MUST CAPITAL INC.

FINANCIAL STATEMENTS

For the years ended December 31, 2025 and 2024

(expressed in Canadian Dollars)

Independent Auditor's Report

To the Shareholders of Must Capital Inc.

Opinion

We have audited the financial statements of Must Capital Inc. (the "Company"), which comprise the statements of financial position as at December 31, 2025 and 2024, and the statements of loss and comprehensive loss, changes in shareholders' deficiency and cash flows for the years then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2025 and 2024, and its financial performance and its cash flows for the years then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board.

Basis for Opinion

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

Material Uncertainty Related to Going Concern

We draw attention to Note 1 to the financial statements, which indicates that the Company incurred a net loss of $90,047 during the year ended December 31, 2025 and, as of that date, the Company's current liabilities exceeded its total assets by $309,654. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit 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. 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, we have determined that there are no other key audit matters to communicate in our report.

Other Information

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 auditor’s report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

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

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

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

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

DMCL LLP

CHARTERED PROFESSIONAL ACCOUNTANTS

Vancouver, BC

April 30, 2026

Must Capital Inc.
Statements of Financial Position
As at December 31, 2025 and 2024
(expressed in Canadian Dollars)

	December 31, 2025	December 31, 2024
ASSETS		
Current assets		
Cash	**$ 1,243**	$ 2,536
Total Assets	**$ 1,243**	$ 2,536
LIABILITIES		
Current liabilities		
Accounts payable and accrued liabilities (notes 4 and 6)	**$ 232,745**	$ 180,967
Short-term loans (note 5)	**78,152**	41,176
Total Liabilities	**310,897**	222,143
Shareholders' deficiency		
Share Capital (note 7)	**11,643,395**	11,643,395
Contributed surplus	**13,562,402**	13,562,402
Deficit	**(25,515,451)**	(25,425,404)
	(309,654)	(219,607)
	$ 1,243	$ 2,536

Nature of operations and going concern (note 1)
Subsequent events (note 5)

The accompanying notes are an integral part of these financial statements

Approved by the Board of Directors on April 30, 2026

Signed: "Michele Marrandino" Signed: "Vikas Ranjan"

Must Capital Inc.
Statements of Loss and Comprehensive Loss
For the years ended December 31,
(expressed in Canadian Dollars)

	2025	2024
Expenses		
Consulting (note 6)	**$ 63,000**	$ 63,000
Filing and transfer agent	**8,792**	17,834
Office	**406**	122
Professional fees	**11,816**	22,175
	(84,014)	(103,131)
Other expenses		
Interest (note 5)	**(6,394)**	(3,126)
Gain on extinguishment of debt	**361**	-
Loss and comprehensive loss for the year	**$ (90,047)**	$ (106,257)
Weighted average number of common shares - basic and diluted	**27,564,812**	27,564,812
Loss per share - basic and diluted	**$ (0.01)**	$ (0.01)

The accompanying notes are an integral part of these financial statements

Must Capital Inc.
Statements of Cash Flows
For the years ended December 31,
(expressed in Canadian Dollars)

		2025		2024
Cash used in operating activities				
Loss for the year	**$**	**(90,047)**	$	(106,257)
Non-cash items				
Interest expense		**6,394**		2,676
Net changes in non-cash working capital items;				
Accounts payable and accrued liabilities		**51,778**		66,678
Cash used in operating activities		**(31,875)**		(36,903)
Cash flow from financing activities				
Advance of short-term loan		**30,582**		38,500
Cash from financing activities		**30,582**		38,500
Increase (decrease) in cash		**(1,293)**		1,597
Cash, beginning of year		**2,536**		939
Cash, end of year	**$**	**1,243**	$	2,536

The accompanying notes are an integral part of these financial statements

Must Capital Inc.
Statements of Changes in Shareholders' Deficiency
For the years ended December 31, 2025 and 2024
(expressed in Canadian Dollars)

	Shares	Share Capital	Contributed Surplus	Deficit	Total
Balance, December 31, 2023	27,564,812	$ 11,643,395	$ 13,562,402	$ (25,319,147)	$ (113,350)
Loss for the year	-	-	-	(106,257)	(106,257)
Balance, December 31, 2024	**27,564,812**	**$ 11,643,395**	**$ 13,562,402**	**$ (25,425,404)**	**$ (219,607)**
Loss for the year	-	-	-	(90,047)	(90,047)
Balance, December 31, 2025	**27,564,812**	**$ 11,643,395**	**$ 13,562,402**	**$ (25,515,451)**	**$ (309,654)**

The accompanying notes are an integral part of these financial statements

1. Nature of operations and going concern

Must Capital Inc. ("Must Capital" or the "Company") was incorporated under the Ontario Business Corporations Act on September 7, 2010, and its common shares are listed on the NEX under the symbol "MUST". The address of the Company's registered office is Suite 430, 605 Robson Street, Vancouver, British Columbia, V6B 5J3. As at the date of these financial statements, the Company is inactive.

These financial statements were approved for issuance by the Board of Directors on April 30, 2026.

These financial statements have been prepared on a going concern basis, which assumes that the Company will be able to meet its obligations and continue its operations for the next twelve months. As at December 31, 2025, the Company had a net working capital deficiency of $309,654, and an accumulated deficit of $25,515,451. The Company has no sources of cash from operations. As a result, the Company may be unable to realize its assets and discharge its liabilities in the normal course of business. The Company's ability to continue as a going concern is dependent on its ability to obtain necessary financing to meet its ongoing expenses and discharge its liabilities in the normal course of business and to acquire or develop a business. Although the Company has been successful in obtaining financing in the past, there can be no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company. These conditions indicate the existence of material uncertainties that may cast significant doubt about the Company's ability to continue as a going concern.

Should the Company be unable to continue as a going concern, asset realization values may be substantially different from their carrying values. These financial statements do not give effect to adjustments that would be necessary to carrying values, and classification of assets and liabilities should the Company be unable to continue as a going concern. Such adjustments could be material.

2. Basis of presentation

a) Statement of compliance

These financial statements have been prepared in compliance with IFRS Accounting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

b) Basis of measurement

These 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 presented in Canadian dollars which is the functional currency of the Company.

3. Material accounting policy information

<u>Financial Instruments</u>

Under IFRS 9, financial assets are classified and measured based on the business model in which they are held and the characteristics of their contractual cash flows. IFRS 9 contains the primary measurement categories for financial assets: measured at amortized cost, fair value through other comprehensive income (FVTOCI) and fair value through profit and loss (FVTPL).

Financial Assets

Financial assets are classified as either financial assets at fair value through profit or loss, amortized cost, or fair value through other comprehensive income. The Company determines the classification of its financial assets at initial recognition.

3. Material accounting policy information (continued)

Financial Instruments (continued)

Fair value through profit or loss ("FVTPL") - financial assets are classified as fair value through profit or loss if they do not meet the criteria of amortized cost or fair value through other comprehensive income. Changes in fair value are recognized in profit and loss.

Amortized cost – financial assets are classified as measured at amortized cost if both of the following criteria are met and the financial assets are not designated as FVTPL: 1) The objective of the Company's business model for these financial assets is to collect their contractual cash flows; and 2) the assets contractual cash flow represents solely payments of principal and interest.

The Company's cash is recorded at FVTPL.

Impairment of financial assets

The Company assesses all information available, including on a forward-looking basis, the expected credit losses associated with its assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. To assess whether there is a significant increase in credit risk, the Company compares the risk of a default occurring on the asset as the reporting date, with the risk of default as at the date of initial recognition, based on all information available, and reasonable and supportive forward-looking information.

Financial Liabilities

The Company classifies its financial liabilities into one of two categories, depending on the purpose for which the liability was incurred. The Company's accounting policy for each category is as follows:

Fair value through profit or loss - This category is comprised of derivatives, or liabilities acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in profit and loss.

Amortized cost - This category includes accounts payables and accrued liabilities, which are recognized at amortized cost.

The significance of inputs used in making fair value measurements are examined and classified according to a fair value hierarchy. Fair values of assets and liabilities included in Level 1 are determined by reference to quoted prices in active markets for identical assets and liabilities. Assets and liabilities in Level 2 include valuations using inputs other than quoted prices for which all significant outputs are observable, either directly or indirectly, and are based on valuation models and techniques where the inputs are derived from quoted indices. Level 3 valuations are based on inputs that are unobservable and significant to the overall fair value measurement.

Share Capital

Common shares are classified as equity. Incremental costs directly attributable to the issuance of shares are recognized as a deduction from equity.

Income Taxes

Income tax on the profit or loss for the periods presented comprises current and deferred tax. Income tax is recognized in profit or loss except if it relates to items recognized directly in equity, in which case it is recognized in equity.

3. Material accounting policy information (continued)

Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recorded using the asset and liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: goodwill not deductible for tax purposes; the initial recognition of assets or liabilities that affect both accounting or taxable loss; and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. To the extent that the Company does not consider it probable that a future tax asset will be recovered, it provides a valuation allowance against that excess.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Loss Per Share

The calculation of loss per common share in the current year is based on the reported net loss divided by the weighted average number of shares.

Diluted loss per share is calculated in a similar manner, except that the weighted average number of common shares outstanding is increased to include potentially issuable common shares from the assumed exercise of common share purchase options and warrants, if dilutive. As the potentially dilutive equity instruments are anti-dilutive, basic and diluted loss per share are consistent.

Significant Judgments, Estimates and Assumptions

The preparation of these financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these judgments and estimates. The financial statements include judgments and estimates which, by their nature, are uncertain. The estimates and underlying assumptions are reviewed on an ongoing basis. The impacts of such judgments and estimates are pervasive throughout the financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and also in future periods when the revision affects both current and future periods.

Significant assumptions about the future and other sources of judgments and estimates that management has made at the end of the reporting period, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

(expressed in Canadian dollars)

3. Material accounting policy information (continued)

- Deferred tax assets - Deferred tax assets are recognized in respect of tax losses and other temporary differences to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and level of future taxable profits, together with future tax planning strategies
- Going concern - These financial statements have been prepared on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The assessment of the Company's ability to source future operations and continue as a going concern involves judgment. Estimates and assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

New Accounting Standards and Interpretations Issued but not Yet Adopted

IFRS 18 – Presentation and Disclosures in Financial Statements

This is a new standard on presentation and disclosure in financial statements which replaces IAS 1, with a focus on updates to the statement of profit or loss. IFRS 18 introduces new requirements to:

- Present specified categories and defined subtotals in the statement of profit or loss;
- Provide disclosures on management-defined performance measures (MPMs) in the notes to the financial statements; and
- Improve aggregation and disaggregation.

An entity is required to apply IFRS 18 for annual reporting periods on or after January 1, 2027, with earlier adoption permitted. IFRS 18 requires retrospective application with specific transition provisions. The Company is assessing the impact of this amendment.

4. Accounts payable and accrued liabilities

		December 31, 2025		**December 31, 2024**
Accounts payable	$	222,745	$	170,342
Accrued liabilities		10,000		10,625
	$	232,745	**$**	180,967

5. Short-term loans

During the year ended December 31, 2024, the Company entered into an unsecured loan agreement with a company controlled by one of its former directors whereby this company agreed to advance $8,500 to the Company (received) to be repaid with interest at an annual rate of 10% on or before December 31, 2024. The original $8,500 was not repaid by its maturity date and is in default. During the year ended December 31, 2025, an additional $10,582 was advanced to the Company under the same terms as the original agreement. Subsequent to December 31, 2025 an additional $15,707 was advanced to the Company under the same terms as the original agreement. As at December 31, 2025, interest of $2,466 has accrued on this loan.

During the year ended December 31, 2024, the Company also entered into two other unsecured loan agreements to borrow a total of $30,000 (received) to be repaid with interest at an annual rate of 10% on or before December 31, 2024. These loans are also in default. Subsequent to December 31, 2025 an additional $10,000 was advanced to the Company by one of these lenders under the same terms as the original agreement. As at December 31, 2025, interest of $5,259 has accrued on these loans.

(expressed in Canadian dollars)

5. **Short-term loans** (continued)

During the year ended December 31, 2025 the Company entered into an unsecured loan agreement with a company controlled by one of its directors whereby this company agreed to advance $12,500 to the Company (received March 21, 2025) to be repaid with interest at an annual rate of 10% on or before December 31, 2025. An additional $7,500 was advanced under the terms of this agreement during the year ended December 31, 2025. This loan is also in default. As at December 31, 2025, interest of $1,344 has accrued on this loan.

6. **Related party transactions**

Key management includes members of the board, the President and Chief Executive Officer and the Chief Financial Officer. The aggregate value of transactions and outstanding balances relating to key management personnel and entities over which they have control or significant influence were as follows:

During the year ended December 31, 2025, the Company was charged consulting fees of $44,100 (2024 - $44,100) by Pacific West Mercantile Corp., a company owned by the Chief Executive Officer of the Company. As at December 31, 2025, $113,925 (2024 – $69,825) remained owing to Pacific West Mercantile Corp.

During the year ended December 31, 2025, the Company was charged consulting fees of $18,900 (2024 - $18,900) by the Chief Financial Officer of the Company. As at December 31, 2025, $48,825 (2024 – $29,925) remained owing to the Chief Financial Officer.

7. **Share capital**

Authorized

Unlimited number of common shares without par value.

8. **Income taxes**

Income tax expense differs from the amount that would result from applying the statutory income tax rate of 27% (2024 – 27%) to the loss before income taxes is as follows:

		2025		2024
Loss before provision for income taxes	**$**	**(90,047)**	**$**	(106,257)
Expected income tax recovery	**$**	**(24,000)**	$	(29,000)
Adjustments resulting from:				
Change in tax rates		-		74,000
Change in unrecognized deductible temporary differences		**24,000**		(45,000)
Total income tax expense	**$**	**-**	$	-

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

		2025		2024
Share issue costs	**$**	**-**	$	4,000
Non-capital losses carried forward	**$**	**3,691,000**	$	3,597,000

The Canadian non-capital losses expire from 2029 to 2046.

9. Financial instruments

Fair value

Financial instruments of the Company consist of cash and accounts payable and accrued liabilities. There are no significant differences between the carrying amounts of the items reported on the statements of financial position and their estimated fair values.

The Company has determined the estimated fair values of its financial instruments based on appropriate valuation methodologies. Where quoted market values are not readily available, the Company may use considerable judgment to develop estimates of fair value. Accordingly, any estimated values are not necessarily indicative of the amounts the Company could realize in a current market exchange and could be materially affected by the use of different assumptions or methodologies.

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

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices are comprised of four types of risk: interest rate risk, foreign exchange risk, commodity price risk and other price risk, such as equity risk. Financial instruments affected by market risk include loans and borrowings and deposits.

Interest rate risk

The Company is exposed to interest rate risk. Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company is exposed to interest rate risk arising from fluctuations in interest rates received on its cash balance and charged on its short-term loans. Fluctuations in market interest rates do not have a significant impact on the Company's results of operations as the short-term loans have a fixed interest rate and also due to the short-term nature of interest-bearing cash.

Liquidity risk

The Company is exposed to liquidity risk. Liquidity risk is the exposure of the Company to the risk of not being able to meet its financial obligations as they fall due. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. The Company's future liquidity is dependent on factors such as the ability to generate cash from operations and to raise money through debt or equity financing (see note 1).

Foreign exchange risk

The Company's functional currency is the Canadian dollar and all major purchases are transacted in Canadian dollars. Management believes the foreign exchange risk is negligible and therefore does not hedge its foreign exchange risk. The Company does not hold balances in foreign currencies to give rise to exposure to foreign exchange risk.

Credit risk

The Company's credit risk is primarily attributable to cash. The Company has no significant concentration of credit risk arising from any operations. Cash is held with reputable financial institutions, from which management believes the risk of loss to be remote.

10. Capital management

The Company's objectives when managing capital are: to safeguard the Company's ability to continue as a going concern; to maintain an optimal capital structure, while ensuring the Company's strategic objectives are met and to provide an appropriate return to shareholders relative to the risk of the Company's underlying assets. The capital structure of the Company consists of equity attributable to common shareholders, comprised of issued capital, contributed surplus and deficit. The Company maintains and adjusts its capital structure based on changes in economic conditions and the Company's planned requirements. The Company may adjust its capital structure by issuing new equity, selling and/or acquiring assets, and controlling its capital expenditures program.

The Company is operating at a loss. As such, the Company is dependent on external financing to fund its activities. In order to pay for its operating expenses, the Company will spend its existing working capital and raise additional amounts as needed and if available. Management reviews its capital management approach on an ongoing basis.