METAGUEST.AI INCORPORATED

CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2024

Independent Auditors' Report

To: The Shareholders of **Metaguest.ai Incorporated**

Opinion

We have audited the consolidated financial statements of Metaguest.ai Incorporated and its subsidiary (collectively the "Company"), which comprise the consolidated statement of financial position as at December 31, 2024 and 2023 and the consolidated statements of net and comprehensive loss, changes in shareholders' equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of material accounting policies.

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

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 Auditors' 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, 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 2 to the consolidated financial statements which indicates that at December 31, 2024 the Company incurred a net and comprehensive loss of $2,571,248. This condition, along with other matters as set forth in Note 2, indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. Our opinion is not qualified in respect of this matter.

Key Audit Matters

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 and not otherwise addressed in our report. These 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 described in the Material Uncertainty Related to Going Concern section of our report, we have determined that there are no key audit matters to be communicated in our auditors' report.

Information Other than the Consolidated Financial Statements and Auditors' Report Thereon

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

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 identified above 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.

We obtained Management's Discussion and Analysis prior to the date of this auditors' report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in this auditors' report. 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 these consolidated financial statements in accordance with International Financial Reporting Standards, 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 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.

Auditors' 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 auditors' 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 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 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.
- 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 auditors' 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 auditors' 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.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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 current period and are therefore 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 Auditors' report is Roland Bishop, CPA, CA.

Kenway Mack Slusarchuk Stewart LLP

Chartered Professional Accountants

April 29, 2025
Calgary, Alberta

METAGUEST.AI INCORPORATED
Consolidated Statements of Financial Position

As at December 31	2024	2023
Assets		
Current assets		
Cash	$ 53,984	$ 3,477
Accounts receivable	40,134	10,604
Prepaid expenses	56,459	13,923
GST/HST receivable	108,259	41,709
	258,836	69,713
Deposits	3,580	3,580
Equipment (note 6)	1,437	2,053
Right of use asset (note 8)	217,197	266,902
Intellectual property (note 7)	612,546	875,065
Total assets	$ 1,093,596	$ 1,217,313
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities	$ 579,862	$ 191,711
Deferred revenue (note 11)	177,101	46,180
Loan (note 10)	222,645	232,374
Current portion of convertible debentures (note 9)	428,991	166,235
Lease liability (note 8)	131,083	81,687
	1,539,682	718,187
Lease liability (note 8)	84,110	177,481
	84,110	177,481
Total liabilities	1,623,792	895,668
Shareholders' equity (Deficit)		
Share capital (note 12)	5,373,749	3,965,246
Shares to be issued (note 12)	15,000	55,843
Contributed surplus (note 12)	1,127,863	789,549
Equity portion of debentures (note 9)	30,912	17,479
Deficit	(7,077,720)	(4,506,472)
Total shareholders' equity (deficit)	(530,196)	321,645
Total liabilities and shareholders' equity (deficit)	$ 1,093,596	$ 1,217,313

NOTES:

Going concern (note 2)
Subsequent events (note 18)

Approved on behalf of the Board

_"Colin Keddy"______ Director   __"Charlotte Jannsen"__ Director

See accompanying notes to consolidated financial statements.

METAGUEST.AI INCORPORATED
Consolidated Statements of Net and Comprehensive Loss

For the years ended December 31		2024		2023
Net revenue				
Revenue	$	1,496,317	$	295,906
Cost of sales		(243,378)		(15,332)
	$	1,252,939	$	280,574
Expenses				
Salaries, wages and benefits		1,729,336		687,335
Share based compensation (note 12(c))		324,261		546,769
Subcontractors		547,139		202,995
Depreciation		377,868		355,674
Professional fees		137,038		135,143
Office and administration		503,423		108,479
Interest and accretion		87,246		80,390
Travel		117,876		7,041
		3,824,187		2,123,826
Net and comprehensive loss	$	(2,571,248)	$	(1,843,252)
Basic and diluted loss per share	$	(0.04)	$	(0.03)
Weighted average number of shares outstanding		65,097,036		56,568,084

See accompanying notes to consolidated financial statements.

METAGUEST.AI INCORPORATED
Consolidated Statements of Changes in Shareholders' Equity

December 31, 2024

	Number of shares	Share capital	Shares to be issued	Contributed Surplus	Convertible Debentures	Deficit	Total
Balance as at December 31, 2023	61,429,934	$ 3,965,246	$ 55,843	$ 789,549	$ 17,479	$ (4,506,472)	$ 321,645
Share issued in private placements (note 12(a))	2,444,054	733,215	(55,843)	-	-	-	677,372
Warrants exercised	6,752,879	675,288	-	-	-	-	675,288
Warrants issued	-	-	-	14,053	-	-	14,053
Units to be issued	-	-	15,000	-	-	-	15,000
Equity portion of debenture issuances (note 9)	-	-	-	-	13,433	-	13,433
Stock options issued (note 12(c))	-	-	-	324,261	-	-	324,261
Net and comprehensive loss for the year	-	-	-	-	-	(2,571,248)	(2,571,248)
Balance as at December 31, 2024	70,626,867	$ 5,373,749	$ 15,000	$ 1,127,863	$ 30,912	$ (7,077,720)	$ (530,196)
Balance as at December 31, 2022	46,813,565	$ 2,987,548	$ -	$ 242,780	$ 50,477	$ (2,663,220)	$ 617,584
Share issued in private placements (note 12(a))	14,616,369	977,698	-	-	-	-	977,698
Units to be issued	-	-	55,843	-	-	-	55,843
Equity portion of debenture issuances (note 9)	-	-	-	-	5,983	-	5,983
Equity portion of debenture conversions (note 9)	-	-	-	-	(38,981)	-	(38,981)
Stock options issued (note 12(c))	-	-	-	546,769	-	-	546,769
Net and comprehensive loss for the year	-	-	-	-	-	(1,843,252)	(1,843,252)
Balance as at December 31, 2023	61,429,934	$ 3,965,246	$ 55,843	$ 789,549	$ 17,479	$ (4,506,472)	$ 321,645

See accompanying notes to consolidated financial statements.

METAGUEST.AI INCORPORATED
Consolidated Statements of Cash Flows

For the years ended December 31	2024	2023
Operating activities		
Net and comprehensive loss	$ (2,571,248)	$ (1,843,252)
Non-cash items		
Depreciation	377,868	355,674
Interest and accretion	64,004	49,637
Share based compensation	324,261	546,769
Changes in non-cash working capital		
GST/HST receivable	(66,550)	12,831
Accounts receivable	(29,530)	11,466
Prepaid expenses	(42,536)	(4,672)
Deposits	-	25,250
Deferred revenue	130,921	46,180
Accounts payable and accrued liabilities	388,151	204,057
	(1,424,659)	(596,060)
Financing activities		
Shares issued	1,352,660	480,740
Shares to be issued	15,000	55,843
Issuance of convertible debentures	235,000	65,000
Advance on loan	235,000	-
Repayment of loan	(235,000)	-
Lease payments	(127,494)	(107,440)
	1,475,166	494,143
Increase (decrease) in cash	50,507	(101,917)
Cash, beginning of year	3,477	105,394
Cash, end of year	$ 53,984	$ 3,477

See accompanying notes to consolidated financial statements.

1. Nature of operations

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

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

2. Going concern

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

For the year ended December 31, 2024 the Company incurred a net and comprehensive loss of $2,571,248 (2023 - $1,843,252) and deficit of $7,077,720 (2023 - $4,506,472). In assessing whether the going concern assumption is appropriate, management considers all available information about the future, which is at least, but not limited to, twelve months from the end of the reporting period. These conditions indicate the existence of material uncertainty that the may cast significant doubt regarding the ability to continue of as a going concern.

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

3. Statement of compliance

The consolidated financial statements of the Company comply with International Financial Reporting Standards ("IFRS") interpretations as issued by the International Financial Reporting Interpretations Committee ("IFRIC").

The audited financial statements were authorized for issue by the Board of Directors on April 29, 2025.

4. Material accounting policies

a) Basis of presentation

The consolidated financial statements have been presented in Canadian dollars, which is also the functional currency, on a historical cost basis except for measurement of financial instruments at fair value through profit or loss.

b) Consolidation

Assets, liabilities, income and expenses of the subsidiary are included in the consolidated financial statements from the date that the Company gains control until the date that the Company ceases to control the subsidiary. All intercompany balances and transactions have been eliminated on consolidation.

4. Material accounting policies, continued

c) Functional currency and foreign currency translation

The functional currency of the Company is the Canadian dollar (CAD). The functional currency of the wholly owned subsidiary is the United States dollar (USD).

Items included in the consolidated financial statements of the Company and its subsidiary are measured using the currency of the primary economic environment in which the entity operates (the functional currency). Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transaction. Foreign exchange gains and losses resulting from the settlement of such transactions and from the remeasurement of monetary assets and liabilities not denominated in the functional currency of an entity are at period end recognized in net loss for the period.

Non-monetary items are not retranslated at the period-end. They are measured at historical cost (translated using the exchange rates at the transaction date), except for non-monetary items measured at fair value which are translated using the exchange rates at the date when fair value was determined.

d) BNSELLIT platform intellectual property

BNSELLIT platform intellectual property (the "IP") is measured at cost less accumulated depreciation and impairment losses. The IP is amortized is amortized over its five year useful life upon being put in use.

e) Impairment of non-financial assets

The non-financial assets are reviewed for indicators of impairment during each financial period and are adjusted if appropriate. If any such indication exists, then the asset's recoverable amount is estimated. The recoverable amount is the greater of the asset's value in use and fair value less costs to sell.

An impairment loss is recognized if the carrying amount of an asset exceeds its estimated recoverable amount. Impairment losses are recognized in profit or loss. Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation, if no impairment loss had been recognized.

f) Leases

At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is or contains a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The Company recognizes a right-of-use asset and a lease liability at the lease commencement date. The right of use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right of use asset is subsequently amortized using the straight-line method from the commencement date to the lesser of the end of the lease term or the useful life of the underlying asset. The right of use asset is reduced by any impairment losses, if any, and adjusted for re- measurements of the lease liability. The lease liability is initially measured at the present value of the lease payments discounted using the interest rate implicit in the lease if readily determinable, or the Company's incremental borrowing rate.

4. Material accounting policies, continued

f) Leases, continued

The lease payments include fixed and variable payments, residual value guarantees, and the exercise price under a purchase option that the Company is reasonably certain to exercise. The lease liability is measured at amortized cost using the effective interest method. It is re-measured when there is a change in the expected future lease payments because of a revision to the lease term.

The Company does not recognize right of use assets and lease liabilities for leases of low-value assets and short-term leases of less that twelve months. Lease payments associated with these leases are expensed on a straight-line basis over the lease term.

g) Revenue recognition

The Company earns subscription fees and transaction fees. Subscription fees are paid in advance and recognized during the subscription period. Transaction fees are recognized when the corresponding transaction has occurred, the amount can reliably be measured and collection is reasonably assured.

h) Income taxes

Income tax expense comprises current and deferred tax. Current tax and deferred tax is recognized in profit or loss except to the extent that it relates to a business combination, or items recognized directly in equity or in other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

4. Material accounting policies, continued

i) Financial instruments

Recognition
Financial assets and financial liabilities are recognized on the Company's statement of financial position when the Company becomes a party to the contractual provisions of the instrument.

Classification
Financial assets are classified as subsequently measured at amortized cost or fair value through profit or loss on the basis of both the Company's business model for managing the financial assets and the contractual cash flow characteristics of the financial asset. The classification of subsequently measured at amortized cost is used when the objective of the business model is to hold assets and collect contractual cash flows, and the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Cash and accounts receivable are subsequently measured at amortized cost.

Financial liabilities are classified as subsequently measured at amortized cost, unless they meet the criteria for measurement at fair value or other prescribed measurement.

The accounts payable and accrued liabilities, loan and convertible debentures are subsequently measured at amortized cost.

Measurement
Financial assets and financial liabilities classified as subsequently measured at amortized cost are initially measured at fair value plus or minus transaction costs that are directly attributable to the acquisition of the financial asset or issue of the financial liability. Subsequently, the financial assets and liabilities are measured at amortized cost using the effective interest rate method.

Impairment
Financial assets classified as subsequently measured at amortized cost reflect the Company's assessment of expected credit losses. Expectations reflect historical credit losses, adjusted for forward looking factors. The expected credit loss provision is based on expectations for the next twelve months unless there has been a significant increase in the customer's credit risk, resulting in the provision being based on expectations for the remaining lifetime of the asset.

j) Loss per share

Basic loss per share is calculated by dividing net loss attributable to common shares of the Company by the weighted average number of common shares outstanding during the year. The Company uses the treasury stock method for calculating diluted loss per share. Under this method, the dilutive effect on earnings per share is calculated on the use of the proceeds that could be obtained upon exercise of in-the-money options, warrants and similar instruments. It assumes that the proceeds of such exercise would be used to purchase common shares at the average market price during the period. However, the calculation of diluted loss per share excludes the effects of various conversions and the exercise of options and warrants that would be anti-dilutive.

4. Material accounting policies, continued

k) Share based payments

When share options are granted to officers and directors, pursuant to specific share option agreements, they are accounted for at fair value using accepted valuation techniques and result in compensation expenses when the stock options are issued. The expenses are recognized in the consolidated statements of net and comprehensive loss over the vesting period of the share options granted, with a corresponding amount recorded in contributed surplus. On settlement of the share options, any amount previously recorded in contributed surplus and consideration paid is credited to share capital.

l) Warrants issued in private placements

The Company uses the residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to the most easily measurable component based on fair value (typically common shares) and then the residual value, if any, to the less easily measurable component (typically warrants).

m) Compound financial instruments

Compound financial instruments issued by the Company comprise convertible debentures that can be converted to common shares of the Company at the option of the holder, when the number of common shares to be issued is fixed and does not vary with changes in fair value.

The liability component of compound financial instruments is initially recognized at the fair value of a similar liability that does not have an equity conversion option. The equity component is initially recognized at the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component. Any directly attributable transaction costs are allocated to the liability and equity components in proportion to their initial carrying amounts.

Subsequent to initial recognition, the liability component of a compound financial instrument is measured at amortized cost using the effective interest rate method. The equity component of a compound financial instrument is not remeasured.

Interest related to the financial liability is recognized in the consolidated statement of net and comprehensive loss. On conversion, the financial liability is reclassified to equity and no gain or loss is recognized.

5. Use of estimates and judgements

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

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

Key areas with estimate uncertainties are as follows:

a. Fair value of loan and convertible debentures – Management is required to determine the market interest rate for debt of the Company.
b. Share based compensation – Management is required to determine the appropriate valuation model and determine the inputs for the model. The Company has made estimates on the volatility of its shares as well as the interest rate. The Company has used the Black Scholes model.
c. Leases - The Company estimates the incremental borrowing rate used to measure the lease liability for the lease contract.

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

a. Going concern – Management is required to make a judgment on whether the Company will be able to continue as a going concern. See note 2.
b. Indicators of impairment of IP – Management is required to assess, at each reporting date, whether there are any indicators that the asset may be impaired. Management is required to consider information from both external and internal sources.

6. Equipment

	Computer equipment
Cost	
As at December 31, 2022	$ 4,626
Additions	-
As at December 31, 2023	4,626
Additions	-
As at December 31, 2024	$ 4,626
Accumulated amortization	
As at December 31, 2022	$ 1,694
Amortization for the year	879
As at December 31, 2023	2,573
Amortization for the year	616
As at December 31, 2024	$ 3,189
Net Book Value	
As at December 31, 2023	$ 2,053
As at December 31, 2024	$ 1,437

7. BNSELLIT platform intellectual property

	Intellectual property
Cost	
As at December 31, 2022	$1,312,598
Additions	-
As at December 31, 2023	1,312,598
Additions	-
As at December 31, 2024	$1,312,598
Accumulated amortization	
As at December 31, 2022	$ 175,013
Amortization for the year	262,520
As at December 31, 2023	437,533
Amortization for the year	262,519
As at December 31, 2024	$ 700,052
Net Book Value	
As at December 31, 2023	$ 875,065
As at December 31, 2024	$ 612,546

8. Right of use asset and lease liability

On December 1, 2023, the Company entered into a lease for an office facility. The lease has a term of 36 months and expires November 30, 2026 with an interest rate of 10.2% per annum. The Company's previous lease expired during 2023 with an interest rate of 6% per annum. On August 1, 2024, the Company entered into a lease for an office facility in the United States. The lease has a term of 14 months and expires September 30, 2025 with an interest rate of 10.0% per annum.

Right of use assets	
As at December 31, 2022	$ 194,694
Additions	274,528
End of lease	(194,694)
As at December 31, 2023	$ 274,528
Additions	65,028
As at December 31, 2024	$ 339,556
Accumulated amortization	
As at December 31, 2022	$ 110,045
Amortization for the period	92,275
End of lease	(194,694)
As at December 31, 2023	$ 7,626
Amortization for the period	114,733
As at December 31, 2024	$ 122,359
Net Book Value	
As at December 31, 2023	$ 266,902
As at December 31, 2024	$ 217,197
Lease liability	
As at December 31, 2022	$ 87,400
Additions	265,719
Lease interest	4,680
Lease payments	(98,631)
As at December 31, 2023	$ 259,168
Additions	57,345
Lease interest	24,685
Lease payments	(127,494)
Foreign exchange gain	1,489
	$ 215,193
Less: current portion	(131,083)
As at December 31, 2024	$ 84,110

The Company is committed to future lease payments as follows:

2025 - $144,921

2026 - $96,901

9. Convertible debentures

a) $0.25 Debentures

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

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

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

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

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

During the year, the Company amended the expiry date of the remaining $170,000 in convertible debentures to December, 31, 2024.

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

Liability component of the convertible debenture	December 31 2024	December 31 2023
Opening balance	$ 166,235	$ 454,749
Additions	-	59,017
Repayment on settlement	-	(388,000)
Loss on settlement	-	21,467
Accretion	3,765	19,002
Interest	17,047	27,927
Interest paid	(17,047)	(27,927)
	$ 170,000	$ 166,235
Less: Current portion	$ 170,000	$ 166,235
	$ -	$ -

9. Convertible debentures, continued

b) $0.30 Debentures

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

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

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

Liability component of the convertible debenture	**December 31 2024**	**December 31 2023**
Opening balance	$ -	$ -
Additions	235,000	-
Fair value discount	(13,433)	-
Interest	25,349	-
Accretion	12,075	-
	$ 258,991	$ -
Less: Current portion	$ 258,991	-
	$ -	$ -

10. Loan

a) 2022 Loan

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

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

Loan	**December 31 2024**	**December 31 2023**
Balance	$ 232,374	$ 206,419
Payments	(210,000)	-
Accretion	-	3,581
Interest and fees	2,626	25,200
Interest paid	(25,000)	(2,826)
	$ -	$ 232,374

10. Loan, continued

b) 2024 Loan

On December 17, 2024, the Company closed a loan in the amount of $235,000 with numerous arms length lenders. The loan bears an interest rate of 12%, and has a maturity date of December 17, 2025. The Company has the right to extend the maturity date for an additional six months. The Company also issued 156,661 share purchase warrants to the lenders with a conversion price of $0.30 expiring on June 17, 2026. Proceeds of the loan were used for working capital purposes.

Upon initial recognition, the Company allocated the proceeds between the components based on the fair value of the debt and the residual to the equity (warrants) component. The fair value of the liability component of $220,947 was determined using a market rate of 17%. The value of the equity component (warrants) amounted to $14,053.

As at December 31, 2024, the outstanding balances associated with the loan were as follow.

Loan	**December 31 2024**	**December 31 2023**
Balance	$ -	$ -
Additions	235,000	-
Allocated to warrants	(14,053)	-
Interest and fees	1,159	-
Accretion	539	-
	$ 222,645	$ -

11. Deferred revenue

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

Deferred revenue	**December 31 2024**	**December 31 2023**
Opening balance	$ 46,180	$ -
Earned revenue	(46,180)	-
Additions from contracts with customers	177,101	46,180
	$ 177,101	$ 46,180
Less: Current portion	177,101	46,180
	$ -	$ -

12. Share capital

(a) Capital

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

Issued:

Class A common shares	Number of Shares		Value
Balance at December 31, 2022	46,813,565	$	2,987,548
Issued (iii-vi)	14,616,369		977,698
Balance at December 31, 2023	61,429,934	$	3,965,246
Issued (i-ii)	9,196,933		1,408,503
Balance as at December 31, 2024	70,626,867	$	5,373,749

(i) On January 16, 2024, March 12, 2024, April 12, 2024, June 26, 2024, August 14, 2024 and August 30, 2024, the Company issued 2,444,054 units at a deemed issue price of $0.30 per unit for gross proceeds of $733,216. Each unit consisted of one Class A common share and one half of one Class A common share purchase warrant, exercisable at $0.50 for 18 months. The Company allocated the full value of the units to the shares using the residual method and estimating the fair value of the Class A common share.

(ii) During the year ended December 31, 2024, the Company issued 6,752,879 shares from the exercise of $0.10 warrants for gross proceeds of $675,288.

(iii) On April 12, 2023, April 21, 2023 and June 30, 2023, the Company issued 6,278,967 units at a deemed issue price of $0.06 per unit for gross proceeds of $376,738. Each unit consisted of one Class A common share and one half of one Class A common share purchase warrant, exercisable at $0.10 for 18 months. The Company allocated the full value of the units to the shares using the residual method and estimating the fair value of the Class A common share.

(iv) On April 21, 2023, the Company issued 1,524,065 units at a deemed issue price of $0.06 per unit as a settlement of debt in the amount of $91,444. Each unit consisted of one Class A common share and one half of one Class A common share purchase warrant, exercisable at $0.10 for 18 months. The Company allocated the full value of the units to the shares using the residual method and estimating the fair value of the Class A common share.

(v) On April 21, 2023, the Company issued 6,466,670 units at a deemed issue price of $0.06 per unit as a settlement of convertible debentures in the amount of $388,000. Each unit consisted of one Class A common share and one half of one Class A common share purchase warrant, exercisable at $0.10 for 18 months. The Company allocated the full value of the units to the shares using the residual method and estimating the fair value of the Class A common share.

(vi) On November 16, 2023, the Company issued 346,667 units at a deemed issue price of $0.30 per unit for gross proceeds of $104,000. Each unit consisted of one Class A common share and one half of one Class A common share purchase warrant, exercisable at $0.50 for 18 months. The Company allocated the full value of the units to the shares using the residual method and estimating the fair value of the Class A common share.

12. Share capital, continued

(b) Shares to be issued

(i) On October 25, 2024, the Company received $15,000 for the exercise of 150,000 share purchase warrants. The Class A common shares were issued on April 1, 2025.

(ii) On December 13, 2023, the Company received $50,010 for a subscription of 166,700 units. Each unit will consist of one Class A common share and one half of one Class A common share purchase warrant, exercisable at $0.50 for 18 months. The units were issued on January 16, 2024.

(iii) On December 27, 2023, the Company received $5,833 for the exercise of 58,333 share purchase warrants. The Class A common shares were issued on January 31, 2024.

(c) Stock option plan

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

A summary of the Company's stock option activity for the year ended December 31, 2024 is as follows:

	Number Of Options	Weighted-Average Exercise Price
Outstanding, December 31, 2022	3,610,000	0.375
Expired during the year	(200,000)	0.375
Outstanding, December 31, 2023	3,410,000	0.375
Outstanding, December 31, 2024	3,410,000	0.375

On July 20, 2022, the Company granted 3,205,000 stock options to employees, directors and consultants at a price of $0.375 expiring five years from the grant date. On August 9, 2022, the Company granted 105,000 stock options to employees and consultants at a price of $0.375 expiring five years from the grant date. On December 20, 2022, the Company granted 300,000 stock options to an officer at a price of $0.375 expiring 4 years from the grant date. All options vest over two years with one-third vesting immediately, one-third vest one year from the grant date and one-third vest two years from the grant date. The fair value of warrants issued was determined using the Black-Scholes option pricing model. The underlying expected volatility was determined by reference to historical data of the Company's shares over the expected life of the options. The assumptions were volatility of 227%, 228% and 227%, respectively, risk free interest rate of 3.17%, 2.97% and 3.17%, respectively, expected life of five years, five years and three years, respectively.

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

	Options Outstanding			**Options Exercisable**	
Exercise Price	Number Outstanding	Weighted-Average Exercise Price	Average Remaining Contractual Life (years)	Number Exercisable	Weighted-Average Exercise Price
$0.375	3,410,000	$0.375	2.4	3,410,000	$0.375

12. Share capital, continued

(d) Warrants

Warrants	**Number of Warrants**	**Value**
Balance as at December 31, 2022	-	$ -
Warrants issued from units for cash (12(a)(iii))	3,139,479	-
Warrants issued from units for debt (12(a)(iv))	762,033	-
Warrants issued from settlement of convertible debentures (12(a)(v))	3,233,333	-
Warrants issued from units for cash (12(a)(vi))	173,333	-
Balance as at December 31, 2023	7,308,178	$ -
Warrants exercised (i)	(6,902,879)	-
Warrants expired (ii)	(231,966)	-
Warrants issued for cash (12(a)(i)) and (iii)	1,222,027	-
Warrants issued for debt (9(b)) and (iv)	117,500	-
Warrants issued for debt (10(b)) and (v)	156,661	14,053
Balance as at December 31, 2024	1,669,521	$ 14,053

(i) During the year ended December 31, 2024, 6,902,879 warrants at a price of $0.10 were exercised. 150,000 of the warrants exercised during the year were issued subsequent to December 31, 2024 (Note 12(b)(i)).

(ii) During the year ended December 31, 2024, 231,966 warrants at a price of $0.10 expired.

(iii) During the year ended December 31, 2024, 1,222,027 warrants were issued exercisable at a price of $0.50 expiring 18 months from the issue date (July 16, 2025 – 125,050, September 12, 2025 – 216,825, October 12, 2025 – 156,275, December 26, 2025 – 201,692, February 15, 2026 – 333,325 and February 28, 2026 – 188,860).

(iv) On February 8, 2024, 117,500 warrants were issued exercisable at a price of $0.30 expiring on February 8, 2026.

(v) On December 17, 2024, 156,661 warrants were issued exercisable at a price of $0.30 expiring on June 17, 2026.

13. Related party transactions

During the year, the Company paid wages and related benefits to individuals related to a director of the Company in the amount of $114,000 (2023 - $113,580).

During 2022, a Director and an Officer of the company subscribed for $32,000 in the Convertible Debentures (note 9). Interest of $973 was paid on the Convertible Debentures. On April 21, 2023, the Company settled the $32,000 in Convertible Debentures with the issuance of units at a price of $0.06 per unit. (see note 12(a)(v)).

During the year, the Company incurred fees of $87,873 (2023 - $23,000) from a company controlled by a director of the Company for consulting and marketing services.

During the year, the Company incurred fees of $80,123 (2023 - $50,968) from companies related to directors of the Company for legal services.

Included in prepaid expenses is $31,500 (2023 - $Nil) for advances on fees for a member of key management. Included in accounts payable and accrued liabilities is $72,821 (2023 - $55,280) due to directors and officers for consulting, marketing and legal services.

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

		December 31 2024		December 31 2023
Salaries, consulting and benefits	$	233,000	$	80,000
Share based compensation		133,083		207,104
	$	366,083	$	287,104

Included in accounts receivable is $Nil (2023 - $2,000) owed from a member of key management. Included in prepaid expenses is $31,500 (2023 - $Nil) for advances on fees for a member of key management. Included in accounts payable and accrued liabilities is $72,821 (2023 - $55,280) due to directors and officers for consulting, marketing and legal services.

14. Income taxes

Income taxes reported differ from the amount computed by applying the statutory federal and provincial/state income tax rates to income before income taxes. The reasons for these differences and their tax effects at a rate of 26.5%% (2023 – 26.5%) are as follows:

		2024		**2023**
Net loss before tax	$	(2,516,544)	$	(1,843,252)
Statutory rate		26.5%		26.5%
Income tax recovery at statutory rate		(666,884)		(488,462)
Share issue costs and other		68,162		68,194
Right of use asset and lease liability		8,551		(444)
Accretion		4,509		6,238
Stock based compensation		85,929		144,894
Amount not recognized		506,053		269,580
Income tax expense	$	-	$	-

The deferred tax asset is comprised of the following:

Non-capital losses carried forward	$	1,366,284	$	865,603
Intellectual property		81,162		115,946
Share issue costs and other		820		7,718
Equipment, right of use asset and lease liability		113		(2,508)
Total unrecognized deferred tax asset	$	1,448,379	$	986,759

The Company has Canadian non-capital loss carry forwards of $4,803,935 which expire as disclosed in the table below and US non-capital loss carry forwards of $351,855 which have no set expiry.

Canadian non-capital loss carry forwards expire as follows:

2041	$ 643,341
2042	1,373,531
2043	1,017,287
2044	1,586,609
Total	$ 4,803,935

15. Operating Segments

The Company currently has one business segment, being connecting guests staying in hotels with in-room and on-location commerce driven by Artificial Intelligence. The Company has two reportable segments based on geographic location as the Company operates the business in the United States of America and Canada. The breakdown of the Company's net income by location and assets by location is as follows:

For the years ended December 31	2024			2023		
	Canada	USA	Total	Canada	USA	Total
Revenue						
Revenue	$ 1,824	$ 1,494,493	$ 1,496,317	$ 2,287	$ 293,619	$ 295,906
Cost of sales	(46)	(243,332)	(243,378)	(16)	(15,316)	(15,332)
	1,778	1,251,161	1,252,939	2,271	278,303	280,574
Expenses						
Salaries, wages and benefits	1,631,170	98,166	1,729,336	581,519	105,816	687,335
Share based compensation	324,261	-	324,261	546,769	-	546,769
Subcontractors	478,172	68,967	547,139	202,995	-	202,995
Depreciation	354,644	23,224	377,868	355,674	-	355,674
Professional fees	136,488	550	137,038	135,143	-	135,143
Office and administration	365,595	137,829	503,424	96,931	11,548	108,479
Interest and accretion	85,183	2,063	87,246	80,390	-	80,390
Travel	19,785	98,091	117,876	7,041	-	7,041
	3,395,297	428,890	3,824,187	2,006,461	117,364	2,123,826
Net loss and comprehensive loss	$ (3,393,519)	$ 822,271	$ (2,571,248)	$(2,004,190)	$ 160,939	$(1,843,252)

As at December 31	2024			2023		
	Canada	USA	Total	Canada	USA	Total
Assets						
Current assets						
Cash	$ 49,574	$ 4,410	$ 53,984	$ 4,791	$ (1,314)	$ 3,477
Accounts receivable	-	40,134	40,134	-	10,604	10,604
Prepaid expenses	56,459	-	56,459	13,923	-	13,923
GST/HST receivable	108,259	-	108,259	41,709	-	41,709
	214,292	44,544	258,836	60,423	9,290	69,713
Deposits	3,580	-	3,580	3,580	-	3,580
Equipment	1,437	-	1,437	2,053	-	2,053
Right of use asset	175,393	41,804	217,197	266,902	-	266,902
Intellectual property	612,546	-	612,546	875,065	-	875,065
	$ 1,007,248	$ 86,348	$ 1,093,596	$ 1,208,023	$ 9,290	$ 1,217,313

16. Capital management

The Company's objectives when managing capital is to safeguard its ability to continue as a going concern, provide adequate working capital and maintain cash on hand. The Company defines capital as the Company's shareholders' equity. At December 31, 2024 the Company had equity (deficit) of ($530,196) (2023 - $321,645). The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets.

17. Financial instruments and risk management

Fair value measurements

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

- Level 1 – Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions occur in sufficient frequency and volume to provide pricing information on an ongoing basis.

- Level 2 – Pricing inputs are other than quoted prices in active markets included in Level 1. Prices in Level 2 are either directly or indirectly observable as of the reporting date. Level 2 valuations are based on inputs, including quoted forward prices for commodities, time value and volatility factors, which can be substantially observed or corroborated in the marketplace.

- Level 3 – Valuations in this level are those with inputs for the asset or liability that are not based on observable market data. Assessment of the significance of a particular input to the fair value measurement requires judgment and may affect the placement within the fair value hierarchy level.

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

Liquidity risk

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

18. Subsequent events

On March 5, 2025, the Company closed a loan in the amount of $76,000 with arms length lenders. The loan bears an interest rate of 12%, and has a maturity date of March 5, 2026. The Company has the right to extend the maturity date for an additional six months. The Company also issued 50,665 share purchase warrants to the lenders with a conversion price of $0.30 expiring on September 5, 2026. Proceeds of the loan were used for working capital purposes.

19. Contingencies

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