Aether Catalyst Solutions, Inc.

Condensed Interim Financial Statements

For the six months ended June 30, 2024 and 2023

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

<u>Corporate Head Office</u>

Unit 104, 8337 Eastlake Drive
Burnaby, BC
V5A 4W2

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

Aether Catalyst Solutions, Inc.
Condensed Interim Statements of Financial Position
(Expressed in Canadian dollars)
(Unaudited – Prepared by Management)

	June 30, 2024	December 31, 2023
ASSETS		
Current assets		
Cash	$ 11,059	$ 17,238
Receivables (Note 8)	37,743	41,910
Prepaid expenses	7,548	7,548
Total current assets	56,350	66,696
Non-current assets		
Property, plant and equipment (Note 3)	14,864	24,463
Right-of-use asset (Note 6)	233,386	5,528
Total assets	$ 304,600	$ 96,687
LIABILITIES AND SHAREHOLDERS' DEFICIENCY		
Current liabilities		
Accounts payable and accrued liabilities (Notes 4 and 8)	$ 205,627	$ 156,522
Loans payable (Notes 5 and 8)	248,651	100,284
Lease liability (Note 6)	35,565	7,753
Total current liabilities	489,843	264,559
Non-current liabilities		
Loans payable (Note 5)	-	60,000
Long-term lease liability (Note 6)	203,838	-
Total liabilities	693,681	324,559
Shareholders' deficiency		
Share capital (Note 7)	2,938,686	2,923,686
Contribution surplus (Note 7)	637,791	637,791
Subscription received in advance	75,675	720
Deficit	(4,041,233)	(3,790,069)
Total shareholders' deficiency	(389,081)	(227,872)
Total liabilities and shareholders' deficiency	$ 304,600	$ 96,687

Nature of operations and going concern (Note 1)
Commitment (Note 11)

APPROVED ON BEHALF OF THE DIRECTORS:

"Paul Woodward"	Director	*"Jason Moreau"*	Director
Paul Woodward		Jason Moreau	

These accompanying notes form an integral part of these condensed interim financial statements.

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Aether Catalyst Solutions, Inc.
Condensed Interim Statements of Net Loss and Comprehensive Loss
(Expressed in Canadian dollars)
(Unaudited – Prepared by Management)

	For the three months ended June 30, 2024	For the three months ended June 30, 2023	For the six months ended June 30, 2024	For the six months ended June 30, 2023
Expenses				
Amortization (Notes 3 and 6)	$ 15,379	$ 22,264	$ 31,797	$ 46,420
Consulting fees (Note 8)	15,000	24,450	30,000	48,900
Filing and issuer fees	4,890	9,517	7,770	12,464
Interest and accretion (Notes 5 and 6)	18,560	1,491	32,213	3,394
Office, supplies and miscellaneous	8,756	19,467	24,651	29,553
Professional fees	10,466	33,112	22,216	44,461
Rent	-	1,526	9,801	3,051
Share-based compensation (Note 7)	-	1,065	-	3,531
Shareholder communication		118	-	118
Wages and benefits (Note 8)	47,497	55,272	102,240	112,014
	(120,548)	(168,282)	(260,688)	(303,906)
Other items				
Grants and government tax credits	-	4,857	-	8,286
Rental income	5,238	-	9,524	-
Net loss and comprehensive loss for the period	$ (115,310)	$ (163,425)	$ (251,164)	$ (295,620)
Loss per share – basic and diluted – continuing operations	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.01)
Weighted average number of shares outstanding basic and diluted	54,463,772	52,903,990	54,374,278	53,657,794

These accompanying notes form an integral part of these condensed interim financial statements.

Aether Catalyst Solutions, Inc.
Condensed Interim Statements of Changes in Equity (Deficiency)
(Expressed in Canadian dollars)
(Unaudited – Prepared by Management)

	Number of shares	Share Capital	Subscription received in Advance	Contribution Surplus	Deficit	Total
Balance, December 31, 2022	**49,657,794**	**$ 2,676,341**	**$ 720**	**$ 563,498**	**$ (3,175,374)**	**$ 65,185**
Share issued for private placements	4,000,000	220,000	-	-	-	220,000
Share issue costs – cash	-	(3,905)	-	-	-	(3,905)
Share-based compensation	-	-	-	3,531	-	3,531
Loss for the period	-	-	-	-	(295,620)	(295,620)
Balance, June 30, 2024	**53,657,794**	**2,892,436**	**720**	**567,029**	**(3,470,994)**	**(10,809)**
Shares issued for loan	625,000	31,250	-	-	-	31,250
Share-based compensation	-	-	-	70,762	-	70,762
Loss for the period	-	-	-	-	(319,075)	(319,075)
Balance, December 31, 2023	**54,282,794**	**2,923,686**	**720**	**637,791**	**(3,790,069)**	**(227,872)**
Exercise of warrants	150,000	15,000	-	-	-	15,000
Subscriptions received in advance	-	-	74,955	-	-	74,955
Loss for the period	-	-	-	-	(251,164)	(251,164)
Balance, June 30, 2024	**54,432,794**	**$ 2,938,686**	**$ 75,675**	**$ 637,791**	**$ (4,041,233)**	**$ (389,081)**

These accompanying notes form an integral part of these condensed interim financial statements.

Aether Catalyst Solutions, Inc.
Condensed Interim Statements of Cash Flows
(Expressed in Canadian dollars)
(Unaudited – Prepared by Management)

	For the six months ended June 30, 2024	2023
Cash flows from operating activities		
Net loss for the period	$ (251,164)	$ (295,620)
Changes in non-cash items:		
Interest and accretion	32,213	3,394
Amortization	31,797	46,420
Share-based compensation	-	3,531
Changes in non-cash working capital items:		
Receivables	4,167	(1,523)
Prepaid	-	(5,250)
Accounts payable and accrued liabilities	49,105	40,268
Cash used in operating activities	(133,882)	(208,780)
Cash flows from financing activities		
Lease payments	(33,402)	(24,128)
Proceeds from loans	71,150	29,000
Proceeds from private placement	-	220,000
Proceeds from warrant exercise	15,000	-
Share issue cost - cash	-	(3,905)
Subscriptions received in advance	74,955	-
Cash provided by financing activities	127,703	191,967
Change in cash	(6,179)	(16,813)
Cash, beginning of the period	17,238	63,894
Cash, end of the period	$ 11,059	$ 47,081
Supplementary cash flow information		
Cash paid for interest	$ 10,318	$ 3,394
Non-cash financing activities		
Right-of-use assets	$ 250,056	$ -

These accompanying notes form an integral part of these condensed interim financial statements.

1. NATURE OF OPERATIONS AND GOING CONCERN

Aether Catalyst Solutions, Inc. ("Aether" or the "Company") was incorporated under the British Columbia Business Corporations Act ("BCBCA") on July 8, 2011. The Company's principal business activity is commercializing patent pending catalyst technology, first for use in automotive emissions abatement.

These condensed interim financial statements have been prepared on a going concern basis, which presume the realization of assets and discharge of liabilities in the normal course of business for the foreseeable future. The Company's ability to continue as a going concern is dependent upon achieving profitable operations and/or obtaining additional financing.

In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future which is at least, but not limited to, 12 months from March 31, 2024. Management is aware, in making its assessment, of material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern, as explained in the following paragraph.

The Company has sustained losses from operations and does not have sufficient cash to finance its current plans for at least 12 months from the date of this document. The Company expects that it will need to raise substantial additional capital to accomplish its business plan over the next several years. The Company expects to seek additional financing through equity financing. There can be no assurance as to the availability or terms upon which such financing might be available.

The Company's business may be affected by changes in political and market conditions, such as interest rates, availability of credit, inflation rates, changes in laws, and national and international circumstances. Recent geopolitical events and potential economic global challenges such as the risk of higher inflation and energy crises, may create further uncertainty and risk with respect to the prospects of the Company's business.

These condensed interim financial statements do not include any adjustments to the amounts and classification of assets and liabilities that might be necessary should the Company be unable to continue in business.

2. MATERIAL ACCOUNTING POLICIES

Basis of presentation

<u>Statement of compliance</u>

These condensed interim financial statements have been prepared on a historical cost basis, except for certain financial instruments that have been measured at fair value. These financial statements are prepared using the accrual basis of accounting, except for cash flow information. These financial statements are presented in Canadian dollars, which is the functional currency of the Company.

These condensed interim financial statements were approved for issuance by the Company's Board of Directors on August 29, 2024.

These condensed interim financial statements, including comparatives, have been prepared in accordance with IAS 34, Interim Financial Reporting ("IAS 34"), using policies consistent IFRS Accounting Standards ("IFRS"), and as issued by the International Accounting Standards Boards ("IASB").

The preparation of condensed interim financial statements in accordance with IFRS requires the use of certain critical accounting estimates and judgments when applying the Company's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed below.

2. MATERIAL ACCOUNTING POLICIES (continued)

Use of estimates and judgments

The preparation of these condensed interim financial statements in conformity with IFRS requires management to make judgments and estimates and form assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting periods. On an ongoing basis, management evaluates its judgments and estimates in relation to assets, liabilities, revenue and expenses. Management uses historical experience and various other factors it believes to be reasonable under the given circumstances as the basis for its judgments and estimates. Actual outcomes may differ from these estimates.

Significant accounting estimates

Significant accounting estimates that management has made in the process of applying accounting policies and that have the most significant effect on the amounts recognized in the condensed interim financial statements include, but are not limited to, the following:

i) The discount rate used to evaluate the present value of the loan. The discount rate was determined by comparing debt issuances in similar companies, historical experience of the Company and by assessing macro-economic factors present in the market.

Significant accounting judgments

Significant accounting judgments that management has made in the process of applying accounting policies and that have the most significant effect on the amounts recognized in the condensed interim financial statements include, but are not limited to, the following:

i) The ability of the Company to continue as a going concern.

Financial instruments

Financial assets and liabilities at fair value through profit or loss ("FVTPL") are initially recognized at fair value and transaction costs are expensed in profit or loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets or liabilities held at FVTPL are included in profit or loss in the period in which they arise.

Financial assets and liabilities at amortized cost are initially recognized at fair value, and subsequently carried at amortized cost less any impairment.

The Company classified its financial instruments as follows:

Financial Assets and Liabilities	IFRS 9 Classification and Measurement
Cash	FVTPL
Receivables	Amortized cost
Accounts payable and accrued liabilities	Amortized cost
Loan payable	Amortized cost
Lease liability	Amortized cost

2. MATERIAL ACCOUNTING POLICIES (continued)

Financial instruments

Government contributions

Government funding of eligible research and development expenditures is recognized when there is reasonable assurance that the Company will comply with the conditions attached to the grant and the grant will be received. The Company presents the grant in profit or loss. Tax credits are recognized in profit or loss when received due to the uncertainty associated with the collection.

Impairment of non-financial assets

The carrying amount of the Company's property, plant and equipment is reviewed at each reporting date to determine whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. An impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognized in the statement of net loss and comprehensive loss.

Share capital

The proceeds from the exercise of stock options and warrants are recorded as share capital in the amount for which the option or warrant enabled the holder to purchase a share in the Company. The Company's common shares are classified as equity instruments.

Commissions paid to agents, and other directly attributable share issuance costs, such as legal, auditing, and printing, on the issue of the Company's shares are charged directly to share capital.

When units are issued during a private placement, which include both common shares and share purchase warrants, the warrants are valued by comparing the total unit price to the fair value of the shares on the day of the announcement of the private placement. Any premium above the fair value of the shares issued would be allocated to warrants and credited to the warrant reserve.

Share-based payments

Where equity settled share purchase options are awarded to employees, the fair value of the options at the date of grant is measured using an option pricing model, and is charged to profit or loss over the vesting period using the graded vesting method.

Where equity instruments are granted to non-employees, they are recorded at the fair value of the goods or services received, unless they are related to the issuance of shares. Amounts related to the issuance of shares are recorded as a reduction of share capital.

When the value of goods or services received in exchange for the share-based payments cannot be reliably estimated, the fair value is measured by use of a valuation 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 behavioral considerations.

All equity-settled share-based payments are reflected in share-based payment reserve, until exercised. Upon exercise, shares are issued from treasury and the amount reflected in share-based payment reserve is credited to share capital, adjusted for any consideration paid. If the options expire or are forfeited, the corresponding amount previously recorded remains in reserves.

2. MATERIAL ACCOUNTING POLICIES (continued)

Leases

At inception of a contract, the Company assesses whether the 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.

Leases of right-of-use assets are recognized at the lease commencement date at the present value of the lease payments that are not paid at that date. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined, and otherwise at the Company's incremental borrowing rate. At the commencement date, a right-of-use asset is measured at cost, which is comprised of the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any decommissioning and restoration costs, less any lease incentives received.

Each lease payment is allocated between repayment of the lease principal and interest. Interest on the lease liability in each period during the lease term is allocated to produce a constant periodic rate of interest on the remaining balance of the lease liability. Except where the costs are included in the carrying amount of another asset, the Company recognizes in profit or loss (a) the interest on a lease liability and (b) variable lease payments not included in the measurement of a lease liability in the period in which the event or condition that triggers those payments occurs. The Company subsequently measures a right-of-use asset at cost less any accumulated depreciation and any accumulated impairment losses; and adjusted for any remeasurement of the lease liability. Right-of-use assets are depreciated over the shorter of the asset's useful life and the lease term, except where the lease contains a bargain purchase option a right-of-use asset is depreciated over the asset's useful life.

Accounting standards not yet effective

A number of new standards, and amendments to standards and interpretations, are not effective and have not been early adopted in preparing these financial statements. The following accounting standards and amendments are effective for future periods:

Classification of Liabilities as Current or Non-current (Amendments to IAS 1) - The amendments to IAS1 provide a more general approach to the classification of liabilities based on the contractual arrangements in place at the reporting date.

These amendments are effective for reporting periods beginning on or after January 1, 2024.

The Company has assessed that the impact of adopting these accounting standards on its financial statements would not be significant.

New accounting standards adopted

Amendments to IAS 1 and IFRS Practice Statement 2 – Disclosure of Accounting Policies – These amendments help companies provide useful accounting policy disclosures. The IASB also amended IFRS Practice Statement 2 to include guidance and examples on applying materiality to accounting policy disclosures.

The adoption of the amendment during 2023 reduced the disclosure of the Company's accounting policies.

(Expressed in Canadian dollars)

3. PROPERTY, PLANT AND EQUIPMENT

	Equipment	Leasehold Improvements	Total
Cost			
Balance, December 31, 2022	$ 93,739	$ 70,306	$ 164,045
Additions	5,729	-	5,729
Balance, December 31, 2023 and June 30, 2024	$ 99,468	$ 70,306	$ 169,774
Depreciation			
Balance, December 31, 2022	$ 65,785	$ 43,060	$ 108,845
Depreciation	13,066	23,400	36,466
Balance, December 31, 2023	78,851	66,460	145,311
Depreciation	5,753	3,846	9,599
Balance, June 30, 2024	$ 84,604	$ 70,306	$ 154,910
Net Book Value, December 31, 2023	$ 20,617	$ 3,846	$ 24,463
Net Book Value, June 30, 2024	$ 14,864	$ -	$ 14,864

4. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payables and accrued liabilities for the Company are broken down as follows:

	June 30, 2024	December 31, 2023
Trade payables	$ 124,877	$ 89,542
Accrued liabilities	22,500	37,500
Due to government	58,250	29,480
Total	$ 205,627	$ 156,522

5. LOANS PAYABLE

During the year ended December 31, 2020, the Company received an interest-free loan of $60,000 through the Canada Emergency Business Account. Repaying the balance of the loan on or before January 18, 2024 will result in loan forgiveness of $20,000. If the balance is not paid by January 18, 2024, the remaining balance will be converted to a 3-year term loan at 5% annual interest maturing on December 31, 2026, effective January 19, 2024.

The Company did not make repayment of the loan by January 18, 2024, as a result, the Company recognized a loss of $20,000 during the year ended December 31, 2023. During the period ended June 30, 2024, the Company recorded interest of $1,340. As of June 30, 2024, the balance owing was $61,340 (December 31, 2023 - $60,000).

(Expressed in Canadian dollars)

5. LOANS PAYABLE (continued)

During the period ended June 30, 2024, the Company:

i) received a loan in the amount of $20,200 bearing interest at an annual rate of 5% and will be repayable in full on December 31, 2024. During the period ended June 30, 2024, the Company recorded accretion of $338.

ii) received a loan in the amount of $9,050 from a director of the Company. The amount is unsecured, non-interest bearing and has no specific terms of repayment.

iii) received a loan in the amount of $35,000 from a director of the Company bearing interest at an annual rate of 10% and will be repayable in full on April 29, 2025.

iv) received a loan in the amount of $6,900 from the spouse of a director of the Company. The amount is unsecured, non-interest bearing and has no specific terms of repayment.

During the year ended December 31, 2023, the Company:

i) entered into loan agreements with lenders, comprised of an arm's length individual, two directors, and the spouse of a director for loans in the aggregate amount of $125,000. The loans bear interest at an annual rate of 15% and will be repayable in full on various dates 12 months from advancement of funds. The Company also issued 625,000 common shares (Note 7) in connection with the loans. The fair value of the host debt was calculated first using a discount rate of 53% and determined to be $93,750. The residual of $31,250 was allocated to the equity component. During the year ended December 31, 2023, the Company recorded accretion of $4,354. During the period ended June 30, 2024, the Company recorded accretion of $15,540.

ii) received a loan in the amount of $2,230 from an officer of the Company. The amount is unsecured, non-interest bearing and has no specific terms of repayment.

Loans payable for the Company are broken down as follows:

		Loans payable
Balance, December 31, 2022	$	40,000
Additions		127,180
Bifurcation of equity component		(31,250)
Reversal of loan forgiveness		20,000
Accretion		4,354
Balance, December 31, 2023		160,284
Additions		71,150
Accretion		17,217
Balance, June 30, 2024		248,651
Long-term		-
Short-term	$	248,651

(Expressed in Canadian dollars)

6. LEASES

The weighted average incremental borrowing rate applied to lease liabilities is 16%.

During the period ended June 30, 2024, the Company renewed its lease agreement and extended the term to February 28, 2029, which results in additional right-of-use asset and lease liability of $250,056.

For the period ending June 30, 2024, depreciation of the right-of-use asset was $22,198 (2023 - $16,583). The right-of-use asset is depreciated on a straight-line basis over the term of the lease.

Right-of-use asset, December 31, 2022	$	38,694
Depreciation of right-of-use asset		(33,166)
Right-of-use asset, December 31, 2023		5,528
Addition of right-of-use asset		250,056
Depreciation of right-of-use asset		(22,198)
Right-of-use asset, June 30, 2024	$	233,386

For the period ending June 30, 2024, finance charges on the lease liability were $5,426 (2023 - $3,394). The lease terms matures on February 28, 2029.

Balance, December 31, 2022	$	50,935
Interest		5,073
Lease payments		(48,255)
Balance, December 31, 2023		7,753
Addition of lease liability		250,056
Interest		14,996
Lease payments		(33,402)
Balance, June 30, 2024	$	239,403
Current lease liability	$	33,565
Long-term lease liability		203,838
Total lease liability at June 30, 2024	$	237,403

7. SHARE CAPITAL

Authorized

Unlimited common shares without par value

Issued

During the period ended June 30, 2024, the Company:

i) issued 150,000 common shares pursuant to exercise of warrants at a price of $0.15 for gross proceeds of $15,000.

(Expressed in Canadian dollars)

7. SHARE CAPITAL (continued)

Issued (continued)

During the year ended December 31, 2023, the Company:

i) completed a non-brokered private placement and issued 4,000,000 units at a price of $0.055 per unit for gross aggregate proceeds of $220,000. Each unit consists of one common share in the capital of the Company and one-half a transferable share purchase warrant, with each warrant entitling the holder thereof to purchase one additional share at a price of $0.10 per warrant share for a period of twelve months from the date of closing of the private placement. In connection with the private placement, the Company paid finder's fees of $3,905.

ii) issued 625,000 common shares with a fair value of $31,250 pursuant to loan agreements with certain parties (Note 5).

Options

The Company has a stock option plan whereby, the maximum number of common shares reserved for issue under the plan shall not exceed 10% of the outstanding common shares, as at the date of the grant. The maximum number of common shares reserved for issue to any one person under the plan cannot exceed 5% of the issued and outstanding number of common shares at the date of the grant and the maximum number of common shares reserved for issue to a consultant or a person engaged in investor relations activities cannot exceed 1% of the issued and outstanding number of common shares at the date of the grant.

Options may be granted for a maximum term of 10 years from the date of the grant, are non-transferable and expire within 90 days (or earlier as stipulated) of termination of employment or holding office as director or officer of the Company and, in the case of death, expire within one year thereafter.

A summary of changes in options for the period ended June 30, 2024 and year ended December 31, 2023 is as follows:

	Number of Options	Weighted Average Exercise Price
Outstanding, December 31, 2022	2,500,000	$ 0.14
Granted	1,400,000	0.10
Expired	(1,100,000)	0.10
Outstanding, December 31, 2023 and June 30, 2024	2,800,000	$ 0.14

The following options were outstanding and exercisable at June 30, 2024:

Number of Options Outstanding	Number of Options Exercisable	Exercise Price	Expiry Date
1,050,000	1,050,000	$0.20	November 28, 2024
350,000	350,000	$0.10	November 4, 2025
1,400,000	1,325,000	$0.10	July 14, 2026
2,800,000	2,725,000		

(Expressed in Canadian dollars)

7. SHARE CAPITAL (continued)

Options (continued)

Share-based compensation

During the period ended June 30, 2024, the Company did not grant any stock options.

During the year ended December 31, 2023, the Company granted 1,400,000 stock options to the employees and directors of the Company exercisable at a price of $0.10 until July 14, 2026. 1,300,000 options vested immediately, whereas 100,000 options vest over time with 25,000 options vesting immediately and 25,000 options vest on each anniversary date to follow. During the year ended December 31, 2023, the Company recognized $70,500 for the vested portion in share-based compensation.

The following weighted average assumptions were used for the Black-Scholes option pricing model valuation of options granted for the period ended June 30, 2024 and year ended December 31, 2023:

	Period ended June 30, 2024	Year ended December 31, 2023
Risk-free interest rate	-	4.30%
Expected life of options	-	3 years
Expected annualized volatility	-	123%
Exercise price	-	$0.10
Expected dividend rate	-	0.00%

Volatility is determined based on historical stock prices.

Warrants

A summary of changes in warrants for the period ended June 30, 2024 and year ended December 31, 2023 is as follows:

	Number of Warrants	**Weighted Average Exercise Price**
Outstanding, December 31, 2022	6,155,775	$ 0.23
Granted	2,000,000	0.10
Expired	(6,155,775)	0.23
Outstanding, December 31, 2023	2,000,000	0.10
Exercised	(1850,000)	0.10
Outstanding, June 30, 2024	-	$ -

(Expressed in Canadian dollars)

7. SHARE CAPITAL (continued)

Brokers Warrants

A summary of changes in brokers warrants for the period ended June 30, 2024 and year ended December 31, 2023 is as follows:

	Number of Brokers Warrants	Weighted Average Exercise Price
Outstanding, December 31, 2022	494,272	$ 0.18
Expired	(494,272)	0.18
Outstanding, December 31, 2023 and June 30, 2024	-	$ -

8. RELATED PARTY TRANSACTIONS

	Period ended June 30, 2024	Period ended June 30, 2023
Transactions with Key Management Personnel		
Consulting fees paid to a company owned by a director and officer	$ 30,000	$ 30,000
Wages paid to officers and a spouse of a director	47,348	49,105
	$ 40,946	$ 79,105

As at June 30, 2024, receivables include $33,400 (December 31, 2023 – $33,400) owing from companies with common directors.

As at June 30, 2024, accounts payable included $27,759 (December 31, 2023 – $2,425) owing to officers and a company controlled by a director of the Company.

As at June 30, 2024, loan payable included $73,668 (December 31, 2023 – $2,180) owing to a director of the Company and a company he controls, a spouse of a director of the Company, and a company with a common director of the Company (Note 5). Of the $35,000 in loan payable from a director of the Company, the loan bears interest rate of 10% and will be repayable in full on April 29, 2025.

The amount due to and from related parties are unsecured, non-interest bearing and has no specific terms of repayment unless stated otherwise.

8. RELATED PARTY TRANSACTIONS (continued)

During the year ended December 31, 2023, the Company entered into loan agreements with lenders, comprised of, two directors and the spouse of a director for loans in the aggregate amount of $75,000 (note 5). The loans bear interest at an annual rate of 15% and will be repayable in full on various dates 12 months from advancement of funds.

9. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Fair Value Hierarchy

Financial instruments recorded at fair value on the Statements of Financial Position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1 – valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 – valuation techniques based on inputs other than quoted prices included in level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3 – valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The fair value hierarchy requires the use of observable market inputs whenever such inputs exist. A financial instrument is classified to the lowest level of the hierarchy for which a significant input has been considered in measuring fair value.

Cash is measured under the level 1 hierarchy.

The Company’s risk exposures and the impact on the Company’s financial instruments are summarized below:

Credit Risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company’s cash is exposed to credit risk. The Company reduces its credit risk on cash by placing these instruments with institutions of high credit worthiness. As at June 30, 2024, the receivables consist of receivables from related parties, which are immaterial in amount. Management does not consider the Company to have significant concentrations of credit risk.

Foreign Exchange Risk

Foreign exchange risk is the risk that the fair value of future cash flows will fluctuate as a result of changes in foreign exchange rates. The Company does not believe it is exposed to significant foreign exchange risk as funds are held in Canadian currency and there are no significant foreign exchange currency transactions.

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. The Company does not hold interest-bearing debt with variable interest rates and therefore does not believe that interest rate risk is significant. The Company does not use derivative instruments to reduce its interest rate risk as the Company’s management believes that the likely financial impact of interest rate changes does not justify using derivatives.

(Expressed in Canadian dollars)

9. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)

Liquidity Risk

As at June 30, 2024, the Company manages this risk by monitoring its working capital to ensure its expenditures will not exceed available resources. As at June 30, 2024, the Company had cash of $11,059 (December 31, 2023 - $17,238) and a working capital deficiency of $433,493 (December 31, 2023 - $197,863). The Company will require financing from lenders, shareholders and other investors to generate sufficient capital to meet its short term business requirements. All of the Company's financial liabilities have contractual maturities of 30 days or due on demand and are subject to normal trade terms, other than the long term loan payable of $Nil and lease liabilities of $203,838.

10. CAPITAL MANAGEMENT

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders.

The Company considers the items included in shareholders' equity as capital. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue new shares through private placements, sell assets to reduce debt or return capital to shareholders. There were no changes in the Company's approach to capital management during the period ended June 30, 2024. The Company is not subject to externally imposed capital requirements.

11. COMMITMENT

During the period ended June 30, 2024, the Company renewed its lease agreement and extended the term to February 28, 2029. Future minimum annual lease payments for the next five year and beyond are as follows:

2024	$ 23,161
2025	46,322
2026	48,000
2027	50,014
2028	50,350
2029	8,392
	$ 218,519

12. SUBSEQUENT EVENTS

Subsequent to June 30, 2024, the Company:

i) completed the second tranche of its non-brokered private placement and issued 2,362,818 units at a price of $0.055 per unit for gross aggregate proceeds of $129,955. Each unit consists of one common share in the capital of the Company and one-half a transferable share purchase warrant, with each whole warrant entitling the holder thereof to purchase one additional share at a price of $0.10 per warrant share for a period of twelve months from the date of closing of the private placement. In connection with the private placement, the Company paid finder's fees of $5,000 and issued 100,000 finders' warrants with each warrant entitling the holder thereof to purchase one additional share at a price of $0.055 per warrant share for a period of twelve months from the date of closing of the private placement.

12. SUBSEQUENT EVENTS (continued)

ii) completed the final tranche of its non-brokered private placement and issued 600,000 units at a price of $0.055 per unit for gross aggregate proceeds of $33,000. Each unit consists of one common share in the capital of the Company and one-half a transferable share purchase warrant, with each whole warrant entitling the holder thereof to purchase one additional share at a price of $0.10 per warrant share for a period of twelve months from the date of closing of the private placement. In connection with the private placement, the Company paid finder's fees of $3,300 and issued 60,000 finders' warrants with each warrant entitling the holder thereof to purchase one additional share at a price of $0.055 per warrant share for a period of twelve months from the date of closing of the private placement.