Consolidated financial statements of

KURE TECHNOLOGIES, INC.

for the years ended August 31, 2024 and 2023

(In thousands of Canadian dollars)

McGovern Hurley

Audit. Tax. Advisory.

Independent Auditor's Report

To the Shareholders of Kure Technologies, Inc.

Opinion

We have audited the consolidated financial statements of Kure Technologies, Inc. and its subsidiary (the "Company"), which comprise the consolidated statements of financial position as at August 31, 2024 and 2023, and the consolidated statements of loss and comprehensive loss, consolidated statements of changes in shareholders' equity (deficiency) and consolidated statements of cash flows for the years then ended, and notes to the consolidated financial statements, including material accounting policy information.

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

Basis for 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 consolidated 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 consolidated financial statements in Canada. 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 consolidated financial statements, which indicates that the Company had an accumulated deficit as at August 31, 2024 and, as of that date, the Company's current liabilities exceeded its current assets. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that material uncertainties exist that cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

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Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated 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 described in the Material uncertainty related to going concern section, we have determined that there were no additional key audit matters to communicate in our report.

Other information

Management is responsible for the other information. The other information comprises Management's Discussion and Analysis.

Our opinion on the consolidated 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 consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. 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 consolidated financial statements

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

In preparing the consolidated 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 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 consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated 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.

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Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated 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 risks 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.

- 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 consolidated 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 consolidated financial statements, including the disclosures, and whether the consolidated 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 consolidated financial statements of the

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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 of the audit resulting in this independent auditor's report is Jessica Glendinning.

McGovern Hurley LLP

McGovern Hurley LLP

Chartered Professional Accountants
Licensed Public Accountants

Toronto, Ontario
December 23, 2024

KURE TECHNOLOGIES, INC.
Consolidated statements of financial position
(In thousands of Canadian dollars)

As at August 31,

	Note	2024	2023
Assets			
Current assets			
Cash		**$ 1**	$ 1
Prepaid expenses and deposits		**6**	6
Total assets		**$ 7**	$ 7
Liabilities and shareholders' equity (deficiency)			
Current liabilities			
Accounts payable and accrued liabilities		**$ 1,287**	$ 1,129
Short-term loans	3, 6	**420**	302
Total liabilities		**1,707**	1,431
Shareholders' equity (deficiency)			
Share capital	4	**58,658**	58,658
Contributed surplus	5	**-**	21
Deficit		**(60,358)**	(60,103)
		(1,700)	(1,424)
Total liabilities and shareholders' equity (deficiency)		**$ 7**	$ 7
Nature of operation and going concern	1		
Subsequent events	11		

Approved by the Board of Directors:

(Signed) – Alex Dolgonos

Alex Dolgonos – Director

(Signed) – Isaac Kron

Isaac Kron - Director

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

KURE TECHNOLOGIES, INC.

Consolidated statements of loss and comprehensive loss
(In thousands of Canadian dollars, except per share amounts)

For the years ended August 31,

	Note	**2024**	2023
Expenses			
Compensation	6	**$ 185**	$ 185
General and administrative	7	**58**	57
Total expenses		**243**	242
Loss for the year before the undernoted		**(243)**	(242)
Interest and finance charges	3	**(33)**	(31)
Net and comprehensive loss for the year		**$ (276)**	$ (273)
Loss per share			
Basic and diluted		**(0.02)**	(0.02)
Weighted average number of shares outstanding			
Basic and diluted		**16,190,458**	15,864,157

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

KURE TECHNOLOGIES, INC.

Consolidated statements of changes in shareholders' equity (deficiency)
(In thousands of Canadian dollars)

	Share Capital				
	Shares #	**Amount** $	**Contributed surplus** $	**Deficit** $	**Total equity (deficiency)** $
Balance, August 31, 2022	15,097,800	58,533	-	(59,830)	(1,297)
Conversion of convertible debentures	1,092,658	125	21	-	146
Net loss for the year	-	-	-	(273)	(273)
Balance, August 31, 2023	**16,190,458**	**58,658**	**21**	**(60,103)**	**(1,424)**
Warrant expiry	-	-	(21)	21	-
Net loss for the year	-	-	-	(276)	(276)
Balance, August 31, 2024	**16,190,458**	**58,658**	**-**	**(60,358)**	**(1,700)**

KURE TECHNOLOGIES, INC.

Consolidated statements of cash flows

(In thousands of Canadian dollars)

For the years ended August 31,

		2024		2023
Cash flows from operating activities				
Net loss for the year	**$**	**(276)**	$	(273)
Accretion expense		-		4
Interest expense		**33**		27
Accounts receivable and other receivable		**-**		3
Accounts payable and accrued liabilities		**158**		163
Cash used in operating activities		**(85)**		(76)
Financing activities				
Short-term loans		**85**		75
Cash provided by financing activities		**85**		75
Decrease in cash		**-**		(1)
Cash, beginning		**1**		2
Cash, ending	**$**	**1**	$	1

There were no investing activities during the years reported.

Supplemental information:

Units issued on conversion of debentures	**$**	**-**	$	146

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

1. Nature of operation and going concern

Kure Technologies, Inc. (the "Company" or "Kure") was incorporated June 1, 1998 under the Business Corporations Act of Ontario.

The Company currently has no business activity. The Company's shares are listed for trading on the NEX, a separate board of the TSX Venture Exchange, under the symbol "KUR.H". The address of the Company's head office and registered and records office is 291 York Hill Blvd, Thornhill Ontario L4J 3L5.

References to "Kure" and the "Company" include the legal entity Kure Technologies, Inc. and its wholly owned subsidiary, UBS Wireless Services Inc.

Going concern

These consolidated financial statements were prepared on a going-concern basis of preparation, which assumes that the Company will continue operations for the foreseeable future and be able to realize the carrying value of its assets and discharge its liabilities and commitments in the normal course of business. As at August 31, 2024, the Company has an accumulated deficit of $60,358 and a working capital deficiency of $1,700. The Company's ability to continue as a going concern is dependent on its ability to obtain additional financing and or achieve profitable operations in the future. These factors indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. These consolidated financial statements do not reflect adjustments that would be necessary if the going concern assumption was not appropriate. These adjustments could be material.

The Company's financing efforts to date, are not sufficient in and of themselves to enable the Company to fund all aspects of its operations. Management will pursue funding initiatives if, as and when required to meet the Company's requirements on an ongoing basis. Nevertheless, there is no assurance that these initiatives will be successful or sufficient.

2. Summary of significant accounting policies

These consolidated financial statements were approved for issue by the Board of Directors on December 23, 2024.

(a) Statement of compliance

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC").

(b) Basis of presentation

These consolidated financial statements have been prepared on a historical cost basis. The consolidated financial statements are presented in Canadian dollars.

2. Summary of significant accounting policies (continued)

(c) Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its wholly owned subsidiary, USB Wireless Services Inc. which was incorporated in Ontario.

Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The financial statements of the subsidiary are included in the consolidated financial statements from the date that control commences until the date that control ceases.

All intercompany balances, transactions, revenues and expenses have been eliminated.

(d) Financial instruments

The following is the Company's accounting policy for financial instruments under IFRS 9:

(i) Classification

The Company classifies its financial instruments in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL.

(i) Classification

The Company's classification of its financial instruments under IFRS 9 are as follows:

Financial assets/liabilities	Classification
Cash	Amortized cost
Accounts payable and accrued liabilities	Amortized cost
Short-term loans	Amortized cost

(ii) Measurement

Financial assets and liabilities at amortized cost

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

Financial assets and liabilities at FVTPL

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the statements of loss and comprehensive loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the statements of loss and comprehensive loss in the period in which they arise.

2. Summary of significant accounting policies (continued)

(d) Financial instruments (continued)

Financial assets and liabilities at FVTOCI

Financial assets measured at FVOCI are non-derivative financial assets that are not held for trading and the Company has made an irrevocable election at the time of initial recognition to measure the assets at FVOCI. The Company does not measure any financial assets or liabilities at FVOCI.

After initial measurement, investments measured at FVOCI are subsequently measured at fair value with unrealized gains or losses recognized in other comprehensive income or loss in the consolidated statements of comprehensive loss. When the investment is sold, the cumulative gain or loss remains in accumulated other comprehensive income or loss and is not reclassified to profit or loss.

Dividends from such investments are recognized in other income in the consolidated statements of loss when the right to receive payments is established.

(iii) Impairment of financial assets at amortized cost

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in the statements of loss and comprehensive loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

(iv) Derecognition

Financial assets

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 of the associated risks and rewards of ownership to another entity.

Financial liabilities

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled or expire. The Company also derecognizes a financial liability when the terms of the liability are modified such that the terms and / or cash flows of the modified instrument are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value.

Gains and losses on derecognition are generally recognized in profit or loss.

2. Summary of significant accounting policies (continued)

(e) Income taxes

Income tax expense consists of current and deferred tax expense. Income tax expense is recognized in profit or loss, except to the extent that it relates to items recognized in other comprehensive income (loss) or directly in equity.

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute deferred tax assets and liabilities are measured at future anticipated tax rates which have been enacted or substantively enacted at the reporting date. Current tax assets and current tax liabilities are only offset if a legally enforceable right exists to set off the amounts, and the Company intends to settle on a net basis, or to realize the asset and settle the liability simultaneously.

With certain exceptions, deferred tax assets and liabilities are provided on all qualifying temporary differences at the end of the reporting period between the tax basis of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred tax assets are only recognized to the extent that it is probable that the deductible temporary differences will reverse in the foreseeable future and future taxable profit will be available against which the temporary difference can be utilized.

Deferred tax liabilities and assets are not recognized for temporary differences between the carrying amount and tax bases of investments in controlled entities where the parent entity is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

(f) Provisions and contingencies

Provisions are recognized when a legal or constructive obligation exists, as a result of past events, and it is probable that an outflow of resources that can be reliably estimated will be required to settle the obligation. Where the effect is material, the provision is discounted using an appropriate current market-based pre-tax discount rate. The increase in the provision due to passage of time is recognized as interest expense.

When a contingency substantiated by confirming events can be reliably measured and is likely to result in an economic outflow, a liability is recognized as the best estimate required to settle the obligation. A contingent liability is disclosed where the existence of an obligation will only be confirmed by future events, or where the amount of a present obligation cannot be measured reliably or will likely not result in an economic outflow. Contingent assets are only disclosed when the inflow of economic benefits is probable. When the economic benefit becomes virtually certain, the asset is no longer contingent and is recognized in the consolidated financial statements.

2. Summary of significant accounting policies (continued)

(g) Basic and diluted loss per share

Basic loss per share is computed by dividing the net loss by the weighted average number of shares outstanding during the reporting period. Diluted earnings per share is calculated in a similar manner, except that the weighted average number of common shares outstanding is increased to include potentially issuable common shares from the assumed exercise of common share purchase options and warrants, if dilutive. The number of additional shares included in the calculation is based on the treasury stock method for options and warrants. All outstanding warrants are considered anti-dilutive and are therefore excluded from the diluted loss per share for the periods presented.

(h) Share-based payments

Equity-settled share-based payments for directors, officers and employees are measured at fair value at the date of grant and recorded as compensation expense in the consolidated financial statements. The fair value determined at the grant date of the equity-settled share-based payments is expensed over the vesting period based on the Company's estimate of shares that will eventually vest. The number of forfeitures likely to occur is estimated on grant date. Any consideration paid by directors, officers and employees on exercise of equity-settled share-based payments is credited to share capital. Shares are issued from treasury upon the exercise of equity-settled share-based instruments.

Compensation expense on stock options granted to non-employees is measured at the fair value of the goods and services on the date when the goods or services are received and is recorded as an expense in the same period as if the Company had paid cash for the goods or services received. When the fair value of the goods or services received from non-employees in exchange for the share-based payment cannot be reliably estimated, the fair value of the shares issued is measured by use of a Black-Scholes option pricing model. The expected life used in the model is adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations. No share-based payments were made during fiscal 2024 and 2023.

(i) Significant accounting judgments and estimates

The preparation of these consolidated financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These consolidated financial statements include estimates that, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the consolidated financial statements and may require accounting adjustments based on future occurrences.

Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

2. Summary of significant accounting policies (continued)

(i) Significant accounting judgments and estimates (continued)

Significant accounting judgments and estimates relate to, but are not limited to, the following:

Income, value added, withholding and other taxes

Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable income together with future tax planning strategies. Factors considered in the assessment of the likelihood and value of the realizable deferred tax assets include the Company's forecast of the amount and timing of future net income before taxes, available tax planning strategies that could be implemented to realize the deferred tax assets and the remaining period of loss carry forwards.

(j) Standards and amendments issued but not yet adopted

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods commencing September 1, 2024. Many are not applicable or do not have a significant impact to the Company and have been excluded. Management is currently evaluating the impact of these pronouncements on the Company's consolidated financial statements.

Amendment to IAS 1 Presentation of financial statements

IAS 1 has been revised to (i) clarify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period and align the wording in all affected paragraphs to refer to the "right" to defer settlement by at least twelve months and make explicit that only rights in place "at the end of the reporting period" should affect the classification of a liability; (ii) clarify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability; and (iii) make clear that settlement refers to the transfer to the counterparty of cash, equity instruments, other assets or services. The amendments are effective for annual reporting periods beginning on or after January 1, 2024 and are to be applied retrospectively.

Presentation and Disclosure in Financial Statements (IFRS 18)

In April 2024, the IASB issued IFRS 18 Presentation and Disclosure in Financial Statements to improve reporting of financial performance. The new standards replace IAS 1 Presentation of Financial Statements. IFRS 18 introduces new categories and required subtotals in the statement of profit and loss and also requires disclosure of management-defined performance measures. It also includes new requirements for the location, aggregation and disaggregation of financial information. The standard is effective for annual reporting periods beginning on or after January 1, 2027, including interim financial statements. Retrospective application is required and early adoption is permitted.

(k) Standards adopted during the year

During the year ended August 31, 2024, the Company adopted the amendments to IAS 1 and IAS 8. These amendments did not have any material impact on the Company's consolidated financial statements.

(In thousands of Canadian dollars, except per share amounts)

3. Short-term loans

Between the fiscal years ended August 31, 2018 and 2023, interim unsecured demand loans were extended to the Company at annual interest rates of 12%.

During the fiscal year ended August 31, 2024, additional interim unsecured demand loans totaling $85 were extended to the Company at an annual interest rate of 12%, of which $70 was received from directors and officers of the Company and $15 from independent investors (Notes 6 and 11).

Details of the balance on the loans are as follows:

		August 31, 2024		August 31, 2023
Balance, opening	**$**	**302**	$	203
Receipt of unsecured loans		**85**		75
Accrued interest on unsecured loans		**33**		24
Balance, ending	**$**	**420**	$	302

Interest recorded on the loans during the year ended August 31, 2024 totaled $33 (2023 - $24).

4. Share capital

(a) Authorized

Unlimited common shares
Unlimited Class A non-voting shares

(b) Issued and outstanding

As at August 31, 2024 and 2023, 16,190,458 common shares in the Company were issued and outstanding.

(c) Stock option incentive plan

Kure's stock option plan (the "Option Plan") provides for the granting of stock options to employees, directors and consultants of Kure. Under the Option Plan, up to 1,976,560 common shares may be issued from treasury. The exercise price of the options is determined by the Board of Directors at the time of the grant of an option but cannot be lower than the closing market price of Kure's shares on the NEX on the business day immediately preceding the day on which an option is granted. In the absence of terms specifying otherwise, options vest annually over a three-year period and are exercisable during a period not to exceed 10 years from such grant.

As at August 31, 2024 and 2023, no stock options were issued or outstanding, and no stock options were granted or expired.

(In thousands of Canadian dollars, except per share amounts)

4. Share capital (continued)

(d) Convertible debenture conversion

On July 29, 2021, the Company completed a non-brokered private placement offering of unsecured convertible debentures (the "Debentures") which raised aggregate gross proceeds of $150. The Debentures were unsecured and bore interest at a rate of 8.5% per annum with a maturity date of July 29, 2023. On December 19, 2022, the Debentures and accrued interest totaling $163 were converted into 1,092,658 share units, consisting of 1,092,658 common shares and 546,329 Warrants. Each such Warrant entitled the holder to acquire one common share of the Company at an exercise price of $0.18 for a period of one year. The Warrants were valued upon issuance at $21 using the Black-Scholes option pricing model based on the following assumptions: expected volatility of 120% based on the average volatility of comparable companies, expected life of one year, expected dividend yield of 0%, risk free rate of 3.65% and an exercise price of $0.18 (note 5).

5. Warrants

As at August 31, 2023, there were 546,329 warrants outstanding. On December 19, 2023, all outstanding warrants expired and contributed surplus totaling $21 was reallocated to deficit. The balance of warrants outstanding as at August 31, 2024 was Nil.

6. Related party transactions

(a) Compensation of key management personnel

The Company's key management personnel includes members of the executive team and the board of directors of the Company and its wholly owned subsidiaries. Key management compensation is as follows:

	2024	2023
Chief Executive Officer fees	**$ 56**	$ 56
Chief Financial Officer fees	**56**	56
Director fees	**10**	10
	$ 122	$ 122

There are no ongoing contractual or other commitments arising from these transactions with related parties.

As at August 31, 2024, the Company had fees payable to current officers and directors of the Company in the amount of $428, and amounts payable to a former officer and director in the amount of $180 (2023 – total of $528).

The amount payable to officers and directors is unsecured, non-interest bearing with no fixed terms of repayment.

(In thousands of Canadian dollars, except per share amounts)

6. Related party transactions (continued)

(b) Short-term loans payable to related parties

The Company executed unsecured demand loans payable with directors and officers between August 31, 2018 and 2024. During fiscal 2024, $70 of unsecured demand loans were executed with related parties (2023 - $50) (note 3).

As at August 31, 2024, $327 in short-term loans remained outstanding to directors of the Company (2023 - $275) (note 3). During the year ended August 31, 2024, the Company incurred interest expense on these loans of $24 (2023 - $22).

As at August 31, 2024, $46 in short-term loans remained outstanding to a former director and officer (2023 - $nil). During the year-ended August 31, 2024, the Company incurred interest expense on this loan of $2 up to the date of the related party's departure.

7. General and administrative

General and administrative expense included mainly professional fees, board of director fees, general occupancy, and other administrative overhead for the Company. The breakdown is as follows:

	2024	2023
Professional expenses	**$ 54**	$ 53
Office and general	**4**	4
Total general and administrative	**$ 58**	$ 57

(In thousands of Canadian dollars, except per share amounts)

8. Income taxes

The effective income tax rate differs from the statutory rate that would be obtained by applying the combined Canadian basic federal and provincial income tax rate to loss before income taxes. These differences result from the following items:

	2024	2023
Loss before income taxes	**$ (276)**	$ (273)
Combined basic federal and provincial tax rates	**27%**	27%
Computed expected tax recovery	**(73)**	(72)
Increase resulting from:		
Current year loss and other differences not recognized	**-**	22
Change in unrecognized deferred assets	**73**	50
	$ -	$ -

The significant components of the Company's deductible temporary differences that have not been included on the consolidated statement of financial position are as follows:

	2024	2023
Non-capital loss carry forwards	**$ 22,270**	$ 21,994
SRED Pool	**3,117**	3,117
Capital loss carry forwards	**25,530**	25,530
Total temporary differences	**$ 50,917**	$ 50,641

As at August 31, 2024, the Company had approximately $22,270 in non-capital income tax losses with expiry dates between 2027 and 2044, SRED pool carry-forwards of $3,117 and capital loss carry-forwards of $25,530.

Deferred tax assets have not been recognized in respect of these items because it is not probable that future taxable profit will be available against which the Company can utilize the benefits.

Tax attributes are subject to review, and potential adjustment, by tax authorities.

9. Management of capital

The Company's main objective when managing capital is to safeguard the Company's ability to continue as a going concern. The Company is not subject to any capital requirements imposed by a lending institution or regulatory body. The Company defines its capital as shareholders' equity plus short-term loans.

The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. There were no significant changes to the Company's approach to capital management during the years ended August 31, 2024 and 2023.

10. Financial instruments and risk management

The Company's activities may expose it to a variety of financial risks: fair values, credit risk, liquidity risk and market risk (including interest rate and equity price risk).

Risk management is carried out by the Company's management team with guidance from the Audit Committee, under policies approved by the Board of Directors. The Board of Directors also provides regular guidance for overall risk management.

Fair values
As at August 31, 2024 and 2023, financial instruments consist of cash, accounts payable and accrued liabilities, interest payable and short-term loans. The fair values of these financial instruments approximate their carrying values due to the relatively short-term maturity of these instruments.

Fair value estimates are made at a specific point in time, based on relevant market information and information about financial instruments. These estimates are subject to and involve uncertainties and matters of significant judgment, and therefore cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

The Company classifies its financial instruments carried at fair value according to a three-level hierarchy that reflects the significance of the inputs used in making the fair value measurements. The three levels of fair value hierarchy are as follows:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 - Inputs other than quoted prices that are observable for assets and liabilities, either directly or indirectly;
- Level 3 – Inputs for assets or liabilities that are not based on observable market data.

As at August 31, 2024 and 2023 there were no financial instruments carried at fair value to classify in the fair value hierarchy.

The Company is exposed in varying degrees to a number of risks arising from financial instruments. Management's involvement in the operations allows for the identification of risks and variances from expectations. The Company does not participate in the use of financial instruments to mitigate these risks. The Board approves the risk management processes. The Board's main objectives for managing risks are to ensure liquidity, the fulfillment of obligations and limit exposure to credit and market risks.

Credit risk
Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its obligations. The Company is exposed to credit risk through its cash balance which is held at Canadian financial institutions. The Company believes its exposure to credit risk is not significant.

10. Financial instruments and risk management (continued)

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Management believes the Company had no significant exposure to interest rate risk through its financial instruments as at August 31, 2024 and 2023 as the Company's interest-bearing debt is at fixed interest rates.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations associated with financial liabilities. The Company has a planning and budgeting process in place by which it anticipates and determines the funds required to support normal operation requirements. The Company's accounts payable and accrued liabilities are generally due within 30 days and are subject to normal trade terms.

The Company coordinates this planning and budgeting process with its financing activities through the capital management process described in note 9, in normal circumstances.

11. Subsequent events

Subsequent to the year ended August 31, 2024, unsecured demand loans totaling $29 were extended to the Company by a director and companies controlled by a director at an annual interest rate of 12%.