands Ltd.									
Common Shares	350,000	$ 281,936	$ 7,000	$ (274,936)	350,000	$ 281,936	$ 10,500	$ (271,436)	$ 3,500
Bluecorp Capital Corp.									
Common Shares	10,000,000	$ 500,000	$ 500,000	$ -	10,000,000	$ 500,000	$ 500,000	$ -	$ -
American Aires									
Common Shares	4,100,000	$ 391,145	$ 41,000	$ (350,145)	7,062,366	$ 989,858	$ 1,412,473	$ 422,615	$ 772,760
Warrants	18,810,000	$ -	$ 65,008	$ 65,008	1,881,000	$ -	$ 162,204	$ 162,204	$ 97,196
Firstpayment Inc.									
Common Shares	600,000	$ 150,000	$ 30,000	$ (120,000)	600,000	$ 150,000	$ 30,000	$ (120,000)	$ -
Warrants	300,000	$ -	$ -	$ -	-	$ -	$ -	$ -	$ -
Sommerset Energy									
Common Shares	1,670,000	$ 501,000	$ 751,500	$ 250,500	1,670,000	$ 501,000	$ 751,500	$ 250,500	$ -
Warrants	835,000	$ -	$ 83,918	$ 83,918	835,000	$ -	$ 35,488	$ 35,488	$ (48,430)
Total		**$ 2,296,076**	**$ 1,513,138**	**$ (782,938)**		**$ 2,772,794**	**$ 2,906,195**	**$ 133,401**	**$ 834,075**

Investment in ThreeD Capital Inc. ("ThreeD")

As at August 31, 2023, the Company had 106,082 common shares of ThreeD. During the three months ended November 30, 2023, the Company sold its entire position in ThreeD (November 30, 2022 – no transactions) as part of portfolio rebalancing. The investment in common shares is considered Level 1 in the fair value hierarchy. As a result of changes in the fair market value of the shares held in ThreeD a realized gain of $5,253 (November 30, 2022 - unrealized loss of $38,190) has been recorded in the condensed interim statements of income (loss) and comprehensive income (loss) during the three months ended November 30, 2023.

Investment in Ehave, Inc. ("Ehave")

As at August 31, 2023 and November 30, 2023, the Company had 1,743,861 common shares of Ehave. There were no transactions involving Ehave during the three months ended November 30, 2023 and 2022. The investment in common shares is considered a Level 1 in the fair value hierarchy. As a result of changes in the fair market value of the shares held in Ehave an unrealized gain of $3,796 (November 30, 2022 – unrealized loss of $5,175) has been recorded in the condensed interim statements of income (loss) and comprehensive income (loss) during the three months ended November 30, 2023.

Investment in Xebra Brands Ltd. ("Xebra")

As at August 31, 2023 and November 30, 2023, the Company had 350,000 common share of Xebra. There were no transactions involving Xebra during the three months ended November 30, 2023 and 2022. The investment in common shares is considered Level 1 in the fair value hierarchy. As a result of changes in the fair market value in Xebra an unrealized gain of $3,500 (November 30, 2022 – unrealized loss of $43,750) has been recorded in the condensed interim statements of income (loss) and comprehensive income (loss) during the three months ended November 30, 2023.

Investment in Bluecorp Capital Corp. ("Bluecorp")

As at August 31, 2023 and November 30, 2023, the Company had 10,000,000 common shares of Bluecorp. There were no transactions involving Bluecorp during the three months ended November 30, 2023 and 2022. The investment in these common shares is considered a Level 3 in the fair value hierarchy as Bluecorp is a private company. As a result of changes in the fair market value of Bluecorp an unrealized gain/loss of $nil (November 30, 2022 - $nil) has been recorded in the condensed interim statements of income (loss) and comprehensive income (loss) during the three months ended November 30, 2023.

Investment in American Aires Inc. ("American Aires")

As at August 31, 2023, the Company held 4,100,000 common shares and 18,810,000 warrants of American Aires. During the three months ended November 30, 2023 (November 30, 2022 – no transactions), the Company had the following transactions with respect to American Aires:

- On September 12, 2023, American Aires Inc. performed a 10:1 stock consolidation which resulted in the Company's holdings changing from 4,100,000 common shares and 18,810,000 warrants to 410,000 common shares and 1,881,000 warrants.

- On September 26, 2023, the Company converted all its outstanding convertible debenture balance of $578,000 plus accrued interest of $20,713 into 6,652,366 common shares of American Aires Inc. at a price of $0.09 per share. This conversion has resulted in the Company owning 19% of the outstanding common shares of American Aires Inc. Management has performed its assessment over the Company's exposure to American Aires Inc. and concluded that there is no significant influence.

The investment in common shares is considered Level 1 in the fair value hierarchy. As a result of changes in the fair market value of the shares held in American Aires an unrealized gain of $772,760 (November 30, 2022 – unrealized gain of $20,500) has been recorded in the condensed interim statements of income (loss) and comprehensive income (loss) during the three months ended November 30, 2023.

(Expressed in Canadian Dollars)

The investment in warrants is considered Level 2 in the fair value hierarchy. As a result of changes in the fair market value of the warrants held in American Aires an unrealized gain of $97,196 (November 30, 2022 – unrealized gain of $79,057) has been recorded in the condensed interim statements of income (loss) and comprehensive income (loss) during the three months ended November 30, 2023.

Investment in Firstpayment Inc. ("Firstpayment")

As at August 31, 2023 and November 30, 2023, the Company had 600,000 common shares of Firstpayment. There were no transactions involving Firstpayment during the three months ended November 30, 2023 and 2022, except for 300,000 outstanding warrants expiring unexercised on October 29, 2023. The investment in these common shares is considered a Level 3 in the fair value hierarchy as Firstpayment is a private company. As a result of changes in the fair market value of Firstpayment an unrealized gain/loss of $nil (November 30, 2022 - $nil) has been recorded in the condensed interim statements of income (loss) and comprehensive income (loss) during the three months ended November 30, 2023.

Somerset Energy Partners ("Somerset")

As at August 31, 2023 and November 30, 2023, the Company had 1,670,000 common shares and 835,000 warrants of Somerset. There were no transactions involving Somerset during the three months ended November 30, 2023 and 2022. The investment in these common shares and warrants is considered Level 3 in the fair value hierarchy as Somerset is a private company. As a result of changes in the fair market value in Somerset common shares an unrealized loss of gain/loss of $nil (November 30, 2022 – $nil) has been recorded in the condensed interim statements of income (loss) and comprehensive income (loss) during the three months ended November 30, 2023. As a result of changes in the fair market value in Somerset warrants an unrealized loss of $48,430 (November 30, 2022 - unrealized loss of $39,810) has been recorded in the condensed interim statements of income (loss) and comprehensive income (loss) during the three months ended November 30, 2023.

4. SHARE CAPITAL

(a) Authorized share capital

The Company is authorized to issue an unlimited number of common shares without par value.

(b) Common shares issued

	Shares		Amount
Balance August 31, 2022	**77,515,500**	**$**	**5,321,000**
No activity	-		-
Balance November 30, 2022	**77,515,500**	**$**	**5,321,000**
Balance August 31, 2023	**78,515,500**	**$**	**5,468,140**
No activity	-		-
Balance November 30, 2023	**78,515,500**	**$**	**5,468,140**

5. STOCK OPTIONS

The Company has adopted an incentive stock option plan. Options may be granted for a maximum term of ten years from the date of the grant. They are not transferable. Unless the Board determines otherwise, options shall be exercisable in whole or in part at any time during this period. Options expire within 90 days of termination of employment or holding office as director or officer of the Company and, in the case of death, expire within a maximum period of one year after such death, subject to the expiry date of the option.

(Expressed in Canadian Dollars)

	Number of Stock options	Weighted Average Exercise Price ($)
Balance, September 1, 2022	**-**	**-**
Issued (i)	1,550,000	0.10
Balance, August 31, 2023	**1,550,000**	**0.10**
Issued (ii)	1,000,000	0.05
Balance, November 30, 2023	**2,550,000**	**0.08**

(i) On February 16, 2023, the Company granted stock options to directors and officers to purchase 1,550,000 common shares of the Company at an exercise price of $0.10 for a period of 5 years following the date of grant which vest immediately. The options were valued at $51,415 using a Black-Scholes valuation model with the following assumptions: share price of $0.05 per common shares, expected dividend yield of 0%, expected volatility of 100%, risk-free rate of 3.45%, and expected life of 5 years.

(ii) On October 2, 2023, the Company granted stock options to an incoming CFO to purchase 1,000,000 common shares of the Company at an exercise price of $0.05 for a period of 3 years following the date of grant which vest immediately. The options were valued at $8,348 using a Black-Scholes valuation model with the following assumptions: share price of $0.01 per common shares, expected dividend yield of 0%, expected volatility of 200%, risk-free rate of 4.03%, and expected life of 3 years.

6. GAIN (LOSS) PER SHARE

Basic income (loss) per share is computed using the weighted average number of common shares outstanding during the year. The treasury stock method is used for the calculation of diluted income per share, whereby all “in the money” stock options and share purchase warrants are assumed to have been exercised at the beginning of the period and the proceeds from their exercise are assumed to have been used to purchase common shares at the average market price during the period. When a loss is incurred during the period, basic and diluted loss per share are the same, as the inclusion of stock options and warrants is anti-dilutive.

Three Months Ended November 30	**2023**	**2022**
Weighted average shares outstanding -basic	**78,515,500**	73,353,500
Dilutive effect of warrants and options	**-**	-
Weighted average shares outstanding -diluted	**78,515,500**	73,353,500
Income (loss) per share -basic & diluted	**$ 0.01**	$ (0.00)

7. FINANCIAL INSTRUMENTS AND OBJECTIVES AND POLICIES

Risk Management

In the normal course of business, the Company is exposed to a number of risks that can affect its operating performance. These risks, and the actions taken to manage them, are as follows:

Fair Values

The Company has designated its cash as FVTPL which are measured at fair value. Fair value of cash is determined based on transaction value and is categorized as a Level One measurement.

- Level One - includes quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level Two - includes inputs that are observable other than quoted prices included in Level One.
- Level Three - includes inputs that are not based on observable market data.

(Expressed in Canadian Dollars)

The following tables present the Company's financial instruments that have been measured at fair value as at November 30, 2023 and August 31, 2023:

As at November 30, 2023		**Level 1**		**Level 2**		**Level 3**		**Total**
Cash	$	72,949	$	-	$	-	$	72,949
Investments - Common Shares	$	1,427,005	$	-	$	1,281,500	$	2,708,505
Investments - Warrants	$	-	$	162,204	$	35,488	$	197,691

As at August 31, 2023		**Level 1**		**Level 2**		**Level 3**		**Total**
Cash	$	94,141	$	-	$	-	$	94,141
Investments - Common Shares	$	82,712	$	-	$	1,281,500	$	1,364,212
Investments - Warrants	$	-	$	65,008	$	83,918	$	148,926

Credit Risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. As at November 30, 2023, management believes that the credit risk with respect to cash and subscription receivable is minimal. Cash is held with reputable Canadian financial institutions, and receivables are from trusted institutions or individuals from which management believes the risk of loss to be minimal.

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 liquidity and operating results may be adversely affected if the Company's access to the capital market is hindered, whether as a result of a downturn in stock market conditions generally or matters specific to the Company. The Company generates cash flow primarily from its financing activities. As at November 30, 2023, the Company had cash of $72,949 to settle current liabilities of $121,843. All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms. The Company regularly evaluates its cash position to ensure preservation and security of capital as well as liquidity.

Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market risk factors.

Price risk

Price risk is the risk that the value of financial instruments will fluctuate as a result of changes in market prices (other than those arising from interest rate risk or currency risk), whether caused by factors specific to an individual investment, its issuer, or all factors affecting all instruments traded in a market or market segment. All investments present a risk of loss of capital. This risk is managed through a careful selection of investments and other financial instruments within the parameters of the investment strategies.

Price risk typically arises from exposure to equity and commodity securities. If the prices on the respective exchanges for these securities increased or decreased by 10%, all other variables held constant the investment value could have increased or decreased by approximately $290,620 (August 31, 2023 - $151,314).

8. CAPITAL MANAGEMENT

The Company's objective when managing its capital is to ensure sufficient financial flexibility to achieve the ongoing business objectives including funding of future growth opportunities, and pursuit of accretive acquisitions and to maximize shareholder return through enhancing the share value. The Company monitors its capital structure and makes adjustments according to market conditions in an effort to meet its objectives given the current outlook of the business and industry in general. The Company may manage its capital structure by issuing new shares, repurchasing outstanding shares, adjusting capital spending, or disposing of assets. The capital structure is reviewed by management and the Board of Directors on an ongoing basis. The Company's ability to continue to carry out its planned activities is uncertain and dependent upon the continued financial support of its shareholders and securing additional financing. The Company considers its capital to be equity, which comprises share capital, warrants, contributed surplus and accumulated deficit, which as at November 30, 2023 totaled $2,867,380 (August 31, 2023 - $2,095,029). Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

9. RELATED PARTY TRANSACTIONS

Related parties include the Board of Directors, officers, close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions.

The Chief Financial Officer ("CFO") of the Company is the managing director of Marrelli Support Services Inc. ("MSSI"). During the three months ended November 30, 2023, the Company incurred professional fees of $13,095 (three months ended November 30, 2022 - $6,470) to MSSI. These services were incurred in the normal course of operations for general accounting and financial reporting matters and CFO fees. As at November 30, 2023, MSSI was owed $nil (August 31, 2023 - $842), with respect to services provided, and this amount was included in accounts payable and accrued liabilities.

On September 28, 2023, the CFO of the Company (Marrelli Support Services Inc.) resigned from the position. This vacant position was filled by an existing director of the Company on September 30, 2023. On October 2, 2023, the new CFO was issued 1,000,000 stock options of the Company as described in Note 5. With the resignation of Marelli Support Service Inc. on September 28, 2023, all accounting and bookkeeping is performed in-house by one of the existing directors of the Company.

The Chief Executive Officer (“CEO”) of the Company entered a contract with the Company for a monthly compensation of $10,000 per month in June 2023 and during the three months ended November 30, 2023, the Company incurred professional fees of $30,000 to the CEO. As at August 31, 2023, CEO was owed $10,000 (August 31, 2023 - $10,000), with respect to service provided, and this amount was included in accounts payable and accrued liabilities. The CEO also acts as a chief financial officer of one portfolio investment company - American Aires Inc. The Company therefore had a related party debt (convertible debenture) outstanding with American Aires Inc. which was converted into the common shares as described in detail in note 3. Management has performed its assessment over the Company’s exposure to American Aires Inc. and concluded that there is no significant influence as at November 30, 2023.

10. SUBSEQUENT EVENTS

On December 1, 2023, the Company entered into two (2) loan agreements for aggregate proceeds of $50,000 (collectively, the “Loans”). The Loans are unsecured, bear an interest fee of 12% per annum and are due three (3) months from the receipt of funds. The lenders have the option to extend the Loans for an additional term of three (3) months. The proceeds from the loan will be used for general working capital. One of the loan agreements, for aggregate proceeds of $20,000, was entered into with an arm’s length party and the second loan agreement, for aggregate proceeds of $30,000 (the “Related Party Loan”), was entered into with a company that is controlled by a director and officer of the Company.