METAGUEST.AI INCORPORATED (Formerly BNSELLIT TECHNOLOGY INC.)

UNAUDITED INTERIM CONDENSED FINANCIAL STATEMENTS

March 31, 2024

NOTICE TO READER

In accordance with National Policy 51-102 released by the Canadian Securities Administrators, the Company discloses that its auditors have not reviewed these unaudited interim condensed consolidated financial statements, which have been prepared by management and approved by the Audit Committee and Board of Directors.

METAGUEST.AI INCORPORATED (Formerly BnSellit Technology Inc.) Consolidated Statements of Financial Position

As at	March 31 2024	December 31 2023
Assets		
Current assets		
Cash	\$ 37,616 \$	3,477
Accounts receivable	24,504	10,604
Prepaid expenses	11,512	13,923
GST/HST receivable	25,207	41,709
	 98,839	69,713
Deposits	3,580	3,580
Equipment (note 6)	1,899	2,053
Right of use asset (note 8)	244,025	266,902
Intellectual property (note 7)	 809,435	875,065
Total assets	\$ 1,157,778 \$	1,217,313
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities	\$ 284,354 \$	191,711
Deferred revenue (note 11)	81,863	46,180
Bridge loan (note 10)	-	232,374
Current portion of convertible debentures (note 9)	396,720	166,235
Lease liability (note 8)	 78,150	81,687
	841,087	718,187
Lease liability (note 8)	 161,031	177,481
	161,031	177,481
Total liabilities	 1,002,118	895,668
Shareholders' equity		
Share capital (note 12)	4,243,538	3,965,246
Shares to be issued (note 12)	-	55,843
Contributed surplus (note 12)	926,891	789,549
Equity portion of debentures (note 9)	30,912	17,479
Deficit	 (5,045,681)	(4,506,472)
Total shareholders' equity	155,660	321,645
Total liabilities and shareholders' equity	\$ 1,157,778 \$	1,217,313
NOTES:		
Going concern (note 2)		
Subsequent events (note 16)		
Approved on behalf of the Board		

"Doug McCartney" Director

"L. Evan Baergen" Director

METAGUEST.AI INCORPORATED (Formerly BnSellit Technology Inc.) Consolidated Statements of Net and Comprehensive Loss

For the three months ended March 31		2024	2023
Net revenue			
Revenue	\$	228,015 \$	27,411
Cost of sales	ψ	(12,214)	(5,316)
	\$	215,801 \$	22,095
Expenses			
Salaries, wages and benefits		287,636	123,184
Share based compensation (note 12(b))		137,342	131,723
Subcontractors		106,720	26,453
Depreciation		88,661	91,244
Professional fees		20,001	35,320
Office and administration		77,252	20,638
Interest and accretion		22,222	32,113
Travel		15,176	1,001
		755,010	461,676
Net and comprehensive loss	\$	(539,209) \$	(439,581)
Basic and diluted loss per share	\$	(0.01) \$	(0.01)
Weighted average number of shares outstanding		62,570,625	46,813,565

See accompanying notes to consolidated financial statements.

METAGUEST.AI INCORPORATED (Formerly BnSellit Technology Inc.) Consolidated Statements of Changes in Shareholders' Equity

	Number of	Share	Shares	(Contributed	(Convertible	Deficit	Total
	shares	capital	to be issued		Surplus		Debentures		
Balance as at December 31, 2022	46,813,565	\$ 2,987,547	\$ -	\$	242,780	\$	50,477	\$ (2,663,220) \$	617,584
Equity portion of debenture issuances (note 9)	-	-	-		-		5,983	-	5,983
Stock options issued (note 12(b))	-	-	-		131,723		-	-	131,723
Net and comprehensive loss for the period		-	-		-		-	(439,581)	(439,581)
Balance as at March 31, 2023	46,813,565	\$ 2,987,547	\$ _	\$	374,503	\$	56,460	\$ (3,102,801) \$	315,709
Balance as at December 31, 2023	61,429,934	\$ 3,965,245	\$ 55,843	\$	789,549	\$	17,479	\$ (4,506,472) \$	321,645
Share issuances (note 12(a))	1,415,432	278,293	(55,843)		-		-	-	222,449
Equity portion of debenture issuances (note 9)	-	-	-		-		13,433	-	13,433
Stock options issued (note 12(b))	-	-	-		137,342		-	-	137,342
Net and comprehensive loss for the period		-	-		-		-	(539,209)	(539,209)
Balance as at March 31, 2024	62,845,366	\$ 4,243,538	\$ -	\$	926,891	\$	30,912	\$ (5,045,681) \$	155,660

See accompanying notes to consolidated financial statements.

METAGUEST.AI INCORPORATED (Formerly BnSellit Technology Inc.) Consolidated Statements of Cash Flows

For the three monts ended March 31	2024	2023
Operating activities		
Net and comprehensive loss	\$ (539,209) \$	(439,581)
Non-cash items		
Depreciation	93,418	91,244
Interest and accretion	13,227	32,113
Share based compensation	137,342	131,723
Changes in non-cash working capital		
GST/HST receivable	16,502	(7,935)
Accounts receivable	(13,900)	17,636
Prepaid expenses	2,411	4,812
Deferred revenue	35,683	-
Accounts payable and accrued liabilities	 92,643	55,829
	(161,883)	(114,159)
Financing activities		
Shares issued	278,292	-
Shares to be issued	(55,843)	-
Issuance of convertible debentures	235,000	65,000
Payments on convertible debentures	-	(15,748)
Advance on bridge loan	(235,000)	-
Lease payments	 (26,427)	(26,950)
	196,022	22,302
Increase (decrease) in cash	34,139	(91,857)
Cash, beginning of period	 3,477	105,394
Cash, end of period	\$ 37,616 \$	13,537

See accompanying notes to consolidated financial statements.

1. Nature of operations

METAGUEST.AI INCORPORATED (Formerly BnSellit Technology Inc.) and its wholly owned subsidiary METAGUEST INCORPORATED (Formerly BnSellit Technology (US) Incorporated) (the "Company") were incorporated under the laws of Alberta on February 4, 2021 and Delaware on May 21, 2021 respectively. The Company holds intellectual property related to the METAGUEST, BNSELLIT and BNBUYIT applications for iOS and Android operating systems.

The Company's corporate office is at 122 Judge Road, Unit 2, Toronto, ON, M8Z 5B7. The Company's Class A common shares are listed on the Canadian Securities Exchange ("CSE") under the symbol METG.

2. Going concern

These consolidated financial statements have been prepared on a going concern basis which assumes the Company will continue operating for the foreseeable future and will be able to realize a return on its assets and discharge its liabilities and commitments in the ordinary course of its business.

For the three months ended March 31, 2024 the Company incurred a net and comprehensive loss of \$539,209 (three months ended March 31, 2023 - \$439,581) and deficit of 5,045,681 (December 31, 2023 - \$4,506,472). In assessing whether the going concern assumption is appropriate, management considers all available information about the future, which is at least, but not limited to, twelve months from the end of the reporting period. These conditions indicate the existence of material uncertainty that may cast significant doubt regarding the ability to continue of as a going concern.

The Company's continued existence is dependent upon the commercial success of the intellectual property and the Company's ability to raise additional capital or financing which is uncertain. These consolidated financial statements do not include any adjustments that would be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

3. Statement of compliance

These unaudited interim condensed consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), including International Accounting Standard ("IAS") 34, Interim Financial Reporting. These unaudited interim condensed consolidated financial statements do not include all of the information required for full annual audited financial statements and should be read in conjunction with the Company's annual audited financial statements which have been prepared in accordance with IFRS.

The unaudited interim condensed consolidated financial statements were authorized for issue by the Board of Directors on May 30, 2024.

4. Accounting policies

These unaudited interim condensed consolidated financial statements of the Company have been prepared following the same accounting policies and methods of computation as the annual audited consolidated financial statements at December 31, 2023. The disclosures included below are incremental to those included in the annual audited financial statements. These unaudited interim condensed consolidated financial statements should be read in conjunction with the annual audited financial statements and notes thereto for the year ended December 31, 2023.

5. Use of estimates and judgements

The preparation of the financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income, and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Key areas with estimate uncertainties are as follows:

- a. Indicators of impairment of IP Management is required to assess, at each reporting date, whether there are any indicators that the asset may be impaired. Management is required to consider information from both external and internal sources.
- b. Fair value of bridge loan and convertible debentures Management is required to determine the market interest rate for debt of the Company.
- c. Share based compensation Management is required to determine the appropriate valuation model and determine the inputs for the model. The Company has made estimates on the volatility of its shares as well as the interest rate. The Company has used the Black Scholes model.
- d. Leases The Company estimates the incremental borrowing rate used to measure the lease liability for the lease contract.

Key areas with judgments in applying accounting policies are as follows:

a. Going concern – Management is required to make a judgment on whether the Company will be able to continue as a going concern. See note 2.

6. Equipment

		mputer 1ipment
Cost		
As at December 31, 2022	\$	4,626
Additions		-
As at December 31, 2023		4,626
Additions		-
As at March 31, 2024	\$	4,626
Accumulated amortization		
As at December 31, 2022	\$	1,694
Amortization for the year		879
As at December 31, 2023		2,573
Amortization for the period		154
As at March 31, 2024	\$	2,727
Not Dool: Value		
Net Book Value	¢	2.052
As at December 31, 2023	\$	2,053
As at March 31, 2024	\$	1,899

7. METAGUEST platform intellectual property

Cost As at December 31, 2022 Additions	\$1,312,598
As at December 31, 2023	1,312,598
Additions	
As at March 31, 2024	\$1,312,598
Accumulated amortization As at December 31, 2022 Amortization for the year As at December 31, 2023 Amortization for the period As at March 31, 2024	\$ 175,013 262,520 437,533 65,630 \$ 503,163
Net Book Value As at December 31, 2023 As at March 31, 2024	\$ 875,065 \$ 809,435

8. Right of use asset and lease liability

The Company entered into a lease for an office facility during the period. The lease has a term of 23 months and expires October 31, 2023 with an interest rate of 6% per annum.

Right of use asset		
As at December 31, 2022	\$	194,694
Additions		274,528
End of lease		(194,694)
As at December 31, 2023	\$	274,528
Additions		-
As at March 31, 2024	\$	274,528
Accumulated amortization		
As at December 31, 2022	\$	110,045
Amortization for the period		92,275
End of lease		(194,694)
As at December 31, 2023	\$	7,626
Amortization for the period		22,877
As at March 31, 2024	\$	30,503
Net Book Value	¢	266.002
As at December 31, 2023	\$	266,902
As at March 31, 2024	\$	244,025
Lease liability		
As at December 31, 2022	\$	87,400
Additions		265,719
Lease interest		4,680
Lease payments		(98,631)
As at December 31, 2023	\$	259,168
Lease interest		6,440
Lease payments		(26,427)
	\$	239,181
Less: current portion		(78,150)
As at March 31, 2024	\$	161,031

The Company is committed to future lease payments as follows: 2024 - \$79,283 2025 - \$105,710 2026 - \$96,901

9. Convertible debentures

a) \$0.25 Debentures

On June 6, 2022 (\$100,000), June 30, 2022 (\$46,000), July 4, 2022 (\$90,000), September 12, 2022 (\$95,000), October 21, 2023 (\$112,000), November 9, 2022 (\$50,000), January 31, 2023 (\$25,000), February 28, 2023 (\$15,000) and March 2, 2023 (\$25,000) the Company issued 10% convertible debentures in the principal amount of \$558,000 (see Note 12 and Note 15).

The convertible debentures mature eighteen months from the issue date and are convertible at any point prior to maturity, at the option of the debenture holders, into Class A common shares of the Company at a price of \$0.25 per Class A common share. Interest on the principal amount outstanding is calculated and payable on the 30th of each month and was first payable on June 30, 2022.

If the volume weighted average price of the Class A common shares, on the Canadian Securities Exchange, for 10 consecutive trading days equals or exceed \$0.60, the Company may force conversion of all of the principal amount of the convertible debentures at the conversion price, upon giving holder fifteen days advance written notice.

Upon initial recognition, the Company allocated the proceeds between the components based on the fair value of the debt and the residual to the equity component. The fair value of the liability component of \$501,540 (December 31, 2022 - \$442,523) was determined using a market rate of 17%. The value of the equity component amounted to \$56,460 (December 31, 2022 - \$50,477).

On April 21, 2023, the Company settled \$388,000 of the convertible debentures for units of the Company at \$0.06 per unit.

As at March 31, 2024, the outstanding balances associated with the convertible debentures were as follows:

	March 31 E	Oecember 31
Liability component of the convertible debenture	 2024	2023
Opening balance	\$ 166,235 \$	454,749
Additions	-	59,017
Repayment on settlement	-	(388,000)
Loss on settlement	-	21,467
Accretion	2,775	19,002
Interest	4,238	27,927
Interest paid	 (4,238)	(27,927)
	\$ 169,010 \$	166,235
Less: Current portion	\$ 169,010	166,235
	\$ - \$	-

b) \$0.30 Debentures

On February 8, 2024, the Company closed a secured convertible loan in the amount of \$235,000 with a private lender, a company with common officers and directors of the Company. The convertible loan bears an interest rate of 12%, is convertible at a price of \$0.30 per common share and has a maturity date of February 6, 2025. The Corporation has also issued 117,500 share purchase warrants, to the Lender, exercisable for two years at a price of \$0.30 per share. The Convertible Loan is secured by a general security agreement between the parties. Proceeds of the Convertible Loan were used to repay the \$210,000 secured bridge loan (note 10).

Upon initial recognition, the Company allocated the proceeds between the components based on the fair value of the debt and the residual to the equity component. The fair value of the liability component of \$221,567 was determined using a market rate of 16%. The value of the equity component amounted to \$13,433.

9. Convertible debentures, continued

b) \$0.30 Debentures, continued

As at March 31, 2024, the outstanding balances associated with the convertible debenture were as follows:

	March 31	D	ecember 31
Liability component of the convertible debenture	2024		2023
Opening balance	\$ -	\$	-
Additions	235,000		-
Fair value discount	(13,433)		-
Interest	4,161		-
Accretion	 1,982		-
	\$ 227,710	\$	-
Less: Current portion	\$ 227,710		-
	\$ -	\$	-

10. Bridge loan

On December 14, 2022, the Company entered into a \$210,000 loan facility with an arms length individual investor. The loan bears an interest rate of 12%, a 2% structuring fee and was due on or before April 14, 2023. The loan was repaid on February 8, 2024.

As at March 31, 2024, the outstanding balances associated with the bridge loan were as follows:

	March 31	D	ecember 31
Loan	2024		2023
Additions	\$ 232,374	\$	206,419
Payments	(210,000)		
Accretion	-		3,581
Interest and fees	2,626		25,200
Interest paid	 (25,000)		(2,826)
	\$ -	\$	232,374

11. Deferred revenue

Sales include monthly subscription sales covering periods beyond March 31, 2024.

	March 31]	December 31
Deferred revenue	 2024		2023
Opening balance	\$ 46,180	\$	-
Additions from contracts with customers	 35,683		46,180
	\$ 81,863	\$	46,180
Less: Current portion	\$ 81,863	\$	46,180
	\$ -	\$	-

12. Share capital

(a) Capital

Authorized with an unlimited number of the following shares: Class A voting common shares

Class B non-voting common shares

Issued:

Class A common shares	Shares		Value
Balance as at December 31, 2023	61,429,934	\$	3,926,264
Issued (i - iii)	1,415,432		278,293
Balance as at March 31, 2024	62,845,366		4,204,557

- (i) On January 16, 2024, the Company issued 250,100 units at a deemed issue price of \$0.30 per unit for gross proceeds of \$75,030. Each unit consisted of one Class A common share and one half of one Class A common share purchase warrant, exercisable at \$0.50 for 18 months. The Company allocated the full value of the units to the shares using the residual method and estimating the fair value of the Class A common share.
- (ii) On March 12, 2024, the Company issued 433,650 units at a deemed issue price of \$0.30 per unit for gross proceeds of \$130,095. Each unit consisted of one Class A common share and one half of one Class A common share purchase warrant, exercisable at \$0.50 for 18 months. The Company allocated the full value of the units to the shares using the residual method and estimating the fair value of the Class A common share.
- (iii) During the period ended March 31, 2024, the Company issued 731,666 shares from the exercise of \$0.10 warrants for gross proceeds of \$73,167.

12. Share capital, continued

(b) Stock option plan

On June 10, 2022 the shareholders of the Company approved a stock option plan (the "Plan") under which the directors of the Company may grant options to qualified directors, officers and consultants of the Company. The exercise price of the options cannot be less than the closing price of the Company's shares on the trading day preceding the date of grant and the trading day. The maximum term of any option cannot exceed ten years. The maximum aggregate number of common shares under option at any time under the Plan shall not exceed 10% of the issued and outstanding Class A common shares on a non-diluted basis at any time.

A summary of the Company's stock option activity for the three months ended March 31, 2024 is as follows:

	Number Of	Weighted- Average Exercise
	Options	Price
Outstanding, December 31, 2023 and March 31, 2024	3,410,000	\$ 0.375

The weighted average remaining contractual life and weighted average exercise price of options outstanding and of options exercisable as at March 31, 2024 are as follows:

	Opt	Options Outstanding		Options Exercisable	
		Weighted-	Average		Weighted-
		Average	Remaining		Average
Exercise	Number	Exercise	Contractual	Number	Exercise
Price	Outstanding	Price	Life (years)	Exercisable	Price
\$0.375	3,410,000	\$0.375	3.2	2,406,667	\$0.375

(c) Warrants

During the three months ended March 31, 2024, 731,682 warrants at a price of \$0.10 were exercised.

During the three months ended March 31, 2024, 341,875 warrants were issued exercisable at a price of 0.50 expiring 18 months from the issue date (July 16, 2025 – 125,050 and September 12, 2025 – 216,825) (see note 12(a)(i - ii)).

During the three months ended March 31, 2024, 117,500 warrants were issued exercisable at a price of \$0.30 expiring on February 8, 2026 (see note 9(b)).

	Number of		
Warrants	Warrants	Value	
Balance as at December 31, 2023	7,308,177	\$	-
Warrants issued from units for cash	341,875		-
Warrants exercised for cash	(731,682)		-
Warrants issued as bonus on convertible debenture	117,500		
Balance March 31, 2024	7,035,870	\$	-

13. Related party transactions

During the three months ended March 31, 2024, the Company paid wages and related benefits to individuals related to a director of the Company in the amount of \$28,500 (three months ended March 31, 2023 - \$21,833).

During the three months ended March 31, 2024, the Company incurred fees of \$4,853 (three months ended March 31, 2023 - \$3,885) from companies related to directors of the Company for legal services.

The Company considers key management to be the CEO, CFO, CTO and COO. Key management compensation recognized in wages and related benefits and subcontractors as follows:

Three months ended March 31	2024	2023
Salaries, consulting and benefits	\$ 51,000	\$ 25,000
Share based compensation	51,634	51,067
	\$ 102,634	\$ 76,067

14. Capital management

The Company's objectives when managing capital is to safeguard its ability to continue as a going concern, provide adequate working capital and maintain cash on hand. The Company defines capital as the Company's shareholders' equity. At March 31, 2024 the Company had equity of \$155,660 (December 31, 2023 - \$321,644). The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets.

15. Financial instruments and risk management

Fair value measurements

Financial instruments carried at fair value on the statement of financial position are assessed using the following hierarchy based on the amount of observable inputs used to value the instrument.

- Level 1 Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions occur in sufficient frequency and volume to provide pricing information on an ongoing basis.
- Level 2 Pricing inputs are other than quoted prices in active markets included in Level 1. Prices in Level 2 are either directly or indirectly observable as of the reporting date. Level 2 valuations are based on inputs, including quoted forward prices for commodities, time value and volatility factors, which can be substantially observed or corroborated in the marketplace.
- Level 3 Valuations in this level are those with inputs for the asset or liability that are not based on observable market data. Assessment of the significance of a particular input to the fair value measurement requires judgment and may affect the placement within the fair value hierarchy level.

Due to the short term nature of the cash, accounts receivable and accounts payable and accrued liabilities the carrying value approximates its fair value. The bridge loan and convertible debenture have been recorded at fair value using market rates for debt with similar terms.

Liquidity risk

Liquidity risk is the potential for the Company to have difficulty in meeting its obligations associated with financial liabilities as they become due. The Company's financial liabilities consist of the accounts payable and accrued liabilities, bridge loan and convertible debentures. The accounts payable and accrued liabilities, bridge loan and the current portion of convertible debentures have contractual maturities of less than one year. The long term portion of convertible debentures in 2024.

16. Subsequent events

On April 12, 2024, the Company issued 312,550 units at a deemed issue price of \$0.30 per unit for gross proceeds of \$93,765. Each unit consisted of one Class A common share and one half of one Class A common share purchase warrant, exercisable at \$0.50 for 18 months.

17. Contingency

The Company received a statement of claim from a former capital markets service provider (the "Claimant"), stating that the Company did not provide a notice of termination of its marketing agreement (the "Agreement"). In July 2022, the Company and the Claimant amended the Agreement whereby the Claimant covenanted that it shall continue to perform its services as set forth in the Agreement until the expiration of the initial period (being October 5, 2022). The Company believes the allegations made in the statement of claim are entirely without merit and the action will be vigorously defended by the Company.