
DEVERON CORP.
CONDENSED INTERIM CONSOLIDATED
AMENDED AND REVISED FINANCIAL
STATEMENTS
THREE AND SIX MONTHS ENDED
DECEMBER 31, 2024
(EXPRESSED IN CANADIAN DOLLARS)
(UNAUDITED)

DEVERON CORP.**Condensed Interim Consolidated Statements of Financial Position****(Expressed in Canadian Dollars)****(Unaudited)**

	As at December 31, 2024	As at June 30, 2024 RESTATED
ASSETS		
Current assets		
Cash and cash equivalents	\$ 2,174,002	\$ 1,193,894
Accounts receivable (note 2)	3,577,575	3,073,366
Prepays and other assets	1,175,017	1,097,121
Total current assets	6,926,594	5,364,381
Non-current assets		
Property, plant and equipment (note 3)	16,058,472	16,700,733
Right-of-use assets (note 4)	1,576,510	2,199,747
Intangible assets (note 6)	17,839,332	19,467,900
Goodwill (note 5)	12,578,288	12,578,288
Due from related parties	162,156	547,684
Investment in associates (note 7)	100	100
Total non-current assets	48,214,858	51,494,452
Total assets	\$ 55,141,452	\$ 56,858,833
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities		
Accounts payable	\$ 2,857,625	\$ 3,917,083
Accrued and other current liabilities	3,181,598	3,922,275
Consideration payable (note 10)	847,090	797,587
Current portion of loans payable (note 8)	107,329	231,826
Current portion of lease liabilities (note 9)	734,092	996,705
Current portion of convertible debenture (note 11)	10,119,140	9,287,927
Current portion of borrowings under credit facility (note 12)	25,804,742	27,129,918
Current portion of deferred revenue	107,595	-
Current portion of deferred and contingent consideration (note 10)	566,575	673,350
Promissory notes	-	4,726,600
Total current liabilities	44,325,786	51,683,271
Non-current liabilities		
Loans payable (note 8)	-	179,434
Lease liabilities (note 9)	849,687	1,148,052
Deferred income taxes	5,487,514	5,484,582
Non-controlling interest ("NCI") put obligation	12,210,000	14,054,000
Promissory Notes	4,742,342	-
Convertible debentures (note 11)	2,181,896	2,152,760
Total non-current liabilities	25,471,439	23,018,828
Total liabilities	69,797,225	74,702,099

DEVERON CORP.**Condensed Interim Consolidated Statements of Financial Position (continued)****(Expressed in Canadian Dollars)****(Unaudited)**

	As at December 31, 2024	As at June 30, 2024 RESTATED
Shareholders' (deficit) equity		
Share capital (note 13)	51,120,022	48,241,445
Reserves (notes 14, 15 and 16)	4,502,994	3,690,872
Equity component of convertible debenture (note 11)	1,968,620	1,968,620
Deficit	(85,787,163)	(84,360,735)
Accumulated other comprehensive income ("Accumulated OCI")	337,466	(135,956)
Equity reserves	(12,966,726)	(12,966,726)
Shareholders' (deficit) equity attributable to shareholders	(40,824,787)	(43,562,480)
Non-controlling interest	26,169,014	25,719,214
Total shareholders' (deficit) equity	(14,655,773)	(17,843,266)
Total liabilities and shareholders' equity	\$ 55,141,452	\$ 56,858,833

*The accompanying notes are an integral part of these unaudited condensed interim consolidated financial statements.***Nature of operations and going concern (note 1)**

DEVERON CORP.

Condensed Interim Consolidated Statements of Loss and Comprehensive Loss (Expressed in Canadian Dollars) (Unaudited)

	Three Months Ended December 31, 2024	Three Months Ended December 31, 2023	Six Months Ended December 31, 2024	Six Months Ended December 31, 2023
Revenues				
Data collection	\$ 1,919,385	\$ 3,861,886	\$ 2,768,334	\$ 4,982,411
Data analytics	9,981,804	11,446,511	16,369,312	18,044,588
	11,901,189	15,308,397	19,137,646	23,026,999
Cost of services				
Cost of services (note 18)	(3,824,435)	(3,974,051)	(6,244,886)	(6,678,119)
Gross margin	8,076,754	11,334,346	12,892,760	16,348,880
Operating expenses (income)				
Salaries and benefits	2,368,973	3,533,689	4,716,258	7,029,777
Office and general	2,180,970	2,201,617	4,355,895	4,649,560
Depreciation (notes 3 and 4)	962,453	951,862	1,842,078	1,852,887
Amortization of intangible assets (note 6)	840,051	918,614	1,765,258	1,825,568
Interest expense (notes 12, 9, 10, 11 and 12)	524,546	1,010,523	1,021,614	1,901,823
Professional fees	24,436	30,563	687,379	330,748
Change in NCI put obligation	-	426,839	(1,844,000)	2,198,802
Share-based payments	179,285	316,479	378,878	608,415
Foreign exchange gain	188,293	44,495	178,121	(45,609)
Interest income	-	(1,768)	159	(44,778)
Gain on disposition of right-of-use assets (note 4)	(28,196)	(104,241)	(39,250)	(139,704)
Total operating expenses	7,240,811	9,328,672	13,062,390	20,167,489
Net loss before income taxes	835,943	2,005,674	(169,630)	(3,818,609)
Income tax expense	614,725	569,148	895,178	720,811
Net loss for the period	221,218	1,436,526	(1,064,808)	(4,539,420)
Other comprehensive income (loss):				
Foreign operations - gain (loss) on foreign currency translation	508,015	(499,552)	473,422	(159,490)
Net comprehensive loss for the period	\$ 729,233	\$ 936,974	\$ (591,386)	\$ (4,698,910)
Net loss for the period attributable to:				
Shareholders of the Company	\$ 1,053,799	\$ (242,664)	\$ (1,514,608)	\$ (6,396,523)
Non-controlling interest	(832,581)	1,679,190	449,800	1,857,103
Net loss for the period	\$ 221,218	\$ 1,436,526	\$ (1,064,808)	\$ (4,539,420)
Net comprehensive loss for the period attributable to:				
Shareholders of the Company	\$ (3,287,658)	\$ (242,664)	\$ (1,041,186)	\$ (6,556,013)
Non-controlling interest	(832,581)	1,679,190	449,800	1,857,103
Net comprehensive loss for the period	\$ 729,233	\$ 936,974	\$ (591,386)	\$ (4,698,910)
Basic and diluted net gain (loss) per common share (note 17)	\$ 0.00	\$ 0.01	\$ (0.01)	\$ (0.30)
Weighted average number of common shares outstanding - basic and diluted	210,501,166	156,413,687	193,374,315	156,294,819

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

DEVERON CORP.**Condensed Interim Consolidated Statements of Cash Flows****(Expressed in Canadian Dollars)****(Unaudited)**

	Six Months Ended December 31, 2024	Six Months Ended December 31, 2023
Operating activities		
Net loss for the period	\$ (1,064,808)	\$ (4,539,420)
Depreciation	1,842,078	1,852,887
Amortization of intangible assets	1,765,258	1,825,568
Share-based payments	378,878	608,415
Interest expense	1,021,614	1,901,823
Income tax expense	895,178	720,811
Gain on disposition of right-of-use assets (note 4)	(39,250)	(139,704)
Change in NCI put obligation	(1,844,000)	2,198,802
Foreign exchange and other	(227,695)	(52,125)
Changes in non-cash working capital items:		
Accounts receivable, prepaids and other receivables	(582,105)	(1,634,772)
Accounts payable, accrued and other current liabilities	(1,762,931)	1,107,247
Income tax paid	2,932	(444,122)
Net cash provided by operating activities	385,149	3,405,410
Investing activities		
Purchase of intangible assets	-	(258,295)
Cash payment for contingent consideration	-	(152,099)
Purchase of property, plant and equipment	(253,642)	(1,019,467)
Proceeds from disposition of property, plant and equipment	27,684	129,429
Proceeds from disposition of right-of-use asset	287,460	-
Net cash provided by (used in) investing activities	61,502	(1,300,432)
Financing activities		
Loan repayment for promissory note	(100,000)	(200,000)
Proceeds from issuance of convertible debenture (net of fees)	-	1,659,000
Repayments to related party	(31,112)	-
Proceeds from issue of common shares for private placements	3,135,811	-
Share issue costs paid	(135,810)	(13,000)
Lease and loan payments	(1,010,256)	(834,663)
Credit facility principal and interest payments	(1,325,176)	(3,846,914)
Net cash provided by (used in) financing activities	533,457	(3,235,577)
Net change in cash and cash equivalents	980,108	(1,130,599)
Cash and cash equivalents, beginning of period	1,193,894	2,964,720
Cash and cash equivalents, end of period	\$ 2,174,002	\$ 1,834,121

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

DEVERON CORP.

Condensed Interim Consolidated Statements of Changes in Shareholders' Deficit (Expressed in Canadian Dollars) (Unaudited)

	Share Capital	Warrants	Reserves Share-based Payments and Shares to be Issued	Equity Reserves	Deficit	Equity Component of Convertible Debenture	Accumulated OCI	NCI	Total
Balance, June 30, 2024	\$ 48,241,445	\$ 94,305	\$ 3,596,567	\$ (12,966,726)	\$ (84,360,735)	\$ 1,968,620	\$ (135,956)	\$ 25,719,214	\$ (17,843,266)
Transactions with shareholders:									
Issuance of shares in private placements (note 13(b)(i)(ii))	3,135,811	-	-	-	-	-	-	-	3,135,811
Warrants issued (note 11(b))	(496,640)	496,640	-	-	-	-	-	-	-
Broker warrants issued (note 11(b))	(24,784)	24,784	-	-	-	-	-	-	-
Share issue costs (note 13(b))	(135,810)	-	-	-	-	-	-	-	(135,810)
Expiry of warrants	-	(88,180)	-	-	88,180	-	-	-	-
Shares issued for debt (note 13(b)(iv)(ii))	400,000	-	-	-	-	-	-	-	400,000
Share-based payments (note 14)	-	-	378,878	-	-	-	-	-	378,878
Transactions with shareholders	\$ 2,878,577	\$ 433,244	\$ 378,878	\$ -	\$ 88,180	\$ -	\$ -	\$ -	\$ 3,778,879
Non-controlling interest	-	-	-	-	(449,800)	-	-	449,800	-
Comprehensive loss for the period	-	-	-	-	(1,064,808)	-	473,422	-	(591,386)
Balance, December 31, 2024	\$ 51,120,022	\$ 527,549	\$ 3,975,445	\$ (12,966,726)	\$ (85,787,163)	\$ 1,968,620	\$ 337,466	\$ 26,169,014	\$ (14,655,773)

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

DEVERON CORP.

Condensed Interim Consolidated Statements of Changes in Equity (continued)

(Expressed in Canadian Dollars)

(Unaudited)

	Share Capital	Warrants	Reserves Share-based Payments and Shares to be Issued	Equity Reserves	Deficit	Equity Component of Convertible Debenture	Accumulated OCI	NCI	Total
Balance, June 30, 2023	\$ 47,122,082	\$ 4,941,834	\$ 3,233,874	\$ (12,966,726)	\$ (32,069,629)	\$ 1,740,090	\$ 19,668	\$ 24,596,515	\$ 36,617,708
Transactions with shareholders:									
Warrants issued (note 13(b))	-	6,122	-	-	-	-	-	-	6,122
Common shares issued pursuant to earnout (note 16)	178,395	-	(178,395)	-	-	-	-	-	-
Equity component of convertible debenture (note 11)	-	-	-	-	-	200,960	-	-	200,960
Share issue costs (note 13(b))	(13,000)	-	-	-	-	-	-	-	(13,000)
Expiry of warrants	-	(1,906,222)	-	-	1,906,222	-	-	-	-
Shares issued for debt (note 13(b)(iv))	66,275	-	-	-	-	-	-	-	66,275
Share-based payments (note 14)	-	-	608,415	-	-	-	-	-	608,415
Transactions with shareholders	\$ 231,670	\$ (1,900,100)	\$ 430,020	\$ -	\$ 1,906,222	\$ 200,960	\$ -	\$ -	\$ 868,772
Non-controlling interest	-	-	-	-	(1,857,103)	-	-	1,857,103	-
Comprehensive loss for the period	-	-	-	-	(4,539,420)	-	(159,490)	-	(4,698,910)
Balance, December 31, 2023	\$ 47,353,752	\$ 3,041,734	\$ 3,663,894	\$ (12,966,726)	\$ (36,559,930)	\$ 1,941,050	\$ (139,822)	\$ 26,453,618	\$ 32,787,570

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

DEVERON CORP.

Notes to Condensed Interim Consolidated Financial Statements For the Three and Six Months Ended December 31, 2024 (Expressed in Canadian Dollars) (Unaudited)

1. Nature of operations and going concern

Deveron Corp. ("Deveron" or the "Company") was incorporated under the laws of the Province of Ontario on March 28, 2011. The primary office is located at 82 Richmond Street East, Toronto, Ontario, Canada, M5C 1P1. On July 19, 2016, Deveron's common shares started trading on the Canadian Securities Exchange ("CSE") under the symbol "DVR".

On August 31, 2020, the Company changed its corporate name from Deveron UAS Corp. to Deveron Corp. The Company's stock symbol on the CSE "FARM" and commenced trading under the new name and ticker symbol on market opening on September 3, 2020.

On September 21, 2020, the Company was accepted for listing on the TSX Venture Exchange (the "TSXV") as a Tier 2 issuer, and its common shares commenced trading on September 21, 2020, on the TSXV under the symbol "FARM".

Deveron is an agriculture technology company focused on providing data acquisition services and data analytics to the farming sector in North America. It operates four agriculture testing facilities in North America and provides testing and insights on over one million data points a year.

Effective in 2023, the Company changed its financial year-end from December 31 to June 30 to better align its financial reporting calendar with industry peers and facilitate the investment community's ability to compare its financial performance. The change in year-end resulted in the Company's filing a one-time, six-month transition year covering the period of January 1, 2023 to June 30, 2023.

Refiling of Financial Statements

These financial statements and corresponding notes have been adjusted to reflect the classification of the May 2022 Convertible Debenture as outlined per note 11, as a current obligation on the statement of financial position, due to the timeline of repayment falling within 12 months of the period end. This adjustment affects the prior period comparative balance as at June 30, 2024. This adjustment has increased the current portion of Convertible Debenture within current liabilities, by 9,287,927 and decreased the non-current portion of Convertible Debenture, within non-current liabilities by \$9,287,927.

The classification of the promissory notes has been reclassified as a non-current obligation on the statement of financial position. This adjustment has been made as a shareholder settlement, agreed to subsequent to year-end, allowed for an additional 30 months for repayment of the promissory note.

Going concern

These unaudited condensed interim consolidated financial statements have been prepared on a going concern basis which assumes the Company will continue its operations for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business. Accordingly, it does not give effect to adjustments, if any, that would be necessary should the Company be unable to continue as a going concern, and, therefore be required to realize its assets and liquidate its liabilities in other than the normal course of business and at amounts that may differ from those shown in these unaudited condensed interim consolidated financial statements.

As at December 31, 2024, the Company had an accumulated deficit of \$85,787,163 (June 30, 2024 - \$84,360,735). Net loss for the six months ended December 31, 2024 was \$1,064,808 (six months ended December 31, 2023 - \$4,539,420). In addition, as at December 31, 2024, the Company had a working capital deficit of \$37,399,192 (June 30, 2023 - \$46,318,890) and positive cash flow from operations of \$385,149 for the six months ended December 31, 2024 (December 31, 2023 - positive \$3,405,410). These conditions raise material uncertainties which cast significant doubt as to whether the Company will be able to continue as a going concern should it not be able to obtain the financing necessary to fund its planned revenue growth, working capital requirements, and obligations.

DEVERON CORP.

Notes to Condensed Interim Consolidated Financial Statements For the Three and Six Months Ended December 31, 2024 (Expressed in Canadian Dollars) (Unaudited)

1. Nature of business and going concern (continued)

Going concern (continued)

The Company has raised funds throughout the prior and current fiscal years and has utilized these funds for current asset investments and working capital requirements. The ability of the Company to arrange additional financing in the future will depend in part upon the prevailing capital market conditions as well as the business performance of the Company. There can be no assurance that the Company will be successful in its efforts to arrange additional financing on terms satisfactory to the Company, nor achieve desired sales growth. If additional financing is raised by the issuance of common shares from treasury of the Company, control of the Company may change and existing shareholders may have their ownership diluted. If adequate funding is not available, the Company may be required to relinquish rights to certain of its assets and/or terminate its operations.

(a) Statement of compliance

The Company applies International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). These unaudited condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standard 34 - Interim Financial Reporting. Accordingly, they do not include all of the information required for full annual financial statements required by IFRS as issued by the IASB. These unaudited condensed interim consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements for the year ended June 30, 2024.

The policies applied in these unaudited condensed interim consolidated financial statements are based on IFRS issued and outstanding as of September 22, 2025, the date the Board of Directors approved the statements. The same accounting policies and methods of computation are followed in these unaudited condensed interim consolidated financial statements as compared with the most recent annual consolidated financial statements as at and for the year ended June 30, 2024. Any subsequent changes to IFRS that are given effect in the Company's annual consolidated financial statements for the year ending June 30, 2025 could result in restatement of these unaudited condensed interim consolidated financial statements.

(b) Basis of presentation

These unaudited condensed interim consolidated financial statements have been prepared on a historical cost basis, with the exception of financial instruments classified at fair value through profit or loss ("FVTPL").

(c) Comparative figures

Certain comparative figures have been reclassified in order to conform to the current period presentation.

2. Accounts receivable

	As at December 31, 2024	As at June 30, 2024
Accounts receivable	\$ 3,616,410	\$ 3,112,113
Allowance for expected credit losses	(38,835)	(38,747)
	\$ 3,577,575	\$ 3,073,366

DEVERON CORP.

Notes to Condensed Interim Consolidated Financial Statements
For the Three and Six Months Ended December 31, 2024
(Expressed in Canadian Dollars)
(Unaudited)

2. Amounts receivable (continued)

The following is an aged analysis of the accounts receivable:

	As at December 31, 2024	As at June 30, 2024
1 to 60 days	\$ 2,930,865	\$ 2,414,681
60 to 90 days	309,511	337,065
Greater than 90 days	376,034	360,367
Total accounts receivable	\$ 3,616,410	\$ 3,112,113

3. Property, plant and equipment

COST	Equipment	Land and building	Drones	Vehicles	Total
Balance, June 30, 2024	\$ 9,785,780	\$ 10,372,627	\$ 482,223	\$ 1,788,985	\$ 22,429,615
Additions	243,889	9,753	-	-	253,642
Dispositions	-	-	-	(27,684)	(27,684)
Foreign exchange	188,036	17,058	-	52,596	257,690
Balance, December 31, 2024	\$10,217,705	\$ 10,399,438	\$ 482,223	\$ 1,813,897	\$ 22,913,263

ACCUMULATED DEPRECIATION	Equipment	Land and building	Drones	Vehicles	Total
Balance, June 30, 2024	\$ 3,456,273	\$ 567,573	\$ 482,223	\$ 1,222,813	\$ 5,728,882
Depreciation	593,174	149,530	-	220,603	963,307
Foreign exchange	114,314	2,452	-	45,836	162,602
Balance, December 31, 2024	\$ 4,163,761	\$ 719,555	\$ 482,223	\$ 1,489,252	\$ 6,854,791

CARRYING AMOUNT	Equipment	Land and building	Drones	Vehicles	Total
Balance, June 30, 2024	\$ 6,329,507	\$ 9,805,054	\$ -	\$ 566,172	\$ 16,700,733
Balance, December 31, 2024	\$ 6,053,944	\$ 9,679,883	\$ -	\$ 324,645	\$ 16,058,472

DEVERON CORP.

Notes to Condensed Interim Consolidated Financial Statements
For the Three and Six Months Ended December 31, 2024
(Expressed in Canadian Dollars)
(Unaudited)

4. Right-of-use assets

COST	Vehicles	Equipment	Total
Balance, June 30, 2023	\$ 4,349,937	\$ 1,822,072	\$ 6,172,009
Additions	-	856,624	856,624
Disposals	(1,058,689)	-	(1,058,689)
Foreign exchange and other	112,138	-	112,138
Balance, June 30, 2024	\$ 3,403,386	\$ 2,678,696	\$ 6,082,082
Additions	-	311,148	311,148
Disposals	(505,143)	-	(505,143)
Foreign exchange and other	103,635	202,409	306,044
Balance, December 31, 2024	\$ 3,001,878	\$ 3,192,253	\$ 6,194,131

ACCUMULATED DEPRECIATION	Vehicles	Equipment	Total
Balance, December 31, 2023	\$ 1,675,352	\$ 355,688	\$ 2,031,040
Disposals	(186,725)	-	(186,725)
Depreciation	515,398	1,805,292	2,320,690
Foreign exchange	49,778	(332,448)	(282,670)
Balance, June 30, 2024	\$ 2,053,803	\$ 1,828,532	\$ 3,882,335
Depreciation	(49,591)	928,362	878,771
Foreign exchange	(143,485)	-	(143,485)
Balance, December 31, 2024	\$ 1,860,727	\$ 2,756,894	\$ 4,617,621

CARRYING AMOUNT	Vehicles	Equipment	Total
Balance, June 30, 2024	\$ 1,349,583	\$ 850,164	\$ 2,199,747
Balance, December 31, 2024	\$ 1,141,151	\$ 435,359	\$ 1,576,510

Vehicles and equipment are depreciated over 24 to 48 months.

During the six months ended December 31, 2024, the Company sold vehicles and equipment for proceeds that were offset against the outstanding lease liability balance which resulted in a gain on disposition of right-of-use assets of \$39,250 (six months ended December 31, 2023 - \$139,704).

5. Goodwill

Balance, June 30, 2024	\$ 12,578,288
Balance, December 31, 2024	\$ 12,578,288

DEVERON CORP.

Notes to Condensed Interim Consolidated Financial Statements
For the Three and Six Months Ended December 31, 2024
(Expressed in Canadian Dollars)
(Unaudited)

6. Intangible assets

COST	Software technologies	Customer list	Other intangibles	Total
Balance, June 30, 2024	\$ 5,828,425	\$ 11,753,947	\$ 9,053,690	\$ 26,636,062
Foreign exchange	-	133,240	86,597	219,837
Balance, December 31, 2024	\$ 5,828,425	\$ 11,887,187	\$ 9,140,287	\$ 26,855,899
ACCUMULATED AMORTIZATION	Software technologies	Customer list	Other intangibles	Total
Balance, June 30, 2024	\$ 1,750,895	\$ 2,410,124	\$ 3,007,143	\$ 7,168,162
Amortization	420,214	585,989	759,055	1,765,258
Foreign exchange	-	38,772	44,375	83,147
Balance, December 31, 2024	\$ 2,171,109	\$ 3,034,885	\$ 3,810,573	\$ 9,016,567
CARRYING AMOUNT	Software technologies	Customer list	Other intangibles	Total
Balance, June 30, 2024	\$ 4,077,530	\$ 9,343,823	\$ 6,046,547	\$ 19,467,900
Balance, December 31, 2024	\$ 3,657,316	\$ 8,852,302	\$ 5,329,714	\$ 17,839,332

7. Investment in associate

As at December 31, 2024, A&L Canada Laboratories East, Inc. ("A&L"), the Company's 67% owned subsidiary held a 50% interest in A&L Biological Inc. ("Biological"). Management determined that the Company has significant influence over Biological and accounts for its interest using the equity method.

On initial recognition, management determined that the fair value of its investment in Biological was \$Nil and, as such, there was no impact on the unaudited condensed interim consolidated statement of financial position. Biological continued to experience losses in fiscal 2023 and 2024, with those losses being provided for by the Company. No additional liability was recognized as the Company does not have any legal or constructive obligations related to Biological, nor has it made any payments on its behalf. The carrying value of the equity-method at December 31, 2024 is has therefore been determined to be a nominal amount of \$100 (June 30, 2024 - \$100)

In addition, no dividends were received from Biological during the six months ended December 31, 2024 (six months ended December 31, 2023 - \$nil). Biological is a private company; therefore, no quoted market prices are available for its shares. The Company has no additional commitments relating to Biological.

DEVERON CORP.

Notes to Condensed Interim Consolidated Financial Statements For the Three and Six Months Ended December 31, 2024 (Expressed in Canadian Dollars) (Unaudited)

8. Loans payable

(i) During the six months ended December 31, 2024, the Company has repaid \$83,661 to John Deere Financial (six months ended December 31, 2023 – \$159,396). The balance outstanding as of December 31, 2024 is \$291,519 (June 30, 2024 – \$375,180). The loan is non-interest bearing and has a term of four years.

(ii) During the six months ended December 31, 2024, the Company has repaid \$22,347 (six months ended December 31, 2023 - \$38,296) to CLE Capital, a lease financing specialist. The balance outstanding as of December 31, 2024 is \$5,987 (June 30, 2024 - \$11,996). The loan has an interest rate of 8.99% and a term of four years.

(iii) During the six months ended December 31, 2024, the Company has received \$Nil (six months ended December 31, 2023 - \$27,750) from Royal Bank of Canada, for the purchase of a vehicle. During the six months ended December 31, 2024, the Company has repaid \$6,165 (December 31, 2023 – \$Nil). The balance outstanding as of December 31, 2024 is \$21,585 (June 30, 2024 - \$24,084). The loan has an interest rate of 7.42% and a term of five years.

Current	\$	107,329
Non-current		-
Balance, December 31, 2024	\$	107,329

Current	\$	231,826
Non-current		179,434
Balance, June 30, 2024	\$	411,260

9. Lease liabilities

The Company leases assets to support revenue. Leased assets range from lab equipment to support Data Analytics or in-field equipment to support Data Collections. These assets are reviewed and refreshed on an annual basis, with financing aligned to the expected useful life of the asset.

Balance, June 30, 2024	\$	2,144,757
Additions		54,696
Disposition		(505,143)
Interest expense		150,807
Lease payments		(407,288)
Foreign exchange		145,950
Balance, December 31, 2024	\$	1,583,779

Allocated as:		
Current	\$	734,092
Non-current		849,687
Balance, December 31, 2024	\$	1,583,779

Allocated as:		
Current	\$	996,705
Non-current		1,148,052
Balance, June 30, 2024	\$	2,144,757

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10. Deferred and contingent consideration

	Contingent Consideration	Deferred Consideration	Total
Balance, June 30, 2024	\$ 108,865	\$ 564,485	\$ 673,350
Accretion interest expense	(57,272)	(45,479)	(102,751)
Foreign exchange	-	(4,024)	(4,024)
Balance, December 31, 2024	\$ 51,593	\$ 514,982	\$ 566,575
Allocated as:			
Current	\$ 51,593	\$ 514,982	\$ 566,575
Non-current	-	-	-
Balance, December 31, 2024	\$ 51,593	\$ 514,982	\$ 566,575
Allocated as:			
Current	\$ 108,865	\$ 564,485	\$ 673,350
Non-current	-	-	-
Balance, June 30, 2024	\$ 108,865	\$ 564,485	\$ 673,350

11. Convertible Debenture

(a) May 2022 Convertible Debenture

A continuity of the convertible debenture as at December 31, 2024 is as follows:

Opening balance, June 30, 2024	\$ 9,287,927
Accretion	738,959
Carrying value, December 31, 2024	\$ 10,026,886

On May 18, 2022, the Company closed a \$10,015,000 private placement of convertible debentures (the "Debentures"), in the principal amount of \$10,015,000. The Company issued 10,015 Debentures, each with a principal amount \$1,000. The Debentures mature three years from the closing date and bears interest at a rate of 7% per annum, payable annually, in arrears in cash or common shares at the option of the holder. The principal amount of the Debentures may be convertible, only at the option of the holder, into common shares of the Company at a price of \$0.50 per common share. Interest is payable annually on the anniversary of the closing date of the private placement, commencing in May 2023, and may be paid, at the discretion of the holder, (i) in cash or (ii) the equivalent value in common shares of the Company based on a price per share equal to the greater of (A) the 20 trading day volume weighted average trading price of the shares on the TSXV ending five trading days proceeding the interest due date and (B) in the market price of the shares, at the time the interest becomes payable.

The liability component of the Debenture was valued using the discounted cash flow model, based on an estimated effective interest rate of 9%. The difference between the \$10,015,000 principal amount of the Debentures and the discounted fair value of the liability component was recognized as the embedded derivative portion of the Debenture on the date of grant. No fair value measurement is required as the liability component is measured at amortized cost after initial recognition. The fair value of the equity component as of December 31, 2024 is \$1,740,090 (June 30, 2024 - \$1,740,090). Accretion and interest on the debentures are included in interest expense in the unaudited condensed interim consolidated statements of loss and comprehensive loss. No embedded derivative and no fair value has been recalculated as of December 31, 2024.

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11. Convertible Debenture (continued)

(a) May 2022 Convertible Debenture (continued)

Pursuant to the convertible debenture, 818,012 broker warrants were issued with an exercise price of \$0.50 per warrant for a period of 24 months after closing, as well as finders fees of \$470,000 was paid. The 818,012 broker warrants were valued at \$488,506 using the Black-Scholes option pricing model. The following weighted average assumptions were used: share price - \$0.38; dividend yield - 0%; expected volatility (based on historical price data of the Company's common share) - 78.34%; risk-free interest rate - 2.76%; and an expected life - 2 years.

(b) October 2023 Convertible Debenture

A continuity of the convertible debenture as at December 31, 2024 is as follows:

Opening balance, June 30, 2024	\$	1,591,776
Accretion		82,612
Carrying value, December 31, 2024	\$	1,674,388

On October 5, 2023, the Company closed a \$1,750,000 private placement of convertible debentures (the "Debentures II"), in the principal amount of \$1,750,000. The Company issued 1,750 Debentures II, each with a principal amount \$1,000. The Debentures II mature three years from the closing date and bears interest at a rate of 9% per annum, payable annually, in arrears in cash or common shares at the option of the holder. The principal amount of the Debentures II may be convertible, only at the option of the holder, into common shares of the Company at a price of \$0.42 per common share. Interest is payable annually on the anniversary of the closing date of the private placement, commencing in October 2023, and may be paid, at the discretion of the holder, (i) in cash or (ii) the equivalent value in common shares of the Company based on a price per share equal to the greater of (A) the 20 trading day volume weighted average trading price of the shares on the TSXV ending five trading days proceeding the interest due date and (B) in the market price of the shares, at the time the interest becomes payable.

The liability component of the Debenture II was valued using the discounted cash flow model, based on an estimated effective interest rate of 15.79%. The difference between the \$1,750,000 principal amount of the Debentures II and the discounted fair value of the liability component was recognized as the embedded derivative portion of the Debenture II on the date of grant. No fair value measurement is required as the liability component is measured at amortized cost after initial recognition. The fair value of the equity component as of December 31, 2024 is \$200,960 (June 30, 2024 - \$200,960). Accretion and interest on the debentures are included in interest expense in the unaudited condensed interim consolidated statements of loss and comprehensive loss. No embedded derivative and no fair value has been recalculated as of December 31, 2024.

Pursuant to the convertible debenture, 216,000 broker warrants were issued with an exercise price of \$0.42 per warrant for a period of 12 months after closing, as well as finders fees of \$91,000 was paid. The 216,000 broker warrants were valued at \$6,122 using the Black-Scholes option pricing model. The following weighted average assumptions were used: share price - \$0.26; dividend yield - 0%; expected volatility (based on historical price data of the Company's common share) - 58.04%; risk-free interest rate - 4.90%; and an expected life - 1 year.

(c) April 2024 Convertible Debenture

A continuity of the convertible debenture as at December 31, 2024 is as follows:

Opening balance, June 30, 2024	\$	560,984
Accretion		38,778
Carrying value, December 31, 2024	\$	599,762

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11. Convertible Debenture (continued)

(c) April 2024 Convertible Debenture (continued)

On April 25, 2024, the Company closed a \$575,000 private placement of convertible debentures (the "Debentures III"), in the principal amount of \$575,000. The Company issued 575 Debentures III, each with a principal amount \$1,000. The Debentures III mature three years from the closing date and bears interest at a rate of 12% per annum, payable annually, in arrears in cash or common shares at the option of the holder. The principal amount of the Debentures III may be convertible, only at the option of the holder, into common shares of the Company at a price of \$0.20 per common share. Interest is payable annually on the anniversary of the closing date of the private placement, commencing in April 2024, and may be paid, at the discretion of the holder, (i) in cash or (ii) the equivalent value in common shares of the Company based on a price per share equal to the greater of (A) the 20 trading day volume weighted average trading price of the shares on the TSXV ending five trading days proceeding the interest due date and (B) in the market price of the shares, at the time the interest becomes payable.

The liability component of the Debenture III was valued using the discounted cash flow model, based on an estimated effective interest rate of 13.60%. The difference between the \$575,000 principal amount of the Debentures III and the discounted fair value of the liability component was recognized as the embedded derivative portion of the Debenture III on the date of grant. No fair value measurement is required as the liability component is measured at amortized cost after initial recognition. The fair value of the equity component as of December 31, 2024 is \$27,570 (June 30, 2024 - \$27,570). Accretion and interest on the debentures are included in interest expense in the unaudited condensed interim consolidated statements of loss and comprehensive loss. No embedded derivative and no fair value has been recalculated as of December 31, 2024.

12. Borrowings under credit facility

On May 20, 2022, the Company obtained a \$32,300,000 credit facility provided by Toronto-Dominion Bank ("TD"), of which \$28,300,000 was drawn upon closing. The credit facility has a 3 year term and a 10 year amortization, with a quarterly principal repayment. Interest is the 7.2% for the current quarter. As at December 31, 2024, the Company owed \$25,804,742 (June 30, 2024 - \$27,129,918). These credit facilities have certain financial and non-financial covenants. The Company is not in compliance with its financial covenants as of June 30, 2024 and December 31, 2024. The Company is addressing the covenant violations with TD, by revising the financial covenants to align with the current performance.

On May 15, 2023, the Company partially amended its \$32,300,000 credit facility with TD, to issue a new 25-year mortgage for \$6,800,000 on the properties associated with A&L. The mortgage is secured by the underlying properties, which were assessed by the lender as having a value in excess of the principal on the date the mortgage was issued. The \$6,800,000 mortgage was used to reduce the 10-year, \$32,300,000 credit facility used to acquire A&L, reducing quarterly principal and interest payments.

Balance, June 30, 2023	\$ 29,715,557
Principal repayments	(2,664,776)
Other costs	79,137
Balance, June 30, 2024	\$ 27,129,918
Principal repayments	(1,071,000)
Other costs	(254,176)
Balance, December 31, 2024	\$ 25,804,742
Allocated as:	
Current	\$ 25,804,742
Non-current	-
Balance, December 31, 2024	\$ 25,804,742

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13. Share capital

a) Authorized share capital

The authorized share capital consisted of an unlimited number of common shares. The common shares do not have a par value. All issued shares are fully paid.

	Number of common shares	Amount
Balance, June 30, 2024	162,933,313	\$ 48,241,445
Private placements (i) (ii)	44,797,291	3,135,811
Warrant valuation (i) (ii)	-	(496,640)
Broker warrant valuation (i) (ii)	-	(24,784)
Share issue costs (i) (ii)	-	(135,810)
Shares issued related to debt settlement (iii)	-	400,000
Balance, December 31, 2024	207,730,604	\$ 51,120,022

	Number of common shares	Amount
Balance, June 30, 2023	155,930,424	\$ 47,122,082
Share issue costs (i) (ii)	-	(13,000)
Shares issued pursuant to prior year acquisitions (note 16)	262,347	178,395
Shares issued related to debt settlement (iv)	220,916	66,275
Balance, December 31, 2023	156,413,687	\$ 47,353,752

(i) On September 4, 2024, the Company closed a non-brokered private placement of common shares at a price of \$0.07 per common share for gross proceeds of \$1,596,419 and a total of 22,805,991 common shares issued. As consideration for the services provided for the private placement, the broker received 510,713 compensation warrants. Each compensation warrant entitles the holder thereof to purchase one common share at an exercise price of \$0.10 per warrant for a period of 18 months after closing. The 510,713 compensation warrants were valued at \$10,409 using the Black-Scholes option pricing model. The following weighted average assumptions were used: share price - \$0.07; dividend yield - 0%; expected volatility (based on historical price data of the Company's common share) - 90%; risk-free interest rate - 3.15%; and an expected life - 18 months.

(ii) On September 16, 2024, the Company closed a non-brokered private placement of common shares at a price of \$0.07 per common share for gross proceeds of \$1,539,391 and a total of 21,991,300 common shares issued. As consideration for the services provided for the private placement, the broker received 714,715 compensation warrants. Each compensation warrant entitles the holder thereof to purchase one common share at an exercise price of \$0.10 per warrant for a period of 18 months after closing. The 510,713 compensation warrants were valued at \$14,375 using the Black-Scholes option pricing model. The following weighted average assumptions were used: share price - \$0.07; dividend yield - 0%; expected volatility (based on historical price data of the Company's common share) - 90%; risk-free interest rate - 2.88%; and an expected life - 18 months.

(iii) On October 4, 2024 the Company settled an aggregate of \$400,000 of indebtedness owed to an arm's length creditor of the Company through the issuance of 5,714,285 units of the Company at a price of \$0.10 per common share. Each unit is comprised of one common share and one half of one whole common share purchase warrant. Each warrant entitles the holder thereof to acquire one common share at a price of \$0.10 per common share until the date that is eighteen months from the date of issuance. The 2,857,143 warrants were valued at \$43,065 using the Black-Scholes option pricing model. The following weighted average assumptions were used: share price - \$0.06; dividend yield - 0%; expected volatility (based on historical price data of the Company's common share) - 91%; risk-free interest rate - 3.22%; and an expected life - 18 months. The shares issued were related to an outstanding promissory note.

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13. Share capital (continued)

b) Common shares issued (continued)

(iv) On July 20, 2023, the Company settled an aggregate of \$66,275 of indebtedness owed to an arm's length creditor of the Company through the issuance of 220,916 common shares of the Company at a price of \$0.30 per common share. The shares issued were related to the Stealth Ag acquisition and related revenue earnout.

14. Stock options

The following table reflects the continuity of options for the six months ended December 31, 2024 and 2023:

	Number of options	Weighted average exercise price (\$)
Balance, June 30, 2023	10,624,470	0.37
Granted (i)	500,000	0.62
Balance, December 31, 2023	11,124,470	0.52
Balance, June 30, 2024	12,399,470	0.46
Balance, December 31, 2024	12,399,470	0.46

(i) On September 11, 2023, the Company granted 500,000 stock options to certain officers, directors and employees of the Company. The stock options, at a price of \$0.30 per share, will expire in five years from the issue date. A fair value of \$169,167 was determined using the Black-Scholes option pricing model. The following weighted average assumptions were used: share price - \$0.43; dividend yield - 0%; expected volatility (based on historical price data of the Company's common share) - 100%; risk-free interest rate - 3.25%; and an expected life - 5 year. The options vested one third immediately, one third on the second and third anniversary. During the three and six months ended December 31, 2024, \$8,205 and \$16,410, respectively (three and six months ended December 31, 2023 - \$nil and \$63,976, respectively) was expensed to share-based payments.

(ii) On December 28, 2023, the Company granted 2,500,000 stock options to certain officers, directors and employees of the Company. The stock options, at a price of \$0.185 per share, will expire in five years from the issue date. A fair value of \$319,690 was determined using the Black-Scholes option pricing model. The following weighted average assumptions were used: share price - \$0.19; dividend yield - 0%; expected volatility (based on historical price data of the Company's common share) - 86.21%; risk-free interest rate - 3.17%; and an expected life - 5 year. The options are subject to a four-month hold period from the original date of grant. During the three and six months ended December 31, 2024, \$37,387 and \$75,483, respectively (three and six months ended December 31, 2023 - \$78,619 and \$78,619, respectively) was expensed to share-based payments.

(iii) The portion of the estimated fair value of options granted in the prior years and vested during the three and six months ended December 31, 2024, amounted to \$133,693 and \$286,986, respectively (three and six months ended December 31, 2023 - \$86,160 and \$187,202, respectively).

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14. Stock options (continued)

Details of the stock options outstanding as at December 31, 2024 are as follows:

Fair value (\$)	Weighted average remaining contractual life (years)	Exercisable options	Number of options	Weighted average exercise price (\$)	Expiry date
169,360	1.15	108,333	325,000	0.64	February 22, 2026
108,662	1.19	58,333	175,000	0.75	March 12, 2026
105,327	1.32	116,667	175,000	0.74	April 27, 2026
197,432	1.48	200,000	300,000	0.80	June 24, 2026
50,302	2.25	70,000	105,000	0.63	March 31, 2027
145,171	2.49	129,546	388,637	0.55	June 29, 2027
94,189	3.05	100,000	300,000	0.48	November 23, 2027
790,325	2.98	966,667	2,900,000	0.43	December 27, 2027
994,358	3.05	1,066,667	1,600,000	0.75	January 18, 2028
55,982	3.35	111,667	335,000	0.33	May 5, 2028
127,197	3.50	265,278	795,833	0.33	June 30, 2028
639,337	3.65	300,000	2,000,000	0.56	August 26, 2028
81,607	3.70	166,666	500,000	0.30	September 11, 2028
229,466	3.98	608,333	2,500,000	0.19	December 23, 2028
3,788,715	3.21	4,268,157	12,399,470	0.46	

15. Warrants

The following table reflects the continuity of warrants for the period ended December 31, 2024 and 2023:

	Number of warrants	Weighted average exercise price (\$)
Balance, June 30, 2024	822,279	0.41
Issued for private placements (note 13(b)(i) (ii))	11,556,996	0.10
Issued for share for debt (note 13(b)(iii))	2,857,143	0.25
Expired	(605,613)	0.85
Balance, December 31, 2024	14,630,805	0.36
Balance, June 30, 2023	18,369,624	0.84
Issued pursuant to the convertible debenture (note 11)	216,666	0.42
Expired	(7,153,140)	0.85
Balance, December 31, 2023	11,433,150	0.41

The following table reflects the warrants issued and outstanding as of December 31, 2024:

Number of warrants outstanding	Fair value (\$)	Exercise price (\$)	Expiry date
216,666	6,122	0.42	October 5, 2026
2,857,143	232,414	0.10	March 4, 2026
510,713	10,409	0.10	March 4, 2026
7,474,425	221,161	0.10	March 16, 2026
714,715	14,375	0.10	March 16, 2026
2,857,143	43,068	0.10	April 4, 2026
14,630,805	527,549		

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16. Shares to be issued

The allocation of the shares to be issued is as follows:

Balance, June 30, 2024	\$	186,731
Balance, December 31, 2024	\$	186,731

Balance, June 30, 2023	\$	551,769
Shares issued – Agronomic (i)		(178,395)
Balance, December 31, 2023	\$	373,374

- i. On July 20, 2023, Agronomic was issued 262,347 common shares at \$0.68 on the 2 year anniversary of the acquisition, drawing down on the shares to be issued recognized as part of the acquisition.

17. Net loss per common share

	Three months ended December 31,		Six months ended December 31,	
	2024	2023	2024	2023
Loss available to common shareholders	\$ 1,053,799	\$ (242,664)	\$ (1,514,608)	\$ (6,396,523)
Weighted average number of shares, basic and diluted	210,501,166	156,413,687	193,374,315	156,294,819
Basic and diluted loss per share	\$ 0.01	\$ (0.00)	\$ (0.01)	\$ (0.04)

The calculation of basic and diluted loss per share for the three and six months ended December 31, 2024 were based on the (gain)loss attributable to common shareholders of \$(1,053,799) and \$1,514,608, respectively (three and six months ended December 31, 2023 - net (gain)loss of \$242,664 and \$6,396,523, respectively) and the weighted average number of common shares outstanding of 210,501,166 and 193,374,315, respectively (three and six months ended December 31, 2023 - 156,413,687 and 156,294,819, respectively). Diluted loss per share for the three and six months ended December 31, 2024, presented did not include the effect of 14,630,805 warrants (three and six months ended December 31, 2023 - 11,433,150 warrants) and 12,399,470 stock options (three and six months ended December 31, 2023 - 11,124,470 stock options) as they are anti-dilutive.

18. Cost of services

	Three months ended December 31,		Six months ended December 31,	
	2024	2023	2024	2023
Agronomic services and laboratory fees	\$ 706,582	\$ 359,361	\$ 884,444	\$ 702,983
Salaries and benefits	1,988,816	2,067,533	3,453,891	3,438,803
Supplies, courier and shipping	1,100,866	1,429,058	1,834,017	2,324,759
Software and processing fees	26,551	114,152	69,699	184,365
Travel, training and other costs	1,620	3,947	2,835	27,209
Cost of services	\$ 3,824,435	\$ 3,974,051	\$ 6,244,886	\$ 6,678,119

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19. Related party transactions

Shareholder

As of December 31, 2024, the Company has a short term loan due from a related party in the amount of \$162,156 (June 30, 2024 - \$547,684) owed to them from a shareholder of the Company. This loan is non-interest bearing and is due on demand.

Marrelli Group of Companies

During the three and six months ended December 31, 2024, the Company incurred professional fees of \$18,706 and \$40,959, respectively (three and six months ended December 31, 2023 - \$41,802 and \$52,568, respectively) to a group of companies of which Carmelo Marrelli was Managing Director. As of December 31, 2024, Mr. Marrelli was the former Chief Financial Officer of Deveron. He had resigned as of September 11, 2023. All services were made on terms equivalent to those that prevail with arm's length transactions. As at December 31, 2024, the group of companies was owed \$4,955 (June 30, 2024 - \$31,678) and this amount is included in accounts payable and accrued and other liabilities.

Related party transactions

During the three and six months ended December 31, 2024, the Company also incurred legal fees of \$nil and \$27,363, respectively (three and six months ended December 31, 2023 - \$14,578 and \$73,837, respectively) to Irwin Lowy LLP for legal services. Chris Irwin is the controlling party of Irwin Lowy LLP and a former director of Deveron. Included in the December 31, 2024 accounts payable, accrued and other liabilities is \$165,595 due to Irwin Lowy LLP (June 30, 2024 - \$170,050).

Remuneration of directors and key management personnel of the Company was as follows:

	Three months ended December 31, 2024		Six months ended December 31, 2024	
Salaries and benefits	\$ 75,000	\$ 75,000	\$ 150,000	\$ 150,000
Directors fees	-	-	-	13,438
Professional fees	18,706	56,380	68,322	126,405
	\$ 93,706	\$ 131,380	\$ 218,322	\$ 289,843

20. Segmented information

As at December 31, 2024, the Company's operations comprise one reportable operating segment: data acquisition services and data analytics sector in Canada and in the USA. Segmented information on a geographic basis is as follows:

Geographical segment	USA	Canada	Total
As at December 31, 2024			
Current assets	\$ 4,903,050	\$ 2,023,544	\$ 6,926,594
Non-current assets	5,342,007	42,872,851	48,214,858
Six months ended December 31, 2024			
Revenues	6,735,791	12,401,855	19,137,646
Cost of services	2,282,069	3,962,817	6,244,886
Operating expenses	4,446,950	8,615,440	13,062,390

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20. Segmented information (continued)

Geographical segment	USA	Canada	Total
As at June 30, 2024			
Current assets	\$ 3,025,957	\$ 2,338,424	\$ 5,364,381
Non-current assets	5,952,884	45,541,568	51,494,452
Six months ended December 31, 2023			
Revenues	9,992,330	13,034,669	23,026,999
Cost of services	3,462,313	3,215,806	6,678,119
Operating expenses	8,627,823	11,539,666	20,167,489

21. Events after the reporting period

- On April 25, 2025, the Company entered into a forbearance agreement with Toronto Dominion Bank (the "Lender"), in connection with the repayment of a loan advanced by the Lender, which currently has a principal amount outstanding of approximately \$26 Million in term debt and drawn on an operating line of Credit pursuant to the terms of a secured credit agreement dated May 15, 2023, as amended, among the Company, its subsidiary A&L Canada Laboratories, and the Lender. The maturity date of the outstanding debt is now September 30, 2025.
- On May 21, 2025, the Company finalized extensions for the May 2022 convertible debentures from May 18, 2025 to August 16, 2025. All other provisions of the Debentures will remain unchanged and fully in effect during the extension period.
- On August 16, 2025, the Company finalized extensions for the May 2022 convertible debentures from August 16, 2025 to October 31, 2025. All other provisions of the Debentures will remain unchanged and fully in effect during the extension period.