A copy of this preliminary prospectus has been filed with the securities regulatory authority in the Province of New Brunswick, but has not yet become final for the purpose of the sale of securities. Information contained in this preliminary prospectus may not be complete and may have to be amended. The securities may not be sold until a receipt for the prospectus is obtained from the securities regulatory authority.

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This prospectus does not constitute a public offering of securities.

PRELIMINARY PROSPECTUS

Non-Offering June 19, 2024

NEXTGEN DIGITAL PLATFORMS INC.

No securities are being offered pursuant to this preliminary long form non-offering prospectus (the "**Prospectus**"). This Prospectus is being filed with the securities regulatory authority in the Province of New Brunswick to enable NextGen Digital Platforms Inc. (the "**Company**" or "**NextGen**") to become a reporting issuer under the applicable securities legislation in the Province of New Brunswick.

This Prospectus does not constitute an offer to sell or the solicitation of an offer to buy any securities, and no securities are available for purchase pursuant to this Prospectus. As no securities are being offered pursuant to this Prospectus, no proceeds will be raised in connection with this Prospectus and all expenses incurred in connection with the preparation and filing of this Prospectus will be paid by the Company.

The Company has applied for a listing (the "**Listing**") of its common shares ("**Common Shares**") on the Canadian Securities Exchange (the "**Exchange**" or the "**CSE**"). As at the date hereof, the CSE has not conditionally approved the Listing, and there is no assurance that it will do so. The Listing will be subject to the Company fulfilling all of the listing requirements of the CSE, including meeting all minimum listing requirements, which cannot be guaranteed.

As of the date of this Prospectus, the Company does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities on the Toronto Stock Exchange, Cboe Canada Inc., a U.S. marketplace, or a marketplace outside Canada and the United States (other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc).

No underwriters or selling agents have been involved in the preparation of this Prospectus or performed any review or independent due diligence of the contents of this Prospectus. An investment in the Company's securities should be considered highly speculative, and involves a high degree of risk that should be considered by potential investors. There is no guarantee that an investment in the Company will earn any positive return in the short or long term. An investment in the Company is appropriate only for investors who are willing to risk a loss of all of their investment and who can afford to lose all of their investment. There are certain risk factors associated with an investment in the Company's securities. The risk factors included in this Prospectus should be reviewed carefully and evaluated by readers. See “*Risk Factors*” and “*Note Regarding Forward-Looking Information*”.

There is no market through which the securities of the Company may be sold. This may affect the pricing of the Company’s securities in the secondary market, the transparency and availability of trading prices, the liquidity of the Company’s securities and the extent of issuer regulation. See “*Risk Factors*” and “*Note Regarding Forward-Looking Information*”.

Readers are advised to consult their own tax advisors regarding the application of Canadian federal income tax laws to their particular circumstances, as well as any other provincial, foreign and other tax consequences of acquiring, holding, or disposing of the Common Shares, including the Canadian federal income tax consequences applicable to a foreign controlled Canadian corporation that acquires the Common Shares.

Readers should assume that the information appearing in this Prospectus is accurate only as of its date, regardless of its time of delivery. The Company’s business, financial condition, results of operations and prospects may have changed since that date.

NEXTGEN DIGITAL PLATFORMS INC.

Head Office

70 Trius Drive
Second Floor
Fredericton, New Brunswick
E3B 5E3

Registered Office

2200 HSBC Building
885 West Georgia Street
Vancouver, British Columbia
V6C 3E8

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GLOSSARY OF TERMS

The following is a glossary of certain general terms used in this Prospectus, including the summary hereof. Terms and abbreviations used in the financial statements and management's discussion and analysis included in, or appended to this Prospectus are defined separately and the terms and abbreviations defined below are not used therein, except where otherwise indicated. Words importing the singular, where the context requires, include the plural and vice versa and words importing any gender include all genders.

"**$**" means Canadian dollars.

"3727" means 1000103727 Ontario Limited.

"**AI**" means artificial intelligence.

"**Applicable Securities Law**" means applicable securities legislation, securities regulation and securities rules, as amended, and the policies, notices, instruments and blanket orders having the force of law, in force from time to time.

"**Audit Committee**" means the audit committee of the Company.

"**Audit Committee Charter**" means the Audit Committee's Charter, attached hereto as Schedule "E".

"**BCBCA**" means the *Business Corporations Act* (British Columbia), as amended, together with all regulations promulgated thereunder.

"**Board of Directors**" or "**Board**" means the board of directors of the Company.

"**Business Day**" means a day other than Saturday, Sunday or a statutory holiday in British Columbia, Canada.

"**CEO**" means Chief Executive Officer.

"CEO Agreement" has the meaning set forth under "*Executive Compensation*".

"**CFO**" means Chief Financial Officer.

"CFO Agreement" has the meaning set forth under "*Executive Compensation*".

"**Cloud AI Hosting**" has the meaning set forth under "*Narrative Description of the Business*".

"**Common Share**" means a common share in the capital of the Company.

"**company**" means unless specifically indicated otherwise, a corporation, incorporated association or organization, body corporate, partnership, trust, association or other entity other than an individual.

"**Company**" **or** "**NextGen**" means NextGen Digital Platforms Inc., a company organized under the laws of British Columbia.

"**CSE**" means the Canadian Securities Exchange.

"**Escrow Agent**" means the escrow agent of the Company, being Olympia Trust Company.

"**Escrow Agreement**" means the NP 46-201 escrow agreement to be entered into among the Company, the Escrow Agent and certain shareholders of the Company.

"**Escrowed Holders**" has the meaning set forth under "*Escrowed Securities and Resale Restrictions*".

"**GPU**" means graphics processing unit.

"**IFRS**" means the International Financial Reporting Standards as issued by the International Accounting Standards Board and interpretations of the International Financial Reporting Interpretation Committee.

“**Listing**” means the listing of the Common Shares on the CSE.

“**Listing Date**” means the date of the listing of the Common Shares on the CSE.

“**MD&A**” means management’s discussion and analysis of financial condition and operating results.

“**Named Executive Officer**” or “**NEO**” means:

(a) the CEO, or comparable position;

(b) the CFO, or comparable position;

(c) each of the Company’s three most highly compensated executive officers, other than the CEO and CFO, who were serving as executive officers at the end of the most recently completed financial year and whose total salary and bonus, individually, exceeds $150,000 per year; or

(d) any additional individuals for whom disclosure would have been provided under (c) except that the individual was not serving as an officer of the Company at the end of the most recently completed financial year.

“**NI 52-110**” means National Instrument 52-110 – *Audit Committees*, of the Canadian Securities Administrators.

“**NP 46-201**” means National Policy 46-201 – *Escrow for Initial Public Offerings*, of the Canadian Securities Administrators.

“**PCS**” has the meaning set forth under “*Narrative Description of the Business*”.

“**Permits Act**” has the meaning set forth under “*General Development of the Business*”.

“**Person**” means a company or individual.

“**Principals**” has the meaning set forth under “*Escrowed Securities and Resale Restrictions*”.

“**Regulation S**” means Regulation S promulgated under the U.S. Securities Act.

“**SEDAR+**” means the System for Electronic Document Analysis and Retrieval maintained by the Canadian Securities Administrators at http://www.sedarplus.ca/.

“**Shared Services Agreement**” means the shared services agreement entered into on November 1, 2022 between the Company and 3727 for general and administrative, corporate development and consultancy services.

“**Shareholders**” means holders of Common Shares.

“**Stock Option Plan**” has the meaning set forth under “*Options to Purchase Securities*”.

“**Transfer Agent**” means the transfer agent and registrar of the Company, being Olympia Trust Company.

“**United States**” or “**U.S.**” means the United States of America, its territories or its possessions, any state of the United States or the District of Columbia.

“**U.S. Securities Act**” means the United States Securities Act of 1933, as amended.

CURRENCY PRESENTATION

Unless otherwise noted, all currency amounts in this Prospectus are stated in Canadian dollars.

NOTE REGARDING FORWARD-LOOKING INFORMATION

This Prospectus contains forward-looking statements that relate to the Company's current expectations and views of future events. The forward-looking statements are contained principally in the sections entitled "*Prospectus Summary", "General Development of the Business", "Narrative Description of the Business", "Selected Financial Information and Management's Discussion and Analysis*" and "*Risk Factors*".

In some cases, these forward-looking statements can be identified by words or phrases such as "may", "might", "will", "expect", "anticipate", "estimate", "intend", "plan", "indicate", "seek", "believe", "predict" or "likely", or the negative of these terms, or other similar expressions intended to identify forward-looking statements. The Company has based these forward-looking statements on its current expectations and projections about future events and financial trends that it believes might affect its financial condition, results of operations, business strategy and financial needs. These forward-looking statements include, among other things, statements relating to:

- the Company's intention to complete the listing of the Common Shares on the CSE;
- the Company's business plans focussed on the acquisition and development of revenue-generating micro-technology platforms;
- the proposed development and operations of PCS (as defined in "*Narrative Description of The Business*");
- the proposed development and operations of Cloud AI Hosting (as defined in "*Narrative Description of The Business*");
- costs and timing of future acquisition and development activities;
- ability to attract and retain skilled management and staff, as applicable;
- market competition;
- the market for and potential revenues to be derived from the Company's products;
- timing and receipt of securities regulatory approvals;
- business objectives and milestones; and
- deployment of available funds, and adequacy of financial resources.

Such forward-looking statements are based on a number of material factors and assumptions, including, but not limited in any manner to, those disclosed elsewhere herein, and include sufficient working capital to acquire, develop and operate any proposed micro-technology platforms, access to adequate services and supplies, economic conditions, current and future Common Share prices, foreign currency exchange rates, interest rates, access to equity and debt markets and associated costs of funds, availability of a qualified work force, the future operational and financial activities of the Company generally, the Company's ability to obtain appropriate intellectual property applications and protections in a timely and cost-efficient manner, the regulatory framework governing intellectual property in the jurisdictions in which the Company will conduct its business and any other jurisdictions in which the Company may conduct its business in the future, the impact of competition on the Company, and anticipated and unanticipated costs. While the Company considers these material factors and assumptions to be reasonable based on information currently available to it, they may prove to be incorrect. Actual results may vary from such forward-looking information for a variety of reasons, including but not limited to risks and uncertainties disclosed in this Prospectus. See "*Risk Factors*".

For the reasons set forth above, investors should not place undue reliance on forward looking statements. This Prospectus includes many cautionary statements, including those stated under the heading "*Risk Factors*". You should read these cautionary statements as being applicable to all related forward-looking statements wherever they appear in this Prospectus.

References to certain websites in this Prospectus do not incorporate by reference the information on such website in this Prospectus, and the Company disclaims any such incorporation by reference. The information on such websites are from sources believed to be reliable, but that have not been independently verified by the Company. These links are included in this Prospectus for reference purposes only.

MARKET AND INDUSTRY DATA

This Prospectus includes market and industry data that has been obtained from third party sources, including industry publications. The Company believes that the industry data is accurate and that its estimates and assumptions are reasonable, but there is no assurance as to the accuracy or completeness of this data. Third party sources generally state that the information contained therein has been obtained from sources believed to be reliable, but there is no assurance as to the accuracy or completeness of included information. Although the data is believed to be reliable, the Company has not independently verified any of the data from third party sources referred to in this Prospectus or ascertained the underlying economic assumptions relied upon by such sources.

Unless otherwise indicated, information contained in this Prospectus concerning the Company's industry and the markets in which it operates, including general expectations and market position, market opportunities and market share, is based on information from independent industry organizations, other third-party sources (including industry publications, surveys and forecasts) and management estimates.

The Company's estimates are derived from publicly available information released by independent industry analysts and third-party sources as well as data from the Company's internal research, and include assumptions made by the Company which management believes to be reasonable based on their knowledge of the Company's industry and markets. The Company's internal research and assumptions have not been verified by any independent source, and it has not independently verified any third-party information. While the Company believes the market and industry data included in this Prospectus is generally reliable, such information is inherently imprecise. In addition, projections, assumptions and estimates of the Company's future performance and the future performance of the industry and markets in which it operates are necessarily subject to a high degree of uncertainty and risk due to a variety of factors, including those described under the headings "*Note Regarding Forward-Looking Information*" and "*Risk Factors*".

PROSPECTUS SUMMARY

The following is a summary of the principal features of this Prospectus and should be read together with the more detailed information and financial data and statements contained elsewhere in this Prospectus.

The Company: NextGen is a company incorporated under the BCBCA. See "*Corporate Structure*".

Business of the Company: The Company is a Canadian technology company specializing in the development and acquisition of revenue-generating micro-technology digital platforms. The Company's first business was PCS. Recently, the Company has been focusing its efforts on developing a line of business referred to as Cloud AI Hosting. The Company anticipates potential synergies between PCS and Cloud AI Hosting through shared marketing and the potential resale of workstations on PCS. From time to time the Company also intends to evaluate and acquire or develop other micro-technology platforms. See "*Narrative Description of the Business*".

Use of Proceeds: No securities are being offered pursuant to this Prospectus. As no securities are being offered pursuant to this Prospectus, no proceeds will be raised in connection with this Prospectus and all expenses incurred in connection with the preparation and filing of this Prospectus will be paid by the Company.

Listing: The Company has applied to list its Common Shares on the CSE. As at the date hereof, the CSE has not conditionally approved the Listing, and there is no assurance that it will do so. The Listing will subject to the Company fulfilling all of the listing requirements of the Exchange, which cannot be guaranteed.

Business Objectives & Milestones Based on the estimated funds that the Company believes will be available to it over the next 12 months, the Company seeks to achieve the business objectives set out below:

Business Objective	Milestone Description	Anticipated Cost	Achievement Timeline
Operation and Expansion of Cloud AI Hosting	Infrastructure upgrades, including network enhancements, hosting optimization, and the engagement of technical consultants	$15,000	Within 6 months of the Listing Date
	Workstation purchases (containing 10 to 15 GPUs in aggregate)	$75,000	Within 12 months of the Listing Date
Operation and Development of PCS	PCS website upgrade, including product listing updates and payment system optimization	$5,000	Within 3 months of the Listing Date
	Marketing and social media campaign	$5,000	Within 6 months of the Listing Date, and ongoing as needed
TOTAL:		**$100,000**	

The actual amount that the Company spends in connection with each intended use of funds may vary significantly from the amounts specified above and will depend on a number of factors including those listed under the heading "*Risk Factors*".

Available Funds: As at May 31, 2024, the Company had available working capital of approximately $365,000 and the Company's estimated use of these funds for the next twelve months is as follows:

Use of funds available	Amount
Expenditures:	
Estimated remaining cost of Listing[(1)]	$75,000
Investor relations activities	$10,000
Achievement of Business Objectives[(2)]	$100,000
Operating Expenses for the next 12 months[(3)]	$109,000
Subtotal	$294,000
Unallocated Working Capital	$71,000

Notes:

(1) Comprised of remaining legal fees for the Listing ($30,000), remaining CSE listing fees ($23,000), audit-related fees ($17,000), SEDAR+ fees ($3,000) and miscellaneous ($2,000).

(2) See "*Use of Proceeds – Business Objectives and Milestones*".

(3) Estimated operating expenses for the next 12 months include:

Operating Expenses 2024-2025 Budget	
Wages and salaries[(a)]	$36,000
Shared Services Agreement	$33,000
Transfer Agent, CSE and SEDAR+ Fees	$15,000
Legal fees (not including Listing)	$10,000
Audit fees	$15,000
Total	**$109,000**

Notes:

(a) Wages and salaries are expected to be comprised of the following upon Listing: $3,000 paid monthly to Branson Corporate Services Ltd. for controllership and bookkeeping services.

The Company intends to spend the funds available to it as stated in this Prospectus. However, there may be circumstances where, for sound business reasons, a reallocation of the funds may be necessary. The amounts set forth above may increase if we are required to carry out due diligence investigations regarding any prospective investment or business opportunity or if the costs of the Prospectus or Listing, or negotiating an applicable transaction, are greater than anticipated.

See "*Use of Proceeds – Funds Available and Use of Available Funds*", "*Financial Statements*", and "*Management's Discussion & Analysis*".

Directors and Officers of the Company:

Joel Freudman	*President, Chief Executive Officer and Director*
Robert Harrison	*Chief Financial Officer and Corporate Secretary*
Michael Rennie	*Director and Non-Executive Chair*
Steven Sirbovan	*Director*

See "*Directors and Executive Officers*".

Summary of Selected Financial Information:

The following table sets forth summary financial information of the Company from the audited financial statements for the last three completed financial years. This summary financial information should only be read in conjunction with the Company's audited financial statements, including the notes thereto, included in Schedule "A" and Schedule "C" to this Prospectus.

	As at March 31, 2024 and for the Fiscal Year Ended March 31, 2024 (audited)	As at March 31, 2023 and for the Fiscal Year Ended March 31, 2023 (audited)	As at March 31, 2022 and for the Fiscal Year Ended March 31, 2022 (audited)
Revenues	$1,474	$9,200	$nil
Net loss for the period	$130,327	$71,353	$13,650
Cash and Cash Equivalent	$247,677	$69,709	$nil
Total assets	$435,534	$96,202	$nil
Total liabilities	$30,167	$23,456	$13,650
Total shareholders' equity (deficiency)	$405,367	$72,746	$(13,650)

See "*Selected Financial Information and Management's Discussion and Analysis*."

Risk Factors: Due to the nature of the Company's businesses and the present stage of development of its businesses, the Company is subject to significant risks. Readers should carefully consider all such risks. Risk factors include, but are not limited to, global semiconductor shortage, post-pandemic changes in gaming and work habits, increasing adoption of AI and cloud-based applications in lieu of hardware usage, financing risks, the Company having a limited operating history and negative operating cash flow, information technology risks, cyber-attacks and security breaches, product innovation risks, business expansion and integration risks and others. For a detailed description of these and other risks see "*Risk Factors*".

CORPORATE STRUCTURE

The Company was incorporated under the name "1266457 B.C. Ltd." pursuant to the BCBCA on September 21, 2020. On October 21, 2022, the Company changed its name to "NextGen Digital Platforms Inc.". The Company's registered office and records office is located at Suite 2200, RBC Place, 885 West Georgia St., Vancouver, British Columbia, V6C 3E8, Canada. The Company's head office is located at 70 Trius Drive, Second Floor, Fredericton, New Brunswick, E3B 5E3. The Company's mailing address is PO Box 1385, 70 Trius Drive, Second Floor, Fredericton, New Brunswick, E3B 5E3.

The Company does not have any subsidiaries.

GENERAL DEVELOPMENT OF THE BUSINESS

Description of the Business

The Company is a Canadian technology company specializing in the development and acquisition of revenue-generating micro-technology digital platforms. The Company's first business was PCS. Recently, the Company has focused its efforts on developing its Cloud AI Hosting business. The Company anticipates potential synergies between PCS and Cloud AI Hosting through shared marketing and the potential resale of workstations on PCS. From time to time the Company also intends to evaluate and acquire or develop other micro-technology platforms. See "*Narrative Description of the Business*".

History

Financing history

On November 16, 2022, the Company completed a private placement issuing 5,000,000 Common Shares at an issue price of $0.02 per Common Share for gross proceeds of $100,000.

On February 17, 2023, the Company issued 1,154,980 Common Shares in a private placement at a price of $0.05 per Common Share, for gross proceeds of $57,749.

On June 15, 2023, the Company issued 500,000 Common Shares in the first tranche of a private placement at a price of $0.10 per Common Share, for gross proceeds of $50,000.

On September 26, 2023, the Company completed a crowdfunding private placement of 298,000 special warrants at a price of $0.10 per special warrant for aggregate gross proceeds of $29,800. In connection with the closing of the crowdfunding, the Company issued an additional 200,000 compensatory special warrants to Vested Technology Corp. Each special warrant entitled the holder to receive, upon voluntary exercise or deemed exercise by the Company, one Common Share without payment or additional consideration. On June 3, 2024, the 498,000 special warrants were exercised for 498,000 Common Shares.

On October 31, 2023, the Company issued 893,295 Common Shares in the second tranche of its private placement at a purchase price of $0.10 per Common Share, for gross proceeds of $89,329.

On March 27, 2024, the Company issued 2,070,000 Common Shares in the third tranche of its private placement at a purchase price of $0.10 per Common Share, for gross proceeds of $207,000.

Operating history

On January 20, 2023, the Company officially launched a predecessor website to PCS, its inaugural micro-technology platform that facilitates business-to-consumer sales of a range of premium gaming electronics and other specialized hardware. On March 14, 2023, the Company officially re-launched PCS in its current incarnation.

On April 12, 2023, PCS obtained authorized electronics reseller status from D&H Canada ("**D&H**"), a recognized Canadian distributor of IT, business technology and other consumer electronics. As an authorized reseller, the Company is granted access to D&H's comprehensive catalogues of technology products and services, which includes but is not limited to computer hardware, software, networking equipment, consumer electronics, and other relevant offerings.

On May 17, 2023, PCS acquired another authorized electronics reseller status from Ingram Micro Inc. (“**Ingram**”), another recognized Canadian distributor of IT and consumer electronics. Similarly, PCS gained access to Ingram's extensive catalogues of technology products and services.

On May 17, 2023, the Company also entered into a mutual referral agreement with CCM Mining Investments Inc. (“**CCM**”), pursuant to which NextGen and CCM may mutually refer sales of new and used hardware and electronics products, in addition to specialized services, to each other.

On May 25, 2023, PCS became an authorized Canadian reseller of Lenovo North America (“**Lenovo**”, and together with Ingram and D&H, the “**Authorized Distributors**”), the Canadian division of a multinational manufacturer (Lenovo Group Limited) of personal computers, smartphones, televisions, and wearable devices. As a member of this program, PCS is authorized to directly purchase commercial Intelligent Devices products and Infrastructure Solutions products, including associated services, from the manufacturer at favourable prices for resale purposes. In connection with PCS obtaining reseller status with the Authorized Distributors, the Company entered into various contracts and received authorization letters, as described in more detail in “*Material Contracts*.”

On December 16, 2023, the Company established its business line referred to as Cloud AI Hosting, a hardware-as-a-service business whereby the computing power of NextGen’s specialized hardware workstations are leased to third-party end users for artificial intelligence applications, via a cloud-based portal. The Company’s operations for Cloud AI Hosting are governed by the Standard Hosting Agreement, as described in more detail in “*Material Contracts*.”

On March 11, 2024, and March 13, 2024, respectively, the Company entered into referral agreements with Phase 2 Consulting Inc. and Logic V Inc., respectively (the “**Referrers**”), pursuant to which the Referrers may refer potential customers and other business opportunities to the Company.

Government Regulation

E-commerce and retail activities in Canada are subject to various federal, provincial and local laws and regulations which govern information security, privacy, consumer protection, imports and exports, taxes, labour standards, occupational health, protection of the environment, hazardous substances and other matters.

The export and import of goods from and to Canada are governed by the *Export and Import Permits Act* (the “**Permits Act**”). Goods listed under the Export Control List and Import Control List (both as defined under the Permits Act) are subject to permit requirements for export or import. Additionally, certain export destination countries identified under the Area Control List of the Permits Act are subject to heightened regulations. To the best knowledge of the Company, it has not and does not intend to export goods to countries under the Area Control List, and all goods from Canadian suppliers are intended for Canadian customers only.

The Company believes that it is and will continue to be in compliance in all material respects with applicable statutes and the regulations passed in Canada. There are no current orders or directions relating to the Company with respect to the foregoing laws and regulations.

Environmental Regulation and Policies

The operation of the Company’s business has no special environmental protection requirements. As a result, the Company does not anticipate that any environmental regulations or controls will materially affect its business.

The various federal, provincial, and local laws and regulations governing protection of the environment are amended often and are becoming more restrictive. The Company’s policy is to conduct its business in a way that safeguards public health and the environment. The Company believes that its operations are conducted in material compliance with applicable environmental laws and regulations.

Since its formation, the Company has not had any environmental incidents or non-compliance with any applicable environmental laws or regulations. The Company will conduct its activities in accordance with high environmental standards, including compliance with environmental laws, policies and regulations.

NARRATIVE DESCRIPTION OF THE BUSINESS

Overview

The Company operates in the technology industry, with the overarching objective of developing and/or acquiring revenue-generating micro-technology digital platforms across a variety of subsectors.

The Company's first development was the website and business PCSections.com ("**PCS**"), an e-commerce platform offering premium gaming electronics and other specialized hardware (Figure 1).

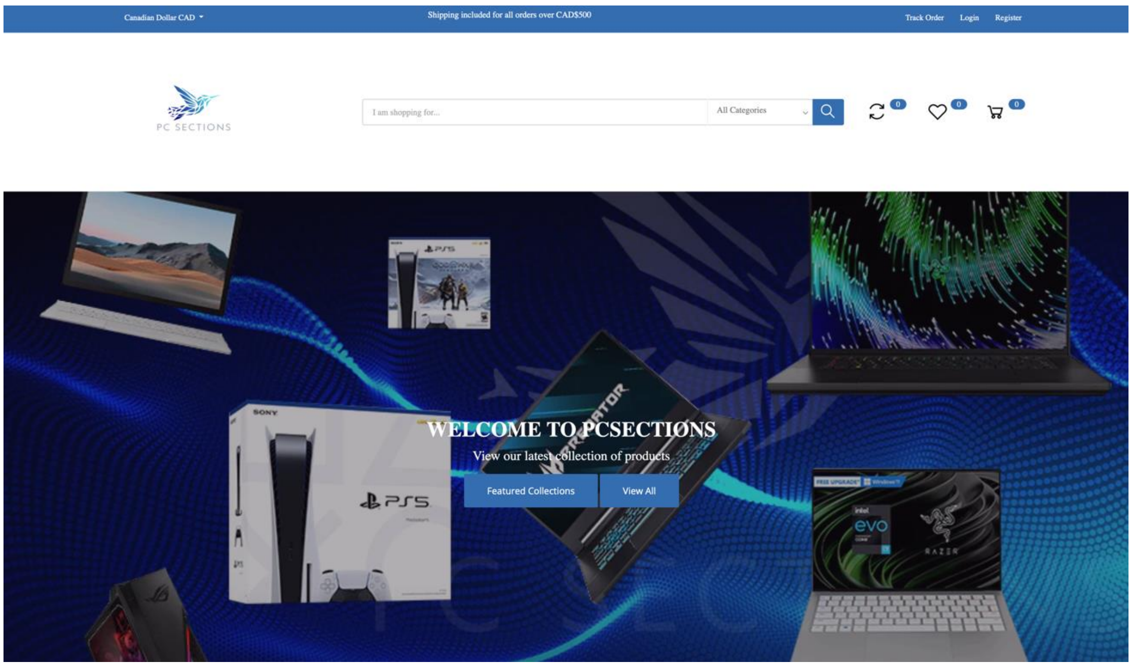

Figure 1: PCS Home Page

The Company has also established a business line for cloud AI hosting ("**Cloud AI Hosting**"), a hardware-as-a-service business whereby the computing power of NextGen's specialized hardware workstations are leased to third-party end users for artificial intelligence applications, via a cloud-based portal. Cloud AI Hosting is replicating, on a smaller scale, the business model employed by data centres, which host servers and data farms on an industrial scale for large end-users of computing power.

Products & Services

The Company's e-commerce platform, PCS, offers a variety of premium PC gaming technologies and other specialized hardware, including productivity hardware, from well-known brands such as ASUS, Corsair, Dell, and others (Figure 2). The Company sources its products from reputable manufacturers and suppliers in the industry. The Company's initial competitive strategy is centred on pricing, wherein products are sourced from suppliers offering the most cost-effective rates. Additionally, limited-time discounts or other promotions are offered from time to time to attract new customers.

Figure 2: Collection List

The Company demonstrates a proactive approach to managing its product mix by closely monitoring evolving market trends and customer preferences.

In addition to PCS, the Company is building a business line referred to as Cloud AI Hosting, a hardware-as-a-service business whereby the computing power of NextGen's specialized hardware workstations are leased, for an hourly rental fee, to third-party end users for artificial intelligence applications, via a cloud-based portal.

Micro-Technology Lines of Business

The Company's initial technology platform, PCS, is a proprietary e-commerce website designed and created by the Company, with the assistance of developers and contractors experienced in website building for business-to-consumer and retail e-commerce platforms. The platform is custom-coded for better flexibility and services to customers. The platform is an intermediary that resells PC products and specialized hardware from wholesalers and retailers to PCS customers. From time to time, the Company may also acquire desktop workstations for proprietary use in Cloud AI Hosting, while also offering them for resale through PCS. See "*Distribution*" below for more details.

The Company has also established a business line referred to as Cloud AI Hosting. The Company anticipates potential synergies between PCS and Cloud AI Hosting through shared marketing and the potential resale of used workstations on PCS. Cloud AI Hosting is replicating, on a smaller scale, the business model employed by data centres, which host servers and data farms on an industrial scale for large end-users of computing power. The Company anticipates that Cloud AI Hosting will become its dominant business line over the medium-term in light of the rapidly growing demand for AI computing power and the higher margins of this business.

Principal Markets

The Company primarily advertises PCS and sells hardware customers in Canada, although customers from certain other countries may be able to purchase select products in limited circumstances.

Customers leasing computing power from NextGen's Cloud AI Hosting workstations, via third-party cloud-based platforms, may be located globally, where it's not prohibited by local laws and regulations.

Distribution

PCS employs a drop-shipping model for all products, allowing the Company to offer a wide range of inventory without the need for extensive warehousing and holding inventory. To ensure a high level of product quality, the Company sources its products from reliable suppliers, such as the Authorized Distributors. These products are then shipped directly from the supplier to the customer. From time to time, the Company may also source products from other product aggregators or resellers such as Amazon and Best Buy, or directly from other resellers or manufacturers in Canada, China, and other countries, depending on shipping efficiencies, customer location, and other relevant factors.

Due to certain restrictions on the international sale of hardware, the distribution of products primarily targets the Canadian market. See *"Principal Markets"* above.

From time to time, the Company may also acquire desktop workstations for proprietary use in Cloud AI Hosting, while also offering them for resale through PCS. End-users of Cloud AI Hosting services can see the Company's offerings on the cloud-based portals through which such users rent the Company's GPU computing power. Cloud AI Hosting is also marketed through the social media platforms of PCS, allowing further synergies from shared campaign costs. See "*Sales and Marketing Strategy*" below.

Intangible Properties

The Company owns the website domains pcsections.com and nextgendigital.ca, and all intellectual property associated with PCS, including coding, logo, customer subscription lists and design elements.

Employees and Consultants

As at the date of this Prospectus, the Company has no employees and several consultants, including, at the management level, the Company's CEO, CFO, and Director of Platforms and Marketing. As the business grows the Company may continue to supplement its team with additional hires and engagements. Additionally, to fulfill operational needs, the Company may, from time to time, engage third-party contractors who possess specialized expertise and skills, particularly with respect to programming, coding and website design.

Economic Dependence and Changes to Contracts

No part of the Company's business is reasonably expected to be affected in the current financial year by either the renegotiation or termination of any contract.

The Company has sourced products for re-distribution by PCS from multiple suppliers to reduce the reliance on any single supplier.

From time to time, the Company identifies and evaluates alternative cloud-based platforms through which it may conduct its Cloud AI Hosting, as part of its ongoing efforts to mitigate dependency on a single platform and/or to obtain better rental rates.

Foreign Operations

PCS has no intention to enter or operate in any foreign markets for the time being.

Customers leasing computing power from NextGen's Cloud AI Hosting workstations, via third-party cloud-based platforms, may be located globally.

Lending

The Company does not engage in lending activities.

Bankruptcy and Similar Procedures

There are no bankruptcies, receivership or similar proceedings against the Company, nor is the Company aware of any such pending or threatened proceedings. There has not been any voluntary bankruptcy, receivership or similar proceeding, by the Company during its last three financial years.

Reorganizations

The Company has not completed any material reorganization and no reorganization is proposed for the current financial year.

Specialized Skill and Knowledge

The Company's executives do not require specialized technical skills and knowledge to operate the Company's business. The Company has a Director of Platforms and Marketing, reporting to the CEO, who possesses the necessary experience and knowledge to build and manage e-commerce websites and establish desktop workstations for Cloud AI Hosting.

In addition, the Company's management team and Board of Directors possess extensive specialized skills and knowledge in various areas relevant to the Company's business, including legal, capital markets, and technology expertise.

The Company also leverages strategic partnerships with established counterparties, as well as project-based consulting engagements with technical professionals, to obtain the technology, product development, and sales expertise necessary to augment the Company’s capabilities in these domains and achieve its business objectives.

Cyclicality

The Company does not consider its business seasonal. PCS sales and revenues are sensitive to economic cycles and downturns because most of the products it offers are premium-priced consumer discretionary purchases. Cloud AI Hosting introduces diversification to the Company’s revenue dynamics, and is a beneficiary of secular AI industry growth that appears immune from cyclicality in the near- to medium-term.

Sales and Marketing Strategy

The sales and marketing strategy of PCS focuses on advertising across various social media platforms and online marketplaces, utilizing proprietary channels. The Company aims to promotes new products and services through active discount strategies to boost sales and website traffic. Additionally, PCS relies on word-of-mouth marketing by Company personnel and from customers by providing discounts for referrals. PCS also seeks to differentiate itself from competitors through, initially, a low-cost pricing strategy intended to attract and establish an initial customer base.

To increase its potential distribution network, PCS has established referral agreements with third parties (see “*General Development of the Business – Operating History*”) and invested in search engine optimization to drive targeted traffic to its platform. The target audience for PCS includes computer gaming and technology enthusiasts, professionals, and businesses in need of productivity hardware.

Aiming to generate synergies from shared marketing initiatives and costs, the Company plans to utilize PCS's proprietary social media channels to promote the resale and leasing of its Cloud AI Hosting. The target audience for Cloud AI Hosting primarily consists of technology professionals seeking computing power and productivity hardware for AI applications, which may overlap with PCS's target audience. This integrated approach allows the Company to leverage its existing marketing channels and audience base to promote its Cloud AI Hosting services to a relevant audience.

Trends, Commitments, Events or Uncertainties

The most significant trends and uncertainties which the Company's management expects could impact its business and financial condition are (i) the global semiconductor shortage[1], which may lead to supply chain disruptions and impact the availability and pricing of computer hardware components, while increasing demand for cloud-based applications; (ii) changes in gaming and work habits in the post-pandemic world[2], affecting computer hardware sales; and (iii) the increasing adoption of AI and cloud-based applications[3], which could reduce the demand for owning high-

[1] *The Global Semiconductor Chip Shortage: Causes, Implications, and Potential Remedies*. Mohammad et al. (2022, October 26). https://www.sciencedirect.com/science/article/pii/S2405896322017293

[2] *Worldwide PC Shipments Declined 2.7% Year Over Year in the Fourth Quarter of 2023 but Visions of Growth Lie Ahead, According to IDC*. IDC. (2024, January 10). https://www.idc.com/getdoc.jsp?containerId=prUS51753924

[3] *Gartner Forecasts Worldwide Public Cloud End-User Spending to Reach $679 Billion in 2024*. Gartner. (2023, November 13). https://www.gartner.com/en/newsroom/press-releases/11-13-2023-gartner-forecasts-worldwide-public-cloud-end-user-spending-to-reach-679-billion-in-20240

performance computer hardware while driving up demand for computing power providers such as data centres[4] and potentially the Company's Cloud AI Hosting line of business.

There are significant risks associated with the business of the Company, as described above and in the section "*Risk Factors.*" Readers are strongly encouraged to carefully read all of the risk factors contained in that section.

MARKET AND COMPETITION

Market Size and Opportunity

Hardware (PCS)

The gaming hardware segment is a driver of growth within the computer hardware industry. The growing online gaming industry, fueled by an increasing number of gamers, technological advancements, and the rise of AI, cryptocurrency and e-sports, has led to an increase in demand for high-performance gaming hardware. Gaming hardware includes gaming computers and laptops, peripherals such as keyboards, mice, and headsets, graphics cards, and other gaming accessories.

North America constitutes the largest segment in the global gaming hardware market, generating a revenue surpassing US$15.80 billion in 2022[5]. Within the region, the gaming hardware market in Canada reached US$2.19 billion in 2022, US$2.49 billion in 2023 and is projected to reach US$2.71 billion in 2024[5]. Forecasts indicate an anticipated annual growth rate (CAGR 2024-2029) of 6.99%, projecting a market volume of US$3.80 billion by 2029[6].

In addition to gaming hardware, the computer hardware industry caters to the demand for productivity hardware and other specialized hardware components. Productivity hardware includes laptops, desktops, and peripherals designed to enhance work efficiency and facilitate seamless business operations. Specialized hardware encompasses components used for specialized purposes in data centers, servers, cryptocurrency mining, machine learning, and other high-performance computing environments.

While the demand for productivity hardware experienced a significant surge during the COVID-19 pandemic owing to the widespread adoption of remote work practices[6], there has been a noticeable moderation in recent years[7]. Nevertheless, certain incremental demands persist[8]. Additionally, the growth of cloud computing and AI has driven the demand for data center hardware and specialized processors[9].

Cloud AI (Cloud AI Hosting)

Cloud AI refers to the integration of AI services with cloud computing infrastructure. This enables businesses to access and utilize AI capabilities, such as machine learning, natural language processing, and data analytics, through cloud-based platforms. Cloud AI offers scalability, flexibility, and cost-efficiency, allowing organizations to leverage advanced AI technologies without the need for significant upfront investment in hardware and software infrastructure.

The global cloud AI market size was valued at US$44.97 billion in 2022 and is estimated to grow at a CAGR of 39.6% from 2023 to 2030[10]. A significant factor propelling this industry's expansion is the rising incorporation of AI and machine learning technologies by businesses across various sectors. In 2022, the worldwide AI market reached a value

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[4] *Growth of AI creates unprecedented demand for global data centers*. Steele, K. (2024, January 31). https://www.jll.ca/en/newsroom/growth-of-ai-creates-unprecedented-demand-for-global-data-centers

[5] *Gaming Hardware - Canada: Statista market forecast*. Statista. (n.d.). https://www.statista.com/outlook/amo/media/games/gaming-hardware/canada

[6] *Home work triggers demand jump for chips, laptops and network goods*. Reuters. (2020, March 23). https://www.reuters.com/article/us-health-coronavirus-tech-demand-idUSKBN21A0Y9

[7] *Gartner Says Worldwide PC Shipments Increased 0.3% in Fourth Quarter of 2023 but Declined 14.8% for the Year*. Gartner. (2024, January 10). https://www.gartner.com/en/newsroom/press-releases/01-10-2024-gartner-says-worldwide-pc-shipments-increased-zero-point-three-percent-in-fourth-quarter-of-2023-but-declined-fourteen-point-eight-percent-for-the-year.

[8] *Laptop Market Gains Momentum with Surge in Remote Work, Projected to Grow at 7.3%.* Marketresearch.biz. (2024, February 21). https://finance.yahoo.com/news/laptop-market-gains-momentum-surge-052700753.html

[9] *Artificial Intelligence: What is its future and how will it impact data center markets?*. CBRE. (2023, March 17). https://www.cbre.com/insights/briefs/artificial-intelligence-what-is-its-future-and-how-will-it-impact-data-center-markets

[10] *Cloud Artificial Intelligence Market: Cloud AI Report 2023.* Grand View Research. (n.d.). https://www.grandviewresearch.com/industry-analysis/cloud-ai-market-report

of approximately US$136.55 billion and is anticipated to grow at a CAGR of approximately 37.3% from 2023 to 2030[11]. The continuous research and innovation directed by technology giants are driving the adoption of advanced technologies in industry verticals, such as automotive, healthcare, retail, finance, and manufacturing.

Canada is one of the world's leading players in AI, fostering a friendly environment for AI innovation[12]. This highlights Canada's comparative advantages of AI innovation and its alignment with global trends toward the increasing adoption of advanced technologies.

Target Markets

PCS primarily targets high-end computer gamers and professionals who prioritize high-performance technology, seeking customers who will pay a premium to top-quality products.

The target audience for Cloud AI Hosting primarily consists of technology professionals seeking computing power and productivity hardware for AI applications. It services a highly technical customer base.

See "*Narrative Description of the Business – Sales and Marketing Strategy*" for more details.

Competitive Conditions

Major Competitors of PCS

PCS operates in a crowded and extremely competitive landscape within the Canadian computer hardware and e-commerce industries, facing significant competition from major players including but not limited to Amazon, Newegg, ASUS, MSI, and Best Buy. PCS also faces competition from many other smaller established online retailers and specialized gaming hardware manufacturers, all vying for a share of the market. The factors that impact customers' choices include product quality, pricing, brand reputation, product selection, and customer service. PCS therefore differentiates itself by, among other things, offering niche specialized products and responsive customer service.

Competitive Advantages of PCS

As it seeks to develop market presence and reputation, PCS competes initially on price, specifically employing a low-cost model, by strategically sourcing its products from Authorized Distributors and others at the lowest prices the Company is able to obtain. The Company aims to pass on these cost benefits to customers, providing them with very competitive pricing on premium gaming and productivity hardware. To further enhance its competitive position, PCS offers periodic discounts and promotions to attract and retain customers.

While pricing is an essential aspect of the competitive strategy, PCS also differentiates itself by exclusively focusing on premium gaming and specialized hardware. By curating a comprehensive range of top-tier products, the Company caters to the diverse needs of gaming enthusiasts and professionals. The Company's partnerships with experienced professionals in technology further enhance its ability to offer high-performance solutions to the market.

Major Competitors in Cloud AI Hosting

In Cloud AI Hosting, the competitive landscape is characterized by the presence of two distinct categories of providers: community cloud providers and secure cloud providers.

Community cloud providers, which encompass a range of smaller-scale hosts (including the Company), typically offer network speeds between 100Mbps to 1 Gbps burst. These providers primarily compete in terms of pricing, striving to offer cost-effective solutions to their clientele. While their rental rates are often lower, community cloud providers tend to have limitations in terms of network capabilities and redundancy, which limit their appeal to larger customers.

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[11] *Artificial intelligence market size, share, Growth Report 2030*. Grand View Research.. (n.d.). https://www.grandviewresearch.com/industry-analysis/artificial-intelligence-ai-market

[12] *Impact and opportunities: Canada's AI ecosystem - 2023*. Deloitte Canada. (2023, September 27). https://www2.deloitte.com/content/dam/Deloitte/ca/Documents/press-releases/ca-national-ai-report-2023-aoda-en.pdf

On the other hand, secure cloud providers represent tier 3 or 4 data centers that boast extensive network capabilities, including speeds of 10+ Gbps burst, failover and redundancy features, strict privacy and security protocols, and enterprise-grade hardware infrastructure. Their primary focus is on delivering high-quality services that prioritize reliability, data security, and performance. These providers cater to businesses and organizations with demanding requirements for data protection, uninterrupted service availability, and the use of advanced hardware components.

Competitive Advantages of Cloud AI Hosting

The Company leverages a competitive edge in Cloud AI Hosting by initially focusing on a pricing strategy that appeals to cost-conscious customers. By offering competitive rates and reliable network, it attracts clients seeking cost-effective solutions without compromising significantly on performance. Moreover, the Company provides flexibility to customers through its offering of both "On Demand" and “Interruptible” leasing instances. "On Demand" instances feature fixed prices for uninterrupted computing, while “Interruptible” instances allow clients to bid for availability, optimizing cost and performance. As of the date of this Prospectus, the Company's Cloud AI Hosting workstation has generated revenue for over 90% of the days it has been listed on the online cloud-based portal. It boasts a reliability rating of over 99% on the same platform.

Regulatory Matters

The Company's operations do not require any regulatory approvals. It adheres to relevant regulations and standards governing the computer hardware, e-commerce and cloud AI industries, ensuring product safety and data privacy. The Company also complies with consumer protection, data privacy, and electronic transaction laws.

USE OF AVAILABLE FUNDS

Use of Proceeds

This Prospectus does not relate to an offering of securities by the Company, and therefore no offering proceeds will be realized by the Company in connection with this Prospectus.

Available Funds

As at May 31, 2024, the Company had available working capital of approximately $365,000 and the Company’s estimated use of these funds for the next twelve months is as follows:

Use of funds available	**Amount**
Expenditures:	
Estimated remaining cost of Listing(1)	$75,000
Investor relations activities	$10,000
Achievement of Business Objectives(2)	$100,000
Operating Expenses for the next 12 months(3)	$109,000
Subtotal	$294,000
Unallocated Working Capital	$71,000

Notes:
(1) Comprised of remaining legal fees for the Listing ($30,000), remaining CSE listing fees ($23,000), audit fees ($17,000), SEDAR+ fees ($3,000) and miscellaneous ($2,000).
(2) See “*Use of Proceeds – Business Objectives and Milestones*”.
(3) Estimated operating expenses for the next 12 months include:

Operating Expenses 2024-2025 Budget	
Wages and salaries(a)	$36,000
Shared Services Agreement	$33,000
Transfer Agent, CSE and SEDAR+ Fees	$15,000
Legal fees (not including Listing)	$10,000

Audit fees	$15,000
Total	**$109,000**

Notes:

(a) Wages and salaries are expected to be comprised of the following upon Listing: $3,000 paid monthly to Branson Corporate Services Ltd. for controllership and bookkeeping services.

The Company has negative operating cash flow for the year ended March 31, 2024. The Company has allocated some of its working capital to fund the negative cash flow from its most recently completed financial period. To the extent that the Company has negative operating cash flow in future periods, it may need to allocate a portion of its cash reserves to fund such negative cash flow. The Company may also be required to raise additional funds through the issuance of equity or debt securities. There can be no assurance that the Company will be able to generate a positive cash flow from its operations, that additional capital or other types of financing will be available when needed or that these financings will be on terms favourable to the Company. See "*Risk Factors*".

The Company anticipates that it will have sufficient cash available to execute its business plan and to pay its operating and administrative costs for at least 12 months following the Listing on the CSE. As the Company expands its fleet of specialized workstations and GPUs for Cloud AI Hosting, the Company also expects to generate additional revenues with each incremental GPU added to the fleet.

The Company intends to spend the funds available to it as stated in this Prospectus. However, there may be circumstances where, for sound business reasons, a reallocation of the funds may be necessary.

Business Objectives and Milestones

Over the next 12 months, the Company will focus on business expansion, marketing, and infrastructure enhancements for its proprietary platform, PCS, aimed at increasing customer base and revenue in Canada. The table below outlines the Company's objectives for the next 12 months, along with the corresponding milestones that must be achieved to attain them.

Business Objective	Milestone Description	Anticipated Cost	Achievement Timeline
Operation and Expansion of Cloud AI Hosting	Infrastructure upgrades, including network enhancements, hosting optimization, and the engagement of technical consultants	$15,000	Within 6 months of the Listing Date
	Workstation purchases (containing 10 to 15 GPUs in aggregate)	$75,000	Within 12 months of the Listing Date
Operation and Development of PCS	PCS website upgrade, including product listing updates and payment system optimization	$5,000	Within 3 months of the Listing Date
	Marketing and social media campaign	$5,000	Within 6 months of the Listing Date, and ongoing as needed
TOTAL:		**$100,000**	

From time to time, the Company may also evaluate and acquire or develop other micro-technology platforms, which may necessitate obtaining additional financing. There can be no assurance that such financing can be obtained or that the terms of financing available will be acceptable to the Company. See "*Risk Factors*".

The Company intends to spend the funds available to it consistent with the "*Use of Available Funds*" section of this Prospectus. There may be circumstances however, where, for sound business reasons, a reallocation of funds may be necessary in order for the Company to achieve its stated business objectives. Accordingly, the Company cannot specify with certainty all of the particular uses funds for the Company's stated business objectives, and the amounts it actually spends could vary from the amounts set forth above. The amounts actually allocated and spent will depend upon a number of factors, including the Company's ability to execute its business strategy, prevailing industry and market conditions and the results of strategic programs. As well, from time to time the Company expects to evaluate and execute, as appropriate, potential acquisitions of other technology platforms or strategic relationships. Accordingly, management will retain broad discretion to allocate the Company's available funds.

DIVIDENDS OR DISTRIBUTIONS

The Company has never declared or paid any dividends on the Common Shares, and has no intention to do so.

There are no restrictions in the Company's articles or elsewhere, other than customary general solvency requirements, which would prevent the Company from paying dividends. All of the Common Shares will be entitled to an equal share in any dividends declared and paid. It is anticipated that all available funds will be invested to finance the growth of the Company's business and accordingly it is not contemplated that any dividends will be paid on the Common Shares in the immediate or foreseeable future. The directors of the Company will determine if, and when, dividends will be declared and paid in the future from funds properly applicable to the payment of dividends based on the Company's financial position at the relevant time.

SELECTED FINANCIAL INFORMATION AND MANAGEMENT'S DISCUSSION AND ANALYSIS

Selected Financial Information of the Company

The following table sets forth summary financial information of the Company from the audited financial statements for the last three completed financial years. This summary financial information should only be read in conjunction with the Company's financial statements, including the notes thereto, included in Schedule "A" and Schedule "C" of this Prospectus.

	As at March 31, 2024 and for the Fiscal Year Ended March 31, 2024 (audited)	**As at March 31, 2023 and for the Fiscal Year Ended March 31, 2023 (audited)**	**As at March 31, 2022 and for the Fiscal Year Ended March 31, 2022 (audited)**
Revenues	$1,474	$9,200	$nil
Net loss for the period	$130,327	$71,353	$13,650
Cash and Cash Equivalent	$247,677	$69,709	$nil
Total assets	$435,534	$96,202	$nil
Total liabilities	$30,167	$23,456	$13,650
Total shareholders' equity (deficiency)	$405,367	$72,746	$(13,650)

Management's Discussion and Analysis

The Company's MD&A for the last three completed financial years is included in Schedule "B" and Schedule "D" of this Prospectus.

The MD&A for the Company should be read in conjunction with the financial statements and the accompanying notes thereto included in this Prospectus. Certain information contained in the MD&A constitutes forward-looking statements. These statements relate to future events or to our future financial performance and involve known and unknown risks, uncertainties and other factors that may cause our actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward looking statements. See "*Note Regarding Forward-Looking Information*" and "*Risk Factors*".

Additional Disclosure for IPO Venture Issuers

As of March 31, 2024, the Company has generated $10,674 revenue from operations since incorporation on September 16, 2021. See "*Use of Available Funds – Available Funds*" and "*Use of Available Funds – Business Objectives and Milestones*".

Additional Disclosure for Junior Issuers

As at May 31, 2024, the Company had working capital of approximately $365,000 and the Company's estimated use of funds for the next twelve months is set out under the headings "*Use of Available Funds – Available Funds*" and "*Use of Available Funds – Business Objectives and Milestones*". There is no guarantee that the Company will be able to raise any additional funds when and if needed and if such funds would be available on terms favourable to the Company.

DESCRIPTION OF SECURITIES

Non-Offering

This Prospectus does not relate to an offering of securities by the Company, and therefore no offering proceeds will be realized by the Company in connection with this Prospectus.

Authorized and Issued Share Capital

The authorized capital of the Company consists of an unlimited number of Common Shares without par value. As of the date hereof, there are 11,416,275 Common Shares issued and outstanding.

Common Shares

Holders of the Common Shares are entitled to receive notice of, and to attend and vote at, all meetings of the shareholders of the Company, and each Common Share confers the right to one vote, provided that the shareholder is a holder on the applicable record date declared by the Board. The holders of the Common Shares, subject to the prior rights, if any, of any other class of shares of the Company, are entitled to receive such dividends in any financial year as the Board may by resolution determine. In the event of the liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, or other distribution of the Company's assets among its shareholders by way of repayment of capital, the net equity of the Company shall be distributed among the holders of the Common Shares, without priority and on a share for share basis. There are no redemption or retraction rights associated with the Common Shares.

CONSOLIDATED CAPITALIZATION

Consolidated Capitalization

The table should be read in conjunction with the financial statements and the accompanying notes thereto included in this Prospectus. The Company does not have any dilutive or convertible securities outstanding.

Security	Amount Authorized	Outstanding as at March 31, 2024	Outstanding as at the date of this Prospectus
Common Shares	Unlimited	10,918,275	11,416,275
Stock Options	10%	Nil	Nil

OPTIONS TO PURCHASE SECURITIES

A stock option plan was approved by the Company's Board of Directors effective as of December 13, 2023 (the "**Stock Option Plan**"). The principal purpose of the Stock Option Plan is to advance the interests of the Company by encouraging the directors, employees and consultants of the Company by providing them with the opportunity, through options, to acquire Common Shares, thereby increasing their proprietary interest in the Company, encouraging them to remain associated with the Company and furnishing them with additional incentive in their efforts on behalf of the Company. See *"Executive Compensation – Stock Option Plan"*.

As of the date of this Prospectus, the Company does not have any stock options issued and outstanding.

PRIOR SALES

The following table summarizes the sale of securities of the Company in the 12 months prior to the date of this Prospectus.

Date of Issuance	Type of Security	Number of Securities	Price Per Security	Value Received	Nature of Consideration
September 26, 2023	Special Warrants(1)	298,000	$0.10	$29,800	Cash
September 26, 2023	Compensation Special Warrants(1)(2)	200,000	$0.10	$20,000	Services
October 31, 2023	Common Shares	893,295	$0.10	$89,329	Cash
March 18, 2024	Common Shares(3)	1,300,000	$0.05	$65,000	Debt settlement and services
March 27, 2024	Common Shares	2,070,000	$0.10	$207,000	Cash
June 3, 2024(4)	Common Shares	498,000	N/A	N/A	N/A

Notes:

(1) Each special warrant entitles the holder thereof to receive, upon voluntary exercise, or deemed exercise, and without payment or additional consideration, one (1) Common Share.
(2) Issued to Vested Technology Corp. in connection with and in consideration for certain services provided in connection with the Company's September 26, 2023 special warrant financing.
(3) Issued in settlement of various accounts payable, and as consideration for entering into certain third-party referral and other commercial arrangements.
(4) 498,000 Special Warrants were automatically exercised for 498,000 Common Shares on June 3, 2024.

No other securities of the Company have been issued during the twelve (12) month period before the date of the Prospectus.

Trading Price and Volume

The Common Shares do not trade on any stock exchange.

ESCROWED SECURITIES AND RESALE RESTRICTIONS

Escrowed Securities

At the time of Listing, an aggregate of 1,184,327 Common Shares held by Principals of the Company (the "**Escrowed Holders**") will be held in escrow pursuant to National Policy 46-201 – *Escrow for Initial Public Offerings* ("**NP 46-201**") and the policies of the Exchange (the "**Escrow Securities**"). "**Principals**" include all persons or companies that, on the completion of the Listing, fall into one of the following categories:

(a) directors and senior officers of the Company, as listed in this Prospectus;

(b) promoters of the Company during the two years preceding the Listing;

(c) those who own and/or control more than 10% of the Company's voting securities immediately before and immediately after completion of this distribution if they also have appointed or have the right to appoint a director or senior officer of the Company or of a material operating subsidiary of the Company;

(d) those who own and/or control more than 20% of the Company's voting securities immediately before and immediately after completion of the Listing; and

(e) associates and affiliates of any of the above.

A Principal's spouse and their relatives that live at the same address as the Principal are also considered Principals for the purposes of escrow. Pursuant to NP 46-201, a Principal that holds securities carrying less than 1% of the voting rights attached to an issuer's outstanding securities immediately after the Listing is not subject to escrow requirements.

The Principals of the Company are Joel Freudman, Robert Harrison, Michael Rennie and Steven Sirbovan.

The Escrow Securities will be held in escrow pursuant to the Escrow Agreement to be entered into prior to Listing among the Company, Olympia Trust Company (the "**Escrow Agent**") and the Escrowed Holders. The Escrow Securities will be subject to the release schedule specified in NP 46-201 for emerging issuers. 10% of the Escrow Securities will be released upon Listing, and an additional 15% will be released every 6 months thereafter until all Escrow Securities have been released (36 months following the date of Listing).

The following table sets out the securities of the Company as of the date of this Prospectus that are subject to escrow.

Name	Designation of class	Number of securities held in escrow	Percentage of class as at the date of this Prospectus
Joel Freudman	Common Shares	746,000(1)	6.5%
Michael Rennie	Common Shares	438,327(2)	3.8%
Total:	-	**1,184,327**	**10.4%**

Notes:

(1) Includes 550,000 Common Shares held by Resurgent Capital Corp., a corporation controlled by Mr. Freudman. 196,000 Common Shares held by 3727, a corporation of which Mr. Freudman is a director and shareholder.

(2) The 438,327 Common Shares are held by Michael S. Rennie Professional Corporation, a corporation controlled by Mr. Rennie.

PRINCIPAL SHAREHOLDERS

To the knowledge of the directors and officers of the Company, no person directly or indirectly beneficially owns, or exercises control or direction over, Common Shares carrying more than 10% of the voting rights attaching to all the outstanding Common Shares as at the date of this Prospectus.

DIRECTORS AND EXECUTIVE OFFICERS

Name, Occupation and Security Holdings

The following table sets out the names, provinces or states of residence, positions, principal occupations, and the number and percentage of Common Shares that are beneficially owned or controlled by each of the current directors and executive officers of the Company as at the date of this Prospectus. The current directors of the Company are Joel Freudman, Michael Rennie (Chair) and Steven Sirbovan, and the current officers of the Company are Joel Freudman (President & CEO) and Robert Harrison (CFO & Corporate Secretary). The Company's directors are expected to hold office until the next annual general meeting of Shareholders and are elected annually and, unless re-elected, retire from office at the end of the next annual general meeting of Shareholders.

Name, age and city of residence	Position(s)	Principal occupations held during the last five years	Number and Percentage of Common Shares as at the date of this Prospectus[3]	Date Appointed
Joel Freudman[1] Age 38 Toronto, Ontario	President, Chief Executive Officer, Director and Promoter	CEO of TRU Precious Metals Corp. (TSXV:TRU), 2017-present; President of Resurgent Capital Corp. (capital markets), 2016-present	746,000[4] (6.5%)	Director: October 13, 2022 CEO and President: October 17, 2022
Robert Harrison Age 65 New Maryland, New Brunswick	CFO and Corporate Secretary	CFO of the Trius Group of Companies, 1999 – present	50,000 (0.4%)	November 18, 2022
Michael Rennie [1][2] Age 38 Toronto, Ontario	Director	Partner at Wildeboer Dellelce LLP, 2013-present	438,327[5] (3.8%)	June 23, 2023
Steven Sirbovan [1] Age 30 Toronto, Ontario	Director	Principal at Blink Capital Corp., 2024-present; Director, Investment Banking at Echelon Wealth Partners, 2016-2024	Nil	May 13, 2024

Notes:

(1) Denotes a member of the Audit Committee.
(2) Mr. Rennie is the independent Chair of the Board, and serves as Chair of the Audit Committee.
(3) Percentage calculated on the basis of 11,416,275 Common Shares issued and outstanding as at the date of this Prospectus.
(4) 550,000 Common Shares are held by Resurgent Capital Corp., a corporation controlled by Joel Freudman. 196,000 Common Shares held by 3727, a corporation of which Mr. Freudman is a director and shareholder.
(5) 438,327 Common Shares are held by Michael S. Rennie Professional Corporation, a corporation controlled by Michael Rennie.

As of the date of this Prospectus, the directors and officers of the Company, as a group, own or control or exercise direction over 1,234,327 Common Shares, representing 10.8% of the issued and outstanding Common Shares.

Directors and Officers – Biographies

The following biographies provide information in respect of the current directors and officers of the Company.

Joel Freudman, *President, Chief Executive Officer, Director and Promoter*

Mr. Freudman is a securities/M&A/corporate lawyer by training, having practiced at two Toronto law firms (including Stikeman Elliott LLP) and then in-house with various wealth management businesses at two major Canadian financial institutions (including Royal Bank of Canada). Mr. Freudman holds a Juris Doctor degree (with distinction) from

Western University and a Bachelor of Commerce degree (with distinction) from the University of Toronto. Mr. Freudman founded micro-cap merchant bank Resurgent Capital Corp. in 2016 and since then has held officer and director roles with a variety of public and private companies across multiple industries, including most prominently TRU Precious Metals Corp. (TSXV:TRU).

Mr. Freudman expects to spend approximately 35% of his time on the affairs of the Company. The CEO Agreement entered into between Mr. Freudman and the Company provides for a confidentiality clause and a non-competition clause. See "*Executive Compensation - External Management Companies*" for further information.

Robert Harrison, *Chief Financial Officer and Corporate Secretary*

Mr. Harrison is a FCPA, FCGA and received his CGA designation in 1991. Mr. Harrison has a 40-year career in accounting, working for firms in the areas of commercial real estate, transportation, waste management, vehicle leasing, food and beverage operations, radio stations, aquaculture, and public accounting. During the previous five years, Mr. Harrison has been the CFO of the privately held, owner-operated Trius Group of Companies. In addition, he was the CFO of public companies TRU Precious Metals Corp. (formerly Trius Investments Inc.) (TSXV:TRU) and IM Exploration Inc. Mr. Harrison studied at Dalhousie University.

Mr. Harrison expects to spend approximately 20% of his time on the affairs of the Company. The CFO Agreement entered into between Mr. Harrison and the Company provides for a confidentiality clause and a non-competition clause. See "*Executive Compensation - External Management Companies*" for further information.

Michael Rennie, *Director and Non-Executive Chair*

Mr. Rennie is a partner of Wildeboer Dellelce LLP, one of Canada's leading corporate finance and transactional law firms. Mr. Rennie's practice focuses primarily in the areas of corporate finance, mergers and acquisitions and corporate / commercial law. He has extensive experience representing issuers, investment dealers, private equity firms and other investors in a wide variety of capital markets and corporate transactions including equity and debt financings, going public transactions, take-overs and going private transactions, restructurings and reorganizations, asset and share acquisitions and dispositions, securities law compliance and corporate governance matters. Mr. Rennie regularly advises clients in a diverse range of industries, including technology, cannabis, mining, private equity, life sciences, manufacturing, financial services and entertainment. He holds a J.D. from Osgoode Hall Law School and a Bachelor of Arts from York University, and is past Co-Chair of the BBBST Young Leaders committee, a fundraising arm of Big Brothers Big Sisters of Toronto.

Mr. Rennie expects to spend such amount of his time on the affairs of the Company as are required to properly discharge his fiduciary obligations to the Company, and has not entered into a non-competition or non-disclosure agreement with the Company.

Steven Sirbovan, *Director*

Mr. Sirbovan, Principal and Founder of Blink Capital Corp., is a seasoned professional with over 10 years of experience in investor relations, private equity, and investment banking. At Echelon Capital Markets, he worked for 8 years with high-growth companies under $100M market cap, most recently as Director of Investment Banking. He co-led the Origination Investment Banking group for 5 years, executing financings, mergers, acquisitions, and other transactions worth approximately half a billion dollars.

Mr. Sirbovan has extensive experience working with and advising technology companies, including leading a 2021 reverse takeover and assisting in raising $8 million in the go-public offering and over $20 million subsequently for a global roll-up in the data analytics and AI solutions industry. In 2022, he led another reverse takeover, raising over $9 million in the go-public offering and an additional $6 million subsequently for a global leader in drone services and technology. In 2023, he acted as financial advisor to a public US-based government technology SaaS company that was sold to private equity. Mr. Sirbovan is a graduate of the Ivey Business School at Western University in London, ON and St. Andrew's College in Aurora, Ontario.

Mr. Sirbovan expects to spend such amount of his time on the affairs of the Company as are required to properly discharge his fiduciary obligations to the Company, and has not entered into a non-competition or non-disclosure agreement with the Company.

Committees

The only committee of the Board of Directors is the Audit Committee, which consists of Michael Rennie (Chair), Steven Sirbovan and Joel Freudman.

Corporate Cease Trade Orders or Bankruptcies

To the best of the Company's knowledge, no existing, former or proposed director or officer of the Company, nor any Shareholder holding sufficient securities of the Company to affect materially the control of the Company is, or within the ten years prior to the date hereof has been, a director or CEO or CFO of any corporation that, while that person was acting in the capacity of director or CEO or CFO of that corporation, was the subject of a cease trade order or similar order or an order that denied the corporation access to any exemption under securities legislation for a period of more than 30 consecutive days.

Bankruptcies

To the best of the Company's knowledge, no director or executive officer of the Company, or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company:

(a) is, as at the date of the Prospectus, or has been within the 10 years before the date of the Prospectus, a director or executive officer of any company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

(b) has, within the 10 years before the date of the Prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of that person.

Penalties or Sanctions

No director or executive officer of the Company, or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, has been subject to:

(a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or

(b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Conflicts of Interest

Conflicts of interest may arise as a result of the directors and officers of the Company also holding positions as directors or officers of other companies. Some of the individuals who will be directors and officers of the Company have been and will continue to be engaged in the identification and evaluation of assets, businesses and companies on their own behalf and on behalf of other companies, and situations may arise where the directors and officers of the Company will be in direct competition with the Company. Conflicts, if any, will be subject to the procedures and remedies provided under British Columbia corporate law. Directors who are in a position of conflict will abstain from voting on any matters relating to the conflicting company.

EXECUTIVE COMPENSATION

In this section "Named Executive Officer" (an "**NEO**") means each individual who acted as chief executive officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year (a "**CEO**"), each individual who acted as chief financial officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year (a "**CFO**") and each of the three most highly compensated executive officers, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than $150,000 as well as any additional individuals for whom disclosure would have been provided except that the individual was not serving as an executive officer of the Company at the end of the most recently completed financial year.

Joel Freudman (President & CEO) and Robert Harrison (CFO & Corporate Secretary) are the only NEOs of the Company for the purposes of the following disclosure.

Compensation Discussion and Analysis

The Company's executive compensation program is intended to be flexible as the Company develops, and is currently consistent with the Company's business plans, strategies and goals, including the preservation of working capital, commensurate with the Company's early stage of development. The Company's compensation policies are intended to motivate individuals to achieve compensation based on corporate and individual results. Nevertheless, given the early stage of development, the Company does not intend to provide compensation to directors and officers, as their motivation will stem from their shareholdings in the Company. Directors and officers who do not already own Common Shares will be expected to purchase Common Shares in future financings and/or via market purchases if applicable.

The Board of Directors will determine the compensation of the Company's directors and NEOs. In determining compensation, the Board of Directors considers industry standards and the Company's financial situation, but does not currently have any formal objectives or criteria. The performance of each NEO is informally monitored by the Board of Directors having in mind the business strengths of the individual and the purpose of originally appointing the individual as an officer. The compensation of such individuals may be expected to increase as the Company develops its technology platforms and revenue/asset base.

The Company does not have a compensation committee. The Board of Directors has not adopted any specific policies or practices to determine the compensation for the Company's directors and executive officers other than as disclosed above.

The NEOs and directors of the Company have not received any compensation from the Company as at the date of this Prospectus, except as set out below under "Summary Compensation Table". As of the date of this Prospectus, the Company does not have any stock options issued and outstanding.

Joel Freudman will be providing CEO services to the Company in accordance with the CEO Agreement. Mr. Freudman has not been provided with compensation for his position as CEO due to the part-time nature of the role and due to his shareholdings in the Company, and, other than as set forth above, is not expected to receive cash compensation for his position subsequent to the Listing. See "*Executive Compensation - External Management Companies*" for further information.

Robert Harrison will be providing CFO services to the Company in accordance with the CFO Agreement. Mr. Harrison has not been provided with compensation for his position as CFO due to the part-time nature of the role and due to his shareholdings in the Company, and, other than as set forth above, is not expected to receive cash compensation for his position subsequent to Listing. See "*Executive Compensation - External Management Companies*" for further information.

External Management Companies

Joel Freudman and Robert Harrison are acting as the NEOs of the Company in accordance with their respective consulting agreements and, as such, are not employees of the Company. See "*Executive Compensation - Compensation*

Discussion and Analysis" and "*Executive Compensation - Employment, Consulting and Management Agreements*" for further information.

Stock Options and Other Compensation Securities

No compensation securities were granted or issued to the NEOs and directors of the Company in the most recently completed financial year for services provided or to be provided to the Company.

Stock Option Plan

The Company has adopted a "rolling" stock option plan (the "**Stock Option Plan**"), pursuant to which the Board of Directors may from time to time, in its discretion, and in accordance with the requirements of the CSE, grant to directors, officers, employees and consultants, non-assignable and non-transferable options to purchase Common Shares, provided that the number of Common Shares reserved for issuance will not exceed 10% of the then issued and outstanding shares. The exercise price of a stock option issued pursuant to the Stock Option Plan shall be determined by the Board of Directors but shall not be less than the "Market Value" of the Common Shares on the grant date, as described in the Stock Option Plan.

Stock options issued pursuant to the Stock Option Plan may be exercised up to 10 years from the date of grant, so long as the optionee maintains the optionee's position with the Company. Within a 12-month period, the number of Common Shares reserved for issuance to any optionee cannot exceed 5% of the then issued and outstanding shares, and the number of Common Shares reserved for issuance to consultants or employees or consultants engaged in investor relations activities cannot exceed 2% of the then issued and outstanding shares.

Stock options granted under the Stock Option Plan are not transferable or assignable. Subject to certain exceptions, in the event that a director, officer, consultant, or employee of the Company ceases to hold office, or to be an employee or consultant of the Company, as the case may be, stock options granted to such individual under the Stock Option Plan will expire 90 days after such individual ceases to hold office or to otherwise be engaged by the Company.

Other Incentive Plans

As of the date of this Prospectus, the Company does not have any other incentive plans.

Employment, Consulting and Management Agreements

On October 17, 2022, Joel Freudman was appointed the CEO and President of the Company, as the designated consultant to provide services of a CEO and President through a consulting agreement (the "**CEO Agreement**"). Pursuant to the CEO Agreement, Mr. Freudman has agreed to provide management and corporate development services for no cash consideration and eligibility to receive stock options. The CEO Agreement provides for a confidentiality clause and a non-competition clause.

On November 18, 2022, Robert Harrison was appointed the CFO and Corporate Secretary of the Company, as the designated consultant to provide services of a CFO and Corporate Secretary through a consulting agreement (the "**CFO Agreement**"). Pursuant to the CFO Agreement, Mr. Harrison has agreed to provide financial and accounting management services for no cash consideration and eligibility to receive stock options. The CFO Agreement provides for a confidentiality clause and a non-competition clause.

The Company has no written agreement or arrangement to provide compensation to any current or former NEO or director of the Company in connection with such person's retirement, severance, termination, or constructive dismissal, or change of control of the Company.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No director, executive officer, employee, former director, former executive officer or former employee of the Company is or has, within 30 days before the date of this Prospectus, been indebted to the Company or another entity whose indebtedness is the subject of a guarantee, support agreement, letter of credit or similar agreement provided by the Company, except for routine indebtedness.

AUDIT COMMITTEE

The Audit Committee's Mandate

The full text of the Audit Committee's charter is attached as Schedule "E" to this Prospectus.

Composition of the Audit Committee

The members of the Audit Committee are:

	Independent/Not Independent(1)	Financially Literate(2)
Joel Freudman	Not Independent (Officer)(3)	Yes
Michael Rennie (Chair)	Independent	Yes
Steven Sirbovan	Independent	Yes

Notes:

(1) A member is independent if the member has no direct or indirect material relationship with the Company, which could, in the view of the Board of Directors, reasonably interfere with the exercise of that member's independent judgment.
(2) A member is financially literate if such member has the ability to read and understand a set of financial statements that present a breadth of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.
(3) Mr. Freudman is the President and CEO of the Company.

All the proposed members of the Audit Committee are considered to be financially literate as required by section 1.6 of NI 52-110. Also see "*Corporate Governance*".

Relevant Education and Experience

For a summary of the experience and education of the Audit Committee members see "*Directors and Executive Officers*".

Audit Committee Oversight

At no time has a recommendation of the Audit Committee to nominate or compensate an external auditor not been adopted by the Board.

Reliance on Certain Exemptions

Since the commencement of the Company's most recently completed financial year, the Company has not relied on:

(a) the exemption in section 2.4 of NI 52-110 (De Minimis Non-audit Services); and

(b) an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

Pre-Approval Policies and Procedures

Formal policies and procedures for the engagement of non-audit services have yet to be formulated and adopted. Subject to the requirements of NI 52-110, the engagement of non-audit services is considered by the Board, and where applicable by the Audit Committee, on a case-by-case basis.

External Auditor Service Fees

The aggregate fees billed by the Company's external auditors for the fiscal year ended March 31, 2024 and 2023 are as follows:

Audit Fees	Audit-Related Fees(1)	Tax Fees(2)	All Other Fees(3)
$nil(4)	$nil	$nil(5)	$nil

Notes:

(1) Fees charged for assurance and related services that are reasonably related to the performance of an audit, and not included under Audit Fees.
(2) Fees charged for tax return filings and tax compliance.
(3) Fees for services other than disclosed in any other column.
(4) Following March 31, 2024, a total $18,000 in audit fees were billed in respect of the audited financial statements for the following periods:
(a) fiscal years ended March 31, 2024 and 2023; and
(b) fiscal years ended March 31, 2023 and 2022.
(5) Following March 31, 2024, a total $5,000 in tax fees were billed in respect of tax return filings.

Exemption

The Company is relying on the exemption in section 6.1 of NI 52-110 from the requirements of Parts 3 (*Composition of the Audit Committee*) and 5 (*Reporting Obligations*).

CORPORATE GOVERNANCE

Corporate governance refers to the policies and structure of the Board of Directors of a corporation, whose members are elected by and are accountable to the shareholders of the company. Corporate governance encourages establishing a reasonable degree of independence of the Board of Directors from executive management and the adoption of policies to ensure the Board of Directors recognizes the principles of good management. The Board of Directors is committed to sound corporate governance practices, as such practices are both in the interests of shareholders and help to contribute to effective and efficient decision-making.

Board of Directors

Directors are considered to be independent if they have no direct or indirect material relationship with the Company. A "material relationship" is a relationship which could, in the opinion of the Board of Directors, be reasonably expected to interfere with the exercise of a director's independent judgment.

The Board of Directors facilitates its exercise of independent judgment in carrying out its responsibilities by carefully examining issues and consulting with outside counsel and other advisors in appropriate circumstances. The Board of Directors requires management to provide complete and accurate information with respect to the Company's activities and to provide relevant information concerning the mineral exploration industry in order to identify and manage risks. The Board of Directors is responsible for monitoring the Company's senior officers, who in turn are responsible for the maintenance of internal controls and management information systems.

The independent members of the Board of Directors are Michael Rennie (Chair) and Steven Sirbovan. The non-independent director is Joel Freudman (President & CEO).

Directorships

The following directors of the Company are currently directors of other reporting issuers as follows:

Name	Name of Reporting Issuer
Joel Freudman	TRU Precious Metals Corp. (TSXV: TRU)
Michael Rennie	Roshni Capital Inc. (TSXV: ROSH.P)

Orientation and Continuing Education

New directors participate in an orientation discussion with Company management and incumbent directors regarding the role of the Board of Directors, the Audit Committee, and the nature and operations of the Company's business. Members of the Board of Directors are encouraged to communicate with management of the Company, external legal counsel and auditors, and other external consultants to educate themselves about the Company's business, the technology industry and applicable legal and regulatory developments.

Ethical Business Conduct

The Company has not adopted formal guidelines to encourage and promote a culture of ethical business conduct, but does so by nominating Board of Directors members it considers ethical, by avoiding or minimizing conflicts of interest and by having a sufficient number of independent Board members. It is not anticipated that the Board of Directors will adopt formal guidelines in the 12 months following the date of this Prospectus.

Nomination of Directors

The Board of Directors considers its size each year when it considers the number of directors to recommend to Shareholders for election at the annual meeting of Shareholders, taking into account the number required to carry out the Board of Directors' duties effectively and to maintain a diversity of views and experience.

The Board of Directors does not have a nominating committee, and these functions are currently performed by the Board of Directors as a whole. However, if there is a change in the number of directors required by the Company, this practice may be reviewed.

Other Board Committees

The Company does not have any committees of the Board of Directors other than the Audit Committee.

Assessments

The Board of Directors monitors the adequacy of information given to directors, communication between the Board of Directors and management, and the strategic direction and processes of the Board of Directors and its committees.

No formal policy has been established to monitor the effectiveness of the directors, the Board of Directors and its committees. However, the Company believes that its corporate governance practices are appropriate and effective given the Company's developmental stage.

PLAN OF DISTRIBUTION

There are no securities being offered in connection with this Prospectus. The Company has applied to list its Common Shares on the CSE. As at the date hereof, the CSE has not conditionally approved the Listing, and there is no assurance that it will do so. The Listing will subject to the Company fulfilling all of the listing requirements of the Exchange, which cannot be guaranteed.

As at the date of the prospectus, the Company does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, Cboe Canada Inc., a U.S. marketplace, or a marketplace outside of Canada and the United States of America other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc.

RISK FACTORS

The Company's business is subject to a number of significant risk factors. The following are certain risk factors related to the Company, its business, and ownership of the Common Shares. If any event arising from the risk factors set forth below occurs, the Company's business, prospects, financial conditions, results of operation or cash flows and in some cases, its reputation, could be materially adversely affected. Although the Company believes that the risk factors described below are the most material risks that the Company faces, they are not the only risks the Company faces. Additional risk factors not presently known to the Company or that the Company currently believes are immaterial could also materially and adversely affect the Company's investments, prospects, cash flows, results of operations or financial conditions and negatively affect the value of the Common Shares. An investment in the Company involves a high degree of risk and should be considered speculative. An investment in the Company should only be undertaken by those persons who can afford the total loss of their investment. Readers should carefully consider each of the risks and uncertainties described bellows, as well as all of the other information contained in this Prospectus, including the financial statement and accompanying notes, before investing in the Company.

Product Innovation Risks

The Company's success depends upon its ability to develop, test, market, and support new products and enhancements on a timely basis in response to both competitive threats and marketplace demands. In addition, products and enhancements must remain compatible with the other products and systems used by the Company's customers. If new industry standards emerge that the Company does not anticipate or adapt to, its PCS and/or Cloud AI Hosting lines of business could be rendered obsolete and, as a result, its business and operating results, as well as its ability to compete in the marketplace, would be materially harmed.

The development and success of products in the AI sector, in particular, carry inherent risks stemming from the rapidly evolving nature of this field. The dynamic and ever-changing landscape of AI technology means that predicting the exact outcomes or market reception of AI-based products is uncertain. As a result, there is no assurance of achieving the desired results or widespread market acceptance within the AI industry, and the Company's ability to innovate and adapt to emerging AI technologies and market demands is crucial.

There can be no assurance that the Company will be successful in the introduction, marketing and production of any new products or product innovations or develop and introduce in a timely manner updates to its existing product which satisfy customer needs or achieve market acceptance. The Company's failure to develop new products and introduce them successfully and in a timely manner could harm its ability to grow its business and could have a material adverse effect on its business, results of operations and financial condition.

Artificial Intelligence as an Emerging Industry

The artificial intelligence industry, including Cloud AI Hosting, is an emerging industry and NextGen cannot predict the impact of the ever-evolving compliance regime in respect of this industry. Similarly, NextGen cannot predict the time required to secure all appropriate regulatory approvals for future services, or the extent of licensing and documentation that may, from time to time, be required by governmental authorities.

Data Security and Privacy Risks

The Company's data-related activities, including data transmission, storage, and privacy protection, are subject to various laws and regulations across multiple jurisdictions. These regulations aim to safeguard consumer privacy and prevent unauthorized disclosure of personal information. While the Company implements technical safeguards, it cannot ensure complete protection against unauthorized access or breaches. If third parties gain improper access to the Company's systems or databases, confidential customer data could be compromised, resulting in severe impacts on its business, customer trust, and revenues. Breaches could lead to regulatory actions, litigation, increased operating expenses, and damage to the Company's reputation. Moreover, the implementation of mandatory data breach notifications in certain Canadian provinces may amplify negative publicity and erode customer confidence in the Company's data security measures, affecting its ability to conduct business and potentially harming its overall reputation.

Data security and privacy risks primarily pertain to the Company's PCS platform. Cloud AI Hosting is conducted on a third-party platform, so the Company does not collect or store customer data for this service.

Information Technology Systems, Cyber-Attacks and Security Breaches

The Company's operations depend, in part, on how well it and its suppliers protect networks, equipment, information technology ("**IT**") systems and software against damage from a number of threats, including, but not limited to, cable cuts, damage to physical plants, natural disasters, intentional damage and destruction, fire, power loss, hacking, computer viruses, vandalism and theft. The Company is susceptible to operational, financial and information security risks resulting from cyber-attacks and/or malfunctioning technology. The Company's operations also depend on the timely maintenance, upgrade and replacement of networks, equipment, IT systems and software, as well as pre-emptive expenses to mitigate the risks of failures. Any of these and other events could result in information system failures, delays, increase in capital expenses, financial losses, the inability to process transactions, the unauthorized release of customer information and reputational risk. If there was a breach in security or if there was a failure of information systems or a component of information systems, it could, depending on the nature of any such breach or failure, adversely impact the Company's reputation, business continuity and results of operations.

The Company has not experienced any material losses to date relating to cyber-attacks or other information security breaches, but there can be no assurance that the Company will not incur such losses in the future. The Company's risk and exposure to these matters cannot be fully mitigated because of, among other things, the evolving nature of these threats. As a result, cyber security and the continued development and enhancement of controls, processes and practices designed to protect systems, computers, software, data and networks from attack, damage or unauthorized access is a priority. As cyber threats continue to evolve, the Company may be required to expend additional resources to continue to modify or enhance protective measures or to investigate and remediate any security vulnerabilities.

The risks of IT systems, cyber-attacks and security breaches are inherent in all online digital platforms, including the Company's PCS and Cloud AI Hosting services. The Company monitors for potential vulnerabilities, and updates its security protocols as necessary.

Concentration Risks

Both of the Company's businesses, PCS and Cloud AI Hosting, involve computer hardware, making the Company susceptible to losses due to adverse occurrences that may impact this industry. The Company may be susceptible to an increased risk of loss, including losses due to adverse events that affect the Company's revenues more than the market as a whole.

Market Price of Common Shares and Volatility

The Common Shares do not currently trade on any exchange or stock market. Securities of microcap and small-cap companies have experienced substantial volatility in the past, often based on factors unrelated to the companies' financial performance or prospects. These factors include macroeconomic developments in North America and globally and market perceptions of the attractiveness of particular industries. The price of the Common Shares is also likely to be significantly affected by changes to NextGen's financial condition and results of operations.

Other factors unrelated to NextGen's performance that may affect the price of the Common Shares include the following: lessening in trading volume and general market interest in the Common Shares may affect an investor's ability to trade significant numbers of Common Shares; and a substantial decline in the price of the Common Shares that persists for a significant period of time could cause the Common Shares, if listed on an exchange, to be delisted from such exchange, further reducing market liquidity. As a result of any of these factors, the market price of the Common Shares at any given point in time may not accurately reflect the Company's long-term value. The fact that no market currently exists for the Common Shares may affect the pricing of the Common Shares in the secondary market, the transparency and availability of trading prices and the liquidity of the Common Shares. The effect of these and other factors on the market price of the Common Shares is expected to make the Common Share price volatile in the future, which may result in losses to investors, and/or may impede the ability of investors to resell their Common Shares.

Insurance Risks

Insurance coverage for NextGen, PCS, Cloud AI Hosting and/or any new technology platforms may not be available, may be uneconomical for the Company, or the nature or level of such insurance may be insufficient to provide adequate insurance cover. Further, the Company may not be able to insure against cyber-theft or hacking attacks. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the Company.

Retention of Key Personnel

The Company has a small management team and Board of Directors, and the loss of any key individual could affect the Company's business. Additionally, the Company may be required to secure other personnel to operate its proprietary businesses and/or any other micro-technology platforms it develops. Any inability to secure and/or retain appropriate personnel may have a materially adverse impact on the business and operations of the Company.

Conflicts of Interest

Directors and officers of the Company are and may become directors and/or officers of other technology companies or have significant shareholdings in other technology companies and, to the extent that such companies may compete with the Company for business opportunities and sales, the directors and officers of the Company may have conflicts of interest. The Company and its directors and officers will attempt to minimize such conflicts through proper corporate governance and internal disclosure requirements. In the event that such a conflict of interest arises at a meeting of the directors of the Company, a director who has such a conflict will abstain from voting for or against the approval of such matter. Conflicts, if any, will be subject to the procedures and remedies as provided under the BCBCA, as the case may be. Other than as indicated, the Company has no other procedures or mechanisms to deal with conflicts of interest.

Regulatory Risks

The Company will be subject to a variety of laws and regulations across all jurisdictions in which it operates, including but not limited to, intellectual property, advertising, marketing, distribution, data and information security, electronic communications, competition, consumer protection, privacy laws, unfair commercial practices, taxation, securities law compliance, online payment and payment processing services. These laws, regulations and legislation, which in some cases can be enforced by private parties or government entities, are constantly evolving and can be subject to significant change. As a result, the application, interpretation, and enforcement of these laws and regulations could have an adverse impact on the Company and lead to increases in costs and expenditure as well as restrict its existing operations and ability to expand.

These laws and regulations, as well as any changes to the same and any related inquiries, investigations or any other government actions, may be costly to comply with and may delay or impede new product development, result in negative publicity, increase the Company’s operating costs, require significant management time and attention, and subject it to remedies that may harm its business including fines or demands or orders that modify, or cease certain or all existing business practices, or implement costly and burdensome compliance measures. Any such consequences could adversely affect the Company’s business, results of operations or financial condition.

Litigation Risks

The Company may, from time to time, become involved in various claims, legal proceedings and complaints arising in the ordinary course of business. The Company cannot reasonably predict the likelihood or the outcome of these actions. Adverse outcomes in some, or all of these, claims may result in significant monetary damages or injunctive relief that could adversely affect the Company’s ability to conduct its business. Even if the Company prevails in any such legal proceeding, the proceedings could be costly and time consuming and may divert the attention of management and key personnel from the Company’s operations.

Global Semiconductor Shortage

The global semiconductor shortage presents a significant risk to the availability and pricing of computer hardware components used in the PCS's products. Supply chain disruptions and increased demand for semiconductors across various industries, including automotive and electronics, have led to challenges in sourcing essential components. The shortage could result in extended lead times, increased costs, and potential delays in product manufacturing and delivery by suppliers. PCS heavily relies on timely and reliable shipments from suppliers to fulfill customer orders. If the semiconductor shortage affects the suppliers' ability to deliver components promptly, it may lead to delays in order fulfillment and customer dissatisfaction. This could impact the Company's reputation, customer relationships, and financial performance.

Intellectual Property Protection and Infringement Risks

Intellectual property infringement claims from third parties could lead to substantial costs and adversely impact the Company’s business, financial position, results of operations, and reputation. The Company’s ability to compete hinges on avoiding infringement or misappropriation of third-party intellectual property rights. Competitors may own patents, copyrights, trademarks, and trade secrets, potentially resulting in litigation. Although the Company has not received any infringement notices to date, increased visibility could heighten the risk of such claims. Public announcements related to any intellectual property disputes could negatively influence the price of the Common Shares.

There may be third-party intellectual property rights, including trademarks of products distributed by the Company, that cover significant aspects of the Company's technologies, products, services, or business methods. Similarly, the incorporation of third-party products and services into the Company's offerings could expose it to an elevated risk of infringement claims. Intellectual property claims are unpredictable, time-consuming, and costly to settle, diverting resources and potentially leading to significant liability. Resolving such claims might involve redesigning products or services and developing alternative technology or branding. If unable to secure rights or develop non-infringing alternatives, the Company may have to limit or cease sales, impacting its competitive position, existing customers, and overall business.

The risks associated with intellectual property protection and infringement are relevant to the Company's PCS platform. As PCS grows and gain more visibility, the potential for intellectual property disputes may increase.

Increasing Adoption of AI and Cloud-based Applications

The growing adoption of AI and cloud-based applications could potentially reduce the demand for high-performance PC hardware as cloud-based applications become more prevalent, negatively impacting PCS though potentially benefiting Cloud AI Hosting. Businesses and individuals may rely on cloud-based software applications and services that require less physical hardware. This shift in software consumption patterns could impact the PCS target market, affecting demand for certain types of PC hardware components. PCS' s sales of gaming and productivity hardware may be affected by this trend, leading to changes in customer preferences and purchasing behavior. Adapting to this evolving landscape may require PCS to modify its product offerings.

Post-Pandemic Changes in Gaming and Work Habits

The COVID-19 pandemic has significantly impacted consumer behaviors and work habits, including an increased focus on remote work and digital entertainment. As people gradually return to pre-pandemic routines, there is a risk that changes in gaming and work habits could affect demand for gaming and productivity hardware products. Reduced leisure time, shifting priorities, and altered gaming preferences could lead to fluctuations in demand for the Company's offerings. The extent and duration of these changes remain uncertain, and the Company may need to adapt its product offerings and marketing strategies to align with evolving consumer preferences.

PROMOTERS

Joel Freudman, President, Chief Executive Officer and a director of the Company may be considered a promoter of the Company within the meaning of applicable securities legislation in New Brunswick. Information about Mr. Freudman is disclosed elsewhere in this Prospectus in connection with his roles and an officer and director of the Company.

Mr. Freudman holds indirectly 746,000 Common Shares, representing approximately 6.5% of the Company's current issued and outstanding Common Shares, and currently does not receive an annual salary from the Company. Mr. Freudman is also entitled to receive stock options under the Stock Option Plan if, as and when declared by the Board.

Other than as disclosed elsewhere in this Prospectus, no person who was a promoter of the Company within the last two years:

- received anything of value directly or indirectly from the Company;
- sold or otherwise transferred any asset to the Company within the last two years;
- has been a director, chief executive officer or chief financial officer of any company that during the past 10 years was the subject of a cease trade order or similar order or an order that denied the company access to

any exemptions under securities legislation for a period of more than 30 consecutive days or became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver or receiver manager or trustee appointed to hold its assets;

- has been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority;
- has been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision; or
- has within the past 10 years become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver or receiver manager or trustee appointed to hold its assets.

See "*Directors and Officers*" and "*Executive Compensation*" for further disclosure.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

There are no legal proceedings outstanding, threatened or pending, as of the date hereof, by or against the Company or to which the Company is a party or to which its properties are subject, nor to the Company's knowledge are any such legal proceedings contemplated which could become material to a purchaser of Common Shares.

The Company is not currently aware of any:

(a) penalties or sanctions imposed against the Company by a court relating to provincial and territorial securities legislation or by a securities regulatory authority since its incorporation;

(b) other penalties or sanctions imposed by a court or regulatory body against the Company, the disclosure of which are necessary for the Prospectus to contain full, true and plain disclosure of all material facts relating to the securities being distributed; or

(c) settlement agreements the Company entered into before a court relating to provincial and territorial securities legislation or with a securities regulatory authority since its incorporation.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

No insider, director or executive officer of the Company and no associate or affiliate of any director, executive officer or insider has any material interest, direct or indirect, in any transaction since incorporation that has materially affected or is reasonably expected to materially affect the Company, other than ordinary course participation in private placement financings.

AUDITORS

The current auditor of the Company is DNTW Toronto LLP, with offices at 7100 Woodbine Avenue, Suite 219, Markham, Ontario, L3R 5J2. They have advised the Company that they are independent of the Company within the meaning of the Rules of Professional Conduct of the Institute of Chartered Professional Accountants.

REGISTRAR AND TRANSFER AGENT

The transfer agent and registrar for the Common Shares is Olympia Trust Company located at Suite 1900, 925 West Georgia Street, Vancouver, British Columbia, V6C 3L2.

MATERIAL CONTRACTS

There are no contracts of the Company, other than contracts entered into in the ordinary course of business, that are material to the Company, other than as set forth below:

(a) Standard Hosting Agreement for Cloud AI Hosting, between the Company and Vast.ai Inc, effective as of December 16, 2023, pursuant to which the Company agrees to supply hardware and perform services related to its maintenance and operation, in exchange for payments from Vast.ai Inc; and

(b) Lenovo Agreement for Resellers, between the Company and Lenovo (Canada) Inc., effective as of May 24, 2023, authorizing the Company to market and sell Lenovo products and services within Canada.

EXPERTS AND INTERESTS OF EXPERTS

No person or company whose profession or business gives authority to a report, valuation, statement or opinion and who is named as having prepared or certified a part of this Prospectus or as having prepared or certified a report or valuation described or included in this Prospectus holds or is to hold any beneficial or registered interest, direct or indirect, in any securities or property of the Company or any Associate or affiliate of the Company.

The independent auditor of the Company, DNTW Toronto LLP, Chartered Professional Accountants, has informed the Company that it is independent with respect to the Company in accordance with applicable Canadian auditing standards.

OTHER MATERIAL FACTS

To management's knowledge, there are no other material facts relating to the Company that are not otherwise disclosed in this Prospectus or are necessary for the Prospectus to contain full, true and plain disclosure of all material facts relating to the Company.

FINANCIAL STATEMENT AND MD&A DISCLOSURE

The following financial statements and management's discussions and analysis are included herein:

SCHEDULE A	-	FINANCIAL STATEMENTS FOR THE FISCAL YEARS ENDED MARCH 31, 2024 AND 2023
SCHEDULE B	-	MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE FISCAL YEARS ENDED MARCH 31, 2024 AND 2023
SCHEDULE C	-	FINANCIAL STATEMENTS FOR THE FISCAL YEARS ENDED MARCH 31, 2023 AND 2022
SCHEDULE D	-	MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE FISCAL YEARS ENDED MARCH 31, 2023 AND 2022

SCHEDULE "A"
NEXTGEN DIGITAL PLATFORMS INC.
FINANCIAL STATEMENTS
FOR THE FISCAL YEARS ENDED
MARCH 31, 2024 AND 2023
(AUDITED)

See attached.

NEXTGEN DIGITAL PLATFORMS INC.

Financial Statements

For the Years ended March 31, 2024 and 2023

(Expressed in Canadian Dollars)

dntw
CHARTERED PROFESSIONAL ACCOUNTANTS
DNTW TORONTO LLP

7100 Woodbine Ave, Suite 219
Markham, Ontario Canada L3R 5J2
Tel: 905-415-9666
Fax: 647-930-7939
dntw.audit@dntw.com

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of
Nextgen Digital Platforms Inc.

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Nextgen Digital Platforms Inc. (the "Company"), which comprise the statements of financial position as at March 31, 2024 and 2023, and the statements of loss and comprehensive loss, changes in shareholders' equity, and cash flows for the years then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at March 31, 2024 and 2023, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards ("IFRS").

Basis of Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the financial statements, which indicates that the Company incurred net losses during the years ended March 31, 2024 and 2023. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. The matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Except for the matter of the Material Uncertainty Related to Going Concern described above, we have determined that there are no other key audit matters to communicate in our report.

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Other Information

Management is responsible for the other information. The other information comprises the Management's Discussion and Analysis for the years ended March 31, 2024 and 2023, which we obtained prior to the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

dntw CHARTERED PROFESSIONAL ACCOUNTANTS
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- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Julia Zhou.

DNTW Toronto LLP

Chartered Professional Accountants
Licensed Public Accountants

June 14, 2024
Markham, Ontario

NextGen Digital Platforms Inc.
Statements of Financial Position
(Expressed in Canadian Dollars)

	As at March 31, 2024	As at March 31, 2023
	$	$
Assets		
Current Assets		
Cash	**247,677**	69,709
Short-term investments (Note 4)	**127,628**	-
Other receivables (Note 5)	**7,629**	3,331
Prepaid expenses and advances	**26,738**	-
Total Current Assets	**409,672**	73,040
Property and equipment (Note 6)	**2,700**	-
Intangible assets (Note 7)	**23,162**	23,162
Total Assets	**435,534**	96,202
Liabilities		
Current Liabilities		
Accounts payable and accrued liabilities (Notes 8 and 12)	**30,167**	23,456
Total Liabilities	**30,167**	23,456
Shareholders' Equity		
Share capital (Note 9)	**593,495**	157,749
Warrants reserve (Note 10)	**27,202**	-
Accumulated deficit	**(215,330)**	(85,003)
Total Shareholders' Equity	**405,367**	72,746
Total Liabilities and Shareholders' Equity	**435,534**	96,202

Nature of operations and going concern (Note 1)
Subsequent events (Note 18)

Approved on behalf of the Board of Directors:

"Joel Freudman"
Joel Freudman, Director

"Michael Rennie"
Michael Rennie, Director

The accompanying notes are an integral part of these financial statements

NextGen Digital Platforms Inc.

Statements of Loss and Comprehensive Loss
For the Years ended March 31, 2024 and 2023
(Expressed in Canadian Dollars)

	2024	2023
	$	$
Revenue	**1,474**	9,200
Cost of sales (Note 6)	**(1,624)**	(8,235)
Gross Profit (Loss)	**(150)**	965
Expenses		
Professional fees (Note 17)	**45,076**	39,323
Consulting fees (Notes 9 and 12)	**41,562**	-
Office and general (Note 12)	**33,010**	14,411
Research and development (Note 14)	**9,909**	17,914
Advertising and promotion	**1,922**	596
Bank charges and interest	**(1,302)**	74
Total Expenses	**(130,177)**	(72,318)
Net Loss and Comprehensive Loss	**(130,327)**	(71,353)
Weighted Average Number of Outstanding Shares	**6,992,306**	1,982,218
Net Loss per Share – Basic and Diluted (Note 11)	**(0.019)**	(0.036)

The accompanying notes are an integral part of these financial statements

NextGen Digital Platforms Inc.
Statements of Changes in Shareholders' Equity
For the Years ended March 31, 2024 and 2023
(Expressed in Canadian Dollars)

	Number of Shares	Share Capital	Reserve for Warrants	Accumulated Deficit	Total
	#	$	$	$	$
Balance, March 31, 2022	**1**	**-**	-	**(13,650)**	**(13,650)**
Cancellation of shares (Note 9(i))	(1)	-	-	-	-
Issuance of shares from private placement (Notes 9 (ii), (iii))	6,154,980	157,749	-	-	157,749
Net loss for the year	-	-	-	(71,353)	(71,353)
Balance, March 31, 2023	**6,154,980**	**157,749**	**-**	**(85,003)**	**72,746**
Issuance of shares from private placement (Notes 9(v), (vi), (viii))	3,463,295	346,330	-	-	346,330
Consulting fees settled by issuance of shares (Note 9(vii))	1,300,000	65,000	-	-	65,000
Buy-back and re-sale of existing shares to new shareholders (Note 9(iv))	-	24,416	-	-	24,416
Warrants issued on crowdfunding (Note 10)	-	-	29,800	-	29,800
Warrants issuance cost (Note 10)	-	-	(2,598)	-	(2,598)
Net loss for the year	-	-	-	(130,327)	(130,327)
Balance, March 31, 2024	**10,918,275**	**593,495**	**27,202**	**(215,330)**	**405,367**

The accompanying notes are an integral part of these financial statements

NextGen Digital Platforms Inc.
Statements of Cash Flows
For the Years ended March 31, 2024 and 2023
(Expressed in Canadian Dollars)

	2024	2023
	$	$
Operating Activities		
Net loss for the year	**(130,327)**	(71,353)
Adjustments for non-cash items:		
Depreciation expense (Note 6)	**499**	-
Interest income on short-term investments (Note 4)	**(2,628)**	-
Stock-based compensation (Note 9(vii))	**65,000**	-
	(67,456)	(71,353)
Net change in non-cash working capital items:		
Other receivables	**(4,298)**	(3,331)
Prepaid expenses and advances	**(26,738)**	-
Accounts payable and accrued liabilities	**6,711**	9,806
Cash Flows (used in) Operating Activities	**(91,781)**	(64,878)
Financing Activities		
Proceeds received on private placements (Note 9)	**346,330**	157,749
Proceeds received on crowdfunding (Note 10)	**29,800**	-
Issuance costs paid for issuance of warrants (Note 10)	**(2,598)**	-
Payments for buy-back of shares (Note 9)	**(20,250)**	-
Proceeds on re-sale of shares (Note 9)	**44,666**	-
Cash Flows provided by Financing Activities	**397,948**	157,749
Investing Activities		
Additions of short-term investments (Note 4)	**(125,000)**	-
Additions of property and equipment (Note 6)	**(3,199)**	-
Additions of intangible assets (Note 7)	**-**	(23,162)
Cash Flows (used in) Investing Activities	**(128,199)**	(23,162)
Increase in cash	**177,968**	69,709
Cash, beginning of year	**69,709**	-
Cash, end of year	**247,677**	69,709

The accompanying notes are an integral part of these financial statements

1. Nature of Operations and Going Concern

NextGen Digital Platforms Inc. (“NextGen” or the “Company”) is a Canadian technology company existing under the laws of British Columbia. On October 21, 2022, the Company changed its name from 1266457 B.C. Ltd. to NextGen Digital Platforms Inc. The Company’s registered office address is Suite 2200, RBC Place, 885 West Georgia St., Vancouver, British Columbia, V6C 3E8. The Company’s head office is located at 70 Trius Drive, Second Floor, Fredericton, New Brunswick, E3B 5E3.

The Company develops and acquires revenue-generating micro-technology digital platforms. The Company’s first business was PCSections.com (the “Website”), an e-commerce and consumer electronics platform facilitating direct -to-consumer sales, offering premium gaming electronics and other specialized hardware. Recently, the Company has been focusing its efforts on developing a line of business referred to as Cloud AI Hosting (“Cloud AI Hosting”), a hardware-as-a-service business whereby the computing power of NextGen’s specialized hardware workstations are leased to third-party end users for artificial intelligence applications, via a cloud-based portal. From time to time, the Company may also evaluate and acquire or develop other micro-technology platforms.

For the year ended March 31, 2024, the Company incurred a net loss of $130,327 (2023 – net loss of $71,353) and as at March 31, 2024, had an accumulated deficit of $215,330 (March 31, 2023 – accumulated deficit of $85,003). The Company’s future viability depends upon its ability to develop, test, market, and support new products and enhancements on a timely basis in response to both competitive threats and marketplace demands and achievement of revenue growth. The Company has started to generate operating cash from sales of products on its website and Cloud AI Hosting lines. So far, the volume of transactions is not sufficient to cover the expenditures. The expected primary source of future funds presently available to the Company is through the issuance of common shares. The ability of the Company to arrange such financing will depend, in part, on prevailing market conditions as well as the business performance of the Company. These events and conditions indicate the existence of material uncertainties that cast significant doubt on the Company’s ability to continue as a going concern. There can be no assurance that the Company will be successful in its efforts to arrange the necessary financing, if needed, on terms satisfactory to the Company. If additional financing is arranged through the issuance of shares, control of the Company may change, and shareholders may suffer significant dilution.

These financial statements have been prepared on a going concern basis which assumes that the Company will continue in operations for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business. Realization values may be substantially different from carrying values as shown and the 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 Presentation

(a) Statement of Compliance

These financial statements, including comparatives, have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”), and interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”). The accounting policies set out below were consistently applied to all periods presented unless otherwise noted.

These financial statements were reviewed, approved, and authorized for issuance by the Directors (the “Director”) of the Company on June 14, 2024.

(b) Basis of Measurement

These financial statements have been prepared in accordance with IFRS, on the historical cost basis. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

2. Basis of Presentation (continued)

(c) Functional Currency

These financial statements are presented in Canadian dollars, which is the functional currency of the Company, unless otherwise noted. The functional currency is the currency of the primary economic environment in which the Company operates.

(d) Significant Accounting Judgments and Estimates

The preparation of these financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, revenue, and expenses. On an ongoing basis, management evaluates its judgments and estimates in relation to assets, liabilities, revenue, and expenses. Management uses historical experience and various other factors it believes to be reasonable under the given circumstances as the basis for its judgments and estimates. Actual outcomes may differ from these estimates under different assumptions and conditions. These estimates are reviewed periodically, and adjustments are made as appropriate in the period they become known. Items for which actual results may differ materially from these estimates are described as follows:

Going concern

At each reporting period, management exercises judgment in assessing the Company's ability to continue as a going concern by reviewing the Company's performance, resources and future obligations. The conclusion that the Company will be able to continue as a going concern is subject to critical judgments of management with respect to assumptions surrounding the short- and long-term operating budgets, expected profitability, investment and financing activities and management's strategic planning. The assumptions used in management's going concern assessment are derived from actual operating results along with industry and market trends. Management believes there is sufficient capital to meet the Company's business obligations for at least the next 12 months, after taking into account expected cash flows, capital commitments, future financing, and the cash position at year-end.

Fair value of financial assets and financial liabilities

Fair value of financial assets and financial liabilities on the statements of financial position that cannot be derived from active markets, are determined using a variety of techniques including the use of valuation models. The inputs to these models are derived from observable market data where possible, but where observable market data are not available, judgment is required to establish fair values. The judgments include, but are not limited to, consideration of model inputs such as volatility, estimated life and discount rates.

Impairment

Long-lived assets, including property and equipment and intangible assets, are reviewed for indicators of impairment at each reporting period or whenever events or changes in circumstances indicate that the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is defined as the higher of: (i) value-in-use; or (ii) fair value less cost to sell. If the carrying amount of an asset exceeds its recoverable amount, an impairment charge is recognized immediately in profit or loss by the amount by which the carrying amount of the asset exceeds the recoverable amount. Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the lesser of the revised estimate of recoverable amount, and the carrying amount that would have been recorded had no impairment loss been recognized previously.

Income taxes

Income taxes and tax exposures recognized in the financial statements reflect management's best estimate of the outcome based on facts known at the reporting date. When the Company anticipates a future income tax payment based on its estimates, it recognizes a liability. The difference between the expected amount and the final tax outcome has an impact on current and deferred taxes when the Company becomes aware of this difference.

2. Basis of Presentation (continued)

(d) Significant Accounting Judgments and Estimates (continued)

Income taxes (continued)

In addition, when the Company incurs losses that cannot be associated with current or past profits, it assesses the probability of taxable profits being available in the future based on its budgeted forecasts. These forecasts are adjusted to take account of certain non-taxable income and expenses and specific rules on the use of unused credits and tax losses.

When the forecasts indicate the sufficient future taxable income will be available to deduct the temporary differences, a deferred tax asset is recognized for all deductible temporary differences.

Expected credit losses on financial assets

Determining an allowance for expected credit losses ("ECL") for amounts receivable and all debt financial assets not held at fair value through profit and loss ("FVTPL") requires management to make assumptions about the historical patterns for the probability of default, the timing of collection and the amount of incurred credit losses, which are adjusted based on management's judgment about whether economic conditions and credit terms are such that actual losses may be higher or lower than what the historical patterns suggest.

Provisions

The Company recognizes provisions if there is a present obligation as a result of a past event, it is probable that the Company will be required to settle the obligation and the obligation can be reliably estimated. The amount recognized as a provision reflects management's best estimate of the consideration required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation.

Research and development costs

Judgment is required to distinguish the research phase and the development phase to correctly identify costs that qualify for capitalization.

3. Summary of Material Accounting Policies

(a) Cash

Cash on the statements of financial position comprises bank balances held in Canadian chartered banks, which are available on demand.

(b) Revenue from Contracts with Customers

The Company's policy for the timing and amount of revenue to be recognized is based on the following 5-step process:

- Identify the contract with a customer.
- Identify the performance obligations in the contract.
- Determine the transaction price, which is the total consideration provided by the customer.
- Allocate the transaction price among the performance obligations in the contract based on their relative fair values; and
- Recognize revenue when the relevant criteria are met for each unit (at a point in time or over time).

Revenue is recognized at the transaction price, which is the amount of consideration to which the Company expects to be entitled in exchange for transferring promised goods and services to a customer. Net revenue from sale of goods and services, as presented in the statements of loss and comprehensive loss, represents revenue from the sale of goods less expected price discounts and related transaction fees.

3. Summary of Material Accounting Policies (continued)

(b) Revenue from Contracts with Customers (continued)

The Company's contracts with customers for the sale of equipment hardware provided consist of only one performance obligation. The Company has concluded that revenue from the sale of these products should be recognized at the point in time when control is transferred to the customer, which is on shipment of goods and time of services provided.

The Company's payment terms vary by customer types. Payment is due immediately before the transfer of control.

(c) Financial Instruments

Financial assets and financial liabilities, including derivatives, are recognized on the statements of financial position when the Company becomes a party to the financial instrument or derivative contract.

Classification

The Company classifies its financial assets and financial liabilities in the following measurement categories: (a) those to be measured subsequently at FVTPL; (b) those to be measured subsequently at fair value through other comprehensive income ("FVTOCI"); and (c) those to be measured at amortized cost. The classification of financial assets depends on the business model for managing the financial assets and the contractual terms of the cash flows. Financial liabilities are classified as those to be measured at amortized cost unless they are designated as those to be measured subsequently at FVTPL (irrevocable election at the time of recognition). For assets and liabilities measured at fair value, gains and losses are recorded in profit or loss.

The Company reclassifies financial assets when its business model for managing those assets changes. Financial liabilities are not reclassified.

Fair value through profit or loss

This category includes derivative instruments as well as quoted equity instruments which the Company has not irrevocably elected, at initial recognition or transition, to classify at FVTOCI. This category would also include debt instruments whose cash flow characteristics fail the solely principal and interest ("SPPI") criterion or are not held within a business model whose objective is either to collect contractual cash flows, or to both collect contractual cash flows and sell. Financial assets in this category are recorded at FVTPL. As at March 31, 2024 and 2023, the Company did not have any financial assets at FVTPL.

Financial assets at fair value through other comprehensive income

Equity instruments that are not held-for-trading can be irrevocably designated to have their change in FVTOCI instead of through profit or loss. This election can be made on individual instruments and is not required to be made for the entire class of instruments. Attributable transaction costs are included in the carrying value of the instruments. Financial assets at FVTOCI are initially measured at fair value and changes therein are recognized in other comprehensive income (loss) ("OCI").

Amortized cost

This category includes financial assets that are held within a business model with the objective to hold the financial assets in order to collect contractual cash flows that meet the SPPI criterion. Financial asset classified in this category are measured at amortized cost using the effective interest method.

The Company's classification of financial assets and financial liabilities under IFRS 9 – Financial Instruments ("IFRS 9") are summarized below:

Cash	Amortized cost
Short-term investments	Amortized cost
Accounts payable	Amortized cost

3. Summary of Material Accounting Policies (continued)

(c) Financial Instruments (continued)

Measurement

All financial instruments are required to be measured at fair value on initial recognition, plus, in the case of a financial asset or financial liability not at FVTPL, transaction costs that are directly attributable to the acquisition or issuance of the financial asset or financial liability. Transaction costs of financial assets and financial liabilities carried at FVTPL are expensed in profit or loss. Financial assets and financial liabilities with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Financial assets that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are on the principal outstanding are generally measured at amortized cost at the end of the subsequent accounting periods. All other financial assets including equity investments are measured at their fair values at the end of subsequent accounting periods, with any changes taken through profit and loss or OCI (irrevocable election at the time of recognition). For financial liabilities measured subsequently at FVTPL, changes in fair value due to credit risk are recorded in OCI.

Impairment of financial assets

IFRS 9 introduced a single ECL impairment model, which is based on changes in credit quality since initial application. The adoption of the ECL impairment model had resulted in a provision of ECL recorded on the Company’s statements of loss and comprehensive loss.

The Company assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due. The Company considers a financial asset to be in default when the borrower is unlikely to pay its credit obligations to the Company in full or when the financial asset is more than 90 days past due.

The carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts.

Derecognition

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in the statements of loss and comprehensive loss.

The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled or expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid or payable, including any non-cash assets transferred or liabilities assumed, is recognized in the statements of loss and comprehensive loss.

Fair value hierarchy

The Company classifies fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 – Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

As of March 31, 2024 and 2023, the Company did not have any financial instruments measured at fair value.

3. Summary of Material Accounting Policies (continued)

(d) Property and Equipment

Property and equipment are carried at cost less accumulated depreciation and impairment losses. Cost includes acquisition costs or construction costs, as well as costs directly attributable to bringing the asset to the location and condition necessary for its use in operations. When property and equipment include significant components with different useful lives, they are recorded and amortized separately.

Depreciation is computed using the straight-line method based on the estimated useful life of the assets and commences when title and ownership have transferred to the Company and is readily available for its intended use. The residual value, useful life and depreciation methods are reviewed at the end of each reporting period. Such a review takes into consideration the nature of the asset, the intended use and impact of technological changes. Where parts of an item of property and equipment have different useful lives, they are accounted for as separate items of capital assets. Subsequent costs are included in the asset carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

Depreciation is recorded on a straight-line basis for the following:

- Two years for computer equipment.

(e) Intangible Assets

Intangible assets comprise of internally-generated assets associated with the Website, which is considered to have an indefinite useful life, and is not amortized. These intangible assets are, however, reviewed for impairment on an annual basis, and whenever there is an indicator of impairment. Management exercises judgement in estimating the probability future economic benefits expected to be achieved, which is used as the basis for impairment review on annual basis. The evaluations are linked closely to the assumptions made by management regarding the future performance of these assets and any changes in the discount rate applied.

(f) Provisions

A provision is recognized when the Company has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and the amount of the obligation can be reliably estimated. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. A provision for onerous contracts is recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable cost of meeting its obligations under the contract.

As of March 31, 2024 and 2023, the Company had no material provisions.

(g) Income Taxes

Income tax expense comprises current and deferred income tax expense. Current and deferred taxes are recognized in net loss, except to the extent that it relates to items recognized directly in equity or in OCI.

Current income taxes

Current income taxes are recognized and measured at the amount expected to be recovered from, or payable to, the taxation authorities based on the income tax rates enacted or substantively enacted at the end of the reporting period and includes any adjustment to taxes payable in respect of previous years.

3. Summary of Material Accounting Policies (continued)

(g) Income Taxes (continued)

Deferred income taxes

Deferred income taxes are recorded for temporary differences at the date of the statement of financial position between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. The carrying amount of a deferred income tax asset is reviewed at the end of the reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Unrecognized deferred income tax assets are reassessed at the end of the reporting period and are recognized to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the end of the reporting period.

Deferred income tax assets and deferred income tax liabilities are offset if, and only if, they relate to income taxes levied by the same taxation authority and the Company has the legal rights and intent to offset.

(h) Share Capital

Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares are classified as equity instruments. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction from the proceeds.

(i) Share Issuance Costs

Costs incurred in connection with the issuance of share capital are netted against the proceeds received. Costs related to the issuance of share capital and incurred prior to issuance are recorded as deferred share issuance costs and subsequently netted against proceeds when they are received.

(j) Loss Per Share

The basic loss per share is computed by dividing the net loss by the weighted average number of common shares outstanding during the year. The diluted loss per share reflects the potential dilution of common share equivalents, in the weighted average number of common shares outstanding during the year, if dilutive. The "treasury stock method" is used for the assumed proceeds upon the exercise of the options and warrants that are used to purchase common shares at the average market price during the year.

(k) Share-Based Payments

The Company conducts payments for the services received with common shares and warrants. Share-based payments to vendors are measured at the fair value of goods or services received, or at the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured and are recorded at the date the goods or services are received.

The fair value of warrants is determined using the Black–Scholes valuation model. The fair value of equity-settled share-based transactions is recognized as a stock-based compensation expense with a corresponding increase in contributed surplus.

Upon the exercise of warrants, proceeds received from the warrant holders are recorded as an increase to share capital and the related reserves is transferred to share capital. Expired warrants are also transferred to accumulated deficit.

3. Summary of Material Accounting Policies (continued)

(l) Research and Development Costs

Expenditures during the research phase are expensed as incurred. Expenditures incurred during the development phase are capitalized as internally generated intangible assets if the Company can demonstrate each of the following criteria:

- The technical feasibility of completing the intangible asset so that it will be available for use or sale;
- Its intention to complete the intangible assets and use or sell it;
- How the asset will generate future economic benefits;
- The availability of resources to complete the asset; and
- The ability to measure reliably the expenditure during development.

(m) Related Party Transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

(n) Recent Accounting Pronouncements

As at the date of authorization of these financial statements, the IASB and the IFRIC had issued certain pronouncements that are mandatory for the Company's accounting periods commencing on or after January 1, 2024. Many are not applicable or do not have a significant impact to the Company, have been excluded. The Company had assessed that no material impact is expected upon the adoption of the following amendments on its financial statements:

Amendments to IFRS 7 – Financial Instruments: Disclosures ("IFRS 7") and IAS 7 – Statements of Cash Flows ("IAS 7")

In May 2023, the IASB issued disclosure-only amendments to IFRS 7 and IAS 7. The amendments require entities to disclose sufficient information necessary for users of financial statements to understand the effects of supplier finance arrangements on an entity's liabilities and cash flows, as well as on its liquidity risk and risk management. The amendments are effective for annual periods beginning on or after January 1, 2024.

4. Short Term Investments

As at March 31, 2024, the Company had invested in certain guaranteed investment certificates ("GICs") maturing in October 2024, valued at $125,000. For the year ended March 31, 2024, interest income of $2,628 (2023 – $nil) has been accrued on the GICs and were netted against bank charges and interest on the statements of loss and comprehensive loss.

5. Other Receivables

The Company's other receivables balance represents amounts due from government taxation authorities in respect of the Goods and Services Tax/Harmonized Sales Tax. The Company anticipates full recovery of these amounts and therefore no ECL has been recorded against those receivables, which are due in less than one year.

6. Property and Equipment

The Company's property and equipment is comprised of a desktop workstation purchased in December 2023 for $3,199. During the year ended March 31, 2024, depreciation of $499 had been recorded on the equipment and was included in Cost of Sales. As of March 31, 2024, the equipment was carried at a net book value of $2,700.

(Expressed in Canadian Dollars)

7. Intangible Assets

During the year ended March 31, 2023, the Company developed the Website using different external developers to facilitate sales on the Internet, and incurred costs of $23,162 in relation to the internally-generated website. As the Website is considered to have an indefinite life, it is not subject to amortization.

As at March 31, 2024, the Company reviewed the Website for indicators of impairment. No indicator for impairment was identified and no impairment loss was recorded on the intangible assets.

8. Accounts Payable and Accrued Liabilities

Accounts payable and accrued liabilities of the Company are principally comprised of amounts outstanding for trade purchases incurred in the normal course of business.

	March 31, 2024	March 31, 2023
	$	$
Accrued liabilities	**28,014**	10,613
Accounts payable	**2,153**	12,843
	30,167	23,456

The Company's standard term for trade payables is 30 to 60 days.

9. Share Capital

Authorized share capital

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

Common shares issued and outstanding as at March 31, 2024 and 2023 are as follows:

	Number of common shares	**Amount**
	#	$
Balance, March 31, 2022	**1**	**-**
Cancellation of shares to the Company issued on incorporation (i)	(1)	-
Shares issued at private placements (ii), (iii)	6,154,980	157,749
Balance, March 31, 2023	**6,154,980**	**157,749**
Shares purchase back from shareholder (iv)	(1,833,327)	(20,250)
Purchased back shares sold to new shareholders (iv)	1,833,327	44,666
Shares based payments (vii)	1,300,000	65,000
Shares issued at private placements (v), (vi), (viii)	3,463,295	346,330
Balance, March 31, 2024	**10,918,275**	**593,495**

Share capital transactions for the year ended March 31, 2023

(i) On November 16, 2022, a common share previously issued on incorporation was cancelled.

(ii) On November 16, 2022, the Company closed a private placement (the "2022 Financing") pursuant to which it issued 5,000,000 common shares to the Company's founders at a price of $0.02 per common share, for gross proceeds of $100,000.

(iii) On February 17, 2023, the Company closed another private placement (the "February 2023 Financing") pursuant to which it issued 1,154,980 common shares at a price of $0.05 per common share, for gross proceeds of $57,749.

9. Share Capital (continued)

Share capital transactions for the year ended March 31, 2024

(iv) On May 31, 2023, the Company repurchased 1,833,327 common shares from certain shareholders for $20,250. Those shares were then sold to new shareholders on June 14, 2023 for gross proceed of $44,666.

(v) On June 15, 2023, the Company issued 500,000 common shares in the first tranche of a private placement at a price of $0.10 per common share (the "$0.10 Financing"), for gross proceeds of $50,000.

(vi) On October 31, 2023, the Company issued 893,295 common shares in the second tranche of the $0.10 Financing at a purchase price of $0.10 per common share, for gross proceeds of $89,330.

(vii) On March 18, 2024, the Company issued 1,300,000 common shares, at a price of $0.05 per common share as compensation to various consultants and referral partners for services provided to the Company. These services were valued at $65,000.

(viii) On March 27, 2024, the Company issued 2,070,000 common shares in the third tranche of the $0.10 Financing at a purchase price of $0.10 per common share, for gross proceeds of $207,000.

10. Warrants Reserve

On September 26, 2023, the Company completed a crowdfunding private placement of 298,000 special warrants at a price of $0.10 per special warrant for aggregate gross proceeds of $29,800. Each special warrant can be automatically converted into a common share of the Company, without payment for additional consideration, on the earlier of the date that is:

(i) at any time, at the discretion of the Company, or
(ii) upon the issuance by a Canadian securities regulatory authority of a receipt for a final prospectus qualifying the issuance of the common shares upon conversion of the securities, or
(iii) on that date that is 18 months from the date of issuance.

In connection with the closing of the crowdfunding, the Company issued an additional 200,000 compensatory special warrants to Vested Technology Corp. and incurred issuance cost of $2,598 in cash.

As at March 31, 2024, the Company has 498,000 special warrants outstanding and new warrants reserve of $27,202.

11. Loss per Share

Basic and diluted loss per share for the year ended March 31, 2024 is calculated by dividing the net loss for the year of $130,327 (2023 – net loss of $71,353) by the weighted average number of common shares outstanding of 6,992,306 (2023 – 1,982,218).

For the year ended March 31, 2024, the basic and diluted loss per share was $0.019 (2023 – $0.036). Currently, the Company's basic and diluted loss per share is the same.

12. Related Party Transactions

In accordance with IAS 24 – Related Party Disclosures, key management personnel, including companies controlled by them, are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company.

Management remuneration

During the year ended March 31, 2024, directors and other members of key management personnel did not receive any remuneration (2023 – $nil).

Other related party transactions

During the year ended March 31, 2023, Resurgent Capital Corp. ("Resurgent"), an entity controlled by the Chief Executive Officer ("CEO") of NextGen, participated in the 2022 Financing (see Note 9) and subscribed for 550,000 common shares, for total gross proceeds of $11,000.

(Expressed in Canadian Dollars)

12. Related Party Transactions (continued)

Other related party transactions (continued)

During the year ended March 31, 2023, the Chief Financial Officer of NextGen participated in the February 2023 Financing (see Note 9) and subscribed for 50,000 common shares, for total gross proceeds of $2,500.

During the year ended March 31, 2023, a former director of the Company also participated in the 2022 Financing and the February 2023 Financing (see Note 9) and subscribed for a total of 916,653 common shares, for total gross proceeds of $22,333. On May 31, 2023, these common shares were sold back to the Company.

During the year ended March 31, 2024, 1000103727 Ontario Limited ("Ontario Limited"), an entity controlled by the CEO of the Company, charged fees of $33,000 (2023 – $13,750) for general and administrative, corporate development and consultancy services, which are included in office and general expenses. As at March 31, 2024, no balance was owed to Ontario Limited (March 31, 2023 – $6,250 included in accounts payable and accrued liabilities).

During the year ended March 31, 2024, one of the directors of NextGen purchased 333,327 shares that were previously bought back by the Company (see Note 9 (iv)), for total gross proceeds of $14,666. The director also participated in the $0.10 Financing (see Note 9) and subscribed for 105,000 common shares, for total gross proceeds of $10,500.

13. Income Taxes

Provision for income taxes

The reconciliation of the combined Canadian federal and provincial statutory income tax rate of 27% to the effective tax rate is as follows:

	Year Ended March 31, 2024	Year Ended March 31, 2023
	$	$
(Loss) before income taxes	**(130,327)**	(71,353)
Combined statutory income tax rate	**27%**	27%
Expected income tax recovery based on statutory rate	**(35,200)**	(19,300)
Adjustment to expected income tax recovery		
Permanent differences and other	**100**	-
Change in unrecorded deferred tax asset not recognized	**35,100**	19,300
Income tax expense	**-**	-

Deferred income tax

Deferred taxes are a result of temporary differences that arise due to the differences between the income tax values and the carrying values of assets and liabilities. Deferred income tax assets have not been recognized in respect of the following deductible temporary differences:

	March 31, 2024	**March 31, 2023**
	$	$
Non-capital losses carried forward	**58,000**	23,000
Fixed assets	**100**	-
Deferred tax asset	**58,100**	23,000
Less: Deferred tax assets not recognized	**(58,100)**	(23,000)
Deferred tax asset (liability)	**-**	-

(Expressed in Canadian Dollars)

13. Income Taxes (continued)

Non-capital losses

The Company's non-capital losses expire as follows:

Expiry	**Amount**
	$
2042	**13,700**
2043	**71,400**
2044	**129,800**
	214,900

14. Research and Development Expenses

During the years ended March 31, 2024 and 2023, the Company's R&D expenses are comprised of the following:

	2024	**2023**
	$	$
Consulting	**5,963**	15,721
Website maintenance and development	**3,946**	2,193
	9,909	17,914

15. Capital Management

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern and to deploy that capital to generate returns to shareholders. The management of the Company monitors its capital structure and makes adjustments according to market conditions to meet its objectives given the current outlook of the business and industry in general. The board of directors of the Company (the "Board") does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the management team to sustain the future development of the business.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. The Company's capital management objectives, policies and processes have remained unchanged since the Company's most recent financial reporting period.

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

16. Risk Management

The Company's financial instruments consist primarily of cash and accounts payable. The Company is exposed to various risks as it relates to these financial instruments. Management, under oversight of the Board, mitigates these risks by assessing and monitoring the Company's risk management processes. There have not been any changes in the nature of these risks or the process of managing these risks from the previous reporting periods.

Credit risk

Credit risk is the risk of potential loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and short-term investments. Cash and short-term investments are held with a reputable Canadian chartered bank and are closely monitored by management. Management believes that the credit risk concentration with respect to financial instruments included in cash is minimal.

(Expressed in Canadian Dollars)

16. Risk Management (continued)

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 manages its liquidity risk by reviewing its capital requirements on an ongoing basis. 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 market conditions generally or related to matters specific to the Company. The Company generates cash flow primarily from its financing activities. As at March 31, 2024 the Company had a cash balance of $247,677 (March 31, 2023 – $69,709) and short-term investments of $127,628 (March 31, 2023 – $nil) which it can also mobilize, to settle current liabilities of $30,167 (March 31, 2023 – $23,456).

The following table summarizes the carrying amount and the contractual maturities of both the interest and principal portion of significant financial liabilities as of March 31, 2024:

	Carrying amount	**Year 1**	**Year 2 to 3**	**Year 4 to 5**
	$	**$**	**$**	**$**
Accounts payable and accrued liabilities	30,167	30,167	-	-

The Company manages liquidity risk by maintaining adequate cash reserves and by continuously monitoring anticipated cash flows to identify financial requirements. Where insufficient liquidity may exist, the Company may pursue various debt and equity instruments for short or long-term financing of its operations.

With the proceeds from the private placements, management believes there is sufficient capital to meet short-term business obligations, after taking into account cash flow requirements from operations and the Company's cash position as at March 31, 2024.

Fair value

Fair value estimates of financial instruments are made at a specific point in time based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

As at March 31, 2024, the Company's financial instruments consisted of cash, short-term investments and accounts payable and accrued liabilities. The fair value of cash, short-term investments and accounts payables and accrued liabilities are approximately equal to their carrying value due to their short-term nature. It did not have any financial instruments which were carried at fair value (March 31, 2023 – $nil).

17. Professional Fees

During the years ended March 31, 2024 and 2023, the Company's professional fees are comprised of the following:

	2024	**2023**
	$	$
Audit and accounting expenses	**28,917**	19,000
General legal expenses	**16,159**	20,323
	45,076	39,323

18. Subsequent Events

On June 3, 2024, 498,000 special warrants previously issued in connection with the crowdfunding private placement as disclosed in Note 10, were exercised for 498,000 common shares.

SCHEDULE "B"
NEXTGEN DIGITAL PLATFORMS INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE FISCAL YEARS ENDED MARCH 31, 2024 AND 2023

See attached.

NEXTGEN DIGITAL PLATFORMS INC.

Management's Discussion and Analysis

For the Year ended March 31, 2024

(Expressed in Canadian Dollars)

The following is the Management's Discussion and Analysis ("MD&A") of the results of operations and financial condition of NextGen Digital Platforms Inc. ("NextGen" or the "Company") as at and for the year ended March 31, 2024. This MD&A was written to comply with the requirements of National Instrument 51-102 – Continuous Disclosure Obligations. This MD&A should be read in conjunction with the Company's audited financial statements and related notes for the years ended March 31, 2024 and 2023 (the "2024 Financials"). All financial information contained in this MD&A are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and interpretations of the IFRS Interpretations Committee. In the opinion of management, all adjustments considered necessary for a fair presentation have been included. All figures are expressed in Canadian dollars unless stated otherwise.

This MD&A also covers the subsequent period up to June 14, 2024.

Description of Business

The Company is a Canadian technology company existing under the laws of British Columbia. On October 21, 2022, the Company changed its name from 1266457 B.C. Ltd. to NextGen Digital Platforms Inc. The Company's registered office address is Suite 2200, RBC Place, 885 West Georgia St., Vancouver, British Columbia, V6C 3E8. The Company's head office is located at 70 Trius Drive, Second Floor, Fredericton, New Brunswick, E3B 5E3.

The Company develops and acquires revenue-generating micro-technology digital platforms. The Company's first business was PCSections.com (the "Website"), an e-commerce and consumer electronics platform facilitating direct -to-consumer sales, offering premium gaming electronics and other specialized hardware. Recently, the Company has been focusing its efforts on developing a line of business referred to as Cloud AI Hosting ("Cloud AI Hosting"), a hardware-as-a-service business whereby the computing power of NextGen's specialized hardware workstations are leased to third-party end users for artificial intelligence applications, via a cloud-based portal. From time to time the Company may also evaluate and acquire or develop other micro-technology platforms.

Corporate Developments

Beginning in November 2022, the Company initiated the development of the Website, its inaugural micro-technology platform that facilitates direct-to-consumer sales of a range of premium gaming electronics and other specialized hardware.

On March 14, 2023, the Company officially re-launched the Website in its current incarnation.

During April and May of 2023, the Website obtained authorized electronics reseller status from various large wholesalers, namely D&H Canada, Ingram Micro Inc., and Lenovo North America. As an authorized reseller, the Company is granted access to these wholesalers' comprehensive catalogues of technology products and services, which includes but is not limited to computer hardware, networking equipment, consumer electronics, and other relevant offerings. The Company also has referral agreements in place with several arm's length hardware retailers and information technology consulting firms, for potential customer referrals to the Website.

On December 16, 2023, the Company established its business line referred to as Cloud AI Hosting, a hardware-as-a-service business whereby the computing power of NextGen's specialized hardware workstations are leased to third-party end users for artificial intelligence applications, via a cloud-based portal.

Financing Activities

On June 15, 2023, the Company issued 500,000 common shares in the first tranche of a private placement at a price of $0.10 per common share (the "$0.10 Financing"), for gross proceeds of $50,000.

On September 26, 2023, the Company completed a crowdfunding private placement of 298,000 special warrants at a price of $0.10 per special warrant for aggregate gross proceeds of $29,800. In connection with the closing of the crowdfunding, the Company issued an additional 200,000 compensatory special warrants to Vested Technology Corp.

(Expressed in Canadian Dollars)

Each special warrant entitled the holder to receive, upon voluntary exercise or deemed exercise by the Company, one common share without payment or additional consideration. On June 3, 2024, the 498,000 special warrants were exercised for 498,000 common shares.

On October 31, 2023, the Company issued 893,295 common shares in the second tranche of the $0.10 Financing at a purchase price of $0.10 per common share, for gross proceeds of $89,330.

On March 27, 2024, the Company issued 2,070,000 common shares in the third tranche of the $0.10 Financing at a purchase price of $0.10 per common share, for gross proceeds of $207,000.

Overall Performance

As at March 31, 2024, the Company had current assets of $409,672 (March 31, 2023 – $73,040), including cash of $247,677 (March 31, 2023 – $69,709) and short-term investments of $127,628 (March 31, 2023 – $nil), to settle current liabilities of $30,167 (March 31, 2023 – $23,456), for a working capital of $379,505 (March 31, 2023 – working capital of $49,584).

During the year ended March 31, 2024, the Company reported a net loss of $130,327 (loss of $0.019 per basic and diluted share), as compared to a net loss of $71,353 (loss of $0.036 per basic and diluted share) in the prior year. The increase in net loss is primarily due to the continued increase in scope of the Website's operations and business development, as discussed in more detail under "Results of Operations".

During the year ended March 31, 2024, net cash used in the Company's operations was $91,781, as compared to $64,878 cash used in operations in the prior year. The increase reflects the increased scope of operations and business development.

During the year ended March 31, 2024, cash provided by financing activities was $397,948 (2023 – $157,749). The increase in 2024 in cash provided by financing raised predominantly from the $0.10 Financing, as described in more details in "Financing Activities".

During the year ended March 31, 2024, the Company also paid $128,199 for investments activities, including a payment of $3,199 for investments into the AI hardware reported under the property and equipment which was used to generate rental income, and an investment of $125,000 from excess cash into certain guaranteed investment certificates ("GICs") maturing in October 2024. For the year ended March 31, 2024, interest income of $2,628 has been accrued on the GICs and were netted against bank charges and interest on the Company's statements of loss and comprehensive loss. In 2023 the Company spent $23,162 for investment into the Website used to generate revenue.

Due to the nature of the Company's businesses and the present stage of development of its businesses, the Company is subject to certain trends, risks and uncertainties. For a detailed description see "Trends, Risks and Uncertainties".

Selected Annual Information

Selected financial information, prepared in accordance with IFRS, for the Company's three most recently completed fiscal years ended March 31, 2024 are summarized as follows:

	2024	2023	2022
	$	$	$
Revenue	**1,474**	9,200	-
Total operating expenses	**(130,177)**	(72,318)	(13,650)
Net loss	**(130,327)**	(72,353)	(13,650)
Cash	**247,677**	69,709	-
Total assets	**435,534**	96,202	-
Total liabilities	**30,167**	23,456	13,650
Shareholders' equity (deficiency)	**405,367**	72,746	(13,650)
Working capital	**379,505**	49,584	(13,650)

In the year ended March 31, 2023, the Company raised funds through private placements, completed the research and development ("R&D") of the intangible asset and used the proceeds to create the Website. The revenue for the 2023 fiscal year was generated through the Website. Prior to that, in 2022, its operations were fairly negligible.

In the year ended March 31, 2024, the Company continued to raise funds through private placements. It also received consulting services from the number of vendors regarding further development of the business. Cloud AI Hosting as a new line of business was started and brought in some revenue in addition to on-going sales through the Website. Additional financial information is available on the 2024 Financials.

Summary of Quarterly Results

The disclosure of this information is not applicable for quarters prior to NextGen becoming a reporting issuer.

During the quarter ended March 31, 2024, the Company generated total sales revenue of $524 (2023 – $9,200). Total operating expenses for the quarter were $58,713 (2023 – $13,388), for which the increase was the increased scope of operations. In the fourth quarter of 2024, the Company raised more than $207,000 from the $0.10 Financing, while it incurred a net loss of approximately $59,000 during the period.

Results of Operations

The Company's results of operations for the fiscal year ended March 31, 2024 reflect mainly the revenue and cost of goods sold from commercial operations, overhead costs incurred by the Company to maintain the Website and to manage the acquisition, development and financing activities of the Company. R&D costs can be expected to increase or decrease in relation to the changes in asset acquisition and development activities.

During the year ended March 31, 2024, the Company reported a net loss of $130,177 compared to net loss of $71,353 for the same period in the prior year. Explanations of significant variances are provided below.

During the year ended March 31, 2024, the Company continued its operating activity and generated total sales revenues of $1,474 (2023 – $9,200) primarily comprised of sales of computer hardware and rental of desktop workstation. The Company also recorded cost of goods sold of $1,624 (2023 – $8,235), for a gross loss of $150 (2023 – gross profit of $965).

During the year ended March 31, 2024, total operating expenses were $130,177, as compared to operating expenses of $72,318 in the prior year. The increase in operating expenses is largely driven by expansion of the business and exploring new business opportunities. Expenses incurred on R&D were $9,909 in 2024 (2023 – $17,914).

The Company incurred the following expenses in the year ended March 31, 2024:

- Professional fees of $45,076 (2023 – $39,323) (see Note 17 of the 2024 Financials);
- Consulting fees of $41,562 (2023 – $nil) (see Notes 9 and 12 of the 2024 Financials);
- Office and general expenses of $33,010 (2023 – $14,411);
- Research and development expenses of $9,909 (2023 – $17,914) (see Note 14 of the 2024 Financials); and
- Other overhead costs of $620 (2023 – $670), which include advertising and promotion and bank charges.

The increase in professional fees was due to heightened consulting, corporate advisory, and legal fees stemming from the elevated level of operating and corporate activity. As the Company commenced commercial operations, there was also a corresponding rise in the need for office and general and administrative expenses, along with marketing efforts for the Website and its products, and banking services.

Liquidity Outlook

While NextGen has commenced generating sales, its cash flows from operations remains currently negative. The Company's level of operations is principally a function of sales of hardware, Cloud AI Hosting revenues, and availability of capital resources. The primary source of funding has been through the issuance of common shares for cash proceeds. There is no guarantee that the Company will be able to successfully complete such financings, as market conditions and business performance may dictate availability and interest.

Management is actively monitoring cash flows and managing operational activity against its budget. As of the date of the MD&A, the Company believes that it will have sufficient liquidity to continue operations for the 12-month period ending March 31, 2025. Nevertheless, management will continue to look for new sources of financing to fund its working capital and to advance the Company's operations.

Related Party Transactions

In accordance with IAS 24 – Related Party Disclosures, key management personnel, including companies controlled by them, are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company.

Management remuneration

During the year ended March 31, 2024, directors and other members of key management personnel did not receive any remuneration (2023 – $nil).

Other related party transactions

During the year ended March 31, 2024, 1000103727 Ontario Limited ("Ontario Limited"), an entity controlled by the Chief Executive Officer of NextGen, charged fees of $33,000 (2023 – $13,750) for general and administrative, corporate development and consultancy services, which are included in office and general expenses. As at March 31, 2024, no balance was owed to Ontario Limited (March 31, 2023 – $6,250 included in accounts payable and accrued liabilities).

During the year ended March 31, 2024, one of the directors of NextGen purchased 333,327 shares that were previously bought back by the Company, for total gross proceeds of $14,666. The director also participated in the first tranche of the $0.10 Financing and subscribed for 105,000 common shares, for total gross proceeds of $10,500.

Capital Management

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern and to deploy that capital to generate returns to shareholders. The management of the Company monitors its capital structure and makes adjustments according to market conditions to meet its objectives given the current outlook of the business and industry in general. The board of directors of the Company (the "Board") does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the management team to sustain the future development of the business.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. The Company's capital management objectives, policies and processes have remained unchanged since the Company's most recent financial reporting period.

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

Risk Management

The Company's financial instruments consist primarily of cash and accounts payable. The Company is exposed to various risks as it relates to these financial instruments. Management, under oversight of the Board, mitigates these risks by assessing and monitoring the Company's risk management processes. There have not been any changes in the nature of these risks or the process of managing these risks from the previous reporting periods.

Credit risk

Credit risk is the risk of potential loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and short-term investments. Cash and short-term investments are held with a reputable Canadian chartered bank and are closely monitored by management. Management believes that the credit risk concentration with respect to financial instruments included in cash is minimal.

(Expressed in Canadian Dollars)

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 manages its liquidity risk by reviewing its capital requirements on an ongoing basis. 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 market conditions generally or related to matters specific to the Company. The Company generates cash flow primarily from its financing activities. As at March 31, 2024 the Company had a cash balance of $247,677 (March 31, 2023 – $69,709) and short-term investments of $127,628 (March 31, 2023 – $nil) which it can also mobilize, to settle current liabilities of $30,167 (March 31, 2023 – $23,456).

The following table summarizes the carrying amount and the contractual maturities of both the interest and principal portion of significant financial liabilities as of March 31, 2024:

	Carrying amount	Year 1	Year 2 to 3	Year 4 to 5
	$	$	$	$
Accounts payable and accrued liabilities	30,167	30,167	-	-

The Company manages liquidity risk by maintaining adequate cash reserves and by continuously monitoring anticipated cash flows to identify financial requirements. Where insufficient liquidity may exist, the Company may pursue various debt and equity instruments for short or long-term financing of its operations.

With the proceeds from the private placements, management believes there is sufficient capital to meet short-term business obligations, after taking into account cash flow requirements from operations and the Company's cash position as at March 31, 2024.

Fair value

Fair value estimates of financial instruments are made at a specific point in time based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

As at March 31, 2024, the Company's financial instruments consisted of cash, short-term investments and accounts payable and accrued liabilities. The fair value of cash, short-term investments and accounts payables and accrued liabilities are approximately equal to their carrying value due to their short-term nature. It did not have any financial instruments which were carried at fair value (March 31, 2023 – $nil).

Significant Accounting Judgments and Estimates

The preparation of these financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, revenue, and expenses. On an ongoing basis, management evaluates its judgments and estimates in relation to assets, liabilities, revenue, and expenses. Management uses historical experience and various other factors it believes to be reasonable under the given circumstances as the basis for its judgments and estimates. Actual outcomes may differ from these estimates under different assumptions and conditions. These estimates are reviewed periodically, and adjustments are made as appropriate in the period they become known. Items for which actual results may differ materially from these estimates are described as follows:

Going concern

At each reporting period, management exercises judgment in assessing the Company's ability to continue as a going concern by reviewing the Company's performance, resources and future obligations. The conclusion that the Company will be able to continue as a going concern is subject to critical judgments of management with respect to assumptions surrounding the short- and long-term operating budgets, expected profitability, investment and financing activities and management's strategic planning. The assumptions used in management's going concern assessment are derived from actual operating results along with industry and market trends. Management believes there is sufficient capital to meet the Company's business obligations for at least the next 12 months, after taking into account expected cash flows, capital commitments, future financing, and the cash position at year-end.

Fair value of financial assets and financial liabilities

Fair value of financial assets and financial liabilities on the statements of financial position that cannot be derived from active markets, are determined using a variety of techniques including the use of valuation models. The inputs to these models are derived from observable market data where possible, but where observable market data are not available, judgment is required to establish fair values. The judgments include, but are not limited to, consideration of model inputs such as volatility, estimated life and discount rates.

Impairment

Long-lived assets, including property and equipment and intangible assets, are reviewed for indicators of impairment at each reporting period or whenever events or changes in circumstances indicate that the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is defined as the higher of: (i) value-in-use; or (ii) fair value less cost to sell. If the carrying amount of an asset exceeds its recoverable amount, an impairment charge is recognized immediately in profit or loss by the amount by which the carrying amount of the asset exceeds the recoverable amount. Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the lesser of the revised estimate of recoverable amount, and the carrying amount that would have been recorded had no impairment loss been recognized previously.

Income taxes

Income taxes and tax exposures recognized in the financial statements reflect management's best estimate of the outcome based on facts known at the reporting date. When the Company anticipates a future income tax payment based on its estimates, it recognizes a liability. The difference between the expected amount and the final tax outcome has an impact on current and deferred taxes when the Company becomes aware of this difference.

In addition, when the Company incurs losses that cannot be associated with current or past profits, it assesses the probability of taxable profits being available in the future based on its budgeted forecasts. These forecasts are adjusted to take account of certain non-taxable income and expenses and specific rules on the use of unused credits and tax losses.

When the forecasts indicate the sufficient future taxable income will be available to deduct the temporary differences, a deferred tax asset is recognized for all deductible temporary differences.

Expected credit losses on financial assets

Determining an allowance for expected credit losses ("ECL") for amounts receivable and all debt financial assets not held at fair value through profit and loss ("FVTPL") requires management to make assumptions about the historical patterns for the probability of default, the timing of collection and the amount of incurred credit losses, which are adjusted based on management's judgment about whether economic conditions and credit terms are such that actual losses may be higher or lower than what the historical patterns suggest.

Provisions

The Company recognizes provisions if there is a present obligation as a result of a past event, it is probable that the Company will be required to settle the obligation and the obligation can be reliably estimated. The amount recognized as a provision reflects management's best estimate of the consideration required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation.

Research and development costs

Judgment is required to distinguish the research phase and the development phase to correctly identify costs that qualify for capitalization.

Summary of Material Accounting Policies

(a) Cash

Cash on the statements of financial position comprises bank balances held in Canadian chartered banks, which are available on demand.

(b) Revenue from Contracts with Customers

The Company's policy for the timing and amount of revenue to be recognized is based on the following 5-step process:

- Identify the contract with a customer.
- Identify the performance obligations in the contract.
- Determine the transaction price, which is the total consideration provided by the customer.
- Allocate the transaction price among the performance obligations in the contract based on their relative fair values; and
- Recognize revenue when the relevant criteria are met for each unit (at a point in time or over time).

Revenue is recognized at the transaction price, which is the amount of consideration to which the Company expects to be entitled in exchange for transferring promised goods and services to a customer. Net revenue from sale of goods and services, as presented in the statements of loss and comprehensive loss, represents revenue from the sale of goods less expected price discounts and related transaction fees.

The Company's contracts with customers for the sale of equipment hardware provided consist of only one performance obligation. The Company has concluded that revenue from the sale of these products should be recognized at the point in time when control is transferred to the customer, which is on shipment of goods and time of services provided.

The Company's payment terms vary by customer types. Payment is due immediately before the transfer of control.

(c) Financial Instruments

Financial assets and financial liabilities, including derivatives, are recognized on the statements of financial position when the Company becomes a party to the financial instrument or derivative contract.

Classification

The Company classifies its financial assets and financial liabilities in the following measurement categories: (a) those to be measured subsequently at FVTPL; (b) those to be measured subsequently at fair value through other comprehensive income ("FVTOCI"); and (c) those to be measured at amortized cost. The classification of financial assets depends on the business model for managing the financial assets and the contractual terms of the cash flows. Financial liabilities are classified as those to be measured at amortized cost unless they are designated as those to be measured subsequently at FVTPL (irrevocable election at the time of recognition). For assets and liabilities measured at fair value, gains and losses are recorded in profit or loss.

The Company reclassifies financial assets when its business model for managing those assets changes. Financial liabilities are not reclassified.

Fair value through profit or loss

This category includes derivative instruments as well as quoted equity instruments which the Company has not irrevocably elected, at initial recognition or transition, to classify at FVTOCI. This category would also include debt instruments whose cash flow characteristics fail the solely principal and interest ("SPPI") criterion or are not held within a business model whose objective is either to collect contractual cash flows, or to both collect contractual cash flows and sell. Financial assets in this category are recorded at FVTPL. As at March 31, 2024 and 2023, the Company did not have any financial assets at FVTPL.

Financial assets at fair value through other comprehensive income

Equity instruments that are not held-for-trading can be irrevocably designated to have their change in FVTOCI instead of through profit or loss. This election can be made on individual instruments and is not required to be made for the entire class of instruments. Attributable transaction costs are included in the carrying value of the instruments. Financial assets at FVTOCI are initially measured at fair value and changes therein are recognized in other comprehensive income (loss) ("OCI").

Amortized cost

This category includes financial assets that are held within a business model with the objective to hold the financial assets in order to collect contractual cash flows that meet the SPPI criterion. Financial asset classified in this category are measured at amortized cost using the effective interest method.

The Company's classification of financial assets and financial liabilities under IFRS 9 – Financial Instruments ("IFRS 9") are summarized below:

Cash	Amortized cost
Short-term investments	Amortized cost
Accounts payable	Amortized cost

Measurement

All financial instruments are required to be measured at fair value on initial recognition, plus, in the case of a financial asset or financial liability not at FVTPL, transaction costs that are directly attributable to the acquisition or issuance of the financial asset or financial liability. Transaction costs of financial assets and financial liabilities carried at FVTPL are expensed in profit or loss. Financial assets and financial liabilities with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Financial assets that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are on the principal outstanding are generally measured at amortized cost at the end of the subsequent accounting periods. All other financial assets including equity investments are measured at their fair values at the end of subsequent accounting periods, with any changes taken through profit and loss or OCI (irrevocable election at the time of recognition). For financial liabilities measured subsequently at FVTPL, changes in fair value due to credit risk are recorded in OCI.

Impairment of financial assets

IFRS 9 introduced a single ECL impairment model, which is based on changes in credit quality since initial application. The adoption of the ECL impairment model had resulted in a provision of ECL recorded on the Company's statements of loss and comprehensive loss.

The Company assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due. The Company considers a financial asset to be in default when the borrower is unlikely to pay its credit obligations to the Company in full or when the financial asset is more than 90 days past due.

The carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts.

Derecognition

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in the statements of loss and comprehensive loss.

The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled or expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid or payable, including any non-cash assets transferred or liabilities assumed, is recognized in the statements of loss and comprehensive loss.

Fair value hierarchy

The Company classifies fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 – Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

As of March 31, 2024 and 2023, the Company did not have any financial instruments measured at fair value.

(d) Property and Equipment

Property and equipment are carried at cost less accumulated depreciation and impairment losses. Cost includes acquisition costs or construction costs, as well as costs directly attributable to bringing the asset to the location and condition necessary for its use in operations. When property and equipment include significant components with different useful lives, they are recorded and amortized separately.

Depreciation is computed using the straight-line method based on the estimated useful life of the assets and commences when title and ownership have transferred to the Company and is readily available for its intended use. The residual value, useful life and depreciation methods are reviewed at the end of each reporting period. Such a review takes into consideration the nature of the asset, the intended use and impact of technological changes. Where parts of an item of property and equipment have different useful lives, they are accounted for as separate items of capital assets. Subsequent costs are included in the asset carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

Depreciation is recorded on a straight-line basis for the following:

- Two years for computer equipment.

(e) Intangible Assets

Intangible assets comprise of internally-generated assets associated with the Website, which is considered to have an indefinite useful life, and is not amortized. These intangible assets are, however, reviewed for impairment on an annual basis, and whenever there is an indicator of impairment. Management exercises judgement in estimating the probability future economic benefits expected to be achieved, which is used as the basis for impairment review on annual basis. The evaluations are linked closely to the assumptions made by management regarding the future performance of these assets and any changes in the discount rate applied.

(f) Provisions

A provision is recognized when the Company has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and the amount of the obligation can be reliably estimated. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. A provision for onerous contracts is recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable cost of meeting its obligations under the contract.

As of March 31, 2024 and 2023, the Company had no material provisions.

(g) Income Taxes

Income tax expense comprises current and deferred income tax expense. Current and deferred taxes are recognized in net loss, except to the extent that it relates to items recognized directly in equity or in OCI.

Current income taxes

Current income taxes are recognized and measured at the amount expected to be recovered from, or payable to, the taxation authorities based on the income tax rates enacted or substantively enacted at the end of the reporting period and includes any adjustment to taxes payable in respect of previous years.

Deferred income taxes

Deferred income taxes are recorded for temporary differences at the date of the statement of financial position between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. The carrying amount of a deferred income tax asset is reviewed at the end of the reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Unrecognized deferred income tax assets are reassessed at the end of the reporting period and are recognized to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the end of the reporting period.

Deferred income tax assets and deferred income tax liabilities are offset if, and only if, they relate to income taxes levied by the same taxation authority and the Company has the legal rights and intent to offset.

(h) Share Capital

Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares are classified as equity instruments. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction from the proceeds.

(i) Share Issuance Costs

Costs incurred in connection with the issuance of share capital are netted against the proceeds received. Costs related to the issuance of share capital and incurred prior to issuance are recorded as deferred share issuance costs and subsequently netted against proceeds when they are received.

(j) Loss Per Share

The basic loss per share is computed by dividing the net loss by the weighted average number of common shares outstanding during the year. The diluted loss per share reflects the potential dilution of common share equivalents, in the weighted average number of common shares outstanding during the year, if dilutive. The "treasury stock method" is used for the assumed proceeds upon the exercise of the options and warrants that are used to purchase common shares at the average market price during the year.

(k) Share-Based Payments

The Company conducts payments for the services received with common shares and warrants. Share-based payments to vendors are measured at the fair value of goods or services received, or at the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured and are recorded at the date the goods or services are received.

The fair value of warrants is determined using the Black–Scholes valuation model. The fair value of equity-settled share-based transactions is recognized as a stock-based compensation expense with a corresponding increase in contributed surplus.

Upon the exercise of warrants, proceeds received from the warrant holders are recorded as an increase to share capital and the related reserves is transferred to share capital. Expired warrants are also transferred to accumulated deficit.

(l) Research and Development Costs

Expenditures during the research phase are expensed as incurred. Expenditures incurred during the development phase are capitalized as internally generated intangible assets if the Company can demonstrate each of the following criteria:

- The technical feasibility of completing the intangible asset so that it will be available for use or sale;
- Its intention to complete the intangible assets and use or sell it;
- How the asset will generate future economic benefits;
- The availability of resources to complete the asset; and
- The ability to measure reliably the expenditure during development.

(m) Related Party Transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

(n) Recent Accounting Pronouncements

As at the date of authorization of these financial statements, the IASB and the IFRIC had issued certain pronouncements that are mandatory for the Company's accounting periods commencing on or after January 1, 2024. Many are not applicable or do not have a significant impact to the Company, have been excluded. The Company had assessed that no material impact is expected upon the adoption of the following amendments on its financial statements:

Amendments to IFRS 7 – Financial Instruments: Disclosures ("IFRS 7") and IAS 7 – Statements of Cash Flows ("IAS 7")

In May 2023, the IASB issued disclosure-only amendments to IFRS 7 and IAS 7. The amendments require entities to disclose sufficient information necessary for users of financial statements to understand the effects of supplier finance arrangements on an entity's liabilities and cash flows, as well as on its liquidity risk and risk management. The amendments are effective for annual periods beginning on or after January 1, 2024.

Off Balance Sheet Arrangements

As at March 31, 2024 and the date of this MD&A, the Company does not have any off-balance sheet arrangements.

Proposed Transactions

None.

Subsequent Events

On June 3, 2024, 498,000 special warrants previously issued in connection with the crowdfunding private placement were exercised for 498,000 common shares.

Disclosure of Outstanding Share Data as of June 14, 2024

	Authorized	Outstanding
Voting or equity securities issued and outstanding	Unlimited number of common shares	11,416,275 common shares

Trends, Risks and Uncertainties

The Company's business is subject to a number of significant risk factors. The following are certain risk factors related to the Company, its business, and ownership of its common shares. If any event arising from the risk factors set forth below occurs, the Company's business, prospects, financial conditions, results of operation or cash flows and in some cases, its reputation, could be materially adversely affected. Although the Company believes that the risk factors described below are the most material risks that it faces, they may not be the only risks the Company faces.

Additional risk factors not presently known to the Company or that the Company currently believes are immaterial could also materially and adversely affect the Company's investments, prospects, cash flows, results of operations or financial conditions and negatively affect the value of the common shares. An investment in the Company involves a high degree of risk and should be considered speculative. An investment in the Company should only be undertaken by those persons who can afford the total loss of their investment. Readers should carefully consider each of the risks and uncertainties described below, including the financial statements and accompanying notes, before investing in the Company.

Product Innovation Risks

The Company's success depends upon its ability to develop, test, market, and support new products and enhancements on a timely basis in response to both competitive threats and marketplace demands. In addition, products and enhancements must remain compatible with the other products and systems used by the Company's customers. If new industry standards emerge that the Company does not anticipate or adapt to, the Website and/or Cloud AI Hosting lines of business could be rendered obsolete and, as a result, its business and operating results, as well as its ability to compete in the marketplace, would be materially harmed.

The development and success of products in the artificial intelligence sector, in particular, carry inherent risks stemming from the rapidly evolving nature of this field. The dynamic and ever-changing landscape of artificial intelligence technology means that predicting the exact outcomes or market reception of artificial-intelligence-based products is uncertain. As a result, there is no assurance of achieving the desired results or widespread market acceptance within the artificial intelligence industry, and the Company's ability to innovate and adapt to emerging artificial intelligence technologies and market demands is crucial.

There can be no assurance that the Company will be successful in the introduction, marketing and production of any new products or product innovations or develop and introduce in a timely manner updates to its existing product which satisfy customer needs or achieve market acceptance. The Company's failure to develop new products and introduce them successfully and in a timely manner could harm its ability to grow its business and could have a material adverse effect on its business, results of operations and financial condition.

Artificial Intelligence and Cloud Computing as Emerging Industries

The artificial intelligence and cloud computing industries, including Cloud AI Hosting, are emerging industries and NextGen cannot predict the impact of the ever-evolving compliance regime in respect of these industries. Similarly, NextGen cannot predict the time required to secure all appropriate regulatory approvals for future services, or the extent of licensing and documentation that may, from time to time, be required by governmental authorities.

The growing adoption of artificial intelligence and cloud-based applications could potentially reduce the demand for high-performance PC hardware as cloud-based applications become more prevalent, negatively impacting the Website though potentially benefiting Cloud AI Hosting. Businesses and individuals may rely on cloud-based software applications and services that require less physical hardware. This shift in software consumption patterns could impact the Website's target market, affecting demand for certain types of PC hardware components. The Website's sales of gaming and productivity hardware may be affected by this trend, leading to changes in customer preferences and purchasing behavior. Adapting to this evolving landscape may require the Website to modify its product offerings.

Global Semiconductor Shortage

The global semiconductor shortage presents a significant risk to the availability and pricing of computer hardware components used in the Website's products. Supply chain disruptions and increased demand for semiconductors across various industries, including automotive and electronics, have led to challenges in sourcing essential components. The shortage could result in extended lead times, increased costs, and potential delays in product manufacturing and delivery by suppliers. The Website heavily relies on timely and reliable shipments from suppliers to fulfill customer orders. If the semiconductor shortage affects the suppliers' ability to deliver components promptly, it may lead to delays in order fulfillment and customer dissatisfaction. This could impact the Company's reputation, customer relationships, and financial performance.

Data Security and Privacy Risks

The Company's data-related activities, including data transmission, storage, and privacy protection, are subject to various laws and regulations across multiple jurisdictions. These regulations aim to safeguard consumer privacy and prevent unauthorized disclosure of personal information. While the Company implements technical safeguards, it cannot ensure complete protection against unauthorized access or breaches. If third parties gain improper access to the Company's systems or databases, confidential customer data could be compromised, resulting in severe impacts on its business, customer trust, and revenues. Breaches could lead to regulatory actions, litigation, increased operating expenses, and damage to the Company's reputation. Moreover, the implementation of mandatory data breach notifications in certain Canadian provinces may amplify negative publicity and erode customer confidence in the Company's data security measures, affecting its ability to conduct business and potentially harming its overall reputation.

Data security and privacy risks primarily pertain to the Website. Cloud AI Hosting is conducted on a third-party platform, so the Company does not collect or store customer data for this service.

Information Technology Systems, Cyber-Attacks and Security Breaches

The Company's operations depend, in part, on how well it and its suppliers protect networks, equipment, information technology ("IT") systems and software against damage from a number of threats, including, but not limited to, cable cuts, damage to physical plants, natural disasters, intentional damage and destruction, fire, power loss, hacking, computer viruses, vandalism and theft. The Company is susceptible to operational, financial and information security risks resulting from cyber-attacks and/or malfunctioning technology. The Company's operations also depend on the timely maintenance, upgrade and replacement of networks, equipment, IT systems and software, as well as pre-emptive expenses to mitigate the risks of failures. Any of these and other events could result in information system failures, delays, increase in capital expenses, financial losses, the inability to process transactions, the unauthorized release of customer information and reputational risk. If there was a breach in security or if there was a failure of information systems or a component of information systems, it could, depending on the nature of any such breach or failure, adversely impact the Company's reputation, business continuity and results of operations.

The Company has not experienced any material losses to date relating to cyber-attacks or other information security breaches, but there can be no assurance that the Company will not incur such losses in the future. The Company's risk and exposure to these matters cannot be fully mitigated because of, among other things, the evolving nature of these threats. As a result, cyber security and the continued development and enhancement of controls, processes and practices designed to protect systems, computers, software, data and networks from attack, damage or unauthorized access is a priority. As cyber threats continue to evolve, the Company may be required to expend additional resources to continue to modify or enhance protective measures or to investigate and remediate any security vulnerabilities.

The risks of IT systems, cyber-attacks and security breaches are inherent in all online digital platforms, including the Website and Cloud AI Hosting services. The Company monitors for potential vulnerabilities and updates its security protocols as necessary to mitigate evolving threats.

Market Price of Common Shares and Volatility

The common shares do not currently trade on any exchange or stock market. Securities of microcap and small-cap companies have experienced substantial volatility in the past, often based on factors unrelated to the companies' financial performance or prospects. These factors include macroeconomic developments in North America and globally and market perceptions of the attractiveness of particular industries. The price of the common shares is also likely to be significantly affected by changes to NextGen's financial condition and results of operations.

Other factors unrelated to NextGen's performance that may affect the price of the common shares include the following: lessening in trading volume and general market interest in the common shares may affect an investor's ability to trade significant numbers of common shares; and a substantial decline in the price of the common shares that persists for a significant period of time could cause the common shares, if listed on an exchange, to be delisted from such exchange, further reducing market liquidity. As a result of any of these factors, the market price of the common shares at any given point in time may not accurately reflect the Company's long-term value. The fact that no market currently exists for the common shares may affect the pricing of the common shares in the secondary market, the transparency and availability of trading prices and the liquidity of the common shares. The effect of these and other factors on the market price of the common shares is expected to make the common share price volatile in the future, which may result in losses to investors, and/or may impede the ability of investors to resell their common shares.

Insurance Risks

Insurance coverage for NextGen, the Website, Cloud AI Hosting and/or any new technology platforms may not be available, may be uneconomical for the Company, or the nature or level of such insurance may be insufficient to provide adequate insurance cover. Further, the Company may not be able to insure against cyber-theft or hacking attacks. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the Company.

Retention of Key Personnel

The Company has a small management team and Board, and the loss of any key individual could affect the Company's business. Additionally, the Company may be required to secure other personnel to operate its proprietary businesses and/or any other micro-technology platforms it develops. Any inability to secure and/or retain appropriate personnel may have a materially adverse impact on the business and operations of the Company.

Conflicts of Interest

Directors and officers of the Company are and may become directors and/or officers of other technology companies or have significant shareholdings in other technology companies and, to the extent that such companies may compete with the Company for business opportunities and sales, the directors and officers of the Company may have conflicts of interest. The Company and its directors and officers will attempt to minimize such conflicts through proper corporate governance and internal disclosure requirements. In the event that such a conflict of interest arises at a meeting of the directors of the Company, a director who has such a conflict will abstain from voting for or against the approval of such matter. Conflicts, if any, will be subject to the procedures and remedies as provided under the *Business Corporations Act* (British Columbia), as the case may be. Other than as indicated, the Company has no other procedures or mechanisms to deal with conflicts of interest.

Regulatory Risks

The Company will be subject to a variety of laws and regulations across all jurisdictions in which it operates, including but not limited to, intellectual property, advertising, marketing, distribution, data and information security, electronic communications, competition, consumer protection, privacy laws, unfair commercial practices, taxation, securities law compliance, online payment and payment processing services. These laws, regulations and legislation, which in some cases can be enforced by private parties or government entities, are constantly evolving and can be subject to significant change. As a result, the application, interpretation, and enforcement of these laws and regulations could have an adverse impact on the Company and lead to increases in costs and expenditure as well as restrict its existing operations and ability to expand.

These laws and regulations, as well as any changes to the same and any related inquiries, investigations or any other government actions, may be costly to comply with and may delay or impede new product development, result in negative publicity, increase the Company's operating costs, require significant management time and attention, and subject it to remedies that may harm its business including fines or demands or orders that modify, or cease certain or all existing business practices, or implement costly and burdensome compliance measures. Any such consequences could adversely affect the Company's business, results of operations or financial condition.

Litigation Risks

The Company may, from time to time, become involved in various claims, legal proceedings and complaints arising in the ordinary course of business. The Company cannot reasonably predict the likelihood or the outcome of these actions. Adverse outcomes in some, or all of these, claims may result in significant monetary damages or injunctive relief that could adversely affect the Company's ability to conduct its business. Even if the Company prevails in any such legal proceeding, the proceedings could be costly and time consuming and may divert the attention of management and key personnel from the Company's operations.

Intellectual Property Protection and Infringement Risks

Intellectual property infringement claims from third parties could lead to substantial costs and adversely impact the Company's business, financial position, results of operations, and reputation. The Company's ability to compete hinges on avoiding infringement or misappropriation of third-party intellectual property rights. Competitors may own patents, copyrights, trademarks, and trade secrets, potentially resulting in litigation. Although the Company has not received any infringement notices to date, increased visibility could heighten the risk of such claims. Public announcements related to any intellectual property disputes could negatively influence the price of the common shares. There may be third-party intellectual property rights, including trademarks of products distributed by the Company, that cover significant aspects of the Company's technologies, products, services, or business methods. Similarly, the incorporation of third-party products and services into the Company's offerings could expose it to an elevated risk of infringement claims. Intellectual property claims are unpredictable, time-consuming, and costly to settle, diverting resources and potentially leading to significant liability. Resolving such claims might involve redesigning products or services and developing alternative technology or branding. If unable to secure rights or develop non-infringing alternatives, the Company may have to limit or cease sales, impacting its competitive position, existing customers, and overall business.

The risks associated with intellectual property protection and infringement are relevant to the Website. As the Website grows and gain more visibility, the potential for intellectual property disputes may increase.

Disclosure of Internal Controls over Financial Reporting

Management has established processes to provide them sufficient knowledge to support representations that they have exercised reasonable diligence that (i) the financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by such financial statements; and (ii) the financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented.

In contrast to non-venture issuers, this MD&A does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"). In particular, management is not making any representations relating to the establishment and maintenance of:

i) controls and procedures designed to provide reasonable assurance that information required to be disclosed by the Company in its filings or other reports or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

Investors should be aware that inherent limitations on the ability of management of the Company to design and implement on a cost-effective basis DC&P and ICFR may result in additional risks to the quality, reliability, transparency and timeliness of filings and other reports provided under securities legislation.

Cautionary Note Regarding Forward-Looking Statements

This MD&A contains certain forward-looking statements, including those relating to the Company's future development plans for PCS and Cloud AI Hosting; corporate acquisition and business development strategy; adequacy of working capital; and the availability of future financing. Wherever possible, words such as "may", "would", "could", "will", "anticipate", "believe", "plan", "expect", "intend", "estimate" and similar expressions have been used to identify these forward-looking statements.

These forward-looking statements are based on numerous assumptions that are believed by management to be reasonable in the circumstances, with respect to, among other things, the Company's future plans, financial results and operational performance, anticipated expense levels, and technological developments, and are subject to a number of risks and uncertainties, including without limitation those listed in the "*Trends, Risks and Uncertainties*" section of this MD&A. Actual results may differ materially from results contemplated by the forward-looking statements herein. Investors and others should carefully consider the foregoing factors and should not place undue reliance on such forward-looking statements. The Company assumes no responsibility to update forward looking statements made herein, other than as may be required by applicable securities laws.

SCHEDULE "C"
NEXTGEN DIGITAL PLATFORMS INC.
FINANCIAL STATEMENTS
FOR THE FISCAL YEARS ENDED
MARCH 31, 2023 AND 2022
(AUDITED)

See attached.

NEXTGEN DIGITAL PLATFORMS INC.

Financial Statements

For the Years ended March 31, 2023 and 2022

(Expressed in Canadian Dollars)

dntw
CHARTERED PROFESSIONAL ACCOUNTANTS
DNTW TORONTO LLP

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INDEPENDENT AUDITOR'S REPORT

To the Shareholders of
Nextgen Digital Platforms Inc.

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Nextgen Digital Platforms Inc. (the "Company"), which comprise the statements of financial position as at March 31, 2023 and 2022, and the statements of loss and comprehensive loss, changes in shareholders' equity, and cash flows for the years then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at March 31, 2023 and 2022, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards ("IFRS").

Basis of Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the financial statements, which indicates that the Company incurred net losses during the years ended March 31, 2023 and 2022. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. The matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Except for the matter of the Material Uncertainty Related to Going Concern described above, we have determined that there are no other key audit matters to communicate in our report.

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Other Information

Management is responsible for the other information. The other information comprises the Management's Discussion and Analysis for the years ended March 31, 2023 and 2022, which we obtained prior to the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

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- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Julia Zhou.

DNTW Toronto LLP

June 14, 2024
Markham, Ontario

Chartered Professional Accountants
Licensed Public Accountants

NextGen Digital Platforms Inc.
Statements of Financial Position
(Expressed in Canadian Dollars)

	As at March 31, 2023	As at March 31, 2022
	$	$
Assets		
Current Assets		
Cash	**69,709**	**-**
Other receivables (Note 4)	**3,331**	**-**
Total Current Assets	**73,040**	-
Intangible assets (Note 5)	**23,162**	-
Total Assets	**96,202**	-
Liabilities		
Current Liabilities		
Accounts payable and accrued liabilities (Notes 6 and 9)	**23,456**	13,650
Total Liabilities	**23,456**	13,650
Shareholders' Equity (Deficiency)		
Share capital (Note 7)	**157,749**	-
Accumulated deficit	**(85,003)**	(13,650)
Total Shareholders' Equity (Deficiency)	**72,746**	(13,650)
Total Liabilities and Shareholders' Equity (Deficiency)	**96,202**	-

Nature of operations and going concern (Note 1)
Subsequent events (Note 15)

Approved on behalf of the Board of Directors:

"Joel Freudman"
Joel Freudman, Director

"Michael Rennie"
Michael Rennie, Director

The accompanying notes are an integral part of these financial statements

NextGen Digital Platforms Inc.

Statements of Loss and Comprehensive Loss
For the Years ended March 31, 2023 and 2022
(Expressed in Canadian Dollars)

	2023	2022
	$	$
Revenue	**9,200**	-
Cost of sales	**(8,235)**	-
Gross Profit	**965**	-
Expenses		
Professional fees (Note 14)	**39,323**	-
Research and development (Note 11)	**17,914**	13,000
Office and general (Note 9)	**14,411**	650
Advertising and promotion	**596**	-
Bank charges	**74**	-
Total Expenses	**(72,318)**	(13,650)
Net Loss and Comprehensive Loss	**(71,353)**	(13,650)
Weighted Average Number of Outstanding Shares – Basic and Diluted (Note 7)	**1,982,218**	1
Net Loss per Share – Basic and Diluted (Note 8)	**(0.036)**	(13,650)

The accompanying notes are an integral part of these financial statements

NextGen Digital Platforms Inc.

Statements of Changes in Shareholders' Equity (Deficiency)
For the Years ended March 31, 2023 and 2022
(Expressed in Canadian Dollars)

	Number of Shares	Share Capital	Accumulated Deficit	Total
	#	$	$	$
Balance, March 31, 2021	**1**	-	-	-
Net loss for the year	-	-	(13,650)	(13,650)
Balance, March 31, 2022	**1**	-	**(13,650)**	**(13,650)**
Cancellation of shares (Note 9, (i))	(1)	-	-	-
Issuance of shares from private placement (Note 9 (ii), (iii))	6,154,980	157,749	-	157,749
Net loss for the year	-	-	(71,353)	(71,353)
Balance, March 31, 2023	**6,154,980**	**157,749**	**(85,003)**	**72,746**

The accompanying notes are an integral part of these financial statements

NextGen Digital Platforms Inc.
Statements of Cash Flows
For the Years ended March 31, 2023 and 2022
(Expressed in Canadian Dollars)

	2023	2022
	$	$
Operating Activities		
Net loss for the year	**(71,353)**	(13,650)
	(71,353)	(13,650)
Net change in non-cash working capital items:		
Other receivables	**(3,331)**	-
Accounts payable and accrued liabilities	**9,806**	13,650
Cash Flows (used in) Operating Activities	**(64,878)**	-
Financing Activities		
Proceeds received on private placements (Note 7)	**157,749**	-
Cash Flows provided by Financing Activities	**157,749**	-
Investing Activities		
Additions of intangible assets (Note 5)	**(23,162)**	-
Cash Flows (used in) Investing Activities	**(23,162)**	-
Increase in cash	**69,709**	-
Cash, beginning of year	**-**	-
Cash, end of year	**69,709**	-

The accompanying notes are an integral part of these financial statements

1. Nature of Operations and Going Concern

NextGen Digital Platforms Inc. ("NextGen" or the "Company") is a Canadian technology company existing under the laws of British Columbia. On October 21, 2022, the Company changed its name from 1266457 B.C. Ltd. to NextGen Digital Platforms Inc. The Company's registered office address is Suite 2200, RBC Place, 885 West Georgia St., Vancouver, British Columbia, V6C 3E8. The Company's head office is located at 70 Trius Drive, Second Floor, Fredericton, New Brunswick, E3B 5E3.

The Company develops and acquires revenue-generating micro-technology digital platforms. The Company's first business was PCSections.com (the "Website"), an e-commerce and consumer electronics platform facilitating direct -to-consumer sales, offering premium gaming electronics and other specialized hardware. Recently, the Company has been focusing its efforts on developing a line of business referred to as Cloud AI Hosting ("Cloud AI Hosting"), a hardware-as-a-service business whereby the computing power of NextGen's specialized hardware workstations are leased to third-party end users for artificial intelligence applications, via a cloud-based portal. From time to time, the Company may also evaluate and acquire or develop other micro-technology platforms.

For the year ended March 31, 2023, the Company incurred a net loss of $71,353 (2022 – net loss of $13,650) and as at March 31, 2023 had an accumulated deficit of $85,003 (March 31, 2022 – accumulated deficit of $13,650). The Company's future viability depends upon its ability to develop, test, market, and support new products and enhancements on a timely basis in response to both competitive threats and marketplace demands and achievement of revenue growth. The Company has started to generate operating cash from sales of products on its website. So far, the volume of transactions is not sufficient to cover the expenditures. The expected primary source of future funds presently available to the Company is through the issuance of common shares. The ability of the Company to arrange such financing will depend, in part, on prevailing market conditions as well as the business performance of the Company. These events and conditions indicate the existence of material uncertainties that cast significant doubt on the Company's ability to continue as a going concern. There can be no assurance that the Company will be successful in its efforts to arrange the necessary financing, if needed, on terms satisfactory to the Company. If additional financing is arranged through the issuance of shares, control of the Company may change, and shareholders may suffer significant dilution.

These financial statements have been prepared on a going concern basis which assumes that the Company will continue in operations for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business. Realization values may be substantially different from carrying values as shown and the 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 Presentation

(a) Statement of Compliance

These financial statements, including comparatives, have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"), and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). The accounting policies set out below were consistently applied to all periods presented unless otherwise noted.

These financial statements were reviewed, approved, and authorized for issuance by the Directors (the "Director") of the Company on June 14, 2024.

(b) Basis of Measurement

These financial statements have been prepared in accordance with IFRS, on the historical cost basis. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

2. Basis of Presentation (continued)

(c) Functional Currency

These financial statements are presented in Canadian dollars, which is the functional currency of the Company, unless otherwise noted. The functional currency is the currency of the primary economic environment in which the Company operates.

(d) Significant Accounting Judgments and Estimates

The preparation of these financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, revenue, and expenses. On an ongoing basis, management evaluates its judgments and estimates in relation to assets, liabilities, revenue, and expenses. Management uses historical experience and various other factors it believes to be reasonable under the given circumstances as the basis for its judgments and estimates. Actual outcomes may differ from these estimates under different assumptions and conditions. These estimates are reviewed periodically, and adjustments are made as appropriate in the period they become known. Items for which actual results may differ materially from these estimates are described as follows:

Going concern

At each reporting period, management exercises judgment in assessing the Company's ability to continue as a going concern by reviewing the Company's performance, resources and future obligations. The conclusion that the Company will be able to continue as a going concern is subject to critical judgments of management with respect to assumptions surrounding the short- and long-term operating budgets, expected profitability, investment and financing activities and management's strategic planning. The assumptions used in management's going concern assessment are derived from actual operating results along with industry and market trends. Management believes there is sufficient capital to meet the Company's business obligations for at least the next 12 months, after taking into account expected cash flows, capital commitments, future financing, and the cash position at year-end.

Fair value of financial assets and financial liabilities

Fair value of financial assets and financial liabilities on the statements of financial position that cannot be derived from active markets, are determined using a variety of techniques including the use of valuation models. The inputs to these models are derived from observable market data where possible, but where observable market data are not available, judgment is required to establish fair values. The judgments include, but are not limited to, consideration of model inputs such as volatility, estimated life and discount rates.

Impairment

Long-lived assets, including intangible assets, are reviewed for indicators of impairment at each reporting period or whenever events or changes in circumstances indicate that the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is defined as the higher of: (i) value-in-use; or (ii) fair value less cost to sell. If the carrying amount of an asset exceeds its recoverable amount, an impairment charge is recognized immediately in profit or loss by the amount by which the carrying amount of the asset exceeds the recoverable amount. Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the lesser of the revised estimate of recoverable amount, and the carrying amount that would have been recorded had no impairment loss been recognized previously.

Income taxes

Income taxes and tax exposures recognized in the financial statements reflect management's best estimate of the outcome based on facts known at the reporting date. When the Company anticipates a future income tax payment based on its estimates, it recognizes a liability. The difference between the expected amount and the final tax outcome has an impact on current and deferred taxes when the Company becomes aware of this difference.

2. Basis of Presentation (continued)

(d) Significant Accounting Judgments and Estimates (continued)

Income taxes (continued)

In addition, when the Company incurs losses that cannot be associated with current or past profits, it assesses the probability of taxable profits being available in the future based on its budgeted forecasts. These forecasts are adjusted to take account of certain non-taxable income and expenses and specific rules on the use of unused credits and tax losses.

When the forecasts indicate the sufficient future taxable income will be available to deduct the temporary differences, a deferred tax asset is recognized for all deductible temporary differences.

Expected credit losses on financial assets

Determining an allowance for expected credit losses ("ECL") for amounts receivable and all debt financial assets not held at fair value through profit and loss ("FVTPL") requires management to make assumptions about the historical patterns for the probability of default, the timing of collection and the amount of incurred credit losses, which are adjusted based on management's judgment about whether economic conditions and credit terms are such that actual losses may be higher or lower than what the historical patterns suggest.

Provisions

The Company recognizes provisions if there is a present obligation as a result of a past event, it is probable that the Company will be required to settle the obligation and the obligation can be reliably estimated. The amount recognized as a provision reflects management's best estimate of the consideration required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation.

Research and development costs

Judgment is required to distinguish the research phase and the development phase to correctly identify costs that qualify for capitalization.

3. Summary of Material Accounting Policies

(a) Cash

Cash on the statements of financial position comprises bank balances held in Canadian chartered banks, which are available on demand.

(b) Revenue from Contracts with Customers

The Company's policy for the timing and amount of revenue to be recognized is based on the following 5-step process:

- Identify the contract with a customer.
- Identify the performance obligations in the contract.
- Determine the transaction price, which is the total consideration provided by the customer.
- Allocate the transaction price among the performance obligations in the contract based on their relative fair values; and
- Recognize revenue when the relevant criteria are met for each unit (at a point in time or over time).

Revenue is recognized at the transaction price, which is the amount of consideration to which the Company expects to be entitled in exchange for transferring promised goods and services to a customer. Net revenue from sale of goods and services, as presented in the statements of loss and comprehensive loss, represents revenue from the sale of goods less expected price discounts and related transaction fees.

3. Summary of Material Accounting Policies (continued)

(b) Revenue from Contracts with Customers (continued)

The Company's contracts with customers for the sale of equipment hardware provided consist of only one performance obligation. The Company has concluded that revenue from the sale of these products should be recognized at the point in time when control is transferred to the customer, which is on shipment of goods and time of services provided.

The Company's payment terms vary by customer types. Payment is due immediately before the transfer of control.

(c) Financial Instruments

Financial assets and financial liabilities, including derivatives, are recognized on the statements of financial position when the Company becomes a party to the financial instrument or derivative contract.

Classification

The Company classifies its financial assets and financial liabilities in the following measurement categories: (a) those to be measured subsequently at FVTPL; (b) those to be measured subsequently at fair value through other comprehensive income ("FVTOCI"); and (c) those to be measured at amortized cost. The classification of financial assets depends on the business model for managing the financial assets and the contractual terms of the cash flows. Financial liabilities are classified as those to be measured at amortized cost unless they are designated as those to be measured subsequently at FVTPL (irrevocable election at the time of recognition). For assets and liabilities measured at fair value, gains and losses are recorded in profit or loss.

The Company reclassifies financial assets when its business model for managing those assets changes. Financial liabilities are not reclassified.

Fair value through profit or loss

This category includes derivative instruments as well as quoted equity instruments which the Company has not irrevocably elected, at initial recognition or transition, to classify at FVTOCI. This category would also include debt instruments whose cash flow characteristics fail the solely principal and interest ("SPPI") criterion or are not held within a business model whose objective is either to collect contractual cash flows, or to both collect contractual cash flows and sell. Financial assets in this category are recorded at FVTPL. As at March 31, 2023 and 2022, the Company did not have any financial assets at FVTPL.

Financial assets at fair value through other comprehensive income

Equity instruments that are not held-for-trading can be irrevocably designated to have their change in FVTOCI instead of through profit or loss. This election can be made on individual instruments and is not required to be made for the entire class of instruments. Attributable transaction costs are included in the carrying value of the instruments. Financial assets at FVTOCI are initially measured at fair value and changes therein are recognized in other comprehensive income (loss) ("OCI").

Amortized cost

This category includes financial assets that are held within a business model with the objective to hold the financial assets in order to collect contractual cash flows that meet the SPPI criterion. Financial asset classified in this category are measured at amortized cost using the effective interest method.

The Company's classification of financial assets and financial liabilities under IFRS 9 – Financial Instruments ("IFRS 9") are summarized below:

Cash	Amortized cost
Accounts payable	Amortized cost

3. Summary of Material Accounting Policies (continued)

(c) Financial Instruments (continued)

Classification (continued)

Measurement

All financial instruments are required to be measured at fair value on initial recognition, plus, in the case of a financial asset or financial liability not at FVTPL, transaction costs that are directly attributable to the acquisition or issuance of the financial asset or financial liability. Transaction costs of financial assets and financial liabilities carried at FVTPL are expensed in profit or loss. Financial assets and financial liabilities with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Financial assets that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are on the principal outstanding are generally measured at amortized cost at the end of the subsequent accounting periods. All other financial assets including equity investments are measured at their fair values at the end of subsequent accounting periods, with any changes taken through profit and loss or OCI (irrevocable election at the time of recognition). For financial liabilities measured subsequently at FVTPL, changes in fair value due to credit risk are recorded in OCI.

Impairment of financial assets

IFRS 9 introduced a single ECL impairment model, which is based on changes in credit quality since initial application. The adoption of the ECL impairment model had resulted in a provision of ECL recorded on the Company’s statements of loss and comprehensive loss.

The Company assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due. The Company considers a financial asset to be in default when the borrower is unlikely to pay its credit obligations to the Company in full or when the financial asset is more than 90 days past due.

The carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts.

Derecognition

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in the statements of loss and comprehensive loss.

The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled or expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid or payable, including any non-cash assets transferred or liabilities assumed, is recognized in the statements of loss and comprehensive loss.

Fair value hierarchy

The Company classifies fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 – Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

As of March 31, 2023 and 2022, the Company did not have any financial instruments measured at fair value.

3. Summary of Material Accounting Policies (continued)

(d) Intangible Assets

Intangible assets comprise of internally-generated assets associated with the Website, which is considered to have an indefinite useful life, and is not amortized. These intangible assets are, however, reviewed for impairment on an annual basis, and whenever there is an indicator of impairment. Management exercises judgement in estimating the probability future economic benefits expected to be achieved, which is used as the basis for impairment review on annual basis. The evaluations are linked closely to the assumptions made by management regarding the future performance of these assets and any changes in the discount rate applied.

(e) Provisions

A provision is recognized when the Company has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and the amount of the obligation can be reliably estimated. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. A provision for onerous contracts is recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable cost of meeting its obligations under the contract.

As of March 31, 2023 and 2022, the Company had no material provisions.

(f) Income Taxes

Income tax expense comprises current and deferred income tax expense. Current and deferred taxes are recognized in net loss, except to the extent that it relates to items recognized directly in equity or in OCI.

Current income taxes

Current income taxes are recognized and measured at the amount expected to be recovered from, or payable to, the taxation authorities based on the income tax rates enacted or substantively enacted at the end of the reporting period and includes any adjustment to taxes payable in respect of previous years.

Deferred income taxes

Deferred income taxes are recorded for temporary differences at the date of the statement of financial position between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. The carrying amount of a deferred income tax asset is reviewed at the end of the reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Unrecognized deferred income tax assets are reassessed at the end of the reporting period and are recognized to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the end of the reporting period.

Deferred income tax assets and deferred income tax liabilities are offset if, and only if, they relate to income taxes levied by the same taxation authority and the Company has the legal rights and intent to offset.

(g) Share Capital

Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares are classified as equity instruments. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction from the proceeds.

3. Summary of Material Accounting Policies (continued)

(h) Share Issuance Costs

Costs incurred in connection with the issuance of share capital are netted against the proceeds received. Costs related to the issuance of share capital and incurred prior to issuance are recorded as deferred share issuance costs and subsequently netted against proceeds when they are received.

(i) Loss Per Share

The basic loss per share is computed by dividing the net loss by the weighted average number of common shares outstanding during the year. The diluted loss per share reflects the potential dilution of common share equivalents, in the weighted average number of common shares outstanding during the year, if dilutive. The "treasury stock method" is used for the assumed proceeds upon the exercise of the options and warrants that are used to purchase common shares at the average market price during the year.

(j) Research and Development Costs

Expenditures during the research phase are expensed as incurred. Expenditures incurred during the development phase are capitalized as internally generated intangible assets if the Company can demonstrate each of the following criteria:

- The technical feasibility of completing the intangible asset so that it will be available for use or sale;
- Its intention to complete the intangible assets and use or sell it;
- How the asset will generate future economic benefits;
- The availability of resources to complete the asset; and
- The ability to measure reliably the expenditure during development.

(k) Related Party Transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

(l) Adoption of New Accounting Policies

Effective April 1, 2022, the Company adopted the following amendments. The Company had assessed that there was no material impact upon the adoption of these following amendments on its financial statements:

Amendments to IAS 1 Presentation of Financial Statements ("IAS 1") and IFRS Practice Statement 2 Making Materiality Judgements

In February 2021, the IASB issued amendments to IAS 1 and IFRS Practice Statement 2 Making Materiality Judgements which were incorporated into Part I of the CPA Canada Handbook – Accounting by the Accounting Standards Board ("CPA Canada Handbook – AcSB") in June 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; and
- Providing guidance in IFRS Practice Statement 2 to explain and demonstrate the application of the four-step materiality process to accounting policy disclosures.

The amendments shall be applied prospectively. The amendments to IAS 1 are effective for annual periods beginning on or after January 1, 2023. The Company early-adopted these amendments as permitted.

(Expressed in Canadian Dollars)

3. Summary of Material Accounting Policies (continued)

(l) Adoption of New Accounting Policies (continued)

Amendments to IAS 8 – Accounting Policies, Changes in Accounting Estimates and Errors ("IAS 8")

In February 2021, the IASB issued Definition of Accounting Estimates, which amended IAS 8. The amendments clarify how companies should distinguish changes in accounting policies from changes in accounting estimates. That distinction is important because changes in accounting estimates are applied prospectively only to future transactions and other future events, but changes in accounting policies are generally also applied retrospectively to past transactions and other past events. The amendments to IAS 8 are effective for annual periods beginning on or after January 1, 2023. The Company early-adopted these amendments as permitted.

(m) Recent Accounting Pronouncements

As at the date of authorization of these financial statements, the IASB and the IFRIC had issued certain pronouncements that are mandatory for the Company's accounting periods commencing on or after January 1, 2024. Many are not applicable or do not have a significant impact to the Company, have been excluded. The Company had assessed that no material impact is expected upon the adoption of the following amendments on its financial statements:

Amendments to IFRS 7 – Financial Instruments: Disclosures ("IFRS 7") and IAS 7 – Statements of Cash Flows ("IAS 7")

In May 2023, the IASB issued disclosure-only amendments to IFRS 7 and IAS 7. The amendments require entities to disclose sufficient information necessary for users of financial statements to understand the effects of supplier finance arrangements on an entity's liabilities and cash flows, as well as on its liquidity risk and risk management. The amendments are effective for annual periods beginning on or after January 1, 2024.

4. Other Receivables

The Company's other receivables balance represents amounts due from government taxation authorities in respect of the Goods and Services Tax/Harmonized Sales Tax. The Company anticipates full recovery of these amounts and therefore no ECL has been recorded against these receivables, which are due in less than one year.

5. Intangible Assets

During the year ended March 31, 2023, the Company developed the Website using different external developers to facilitate sales on the Internet, and incurred costs of $23,162 in relation to the internally-generated website. As the Website is considered to have an indefinite life, it is not subject to amortization.

As at March 31, 2023, the Company reviewed the Website for indicators of impairment. No indicator for impairment was identified and no impairment loss was recorded on the intangible assets.

6. Accounts Payable and Accrued Liabilities

Accounts payable and accrued liabilities of the Company are principally comprised of amounts outstanding for trade purchases incurred in the normal course of business.

	March 31, 2023	March 31, 2022
	$	$
Accounts payable	**12,843**	13,650
Accrued liabilities	**10,613**	-
	23,456	13,650

The Company's standard term for trade payables is 30 to 60 days.

(Expressed in Canadian Dollars)

7. Share Capital

Authorized share capital

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

Common shares issued and outstanding as at March 31, 2023 and 2022 are as follows:

	Number of common shares	Amount
	#	$
Balance, March 31, 2021	**1**	**-**
No activities	-	-
Balance, March 31, 2022	**1**	**-**
Cancellation of shares to the Company issued on incorporation (i)	(1)	-
Shares issued at private placements (ii), (iii)	6,154,980	157,749
Balance, March 31, 2023	**6,154,980**	**157,749**

Share capital transactions for the year ended March 31, 2023

(i) On November 16, 2022, a common share previously issued on incorporation was cancelled.

(ii) On November 16, 2022, the Company closed a private placement (the “2022 Financing”) pursuant to which it issued 5,000,000 common shares to the Company’s founders at a price of $0.02 per common share, for gross proceeds of $100,000.

(iii) On February 17, 2023, the Company closed another private placement (the “February 2023 Financing”) pursuant to which it issued 1,154,980 common shares at a price of $0.05 per common share, for gross proceeds of $57,749.

8. Loss per Share

Basic and diluted loss per share for the year ended March 31, 2023 is calculated by dividing the net loss for the year of $71,353 (2022 – net loss of $13,650) by the weighted average number of common shares outstanding of 1,982,218 (2022 – 1).

For the year ended March 31, 2023, the basic and diluted loss per share was $0.036 (2022 – loss of $13,650 attributable to the one issued share). Currently, the Company’s basic and diluted loss per share is the same.

9. Related Party Transactions

In accordance with IAS 24 – Related Party Disclosures, key management personnel, including companies controlled by them, are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company.

Management remuneration

During the year ended March 31, 2023, directors and other members of key management personnel did not receive any remuneration (2022 – $nil).

Other related party transactions

During the year ended March 31, 2023, Resurgent Capital Corp. (“Resurgent”), an entity controlled by the Chief Executive Officer of NextGen, participated in the 2022 Financing as disclosed in Note 7 and subscribed for 550,000 common shares, for total gross proceeds of $11,000.

(Expressed in Canadian Dollars)

9. Related Party Transactions (continued)

Other related party transactions (continued)

During the year ended March 31, 2023, the Chief Financial Officer of NextGen participated in the February 2023 Financing as disclosed in Note 7 and subscribed for 50,000 common shares, for total gross proceeds of $2,500.

During the year ended March 31, 2023, a former director of the Company also participated in the 2022 Financing and the February 2023 Financing as disclosed in Note 7 and subscribed for a total of 916,653 common shares, for total gross proceeds of $22,333. On May 31, 2023, these common shares were sold back to the Company.

During the year ended March 31, 2023, 1000103727 Ontario Limited ("Ontario Limited"), an entity controlled by a director of the Company, charged fees of $13,750 (2022 – $nil) for general and administrative, corporate development and consultancy services, which are included in office and general expenses. As at March 31, 2023, $6,250 (March 31, 2022 – $nil) was owed to Ontario Limited.

During the year ended March 31, 2023, Resurgent charged fees of $nil (2022 – $13,000) for research services provided to the Company, which are included in research and development ("R&D") expenses. As at March 31, 2023, no balance was owed to Resurgent (March 31, 2022 – $13,650 included in accounts payable and accrued liabilities).

10. Income Taxes

Provision for income taxes

The reconciliation of the combined Canadian federal and provincial statutory income tax rate of 27% to the effective tax rate is as follows:

	Year Ended March 31, 2023	**Year Ended March 31, 2022**
	$	$
(Loss) before income taxes	**(71,353)**	(13,650)
Combined statutory income tax rate	**27%**	27%
Expected income tax recovery based on statutory rate	**(19,300)**	(3,700)
Adjustment to expected income tax recovery		
Change in unrecorded deferred tax asset not recognized	**19,300**	3,700
Income tax expense	**-**	-

Deferred income tax

Deferred taxes are a result of temporary differences that arise due to the differences between the income tax values and the carrying values of assets and liabilities. Deferred income tax assets have not been recognized in respect of the following deductible temporary differences:

	March 31, 2023	**March 31, 2022**
	$	$
Non-capital losses carried forward	**23,000**	3,700
Deferred tax asset	**23,000**	3,700
Less: Deferred tax assets not recognized	**(23,000)**	(3,700)
Deferred tax asset (liability)	**-**	-

(Expressed in Canadian Dollars)

10. Income Taxes (continued)

Non-capital losses

The Company's non-capital losses expire as follows:

Expiry	Amount
	$
2042	**13,700**
2043	**71,400**
	85,100

11. Research and Development Expenses

During the years ended March 31, 2023 and 2022, the Company's R&D expenses are comprised of the following:

	2023	2022
	$	$
Consulting	**15,721**	-
Website maintenance and development	**2,193**	-
Cryptocurrency research	**-**	13,000
	17,914	13,000

12. Capital Management

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern and to deploy that capital to generate returns to shareholders. The management of the Company monitors its capital structure and makes adjustments according to market conditions to meet its objectives given the current outlook of the business and industry in general. The board of directors of the Company (the "Board") does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the management team to sustain the future development of the business.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. The Company's capital management objectives, policies and processes have remained unchanged since the Company's most recent financial reporting period.

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

13. Risk Management

The Company's financial instruments consist primarily of cash and accounts payable. The Company is exposed to various risks as it relates to these financial instruments. Management, under oversight of the Board, mitigates these risks by assessing and monitoring the Company's risk management processes. There have not been any changes in the nature of these risks or the process of managing these risks from the previous reporting periods.

Credit risk

Credit risk is the risk of potential loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash. Cash is held with a reputable Canadian chartered bank and is closely monitored by management. Management believes that the credit risk concentration with respect to financial instruments included in cash is minimal.

(Expressed in Canadian Dollars)

13. Risk Management (continued)

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 manages its liquidity risk by reviewing its capital requirements on an ongoing basis. 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 market conditions generally or related to matters specific to the Company. The Company generates cash flow primarily from its financing activities. As at March 31, 2023 the Company had a cash balance of $69,709 (March 31, 2022 – $nil) to settle current liabilities of $23,456 (March 31, 2022 – $13,650).

The following table summarizes the carrying amount and the contractual maturities of both the interest and principal portion of significant financial liabilities as of March 31, 2023:

	Carrying amount	Year 1	Year 2 to 3	Year 4 to 5
	$	$	$	$
Accounts payable and accrued liabilities	23,456	23,456	-	-

The Company manages liquidity risk by maintaining adequate cash reserves and by continuously monitoring anticipated cash flows to identify financial requirements. Where insufficient liquidity may exist, the Company may pursue various debt and equity instruments for short or long-term financing of its operations.

With the proceeds from the private placements, management believes there is sufficient capital to meet short-term business obligations, after taking into account cash flow requirements from operations and the Company's cash position as at March 31, 2023.

Fair value

Fair value estimates of financial instruments are made at a specific point in time based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

As at March 31, 2023, the Company's financial instruments consisted of cash, and accounts payable and accrued liabilities. The fair value of cash and accounts payables and accrued liabilities are approximately equal to their carrying value due to their short-term nature. It did not have any financial instruments which were carried at fair value (March 31, 2022 – $nil).

14. Professional Fees

During the years ended March 31, 2023 and 2022, the Company's professional fees are comprised of the following:

	2023	2022
	$	$
General legal expenses	**20,323**	-
Audit and accounting expenses	**19,000**	-
	39,323	-

15. Subsequent Events

On June 15, 2023, the Company issued 500,000 common shares in the first tranche of a private placement at a price of $0.10 per common share (the "$0.10 Financing"), for gross proceeds of $50,000.

On September 26, 2023, the Company completed a crowdfunding private placement of 298,000 special warrants at a price of $0.10 per special warrant for aggregate gross proceeds of $29,800. In connection with the closing of the crowdfunding, the Company issued an additional 200,000 compensatory special warrants to Vested Technology Corp. Each special warrant entitled the holder to receive, upon voluntary exercise or deemed exercise by the Company, one common share without payment for additional consideration. On June 3, 2024, the 498,000 special warrants were exercised for 498,000 common shares.

On October 31, 2023, the Company issued 893,295 common shares in the second tranche of the $0.10 Financing at a purchase price of $0.10 per common share, for gross proceeds of $89,329.

On March 18, 2024, the Company issued 1,300,000 common shares, at a price of $0.05 per common share as a compensation to various consultants and referral partners for their services provided to the Company.

On March 27, 2024, the Company issued 2,070,000 common shares in the third tranche of the $0.10 Financing at a purchase price of $0.10 per common share, for gross proceeds of $207,000.

SCHEDULE “D”
NEXTGEN DIGITAL PLATFORMS INC.
MANAGEMENT’S DISCUSSION AND ANALYSIS
FOR THE FISCAL YEARS ENDED MARCH 31, 2023 AND 2022

See attached.

NEXTGEN DIGITAL PLATFORMS INC.

Management's Discussion and Analysis

For the Year ended March 31, 2023

(Expressed in Canadian Dollars)

The following is the Management's Discussion and Analysis ("MD&A") of the results of operations and financial condition of NextGen Digital Platforms Inc. ("NextGen" or the "Company") as at and for the year ended March 31, 2023. This MD&A was written to comply with the requirements of National Instrument 51-102 – Continuous Disclosure Obligations. This MD&A should be read in conjunction with the Company's audited financial statements and related notes for the years ended March 31, 2023 and 2022 (the "2023 Financials"). All financial information contained in this MD&A are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and interpretations of the IFRS Interpretations Committee. In the opinion of management, all adjustments considered necessary for a fair presentation have been included. All figures are expressed in Canadian dollars unless stated otherwise.

This MD&A also covers the subsequent period up to June 14, 2024.

Description of Business

The Company is a Canadian technology company existing under the laws of British Columbia. On October 21, 2022, the Company changed its name from 1266457 B.C. Ltd. to NextGen Digital Platforms Inc. The Company's registered office address is Suite 2200, RBC Place, 885 West Georgia St., Vancouver, British Columbia, V6C 3E8. The Company's head office is located at 70 Trius Drive, Second Floor, Fredericton, New Brunswick, E3B 5E3.

The Company develops and acquires revenue-generating micro-technology digital platforms. The Company's first business was PCSections.com (the "Website"), an e-commerce and consumer electronics platform facilitating direct -to-consumer sales, offering premium gaming electronics and other specialized hardware. Recently, the Company has been focusing its efforts on developing a line of business referred to as Cloud AI Hosting ("Cloud AI Hosting"), a hardware-as-a-service business whereby the computing power of NextGen's specialized hardware workstations are leased to third-party end users for artificial intelligence applications, via a cloud-based portal. From time to time the Company may also evaluate and acquire or develop other micro-technology platforms.

Corporate Developments

Beginning in November 2022, the Company initiated the development of the Website, its inaugural micro-technology platform that facilitates direct-to-consumer sales of a range of premium gaming electronics and other specialized hardware.

On March 14, 2023, the Company officially re-launched the Website in its current incarnation.

During April and May of 2023, the Website obtained authorized electronics reseller status from various large wholesalers, namely D&H Canada, Ingram Micro Inc., and Lenovo North America. As an authorized reseller, the Company is granted access to these wholesalers' comprehensive catalogues of technology products and services, which includes but is not limited to computer hardware, networking equipment, consumer electronics, and other relevant offerings. The Company also has referral agreements in place with several arm's length hardware retailers and information technology consulting firms, for potential customer referrals to the Website.

On December 16, 2023, the Company established its business line referred to as Cloud AI Hosting, a hardware-as-a-service business whereby the computing power of NextGen's specialized hardware workstations are leased to third-party end users for artificial intelligence applications, via a cloud-based portal.

Financing Activities

On November 16, 2022, the Company completed a private placement (the "2022 Financing") issuing 5,000,000 common shares at an issue price of $0.02 per common share for gross proceeds of $100,000.

On February 17, 2023, the Company issued 1,154,980 common shares in a private placement (the "February 2023 Financing") at a price of $0.05 per common share, for gross proceeds of $57,749.

(Expressed in Canadian Dollars)

Overall Performance

As at March 31, 2023, the Company had current assets of $73,040 (March 31, 2022 – $nil), including cash of $69,709 (March 31, 2022 – $nil), to settle current liabilities of $23,456 (March 31, 2022 – $13,650), for a working capital of $49,584 (March 31, 2022 – working capital deficiency of $13,650).

During the year ended March 31, 2023, the Company reported a net loss of $71,353 (loss of $0.036 per basic and diluted share), as compared to a net loss of $13,650 (loss of $13,650 per basic and diluted share) attributable to the one issued share for the prior year. The increase in net loss is primarily due to increased scope of the Website's operations and business development, as discussed in more detail under "Results of Operations".

During the year ended March 31, 2023, net cash used in the Company's operations was $64,878, as compared to $nil cash used in operations in the prior year. The change reflects the increased scope of operations and business development, following a period of inactivity in the fiscal year 2022.

During the year ended March 31, 2023, cash provided by financing activities was $157,749 (2022 – $nil). The increase in 2023 in cash provided by financing activities predominantly relates to funds raised from the 2022 Financing and the February 2023 Financing, as described in more details in "Financing Activities". In the prior year, the Company did not participate in any financing activities due to negligible activity. Subsequent to March 31, 2023, the Company completed several more private placements and raised additional funds; see "Subsequent Events" for more details.

During the year ended March 31, 2023, the Company paid $23,162 (2022 – $nil) for investments into the Website used to generate revenue from sales. In the prior year, the Company did not participate in any investing activities.

Due to the nature of the Company's businesses and the present stage of development of its businesses, the Company is subject to certain trends, risks and uncertainties. For a detailed description see "Trends, Risks and Uncertainties".

Selected Annual Information

Selected annual financial information, prepared in accordance with IFRS, for the Company's three most recently completed fiscal years ended March 31, 2023 are summarized as follows:

	2023	2022	2021
	$	$	$
Revenue	**9,200**	-	-
Total operating expenses	**(72,318)**	(13,650)	-
Net loss	**(71,353)**	(13,650)	-
Cash	**69,709**	-	-
Total assets	**96,202**	-	-
Total liabilities	**23,456**	13,650	-
Working capital (deficiency)	**49,584**	(13,650)	-

During the year ended March 31, 2023, the Company raised funds through private placements, completed the research and development ("R&D") of the intangible asset and used the proceeds to create the Website. The revenue for the 2023 fiscal year was generated through the Website. In 2022, the Company's operations were fairly negligible. Prior to that, its operations were inactive. Additional financial information is available on the 2023 Financials.

Summary of Quarterly Results

The disclosure of this information is not applicable for quarters prior to NextGen becoming a reporting issuer.

During the quarter ended March 31, 2023, the Company generated total sales revenue of $9,200 primarily comprised of sales of computer hardware through the Website (2022 – $nil). Total operating expenses for the quarter were $13,388 (2022 – $nil), for which the increase was the increased scope of operations. In the fourth quarter of 2023, the

Company raised more than $50,000 from the February 2023 Financing, while it incurred a net loss of approximately $12,000 during the period.

Results of Operations

The Company's results of operations for the year ended March 31, 2023 reflect mainly the revenue and cost of goods sold from commercial operations, costs incurred for the R&D phase of the Website, as well as overhead costs incurred by the Company to maintain the Website and to provide an administrative infrastructure to manage the acquisition, development and financing activities of the Company. R&D costs can be expected to increase or decrease in relation to the changes in asset acquisition and development activities,

During the year ended March 31, 2023, the Company reported a net loss of $71,353 compared to net loss of $13,650 for the prior year. Explanations of significant variances are provided below.

During the year ended March 31, 2023, the Company began commercial activity and generated total sales revenues of $9,200 primarily comprised of sales of computer hardware through the Website. The Company also recorded cost of goods sold of $8,235, for a gross profit of $965. In the prior year, the Website was still in the development stage and recorded $nil in both revenue and cost of goods sold.

During the year ended March 31, 2023, total operating expenses were $72,318, as compared to a total of $13,650 in the prior year, for an increase of $58,668. The increase in operating expenses is largely driven by a gradual increase in the scope of the Company's business activity, as NextGen continued its R&D activity in 2023. Expenses incurred on R&D increased as compared with the previous year by $4,914 to $17,914 (2022 – $13,000). Based on the results obtained, certain investments into the Website were made.

The Company incurred the following expenses in the year ended March 31, 2023:

- Professional fees of $39,323 (2022 – $nil) (see Note 14 of the 2023 Financials);
- Research and development expenses of $17,914 (2022 – $13,000) (see Note 11 of the 2023 Financials);
- Office and general expenses of $14,411 (2022 – $650); and
- Other overhead costs of $670 (2022 – $650), which include advertising and promotion and bank charges.

The increase in professional fees was due to heightened consulting, corporate advisory, and legal fees stemming from the elevated level of operating and corporate activity. As the Company commenced commercial operations, there was also a corresponding rise in the need for office and general and administrative expenses, along with marketing efforts for the Website and its products, and banking services.

Liquidity Outlook

While NextGen has commenced generating sales, its cash flows from operations remains currently negative. The Company's level of operations is principally a function of sales of hardware, Cloud AI Hosting revenues, and availability of capital resources. The primary source of funding has been through the issuance of common shares for cash proceeds. There is no guarantee that the Company will be able to successfully complete such financings, as market conditions and business performance may dictate availability and interest.

Management is actively monitoring cash flows and managing operational activity against its budget. As of the date of the MD&A, the Company believes that it will have sufficient liquidity to continue operations for the 12-month period ending March 31, 2024. Nevertheless, management will continue to look for new sources of financing to fund its working capital and to advance the Company's operations.

Related Party Transactions

In accordance with IAS 24 – Related Party Disclosures, key management personnel, including companies controlled by them, are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company.

Management remuneration

During the year ended March 31, 2023, directors and other members of key management personnel did not receive any remuneration (2022 – $nil).

Other related party transactions

During the year ended March 31, 2023, an officer, a former director and Resurgent Capital Corp. ("Resurgent"), an entity controlled by the Company's Chief Executive Officer ("CEO"), participated in the 2022 Financing and the February 2023 Financing and subscribed for an aggregate of 1,516,653 units for gross proceeds of $35,833.

During the year ended March 31, 2023, 1000103727 Ontario Limited ("Ontario Limited"), an entity controlled by the CEO charged fees of $13,750 (2022 – $nil) for general and administrative, corporate development and consultancy services, which are included in office and general expenses. As at March 31, 2023, $6,250 (March 31, 2022 – $nil) was owed to Ontario Limited.

During the year ended March 31, 2023, Resurgent charged fees of $nil (2022 – $13,000) for research services provided to the Company, which are included in R&D expenses. As at March 31, 2023, no balance was owed to Resurgent (March 31, 2022 – $13,650 included in accounts payable and accrued liabilities).

Capital Management

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern and to deploy that capital to generate returns to shareholders. The management of the Company monitors its capital structure and makes adjustments according to market conditions to meet its objectives given the current outlook of the business and industry in general. The board of directors of the Company (the "Board") does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the management team to sustain the future development of the business.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. The Company's capital management objectives, policies and processes have remained unchanged since the Company's most recent financial reporting period.

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

Risk Management

The Company's financial instruments consist primarily of cash and accounts payable. The Company is exposed to various risks as it relates to these financial instruments. Management, under oversight of the Board, mitigates these risks by assessing and monitoring the Company's risk management processes. There have not been any changes in the nature of these risks or the process of managing these risks from the previous reporting periods.

Credit risk

Credit risk is the risk of potential loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash. Cash is held with a reputable Canadian chartered bank and is closely monitored by management. Management believes that the credit risk concentration with respect to financial instruments included in cash is 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 manages its liquidity risk by reviewing its capital requirements on an ongoing basis. 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 market conditions generally or related to matters specific to the Company. The Company generates cash flow primarily from its financing activities. As at March 31, 2023 the

(Expressed in Canadian Dollars)

Company had a cash balance of $69,709 (March 31, 2022 – $nil) to settle current liabilities of $23,456 (March 31, 2022 – $13,650).

The following table summarizes the carrying amount and the contractual maturities of both the interest and principal portion of significant financial liabilities as of March 31, 2023:

	Carrying amount	Year 1	Year 2 to 3	Year 4 to 5
	$	$	$	$
Accounts payable and accrued liabilities	23,456	23,456	-	-

The Company manages liquidity risk by maintaining adequate cash reserves and by continuously monitoring anticipated cash flows to identify financial requirements. Where insufficient liquidity may exist, the Company may pursue various debt and equity instruments for short or long-term financing of its operations.

With the proceeds from the private placements, management believes there is sufficient capital to meet short-term business obligations, after taking into account cash flow requirements from operations and the Company's cash position as at March 31, 2023.

Fair value

Fair value estimates of financial instruments are made at a specific point in time based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

As at March 31, 2023, the Company's financial instruments consisted of cash, and accounts payable and accrued liabilities. The fair value of cash and accounts payables and accrued liabilities are approximately equal to their carrying value due to their short-term nature. It did not have any financial instruments which were carried at fair value (March 31, 2022 – $nil).

Significant Accounting Judgments and Estimates

The preparation of these financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, revenue, and expenses. On an ongoing basis, management evaluates its judgments and estimates in relation to assets, liabilities, revenue, and expenses. Management uses historical experience and various other factors it believes to be reasonable under the given circumstances as the basis for its judgments and estimates. Actual outcomes may differ from these estimates under different assumptions and conditions. These estimates are reviewed periodically, and adjustments are made as appropriate in the period they become known. Items for which actual results may differ materially from these estimates are described as follows:

Going concern

At each reporting period, management exercises judgment in assessing the Company's ability to continue as a going concern by reviewing the Company's performance, resources and future obligations. The conclusion that the Company will be able to continue as a going concern is subject to critical judgments of management with respect to assumptions surrounding the short- and long-term operating budgets, expected profitability, investment and financing activities and management's strategic planning. The assumptions used in management's going concern assessment are derived from actual operating results along with industry and market trends. Management believes there is sufficient capital to meet the Company's business obligations for at least the next 12 months, after taking into account expected cash flows, capital commitments, future financing, and the cash position at year-end.

Fair value of financial assets and financial liabilities

Fair value of financial assets and financial liabilities on the statements of financial position that cannot be derived from active markets, are determined using a variety of techniques including the use of valuation models. The inputs to these models are derived from observable market data where possible, but where observable market data are not available, judgment is required to establish fair values. The judgments include, but are not limited to, consideration of model inputs such as volatility, estimated life and discount rates.

Impairment

Long-lived assets, including intangible assets, are reviewed for indicators of impairment at each reporting period or whenever events or changes in circumstances indicate that the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is defined as the higher of: (i) value-in-use; or (ii) fair value less cost to sell. If the carrying amount of an asset exceeds its recoverable amount, an impairment charge is recognized immediately in profit or loss by the amount by which the carrying amount of the asset exceeds the recoverable amount. Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the lesser of the revised estimate of recoverable amount, and the carrying amount that would have been recorded had no impairment loss been recognized previously.

Income taxes

Income taxes and tax exposures recognized in the financial statements reflect management's best estimate of the outcome based on facts known at the reporting date. When the Company anticipates a future income tax payment based on its estimates, it recognizes a liability. The difference between the expected amount and the final tax outcome has an impact on current and deferred taxes when the Company becomes aware of this difference.

In addition, when the Company incurs losses that cannot be associated with current or past profits, it assesses the probability of taxable profits being available in the future based on its budgeted forecasts. These forecasts are adjusted to take account of certain non-taxable income and expenses and specific rules on the use of unused credits and tax losses.

When the forecasts indicate the sufficient future taxable income will be available to deduct the temporary differences, a deferred tax asset is recognized for all deductible temporary differences.

Expected credit losses on financial assets

Determining an allowance for expected credit losses ("ECL") for amounts receivable and all debt financial assets not held at fair value through profit and loss ("FVTPL") requires management to make assumptions about the historical patterns for the probability of default, the timing of collection and the amount of incurred credit losses, which are adjusted based on management's judgment about whether economic conditions and credit terms are such that actual losses may be higher or lower than what the historical patterns suggest.

Provisions

The Company recognizes provisions if there is a present obligation as a result of a past event, it is probable that the Company will be required to settle the obligation and the obligation can be reliably estimated. The amount recognized as a provision reflects management's best estimate of the consideration required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation.

Research and development costs

Judgment is required to distinguish the research phase and the development phase to correctly identify costs that qualify for capitalization.

Summary of Material Accounting Policies

(a) Cash

Cash on the statements of financial position comprises bank balances held in Canadian chartered banks, which are available on demand.

(b) Revenue from Contracts with Customers

The Company's policy for the timing and amount of revenue to be recognized is based on the following 5-step process:

- Identify the contract with a customer.
- Identify the performance obligations in the contract.
- Determine the transaction price, which is the total consideration provided by the customer.
- Allocate the transaction price among the performance obligations in the contract based on their relative fair values; and
- Recognize revenue when the relevant criteria are met for each unit (at a point in time or over time).

Revenue is recognized at the transaction price, which is the amount of consideration to which the Company expects to be entitled in exchange for transferring promised goods and services to a customer. Net revenue from sale of goods and services, as presented in the statements of loss and comprehensive loss, represents revenue from the sale of goods less expected price discounts and related transaction fees.

The Company's contracts with customers for the sale of equipment hardware provided consist of only one performance obligation. The Company has concluded that revenue from the sale of these products should be recognized at the point in time when control is transferred to the customer, which is on shipment of goods and time of services provided.

The Company's payment terms vary by customer types. Payment is due immediately before the transfer of control.

(c) Financial Instruments

Financial assets and financial liabilities, including derivatives, are recognized on the statements of financial position when the Company becomes a party to the financial instrument or derivative contract.

Classification

The Company classifies its financial assets and financial liabilities in the following measurement categories: (a) those to be measured subsequently at FVTPL; (b) those to be measured subsequently at fair value through other comprehensive income ("FVTOCI"); and (c) those to be measured at amortized cost. The classification of financial assets depends on the business model for managing the financial assets and the contractual terms of the cash flows. Financial liabilities are classified as those to be measured at amortized cost unless they are designated as those to be measured subsequently at FVTPL (irrevocable election at the time of recognition). For assets and liabilities measured at fair value, gains and losses are recorded in profit or loss.

The Company reclassifies financial assets when its business model for managing those assets changes. Financial liabilities are not reclassified.

Fair value through profit or loss

This category includes derivative instruments as well as quoted equity instruments which the Company has not irrevocably elected, at initial recognition or transition, to classify at FVTOCI. This category would also include debt instruments whose cash flow characteristics fail the solely principal and interest ("SPPI") criterion or are not held within a business model whose objective is either to collect contractual cash flows, or to both collect contractual cash flows and sell. Financial assets in this category are recorded at FVTPL. As at March 31, 2023 and 2022, the Company did not have any financial assets at FVTPL.

Financial assets at fair value through other comprehensive income

Equity instruments that are not held-for-trading can be irrevocably designated to have their change in FVTOCI instead of through profit or loss. This election can be made on individual instruments and is not required to be made for the entire class of instruments. Attributable transaction costs are included in the carrying value of the instruments. Financial assets at FVTOCI are initially measured at fair value and changes therein are recognized in other comprehensive income (loss) ("OCI").

Amortized cost

This category includes financial assets that are held within a business model with the objective to hold the financial assets in order to collect contractual cash flows that meet the SPPI criterion. Financial asset classified in this category are measured at amortized cost using the effective interest method.
The Company's classification of financial assets and financial liabilities under IFRS 9 – Financial Instruments ("IFRS 9") are summarized below:

Cash	Amortized cost
Accounts payable	Amortized cost

Measurement

All financial instruments are required to be measured at fair value on initial recognition, plus, in the case of a financial asset or financial liability not at FVTPL, transaction costs that are directly attributable to the acquisition or issuance of the financial asset or financial liability. Transaction costs of financial assets and financial liabilities carried at FVTPL are expensed in profit or loss. Financial assets and financial liabilities with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Financial assets that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are on the principal outstanding are generally measured at amortized cost at the end of the subsequent accounting periods. All other financial assets including equity investments are measured at their fair values at the end of subsequent accounting periods, with any changes taken through profit and loss or OCI (irrevocable election at the time of recognition). For financial liabilities measured subsequently at FVTPL, changes in fair value due to credit risk are recorded in OCI.

Impairment of financial assets

IFRS 9 introduced a single ECL impairment model, which is based on changes in credit quality since initial application. The adoption of the ECL impairment model had resulted in a provision of ECL recorded on the Company's statements of loss and comprehensive loss.

The Company assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due. The Company considers a financial asset to be in default when the borrower is unlikely to pay its credit obligations to the Company in full or when the financial asset is more than 90 days past due.

The carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts.

Derecognition

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in the statements of loss and comprehensive loss.

The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled or expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid or payable, including any non-cash assets transferred or liabilities assumed, is recognized in the statements of loss and comprehensive loss.

Fair value hierarchy

The Company classifies fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 – Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

As of March 31, 2023 and 2022, the Company did not have any financial instruments measured at fair value.

(d) Intangible Assets

Intangible assets comprise of internally-generated assets associated with the Website, which is considered to have an indefinite useful life, and is not amortized. These intangible assets are, however, reviewed for impairment on an annual basis, and whenever there is an indicator of impairment. Management exercises judgement in estimating the probability future economic benefits expected to be achieved, which is used as the basis for impairment review on annual basis. The evaluations are linked closely to the assumptions made by management regarding the future performance of these assets and any changes in the discount rate applied.

(e) Provisions

A provision is recognized when the Company has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and the amount of the obligation can be reliably estimated. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. A provision for onerous contracts is recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable cost of meeting its obligations under the contract.

As of March 31, 2023 and 2022, the Company had no material provisions.

(f) Income Taxes

Income tax expense comprises current and deferred income tax expense. Current and deferred taxes are recognized in net loss, except to the extent that it relates to items recognized directly in equity or in OCI.

Current income taxes

Current income taxes are recognized and measured at the amount expected to be recovered from, or payable to, the taxation authorities based on the income tax rates enacted or substantively enacted at the end of the reporting period and includes any adjustment to taxes payable in respect of previous years.

Deferred income taxes

Deferred income taxes are recorded for temporary differences at the date of the statement of financial position between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. The carrying amount of a deferred income tax asset is reviewed at the end of the reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Unrecognized deferred income tax assets are reassessed at the end of the reporting period and are recognized to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the end of the reporting period.

Deferred income tax assets and deferred income tax liabilities are offset if, and only if, they relate to income taxes levied by the same taxation authority and the Company has the legal rights and intent to offset.

(g) Share Capital

Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares are classified as equity instruments. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction from the proceeds.

(h) Share Issuance Costs

Costs incurred in connection with the issuance of share capital are netted against the proceeds received. Costs related to the issuance of share capital and incurred prior to issuance are recorded as deferred share issuance costs and subsequently netted against proceeds when they are received.

(i) Loss Per Share

The basic loss per share is computed by dividing the net loss by the weighted average number of common shares outstanding during the year. The diluted loss per share reflects the potential dilution of common share equivalents, in the weighted average number of common shares outstanding during the year, if dilutive. The "treasury stock method" is used for the assumed proceeds upon the exercise of the options and warrants that are used to purchase common shares at the average market price during the year.

(j) Research and Development Costs

Expenditures during the research phase are expensed as incurred. Expenditures incurred during the development phase are capitalized as internally generated intangible assets if the Company can demonstrate each of the following criteria:

- The technical feasibility of completing the intangible asset so that it will be available for use or sale;
- Its intention to complete the intangible assets and use or sell it;
- How the asset will generate future economic benefits;
- The availability of resources to complete the asset; and
- The ability to measure reliably the expenditure during development.

(k) Related Party Transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

(l) Adoption of New Accounting Policies

Effective April 1, 2022, the Company adopted the following amendments. The Company had assessed that there was no material impact upon the adoption of these following amendments on its financial statements:

Amendments to IAS 1 Presentation of Financial Statements ("IAS 1") and IFRS Practice Statement 2 Making Materiality Judgements

In February 2021, the IASB issued amendments to IAS 1 and IFRS Practice Statement 2 Making Materiality Judgements which were incorporated into Part I of the CPA Canada Handbook – Accounting by the Accounting Standards Board ("CPA Canada Handbook – AcSB") in June 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; and
- Providing guidance in IFRS Practice Statement 2 to explain and demonstrate the application of the four-step materiality process to accounting policy disclosures.

The amendments shall be applied prospectively. The amendments to IAS 1 are effective for annual periods beginning on or after January 1, 2023. The Company early-adopted these amendments as permitted.

Amendments to IAS 8 – Accounting Policies, Changes in Accounting Estimates and Errors ("IAS 8")

In February 2021, the IASB issued Definition of Accounting Estimates, which amended IAS 8. The amendments clarify how companies should distinguish changes in accounting policies from changes in accounting estimates. That distinction is important because changes in accounting estimates are applied prospectively only to future transactions and other future events, but changes in accounting policies are generally also applied retrospectively to past transactions and other past events. The amendments to IAS 8 are effective for annual periods beginning on or after January 1, 2023. The Company early-adopted these amendments as permitted.

(m) Recent Accounting Pronouncements

As at the date of authorization of these financial statements, the IASB and the IFRIC had issued certain pronouncements that are mandatory for the Company's accounting periods commencing on or after January 1, 2024. Many are not applicable or do not have a significant impact to the Company, have been excluded. The Company had assessed that no material impact is expected upon the adoption of the following amendments on its financial statements:

Amendments to IFRS 7 – Financial Instruments: Disclosures ("IFRS 7") and IAS 7 – Statements of Cash Flows ("IAS 7")

In May 2023, the IASB issued disclosure-only amendments to IFRS 7 and IAS 7. The amendments require entities to disclose sufficient information necessary for users of financial statements to understand the effects of supplier finance arrangements on an entity's liabilities and cash flows, as well as on its liquidity risk and risk management. The amendments are effective for annual periods beginning on or after January 1, 2024.

Off Balance Sheet Arrangements

As at March 31, 2023 and the date of this MD&A, the Company does not have any off-balance sheet arrangements.

Proposed Transactions

None.

Subsequent Events

On June 15, 2023, the Company issued 500,000 common shares in the first tranche of a private placement at a price of $0.10 per common share (the "$0.10 Financing"), for gross proceeds of $50,000.

On September 26, 2023, the Company completed a crowdfunding private placement of 298,000 special warrants at a price of $0.10 per special warrant for aggregate gross proceeds of $29,800. In connection with the closing of the crowdfunding, the Company issued an additional 200,000 compensatory special warrants to Vested Technology Corp. Each special warrant entitled the holder to receive, upon voluntary exercise or deemed exercise by the Company, one common share without payment or additional consideration. On June 3, 2024, the 498,000 special warrants were exercised for 498,000 common shares.

On October 31, 2023, the Company issued 893,295 common shares in the second tranche of the $0.10 Financing at a purchase price of $0.10 per common share, for gross proceeds of $89,329.

On March 18, 2024, the Company issued 1,300,000 common shares, at a price of $0.05 per common share as a compensation to various consultants and referral partners for their services provided to the Company.

On March 27, 2024, the Company issued 2,070,000 common shares in the third tranche of the $0.10 Financing at a purchase price of $0.10 per common share, for gross proceeds of $207,000.

Disclosure of Outstanding Share Data as of June 14, 2024

	Authorized	**Outstanding**
Voting or equity securities issued and outstanding	Unlimited number of common shares	11,416,275 common shares

Trends, Risks and Uncertainties

The Company's business is subject to a number of significant risk factors. The following are certain risk factors related to the Company, its business, and ownership of its common shares. If any event arising from the risk factors set forth below occurs, the Company's business, prospects, financial conditions, results of operation or cash flows and in some cases, its reputation, could be materially adversely affected. Although the Company believes that the risk factors described below are the most material risks that it faces, they may not be the only risks the Company faces.

Additional risk factors not presently known to the Company or that the Company currently believes are immaterial could also materially and adversely affect the Company's investments, prospects, cash flows, results of operations or financial conditions and negatively affect the value of the common shares. An investment in the Company involves a high degree of risk and should be considered speculative. An investment in the Company should only be undertaken by those persons who can afford the total loss of their investment. Readers should carefully consider each of the risks and uncertainties described below, including the financial statements and accompanying notes, before investing in the Company.

Product Innovation Risks

The Company's success depends upon its ability to develop, test, market, and support new products and enhancements on a timely basis in response to both competitive threats and marketplace demands. In addition, products and enhancements must remain compatible with the other products and systems used by the Company's customers. If new industry standards emerge that the Company does not anticipate or adapt to, the Website and/or Cloud AI Hosting lines of business could be rendered obsolete and, as a result, its business and operating results, as well as its ability to compete in the marketplace, would be materially harmed.

The development and success of products in the artificial intelligence sector, in particular, carry inherent risks stemming from the rapidly evolving nature of this field. The dynamic and ever-changing landscape of artificial intelligence technology means that predicting the exact outcomes or market reception of artificial-intelligence-based products is uncertain. As a result, there is no assurance of achieving the desired results or widespread market acceptance within the artificial intelligence industry, and the Company's ability to innovate and adapt to emerging artificial intelligence technologies and market demands is crucial.

There can be no assurance that the Company will be successful in the introduction, marketing and production of any new products or product innovations or develop and introduce in a timely manner updates to its existing product which satisfy customer needs or achieve market acceptance. The Company's failure to develop new products and introduce them successfully and in a timely manner could harm its ability to grow its business and could have a material adverse effect on its business, results of operations and financial condition.

Artificial Intelligence and Cloud Computing as Emerging Industries

The artificial intelligence and cloud computing industries, including Cloud AI Hosting, are emerging industries and NextGen cannot predict the impact of the ever-evolving compliance regime in respect of these industries. Similarly, NextGen cannot predict the time required to secure all appropriate regulatory approvals for future services, or the extent of licensing and documentation that may, from time to time, be required by governmental authorities.

The growing adoption of artificial intelligence and cloud-based applications could potentially reduce the demand for high-performance PC hardware as cloud-based applications become more prevalent, negatively impacting the Website though potentially benefiting Cloud AI Hosting. Businesses and individuals may rely on cloud-based software applications and services that require less physical hardware. This shift in software consumption patterns could impact the Website's target market, affecting demand for certain types of PC hardware components. The Website's sales of gaming and productivity hardware may be affected by this trend, leading to changes in customer preferences and purchasing behavior. Adapting to this evolving landscape may require the Website to modify its product offerings.

Global Semiconductor Shortage

The global semiconductor shortage presents a significant risk to the availability and pricing of computer hardware components used in the Website's products. Supply chain disruptions and increased demand for semiconductors across various industries, including automotive and electronics, have led to challenges in sourcing essential components. The shortage could result in extended lead times, increased costs, and potential delays in product manufacturing and delivery by suppliers. The Website heavily relies on timely and reliable shipments from suppliers to fulfill customer orders. If the semiconductor shortage affects the suppliers' ability to deliver components promptly, it may lead to delays in order fulfillment and customer dissatisfaction. This could impact the Company's reputation, customer relationships, and financial performance.

Data Security and Privacy Risks

The Company's data-related activities, including data transmission, storage, and privacy protection, are subject to various laws and regulations across multiple jurisdictions. These regulations aim to safeguard consumer privacy and prevent unauthorized disclosure of personal information. While the Company implements technical safeguards, it cannot ensure complete protection against unauthorized access or breaches. If third parties gain improper access to the Company's systems or databases, confidential customer data could be compromised, resulting in severe impacts on its business, customer trust, and revenues. Breaches could lead to regulatory actions, litigation, increased operating expenses, and damage to the Company's reputation. Moreover, the implementation of mandatory data breach notifications in certain Canadian provinces may amplify negative publicity and erode customer confidence in the Company's data security measures, affecting its ability to conduct business and potentially harming its overall reputation.

Data security and privacy risks primarily pertain to the Website. Cloud AI Hosting is conducted on a third-party platform, so the Company does not collect or store customer data for this service.

Information Technology Systems, Cyber-Attacks and Security Breaches

The Company's operations depend, in part, on how well it and its suppliers protect networks, equipment, information technology ("IT") systems and software against damage from a number of threats, including, but not limited to, cable cuts, damage to physical plants, natural disasters, intentional damage and destruction, fire, power loss, hacking, computer viruses, vandalism and theft. The Company is susceptible to operational, financial and information security risks resulting from cyber-attacks and/or malfunctioning technology. The Company's operations also depend on the timely maintenance, upgrade and replacement of networks, equipment, IT systems and software, as well as pre-emptive expenses to mitigate the risks of failures. Any of these and other events could result in information system failures, delays, increase in capital expenses, financial losses, the inability to process transactions, the unauthorized release of customer information and reputational risk. If there was a breach in security or if there was a failure of information systems or a component of information systems, it could, depending on the nature of any such breach or failure, adversely impact the Company's reputation, business continuity and results of operations.

The Company has not experienced any material losses to date relating to cyber-attacks or other information security breaches, but there can be no assurance that the Company will not incur such losses in the future. The Company's risk and exposure to these matters cannot be fully mitigated because of, among other things, the evolving nature of these threats. As a result, cyber security and the continued development and enhancement of controls, processes and practices designed to protect systems, computers, software, data and networks from attack, damage or unauthorized access is a priority. As cyber threats continue to evolve, the Company may be required to expend additional resources to continue to modify or enhance protective measures or to investigate and remediate any security vulnerabilities.

The risks of IT systems, cyber-attacks and security breaches are inherent in all online digital platforms, including the Website and Cloud AI Hosting services. The Company monitors for potential vulnerabilities and updates its security protocols as necessary to mitigate evolving threats.

Market Price of Common Shares and Volatility

The common shares do not currently trade on any exchange or stock market. Securities of microcap and small-cap companies have experienced substantial volatility in the past, often based on factors unrelated to the companies' financial performance or prospects. These factors include macroeconomic developments in North America and globally and market perceptions of the attractiveness of particular industries. The price of the common shares is also likely to be significantly affected by changes to NextGen's financial condition and results of operations.

Other factors unrelated to NextGen's performance that may affect the price of the common shares include the following: lessening in trading volume and general market interest in the common shares may affect an investor's ability to trade significant numbers of common shares; and a substantial decline in the price of the common shares that persists for a significant period of time could cause the common shares, if listed on an exchange, to be delisted from such exchange, further reducing market liquidity. As a result of any of these factors, the market price of the common shares at any given point in time may not accurately reflect the Company's long-term value. The fact that no market currently exists for the common shares may affect the pricing of the common shares in the secondary market, the transparency and availability of trading prices and the liquidity of the common shares. The effect of these and other factors on the market price of the common shares is expected to make the common share price volatile in the future, which may result in losses to investors, and/or may impede the ability of investors to resell their common shares.

Insurance Risks

Insurance coverage for NextGen, the Website, Cloud AI Hosting and/or any new technology platforms may not be available, may be uneconomical for the Company, or the nature or level of such insurance may be insufficient to provide adequate insurance cover. Further, the Company may not be able to insure against cyber-theft or hacking attacks. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the Company.

Retention of Key Personnel

The Company has a small management team and Board, and the loss of any key individual could affect the Company's business. Additionally, the Company may be required to secure other personnel to operate its proprietary businesses and/or any other micro-technology platforms it develops. Any inability to secure and/or retain appropriate personnel may have a materially adverse impact on the business and operations of the Company.

Conflicts of Interest

Directors and officers of the Company are and may become directors and/or officers of other technology companies or have significant shareholdings in other technology companies and, to the extent that such companies may compete with the Company for business opportunities and sales, the directors and officers of the Company may have conflicts of interest. The Company and its directors and officers will attempt to minimize such conflicts through proper corporate governance and internal disclosure requirements. In the event that such a conflict of interest arises at a meeting of the directors of the Company, a director who has such a conflict will abstain from voting for or against the approval of such matter. Conflicts, if any, will be subject to the procedures and remedies as provided under the *Business Corporations Act* (British Columbia), as the case may be. Other than as indicated, the Company has no other procedures or mechanisms to deal with conflicts of interest.

Regulatory Risks

The Company will be subject to a variety of laws and regulations across all jurisdictions in which it operates, including but not limited to, intellectual property, advertising, marketing, distribution, data and information security, electronic communications, competition, consumer protection, privacy laws, unfair commercial practices, taxation, securities law compliance, online payment and payment processing services. These laws, regulations and legislation, which in some cases can be enforced by private parties or government entities, are constantly evolving and can be subject to significant change. As a result, the application, interpretation, and enforcement of these laws and regulations could have an adverse impact on the Company and lead to increases in costs and expenditure as well as restrict its existing operations and ability to expand.

These laws and regulations, as well as any changes to the same and any related inquiries, investigations or any other government actions, may be costly to comply with and may delay or impede new product development, result in negative publicity, increase the Company's operating costs, require significant management time and attention, and subject it to remedies that may harm its business including fines or demands or orders that modify, or cease certain or all existing business practices, or implement costly and burdensome compliance measures. Any such consequences could adversely affect the Company's business, results of operations or financial condition.

Litigation Risks

The Company may, from time to time, become involved in various claims, legal proceedings and complaints arising in the ordinary course of business. The Company cannot reasonably predict the likelihood or the outcome of these actions. Adverse outcomes in some, or all of these, claims may result in significant monetary damages or injunctive relief that could adversely affect the Company's ability to conduct its business. Even if the Company prevails in any such legal proceeding, the proceedings could be costly and time consuming and may divert the attention of management and key personnel from the Company's operations.

Intellectual Property Protection and Infringement Risks

Intellectual property infringement claims from third parties could lead to substantial costs and adversely impact the Company's business, financial position, results of operations, and reputation. The Company's ability to compete hinges on avoiding infringement or misappropriation of third-party intellectual property rights. Competitors may own patents, copyrights, trademarks, and trade secrets, potentially resulting in litigation. Although the Company has not received any infringement notices to date, increased visibility could heighten the risk of such claims. Public announcements related to any intellectual property disputes could negatively influence the price of the common shares. There may be third-party intellectual property rights, including trademarks of products distributed by the Company, that cover significant aspects of the Company's technologies, products, services, or business methods. Similarly, the incorporation of third-party products and services into the Company's offerings could expose it to an elevated risk of infringement claims. Intellectual property claims are unpredictable, time-consuming, and costly to settle, diverting resources and potentially leading to significant liability. Resolving such claims might involve redesigning products or services and developing alternative technology or branding. If unable to secure rights or develop non-infringing alternatives, the Company may have to limit or cease sales, impacting its competitive position, existing customers, and overall business.

The risks associated with intellectual property protection and infringement are relevant to the Website. As the Website grows and gain more visibility, the potential for intellectual property disputes may increase.

Disclosure of Internal Controls over Financial Reporting

Management has established processes to provide them sufficient knowledge to support representations that they have exercised reasonable diligence that (i) the financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by such financial statements; and (ii) the financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented.

In contrast to non-venture issuers, this MD&A does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"). In particular, management is not making any representations relating to the establishment and maintenance of:

i) controls and procedures designed to provide reasonable assurance that information required to be disclosed by the Company in its filings or other reports or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

Investors should be aware that inherent limitations on the ability of management of the Company to design and implement on a cost-effective basis DC&P and ICFR may result in additional risks to the quality, reliability, transparency and timeliness of filings and other reports provided under securities legislation.

Cautionary Note Regarding Forward-Looking Statements

This MD&A contains certain forward-looking statements, including those relating to the Company's future development plans for PCS and Cloud AI Hosting; corporate acquisition and business development strategy; adequacy of working capital; and the availability of future financing. Wherever possible, words such as "may", "would", "could", "will", "anticipate", "believe", "plan", "expect", "intend", "estimate" and similar expressions have been used to identify these forward-looking statements.

These forward-looking statements are based on numerous assumptions that are believed by management to be reasonable in the circumstances, with respect to, among other things, the Company's future plans, financial results and operational performance, anticipated expense levels, and technological developments, and are subject to a number of risks and uncertainties, including without limitation those listed in the "*Trends, Risks and Uncertainties*" section of this MD&A. Actual results may differ materially from results contemplated by the forward-looking statements herein. Investors and others should carefully consider the foregoing factors and should not place undue reliance on such forward-looking statements. The Company assumes no responsibility to update forward looking statements made herein, other than as may be required by applicable securities laws.

SCHEDULE "E"
AUDIT COMMITTEE CHARTER
NEXTGEN DIGITAL PLATFORMS INC.

CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

1. PURPOSE OF THIS CHARTER

The Audit Committee (the "**Committee**") is appointed by the Board of Directors (the "**Board**") of NextGen Digital Platforms Inc. (the "**Corporation**") to assist the Board in fulfilling its oversight responsibilities relating to financial accounting and reporting process and internal controls for the Corporation. The Committee's primary duties and responsibilities are to:

a) conduct such reviews and discussions with management and the external auditors relating to the audit and financial reporting as are deemed appropriate by the Committee;

b) assess the integrity of internal controls and financial reporting procedures of the Corporation and ensure implementation of such controls and procedures;

c) ensure that there is an appropriate standard of corporate conduct for senior financial personnel and employees including, if necessary, adopting a corporate code of ethics;

d) review the quarterly and annual financial statements and management's discussion and analysis of the Corporation's financial position and operating results and report thereon to the Board for approval of same;

e) select and monitor the independence and performance of the Corporation's external auditors, including attending at private meetings with the external auditors and reviewing and approving all renewals or dismissals of the external auditors and their remuneration; and

f) provide oversight of all disclosure relating to, and information derived from, financial statements and management's discussion and analysis.

The Committee has the authority to conduct any investigation appropriate to its responsibilities, and it may request the external auditors, as well as any officer of the Corporation, or outside counsel for the Corporation, to attend a meeting of the Committee or to meet with any members of, or advisors to, the Committee. The Committee shall have unrestricted access to the books and records of the Corporation and has the authority to retain, at the expense of the Corporation, special legal, accounting, or other consultants or experts to assist in the performance of the Committee's duties.

The Committee shall review and assess the adequacy of this Charter annually and submit any proposed revisions to the Board for approval.

In fulfilling its responsibilities, the Committee will carry out the specific duties set out in Part 4 of this Charter.

2. AUTHORITY OF THE AUDIT COMMITTEE

The Committee shall have the authority to:

a) engage independent counsel and other advisors as it determines necessary to carry out its duties;

b) set and pay the compensation for advisors employed by the Committee;

c) communicate directly with the external auditors; and

d) adopt such policies and procedures as it deems appropriate to operate effectively.

3. COMPOSITION AND MEETINGS

The Committee and its membership shall meet all applicable legal, regulatory and listing requirements, including, without limitation, those of the British Columbia Securities Commission ("**BCSC**"), the Canadian Securities Exchange, the *Business Corporations Act* (British Columbia) and all other applicable securities regulatory authorities.

a) The Committee shall be composed of three or more directors as shall be designated by the Board from time to time. The members of the Committee shall appoint from among themselves a member who shall serve as Chair. The position description and responsibilities of the Chair are set out in Appendix "A" attached hereto.

b) A majority of the Committee shall be "independent" and each member of the Committee shall be "financially literate". An "independent" director is a director who has no direct or indirect material relationship with the Corporation. A "material relationship" is a relationship which, in the view of the Board, could be reasonably expected to interfere with the exercise of the director's independent judgement or a relationship deemed to be a material relationship pursuant to Sections 1.4 and 1.5 of National Instrument 52-110 — *Audit Committees*. A "financially literate" director is a director who has the ability to read and understand a set of financial instruments that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the accounting issues that can be reasonably expected to be raised in the Corporation's financial statements.

c) Each member of the Committee shall sit at the appointment of the Board. The Committee shall report to the Board.

d) The Committee shall meet at least annually, at the discretion of the Chair or a majority of its members, as circumstances dictate or as may be required by applicable legal or listing requirements. A minimum of two members of the Committee present, either in person or by telephone, shall constitute a quorum. The Committee may determine to approve quarterly financial statements via written resolutions.

e) If within one hour of the time appointed for a meeting of the Committee, a quorum is not present, the meeting shall stand adjourned to the same hour on the next business day following the date of such meeting at the same place.

f) If, and whenever a vacancy shall exist, the remaining members of the Committee may exercise all of its powers and responsibilities so long as a quorum remains in office.

g) The time and place at which meetings of the Committee shall be held, and procedures at such meetings, shall be determined from time to time by the Committee. A meeting of the Committee may be called by letter, telephone, facsimile, email or other communication equipment, by giving at least 48 hours' notice, provided that no notice of a meeting shall be necessary if all of the members are present either in person or by means of conference telephone or if those absent have waived notice or otherwise signified their consent to the holding of such meeting.

h) Any member of the Committee may participate in the meeting of the Committee by means of conference telephone or other communication equipment, and the member participating in a meeting pursuant to this paragraph shall be deemed, for purposes hereof, to be present in person at the meeting.

i) The Committee shall keep minutes of its meetings which shall be submitted to the Board. The Committee may, from time to time, appoint any person who need not be a member, to act as a secretary at any meeting.

j) The Committee may invite such officers, directors and employees of the Corporation and its subsidiaries as the Committee may see fit, from time to time, to attend at meetings of the Committee.

k) Any matters to be determined by the Committee shall be decided by a majority of votes cast at a meeting of the Committee called for such purpose. Actions of the Committee may be taken by an instrument or instruments in writing signed by all of the members of the Committee, and such actions shall be effective as though they had been decided by a majority of votes cast at a meeting of the Committee called for such purpose. The Committee shall report its determinations to the Board at the next scheduled meeting of the Board, or earlier as the Committee deems necessary. All decisions or recommendations of the Committee shall require the approval of the Board prior to implementation, other than those relating to non-audit services and annual audit fees which do not require the approval of the Board.

l) The Committee members will be elected annually at the first meeting of the Board following each annual general meeting of shareholders.

m) The Board may at any time amend or rescind any of the provisions hereof, or cancel them entirely, with or without substitution.

4. RESPONSIBILITIES

a) Financial Accounting and Reporting Process and Internal Controls

i) The Committee shall review the annual audited and interim unaudited financial statements and related management's discussion and analysis before the Corporation publicly discloses this information to satisfy itself that the financial statements are presented in accordance with applicable accounting principles and shall report thereon and recommend to the Board whether or not the same should be approved prior to their being filed with the appropriate regulatory authorities. With respect to the annual audited financial statements, the Committee shall discuss significant issues regarding accounting principles, practices, and judgments of management with management and the external auditors as and when the Committee deems it appropriate to do so. The Committee shall satisfy itself that the information contained in the annual audited financial statements is not significantly erroneous, misleading or incomplete and that the audit function has been effectively carried out.

ii) The Committee shall review any internal control reports prepared by management and the evaluation of such report by the external auditors, together with management's response.

iii) The Committee shall be satisfied that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements, management's discussion and analysis and annual and interim earnings press releases, and periodically assess the adequacy of these procedures.

iv) The Committee shall review any press releases containing disclosure regarding financial information that are required to be reviewed by the Committee under any applicable laws before the Corporation publicly discloses this information.

v) The Committee shall meet no less than annually with the external auditors and the Chief Financial Officer or a designate to review accounting practices, internal controls and such other matters as the Committee, Chief Financial Officer or their designate deems appropriate.

vi) The Committee shall inquire of management and the external auditors about significant risks or exposures, both internal and external, to which the Corporation may be subject, and assess the steps management has taken to minimize such risks.

vii) The Committee shall provide oversight of the Corporation's policies, procedures and practices with respect to the maintenance of the books, records and accounts.

viii) The Committee shall review the post-audit or management letter containing the recommendations of the external auditors and management's response and subsequent follow-up to any identified weaknesses.

ix) The Committee shall ensure that there is an appropriate standard of corporate conduct including, if necessary, adopting a corporate code of ethics for senior financial personnel and all employees.

x) If the Committee determines it would be advisable given the stage of corporate development, it may consider procedures for:

- the receipt, retention and treatment of complaints received by the Corporation regarding: (a) accounting, internal accounting controls or auditing matters; or (b) violations of the Corporation's policies implemented from time to time; and

- the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters or violations of any of the Corporation's policies (as described above).

xi) The Committee shall provide oversight to related party transactions entered into by the Corporation.

xii) The Committee shall establish the budget process, which may include the setting of spending limits and authorizations, as well as any periodic reports from the Chief Financial Officer comparing actual spending to the budget.

b) Independent Auditors

i) The Committee shall recommend to the Board the external auditors to be nominated for the purpose of preparing or issuing an auditors' report or performing other audit, review or attest services for the Corporation, shall set the compensation for the external auditors, provide oversight of the external auditors and shall ensure that the external auditors' report directly to the Committee.

ii) The Committee shall be directly responsible for overseeing the work of the external auditors, including the resolution of disagreements between management and the external auditors regarding financial reporting.

iii) The pre-approval of the Committee shall be required prior to the undertaking of any non-audit services not prohibited by law to be provided by the external auditors in accordance with this Charter.

iv) The Committee shall monitor and assess the relationship between management and the external auditors and monitor, support and assure the independence and objectivity of the external auditors.

v) The Committee shall review the external auditors' audit plan, including the scope, procedures and timing of the audit.

vi) The Committee shall review the results of the annual audit with the external auditors, including matters related to the conduct of the audit.

vii) The Committee shall obtain timely reports from the external auditors describing critical accounting policies and practices, alternative treatments of information within IFRS that were discussed with management, their ramifications, and the external auditors' preferred treatment and material written communications between the Corporation and the external auditors.

viii) The Committee shall review fees paid by the Corporation to the external auditors and other professionals in respect of audit and non-audit services on an annual basis.

ix) The Committee shall review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former auditors of the Corporation.

x) The Committee shall monitor and assess the relationship between management and the external auditors and monitor and support the independence and objectivity of the external auditors.

xi) The Committee shall have the authority to engage the external auditors to perform a review of the interim financial statements.

c) Other Responsibilities

The Committee shall perform any other activities consistent with this Charter and governing law, as the Committee or the Board deems necessary or appropriate.

APPENDIX "A" TO SCHEDULE "E"
NEXTGEN DIGITAL PLATFORMS INC.
POSITION DESCRIPTION FOR THE CHAIR OF THE AUDIT COMMITTEE

1. PURPOSE

The Chair of the Audit Committee of the Board shall be an independent director who is elected by the Board to act as the leader of the Committee in assisting the Board in fulfilling its financial reporting and control responsibilities to the shareholders of the Corporation.

2. WHO MAY BE CHAIR

The Chair will be selected from amongst the independent directors of the Corporation who have a sufficient level of financial sophistication and experience in dealing with financial issues to ensure the leadership and effectiveness of the Committee.

The Chair will be selected annually at the first meeting of the Board following each annual general meeting of shareholders.

3. RESPONSIBILITIES

The following are the primary responsibilities of the Chair:

a) chairing all meetings of the Committee in a manner that promotes meaningful discussion;

b) ensuring adherence to the Committee's Charter and that the adequacy of the Committee's Charter is reviewed annually;

c) providing leadership to the Committee to enhance the Committee's effectiveness, including:

   i) providing the information to the Board relative to the Committee's issues and initiatives and reviewing and submitting to the Board an appraisal of the Corporation's independent auditors and internal auditing functions;

   ii) ensuring that the Committee works as a cohesive team with open communication, as well as ensuring open lines of communication among the independent auditors, financial and senior management and the Board of Directors for financial and control matters;

   iii) ensuring that the resources available to the Committee are adequate to support its work and to resolve issues in a timely manner;

   iv) ensuring that the Committee serves as an independent and objective party to monitor the Corporation's financial reporting process and internal control systems, as well as to monitor the relationship between the Corporation and the independent auditors to ensure independence;

   v) ensuring that procedures are in place to assess the audit activities of the independent auditors and the internal audit functions;

   vi) ensuring that procedures are in place to review the Corporation's public disclosure of financial information and assess the adequacy of such procedures periodically, in consultation with any disclosure committee of the Corporation;

   vii) ensuring that clear hiring policies are put in place for partners and employees of the auditors;

d) ensuring that procedures are in place for dealing with complaints received by the Corporation regarding accounting, internal controls and auditing matters, and for employees to submit confidential anonymous concerns;

e) ensuring the establishment of a budget process, which shall include the setting of spending limits and authorizations and periodical reports from the Chief Financial Officer of actual spending as compared to the budget regarding questionable accounting or auditing matters; and

f) managing the Committee, including:

   i) adopting procedures to ensure that the Committee can conduct its work effectively and efficiently, including committee structure and composition, scheduling, and management of meetings;

   ii) preparing the agenda of the Committee meetings and ensuring pre-meeting material is distributed in a timely manner and is appropriate in terms of relevance, efficient format and detail;

   iii) ensuring meetings are appropriate in terms of frequency, length and content;

   iv) obtaining and reviewing with the Committee an annual report from the independent auditors, and arranging meetings with the auditors and financial management to review the scope of the proposed audit for the current year, its staffing and the audit procedures to be used;

   v) overseeing the Committee's participation in the Corporation's accounting and financial reporting process and the audits of its financial statements;

   vi) ensuring that the auditor's report is delivered directly to the Committee, as representatives of the Corporation's shareholders; and

   vii) annually reviewing with the Committee its own performance.

CERTIFICATE OF NEXTGEN DIGITAL PLATFORMS INC.

Dated: June 19, 2024

This Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities previously issued by the Company as required by the securities legislation of the Province of New Brunswick.

"Joel Freudman"	*"Robert Harrison"*
Joel Freudman President and Chief Executive Officer	Robert Harrison Chief Financial Officer and Corporate Secretary

ON BEHALF OF THE BOARD OF DIRECTORS

"Michael Rennie"	*"Steven Sirbovan"*
Michael Rennie Director	Steven Sirbovan Director

CERTIFICATE OF PROMOTER

Dated: June 19, 2024

This Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities previously issued by the Company as required by the securities legislation of the Province of New Brunswick.

"Joel Freudman"
Joel Freudman