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LITE ACCESS TECHNOLOGIES INC.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

To be held at 10:00 a.m. on September 5, 2025

AND

MANAGEMENT INFORMATION CIRCULAR

THE ACQUISITION OF 1097195 B.C. LTD. AND IRONMAN DIRECTIONAL DRILLING US INC.

DATED JULY 14, 2025

The Board of Directors of Lite Access Technologies Inc. unanimously recommends that Lite Access Technologies Inc. Shareholders vote FOR the ordinary resolution in respect of the Acquisition.

No securities regulatory authority in Canada has expressed an opinion about, or passed upon the fairness or merits of, the transaction described in this document, the securities offered pursuant to such transaction or the adequacy of the information contained in this document and it is an offense to claim otherwise.

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LITE ACCESS TECHNOLOGIES INC.
110 – 6039 196 Street
Surrey, BC V3S 7X4

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

To the shareholders of Lite Access Technologies Inc. (the “Shareholders”):

Notice is hereby given that an Annual General and Special Meeting (the “Meeting”) of the Shareholders of Lite Access Technologies Inc. (the “Company”), a company incorporated under the laws of the *British Columbia Business Corporations Act* (“BCA”), will be held at the Company’s registered and records office: Suite 704, 595 Howe Street, Vancouver, BC, Canada V6C 2T5 on Friday, September 5, 2025, commencing at 10:00 a.m. (Pacific Standard Time), for the following purposes:

1. to consider and if deemed advisable, pass with or without variation, an ordinary resolution to authorize and approve:
 - (a) the acquisition of 1097195 B.C. Ltd. (“Ironman”) and Ironman Directional Drilling US Inc. (“US Holdco”, together with Ironman, the “Ironman Parties”) (the “Acquisition” or the “Transaction”);
 - (b) the value of the consideration for the Acquisition, being (i) the issuance of an aggregate of 85,392,538 common shares of the Company to the shareholders of Ironman and US Holdco (the “Ironman Shareholders”); and (ii) the payment of \$6,000,000 in cash to the Ironman Shareholders, subject to a working capital adjustment, payable in equal installments of \$1,200,000 commencing twelve months from the Closing Date and continuing every 12 months thereafter in accordance with section 5.15 of TSXV Policy 5.3 *Acquisitions and Dispositions of Non-Cash Assets* (“TSXV Policy 5.3”) (the “Consideration”); and
 - (c) a new Control Person (as such term is defined in section 1.2 of TSXV Policy 1.1 *Interpretation* (“TSXV Policy 1.1”)) of the Company resulting from the completion of the Acquisition, being Michael Irmen, the principal of Ironman and a current director of the Company (the “New Control Person”),in accordance with Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“MI 61-101”) as described in the accompanying Information Circular (the “Acquisition Resolution”);
2. to consider, and if thought advisable, approve with or without variation, an ordinary resolution, as more particularly described in the accompanying Information Circular, to fix the number of directors on the board of directors of the Company (the “Board of Directors”) at six (6), to take effect only in the event that the Acquisition is completed; and to fix the number of directors to four (4) until the earlier of: (i) the next annual meeting of Shareholders; and (ii) 12:01 a.m. on the day following the effective date of the Acquisition (the “Effective Time of the Acquisition”) (the “Number of Directors Resolution”);
3. to elect, conditional on and effective following the closing of the Acquisition, Michael Irmen, Mark Tommasi, R. David Toyoda, Robert Scott, Jason Earl and Calvin Irmen as directors of the Company to take effect only in the event that the Acquisition is completed, as more particularly described in the accompanying Information Circular, and to elect the current directors of the Company, Mark Tommasi, R. David Toyoda, Alexander McAulay and Michael Irmen, to serve as directors of the Company until the earlier of (i) the next annual meeting of Shareholders or until their successors are elected or appointed; and (ii) the Effective Time of the Acquisition (the “Director Election Resolution”);
4. to appoint Shim & Associates LLP, Chartered Professional Accountants as the auditors of the Company until the next annual general meeting of the Company and to authorize the directors of the Company to fix the remuneration to be paid to the auditors (the “Auditor Resolution”);

5. to consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution approving and ratifying the Company's 10% rolling stock option plan (the "Stock Option Plan") as more particularly described in the accompanying Information Circular (the "Stock Option Plan Resolution");
6. to receive the audited financial statements of the Company for the financial years ended September 30, 2024 and 2023, and the accompanying report of the auditors; and
7. to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting.

The Company's Board of Directors has fixed July 14, 2025, as the record date for the determination of Shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

If you are a registered shareholder of the Company and will not attend the Meeting, you will need to complete, date and sign the accompanying form of proxy and deposit it with the Company's transfer agent, Computershare Investor Services Inc., 510 Burrard Street, 2nd Floor, Vancouver, BC V6C 3B9 by mail or fax, no later than forty-eight (48) hours (excluding Saturdays, Sundays and holidays), prior to the time of the Meeting or adjournment thereof, unless the chairman of the Meeting elects to exercise his discretion to accept proxies received subsequently.

If you are a non-registered shareholder of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (the "Intermediary"), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, British Columbia, this 14th day of July, 2025.

**BY ORDER OF THE BOARD OF DIRECTORS OF
LITE ACCESS TECHNOLOGIES INC.**

"Mark Tommasi"

**Mark Tommasi
Chief Executive Officer**

SUMMARY

The following is a summary of certain information contained elsewhere in, or incorporated by reference into this Information Circular, including the Appendices hereto. Certain capitalized terms used in this summary are defined elsewhere in this Information Circular.

The Meeting

Purpose of the Meeting

The purpose of the Meeting, among other things, is to:

- authorize and approve the Acquisition Resolution (see section titled “*Proposal No. 1 – Acquisition*”);
- approve the Number of Directors Resolution (see section titled “*Proposal No. 2 – Number of Directors*”);
- approve the Direction Election Resolution (see section titled “*Proposal No. 3 – Election of Directors*”);
- approve the Auditor Resolution (see section titled “*Proposal No. 4 – Appointment of Auditors*”);
- approve the Stock Option Plan Resolution (see section titled “*Proposal No. 5 – Ratification and Approval of Stock Option Plan*”); and
- receive the audited financial statements for the financial year ended September 30, 2024 and 2023.

Date, Time and Place of the Meeting

The Meeting will be held at the registered and records office of the Company: Suite 704, 595 Howe Street, Vancouver, BC V6C 2T5 on September 5, 2025 at 10:00 a.m. (Vancouver Time).

Record Date

The Record Date for determining the Shareholders entitled to receive notice of and to vote at the Meeting is July 14, 2025. Only Shareholders of record as of the close of business on the Record Date are entitled to receive notice of and to vote at the Meeting.

Quorum

Pursuant to the Articles of the Company, a quorum of meetings of the Shareholders consists of one or more shareholder present in person or by proxy.

The Acquisition

Since July 26, 2022, the Company and Ironman, pursuant to a cooperation agreement, have been cooperating to jointly provide their specialized fibre installation and directional drilling services on new fibre optic network projects (the “Cooperation”).

Over the course of the Cooperation, the Company realized that its ability to grow its revenue and business in Canada and abroad would be significantly enhanced through the acquisition of Ironman Parties. As a result, in April 2023, the Company and Ironman entered into discussions in connection with the Acquisition. These discussions resulted in the Company and Ironman formalizing the terms of the Acquisition by entering into a non-binding letter of intent on May 3, 2023 (the “Letter of Intent”). After entering into the Letter of Intent, the Company and Ironman carried out due diligence investigations of each other and the Ironman Parties also focused on the audit of their respective annual financial statements.

On December 7, 2024, the Company, Ironman, Ironman USA Holdings Inc. (“US Holdco”), the shareholders of Ironman (the “Ironman BC Shareholders”) and the shareholders of US Holdco (the “US Holdco Shareholders”, together with the Ironman BC Shareholders, the “Ironman Shareholders”) entered into the Share Exchange Agreement. On January 30, 2025, the parties entered into an amending agreement (the “First Amending Agreement”) removing “Ironman USA Holdings Inc.” as a party to the Share Exchange Agreement and replacing it with “Ironman Directional Drilling US Inc.” On July 14, 2025, the parties entered into an amending agreement (the “Second Amending Agreement”) extending the “Outside Date” (as such term is defined in the Share Exchange Agreement) from June 30, 2025 to September 30, 2025. The Share Exchange Agreement, the First Amending Agreement and Second Amending Agreement are set forth in Appendix A of this Circular. Under the Share Exchange Agreement, as amended:

- The Company will acquire 100% of all issued and outstanding securities of Ironman Parties;
- At the closing of the Acquisition, the Company will issue 85,392,538 Shares to the Ironman Shareholders;
- The Company will pay \$6,000,000 in cash to the Ironman Shareholders, subject to a working capital adjustment, payable in equal installments of \$1,200,000 commencing twelve months from the Closing Date and continuing every 12 months thereafter;
- On completion of the Acquisition, there will be certain changes in management of the Company.
- In the event that the Acquisition does not close due to a breach of terms and conditions by a party, the Breaching Party will reimburse the non-Breaching Party a maximum of \$250,000 for its transaction costs incurred.

See the section titled “*Proposal No. 1 - The Acquisition – Terms of the Share Exchange Agreement*”.

Recommendation of the Board

- The board of directors of the Company (the “Board”) believes that the Acquisition will increase revenue and margins of the Company immediately and over the long term.
- The Board engaged RWE Growth Partners Inc. (“RWE”) to help it assess the Acquisition, and RWE determined that the Acquisition would be fair, from a financial point of view, to the Shareholders.
- The Board determined that the Acquisition is substantively and procedurally fair to the Company and its Shareholders, and recommends that Shareholders vote FOR the Acquisition.
- After careful consideration, including consultation with its legal and financial advisors and the other factors set out below under the section “*The Acquisition – Reasons for the Recommendation of the Board*”, the Board unanimously determined that the Acquisition is substantively and procedurally fair to the Shareholders and is in the best interests of the Company.
- The Board approved the Share Exchange Agreement and the performance of the transactions contemplated therein, unanimously recommends that the Shareholders vote FOR the Acquisition Resolution.

See section titled “*Proposal NO. 1 – The Acquisition – Recommendation of the Board and – Reasons for the Recommendation of the Board*”.

Shareholder and Regulatory Approval

- The Acquisition, the Consideration and the New Control Person must be approved by a majority of the Shares voted at the Meeting, in person or by proxy, on the Acquisition Resolution, excluding the votes from Ironman, Michael Irmen, their respective affiliates and any other person who is an “interested party”, pursuant to section 8.1 of MI 61-101. See section titled “*Proposal No. 1 - The Acquisition – Required Approval – Shareholder Approval*”.

- The Acquisition, the Consideration and the New Control Person must be approved by the TSX Venture Exchange (“TSXV”), pursuant to TSXV Policy 5.3. See section titled “*Proposal No. 1 - The Acquisition – Required Approval – Exchange Approval*”.

Risks

- There are risks relating to the Acquisition, the Share Exchange Agreement, the businesses of the Company and Ironman, all of which should be carefully considered by the Shareholders. See section titled “*Risk Factors*”.

QUESTIONS AND ANSWERS ABOUT THE ACQUISITION AND THE MEETING

The information contained below is of a summary nature and therefore is not complete. This summary information is qualified in its entirety by the more detailed information contained elsewhere in or incorporated by reference into this Information Circular, including the Appendices hereto and the form of proxy, all of which are important and should be reviewed carefully.

Questions and Answers Relating to Matters of the Meeting

Q: Where and when will the Meeting be held?

A: The Meeting will be held at the Company's registered and records office Suite 704, 595 Howe Street, Vancouver, BC V6C 2T5 on September 5, 2025 at 10:00 a.m. (Vancouver time).

Q: What is the quorum?

A: Pursuant to section 8.3 of the Company's Articles, the quorum for the transaction of business at a meeting of Shareholders is one or more Shareholders, present in person or by proxy.

Q: What are the Shareholders being asked to vote on?

A: The Shareholders are being asked to vote on an ordinary resolution to approve the acquisition of Ironman, the Consideration and the New Control Person, in accordance with MI 61-101, and to vote on an ordinary resolution to set the number of directors, elect the directors, appoint the auditors of the Company for the ensuing year, and approve and ratify the Stock Option Plan.

See section titled "*Proposal No. 1 - The Acquisition – Required Approvals – Shareholder Approval*".

Q: What vote is required to approve each item?

A: For a resolution to be approved, the number of votes cast at the Meeting in favour of the proposal must be greater than the number of votes cast against the proposal. As of the Record Date, there were 87,292,538 common shares outstanding and entitled to vote.

The votes required to approve the Acquisition is the affirmative vote of a majority of the Shares voted at the Meeting in person or by proxy on the Acquisition Resolutions, excluding the votes from Ironman, Mr. Irmen, their respective affiliates and any other persons who is an "interested party", pursuant to section 8.1 of MI 61-101. Votes casted by directors and officers of the Company, and any other affiliates of the Company who are not also affiliates of Ironman and Mr. Irmen will be included in the vote.

The votes required to approve all other resolutions apart from the Acquisition Resolution, is the affirmative vote of a majority of the Shares voted at the Meeting, in person or by proxy.

Q: Does the Board support the Acquisition?

A: Yes. The Board has unanimously determined that the Acquisition is in the best interests of the Company and that the consideration to be paid to the Company is fair from a financial point of view to the Shareholders, and recommends that the Shareholders vote **FOR** the Acquisition Resolution.

See "*Proposal No. 1 - The Acquisition – Background to the Acquisition*", "*Proposal No. 1 - The Acquisition – Recommendation of the Board*" and "*Proposal No. 1 - The Acquisition – Reasons for the Recommendation of the Board*".

Q: What other approvals are required for the Acquisition?

A: The Acquisition and the transactions contemplated thereby are subject to regulatory approval including the approval of the TSXV.

Q: When will the Acquisition become effective?

A: Subject to obtaining TSXV approval as well as the satisfaction of all other conditions precedent, if the Company's Shareholders approve the Acquisition Resolution, the Company expects to complete the Acquisition in September 2025.

Q: What will happen to the Company after the Acquisition is completed?

A: If the Acquisition is completed, the Company and Ironman will be vertically integrated resulting in an immediate increase in the Company's revenues and business operations.

See "*Pro Forma Financial Statements*" of the Company, attached as Schedule D of Appendix B of this Information Circular.

Q: Are the Company's Shares listed on a stock exchange?

A: Yes. The Company's shares are currently listed on the TSXV under the symbol "LTE".

Q: What will happen if the Acquisition Resolution is not approved, or the Acquisition is not completed for any reason?

A: If the Acquisition Resolution is not approved or the Acquisition is not completed for any reason, the Share Exchange Agreement may be terminated. If the Share Exchange Agreement is terminated, the Company will continue to seek to retain Ironman, of which there is no assurance, to provide direction drilling services to the Company. Further, the Company will not benefit from the contractual engagements of Ironman and therefore it will have to continue to seek out new contracts in providing its fibre optic installation services.

See "*Proposal No. 1 – The Acquisition - The Share Exchange Agreement – Termination of the Share Exchange Agreement*".

Q: Who can help answer my questions?

A: If you have any questions about this Information Circular or the matters described in this Information Circular, please contact Mark Tommasi, Chief Executive Officer of the Company at 604-318-1448 or your professional advisor. Shareholders who would like additional copies of this Information Circular, without charge, or have additional questions about the procedures for voting the Shares, should contact their broker.

Questions and Answers on Proxy Voting

Q: Why am I receiving this Information Circular and proxy card?

A: You are receiving this Information Circular and proxy card because you are a shareholder of record as at the close of business on July 14, 2025, and are entitled to vote at this Meeting. This Information Circular describes issues on which the Company would like you, as a shareholder, to vote. It provides information on these issues so that you can make an informed decision. You do not need to attend the Meeting to vote your shares.

When you sign the proxy card, you appoint the directors and/or officers (the "Designated Persons") who are named in the proxy card of the Company. The Designated Persons will vote your shares at the Meeting (or any adjournments or postponements) as you have instructed them on your proxy card. With proxy voting, your shares will be voted whether or not you attend the Meeting. Even if you plan to attend the Meeting, it is a good idea to complete, sign and return your proxy card in advance of the Meeting, just in case your plans change.

If no choice is specific in the proxy with respect to a matter to be acted upon, the proxy confers discretionary authority with respect to that matter upon the Designated Persons named in the proxy card. It is intended that the Designated Persons will vote the common shares represented by the proxy in favour of each matter identified in the proxy and for the nominees of the Company's Board of Directors and auditors.

If an issue comes up for vote at the Meeting (or any adjournments or postponements) that is not described in this Information Circular, the Designated Persons will vote your shares, under your proxy, at their discretion, subject to any limitations imposed by law.

Q: Who is entitled to vote at the Meeting?

A: The record date for determining the Shareholders entitled to receive notice of and to vote at the Meeting is July 14, 2025. Only Shareholders of record as of the close of business on the Record Date are entitled to receive notice of and to vote at the Meeting. Each Shareholder is entitled to one vote in respect of each Share held.

Q: How can I vote?

A: You should carefully read and consider the information contained in this Information Circular. Registered Shareholders should then vote by completing, dating and signing the enclosed form of proxy or, alternatively, by telephone, or over the internet, in each case in accordance with the enclosed instructions.

If you are a Registered Shareholder, you are entitled to vote in person at the Meeting or by proxy whether or not you attend the Meeting. You may vote by proxy:

- by signing your proxy card and mailing it to the Company's transfer agent at the address on the proxy card;
- by signing and e-mailing your proxy card to the Company's transfer agent for proxy voting at the e-mail address provided on the proxy card;
- by telephone by following the instructions set out in the proxy card; and
- through the internet by following the instructions set out in the proxy card.

If you wish to submit a proxy, whether by paper, telephone, email, or internet, you must complete and sign the proxy, and then return it to the Company's transfer agent, Computershare Investor Services Inc., in accordance with the instructions set forth in the proxy card, no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting, or adjournment thereof. The chair of the Meeting may waive the proxy cut-off without notice. If the proxy is not dated, it will be deemed to be dated seven calendar days after the date on which it was mailed to you (the Registered Shareholder).

See "*Voting of Proxies*".

Q: How can a Beneficial Shareholder vote?

A: If your Shares are not registered in your name, but are held in the name of an Intermediary, your Intermediary is required to seek your instructions as to how to vote your Shares.

See "*Advice to Beneficial Shareholders*".

Q: How can a Beneficial Shareholder vote in person at the Meeting?

A: Only Registered Shareholders or their proxyholders are entitled to vote at the Meeting. If you are a Beneficial Shareholder and wish to attend and vote at the Meeting in person, you must insert your name (or the name of such other person as you wish to attend and vote on your behalf) in the blank space provided for that purpose on the VIF or proxy form and return the VIF or proxy form in accordance with the instructions provided well in advance of the Meeting.

See "*Advice to Beneficial Shareholders*".

Q: What if my Shares are registered in more than one name or in the name of a company?

A: If your Shares are registered in more than one name, all registered persons must sign the form of proxy. If your Shares are registered in a company's name or any name other than your own, you may be required to provide documents proving your authorization to sign the form of proxy for that company or name. For any questions about the proper supporting documents, contact Computershare Investor Services Inc. before submitting your form of proxy.

Q: Who is soliciting my proxy?

A: Solicitation of proxies will be primarily by mail, but proxies may also be solicited personally, by advertisement or by telephone by directors, officers or employees of the Company. The costs of solicitation will be borne by the Company.

See "*Management Solicitation of Proxies*".

Q: Who pays for this proxy solicitation?

A: The Company will bear the entire cost of solicitation of proxies, including preparation, assembly and mailing of this Information Circular, the proxy and any additional information furnished to Shareholders. Copies of solicitation materials will be furnished to banks, brokerage houses, depositories, fiduciaries and custodians holding shares in their names that are beneficially owned by others to forward to these beneficial owners. The Company may reimburse persons representing beneficial owners for their costs of forwarding the solicitation material to the beneficial owners of the shares at the Company's discretion. Original solicitation of proxies by mail may be supplemented by telephone, facsimile, electronic mail or personal solicitation by the Company's directors, officers or other regular employees. No additional compensation will be paid to directors, officers or other regular employees for such services.

See "*Management Solicitation of Proxies*".

Q: Can I appoint someone other than the person(s) designated by management of the Company to vote my Shares?

A: Yes. A Shareholder has the right to appoint a person (who need not be a Shareholder) to attend and act for him, her or it and on his, her or its behalf at the Meeting other than the persons designated in the form of proxy or VIF and may exercise such right by inserting the name in full of the desired person in the blank space provided in the form of proxy and striking out the names now designated. If you appoint a non-management proxyholder, please make sure they are aware and ensure they will attend the Meeting in order for your vote to count.

See "*Appointment and Revocation of Proxy*".

Q: What happens if I sign the form of proxy sent to me?

A: Signing and depositing the enclosed form of proxy gives authority to the person(s) designated by management of the Company on such form to vote your Shares at the Meeting. The Shares represented by your proxy must be voted according to your instructions in the form of proxy. If you sign, date and return your form of proxy but do not specify how you wish the Shares to be voted, the Shares represented by a proxy given to Company's management will be voted **FOR** the approval of the Acquisition Resolution as described in this Information Circular.

See "*Voting by Proxies*".

Q: Can I change my vote after I have voted by proxy?

A: Yes. In addition to revocation in any other manner permitted by Law, a Registered Shareholder executing the enclosed form of proxy has the power to revoke it by depositing an instrument in writing executed by the Registered Shareholder or his or her legal representative authorized in writing or, where the Registered Shareholder is a

corporation, such instrument must be executed under its corporate seal or signed by a duly authorized officer or attorney for the corporation. To be valid, an instrument of revocation must be delivered to the office of the Company as follows: Lite Access Technologies Inc., Attention: Mark Tommasi, Chief Executive Officer, Suite 100 – 6039 196 Street, Surrey, BC V3S 7X4 any time up to and including the close of business on the last business day preceding the day of the Meeting, or any adjournment thereof, or deposited with the Chair of the Meeting prior to the commencement of the Meeting.

Only Registered Shareholders have the right to revoke a proxy. Beneficial Shareholders who wish to change their vote must, in sufficient time in advance of the Meeting, arrange for their respective Intermediaries to change their vote and if necessary revoke their proxy in accordance with the revocation procedures.

See “*Appointment and Revocation of Proxy*”.

Q: How many Shares are outstanding?

A: As of the close of business on July 14, 2025, there were 87,292,538 Shares outstanding.

See “*Voting Securities and Principal Holder of Voting Securities*”.

Q: Who will count the votes?

A: The Company’s transfer agent, Computershare Investor Services Inc., will count and tabulate the votes received at the Meeting.

Q: What do I need to do now?

A: Carefully read and consider the information contained in, and incorporated by reference into, this Information Circular. You are required to make an important decision. If you have any questions about how to vote, you should contact your own legal, tax, financial or other professional advisor.

Once you have carefully read and considered the information contained in this Information Circular, to ensure your vote is counted, you need to complete and submit the enclosed form of proxy or, if applicable, provide your Intermediary with voting instructions. You are encouraged to vote well in advance of the proxy cut-off at 10:00 a.m. (Vancouver time) on September 3, 2025 (or if the Meeting is postponed or adjourned, not later than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the postponed or adjourned meeting). The time limit for deposit of proxies may be waived or extended by the Chair of the Meeting at his or her discretion, without notice.

LITE ACCESS TECHNOLOGIES INC.

110 – 6039 196 Street

Surrey, BC V3S 7X4

INFORMATION CIRCULAR

July 14, 2025

INTRODUCTION

This Information Circular accompanies the Notice of Annual General and Special Meeting (the “Notice”) and is furnished to Shareholders holding common shares in the capital of Lite Access Technologies Inc. (the “Company”) in connection with the solicitation by the management of the Company of proxies to be voted at the Annual General Meeting (the “Meeting”) of the Shareholders to be held at Suite 704, 595 Howe Street, Vancouver, British Columbia on Friday, September 5, 2025 at 10:00 am (Vancouver time), or at any adjournment or postponement thereof.

Date and Currency

The date of this Information Circular is July 14, 2025. Unless otherwise stated, all amounts herein are in Canadian dollars.

MANAGEMENT SOLICITATION OF PROXIES

The solicitation of proxies by management of the Company will be conducted by mail and may be supplemented by telephone or other personal contact to be made, without special compensation, by the directors, officers and employees of the Company. The Company does not reimburse Shareholders, nominees or agents for costs incurred in obtaining from their principal’s authorization to execute forms of proxy, except that the Company has requested brokers and nominees who hold stock in their respective names to furnish this proxy material to their customers, and the Company will reimburse such brokers and nominees for their related out of pocket expenses. No solicitation will be made by specifically engaged employees or soliciting agents. The Company will bear the cost of the solicitation.

No person has been authorized to give any information or to make any representation other than as contained in this Information Circular in connection with the solicitation of proxies. If given or made, such information or representations must not be relied upon as having been authorized by the Company. The delivery of this Information Circular shall not create, under any circumstances, any implication that there has been no change in the information set forth herein since the date of this Information Circular. This Information Circular does not constitute the solicitation of a proxy by anyone in any jurisdiction in which such solicitation is not authorized, or in which the person making such solicitation is not qualified to do so, or to anyone to whom it is unlawful to make such an offer of solicitation.

APPOINTMENT AND REVOCATION OF PROXY

Appointment of Proxy

Registered Shareholders are entitled to vote at the Meeting. A shareholder is entitled to one vote for each common share that such shareholder holds on the record date of July 14, 2025, on the resolutions to be voted upon at the Meeting, and any other matter to come before the Meeting.

If a registered shareholder does not attend the Meeting in person, in order to vote, registered Shareholders of the Company need to complete, date and sign the form of proxy and deposit it with the Company’s transfer agent, Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, ON M5J 2Y1 by mail or fax, no later than forty eight (48) hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting, or adjournment thereof.

The persons named as proxyholders (the “Designated Persons”) in the enclosed form of proxy are directors and/or officers of the Company.

A SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON OR COMPANY (WHO NEED NOT BE A SHAREHOLDER) TO ATTEND AND ACT FOR OR ON BEHALF OF THAT SHAREHOLDER AT THE MEETING, OTHER THAN THE DESIGNATED PERSONS NAMED IN THE ENCLOSED FORM OF PROXY.

TO EXERCISE THE RIGHT, THE SHAREHOLDER MAY DO SO BY STRIKING OUT THE PRINTED NAMES AND INSERTING THE NAME OF SUCH OTHER PERSON AND, IF DESIRED, AN ALTERNATE TO SUCH PERSON, IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY. SUCH SHAREHOLDER SHOULD NOTIFY THE NOMINEE OF THE APPOINTMENT, OBTAIN THE NOMINEE'S CONSENT TO ACT AS PROXY AND SHOULD PROVIDE INSTRUCTION TO THE NOMINEE ON HOW THE SHAREHOLDER'S SHARES SHOULD BE VOTED. THE NOMINEE SHOULD BRING PERSONAL IDENTIFICATION TO THE MEETING.

In order to be voted, the completed form of proxy must be received by the Company's transfer agent, Computershare Investor Services Inc. (the "Transfer Agent") at their offices located at 100 University Avenue, 8th Floor, Toronto, ON M5J 2Y1 by mail or fax not later than forty-eight (48) hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting, unless the chairman of the Meeting elects to exercise his discretion to accept proxies received subsequently.

A proxy may not be valid unless it is dated and signed by the shareholder who is giving it or by that shareholder's attorney-in-fact duly authorized by that shareholder in writing or, in the case of a corporation, dated and executed by a duly authorized officer or attorney-in-fact for the corporation. If a form of proxy is executed by an attorney-in-fact for an individual shareholder or joint Shareholders, or by an officer or attorney-in-fact for a corporate shareholder, the instrument so empowering the officer or attorney-in-fact, as the case may be, or a notarial certified copy thereof, must accompany the form of proxy.

Revocation of Proxies

A shareholder who has given a proxy may revoke it at any time before it is exercised by an instrument in writing: (a) executed by that shareholder or by that shareholder's attorney-in-fact authorized in writing or, where the shareholder is a corporation, by a duly authorized officer or, or attorney-in-fact for, the corporation; and (b) delivered either: (i) to the Company at the address set forth above, at any time up to and including the last business day preceding the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (ii) to the Chairman of the Meeting prior to the vote on matters covered by the proxy on the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (iii) in any other manner provided by law.

Also, a proxy will automatically be revoked by either: (i) attendance at the Meeting and participation in a poll (ballot) by a shareholder, or (ii) submission of a subsequent proxy in accordance with the foregoing procedures. A revocation of a proxy does not affect any matter on which a vote has been taken prior to any such revocation.

VOTING OF PROXIES

A shareholder may indicate the manner in which the Designated Persons are to vote with respect to a matter to be voted upon at the Meeting by marking the appropriate space. If the instructions as to voting indicated in the proxy are certain, the common shares represented by the proxy will be voted or withheld from voting in accordance with the instructions given in the proxy. If the shareholder specifies a choice in the proxy with respect to a matter to be acted upon, then the common shares represented will be voted or withheld from the vote on that matter accordingly. **The common shares represented by a proxy will be voted or withheld from voting in accordance with the instructions of the shareholder on any ballot that may be called for and if the shareholder specifies a choice with respect to any matter to be acted upon, the common shares will be voted accordingly.**

IF NO CHOICE IS SPECIFIED IN THE PROXY WITH RESPECT TO A MATTER TO BE ACTED UPON, THE PROXY CONFERS DISCRETIONARY AUTHORITY WITH RESPECT TO THAT MATTER UPON THE DESIGNATED PERSONS NAMED IN THE FORM OF PROXY. IT IS INTENDED THAT THE DESIGNATED PERSONS WILL VOTE THE COMMON SHARES REPRESENTED BY THE PROXY IN

FAVOUR OF EACH MATTER IDENTIFIED IN THE PROXY AND FOR THE NOMINEES OF THE COMPANY'S BOARD OF DIRECTORS FOR DIRECTORS AND AUDITOR.

The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to other matters which may properly come before the Meeting, including any amendments or variations to any matters identified in the Notice, and with respect to other matters which may properly come before the Meeting. At the date of this Information Circular, management of the Company is not aware of any such amendments, variations, or other matters to come before the Meeting.

In the case of abstentions from, or withholding of, the voting of the common shares on any matter, the common shares that are the subject of the abstention or withholding will be counted for determination of a quorum, but will not be counted as affirmative or negative on the matter to be voted upon.

ADVICE TO BENEFICIAL SHAREHOLDERS

The information set out in this section is of significant importance to those Shareholders who do not hold shares in their own name. Shareholders who do not hold their shares in their own name (referred to in this Information Circular as "Beneficial Shareholders") should note that only proxies deposited by shareholders whose names appear on the records of the Company as the registered holders of common shares can be recognized and acted upon at the Meeting. If common shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those common shares will not be registered in the shareholder's name on the records of the Company. Such common shares will more likely be registered under the names of the shareholder's broker or an agent of that broker. In Canada, the vast majority of such common shares are registered under the name of CDS & Co., being the registration name for The Canadian Depository for Securities Limited (which acts as nominee for many Canadian brokerage firms), and in the United States, under the name Cede & Co., as nominee for the Depository Trust Company (which acts as a brokerage depository for many U.S. firms and custodial banks). **Beneficial Shareholders should ensure that instructions respecting the voting of their common shares are communicated to the appropriate person well in advance of the Meeting.**

Regulatory policies require Intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholder meetings. Pursuant to National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer*, arrangements have been made with clearing agencies, brokerage houses and other financial intermediaries to forward proxy solicitation material to the beneficial owners of the Shares. Every Intermediary has its own mailing procedures and provides its own return instructions, which should be carefully followed by Beneficial Shareholders to ensure that their common shares are voted at the Meeting.

In accordance with the requirements of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer*, the Company has elected to send the notice of meeting, this Information Circular and a request for voting instructions (a "VIF"), instead of a proxy (the notice of Meeting, Information Circular and VIF or proxy are collectively referred to as the "Meeting Materials") directly to the NOBOs and indirectly through Intermediaries to the OBOs. The Intermediaries (or their service companies) are responsible for forwarding the Meeting Materials to OBOs.

By choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

Beneficial Shareholders will receive from an intermediary either voting instruction forms ("VIF") or, less frequently, forms of proxy. The purpose of these forms is to permit Beneficial Shareholders to direct the voting of the Common Shares they beneficially own. Beneficial Shareholders should follow the procedures set out therein, depending on which type of form they receive.

In either case, the purpose of this procedure is to permit Beneficial Shareholders to direct the voting of the shares which they beneficially own.

A Beneficial Shareholder receiving these forms cannot use that form to vote common shares directly at the Meeting. Beneficial Shareholders should carefully follow the instructions set out in the applicable form including those regarding when and where the form is to be delivered. Should a Beneficial Shareholder wish to attend the Meeting or have someone else attend on their behalf, the Beneficial Shareholder will need to write their name (or their nominee's name) in the space provided in the VIF or form of proxy and return it in accordance with the instructions of the VIF or form of proxy.

Only registered Shareholders have the right to revoke a proxy. A Beneficial Shareholder who wishes to change its vote must, arrange for its Intermediary to revoke its VIF or form of proxy on its behalf.

The Company does not intend to pay for Nominees to deliver the Meeting materials and Form 54-101F7 – *Request for Voting Instructions Made by Intermediary* to OBOs. As a result, OBOs will not receive the Meeting materials unless their Nominee assumes the costs of delivery.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Company is authorized to issue an unlimited number of common shares without par value. As of the record date, being the close of business on July 14, 2025, a total of 87,292,538 common shares will be issued and outstanding. Each common share carries the right to one vote at the Meeting.

Only registered Shareholders as of the record date are entitled to receive notice of, and to attend and vote at, the Meeting or any adjournment or postponement of the Meeting.

To the knowledge of the directors and executive officers of the Company, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, common shares carrying more than 10% of the voting rights attached to the outstanding common shares of the Company.

STATEMENT OF EXECUTIVE COMPENSATION

Refer to the section titled “*Executive Compensation*” of “*Information Relating to Lite Access*” attached as Appendix B to this Information Circular.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

Refer to the section titled “*Equity Incentive Compensation Plan Information*” of “*Information Relating to Lite Access*” attached as Appendix B to this Information Circular.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

No director or executive officer of the Company or any proposed nominee of management of the Company for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, since the beginning of the Company's last financial year in matters to be acted upon at the Meeting, other than the Acquisition Resolution, the Direction Election Resolution, the Stock Option Plan Resolution.

AUDIT COMMITTEE DISCLOSURE

Refer to the sections titled “*Audit Committee and Corporate Governance – Audit Committee*” of “*Information Relating to Lite Access*” attached as Appendix B to this Information Circular.

CORPORATE GOVERNANCE

Refer to the sections titled “*Audit Committee and Corporate Governance – Corporate Governance*” of “*Information Relating to Lite Access*” attached as Appendix B to this Information Circular.

PROPOSAL NO. 1 - THE ACQUISITION

Background to the Acquisition

The Share Exchange Agreement is the result of negotiations among representatives of the Company and Ironman, and their respective legal and financial advisors. The following is a summary of the background leading up to the announcement of the Acquisition.

The Company has been contracting Ironman to provide directional drilling services in providing fibre optic infrastructure design and installation services to the Company's clients.

On July 20, 2022, the Company and Ironman entered into a co-operation agreement, pursuant to which the parties agreed to jointly provide their specialized fibre installation and directional services on new fibre optic networks.

On April 13, 2023, the Company, Ironman, and their respective legal representatives had an initial meeting to discuss the potential of a business combination.

On May 3, 2023, the Company and Ironman entered into a non-binding Letter of Intent, pursuant to which the parties agreed to negotiate a definitive agreement and conducted their respective due diligence.

On May 31, 2023, June 30, 2023, September 11, 2023, November 15, 2023, February 22, 2024, June 26, 2024 and October 30, 2024, the Company and Ironman entered into extension agreements to extend the exclusivity period pursuant to the Letter of Intent, while the parties complete their due diligence and audit process.

In October 2024, the Company engaged RWE to provide an independent fairness opinion regarding the fairness of the Acquisition to the Shareholders, from a financial point of view.

On December 7, 2024, the Company's Board approved the Acquisition by written consent and the Company entered into a definitive Share Exchange Agreement with the Ironman Parties and the Ironman Shareholders.

On January 30, 2025, the Company, the Ironman Parties and the Ironman Shareholders entered into the First Amending Agreement removing "Ironman USA Holdings Inc." as a party to the Share Exchange Agreement and replacing it with "Ironman Directional Drilling US Inc."

On July 14, 2025, the Company, the Ironman Parties and the Ironman Shareholders entered into the Second Amending Agreement extending the "Outside Date" (as such term is defined in the Share Exchange Agreement) from June 30, 2025 to September 30, 2025.

The Board recommends that the Shareholders vote FOR the Acquisition Resolution for the reasons set out below under "*Proposal No. 1 - The Acquisition – Reasons for the Recommendation of the Board*".

Information Relating to the Company

The Company is a provider of fiber optic products and advanced installation methodologies. The Company offers integrated solutions for all types of telecom requirements. Beginning with a comprehensive project analysis of engineering, design and permitting, the Company offers a full compliment of aerial and underground construction methodologies including splicing, testing and maintenance.

For full disclosure on information relating to the Company, please see "*Information Relating to Lite Access*" attached as Appendix B to this Information Circular.

Information Relating to Ironman

Ironman provides horizontal directional drilling services for homeowners, businesses, and industrial clients throughout Western Canada. Ironman offers a wide range of applications including telecom, electrical, water and

sewer, oil, and gas, geothermal, irrigation and more. Possessing specialized machinery and an experienced team, Ironman excels in any type of terrain including lakes, rivers and ocean crossings, railways, roads, and highways as well as offers additional services.

For full disclosure on information relating to Ironman, please see “*Information Relating to Ironman*” attached as Appendix C to this Information Circular.

Terms of the Share Exchange Agreement

This section sets out a summary of the material terms of the Acquisition and the Share Exchange Agreement, Shareholders should refer to the Share Exchange Agreement, the First Amending Agreement and the Second Amending Agreement attached as Appendix A to this Information Circular. Capitalized terms used herein and not otherwise defined will have the meanings ascribed to such terms in the Share Exchange Agreement.

Parties

The Parties to the Share Exchange Agreement include the Company, the Ironman Parties and the Ironman Shareholders.

Consideration

The Company has agreed to acquire all of the issued and outstanding shares of Ironman pursuant to the Share Exchange Agreement in consideration for:

- (a) the issuance of an aggregate of 85,392,538 common shares of the Company (the “Consideration Shares”), subject to the Escrow Agreement (as defined below), to the Ironman Shareholders; and
- (b) the payment of an aggregate of \$6,000,000 (the “Cash Consideration”) to the Ironman Shareholders over five (5) equal installments as follows:
 - (i) \$1,200,000 due and payable on or before the date that is 12 months following the Closing Date;
 - (ii) \$1,200,000 due and payable on or before the date that is 24 months following the Closing Date;
 - (iii) \$1,200,000 due and payable on or before the date that is 36 months following the Closing Date;
 - (iv) \$1,200,000 due and payable on or before the date that is 48 months following the Closing Date; and
 - (v) \$1,200,000 due and payable on or before the date that is 60 months following the Closing Date.

The Cash Consideration will be evidenced by the issuance of promissory notes (the “Consideration Promissory Notes”) in favor of the Ironman Shareholders.

After the Closing Date, the Cash Consideration payable to the Ironman Shareholders will be adjusted by the working capital of the Ironman Parties (the “Ironman Working Capital”). If the Ironman Working Capital is less than nil, then the Ironman Shareholders shall pay the Company the difference and shall satisfy their obligation to pay their respective pro rata share (i) by means of a set-off of an equivalent amount of the principal outstanding under such Ironman Shareholder’s Consideration Promissory Notes; and (ii) to the extent such amount exceeds the then remaining principal amount of such Ironman Shareholder’s Consideration Promissory Notes, by payment in case to the Company in the amount of such excess. If the Ironman Working Capital is greater than nil, then the Company pay to the Ironman Shareholders such difference by adding the amount to the Cash Consideration, payable in five (5) equal consecutive installments over 60 months and such amount will be evidenced by the issuance of promissory notes (the “Working Capital Adjustment Promissory Notes”) in favor of the Ironman Shareholders. As at February 28, 2025, the Ironman Working Capital was \$4,062,882 (excludes the preferred share liability of \$16,938,372 as all preferred shares will be acquired by the Company). If the Ironman Working Capital remains at such amount until the Closing Date, the Company will be required to pay an additional \$4,062,882 to the Ironman Shareholders.

As security for the payment of the Cash Consideration and any positive working capital adjustment, the Company will enter into guarantees, general security agreements and share pledge agreements in favour of the Ironman Shareholders, and on the Closing Date, the Company and Ironman will enter into a priority agreement setting out the priority of the Consideration Promissory Notes and the Working Capital Adjustment Promissory Notes and how the guarantees, general security agreements and share pledge agreements will be dealt with as between the Ironman Shareholders and Lite Access.

The amounts paid pursuant to the working capital adjustment will be paid together with interest thereon calculated and compounded monthly from the Closing Date to the date of payment, at the rate of 8% per annum, subject to a maximum interest permitted by law.

The Ironman Shareholders will enter into an escrow agreement (the “Escrow Agreement”) whereby the Consideration Shares will be subject to the following resale restrictions: 10% of the Consideration Shares will be released on the Closing Date, and 15% of the Consideration Shares will be released every six months thereafter.

Changes in Directors and Officers

On the Closing Date, the Company will cause the board of directors of the Company to be restructured through resignations and appointments, forming a new board of directors consisting of Michael Irmen, Robert Scott, R. David Toyoda, Mark Tommasi, Jason Earl and Calvin Irmen (the “Director Changes”).

In addition, on the Closing Date, the Michael Irmen will be appointed as Chief Executive Officer and Linda Han will remain Chief Financial Officer and Corporate Secretary (the “Officer Changes”).

Representations and Warranties

The Share Exchange Agreement contains representations and warranties made by the Company to the Ironman Parties and the Ironman Shareholders and representations and warranties made by Ironman Parties and the Ironman Shareholders to the Company. Those representations and warranties were made solely for the purposes of the Share Exchange Agreement and are subject to important qualifications and limitations agreed to by the Parties in connection with negotiation its terms.

Moreover, some of the representations and warranties contained in the Share Exchange Agreement are subject to a contractual standard of materiality (including a Material Adverse Effect) that is different from that generally applicable to the public disclosure to the Shareholders or those standards used for the purpose of allocating risk between parties to an agreement. For the foregoing reasons, you should not rely on the representations and warranties contained in the Share Exchange Agreement as statements of factual information at the time they were made or otherwise.

The representations and warranties provided by the Company in favour of the Ironman Parties and the Ironman Shareholders relate to, among other things: (a) Incorporation and Qualification; (b) Required Approvals; (c) Corporate Authority; (d) Authorized and Issued Capital; (e) Consideration Shares; (f) No Violation or Termination; (g) Environmental Laws; (h) Lite Access Material Contracts; (i) Real Property; (j) Leases; (k) Dividends; (l) Liabilities; (m) Compliance with Laws; (n) Title to Assets; (o) Intellectual Property; (p) Enforceability of the Intellectual Property Rights of the Lite Access Entities; (q) No Infringement by Others; (r) No Infringement; (s) Insurance; (t) Employment Matters; (u) Labour Relations; (v) Restriction on Business Activities; (w) No Claims; (x) No Breach of Laws; (y) Consents and Approvals; (z) Reporting Issuer Status and Listing; (aa) Public Filings; (bb) Absence of Changes; (cc) Financial Statements; (dd) Corporate Records; (ee) Books and Records; and (ff) Lite Access Disclosure Letter.

The representations and warranties provided by Ironman Parties and the Ironman Shareholders in favour of the Company relate to, among other things: (a) Incorporation and Qualification; (b) Required Approvals; (c) Corporate Authority; (d) Authorized and Issued Capital of Ironman and Ironman Opco; (e) Authorized and Issued Capital of US Holdco; (f) No Violation or Termination; (g) Environmental Laws; (h) Ironman Material Contracts; (i) Real Property; (j) Leases; (k) Ironman Securities; (l) Dividends; (m) Liabilities; (n) No Other Agreements to Purchase;

(o) Compliance with Laws; (p) Regulatory Permits; (q) Title to Assets; (r) Intellectual Property; (s) Enforceability of the Intellectual Property Rights of the Ironman Entities; (t) No Infringement by Others; (u) No Infringement; (v) Insurance; (w) Employment Matters; (x) Labor Relations; (y) Restriction on Business Activities; (z) No Claims; (aa) No Breach of Laws; (bb) Corporate Records; (cc) Books and Records; (dd) Ironman Financial Statements; (ee) Subsidiaries; (ff) Not a Reporting Issuer, No Published Market; and (gg) Ironman Disclosure Letter.

The representations and warranties provided by the Ironman Shareholders in favour of the Company relate to, among other things: (a) Qualification; (b) Binding Agreement; (c) Title to Ironman Shares; (d) No Other Agreements to Purchase; (e) Resale Restrictions; (f) Independent Legal and Financial Advice; (g) Tax Matters; (h) No Conflict; (i) No Prospectus; and (j) Own Account.

Covenants and Agreements

The covenants and agreements of the Company include:

- To ensure the representations and warranties made by the Company in favour of Ironman remain true and correct;
- To maintain the Company in good standing and full compliance with laws and regulations;
- Not to solicit, initiate, knowingly encourage, cooperate with or facilitate any activities in competition with the Acquisition;
- To use reasonable commercial efforts to obtain all necessary approvals required for the performance of the Company's obligations under the Share Exchange Agreement;
- To conduct its usual course of business operations;
- Not to issue new debt, equity or other securities of the Company without prior written consent of Ironman;
- Not to borrow money or incur any indebtedness exceeding, in aggregate, \$50,000 other than in the ordinary course of business or with the prior written consent of Ironman
- Not to make advancements in excess of \$10,000 or advances which would exceed \$50,000 in any given month;
- Issue the Consideration Shares pursuant to an exemption from the prospectus requirements; and
- To comply with the terms of the Share Exchange Agreement and faithfully and expeditiously seek to close the Acquisition by the Closing Date.

The covenants and agreements of the Ironman Parties include:

- To ensure the representations and warranties made by the Ironman Parties in favour of the Company remain true and correct;
- To maintain the Ironman Parties in good standing and full compliance with laws and regulations;
- Not to solicit, initiate, knowingly encourage, cooperate with or facilitate any activities in competition with the Acquisition;
- To use reasonable commercial efforts to obtain all necessary approvals required for the performance of Ironman's obligations under the Share Exchange Agreement;

- To conduct its usual course of business operations;
- To prepare and deliver any financial statements required by regulatory authorities in connection with the Acquisition; and
- To comply with the terms of the Share Exchange Agreement and faithfully and expeditiously seek to close the Acquisition by the Closing Date.

The covenants and agreements of the Ironman Shareholders include:

- To ensure that the representations and warranties made by the Ironman Shareholders remain true and correct;
- To enter into the Escrow Agreement in accordance with the applicable Securities Laws;
- Not to transfer, sell, encumber or dispose of any of the Ironman Shares or any interest therein without the prior written consent of the Company; and
- To comply with the terms of the Share Exchange Agreement and faithfully and expeditiously seek to close the Acquisition by the Closing Date.

Conditions Precedent

The mutual obligations of the Parties under the Share Exchange Agreement are subject to the fulfillment of the following conditions at or prior to the Closing:

- Entry into the Escrow Agreement with an escrow agent in respect of the Consideration Shares;
- The Share Exchange Agreement shall not have been terminated;
- The completion of the necessary filings with the TSXV and receipt of the conditional acceptance of the Acquisition;
- The Company obtaining all the necessary approvals of the Acquisition; and
- There shall be no order or decree in force restraining or enjoining the consummation of the transactions contemplated under the Share Exchange Agreement.

The Company's obligations under the Share Exchange Agreement are subject to the fulfillment of the following conditions at or prior to the Closing, for the exclusive benefit of the Company, which may be waived by it in whole or in part on or before the Closing:

- The Company being satisfied as to the results of its due diligence investigations in respect of the Ironman Entities;
- The Ironman Shareholders and the board of directors of the Ironman Parties will have given all necessary approvals for the Acquisition;
- The Ironman Parties and the Ironman Shareholders shall have complied in all material respects with all of their respective covenants and agreements contained in the Share Exchange Agreement;
- The representations and warranties of the Ironman Parties and the Ironman Shareholders are true and correct;
- All documents necessary to complete the transfer of all legal and beneficial ownership of all Ironman Shares shall have been delivered at the Closing;

- The Ironman Parties having no outstanding convertible securities in the capital of Ironman and US Holdco ;
- Each of the directors and officers of Lite Access, other than Michael Irmen and any holder of more than 5% of the Company's Shares having entered into the Support Agreements;
- The Ironman Shareholders having executed and delivered the Consideration Promissory Notes, guarantees, the share pledge agreements and the priority agreement at Closing; and
- Each of the Ironman Parties and the Ironman Shareholders having executed and delivered at Closing, such customary agreements, certificates, resolutions and other closing documents as may be required by the Company.

Ironman and the Ironman Shareholders' obligations under the Share Exchange Agreement are subject to the fulfillment of the following conditions at or prior to the Closing, for the exclusive benefit of Ironman, which may be waived by it in whole or in part on or before the Closing:

- The board of directors of the Company will have given all necessary approvals for the Acquisition;
- The Company shall have complied in all material with all of its covenants and agreements contained in the Share Exchange Agreement;
- The representations and warranties of the Company are true and correct;
- The Company shall have completed all filings in connection with the issuance of the Consideration Shares in compliance with the applicable securities laws;
- The Company shall have executed and delivered the Consideration Promissory Notes, guarantees, general security agreements, share pledge agreements and the priority agreement to the Ironman Shareholders;
- The Director Changes and the Officer Changes will have been completed;
- The Company having executed and delivered, at Closing, such customary agreements, certificates, resolutions and other closing documents as may be required by Ironman; and
- The absence of any Material Adverse Change in the business, financial condition, prospects, assets or operations of Lite Access.

Termination

The Ironman Parties and the Company has a right to terminate the Share Exchange Agreement by mutual written agreement at any time, or upon written notice to the other parties if the Company, the Ironman Parties or any of the Ironman Shareholders has breached or is in default of any material term of the Share Exchange Agreement and fails to cure or remedy such breach or default within 10 days after receiving written notice thereof, or if any of the closing conditions have not been fulfilled by September 30, 2025.

Public Disclosure

The Parties shall not disclose or make any public announcement regarding the Acquisition without the prior written agreement of the Company and the Ironman Parties as to timing, content and method, other than such disclosure required by the applicable laws.

The Parties and its affiliates shall hold all information in confidence except as required by the applicable laws;

Expenses

Each Party shall be responsible for the payment of its own costs and expenses, including legal fees and disbursements, incurred by it in connection with the negotiation and execution of the Share Exchange Agreement, other than a termination resulting from a breach, whereby the Breaching Party shall be responsible and shall reimburse the Terminating Party for all costs and expenses, including legal fees and disbursements, incurred by the Terminating Party in connection with the negotiation and execution of the Share Exchange Agreement, subject to a maximum of \$250,000.

Recommendation of the Board

After careful consideration, including consultation with its legal and financial advisors and the other factors set out below under the heading “*Proposal No. 1 - The Acquisition – Reasons for the Recommendation of the Board*”, the Board unanimously determined that the Acquisition is in the best interests of the Company and is fair to the Shareholders and that the Share Exchange Agreement and the performance of the transactions contemplated therein be approved. The Board unanimously recommends that the Shareholders vote FOR the Acquisition Resolution.

Reasons for the Recommendation of the Board

The following is a summary of the principal reasons for the unanimous conclusion of the Board (see “*Proposal No. 1 - The Acquisition – Background to the Acquisition*”) that the Acquisition is in the best interests of the Company and the Shareholders, and is fair to the Shareholders to approve the Share Exchange Agreement, and that the Shareholders vote FOR the Acquisition Resolution.

Substantive Fairness

Increased Revenue and Margins. Following the Acquisition, the Company would have vertically integrated its operations thereby increasing revenue and margins. The Company will benefit from the existing customers and business operations of Ironman and will not longer be required to contract the services of third-party directional drillers.

Support of Directors and Senior Officers. All of the directors and senior officers of the Company has unanimously determined that the Acquisition is in the best interests of the Company and that the consideration to be paid to the Company is fair from a financial point of view to the Shareholders.

Reasonable Termination Expense Reimbursement. The amount of the termination expense reimbursement, being \$250,000 and payable under certain circumstances as specified in the Share Exchange Agreement is reasonable.

Fairness Opinion. The Board received a fairness opinion from RWE to the effect that, as at July 14, 2025, and subject to the assumptions, limitations and qualifications set out therein, the Acquisition is fair, from a financial point of view, to the Shareholders. RWE was paid a fee of \$7,500 plus applicable taxes. A copy of the fairness opinion is set forth in Appendix D of this Circular.

Other Factors. The Board also considered the Acquisition with reference to the financial condition and results of operations of the Company, as well as its prospects, strategic alternatives and competitive position, including the risks involved in achieving those prospects and following those alternatives in light of current market conditions with the Company’s financial position.

The Board also considered the risks relating to the Acquisition including those matters described under the heading “*Risk Factors*”. The Board believed that, overall, the anticipated benefits of the Acquisition to the Company outweighed these risks.

Procedural Fairness

In making its determinations and recommendations, the Board also observed that a number of procedural safeguards were in place and are permit the Board to represent the interests of the Company, the Shareholders and the Company’s other stakeholders, ensuring procedural fairness of the Acquisition.

Shareholder Approval. The Acquisition must be approved by a majority of votes cast by the Shareholders at the Meeting, in person or by proxy on the Acquisition Resolution, excluding the votes from Ironman, Mr. Irmen, their respective affiliates and any other persons who is an “interested party”, pursuant to section 8.1 of MI 61-101.

Regulatory Approval. The Acquisition must be approved by the TSXV. The Share Exchange Agreement also contains a condition precedent that all regulatory approvals shall be obtained prior to closing.

Procedure for the Acquisition to Become Effective

The following procedural steps must be taken in order for the Acquisition to become effective:

- In accordance with section 5.14 of TSXV Policy 5.3, the Company is required to obtain shareholder approval as the Acquisition will result in more than 10% of the issued and outstanding shares being issued to a Non-Arm’s Length Party (as defined by the rules of the TSXV).
- The Acquisition must be approved by a majority of votes cast by the Shareholders at the Meeting, in person or by proxy on the Acquisition Resolution, excluding the votes from Ironman, Mr. Irmen, their respective affiliates and any other persons who is an “interested party”, pursuant to section 8.1 of MI 61-101.
- The Company is required to obtain TSXV final acceptance of the Acquisition.
- All other conditions precedent to the Acquisition further described in the Share Exchange Agreement must be satisfied or waived by the appropriate party.

Completion of the Acquisition

Although the Company’s objective is to have the Acquisition occur as soon as possible after the Meeting, the Acquisition may not be able to be completed for a number of reasons, including, but not limited to the Company not being able to obtain the required votes to pass the Acquisition Resolution or the Company or Ironman determining not to complete the Acquisition. See “*The Share Exchange Agreement – Termination of the Share Exchange Agreement*”.

Required Approvals

Shareholder Approval

The Acquisition, the Consideration and the New Control Person must be approved by a majority of votes cast by the Shareholders at the Meeting, in person or by proxy on the Acquisition Resolution, excluding the votes from Ironman, Mr. Irmen, their respective affiliates and any other persons who is an “interested party”, pursuant to section 8.1 of MI 61-101.

Stock Exchange Approval

The Company’s common shares currently trade on the TSXV under the symbol “LTE”, hence is bound by TSXV Policies. The Acquisition constitutes a “Fundamental Acquisition” as such term is defined under section 1 of TSXV Policy 5.3. As such, TSXV acceptance is required. The Company has applied to the TSXV for conditional acceptance of the Acquisition on May 10, 2023, which was received on June 9, 2023. Final acceptance by the TSXV is required prior to closing of the Acquisition.

Required Votes Under MI 61-101

MI 61-101 regulates certain transactions to ensure equality of treatment among security holders, generally requiring enhanced disclosure, approval by a majority of security holders excluding “interested parties” or “related parties”, independent valuations and, in certain instances, approval and oversight of the transaction by a special committee of independent directors.

The protections of MI 61-101 generally apply to “related party transactions”, where the issuer directly or indirectly sells, transfers or disposes an asset to a “related party” (as defined in MI 61-101). Such related party, being a party to the transaction will be an “interested party” (as defined in MI 61-101). A “related party” includes directors, executive officers and shareholders holding over 10% of the issued and outstanding shares of the Company.

As set out under the title “*Proposal No. 1 - The Acquisition*”, the Company has agreed to acquire all of the issued and outstanding shares of the Ironman Parties in accordance with the terms of the Share Exchange Agreement. The Ironman Parties are entities controlled by Michael Irmen, a director of the Company, and his spouse and Mr. Irmen will be a Shareholder that controls over 10% of the issued and outstanding shares of the Company following the Acquisition. Accordingly, Ironman is a “related party” as defined under MI 61-101 and the Acquisition is a “related party transaction” under MI 61-101.

In accordance with section 8.1 of MI 61-101, the Acquisition, the Consideration and the New Control Person must be approved by a simple majority of the votes cast by the Shareholders who vote at the Meeting, either in person or by proxy, excluding any votes of a “related party” to the Acquisition. Based on the foregoing, the following Shareholders are excluded from voting on this resolution:

Name	Amount of Shares
Ironman Direction Drilling Ltd.	2,265,440
Michael Irmen	400,000
Denise Irmen ⁽¹⁾	400,000
Tara Irmen ⁽²⁾	100,000
Calvin Irmen ⁽³⁾	100,000
Carson Irmen ⁽⁴⁾	400,000
Total	3,665,440

Notes:

- (1) Denis Irmen is the spouse of Michael Irmen.
- (2) Tara Irmen is the daughter of Michael Irmen.
- (3) Calvin Irmen is the son of Michael Irmen.
- (4) Carson Irmen is the son of Michael Irmen.

Acquisition Resolution

The text of the ordinary resolution which management intends to place before the Meeting for the ratification and approval of the Acquisition is set forth below:

“BE IT HEREBY RESOLVED as an ordinary resolution of the Company that:

- the acquisition of 1097195 B.C. Ltd. and Ironman Directional Drilling US Inc in accordance with Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“MI 61-101”) is hereby approved, confirmed and ratified, subject to the final acceptance of the Acquisition by the TSXV;
- the value of the consideration for the Acquisition, being (i) the issuance of an aggregate of 85,392,538 common shares off the Company to the shareholders of Ironman and US Holdco (the “Ironman Shareholders”); and (ii) the payment of \$6,000,000 in cash to the Ironman Shareholders, subject to a working capital adjustment, payable in equal installments of \$1,200,000 commencing twelve months from the Closing Date and continuing every 12 months thereafter in accordance with section 5.15 of TSXV Policy 5.3 *Acquisitions and Dispositions of Non-Cash Assets* (“TSXV Policy 5.3”) (the “Consideration”) is hereby confirmed and approved;
- Michael Irmen as a new Control Person (as such term is defined in the TSXV Policy 1.1) of the Company is hereby confirmed and approved; and

4. any one director or officer is hereby authorized and directed to do all such acts and things and to execute all such documents, deeds or instruments to give effect to the foregoing resolution.”

MANAGEMENT UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS VOTE FOR THE ACQUISITION RESOLUTION AT THE MEETING.

PROPOSAL NO. 2 - NUMBER OF DIRECTORS

Shareholders will be asked to consider and, if thought appropriate, to approve, with or without variation, an ordinary resolution to fix the number of Directors at six (6) to take effect only in the event that the Acquisition is completed; and to fix the number of directors on the Board of Directors to four (4) until the earlier of: (i) the next annual meeting of Shareholders; and (ii) 12:01 a.m. on the day following the effective date of the Acquisition (the “Effective Time of the Acquisition”). In order for the following resolution to be passed, it must be approved by a simple majority of the votes cast by Shareholders who vote at the Meeting, either in person or by Proxy. The text of the ordinary resolution which management intends to place before the Meeting for the ratification and approval of the Number of Directors Resolution is set forth below:

“BE IT HEREBY RESOLVED as an ordinary resolution of the Company that:

1. the number of directors of the Company to be elected be and is hereby fixed at four (4) until the earlier of:
 - (a) the close of the next annual meeting of the Shareholders and
 - (b) the Effective Time of the Acquisitionis hereby approved; and
2. the number of directors of the Company to be elected following the Effective Time of the Acquisition until the close of the next annual meeting of the Shareholders be and is hereby fixed at six (6).”

In order for the Number of Directors Resolution to be passed, it must be approved by a simple majority of the votes cast by Shareholders who vote at the Meeting, either in person or by proxy.

Unless otherwise indicated, the persons designated as proxyholders in the accompany form of proxy will vote the common shares represented by such form of proxy FOR the Number of Directors Resolution. If you do not specify how you want your common shares voted at the Meeting, the persons designated as proxyholders in the accompanying form of proxy will cast the votes represented by your proxy at the Meeting FOR the Number of Directors Resolution.

MANAGEMENT UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS VOTE FOR THE NUMBER OF DIRECTORS RESOLUTION AT THE MEETING.

PROPOSAL NO. 3 - ELECTION OF DIRECTORS

At the Meeting, Shareholders are required to elect the directors of the Company to hold office until the close of the next annual meeting of Shareholders or until their successors are elected or appointed. It is desirable, in connection with the Acquisition, (A) to elect directors to serve from the close of the Meeting until the earlier of: (i) the close of the next annual meeting of Shareholders or until their successors are elected or appointed; and (ii) the Effective Time of the Acquisition (the “Current Slate”); and (B) to elect directors to serve from the Effective Time of the Acquisition until the close of the next annual meeting of Shareholders or until their successors are elected or appointed (the “New Slate”). The text of the ordinary resolution which management intends to place before the Meeting for the ratification and approval of the Director Election Resolution is set forth below:

“BE IT HEREBY RESOLVED as an ordinary resolution of the Company that:

1. the election of each of Mark Tommasi, R. David Toyoda, Alexander McAulay and Michael Irmen as directors of the Company to hold office until the earlier of:
 - (a) the close of the next annual meeting of the Shareholders or until their successors are elected or appointed and
 - (b) the Effective Time of the Acquisition
 is hereby approved; and
2. The election of each of Michael Irmen, Mark Tommasi, R. David Toyoda, Robert Scott, Jason Earl and Calvin Irmen as directors of the Company, to hold office from the Effective Time of the Acquisition until the close of the next annual meeting of the Shareholders or until their successors are elected or appointed, is hereby approved.”

Management of the Company does not contemplate that any of the Director Nominees under the New Slate will be unable to serve as a director upon the completion of the Acquisition. It is a condition precedent to the completion of the Acquisition, that the New Slate, comprised of six (6) individuals be elected on the Effective Time of the Acquisition, as the directors of the Company. If the New Slate does not receive the requisite approval, the Acquisition will not proceed, unless such condition precedent is waived by Ironman.

At the time of the Meeting, the Acquisition will not yet have been completed and there can be no assurance at that time that it will be completed.

Unless otherwise indicated, the persons designated as proxyholders in the accompanying form of Proxy will vote the common shares represented by such form of Proxy FOR the Director Election Resolution. If you do not specify how you want your common shares voted at the Meeting, the persons designated as proxyholders in the accompanying form of Proxy will cast the votes represented by your proxy at the Meeting FOR the Director Election Resolution.

See below for detailed information concerning the Current Slate and the New Slate.

Current Slate

The following sets forth the name of each of the persons proposed to be nominated for election as a director as part of the Current Slate, all positions and offices in the Company presently held by such nominees, the nominees' municipality and country of residence, principal occupation at the present time and during the preceding five years, the period during which the respective nominees have served as directors, and the number and percentage of common shares beneficially owned by the nominees, directly or indirectly, or over which control or direction is exercised, as of the date of this Information Circular.

The following sets forth the name of each of the persons proposed to be nominated for election as a director as part of the Current Slate, all positions and offices in the Company presently held by such nominees, the nominees' municipality and country of residence, principal occupation at the present time and during the preceding five years, the period during which the respective nominees have served as directors, and the number and percentage of common shares beneficially owned by the nominees, directly or indirectly, or over which control or direction is exercised, as of the date of this Information Circular.

Name Province, Country of Residence and Position(s) with the Company	Periods During which Nominee has Served as a Director and/or Officer	Principal Occupation, Business or Employment for Last Five Years	Number of Common Shares Owned⁽¹⁾	Percentage of Common Shares Owned
Mark Tommasi ⁽²⁾⁽³⁾⁽⁴⁾ Chief Executive Officer	Director since June 3, 2022	Independent Businessman, President of Mountain Top Advisory Services Ltd. (June	Nil	N/A

Director British Columbia, Canada	Chief Executive officer since November 15, 2023	2001 to present); Director of KUA Investments Inc. since July 2021; President of Canary Gold Corp. since November 2024; Director and Interim Chief Executive Officer of Carbeeza Inc.; Director and Chief Executive Officer of the Company		
R. David Toyoda ⁽²⁾⁽³⁾⁽⁴⁾ Director British Columbia, Canada	May 26, 2015	Founder of Pacific Star Corporate Finance Law (August 2020 to present)	60,000 (Direct)	0.07%
Alexander McAulay ⁽²⁾⁽⁴⁾ Director British Columbia, Canada	July 29, 2022	Chartered Accountant, Chief Executive Officer of Treewalk since 2016 to present	Nil	N/A
Michael Irmen Director British Columbia, Canada	July 29, 2022	Principal of Ironman Directional Drilling; Director of the Company	2,665,440 ⁽⁵⁾ (Direct and Indirect)	3.05%
Total			2,725,440	3.12%

Notes:

- (1) Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, as at the Record Date.
- (2) Member of the Audit Committee.
- (3) Member of the Governance Committee
- (4) Member of the Compensation Committee
- (5) Of the Shares noted, 400,000 Shares are held directly by Mr. Irmen and 2,265,440 Shares are held indirectly in the name of Ironman Directional Drilling Ltd., a company controlled by Mr. Irmen. Mr. Irmen also indirectly holds a convertible debenture in the principal amount of \$250,000.

New Slate

The following table sets forth the name of each of the persons proposed to be nominated for election as a director as part of the New Slate, all positions and offices in the Company presently held by such nominees, the nominees' municipality and country of residence, principal occupation, the period during which the nominees have served as directors, and the number and percentage of Shares beneficially owned by such nominees, directly or indirectly, or over which control or direction is exercised.

Name Province, Country of Residence and Nominated Position(s) with the Company	Periods During which Nominee has Served as a Director and/or Officer	Principal Occupation, Business or Employment for Last Five Years	Number of Common Shares to be Owned (Assumes Completion of the Acquisition)	Percentage of Common Shares owned or to be Owned (Assumes Completion of the Acquisition)
Michael Irmen	July 29, 2022	Principal of Ironman; Director of the Company.	41,096,582 ⁽¹⁾ (Direct and Indirect)	23.99%

Chief Executive Officer and Director British Columbia, Canada				
Mark Tommasi Director, British Columbia, Canada	Director since June 3, 2022 Chief Executive officer since November 15, 2023	Independent Businessman, President of Mountain Top Advisory Services Ltd. (June 2001 to present); Director of KUA Investments Inc. since July 2021; President of Canary Gold Corp. since November 2024; Director and Interim Chief Executive Officer of Carbeeza Inc.; Director and Chief Executive Officer of the Company.	Nil	N/A
R. David Toyoda Director, British Columbia, Canada	May 26, 2015	Founder of Pacific Star Corporate Finance Law (August 2020 to present).	60,000 (Direct)	0.04%
Robert Scott Director British Columbia, Canada	N/A	Co-owner and manager of Ironman.	8,539,254 (Direct)	4.99%
Jason Earl Director, British Columbia, Canada	N/A	For the past two years Jason has been a Locator / Operator at Ironman. Prior to that, Jason was the owner of J. Earl Contracting.	Nil	N/A
Calvin Irmen Director, British Columbia, Canada	N/A	For the past 5 years, Calvin has worked at Ironman. For the last 2 years he has been a Foreman / Superintendent. Prior to that, Calvin was an Equipment Operator.	Nil	N/A

- (1) On completion of the Acquisition, in addition to the 2,665,440 common shares currently owned directly and indirectly, Mr. Irmen will own an additional 38,422,142 common shares directly and 9,000 common shares indirectly through 599837 B.C. Ltd., a company controlled by Mr. Irmen. As such, Mr. Irmen will hold a total of 41,096,582 common shares directly and indirectly on completion of the Acquisition.

Cease Trade Orders, Bankruptcies and Penalties or Sanctions

Other than disclosed below, to the knowledge of management of the Company, no current director or officer of the Company, individual who will be a director of the Company upon completion of the Acquisition, or shareholder holding a sufficient number of securities to affect materially control of the Company is, or within 10 years before the date of this Information Circular, has been, a director or officer of any other issuer that, while that person was acting in that capacity:

- (a) was the subject of a cease trade or similar order, or an order that denied such other issuer access to any exemptions under Ontario securities law for a period of more than 30 consecutive days; or
- (b) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in such other issuer being the subject of a cease trade or similar order or an order that denied such other issuer access to any exemption under securities legislation for a period of more than 30 consecutive days.

For the purposes of this Information Circular, an “order” means a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to an exemption under securities legislation, and such order was in effect for a period of more than 30 consecutive days.

Mark Tommasi is a director of XRApplied Technologies Inc. (“XR”). On December 3, 2021, a cease trade order was issued to XR by the securities regulatory authorities in British Columbia and Ontario, for its failure to file its annual financial statements, the corresponding management’s discussion and analysis and certification of annual filings for the year ended July 31, 2021. The cease trade order was revoked on February 1, 2022. On December 2, 2022, a cease trade order was issued to XR by the securities regulatory authorities in British Columbia and Ontario for its failure to file its annual financial statements, the corresponding management’s discussion and analysis and certification of annual filings for the year ended July 31, 2022.

Mark Tommasi is a director of Zadar Minerals Corp. (“Zadar”). On November 3, 2022, a cease trade order was issued to Zadar by the securities regulatory authorities in British Columbia and Ontario for its failure to file its annual financial statements, the corresponding management’s discussion and analysis and certification of annual filings for the year ended June 30, 2022.

Alexander McAulay was the CFO of CBD Global Sciences Inc. (“CBD”). On June 16, 2020, and June 17, 2020, a management cease trade order was issued to Alexander McAulay by the securities regulatory authorities in British Columbia and Alberta respectively for CBD’s failure to file its annual audited financial statements, the corresponding management’s discussion and analysis and certification of annual filings for the year ended December 31, 2019. The cease trade orders were revoked on August 5, 2020 and August 6, 2020 respectively. On May 3, 2021, a management cease trade order was issued to Alexander McAulay by the Alberta Securities Commission for CBD’s failure to file its annual audited financial statements, the corresponding management’s discussion and analysis and certification of annual filings for the year ended December 31, 2020. On July 23, 2021, the management cease trade order was revoked.

Alexander McAulay was the CFO of Vegano Foods Inc. (“Vegano”). On May 3, 2022, a management cease trade order was issued to Alexander McAulay by the British Columbia Securities Commission for Vegano’s failure to file its annual audited financial statements and the corresponding management’s discussion and analysis for the year ended December 31, 2021. The management cease trade order was revoked on June 16, 2022.

Alexander McAulay was chief financial officer of Comprehensive Healthcare Systems Inc. (TSXV:CHS) on May 6, 2022, when a failure-to-file cease trade order was issued against Comprehensive Healthcare Systems Inc. by the Alberta Securities Commission (“ASC”) and the Ontario Securities Commission (“OSC”) as a result of the Company not having filed, on or before May 2, 2022, the annual financial statements, annual management’s discussion and analysis and certification of the annual filings for the year ended December 31, 2022. On May 19, 2022, Comprehensive Healthcare Systems Inc. received a revocation letter from the ASC and OSC upon making the required filings.

Bankruptcies

To the knowledge of management of the Company, no director or executive officer of the Company, or shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, is or has been, with the ten years preceding the date of this Information Circular:

- (a) a director or an executive officer of any company that, while the person was acting in that capacity, or within a year of that person ceasing to act in the capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold its assets or made a proposal under any legislation relating to bankruptcies or insolvency; or
- (b) become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of the individual.

Penalties or Sanctions

To the knowledge of management of the Company, no director or officer of the Company, or a shareholder holding sufficient securities of the Company to affect materially the control of the Company, has:

- (a) been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority; or
- (b) been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision.

MANAGEMENT RECOMMENDS THAT SHAREHOLDERS VOTE FOR THE DIRECTOR ELECTION RESOLUTION AT THE MEETING.

PROPOSAL NO. 4 - APPOINTMENT OF AUDITOR

Shareholders will be asked to vote for the appointment of Shim & Associates LLP, Chartered Professional Accountants to serve as auditors of the Company to hold office until the next annual general meeting of the shareholders or until such firm is removed from office or resigns as provided by law and to authorize the Board of Directors of the Company to fix the remuneration to be paid to the auditors.

MANAGEMENT RECOMMENDS THAT SHAREHOLDERS VOTE FOR THE AUDITOR RESOLUTION.

PROPOSAL NO. 5 - RATIFICATION AND APPROVAL OF STOCK OPTION PLAN

The Company has adopted a “rolling” stock option plan (the “Stock Option Plan”) whereby 10% of the number of issued and outstanding shares of the Company at any given time may be reserved for issuance pursuant to the exercise of options. The TSXV requires that the Stock Option Plan be submitted for approval by the shareholders at the annual general meeting of the Company. Accordingly, management is seeking ratification and approval of the Stock Option Plan by the shareholders. The board of directors of the Company has approved the Stock Option Plan and recommends shareholders vote in favour of approving and ratifying the Stock Option Plan.

The Stock Option Plan was established to provide incentive to directors, officers, employees, management company employees and consultants who provide services to the Company. The intention of management in proposing the Stock Option Plan is to increase the proprietary interest of such persons in the Company and thereby aid the Company in attracting, retaining and encouraging the continued involvement of such persons with the Company.

The Stock Option Plan provides for a floating maximum limit of 10% of the outstanding common shares, as permitted by the policies of the TSXV. As of the date of this Information Circular, the Company was eligible to grant up to 8,729,253 options under its Stock Option Plan. There are presently 5,365,000 options outstanding and 3,364,253 options that remain available for grant under the Stock Option Plan.

Summary of the Stock Option Plan

The following information is intended as a brief description of the Company’s proposed Stock Option Plan and is qualified in its entirety by the full text of the Stock Option Plan, which will be available for review at the Meeting. Capitalized terms are as defined in the Stock Option Plan.

1. The aggregate number of Common Shares that may be reserved for issuance pursuant to Options shall not exceed 10% of the outstanding Common Shares at the time of the granting of an Option, less the aggregate number of Common Shares then reserved for issuance pursuant to any other share compensation arrangement. For greater certainty, if an Option is surrendered, terminated or expires without being exercised, the Common Shares reserved for issuance pursuant to such Option shall be available for new Options granted under this Stock Option Plan.

2. The exercise price per Common Share for an Option shall be determined by the Directors or their delegates if any, but will in no event be less than the permitted discount to the Market Price for the Common Shares (as defined by the policies of the TSX-V) at the date of grant. The Company must obtain disinterested shareholder approval of any decrease in the exercise price of, or an extension to stock options granted to individuals that are Insiders at the time of the proposed amendment.
3. If Options are granted within ninety days of a Distribution by the Company by prospectus, then the exercise price per Common Share for such Option shall not be less than the greater of the minimum exercise price calculated pursuant to subsection 5.1(a) herein and the price per Common Share paid by the public investors for Common Shares acquired pursuant to such Distribution. Such ninety-day period shall begin:
 - (a) on the date the final receipt is issued for the final prospectus in respect of such Distribution; or
 - (b) in the case of an initial public offering, on the date of listing.
4. The number of Common Shares reserved for issuance in any 12 month period under the Stock Option Plan and any other share compensation arrangement to (a) any one Person, shall not exceed 5% of the outstanding Common Shares at the time of the grant (unless the Company has obtained disinterested shareholder approval to exceed such limit); (b) any one Consultant or Person employed to provide Investor Relations Activities, shall not exceed 2% of the outstanding Common Shares at the time of the grant; and (c) to Insiders, shall not exceed 10% of the outstanding Common Shares at any point in time.
5. Unless the Company has received disinterested shareholder approval to do so, the number of Common Shares issued to any Person within a 12 month period pursuant to the exercise of Options granted under the Stock Option Plan and any other share compensation arrangement shall not exceed 5% of the outstanding Common Shares at the time of the grant.
6. Upon expiry of an option, or in the event an option is otherwise terminated for any reason, the number of shares in respect of the expired or terminated option shall again be available for the purposes of the Stock Option Plan. All options granted under the Stock Option Plan, unless sooner terminated, have a term not exceeding and shall therefore expire no later than 10 years after the date of the grant.
7. If a Participant who is an Officer, Employee or Consultant is terminated for cause, each Option held by such Participant shall terminate and shall therefore cease to be exercisable upon such termination for cause

If a Participant dies or suffers a disability prior to otherwise ceasing to be an Eligible Person, each Option held by such Participant shall terminate and shall therefore cease to be exercisable no later than the earlier of the Expiry Date and the date which is twelve months after the date of the Participant's death or disability.

Unless an option agreement specifies otherwise, if a Participant ceases to be an Eligible Person for any reason other than death or disability, each Option held by the Participant other than a Participant who is involved in investor relations activities will cease to be exercisable 90 days after the Termination Date or for a "reasonable period" after the Participant ceases to serve in such capacity, as determined by the Board. For Participants involved in investor relations activities, Options shall cease to be exercisable 30 days after the Termination Date or for a "reasonable period" after the Participant ceases to serve in such capacity, as determined by the Board.

For greater certainty, if a Participant dies, each Option held by such Participant shall be exercisable by the legal representative of such Participant until such Option terminates and therefore ceases to be exercisable pursuant to the terms of this Section.

If any portion of an Option is not vested at the time a Participant ceases, for any reason whatsoever, to be an Eligible Person, such unvested portion of the Option may not be thereafter exercised by the Participant or its legal representative, as the case may be, always provided that the Board may, in its discretion and in the case of Options relating to Investor Relations, subject to the approval of the TSX-V, thereafter permit the

Participant or its legal representative, as the case may be, to exercise all or any part of such unvested portion of the Option that would have vested prior to the time such Option otherwise terminates and therefore ceases to be exercisable pursuant to the terms of this Section. For greater certainty, and without limitation, this provision will apply regardless of whether the Participant ceased to be an Eligible Person voluntarily or involuntarily, was dismissed with or without cause, and regardless of whether the Participant received compensation in respect of dismissal or was entitled to a notice of termination for a period which would otherwise have permitted a greater portion of an Option to vest.

8. The Board retains the discretion to impose vesting periods on any options granted. In accordance with the policies of the TSX-V, stock options granted to consultants performing investor relations services must vest in stages over a minimum of 12 months with no more than one-quarter of the stock options vesting in any three-month period.

Under Policy 4.4 of the TSX-V, all such rolling stock option plans which set the number of common shares issuable under the Stock Option Plan at a maximum of 10% of the issued and outstanding common shares must be approved and ratified by shareholders on an annual basis. Therefore, at the Meeting, shareholders will be asked to pass an ordinary resolution.

Proposed Resolution Ratifying and Approving the Stock Option Plan

The text of the ordinary resolution which management intends to place before the Meeting for the ratification and approval of the Stock Option Plan is set forth below:

“RESOLVED as an ordinary resolution of the Company that:

1. the Company’s 10% rolling Stock Option Plan, including the reservation for issuance under the 10% rolling Stock Option Plan at any time of a maximum of 10% of the issued shares of the Company, be and is hereby approved, confirmed and ratified, subject to the acceptance of the Stock Option Plan by the TSXV; and
2. any one director or officer is hereby authorized and directed to do all such acts and things and to execute all such documents, deeds or instruments to give effect to the foregoing resolution.”

MANAGEMENT RECOMMENDS THAT SHAREHOLDERS VOTE FOR THE RATIFICATION AND APPROVAL OF THE STOCK OPTION PLAN RESOLUTION.

RISK FACTORS

You should carefully consider and evaluate all of the information included in this information circular and the appendices attached to the information circular, including the risk factors listed below and the risks described in our financial statements and management’s discussion and analysis for the fiscal year ended September 30, 2024 filed with on SEDAR+ under the Company’s profile, and the various interim financial statements and management’s discussion and analysis for the fiscal year ended September 30, 2024. See the Section below captioned “*Where You Can Find More Information*”. Any of these risks, as well as other risks and uncertainties, could materially and adversely affect our business, results of operations and financial condition, which in turn could materially and adversely affect the trading price of shares of our common shares. You should keep in mind that the risks below are not the only risks that are relevant to your voting decision. Additional risks not currently known or currently material to us may also harm our business.

Risk Factors Relating to the Acquisition

The Company may not satisfy all regulatory requirements or obtain the necessary approvals for completion of the Acquisition on satisfactory terms or at all

Completion of the Acquisition is subject to the satisfaction of certain regulatory requirements and the receipt of all necessary regulatory approvals, Shareholder approval and third party consents, including the approval of the TSX V.

There can be no certainty, nor can the Company provide any assurance, that these conditions will be satisfied or, if satisfied, when they will be satisfied.

The Share Exchange Agreement may be terminated in certain circumstances

Each of the Company and the Ironman Parties has the right to terminate the Stock Purchase Agreement in certain circumstances. Accordingly, there is no certainty that the Share Exchange Agreement will not be terminated before the completion of the Acquisition.

The Company is expected to incur significant costs associated with the Acquisition

The Company will collectively incur significant direct transaction costs in connection with the Acquisition. Actual direct transaction costs incurred in connection with the Acquisition may be higher than expected. Moreover, certain of the Company's costs related to the Acquisition, including legal, financial advisory services, accounting, printing and mailing costs, must be paid even if the Acquisition is not completed.

If the Acquisition is not completed the Company's future business and operations could be harmed

If the Acquisition is not completed the Company may be subject to a number of additional material risks, including the following:

- the Company may have lost other opportunities that would have otherwise been available had the Share Exchange Agreement not been executed;
- the Company may be unable to obtain additional sources of financing or conclude another sale, merger, amalgamation or other business combination on as favourable terms, in a timely manner, or at all; and
- the Company likely will not be able to pay the amounts owing to Ironman for the cooperation fees and construction services provided by Ironman for multiple projects of the Company, which may lead to insolvency of the Company and increase costs to the Company.

Risk Factors Relating to the Company Following the Acquisition

We incurred losses which we expect to continue into the future and we lack an operating history and have. If we do not obtain sufficient financing, our business will fail.

To date, we have been involved primarily in fiber optic products and installation. We have not earned any significant revenues from business operations and have incurred continuous net losses since inception hence have not attained profitable operations. We have no operating history upon which an evaluation of our future success or failure can be made. Our ability to achieve and maintain profitability and positive cash flow is dependent upon our ability to generate revenues.

In order to carry out our general continued operations, we will need to raise additional financing. Obtaining financing would be subject to a number of factors, including the market prices for suppliers and services providers. These factors may make the timing, amount, terms or conditions of additional financing unavailable to us. Since our inception, we have relied on equity financings and loans to fund our operations. We have not attained profitable operations and are dependent upon obtaining financing to pursue our plan of operation.

We have expressed substantial doubt about our ability to continue as a going concern; as a result we could have difficulty finding additional financing.

Our financial statements have been prepared assuming that we will continue as a going concern. We have not generated significant revenues from our main operations since inception and have accumulated losses. As a result, we have expressed substantial doubt about our ability to continue as a going concern. Our ability to continue our operations depends on our ability to complete equity or debt financings or generate profitable operations. Such

financings may not be available or may not be available on reasonable terms. Our financial statements do not include any adjustments that could result from the outcome of this uncertainty.

Trading in our shares on the TSX Venture Exchange has sometimes been sporadic.

There is currently a limited public market for our common shares. Our common shares are listed on the TSXV and over the counter in the United States on the OTC Pink market place. Our common shares have been halted pending completion of the Acquisition. We cannot assure you that an active market for our shares will be established or maintained in the future. The OTC Pink is not a national securities exchange, and many companies have experienced limited liquidity when traded through this quotation system. Trading in our shares on the TSXV has sometimes been sporadic. Holders of our common shares may, therefore, have difficulty selling their shares, should they decide to do so. In addition, there can be no assurances that such markets will continue or that any shares, which may be purchased, may be sold without incurring a loss. The market price of our shares, from time to time, may not necessarily bear any relationship to our book value, assets, past operating results, financial condition or any other established criteria of value, and may not be indicative of the market price for the shares in the future.

In addition, the market price of our common shares may be volatile, which could cause the value of our common shares to decline. Securities markets experience significant price and volume fluctuations. This market volatility, as well as general economic conditions, could cause the market price of our common shares to fluctuate substantially. Many factors that are beyond our control may significantly affect the market price of our shares. These factors include:

- price and volume fluctuations in stock markets;
- changes in our operating results;
- any increase in losses from levels expected by securities analysts;
- changes in regulatory policies or law including changes to the laws and policies around power and communication line and related structures construction;
- operating performance of companies comparable to us; and
- general economic trends and other external factors.

Even if an active market for our common shares is established, Shareholders may have to sell their shares at prices substantially lower than the price they paid for the shares or might otherwise receive than if an active public market existed.

We will likely conduct further offerings of our equity securities in the future, in which case your proportionate interest may become diluted.

Since our inception, we have relied on such sales of our common shares to fund our operations. We will likely be required to conduct additional equity offerings in the future to continue our operations. If common shares are issued in return for additional funds, the price per share could be lower than that paid by our current Shareholders. We anticipate continuing to rely on equity sales of our common shares in order to fund our business operations. If we issue additional shares, your percentage interest in us could become diluted.

FOR ALL OF THE AFORESAID REASONS AND OTHERS SET-FORTH AND NOT SET-FORTH HEREIN, AN INVESTMENT IN OUR SECURITIES INVOLVES A CERTAIN DEGREE OF RISK. ANY PERSON CONSIDERING TO INVEST IN OUR SECURITIES SHOULD BE AWARE OF THESE AND OTHER FACTORS SET-FORTH IN THIS INFORMATION CIRCULAR AND IN THE OTHER REPORTS AND DOCUMENTS THAT WE FILE FROM TIME TO TIME ON SEDAR+ AND SHOULD CONSULT WITH HIS/HER LEGAL, TAX AND FINANCIAL ADVISORS PRIOR TO MAKING AN INVESTMENT IN OUR SECURITIES. AN INVESTMENT IN OUR

SECURITIES SHOULD ONLY BE ACQUIRED BY PERSONS WHO CAN AFFORD TO LOSE THEIR TOTAL INVESTMENT.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR+ at www.sedarplus.ca.

Shareholders may contact the Company at its office by mail at 110 – 6039 196 Street, Surrey, BC V3S 7X4, to request copies of the Company's financial statements and related Management's Discussion and Analysis (the "MD&A"). Financial information is provided in the Company's audited financial statements and MD&A for the year ended September 30, 2024.

OTHER MATTERS

Other than the above, management of the Company knows of no other matters to come before the Meeting other than those referred to in the Notice of Meeting. However, if any other matters that are not known to management should properly come before the Meeting, the accompanying form of proxy confers discretionary authority upon the persons named therein to vote on such matters in accordance with their best judgment.

APPROVAL OF THE BOARD OF DIRECTORS

The contents of this Information Circular have been approved and the delivery of it to each shareholder of the Company entitled thereto and to the appropriate regulatory agencies has been authorized by the Board of Directors of the Company.

Dated at Vancouver, British Columbia as of July 14, 2025.

ON BEHALF OF THE BOARD

LITE ACCESS TECHNOLOGIES INC.

"Mark Tommasi"

Mark Tommasi
Chief Executive Officer

**APPENDIX A – SHARE EXCHANGE AGREEMENT, AMENDING AGREEMENT AND SECOND
AMENDING AGREEMENT**

(See Attached)

SHARE EXCHANGE AGREEMENT

THIS AGREEMENT is made effective December 7, 2024 (the "**Effective Date**")

AMONG:

LITE ACCESS TECHNOLOGIES INC., a company incorporated under the laws of the Province of British Columbia with an office at 110 - 6039 196 Street, Surrey, BC, V3S 7X4

("Lite Access")

AND:

1097195 B.C. LTD., a company incorporated under the laws of the Province of British Columbia with an office at PO Box 67, Salmon Arm, BC, V1E 4N2

("Ironman")

AND:

IRONMAN USA HOLDINGS INC., a company incorporated under the laws of the State of Alaska

("US Holdco", together with Ironman, the "**Ironman Parties**")

AND:

THE HOLDERS OF SHARES ISSUED BY IRONMAN, as listed in Schedule "A" attached hereto

(collectively, the "**Ironman BC Shareholders**")

AND:

THE HOLDERS OF SHARES ISSUED BY US HOLDCO, as listed in Schedule "B" attached hereto

(collectively, the "**US Holdco Shareholders**" and together with the Ironman BC Shareholders, the "**Ironman Shareholders**")

WHEREAS:

- A. Ironman and Lite Access are parties to a non-binding letter of intent dated May 3, 2023, as amended through extension agreements dated May 31, 2023, June 30, 2023, November 15, 2023, February 22, 2024, June 26, 2024 and October 30, 2024;
- B. the Ironman Shareholders are the owners of all of the issued and outstanding shares issued by the Ironman Parties; and

- C. Lite Access wishes to purchase all of the issued and outstanding shares of the Ironman Parties from the Ironman Shareholders in exchange for the Consideration (as defined herein), upon and subject to the terms and conditions set forth in this Agreement, pursuant to which the Ironman Parties will become wholly-owned subsidiaries of Lite Access.

NOW THEREFORE THIS AGREEMENT WITNESSES that, in consideration of the covenants and agreements herein contained, the parties hereto do covenant and agree each with the other as follows:

1. INTERPRETATION

1.1 **Defined terms** – The following terms have the following meanings in this Agreement:

- (a) **"Act"** means the *Income Tax Act* (Canada);
- (b) **"affiliate"** has the meaning ascribed thereto under the BCBCA;
- (c) **"Agreement"** means this share exchange agreement among Lite Access, Ironman and the Ironman Shareholders dated as of the Effective Date;
- (d) **"Applicable Laws"** means all applicable rules, policies, notices, orders and legislation of any kind whatsoever of any Governmental Authority having jurisdiction over the transactions contemplated hereby or the Parties to this Agreement;
- (e) **"Bank Loans"** means the loans advanced by commercial banks to the Lite Access Entities as described further in the Lite Access Disclosure Letter or the Ironman Entities as described further in the Ironman Disclosure Letter, as applicable;
- (f) **"BCBCA"** means the *Business Corporations Act* (British Columbia) and the regulations promulgated thereunder, as amended from time to time;
- (g) **"Breaching Party"** has the meaning set out in Section 9.1;
- (h) **"Business Day"** means any day except Saturday, Sunday or a statutory holiday in Vancouver, British Columbia, Canada;
- (i) **"Cash Consideration"** has the meaning set out in Section 2.1(b);
- (j) **"Closing"** means the completion of the Transaction on the Closing Date pursuant to the terms and conditions contained in this Agreement;
- (k) **"Closing Date"** means the date that is five (5) Business Days after the date on which the last of the conditions set forth in Section 4 is satisfied or waived (other than any such conditions which by their terms are not capable of being satisfied until the Closing Date, but subject to the satisfaction or waiver of those conditions at the Closing), or such other date as mutually agreed by Ironman and Lite Access, provided that the Closing Date shall occur no later than the Outside Date;
- (l) **"Closing Date Working Capital Statement"** means the management prepared statement of Closing Net Working Capital;

- (m) **"Closing Net Working Capital"** means the Current Assets less the Current Liabilities of Ironman as of the Closing Date, in each case as determined in accordance with IFRS and as reflected in the Closing Date Working Capital Statement;
- (n) **"Consideration"** means collectively, the Cash Consideration and the Consideration Shares;
- (o) **"Consideration Promissory Notes"** has the meaning set out in Section 2.4(a);
- (p) **"Consideration Shares"** has the meaning set out in Section 2.1(a);
- (q) **"Current Assets"** means the current assets of Ironman (from the consolidated balance sheet of Ironman, US Holdco and Ironman Opco) calculated in accordance with IFRS, provided however, that in no event shall any accounts receivable or trade receivables of Ironman which are owed to it by Lite Access, or any affiliate of Lite Access, be discounted, written off or in any way reduced as aged or doubtful accounts;
- (r) **"Current Liabilities"** means the current liabilities of Ironman (from the consolidated balance sheet of Ironman, US Holdco and Ironman Opco) calculated in accordance with IFRS and does not include the current liabilities represented by the current portion of long-term debt and lease liabilities;
- (s) **"Director Changes"** has the meaning set out in Section 6.1;
- (t) **"Effective Date"** means the date of this Agreement;
- (u) **"Elected Amount"** has the meaning set out in Section 2.3;
- (v) **"Employees"** means individuals who are full-time, part-time or temporary employees or individuals engaged or otherwise contracted to provide employment or similar services in respect of a person, as the case may be and **"Employee"** means any one of them;
- (w) **"Environmental Laws"** has the meaning set out in Section 5.1(g);
- (x) **"Escrow Agreement"** means an escrow agreement to be entered into among an escrow agent, Lite Access and each of the Ironman BC Shareholders pursuant to which all Consideration Shares will be deposited into escrow and will be subject to the escrow release schedule applicable to a Tier 2 value escrow agreement as prescribed under the policies of the TSXV;
- (y) **"General Security Agreements"** has the meaning set out in Section 2.8(a)(ii);
- (z) **"Governmental Authority"** means any government or governmental, administrative, regulatory or judicial body, department, commission, authority, tribunal, agency or entity, and includes but is not limited to health and medical regulatory authorities;
- (aa) **"Guarantees"** has the meaning set out in Section 2.8(a)(i);
- (bb) **"Hazardous Materials"** has the meaning set out in Section 5.1(g);

- (cc) **"IFRS"** means International Financial Reporting Standards, as adopted by the International Accounting Standards Board, as amended from time to time;
- (dd) **"Independent Auditor"** means Shim & Associates, or such other independent auditing firm as the Parties may otherwise agree;
- (ee) **"Instalment Payment"** has the meaning set out in Section 2.4(a);
- (a) **"Intellectual Property Rights"** means any and all intellectual property rights and similar proprietary rights throughout the world relating to horizontal directional drilling, including all (i) patents and patent applications of any type, and all inventions disclosed in the foregoing, (ii) industrial designs, (iii) trademarks, service marks, trade dress, logos, brand names, certification marks, domain names, trade names, corporate names and other indications of origin, and all goodwill associated with the foregoing, (iv) copyrights, including all derivative works, moral rights, renewals, extensions or reversions associated with such copyrights, regardless of the medium of fixation or means of expression, (v) Trade Secrets (vi) registrations and applications for registration of any of the foregoing, (vii) rights to sue and recover damages for past, present and future infringements, misappropriations and other violations of any of the foregoing, (viii) rights to collect income and royalties from any of the foregoing, and (ix) proprietary data;
- (b) **"Intercreditor Agreement"** means the intercreditor agreement to be entered into by the Ironman BC Shareholders;
- (c) **"Ironman"** has the meaning set out in the Recitals;
- (d) **"Ironman BC Shares"** means, collectively, the issued and outstanding common shares and preferred shares in the capital of Ironman;
- (e) **"Ironman BC Shareholders"** has the meaning set out in the Recitals;
- (f) **"Ironman Business"** means Ironman's business of horizontal directional drilling;
- (g) **"Ironman Disclosure Letter"** means the disclosure letter executed by Ironman and delivered to Lite Access concurrently with the execution of this Agreement;
- (h) **"Ironman Entities"** means Ironman, US Holdco and Ironman Opco, collectively;
- (i) **"Ironman Financial Statements"** means the consolidated unaudited financial statements of the Ironman Entities for the financial years ended December 31, 2023 and 2022 delivered to Lite Access in connection with Lite Access' due diligence review of Ironman.
- (j) **"Ironman Intellectual Property Rights"** means all Intellectual Property Rights owned or purported to be owned by Ironman;
- (k) **"Ironman Leased Premises"** has the meaning set out in Section 5.2(j);

- (l) **"Ironman Material Contract"** means any material contract, commitment, agreement (written or oral), joint venture instrument, lease or other document to which any of the Ironman Entities is a party or by which any of their property or assets are bound;
- (m) **"Ironman Opco"** means Ironman Directional Drilling Ltd;
- (n) **"Ironman Parties"** has the meaning set out in the Recitals;
- (o) **"Ironman Representative"** means Mike Irmen;
- (p) **"Ironman Shareholders"** has the meaning set out in the Recitals;
- (q) **"Ironman Shares"** means, the Ironman BC Shares and the US Holdco Shares;
- (r) **"Ironman Trade Secrets"** has the meaning set forth in Section 5.2(r)(vii);
- (s) **"Leases"** has the meaning set out in Section 5.1(h)(i);
- (t) **"Lite Access"** has the meaning set out in the Recitals;
- (u) **"Lite Access Business"** means Lite Access' business of fibre-optic products and advanced installation methodologies;
- (v) **"Lite Access Disclosure Letter"** means the disclosure letter executed by Lite Access and delivered to Ironman concurrently with the execution of this Agreement;
- (w) **"Lite Access Entities"** means Lite Access, Lite Access Technologies (Canada) Inc. and Lite Access Technologies (USA) Inc., collectively;
- (x) **"Lite Access Financial Statements"** has the meaning set out in Section 5.1(j);
- (a) **"Lite Access Leased Premises"** has the meaning set out in Section 5.1(j);
- (b) **"Lite Access Material Contract"** means any material contract, commitment, agreement (written or oral), joint venture instrument, lease or other document to which any of the Lite Access Entities is a party or by which any of their property or assets are bound;
- (c) **"Lite Access Public Disclosure Record"** means all documents and information filed by Lite Access under applicable Securities Laws on SEDAR+ on or during the 12 months preceding the date hereof;
- (d) **"Lite Access Shares"** means the common shares in the capital of Lite Access;
- (e) **"Lite Access Trade Secrets"** has the meaning set out in Section 5.1(o)(vii);
- (f) **"Material Adverse Change"** means, with respect to a Party, any matter or action that has an effect or change that is, or would reasonably be expected to be, material and adverse to the business, operations, assets, capitalization, financial conditions or prospects of a Party and its subsidiaries, taken as a whole, other than any matter, action, effect or change relating to or resulting from: (i) conditions affecting the horizontal

directional drilling industry, as a whole in North America, and not specifically relating to the Party and/or its subsidiaries, including changes in laws (including tax laws); (ii) any natural or biological disaster where the Parties are located, provided such changes do not have a materially disproportionate effect on the applicable Party relative to comparable companies; (iii) any matter which has been communicated in writing to the other Parties as of the date hereof; or (iv) any changes or effects arising from matters permitted or contemplated by this Agreement or consented to in writing by the other Parties;

- (g) **"Minority Approval"** means approval of the Transaction by a majority of the votes cast by shareholders of Lite Access, excluding votes attaching to securities held by Lite Access and any Ironman Shareholders;
- (h) **"New Ironman Certificates"** has the meaning set out in Section 7.2(a)(iii);
- (i) **"New US Holdco Certificates"** has the meaning set out in Section 7.2(b)(iii);
- (j) **"Objection Notice"** has the meaning set out in Section 2.7(a);
- (k) **"Officer Changes"** has the meaning set out in Section 6.2;
- (l) **"Old Ironman Certificates"** has the meaning set out in Section 7.2(a)(ii);
- (m) **"Old US Holdco Certificates"** has the meaning set out in Section 7.2(b)(ii);
- (n) **"Outside Date"** means June 30, 2025;
- (o) **"Parties"** means each of Lite Access, Ironman and the Ironman Shareholders and **"Party"** means each one of them, as applicable;
- (p) **"Person"** means a natural person, partnership, limited partnership, limited liability partnership, corporation, limited liability corporation, unlimited liability company, joint stock company, trust, unincorporated association, joint venture or other entity or Governmental Authority;
- (q) **"Positive Working Capital Adjustment"** has the meaning set out in Section 2.6(b);
- (r) **"Priority Agreement"** has the meaning set out in Section 2.4(c);
- (s) **"Pro Rata Share"** has the meaning set out in Section 2.6(a);
- (t) **"Registrar"** means the Registrar of Corporations or a Deputy Registrar of Corporations for the Province of British Columbia duly appointed under the BCBCA;
- (u) **"Representative"** means any of Ironman's directors, officers, employees, agents, legal counsel, accountants and financial advisors;
- (v) **"Security Interest"** includes a mortgage, debenture, charge, encumbrance, lien, pledge, assignment or deposit by way of security, bill of sale, lease, hypothecation, hire

purchase, credit sale, agreement for sale on deferred terms, caveat, claim, covenant, interest or power in or over an interest in an asset and any agreement or commitment to give or create any such security interest or preferential ranking to a creditor including set off;

- (w) **"Securities Act"** means the *Securities Act* (British Columbia), the rules, regulations and published policies thereunder
- (x) **"Securities Authorities"** means the British Columbia Securities Commission and the other applicable securities commissions and other securities regulatory authorities in each of the provinces of Canada and the TSXV;
- (y) **"Securities Laws"** means the Securities Act, all other applicable provincial securities laws, rules regulations and published policies thereunder, and the rules, regulations and policies of the TSXV;
- (z) **"SEDAR+"** means the System for Electronic Document Analysis and Retrieval+;
- (aa) **"Share Pledge Agreements"** has the meaning set out in Section 2.8(a)(iii);
- (bb) **"Support Agreement"** has the meaning set out in Section 2.5;
- (cc) **"Target Net Working Capital"** means \$0;
- (dd) **"Terminating Party"** has the meaning set out in Section 9.1;
- (ee) **"Termination Date"** means the date this Agreement is terminated in accordance with Section 9;
- (ff) **"Time of Closing"** means 10:00 a.m. (Vancouver time) on the Closing Date, or such other time as Lite Access and Ironman may agree;
- (gg) **"Trade Secrets"** means any know-how, trade secrets and other proprietary or confidential information;
- (hh) **"Transaction"** means the acquisition of all of the Ironman Shares by Lite Access in exchange for the Consideration, pursuant to the terms and conditions of this Agreement;
- (ii) **"TSXV"** means the TSX Venture Exchange;
- (jj) **"US Holdco"** has the meaning set out in the Recitals;
- (kk) **"US Holdco Shares"** means, collectively, the issued and outstanding common stock in the capital of US Holdco;
- (ll) **"US Holdco Shareholders"** has the meaning set out in the Recitals;
- (mm) **"Working Capital Adjustment Instalment Payment"** has the meaning set out in Section 2.6(b); and

(nn) **"Working Capital Adjustment Promissory Notes"** has the meaning set out in Section 2.6(b).

1.2 **Schedules** – The following schedule attached hereto constitutes a part of this Agreement:

Schedule "A" – List of Ironman BC Shareholders

Schedule "B" – List of US Holdco Shareholders

Schedule "C" – Form of Support Agreement

Schedule "D" – Registration of Consideration Shares and Entitlement to Cash Consideration

1.3 **Headings** – The headings in this Agreement are for reference only and do not constitute terms of the Agreement.

1.4 **Interpretation** – Unless the context of this Agreement otherwise requires, to the extent necessary so that each clause will be given the most reasonable interpretation, the singular number will include the plural and vice versa, the verb will be construed as agreeing with the word so substituted, words importing the masculine gender will include the feminine and neuter genders, words importing persons will include firms and corporations and words importing firms and corporations will include individuals.

1.5 **Knowledge** – Whenever in this Agreement a representation and warranty is qualified by the statement "to the best knowledge" of a Party or any similar statement, that statement shall mean to the best knowledge of the Party's directors and officers after having made due and reasonable enquiries and investigations.

1.6 **Currency** – Unless stated otherwise, currency or "\$" references in this Agreement are to Canadian dollars.

2. **PURCHASE AND SALE**

2.1 **Agreement** – Subject to the terms and conditions of this Agreement, on the Closing Date, each of the Ironman Shareholders hereby agrees to sell, assign and transfer to Lite Access all (and not less than all) of the Ironman Shares owned by such Ironman Shareholder as set forth in Schedule "A" and Schedule "B" and Lite Access agrees to purchase all (and not less than all) of the Ironman Shares from each of the Ironman Shareholders in consideration for:

- (a) the issuance of an aggregate of 85,392,538 Lite Access Shares (the "**Consideration Shares**"), to be subject to escrow restrictions in accordance with Section 2.5 hereof, and delivered to each Ironman Shareholder in the amounts as set forth in Schedule "D"; and
- (b) the payment of an aggregate of \$6,000,000 (the "**Cash Consideration**"), with each Ironman Shareholder to receive such portion of the Cash Consideration as is set forth in Schedule "D".

2.2 **Acknowledgements of the Ironman Shareholders** – Each of the Ironman Shareholders hereby acknowledges and agrees with Lite Access as follows:

- (a) if an Ironman Shareholder appears to be entitled to a fractional Consideration Share, the Ironman Shareholder's entitlement will be rounded down to the nearest whole number of Lite Access Shares;
- (b) the transfer of the Ironman Shares and the issuance of the Consideration Shares will be made pursuant to applicable exemptions from the formal takeover bid and registration and prospectus (or equivalent) requirements of the Applicable Laws;
- (c) the Ironman Shareholder is knowledgeable of, or has been independently advised as to, the Applicable Laws of their jurisdiction of residence which apply to the sale of the Ironman Shares and the issuance of Consideration Shares and which may impose restrictions on the resale of such Consideration Shares in that jurisdiction and it is the responsibility of the Ironman Shareholder to find out what those trade restrictions are, and to comply with such restrictions before selling its Consideration Shares; and
- (d) the certificates representing the Consideration Shares: (i) may bear a legend or legends respecting restrictions on transfers as required under Applicable Laws; (ii) may be subject to escrow provisions under the rules of the TSXV or applicable Securities Laws; (iii) will be subject to the Escrow Agreement, and that such Ironman Shareholder has been advised to consult its own legal advisor with respect to applicable resale and escrow restrictions and that it is solely responsible for complying with such restrictions.

2.3 Tax Election –

The Parties covenant and agree to elect jointly under any applicable subsection of section 85 of the Act (and any applicable provincial taxing legislation) in the prescribed form and within the prescribed time for purposes of the Act (and such applicable provincial tax legislation) to make the purchase and sale of the Ironman BC Shares occur on a tax-deferred basis for Canadian federal and provincial tax purposes, and shall therein agree that the proceeds of disposition to each Ironman Shareholder of the Ironman BC Shares transferred by such Ironman Shareholder and Lite Access' cost of the Consideration Shares (to be issued in exchange for the Ironman BC Shares) for purposes of the Act and any applicable provincial tax legislation (in each case, the "**Elected Amount**") shall be determined by each selling Ironman Shareholder and Lite Access within the limitations set forth in the Act, the regulations thereunder, and any applicable provincial tax legislation. Lite Access covenants not to take any action or omit to take any action, as applicable, that would interfere with any Ironman Shareholder's ability to make any election or other filing required under the Act or any applicable provincial tax legislation in respect of the purchase and sale of the Ironman BC Shares or to otherwise interfere with such purchase and sale occurring on a tax-deferred basis.

Lite Access shall, at the request and expense of any Ironman Shareholder, execute in the form agreed to by the Ironman Shareholders and Lite Access, a Form T2057 prepared by such Ironman Shareholder (and any applicable provincial counterpart or applicable form) for the purpose of making a joint election to have the applicable provisions of section 85 of the Act apply to the purchase and sale of the Ironman BC Shares sold by such Ironman Shareholder. The obligations of Lite Access hereunder extend to every form or other document provided by every Ironman Shareholder (irrespective of whether such document is being filed on a timely basis) that will allow for the purchase and sale of the Ironman BC Shares to occur on a tax-deferred basis for such Ironman Shareholder. Each Ironman Shareholder shall be solely responsible for filing the Form T2057 (or any other applicable document) with the Canada Revenue

Agency (or any other taxing authority). Lite Access shall not be liable for any damages arising to an Ironman Shareholder for a late filing of a Form T2057 or any errors or omissions on a Form T2057, except that Lite Access shall be so liable and required to indemnify an Ironman Shareholder for any losses, costs, expenses and taxes (including interests and penalties) arising from a delay, error or omission as a result of Lite Access' failure to timely and accurately execute any document provided to Lite Access by such Ironman Shareholder.

Notwithstanding anything contained in this Agreement and except for the specific liability created by this Section 2.3 on Lite Access, Lite Access does not assume and shall not be liable for any taxes under the Act (or any applicable provincial taxing legislation) which may be or become payable by any Lite Access including, without limiting the generality of the foregoing, any taxes resulting from or arising as a consequence of the sale by an Ironman Shareholder to Lite Access of the Ironman BC Shares herein contemplated, or the availability (or lack thereof) of the provisions of section 85 of the Act, or the content or impact of any election made under section 85 of the Act.

In the event that the Canada Revenue Agency (or any applicable taxing authority) disputes any amount elected or relied upon by an Ironman Shareholder and/or Lite Access, including the Elected Amount, or an Ironman Shareholder and Lite Access determine among themselves some alternative amount or amounts upon which they wish to reasonably rely, such Ironman Shareholder and Lite Access agree to amend any applicable election or document in accordance with the provisions of the Act, the regulations thereunder or any applicable provincial legislation so that the Elected Amount shall be the amount finally determined, whether by a court of competent jurisdiction or the Canada Revenue Agency or an applicable provincial tax authority (in either case, where no further right of appeal is available) or by a settlement approved by such Ironman Shareholder and the Canada Revenue Agency or applicable provincial tax authority or by such Ironman Shareholder and Lite Access among themselves. All adjustments made under this Section 2.3 shall be made between an Ironman Shareholder and Lite Access *nunc pro tunc*.

2.4 **Cash Consideration – Consideration Promissory Notes**

In satisfaction of the Cash Consideration payable pursuant to Section 2.1(b) hereof, Lite Access will enter into secured promissory notes with each Ironman Shareholder in a mutually acceptable form to each Party, acting reasonably (the "**Consideration Promissory Notes**"), in the aggregate principal amount of \$6,000,000, which Consideration Promissory Notes will evidence the obligation of Lite Access to pay the Cash Consideration to the Ironman Shareholders. The principal amount owing under the Consideration Promissory Notes shall be due and payable in five (5) equal consecutive installments (each, an "**Instalment Payment**"):

- (a) \$1,200,000 due and payable on or before the date that is 12 months following the Closing Date;
- (b) \$1,200,000 due and payable on or before the date that is 24 months following the Closing Date;
- (c) \$1,200,000 due and payable on or before the date that is 36 months following the Closing Date;
- (d) \$1,200,000 due and payable on or before the date that is 48 months following the Closing Date; and

- (e) \$1,200,000 due and payable on or before the date that is 60 months following the Closing Date,

Any Instalment Payment not paid when due shall bear interest at a default rate equal to the prime interest rate set by the Bank of Canada plus 3% per annum.

2.5 Delivery of Closing Date Working Capital Statement – As soon as reasonably practicable after the Closing Date and in any event not later than 120 days thereafter, Lite Access shall prepare and deliver to the Ironman Representative the Closing Date Working Capital Statement. The Parties shall cooperate fully in the preparation of the Closing Date Working Capital Statement.

2.6 Net Working Capital Adjustment – Subject to Section 2.7, within 25 days after delivery by Lite Access to the Ironman Representative of the Closing Date Working Capital Statement:

- (a) if the Closing Net Working Capital is less than the Target Net Working Capital then the Ironman Shareholders shall pay to Lite Access an aggregate amount equal to the amount of such difference. The Ironman Shareholders shall satisfy their obligation to pay their respective *pro rata* share (with reference to the number of Ironman BC Shares held by each such Ironman Shareholder immediately prior to Closing) ("**Pro Rata Share**") of such difference as follows:
 - (i) first, by means of a set-off of an equivalent amount of the principal outstanding under such Ironman Shareholder's Consideration Promissory Note; and
 - (ii) second, to the extent such amount exceeds the then remaining principal amount of such Ironman Shareholder's Consideration Promissory Note, by payment in case to Lite Access in the amount of such excess; and
- (b) if the Closing Net Working Capital is greater than the Target Net Working Capital, then Lite Access shall pay to the Ironman Shareholders an amount equal to such difference (the "**Positive Working Capital Adjustment**"), with each Ironman Shareholder to receive their Pro Rata Share of such Positive Working Capital Adjustment. In satisfaction of any Positive Working Capital Adjustment payable pursuant to this Section 2.6(b), Lite Access will enter into secured promissory notes with each Ironman Shareholder in a mutually acceptable form to each Party, acting reasonably (the "**Working Capital Adjustment Promissory Notes**"), in an aggregate principal amount equal to the Positive Working Capital Adjustment, which Working Capital Adjustment Promissory Notes will evidence the obligation of Lite Access to pay the Positive Working Capital Adjustment to the Ironman Shareholders. The principal amount owing under the Working Capital Adjustment Promissory Notes shall be due and payable in five (5) equal consecutive installments (each, a "**Working Capital Adjustment Instalment Payment**"), with the first Working Capital Adjustment Instalment Payment due and payable on or before the date that is twelve (12) months following the Closing Date, and each subsequent Working Capital Adjustment Instalment Payment due and payable on or before the twelve-month anniversary of the previous payment, provided that all amounts outstanding under the Working Capital Adjustment Promissory Notes shall be due and payable on the date that is sixty (60) months after the Closing Date. Any Working Capital Adjustment Instalment Payment not paid when due shall bear interest at a default rate equal to the prime interest rate set by the Bank of Canada plus 3% per annum.

2.7 **Objection to Closing Date Working Capital Statement –**

- (a) In the event that the Ironman Representative objects in good faith to any item of the Closing Date Working Capital Statement, the Ironman Representative shall so advise Lite Access by delivery to Lite Access of a written notice (the "**Objection Notice**") within 15 days after the delivery to the Ironman Representative of the Closing Date Working Capital Statement. The Objection Notice shall set out the reasons for the Ironman Representative's objection as well as the amount in dispute and reasonable details of the calculation of such amount.
- (b) Lite Access shall give the Ironman Representative and its accountants sufficient access to the accounting records and working papers of Lite Access used in the preparation of the Closing Date Working Capital Statement to enable the Ironman Representative to exercise its rights under this Section. The Ironman Representative and Lite Access shall attempt to resolve all of the items in dispute set out in any Objection Notice within 30 days of receipt of the Objection Notice by Lite Access. Any items in dispute not resolved within such 30 day period shall be referred as soon as possible thereafter by the Ironman Representative and Lite Access to the Independent Auditor. The Independent Auditor shall act as expert and not as arbitrator and shall be required to determine the items in dispute that have been referred to it as soon as reasonably practicable but in any event not later than 30 days after the date of referral of the dispute to it. In making its determination, the Independent Auditor will only consider the issues in dispute placed before it. The Ironman Representative and Lite Access shall provide or make available all documents and information as are reasonably required by the Independent Auditor to make its determination. The determination of the Independent Auditor shall be final and binding on the Parties and the Closing Date Working Capital Statement shall be (or not be) adjusted in accordance with such determination.
- (c) The fees, costs and expenses of the Independent Auditor's review and report shall be allocated to and borne by Lite Access, on the one hand, and the Ironman BC Shareholders, on the other hand, based on the inverse of the percentage that the Independent Auditor's determination (before such allocation) bears to the total amount of the total items in dispute as originally submitted to the Independent Auditor. For example, in the event that the items in dispute total in amount to \$1,000 and the Independent Auditor awards \$600 in favor of the Ironman BC Shareholders' position, 60% of the costs of its review would be borne by Lite Access and 40% of the costs would be borne by the Ironman BC Shareholders.
- (d) Within 5 days after resolution, by agreement of the Parties, of the dispute which was the subject of the Objection Notice or, failing such resolution, within 5 days after the final determination of the Independent Auditor, the Ironman BC Shareholders or Lite Access, as the case may be, shall pay to the other the amount owing as a result of such resolution or final determination.

2.8 **Security –**

- (a) As security for the payment of the Cash Consideration and any Positive Working Capital Adjustment, as evidenced by the Consideration Promissory Notes and, if applicable, the

Working Capital Adjustment Promissory Notes, Lite Access will deliver or cause to be delivered the following to each of the Ironman Shareholders at Closing:

- (i) guarantees of Lite Access and each of the Lite Access Entities in favour of the Ironman Shareholders, in a mutually acceptable form to each Party, acting reasonably (the "**Guarantees**");
 - (ii) general security agreements of each of the Lite Access Entities in favour of the Ironman Shareholders with respect to all of the present and after acquired undertaking and property of the Lite Access Entities, as applicable, in a mutually acceptable form to each Party, acting reasonably (the "**General Security Agreements**"); and
 - (iii) share pledge agreements of Lite Access in respect of the Ironman Shares, in favour of the Ironman Shareholders, in a mutually acceptable form to each Party, acting reasonably (the "**Share Pledge Agreements**").
- (b) On the Closing Date, the Ironman Shareholders, Ironman and Lite Access will enter into a priority agreement (the "**Priority Agreement**") in a mutually acceptable form setting out the priority of the Consideration Promissory Notes and the Working Capital Adjustment Promissory Notes and how the Guarantees, General Security Agreements and Share Pledge Agreements will be dealt with as between the Ironman Shareholders and Lite Access.

2.9 **Interest** – The amounts paid as adjustments under Sections 2.6 and 2.7 shall be paid together with interest thereon calculated and compounded monthly from the Closing Date to the date of payment, at the rate of 8% per annum.

2.10 **Maximum Interest.** Notwithstanding anything contained in this Agreement or any other related document, any amounts which are deemed to be interest under this Agreement shall in no event exceed the highest rate permissible under any Applicable Laws (including for greater certainty, interest in an amount or at a rate that would result in receipt by the holder of interest at a criminal rate, as the terms "interest" and "criminal rate" are defined under the *Criminal Code* (Canada)). If the making of any payment would result in a payment being made that is in excess of such amount or rate, the payment or payments will be reduced or refunded, as the case may be, so that such result does not occur.

2.11 **Adjustment to the Consideration** – The amount of the difference, if any, referred to in Section 2.6 shall constitute a reduction of the Consideration in the case of a payment under Section 2.6(a) and an increase of the Consideration in the case of a payment under Section 2.6(b).

2.12 **Support Agreements** – Each of the directors and officers of Lite Access, other than Mike Irmen, and any holder of more than 5% of the issued and outstanding Lite Access Shares will enter into a voting support agreement in the form attached hereto as Schedule "C" (each, a "**Support Agreement**") on or prior to the Effective Date, pursuant to which each such person will agree to approve: (i) the Transaction; and (ii) the appointment of all directors of Lite Access contemplated by the Director Changes at any meeting of the shareholders of Lite Access within 12 months of the Closing Date.

3. COVENANTS AND AGREEMENTS

3.1 **Covenants of Lite Access** – Lite Access covenants and agrees with Ironman and the Ironman Shareholders, that Lite Access will:

- (a) from and including the Effective Date through to and including the Time of Closing, do all such acts and things reasonably necessary to ensure that all of the representations and warranties of Lite Access contained in this Agreement remain true and correct in all material respects and not do any such act or thing that would render any representation or warranty of Lite Access untrue or incorrect in any material respect;
- (b) maintain Lite Access in good standing and in full compliance with its previously outstanding obligations and applicable regulatory requirements, including Securities Laws;
- (c) from and including the Effective Date through to and including the Time of Closing, not to solicit, initiate, knowingly encourage, cooperate with or facilitate (including by way of furnishing any non-public information or entering into any form of agreement, arrangement or understanding) the submission, initiation or continuation of any oral or written inquiries or proposals or expressions of interest regarding, constituting or that may reasonably be expected to lead to any activity, arrangement or transaction or propose any activities or solicitations in opposition to or in competition with the Transaction, and without limiting the generality of the foregoing, not to induce or attempt to induce any other person to initiate any shareholder proposal or "takeover bid," exempt or otherwise, within the meaning of the Securities Act, for securities or assets of Lite Access, nor to undertake any transaction or negotiate any transaction which would be or potentially could be in conflict with the Transaction, including, without limitation, allowing access to any third party to conduct due diligence, nor to permit any of its officers or directors to authorize such access, except as required by statutory obligations;
- (d) use its reasonable commercial efforts to obtain all necessary approvals as may be required for the performance of Lite Access of its obligations under this Agreement prior to the Closing, including without limitation, Minority Approval and the approval of the TSXV;
- (e) conduct its operations according to its ordinary and usual course of business consistent with past practices;
- (f) from and including the Effective Date through to and including the Time of Closing, not to issue any debt, equity or other securities of Lite Access, other than pursuant to the exercise of any outstanding convertible securities of Lite Access or with the prior written consent of Ironman;
- (g) from and including the Effective Date through to and including the Time of Closing, not to borrow money or incur any indebtedness exceeding, in the aggregate, \$50,000 other than in the ordinary course of business or with the prior written consent of Ironman;

- (h) from and including the Effective Date through to and including the Time of Closing, not to loan or advance in excess of \$10,000 or make any such loan, advance or payment which, together with all other loans or advances of Lite Access, would exceed, in the aggregate, \$50,000 in any given month, without the prior written consent of Ironman;
- (i) issue the Consideration Shares pursuant to exemptions from the prospectus requirements available under National Instrument 45-106 – *Prospectus Exemptions*; and
- (j) comply with the terms of this Agreement and faithfully and expeditiously seek to close the Transaction by the Closing Date, or such other date as may be mutually agreed by the Parties hereto, acting reasonably.

3.2 **Covenants of Ironman** – Except as disclosed in the Ironman Disclosure Letter, the Ironman Parties covenant and agree with Lite Access that the Ironman Parties will, as applicable,:

- (a) from and including the Effective Date through to and including the Time of Closing, do all such acts and things reasonably necessary to ensure that all of the representations and warranties of the Ironman Parties contained in this Agreement remain true and correct in all material respects and not do any such act or thing that would render any representation or warranty untrue or incorrect in any material respect;
- (b) maintain the Ironman Parties in good standing and in full compliance with its previously outstanding obligations and applicable regulatory requirements;
- (c) from and including the Effective Date through to and including the Time of Closing, not to solicit, initiate, knowingly encourage, cooperate with or facilitate (including by way of furnishing any non-public information or entering into any form of agreement, arrangement or understanding) the submission, initiation or continuation of any oral or written inquiries or proposals or expressions of interest regarding, constituting or that may reasonably be expected to lead to any activity, arrangement or transaction or propose any activities or solicitations in opposition to or in competition with the Transaction, and without limiting the generality of the foregoing, not to induce or attempt to induce any other person to initiate any shareholder proposal or "takeover bid," exempt or otherwise, within the meaning of the Securities Act, for securities or assets of Ironman, nor to undertake any transaction or negotiate any transaction which would be or potentially could be in conflict with the Transaction, including, without limitation, allowing access to any third party to conduct due diligence, nor to permit any of its officers or directors to authorize such access, except as required by statutory obligations;
- (d) use its reasonable commercial efforts to obtain all necessary approvals as may be required for the performance of Ironman of its obligations under this Agreement;
- (e) from and including the Effective Date through to and including the Time of Closing, not to issue any debt, equity or other securities of Ironman, other than with the prior written consent of Lite Access;
- (f) conduct its operations according to its ordinary and usual course of business consistent with past practices;

- (g) forthwith prepare and deliver any such financial statements as are required by applicable regulatory authorities and the TSXV in connection with the Transaction; and
- (h) comply with the terms of this Agreement and faithfully and expeditiously seek to close the Transaction by the Closing Date, or such other date as may be mutually agreed by the Parties hereto, acting reasonably.

3.3 Given by the Ironman Shareholders – Except as disclosed in the Ironman Disclosure Letter, each of the Ironman Shareholders covenants and agrees with Lite Access that such Ironman Shareholder will:

- (a) from and including the Effective Date through to and including the Time of Closing, do all such acts and things reasonably necessary to ensure that all of the representations and warranties of such Ironman Shareholder contained in this Agreement remain true and correct in all material respects and not do any such act or thing that would render any such representation or warranty untrue or incorrect in any material respect;
- (b) enter into the Escrow Agreement and such other escrow arrangements in respect of the Consideration Shares as may be required in accordance with applicable Securities Laws or the policies of the TSXV;
- (c) not transfer, sell, encumber or otherwise dispose of any of its Ironman Shares or any interest therein without the prior written consent of Lite Access; and
- (d) comply with the terms of this Agreement and faithfully and expeditiously seek to close the Transaction by the Closing Date.

4. CONDITIONS PRECEDENT

4.1 In favour of all Parties – The obligations of the Parties under this Agreement are subject to the fulfillment of the following conditions at or prior to the Closing:

- (a) the Ironman BC Shareholders and Lite Access shall have entered into the Escrow Agreement with an escrow agent in respect of the Consideration Shares;
- (b) this Agreement shall not have been terminated in accordance with its terms;
- (c) Lite Access shall have completed such filings with the TSXV as are necessary in connection with completion of the Transaction and the TSXV will have provided its conditional acceptance of the Transaction and listing of the Consideration Shares;
- (d) Lite Access obtaining Minority Approval of the Transaction;
- (e) there shall have been obtained the written consents or approvals of any Governmental Authority or persons whose consent to the transactions contemplated hereby is required, and all conditions imposed upon such consents shall have been satisfied; and
- (f) there shall not be in force any order or decree restraining or enjoining the consummation of the transactions contemplated by this Agreement.

4.2 **In favour of Lite Access** – Lite Access' obligations under this Agreement are subject to the fulfilment of the following conditions at or prior to the Closing:

- (a) Lite Access being satisfied as to the results of its due diligence investigations in respect of the Ironman Entities;
- (b) the Ironman Shareholders and the board of directors of the Ironman Parties will have given all necessary approvals for the entry into of this Agreement and all transactions to be completed by Ironman, as contemplated hereunder;
- (c) the Ironman Parties and each of the Ironman Shareholders shall have complied in all material respects with all of their respective covenants and agreements contained in this Agreement;
- (d) the representations and warranties of the Ironman Parties and each of the Ironman Shareholders contained in this Agreement shall be true and correct in all material respects as if such representations and warranties had been made by the Ironman Parties and such Ironman Shareholders as of the Time of Closing (with modifications necessary to reflect the transactions contemplated by this Agreement);
- (e) all documents necessary to complete the transfer of all legal and beneficial ownership of all (and not less than all) Ironman Shares shall have been delivered at the Closing;
- (f) the Ironman Parties having no outstanding convertible securities in the capital of Ironman and US Holdco, including but not limited to incentive stock options or warrants;
- (g) each of the directors and officers of Lite Access, other than Mike Irmen, and any holder of more than 5% of the issued and outstanding Lite Access Shares, having entered into the Support Agreements;
- (h) the Ironman Shareholders having executed and delivered or having caused to be executed and delivered at Closing, the Consideration Promissory Notes, Guarantees, the Share Pledge Agreements in mutually acceptable forms to each Party, acting reasonably, and the Priority Agreement in a form acceptable to Lite Access, acting reasonably;
- (i) the Ironman Parties being in good standing in respect of all of its material obligations due and owing in respect of all of the Ironman Material Contracts;
- (j) each of Ironman, US Holdco and the Ironman Shareholders having executed and delivered, at Closing, such customary agreements, certificates, resolutions and other closing documents as may be required by Lite Access, all in form satisfactory to Lite Access, acting reasonably; and
- (k) the absence of any Material Adverse Change in the business, financial condition, prospects, assets or operations of Ironman.

The conditions precedent set forth above are for the exclusive benefit of Lite Access and may be waived by it in whole or in part on or before the Time of Closing.

4.3 **In favour of Ironman** – The obligations of Ironman and the Ironman Shareholders under this Agreement are subject to the fulfilment of the following conditions:

- (a) the board of directors of Lite Access will have given all necessary approvals for the entry into of this Agreement and all transactions to be completed by Lite Access, as contemplated hereunder;
- (b) Lite Access shall have complied in all material respects with all of its covenants and agreements contained in this Agreement;
- (c) the representations and warranties of Lite Access contained in this Agreement shall be true in all material respects as if such representations and warranties had been made by Lite Access as of the Time of Closing (with modifications necessary to reflect the transactions contemplated by this Agreement);
- (d) Lite Access shall have completed all filings in connection with the issuance of the Consideration Shares in compliance with applicable Securities Laws;
- (e) Lite Access having executed and delivered or having caused to be executed and delivered at Closing, the Consideration Promissory Notes, Guarantees, General Security Agreements and Share Pledge Agreements in mutually acceptable forms to each Party, acting reasonably, and the Priority Agreement in a form acceptable to the Ironman Shareholders, acting reasonably;
- (f) the Director Changes and the Officer Changes will have been completed;
- (g) Lite Access having executed and delivered, at Closing, such customary agreements, certificates, resolutions and other closing documents as may be required by Ironman, all in form satisfactory to Ironman, acting reasonably; and
- (h) the absence of any Material Adverse Change in the business, financial condition, prospects, assets or operations of Lite Access.

The conditions precedent set forth above are for the exclusive benefit of Ironman and the Ironman Shareholders and may be waived by Ironman (on its own behalf and on behalf of the Ironman Shareholders) in whole or in part on or before the Time of Closing.

5. REPRESENTATIONS AND WARRANTIES

5.1 **Concerning Lite Access** – In order to induce the Ironman Parties and the Ironman Shareholders to enter into this Agreement and complete their respective obligations hereunder, Lite Access represents and warrants to and covenants with the Ironman Parties and the Ironman Shareholders as follows:

- (a) **Incorporation and Qualification** – Lite Access is a corporation incorporated, existing and in good standing under the laws of the jurisdiction of its incorporation and has the corporate power to own and operate its property, carry on its business and enter into and perform its obligations under this Agreement. This Agreement constitutes a legal, valid and binding agreement of Lite Access and is enforceable against Lite Access in

accordance with its terms and conditions, subject to applicable bankruptcy, insolvency, reorganization, moratorium and other similar laws affecting the rights and remedies of creditors and the general principles of equity.

- (b) **Required Approvals** – Except as indicated in the Lite Access Disclosure Letter, there is no requirement to obtain any third party consent or approval as a condition to the lawful completion by Lite Access of the transactions contemplated by this Agreement.
- (c) **Corporate Authority** – The execution, delivery and performance by Lite Access of this Agreement and the completion of the transactions contemplated hereunder, have been duly authorized by all necessary corporate action on the part of Lite Access other than Minority Approval.
- (d) **Authorized and Issued Capital**
 - (i) Lite Access is authorized to issue an unlimited number of Lite Access Shares, of which 87,292,538 Lite Access Shares will be validly issued and outstanding as fully paid and non-assessable shares immediately prior to the Time of Closing.
 - (ii) Except for those stock options, restricted share units and outstanding common share purchase warrants of Lite Access disclosed in the Lite Access Disclosure Letter, there are no outstanding convertible securities, agreements, arrangements or commitments of any kind whatsoever relating to the capital stock of Lite Access or obligating Lite Access to issue or sell any shares of capital stock of, or any other interest in, Lite Access.
- (e) **Consideration Shares** - The Consideration Shares will, when issued and delivered, be duly and validly issued by Lite Access as fully paid and non assessable shares in the capital of Lite Access.
- (f) **No Violation or Termination** – The transactions contemplated by this Agreement, nor the performance of Lite Access's obligations hereunder, nor compliance by Lite Access with any of the provisions hereof, will:
 - (i) result in a violation, contravention or breach of any of the terms, conditions or provisions of the constating documents of the Lite Access Entities or any agreement or instrument to which the any of the Lite Access Entities are a party or by which the Lite Access Entities are bound or constitute a default by the Lite Access Entities thereunder, or under any statute, regulation, judgment, decree or law by which the Lite Access Entities is subject or bound, or result in the creation or imposition of any lien upon the assets of the Lite Access Entities;
 - (ii) result in a violation by the Lite Access Entities of any Applicable Law or any applicable order of any Governmental Authority having jurisdiction over the Lite Access Entities;
 - (iii) trigger a right of termination or acceleration, cause any indebtedness to come due before its stated maturity, cause any credit commitment to cease to be

available, or cause any payment or other obligation to be imposed on the Lite Access Entities;

- (iv) cause the suspension or revocation of any permit currently in effect with respect to the Lite Access Entities; or
- (v) result in a violation, breach or suspension, or otherwise adversely affect, the Lite Access Material Contracts,

other than any such violations, contraventions, breaches, defaults, encumbrances, terminations or accelerations that, individually or in the aggregate, would not reasonably be expected to result in a Material Adverse Change with respect to Lite Access.

- (g) **Environmental Laws** – The Lite Access Entities (i) are in compliance with all federal, provincial, local and foreign laws relating to pollution or protection of human health or the environment (including ambient air, surface water, groundwater, land surface or subsurface strata), including laws relating to emissions, discharges, releases or threatened releases of chemicals, pollutants, contaminants, or toxic or hazardous substances or wastes (collectively, "**Hazardous Materials**") into the environment, or otherwise relating to the manufacture, processing, distribution, use, treatment, storage, disposal, transport or handling of Hazardous Materials, as well as all authorizations, codes, decrees, demands, or demand letters, injunctions, judgments, licenses, notices or notice letters, orders, permits, plans or regulations, issued, entered, promulgated or approved thereunder ("**Environmental Laws**"); (ii) have received all permits licenses or other approvals required of them under applicable Environmental Laws to conduct their respective businesses; and (iii) are in compliance with all terms and conditions of any such permit, license or approval where in each clause (i), (ii) and (iii), the failure to so comply could be reasonably expected to result in, individually or in the aggregate, a Material Adverse Change.
- (h) **Lite Access Material Contracts** – The Lite Access Disclosure Letter contains a correct and complete list of each of the currently effective Lite Access Material Contracts of the Lite Access Entities:
 - (i) relating to the lease of real property (the "**Leases**") by the Lite Access Entities;
 - (ii) relating to the employment of an Employee of any of the Lite Access Entities;
 - (iii) for the purchase of materials, supplies, goods, services, equipment or other assets for annual payments by the Lite Access Entities of, or pursuant to which in the last year the Lite Access Entities paid, in the aggregate, \$100,000 or more;
 - (iv) for the sale of materials, supplies, goods, services, equipment or other assets for annual payments to the Lite Access Entities of, or pursuant to which in the last year the Lite Access Entities received, in the aggregate, \$100,000 or more;
 - (v) that relates to any partnership, joint venture, strategic alliance or other similar contract;

- (vi) relating to indebtedness for borrowed money or the deferred purchase price of property (whether incurred, assumed, guaranteed or secured by any asset), except for contracts relating to Indebtedness in an amount not exceeding \$100,000 in the aggregate;
- (vii) that includes severance or change-in-control provisions;
- (viii) which by its terms limits in any material respect (i) the localities in which all or any significant portion of the business and operations of the Lite Access Entities or, following the consummation of the transactions contemplated by this Agreement, the business and operations of Lite Access is or would be conducted, or (ii) the scope of the business and operations of the Lite Access, taken as a whole;
- (ix) including licensing agreements in respect of the Intellectual Property Rights of the Lite Access Entities;
- (x) containing any royalty, dividend or similar arrangement based on the revenues or profits of the Lite Access Entities;
- (xi) with any Governmental Authority;
- (xii) including any agreement that gives rise to any material payment or benefit as a result of the performance of this Agreement or any of the other transactions contemplated hereby;
- (xiii) relating to the acquisition or disposition of any material interest in, or any material amount of, property or assets of any of the Lite Access Entities or for the grant to any Person of any preferential rights to purchase any of their assets, other than in the ordinary course of business consistent with past practice; or
- (xiv) including any other agreement (or group of related agreements) the performance of which requires aggregate payments to or from any of the Lite Access Entities in excess of \$100,000.

Each Lite Access Material Contract is in full force and effect and will not terminate as a result of the consummation of the transactions contemplated hereby. None of the Lite Access Entities or, to the knowledge of Lite Access, any other party thereto is in default or breach under the terms of any such Lite Access Material Contract. Each Lite Access Material Contract is a valid and binding obligation of the parties thereto and, to the knowledge of Lite Access, each of the other parties, enforceable against them in accordance with its terms, subject to applicable bankruptcy, insolvency, reorganization, moratorium, or other similar laws relating to creditors' rights and general principles of equity.

- (i) **Real Property** – The Lite Access Entities do not own any real or immoveable property.

- (j) **Leases** – None of the Lite Access Entities are party to, or under any agreement to become a party to, any lease or facilities use permit with respect to real property, other than the Leases of the Lite Access Entities. The Leases of the Lite Access Entities are in good standing, and, to the knowledge of Lite Access, create a good and valid right to use the leased premises of Lite Access (the "**Lite Access Leased Premises**") and are in full force and effect without amendment. With respect to the Leases of the Lite Access Entities: (i) all rents and additional rents have been paid; (ii) no waiver, indulgence or postponement of the lessee's obligations has been granted by the lessor; (iii) there exists no event of default or event, occurrence, condition or act which, with the giving of notice, the lapse of time or the happening of any other event or condition, would become a default under the Leases of the Lite Access Entities; (iv) except as disclosed in the Lite Access Disclosure Letter none of the Leases of the Lite Access Entities require notice or consent of the landlord upon a change of control; and (v) to the knowledge of Lite Access, all of the covenants to be performed by any party under the Leases of the Lite Access Entities have been fully performed in all material respects. The Lite Access Leased Premises are adequate and suitable for the purposes for which they are presently being used and each of the Lite Access Entities, as applicable, has adequate rights of ingress and egress into the Lite Access Leased Premises for the operation of the Lite Access Business.
- (k) **Dividends** – Lite Access has not declared or paid any dividends or distributed any of the Lite Access Entities' properties or assets.
- (l) **Liabilities** – The Lite Access Entities have aggregate liabilities not greater than \$4,000,000, including any expenses incurred in connection with the Transaction, but excluding any Bank Loans.
- (m) **Compliance with Laws** – To the best of the knowledge of Lite Access, Lite Access has conducted and is conducting its business in material compliance with all Applicable Laws in the jurisdictions in which such business is carried on.
- (n) **Title to Assets** – The Lite Access Entities own (with good title) all of the assets (whether real, personal or mixed and whether tangible or intangible) that each entity purports to own.
- (o) **Intellectual Property** –
 - (i) The Lite Access Disclosure Letter contains a true and complete list of all of the Intellectual Property Rights of the Lite Access Entities registered or applied for registration with any Governmental Authority.
 - (ii) Lite Access is the sole and exclusive owner of all of the Intellectual Property Rights of the Lite Access Entities, free and clear of any encumbrances.
 - (iii) Lite Access owns or has a valid and enforceable license to use all of the Intellectual Property Rights of the Lite Access Entities necessary to, or used or held for use in, the conduct of the business of Lite Access as currently conducted.

- (iv) Lite Access has not infringed, misappropriated or otherwise violated any Intellectual Property Right of any Person, and to the knowledge of Lite Access, no Person has infringed, misappropriated or otherwise violated any of the Intellectual Property Rights of the Lite Access Entities.
- (v) Lite Access has taken reasonable steps in accordance with normal industry practice to maintain the confidentiality of all of the Intellectual Property Rights of the Lite Access Entities, the value of which to Lite Access is contingent upon maintaining the confidentiality thereof, and no such Intellectual Property Rights of the Lite Access Entities have been disclosed other than to Persons whom are bound by written obligations to maintain the confidentiality thereof.
- (vi) Lite Access does not have any obligation to compensate any person for the use of any Intellectual Property Rights; Lite Access has not entered into any agreement to indemnify any other person against any claim of infringement or misappropriation of any Intellectual Property Rights; and there are no settlements, covenants not to sue, consents, judgments, or orders or similar obligations that:
 - A. restrict the rights of Lite Access to use any Intellectual Property Rights;
 - B. restrict Lite Access' business, in order to accommodate a third party's Intellectual Property Rights; or
 - C. permit third parties to use any of the Intellectual Property Rights of the Lite Access Entities.
- (vii) Lite Access has taken reasonable security measures to protect the secrecy, confidentiality and value of all Trade Secrets owned by Lite Access or used or held for use by Lite Access in its business (the "**Lite Access Trade Secrets**").
- (viii) Following the Time of Closing, Lite Access will have the same rights and privileges in the Intellectual Property Rights of the Lite Access Entities as Lite Access has in the Intellectual Property Rights of the Lite Access Entities immediately prior to the Time of Closing.
- (p) **Enforceability of the Intellectual Property Rights of the Lite Access Entities** – The Intellectual Property Rights of the Lite Access Entities are valid, in full force and effect and have not been used or enforced or failed to be used or enforced in a manner that would result in the abandonment, cancellation or unenforceability of any of the Intellectual Property Rights of the Lite Access Entities or any application, registration or patent in respect thereof.
- (q) **No Infringement by Others** – To the knowledge of Lite Access, no Person has infringed the rights of Lite Access in the Intellectual Property Rights of the Lite Access Entities or challenged Lite Access' rights to the ownership and use of the Intellectual Property Rights of the Lite Access Entities.

- (r) **No Infringement** – Lite Access has not received any notice or claim, nor has any knowledge that, the business of Lite Access or any activity in which Lite Access is engaged or any product or service which Lite Access sells or provides, or the use of any of the Intellectual Property Rights of the Lite Access Entities, breaches, violates, infringes or interferes with any intellectual property rights of any third party or requires payment for the use of any patent, trade-name, Trade Secret, trade-mark, copyright or other intellectual property right or technology of another.
- (s) **Insurance** – Other than as disclosed in the Lite Access Disclosure Letter, Lite Access does not carry any insurance policies.
- (t) **Employment Matters** –
 - (i) All amounts due or accrued for all salary, wages, bonuses, commissions, vacation pay, and other Employee benefits in respect of any Employee, director, independent contractor, consultant and agent of the Lite Access Entities that are attributable to the period before the Closing Date will be paid at or prior to the Closing Date in the ordinary course and consistent with past practice and are or shall be accurately reflected in the books and records of the Lite Access Entities.
 - (ii) The Lite Access Disclosure Letter includes a complete list of all Employees, agents, consultants, and independent contractors and includes, to the extent applicable, each person's (A) position or title with the Lite Access Entity or Lite Access Entities, as applicable; (B) material terms and conditions of employment; (C) current wages, salaries or hourly rate of pay and bonus (whether monetary or otherwise) paid since the beginning of the most recently completed financial year or payable to such person in the current financial year of the Lite Access Entity; (D) the date upon which such person was first hired or engaged; (E) accrued vacation, if any; and (F) all salary, bonuses, holiday and sick time entitlements, severance payments and payments for notice of termination or in lieu of termination and all such amounts payable to contractors, that are accrued and unpaid by the Lite Access Entities.
 - (i) Any Employee who is not an employee is treated as an independent contractor, properly characterized as an independent contractor and will not be characterized by any Governmental Authority as an Employee.
 - (ii) To the knowledge of Lite Access, no complaint, grievance, claim, proceeding, civil action, work order or investigation has been filed, made or commenced against the Lite Access Entities in respect of, concerning or affecting any of its Employees.
 - (iii) To the knowledge of Lite Access, no Employee has indicated that he or she intends to resign, retire or terminate his or her employment or engagement with the Lite Access Entities as a result of the transactions contemplated by this Agreement.

- (iv) The Lite Access Business has been and is being operated in compliance, in all material respects, with Applicable Laws relating to employment, including employment standards, occupational health and safety, human rights, labour relations, workers compensation, and none of the Lite Access Entities have received notice of any outstanding assessments, penalties, fines, liens, charges, surcharges, or other amounts due or owing pursuant to any workers' compensation legislation and the Lite Access Entities have not been reassessed in any material respect under such legislation.
 - (v) The Lite Access Entities currently do not have any benefit plans for Employees.
- (u) **Labor Relations** – No labor dispute exists or, to the knowledge of Lite Access, is imminent with respect to any of the employees of the Lite Access Entities, which could reasonably be expected to result in a Material Adverse Change. None of the Lite Access Entities' employees is a member of a union that relates to such employee's relationship with any of the Lite Access Entities, and none of the Lite Access Entities is a party to a collective bargaining agreement, and Lite Access believes that the Lite Access Entities' relationships with their employees are good. To the knowledge of Lite Access, no executive officer of any of the Lite Access Entities is, or is now expected to be, in violation of any material term of any employment contract, confidentiality, disclosure or proprietary information agreement or non-competition agreement, or any other contract or agreement or any restrictive covenant in favor of any third party, and the continued employment of each such executive officer does not subject any of the Lite Access Entities to any liability with respect to any of the foregoing matters. The Lite Access Entities are in compliance with all federal, provincial, local and foreign laws and regulations relating to employment and employment practices, terms and conditions of employment and wages and hours, except where the failure to be in compliance could not, individually or in the aggregate, reasonably be expected to result in a Material Adverse Change.
- (v) **Restriction on Business Activities** – There is no arbitral award, judgment, injunction, constitutional ruling, order or decree binding upon Lite Access that has or could reasonably be expected to have the effect of prohibiting, restricting or impairing any business practice of Lite Access, any acquisition or disposition of property by Lite Access, or the conduct of their business and which could reasonably be expected to have a Material Adverse Change on Lite Access.
- (w) **No Claims** – To the best knowledge of Lite Access, there are no claims, actions, suits, judgements, litigation or proceedings pending against or affecting Lite Access which will or may have a material adverse effect upon Lite Access or which may prevent the completion of the Transaction, and Lite Access is not aware of any existing ground on which any such claim, action, suit, judgement, litigation or proceeding might be commenced with any reasonable likelihood of success. To the best knowledge of Lite Access, there is no inquiry or investigation (whether formal or informal) in relation to Lite Access or its directors or officers commenced or threatened by any relevant securities commission or similar regulatory body having jurisdiction, where the outcome

of such inquiry or investigation could have a material adverse effect on Lite Access after giving effect to the Transaction.

- (x) **No Breach of Laws** – To the best knowledge of Lite Access, Lite Access is not in material breach of any law, ordinance, statute, regulation, by-law, order or decree of any kind whatsoever.
- (y) **Consents and Approvals** – Other than obtaining Minority Approval and acceptance of the TSXV for the transactions contemplated hereby, including for the listing of the Consideration Shares on the TSXV, no consent, approval, order or authorization of, or declaration or filing with, any Governmental Authority or any third party is required to be obtained by Lite Access in connection with the consummation of the transactions contemplated by this Agreement.
- (z) **Reporting Issuer Status and Listing** - Lite Access is a reporting issuer (within the meaning of applicable securities laws) in good standing in the Provinces of British Columbia, Alberta and Ontario, is not on the list of defaulting issuers as maintained by the securities commissions in such jurisdictions for a default of any requirement of any Securities Laws, and no order ceasing or suspending trading in the securities of Lite Access has been issued by any Securities Authority or other regulatory authority and is continuing in effect and no proceedings for that purpose have been instituted or are pending or, to the knowledge of Lite Access, contemplated or threatened by any Securities Authority or other regulatory authority. The Lite Access Shares are listed and posted for trading on the TSXV and are not listed on any other market. To the knowledge of Lite Access, no inquiry, review or investigation (formal or informal) or other proceedings involving Lite Access that may operate to prevent or restrict trading of any securities of Lite Access are currently in progress or pending before any Securities Authority.
- (aa) **Public Filings** - Lite Access has filed all material documents required to be filed by it in accordance with applicable Securities Laws. All such documents and information comprising the Lite Access Public Disclosure Record, as to their respective dates (and the dates of any amendments thereto), (i) did not contain any Misrepresentation (as such term is defined in the Securities Act), and (ii) complied in all material respects with the requirements of applicable Securities Laws, and any amendments to the Lite Access Public Disclosure Record required to be made have been filed on a timely basis with the Securities Authorities. Lite Access has not filed any confidential material change report with any Securities Authority that at the date of this Agreement remains confidential. There has been no change in a material fact or a material change (as such terms are defined under the Securities Act) in any of the information contained in the Lite Access Public Disclosure Record.
- (bb) **Absence of Changes** – Since June 30, 2024, the business of Lite Access has been conducted only in the ordinary course of business consistent with past practices and there has not been any material change in the assets, liabilities, obligations (absolute, accrued, contingent or otherwise), business, condition (financial or otherwise) or results of operations of Lite Access.

- (cc) **Financial Statements** – Lite Access’s audited consolidated financial statements as at and for the fiscal years ended September 30, 2023 and 2022, including the notes thereto and the related management’s discussion and analysis (collectively, the "**Lite Access Financial Statements**"), were prepared in accordance with IFRS consistently applied (except as otherwise indicated in such financial statements and the notes thereto or, in the case of audited statements, in the related report of Lite Access’s independent auditors) and fairly present in all material respects the assets, liabilities and consolidated financial position, results of operations and cash flows of Lite Access as of the dates thereof and for the periods indicated therein and reflect the revenues, earnings, results of operations, changes in shareholders’ equity and reserves required by IFRS in respect of all material contingent liabilities, if any, of Lite Access. There has been no material change in Lite Access’s accounting policies, except as described in the notes to the Lite Access Financial Statements, since September 30, 2023.
- (dd) **Corporate Records** - The corporate records and minute books of the Lite Access Entities contain complete and accurate copies of their respective constating documents, minutes of all meetings and resolutions of the directors (including any committees thereof) and shareholders of Lite Access Entities and the share certificate books, register of shareholders, register of transfers and register of directors Ironman Entities are complete and accurate in all material respects.
- (ee) **Books and Records** - The books and records of the Lite Access Entities fairly and correctly set out and disclose in all material respects, in accordance with IFRS, the financial position of the Lite Access Entities as at the date hereof, and all material financial transactions of the Lite Access Entities relating the business of Lite Access have been accurately recorded in such books and records.
- (ff) **Lite Access Disclosure Letter** – The Lite Access Disclosure Letter contains full, true and correct disclosure.

5.2 **Concerning Ironman** – In order to induce Lite Access to enter into this Agreement and complete its obligations hereunder, Ironman, US Holdco and each Ironman Shareholder, jointly and severally represents and warrants to and covenants with Lite Access as follows:

- (a) **Incorporation and Qualification** – each of the Ironman Entities is a corporation incorporated, existing and in good standing under the laws of the jurisdiction of its incorporation and has the corporate power to own and operate its property, carry on its business and enter into and, in the case of Ironman, perform its obligations under this Agreement. This Agreement constitutes a legal, valid and binding agreement of Ironman and is enforceable against Ironman in accordance with its terms and conditions, subject to applicable bankruptcy, insolvency, reorganization, moratorium and other similar laws affecting the rights and remedies of creditors and the general principles of equity.
- (b) **Required Approvals** – Except as indicated in the Ironman Disclosure Letter, there is no requirement to obtain any third party consent or approval as a condition to the lawful completion by the Ironman Parties of the transactions contemplated by this Agreement.
- (c) **Corporate Authority** – The execution, delivery and performance by each of the Ironman Parties of this Agreement and the completion of the transactions contemplated

hereunder, have been duly authorized by all necessary corporate action on the part of the Ironman Parties.

- (d) **Authorized and Issued Capital of Ironman and Ironman Opco** – The authorized capital of Ironman shall consist, immediately prior to the Time of Closing, of an unlimited number of Class A Voting Non-Participating Shares, an unlimited number of Class B Voting Participating Shares, an unlimited number of Class C Voting Participating Shares, an unlimited number of Class D Non-Voting Participating Shares, an unlimited number of Class E Non-Voting Participating Shares, an unlimited number of Class F Non-Voting Participating Shares, an unlimited number of Class G Non-Voting Preferred Shares, an unlimited number of Class H Non-Voting Preferred Shares, an unlimited number of Class I Non-Voting Preferred Shares, an unlimited number of Class J Non-Voting Preferred Shares and an unlimited number of Class K Non-Voting Preferred Shares. A true and complete list of the Ironman BC Shareholders immediately prior to Closing and their names and addresses is set out in Schedule "A". The authorized capital of Ironman Opco consists of shall consist, immediately prior to the Time of Closing, of an unlimited number of Class A Voting Non-Participating Shares, an unlimited number of Class B Non-Voting Participating Shares, an unlimited number of Class C Non-Voting Participating Shares, an unlimited number of Class D Non-Voting Participating Shares, an unlimited number of Class E Non-Voting Participating Shares, an unlimited number of Class F Non-Voting Preferred Shares, an unlimited number of Class G Non-Voting Preferred Shares, an unlimited number of Class H Non-Voting Preferred Shares, an unlimited number of Class I Non-Voting Preferred Shares and an unlimited number of Class J Non-Voting Preferred Shares, of which 100 Class A Voting Non-Participating Shares and 100 Class B Non-Voting Participating Shares will be validly issued and outstanding as fully paid and non-assessable shares and registered in the name of Ironman.
- (e) **Authorized and Issued Capital of US Holdco** – The authorized capital of US Holdco shall consist, immediately prior to the Time of Closing, of an unlimited number of common stock. A true and complete list of the US Holdco Shareholders immediately prior to Closing and their names and addresses of Ironman Shares is set out in Schedule "B".
- (f) **No Violation or Termination** – The transactions contemplated by this Agreement, nor the performance of Ironman's obligations hereunder, nor compliance by the Ironman Parties with any of the provisions hereof, will:
 - (i) result in a violation, contravention or breach of any of the terms, conditions or provisions of the constating documents of the Ironman Entities or any agreement or instrument to which the any of the Ironman Entities are a party or by which the Ironman Entities are bound or constitute a default by the Ironman Entities thereunder, or under any statute, regulation, judgment, decree or law by which the Ironman Entities is subject or bound, or result in the creation or imposition of any lien upon the assets of the Ironman Entities;
 - (ii) result in a violation by the Ironman Entities of any Applicable Law or any applicable order of any Governmental Authority having jurisdiction over the Ironman Entities;

- (iii) trigger a right of termination or acceleration, cause any indebtedness to come due before its stated maturity, cause any credit commitment to cease to be available, or cause any payment or other obligation to be imposed on the Ironman Entities;
- (iv) cause the suspension or revocation of any permit currently in effect with respect to the Ironman Entities; or
- (v) result in a violation, breach or suspension, or otherwise adversely affect, the Ironman Material Contracts;

other than any such violations, contraventions, breaches, defaults, encumbrances, terminations or accelerations that, individually or in the aggregate, would not reasonably be expected to have a Material Adverse Change on the Ironman Entities.

- (g) **Environmental Laws** – The Ironman Entities (i) are in compliance with all Environmental Laws; (ii) have received all permits licenses or other approvals required of them under applicable Environmental Laws to conduct their respective businesses; and (iii) are in compliance with all terms and conditions of any such permit, license or approval where in each clause (i), (ii) and (iii), the failure to so comply could be reasonably expected to result in, individually or in the aggregate, a Material Adverse Change.
- (h) **Ironman Material Contracts** – The Ironman Disclosure Letter contains a correct and complete list of each of the currently effective Ironman Material Contracts of the Ironman Entities:
 - (i) relating to the Leases by the Ironman Entities;
 - (ii) relating to the employment of an Employee of any of the Ironman Entities;
 - (iii) for the purchase of materials, supplies, goods, services, equipment or other assets for annual payments by the Ironman Entities of, or pursuant to which in the last year the Ironman Entities paid, in the aggregate, \$100,000 or more;
 - (iv) for the sale of materials, supplies, goods, services, equipment or other assets for annual payments to the Ironman Entities of, or pursuant to which in the last year the Ironman Entities received, in the aggregate, \$100,000 or more;
 - (v) that relates to any partnership, joint venture, strategic alliance or other similar contract;
 - (vi) relating to indebtedness for borrowed money or the deferred purchase price of property (whether incurred, assumed, guaranteed or secured by any asset), except for contracts relating to Indebtedness in an amount not exceeding \$100,000 in the aggregate;
 - (vii) that includes severance or change-in-control provisions;

- (viii) which by its terms limits in any material respect (i) the localities in which all or any significant portion of the business and operations of the Ironman Entities or, following the consummation of the transactions contemplated by this Agreement, the business and operations of Ironman is or would be conducted, or (ii) the scope of the business and operations of the Ironman Entities, taken as a whole;
- (ix) including licensing agreements in respect of the Intellectual Property Rights of the Ironman Entities;
- (x) containing any royalty, dividend or similar arrangement based on the revenues or profits of the Ironman Entities;
- (xi) with any Governmental Authority;
- (xii) including any agreement that gives rise to any material payment or benefit as a result of the performance of this Agreement or any of the other transactions contemplated hereby;
- (xiii) relating to the acquisition or disposition of any material interest in, or any material amount of, property or assets of any of the Ironman Entities or for the grant to any Person of any preferential rights to purchase any of their assets, other than in the ordinary course of business consistent with past practice; or
- (xiv) including any other agreement (or group of related agreements) the performance of which requires aggregate payments to or from any of the Ironman Entities in excess of \$100,000.

Each Ironman Material Contract is in full force and effect and will not terminate as a result of the consummation of the transactions contemplated hereby. None of the Ironman Entities or, to the knowledge of Ironman and the Ironman Shareholders, any other party thereto is in default or breach under the terms of any such Ironman Material Contract. Each Ironman Material Contract is a valid and binding obligation of the parties thereto and, to the knowledge of Ironman and the Ironman Shareholders, each of the other parties, enforceable against them in accordance with its terms, subject to applicable bankruptcy, insolvency, reorganization, moratorium, or other similar laws relating to creditors' rights and general principles of equity.

- (i) **Real Property** – The Ironman Entities do not own any real or immoveable property.
- (j) **Leases** – None of the Ironman Entities are party to, or under any agreement to become a party to, any lease or facilities use permit with respect to real property, other than the Leases of the Ironman Entities. The Leases of the Ironman Entities are in good standing, and, to the knowledge of the Ironman Parties and the Ironman Shareholders, create a good and valid right to use the leased premises of the Ironman Parties (the "**Ironman Leased Premises**") and are in full force and effect without amendment. With respect to the Leases of the Ironman Entities: (i) all rents and additional rents have been paid; (ii) no waiver, indulgence or postponement of the lessee's obligations has been granted by the lessor; (iii) there exists no event of default or event, occurrence, condition or act

which, with the giving of notice, the lapse of time or the happening of any other event or condition, would become a default under the Leases of the Ironman Entities; (iv) except as disclosed in the Ironman Disclosure Letter none of the Leases of the Ironman Entities require notice or consent of the landlord upon a change of control; and (v) to the knowledge of the Ironman Parties and the Ironman Shareholders, all of the covenants to be performed by any party under the Leases of the Ironman Entities have been fully performed in all material respects. The Ironman Leased Premises are adequate and suitable for the purposes for which they are presently being used and each of the Ironman Entities, as applicable, has adequate rights of ingress and egress into the Ironman Leased Premises for the operation of the Ironman Business.

- (k) **Ironman Securities** – Except as set forth in the Ironman Disclosure Letter, there are no outstanding debt, equity or convertible securities in the capital of the Ironman Entities, including incentive stock options and warrants.
- (l) **Dividends** – the Ironman Parties have not declared or paid any dividends or distributed any of the Ironman Entities' properties or assets.
- (m) **Liabilities** – The Ironman Entities have aggregate liabilities not greater than \$500,000, including any expenses incurred in connection with the Transaction, but excluding the Bank Loans.
- (n) **No Other Agreements to Purchase** – There are no other options, agreements, rights of first refusal or other rights capable of becoming such to acquire all or any part of the Ironman Shares.
- (o) **Compliance with Laws** – To the best of the knowledge of the Ironman Parties and the Ironman Shareholders, each of the Ironman Parties has conducted and is conducting its business in material compliance with all Applicable Laws in the jurisdictions in which such business is carried on.
- (p) **Regulatory Permits** – The Ironman Entities possess all certificates, authorizations and permits issued by the appropriate federal, provincial, local or foreign regulatory authorities necessary to conduct the business of the Ironman Entities.
- (q) **Title to Assets** – The Ironman Entities own (with good and marketable title) all of the assets (whether real, personal or mixed and whether tangible or intangible) that each entity purports to own.
- (r) **Intellectual Property** –
 - (i) the Ironman Disclosure Letter contains a true and complete list of all Intellectual Property Rights of the Ironman Entities registered or applied for registration with any Governmental Authority.
 - (ii) the Ironman Parties are the sole and exclusive owner of all of the Intellectual Property Rights of the Ironman Entities, free and clear of any encumbrances.

- (iii) the Ironman Parties own or have a valid and enforceable license to use all Intellectual Property Rights necessary to, or used or held for use in, the conduct of the business of Ironman as currently conducted.
- (iv) the Ironman Parties have not infringed, misappropriated or otherwise violated any Intellectual Property Right of any Person, and to the knowledge of the Ironman Parties and the Ironman Shareholders, no Person has infringed, misappropriated or otherwise violated any of the Intellectual Property Rights of the Ironman Entities.
- (v) the Ironman Parties have taken reasonable steps in accordance with normal industry practice to maintain the confidentiality of all of the Intellectual Property Rights of the Ironman Entities, the value of which to Ironman is contingent upon maintaining the confidentiality thereof, and no such Intellectual Property Rights of the Ironman Entities have been disclosed other than to Persons whom are bound by written obligations to maintain the confidentiality thereof.
- (vi) the Ironman Parties do not have any obligation to compensate any person for the use of any Intellectual Property Rights; the Ironman Parties have not entered into any agreement to indemnify any other person against any claim of infringement or misappropriation of any Intellectual Property Rights; and there are no settlements, covenants not to sue, consents, judgments, or orders or similar obligations that:
 - A. restrict the rights of Ironman to use any Intellectual Property Rights;
 - B. restrict Ironman's business, in order to accommodate a third party's Intellectual Property Rights; or
 - C. permit third parties to use any of the Intellectual Property Rights of the Ironman Entities.
- (vii) the Ironman Parties have taken reasonable security measures to protect the secrecy, confidentiality and value of all Trade Secrets owned by the Ironman Parties or used or held for use by the Ironman Parties in their respective businesses (the "**Ironman Trade Secrets**"), including, without limitation, requiring each employee and consultant of the Parties and any other person with access to Ironman Trade Secrets to execute a binding confidentiality agreement, copies or forms of which have been provided to Lite Access and, to the knowledge of the Ironman Parties and the Ironman Shareholders, there has not been any breach by any party to such confidentiality agreements.
- (viii) Following the Time of Closing, the Ironman Parties will have the same rights and privileges in the Intellectual Property Rights of the Ironman Entities as the Ironman Parties have in the Intellectual Property Rights of the Ironman Entities immediately prior to the Time of Closing.

- (s) **Enforceability of the Intellectual Property Rights of the Ironman Entities** – The Intellectual Property Rights of the Ironman Entities are valid, in full force and effect and have not been used or enforced or failed to be used or enforced in a manner that would result in the abandonment, cancellation or unenforceability of any of the Intellectual Property Rights of the Ironman Entities or any application, registration or patent in respect thereof.
- (t) **No Infringement by Others** – To the knowledge of the Ironman Parties and the Ironman Shareholders, no Person has infringed the rights of the Ironman Parties in the Intellectual Property Rights of the Ironman Entities or challenged the Ironman Parties' rights to the ownership and use of the Intellectual Property Rights of the Ironman Entities.
- (u) **No Infringement** – the Ironman Parties have not received any notice or claim, nor has any knowledge that, the business of the Ironman Parties or any activity in which Ironman is engaged or any product or service which the Ironman Parties sell or provide, or the use of any of the Intellectual Property Rights of the Ironman Entities, breaches, violates, infringes or interferes with any intellectual property rights of any third party or requires payment for the use of any patent, trade-name, Trade Secret, trade-mark, copyright or other intellectual property right or technology of another.
- (v) **Insurance** – Other than as disclosed in the Ironman Disclosure Letter, the Ironman Parties do not carry any insurance policies.
- (w) **Employment Matters** –
 - (i) All amounts due or accrued for all salary, wages, bonuses, commissions, vacation pay, and other Employee benefits in respect of any Employee, director, independent contractor, consultant and agent of the Ironman Entities that are attributable to the period before the Closing Date will be paid at or prior to the Closing Date in the ordinary course and consistent with past practice and are or shall be accurately reflected in the books and records of the Ironman Entities.
 - (ii) The Ironman Disclosure Letter includes a complete list of all Employees, agents, consultants, and independent contractors and includes, to the extent applicable, each person's (A) position or title with the Ironman Entity or Ironman Entities, as applicable; (B) material terms and conditions of employment; (C) current wages, salaries or hourly rate of pay and bonus (whether monetary or otherwise) paid since the beginning of the most recently completed financial year or payable to such person in the current financial year of the Ironman Entity; (D) the date upon which such person was first hired or engaged; (E) accrued vacation, if any; and (F) all salary, bonuses, holiday and sick time entitlements, severance payments and payments for notice of termination or in lieu of termination and all such amounts payable to contractors, that are accrued and unpaid by the Ironman Entities.
 - (i) Any Employee who is not an employee is treated as an independent contractor, properly characterized as an independent contractor and will not be characterized by any Governmental Authority as an Employee.

- (ii) To the knowledge of the Ironman Parties and the Ironman Shareholders, no complaint, grievance, claim, proceeding, civil action, work order or investigation has been filed, made or commenced against the Ironman Entities in respect of, concerning or affecting any of its Employees.
 - (iii) To the knowledge of the Ironman Parties and the Ironman Shareholders, no Employee has indicated that he or she intends to resign, retire or terminate his or her employment or engagement with the Ironman Entities as a result of the transactions contemplated by this Agreement.
 - (iv) The Ironman Business has been and is being operated in compliance, in all material respects, with Applicable Laws relating to employment, including employment standards, occupational health and safety, human rights, labour relations, workers compensation, and none of the Ironman Entities have received notice of any outstanding assessments, penalties, fines, liens, charges, surcharges, or other amounts due or owing pursuant to any workers' compensation legislation and the Ironman Entities have not been reassessed in any material respect under such legislation.
 - (v) The Ironman Entities currently do not have any benefit plans for Employees.
- (x) **Labor Relations** – No labor dispute exists or, to the knowledge of the Ironman Parties and the Ironman Shareholders, is imminent with respect to any of the employees of the Ironman Entities, which could reasonably be expected to result in a Material Adverse Change. None of the Ironman Entities' employees is a member of a union that relates to such employee's relationship with any of the Ironman Entities, and none of the Ironman Entities is a party to a collective bargaining agreement, and the Ironman Parties and the Ironman Shareholders believe that the Ironman Entities' relationships with their employees are good. To the knowledge of the Ironman Parties and the Ironman Shareholders, no executive officer of any of the Ironman Entities is, or is now expected to be, in violation of any material term of any employment contract, confidentiality, disclosure or proprietary information agreement or non-competition agreement, or any other contract or agreement or any restrictive covenant in favor of any third party, and the continued employment of each such executive officer does not subject any of the Ironman Entities to any liability with respect to any of the foregoing matters. The Ironman Entities are in compliance with all federal, provincial, local and foreign laws and regulations relating to employment and employment practices, terms and conditions of employment and wages and hours, except where the failure to be in compliance could not, individually or in the aggregate, reasonably be expected to result in a Material Adverse Change.
- (y) **Restriction on Business Activities** – There is no arbitral award, judgment, injunction, constitutional ruling, order or decree binding upon The Ironman Parties that has or could reasonably be expected to have the effect of prohibiting, restricting or impairing any business practice of the Ironman Parties, any acquisition or disposition of property by the Ironman Parties, or the conduct of their business and which could reasonably be expected to have a Material Adverse Change on the Ironman Parties.

- (z) **No Claims** – To the best knowledge of the Ironman Parties and the Ironman Shareholders, there are no claims, actions, suits, judgements, litigation or proceedings pending against or affecting the Ironman Parties which will or may have a material adverse effect upon the Ironman Parties or which may prevent the completion of the Transaction, and neither the Ironman Parties nor the Ironman Shareholders are aware of any existing ground on which any such claim, action, suit, judgement, litigation or proceeding might be commenced with any reasonable likelihood of success.
- (aa) **No Breach of Laws** – To the best knowledge of the Ironman Parties and the Ironman Shareholders, the Ironman Parties are not in material breach of any law, ordinance, statute, regulation, by-law, order or decree of any kind whatsoever.
- (bb) **Corporate Records** - The corporate records and minute books of the Ironman Entities contain complete and accurate copies of their respective constating documents, minutes of all meetings and resolutions of the directors (including any committees thereof) and shareholders of Ironman Entities and the share certificate books, register of shareholders, register of transfers and register of directors Ironman Entities are complete and accurate in all material respects.
- (cc) **Books and Records** - The books and records of the Ironman Entities fairly and correctly set out and disclose in all material respects, in accordance with IFRS, the financial position of the Ironman Entities as at the date hereof, and all material financial transactions of the Ironman Entities relating the business of Ironman have been accurately recorded in such books and records.
- (dd) **Ironman Financial Statements** - The Ironman Financial Statements have been prepared in accordance with IFRS and present fairly the assets, liabilities and the financial position of Ironman as at the dates indicated and the results of operation of Ironman for the periods indicated and no Material Adverse Effect in such financial position or such results of operation has occurred since the dates thereof.
- (ee) **Subsidiaries** – Other than as set forth in the Ironman Disclosure Letter, Ironman does not have any subsidiaries or agreements of any nature to acquire any subsidiary or to acquire or lease any other business operations.
- (ff) **Not a Reporting Issuer, No Published Market** – each of the Ironman Parties is not a reporting issuer in any jurisdiction and there is no published market for the Ironman BC Shares and the US Holdco Shares.
- (gg) **Ironman Disclosure Letter** – The Ironman Disclosure Letter contains full, true and correct disclosure.

5.3 **Concerning the Ironman Shareholders** – In order to induce Lite Access to enter into this Agreement and complete its obligations hereunder, each of the Ironman Shareholders jointly and severally represents and warrants to Lite Access that:

- (a) **Qualification** – If the Ironman Shareholder is an individual, he or she is of legal age and is legally competent to enter into and perform his obligations under this Agreement. If the Ironman Shareholder is a corporation, it is a corporation incorporated and validly

existing under the jurisdiction of its incorporation and has the corporate power to own and operate its property, carry on its business and enter into and perform its obligations under this Agreement.

- (b) **Binding Agreement** – This Agreement constitutes a legal, valid and binding agreement of the Ironman Shareholder and is enforceable against such Ironman Shareholder in accordance with its terms, subject to applicable bankruptcy, insolvency, reorganization, moratorium and other similar laws.
- (c) **Title to Ironman Shares** –
 - (i) Such Ironman Shareholder is the legal and, unless otherwise indicated in Schedule "A" or Schedule "B", beneficial owner of the applicable Ironman Shares, registered in its name as set out in Schedule "A" and Schedule "B" with good title, free and clear of all liens, charges, encumbrances, Security Interests and resale restrictions.
 - (ii) On Closing, Lite Access will have good and valid title to such Ironman Shares free and clear of all liens, charges, encumbrances, Security Interests and resale restrictions.
- (d) **No Other Agreements to Purchase** – Except for Lite Access's rights under this Agreement and except as set forth in the Ironman Disclosure Letter, there is no option, agreement or other right capable of becoming such to acquire from such Ironman Shareholder any of the Ironman Shares. The Ironman Shares are not subject to any shareholder's agreement, voting trust agreement or similar agreement.
- (e) **Resale Restrictions** – Such Ironman Shareholder acknowledges and agrees to be bound by any restrictions on the resale of the Consideration Shares issued to it at the Closing that may be imposed by Applicable Laws or this Agreement and agrees that the DRS statements representing such Consideration Shares may contain a legend or legends to that effect or referring to such resale restrictions.
- (f) **Independent Legal and Financial Advice** – Such Ironman Shareholder has been advised prior to entering into this Agreement to obtain, and has obtained, such independent legal, financial (including tax) and other advice as it deems to be necessary or advisable in connection herewith, and waives any claim which it may now or in the future have with respect to this Agreement or the subject matter hereof based in any way on the absence of, lack of access to or shortness of time available to rely on such advice.
- (g) **Tax Matters** – Such Ironman Shareholder is not a non-resident of Canada within the meaning of the Act.
- (h) **No Conflict** – The execution and delivery of this agreement and consummation of the transactions contemplated herein will not, in any material respect, (i) violate, be in conflict with, result in any breach of, constitute a default, or cause the acceleration of any obligation of the Ironman Shareholder, under (A) any agreement, instrument, license, permit or authority to which the Ironman Shareholder is, or is entitled to be, a party or to which the Ironman Shares are subject; (B) any judgment, decree, order statute, rule

or regulation applicable to the Ironman Shareholder; (C) any provision of law or regulation of any Governmental Authority or any judicial administrative order, award, judgment or decree applicable to the Ironman Shareholder; or (D) any provision of the constating documents, articles, by-laws, partnership agreement, resolutions, or other governing documents of the Ironman Shareholder, if not an individual, (ii) result in the creation of any lien upon any or all of the Ironman Shares under any agreement or instrument whatsoever, or (iii) give to any person any material interest or rights that have not been waived prior to the date hereof, including pre-emptive or preferential rights of purchase of any part or all of the Ironman Shares, or any right of termination, cancellation or acceleration under any agreement, instrument, license, permit or authority referred to in sub-paragraph 5.3(h)(i).

- (i) **No Prospectus** – The Ironman Shareholder acknowledges that (i) no securities commission or similar regulatory authority or other Governmental Authority has reviewed or passed on the merits of the Consideration Shares; (ii) there is no governmental or other insurance covering the Consideration Shares; (iii) there are risks associated with the purchase of the Consideration Shares; (iv) there may be restrictions on the Ironman Shareholder's ability to resell the Consideration Shares and it is the responsibility of the Ironman Shareholder to find out what those restrictions are and to comply with them before selling the Consideration Shares; and there may be restrictions on the Ironman Shareholder's ability to resell the Consideration Shares and it is the responsibility of the Ironman Shareholder to find out what those restrictions are and to comply with them before selling the Consideration Shares.
- (j) **Own Account** - The Ironman Shareholder is acquiring the Consideration Shares for its own account, for investment purposes only and not with a view to resale or distribution or other disposition of the Purchaser Shares in violation to applicable securities laws.

5.4 **Survival** –

- (a) The representations and warranties made by the Parties under this Part 5 are true and correct as of the Effective Date and shall be true and correct at the Time of Closing as though they were made at that time.
- (b) Should any of the representations and warranties made by any Ironman Shareholder not be true and correct as of the Effective Date or at the Time of Closing as though they were made at that time, Lite Access shall be entitled, for a period of two years following the Closing, to seek remedy against such Ironman Shareholder for any such misrepresentation or breach of warranty. Notwithstanding the foregoing, should any of the representations and warranties made by any Ironman Shareholder in Section 5.3(c) or 5.3(d) not be true and correct as of the Effective Date or at the Time of Closing as though they were made at that time, subject to any limitation periods applicable under Applicable Laws, Lite Access will be entitled, for an indefinite period following the Closing, to seek remedy against such Ironman Shareholder for any such misrepresentation or breach of warranty.
- (c) Should any of the representations and warranties made by Lite Access not be true and correct as of the Effective Date or at the Time of Closing as though they were made at

that time, each Ironman Shareholder shall be entitled, for a period of two years following the Closing, to seek remedy against Lite Access for any such misrepresentation or breach of warranty. Notwithstanding the foregoing, should any of the representations and warranties made by Lite Access in Sections 5.1(a), 5.1(e) or 5.1(z) not be true and correct as of the Effective Date or at the Time of Closing as though they were made at that time, subject to any limitation periods applicable under Applicable Laws, each of the Ironman Shareholders will be entitled, for an indefinite period following the Closing, to seek remedy against Lite Access for any such misrepresentation or breach of warranty.

- (d) Except as otherwise provided in Section 5.4 after the expiration of such two-year period, no Party or Parties shall have any further liability with respect to any breach of any representation or warranty contained herein, except for those alleged breaches for which notice has been given prior to the end of such two-year period. All other representations and warranties made by the Parties under this Part 5 shall terminate and be of no further force or effect immediately after the Time of Closing.

5.5 **No Limit on Rights** – The Parties each acknowledge and agree that a Party's investigations shall in no way limit or otherwise adversely affect that Party's rights under the representations and warranties given to it by any other Party or Parties under this Agreement.

6. **CHANGES IN DIRECTORS AND OFFICERS**

6.1 **New Directors of Lite Access on Closing** – Effective at the Closing, Lite Access will cause the board of directors of Lite Access to be restructured, through resignations and appointments, so that it consists of the following individuals (collectively, the "**Director Changes**"):

- (a) Mike Irmen;
- (b) Bob Scott;
- (c) David Toyoda;
- (d) Mark Tomassi;
- (e) Jason Earl; and
- (f) Calvin Irmen,

forming the board of directors of Lite Access immediately following Closing.

6.2 **New Officers of Lite Access on Closing** - Effective at the Closing, the officers of Lite Access following the Transaction will be determined by the reconstituted board of directors of Lite Access pursuant to Section 6.1 hereof, and Lite Access and Ironman agree to take all necessary action as permitted under applicable Laws so that the senior officers of Lite Access immediately following Closing will include the following individuals (collectively, the "**Officer Changes**"):

- (a) Mike Irmen, as Chief Executive Officer; and

- (b) Linda Han, as Chief Financial Officer and Corporate Secretary.

6.3 **PIFs** – Ironman will cause to be delivered to the TSXV (with copies to Lite Access) a TSXV Form 2A - *Personal Information/Consent Form* (or Form 2C1 - *Declaration*, if applicable) duly completed by each of the proposed directors and officers and identified in Sections 6.1 and 6.2 hereof, on or before the Closing Date.

6.4 **Resignations** - At the Closing, Lite Access will deliver resignations of all directors and officers of Lite Access who will not be directors and officers of Lite Access following the Closing, such resignations to include a mutual release in respect of any liabilities between Lite Access and the respective director or officer in a form acceptable to Ironman, acting reasonably.

7. CLOSING

7.1 **Closing** – The Closing shall take place electronically at the Time of Closing, or at such other place upon which Lite Access and Ironman may agree.

7.2 **Deliveries by Ironman and the Ironman Shareholders** – At the Closing, the Ironman Parties shall deliver to Lite Access the following documents:

- (a) a certified true copy of the resolutions of the directors of Ironman evidencing that the board of directors of Ironman have approved this Agreement, the Transaction and all of the transactions of Ironman and the Ironman Shareholders contemplated hereunder and the resolutions shall include specific reference to:
 - (i) the sale and transfer of the Ironman BC Shares from the Ironman Shareholders to Lite Access as provided for in this Agreement;
 - (ii) the cancellation of the share certificates of Ironman (the "**Old Ironman Certificates**") representing the Ironman BC Shares held by the Ironman Shareholders; and
 - (iii) the issuance of one or more new certificate(s) in the capital of Ironman (the "**New Ironman Certificates**") representing the Ironman BC Shares registered in the name of Lite Access, or otherwise as directed by Lite Access;
- (b) a certified true copy of the resolutions of the directors of US Holdco evidencing that the board of directors of US Holdco have approved this Agreement, the Transaction and all of the transactions of US Holdco and the Ironman Shareholders contemplated hereunder and the resolutions shall include specific reference to:
 - (i) the sale and transfer of the US Holdco Shares from the Ironman Shareholders to Lite Access as provided for in this Agreement;
 - (ii) the cancellation of the share certificates of US Holdco (the "**Old US Holdco Certificates**") representing the US Holdco Shares held by the Ironman Shareholders; and

- (iii) the issuance of one or more new certificate(s) in the capital of US Holdco (the "**New US Holdco Certificates**") representing the US Holdco Shares registered in the name of Lite Access, or otherwise as directed by Lite Access;
- (c) a certificate signed by an authorized representative of Ironman that the representations and warranties of Ironman contained in this Agreement are true and correct in all material respects as of the Time of Closing on the Closing Date;
- (d) a certificate signed by an authorized representative of US Holdco that the representations and warranties of US Holdco contained in this Agreement are true and correct in all material respects as of the Time of Closing on the Closing Date;
- (e) certificates of good standing issued by the Registrar dated as of the date of Closing certifying that each of the Ironman Entities is a valid and subsisting corporation and is in good standing with respect to the filing of annual reports;
- (f) a certificate of incumbency of the directors and officers of Ironman;
- (g) a certificate of incumbency of the directors and officers of US Holdco;
- (h) the Old Ironman Certificates, and if required, with the form of transfer on the reverse duly executed for transfer or accompanied by a duly executed stock power of attorney;
- (i) the New Ironman Certificates;
- (j) the Old US Holdco Certificates, and if required, with the form of transfer on the reverse duly executed for transfer or accompanied by a duly executed stock power of attorney;
- (k) the New US Holdco Certificates;
- (l) the Consideration Promissory Notes, duly executed by the Ironman Shareholders;
- (m) the General Security Agreements, duly executed by the Ironman Shareholders;
- (n) the Share Pledge Agreements, duly executed by each of the Ironman Shareholders;
- (o) the Priority Agreement, duly executed by each of the Ironman Shareholders;
- (p) the Intercreditor Agreement, duly executed by each of the Ironman Shareholders;
- (q) the Escrow Agreement, duly executed by the Ironman Shareholders; and
- (r) such other materials or documents that are, in the opinion of Lite Access acting reasonably, required to be delivered by the Ironman Parties and the Ironman Shareholders in order to meet their obligations under this Agreement.

7.3 Deliveries by Lite Access – At the Time of Closing on the Closing Date, Lite Access shall deliver to Ironman, on its own behalf and on behalf of the Ironman Shareholders:

- (a) a certified true copy of the resolutions of the directors of Lite Access evidencing the approval of this Agreement and all of the transactions of Lite Access contemplated hereunder;
- (b) a certificate signed by an officer of Lite Access that the representations and warranties of Lite Access contained in this Agreement are true and correct in every respect as of the Time of Closing;
- (c) certificate of good standing issued by the Registrar dated as of the date of Closing certifying that Lite Access is a valid and subsisting corporation and is in good standing with respect to the filing of annual reports;
- (d) the Support Agreements, executed by directors and officers of Lite Access, other than Mike Irmen, and any holder of more than 5% of the issued and outstanding Lite Access Shares;
- (e) the Consideration Promissory Notes, duly executed by Lite Access;
- (f) the Guarantees, duly executed by each of the Lite Access Entities;
- (g) the General Security Agreements, duly executed by each of the Lite Access Entities;
- (h) the Share Pledge Agreements, duly executed by Lite Access;
- (i) the Priority Agreement, duly executed by Lite Access and Ironman;
- (j) the Intercreditor Agreement duly executed by Lite Access;
- (k) agreement of Lite Access to assume the shareholder loans owing by Ironman to each of Mike Irmen, Denise Irmen, Bob Scott and 599837 B.C. Ltd.;
- (l) DRS statements and/or share certificates representing the Consideration Shares referred to in Section 2.1(a), registered in the respective names of the Ironman BC Shareholders as set forth in Schedule "D", provided, however, that such DRS statements or share certificates evidencing the Consideration Shares will be delivered directly to the escrow agent in accordance with the Escrow Agreement;
- (m) the Escrow Agreement, duly executed by Lite Access; and
- (n) such other materials or documents that are, in the opinion of Ironman acting reasonably, required to be delivered by Lite Access in order to meet its obligations under this Agreement.

8. ORDINARY COURSE

Until the Time of Closing, the Ironman Parties shall not, without the prior written consent of Lite Access, enter into any contract in respect of its business or assets, other than in the ordinary course of business, and shall continue to carry on its business and maintain its assets in the ordinary course of business, shall maintain payables and other liabilities at levels consistent with past practice, shall not engage in

any extraordinary material transactions and shall make no distributions, dividends or special bonuses, shall not repay any shareholders' loans, or enter into or renegotiate any employment or consulting agreement with any officer, in each case without the prior written consent of Lite Access, and shall otherwise comply with its covenants as set forth in Section 3 hereof.

9. TERMINATION

9.1 **By the Parties for Breach** – Each of Ironman (on its own behalf and on behalf of the Ironman Shareholders), US Holdco (on its own behalf and on behalf of the US Holdco Shareholders) and Lite Access (in each case, a "**Terminating Party**") shall, in its sole discretion, have the right to terminate this Agreement upon written notice to the other parties if Lite Access, Ironman, US Holdco or any of the Ironman Shareholders (in each case, a "**Breaching Party**") has breached or is in default of any material term of this Agreement and fails to cure or remedy such breach or default within 10 days after receiving written notice thereof from the Terminating Party.

9.2 **Failure to Close by Outside Date** – Each of Ironman (on its own behalf and on behalf of the Ironman Shareholders), US Holdco (on its own behalf and on behalf of the US Holdco Shareholders) and Lite Access shall, in its sole discretion, have the right to terminate this Agreement upon written notice to the other if any of the closing conditions set forth in Section 4 have not been fulfilled by the Outside Date, unless such failure is due to the failure of the Party seeking to terminate this Agreement in accordance with this Section 9.2 to perform or comply with any of the covenants, agreements or conditions hereof to be complied with or performed by it prior to the Time of Closing.

9.3 **By Mutual Agreement** – The Parties may terminate this agreement by mutual written agreement at any time.

9.4 **Survival** – In the event this Agreement is terminated, the provisions of Section 11 shall survive the termination.

10. STANDSTILL AGREEMENT

From the Effective Date until the Termination Date, except for activities undertaken in connection with the Transaction, each of the Ironman Parties will not, nor will it permit any Representative to directly or indirectly solicit, initiate, knowingly encourage, cooperate with or facilitate (including by way of furnishing any non-public information or entering into any form of agreement, arrangement or understanding) the submission, initiation or continuation of any oral or written inquiries or proposals or expressions of interest regarding, constituting or that may reasonably be expected to lead to any activity, arrangement or transaction or propose any activities or solicitations in opposition to or in competition with the Transaction, and without limiting the generality of the foregoing, not to induce or attempt to induce any other person to initiate any shareholder proposal or "takeover bid," exempt or otherwise, within the meaning of the Securities Act, for securities or assets of the Ironman Parties, nor to undertake any transaction or negotiate any transaction which would be or potentially could be in conflict with the Transaction, including, without limitation, allowing access to any third party to conduct due diligence in respect of such activities, arrangements or transactions, nor to permit any of its officers or directors to authorize such access, except as required by statutory obligations; and in the event an Ironman Party, including any of its officers or directors, receives any form of offer or inquiry, such Ironman Party will forthwith (in any event within one business day following receipt) notify Lite Access of such offer or inquiry and provide Lite Access with such details as it may request.

11. PUBLIC DISCLOSURE

11.1 **Restrictions on disclosure** – No disclosure or announcement, public or otherwise, in respect of this Agreement or the transactions contemplated herein will be made by any Party without the prior written agreement of Lite Access and Ironman as to timing, content and method, provided that the obligations herein will not prevent any Party from making, after consultation with Lite Access and Ironman, such disclosure as its counsel advises is required by Applicable Laws or as is required to carry out the transactions contemplated in this Agreement or the obligations of any of the Parties hereto.

11.2 **Confidentiality** – Except with the prior written consent of Lite Access and the Ironman Parties, each of the Parties and its respective employees, officers, directors, shareholders, agents, advisors and other representatives will hold all information received from a Party concerning any of Lite Access, Ironman and US Holdco or any of the Ironman Shareholders in confidence and shall not be disclosed or used by the recipients thereof, except such information and documents available to the public or as are required to be disclosed by Applicable Laws. All such information in written or electronic form and documents will, at a Party's request, be promptly destroyed or returned to the Party originally delivering them in the event that the transactions provided for in this Agreement are not completed.

11.3 **Personal Information** – Each of the Ironman Shareholders hereby consents to the disclosure of his or her personal information in connection with the transactions contemplated by this Agreement and acknowledges and consents to the fact that the Ironman Parties and Lite Access, as applicable, are collecting the personal information (as that term is defined under applicable privacy legislation, including the *Personal Information Protection and Electronic Documents Act* (Canada) and any other applicable similar, replacement or supplemental provincial or federal legislation or laws in effect in Canada from time to time) of the Ironman Shareholder for the purposes of completing this Agreement and the transactions contemplated hereby. Each Ironman Shareholder acknowledges and consents to Ironman and Lite Access, as applicable, retaining such personal information for as long as permitted or required by law or business practices. Each Ironman Shareholder further acknowledges and consents to the fact that the Ironman Parties and Lite Access, as applicable, may be required by applicable securities legislation to provide regulatory authorities with any personal information provided by the Ironman Shareholders in this Agreement and each Ironman Shareholder further consents to the public disclosure of such information, including this Agreement in its entirety, by electronic filing or by any other means.

12. GENERAL

12.1 **Time** – Time and each of the terms and conditions of this Agreement shall be of the essence of this Agreement and any waiver by the Parties of this Section or any failure by them to exercise any of their rights under this Agreement shall be limited to the particular instance and shall not extend to any other instance or matter in this Agreement or otherwise affect any of their rights or remedies under this Agreement.

12.2 **Entire agreement** – This Agreement constitutes the entire Agreement between the Parties hereto in respect of the matters referred to herein and there are no representations, warranties, covenants or agreements, expressed or implied, collateral hereto other than as expressly set forth or referred to herein.

12.3 **Further assurances** – The Parties hereto shall execute and deliver all such further documents and instruments and do all such acts and things as any Party may, either before or after the Closing, reasonably require of the others in order that the full intent and meaning of this Agreement is carried

out. The provisions contained in this Agreement which, by their terms, require performance by a Party to this Agreement subsequent to the Closing, shall survive the Closing.

12.4 **Amendments** – No alteration, amendment, modification or interpretation of this Agreement or any provision of this Agreement shall be valid or binding upon the Parties hereto unless such alteration, amendment, modification or interpretation is in written form executed by Lite Access, Ironman, US Holdco and the Ironman Shareholders.

12.5 **Notices** – Any notice, request, demand, election and other communication of any kind whatsoever to be given under this Agreement shall be in writing and shall be delivered by hand, e-mail or mailed by prepaid registered post to the Parties at their following respective addresses:

- (a) to Ironman, US Holdco or the Ironman Shareholders:

1097195 B.C. Ltd.
PO Box 67, Salmon Arm, BC, V1E 4N2
Attention: Mike Irmen
E-mail: ironmanhdd@gmail.com

with a copy to (which shall not constitute notice hereunder):

DuMoulin Black LLP
15th Floor, 1111 West Hastings Street
Vancouver, BC V6E 2J3
Attention: Justin Kates
Email: jkates@dumoulinblack.com

- (b) to Lite Access:

Lite Access Technologies Inc.
110 - 6039 196 Street,
Surrey, BC, V3S 7X4
Attention: Mark Tommasi
E-mail: mttommasi@gmail.com

with a copy to (which shall not constitute notice hereunder):

O'Neill Law LLP
Suite 704 – 595 Howe Street,
Vancouver, BC V6C 2T5
Attention: Charles Hethey
Email: cch@stockslaw.com

or to such other addresses as may be given in writing by the Parties hereto in the manner provided for in this Section. Any notice delivered or e-mailed shall be deemed to have been given and received on the Business Day of the date of delivery or e-mailing, as the case may be and any notice mailed by prepaid registered post shall be deemed to have been given and received on the third (3rd) Business Day following the date notice was mailed by prepaid registered post.

12.6 **Expenses** – Each Party shall be responsible for the payment of its own costs and expenses, including legal fees and disbursements, incurred by it in connection with the negotiation and execution of this Agreement; provided however, that in the event of termination of this Agreement in accordance with Section 9.1 hereof, the Breaching Party shall be responsible for and shall reimburse the Terminating Party for all costs and expenses, including legal fees and disbursements, incurred by the Terminating Party in connection with the negotiation and execution of this Agreement, subject to a maximum of \$250,000.

12.7 **Assignment** – This Agreement may not be assigned by any Party hereto without the prior written consent of Lite Access, Ironman (on its own behalf and on behalf of the Ironman Shareholders) and US Holdco (on its own behalf and on behalf of the US Holdco Shareholders).

12.8 **Governing law** – This Agreement shall be subject to, governed by, and construed in accordance with the laws of the Province of British Columbia and the federal laws of Canada applicable therein, and the Parties hereby attorn to the non-exclusive jurisdiction of the courts of British Columbia.

12.9 **Counterparts** – This Agreement may be executed in counterpart and by e-mail or other electronic means, and each copy so signed shall be deemed to be an original, and all such counterparts together shall constitute one and the same instrument.

12.10 **Severability** – If any one or more of the provisions contained in this Agreement should be invalid, illegal or unenforceable in any respect in any jurisdiction, the validity, legality and enforceability of such provision or provisions will not in any way be affected or impaired thereby in any other jurisdiction and the validity, legality and enforceability of the remaining provisions contained herein will not in any way be affected or impaired thereby, unless in either case as a result of such determination this Agreement would fail in its essential purpose.

12.11 **Enurement** – This Agreement shall enure to the benefit of and be binding upon the Parties hereto and their respective successors, permitted assigns, trustees, representatives, heirs and executors.

12.12 **Independent Legal Advice** – Each of the Parties, respectively, acknowledges, confirms and agrees, in favour of each of the other Parties, that he, she or it had the opportunity to seek and was not prevented nor discouraged by any Party hereto from seeking independent legal advice prior to the execution and delivery of this Agreement and that, in the event that he, she or it did not avail himself, herself or itself with that opportunity prior to signing this Agreement, he, she or it did so voluntarily without any undue pressure and agrees that his, her or its failure to obtain independent legal advice shall not be used by him, her or it as a defence to the enforcement of his, her or its obligations under this Agreement.

For clarity, each of the parties further acknowledges and agrees that it understands that O'Neill Law LLP is acting as legal counsel solely for Lite Access and that DuMoulin Black LLP is acting as legal counsel solely for Ironman. Each party is relying solely on his, her or its own counsel and advisors and not on any statements or representations of Ironman, Lite Access or their respective agents or advisors for legal or other advice with respect to the transactions contemplated by this Agreement.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF the Parties hereto have duly executed this Agreement as of the date first above written.

LITE ACCESS TECHNOLOGIES INC.

1097195 B.C. LTD.

"Mark Tommasi"

Name: Mark Tommasi

Title: CEO and Director

"Mike Irmen"

Name: Mike Irmen

Title:

IRONMAN USA HOLDINGS INC.

"Mike Irmen"

Name: Mike Irmen

Title:

599837 B.C. LTD.

"Mike Irmen"

Name: Mike Irmen

Title:

"Mike Irmen"

MIKE IRMEN

"Denise Irmen"

DENISE IRMEN

"Bob Scott"

BOB SCOTT

SCHEDULE "A"
LIST OF HOLDERS OF IRONMAN BC SHARES

NAME	IRONMAN SHARES⁽¹⁾
Mike Irmen 7284B Highway 97B Salmon Arm, British Columbia, Canada V1E 2Y6	90 Class B Voting Participating Shares 90 Class J Non-Voting Preferred Shares 30,741 Class G Non-Voting Preferred Shares
Denise Irmen 7284B Highway 97B Salmon Arm, British Columbia, Canada V1E 2Y6	90 Class C Voting Participating Shares 90 Class J Non-Voting Preferred Shares 30,741 Class G Non-Voting Preferred Shares
599837 B.C. Ltd. 7284B Highway 97B Salmon Arm, British Columbia, Canada V1E 2Y6	100 Class I Non-Voting Preferred Shares
Bob Scott 7284B Highway 97B Salmon Arm, British Columbia, Canada V1E 2Y6	10 Class B Voting Participating Shares 10 Class C Voting Participating Shares 20 Class J Non-Voting Preferred Shares 6,831 Class G Non-Voting Preferred Shares
TOTAL	100 Class B Voting Participating Shares 100 Class C Voting Participating Shares 68,314 Class G Non-Voting Preferred Shares 100 Class I Non-Voting Preferred Shares 200 Class J Non-Voting Preferred Shares

Notes:

(1) Shareholdings to be confirmed prior to Closing.

SCHEDULE "B"
LIST OF HOLDERS OF US HOLDCO SHARES

NAME	US HOLDCO SHARES
599837 B.C. Ltd. 7284B Highway 97B Salmon Arm, British Columbia, Canada V1E 2Y6	<i>Shareholdings to be confirmed prior to Closing.</i>
Bob Scott 7284B Highway 97B Salmon Arm, British Columbia, Canada V1E 2Y6	<i>Shareholdings to be confirmed prior to Closing.</i>
TOTAL	<i>Shareholdings to be confirmed prior to Closing.</i>

SCHEDULE "C"
FORM OF SUPPORT AGREEMENT

(See attached)

VOTING AND SUPPORT AGREEMENT

THIS AGREEMENT is made as of the ____ day of _____, 2024.

BETWEEN: _____

(the “**Securityholder**”)

- and –

1097195 B.C. LTD.,

a company existing under the laws of the Province of British Columbia

(“**Ironman**”)

- and –

LITE ACCESS TECHNOLOGIES INC.,

a company existing under the laws of the Province of British Columbia

(“**Lite Access**”)

WHEREAS the Securityholder is the registered and/or beneficial owner of that number of issued and outstanding common shares (the “**Shares**”) in the capital of Lite Access set forth on the Securityholder’s signature page attached to this Agreement.

AND WHEREAS the Securityholder is the holder of that number of options to acquire Shares (“**Options**”), and Share purchase warrants of Lite Access (“**Warrants**”, and together with the Options, “**Convertible Securities**”) set forth on the Securityholder’s signature page attached to this Agreement.

AND WHEREAS Ironman and Lite Access have entered into a share exchange agreement (the “**Share Exchange Agreement**”) concurrently with the entering into of this Agreement pursuant to which Lite Access wishes to purchase all of the issued and outstanding shares of the Ironman Parties from the Ironman Shareholders in exchange for the Consideration (as such terms are defined in the Share Exchange Agreement) (the “**Transaction**”).

AND WHEREAS the Securityholder acknowledges that Ironman would not enter into the Share Exchange Agreement but for the execution and delivery of this Agreement by the Securityholder.

NOW THEREFORE this Agreement witnesses that, in consideration of the premises and the covenants and agreements herein contained, the parties hereto agree as follows:

ARTICLE 1 INTERPRETATION

Section 1.1 Definitions

All terms used in this Agreement that are not defined herein and that are defined in the Share Exchange Agreement shall have the respective meanings ascribed to them in the Share Exchange Agreement. For the purposes of this Agreement:

“Subject Options” means that number of Options set forth on the Securityholder’s signature page attached to this Agreement, being all of the Options owned legally or beneficially by the Securityholder or over which the Securityholder exercises control or direction;

“Subject Securities” means, collectively, the Securityholder’s Subject Shares, Subject Options and Subject Warrants;

“Subject Shares” means that number of Shares set forth on the Securityholder’s signature page attached to this Agreement, being all of the Shares owned legally or beneficially, either directly or indirectly, by the Securityholder or over which the Securityholder exercises control or direction, either directly or indirectly, and shall further include any Shares issued upon the exercise of Convertible Securities or otherwise acquired by the Securityholder after the date hereof; and

“Subject Warrants” means that number of Warrants set forth on the Securityholder’s signature page attached to this Agreement, being all of the Warrants owned legally or beneficially by the Securityholder or over which the Securityholder exercises control or direction.

ARTICLE 2 COVENANTS

Section 2.1 General Covenants of the Securityholder

The Securityholder hereby covenants and agrees in favour of Ironman and Lite Access that, from the date hereof until the termination of this Agreement in accordance with Article 4, except as permitted by this Agreement:

- (a) at any meeting of shareholders or securityholders of Lite Access (including in connection with any combined or separate vote of any sub-group of securityholders of Lite Access that may be required to be held and of which sub-group the Securityholder forms part) called to vote upon the Transaction or at any adjournment or postponement thereof or in any other circumstances upon which a vote, consent or other approval with respect to the Transaction is sought, the Securityholder shall cause its Subject Securities (which have a right to vote at such meeting) to be counted as present for purposes of establishing quorum and shall vote (or cause to be voted) its Subject Securities (which have a right to vote at such meeting) in favour of the approval of the Transaction and any other matter necessary for the consummation of the Transaction;

- (b) at any meeting of shareholders or securityholders of Lite Access (including in connection with any combined or separate vote of any sub-group of securityholders of Lite Access that may be required to be held and of which sub-group the Securityholder forms part) called to vote upon the appointment of directors of Lite Access or at any adjournment or postponement thereof or in any other circumstances upon which a vote, consent or other approval with respect to the election of directors of Lite Access is sought, the Securityholder shall cause its Subject Securities (which have a right to vote at such meeting) to be counted as present for purposes of establishing quorum and shall vote (or cause to be voted) its Subject Securities (which have a right to vote at such meeting) in favour of the appointment of all directors of Lite Access contemplated by the Director Changes as set out in the Share Exchange Agreement;
- (c) the Securityholder shall revoke any and all previous proxies granted or voting instruction forms or other voting documents delivered that may conflict or be inconsistent with the matters set forth in this Agreement;
- (d) the Securityholder shall not, directly or indirectly, (i) sell, transfer, assign, grant a participation interest in, option, pledge, hypothecate, grant a security interest in or otherwise convey or encumber (each, a “**Transfer**”), or enter into any agreement, option or other arrangement with respect to the Transfer of, any of its Subject Securities to any person, other than pursuant to the Share Exchange Agreement, or (ii) grant any proxies or power of attorney, deposit any of its Subject Securities into any voting trust or enter into any voting arrangement, whether by proxy, voting agreement or otherwise, with respect to its Subject Securities, other than pursuant to this Agreement;
- (e) subject to Section 5.1, the Securityholder shall not take any other action of any kind, directly or indirectly, which might reasonably be regarded as likely to reduce the success of, or delay or interfere with the completion of the transactions contemplated by the Share Exchange Agreement;
- (f) the Securityholder shall, as a holder of Subject Securities, cooperate with Lite Access and Ironman to successfully complete the transactions contemplated by the Share Exchange Agreement and this Agreement;
- (g) the Securityholder shall not exercise any rights of appraisal or rights of dissent or any other rights or remedies, as applicable, with respect to the Share Exchange Agreement or the transactions contemplated by the Share Exchange Agreement that the Securityholder may have; and
- (h) without limiting the generality of Section 5.2, no later than 10 Business Days prior to the date of the Lite Access Meeting: (i) with respect to any Subject Securities (which have a right to vote at such meeting) that are registered in the name of the Securityholder, the Securityholder shall deliver or cause to be delivered, in

accordance with the instructions set out in the Lite Access Circular and with a copy to Ironman concurrently with such delivery, a duly executed proxy or proxies directing the holder of such proxy or proxies to vote in favour of the Transaction and the Director Changes; and (ii) with respect to any Subject Securities (which have a right to vote at such meeting) that are beneficially owned by the Securityholder but not registered in the name of the Securityholder, the Securityholder shall deliver a duly executed voting instruction form to the intermediary through which the Securityholder holds its beneficial interest in the Securityholder's Subject Securities, with a copy to Ironman concurrently, instructing that the Securityholder's Subject Securities (which have a right to vote at such meeting) be voted at the Lite Access Meeting in favour of the Transaction and the Director Changes. Such proxy or proxies shall name those individuals as may be designated by Lite Access in the Lite Access Circular and such proxy or proxies or voting instructions shall not be revoked, withdrawn or modified without the prior written consent of Ironman unless this Agreement is terminated in accordance with Article 4 prior to the exercise of such proxy.

ARTICLE 3

REPRESENTATIONS AND WARRANTIES

Section 3.1 Representations and Warranties of the Securityholder

The Securityholder hereby represents and warrants to and covenants with Ironman and Lite Access as follows, and acknowledges that Ironman and Lite Access are relying upon such representations, warranties and covenants in entering into this Agreement and the Share Exchange Agreement:

- (a) **Incorporation; Capacity; Authorization.** The Securityholder has the power and capacity and has received all requisite approvals to execute and deliver this Agreement and to perform his, her or its obligations hereunder.
- (b) **Enforceable.** This Agreement has been duly executed and delivered by the Securityholder and constitutes a legal, valid and binding obligation, enforceable against the Securityholder in accordance with its terms, subject to bankruptcy, insolvency and other similar Laws affecting creditors' rights generally, and to general principles of equity.
- (c) **Ownership of Shares and Other Securities.** The Securityholder is the sole registered and/or beneficial owner of its Subject Securities. The Securityholder does not directly or indirectly control or direct, or own or have any registered or beneficial interest in, any other securities of Lite Access, other than as disclosed on the Securityholder's signature page attached to this Agreement. The Securityholder is and will be immediately prior to the Effective Date, the registered and/or beneficial owner of the Subject Securities, with good and marketable title thereto, free and clear of any and all Liens.

(d) **No Breach.** Neither the execution and delivery of this Agreement by the Securityholder, the consummation by the Securityholder of the transactions contemplated hereby nor the compliance by the Securityholder with any of the provisions hereof will:

- (i) result in any breach of, or constitute a default (or an event which with notice or lapse of time or both would become a default) (or give rise to any third party right of termination, cancellation, material modification, acceleration, purchase or right of first refusal) under any provision of the certificate of incorporation, articles, by-laws or any other constating document of the Securityholder, if applicable, or under any of the terms, conditions or provisions of any note, loan agreement, bond, mortgage, indenture, contract, license, agreement, lease, permit or other instrument or obligation to which the Securityholder is a party or by which the Securityholder or any of its properties or assets (including the Subject Securities) may be bound;
- (ii) require on the part of the Securityholder any filing with (other than pursuant to the requirements of applicable securities legislation (which filings the Securityholder will undertake) or permit, authorization, consent or approval of, any Governmental Authority or any other person; or
- (iii) subject to compliance with any approval or Laws contemplated by the Share Exchange Agreement, violate or conflict with any judgement, order, notice, decree, statute, law, ordinance, rule or regulation applicable to the Securityholder or any of its properties or assets,

in each case other than as would not be reasonably expected to have a material adverse effect on the Securityholder's ability to perform its obligations hereunder.

(e) **No Proceedings.** There is no private or governmental action, suit, proceeding, claim, arbitration or investigation pending before any Governmental Authority, or, to the knowledge of the Securityholder, threatened against the Securityholder or any of its properties that, individually or in the aggregate, could reasonably be expected to have an adverse effect on the Securityholder's ability to consummate the transactions contemplated by this Agreement. There is no order of any Governmental Authority against the Securityholder that could prevent, enjoin, alter or materially delay any of the transactions contemplated by this Agreement, or that could reasonably be expected to have an adverse effect on the Securityholder's ability to consummate the transactions contemplated by this Agreement.

(f) **No Agreements.** No person has any agreement or option, or any right or privilege (whether by law, pre-emptive or contractual) capable of becoming an agreement or option, for the purchase, acquisition or Transfer of any of the Subject Securities,

or any interest therein or right thereto, except pursuant to this Agreement or the Share Exchange Agreement.

- (g) **Voting.** The Securityholder has the sole and exclusive right to enter into this Agreement and to vote (or cause to be voted) the Subject Securities (which have a right to vote at such meeting) as contemplated herein. None of the Subject Securities is subject to any proxy, power of attorney, attorney-in-fact, voting trust, vote pooling or other agreement with respect to the right to vote, call meetings of shareholders or give consents or approvals of any kind.
- (h) **Consents.** No consent, approval, order or authorization of, or declaration or filing with, any Governmental Authority or other person is required to be obtained by the Securityholder in connection with the execution, delivery or performance of this Agreement.
- (i) **Legal Proceedings.** There are no legal proceedings in progress or pending before any Governmental Authority or threatened against the Securityholder or any judgment, decree or order against the Securityholder that would adversely affect in any material manner the ability of the Securityholder to enter into this Agreement and to perform its obligations hereunder or the title of the Securityholder to any of the Subject Securities.

Section 3.2 Representations and Warranties of Ironman

Ironman hereby represents and warrants and covenants to Lite Access and the Securityholder, acknowledging that the Securityholder and Lite Access are relying upon such representations, warranties and covenants in entering into this Agreement:

- (a) **Capacity.** Lite Access validly subsists under the laws of the Province of British Columbia and has all necessary requisite corporate power and capacity to execute and deliver this Agreement and to perform its obligations hereunder.
- (b) **Authorization.** The execution, delivery and performance of this Agreement by Ironman has been duly authorized and no other internal proceedings on its part is necessary to authorize this Agreement or the transactions contemplated hereunder.
- (c) **Enforceable.** This Agreement has been duly executed and delivered by Ironman and constitutes a legal, valid and binding obligation, enforceable against it in accordance with its terms, subject to bankruptcy, insolvency and other similar Laws affecting creditors' rights generally, and to general principles of equity.

Section 3.3 Representations and Warranties of Lite Access

Lite Access hereby represents and warrants and covenants to Ironman and the Securityholder, acknowledging that the Securityholder and Ironman are relying upon such representations, warranties and covenants in entering into this Agreement:

- (a) **Capacity.** Lite Access validly subsists under the laws of the Province of British Columbia and has all necessary requisite corporate power and capacity to execute and deliver this Agreement and to perform its obligations hereunder.
- (b) **Authorization.** The execution, delivery and performance of this Agreement by Lite Access has been duly authorized and no other internal proceedings on its part is necessary to authorize this Agreement or the transactions contemplated hereunder.
- (c) **Enforceable.** This Agreement has been duly executed and delivered by Lite Access and constitutes a legal, valid and binding obligation, enforceable against it in accordance with its terms, subject to bankruptcy, insolvency and other similar Laws affecting creditors' rights generally, and to general principles of equity.

ARTICLE 4 TERMINATION

Section 4.1 Termination

This Agreement may be terminated:

- (a) at any time upon the mutual written agreement of Ironman, Lite Access and the Securityholder;
- (b) by Ironman if: (i) any of the representations and warranties of the Securityholder in this Agreement shall not be true and correct in all material respects; or (ii) the Securityholder shall not have complied with its covenants to Ironman and Lite Access contained in this Agreement; or
- (c) automatically on the earlier of (i) the termination of the Share Exchange Agreement in accordance with its terms, and (ii) the 12 months following the Closing Date.

Section 4.2 Effect of Termination

If this Agreement is terminated in accordance with this Article 4, the provisions of this Agreement will become void and no party shall have liability to any other party, except in respect of a breach of this Agreement which occurred prior to such termination and the Securityholder shall be entitled to withdraw any form of proxy or power of attorney which it may have given with respect of the Subject Securities.

ARTICLE 5

GENERAL

Section 5.1 Fiduciary Obligations

Notwithstanding anything in this Agreement, Ironman hereby agrees and acknowledges that the undersigned is executing this Agreement and is bound hereunder solely in their capacity as a Securityholder of Lite Access. For greater certainty, if the Securityholder or a director or officer of the Securityholder (or any of its affiliates) is also a director of Lite Access, such individual shall be entitled to exercise their fiduciary duties in their capacity as a director of Lite Access. For greater certainty, the exercise of such fiduciary duties by such individual shall not in any way diminish the Securityholder's obligations under this Agreement.

Section 5.2 Further Assurances

Each of the Securityholder, Lite Access and Ironman will, from time to time, execute and deliver all such further documents and instruments and do all such acts and things as the other party may reasonably require and at the requesting party's cost to effectively carry out or better evidence or perfect the full intent and meaning of this Agreement.

Section 5.3 Disclosure

Each of the Securityholder, Lite Access and Ironman hereby consents to the disclosure of the substance of this Agreement in any press release or any circular relating to the Lite Access Meeting and the filing of a copy thereof by Lite Access at www.sedarplus.ca.

Except as set forth above or as required by applicable laws or regulations or by any Governmental Authority or in accordance with the requirements of any stock exchange, the Securityholder shall not make any public announcement or statement with respect to this Agreement without the approval of Ironman, which shall not be unreasonably withheld or delayed. The Securityholder agrees to consult with Ironman prior to issuing each public announcement or statement with respect to this Agreement, subject to the overriding obligations of Laws.

Section 5.4 Time

Time shall be of the essence in this Agreement.

Section 5.5 Governing Law

This Agreement shall be governed by and construed in accordance with the laws of the Province of British Columbia and the federal laws of Canada applicable therein. Each of the parties hereby irrevocably attorns to the jurisdiction of the courts of the Province of British Columbia in respect of all matters arising under or in relation to this Agreement.

Section 5.6 Entire Agreement

This Agreement, including the schedules hereto and the provisions of the Share Exchange Agreement incorporated herein by reference constitutes the entire agreement and

understanding between the parties hereto with respect to the subject matter hereof and supersedes any prior agreement, representation or understanding with respect thereto.

Section 5.7 Amendments

This Agreement may not be modified, amended, altered or supplemented, except upon the execution and delivery of a written agreement executed by each of the parties hereto.

Section 5.8 Severability

If any term or other provision of this Agreement is invalid, illegal or incapable of being enforced by any rule of law or public policy, all other conditions and provisions of this Agreement shall nevertheless remain in full force and effect. Upon such determination that any term or other provision is invalid, illegal or incapable of being enforced, the parties hereto shall negotiate in good faith to modify this Agreement so as to effect the original intent of the parties as closely as possible in a mutually acceptable manner in order that the terms of this Agreement remain as originally contemplated to the fullest extent possible.

Section 5.9 Assignment

The provisions of this Agreement shall be binding upon and enure to the benefit of the parties hereto and their respective successors and permitted assigns, provided that neither party may assign, delegate or otherwise transfer any of its rights, interests or obligations under this Agreement without the prior written consent of the other party hereto, except that Ironman may assign, delegate or otherwise transfer any of its rights, interests or obligations under this Agreement to an affiliate, without reducing its own obligations hereunder, without the consent of the Securityholder.

Section 5.10 Survival

If this Agreement is terminated, this Agreement shall become void and of no further force or effect without liability of any party (or any shareholder, director, officer, employee, agent, consultant or representative of such party) to any other party to this Agreement.

Section 5.11 Notices

Any notice, request, consent, agreement or approval which may or is required to be given pursuant to this Agreement shall be in writing and shall be sufficiently given or made if delivered, or sent by email, in the case of:

- (a) Ironman, addressed as follows:

1097195 B.C. Ltd.

PO Box 67, Salmon Arm, BC, V1E 4N2

Attention: Mike Irmen

E-mail: [redacted]

with a copy to (which shall not constitute notice hereunder):

DuMoulin Black LLP
15th Floor, 1111 West Hastings Street
Vancouver, BC V6E 2J3
Attention: Justin Kates
Email: [redacted]

- (b) if to Lite Access, addressed as follows:

Lite Access Technologies Inc.
110 - 6039 196 Street,
Surrey, BC, V3S 7X4
Attention: Mark Tommasi
E-mail: [redacted]

with a copy to (which shall not constitute notice hereunder):

O'Neill Law LLP
Suite 704 – 595 Howe Street,
Vancouver, BC V6C 2T5
Attention: Charles Hethey
Email: [redacted]

- (c) the Securityholder, as set forth on the signature page to this Agreement.

or to such other address as the relevant person may from time to time advise by notice in writing given pursuant to this Section. The date of receipt of any such notice, request, consent, agreement or approval shall be deemed to be the date of delivery or sending thereof if sent or delivered during normal business hours on a Business Day at the place of receipt and, otherwise, on the next following Business Day.

Section 5.12 Specific Performance and other Equitable Rights

It is recognized and acknowledged that a breach by any party of any material obligations contained in this Agreement will cause the other party to sustain injury for which it would not have an adequate remedy at law for money damages. Accordingly, in the event of any such breach, any aggrieved party shall be entitled to the remedy of specific performance of such obligations and interlocutory, preliminary and permanent injunctive and other equitable relief in addition to any other remedy to which it may be entitled, at law or in equity.

Section 5.13 Expenses

Each of the parties shall pay its respective legal, financial advisory and accounting costs and expenses incurred in connection with the preparation, execution and delivery of this Agreement and all documents and instruments executed or prepared pursuant hereto and any other costs and expenses whatsoever and howsoever incurred.

Section 5.14 Counterparts

This Agreement may be executed in any number of counterparts (including counterparts by facsimile) and all such counterparts taken together shall be deemed to constitute one and the same instrument. The parties shall be entitled to rely upon delivery of an executed facsimile or similar executed electronic copy of this Agreement, and such facsimile or similar executed electronic copy shall be legally effective to create a valid and binding agreement between the parties.

IN WITNESS WHEREOF the parties have executed this Agreement as of the date first written above.

LITE ACCESS TECHNOLOGIES INC.

1097195 B.C. LTD.

Name:

Title:

Name:

Title:

(Print Name of Securityholder)

(Signature of Securityholder or Authorized Signatory)

(Place of Residency)

(Print Name and Title)

Address:

Telephone: _____

Email: _____

(Number of Shares Held)

(Number of Options Held)

(Number of Warrants Held)

SCHEDULE "D"
REGISTRATION OF CONSIDERATION SHARES AND ENTITLEMENT TO CASH CONSIDERATION

In consideration for Ironman BC Shares

NAME AND ADDRESS	CONSIDERATION SHARES	CASH CONSIDERATION
Mike Irmen 7284B Highway 97B Salmon Arm, British Columbia, Canada V1E 2Y6	38,422,142	\$2,592,772.20
Denise Irmen 7284B Highway 97B Salmon Arm, British Columbia, Canada V1E 2Y6	38,422,142	\$2,592,772.20
599837 B.C. Ltd. 7284B Highway 97B Salmon Arm, British Columbia, Canada V1E 2Y6	Nil	\$238,284.00
Bob Scott 7284B Highway 97B Salmon Arm, British Columbia, Canada V1E 2Y6	8,538,254	\$576,171.60
TOTAL	85,382,538	\$6,000,000.00

In consideration for US Holdco Shares

NAME AND ADDRESS	CONSIDERATION SHARES	CASH CONSIDERATION
599837 B.C. Ltd. 7284B Highway 97B Salmon Arm, British Columbia, Canada V1E 2Y6	9,000	Nil
Bob Scott 7284B Highway 97B Salmon Arm, British Columbia, Canada V1E 2Y6	1,000	Nil
TOTAL	10,000	Nil

AMENDING AGREEMENT

THIS AMENDING AGREEMENT is made effective January 30, 2025

AMONG:

LITE ACCESS TECHNOLOGIES INC., a company incorporated under the laws of the Province of British Columbia with an office at 110 - 6039 196 Street, Surrey, BC, V3S 7X4

("Lite Access")

AND:

1097195 B.C. LTD., a company incorporated under the laws of the Province of British Columbia with an office at PO Box 67, Salmon Arm, BC, V1E 4N2

("Ironman")

AND:

IRONMAN DIRECTIONAL DRILLING US INC., a company incorporated under the laws of the State of Delaware

("US Holdco", together with Ironman, the "Ironman Parties")

AND:

THE HOLDERS OF SHARES ISSUED BY IRONMAN, as listed in Schedule "A" attached hereto

(collectively, the "Ironman BC Shareholders")

AND:

THE HOLDERS OF SHARES ISSUED BY US HOLDCO, as listed in Schedule "B" attached hereto

(collectively, the "US Holdco Shareholders" and together with the Ironman BC Shareholders, the "Ironman Shareholders")

WHEREAS:

- A. the Parties entered into aa Share Exchange Agreement dated effective December 7, 2024, (the "**Agreement**"); and
- B. the Parties wish to enter into this amending agreement (this "**Amending Agreement**") to correct a typographical error in the Share Exchange Agreement.

NOW THEREFORE for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties agree as follows:

1. Defined Terms

All capitalized terms used herein which are not otherwise defined herein shall have the respective meanings ascribed thereto in the Agreement.

2. Amendment

The Agreement is hereby amended by removing "Ironman US Holdings Inc." as a party to the Agreement and replacing it with "Ironman Directional Drilling US Inc." as a party to the Agreement.

3. Effect of Amendment

The Parties confirm that the Agreement remains in full force and effect, and is hereby ratified and confirmed in all respects. From the date hereof, the Agreement and this Amending Agreement shall be read together to the extent reasonably possible as though all of the terms of both documents were contained in one instrument.

4. Enurement

This Amending Agreement shall enure to the benefit of and be binding upon the Parties and their respective successors and permitted assigns.

5. Governing law

This Amending Agreement shall be governed by and construed in accordance with the laws of the Province of British Columbia and any applicable federal laws of Canada.

6. Counterparts

This Amending Agreement may be executed and delivered by the Parties in one or more counterparts, each of which will be an original, and each of which may be delivered by e-mail or other functionally equivalent electronic means of transmission, and those counterparts will together constitute one and the same instrument.

[Remainder of Page is Intentionally Left Blank]

Each of the Parties have executed and delivered this Amending Agreement, as of the date noted at the beginning of this Amending Agreement.

LITE ACCESS TECHNOLOGIES INC.

"Mark Tommasi"

Name: Mark Tommasi

Title: CEO and Director

1097195 B.C. LTD.

"Mike Irmén"

Name: Mike Irmén

Title:

IRONMAN DIRECTIONAL DRILLING US INC.

"Mike Irmén"

Name: Mike Irmén

Title:

599837 B.C. LTD.

"Mike Irmén"

Name: Mike Irmén

Title:

"Mike Irmén"

MIKE IRMEN

"Denise Irmén"

DENISE IRMEN

"Bob Scott"

BOB SCOTT

SCHEDULE "A"

LIST OF HOLDERS OF IRONMAN BC SHARES

NAME	IRONMAN SHARES ⁽¹⁾
Mike Irmen 7284B Highway 97B Salmon Arm, British Columbia, Canada V1E 2Y6	90 Class B Voting Participating Shares 90 Class J Non-Voting Preferred Shares 30,741 Class G Non-Voting Preferred Shares
Denise Irmen 7284B Highway 97B Salmon Arm, British Columbia, Canada V1E 2Y6	90 Class C Voting Participating Shares 90 Class J Non-Voting Preferred Shares 30,741 Class G Non-Voting Preferred Shares
599837 B.C. Ltd. 7284B Highway 97B Salmon Arm, British Columbia, Canada V1E 2Y6	100 Class I Non-Voting Preferred Shares
Bob Scott 40 Fairmont Place, Coldstream, BC, Canada V1B 2X7	10 Class B Voting Participating Shares 10 Class C Voting Participating Shares 20 Class J Non-Voting Preferred Shares 6,831 Class G Non-Voting Preferred Shares
TOTAL	100 Class B Voting Participating Shares 100 Class C Voting Participating Shares 68,314 Class G Non-Voting Preferred Shares 100 Class I Non-Voting Preferred Shares 200 Class J Non-Voting Preferred Shares

Notes:

(1) Shareholdings to be confirmed prior to Closing.

SCHEDULE "B"

LIST OF HOLDERS OF US HOLDCO SHARES

NAME	US HOLDCO SHARES
599837 B.C. Ltd. 7284B Highway 97B Salmon Arm, British Columbia, Canada V1E 2Y6	<i>Shareholdings to be confirmed prior to Closing.</i>
Bob Scott 40 Fairmont Place, Coldstream, BC, Canada V1B 2X7	<i>Shareholdings to be confirmed prior to Closing.</i>
TOTAL	<i>Shareholdings to be confirmed prior to Closing.</i>

SECOND AMENDING AGREEMENT

THIS AMENDING AGREEMENT (the “Amending Agreement”) is made effective July 14, 2025

AMONG:

LITE ACCESS TECHNOLOGIES INC., a company incorporated under the laws of the Province of British Columbia with an office at 110 - 6039 196 Street, Surrey, BC, V3S 7X4

("Lite Access")

AND:

1097195 B.C. LTD., a company incorporated under the laws of the Province of British Columbia with an office at PO Box 67, Salmon Arm, BC, V1E 4N2

("Ironman")

AND:

IRONMAN DIRECTIONAL DRILLING US INC., a company incorporated under the laws of the State of Delaware

("US Holdco", together with Ironman, the "Ironman Parties")

AND:

THE HOLDERS OF SHARES ISSUED BY IRONMAN, as listed in Schedule “A” to the Agreement (defined below)

(collectively, the "Ironman BC Shareholders")

AND:

THE HOLDERS OF SHARES ISSUED BY US HOLDCO, as listed in Schedule “B” to the Agreement (defined below)

(collectively, the "US Holdco Shareholders" and together with the Ironman BC Shareholders, the "Ironman Shareholders")

WHEREAS:

- A. the Parties entered into a Share Exchange Agreement dated effective December 7, 2024, (the “Agreement”); and
- B. the Parties have agreed to extend the Outside Date (as defined in the Agreement) from June 30, 2025 to September 30, 2025.

NOW THEREFORE for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties agree as follows:

1. Defined Terms

All capitalized terms used herein which are not otherwise defined herein shall have the respective meanings ascribed thereto in the Agreement.

2. Amendment

The Parties agree that the “Outside Date” in the Agreement shall be extended by deleting the reference of “June 30, 2025” in Section 1.1 (n) of the Agreement and replacing it with September 30, 2025.

3. Effect of Amendment

The Parties confirm that the Agreement remains in full force and effect, and is hereby ratified and confirmed in all respects. From the date hereof, the Agreement and this Amending Agreement shall be read together to the extent reasonably possible as though all of the terms of both documents were contained in one instrument.

4. Enurement

This Amending Agreement shall enure to the benefit of and be binding upon the Parties and their respective successors and permitted assigns.

5. Governing law

This Amending Agreement shall be governed by and construed in accordance with the laws of the Province of British Columbia and any applicable federal laws of Canada.

6. Counterparts

This Amending Agreement may be executed and delivered by the Parties in one or more counterparts, each of which will be an original, and each of which may be delivered by e-mail or other functionally equivalent electronic means of transmission, and those counterparts will together constitute one and the same instrument.

[Remainder of Page is Intentionally Left Blank]

Each of the Parties have executed and delivered this Amending Agreement, as of the date noted at the beginning of this Amending Agreement.

LITE ACCESS TECHNOLOGIES INC.

1097195 B.C. LTD.

"Mark Tommasi"

Name: Mark Tommasi
Title: CEO and Director

"Mike Irmén"

Name: Mike Irmén
Title:

IRONMAN DIRECTIONAL DRILLING US INC.

"Mike Irmén"

Name: Mike Irmén
Title:

599837 B.C. LTD.

"Mike Irmén"

Name: Mike Irmén
Title:

"Mike Irmén"

MIKE IRMEN

"Denise Irmén"

DENISE IRMEN

"Bob Scott"

BOB SCOTT

APPENDIX B – INFORMATION RELATING TO LITE ACCESS

(See Attached)

**INFORMATION RELATING TO LITE ACCESS TECHNOLOGIES INC.
(the “Company”)**

The following information is presented on a pre-Acquisition basis and reflects the business, financial, and share capital position of the Company. See “Cautionary Note Regarding Forward-Looking Statement and Risks” in this Information Circular in respect of forward-looking statements that are included in this Appendix and in the documents incorporated by reference herein.

All capitalized terms used in this Appendix and not defined herein have the meaning ascribed to them elsewhere in this Appendix and the Information Circular. The information contained in this Appendix unless otherwise indicated, is given as of July 14, 2025, the date of this Information Circular.

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PRELIMINARY NOTE

The information contained in this Appendix has been prepared by the management of the Company and contains information in respect of the business and affairs of the Company.

CORPORATE STRUCTURE

The Company was incorporated under the *Business Corporations Act* (British Columbia) on October 26, 2014, with the name “1017341 B.C. Ltd.”, and changed its name to “Lite Access Technologies Inc.” on May 26, 2015.

The Company’s head office is located at 110 – 6039 196 Street, Surrey, BC V3S 7X4, and the registered and records office is located at Suite 704 – 595 Howe Street, Vancouver, British Columbia V6C 2T5.

The Company currently has two wholly owned subsidiaries, Lite Access Technologies (Canada) Inc., incorporated in British Columbia, Canada, and Lite Access Technologies (USA) Inc., incorporated in Nevada, USA.

BUSINESS OF THE COMPANY

Overview of Business

The Company is a provider of fiber optic products and advanced installation methodologies. The Company offers integrated solutions for all types of telecom requirements and for a wide range of businesses and governments, across military, industry and community. Its market focuses on healthcare networks, point to point networks and first nations communities. Beginning with a comprehensive project analysis of engineering, design and permitting, the Company offers a full compliment of aerial and underground construction methodologies including splicing, testing and maintenance, providing clients with integrated solutions and/or select products and components for the design and implementation of fibre optic networks.

The Company’s innovative approach, flexible products, and installation solutions are combined with decades of experience. 'The Lite Access Way' methodology of construction for both trunk and fiber-to-the-premises (“FTTX”) connectivity has become a recommended and preferred method of fiber installation.

Lite Access' installation technology and proprietary products extend a network provider's ability to deliver true broadband connectivity directly to end-users, such as homes, businesses, government and educational institutions, and emergency response facilities. Lite Access remains flexible and innovative in its commitment to providing global clients and partners with the most cost-effective and proven fiber connectivity solutions available.

In the most recent completed financial years, 96.7% (2023: 86.9%) of its revenue derived from providing fibre installation services and 3.3% (2023: 13.1%) of its revenue derived from sales of its fibre optic products.

The Company is a public company listed as a Tier 1 Industrial Issuer on the TSX Venture Exchange under the stock symbol “LTE”.

Products and Services

The Company is a full-service fibre optic infrastructure provider that installs fibre optic products for both trunk (network backbone) and FTTX connectivity. As a full-service provider, the Company will engineer, design and permit the network, carry out ariel and/or underground construction, and make available certain fibre product offerings.

- ***Engineering, Design and Permitting***

The Company’s technical team has experience in engineering, design and permitting of communication networks in British Columbia and Alberta. As part of the design and permitting process, the Company coordinates with municipalities, local governments, and private sector groups to deliver a comprehensive fibre solution for single site(s) or municipal level installations.

- ***Installation Methods for Aerial and Underground Construction of Fibre Networks***

The Company provides fibre installations services with a focus on installation of aerial and underground fibre networks.

Underground fibre installation is more common, which involves horizontal directional drilling (“HDD”), open trenching, micro trenching and plowing. The cables can be buried directly underground or placed into a buried duct. The cables are plowed in or buried in a trench directly, and the installation process can be very efficient. The most common cables used for direct burial are steel-armored, outdoor fiber cables. Given the Company’s business relationship with Ironman, it focuses on offering HDD, which installs cable without surface disruption. In particular, HDD is ideal for fibre network installation in urban areas.



Figure 1: Directional drill

Aerial fibre installation is the process of stringing and/or bolting cables on existing utility or telephone poles. Two typical methods for aerial fibre optic cable installation are the moving reel method, which is normally adopted when there are no obstructions preventing raising the cable, such that a cable reel trailer or aerial lift truck can be moved along the pole line, and the stationary reel method, which is generally used when the cable is installed above the existing lateral cable and other obstructions. This form of installation may be chosen to increase the speed of installation and decrease costs, provided that the poles are already in place.



Figure 2: Ariel placement and splicing

Alternatively, the Company also offers open trenching and micro trenching services for fibre installation, of which the Company previously focused on. Open trenching is the process of digging a trench with heavy machinery and installing the fibre optic cables. This method is less ideal for urban areas. Whereas, micro trenching is a fast, affordable and non-invasive approach method for cost-effective projects where shallow installation is acceptable. A micro trench is 3.5 cm to 7.5 cm wide and up to 30 cm maximum depth.



Figure 3: Narrow Trench

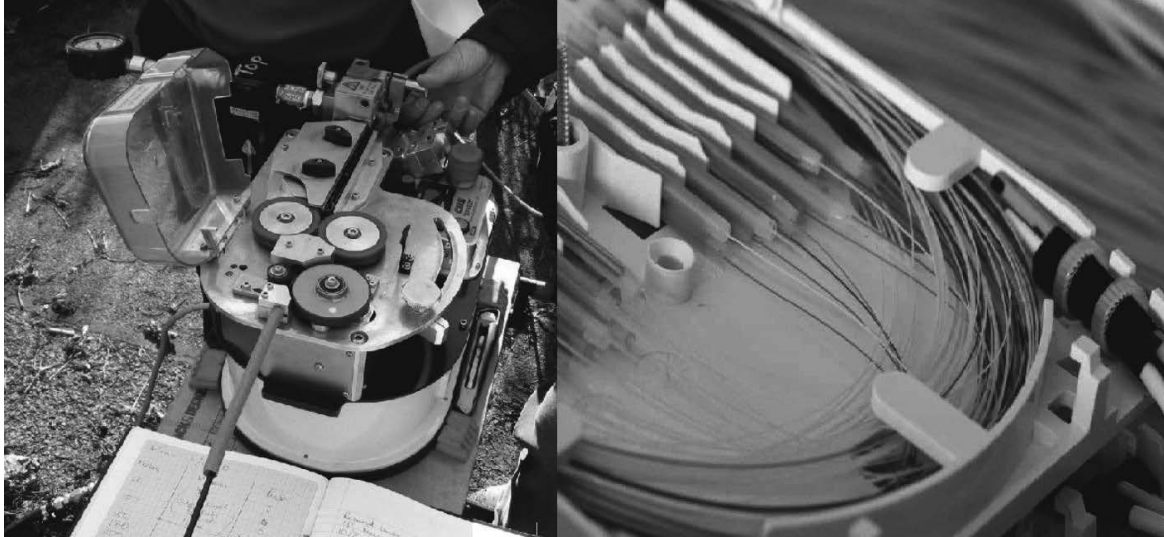


Figure 4: Fibre cable installation and fibre splicing

The final method of installation done by the Company is plowing, which is the process of laying cables using a cable plow. This process is ideal in more rural areas, where terrain permits continuous installation.



Figure 5: Vibratory plowing

- ***Connection and Testing of Fibre***

Once the cable is laid using the above processes, the Company uses its state of the art equipment and procedures to blow fibre optic cable through conduits using compressed air, ensuring quick installation. The fibre optic cable is inserted into a tube, and compressed air is blown through the length of the duct. Alternatively, the technician pulls the fibre optic cable through the duct by hand in a pulling installation.

The Company's skilled technicians then splice, being the process of combining individual fibre strands to connect the network. Without properly splicing the fibre, the network would fail to achieve its objectives of delivering high speed, reliable connectivity.

- ***Fibre Products***

The design and configuration of the Company's fibre installation networks is determined by the specification of the fibre cable to be installed within the duct, the method of placement and the type of connectivity required including direct bury / long haul, direct install, internal, aerial, micro-trenching and FTTx, access (last mile). With the ability to understand client needs and requirements, the Company provides the appropriate fibre products to meet the evolving needs and fully comply with standards and requirements of each project and client.

The Company's fibre cables are manufactured as small lightweight configurations designed for installation into appropriately sized ducts using compressed air. The fibre cables bundles permitting up to 288 strands are installed into the ducts using a continuous flow of compressed air and a set of rollers / wheels that help feed the fibre into the microduct. This technique results in a future proof method of fibre connectivity, as it provides the ability to add or remove the bundles to avoid technology obsolescence, blow the bundles long distances without the need to splice, reduces manpower and costs, leads to simpler network designs and reduces up front capital outlay associated with traditional cabling requirements.

The Company's diverse methods of installation ensure that fibre optic installation is tailored to a network's specific requirements and terrain, resulting in a reliable and efficient infrastructure.

Revenue Growth Strategy

The Company's strategy is to identify opportunities that focus on revenue growth, profitability and cash flow. To pursue its growth strategy, the Company believes in building high performance teams that deliver productivity. Specifically, management has created a daily reporting process that collects data from the field (crews), processes that data in real-time and presents the key performance indicator results daily to management. Management meets daily and uses the reporting to identify issues before they become problems and overall allows us to steer the business toward continual improvement. Furthermore, a multi-channel reporting structure is utilized to ensure there are checks and balances in the daily reporting back to its office.

The Company continues to progress its projects, works closely with clients and has shown steady improvement in key financial metrics. The Company is focused on execution of its contracts and continually adapting best practices, systems, policies and procedures in order to achieve operational and financial improvement.

Specialized Skill and Knowledge

The Company has retained employees and consultants with specialized skill and knowledge of the installation of FTTX. In particular, these employees and consultants have an understanding of the logistical requirements to successfully deploy broadband networks.

Competitive Conditions

There is significant competition in providing end-to-end fibre optic solutions. The Company competes across all of its product lines with many large and varied fibre optic installers and designers, both domestic and foreign. Larger competitors may be able to procure pricing for necessary components and labor at much lower prices.

The Company believes that it has a competitive advantage as its micro and narrow trenching process enables it to install fibre networks in far less time and at significantly lower costs than traditional methods.

Intellectual Property

The Company has not obtained any patents, patents applications or trademarks in connection with its proprietary micro and narrow trenching. The Company protects its intellectual property primarily through a combination of trade secrets and copyright. See also "Risk Factors".

Cycles

The Company's services are not subject to seasonality fluctuations.

Economic Dependence

The Company's business is not currently substantially dependent on any major contracts that will account for a majority of the Company's revenue.

Changes to Contracts

The Company's contracts are separately negotiated with each contracted party and the Company does not anticipate any changes under its contracts.

Employees

The Company has a total of 45 employees.

Foreign Operations

The Company currently conducts operations in Canada.

Bankruptcy and Similar Procedures

The Company does not have any bankruptcy, receivership or similar proceedings or any voluntary bankruptcy, receivership or similar proceedings within the three most recently completed financial years or completed during or proposed for the current financial year.

Reorganization

The Company has not undertaken any material reorganizations within the last three most recently completed financial years.

Social or Environmental Policies

The Company has not implemented social or environmental policies that are fundamental to its operations.

Three Year History**Financial Year Ended 2022***Sale of Amec*

On June 9, 2022, the Company entered into a share purchase agreement with Curkovic, pursuant to which the Company sold its non-core business, Amec to Curkovic, Amec's previous owner. The Company agreed to provide \$80,000 of additional working capital to Amec and forgive intercompany indebtedness of \$180,000. In consideration of the foregoing, the Purchaser agreed to forgive all amounts owed by the Company to the Purchaser under the Company's original acquisition of Amec on March 5, 2021.

Changes to Management

In June and July 2022, the Company appointed new board directors and management team. Gregory Smith resigned from his position as CEO and a director of the Company, and Kevin Smith, Steven King, Daniel Nanson and John Farlinger resigned from their positions as director of the Company. On June 3, 2022, the Company appointed Michael Plotnikoff as CEO and a director of the Company and Mark Tommasi as a director of the Company. On July 29, 2022, the Company appointed Alexander McAulay and Michael Irmen as directors of the Company.

Cooperation Agreement with Ironman

On July 26, 2022, the Company entered into a cooperation agreement (the “Cooperation Agreement”) with Ironman Directional Drilling Ltd. (“Ironman Directional Drilling”), a company controlled by a director of the Company, Michael Irmen, whereby the Company and Ironman Directional Drilling agreed to jointly provide their specialized fibre installation and directional drilling services on new fibre optic network projects.

Under the terms of the Cooperation Agreement, Lite Access has offered Ironman Directional Drilling a right of first refusal to provide directional drilling services on all new projects of Lite Access (a “New Project”). In each instance of cooperation, Lite Access and Ironman Directional Drilling will enter into a binding service agreement that sets out the services and consideration paid to Ironman Directional Drilling for each Lite Access New Project. The Cooperation Agreement further provides that Ironman Directional Drilling has offered Lite Access a right of first refusal to provide its fibre installation services on all New Projects of Ironman Directional Drilling. Similar to above, a binding service agreement will be entered into by the parties that sets out the services and consideration paid to Lite Access for each Ironman New Project. In consideration of Ironman Directional Drilling agreeing to enter into this Cooperation Agreement, Ironman Directional Drilling will receive a maximum of \$400,000 over a period of up to three years through a profit sharing arrangement on Lite Access New Projects. The term of the Cooperation Agreement was for a period of three (3) years and may be terminated by either party on thirty days' notice provided that Ironman Directional Drilling has received the \$400,000 in payments noted above. Pursuant to the Cooperation Agreement, Lite Access also issued a total of 2,265,440 common shares at a deemed price of \$0.10 per share for total consideration of \$226,554 to Ironman in order to settle a historical dispute among the parties.

Private Placement Financing

On March 28, 2022, the Company closed a non-brokered private placement and issued 8,355,000 units at a price of \$0.10 per unit for gross proceeds of \$835,000.

Each unit consisted of one common share of the Company and one share purchase warrant with each warrant entitling the holder to purchase one additional common share for a period of two years from the date of the issue at an exercise price of \$0.15 per share, subject to an accelerated expiry if the volume weighted average price of the Company's shares is equal to or greater than \$0.25 per share for a period of 30 consecutive trading days (the “Acceleration Event”). The Company will give notice to the holders about the Acceleration Event and the warrants will expire 30 days thereafter. The expiry date of the warrants was subsequently extended by one year. The Company paid total finders fees of \$57,535 and issued a total of 574,350 warrants to the finders.

Canadian Operations

In February 2022, the Company and Brooks Alberta City council entered into a contract for the Brooks Project, pursuant to which the Company would construct a city-wide broadband network, with a total value of \$13.6 million. The Company started the backbone network construction in April 2022. In the fourth quarter of fiscal 2022, the Company conducted a project review and determined to end the contract for the best interest of the Company based on the current market environment. As a result, an amicable separation agreement was reached with City of Brooks and CNPI and the contract was terminated on September 9, 2022.

In March 2022, the Company completed majority of the aerial work of the Southeastern Project and during the third quarter of the financial year ended 2022, the Company completed the final testing of the project and achieved substantial completion.

In August 2022, the Company and Rigstar Industrial Telecom (Rigstar) were awarded a fibre build contract from the Saddle Lake Cree Nation located in the Onihcikiskwapowin region of central Alberta. The project is to upgrade the existing internet and extend cellular infrastructure to the Saddle Lake Cree First Nation, which will improve the resilience of the broadband and cellular connectivity throughout the community. The project is valued \$1.5 million and funded under the Investing in Canada Infrastructure Program, Indigenous Services Canada, and Saddle Lake Cree Nation. The Company started the construction in September and achieved substantial completion in October 2022.

In October 2022, the Ktunaxa Nation Council awarded the second phase of a Fibre-to-the-Home (FTTH) construction project to the Company, valued at approximately \$805,000. The Company was awarded the first phase of a Fibre-to-the-Home (FTTH) construction project at the First Nation community last year for design, supply and installation of the fibre build connecting all community band office, health centre, recreation centre and service drops for all the homes and lots on subdivision road. After successfully completing the first phase, the Company will continue with the construction project to include an additional 17 kilometers of an in-ground backbone network, multiple highway road crossings, connectivity to a wireless tower via aerial as well as the installation of additional 37 service drops to the Akisq̓nuk First Nations homes. The Company started the construction in November 2022 and completed the project in the second quarter of fiscal 2023.

Financial Year Ended 2023

Private Placement Financing

On November 22, 2022, the Company closed a non-brokered private placement of \$1,052,000, consisting of (i) a private placement of secured convertible debentures ("Debentures") in the principal amount of \$500,000 (the "Debenture Offering"); and (ii) a private placement of 11,040,000 common shares at \$0.05 per share for gross proceeds of \$552,000 (the "Share Offering"). Under the Debenture Offering, the Debentures will be secured under a general security agreement, bear a fixed interest rate of 12% per annum and be due two years from the date of issue (the "Issue Date"). Further, the Debentures will be convertible into common shares of the Company at a conversion ratio of \$0.07 per common share if converted during the period from the Issue Date to the last day of the first anniversary of the Issue Date, and \$0.10 if converted during the period from the first day of the second anniversary of the Issue Date to the last day of the second anniversary of the Issue Date.

Non-binding Letter of Intent

On May 3, 2023, the Company entered into a non-binding letter of intent (the "Letter of Intent") to combine the business operations of the Company, 1097195 B.C. Ltd. ("Ironman") and its wholly-owned subsidiary Ironman Directional Drilling.

Financial Year Ended 2024

Changes to Management

On November 15, 2023, Michael Plotnikoff resigned as Chief Executive Officer and a director of the Company and Mark Tommasi was appointed Chief Executive Officer of the Company.

Acquisition of Ironman: Share Exchange Agreement

On December 7, 2024, the Company, Ironman, Ironman USA Holdings Inc ("US Holdco"), the Ironman Shareholders and the shareholders of US Holdco entered into the Share Exchange Agreement, attached as Appendix A to the Information Circular, pursuant to which the Company will acquire all of the issued and outstanding common shares of Ironman. The Company has agreed to, among other things, call the Meeting to seek approval of the Shareholders of the Acquisition Resolution.

The purpose of the Acquisition is to vertically integrate its operations thereby increasing revenue and margins.

The terms and conditions of the Share Exchange Agreement are set forth below:

- Pursuant to the Share Exchange Agreement, the Company will acquire all of the issued and outstanding securities of Ironman in consideration for:
 - the issuance of an aggregate of 85,392,538 Consideration Shares, subject to the Escrow Agreement, to the Ironman Shareholders; and

- the payment of an aggregate of \$6,000,000 Cash Consideration to the Ironman Shareholders over five (5) equal installments as follows:
 - \$1,200,000 due and payable on or before the date that is 12 months following the Closing Date;
 - \$1,200,000 due and payable on or before the date that is 24 months following the Closing Date;
 - \$1,200,000 due and payable on or before the date that is 36 months following the Closing Date;
 - \$1,200,000 due and payable on or before the date that is 48 months following the Closing Date; and
 - \$1,200,000 due and payable on or before the date that is 60 months following the Closing Date.

The Cash Consideration will be evidenced by the issuance of promissory notes (the “Consideration Promissory Notes”) in favor of the Ironman Shareholders.

- After the Closing Date, the Cash Consideration payable to the Ironman Shareholders will be adjusted by the working capital the Ironman Parties (the “Ironman Working Capital”). If the Ironman Working Capital is less than nil, then the Ironman Shareholders shall pay the Company the difference and shall satisfy their obligation to pay their respective pro rata share (i) by means of a set-off of an equivalent amount of the principal outstanding under such Ironman Shareholder’s Consideration Promissory Notes; and (ii) to the extent such amount exceeds the then remaining principal amount of such Ironman Shareholder’s Consideration Promissory Notes, by payment in cash to the Company in the amount of such excess. If the Ironman Working Capital is greater than nil, then the Company pay to the Ironman Shareholders such difference by adding the amount to the Cash Consideration, payable in five (5) equal consecutive installments over 60 months and such amount will be evidenced by the issuance of promissory notes (the “Working Capital Adjustment Promissory Notes”) in favor of the Ironman Shareholders.
- As security for the payment of the Cash Consideration and any positive working capital adjustment, the Company will enter into guarantees, general security agreements and share pledge agreements in favour of the Ironman Shareholders, and on the Closing Date, the Company and Ironman will enter into a priority agreement setting out the priority of the Consideration Promissory Notes and the Working Capital Adjustment Promissory Notes and how the guarantees, general security agreements and share pledge agreements will be dealt with as between the Ironman Shareholders and Lite Access.
- The amounts paid pursuant to the working capital adjustment will be paid together with interest thereon calculated and compounded monthly from the Closing Date to the date of payment, at the rate of 8% per annum, subject to a maximum interest permitted by law.
- The Ironman Shareholders will enter into the Escrow Agreement whereby the Consideration Shares will be subject to the following resale restrictions: 10% of the Consideration Shares will be released on the Closing Date, and 15% of the Consideration Shares will be released every six months thereafter.
- In the event that the Transaction does not close due to a breach of terms and conditions by a party, the Breaching Party will reimburse the non-Breaching Party a maximum of \$250,000 for its transaction costs incurred.

On January 30, 2025, the Company, the Ironman Parties and the Ironman Shareholders entered into an amending agreement (the “First Amending Agreement”) removing “Ironman USA Holdings Inc.” as a party to the Share Exchange Agreement and replacing it with “Ironman Directional Drilling US Inc.”

On July 14, 2025, the Company, the Ironman Parties and the Ironman Shareholders entered into an amending agreement (the “Second Amending Agreement”) extending the “Outside Date” (as such term is defined in the Share Exchange Agreement) from June 30, 2025 to September 30, 2025.

A copy of the Share Exchange Agreement, the First Amending Agreement and the Second Amending Agreement are attached as Appendix A to the Circular.

See the section titled “*The Acquisition – Terms of the Share Exchange Agreement*” and Appendix A of the Information Circular.

Extension of Debentures

On November 1, 2024, the Company and the holder of the Debentures agreed to extend the Debentures in the principal amount of \$500,000 that were issued on November 22, 2022 and were due November 22, 2024. The maturity date of the Debentures was extended to November 22, 2026 and no other amendments were made to the Debentures.

USE OF FUNDS

On completion of the Transaction, the Company will have an estimated pro forma working capital of \$5,764,621. The pro forma working capital and the cash flow generated from the Company’s operation are anticipated to be sufficient to meet its ongoing operating and general and administrative expenses. Additional details are set forth in the pro forma financial statements attached as Schedule C to this Appendix B.

DIVIDENDS AND DISTRIBUTIONS

The Company has never declared, nor paid, any dividends since its incorporation and does not foresee paying any dividends in the near future. Any future payment of dividends will depend on the financing requirements and financial condition of the Company and other factors which the Board, in its sole discretion, may consider appropriate and in the best interests of the Company.

Under the *Business Corporations Act* (British Columbia), the Company is prohibited from declaring or paying dividends if there are reasonable grounds for believing that the Company is insolvent or the payment of dividends would render the Company insolvent.

MANAGEMENT’S DISCUSSION AND ANALYSIS

The Company’s annual Management’s Discussion and Analysis for the financial year ended September 30, 2024 and its interim Management’s Discussion and Analysis for the period ended March 31, 2025 is attached as Schedule B of this Appendix B.

Selected Consolidated Financial Information

Annual Information

The following tables sets forth summary financial information for the Company for the financial years ended September 30, 2024, 2023 and 2022, and for the six-month period ended March 31, 2025. This information has been summarized from the Company’s financial statements and should only be read in conjunction with the Company’s financial statements, including the notes thereto, attached as Schedule A to this Appendix B. All references to “\$” shall mean Canadian dollars in the following table.

	For the six-month period ended March 31, 2025 (unaudited) (\$)	For the financial year ended September 30, 2024 (audited) (\$)	For the financial year ended September 30, 2023 (audited) (\$)	For the financial year ended September 30, 2022 (audited) (\$)
Gross Profit	345,926	816,725	364,977	(162,799)
Operating Expenses	769,013	1,365,054	1,852,540	2,445,199
Net Comprehensive Income (Loss)	(472,656)	(630,770)	(1,475,904)	(2,861,463)

	For the six-month period ended March 31, 2025 (unaudited) (\$)	For the financial year ended September 30, 2024 (audited) (\$)	For the financial year ended September 30, 2023 (audited) (\$)	For the financial year ended September 30, 2022 (audited) (\$)
Basic & Diluted Loss per Common Share	(0.01)	(0.01)	(0.02)	(0.04)
Other Income (Expenses)	(49,569)	(82,441)	11,659	14,974
Total Assets	6,130,291	3,718,012	2,852,621	3,609,811
Total Liabilities	7,331,103	4,454,954	3,022,379	3,011,661
Working Capital	(1,571,436)	(1,242,539)	(227,795)	(121,184)

Pro Forma Financial Information

The Pro Forma financial information gives effect to the Acquisition. The pro forma financial statements are attached as Schedule C to this Appendix B. All references to “\$” shall mean Canadian dollars in the following table.

Pro Forma Consolidated Statements of Net Income and Comprehensive Income

	Company as at September 30, 2024	Ironman as at November 30, 2024	Pro Forma Adjustments	Pro Forma Consolidation
Revenues	\$4,776,978	\$19,855,881	\$(821,795)	\$20,958,125
Gross Profit	\$816,725	\$8,747,396	\$(821,795)	\$8,742,326
Operating Expenses	\$1,365,054	\$2,275,757	\$(100,000)	\$3,740,813
Net Income (Loss)	\$(630,770)	\$5,066,624	\$(921,795)	\$3,514,059

Pro Forma Consolidated Statements of Financial Position

	Company as at March 31, 2025	Ironman as at February 28, 2025	Pro Forma Adjustments	Pro Forma Consolidation
Total Assets	\$6,130,291	\$14,698,422	\$5,717,839	\$26,546,552
Total Liabilities	\$7,331,103	\$22,204,666	\$(16,477,981)	\$14,917,830
Working Capital	\$(1,571,436)	\$(12,875,488)	\$15,639,864	\$1,192,940

DESCRIPTION OF THE SECURITIES

Common Shares

The Company’s authorized capital consists of an unlimited number of common shares without par value and an unlimited number of preferred shares without par value. Preferred shares may be issued in one or more series and the Company’s directors may fix the number of shares which is to comprise each series and designate the rights, privileges, restrictions and conditions attaching to each series. As of the date of this Information Circular, there are no preferred shares issued and outstanding.

Holders of common shares are entitled to vote at all meetings of shareholders, except meetings at which only holders of a specified class of shares are entitled to vote, receive any dividend declared by the Company and, subject to the rights, privileges, restrictions and conditions attaching to any other class of shares, receive the remaining property of the Company upon dissolution.

The provisions in the Company’s Articles attaching to the common shares and the preferred shares may be altered, amended, repealed, suspended or changed by the affirmative vote of the holders of not less than two-thirds of the

common shares and two-thirds of the preferred shares, respectively, present in person or by proxy at any such meeting of holders.

CONSOLIDATED CAPITALIZATION

The following table summarizes the Company's capitalization. The table should be read in conjunction with the annual financial statements for the financial year ended September 30, 2024, attached as Schedule A to the Circular.

Securities	As at September 30, 2024	As at the Date of this Information Circular	As at Closing of the Transaction
Common Shares	87,292,538	87,292,538	172,685,076
Warrants	8,355,000	0	0
Stock Options ⁽¹⁾	6,965,000	5,365,000	5,365,000
Restricted Share Units ⁽²⁾	1,400,000	1,400,000	1,400,000
Debentures ⁽³⁾	\$500,000	\$500,000	\$500,000

Notes:

- (1) A total of 4,845,000 options are exercisable at \$0.10 per share until July 29, 2027, a total of 150,000 options are exercisable at \$0.10 per share until November 15, 2028, a total of 145,000 options are exercisable at \$0.29 per share until April 1, 2026 and 225,000 options are exercisable at \$0.82 per share until June 2, 2025.
- (2) Each Restricted Share Unit is convertible into a common share of the Company until February 3, 2028.
- (3) The principal amount of the Debentures is convertible at \$0.10 per share until November 22, 2026.

OPTIONS TO PURCHASE SECURITIES

Options

The following table sets forth the amount and terms of currently outstanding options to acquire common shares the Company has granted to all directors, past directors, executive officers, past executive officers, all other employees and past employees, consultants and past consultants. The Company has not granted options to any person who is not, or was not previously a director, officer, employee or consultant. Exercise prices shown reflect consolidations of the Company's common share capital.

Category	Aggregate Number of Individuals	Aggregate Number of Options	Date of Grant	Exercise Price	Expiry Date
Directors, Officers and Past Directors and Officers	2	225,000	June 2, 2020	\$0.82	June 2, 2025
	1	145,000	April 1, 2021	\$0.29	April 1, 2026
	5	1,950,000	July 29, 2022	\$0.10	July 29, 2027
	1	300,000	Feb 3, 2023	\$0.10	Feb 3, 2028
	1	150,000	November 15, 2023	\$0.10	November 15, 2028
Consultants	11	2,395,000	July 29, 2022	\$0.10	July 29, 2027
Employees and Past Employees	2	200,000	July 29, 2022	\$0.10	July 29, 2027

Restricted Share Units

The following table sets forth the amount and terms of currently outstanding restricted share units the Company has granted to all directors, executive officers, all other employees and consultants. The Company has not granted restricted share units to any person who is not a director, officer, employee or consultant.

Category	Aggregate Number of Individuals	Aggregate Number of Restricted Share Units	Date of Grant	Expiry Date
Directors	4	900,000	February 3, 2023	February 3, 2028
Consultants	2	500,000	February 3, 2023	February 3, 2028

PRIOR SALES

Prior Sales

The Company did not issue any securities in the 12-month period before the date of this Information Circular.

Trading Price and Volume

The Company's common shares have been halted on May 5, 2023, after the Company's entry to the Letter of Intent with Ironman and Ironman Directional Drilling. As such, the Company's high and low market prices remained at \$0.095, which was the trading price on close of market on May 4, 2023, and the Company's trading volume remained at 0 during the 12-month period before the date of this Information Circular:

Monthly Highs, Lows and Volumes	High (\$)	Low (\$)	Volume
April 2025	\$0.095	\$0.095	0
March 2025	\$0.095	\$0.095	0
February 2025	\$0.095	\$0.095	0
January 2025	\$0.095	\$0.095	0
December 2024	\$0.095	\$0.095	0
November 2024	\$0.095	\$0.095	0
October 2024	\$0.095	\$0.095	0
September 2024	\$0.095	\$0.095	0
August 2024	\$0.095	\$0.095	0
July 2024	\$0.095	\$0.095	0
June 2024	\$0.095	\$0.095	0
May 2024	\$0.095	\$0.095	0
April 2024	\$0.095	\$0.095	0
March 2024	\$0.095	\$0.095	0

Historically, the trading price and volume of the Company's common shares has been and may continue to be subject to wide fluctuations. The stock market has generally experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of companies with little or no current business operations. Because the Company's common shares are expected to be only sporadically traded on the TSX Venture Exchange, shareholders may find it difficult to liquidate their common shares, or purchase new common shares at certain times.

ESCROWED SECURITIES

As of the date of this Information Circular, the Company does not have any escrowed securities.

PRINCIPAL SHAREHOLDERS

To the knowledge of the directors and executive officers of the Company, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, common shares carrying more than 10% of the voting rights attached to the outstanding common shares of the Company.

DIRECTORS AND EXECUTIVE OFFICERS

See section titled "*PROPOSAL NO. 3 – ELECTION OF DIRECTORS – Current Slate*" of this Information Circular, which sets forth the details of the principal occupations of each director or executive officer, and the period during which each director has served as a director. All directors hold office until the next annual meeting of shareholders or until their earlier death, removal or resignation.

As a group, the directors and executive officers of the Company beneficially own, and exercise control and direction over, an aggregate of 2,825,440 common shares of the Company, representing 3.24% of the issued and outstanding common shares, on an undiluted basis, as at the date of this Information Circular.

Cease Trade Orders

Other than disclosed below, to the knowledge of management of the Company, no director or officer of the Company, or shareholder holding a sufficient number of securities to affect materially control of the Company is, or within 10 years before the date of this Information Circular, has been, a director or officer of any other issuer that, while that person was acting in that capacity:

- (a) was the subject of a cease trade or similar order, or an order that denied such other issuer access to any exemptions under Ontario securities law for a period of more than 30 consecutive days; or
- (b) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in such other issuer being the subject of a cease trade or similar order or an order that denied such other issuer access to any exemption under securities legislation for a period of more than 30 consecutive days.

For the purposes of this Information Circular, an “order” means a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to an exemption under securities legislation, and such order was in effect for a period of more than 30 consecutive days.

Mark Tommasi is a director of XR Applied Technologies Inc. (“XR”). On December 3, 2021, a cease trade order was issued to XR by the securities regulatory authorities in British Columbia and Ontario, for its failure to file its annual financial statements, the corresponding management’s discussion and analysis and certification of annual filings for the year ended July 31, 2021. The cease trade order was revoked on February 1, 2022. On December 2, 2022, a cease trade order was issued to XR by the securities regulatory authorities in British Columbia and Ontario for its failure to file its annual financial statements, the corresponding management’s discussion and analysis and certification of annual filings for the year ended July 31, 2022.

Mark Tommasi is a director of Zadar Minerals Corp. (“Zadar”). On November 3, 2022, a cease trade order was issued to Zadar by the securities regulatory authorities in British Columbia and Ontario for its failure to file its annual financial statements, the corresponding management’s discussion and analysis and certification of annual filings for the year ended June 30, 2022.

Alexander McAulay was the CFO of CBD Global Sciences Inc. (“CBD”) On June 16, 2020, and June 17, 2020, a management cease trade order was issued to Alexander McAulay by the securities regulatory authorities in British Columbia and Alberta respectively for CBD’s failure to file its annual audited financial statements, the corresponding management’s discussion and analysis and certification of annual filings for the year ended December 31, 2019. The cease trade orders were revoked on August 5, 2020 and August 6, 2020 respectively. On May 3, 2021, a management cease trade order was issued to Alexander McAulay by the Alberta Securities Commission for CBD’s failure to file its annual audited financial statements, the corresponding management’s discussion and analysis and certification of annual filings for the year ended December 31, 2020. On July 23, 2021, the management cease trade order was revoked.

Alexander McAulay was the CFO of Vegano Foods Inc. (“Vegano”). On May 3, 2022, a management cease trade order was issued to Alexander McAulay by the British Columbia Securities Commission for Vegano’s failure to file its annual audited financial statements and the corresponding management’s discussion and analysis for the year ended December 31, 2021. The management cease trade order was revoked on June 16, 2022.

Alexander McAulay was chief financial officer of Comprehensive Healthcare Systems Inc. (TSXV:CHS) on May 6, 2022, when a failure-to-file cease trade order was issued against Comprehensive Healthcare Systems Inc. by the Alberta Securities Commission (“ASC”) and the Ontario Securities Commission (“OSC”) as a result of the Company not having filed, on or before May 2, 2022, the annual financial statements, annual management’s discussion and analysis and certification of the annual filings for the year ended December 31, 2022. On May 19, 2022, Comprehensive Healthcare Systems Inc. received a revocation letter from the ASC and OSC upon making the required filings.

Bankruptcies

To the knowledge of management of the Company, no director or executive officer of the Company, or shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, is or has been, with the ten years preceding the date of this Information Circular:

- (a) a director or an executive officer of any company that, while the person was acting in that capacity, or within a year of that person ceasing to act in the capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold its assets or made a proposal under any legislation relating to bankruptcies or insolvency; or
- (b) become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of the individual.

Penalties or Sanctions

To the knowledge of management of the Company, no director or officer of the Company, or a shareholder holding sufficient securities of the Company to affect materially the control of the Company, has:

- (a) been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority; or
- (b) been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision.

Conflicts of Interest

There are no existing or potential material conflicts of interest between the Company or a subsidiary of the Company and a director or officer of the Company or a subsidiary of the Company.

Management of the Company

The Company's management team is comprised of Mark Tommasi and Linda Han. The following table provides information about each member of management that is in addition to the information included in the table above:

Name and Position with the Company	Responsibilities with the Company	Employee or Independent Contractor?	Particular Industry Experience	Non-Competition or Non-Disclosure Agreement? (Yes / No)
Mark Tommasi Chief Executive Officer	Management of the Company	Independent Contractor	Mr. Tommasi has been a director of the Company since June 3, 2022, and the Chief Executive Officer of the Company since November 15, 2023.	No
Linda Han Chief Financial Officer	Management of the Company and accounting	Employee	Ms. Han joined the Company as corporate controller in November 2017, and has been the Chief Financial Officer of the Company since April 30, 2021.	No

EXECUTIVE COMPENSATION

General

The following information, dated as of the date hereof, is provided as required under Form 51-102F6V for venture Issuers (the “**Form**”), as such term is defined in National Instrument 51-102.

For the purposes of this Form:

“**CEO**” means an individual who acted as chief executive officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

“**CFO**” means an individual who acted as chief financial officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

“**company**” includes other types of business organizations such as partnerships, trusts and other unincorporated business entities;

“**compensation securities**” includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the company or one of its subsidiaries for services provided or to be provided, directly or indirectly, to the company or any of its subsidiaries;

“**external management company**” includes a subsidiary, affiliate or associate of the external management company;

“**named executive officer**” or “**NEO**” means each of the following individuals:

- (a) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief executive officer, including an individual performing functions similar to a chief executive officer;
- (b) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief financial officer, including an individual performing functions similar to a chief financial officer;
- (c) in respect of the company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000, as determined in accordance with subsection 1.3(5), for that financial year;
- (d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the company, and was not acting in a similar capacity, at the end of that financial year;

“**plan**” includes any plan, contract, authorization, or arrangement, whether or not set out in any formal document, where cash, compensation securities or any other property may be received, whether for one or more persons;

“**underlying securities**” means any securities issuable on conversion, exchange or exercise of compensation securities.

During the financial year ended September 30, 2024, the Company had two NEOs, namely:

- (i) Mark Tommasi, who has been the Chief Executive Officer; and
- (ii) Linda Han, who has been the Chief Financial Officer.

Director and NEO Compensation, Excluding Options and Compensation Securities

The following table (presented in accordance with National Instrument Form 51-102F6V Statement of Executive Compensation) excluding options and compensation securities, provides a summary of the compensation paid by the Company to each NEO and director of the Company for the completed financial years ended September 30, 2024 and 2023. Options and compensation securities are disclosed under the heading “*Stock Options and Other Compensation Securities and Instruments*” below.

Table of compensation excluding compensation securities							
Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Mark Tommasi ⁽¹⁾ CEO and Director	2024	\$48,000	Nil	Nil	Nil	Nil	\$48,000
	2023	\$33,000	Nil	Ni	Ni	Ni	\$33,000
Linda Han ⁽²⁾ , CFO	2024	\$173,060	Nil	Nil	Nil	Nil	\$173,060
	2023	\$156,437	Nil	Nil	Nil	Nil	\$156,437
R. David Toyoda ⁽³⁾ , Director	2024	\$11,990	Nil	Nil	Nil	Nil	\$11,990
	2023	\$11,974	Nil	Nil	Nil	Nil	\$11,974
Alexander McAulay ⁽⁴⁾ Director	2024	\$11,990	Nil	Nil	Nil	Nil	\$11,990
	2023	\$11,974	Nil	Nil	Nil	Nil	\$11,974
Michael Irmen ⁽⁵⁾ Director	2024	Nil	Nil	Nil	Nil	Nil	Nil
	2023	Nil	Nil	Nil	Nil	Nil	Nil
Michael Plotnikoff ⁽⁶⁾ , Former CEO and Director	2024	\$134,647	Nil	Nil	Nil	Nil	\$134,647
	2023	\$157,998	Nil	Nil	Nil	Nil	\$157,998

Notes:

- (1) Mr. Mark Tommasi was appointed as a director on June 3, 2022 and appointed as CEO on November 15, 2023.
- (2) Ms. Linda Han was appointed as CFO on April 30, 2021.
- (3) Mr. R. David Toyoda was appointed as a director of the Company on May 26, 2015.
- (4) Mr. Alexander McAulay was appointed as a director on July 29, 2022.
- (5) Mr. Michael Irmen was appointed as a director on July 29, 2022.
- (6) Mr. Michael Plotnikoff was appointed as CEO and a director on June 3, 2022. He resigned as CEO and a director on November 15, 2023. Mr. Plotnikoff continued to serve as a consultant of the Company until July 15, 2024.

Stock Options and Other Compensation Securities and Instruments

The following table of compensation securities provides a summary of all compensation securities granted, or issued by the Company to each NEO and directors of the Company for the financial year ended September 30, 2024, for services provided, directly or indirectly, to the Company.

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
Mark Tommasi ⁽¹⁾ , CEO and Director	Stock Options	150,000	November 15, 2023	\$0.10	0.095	0.095	November 15, 2028
Linda Han ⁽²⁾ , CFO	N/A	Nil	N/A	N/A	N/A	N/A	N/A
R. David Toyoda ⁽³⁾ , Director	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Alexander McAulay ⁽⁴⁾ , Director	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Michael Irmen ⁽⁵⁾ , Director	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Michael Plotnikoff, Former CEO and director	N/A	Nil	N/A	N/A	N/A	N/A	N/A

Notes:

- (1) The 150,000 Stock Options were granted to Mountain Top Advisory Services, a company in which Mr. Tommasi exercises control over, on November 15, 2023. As at September 30, 2024, Mr. Tommasi holds a total of 400,000 Stock Options (directly and indirectly) and 100,000 RSUs, vesting at two equal installments over two years.
- (2) As at September 30, 2024, Ms. Han holds a total of 670,000 Stock Options.
- (3) As at September 30, 2024, Mr. Toyoda holds a total of 500,000 Stock Options and 100,000 RSUs, vesting at two equal installments over two years.
- (4) As at September 30, 2024, Mr. McAulay holds a total of 250,000 Stock Options and 100,000 RSUs, vesting at two equal installments over two years.
- (5) As at September 30, 2024, Mr. Irmen holds a total of 1,000,000 Stock Options and 600,000 RSUs, vesting at three equal installments over three years.

Exercise of Compensation Securities by Directors and NEOs

During the financial year ended September 30, 2024, no NEO or director of the Company exercised their compensation securities.

Employment, Consulting and Management Agreements

The Company has no contract, agreement, plan or arrangement that provides for payments to a Named Executive Officer at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change of control of the Company or a change in the Named Executive officer's responsibilities.

Oversight and Description of Director and NEO Compensation

The Company's executive compensation program is administered by the Compensation Committee. The Compensation Committee consists of Mark Tommasi, R. David Toyoda and Alexander McAulay. Other than Mark Tommasi, Chief Executive Officer of the Company, all of the members of the Compensation Committee are independent within the meaning of NI 52-110.

The Compensation Committee's responsibilities include reviewing and making recommendations to the Board of Directors with respect to adequacy and the form of compensation to all executive officers and directors of the Company, making recommendations to the Board of Directors in respect of granting of stock options to management, directors officers and other employees and consultants of the Company, and monitoring the performance of the Company's executive officers.

Executive compensation awarded to the named executive officers consists of two components: (i) management fees and (ii) equity based compensation, such as stock options and restricted share units, under the Equity Plan and Stock Option Plan (as defined below). The Company does not presently have a long-term incentive plan for its named executive officers. There is no policy or target regarding allocation between cash and noncash elements of the Company's compensation program.

In setting compensation rates for named executive officers, the Company compares the amounts paid to them with the amounts paid to executives in comparable positions at other comparable companies. The Company's compensation payable to the named executive officers is based upon, among other things, the responsibility, skills and experience required to carry out the functions of each position held by each named executive officer and varies with the amount of time spent by each named executive officer in carrying out his or her functions on behalf of the Company. The grant of stock options and restricted share units, as a key component of the executive compensation package, enables the Company to attract and retain qualified executives. Equity based compensation are based on the total of stock options and restricted share units available under the Equity Plan and Stock Option Plan. In granting equity based compensation, the Board of Directors reviews the total awards available under the Equity Plan and Stock Option Plan and recommends grants to newly retained executive officers at the time of their appointment and considers recommending further grants to executive officers from time to time thereafter. The amount and terms of outstanding options held by an executive are taken into account when determining whether and how new awards should be made to the executive. The exercise periods are to be set at the date of grant. Equity based compensation may contain vesting provisions in accordance to the applicable plan and the rules of the TSX Venture Exchange.

Due to the Company having limited financial resources, compensation is not tied to performance criteria or goals. The Company is unaware of any significant events that have significantly affected compensation of its management team and directors. The Company did not make any changes to its compensation policies during or after the financial year ended September 30, 2024.

Pension

The Company does not provide any pension benefits for directors or executive officers.

EQUITY COMPENSATION PLAN INFORMATION

The following table sets out those securities of the Company which have been authorized for issuance under equity compensation plans, for the financial year ended September 30, 2024:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by the security holders ⁽¹⁾	8,365,000	\$0.10	8,953,506
Equity compensation plans not approved by the security holders	Nil	Nil	Nil
Total	8,365,000	\$0.10	8,953,506

Note:

(1) Includes the Company's Equity Plan and Stock Option Plan.

Equity Plan

The Company has adopted an equity incentive compensation plan (the "Equity Plan") permitting the grant of Restricted Share Units (as defined in the Equity Plan) and Deferred Share Units (as defined in the Equity Plan) (Restricted Share Units and Deferred Share Units collectively referred to as "Awards").

The purpose of the Equity Plan is to (i) provide the Company with a mechanism to attract, retain and motivate highly qualified directors, officers, employees and consultants; (ii) align the interests of Participants (as defined in the Equity Plan) with that of other shareholders of the Company generally; and (iii) enable and encourage Participants to participate in the long-term growth of the Company through the acquisition of Shares (as defined in the Equity Plan) as long-term investments.

The following information is intended as a brief description of the Equity Plan

1. The maximum number of Shares issuable pursuant to Awards issued under the Equity Plan shall not exceed 8,589,253 Shares. Options granted under the Stock Option Plan shall not be included in the maximum number of Shares issuable pursuant to this Equity Plan. Awards that have been settled in cash, cancelled, terminated, surrendered, forfeited or expired without being exercised, and pursuant to which no Shares have been issued, shall continue to be issuable under the Equity Plan.
2. The maximum number of Shares for which Awards may be issued to any one Participant in any 12-month period shall not exceed 5% of the outstanding Shares, calculated on the date an Award is granted to the Participant, unless the Company obtains disinterested shareholder approval as required by the policies of the Exchange. The maximum number of Shares for which Awards may be issued to any Consultant shall not exceed 2% of the outstanding Shares, calculated on the date an Award is granted to the Consultant or any such person, as applicable.
3. Unless disinterested shareholder approval as required by the policies of the TSX Venture Exchange is obtained: (i) the maximum number of Shares for which Awards may be issued to Insiders (as a group) at any point in time shall not exceed 10% of the outstanding Shares; and (ii) the aggregate number of Awards granted to Insiders (as a group), within any 12-month period, shall not exceed 10% of the outstanding Shares, calculated at the date an Award is granted to any Insider.
4. Awards under the Equity Plan shall be granted only to *bona fide* Employees, Officers, Directors and Consultants, as per the policies of the TSX Venture Exchange. Pursuant to the policies of the TSX Venture Exchange, Consultants or persons providing Investor Relations Activities (as defined in the policies of the TSX Venture Exchange) are not eligible to receive Awards under the Equity Plan.

5. Each Award grant shall be evidenced by an Award Agreement that shall specify the number and type of Awards granted, the settlement date for the Awards, and any other provisions as the Committee shall determine.
6. The Awards granted herein may not be sold, transferred, pledged, assigned or otherwise alienated or hypothecated. All rights with respect to the Awards granted to a Participant under the Equity Plan shall be available during such Participant's lifetime only to such Participant.
7. If the date on which an Award is scheduled to expire falls during or within 10 business days of a Blackout Period applicable to the relevant Participant, and neither the Company nor the Participant is subject to a cease trade order (or similar order under Canadian securities laws) in respect of the securities of the Company, then the expiry date for that Award shall be the date that is the tenth business day after the expiry of the Blackout Period.
8. Subject to section 10.2 of the Equity Plan and the terms and provisions of any Award Agreement, in the event of a Change of Control, any Awards held by a Participant shall, if determined by the Committee in its sole discretion, automatically vest either during the term of the Award or within 90 days after the date of sale or change of control, whichever first occurs.

Stock Option Plan

The Company has adopted a "rolling" stock option plan (the "Stock Option Plan") whereby 10% of the number of issued and outstanding shares of the Company at any given time may be reserved for issuance pursuant to the exercise of options.

The Stock Option Plan was established to provide incentive to directors, officers, employees, management company employees and consultants who provide services to the Company. The intention of management in proposing the Stock Option Plan is to increase the proprietary interest of such persons in the Company and thereby aid the Company in attracting, retaining and encouraging the continued involvement of such persons with the Company.

The Stock Option Plan provides for a floating maximum limit of 10% of the outstanding common shares, as permitted by the policies of the TSX Venture Exchange. As of the date of this Information Circular, the Company was eligible to grant up to 8,729,253 options under its Stock Option Plan. There are presently 5,365,000 options outstanding and 3,364,253 options that remain available for grant under the Stock Option Plan.

Terms of the Stock Option Plan

Options may be granted under the Stock Option Plan to such service providers of the Company and its affiliates, if any, as the Board of Directors may from time to time designate. The exercise price of option grants will be determined by the Board of Directors, but cannot be lower than the price permitted by the TSX Venture Exchange. The Stock Option Plan provides that the number of common shares that may be reserved for issuance to any one individual upon exercise of all stock options held by such individual may not exceed 5% of the issued Shares, if the individual is a director or officer, or 2% of the issued Shares, if the individual is a consultant or engaged in providing investor relations services, on a yearly basis. Subject to earlier termination, all options granted under the Stock Option Plan will expire not later than the date that is five years from the date that such options are granted. In the event that an optionee ceases to be a director, officer, employee or consultant, the option will terminate within ninety days. In the event of the death of an optionee, the options will only be exercisable within 12 months of such death. Options granted under the Stock Option Plan are not transferable or assignable other than by will or other testamentary instrument or pursuant to the laws of succession.

Disinterested Shareholder Approval

Under the policies of the TSX Venture Exchange, if the grant of options under the proposed Stock Option Plan to insiders of the Company, together with all of the Company's outstanding stock options, could result at any time in:

- (a) the number of Shares reserved for issuance pursuant to stock options granted to insiders of the Company exceeding 10% of the issued common shares of the Company;

- (b) the grant to insiders of the Company, within a 12 month period, of a number of options exceeding 10% of the issued Shares of the Company; or
- (c) the issuance to any one optionee, within a 12 month period, of a number of shares exceeding 5% of the issued Shares of the Company,

the Company must obtain disinterested shareholder approval. The policies of the TSX Venture Exchange and the terms of the proposed Stock Option Plan also provide that disinterested shareholder approval will be required for any agreement to decrease the exercise price of options previously granted to insiders of the Company. The term disinterested shareholder approval means approval by a majority of the votes cast at the Meeting other than votes attaching to shares of the Company beneficially owned by insiders of the Company to whom options may be granted under the proposed Stock Option Plan.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the current or former directors, executive officers, employees of the Company, the proposed nominees for election to the Board, or their respective associates or affiliates, are or have been indebted to the Company since the beginning of the most recently completed financial year of the Company.

AUDIT COMMITTEE AND CORPORATE GOVERNANCE

Audit Committee

Pursuant to National Instrument 52-110 – *Audit Committees*, the Company is required to disclose certain information concerning the constitution of its Audit Committee and its relationship with its independent auditors.

The Audit Committee Charter

The Company's audit committee charter is set out in Schedule D of this Information Circular.

Composition of the Audit Committee

The following persons are members of our audit committee:

Mark Tommasi	Not Independent	Financially Literate
Alexander McAulay	Independent	Financially Literate
R. David Toyoda	Independent	Financially Literate

Relevant Education and Experience

All members of the Audit Committee have the ability to read, analyze and understand the complexities surrounding the issuance of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements, and have an understanding of internal controls.

In addition to each member's general business experience, the education and experience of each Audit Committee member that is relevant to the performance of his/her responsibilities as an Audit Committee member is as follows:

Mark Tommasi. Mr. Tommasi has extensive experience in corporate development, equity, private equity and venture capital financing, IPOs and private placements, marketing, investor relations and board and committee activities. Mr. Tommasi has served as a senior officer, director, financier or consultant for numerous public and private companies (agriculture, technology, junior exploration and oil and gas) in both the United States and Canada. Mr. Tommasi is financially literate with respect to understanding financial statements relating to junior industrial companies.

Alexander McAulay. Mr. McAulay is a Chartered Professional Accountant, entrepreneur, and experienced public company chief financial officer and director. Mr. McAulay's firm, Treewalk Consulting Inc., is solely dedicated to

providing fractional CFO and regulatory guidance to assist companies going public. Mr. McAulay has served as the CFO of several listed companies and has assisted dozens of issuers in navigating the public markets. As such, Mr. McAulay is financially literate with respect to understanding financial statements relating to junior industrial companies.

R. David Toyoda: Mr. Toyoda is a lawyer with a Bachelor of Commerce degree with honours and serves on several boards as a director. He practices in corporate and securities law, advising technology, biotechnology and mining companies that are listed or preparing to list on Canadian exchanges. As such, Mr. Toyoda is financially literate with respect to understanding financial statements relating to junior industrial companies.

Audit Committee Oversight

At no time since the commencement of the Company's most recent completed financial year has a recommendation of the Audit Committee to nominate or compensate an external auditor not been adopted by the Board of Directors.

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in Section 2.4 of NI 52-110 (*De Minimis Non-audit Services*), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as set out in the Audit Committee Charter of the Company.

External Auditor Service Fees

In the following table, "audit fees" are fees billed by the Company's external auditor for services provided in auditing the Company's annual financial statements for the subject year. "Audit-related fees" are fees not included in audit fees that are billed by the auditor for assurance and related services that are reasonably related to the performance of the audit review of the Company's financial statements. "Tax fees" are fees billed by the auditor for professional services rendered for tax compliance, tax advice and tax planning. "All other fees" are fees billed by the auditor for products and services not included in the foregoing categories.

The aggregate fees billed by the Company's external auditor in the last two financial years, by category, are as follows:

	Financial Year Ended September 30, 2024	Financial Year Ended September 30, 2023
Audit Fees	\$68,500	\$70,000
Audit-Related Fees	-	-
Tax Fees	\$5,500	\$5,500
All Other Fees	-	-
Total	<u>\$74,000</u>	<u>\$75,500</u>

Corporate Governance

Pursuant to National Instrument 58-101 *Disclosure of Corporate Governance Practices*, the Company is required to disclose its corporate governance practices as follows:

Board of Directors

The Board of Directors is currently comprised of four (4) members. Securities legislation recommends that the Board of Directors of a public company be constituted with a majority of individuals who qualify as "independent" directors. An "independent" director is a director who has no direct or indirect material relationship with the Company. A

material relationship is a relationship which could, in the view of the Board of Directors, reasonably interfere with the exercise of a director's independent judgment. Except for Mark Tommasi, who is not an independent director because of his position as Chief Executive Officer of the Company, all of the directors of the Company are independent directors.

Directorships

The following current directors of the Company are directors of other reporting issuers:

Name of Director	Name of Reporting Issuer	Exchange
Mark Tommasi	KUA Investments Inc.	TSXV
	Carbeeza Inc.	TSXV
R. David Toyoda	Paloma Resources Inc.	NEX
	Aurora Solar Technologies Inc.	TSXV
	Mithril Silver and Gold Limited	TSXV and ASX
Alexander McAulay	Newpath Resources inc. (formerly, Ready Set Gold Corp.)	CSE
	BluSky Carbon Inc.	CSE
	Good Gamer Entertainment Inc.	TSXV
Michael Irmen	None	N/A

Orientation and Continuing Education

The Board of Directors provides an overview of the Company's business activities, systems and business plan to all new directors. New director candidates have free access to any of the Company's records, employees or senior management in order to conduct their own due diligence and will be briefed on the strategic plans, short, medium and long term corporate objectives, business risks and mitigation strategies, corporate governance guidelines and existing policies of the Company. The directors are encouraged to update their skills and knowledge by taking courses and attending professional seminars.

Ethical Business Conduct

The Board of Directors believes good corporate governance is an integral component to the success of the Company and to meet responsibilities to shareholders. Generally, the Board of Directors has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board of Directors in which the director has an interest have been sufficient to ensure that the Board of Directors operates independently of management and in the best interests of the Company.

The Board of Directors is also responsible for applying governance principles and practices, tracking development in corporate governance, and adapting "best practices" to suit the needs of the Company. Certain of the directors of the Company may also be directors and officers of other companies, and conflicts of interest may arise between their duties. Such conflicts must be disclosed in accordance with, and are subject to such other procedures and remedies as applicable under the *Business Corporations Act* (British Columbia).

Nomination of Directors

The Board of Directors has not formed a nominating committee or similar committee to assist the Board of Directors with the nomination of directors for the Company. The Board of Directors considers itself too small to warrant creation of such a committee; and each of the directors has contacts he can draw upon to identify new members of the Board of Directors as needed from time to time.

The Board of Directors will continually assess its size, structure and composition, taking into consideration its current strengths, skills and experience, proposed retirements and the requirements and strategic direction of the Company. As required, directors will recommend suitable candidates for consideration as members of the Board of Directors.

Compensation Committee

The Compensation Committee of the Board is responsible for ensuring that the Company has appropriate policies, plans and programs for executive compensation and for reviewing and making recommendations to the Board with respect to the compensation of the Company's executive officers. The Compensation Committee seeks to ensure that total compensation paid to all executive officers is fair and reasonable and is consistent with the Company's compensation philosophy. The Compensation Committee is also responsible for recommending compensation for the directors and granting stock options to the directors, officers, employees and consultants of the Company pursuant to the Company's stock option plan.

The Compensation Committee is currently comprised of Mark Tommasi, R. David Toyoda and Alexander McAulay. Other than Mark Tommasi, who is the Chief Executive Officer of the Company, all members of the Compensation Committee are independent directors.

Board Committees

The Company has established an Audit Committee, a Compensation Committee and a Governance Committee.

Assessments

The Board of Directors has not implemented a process for assessing its effectiveness. As a result of the Company's small size and the Company's stage of development, the Board of Directors considers a formal assessment process to be inappropriate at this time. The Board of Directors plans to continue evaluating its own effectiveness on an ad hoc basis.

The Board of Directors does not formally assess the performance or contribution of individual Board members or committee members.

RISK FACTORS

You should carefully consider and evaluate all of the information included in this Information Circular and the annexes attached to this Information Circular, including the risk factors listed below and the risks described in our Management Discussion and Analysis for the financial year ended September 30, 2024 filed on SEDAR+. See the Section below captioned "*Where You Can Find More Information*". Any of these risks, as well as other risks and uncertainties, could materially and adversely affect our business, results of operations and financial condition, which in turn could materially and adversely affect the trading price of shares of our common stock. You should keep in mind that the risks below are not the only risks that are relevant to your voting decision. Additional risks not currently known or currently material to us may also harm our business.

Risk Factors Relating to the Acquisition

The Company may not satisfy all regulatory requirements or obtain the necessary approvals for completion of the Acquisition on satisfactory terms or at all

Completion of the Acquisition is subject to the satisfaction of certain regulatory requirements and the receipt of all necessary regulatory approvals, Shareholder approval and third party consents, including the approval of the TSX Venture Exchange. There can be no certainty, nor can the Company provide any assurance, that these conditions will be satisfied or, if satisfied, when they will be satisfied.

The Share Exchange Agreement may be terminated in certain circumstances

Each of the Company and Ironman has the right to terminate the Share Exchange Agreement in certain circumstances. Accordingly, there is no certainty that the Share Exchange Agreement will not be terminated before the completion of the Acquisition.

The Company is expected to incur significant costs associated with the Acquisition

The Company will collectively incur significant direct transaction costs in connection with the Acquisition. Actual direct transaction costs incurred in connection with the Acquisition may be higher than expected. Moreover, certain of the Company's costs related to the Acquisition, including legal, financial advisory services, accounting, printing and mailing costs, must be paid even if the Acquisition is not completed.

If the Acquisition is not completed the Company's future business and operations could be harmed

If the Acquisition is not completed the Company may be subject to a number of additional material risks, including the following:

- the Company may have lost other opportunities that would have otherwise been available had the Share Exchange Agreement not been executed; and
- the Company may be unable to obtain additional sources of financing or conclude another sale, merger, amalgamation or other business combination on as favourable terms, in a timely manner, or at all.

Risk Factors Relating to the Company Following the Acquisition

The Company Operates at a Net Loss

Although the Company earns revenues and operates at a significant margin, the Company's operates, on a consolidated basis, at a net loss. The Company's business operations will be largely dependent upon its ability to increase sales in order to cover its ongoing operating expenses. There is no assurance that the Company will increase its sales resulting in it to operate at a profit.

Speculative Nature of Investment Risk

An investment in the Company's common shares carries a high degree of risk and should be considered as a speculative investment by purchasers. The Company has limited cash reserves. The Company's revenue from operations may not mitigate the risks associated with the Company's planned activities.

Liquidity and Future Financing Risk

Although the Company is a going concern, the Company may require additional financing in order to fund future growth in operations and expansion plans. The Company's ability to secure any required financing to sustain its operations will depend in part upon prevailing capital market conditions, as well as the Company's business success. There can be no assurance that the company will be successful in its efforts to secure any additional financing or additional financing on terms satisfactory to the Company's management. If additional financing is raised by issuing shares of the Company, control may change, and shareholders may suffer additional dilution. If adequate funds are not available, or are not available on acceptable terms, the Company may be required to scale back its business plan.

Going-Concern Risk

The financial statements of the Company have been prepared on a going concern basis under which an entity is considered to be able to realize its assets and satisfy its liabilities in the ordinary course of business. The Company's future operations are dependent upon the achievement of on-going profitable operations. There can be no assurances that the Company will be successful in continuing to achieve profitability.

Absence of Cash Dividends

To date, the Company has not paid any cash dividends on its common shares and it does not anticipate the payment of any dividends on its common shares in the foreseeable future.

Business Development and Marketing Strategy

The Company's future growth and profitability will depend on the effectiveness and efficiency of its national and international business development and marketing and sales strategy, including the Company's ability to (i) grow brand recognition for its services internationally; (ii) determine appropriate business development, marketing and sales strategies and (iii) maintain acceptable operating margins on such costs. There can be no assurance that business development, marketing and sales costs will result in revenues for the Company's business in the future, or will generate awareness of the Company's products and services. In addition, no assurance can be given that the Company will be able to manage the Company's business development, marketing and sales costs on a cost-effective basis.

Management of Growth

The Company may be subject to growth-related risks including pressure on its internal systems and controls. The Company ability to manage its growth effectively will require it to continue to implement and improve its operational and financial systems and to expand, train and manage its employee base. The inability of the Company to deal with this growth could have a material adverse impact on its business, operations and prospects. The Company may experience growth in the number of its employees and the scope of its operating and financial systems, resulting in increased responsibilities for the Company's personnel, the hiring of additional personnel and, in general, higher levels of operating expenses. In order to manage its current operations and any future growth effectively, the Company will also need to continue to implement and improve its operational, financial and management information systems and to hire, train, motivate, manage and retain its employees. There can be no assurance that the Company will be able to manage such growth effectively, that its management, personnel or systems will be adequate to support the Company's operations or that the Company will be able to achieve the increased levels of revenue commensurate with the increased levels of operating expenses associated with this growth.

May Lose One or More of its Customers

The Company's customers may terminate their contracts with it for a number of reasons or, in some cases, for no reason. If any one of the Company's major customers cancels its contract with the Company, its revenue will decrease.

Failure to Meet the Delivery and Performance Requirements set forth in Customer Contracts

In order to maintain its current customer relationships and to meet the performance and delivery requirements in its customer contracts, the Company must be able to provide products and services at appropriate levels and with acceptable quality and at an acceptable cost. The Company's ability to deliver the products and provide the services it offers to its customers is limited by many factors, including the difficulty of the processes associated with its products and services, the lack of predictability in local approvals for the work and the shortage of qualified personnel. If the Company is unable to meet its contractual commitments, it may delay or lose revenue, lose customers or fail to expand its existing relationships.

Brand Awareness

The Company's expansion of its services depends on increasing brand awareness with respect to its services. There is no assurance that the Company will be able to achieve brand awareness. In addition, the Company must successfully develop a larger market for its services in order to increase the sales of its services. If the Company is not able to successfully develop a market for its services, then such failure will have a material adverse effect on the business, financial condition and operating results of the Company.

Competition

The Company has experienced, and expects to continue to experience, competition from a number of companies. The Company's competitors may announce new products, services or enhancements that better meet the needs of customers or changing industry standards.

Increased competition may cause price reductions, reduced gross margins and loss of market share, any of which could have a material adverse effect on the Company's business, results of operations and financial condition.

Many of the competitors and potential competitors of the Company have significantly greater financial, technical, marketing and/or service resources than does the Company. Many of these companies also have a larger customer base, longer operating histories or greater name recognition than the Company. Prospective customers may negatively perceive the Company's smaller size and short operating history. Further, competitors may be able to respond more quickly than the Company to changes in customer requirements and devote greater resources to the enhancement, promotion and sale of their products.

Market Uncertainty

The Company's success depends to a significant degree on its ability to develop the market and gain acceptance for its micro and narrow trenching services. There is no assurance that a significant market will develop for the Company's principal products and services. There can be no assurances that additional markets for the Company's services will develop as currently contemplated. To manage such development, the Company must continue to expand its existing resources and must attract, train, and motivate qualified marketing, management, technical and administrative personnel. There can be no assurance that the Company will be able to achieve these goals.

Labour and Key Personnel

The Company depends on the services of its key management personnel. The loss of one of these people could have a significant unfavorable impact on the Company, its operating results, and its financial position. The success of the Company is largely dependent upon its ability to identify, hire, train, motivate and retain highly skilled management employees, engineers, technical employees, and sales and marketing personnel. Competition for its employees can be intense, and the Company cannot ensure that it will be able to bring in and retain highly skilled technical and management personnel in the future. Its ability to bring in and retain management and technical personnel and the necessary sales and marketing employees could have an unfavorable impact on its growth and future profitability. The Company may be obligated to increase the compensation paid to current or new employees, which could substantially increase operating expenses.

Pricing Policies

The competitive market in which the Company operates could force it to reduce its prices. If its competitors offer large discounts on certain products and services to gain market share or sell products and services, the Company may need to lower its prices and offer other favorable terms in order to compete successfully. Such changes could reduce profit margins and have an unfavorable impact on its operating results. Some of the Company's competitors could offer products and services that compete with theirs as part of a long-term pricing strategy or offer price guarantees or product implementation. With time, these practices could limit the prices the Company may charge for its products and services. If the Company cannot offset these price reductions with a corresponding increase in sales volume or decreased expense, the decreased revenues from products and services could unfavorably affect its profit margins and its operating results.

Product Failures and Mistakes

The Company's products and services may contain failures and mistakes that could be detected at any time in a product's life cycle. Failures and mistakes in its products could have a significant unfavorable impact on its reputation, open it up to significant costs, delay product launch dates, and harm its ability to sell its products in the future. The costs of correcting a failure or mistake in one of these products could be significant and could negatively affect its operating margins. Although the Company expects to continue to test products to detect failures and mistakes and to

work with its customers through its support and maintenance services in order to find and correct failures and mistakes, they could appear in its products in the future.

Environmental Risks

The Company's operation involves many hazards and risks that may adversely affect its business, financial results, the environment, relationships with stakeholders and its reputation. These operational risks include adverse weather conditions, natural disasters, accidents, the break down or failure of equipment, processes or human error and these operational risks could result in environmental impacts, including ground disturbance and release of fluids negatively affecting water, flora or fauna. The Company may be held responsible for the clean up fees or fines from the damages to the environment caused by its operations.

Risks Related to Tariffs

The Company's operations rely on the import of steel, drilling equipment and other related components, some of which might be subject to tariffs or trade restrictions imposed by the U.S. or other jurisdictions. This may increase the Company's supply costs or delay procurement, which would adversely affect the Company's business operations.

Reliance on Key Customers

During the financial year ended November 30, 2024, a majority of revenue of Ironman was earned through three customers. As a result, the Company and Ironman will continue to be reliant on a limited number of customers to maintain its existing revenue. The loss of these customers may adversely affect the Company's financial and business operations.

Engagement of Sub-Contractors

The Company engage subcontractors in connection with providing services to their customers. If a subcontractor fails to complete its deliverables on a timely basis, the Company may be liable to its customer for failing to perform. In the event of any liability or loss caused by the subcontractor, the Company requires its subcontractors to retain commercial liability insurance. If the subcontractors fails to have insurance or their insufficient insurance, the Company may be liable for any liabilities or losses caused by the subcontractors.

Technological Obsolescence

Competitors and new companies could launch new products. To remain on the cutting edge of technology, the Company may need to launch a new generation of products and services. Whether it is competition from development companies or a merger or acquisition of existing companies, competition within certain fibre optic industry sectors offering solutions similar to what the Company offers could increase. Technological progress and product development could make the Company products obsolete or reduce their value.

The Company may Acquire Businesses and Assets which are not Successfully Integrated

The Company undertakes evaluations of opportunities to acquire additional properties and businesses. Any acquisitions may change the scale of the Company's business and may expose the Company to new geographic, political, operating, and financial risks. The Company's success in its acquisition activities depends on its ability to identify suitable acquisition candidates, acquire them on acceptable terms, and integrate their operations successfully. Any acquisitions would be accompanied by risks, such as the difficulty of assimilating the operations and personnel of any acquired companies; the potential disruption of the Company's ongoing business; the inability of management to realize anticipated synergies and maximize the financial and strategic position of the Company; the failure to maintain uniform standards, controls, procedures and policies; the impairment of relationships with employees and contractors as a result of any integration of new management personnel, and the potential unknown liabilities associated with acquired assets and businesses. There can be no assurance that any assets or business acquired will prove to be beneficial or that the Company will be able to integrate the required businesses successfully, which could slow the Company's rate of expansion and the Company's business and financial condition could suffer.

The Company may need additional capital to finance acquisitions (whether completed or not) which may require the payment of monies (as a deposit and/or exclusivity fee) after only limited due diligence and prior to the completion of comprehensive due diligence. There can be no guarantee that any proposed acquisition will be completed or be successful. If the proposed acquisition is not completed, monies already advanced may not be recoverable, which may have a material adverse effect on the Company. If the Company obtains debt financing, it will be exposed to the risk of leverage and its operations could become subject to restrictive loan and lease covenants and undertakings. If the Company obtains equity financing, existing shareholders may suffer dilution. There can be no assurance that the Company would be successful in overcoming these risks or any other problems encountered in connection with such financings.

The Company may be Subject to Litigation

The Company may be involved in disputes with other parties in the future, which may result in litigation. If the Company is unable to resolve these disputes favourably, it may have a material adverse impact on the Company's financial condition.

Securities Investment Risks

Potential investors and shareholders should be aware that there are risks associated with any securities investment. The prices at which the Company shares trade may be above or below the issue price, and may fluctuate in response to a number of factors.

PROMOTERS

Management is not aware of any person or company who could be characterized as a promoter of the Company within two years immediately preceding the date of this Information Circular.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

The Company has not been a party to, and none of its property is or was the subject of, any material legal proceedings. Management of the Company is not currently aware of any such legal proceedings to be contemplated.

The Company is not subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority, nor has the Company entered into a settlement agreement with a court relating to securities legislation or with a securities regulatory authority, the disclosure of which is necessary for this Information Circular to contain full, true and plain disclosure of all material facts relating to the Company's securities.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

No director, officer, proposed management nominee for director or person who, to the knowledge of the directors or officers of the Company, beneficially owns, directly or indirectly, or exercises control or direction over more than 10% of the votes attached to all outstanding Shares of the Company, informed person or any associate or affiliate of the foregoing has any material interest, direct or indirect, in any transaction since the commencement of the Company's last financial year or in any proposed transaction, which, in either case, has materially affected or will materially affect the Company.

AUDITORS, TRANSFER AGENTS AND REGISTRARS

The auditor of the Company is Shim & Associates LLP, Chartered Professional Accountants, having an address at Suite 900 – 777 Hornby Street, Vancouver, B.C. V6Z 1S4.

The transfer agent of the Company is Computershare Investor Services Inc. of 510 Burrard Street, 2nd Floor, Vancouver, BC V6C 3B9, who maintains the securities register and the register of transfers for the Company's common shares.

MATERIAL CONTRACTS

The Company has not entered into any contracts or plans material to investors, other than contracts in the ordinary course of business, except the Share Exchange Agreement between the Company, Ironman and the Ironman Shareholders, as amended. See “*Summary – The Acquisition*” and “*The Acquisition – Terms of the Share Exchange Agreement*” of the Circular.

EXPERTS

No person or company whose profession or business gives authority to a statement made by the person or company and who is named as having prepared or certified a part of this Information Circular or as having prepared or certified a report or valuation described or included in this Information Circular holds any beneficial interest, direct or indirect, in any securities or property of the Company or of an Associate or Affiliate of the Company and no such person is expected to be elected, appointed or employed as a director, senior officer or employee of the Company or of an Associate or Affiliate of the Company and no such person is a promoter of the Company or an Associate or Affiliate of the Company. The Auditor is independent of the Company in accordance with the rules of professional conduct of the Institute of Chartered Accountants of British Columbia.

OTHER MATERIAL FACTS

Other than as set out elsewhere in this Information Circular, there are no other material facts about the Company and its securities which are necessary in order for this Information Circular to contain full, true and plain disclosure of all material facts relating to the Company and its securities.

FINANCIAL STATEMENTS

A copy of the following financial statements are included in this Appendix B to the Information Circular:

1. Audited annual financial statements of the Company for the financial years ended September 30, 2024 and 2023 and interim financial statements of the Company for the periods ended March 31, 2025 and 2024 attached as Schedule A.
2. Pro forma financial statements of the Company attached as Schedule C.

SCHEDULE A

**AUDITED FINANCIAL STATEMENTS OF LITE ACCESS FOR THE
FINANCIAL YEARS ENDED SEPTEMBER 30, 2024 AND 2023
AND
INTERIM FINANCIAL STATEMENTS OF LITE ACCESS FOR THE
PERIODS ENDED MARCH 31, 2025 AND 2024**

(See Attached)



CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED SEPTEMBER 30, 2024 AND 2023

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Lite Access Technologies Inc.

Opinion

We have audited the accompanying consolidated financial statements of Lite Access Technologies Inc. (the "Company"), which comprise the consolidated statements of financial position as at September 30, 2024 and 2023, and the consolidated statements of operations and comprehensive loss, changes in shareholders' deficiency and cash flows for the years then ended and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at September 30, 2024 and 2023 and its consolidated financial performance and cash flows for the years then ended in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board "IFRS".

Basis for Opinion

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, 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 of the consolidated financial statements, which indicates 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 judgement, were of most significance in our audit of the consolidated financial statements for the year ended September 30, 2024. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion these matters.

Except for the matters described in the *Material Uncertainty Related to Going Concern* section, we have determined that there are no key audit matters to communicate in our auditors' report.

Other Information

Management is responsible for the other information. The other information comprises the information included in the Management's Discussion and Analysis, but does not include the consolidation financial statements and our auditors report.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

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

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

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

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

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or 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 Consolidated Financial Statements

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidation financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Company as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for the purposes of the group audit. We remain solely responsible for our audit opinion.

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other

matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore 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 Dong H. Shim.

“SHIM & Associates LLP”

Chartered Professional Accountants
Vancouver, Canada
January 27, 2025

LITE ACCESS TECHNOLOGIES INC.
Consolidated Statements of Financial Position
As at September 30, 2024 and 2023
(in Canadian dollars)

		September 30 2024 \$	September 30 2023 \$
	Notes		
Assets			
Current Assets			
Cash and cash equivalents		1,059,409	562,165
Amounts receivable		652,790	1,048,108
Prepaid expenses and deposits		20,301	31,590
Contract assets	12	1,316,002	303,774
Inventory	6	73,006	138,829
		3,121,508	2,084,466
Long-Term Asset			
Property, plant and equipment	7	596,504	768,155
Total Assets		3,718,012	2,852,621
Liabilities and Shareholders' Deficiency			
Current Liabilities			
Accounts payable and accrued liabilities		478,149	507,328
Due to related parties	16	3,307,956	1,759,187
Provision	22	-	16,984
Current portion of lease liabilities	11	80,043	78,762
Current portion of convertible debenture - debt component	10	497,899	-
		4,364,047	2,362,261
Long-Term Liabilities			
Long-term debt	8	80,000	80,000
Lease liabilities	11	10,907	90,950
Convertible debenture - debt component	10	-	489,168
Total Liabilities		4,454,954	3,022,379
Shareholders' Deficiency			
Share capital	14	38,894,281	38,810,281
Convertible debenture - equity component	10	18,807	18,807
Reserves	15	5,880,090	5,900,504
Deficit		(45,530,120)	(44,899,350)
Total Shareholders' Deficiency		(736,942)	(169,758)
Total Liabilities and Shareholders' Deficiency		3,718,012	2,852,621

Nature of operation and going concern (Note 1)
Merger and acquisition (Note 23)
Subsequent events (Note 24)

Approved by the Board of Directors:

"David Toyoda"

David Toyoda, Director

"Mark Tommasi"

Mark Tommasi, Director

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

LITE ACCESS TECHNOLOGIES INC.
Consolidated Statements of Operations and Comprehensive Loss
For the Years Ended September 30, 2024 and 2023
(in Canadian dollars)

	Notes	2024 \$	2023 \$
Revenue	12	4,776,978	5,001,619
Cost of Revenue			
Purchases and subcontractor costs		3,476,814	3,966,935
Direct wages		264,233	298,833
Vehicle and travel		64,377	170,479
Amortization	7	147,002	179,079
Freight		3,978	4,388
Rentals		3,849	16,928
		3,960,253	4,636,642
Gross Profit		816,725	364,977
Operating Expenses			
Advertising and promotions		2,985	6,388
Amortization	7	67,035	63,481
Bad debt (recovery)		(42,006)	56,138
Cooperation fees	16	-	24,718
Insurance		88,289	69,767
Investor relation	16	42,000	42,000
Filing and listing fees		16,736	43,827
Office and supplies		52,623	93,178
Professional fees		103,613	132,446
Rental		24,356	56,208
Repairs and maintenance		8,980	11,709
Share-based payments	15	63,586	155,694
Training		4,617	7,966
Travel and trade shows		66,344	81,098
Wages and consulting	16	865,896	1,007,922
		1,365,054	1,852,540
Loss from Operations		(548,329)	(1,487,563)
Other Income (Expenses)			
Interest income		8,818	8,105
Interest expense	8,10,11	(90,664)	(80,792)
Gain on disposal of fixed assets	7	-	95,861
Loss on termination of lease	11	-	(10,589)
Foreign exchange loss		(595)	(926)
		(82,441)	11,659
Net Loss and Comprehensive Loss		(630,770)	(1,475,904)
Loss per Common Share - Basic/Diluted	20	(0.01)	(0.02)
Weighted Average Number of Shares Outstanding - Basic/Diluted		86,813,086	84,289,470

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

LITE ACCESS TECHNOLOGIES INC.
Consolidated Statements of Shareholders' Deficiency
For the Years Ended September 30, 2024 and 2023
(in Canadian dollars)

	Number of shares	Share capital \$	Option/RSU reserve \$	Warrant reserve \$	Convertible debenture equity component \$	Deficit \$	Total \$
Balance at September 30, 2023	85,892,538	38,810,281	4,587,423	1,313,081	18,807	(44,899,350)	(169,758)
Shares issued per RSU exercised	1,400,000	84,000	(84,000)	-	-	-	-
Share-based payments	-	-	63,586	-	-	-	63,586
Net loss for the year	-	-	-	-	-	(630,770)	(630,770)
Balance at September 30, 2024	87,292,538	38,894,281	4,567,009	1,313,081	18,807	(45,530,120)	(736,942)
Balance at September 30, 2022	74,852,538	38,276,786	4,431,729	1,313,081	-	(43,423,446)	598,150
Shares issued per private placement	11,040,000	552,000	-	-	-	-	552,000
Share issue costs	-	(18,505)	-	-	-	-	(18,505)
Share-based payments	-	-	155,694	-	-	-	155,694
Convertible debenture conversion feature	-	-	-	-	18,807	-	18,807
Net loss for the year	-	-	-	-	-	(1,475,904)	(1,475,904)
Balance at September 30, 2023	85,892,538	38,810,281	4,587,423	1,313,081	18,807	(44,899,350)	(169,758)

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

LITE ACCESS TECHNOLOGIES INC.
Consolidated Statements of Cash Flows
For the Years Ended September 30, 2024 and 2023
(in Canadian dollars)

	2024	2023
	\$	\$
Cash Flows Provided (Used) by Operating Activities		
Net loss for the year	(630,770)	(1,475,904)
Items not effecting cash		
Amortization	214,037	242,560
Bad debt (recovery)	(42,006)	56,138
Gain on disposal of fixed assets	-	(95,861)
Interest expenses	84,552	77,748
Loss on termination of lease	-	10,589
Share-based payments	63,586	155,694
Changes in non-cash working capital balances		
Accounts payable and accrued liabilities	(72,735)	(284,149)
Amounts receivable	437,324	1,267,917
Contract assets	(1,012,228)	(268,224)
Due to related parties	1,548,769	38,198
Inventory	65,823	(42,473)
Prepaid expenses and deposits	11,289	(25,590)
Provision	(16,984)	16,984
Total Cash Flows Provided (Used) by Operating Activities	650,657	(326,373)
Cash Flows Provided by Investing Activities		
Proceeds from disposal of property, plant and equipment	-	95,861
Purchase of property, plant and equipment	-	(23,349)
Total Cash Flows Provided by Investing Activities	-	72,512
Cash Flows Provided (Used) by Financing Activities		
Long-term debt repayments	-	(4,734)
Revolving credit facility	-	(310,059)
Lease repayments	(93,413)	(91,781)
Proceeds from convertible debenture	-	500,000
Payment of convertible debenture interests	(60,000)	(50,000)
Proceeds from private placement	-	552,000
Share issuance costs	-	(18,505)
Total Cash Flows Provided (Used) by Financing Activities	(153,413)	576,921
Change in Cash and Cash Equivalents	497,244	323,060
Cash and Cash Equivalents, Beginning of year	562,165	239,105
Cash and Cash Equivalents, End of year	1,059,409	562,165

Supplemental cash flow information (Note 21)

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

1. NATURE OF OPERATIONS AND GOING CONCERN

Lite Access Technologies Inc. (“Lite Access” or the “Company”) is an industry leader in fiber optic products and advanced installation methodologies. The Company offers integrated solutions for all types of telecom requirements. Beginning with a comprehensive project analysis to engineering, design and permitting, Lite Access offers a full complement of aerial and underground construction methodologies including splicing, testing and maintenance.

Lite Access is a public company listed as a Tier 1 Industrial Issuer on the TSX Venture Exchange (“TSX-V”) under the stock symbol “LTE”.

Lite Access was incorporated on October 20, 2003, under the Business Corporations Act (British Columbia). The head office is located at 110 – 6039 196 Street, Surrey, British Columbia, Canada, V3S 7X4, and its registered and records office is located at 704 – 595 Howe Street, Vancouver, British Columbia, Canada, V6C 2T5.

These consolidated financial statements have been prepared based on accounting principles applicable to a going concern. This assumes the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its obligations in the normal course of operations. As at September 30, 2024, the Company had a working capital deficit of \$1,242,539 and an accumulated deficit of \$45,530,120. The Company’s continuing operations are dependent, ultimately, upon reaching and maintaining profitable operations. Management plans to continue to deliver into contracts and obtain new contracts to ensure the Company can generate sustainable, long-term profitability. The Company may need to raise additional funds to continue as a going concern and there can be no assurances that sufficient funding, including adequate financing, will be available. The ability of the Company to arrange additional financing in the future depends, in part, on the prevailing capital market conditions and profitability of its operations. These material uncertainties may cast significant doubt on the Company’s ability to continue as a going concern. Failure to continue as a going concern may require restatement of assets and liabilities on a liquidation basis, which could differ materially from the going concern basis. These consolidated financial statements do not include the adjustments that would be necessary should the Company be unable to continue as a going concern.

2. BASIS OF PREPARATION AND STATEMENT OF COMPLIANCE

Statement of Compliance

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”). These consolidated financial statements were authorized for issue by the Board of Directors in January 27, 2025.

Basis of Presentation

These consolidated financial statements have been prepared on a historical cost basis, except for the revaluation of certain financial assets and liabilities to fair value as explained in Note 3. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

2. BASIS OF PREPARATION AND STATEMENT OF COMPLIANCE (CONTINUED)

Basis of Consolidation

These consolidated financial statements comprise the financial statements of the Company and its wholly owned subsidiaries listed below. Subsidiaries are those entities which the Company controls by having the power to govern the financial and operational policies of the entity. All intercompany transactions and balances have been eliminated.

Name	Location of incorporation	Functional currency	% Equity interest	
			2024	2023
Lite Access Technologies (Canada) Inc.	Canada	Canadian Dollar	100%	100%
Lite Access Technologies (USA) Inc.	United States	U.S. Dollar	100%	100%

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES

These consolidated financial statements reflect the following significant accounting policies:

Foreign Currency Translation

(a) Functional and Presentation Currency

Items included in the financial statements of each of the Company's entities are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). Foreign operations are translated from their functional currencies into Canadian dollars on consolidation as follows:

- (i) Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of the statement of financial position.
- (ii) Income and expenses for each statement of comprehensive income (loss) are translated at the average exchange rate for the period; and
- (iii) All resulting exchange differences are recognized in other comprehensive income (loss) as cumulative translation adjustments.

Exchange differences that arise relating to long-term intercompany balances that form part of the net investment in a foreign operation are also recognized in a separate component of equity through other comprehensive income (loss). On disposition or partial disposition of a foreign operation, the cumulative amount of related exchange differences recorded in this separate component of equity is recognized in profit or loss.

(b) Transactions and Balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated into the functional currency using the exchange rates prevailing at that date. Foreign exchange gains and losses resulting from

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

the settlement of such transactions and from changes in the translation rates of monetary assets and liabilities denominated in foreign currencies are recognized in net income (loss) within the consolidated statements of operations and comprehensive income (loss).

Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, deposits held at call with financial institutions and other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and subject to an insignificant risk of change in value.

Inventory

Inventory is valued at the lower of cost and net realizable value. Cost includes purchase price, transport, handling, and other costs directly attributable to the acquisition of inventory. Net realizable value is defined as the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale. The cost of materials and supplies is determined on a first-in, first-out basis.

Property, Plant and Equipment

Property, plant, and equipment are stated at historical cost or deemed cost less accumulated amortization. Property and equipment are amortized over their estimated useful lives on a straight-line basis at the following rates and methods:

Automotive equipment	5 years
Equipment	10 years
Furniture and fixtures	5 years
Computer equipment	2 years
Right-of-use assets	Over the term of the lease

The method of amortization is designed to reduce the original cost of the property, plant, and equipment to their estimated residual value over their useful life. The Company reviews the residual value, useful lives, and depreciation method on an annual basis and, where revisions are required, the Company applies such changes on a prospective basis. The Company regularly reviews its property, plant, and equipment to eliminate obsolete items.

Property and equipment acquired during the year but not placed into use are not amortized until they are placed into use.

Financial Instruments

(a) Financial Assets

Under IFRS 9 Financial Instruments ("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 three 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").

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

Financial assets that meet the following conditions are subsequently measured at amortized cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The Company measures its cash and cash equivalents, accounts receivable and contract assets at amortized cost.

Financial assets that meet the following conditions are subsequently measured at FVTOCI:

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at FVTPL, except that at the date of initial application/initial recognition of a financial asset the Company may irrevocably elect to present subsequent changes in fair value of an equity investment in OCI if that equity investment is neither held for trading nor contingent consideration recognized by an acquirer in a business combination to which IFRS 3 Business Combinations applies.

(b) Borrowing Costs

Borrowing costs that are directly attributable to the acquisition, construction, or production of a qualifying asset form part of the cost of that asset. Other borrowing costs are recognized as an expense.

(c) Impairment on Financial Assets

At each reporting date the Company assesses whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or group of financial assets is deemed to be impaired, if, and only if, there is objective evidence of impairment because of one or more events that has occurred after the initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset or the group of financial assets.

Under IFRS 9, the Company also recognizes a loss allowance for expected credit losses ("ECL") on financial assets which are subject to impairment. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition. As the Company's amounts receivable do not contain a significant financing component in accordance with IFRS 15 Revenue from Contracts with Customers ("IFRS 15"), the Company elected the practical expedient in calculating the expected losses from amounts receivable using a provision matrix. The provision matrix is based on an entity's historical default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates.

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

(d) Financial Liabilities

Financial liabilities at amortized cost, including accounts payable and accrued liabilities, due to related parties, and long-term debt, are subsequently measured at amortized cost, using the effective interest method. Financial liabilities at FVTPL, including contingent consideration payable, are carried at fair value at each reporting date with the change in fair value recorded in income.

Upon initial recognition, the Company determines whether the convertible debentures consist of liability and equity components. The convertible debentures which provide conversion into a fixed number of shares are accounted for as a compound financial instrument with liability and equity components. The liability component is initially recorded at fair value by discounting the contractual cash flow at the interest rate that would apply without a conversion feature. The liability component is subsequently measured at amortized cost using the effective interest rate method and accreted to the face value over the term of the convertible debenture. The equity component is recognized as the difference between the fair value of the instrument as a whole and the fair value of the liability component. The equity component is not remeasured after the initial recognition.

Impairment on Non-Financial Assets

The Company assesses at each reporting date the carrying amounts of non-financial assets to determine whether there is an indication that those assets have suffered an impairment loss. If such an indication exists, the recoverable amount of the asset is estimated to determine the extent of the impairment loss. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the assets belong.

A recoverable amount is the greater of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments for the time value of money and risks specific to the asset. In determining fair value less costs to sell, recent market transactions are used, if available. If no such transactions can be identified, an appropriate valuation model is used. If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but only to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized.

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

Income Taxes

The Company follows the asset and liability method of accounting for income taxes. Deferred income tax assets and liabilities are recognized in the period for temporary differences between the tax and accounting bases of assets and liabilities as well as for the potential benefit of income tax losses and other deductions carried forward to future years.

Deferred income tax assets and liabilities are measured using substantively enacted tax rates and laws expected to apply in the years in which temporary differences are expected to be recovered or settled. The effect of a change in tax rates on deferred income tax assets and liabilities is recognized in operations in the period that includes the substantive enactment date. The value of deferred income tax assets is reviewed annually and adjusted, if necessary, to reflect the estimated realizable amount.

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.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset 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 on a net basis.

Share Capital

Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of financial liability or a financial asset. The Company's common shares and warrants are classified as equity instruments. The equity financing transactions may involve issuance of common shares or units. Units typically comprise a certain number of common shares and share purchase warrants. The Company adopted a residual value method with respect to the measurement of common shares and share purchase warrants issued as private placement units. The fair value of the common shares issued in the private placements is determined by the closing trading price on the announcement date. The balance, if any, is allocated to the attached share purchase warrant. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Earnings (Loss) per Share

Basic earnings (loss) per share are computed by dividing the net income or loss applicable to common shares of the Company by the weighted average number of common shares outstanding for the relevant period.

Diluted earnings (loss) per share is computed by dividing the net income or loss applicable to common shares by the weighted average number of common shares issued and all additional common shares that would have been outstanding, utilizing the treasury stock method, arising from the exercise of in-the-money stock options and warrants.

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

Revenue Recognition

Under IFRS 15, the Company recognizes revenue when (or as) a performance obligation is satisfied, i.e. when "control" of the goods or services underlying the performance obligation is transferred to the customer. A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same. Control is transferred over time and revenue is recognized over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Company's performance as the Company performs.
- the Company's performance creates and enhances an asset that the customer controls as the Company performs; or
- the Company's performance does not create an asset with an alternative use to the Company and the Company has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognized at a point in time when the customer obtains control of the distinct good or service.

Product sales are recognized at a point in time when the products are delivered to the customer and control is transferred to the buyer. The Company retains neither the continuing managerial involvement nor effective control over the goods sold, the amount of revenue can be measured reliably.

Installation revenues are recognized over the duration of the contract, using the input method, as the performance obligations are fulfilled in line with the contract term. The Company derives installation revenue mainly from two types of contracts: cost-plus and fixed price. Revenues from cost-plus contracts are recognized when cost incurred and are calculated based on the billing rates for the services performed. Revenues from fixed-price contracts are recognized based on the percentage-of-completion method by comparing the costs incurred to the total costs anticipated.

Revenues from contract modifications, commonly referred to as change orders, are recognized to the extent that the contract modifications have been approved by the customer and the amount can be measured reliably. The modifications may result in an increase or decrease in estimated revenues or remaining costs to complete and are reflected in profit or loss in the period in which the circumstances that gave rise to the revision became known to the Company.

A contract asset represents the Company's right to consideration in exchange for goods or services that the Company has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with IFRS 9. In contrast, a receivable represents the Company's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

A contract liability represents the Company's obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer.

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

A contract asset and a contract liability relating to a contract are accounted for and presented on a net basis. All contract assets and liabilities are classified as current in the consolidated financial statements as they are expected to be settled within the Company's normal operating cycle.

Share-Based Payments

Share-based payments arise when the Company issues equity instruments as consideration for services received from employees and non-employees. Its amount is calculated based on the fair value of shares or stock options awarded to employees, measured on their grant date. The fair value of shares or stock options awarded to non-employees is measured on the date that the goods or services are received. The fair value of the shares and stock options is recognized as an expense over their vesting period with a corresponding increase in equity.

The fair value is determined by using option pricing models. At each statement of financial position date prior to vesting, the cumulative expense representing the extent to which the vesting period has expired and a management's best estimate of the awards that are ultimately expected to vest is computed. The movement in cumulative expense is recognized in the income statement with a corresponding entry within equity. No expense is recognized for awards that do not ultimately vest, except for awards where vesting is conditional upon a market condition, which are treated as vested irrespective of whether the market condition is satisfied, provided that all other performance conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognized as if the terms had not been modified over the original vesting period. In addition, an expense is recognized for any modification, which increases the total fair value of the share-based payment arrangement or is otherwise beneficial to the employee as measured at the date of modification, over the remainder of the new vesting period.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognized for the award is recognized immediately. Any compensation paid up to the fair value of the awards at the cancellation or settlement date is deducted from equity, with any excess over fair value being treated as an expense in the income statement. However, if a new award is substituted for the cancelled award, and designated as a replacement award on the date that it is granted, the new awards are treated as if they are a modification of the original award, as described in the previous paragraph.

Right-of-Use Assets

The Company recognizes right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any re-measurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Unless the Company is reasonably certain to obtain ownership of the leased asset at the end of the lease term, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

The Company's right-of-use assets are depreciated over the lease term. Right-of-use assets are long-lived assets subject to consideration of indicators of impairment.

Lease Liabilities

At the commencement date of the lease, the Company recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees, if applicable. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating a lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognized as occupancy expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made.

In addition, the carrying amount of lease liabilities is re-measured if there is a modification, a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessment to purchase the underlying asset.

Provisions

Provisions are recognized when the company has a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all the provisions to be reimbursed, the reimbursement is recognized as a separate asset when the reimbursement is virtually certain.

Government Grant and Assistance

Government grants are recognized when there is reasonable assurance that the grant will be received, and the Company will comply with all conditions related to the grant. The grant without specified future performance conditions is recognized in income when the grant proceeds are receivable. A grant that imposes specified future performance conditions is recognized in income when those conditions are met. Government grants resulting from government assistance related to current expenses are reflected as reduction to the cost of assets or expenses to which they relate at the time the assistance becomes receivable. Government grants in the form of forgivable loans are treated as a government grant when there is reasonable assurance that the Company will meet the terms of the forgiveness of the loan.

Business acquisition

Acquisition of a business is accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition date fair values of the assets

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

transferred by the Company, and liabilities incurred by the Company to the former owners of the acquiree in exchange for control of the acquiree. Acquisition-related costs are generally expensed in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired, and the liabilities assumed are recognized at their fair value, except that deferred tax assets or liabilities are recognized and measured in accordance with IAS 12 Income Taxes.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the net of the acquisition date amounts of the identifiable assets and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognized immediately in profit or loss as a bargain purchase gain.

When the consideration transferred by the Company in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Measurement period adjustments are adjustments that arise from additional information obtained during the 'measurement period' (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

Discontinued Operations:

A disposal group qualifies as discontinued operations if it is a component of an entity that has either been disposed of, or is classified as held for sale, and (i) represents a separate major line of business or geographical area of operations, (ii) is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations, or (iii) is a subsidiary acquired exclusively with a view to resale. Discontinued operations are excluded from the results of continuing operations and are presented as a single amount as profit or loss after tax from discontinued operations in the consolidated statement of operations and comprehensive income (loss) and comparative periods have been restated.

4. CHANGES IN ACCOUNTING POLICIES AND ACCOUNTING STANDARDS

Changes in Accounting Policies Effective in the Current Fiscal Year

The following standards became effective in fiscal 2024. The application of these standards had no significant impact on the Company's consolidated financial statements.

IAS 8 Definition of Accounting Estimates

The amendments to IAS 8 introduced a new definition of accounting estimates. The accounting estimates are items in the financial statements that are subject to measurement uncertainty. The amendments also clarify that a change in accounting estimate that results from new information or new developments is not the correction of an error and a change in an accounting estimate may affect only the current period's profit or loss, or the profit or loss of both the current period and future periods.

4. CHANGES IN ACCOUNTING POLICIES AND ACCOUNTING STANDARDS (CONTINUED)

IFRS 17 Insurance Contracts

IFRS 17 establishes the principles for the recognition, measurement, presentation, and disclosure of insurance contracts to ensure that an entity provides relevant and reliable information to the users of the financial statements to assess the effect of insurance contracts have on entity's financial position, operation results and cash flow. IFRS 17 will supersede IFRS 4 "Insurance Contracts" and related interpretations.

Accounting Standards Issued but not Effective

IAS 1 Classification of Liabilities as Current or Non-current

The amendments to IAS 1 provide a more general approach to the classification of liabilities based on the contractual arrangements in place at the reporting date. The amendments clarify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period. In addition, the amendments specify that covenants to be complied with after the reporting date do not affect the classification of debt as current or non-current at the reporting date but require disclosure in the notes to the financial statements. The amendments to IAS 1 are effective for annual reporting periods beginning on or after January 1, 2024 and are to be applied retrospectively.

IFRS 16 Lease Liability in a Sales and Leaseback

Amendments to IFRS 16 *Leases* impact how a seller-lessee accounts for variable lease payments that arise in a sale-and-leaseback transaction. The amendments introduce a new accounting model for variable payments and will require seller-lessees to reassess and potentially restate sale-and-leaseback transactions entered in 2019. The amendments are effective for annual reporting periods beginning on or after January 1, 2024, with earlier application permitted.

IFRS 9 Financial Instruments and IFRS 7, Financial instruments

Disclosures with an effective date for annual reporting periods beginning on or after January 1, 2026. The amendments clarify the date of recognition and derecognition of some financial assets and liabilities and introduce a new exception for some financial liabilities settled through an electronic payment system. Other changes include a clarification of the requirements when assessing whether a financial asset meets the solely payments of principal and interest criteria and new disclosures for certain instruments with contractual terms that can change cash flows (including instruments where cash flows changes are linked to environmental, social or governance targets).

IFRS 18 Presentation and Disclosure in Financial Statements

This is a new standard that will provide new presentation and disclosure requirements and which will replace IAS 1, Presentation of Financial Statements (IAS 1). IFRS 18 introduces changes to the structure of the income statement; provides required disclosures in financial statements for certain profit or loss performance measures that are reported outside an entity's financial statements; and provides enhanced principles on aggregation and disaggregation in financial statements. Many other existing principles in IAS 1 have been maintained. IFRS 18 is effective for years beginning on or after January 1, 2027.

4. CHANGES IN ACCOUNTING POLICIES AND ACCOUNTING STANDARDS (CONTINUED)

The Company doesn't expect a major impact to its consolidated financial statements on the adoption of these amendments.

5. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The preparation of consolidated financial statements in compliance with IFRS requires management to make certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies.

The Company makes estimates and judgments about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and judgments.

The effect of a change in an accounting estimate is recognized prospectively by including it in comprehensive income (loss) in the period of the change, if the change affects that period only, or in the period of the change and future periods, if the change affects both. Information about critical estimates and judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the consolidated financial statements within the current financial period are discussed below:

Estimates and Judgments

Going Concern

These consolidated 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. In assessing whether the going concern assumption is appropriate, management considers all available information about the future within one year from the date the consolidated financial statements are issued.

Inventory Valuation

Under IFRS, inventories must be recognized at the lower of cost or their net realizable value ("NRV"), which is the estimated selling price in the ordinary course of business less the estimated costs of completion and estimated costs necessary to make the sale. IFRS requires that the estimated NRV be based on the most reliable evidence available at the time the estimates are made of the amounts that inventories are expected to realize.

The measurement of an inventory write-down to NRV is based on the best estimate of the NRV and the expected future sale or consumption of our inventories.

Amounts Receivable and Holdbacks Receivable

Amounts receivable are recorded at the invoiced amount and generally do not bear interest. An allowance for doubtful accounts is established, as necessary, based on experience and other factors which, in management's judgment, deserve current recognition in estimating bad debts. Such factors include growth and composition of amounts receivable, the relationship of the allowance for doubtful accounts to amounts receivable and current

5. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (CONTINUED)

economic conditions. The determination of the collectability of amounts due from customer accounts requires the Company to make judgments regarding future events and trends. Allowances for doubtful accounts are determined based on assessing the Company's portfolio on an individual customer and on an overall basis, including the lifetime expected credit losses. This process consists of a review of historical collection experience, the current aging status of the customer accounts, and the financial condition of the Company's customers. Based on a review of these factors, the Company establishes or adjusts the allowance for specific customers and the accounts receivable portfolio.

Holdback receivables represent amounts retained by the customer on projects as per the contracts and are released upon completion of the project in its entirety.

Revenues Recognized Based on Percentage of Completion

Installation revenues are based on the percentage of completion for individual contracts. This requires management to make estimates of the individual contracts, estimated total costs, estimated total contract profit, and the percentage of the work that is completed based on costs incurred on the reporting date. Based on these estimates, the Company determines the amount to be recorded as contract assets and contract liabilities.

Property, Plant and Equipment Impairment and Amortization

At the end of each reporting period, the Company's property, plant, and equipment ("PPE") is reviewed to determine whether there is any indication that those assets may be impaired. If such an indication exists, the recoverable amount of the asset is estimated to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in profit or loss for the period.

Amortization is a systematic allocation of the depreciable amount of an asset over its useful life. The Company estimates the useful life of PPE based upon the period over which the asset is expected to be available for use by the Company.

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6. INVENTORY

	September 30, 2024		September 30, 2023
	\$		\$
Opening inventory	\$ 138,829	\$	96,356
Purchases	154,580		712,341
Cost of goods sold	(220,403)		(669,868)
Closing inventory	\$ 73,006	\$	138,829

Inventory is comprised of goods held for sale and work in process.

7. PROPERTY, PLANT AND EQUIPMENT

	Computer Equipment \$	Construction Equipment \$	Automotive equipment \$	Right-of-Use Assets \$	Total \$
Cost					
At September 30, 2023	7,075	1,477,733	984,708	241,688	2,711,204
Additions	-	42,386	-	-	42,386
At September 30, 2024	7,075	1,520,119	984,708	241,688	2,753,590
Accumulated amortization					
At September 30, 2023	4,425	866,670	981,643	90,311	1,943,049
Additions	2,535	131,709	3,065	76,728	214,037
At September 30, 2024	6,960	998,379	984,708	167,039	2,157,086
Net book value at September 30, 2024	115	521,740	-	74,649	596,504

	Computer Equipment \$	Construction Equipment \$	Automotive equipment \$	Right-of-Use Assets \$	Total \$
Cost					
At September 30, 2022	5,698	1,526,261	1,010,069	131,150	2,673,178
Additions	1,377	21,972	-	159,090	182,439
Disposals	-	(70,500)	(25,361)	(48,552)	(144,413)
At September 30, 2023	7,075	1,477,733	984,708	241,688	2,711,204
Accumulated amortization					
At September 30, 2022	1,003	807,292	975,092	29,154	1,812,541
Additions	3,422	129,878	31,912	77,348	242,560
Disposals	-	(70,500)	(25,361)	(16,191)	(112,052)
At September 30, 2023	4,425	866,670	981,643	90,311	1,943,049
Net book value at September 30, 2023	2,650	611,063	3,065	151,377	768,155

During the year ended September 30, 2023, the Company sold certain equipment for total proceeds of \$95,861, resulting in a gain on disposal in the amount of \$95,861.

During the year ended September 30, 2023, the Company terminated a lease and recorded a write-down of the right-of-use asset in the amount of \$32,361, a gain on elimination of a lease liability of \$30,772 (Note 11), an increase in accounts payable of \$9,000, for a net loss on lease termination of \$10,589.

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8. LONG-TERM DEBT

	September 30, 2024	September 30, 2023
	\$	\$
Long-term debt	80,000	80,000
Less: current portion	-	-
Long-term portion	80,000	80,000

Long-term debt includes the Canada Emergency Business Account (“CEBA”) loan of \$80,000 (2023 - \$80,000), which was received in the year ended September 30, 2020. The CEBA loan is interest-free up to December 31, 2023. Starting January 1, 2024, interest at 5% per annum will accrue and there will be interest payment requirements until the loan is fully repaid by December 31, 2026. As of September 30, 2024, a total interest of \$1,172 (2023: \$nil) was accrued and reported under accrued liabilities.

9. CREDIT FACILITIES

The Company had a \$500,000 revolving demand credit facility at Royal Bank of Canada (“RBC”) with interest rate of prime + 2.60%. During the year ended September 30, 2023, RBC conducted the annual review and reduced the operating line to \$100,000. The Company fully paid back the drawdown of \$310,059 in November 2022. As at September 30, 2024, the balance of the credit facility was \$Nil (2023: \$Nil).

10. CONVERTIBLE DEBENTURE

	September 30, 2024	September 30, 2023
	\$	\$
Balance, beginning of the year	489,168	-
Proceeds from convertible debentures	-	500,000
Amount allocated to equity component	-	(18,807)
Amount allocated to liability component	489,168	481,193
Accreted interest	8,731	7,975
Balance, end of the year	497,899	489,168
Current portion	497,899	-
Long-term portion	-	489,168

On November 22, 2022, the Company closed a non-brokered private placement financing with gross proceeds of \$1,052,000 (the “Offering”). The Offering consisted of secured convertible debentures in the principal amount of \$500,000 (Note 16) and 11,040,000 common shares at \$0.05 per share for gross proceeds of \$552,000 (Note 14).

The debentures are secured under a general security agreement and mature on November 22, 2024. The debentures bear a fixed interest rate of 12% per annum, payable monthly commencing December 22, 2022. At the holder’s option, the debentures will be convertible into common shares of the Company at a conversion ratio of \$0.07 per common share if converted from the issue date to the last day of the first anniversary, and \$0.10 if converted from the first day of the second anniversary to the maturity date. The debentures do not contain a cash settlement feature on conversion into common shares of the Company.

10. CONVERTIBLE DEBENTURE (CONTINUED)

The convertible debentures were accounted for as a compound financial instrument with liability and equity components. The liability component was valued at \$481,193 based on the present value of contractual cash flows using a discount rate of 15%, which is the estimated rate that would have been charged for a similar instrument without a conversion feature. The liability component was subsequently measured at amortized cost. The equity component of \$18,807 was measured based on the residual value of the compound instrument after deducting the amount determined for the liability component.

Total interest expense associated with the convertible debentures for the year ended September 30, 2024 was \$68,731 (2023: \$57,975).

11. LEASE LIABILITIES

	September 30, 2024	September 30, 2023
	\$	\$
Lease liabilities opening balance	169,712	113,402
Addition	-	159,090
Disposal	-	(30,772)
Payments	(93,413)	(91,781)
Interest	14,651	19,773
Lease liabilities ending balance	90,950	169,712
Less current portion	(80,043)	(78,762)
Long-term portion	10,907	90,950

During the year ended September 30, 2023, the Company recognized right-of-use assets \$159,090 and corresponding lease liabilities with the incremental borrowing rate of 12%.

During the year ended September 30, 2023, the Company terminated a lease and recorded a write-down of the right-of-use asset in the amount of \$32,361 (Note 7), a gain on elimination of a lease liability of \$30,772, an increase in accounts payable of \$9,000, for a net loss on lease termination of \$10,589.

The following table presents a reconciliation of the Company's undiscounted cash flows on September 30, 2024 and 2023 to their present values for the Company's lease obligations:

	September 30, 2024	September 30, 2023
	\$	\$
Within one year	85,748	92,694
Between one and five years	11,044	96,791
Total undiscounted lease obligations	96,792	189,485
Less: future interest charges	(5,842)	(19,773)
Total discounted lease obligations	90,950	169,712
Less: current portion	(80,043)	(78,762)
Long-term portion	10,907	90,950

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12. REVENUE

Disaggregation of revenue

The Company disaggregates revenue from contracts with customers by contract type, as this best depicts how the nature, amount, timing and uncertainty of revenue and cash flows are affected by economic factors. The following is a summary of total revenue by contract type for the years ended September 30, 2024 and 2023:

	2024 \$	2023 \$
Product sales	158,265	655,224
Installation service - fixed price	1,933,051	3,720,048
Installation service - cost plus	2,685,662	568,769
Project management	-	57,578
	4,776,978	5,001,619

Contract assets and liabilities

The following is a summary of changes in contract assets and liabilities:

	September 30, 2024		September 30, 2023	
	Contract Assets \$	Contract Liabilities \$	Contract Assets \$	Contract Liabilities \$
Balance, beginning of the year	303,774	-	35,550	-
Transfer from contract assets at the beginning of the period to accounts receivable	(303,774)	-	(35,550)	-
Net additions to contract assets/liabilities during the year	1,316,002	-	303,774	-
Balance, end of the year	1,316,002	-	303,774	-

The Company's contract assets and liabilities are expected to be settled within one year.

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13. INCOME TAXES

The Company's income tax recovery for the year ended September 30, 2024 is \$Nil (2023: \$Nil). A reconciliation of the statutory tax rate to the effective rate for the Company is as follows:

	2024	2023
	\$	\$
Loss before income taxes	(630,770)	(1,475,904)
Combined statutory rate	27.00%	27.00%
Expected income tax benefit	(170,000)	(398,000)
Permanent differences and other	44,000	68,000
Recognition of capital losses previously not recognized	(5,370,000)	-
Changes in prior year provisions	(59,000)	31,000
Tax benefits not recognized	5,555,000	299,000
Income tax expense (recovery)	-	-

The significant component of the Company's unrecognized deferred tax asset after applying a tax rate of 27% (2023: 27%), the expected tax rate when the temporary difference is expected to reverse as follows:

	2024	2023
	\$	\$
Non-capital loss carry forwards	4,293,000	4,078,000
Capital losses	5,375,000	-
Property, plant and equipment	385,000	390,000
Share issue costs	14,000	38,000
Leases and others	4,000	10,000
Total deferred tax assets	10,071,000	4,516,000
Deferred tax assets not recognized	(10,071,000)	(4,516,000)
	-	-

The Company offsets the deferred income tax assets and liabilities to the extent that they relate to the same taxing authorities and there is a legally enforceable right to do so.

13. INCOME TAXES (CONTINUED)

As of September 30, 2024, the Company has estimated Canadian non-capital loss carryforwards of \$15,900,299 (2023: \$15,103,814).

Years of Expiry	\$
2028	43,698
2029	142,402
2030	186,118
2031	28,916
2032	28,827
2034	199,546
2035	250,585
2036	62,992
2037	816,037
2038	3,234,069
2039	1,746,265
2040	2,776,364
2041	2,017,029
2042	2,597,399
2043	1,271,589
2044	498,463
	<u>15,900,299</u>

The Company also has estimated Canadian loss carryforwards of \$19,908,522 with no expiry.

14. SHARE CAPITAL

Authorized share capital

The Company is authorized to issue unlimited common shares without par value and unlimited preferred shares without par value.

On November 22, 2022, the Company closed a non-brokered private placement financing with gross proceeds of \$1,052,000. The financing consisted of secured convertible debentures in the principal amount of \$500,000 (Note 9) and 11,040,000 common shares at \$0.05 per share for gross proceeds of \$552,000 (Notes 10 and 16).

On February 3, 2024, the Company issued 1,400,000 common shares for the RSUs exercised.

As at September 30, 2024, the Company had 87,292,538 common shares (2023: 85,892,538) issued and outstanding.

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15. RESERVES

Warrants

On March 25, 2024, The TSX Venture Exchange (the "TSXV") approved the Company's application to extend the expiry date by one year to March 25, 2025. In the meantime, the Company added an accelerated clause to the warrants providing the term of the warrant will be reduced to 30 days in the event the closing price of the common shares on the TSXV are equal or greater than \$0.19 for ten consecutive trading days. The expiry date for the broker warrants was not extended and a total of 574,350 warrants expired on March 24, 2024. The weighted average life remaining of warrants as at September 30, 2024 is 0.48 years (2023: 1.48 years).

The following is a summary of changes in warrants from October 1, 2023, to September 30, 2024:

Grant Date	Expiry Date	Exercise Price (\$)	Opening Balance	Granted	Expired/ Forfeited/ Cancelled	Closing Balance	Vested and Exercisable
2022-03-25	2025-03-25	0.15	8,929,350	-	(574,350)	8,355,000	8,355,000
			8,929,350	-	(574,350)	8,355,000	8,355,000
Weighted Average Exercise Price			\$ 0.15	\$ -	\$ 0.15	\$ 0.15	\$ 0.15

The following is a summary of changes in warrants from October 1, 2022, to September 30, 2023:

Grant Date	Expiry Date	Exercise Price (\$)	Opening Balance	Granted	Expired/ Forfeited/ Cancelled	Closing Balance	Vested and Exercisable
2022-03-25	2024-03-25	0.15	8,929,350	-	-	8,929,350	8,929,350
			8,929,350	-	-	8,929,350	8,929,350
Weighted Average Exercise Price			\$ 0.15	\$ -	\$ -	\$ 0.15	\$ 0.15

Stock options

The Company has adopted a rolling 10% stock option plan (the "Stock Option Plan") under which non-transferable options to purchase common shares of the Company may be granted to directors, officers, employees, or consultants of the Company. The exercise price of option grants will be determined by the Board of Directors and will not be less than the closing market price of the common shares on the stock exchange less allowable discounts at the time of grant. All options granted under the Stock Option Plan will expire no later than the date that is five years from the date that such options are granted.

On February 3, 2023, 850,000 options were granted to certain director and officer with an exercise price of \$0.10 per share. The options vested immediately and are exercisable for a period of five years from the date of grant.

On November 15, 2023, the Company granted Mr. Tommasi and his controlled firm 150,000 stock options in connection with his appointment as interim CEO. The options vested immediately are exercisable at \$0.10 per share for a period of five years from the date of grant.

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15. RESERVES (CONTINUED)

During the year ended September 30, 2024, the Company recognized a share-based compensation expense of \$11,221 (2023: \$53,228) related to options vested, net of reversal of share-based compensation recognized in prior years due to the stock option cancellation. The Company used the Black-Scholes option pricing model with the following weighted average assumptions:

		2024	2023
Share price on date of grant	\$	0.10	\$ 0.06
Exercise price	\$	0.10	\$ 0.10
Expected life in years		5	5
Annualized volatility		108%	111%
Expected dividends		0%	0%
Risk-free interest rate		3.80%	3.05%
Grant date fair value	\$	0.07	\$ 0.04

The following is a summary of changes in options from October 1, 2023 to September 30, 2024:

Grant date	Expiry date	Exercise price (\$)	Opening balance	Granted	Exercised/ Cancelled/ Forfeited	Closing balance	Vested and exercisable
2019-11-19	2024-11-19	0.30	50,000	-	-	50,000	50,000
2020-06-02	2025-06-02	0.82	225,000	-	-	225,000	225,000
2021-04-01	2026-04-01	0.30	30,000	-	-	30,000	30,000
2021-04-01	2026-04-01	0.29	115,000	-	-	115,000	115,000
2022-07-29	2027-07-29	0.10	5,545,000	-	(1,000,000)	4,545,000	4,545,000
2023-02-03	2028-02-03	0.10	850,000	-	(550,000)	300,000	300,000
2023-11-15	2028-11-15	0.10	-	150,000	-	150,000	150,000
			6,815,000	150,000	-	5,415,000	5,415,000
Weighted average exercise price		\$ 0.13	\$ 0.10	\$ 0.10	\$ 0.14	\$ 0.14	\$ 0.14

The following is a summary of changes in options from October 1, 2022, to September 30, 2023:

Grant date	Expiry date	Exercise price (\$)	Opening balance	Granted	Expired/ Cancelled/ Forfeited	Closing balance	Vested and exercisable
2019-11-19	2024-11-19	0.30	50,000	-	-	50,000	50,000
2020-06-02	2025-06-02	0.82	375,000	-	(150,000)	225,000	225,000
2021-04-01	2026-04-01	0.30	30,000	-	-	30,000	30,000
2021-04-01	2026-04-01	0.29	115,000	-	-	115,000	115,000
2022-07-29	2027-07-29	0.10	5,595,000	-	(50,000)	5,545,000	5,545,000
2023-02-03	2028-02-03	0.10	-	850,000	-	850,000	850,000
			6,165,000	850,000	(200,000)	6,815,000	6,815,000
Weighted average exercise price		\$ 0.15	\$ 0.10	\$ 0.64	\$ 0.13	\$ 0.13	\$ 0.13

The weighted average life remaining of stock options as at September 30, 2024 is 2.74 years (2023: 3.78 years).

15. RESERVES (CONTINUED)

Restricted share units

On February 3, 2023, the Company adopted the Equity Incentive Compensation Plan (the "Plan").

The Plan permits the grant of Restricted Share Units ("RSU") and Deferred Share Units ("DSU", RSU and DSU collectively referred as "Awards"). The maximum number of Awards that may be granted under the Plan is fixed at 8,589,253, which is equal to 10% of the issued and outstanding shares at the time the Plan was approved by the shareholders on December 2, 2022. Stock options granted under the Stock Option Plan shall not be included in the maximum number of shares issuable pursuant to this plan. Further, the maximum number of shares for which Awards and other share compensation issuable to: (i) any participant shall not exceed 5% of the outstanding shares within anyone-year period, (ii) a consultant shall not exceed 2% of the outstanding shares within any one-year period; and (ii) insiders as a group shall not exceed 10% of the outstanding shares. No person providing investor relations activities may be granted Awards under the Plan. The Company, at its discretion, may settle RSUs through the issuance of common shares from treasury or cash. The term of any Award grant shall not exceed 10 years. Awards shall vest at the Company's discretion, but no Award may vest before the date that is 1 year following the date of the grant of the Award.

Under the Plan, the Company granted 3,250,000 RSUs to certain officers, directors, and consultants of the Company on February 3, 2023, expiring on February 3, 2028. Upon vesting, each RSU will entitle the holder to receive one common share of the Company. A total of 2,100,000 RSUs vest on February 3, 2024, a total of 700,000 RSUs vest on February 3, 2025, and a total of 450,000 RSUs vest on February 3, 2026.

On November 15, 2023, a total of 450,000 RSUs previously issued to the former CEO was cancelled. On February 3, 2024, a total of 1,400,000 RSUs were exercised (Note 14). The following is a summary of changes in RSUs from October 1, 2023 to September 30, 2024:

Grant date	Expiry date	Issue date fair value	Opening balance	Granted	Cancelled or Forfeited	Exercised	Closing balance	Vested and exercisable	Unvested
2023-02-03	2028-02-03	\$ 0.06	1,450,000	-	(450,000)	-	1,000,000	350,000	650,000
2023-02-03	2028-02-03	\$ 0.06	1,400,000	-	-	(1,400,000)	-	-	-
2023-02-03	2028-02-03	\$ 0.06	400,000	-	-	-	400,000	200,000	200,000
			3,250,000	-	(450,000)	(1,400,000)	1,400,000	550,000	850,000

The following is a summary of changes in RSU's from October 1, 2022, to September 30, 2023:

Grant date	Expiry date	Issue date fair value	Opening balance	Granted	Cancelled or Forfeited	Exercised	Closing balance	Vested and exercisable	Unvested
2023-02-03	2028-02-03	\$ 0.06	-	1,450,000	-	-	1,450,000	-	1,450,000
2023-02-03	2028-02-03	\$ 0.06	-	1,400,000	-	-	1,400,000	-	1,400,000
2023-02-03	2028-02-03	\$ 0.06	-	400,000	-	-	400,000	-	400,000
			-	3,250,000	-	-	3,250,000	-	3,250,000

The fair value of RSUs issued was \$195,000, which was calculated at the date of grant using the market price of the common shares and the fair value is recorded as compensation expense over the vesting period of the RSU with an offsetting credit to reserves. For the year ended September 30, 2024, the Company recorded stock-based compensation expense of \$52,365 (2023: \$102,466) related to RSUs granted. The weighted average life remaining of RSUs as at September 30, 2024 was 3.35 years (2023: 4.35 years).

16. RELATED PARTY TRANSACTIONS

During the years ended September 30, 2024 and 2023, the Company entered related party transactions or held balances with the following individuals and corporations:

David Toyoda	Director
Michael Plotnikoff	Former CEO and Director
Linda Han	CFO
Mark Tommasi	CEO and Director
622738 BC Ltd.	Company controlled by Mark Tommasi
Michael Irmen	Director
Ironman Directional Drilling Ltd.	Company controlled by Michael Irmen
1097195 BC Ltd.	Company controlled by Michael Irmen
Alex McAulay	Director

The following is a summary of the Company's related party transactions during the past two years that are not disclosed elsewhere in these consolidated financial statements. All related party transactions are recorded in the exchange amounts.

Key Management Compensation

	2024	2023
	\$	\$
Wages, consulting fees, director fees and investor relation expenses	379,689	371,386
Share-based payments	35,533	80,821
Total	415,222	452,207

Other Related Party Transactions

(a) Cooperation Agreement with Ironman

On July 26, 2022, the Company signed a cooperation agreement with Ironman Direction Drilling Ltd., whereby Lite Access and Ironman Directional Drilling Ltd. will jointly provide their specialized fiber installation and directional drilling services on new fiber optic network projects.

Under the terms of the cooperation agreement, Lite Access offers Ironman the right of first refusal to provide directional drilling services on all new projects of Lite Access. In each instance of cooperation, Lite Access and Ironman will enter into a binding service agreement that sets out the services and consideration paid to Ironman for each Lite Access new project. The cooperation agreement further provides that Ironman offers Lite Access the right of first refusal to provide its fiber installation services on all new projects of Ironman. The term of the cooperation agreement is three years. In consideration of Ironman agreeing to enter into this cooperation agreement, Ironman will receive a maximum of \$400,000 cooperation fees over two years through a profit-sharing arrangement on Lite Access new projects. Pursuant to the profit-sharing arrangement, Lite Access will pay the cooperation fees to

16. RELATED PARTY TRANSACTIONS (CONTINUED)

Ironman by paying 60% of the gross profit on cooperation projects. The agreement may be terminated by either party on thirty days' notice if Ironman has received the payment of \$400,000 cooperation fees.

During the year ended September 30, 2024, Ironman provided the construction services for multiple Lite Access projects and a total amount of \$2,852,939 (2023: \$2,573,018) was billed to Lite Access. As at September 30, 2024, the amount of \$3,307,956 (2023: \$1,393,874) was outstanding. No cooperation fees were earned in fiscal 2024 (2023: \$24,718). As at September 30, 2024, cooperation fees \$359,543, inclusive of GST (2023: \$359,543) were outstanding and reported under due to related parties on the consolidation statement of financial position.

(b) Private Placement

On November 22, 2022, the Company closed a non-brokered private placement with gross proceeds of \$1,052,000. The offering consisted of secured convertible debenture of \$500,000 and 11,040,000 common shares at \$0.05 per share for gross proceeds of \$552,000 (Notes 10 and 14).

Insiders subscribed for a total of 1,000,000 common shares for aggregate gross proceeds of \$50,000, and convertible debentures in the principal amount of \$250,000. The issuance of common shares and convertible debentures to insiders are considered related party transactions. As at September 30, 2024, no debenture was converted and total interest of \$30,000 (2023: \$25,000) was paid to the related party during the year ended September 30, 2024.

17. SEGMENTED INFORMATION

The Company's principal business locations and operations are in British Columbia, Canada. The Company has two reporting segments: sales of product and fiber optic installations. The Company reports activities not directly attributable to an operating segment under Corporate.

	Product sales (\$)	Fibre optic installation (\$)	Corporate (\$)	Total (\$)
As at September 30, 2024				
Total assets	13,534	3,345,599	358,879	3,718,012
Total liabilities	-	(3,916,470)	(538,484)	(4,454,954)
As at September 30, 2023				
Total assets	-	2,496,441	356,180	2,852,621
Total liabilities	-	2,493,211	529,168	3,022,379
For Year Ended September 30, 2024				
Revenue	158,265	4,618,713	-	4,776,978
Net income (loss) from continuing operation	30,138	131,360	(792,268)	(630,770)
For Year Ended September 30, 2023				
Revenue	655,224	4,346,395	-	5,001,619
Net income (loss) from continuing operation	136,800	(1,399,595)	(213,109)	(1,475,904)

17. SEGMENTED INFORMATION (CONTINUED)

The Company's revenues are allocated to geographic segments for the years ended September 30, 2024 and 2023 as follows:

	2024	2023
	\$	\$
Canada	4,736,229	4,959,819
United States	40,749	41,800
	4,776,978	5,001,619

18. FINANCIAL INSTRUMENTS

The Company's financial instruments include cash and cash equivalents, amounts receivable, accounts payable and accrued liabilities, due to related parties, convertible debenture and long-term debt. The carrying value of the financial instruments approximates their fair values.

The Company's financial instruments are exposed to certain financial risks, including credit, liquidity, and market risk.

Credit Risk

Credit risk arises from cash and cash equivalents held with banks and financial institutions, as well as credit exposure on outstanding receivables. The maximum exposure to credit risk is equal to the carrying value of the financial assets.

The Company seeks to limit its exposure to this risk by holding its cash and cash equivalents in large Canadian financial institutions. A total of \$652,790 accounts receivable was reported as at September 30, 2024 (2023: \$1,048,108) and the amount of \$396,062 (2023: \$459,924) are past due. Of this amount, a total of \$22,656 (2023: \$418,349) was past due over 90 days. During the year ended September 30, 2024, the Company recorded a bad debt recovery of \$42,006 (2023: bad debt of \$56,138) against the past due receivables, net of the provisions accrued, and receivable recovered during the year.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's objective is to ensure that there are sufficient committed financial resources to meet its short-term business requirements for the foreseeable future. As at September 30, 2024, the Company had a working capital deficit of \$1,242,539 (2023: \$277,795), which included the convertible debenture of \$497,899 due on November 22, 2024. After the year end, the convertible debentures were renewed for two years to November 22, 2026. During the year ended September 30, 2023, the Company closed a private placement with total proceeds of \$1,052,000. The proceeds were used to fund working capital needs and growth initiatives. To mitigate liquidity risk, the Company will look to maintain a positive working capital, generate positive cash flow from forecasted sales and services, raise capital through equity financing, warrant exercises and maintain an accessible line of credit.

The Company's continuing operations are dependent, ultimately, upon reaching and maintaining profitable operations. Management plans to continue to deliver contracts and obtain new contracts and ensure the Company

18. FINANCIAL INSTRUMENTS (CONTINUED)

can generate sustainable, long-term profitability. The Company may need to raise additional funds to continue as a going concern and there can be no assurances that sufficient funding, including adequate financing, will be available.

The ability of the Company to arrange additional financing in the future depends, in part, on the prevailing capital market conditions and profitability of its operations. These material uncertainties may cast significant doubt on the Company's ability to continue as a going concern. Refer to Nature of Operations and Going Concern in Note 1.

Market Risk

Market risk is the risk that changes in matrices such as foreign exchange rates and interest rates will affect the Company's income or the value of its holdings of financial instruments.

(a) Currency risk

The Company is exposed to foreign currency fluctuation on its financial assets and liabilities. For the year ended September 30, 2024, for every 10% fluctuation in the exchange rate between the US dollars with the Canadian dollar, the Company's income (loss) would have been approximately \$8,722 higher or lower respectively.

The Company had the following financial instruments in US dollars, converted to Canadian dollars:

	September 30, 2024	September 30, 2023
	\$	\$
Cash and cash equivalents	87,223	48,283

(b) 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 on its credit facilities which are based on floating rates of interest. During the year ended September 30, 2024, the Company does not expect interest rate risk to have a significant impact on the net earnings or comprehensive income.

19. CAPITAL MANAGEMENT

The Company considers its cash and cash equivalents and shareholders' equity (deficiency) as capital. There are no external restrictions on the Company's capital, and there have been no changes in this regard during the years ended September 30, 2024 and 2023. The Company's principal source of funds for its operations is from sales and services, as well as the issuance of common shares and other equity instruments and entering debt facilities. The issuance of common shares and other equity instruments requires the approval of the Board of Directors. It is the Company's objective to safeguard its ability to continue as a going concern, so that it can continue to operate for the benefit of its stakeholders. The Company uses stock options and RSUs primarily to retain and provide future incentives to key employees and members of the management team. The Board of Directors determines the granting of stock options and RSUs.

LITE ACCESS TECHNOLOGIES INC.
Notes to the Consolidated Financial Statements
For the Years Ended September 30, 2024 and 2023
(in Canadian dollars)

20. LOSS PER SHARE

	Years Ended September 30	
	2024	2023
Weighted Average Number of Common Shares		
Basic weighted average number of shares outstanding	86,813,086	84,289,470
Effect of dilutive securities		
Stock options and warrants	-	-
Fully diluted weighted average number of shares outstanding	86,813,086	84,289,470
	Years Ended September 30	
	2024	2023
Basic/diluted Loss per share for continuing operation		
Loss for the year	(630,770)	(1,475,904)
Weighted average number of shares	86,813,086	84,289,470
Loss per share - basic/diluted	\$ (0.01)	\$ (0.02)

21. SUPPLEMENTAL CASH FLOW INFORMATION

	2024	2023
	\$	\$
Interest paid	(80,763)	(53,044)
Interest received	8,818	8,105
Lease assets acquired	-	159,090

22. PROVISIONS

During the year ended September 30, 2023, the Company received a notice of claim filed by a former IT service provider, RBBS Telecom Inc ("RBBS"), whose service contract was terminated in April 2021. The total of the claim was \$25,176, which included the disputed service fee of \$19,934 and interest of \$5,066. As these invoices were billed one year and half later than the service date and RBBS was unable to provide records to support the invoices, the management and legal counsel filed a response denying the claim. Due to a clerical error during the filing process, the reply was not accepted by the small claim court and the Company received a default judgement of \$16,984. On March 14, 2024, the Company paid the full amount of \$16,984 to RBBS and the claim was settled. The Company received an reimbursement of \$3,854 from the legal counsel on March 19, 2024.

23. MERGER AND ACQUISITION

On May 3, 2023, the Company entered a non-binding letter of intent to acquire 1097195 B.C. Ltd. ("Ironman Directional Drilling Ltd.") and its wholly owned subsidiary, Ironman Directional Drilling Ltd., an experienced provider of directional drilling (the "Transaction"). Since the transaction was announced, the Company has been working with Ironman team on due diligence, shareholder approval, TSX Venture Exchange approval and other conditions customary for the transaction.

On December 30, 2024, it was announced the Company, 1097195 B.C. Ltd., Ironman USA Holdings Inc. ("US Holdco", Ironman and US Holdco collectively, the "Ironman Parties"), the shareholders of Ironman (the "Ironman BC Shareholders") and the shareholders of US Holdco (the "US Holdco Shareholders", Ironman BC Shareholders and the US Holdco Shareholders collectively, the "Ironman Shareholders") have entered into a definitive share exchange agreement dated December 7, 2024 ("Share Exchange Agreement") to acquire the Ironman Parties.

23. MERGER AND ACQUISITION (CONTINUED)

Key Terms of the Transaction

Consideration

Pursuant to the Share Exchange Agreement, the Company will purchase all of the issued and outstanding shares of the Ironman Parties from the Ironman Shareholders in consideration for:

- (i) the issuance of an aggregate of 85,392,538 common shares in the capital of the Company (the “Consideration Shares”) to the Ironman Shareholders, subject to escrow restrictions required by the TSX Venture Exchange; and
- (ii) the payment of an aggregate of \$6,000,000 in cash (the “Cash Consideration”) to the Ironman Shareholders, which will be payable in equal installments of \$1,200,000 commencing 12 months from the closing date and continuing every 12 months thereafter over a period of 60 months, subject to the working capital adjustments set out in the Share Exchange Agreement.

Security for Payment of Cash Consideration and Capital Adjustment

As security for the payment of the Cash Consideration and any positive working capital adjustment, the Company will enter into guarantees, general security agreements and share pledge agreements in favour of the Ironman Shareholders, and on the Closing Date, the Company and Ironman will enter into a priority agreement setting out the priority of the Consideration Promissory Notes and the Working Capital Adjustment Promissory Notes and how the guarantees, general security agreements and share pledge agreements will be dealt with as between the Ironman Shareholders and Lite Access.

Escrow Agreement

On completion of the Transaction, the Ironman Shareholders will enter into an escrow agreement whereby all the Consideration Shares will be held in escrow and be released three years from closing of the Transaction according to the escrow release schedule applicable to a Tier 2 value escrow agreement as prescribed under the policies of the TSX Venture Exchange

Related Party Transaction

Mike Irmen, who is a shareholder of Ironman, is also a director of the Company. Pursuant to the Share Exchange Agreement, Mr. Irmen and his spouse, Denise Irmen will each receive 38,422,142 Consideration Shares and \$2,592,772.20 Cash Consideration, and 599837 B.C. Ltd., a company related to Mr. Irmen will receive 9,000 Consideration Shares and \$238,284.00 Cash Consideration. As such, the Transaction constitutes a related party transaction pursuant to Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions. Accordingly, the Transaction will be subject to the approval of the shareholders of the Company, excluding any votes attached to shares beneficially owned by Mr. Irmen.

23. MERGER AND ACQUISITION (CONTINUED)

No finder's fee is being paid in connection with the Transaction. The completion of the Transaction is subject to shareholder approval, final approval of the Exchange and other conditions customary for this type of Transaction.

24. SUBSEQUENT EVENTS

On November 1, 2024, the Company announced it will extend the maturity date of previously issued convertible debentures in the principal amount of \$500,000 from November 22, 2024 to November 22, 2026. The new maturity date has been approved by all the holders of the debentures (Note 10). The principal amount of the Debentures will continue to bear interest at a rate of 12% per annum and be convertible at a conversion price of \$0.10 per share. Other than the new maturity date, no other terms of the Debentures were amended.

On December 7, 2024, the Company, the Ironman Parties and the Ironman Shareholders entered into a Share Exchange Agreement, whereby the Company agreed to acquire all of the issued and outstanding shares of the Ironman Parties from the Ironman Shareholders (Note 23).



CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND SIX MONTHS ENDED MARCH 31, 2025 AND 2024

LITE ACCESS TECHNOLOGIES INC.
Condensed Interim Consolidated Statements of Financial Position
As at March 31, 2025 and September 30, 2024
(Unaudited)
(in Canadian dollars)

		March 31 2025 \$	September 30 2024 \$
	Notes		
Assets			
Current Assets			
Cash and cash equivalents		1,688,876	1,059,409
Amounts receivable		638,945	652,790
Prepaid expenses and deposits		65,116	20,301
Contract assets	9	932,725	1,316,002
Inventory	3	81,297	73,006
		<u>3,406,959</u>	<u>3,121,508</u>
Long-Term Assets			
Property, plant and equipment	4	<u>2,723,332</u>	<u>596,504</u>
Total Assets		<u>6,130,291</u>	<u>3,718,012</u>
Liabilities and Shareholders' Equity			
Current Liabilities			
Accounts payable and accrued liabilities		427,137	478,149
Due to related parties	12	4,067,953	3,307,956
Current portion of long-term debt	5	40,800	-
Current portion of lease liabilities	8	442,505	80,043
Current portion of convertible debenture - debt component	7	-	497,899
		<u>4,978,395</u>	<u>4,364,047</u>
Long-Term Liabilities			
Long-term debt	5	23,600	80,000
Lease liabilities	8	1,829,108	10,907
Convertible debenture - debt component	7	<u>500,000</u>	<u>-</u>
Total Liabilities		<u>7,331,103</u>	<u>4,454,954</u>
Shareholders' Equity (Deficiency)			
Share capital	10	38,894,281	38,894,281
Convertible debenture - equity component	7	18,807	18,807
Reserves	11	5,888,876	5,880,090
Deficit		<u>(46,002,776)</u>	<u>(45,530,120)</u>
Total Shareholders' Equity (Deficiency)		<u>(1,200,812)</u>	<u>(736,942)</u>
Total Liabilities and Shareholders' Equity		<u>6,130,291</u>	<u>3,718,012</u>
Nature of operation and going concern (Note 1)			
Merger and acquisition (Note 17)			

Approved by the Board of Directors:

"David Toyoda"

David Toyoda, Director

"Mark Tommasi"

Mark Tommasi, Director

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

LITE ACCESS TECHNOLOGIES INC.
Condensed Interim Consolidated Statements of Operations and Comprehensive Loss
For the Three and Six Months Ended March 31, 2025 and 2024
(Unaudited)
(in Canadian dollars)

		Three Months Ended March 31, 2025	Three Months Ended March 31, 2024	Six Months Ended March 31, 2025	Six Months Ended March 31, 2024
	Note	\$	\$	\$	\$
Revenue	9	935,230	1,002,411	2,366,183	1,913,254
Cost of Revenue					
Purchases and subcontractor costs		620,757	689,015	1,651,574	1,364,793
Direct wages		155,298	65,221	247,539	118,466
Vehicle and travel		13,614	16,329	36,208	32,735
Amortization	4	44,971	37,020	79,977	74,267
Rentals		3,780	658	4,959	1,316
		838,420	808,243	2,020,257	1,591,577
Gross profit		96,810	194,168	345,926	321,677
Operating Expenses					
Advertising and promotions		4,064	-	5,517	-
Amortization	4	48,428	16,952	65,210	33,961
Insurance		19,339	23,525	38,752	47,174
Investor Relation	12	10,500	10,500	21,000	21,000
Filing and listing fees		7,688	12,583	9,065	14,304
Office and supplies		19,796	9,949	39,470	24,548
Professional fees		46,751	25,789	92,258	50,071
Rental		5,256	8,941	8,657	17,630
Repairs and maintenance		2,216	1,151	5,124	4,789
Share-based payments	11	3,096	16,910	8,786	47,618
Training		1,958	1,486	1,958	1,886
Travel and trade shows		7,821	13,693	31,024	38,499
Wages and consulting	12	242,362	228,677	442,192	442,194
		419,275	370,156	769,013	743,674
Loss from Operations		(322,465)	(175,988)	(423,087)	(421,997)
Other Income (Expenses)					
Interest income		1,804	2,181	3,949	4,344
Interest expense	5,7,8	(39,809)	(21,946)	(59,127)	(43,787)
Foreign exchange gain (loss)		(700)	-	5,609	(1,023)
		(38,705)	(19,765)	(49,569)	(40,466)
Net Loss and Comprehensive Loss		(361,170)	(195,753)	(472,656)	(462,463)
Loss per Common Share - Basic/Diluted	15	(0.00)	(0.00)	(0.01)	(0.01)
Weighted Average Number of Shares Outstanding - Basic/Diluted		87,292,538	86,769,461	87,292,538	86,328,604

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

LITE ACCESS TECHNOLOGIES INC.**Condensed Interim Consolidated Statements of Shareholders' Equity (Deficiency)****For the Three and Six Months Ended March 31, 2025 and 2024****(Unaudited)****(in Canadian dollars)**

	Number of shares	Share capital \$	Option/RSU reserve \$	Warrant reserve \$	Convertible debenture equity component \$	Deficit \$	Total \$
Balance at September 30, 2024	87,292,538	38,894,281	4,567,009	1,313,081	18,807	(45,530,120)	(736,942)
Share-based payments	-	-	8,786	-	-	-	8,786
Net loss for the period	-	-	-	-	-	(472,656)	(472,656)
Balance at March 31, 2025	87,292,538	38,894,281	4,575,795	1,313,081	18,807	(46,002,776)	(1,200,812)
Balance at September 30, 2023	85,892,538	38,810,281	4,587,423	1,313,081	18,807	(44,899,350)	(169,758)
Shares issued per RSU exercised	1,400,000	84,000	(84,000)	-	-	-	-
Share-based payments	-	-	47,618	-	-	-	47,618
Net loss for the period	-	-	-	-	-	(462,463)	(462,463)
Balance at March 31, 2024	87,292,538	38,894,281	4,551,041	1,313,081	18,807	(45,361,813)	(584,603)

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

LITE ACCESS TECHNOLOGIES INC.
Condensed Interim Consolidated Statements of Cash Flows
For the Three and Six Months Ended March 31, 2025 and 2024
(Unaudited)
(in Canadian dollars)

	Three Months Ended March 31, 2025	Three Months Ended March 31, 2024	Six Months Ended March 31, 2025	Six Months Ended March 31, 2024
	\$	\$	\$	\$
Cash Flows Provided (Used) by Operating Activities				
Net loss for the period	(361,170)	(195,753)	(472,656)	(462,463)
Items not effecting cash				
Share-based payments	3,096	16,910	8,786	47,618
Amortization	93,399	53,972	145,187	108,228
Interest expenses	41,050	21,946	60,368	43,787
Changes in non-cash working capital balances				
Amounts receivable	875,671	(263,060)	13,845	101,301
Prepaid expenses and deposits	(44,815)	9,995	(44,815)	9,995
Contract assets	(90,277)	430,077	383,277	(22,931)
Inventory	(12,326)	6,138	(8,291)	14,968
Accounts payable and accrued liabil	(41,071)	61,998	(51,240)	(3,925)
Due to related parties	122,702	309,311	759,997	646,238
Provision	-	(16,984)	-	(16,984)
Total Cash Flows Provided (Used) by Operating Activities	586,259	434,550	794,458	465,832
Cash Flows Provided (Used) by Investing Activities				
Purchase of property, plant and equipment	(17,145)	-	(21,485)	-
Total Cash Flows Provided (Used) by Investing Activities	(17,145)	-	(21,485)	-
Cash Flows Provided (Used) by Financing Activities				
Long-term debt repayments	(10,200)	-	(15,600)	-
Lease repayments	(76,219)	(23,330)	(97,906)	(46,612)
Payment of convertible debenture interests	(15,000)	(15,000)	(30,000)	(30,000)
Total Cash Flows Provided (Used) by Financing Activities	(101,419)	(38,330)	(143,506)	(76,612)
Change in Cash and Cash Equivalents	467,695	396,220	629,467	389,220
Cash and Cash Equivalents, Beginning of period	1,221,181	555,165	1,059,409	562,165
Cash and Cash Equivalents, End of period	1,688,876	951,385	1,688,876	951,385

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

LITE ACCESS TECHNOLOGIES INC.

Notes to the Condensed Interim Consolidated Financial Statements

For the Three and Six Months Ended March 31, 2025 and 2024

(Unaudited)

(in Canadian dollars)

1. NATURE OF OPERATIONS AND GOING CONCERN

Lite Access Technologies Inc. ("Lite Access" or the "Company") is an industry leader in fiber optic products and advanced installation methodologies. The Company offers integrated solutions for all types of telecom requirements. Beginning with a comprehensive project analysis to engineering, design and permitting, Lite Access offers a full complement of aerial and underground construction methodologies including splicing, testing and maintenance.

Lite Access is a public company listed as a Tier 1 Industrial Issuer on the TSX Venture Exchange ("TSX-V") under the stock symbol "LTE".

Lite Access was incorporated on October 20, 2003, under the Business Corporations Act (British Columbia). The head office is located at 110 – 6039 196 Street, Surrey, British Columbia, Canada, V3S 7X4, and its registered and records office is located at 704 – 595 Howe Street, Vancouver, British Columbia, Canada, V6C 2T5.

These condensed interim consolidated financial statements have been prepared based on accounting principles applicable to a going concern. This assumes the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its obligations in the normal course of operations. As at March 31, 2025, the Company had a working capital deficit of \$1,571,436 and an accumulated deficit of \$46,002,776. The Company's continuing operations are dependent, ultimately, upon reaching and maintaining profitable operations. Management plans to continue to deliver into contracts and obtain new contracts to ensure the Company can generate sustainable, long-term profitability. The Company may need to raise additional funds to continue as a going concern and there can be no assurances that sufficient funding, including adequate financing, will be available. The ability of the Company to arrange additional financing in the future depends, in part, on the prevailing capital market conditions and profitability of its operations. These material uncertainties may cast significant doubt on the Company's ability to continue as a going concern. Failure to continue as a going concern may require restatement of assets and liabilities on a liquidation basis, which could differ materially from the going concern basis. These consolidated financial statements do not include the adjustments that would be necessary should the Company be unable to continue as a going concern.

2. BASIS OF PREPARATION AND STATEMENT OF COMPLIANCE

Statement of Compliance

These condensed interim consolidated financial statements have been prepared in accordance with IAS 34, Interim Financial Reporting, using the same accounting policies as described in the Company's audited consolidated financial statements for the year ended September 30, 2024. These condensed interim consolidated financial statements do not include all of the information required for a complete set of financial statements prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). These condensed interim consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements for the year ended September 30, 2024.

LITE ACCESS TECHNOLOGIES INC.

Notes to the Condensed Interim Consolidated Financial Statements

For the Three and Six Months Ended March 31, 2025 and 2024

(Unaudited)

(in Canadian dollars)

2. BASIS OF PREPARATION AND STATEMENT OF COMPLIANCE (CONTINUED)

The Company's management makes judgments in its process of applying the Company's accounting policies in the preparation of its condensed interim consolidated financial statements. In addition, the preparation of the financial data requires that the Company's management make assumptions and estimates of the effects of uncertain future events on the carrying amounts of the Company's assets and liabilities at the end of the reporting period and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from those estimates as the estimation process is inherently uncertain. Estimates are reviewed on an ongoing basis based on historical experience and other factors that are relevant under the circumstances. Revisions to estimates and the resulting effects on the carrying amounts of the Company's assets and liabilities are accounted for prospectively. The critical judgments and estimates applied in the preparation of the Company's condensed interim consolidated financial statements are consistent with those applied and disclosed in the Company's consolidated financial statements for the year ended September 30, 2024.

These condensed interim consolidated financial statements were authorized for issue by the Board of Directors on July 14, 2025.

Basis of Presentation

These condensed interim consolidated financial statements have been prepared on a historical cost basis. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information. The notes presented in these condensed interim consolidated financial statements include in general only significant changes and transactions occurring since September 30, 2024. As such, certain disclosures included in the annual financial statements prepared in accordance with IFRS have been condensed or omitted. Accordingly, these condensed interim consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements for the year ended September 30, 2024.

Basis of Consolidation

These condensed interim consolidated financial statements comprise the financial statements of the Company and its wholly owned subsidiaries listed below. Subsidiaries are those entities which the Company controls by having the power to govern the financial and operational policies of the entity. All intercompany transactions and balances have been eliminated.

Name	Location of incorporation	Functional currency	% Equity interest	
			2025	2024
Lite Access Technologies (Canada) Inc.	Canada	Canadian Dollar	100%	100%
Lite Access Technologies (USA) Inc.	United States	U.S. Dollar	100%	100%

LITE ACCESS TECHNOLOGIES INC.

Notes to the Condensed Interim Consolidated Financial Statements

For the Three and Six Months Ended March 31, 2025 and 2024

(Unaudited)

(in Canadian dollars)

3. INVENTORY

	March 31, 2025		September 31, 2024
	\$		\$
Opening inventory	\$ 73,006	\$	138,829
Purchases	55,429		154,580
Cost of goods sold	(47,138)		(220,403)
Closing inventory	\$ 81,297	\$	73,006

Inventory is comprised of goods held for sale and work in progress.

4. PROPERTY, PLANT AND EQUIPMENT

	Computer Equipment \$	Construction Equipment \$	Automotive equipment \$	Right-of-Use Assets \$	Total \$
Cost					
At September 30, 2024	7,075	1,520,119	984,708	241,688	2,753,590
Additions	4,340	-	17,145	2,250,531	2,272,015
At March 31, 2025	11,415	1,520,119	1,001,853	2,492,219	5,025,606
Accumulated amortization					
At September 30, 2024	6,960	998,379	984,708	167,039	2,157,086
Additions	1,314	67,974	319	75,580	145,187
At March 31, 2025	8,274	1,066,353	985,027	242,619	2,302,273
Net book value March 31, 2025	3,141	453,766	16,826	2,249,600	2,723,332
Net book value September 30, 2024	115	521,740	-	74,649	596,504

	Computer Equipment \$	Construction Equipment \$	Automotive equipment \$	Right-of-Use Assets \$	Total \$
Cost					
At September 30, 2023	7,075	1,477,733	984,708	241,688	2,711,204
Additions	-	-	-	-	-
Disposals	-	-	-	-	-
At March 31, 2024	7,075	1,477,733	984,708	241,688	2,711,204
Accumulated amortization					
At September 30, 2023	4,425	866,670	981,643	90,311	1,943,049
Additions	1,711	65,854	2,299	38,364	108,228
At March 31, 2024	6,136	932,524	983,942	128,675	2,051,277
Net book value March 31, 2024	939	545,209	766	113,013	659,927
Net book value September 30, 2023	2,650	611,063	3,065	151,377	768,155

LITE ACCESS TECHNOLOGIES INC.**Notes to the Condensed Interim Consolidated Financial Statements****For the Three and Six Months Ended March 31, 2025 and 2024****(Unaudited)****(in Canadian dollars)****5. LONG-TERM DEBT**

	March 31, 2025	September 30, 2024
	\$	\$
Balance, beginning of period	81,170	80,000
Interest accrued	230	1,170
Payments	(17,000)	-
Balance, end of period	64,400	81,170
Less current portion	40,800	-
Long-term portion	23,600	81,170

Long-term debt reported the Canada Emergency Business Account ("CEBA") loan of \$64,400 (September 30, 2024: \$81,170, including interest of \$1,170 reported in accounts payable and accrued liabilities). In October 2024, Canada Revenue Agency set up a monthly payment plan and the Company was required to pay out the principal of \$80,000 and interest accrued to date \$1,400 in two years from November 2024 to October 2026. The monthly payment is \$3,400 payable at the first day of each month. The total of \$17,000 was paid out in the first two quarters of 2025.

6. CREDIT FACILITY

The Company had a \$100,000 revolving demand credit facility at Royal Bank of Canada ("RBC") with interest rate of prime + 2.60%. As at March 31, 2025, the balance of the credit facility was \$nil (September 30, 2024: \$nil).

7. CONVERTIBLE DEBENTURE

	March 31, 2025	September 30, 2024
	\$	\$
Balance, beginning of the period	497,899	489,168
Accreted interest	2,101	8,731
Balance, end of the period	500,000	497,899
Current portion	-	497,899
Long-term portion	500,000	-

On November 22, 2022, the Company closed a non-brokered private placement financing with gross proceeds of \$1,052,000 (the "Offering"). The Offering consisted of secured convertible debentures in the principal amount of \$500,000 and 11,040,000 common shares at \$0.05 per share for gross proceeds of \$552,000.

The debentures are secured under a general security agreement and mature on November 22, 2024. The debentures bear a fixed interest rate of 12% per annum, payable monthly commencing December 22, 2022. At the holder's option, the debentures will be convertible into common shares of the Company at a conversion ratio of \$0.07 per common share if converted from the issue date to the last day of the first anniversary, and \$0.10 if converted from the first day of the second anniversary to the maturity date. The debentures do not contain a cash settlement feature on conversion into common shares of the Company.

On November 1, 2024, the Company extended its maturity from November 22, 2024 to November 22, 2026. The principal amount of the Debentures will continue to bear interest at a rate of 12% per annum and be convertible at a conversion price of \$0.10 per share. Other than the new maturity date, no other terms of the Debentures were amended.

LITE ACCESS TECHNOLOGIES INC.**Notes to the Condensed Interim Consolidated Financial Statements****For the Three and Six Months Ended March 31, 2025 and 2024****(Unaudited)****(in Canadian dollars)****7. CONVERTIBLE DEBENTURE (CONTINUED)**

The convertible debentures were accounted for as a compound financial instrument with liability and equity components. The liability component was valued at \$481,193 based on the present value of contractual cash flows using a discount rate of 15%, which is the estimated rate that would have been charged for a similar instrument without a conversion feature. The liability component was subsequently measured at amortized cost. The equity component of \$18,807 was measured based on the residual value of the compound instrument after deducting the amount determined for the liability component.

Total interest expense associated with the convertible debentures for the three months ended March 31, 2025 was \$15,000 (Three months ended March 31, 2024: \$17,118). For the six-month period, a total interest of \$32,101 was reported (Six months ended March 31, 2024: \$34,471), which included the interest paid \$30,000 and accreted interest \$2,101. As at March 31, 2025, no convertible debenture was converted to common shares.

8. LEASE LIABILITIES

	March 31, 2025	September 30, 2024
	\$	\$
Lease liabilities opening balance	90,950	169,712
Addition	2,250,531	-
Payments	(96,665)	(93,413)
Interest	26,797	14,651
Lease liabilities ending balance	2,271,613	90,950
Less current portion	(442,505)	(80,043)
Long-term portion	1,829,108	10,907

During the quarter ended March 31, 2025, the Company recognized right-of-use assets \$2,250,531 and corresponding lease liabilities with the incremental borrowing rate of 12%, which included office lease \$1,898,789 and vehicle lease \$351,742.

The following table presents a reconciliation of the Company's undiscounted cash flows at March 31, 2025, and September 30, 2024 to their present values for the Company's lease obligations:

	March 31, 2025	September 30, 2024
	\$	\$
Within one year	689,712	85,748
Between one and five years	2,278,460	11,044
Total undiscounted lease obligations	2,968,172	96,792
Less: future interest charges	(696,559)	(5,842)
Total discounted lease obligations	2,271,613	90,950
Less: current portion	(442,505)	(80,043)
Long-term portion	1,829,108	10,907

LITE ACCESS TECHNOLOGIES INC.**Notes to the Condensed Interim Consolidated Financial Statements****For the Three and Six Months Ended March 31, 2025 and 2024****(Unaudited)****(in Canadian dollars)****9. REVENUE****Disaggregation of revenue**

The Company disaggregates revenue from contracts with customers by contract type, as this best depicts how the nature, amount, timing and uncertainty of revenue and cash flows are affected by economic factors. The following is a summary of total revenue by contract type for the three and six months ended March 31, 2025 and 2024:

	Three Months Ended March 31 2025	Three Months Ended March 31 2024	Six Months Ended March 31 2025	Six Months Ended March 31 2024
	\$	\$	\$	\$
Product sales	22,074	-	22,074	-
Installation service - fixed price	396,960	951,051	491,105	1,825,270
Installation service - cost plus	516,196	51,360	1,853,004	87,984
	935,230	1,002,411	2,366,183	1,913,254

Contract assets and liabilities

The following is a summary of changes in contract assets and liabilities:

	March 31, 2025		September 30, 2024	
	Contract Assets	Contract Liabilities	Contract Assets	Contract Liabilities
	\$	\$	\$	\$
Balance, beginning of the period	1,316,002	-	303,774	-
Transfer from contract assets at the beginning of the period to accounts receivable	(1,200,254)	-	(303,774)	-
Net additions to contract assets/liabilities during the period	816,977	-	1,316,002	-
Balance, end of the period	932,725	-	1,316,002	-

The Company's contract assets and liabilities are expected to be settled within one year.

10. SHARE CAPITAL**Authorized share capital**

The Company is authorized to issue unlimited common shares without par value and unlimited preferred shares without par value.

As at March 31, 2025, the Company had 87,292,538 common shares (September 30, 2024: 87,292,538) issued and outstanding.

LITE ACCESS TECHNOLOGIES INC.**Notes to the Condensed Interim Consolidated Financial Statements****For the Three and Six Months Ended March 31, 2025 and 2024****(Unaudited)****(in Canadian dollars)****11. RESERVES****Warrants**

The following is a summary of changes in warrants from October 1, 2024 to March 31, 2025:

Grant Date	Expiry Date	Exercise Price (\$)	Opening Balance	Granted	Expired/ Forfeited/ Cancelled	Exercised	Closing Balance	Vested and Exercisable
2022-03-25	2025-03-25	0.15	8,355,000	-	(8,355,000)	-	-	-
			8,355,000	-	(8,355,000)	-	-	-
Weighted Average Exercise Price			\$ 0.15	\$ -	\$ 0.15	\$ -	\$ -	\$ -

Stock options

The Company has adopted a rolling 10% stock option plan (the “Stock Option Plan”) under which non-transferable options to purchase common shares of the Company may be granted to directors, officers, employees, or consultants of the Company. The exercise price of option grants will be determined by the Board of Directors and will not be less than the closing market price of the common shares on the stock exchange less allowable discounts at the time of grant. All options granted under the Stock Option Plan will expire no later than the date that is five years from the date that such options are granted.

On November 15, 2023, the Company granted Mr. Tommasi and his controlled firm 150,000 stock options in connection with his appointment as interim CEO. The options vested immediately are exercisable at \$0.10 per share for a period of five years from the date of the grant.

During the three and six months ended March 31, 2025, the Company recognized a share-based compensation expense of \$nil (Three and six months ended March 31, 2024: \$Nil and \$6,758) related to options vested. The weighted average life remaining stock options as at March 31, 2025 is 2.27 years (September 30, 2024: 2.74 years).

The following is a summary of changes in options from October 1, 2024 to March 31, 2025:

Grant date	Expiry date	Exercise price (\$)	Opening balance	Granted	Expired/ Cancelled/ Forfeited	Exercised	Closing balance	Vested and exercisable
2019-11-19	2024-11-19	0.30	50,000	-	(50,000)	-	-	-
2020-06-02	2025-06-02	0.82	225,000	-	-	-	225,000	225,000
2021-04-01	2026-04-01	0.30	30,000	-	-	-	30,000	30,000
2021-04-01	2026-04-01	0.29	115,000	-	-	-	115,000	115,000
2022-07-29	2027-07-29	0.10	4,545,000	-	-	-	4,545,000	4,545,000
2023-02-03	2028-02-03	0.10	300,000	-	-	-	300,000	300,000
2023-11-15	2028-11-15	0.10	150,000	-	-	-	150,000	150,000
			5,415,000	-	(50,000)	-	5,365,000	5,365,000
Weighted average exercise price			\$ 0.14	\$	0.30	\$	0.14	\$ 0.14

LITE ACCESS TECHNOLOGIES INC.**Notes to the Condensed Interim Consolidated Financial Statements****For the Three and Six Months Ended March 31, 2025 and 2024****(Unaudited)****(in Canadian dollars)****11. RESERVES (CONTINUED)**

The following is a summary of changes in options from October 1, 2023 to March 31, 2024

Grant date	Expiry date	Exercise price (\$)	Opening balance	Granted	Expired/ Cancelled/ Forfeited	Exercised	Closing balance	Vested and exercisable
2019-11-19	2024-11-19	0.30	50,000	-	-	-	50,000	50,000
2020-06-02	2025-06-02	0.82	225,000	-	-	-	225,000	225,000
2021-04-01	2026-04-01	0.30	30,000	-	-	-	30,000	30,000
2021-04-01	2026-04-01	0.29	115,000	-	-	-	115,000	115,000
2022-07-29	2027-07-29	0.10	5,545,000	-	-	-	5,545,000	5,545,000
2023-02-03	2028-02-03	0.10	850,000	-	-	-	850,000	850,000
2023-11-15	2028-11-15	0.10	-	150,000	-	-	150,000	150,000
			6,815,000	150,000	-	-	6,965,000	6,965,000
Weighted average exercise price			\$ 0.13	\$ 0.10	\$ -	\$ -	\$ 0.13	\$ 0.13

Restricted share units

As disclosed in Note 15 of the annual financial statements for the year ended September 30, 2024, on February 3, 2023, the Company adopted the Equity Incentive Compensation Plan (the "Plan").

Under the Plan, the Company granted 3,250,000 RSUs to certain officers, directors, and consultants of the Company on February 3, 2023, expiring on February 3, 2028. Upon vesting, each RSU will entitle the holder to receive one common share of the Company. A total of 2,100,000 RSUs vest on February 3, 2024, a total of 700,000 RSUs vest on February 3, 2025, and a total of 450,000 RSUs vest on February 3, 2026. On November 15, 2023, a total of 450,000 RSUs previously issued to the former CEO was cancelled.

The following is a summary of changes in RSUs from October 1, 2024 to March 31, 2025:

Grant date	Expiry date	Issue date fair value	Opening balance	Granted	Cancelled or Forfeited	Exercised	Closing balance	Vested and exercisable	Unvested
2023-02-03	2028-02-03	\$ 0.06	1,000,000	-	-	-	1,000,000	700,000	300,000
2023-02-03	2028-02-03	\$ 0.06	400,000	-	-	-	400,000	400,000	-
			1,400,000	-	-	-	1,400,000	1,100,000	300,000

The following is a summary of changes in RSUs from October 1, 2023 to March 31, 2024:

Grant date	Expiry date	Issue date fair value	Opening balance	Granted	Cancelled or Forfeited	Exercised	Closing balance	Vested and exercisable	Unvested
2023-02-03	2028-02-03	\$ 0.06	1,450,000	-	(450,000)	-	1,000,000	350,000	650,000
2023-02-03	2028-02-03	\$ 0.06	1,400,000	-	-	(1,400,000)	-	-	-
2023-02-03	2028-02-03	\$ 0.06	400,000	-	-	-	400,000	200,000	200,000
			3,250,000	-	(450,000)	(1,400,000)	1,400,000	550,000	850,000

LITE ACCESS TECHNOLOGIES INC.**Notes to the Condensed Interim Consolidated Financial Statements****For the Three and Six Months Ended March 31, 2025 and 2024****(Unaudited)****(in Canadian dollars)****11. RESERVES (CONTINUED)**

The fair value of RSUs issued was \$195,000, which was calculated at the date of grant using the market price of the common shares and the fair value is recorded as compensation expense over the vesting period of the RSU with an offsetting credit to reserves. For the three and six months ended March 31, 2025, the Company recorded stock-based compensation expense of \$3,096 and \$8,786 (Three and six months ended March 31, 2024: \$16,910 and \$40,860) related to RSUs granted. The weighted average life remaining of RSUs as at March 31, 2025 was 2.85 years (September 30, 2024: 3.35 years).

12. RELATED PARTY TRANSACTIONS

During the three and six months ended March 31, 2025 and 2024, the Company entered related party transactions or held balances with the following individuals and corporations:

David Toyoda	Director
Michael Plotnikoff	Former CEO and Director
Linda Han	CFO
Mark Tommasi	CEO and Director
Mountain Top Advisory Services Ltd	Company controlled by Mark Tommasi
Michael Irmen	Director
Ironman Directional Drilling Ltd.	Company controlled by Michael Irmen
1097195 BC Ltd.	Company controlled by Michael Irmen
Alex McAulay	Director

The following is a summary of the Company's related party transactions during the periods that are not disclosed elsewhere in these consolidated financial statements. All related party transactions are recorded at the exchange amounts.

Key Management Compensation

	Three Months Ended March 31, 2025	Three Months Ended March 31, 2024	Six Months Ended March 31, 2025	Six Months Ended March 31, 2024
	\$	\$	\$	\$
Wages, consulting fees, director fees and investor relation expenses	70,240	100,493	133,494	211,992
Share-based payments	1,869	5,532	5,388	21,044
Total	72,109	106,025	138,882	233,036

LITE ACCESS TECHNOLOGIES INC.**Notes to the Condensed Interim Consolidated Financial Statements****For the Three and Six Months Ended March 31, 2025 and 2024****(Unaudited)****(in Canadian dollars)****12. RELATED PARTY TRANSACTIONS (CONTINUED)****Other Related Party Transactions****(a) Cooperation Agreement with Ironman**

As disclosed in Note 16 of the annual financial statements for the year ended September 30, 2024, on July 26, 2022, the Company signed a cooperation agreement with Ironman Direction Drilling Ltd. whereby Lite Access and Ironman will jointly provide their specialized fiber installation and directional drilling services on new fiber optic network projects.

During the three and six months ended March 31, 2025, Ironman provided the construction services for multiple Lite Access projects and a total amount of \$567,147 and \$1,430,608 (Three and six months ended March 31, 2024: \$511,221 and \$1,150,515) was billed to Lite Access. As at March 31, 2025, the amount of \$3,708,410 (September 31, 2024: \$2,948,413) was outstanding. As at March 31, 2025, cooperation fees \$359,543 (September 30, 2024: \$359,543) were outstanding and reported under the related party payable.

(b) Private Placement

As disclosed in Note 14 of the annual financial statements for the year ended September 30, 2024, on November 22, 2022, the Company closed a non-brokered private placement with gross proceeds of \$1,052,000. The offering consisted of secured convertible debenture of \$500,000 and 11,040,000 common shares at \$0.05 per share for gross proceeds of \$552,000.

Insiders subscribed for a total of 1,000,000 common shares for aggregate gross proceeds of \$50,000, and convertible debentures in the principal amount of \$250,000. The issuance of common shares and convertible debentures to insiders are considered related party transactions. As at March 31, 2025, no debenture was converted and total interest of \$7,500 and \$15,000 were paid to the related party during the three and six months ended March 31, 2025 (Three and six months ended March 31, 2024: \$7,500 and \$15,000).

13. SEGMENTED INFORMATION

The Company's principal business locations and operations are in British Columbia, Canada. The Company has two reporting segments: sales of fiber products and fiber optic installations. The Company reports activities not directly attributable to an operating segment under Corporate.

As at March 31, 2025	Product sales	Fibre optic installation	Corporate	Total
Total assets	-	5,779,645	350,646	6,130,291
Total liabilities	-	6,798,903	532,200	7,331,103
As at September 30, 2024	Product sales	Fibre optic installation	Corporate	Total
Total assets	13,534	3,345,599	358,879	3,718,012
Total liabilities	-	3,916,470	538,484	4,454,954

LITE ACCESS TECHNOLOGIES INC.**Notes to the Condensed Interim Consolidated Financial Statements****For the Three and Six Months Ended March 31, 2025 and 2024****(Unaudited)****(in Canadian dollars)****13. SEGMENTED INFORMATION (CONTINUED)**

For Six Months Ended March 31, 2025	Product sales	Fibre optic installation	Corporate	Total
Revenue	22,074	2,344,109	-	2,366,183
Net income (loss)	6,392	(154,455)	(324,593)	(472,656)
For Six Months Ended March 31, 2024	Product sales	Fibre optic installation	Corporate	Total
Revenue	-	1,913,254	-	1,913,254
Net income (loss)	-	(59,708)	(403,385)	(462,463)
For Three Months Ended March 31, 2025	Product sales	Fibre optic installation	Corporate	Total
Revenue	22,074	913,156	-	935,230
Net income (loss)	6,392	(213,595)	(153,967)	(361,170)
For Three Months Ended March 31, 2024	Product sales	Fibre optic installation	Corporate	Total
Revenue	-	1,002,411	-	1,002,411
Net income (loss)	-	(5,845)	(189,908)	(195,753)

The Company's revenues are allocated to geographical segments for the three and six months ended March 31, 2025 and 2024 as follows:

	Three Months Ended March 31, 2025	Three Months Ended March 31, 2024	Six Months Ended March 31, 2025	Six Months Ended March 31, 2024
	\$	\$	\$	\$
Canada	913,156	1,002,411	2,344,109	1,913,254
United States	22,074	-	22,074	-
	935,230	1,002,411	2,366,183	1,913,254

14. FINANCIAL INSTRUMENTS

The Company's financial instruments include cash and cash equivalents, amounts receivable, accounts payable and accrued liabilities, due to related parties, and long-term debt. The carrying value of the financial instruments approximates their fair values.

The Company's financial instruments are exposed to certain financial risks, including credit, liquidity, and market risk.

Credit Risk

Credit risk arises from cash and cash equivalents held with banks and financial institutions, as well as credit exposure on outstanding receivables. The maximum exposure to credit risk is equal to the carrying value of the financial assets.

The Company seeks to limit its exposure to this risk by holding its cash and cash equivalents in large Canadian financial institutions. A total of \$638,945 accounts receivable was reported as at March 31, 2025 (September 30, 2024: \$652,790) and the amount of \$279,116 (September 30, 2024: \$396,062) are past due. Of this amount, a total of \$22,521 (September 30, 2024: \$22,656) was past due over 90 days.

LITE ACCESS TECHNOLOGIES INC.
Notes to the Condensed Interim Consolidated Financial Statements
For the Three and Six Months Ended March 31, 2025 and 2024
(Unaudited)
(in Canadian dollars)

14. FINANCIAL INSTRUMENTS (CONTINUED)

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's objective is to ensure that there are sufficient committed financial resources to meet its short-term business requirements for the foreseeable future. As at March 31, 2025, the Company had a working capital deficit of \$1,571,436 (September 30, 2024: \$1,242,539). During the first quarter of fiscal 2025, the Company extended the maturity date of the convertible debenture from November 22, 2024 to November 22, 2026. All other terms remain unchanged. To mitigate liquidity risk, the Company will look to maintain a positive working capital, generate positive cash flow from forecasted sales and services, raise capital through equity financing, warrant exercises and maintain an accessible line of credit.

The Company's continuing operations are dependent, ultimately, upon reaching and maintaining profitable operations. Management plans to continue to deliver contracts and obtain new contracts and ensure the Company can generate sustainable, long-term profitability. The Company may need to raise additional funds to continue as a going concern and there can be no assurances that sufficient funding, including adequate financing, will be available.

The ability of the Company to arrange additional financing in the future depends, in part, on the prevailing capital market conditions and profitability of its operations. These material uncertainties may cast significant doubt on the Company's ability to continue as a going concern. Refer to Nature of Operations and Going Concern in Note 1.

Market Risk

Market risk is the risk that changes in matrices such as foreign exchange rates and interest rates will affect the Company's income or the value of its holdings of financial instruments.

(a) Currency risk

The Company is exposed to foreign currency fluctuation on its financial assets and liabilities. For the six months March 31, 2025, for every 10% fluctuation in the exchange rate between the US dollars with the Canadian dollar, the Company's income (loss) would have been approximately \$8,690 higher or lower respectively.

The Company had the following financial instruments in US dollars, converted to Canadian dollars:

	March 31, 2025	September 30, 2024
	\$	\$
Cash and cash equivalents	108,074	87,223

(b) Interest rate risk

The interest rate risk is the risk that the fair value or future cash flow of a financial instrument will fluctuate due to changes in market interest rates. The Company is exposed to interest rate risk on its credit facilities which are based on floating rates of interest. During the three months ended December 31, 2024, the Company does not expect interest rate risk to have a significant impact on the net earnings or comprehensive income.

LITE ACCESS TECHNOLOGIES INC.**Notes to the Condensed Interim Consolidated Financial Statements****For the Three and Six Months Ended March 31, 2025 and 2024****(Unaudited)****(in Canadian dollars)****15. LOSS PER SHARE**

Weighted Average Number of Common Shares	Three Months Ended March 31, 2025	Three Months Ended March 31, 2024
Basic weighted average number of shares outstanding	87,292,538	86,769,461
Effect of dilutive securities		
Stock options and warrants	-	-
Fully diluted weighted average number of shares outstanding	87,292,538	86,769,461
Basic/diluted (Loss) per share	Three Months Ended March 31, 2025	Three Months Ended March 31, 2024
Loss for the period	(361,170)	(195,753)
Weighted average number of shares	87,292,538	86,769,461
Loss per share - basic/diluted	\$ (0.00)	\$ (0.00)
Weighted Average Number of Common Shares	Six Months Ended March 31, 2025	Six Months Ended March 31, 2024
Basic weighted average number of shares outstanding	87,292,538	86,328,604
Effect of dilutive securities		
Stock options and warrants	-	-
Fully diluted weighted average number of shares outstanding	87,292,538	86,328,604
Basic /diluted (Loss) per Share	Six Months Ended March 31, 2025	Six Months Ended March 31, 2024
Income (loss) for year	(472,656)	(462,463)
Weighted average number of shares	87,292,538	86,328,604
Earnings (loss) per share - basic	(0.01)	(0.01)

16. SUPPLEMENTAL CASH FLOW INFORMATION

	Three Months Ended March 31, 2025	Three Months Ended March 31, 2024	Six Months Ended March 31, 2025	Six Months Ended March 31, 2024
	\$	\$	\$	\$
Interest paid	(39,809)	(19,827)	(56,797)	(39,316)
Interest received	1,804	2,181	3,949	4,344

17. MERGER AND ACQUISITION

As disclosed in Note 23 of the annual financial statements for the year ended September 30, 2024, on May 3, 2023, the Company entered a non-binding letter of intent to acquire 1097195 B.C. Ltd. ("Ironman Directional Drilling Ltd.") and its wholly owned subsidiary, Ironman Directional Drilling Ltd., an experienced provider of directional drilling (the "Transaction"). Since the transaction was announced, the Company has been working with Ironman team on due diligence, shareholder approval, TSX Venture Exchange approval and other conditions customary for the transaction.

On December 7, 2024, the Company, the Ironman Parties and the Ironman Shareholders entered into a Share Exchange Agreement, whereby the Company agreed to acquire all the issued and outstanding shares of the Ironman Parties from the Ironman Shareholders.

LITE ACCESS TECHNOLOGIES INC.

Notes to the Condensed Interim Consolidated Financial Statements

For the Three and Six Months Ended March 31, 2025 and 2024

(Unaudited)

(in Canadian dollars)

17. MERGER AND ACQUISITION (CONTINUED)

On January 30, 2025, the Company, the Ironman Parties and the Ironman Shareholders entered into an Amending Agreement removing "Ironman US Holdings Inc." as a party to the Share Exchange Agreement and replacing it with "Ironman Directional Drilling US Inc."

Key Terms of Transaction

Consideration

Pursuant to the Share Exchange Agreement, the Company will purchase all of the issued and outstanding shares of the Ironman Parties from the Ironman Shareholders in consideration for:

- (i) the issuance of an aggregate of 85,392,538 common shares in the capital of the Company (the "Consideration Shares") to the Ironman Shareholders, subject to escrow restrictions required by the TSX Venture Exchange; and
- (ii) the payment of an aggregate of \$6,000,000 in cash (the "Cash Consideration") to the Ironman Shareholders, which will be payable in equal installments of \$1,200,000 commencing 12 months from the closing date and continuing every 12 months thereafter over a period of 60 months.

Any instalment payment not paid when due shall bear interest at a default rate equal to the prime interest rate set by Bank of Canada plus 3% per annum.

Net Working Capital Adjustment

The Company shall prepare the closing date working capital statement no later than 120 days after the transaction is closed. The target net working capital is set as \$nil. If the closing net working capital is less than the target net working capital, the Ironman shareholders shall pay Lite Access their respective pro rata share equal to the difference. If the closing net working capital is greater than the target net working capital, Lite Access shall pay to the Ironman shareholders an amount equal to such difference (the "positive working capital adjustment"). The positive working capital adjustment shall be due and payable in five equal instalments, with the first instalment payment due and payable on or before the date that is twelve months following the closing date and each subsequent payment due and payable on or before the twelve-month anniversary of the previous payment. Any working capital adjustment instalment payment not paid when due shall bear interest at a default rate equal to the prime interest rate set by Bank of Canada plus 3% per annum.

LITE ACCESS TECHNOLOGIES INC.

Notes to the Condensed Interim Consolidated Financial Statements

For the Three and Six Months Ended March 31, 2025 and 2024

(Unaudited)

(in Canadian dollars)

17. MERGER AND ACQUISITION (CONTINUED)

Security for Payment of Cash Consideration and Working Capital Adjustment

As security for the payment of the Cash Consideration and any positive working capital adjustment, the Company will enter into guarantees, general security agreements and share pledge agreements in favor of the Ironman shareholders, and on the closing Date, the Company and Ironman will enter into a priority agreement setting out the priority of the Consideration Promissory Notes and the Working Capital Adjustment Promissory Notes and how the guarantees, general security agreements and share pledge agreements will be dealt with as between the Ironman Shareholders and Lite Access.

Escrow Agreement

On completion of the Transaction, the Ironman Shareholders will enter into an escrow agreement whereby all the Consideration Shares will be held in escrow and be released three years from closing of the Transaction according to the escrow release schedule applicable to a Tier 2 value escrow agreement as prescribed under the policies of the TSX Venture Exchange

Related Party Transaction

Mike Irmen, who is a shareholder of Ironman, is also a director of the Company. Pursuant to the Share Exchange Agreement, Mr. Irmen and his spouse, Denise Irmen will each receive 38,422,142 Consideration Shares and \$2,592,772.20 Cash Consideration, and 599837 B.C. Ltd., a company related to Mr. Irmen will receive 9,000 Consideration Shares and \$238,284.00 Cash Consideration. As such, the Transaction constitutes a related party transaction pursuant to Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions. Accordingly, the Transaction will be subject to the approval of the shareholders of the Company, excluding any votes attached to shares beneficially owned by Mr. Irmen.

No finder's fee shall be paid in connection with the Transaction. The completion of the Transaction is subject to shareholder approval, final approval of the Exchange and other conditions customary for this type of Transaction.

SCHEDULE B

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF LITE ACCESS FOR THE
FINANCIAL YEAR ENDED SEPTEMBER 30, 2024 AND THE PERIOD ENDED MARCH 31, 2025**

(See Attached)



MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEARS ENDED SEPTEMBER 30, 2024 AND 2023

INTRODUCTION

This management's discussion and analysis ("MD&A") for Lite Access Technologies Inc. (the "Company" or "Lite Access" or "LTE"), dated January 27, 2025, should be read in conjunction with the audited consolidated financial statements for the years ended September 30, 2024 and 2023. Except as otherwise disclosed, all financial information in this report is presented in Canadian dollars.

The Company's audited consolidated financial statements and the notes thereto for the years ended September 30, 2024 and 2023 were prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

FORWARD-LOOKING INFORMATION, DEFINITIONS AND RISKS NOTICE

This management's discussion and analysis is a review of the Company's financial performance and financial condition as at and for the year ended September 30, 2024, and based on facts and circumstances as of January 27, 2025. When we discuss our costs and timing of current and proposed operations, working capital requirements, the requirement for additional capital, future prices, future accounting changes or other things that have not yet happened in this review we are making statements considered to be *forward-looking information* under Canadian securities laws.

The forward-looking information in this MD&A typically includes words and phrases about the future, such as: "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases, or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". We can give no assurance that the forward-looking information will prove to be accurate. It is based on a number of assumptions management believes to be reasonable, including but not limited to no material adverse change in the fiber optic market and exchange rates, competition, reliance of significant customers, limited volatility in the Company's share price, no material changes in the competitive market, the Company will be successful in retaining qualified staff, and such other assumptions and factors as set out herein. If our assumptions prove to be incorrect or risks materialize, our actual results and events may vary materially from what we currently expect as set out in this review.

It is also subject to risks associated with our business, including but not limited to: risks inherent in the fiber optic business, ability to fulfill any contract awards or to be retained for the full value of a contract award, requirements for additional capital, government regulations, reliance on key personnel, rapid technology changes, competition, lack of demand, equipment failures, environmental risks, protection of intellectual property rights, and the timing and possible outcome of pending litigation and other risks that are set out below.

We recommend that you review this management's discussion and analysis, which includes a discussion of material risks that could cause actual results to differ materially from our current expectations. Forward-looking information is designed to help you understand management's current views of our near and longer-term prospects, and it may not be appropriate for other purposes.

Non-IFRS Measure: EBITDA is a measure not recognized under IFRS. However, management of Lite Access believes that most shareholders, creditors, other stakeholders, and investment analysts prefer to have these measures included as reported measures of operating performance, a proxy for cash flow, and to facilitate valuation analysis. Lite Access believes that that these supplementary measures reflect the Company's ongoing business in a manner that allows for meaningful

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period-to-period comparisons and analysis of trends in its business. It also allows for relevant comparisons of financial performance with the Company's peers, which will help investors make better investment decisions. EBITDA is defined as earnings before interest, taxes, depreciation and amortization. Management believes EBITDA is a useful measure that facilitates period-to-period operating comparisons.

EBITDA does not have any standardized meanings prescribed by IFRS and therefore may not be comparable to similar measures presented by other issuers. Readers are cautioned that EBITDA is not an alternative to measures determined in accordance with IFRS and should not, on its own, be construed as indicators of performance, cash flow or profitability. References to the Lite Access' EBITDA should be read in conjunction with the financial statements and management's discussion and analysis of Lite Access posted on SEDAR (www.sedar.com).

COMPANY OVERVIEW

Lite Access Technologies Inc. ("Lite Access" or the "Company") is an industry leader in fiber optic products and advanced installation methodologies. The Company offers integrated solutions for all types of telecom requirements. Beginning with a comprehensive project analysis of engineering, design and permitting, Lite Access offers a full complement of aerial and underground construction methodologies including splicing, testing and maintenance.

Our innovative approach, flexible products and installation solutions are combined with decades of experience and unparalleled passion. 'The Lite Access Way' methodology of construction for both trunk and fiber-to-the-premises (FTTX) connectivity has become a recommended and preferred method of fiber installation.

Lite Access' installation technology and proprietary products extend a network provider's ability to deliver true broadband connectivity directly to end-users, such as homes, businesses, government and educational institutions, and emergency response facilities. Lite Access remains flexible and innovative in its commitment to providing global clients and partners with the most cost-effective and proven fiber connectivity solutions available.

Lite Access is a public company listed as a Tier 1 Industrial Issuer on the TSX Venture Exchange ("TSX-V") under the stock symbol "LTE".

Lite Access was incorporated on October 20, 2003, under the Business Corporations Act (British Columbia). The head office is located at 110 - 6039 196 Street, Surrey, British Columbia, Canada, V3S 7X4, and its registered and records office is located at 704 - 595 Howe Street, Vancouver, British Columbia, Canada, V6C 2T5.

COMPANY DEVELOPMENT AND OUTLOOK

The year 2024 was marked as the second consecutive year of improvements in execution capability and operational efficiency. While facing a revenue decline in fiber product sales due to the increased competition, the Company has made significant progress in project management and cost control which substantially improved the performance of the construction segment. In addition, the Company continued to reduce overhead expenses in 2024 to build a solid foundation for future growth.

The telecom construction industry will continue to experience growth, driven by the increasing demand for high-speed internet and the roll out of 5G infrastructure. The Company expects to see strong demand for our services in the coming years. Customer expansion and margin improvement remain a key focus for Lite Access. The Company will continue to manage its projects more effectively through better project planning, project selection, increased pricing and by leveraging

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its relationships with customers, suppliers, and subcontractors. With the increased execution capabilities and operational improvement, the Company is well-positioned to take advantage of the growth in Western Canada and other regions.

Merger and Acquisition

While the Company continues to drive organic growth within Canada, the acquisition of specialty businesses provides the opportunity to complement the self-performing capabilities and geographic coverage. On May 3, 2023, the Company announced a strategic investment by entering a non-binding letter of intent to acquire 1097195 B.C. Ltd. ("Ironman Directional Drilling Ltd.") and its wholly owned subsidiary, Ironman Directional Drilling Ltd., an experienced provider of directional drilling (the "Transaction").

Established in 1999, Ironman Directional Drilling is a recognized leader in the trenchless industry offering 24/7 horizontal directional drilling services for homeowners, businesses, and industrial clients throughout Western Canada. Focused on delivering the most cost-effective and least invasive means of underground infrastructure installations, Ironman offers a wide range of applications including telecom, electrical, water and sewer, oil, and gas, geothermal, irrigation and more. Possessing specialized machinery and an experienced team, Ironman excels in any type of terrain including lakes, rivers and ocean crossings, railways, roads, and highways as well as offers additional services to ensure on-time and on-budget project delivery.

Since the transaction was announced, the Company has been working with Ironman on due diligence, shareholder approval, TSX Venture Exchange approval and other conditions customary for the transaction. On December 30, 2024, it was announced the Company, 1097195 B.C. Ltd., Ironman USA Holdings Inc. ("US Holdco", Ironman and US Holdco collectively, the "Ironman Parties"), the shareholders of Ironman (the "Ironman BC Shareholders") and the shareholders of US Holdco (the "US Holdco Shareholders", Ironman BC Shareholders and the US Holdco Shareholders collectively, the "Ironman Shareholders") have entered into a definitive share exchange agreement dated December 7, 2024 ("Share Exchange Agreement") to acquire the Ironman Parties.

Key Terms of the Transaction

Consideration

Pursuant to the Share Exchange Agreement, the Company will purchase all the issued and outstanding shares of Ironman from the Ironman Shareholders in consideration for:

- (i) the issuance of an aggregate of 85,392,538 common shares in the capital of the Company (the "Consideration Shares") to the Ironman Shareholders, subject to escrow restrictions required by the TSX Venture Exchange; and
- (ii) the payment of an aggregate of \$6,000,000 in cash (the "Cash Consideration") to the Ironman Shareholders, which will be payable in equal installments of \$1,200,000 commencing 12 months from the closing date and continuing every 12 months thereafter over a period of 60 months, subject to the working capital adjustments set out in the Share Exchange Agreement

Security for Payment of Cash Consideration and Capital Adjustment

As security for the payment of the Cash Consideration and any positive working capital adjustment, the Company will enter into guarantees, general security agreements and share pledge agreements in favour of the Ironman Shareholders, and on the Closing Date, the Company and Ironman will enter into a priority agreement setting out the priority of the Consideration

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Promissory Notes and the Working Capital Adjustment Promissory Notes and how the guarantees, general security agreements and share pledge agreements will be dealt with as between the Ironman Shareholders and Lite Access.

Escrow Agreement

On completion of the Transaction, the Ironman Shareholders will enter into an escrow agreement whereby all the Consideration Shares will be held in escrow and be released three years from closing of the Transaction according to the escrow release schedule applicable to a Tier 2 value escrow agreement as prescribed under the policies of the TSX Venture Exchange

Related Party Transaction

Mike Irmen, who is a shareholder of Ironman, is also a director of the Company. Pursuant to the Share Exchange Agreement, Mr. Irmen and his spouse, Denise Irmen will each receive 38,422,142 Consideration Shares and \$2,592,772.20 Cash Consideration, and 599837 B.C. Ltd., a company related to Mr. Irmen will receive 9,000 Consideration Shares and \$238,284.00 Cash Consideration. As such, the Transaction constitutes a related party transaction pursuant to Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions. Accordingly, the Transaction will be subject to the approval of the shareholders of the Company, excluding any votes attached to shares beneficially owned by Mr. Irmen.

No finder's fee is being paid in connection with the Transaction. The completion of the Transaction is subject to shareholder approval, final approval of the Exchange and other conditions customary for this type of Transaction.

Management Change

On November 17, 2023, the Company announced the departure of CEO and director Mike Plotnikoff, effective November 15, 2023. Mark Tommasi, a seasoned Board member with over 30 years of corporate-level experience assumed the CEO role on an interim basis to guide the transition team in finalizing the merger transaction with Ironman.

Financing Update

During the first quarter of fiscal 2023, the Company closed a non-brokered private placement with gross proceeds of \$1,052,000. The offering consisted of secured convertible debentures of \$500,000 and 11,040,000 common shares at \$0.05 per share for gross proceeds of \$552,000. The debentures are secured under a general security agreement and mature on November 22, 2024. The debentures bear a fixed interest rate of 12% per annum, payable monthly commencing December 22, 2022. The debentures will be convertible into common shares of the Company at a conversion ratio of \$0.07 per common share if converted from the issue date to the last day of the first anniversary, and \$0.10 if converted from the first day of the second anniversary to the maturity date. The proceeds were used to fund working capital needs and growth initiatives.

On November 1, 2024, the Company renewed the debenture for another two years and all debenture holders approved to extend the maturity date to November 22, 2026. Other than the new maturity date, no other terms of the Debentures were amended. The principal amount of the debentures will continue to bear interest at a rate of 12% per annum and be convertible at a conversion price of \$0.10 per share.

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FINANCIAL PERFORMANCE

Operating results for the years ended September 30, 2024 and 2023.

The Company delivered mixed operating results in fiscal 2024. While the total revenue was lowered by 4% from last year, the gross profit and net loss were substantially improved. Gross profit of \$816,725 more than doubled the amount of \$364,977 recorded for fiscal 2023. Gross profit margin increased from 7% in 2023 to 17% in 2024. Operating expenses decreased by 26% to \$1,365,054 from \$1,852,540 reported last year. Net loss was reduced to \$630,770, down 58% from the amount of \$1,475,904 reported a year ago

Significant variances include:

	2024	2023	Variance
Revenue	4,776,978	5,001,619	(224,641)

Revenue of \$4,776,978 was reported for the year, down \$224,641 or 4% from the amount reported last year. The lower revenue was attributed to the lower product sales in 2024 due to the higher competition. The decline in product sales was partially offset by the higher construction revenue, which increased 6% to \$4,618,713 compared to the amount of \$4,346,395 reported a year ago. The construction revenue growth reflected the Company's efforts to improve project delivery and customer service to drive the demand and market share.

	2024	2023	Variance
Gross profit	816,725	364,977	451,748
	17%	7%	

Despite the lower revenue reported for the year, gross profit increased to \$816,725 from the amount of \$364,977 reported last year. As a result, the gross profit margin improved to 17% from 7% one year ago. The higher gross profit margin reflected the Company's continuous improvement on project selection, bidding process and contract execution.

Operating Expenses

	2024	2023	Variance
Total operating expenses	1,365,054	1,852,540	(487,486)
Operating expenses as a percentage of total revenue	29%	37%	

Operating expenses for the year were \$1,365,054, down 26% from \$1,852,540 reported last year. Operating expenses as a percentage of revenue decreased from 37% to 29% this year. The substantial reduction was driven by expense control measures the Company has taken to lower expenses in most categories except the higher insurance and amortization costs this year.

Significant variances include:

	2024	2023	Variance
Office and supplies	52,623	93,178	(40,555)

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Office and supplies decreased to \$52,623, down 44% compared to \$93,178 for last year, which reflected the cost-cutting initiatives that the Company has taken to reduce the overhead expenses.

	2024	2023	Variance
Professional fees	103,613	132,446	(28,833)

Professional Fees decreased by 22% to \$103,613 compared to \$132,446 reported for last year, due to the year-over-year decrease in legal fees.

	2024	2023	Variance
Share-based payments	63,586	155,694	(92,108)

Non-cash share-based payments decreased 59% to \$63,586 from \$155,694 reported last year. The higher expense last year resulted from the share-based payment expenses recognized for RSUs and stock options granted.

	2024	2023	Variance
Filing and listing fees	16,736	43,827	(27,091)

A total of \$16,736 was reported for the filing and listing fees, down 62% from last year. The higher filing fees in 2023 were primarily related to the private placement and convertible debenture issuance last year.

	2024	2023	Variance
Wages and consulting	865,896	1,007,922	(142,026)

Wages and consulting decreased 14% to \$865,896 compared to \$1,007,922 for last year. The decrease was mainly driven by the lower staff costs resulting from organization restructuring, partially offset by severance paid this year.

	2024	2023	Variance
Interest expense	90,664	80,792	9,872

Interest expense increased to \$90,664 from the amount of \$80,792 reported last year. The increase was primarily due to convertible debenture interest reported for full year in 2024 compared to ten months of interest for fiscal 2023.

EBITDA

Below is the calculation of the EBITDA for the years ended September 30, 2024 and 2023:

	2024	2023
Net (loss) from operations	(630,770)	(1,475,904)
Interest expense	90,664	80,792
Depreciation and amortization	214,037	242,560
Share-based payments	63,586	155,694
EBITDA*	(262,483)	(996,858)

**This is a non-GAAP financial measure*

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EBITDA loss for the year ended September 30, 2024 was \$262,483, down \$734,375 or 74% compared to EBITDA loss of \$996,858 reported last year. The decrease in EBITDA loss reflected the Company's continuous efforts on margin expansion and expense control.

Consolidated Statements of Financial Position as at September 30, 2024 and 2023

Significant variances include:

Assets and Liabilities

	September 30, 2024	September 30, 2023	Variance
Cash and cash equivalents	1,059,409	562,165	497,244

The cash balance went up 88% to \$1,059,409 compared to the balance as of September 30, 2023 as the cash provided from the operating activities increased, primarily driven by the decreased loss and payment slow down to related party.

	September 30, 2024	September 30, 2023	Variance
Amounts Receivable	652,790	1,048,108	(395,318)

Amounts receivable decreased 38% compared to the balance at the year end of fiscal 2023, primarily due to the approval process slowdown from a major customer as they implemented a new project management system, which impacted the Company's billing schedule. As at September 30, 2024, the amount of \$396,062 is past due. Of this amount, a total of \$22,656 was past due over 90 days. During the year ended September 30, 2024, the Company recorded a bad debt recovery of \$42,006 (2023: \$56,138) against the past due receivables, net of the provisions accrued, and receivable recovered during the year.

	September 30, 2024	September 30, 2023	Variance
Contract assets	1,316,002	303,774	1,012,228

Contract Assets increased by \$1,012,228 compared to the balance at the year end of last year. The substantial increase was primarily attributed to the approval process delay from one major customer who upgraded their project management system during the summer 2024. The amount of \$1,044,276 was billed after the year's end.

	September 30, 2024	September 30, 2023	Variance
Inventory	73,006	138,829	(65,823)

Inventory decreased 47% due to the materials purchased being installed for the projects.

	September 30, 2024	September 30, 2023	Variance
Property, plant and equipment	596,504	768,155	(171,651)

Property, plant, and equipment decreased 22% compared to the balance as at the year end of 2023, due to the amortization recorded during the year.

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	September 30, 2024	September 30, 2023	Variance
Accounts payable and accrued liabilities	478,149	507,328	(29,179)

Accounts payable and accrued liabilities decreased 6% compared to the amount reported as at the year end of fiscal 2023 due to payments made during the year.

	September 30, 2024	September 30, 2023	Variance
Due to related parties	3,307,956	1,759,187	1,548,769

Pursuant to the cooperation agreement the Company signed with Ironman, during the year ended September 30, 2024, the total amount of \$2,864,815 was billed to Lite Access for the construction services for multiple Lite Access projects. As at September 30, 2024, the amount of \$3,307,956 was outstanding, up 88% compared to the balance as at the year-end 2023, which included the cooperation fee payable \$359,543 carried over from last year.

	September 30, 2024	September 30, 2023	Variance
Lease liabilities (short and long-term)	90,950	169,712	(78,762)

The lease liability decreased to \$90,950 as at September 30, 2024 due to the lease payments made during the year in the total amount of \$78,762.

	September 30, 2024	September 30, 2023	Variance
Convertible debenture - debt component	497,899	489,168	8,731
Convertible debenture - equity component	18,807	18,807	-

The Company issued convertible debentures with gross proceeds of \$500,000 with the private placement closed in November 2022 (Refer to Note 10 of September 30, 2024 consolidated financial statements). The convertible debentures were accounted for as a compound financial instrument with liability and equity components recognized. The increase was for the accreted interest during the year toward its face value. As at September 30, 2024, no convertible debenture was converted to common shares. The debentures are due on November 22, 2024. After the year end, the Company extended the maturity date to November 22, 2026, while all other terms remain the same.

SELECTED ANNUAL INFORMATION

The audited consolidated financial statements for the years ended September 30, 2024, 2023 and 2022 were prepared in accordance with International Financial Reporting Standards (IFRS), with a Canadian dollar presentation currency.

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	Year Ended September 30, 2024 (Audited) \$	Year Ended September 30, 2023 (Audited) \$	Year Ended September 30, 2022 (Audited) \$
Revenue	4,776,978	5,001,619	5,776,549
Cost of revenue	3,960,253	4,636,642	5,939,348
Gross profit	816,725	364,977	(162,799)
Operating expenses	1,365,054	1,852,540	2,445,199
Other income (expenses)	(82,441)	11,659	14,974
Net Income(loss)from continuing operation	(630,770)	(1,475,904)	(2,593,024)
Comprehensive Income(loss)from discontinued operation	-	-	(268,439)
Earning (loss) per share from continuing operation-basic/diluted	(0.01)	(0.02)	(0.04)
Earning (loss) per share from discontinued operation-basic/diluted	-	-	(0.00)

SUMMARY OF QUARTERLY RESULTS

The following selected quarterly financial information is derived from the consolidated financial statements of the Company and has been prepared in accordance with IFRS, with a Canadian dollar presentation currency.

	September 30, 2024	June 30, 2024	March 31, 2024	December 31, 2023
	\$	\$	\$	\$
Revenue	1,298,306	1,565,418	1,002,411	910,843
Assets	3,718,012	3,253,970	3,030,280	2,871,182
Working capital	(1,242,539)	(1,128,184)	(1,112,852)	(968,401)
Shareholders' equity	(736,942)	(633,354)	(584,603)	(405,761)
Net Income (Loss)	(113,804)	(54,503)	(195,753)	(266,710)
Income (Loss) per Common Share - Basic/Diluted	(0.00)	(0.00)	(0.00)	(0.00)

	September 30, 2023	June 30, 2023	March 31, 2023	December 31, 2022
	\$	\$	\$	\$
Revenue	894,878	720,437	1,540,711	1,845,593
Assets	2,852,621	3,008,200	3,779,462	4,064,245
Working capital	(277,795)	71,498	480,919	631,784
Shareholders' equity	(169,758)	199,768	663,081	868,401
Net Income (Loss)	(400,225)	(502,326)	(267,382)	(305,972)
Income (Loss) per Common Share - Basic/Diluted	(0.00)	(0.01)	(0.00)	(0.00)

Overall, the Company has seen a fluctuation in operational activity over the eight most recently completed quarters primarily due to the nature of its business. Timing of project execution is subject to many factors which are out of the Company's control. These factors included scope and design change, customer timeline change, project financing delay, regulatory permit approval, unexpected weather condition, material and labor shortage, and delay caused by other subcontractors. All those factors will impact the construction schedule and timing of the revenue recognition. Results in any quarter are not necessarily indicative of results of any other quarter or for the year. The analysis of operating results for other quarters was included in the interim management discussion and analysis for each respective quarter.

For the fourth quarter ended September 30, 2024, the Company reported a total revenue of \$1,298,306, up \$403,428 from \$894,878 reported for the fourth quarter of last year. The substantial revenue increase was driven by the higher construction revenue from a major customer. Operating expenses decreased to \$272,781, down \$89,363 compared to

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\$362,144 reported a year ago. As a result, net loss for the quarter decreased to \$113,804 compared to \$400,225 for the fourth quarter of last year.

LIQUIDITY AND CAPITAL MANAGEMENT

Liquidity Management

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's objective is to ensure that there are sufficient committed financial resources to meet its short-term business requirements for the foreseeable future. As at September 30, 2024, the Company had a cash balance of \$1,059,409 and working capital deficit of \$1,242,539 (2023: \$277,795). The deficit included the convertible debenture of \$497,899 due on November 22, 2024. The debentures are secured under a general security agreement. The initial maturity date is November 22, 2024 and it was extended for two more years to November 22, 2026. The debentures bear a fixed interest rate of 12% per annum, payable monthly commencing December 22, 2022. At the holder's option, the debentures will be convertible into common shares of the Company at a conversion ratio of \$0.07 per common share if converted from the issue date to the last day of the first anniversary, and \$0.10 if converted from the first day of the second anniversary to the maturity date.

To mitigate liquidity risk, the Company will look to improve the working capital, generate positive cash flow from forecasted sales and services, raise capital through equity financing, warrant exercises and maintain an accessible line of credit. The Company's continuing operations are dependent, ultimately, upon reaching and maintaining profitable operations. Management plans to continue to deliver contracts and obtain new contracts and ensure the Company can generate sustainable, long-term profitability. The Company may need to raise additional funds to continue as a going concern and there can be no assurances that sufficient funding, including adequate financing, will be available. The ability of the Company to arrange additional financing in the future depends, in part, on the prevailing capital market conditions and profitability of its operations. These material uncertainties may cast significant doubt on the Company's ability to continue as a going concern.

Management of Capital

The Company considers its cash and cash equivalents and shareholders' equity as capital. There are no external restrictions on the Company's capital, and there have been no changes in this regard during the year ended September 30, 2024. The Company's principal source of funds for its operations is from sales and services, as well as the issuance of common shares and entering debt facilities. The issuance of common shares and debt facilities requires the approval of the Board of Directors. It is the Company's objective to safeguard its ability to continue as a going concern, so that it can continue to operate for the benefit of its stakeholders.

The Company uses stock options and restricted share units to retain and provide future Incentives to key employees and members of the management team. The Board of Directors determines the granting of stock options and restricted share units. The Company's overall capital management strategy remains unchanged from the prior year.

TRANSACTIONS WITH RELATED PARTIES

During the years ended September 30, 2024 and 2023, the Company entered related party transactions or held balances with the following individuals and corporations:

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David Toyoda	Director
Michael Plotnikoff	Former CEO and Director
Linda Han	CFO
Mark Tommasi	CEO and Director
622738 BC Ltd.	Company controlled by Mark Tommasi
Michael Irmen	Director
Ironman Directional Drilling Ltd.	Company controlled by Michael Irmen
1097195 BC Ltd.	Company controlled by Michael Irmen
Alex McAulay	Director

Key Management Compensation

	2024	2023
	\$	\$
Wages, consulting fees, director fees and investor relation expenses	379,689	371,386
Share-based payments	35,533	80,821
Total	415,222	452,207

Other Related Party Transactions

(a) Cooperation Agreement with Ironman

On July 26, 2022, the Company signed a cooperation agreement with Ironman Direction Drilling Ltd. whereby Lite Access and Ironman Directional Drilling Ltd. will jointly provide their specialized fiber installation and directional drilling services on new fiber optic network projects.

Under the terms of the cooperation agreement, Lite Access offers Ironman the right of first refusal to provide directional drilling services on all new projects of Lite Access. In each instance of cooperation, Lite Access and Ironman will enter into a binding service agreement that sets out the services and consideration paid to Ironman for each Lite Access new project. The cooperation agreement further provides that Ironman offers Lite Access the right of first refusal to provide its fiber installation services on all new projects of Ironman. The term of the cooperation agreement is three years. In consideration of Ironman agreeing to enter into this cooperation agreement, Ironman will receive a maximum of \$400,000 cooperation fees over two years through a profit-sharing arrangement on Lite Access new projects. Pursuant to the profit-sharing arrangement, Lite Access will pay the cooperation fees to Ironman by paying 60% of the gross profit on cooperation projects. The agreement may be terminated by either party on thirty days' notice if Ironman has received the payment of \$400,000 cooperation fees.

During the years ended September 30, 2024, Ironman provided construction services for multiple Lite Access projects and a total amount of \$2,852,939 (2023: \$2,573,018) was billed to Lite Access. As at September 30, 2024, the amount of \$3,307,956 (2023: \$1,393,874) was outstanding. No cooperation fees were earned in fiscal 2024 (2023: \$24,718). As at September 30, 2024, cooperation fees \$359,543, inclusive of GST (September 30, 2023: \$359,543) were outstanding and reported under due to related parties on the balance sheet.

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(b) Private Placement

On November 22, 2022, the Company closed a non-brokered private placement with gross proceeds of \$1,052,000. The offering consisted of secured convertible debenture of \$500,000 and 11,040,000 common shares at \$0.05 per share for gross proceeds of \$552,000.

Insiders subscribed for a total of 1,000,000 common shares for aggregate gross proceeds of \$50,000, and convertible debentures in the principal amount of \$250,000. The issuance of common shares and convertible debentures to insiders are considered related party transactions. As at September 30, 2024 and the date of this MD&A, no debenture was converted and a total interest of \$30,000 was paid to the related party during the year ended September 30, 2024 (2023: \$25,000).

SEGMENTED INFORMATION

The Company's principal business locations and operations are in British Columbia, Canada. The Company has two reporting segments: product sales and fiber optic installations. The Company reports activities not directly attributable to an operating segment under Corporate

	Product sales (\$)	Fibre optic installation (\$)	Corporate (\$)	Total (\$)
As at September 30, 2024				
Total assets	13,534	3,345,599	358,879	3,718,012
Total liabilities	-	(3,916,470)	(538,484)	(4,454,954)

	Product	Fibre optic installation	Corporate	Total
As at September 30, 2023				
Total assets	-	2,496,441	356,180	2,852,621
Total liabilities	-	2,493,211	529,168	3,022,379

	Product	Fibre optic installation	Corporate	Total
For Year Ended September 30, 2024				
Revenue	158,265	4,618,713	-	4,776,978
Net income (loss) from continuing operation	30,138	131,360	(792,268)	(630,770)

	Product	Fibre optic installation	Corporate	Total
For Year Ended September 30, 2023				
Revenue	655,224	4,346,395	-	5,001,619
Net income (loss) from continuing operation	136,800	(1,399,595)	(213,109)	(1,475,904)

SUBSEQUENT EVENTS

On November 1, 2024, the Company announced it will extend the maturity date of previously issued convertible debentures in the principal amount of \$500,000 from November 22, 2024 to November 22, 2026. The new maturity date has been approved by all the holders of the debentures. The principal amount of the Debentures will continue to bear interest at a rate of 12% per annum and be convertible at a conversion price of \$0.10 per share. Other than the new maturity date, no other terms of the Debentures were amended.

On December 7, 2024, the Company, the Ironman Parties and the Ironman Shareholders entered into a Share Exchange Agreement, whereby the Company agreed to acquire all of the issued and outstanding shares of the Ironman Parties from the Ironman Shareholders. See "Merger and Acquisition".

PROPOSED TRANSACTIONS

The Company is identifying opportunities for acquisitions to increase its capacity and capability to execute projects in telecommunications network deployment in North America. Refer to Note 23 of the Company's consolidated financial statements for the year ended September 30, 2024.

CRITICAL ACCOUNTING ESTIMATIONS AND JUDGEMENTS

The preparation of the audited consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of any contingent assets and liabilities as at the date of the audited consolidated financial statements, as well as the reported amounts of revenues earned, and expenses incurred during the periods. Actual results could differ from those estimates.

Significant accounts that require estimates as the basis for determining the stated amounts include inventory valuation, amounts receivable and holdbacks receivable, impairment of goodwill, revenues recognized based on percentage of

completion, property, plant and equipment impairment and amortization, and estimation of onerous contracts. Refer to Note 5 of the Company's audited consolidated financial statements for the year ended September 30, 2024.

SIGNICANT ACCOUNTING POLICIES

The Company follows the accounting policies described in Note 3 of the Company's audited consolidated financial statements for the year ended September 30, 2024.

CHANGES IN ACCOUNTING POLICIES AND NEW ACCOUNTING PRONOUNCEMENTS

Refer to Note 4 of the Company's audited consolidated financial statements for the year ended September 30, 2024.

FINANCIAL INSTRUMENTS AND MANAGEMENT OF FINANCIAL RISK

The Company's financial instruments include cash and cash equivalents, amounts receivable, accounts payable and accrued liabilities, provision, long-term debt, lease liabilities and due to related parties. The carrying value of the financial instruments approximates their fair values. Refer to Note 18 of the Company's audited consolidated financial statements for the year ended September 30, 2024.

The Company's continuing operations are dependent, ultimately, upon reaching and maintaining profitable operations. Management plans to continue to deliver contracts and obtain new contracts and ensure the Company can generate sustainable, long-term profitability. The Company may need to raise additional funds to continue as a going concern and there can be no assurances that sufficient funding, including adequate financing, will be available. The ability of the Company to arrange additional financing in the future depends, in part, on the prevailing capital market conditions and profitability of its operations. These material uncertainties may cast significant doubt on the Company's ability to continue as a going concern. Refer to Liquidity and Capital Management Section above as well as Note 1 of the Company's unaudited condensed interim consolidated financial statements for the year ended September 30, 2024.

OTHER

Outstanding Share Data

The Company is authorized to issue unlimited common shares without par value and unlimited preferred shares without par value. On February 3, 2024, the Company issued 1,400,000 common shares for the RSUs exercised. As at September

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30, 2024 and date of this MD&A, the Company had 87,292,538 common shares issued and outstanding. The holders of common shares are entitled to one vote per share at meetings of the Company.

During the year ended September 30, 2024, no options and warrants were exercised. As at September 30, 2024, and the date of this MD&A, 8,355,000 warrants were outstanding. As at September 30, 2024, 6,965,000 options were outstanding. After the year end, 1,550,000 options were cancelled. As at the date of this MD&A, the total options outstanding was 5,415,000.

In February 2023, the Company adopted a securities-based compensation plan and granted a total of 3,250,000 restricted share units to certain officers, directors, and consultants. During the year ended September 30, 2024, 450,000 RSUs issued to the former CEO were cancelled and 1,400,000 RSUs were exercised. As at September 30, 2024 and date of this MD&A, a total of 1,400,000 RSUs were outstanding.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

RISK FACTORS

The following risk factors, as well as risks not currently known to Lite Access, could materially adversely affect Lite Access's future business activities and financial condition, and could cause them to differ materially from the estimates described in forward-looking statements relating to Lite Access. Before making an investment decision, consideration should be made of the principal risks and uncertainties described below:

High Degree of Product Concentration

Substantially all the Company's currently anticipated revenues will be derived from a limited number of products and services. Consequently, the Company's performance will depend on establishing market acceptance of these products and services, as well as enhancing the performance of such products and services to meet the evolving needs of customers. The Company, like other entities involved in a rapidly evolving new industry, faces the risk that the Company's products and services may not prove to be commercially successful or may be rendered obsolete by further scientific and technological developments. There can be no assurances that the Company will establish and maintain a position at the forefront of emerging technological trends. Any reduction in anticipated future demand or anticipated future sales of these products or any increase in competition could have a material adverse effect on the Company's business prospects, operating results, or financial condition.

Competition

The Company has experienced, and expects to continue to experience, competition from several companies. The Company's competitors may announce new products, services or enhancements that better meet the needs of customers or change industry standards. Increased competition may cause price reductions, reduced gross margins and loss of market share, any of which could have a material adverse effect on the Company's business, results of operations and financial condition.

Many of the competitors and potential competitors of the Company have significantly greater financial, technical, marketing and/or service resources than does the Company. Many of these companies also have a larger installed base of users, longer operating histories, or greater name recognition than the Company. Customers of the Company are

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particularly concerned that their suppliers will continue to operate and provide upgrades and maintenance over a long-term period. Prospective customers may negatively perceive the Company's smaller size and short operating history. Even if competitors of the Company provide products with more limited system functionality than those of the Company, these products may incorporate other capabilities of interest to some customers and may be appealing due to a reduction in the number of different types of systems used to operate such customers' businesses. Further, competitors may be able to respond more quickly than the Company to changes in customer requirements and devote greater resources to the enhancement, promotion, and sale of their products.

Market Uncertainty

The Company's success depends to a significant degree on its ability to develop the market and gain acceptance for its products and services. There is no assurance that a significant market will develop for the Company's principal products and services. There can be no assurances that the additional commercial applications and markets for the Company's products and services will develop as currently contemplated. To manage such development, the Company must continue to expand its existing resources and management information systems and must attract, train, and motivate qualified marketing, management, technical and administrative personnel. There can be no assurance that the Company will be able to achieve these goals.

Labor and Key Personnel

The Company depends on the services of its key management personnel. The loss of one of these people could have a significant unfavorable impact on the Company, its operating results, and its financial position. The success of the Company is largely dependent upon its ability to identify, hire, train, motivate and retain highly skilled management employees, engineers, technical employees, and sales and marketing personnel. Competition for its employees can be intense, and the Company cannot ensure that it will be able to bring in and retain highly skilled technical and management personnel in the future. Its ability to bring in and retain management and technical personnel and the necessary sales and marketing employees could have an unfavorable impact on its growth and future profitability. The Company may be obligated to increase the compensation paid to current or new employees, which could substantially increase operating expenses.

Growth Management and Market Development

There is no guarantee that the Company can develop its market significantly, thus affecting its profitability. The Company's expected growth might create significant pressure on management, operations, and technical resources. To manage its growth, Lite Access may need to increase the size of its technical and operational staff and manage its personnel while maintaining many effective relationships with third parties.

Pricing Policies

The competitive market in which Lite Access operates could force it to reduce its prices. If its competitors offer large discounts on certain products and services to gain market share or sell products and services, the Company may need to lower its prices and offer other favorable terms to compete successfully. Such changes could reduce profit margins and have an unfavorable impact on its operating results. Some of Lite Access's competitors could offer products and services that compete with theirs as part of a long-term pricing strategy or offer price guarantees or product implementation. With time, these practices could limit the prices Lite Access may charge for its products and services. If Lite Access cannot offset these price reductions with a corresponding increase in sales volume or decreased expense, the decreased revenues from products and services could unfavorably affect its profit margins and its operating results.

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Product Failures and Mistakes

Lite Access products may contain failures and mistakes that could be detected at any time in a product's life cycle. Failures and mistakes in its products could have a significant unfavorable impact on its reputation, open it up to significant costs, delay product launch dates, and harm its ability to sell its products in the future. The costs of correcting a failure or mistake in one of these products could be significant and could negatively affect its operating margins. Although Lite Access expects to continue to test products to detect failures and mistakes and to work with its customers through its support and maintenance services to find and correct failures and mistakes, they could appear in its products in the future.

Technological Obsolescence

Competitors and new companies could launch new products. To remain on the cutting edge of technology, Lite Access may need to launch a new generation of products and services. Whether it is competition from development companies or a merger or acquisition of existing companies, competition within certain fiber optic industry sectors offering solutions like what Lite Access offers could increase. Technological progress and product development could make Lite Access products obsolete or reduce their value.

Lite Access may Acquire Businesses and Assets which are not Successfully Integrated

Lite Access undertakes evaluations of opportunities to acquire additional properties and businesses. Any acquisitions may change the scale of Lite Access's business and may expose Lite Access to new geographic, political, operating, and financial risks. Lite Access's success in its acquisition activities depends on its ability to identify suitable acquisition candidates, acquire them on acceptable terms, and integrate their operations successfully. Any acquisitions would be accompanied by risks, such as the difficulty of assimilating the operations and personnel of any acquired companies; the potential disruption of Lite Access's ongoing business; the inability of management to realize anticipated synergies and maximize the financial and strategic position of Lite Access; the failure to maintain uniform standards, controls, procedures and policies; the impairment of relationships with employees and contractors as a result of any integration of new management personnel, and the potential unknown liabilities associated with acquired assets and businesses. There can be no assurance that any assets or business acquired will prove to be beneficial or that Lite Access will be able to integrate the required businesses successfully, which could slow Lite Access's rate of expansion and Lite Access's business, and financial condition could suffer.

Lite Access may need additional capital to finance acquisitions (whether completed or not) which may require the payment of monies (as a deposit and/or exclusivity fee) after only limited due diligence and prior to the completion of comprehensive due diligence. There can be no guarantee that any proposed acquisition will be completed or be successful. If the proposed acquisition is not completed, monies already advanced may not be recoverable, which may have a material adverse effect on the Company. If Lite Access obtains debt financing, it will be exposed to the risk of leverage and its operations could become subject to restrictive loan and lease covenants and undertakings. If Lite Access obtains equity financing, existing shareholders may suffer dilution. There can be no assurance that Lite Access would be successful in overcoming these risks or any other problems encountered in connection with such financing.

Lite Access may be Subject to Litigation

Lite Access may be involved in disputes with other parties, which may result in litigation. If Lite Access is unable to resolve these disputes favorably, it may have a material adverse impact on Lite Access's financial condition.

Lite Access does not have a Dividend History

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No dividends have been paid by Lite Access to date. Lite Access anticipates that for the foreseeable future it will retain future earnings and other cash resources for the operation and development of its business. Payment of any future dividends will be at the discretion of Lite Access's Board of Directors after considering many factors, including Lite Access's financial condition and current and anticipated cash needs.

Securities Investment Risks

Potential investors and shareholders should be aware that there are risks associated with any securities investment. The prices at which the Lite Access shares trade may be above or below the issue price and may fluctuate in response to several factors.

Closing Details

Other information about the Company is available at www.sedar.com or on the Company's website www.liteaccess.com.

"Mark Tommasi"

Mark Tommasi, CEO and Director
Vancouver, Canada
January 27, 2025



MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE THREE AND SIX MONTHS ENDED MARCH 31, 2025 AND 2024

LITE ACCESS TECHNOLOGIES INC.

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For the Three and Six Months Ended March 31, 2025 and 2024

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INTRODUCTION

This management's discussion and analysis ("MD&A") for Lite Access Technologies Inc. (the "Company" or "Lite Access" or "LTE"), dated July 14, 2025, should be read in conjunction with the unaudited condensed interim consolidated financial statements for the three and six months ended March 31, 2025 (the "interim financial statements") and other corporate filings of the Company, including the Company's audited consolidated financial statements for the years ended September 30, 2024. Except as otherwise disclosed, all financial information in this report is presented in Canadian dollars.

The Company's unaudited condensed interim consolidated financial statements and the notes thereto for the three and six months ended March 31, 2025 were prepared in accordance with IAS 34, Interim Financial Reporting, using the same accounting policies as described in the Company's audited consolidated financial statements for the year ended September 30, 2024. The condensed interim consolidated financial statements do not include all of the information required for a complete set of financial statements prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). The condensed interim consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements for the year ended September 30, 2024..

FORWARD-LOOKING INFORMATION, DEFINITIONS AND RISKS NOTICE

This management's discussion and analysis is a review of the Company's financial performance and financial condition as at and for the three and six months ended March 31, 2025 and based on facts and circumstances as of July 14, 2025. When we discuss our costs and timing of current and proposed operations, working capital requirements, the requirement for additional capital, future prices, future accounting changes or other things that have not yet happened in this review we are making statements considered to be *forward-looking information* under Canadian securities laws.

The forward-looking information in this MD&A typically includes words and phrases about the future, such as: "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases, or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". We can give no assurance that the forward-looking information will prove to be accurate. It is based on a number of assumptions management believes to be reasonable, including but not limited to no material adverse change in the fiber optic market and exchange rates, competition, reliance of significant customers, limited volatility in the Company's share price, no material changes in the competitive market, the Company will be successful in retaining qualified staff, and such other assumptions and factors as set out herein. If our assumptions prove to be incorrect or risks materialize, our actual results and events may vary materially from what we currently expect as set out in this review.

It is also subject to risks associated with our business, including but not limited to: risks inherent in the fiber optic business, ability to fulfill any contract awards or to be retained for the full value of a contract award, requirements for additional capital, government regulations, reliance on key personnel, rapid technology changes, competition, lack of demand, equipment failures, environmental risks, protection of intellectual property rights, and the timing and possible outcome of pending litigation and other risks that are set out below.

We recommend that you review this management's discussion and analysis, which includes a discussion of material risks that could cause actual results to differ materially from our current expectations. Forward-looking information is designed to help you understand management's current views of our near-and-term prospects, and it may not be appropriate for other purposes.

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Non-IFRS Measure: EBITDA is a measure not recognized under IFRS. However, management of Lite Access believes that most shareholders, creditors, other stakeholders, and investment analysts prefer to have these measures included as reported measures of operating performance, a proxy for cash flow, and to facilitate valuation analysis. Lite Access believes that these supplementary measures reflect the Company's ongoing business in a manner that allows for meaningful period-to-period comparisons and analysis of trends in its business. It also allows for relevant comparisons of financial performance with the Company's peers, which will help investors make better investment decisions. EBITDA is defined as earnings before interest expenses, income taxes, depreciation and amortization, and share-based compensation. Management believes EBITDA is a useful measure that facilitates period-to-period operating comparisons.

EBITDA does not have any standardized meanings prescribed by IFRS and therefore may not be comparable to similar measures presented by other issuers. Readers are cautioned that EBITDA is not an alternative to measures determined in accordance with IFRS and should not, on its own, be construed as indicators of performance, cash flow or profitability. References to Lite Access' EBITDA should be read in conjunction with the financial statements and management's discussion and analysis of Lite Access posted on SEDAR (www.sedar.com).

COMPANY OVERVIEW

Lite Access Technologies Inc. ("Lite Access" or the "Company") is an industry leader in fiber optic products and advanced installation methodologies. The Company offers integrated solutions for all types of telecom requirements. Beginning with a comprehensive project analysis to engineering, design and permitting, Lite Access offers a full complement of aerial and underground construction methodologies including splicing, testing and maintenance.

Our innovative approach, flexible products and installation solutions are combined with decades of experience and unparalleled passion. 'The Lite Access Way' methodology of construction for both trunk and fiber-to-the-premises (FTTX) connectivity has become a recommended and preferred method of fiber installation.

Lite Access' installation technology and proprietary products extend a network provider's ability to deliver true broadband connectivity directly to end-users, such as homes, businesses, government and educational institutions, and emergency response facilities. Lite Access remains flexible and innovative in its commitment to providing global clients and partners with the most cost-effective and proven fiber connectivity solutions available.

Lite Access is a public company listed as a Tier 1 Industrial Issuer on the TSX Venture Exchange ("TSX-V") under the stock symbol "LTE".

Lite Access was incorporated on October 20, 2003, under the Business Corporations Act (British Columbia). The head office is located at 110 - 6039 196 Street, Surrey, British Columbia, Canada, V3S 7X4, and its registered and records office is located at 704 – 595 Howe Street, Vancouver, British Columbia, Canada, V6C 2T5.

COMPANY DEVELOPMENT AND OUTLOOK

Refer to the discussion on Company development in annual MD&A for the years ended September 30, 2024 and 2023 posted on Sedar (www.sedar.com)

Merger and Acquisition

As disclosed in Note 23 of the annual financial statements for the year ended September 30, 2024, on May 3, 2023, the Company entered a non-binding letter of intent to acquire 1097195 B.C. Ltd. ("Ironman Directional Drilling Ltd.") and its

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wholly owned subsidiary, Ironman Directional Drilling Ltd., an experienced provider of directional drilling (the "Transaction"). Since the transaction was announced, the Company has been working with Ironman team on due diligence, shareholder approval, TSX Venture Exchange approval and other conditions customary for the transaction.

On December 7, 2024, the Company, the Ironman Parties and the Ironman Shareholders entered into a Share Exchange Agreement, whereby the Company agreed to acquire all the issued and outstanding shares of the Ironman Parties from the Ironman Shareholders.

On January 30, 2025, the Company, the Ironman Parties and the Ironman Shareholders entered into an Amending Agreement removing "Ironman US Holdings Inc." as a party to the Share Exchange Agreement and replacing it with "Ironman Directional Drilling US Inc."

Key Terms of Transaction

Consideration

Pursuant to the Share Exchange Agreement, the Company will purchase all the issued and outstanding shares of the Ironman Parties from the Ironman Shareholders in consideration for:

- (i) the issuance of an aggregate of 85,392,538 common shares in the capital of the Company (the "Consideration Shares") to the Ironman Shareholders, subject to escrow restrictions required by the TSX Venture Exchange; and
- (ii) the payment of an aggregate of \$6,000,000 in cash (the "Cash Consideration") to the Ironman Shareholders, which will be payable in equal installments of \$1,200,000 commencing 12 months from the closing date and continuing every 12 months thereafter over a period of 60 months.

Any instalment payment not paid when due shall bear interest at a default rate equal to the prime interest rate set by Bank of Canada plus 3% per annum.

Net Working Capital Adjustment

The Company shall prepare the closing date working capital statement no later than 120 days after the transaction is closed. The target net working capital is set as \$nil. If the closing net working capital is less than the target net working capital, the Ironman shareholders shall pay Lite Access their respective pro rata share equal to the difference. If the closing net working capital is greater than the net working capital, Lite Access shall pay to the Ironman shareholders an amount equal to such difference (the "positive working capital adjustment"). The positive working capital adjustment shall be due and payable in five equal instalments, with the first instalment payment due and payable on or before the date that is twelve months following the closing date and each subsequent payment due and payable on or before the twelve-month anniversary of the previous payment. Any working capital adjustment instalment payment not paid when due shall bear interest at a default rate equal to the prime interest rate set by Bank of Canada plus 3% per annum,

Security for Payment of Cash Consideration and Capital Adjustment

As security for the payment of the Cash Consideration and any positive working capital adjustment, the Company will enter into guarantees, general security agreements and share pledge agreements in favor of the Ironman shareholders, and on

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the closing Date, the Company and Ironman will enter into a priority agreement setting out the priority of the Consideration Promissory Notes and the Working Capital Adjustment Promissory Notes and how the guarantees, general security agreements and share pledge agreements will be dealt with as between the Ironman Shareholders and Lite Access.

Escrow Agreement

On completion of the Transaction, the Ironman Shareholders will enter into an escrow agreement whereby all the Consideration Shares will be held in escrow and be released three years from closing of the Transaction according to the escrow release schedule applicable to a Tier 2 value escrow agreement as prescribed under the policies of the TSX Venture Exchange

Related Party Transaction

Mike Irmen, who is a shareholder of Ironman, is also a director of the Company. Pursuant to the Share Exchange Agreement, Mr. Irmen and his spouse, Denise Irmen will each receive 38,422,142 Consideration Shares and \$2,592,772.20 Cash Consideration, and 599837 B.C. Ltd., a company related to Mr. Irmen will receive 9,000 Consideration Shares and \$238,284.00 Cash Consideration. As such, the Transaction constitutes a related party transaction pursuant to Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions. Accordingly, the Transaction will be subject to the approval of the shareholders of the Company, excluding any votes attached to shares beneficially owned by Mr. Irmen.

No finder's fee shall be paid in connection with the Transaction. The completion of the Transaction is subject to shareholder approval, final approval of the Exchange and other conditions customary for this type of Transaction.

Management Change

On November 17, 2023, the Company announced the departure of CEO and director Mike Plotnikoff, effective November 15, 2023. Mark Tommasi, a seasoned Board member with over 30 years of corporate-level experience, assumed the CEO role on an interim basis to guide the transition team in finalizing the merger transaction with Ironman.

Financing Update

On November 1, 2024, the Company extended its maturity date of the convertible debenture from November 22, 2024 to November 22, 2026. The principal amount of the debentures will continue to bear interest at a rate of 12% per annum and be convertible at a conversion price of \$0.10 per share. Other than the new maturity date, no other terms of the Debentures were amended.

Operation Update

While the Company continues to work through the merger transaction with Ironman, the Company are expanding the operation organically to drive revenue growth in response to the increasing demand and new opportunities. To support this expansion, the Company increased the workforce during the quarter ended March 31, 2025 and invested on the capital assets to facilitate the growth. The enhanced operational capabilities will enable the Company to enter the new market, diversify the services and better serve the customers. The Company expects the expanded team to be fully operational in the third quarter of 2025.

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FINANCIAL PERFORMANCE

Operating results for the three months ended March 31, 2025 and 2024

For the three months ended March 31, 2025, the Company reported total revenue of \$935,230 (2024 - \$1,002,411), gross profit of \$96,810 (2024 - \$194,168) and net loss of \$361,170 (2024 - \$195,753). Certain prior period comparative figures have been reclassified to conform with the current year's presentation.

Significant variances include:

	Three Months Ended March 31		
	2025	2024	Variance
Revenue	935,230	1,002,411	(67,181)

Revenue of \$935,230 was reported for the quarter, down \$67,181 or 7% compared to the amount reported last year. During the quarter ended March 31, 2025, the Company primarily engaged in expanding the operation, which negatively impacted the revenue generation for the quarter.

	Three Months Ended March 31		
	2025	2024	Variance
Gross margin	96,810	194,168	(97,358)
	10%	19%	

Gross profit for the quarter was \$96,810, down 50% from \$194,168 reported last year. Gross profit margin decreased to 10% from 19% one year ago. The lower gross profit margin was primarily due to the additional cost incurred for the expansion.

Operating Expenses

	Three Months Ended March 31		
	2025	2024	Variance
Total operating expenses	419,275	370,156	49,119
Total operating expenses as a percentage of total revenue	45%	37%	

Operating expenses for the quarter were \$419,275, up 13% from \$370,156 reported last year. The increase was primarily attributed to the higher staff costs, office expenses, and amortization due to the operation expansion. The higher legal fee for the merger transaction is another contributor for the higher operating expenses.

Significant variances include:

	Three Months Ended March 31		
	2025	2024	Variance
Amortization	48,428	16,952	31,476

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Amortization increased to \$48,428 compared to \$16,952 reported for the second quarter of last year, resulted from the additional amortization for the new office and warehouse the Company leased in March 2025.

	Three Months Ended March 31		
	2025	2024	Variance
Insurance	19,339	23,525	(4,186)

Insurance expenses decreased primarily due to the lower premium costs after the policy was renewed in October 2024.

	Three Months Ended March 31		
	2025	2024	Variance
Office and supplies	19,796	9,949	9,847

Office and supplies increased to \$19,796, up 99% compared to \$9,949 in the second quarter of last year, which was primarily due to the higher IT expenses, safety supplies and business licenses fee incurred this quarter.

	Three Months Ended March 31		
	2025	2024	Variance
Professional fees	46,751	25,789	20,962

Professional Fees increased by 81% to \$46,751 compared to \$25,789 reported for the second quarter of last year, due to the higher legal fee incurred this year for the merger transaction.

	Three Months Ended March 31		
	2025	2024	Variance
Share-based payments	3,096	16,910	(13,814)

Non-cash share-based payments decreased to \$3,096 from \$16,910 reported last year. The higher expenses last year were mainly due to the stock options granted during the second quarter of last year.

	Three Months Ended March 31		
	2025	2024	Variance
Wages and consulting	242,362	228,677	13,685

Wages and consulting increased 6% to \$242,362 compared to \$228,677 for the second quarter of last year. The increase was mainly contributed by the higher staff costs incurred as part of the expansion plan.

	Three Months Ended March 31		
	2025	2024	Variance
Interest expense	39,809	21,946	17,863

Interest expense for the quarter was \$39,809, up \$17,863 or 81% from \$21,946 for the second quarter last year. The increase was contributed by the interest paid for the new office and warehouse leased in March 2025.

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Operating results for the six months ended March 31, 2025 and 2024

For the six months ended March 31, 2025, the Company reported total revenue of \$2,366,183 and gross profit of \$345,926. Gross profit margin decreased to 15% from 17% a year ago. Operating expenses increased 3% to \$769,013 from the comparative period of last year. Net loss of \$472,656 was reported, up 2% from \$462,463 reported last year. Certain prior period comparative figures have been reclassified to conform with the current year's presentation.

Significant variances include:

	Six Months Ended March 31		Variance
	2025	2024	
Revenue	2,366,183	1,913,254	452,929

Revenue of \$2,366,183 was reported for the quarter, up \$452,929 or 24% compared to the amount reported last year. The higher revenue reflected the Company's efforts to improve project delivery and customer service to increase demand and market share.

	Six Months Ended March 31		Variance
	2025	2024	
Gross profit	345,926	321,677	24,249
	15%	17%	

The gross profit increased to \$345,926 from \$321,677 reported for the comparative period of last year, driven by the higher revenue this year. Gross profit margin decreased from 17% last year to 15% this year, primarily due to the additional cost incurred for the expansion of operation.

Operating Expenses

	Six Months Ended March 31		Variance
	2025	2024	
Total operating expenses	769,013	743,674	25,339
Operating expenses as a percentage of total revenue	33%	39%	

Operating expenses for the six months ended March 31, 2025 were \$769,013, up 3% from \$743,674 reported last year. Operating expenses as a percentage of revenue decreased to 33% from 39% reported last year due to the higher revenue this year. The increase of \$25,339 was primarily contributed by the higher amortization, office expenses and legal fees, partially offset by the lower stock-based payments, insurance, and travel expenses this year.

EBITDA

Below is the calculation of the EBITDA for the three and six months ended March 31, 2025 and 2024:

LITE ACCESS TECHNOLOGIES INC.**Management's Discussion and Analysis****For the Three and Six Months Ended March 31, 2025 and 2024****Expressed in Canadian Dollars**

	Three Months Ended March 31		Six Months Ended March 31	
	2025	2024	2025	2024
Net (loss) from operations	(361,170)	(195,753)	(472,656)	(462,463)
Interest expense	39,809	21,946	59,127	43,787
Depreciation and amortization	93,399	53,972	145,187	108,228
Share-based payments	3,096	16,910	8,786	47,618
EBITDA*	(224,866)	(102,925)	(259,556)	(262,830)

*This is a non-GAAP financial measure

EBITDA loss for the three months ended March 31, 2025 was \$224,866, more than doubled the loss of \$102,924 reported for the second quarter of fiscal 2024. The increased loss was due to lower revenue this year and additional costs and expenses incurred to ramp up the expanded operation. For the six-month period, the EBITDA loss was slightly lower than the comparative period of last year, which was contributed by the better operating results of first quarter this year.

Consolidated Statements of Financial Position as at March 31, 2025 and September 30, 2024

Significant variances include:

Assets and Liabilities

	March 31, 2025	September 30, 2024	Variance
Cash and cash equivalents	1,688,876	1,059,409	629,467

The cash balance went up 59% to \$1,688,876 compared to the balance as of September 30, 2024, as the cash provided from the operating activities increased, primarily driven by the payment slowdown to related parties.

	March 31, 2025	September 30, 2024	Variance
Amounts Receivable	638,945	652,790	(13,845)

Amounts receivable decreased to \$638,945 from \$652,790 reported at the end of fiscal 2024, primarily due to the accounts receivable collected during the quarter. As of March 31, 2025, the amount of \$279,116 is past due. Of this amount, a total of \$22,521 was past due over 90 days.

	March 31, 2025	September 30, 2024	Variance
Contract assets	932,725	1,316,002	(383,277)

Contract Assets decreased 29% to \$932,725 as most of the construction projects completed were billed to the customer during the quarter based on the contract.

	March 31, 2025	September 30, 2024	Variance
Inventory	81,297	73,006	8,292

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Inventory increased 11% to \$81,297 compared to the balance reported at the end of fiscal 2024 due to the raw material purchased but not installed for the projects.

	March 31, 2025	September 30, 2024	Variance
Property, plant and equipment	2,723,332	596,504	2,126,829

Property, plant, and equipment increased to \$2,723,332 as at March 31, 2025. The substantial increase was primarily contributed by the right-of-use assets recognized during the quarter to support the operation expansion, including the new vehicle lease \$351,752 and office lease \$1,898,789.

	March 31, 2025	September 30, 2024	Variance
Accounts payable and accrued liabilities	427,137	478,149	(51,012)

Accounts payable and accrued liabilities decreased 11% to \$427,137 compared to the amount reported as at the year end of fiscal 2024 due to payments made during the quarter.

	March 31, 2025	September 30, 2024	Variance
Due to related parties	4,067,953	3,307,956	759,997

Pursuant to the cooperation agreement the Company signed with Ironman, during the six months ended March 31, 2025, the total amount of \$1,430,608 was billed to Lite Access for the construction services for multiple Lite Access projects. As at March 31, 2025, the amount of \$4,067,953 was outstanding, which included the cooperation fee balance of \$359,543.

	March 31, 2025	September 30, 2024	Variance
Lease liabilities (short and long-term)	2,271,613	90,950	2,180,663

The lease liability increased by \$2,180,663 to \$2,271,613 as at March 31, 2025 due to the new office and vehicle leases the Company entered during the quarter to support the operation expansion.

	March 31, 2025	September 30, 2024	Variance
Convertible debenture - debt component	500,000	497,899	2,101
Convertible debenture - equity component	18,807	18,807	-

The Company issued convertible debentures with gross proceeds of \$500,000 with the private placement closed in November 2022 (Refer to Note 7 of March 31, 2025 unaudited condensed interim consolidated financial statements). The convertible debentures were accounted for as a compound financial instrument with liability and equity components recognized. The increase was for the accreted interest during the quarter toward its face value.

On November 1, 2024, the Company extended its maturity from November 22, 2024 to November 22, 2026. The principal amount of the Debentures will continue to bear interest at a rate of 12% per annum and be convertible at a conversion price of \$0.10 per share. Other than the new maturity date, no other terms of the Debentures were amended. As at December 31, 2024, no convertible debenture was converted to common shares.

LITE ACCESS TECHNOLOGIES INC.
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SUMMARY OF QUARTERLY RESULTS

The following selected quarterly financial information is derived from the consolidated financial statements of the Company and has been prepared in accordance with IFRS, with a Canadian dollar presentation currency.

	March 31, 2025	December 31, 2024	September 30, 2024	June 30, 2024
	\$	\$	\$	\$
Revenue	935,230	1,430,953	1,298,306	1,565,418
Assets	6,130,291	4,216,573	3,718,012	3,253,970
Working capital	(1,571,436)	(855,202)	(1,242,539)	(1,128,184)
Shareholders' equity	(1,200,812)	(842,738)	(736,942)	(633,354)
Net Income (Loss)	(361,170)	(111,486)	(113,804)	(54,503)
Income (Loss) per Common Share - Basic/Diluted	(0.00)	(0.00)	(0.00)	(0.00)

	March 31, 2024	December 31, 2023	September 30, 2023	June 30, 2023
	\$	\$	\$	\$
Revenue	1,002,411	910,843	894,878	720,437
Assets	3,030,280	2,871,182	2,852,621	3,008,200
Working capital	(1,112,852)	(968,401)	(277,795)	71,498
Shareholders' equity	(584,603)	(405,761)	(169,758)	199,768
Net Income (Loss)	(195,753)	(266,711)	(400,225)	(502,326)
Income (Loss) per Common Share - Basic/Diluted	(0.00)	(0.00)	(0.00)	(0.01)

Overall, the Company has seen a fluctuation in operational activity over the eight most recently completed quarters primarily due to the nature of its business. The timing of project execution is subject to many factors which are out of the Company's control. These factors included scope and design change, customer timeline change, project financing delay, regulatory permit approval, unexpected weather condition, material and labor shortage, and delay caused by other subcontractors. All those factors will impact the construction schedule and timing of the revenue recognition. Results in any quarter are not necessarily indicative of results of any other quarter or for the year. The analysis of operating results for other quarters was included in the interim management discussion and analysis for each respective quarter.

LIQUIDITY AND CAPITAL MANAGEMENT

Liquidity Management

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's objective is to ensure that there are sufficient committed financial resources to meet its short-term business requirements for the foreseeable future. As at March 31, 2025, the Company had a cash balance of \$1,688,876 and a working capital deficit of \$1,571,436 (September 30, 2024: \$1,242,539). During the first quarter of fiscal 2025, the Company extended the maturity date of the convertible debenture from November 22, 2024, to November 22, 2026. All other terms remain unchanged. The debentures are secured under a general security agreement and bear a fixed interest rate of 12% per annum, payable monthly commencing December 22, 2022. At the holder's option, the debentures will be convertible into common shares of the Company at a conversion ratio of \$0.07 per common share if converted from the issue date to the last day of the first anniversary, and \$0.10 if converted from the first day of the second anniversary to the maturity date.

LITE ACCESS TECHNOLOGIES INC.**Management's Discussion and Analysis****For the Three and Six Months Ended March 31, 2025 and 2024****Expressed in Canadian Dollars**

To mitigate liquidity risk, the Company will look to maintain a positive working capital, generate positive cash flow from forecasted sales and services, raise capital through equity financing, warrant exercises and maintain an accessible line of credit. The Company's continuing operations are dependent, ultimately, upon reaching and maintaining profitable operations. Management plans to continue to deliver contracts and obtain new contracts and ensure the Company can generate sustainable, long-term profitability. The Company may need to raise additional funds to continue as a going concern and there can be no assurances that sufficient funding, including adequate financing, will be available. The ability of the Company to arrange additional financing in the future depends, in part, on the prevailing capital market conditions and profitability of its operations. These material uncertainties may cast significant doubt on the Company's ability to continue as a going concern.

Management of Capital

The Company considers its cash and cash equivalents and shareholders' equity as capital. There are no external restrictions on the Company's capital, and there have been no changes in this regard during the quarter ended March 31, 2025. The Company's principal source of funds for its operations is from sales and services, as well as the issuance of common shares and entering debt facilities. The issuance of common shares and debt facilities requires the approval of the Board of Directors. It is the Company's objective to safeguard its ability to continue as a going concern, so that it can continue to operate for the benefit of its stakeholders.

The Company uses stock options and restricted share units to retain and provide future Incentives to key employees and members of the management team. The Board of Directors determines the granting of stock options and restricted share units. The Company's overall capital management strategy remains unchanged from the prior year.

TRANSACTIONS WITH RELATED PARTIES

During the three and six months ended March 31, 2025 and 2024, the Company entered related party transactions or held balances with the following individuals and corporations:

David Toyoda	Director
Michael Plotnikoff	Former CEO and Director
Linda Han	CFO
Mark Tommasi	CEO and Director
Mountain Top Advisory Services Ltd.	Company controlled by Mark Tommasi
Michael Irmen	Director
Ironman Directional Drilling Ltd.	Company controlled by Michael Irmen
1097195 BC Ltd.	Company controlled by Michael Irmen
Alex McAulay	Director

Key Management Compensation

	Three Months Ended March 31, 2025	Three Months Ended March 31, 2024	Six Months Ended March 31, 2025	Six Months Ended March 31, 2024
	\$	\$	\$	\$
Wages, consulting fees, director fees and investor relation expenses	70,240	100,493	133,494	211,992
Share-based payments	1,869	5,532	5,388	21,044
Total	72,109	106,025	138,882	233,036

Other Related Party Transactions

(a) Cooperation Agreement with Ironman

As disclosed in Note 16 of the annual financial statements for the year ended September 30, 2024, on July 26, 2022, the Company signed a cooperation agreement with Ironman Direction Drilling Ltd. whereby Lite Access and Ironman will jointly provide their specialized fiber installation and directional drilling services on new fiber optic network projects.

During the three and six months ended March 31, 2025, Ironman provided the construction services for multiple Lite Access projects and a total amount of \$567,147 and \$1,430,608 (Three and six months ended March 31, 2024: \$511,221 and \$1,150,515) was billed to Lite Access. As at March 31, 2025, the amount of \$3,708,410 (September 30, 2024: \$2,948,413) was outstanding. As at March 31, 2025, cooperation fees \$359,543 (September 30, 2024: \$359,543) were outstanding and reported under the related party payable.

(b) Private Placement

As disclosed in Note 14 of the annual financial statements for the year ended September 30, 2024, on November 22, 2022, the Company closed a non-brokered private placement with gross proceeds of \$1,052,000. The offering consisted of secured convertible debenture of \$500,000 and 11,040,000 common shares at \$0.05 per share for gross proceeds of \$552,000.

Insiders subscribed for a total of 1,000,000 common shares for aggregate gross proceeds of \$50,000, and convertible debentures in the principal amount of \$250,000. The issuance of common shares and convertible debentures to insiders are considered related party transactions. As at March 31, 2025, no debenture was converted and total interest of \$7,500 and \$15,000 were paid to the related party during the three and six months ended March 31, 2025 (Three and six months ended March 31, 2024: \$7,500 and \$15,000).

SEGMENTED INFORMATION

The Company's principal business locations and operations are in British Columbia, Canada. The Company has two reporting segments: product sales and fiber optic installations. The Company reports activities not directly attributable to an operating segment under Corporate. Refer to Note 13 of the Company's unaudited condensed interim consolidated financial statements for the three and six months ended March 31, 2025.

SUBSEQUENT EVENT

None.

PROPOSED TRANSACTIONS

The Company is identifying opportunities for acquisitions to increase its capacity and capability to execute projects in telecommunications network deployment in North America. Refer to Note 17 of the Company's unaudited condensed interim consolidated financial statements for the three and six months ended March 31, 2025.

CRITICAL ACCOUNTING ESTIMATIONS AND JUDGEMENTS

The preparation of the audited consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of any contingent assets and

LITE ACCESS TECHNOLOGIES INC.

Management's Discussion and Analysis

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Expressed in Canadian Dollars

liabilities as at the date of the audited consolidated financial statements, as well as the reported amounts of revenues earned, and expenses incurred during the periods. Actual results could differ from those estimates.

Significant accounts that require estimates as the basis for determining the stated amounts include inventory valuation, amounts receivable and holdbacks receivable, impairment of goodwill, revenues recognized based on percentage of completion, property, plant and equipment impairment and amortization, and estimation of onerous contracts. Refer to Note 5 of the Company's audited consolidated financial statements for the year ended September 30, 2024.

MATERIAL ACCOUNTING POLICIES

The Company follows the accounting policies described in Note 3 of the Company's audited consolidated financial statements for the year ended September 30, 2024.

CHANGES IN ACCOUNTING POLICIES AND NEW ACCOUNTING PRONOUNCEMENTS

Refer to Note 4 of the Company's audited consolidated financial statements for the year ended September 30, 2024.

FINANCIAL INSTRUMENTS AND MANAGEMENT OF FINANCIAL RISK

The Company's financial instruments include cash and cash equivalents, amounts receivable, accounts payable and accrued liabilities, provision, long-term debt, lease liabilities, revolving credit facility and due to related parties. The carrying value of the financial instruments approximates their fair values. Refer to Note 14 of the Company's unaudited condensed interim consolidated financial statements for the three and six months ended March 31, 2025.

The Company's continuing operations are dependent, ultimately, upon reaching and maintaining profitable operations. Management plans to continue to deliver contracts and obtain new contracts and ensure the Company can generate sustainable, long-term profitability. The Company may need to raise additional funds to continue as a going concern and there can be no assurances that sufficient funding, including adequate financing, will be available. The ability of the Company to arrange additional financing in the future depends, in part, on the prevailing capital market conditions and profitability of its operations. These material uncertainties may cast significant doubt on the Company's ability to continue as a going concern. Refer to Liquidity and Capital Management Section above as well as Note 1 of the Company's unaudited condensed interim consolidated financial statements for the three and six months ended March 31, 2025.

OTHER

Outstanding Share Data

The Company is authorized to issue unlimited common shares without par value and unlimited preferred shares without par value. As at March 31, 2025 and the date of this MD&A, the Company had 87,292,538 common shares issued and outstanding.

During the three and six months ended March 31, 2025, no option was exercised. As at March 31, 2025, and the date of this MD&A, 5,365,000 options were outstanding. During the quarter, all outstanding warrants of 8,355,000 expired. In February 2023, the Company adopted a securities-based compensation plan and granted a total of 3,250,000 restricted share units to certain officers, directors, and consultants. During the quarter ended March 31, 2025, no RSUs were exercised and a total of 1,400,000 RSUs were outstanding as at the date of this MD&A.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

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RISK FACTORS

The following risk factors, as well as risks not currently known to Lite Access, could materially adversely affect Lite Access's future business activities and financial condition, and could cause them to differ materially from the estimates described in forward-looking statements relating to Lite Access. Before making an investment decision, consideration should be made of the principal risks and uncertainties described below:

High Degree of Product Concentration

Substantially all the Company's currently anticipated revenues will be derived from a limited number of products and services. Consequently, the Company's performance will depend on establishing market acceptance of these products and services, as well as enhancing the performance of such products and services to meet the evolving needs of customers. The Company, like other entities involved in a rapidly evolving new industry, faces the risk that the Company's products and services may not prove to be commercially successful or may be rendered obsolete by further scientific and technological developments. There can be no assurances that the Company will establish and maintain a position at the forefront of emerging technological trends. Any reduction in anticipated future demand or anticipated future sales of these products or any increase in competition could have a material adverse effect on the Company's business prospects, operating results, or financial condition.

Competition

The Company has experienced, and expects to continue to experience, competition from several companies. The Company's competitors may announce new products, services or enhancements that better meet the needs of customers or change industry standards. Increased competition may cause price reductions, reduced gross margins and loss of market share, any of which could have a material adverse effect on the Company's business, results of operations and financial condition.

Many of the competitors and potential competitors of the Company have significantly greater financial, technical, marketing and/or service resources than the Company does. Many of these companies also have a larger installed base of users, longer operating histories, or greater name recognition than the Company. Customers of the Company are particularly concerned that their suppliers will continue to operate and provide upgrades and maintenance over a long period. Prospective customers may negatively perceive the Company's smaller size and short operating history. Even if competitors of the Company provide products with more limited system functionality than those of the Company, these products may incorporate other capabilities of interest to some customers and may be appealing due to a reduction in the number of different types of systems used to operate such customers' businesses. Further, competitors may be able to respond more quickly than the Company to changes in customer requirements and devote greater resources to the enhancement, promotion, and sale of their products.

Market Uncertainty

The Company's success depends to a significant degree on its ability to develop the market and gain acceptance for its products and services. There is no assurance that a significant market will develop for the Company's principal products and services. There can be no assurances that the additional commercial applications and markets for the Company's products and services will develop as currently contemplated. To manage such development, the Company must continue to expand its existing resources and management information systems and must attract, train, and motivate qualified marketing, management, technical and administrative personnel. There can be no assurance that the Company will be able to achieve these goals.

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Labor and Key Personnel

The Company depends on the services of its key management personnel. The loss of one of these people could have a significant unfavorable impact on the Company, its operating results, and its financial position. The success of the Company is largely dependent upon its ability to identify, hire, train, motivate and retain highly skilled management employees, engineers, technical employees, and sales and marketing personnel. Competition for its employees can be intense, and the Company cannot ensure that it will be able to bring in and retain highly skilled technical and management personnel in the future. Its ability to bring in and retain management and technical personnel and the necessary sales and marketing employees could have an unfavorable impact on its growth and future profitability. The Company may be obligated to increase the compensation paid to current or new employees, which could substantially increase operating expenses.

Growth Management and Market Development

There is no guarantee that the Company can develop its market significantly, thus affecting its profitability. The Company's expected growth might create significant pressure on management, operations, and technical resources. To manage its growth, Lite Access may need to increase the size of its technical and operational staff and manage its personnel while maintaining many effective relationships with third parties.

Pricing Policies

The competitive market in which Lite Access operates could force it to reduce its prices. If its competitors offer large discounts on certain products and services to gain market share or sell products and services, the Company may need to lower its prices and offer other favorable terms to compete successfully. Such changes could reduce profit margins and have an unfavorable impact on its operating results. Some of Lite Access's competitors could offer products and services that compete with theirs as part of a long-term pricing strategy or offer price guarantees or product implementation. With time, these practices could limit the prices Lite Access may charge for its products and services. If Lite Access cannot offset these price reductions with a corresponding increase in sales volume or decreased expense, the decreased revenues from products and services could unfavorably affect its profit margins and its operating results.

Product Failures and Mistakes

Lite Access products may contain failures and mistakes that could be detected at any time in a product's life cycle. Failures and mistakes in its products could have a significant unfavorable impact on its reputation, open it up to significant costs, delay product launch dates, and harm its ability to sell its products in the future. The costs of correcting a failure or mistake in one of these products could be significant and could negatively affect its operating margins. Although Lite Access expects to continue to test products to detect failures and mistakes and to work with its customers through its support and maintenance services to find and correct failures and mistakes, they could appear in its products in the future.

Technological Obsolescence

Competitors and new companies could launch new products. To remain on the cutting edge of technology, Lite Access may need to launch a new generation of products and services. Whether it is competition from development companies or a merger or acquisition of existing companies, competition within certain fiber optic industry sectors offering solutions like what Lite Access offers could increase. Technological progress and product development could make Lite Access products obsolete or reduce their value.

LITE ACCESS TECHNOLOGIES INC.

Management's Discussion and Analysis

For the Three and Six Months Ended March 31, 2025 and 2024

Expressed in Canadian Dollars

Lite Access may Acquire Businesses and Assets which are not Successfully Integrated

Lite Access undertakes evaluations of opportunities to acquire additional properties and businesses. Any acquisitions may change the scale of Lite Access's business and may expose Lite Access to new geographic, political, operating, and financial risks. Lite Access's success in its acquisition activities depends on its ability to identify suitable acquisition candidates, acquire them on acceptable terms, and integrate their operations successfully. Any acquisitions would be accompanied by risks, such as the difficulty of assimilating the operations and personnel of any acquired companies; the potential disruption of Lite Access's ongoing business; the inability of management to realize anticipated synergies and maximize the financial and strategic position of Lite Access; the failure to maintain uniform standards, controls, procedures and policies; the impairment of relationships with employees and contractors as a result of any integration of new management personnel, and the potential unknown liabilities associated with acquired assets and businesses. There can be no assurance that any assets or business acquired will prove to be beneficial or that Lite Access will be able to integrate the required businesses successfully, which could slow Lite Access's rate of expansion and Lite Access's business, and financial condition could suffer.

Lite Access may need additional capital to finance acquisitions (whether completed or not) which may require the payment of monies (as a deposit and/or exclusivity fee) after only limited due diligence and prior to the completion of comprehensive due diligence. There can be no guarantee that any proposed acquisition will be completed or be successful. If the proposed acquisition is not completed, monies already advanced may not be recoverable, which may have a material adverse effect on the Company. If Lite Access obtains debt financing, it will be exposed to the risk of leverage and its operations could become subject to restrictive loan and lease covenants and undertakings. If Lite Access obtains equity financing, existing shareholders may suffer dilution. There can be no assurance that Lite Access would be successful in overcoming these risks or any other problems encountered in connection with such financing.

Lite Access may be Subject to Litigation

Lite Access may be involved in disputes with other parties, which may result in litigation. If Lite Access is unable to resolve these disputes favorably, it may have a material adverse impact on Lite Access's financial condition.

Lite Access does not have a Dividend History

No dividends have been paid by Lite Access to date. Lite Access anticipates that for the foreseeable future it will retain future earnings and other cash resources for the operation and development of its business. Payment of any future dividends will be at the discretion of Lite Access's Board of Directors after considering many factors, including Lite Access's financial condition and current and anticipated cash needs.

Securities Investment Risks

Potential investors and shareholders should be aware that there are risks associated with any securities investment. The prices at which the Lite Access shares trade may be above or below the issue price and may fluctuate in response to several factors.

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Closing Details

Other information about the Company is available at www.sedar.com or on the Company's website www.liteaccess.com.

"Mark Tommasi"

Mark Tommasi, CEO and Director
Vancouver, Canada
July 14, 2025

SCHEDULE C

PRO FORMA FINANCIAL STATEMENTS OF LITE ACCESS

(See Attached)

LITE ACCESS TECHNOLOGIES INC.

PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS

As at March 31, 2025 and for the year ended September 30, 2024
(Unaudited – Expressed in Canadian Dollars)

LITE ACCESS TECHNOLOGIES INC.
PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(Unaudited – Expressed in Canadian Dollars)

	Lite Access Technologies Inc. as at March 31, 2025 \$	1097195 B.C. Ltd. as at February 28, 2025 \$	Notes	Pro forma Adjustments \$	Pro forma Consolidated \$
ASSETS					
Current assets					
Cash	1,688,876	3,768,715	2(c)	(100,000)	5,357,591
Trade and other receivables	638,945	4,983,892	2(a)(i)	100,450	1,655,334
			2(c)	(4,067,953)	
Prepaid expenses	65,116	73,839		-	138,955
Contract assets	932,725			-	932,725
Inventory	81,297	301,953		-	383,250
Amounts to related parties	-	200,779		-	200,779
	3,406,959	9,329,178		(4,067,503)	8,668,634
Long-term investments		339,799	2(a)ii	(72,313)	-
			2(a)iii	(4,510)	
			2(c)	(262,976)	
Property, plant and equipment	2,723,332	5,029,445		-	7,752,777
Deferred income taxes	-	-		6,980,731	6,980,731
Intangible assets and goodwill	-	-		3,144,410	3,144,410
TOTAL ASSETS	6,130,291	14,698,422		5,717,839	26,546,552
LIABILITIES					
Bank indebtedness	-	604,467		-	604,467
Trade and other payables	427,137	1,119,549		-	1,546,686
Income taxes payable	-	1,448,685		-	1,448,685
Current portion of due to related parties	4,067,953	1,489,709	2(c)	(4,067,953)	2,788,667
			2(c)	1,298,958	
Current portion of long-term debt	40,800	547,654		-	588,454
Current portion of lease liabilities	442,505	56,230		-	498,735
Redeemable preferred shares	-	16,938,372		(16,938,372)	
	4,978,395	22,204,666		(19,707,367)	7,475,694
Long-term debt	23,600	899,106		-	922,706
Lease liabilities	1,829,108	100,936		-	1,930,044
Convertible debenture	500,000	-	2(c)	(250,000)	250,000
Due to related parties	-	-	2(c)	3,479,386	3,479,386
Deferred income taxes	-	528,000		-	528,000
TOTAL LIABILITIES	7,331,103	23,732,708		(16,477,981)	14,585,830
SHAREHOLDERS' EQUITY (DEFICIT)					
Share capital	38,894,281	2	2(c)	(30,224,281)	8,670,002
Distribution Reserve	5,907,683	(10,632,000)	2(c)	10,632,000	-
			2(c)	(5,907,683)	
Retained earnings (deficit)	(46,002,776)	1,597,712	2(a)(i)	100,450	3,290,720
			2(a)(ii)	(72,313)	
			2(a)(iii)	(4,510)	
			2(c)	6,100,310	
			2(c)	46,002,776	
			2(c)	(4,330,929)	
			2(c)	(100,000)	
TOTAL SHAREHOLDERS' EQUITY (DEFICIT)	(1,200,812)	(9,034,286)		22,195,820	11,960,722
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	6,130,291	14,698,422		5,717,839	26,546,552

LITE ACCESS TECHNOLOGIES INC.
PRO FORMA CONSOLIDATED STATEMENTS OF INCOME (LOSS) AND COMPREHENSIVE INCOME (LOSS)

(Unaudited – Expressed in Canadian Dollars)

	Lite Access Technologies Inc. for the year ended September 30, 2024 \$	1097195 B.C. Ltd. for the year ended November 30, 2024 \$	Notes	Pro forma Adjustments \$	Pro forma Consolidated \$
Revenues	4,776,978	19,594,396	2(a)(iv)	(821,795)	20,696,640
Cost of sales	(3,960,253)	(10,614,073)	2(b)(i)	(2,852,939)	(11,721,387)
Gross profit	816,725	8,980,323	2(b)(i)	(821,795)	8,975,253
OPERATING EXPENSES					
Bad debts (recovery)	(42,006)	173,835		-	131,829
Repairs and maintenance	8,980	1,150,286		-	1,159,266
Permits and insurance	88,289	299,835		-	388,124
Professional fees	103,613	306,543	2(c)	100,000	510,156
Wages and benefits	865,896	570,131		-	1,436,027
Other operating expenses	340,282	371,121		-	711,403
	(1,365,054)	(2,871,751)		(100,000)	(4,336,805)
Income (loss) before other income (expenses) and income taxes	(548,329)	6,108,572		(921,795)	4,638,448
Other income (expenses)	(82,441)	284,972	2(b)(ii)	-	202,531
Income (loss) before income taxes	(630,770)	6,393,544		(921,795)	4,840,979
Income tax expense	-	(1,550,305)		-	(1,550,305)
Deferred income tax expense	-	(138,000)		-	(138,000)
NET INCOME (LOSS) AND COMPREHENSIVE INCOME (LOSS)	(630,770)	4,705,239		(921,795)	3,152,674

LITE ACCESS TECHNOLOGIES INC.

NOTES TO THE PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS

As at March 31, 2025 and for the year ended September 30, 2024

(Unaudited – Expressed in Canadian Dollars)

1. BASIS OF PRESENTATION

The unaudited pro forma consolidated financial statements of Lite Access Technologies Inc. ("Lite Access" or the "Company") have been prepared by its management based on historical financial statements prepared in accordance with IFRS Accounting Standards ("IFRS") to give effect to the proposed Share Exchange Agreement (the "Agreement") dated December 7, 2024 between Lite Access and 1097195 B.C. Ltd. ("Ironman") whereby Lite Access has agreed to acquire all of the issued and outstanding shares of Ironman (the "Transaction"). Under the terms of the Agreement, Lite Access will:

- issue the shareholders of Ironman 85,392,538 common shares; and
- pay \$6,000,000 in cash to the Ironman shareholders, subject to a working capital adjustment, payable in five equal instalments of \$1,200,000 commencing twelve months from the closing date and continuing every 12 months thereafter.

For the purposes of these unaudited proforma consolidated financial statements the transaction is accounted for as a reverse takeover business combination with Ironman being identified as the acquirer for accounting purposes under IFRS. It is management's opinion that the pro forma consolidated financial statements include all adjustments necessary for the fair presentation, in all material respects, of the transactions described in Note 2, and are in accordance with IFRS.

The unaudited pro forma consolidated financial statements should be read in conjunction with financial statements and reports thereon included in this Information Circular, being:

1. Lite Access' audited financial statements as at September 30, 2024 and 2023 and for the years then ended, and Lite Access' unaudited interim financial statements as at March 31, 2025 and 2024 and for the six months then ended.
2. Ironman's audited consolidated financial statements as at November 30, 2024 and 2023 and for the years then ended, and Ironman's unaudited condensed consolidated interim financial statements as at February 28, 2025 and 2024 and for the three months then ended.

The unaudited pro forma consolidated financial statements have been prepared using the same accounting policies as per the audited financial statements of Lite Access for the year ended September 30, 2024. Certain expenses and, where applicable, income items have been grouped together under the captions "other operating expenses" and "other income (expenses)" for presentation purposes within these pro forma consolidated financial statements.

The unaudited pro forma consolidated statements of financial position give effect to the accounting acquisition of Lite Access by Ironman as if it had occurred on March 31, 2025 (the deemed acquisition date). The unaudited pro forma consolidated statements of income (loss) and comprehensive income (loss) give effect to the accounting acquisition of Ironman by Lite Access as if it had occurred at the beginning of the year ended September 30, 2024. The unaudited pro forma consolidated financial statements have been prepared for illustrative purposes only and may not be indicative of the combined entities' financial position or operating results that would have occurred if the acquisitions had been in effect at the dates indicated. Actual amounts recorded upon consummation of the Agreement will differ from those recorded in the unaudited pro forma consolidated financial statements.

The pro forma adjustments and allocations of the purchase price are based on the assumption that Ironman is the accounting acquiror in the transaction and, in part, on estimates of the fair value of assets acquired and liabilities to

LITE ACCESS TECHNOLOGIES INC.**NOTES TO THE PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS****As at March 31, 2025 and for the year ended September 30, 2024**(Unaudited – Expressed in Canadian Dollars)

be assumed. The determination of the acquisition accounting, including the final purchase price allocation, will be completed after asset and liability valuations are finalized as of the date of the completion of the acquisition.

The actual fair values of the assets and liabilities will be determined as of the actual acquisition date and will differ materially from the amounts disclosed in the assumed pro forma purchase price allocation due to changes in fair value of the assets and liabilities up to the date of the consummation of the Agreement, and as further analysis is completed.

2. PRO FORMA TRANSACTIONS AND ADJUSTMENTS

The pro forma consolidated financial statements reflect the following assumptions and adjustments:

- (a) Adjustments to Ironman for the transactions between Ironman and Lite Access to align for the reporting period of the Company.
 - i. Accounts receivable of Ironman as at February 28, 2025 was increased by \$100,450 to agree to the accounts payable owing by Lite Access to Ironman as at March 31, 2025. The change was a result of timing differences.
 - ii. Investments held by Ironman as at February 28, 2025 was reduced by \$72,313 to agree to the convertible debentures payable by Lite Access to Ironman as at March 31, 2025. The change was a result of differences in valuation methodologies between the two companies.
 - iii. Investments held by Ironman as at February 28, 2025 was reduced by \$4,510 to agree to the fair value of the shares of Lite Access. The change was a result of the fair value applied to the shares of Lite Access applied within these unaudited pro forma consolidated financial statements.
 - iv. Revenues of Ironman as at November 30, 2024 was reduced by \$821,795 to agree with the cost of goods sold of Lite Access at September 30, 2024. The change was a result of timing differences between the two companies.
- (b) Adjustments to Ironman and Lite Access to adjust transactions between the parties in the pro forma consolidated statements of income (loss) and comprehensive income (loss).
 - i. Revenues of Ironman for the year ended November 30, 2024 were reduced by \$2,852,939 and cost of sales of Lite Access for the year ended September 30, 2024 were reduced by \$2,852,939 related to services that Ironman rendered to Lite Access.
 - ii. Interest revenues of Ironman for the year ended November 30, 2024 were reduced by \$30,000 and interest expenses of Lite Access for the year ended September 30, 2024 were reduced by \$30,000 related to the Lite Access' convertible debentures held by Ironman.
- (c) Pursuant to the Agreement, Lite Access will acquire all of the issued and outstanding common shares of Ironman. Under the terms of the Agreement, Lite Access will:
 - issue the shareholders of Ironman 85,392,538 common shares; and
 - pay \$6,000,000 in cash to the Ironman shareholders, subject to a working capital adjustment, payable in five equal instalments of \$1,200,000 commencing twelve months from the closing date and continuing every 12 months thereafter.

LITE ACCESS TECHNOLOGIES INC.**NOTES TO THE PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS****As at March 31, 2025 and for the year ended September 30, 2024**

(Unaudited – Expressed in Canadian Dollars)

For the purposes of these unaudited pro forma consolidated financial statements, reverse takeover business combination accounting is used and Ironman is deemed to be the acquirer.

The fair value of the consideration is determined based on the percentage of ownership of the combined entity that was transferred to the shareholders of Lite Access upon completion of the transaction. This value represents the fair value of the number of common shares that Ironman would have had to issue, being 204 common shares, for the ratio of ownership interest in the combined entity to be the same as if the Transaction had taken the legal form of Ironman acquiring 100% of the shares of Lite Access. The percentage of ownership Lite Access' shareholders have in the combined entity is approximately 51% based on combining 87,282,538 common shares outstanding of Lite Access and 85,392,538 newly issued shares to Ironman's shareholders. The fair value of the Transaction is based on the assessed fair value of the Ironman shares at the acquisition date.

The allocation of the purchase consideration to the estimated fair value of the net assets acquired is presented below.

The purchase price has been allocated as follows:

	\$
Fair Value of Consideration Issued:	
Present value of cash consideration to be paid in 5 equal instalments	4,572,282
204 common shares of the Company	8,670,000
Fair value of consideration issued	13,242,282
Cash	1,688,876
Accounts receivable	638,945
Prepaid expenses	65,116
Contract assets	932,725
Advances to related parties	81,297
Property, plant and equipment	2,723,332
Future income tax assets	6,980,731
Intangible assets and goodwill	3,144,410
Accounts payable and accrued liabilities	(427,137)
Long-term debt	(64,400)
Lease liabilities	(2,271,613)
Convertible debentures	(250,000)
	13,242,282

Estimated transaction costs of Ironman totaling \$100,000 will be expensed.

Share capital and retained earnings for Lite Access are eliminated.

LITE ACCESS TECHNOLOGIES INC.**NOTES TO THE PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS****As at March 31, 2025 and for the year ended September 30, 2024**

(Unaudited – Expressed in Canadian Dollars)

3. PRO FORMA SHAREHOLDERS' EQUITY

	Number of Shares	Share Capital \$	Distribution Reserves \$	Deficit \$	Total \$
Balance per unaudited condensed consolidated interim financial statements of Ironman as at February 28, 2025	200	2	(10,632,000)	1,265,712	(9,366,286)
Estimated transaction costs and other amounts pursuant to the transaction				(71,863)	(71,863)
Share issuance on reverse takeover	172,684,876	8,670,000	10,632,000	1,764,871	21,066,871
	172,685,076	8,670,002	-	2,958,720	11,628,722

4. EFFECTIVE TAX RATE

Upon completion of the Agreement the effective tax rate of the resulting issuer is expected to be 27%.

SCHEDULE D

LITE ACCESS TECHNOLOGIES INC. (the “Company”)

AUDIT COMMITTEE CHARTER

1. Purpose of the Committee

- 1.1 The purpose of the Audit Committee is to assist the Board of Directors in its oversight of the integrity of the Company’s financial statements and other relevant public disclosures, the Company’s compliance with legal and regulatory requirements relating to financial reporting, the external auditors’ qualifications and independence and the performance of the internal audit function and the external auditors.

2. Members of the Audit Committee

- 2.1 At least one Member must be “financially literate” as defined under NI 52-110, having sufficient accounting or related financial management expertise to read and understand a set of financial statements, including the related notes, that present a breadth and level of complexity of the accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company’s financial statements.
- 2.2 The Audit Committee shall consist of no less than three Directors.
- 2.3 At least one Member of the Audit Committee shall be “independent” as defined under NI 52-110, while the Company is in the developmental stage of its business.

3. Relationship with External Auditors

- 3.1 The external auditors are the independent representatives of the shareholders, but the external auditors are also accountable to the Board of Directors and the Audit Committee.
- 3.2 The external auditors must be able to complete their audit procedures and reviews with professional independence, free from any undue interference from the management or directors.
- 3.3 The Audit Committee must direct and ensure that the management fully co-operates with the external auditors in the course of carrying out their professional duties.
- 3.4 The Audit Committee will have direct communications access at all times with the external auditors.

4. Non-Audit Services

- 4.1 The external auditors are prohibited from providing any non-audit services to the Company, without the express written consent of the Audit Committee. In determining whether the external auditors will be granted permission to provide non-audit services to the Company, the Audit Committee must consider that the benefits to the Company from the provision of such services, outweighs the risk of any compromise to or loss of the independence of the external auditors in carrying out their auditing mandate.
- 4.2 Notwithstanding section 4.1, the external auditors are prohibited at all times from carrying out any of the following services, while they are appointed the external auditors of the Company:
- (i) acting as an agent of the Company for the sale of all or substantially all of the undertaking of the Company; and

- (ii) performing any non-audit consulting work for any director or senior officer of the Company in their personal capacity, but not as a director, officer or insider of any other entity not associated or related to the Company.

5. Appointment of Auditors

- 5.1 The external auditors will be appointed each year by the shareholders of the Company at the annual general meeting of the shareholders.
- 5.2 The Audit Committee will nominate the external auditors for appointment, such nomination to be approved by the Board of Directors.

6. Evaluation of Auditors

- 6.1 The Audit Committee will review the performance of the external auditors on at least an annual basis, and notify the Board and the external auditors in writing of any concerns in regards to the performance of the external auditors, or the accounting or auditing methods, procedures, standards, or principles applied by the external auditors, or any other accounting or auditing issues which come to the attention of the Audit Committee.

7. Remuneration of the Auditors

- 7.1 The remuneration of the external auditors will be determined by the Board of Directors, upon the annual authorization of the shareholders at each general meeting of the shareholders.
- 7.2 The remuneration of the external auditors will be determined based on the time required to complete the audit and preparation of the audited financial statements, and the difficulty of the audit and performance of the standard auditing procedures under generally accepted auditing standards and generally accepted accounting principles of Canada.

8. Termination of the Auditors

- 8.1 The Audit Committee has the power to terminate the services of the external auditors, with or without the approval of the Board of Directors, acting reasonably.

9. Funding of Auditing and Consulting Services

- 9.1 Auditing expenses will be funded by the Company. The auditors must not perform any other consulting services for the Company, which could impair or interfere with their role as the independent auditors of the Company.

10. Role and Responsibilities of the Internal Auditor

- 10.1 At this time, due to the Company's size and limited financial resources, the Chief Financial Officer of the Company shall be responsible for implementing internal controls and performing the role as the internal auditor to ensure that such controls are adequate.

11. Oversight of Internal Controls

- 11.1 The Audit Committee will have the oversight responsibility for ensuring that the internal controls are implemented and monitored, and that such internal controls are effective.

12. Continuous Disclosure Requirements

- 12.1 At this time, due to the Company's size and limited financial resources, the Chief Financial Officer of the Company is responsible for ensuring that the Company's continuous reporting requirements are met and in compliance with applicable regulatory requirements.

13. Other Auditing Matters

- 13.1 The Audit Committee may meet with the external auditors independently of the management of the Company at any time, acting reasonably.
- 13.2 The Auditors are authorized and directed to respond to all enquiries from the Audit Committee in a thorough and timely fashion, without reporting these enquiries or actions to the Board of Directors or the management of the Company.

14. Annual Review

- 14.1 The Audit Committee Charter will be reviewed annually by the Board of Directors and the Audit Committee to assess the adequacy of this Charter.

15. Independent Advisers

- 15.1 The Audit Committee shall have the power to retain legal, accounting or other advisors to assist the Committee.

APPENDIX C – INFORMATION RELATING TO IRONMAN

(See Attached)

INFORMATION CONCERNING 1097195 B.C. LTD.

The following is a summary of Ironman, its business and operations, which should be read in conjunction with the information concerning Ironman appearing elsewhere in this Information Circular to which this Appendix C is attached. The information contained in this Appendix C – “Information Concerning Ironman” is given as at July 14, 2025 on a pre-Transaction basis, unless otherwise indicated.

Capitalized terms used but not otherwise defined in this Appendix C – “Information Concerning Ironman” shall have the meaning ascribed to them in this Information Circular. See “Glossary of Defined Terms” in this Information Circular. Unless otherwise indicated herein, references to “\$”, or “Canadian dollars” are to Canadian dollars. See also under the heading “Cautionary Note Regarding Forward-Looking Statements” to this Information Circular.

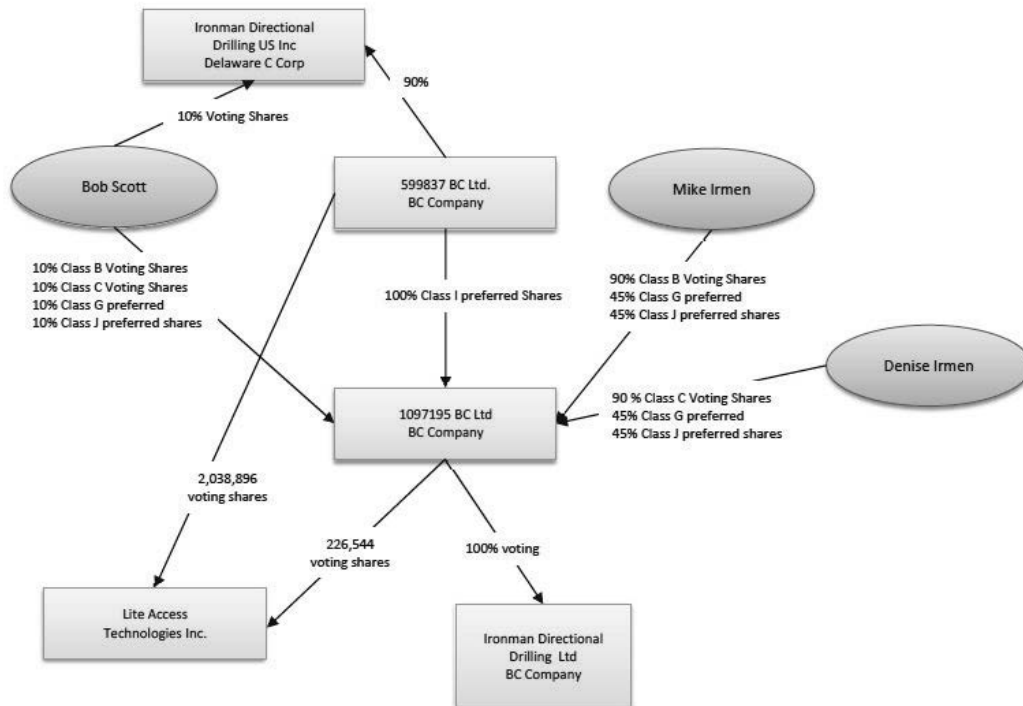
Information in this Appendix C – “Information Concerning Ironman” pertaining to Ironman has been furnished by Ironman. With respect to this information, the Lite Access Board has relied exclusively upon Ironman without independent verification by Lite Access. Although Lite Access does not have any knowledge that would indicate that such information is untrue or incomplete, neither Lite Access nor any of its directors or officers assumes any responsibility for the accuracy or completeness of such information.

Corporate Structure

Name and Incorporation

1097195 B.C. LTD. (“Ironman”) was incorporated on November 18, 2016 under the laws of the Province of British Columbia, Canada. Ironman’s registered office is located at #101 – 481 Harbourfront Drive NE Salmon Arm BC V1E 3L4 Canada. Ironman’s head office is located at 7284B Highway 97B, Salmon Arm, British Columbia, V1E 2Y6 Canada.

Intercorporate Relationships



Description of the Business

Summary

Ironman is in the trenchless industry offering 24/7 Horizontal directional drilling (“**HDD**”) services for homeowners, businesses, and industrial clients throughout Western Canada, Alaska and the continental U.S. Focused on delivering the most cost-effective and least invasive means of underground infrastructure installations, Ironman offers a wide range of applications including telecom, electrical, water and sewer, oil and gas, geothermal, irrigation and more.

HDD is the method of digging large diameter bores for non-vertical wells. This method allows for a controlled deviation of the boring process, which is both cost effective and environment-friendly. Ironman provides services across different terrains including lakes, rivers and ocean entries as well as crossings, drilling in all soil conditions and across rail, rivers, environmental and archeologically sensitive areas, highways and other areas where a line needs to get installed.

Ironman is COR-certified, reflecting Ironman’s dedication to maintaining safe operations and meeting industry regulations. Ironman prioritizes efficiency, sustainability and environmental responsibility.

Production and Services

Water and Sewer Lines

HDD is a reliable method for installing water and sewer lines with minimal environmental impact. HDD is an innovative way to install pipes, cables, and service conduits without digging trenches. It is a faster and less disruptive solution compared to traditional open-cut methods. HDD allows water and sewer lines to be installed underneath patios, driveways, roadways, rivers, and other obstacles without digging or damaging surfaces. This technique helps preserve the surrounding landscape while reducing the need for surface restoration.

Because directional drilling does not require major excavation, Ironman can use it favourably in all kinds of terrains and conditions, including long-distances, highway networks, congested urban areas, rivers, farmlands, wet soils, environmentally sensitive areas and hard and soft clay.

Ironman assesses the environment and employs HDD technology to drill through the river or lakebed, aiming to ensure minimal disruption to aquatic ecosystems. Ironman aims to mitigate disturbances to aquatic habitats.

Electrical / Fiber Optics

Fiber optics offer greater bandwidth and faster speed to transmit data compared to copper cables. Ironman specializes in providing HDD services to residential, commercial and industrial clients, including installing electrical conduits under roads, railways, parking lots, driveways, water-sensitive areas and landscaped areas.

Gas & Oil

Ironman provides comprehensive gas pipeline installation in British Columbia using advanced trenchless pipeline techniques. Ironman’s method allows for installations under roads, highways, railways, and even underwater, while minimizing surface disruption. Ironman also has extensive experience and proficiency in installing underwater and underground oil and gas pipelines. Ironman’s skilled team manages projects of various diameters and depths from the initial design phase to the final deployment.

Lakes, Rivers & Oceans

Ironman installs high-pressure sewer lines beneath lake beds, spanning from shore to shore, underwater diving, lake intakes, and outfalls.

Ironman offers assistance obtaining the required permits to ensure compliance with provincial regulations in British Columbia regarding water intake pipe installation.

Roads & Highways

Ironman offers trenchless construction in British Columbia. HDD provides an eco-friendly technique aimed to ensure the seamless installation of conduits beneath highways and roads, minimizing disruption and environmental impact.

Railway Crossings

Ironman offers trenchless HDD in British Columbia to install conduits, ducts or culverts under the railway with little impact to its base. Ironman's trenchless HDD techniques involve the installation of various conduit sizes without requiring extensive excavation beneath railway tracks.

Fusion

Ironman uses Canadian-made Poly-Fusion high-density polyethylene (HDPE) and Fusible C900 pipe for projects due to the lightweight, flexible and fusible qualities, as well as longer pull-length, resulting in low material costs. Ironman employs the Strongbridge Tega electrofusion welding machine and Genesis F3™ Electrofusion Processor to completely fuse pipes and fittings for underground pipe work.

Some of the items Ironman commonly fuses include:

- High-density polyethylene (HDPE)
- Fusible PVC
- Electrofusion
- Underground Pipe Work

Ironman has a large inventory of fusion equipment and certified welders on staff.

Underground Pipe Work

Ironman specializes in installing underground pipes built to ensure long-lasting performance and stability in different environments, including earthquakes, heavy rainfall, or floods. Ironman works on both new construction projects and existing systems, serving residential and commercial clients across British Columbia. Ironman's low-impact drilling techniques help protect the environment by reducing surface disruption, making them ideal for projects in urban or environmentally sensitive areas.

Ironman's work on residential and commercial project sites include water supply pipes, irrigation pipes, underground drainage pipes and sewer pipes.

Fusible PVC Pipe Installation

Ironman provides fusible Polyvinyl Chloride (PVC) pipes installation services in British Columbia. A Polyvinyl Chloride (PVC) pipe is widely used for drainage, water supply and irrigation.

Electrofusion

Ironman provides personalized electrofusion welding solutions in British Columbia. Electrofusion is a welding technique used in civil infrastructure, mining and plumbing projects. This method is used to join both medium- and high-density

polyethylene piping and other types of plastic piping. Electrofusion uses special fittings that have built-in electric heating elements as a way to weld the joints together.

HDPE Pipe Fusion Services

Ironman uses high-quality, high-density polyethylene (HDPE) piping in British Columbia. HDPE is an incredibly versatile thermoplastic polymer that is derived from petroleum. Its versatility makes it ideal for diverse applications such as piping, cutting boards, plastic and bleach bottles. HDPE pipes are heavy-duty and can be used in various applications such as water drainage and transportation.

Some common uses of HDPE piping include slurry pipelines, sewer mains, rural irrigation, electrical conduits, water mains, gas mains, fire system supply lines, liquor, bleaching, and caustic acid lines, power plants and stormwater and drainage pipes.

Plowing

In some areas, there are options other than directional drilling to install conduits for water, electric and fiber optics at residential, commercial or municipal sites. Ironman has the equipment and direct burial techniques to plow cables or conduits straight into the ground.

Hydrovac

Ironman offers an assortment of hydrovac services to Salmon Arm and the surrounding areas. Hydrovac services can be used on all types of ground and soil, including clay, gravel, sand and also frozen ground.

Utility Locating

Ironman provides dependable underground utility locating and ground-penetrating radar (GPR) locating services in British Columbia. GPR works by sending out radio waves that can penetrate the ground. The radio waves bounce off objects and return to the antennae, processing them electronically into a visual image. This process helps locate utilities without disturbing the ground. Underground utility locators are commonly associated with finding water and sewer lines but also encompass other services.

Commercial Utility Locating Services

Commercial projects often require extensive groundwork, making utility locating a crucial step in pre-construction planning. Ironman assists with identifying underground utility lines, to help ensure that work proceeds without the risk of damaging essential infrastructure. Ironman supports various commercial services, including construction projects, real estate developments, building foundations, sewer and water system installations, and electric system and fibre optic installation.

Residential Utility Locating Services

Homeowners and contractors require utility locating for various residential projects to ensure safe and efficient excavation. Some common scenarios where utility locating is necessary include landscaping projects, irrigation system installation, swimming pool construction and septic system installation.

Advanced Ground-Scanning Capabilities

Ironman uses premier ground-penetrating radar — the LMX200™ from Sensors & Software Inc. This advanced GPR can detect non-metallic pipes, such as PVC, asbestos cement, and the latest lightweight polymers. The LMX200™ can detect and map: (i) concrete storm and sewer systems, (ii) utilities with failed tracers, (iii) subsurface storage tanks and

drainage tiles, and (iv) septic system components. The LMX200™ can also locate non-utility subsurface structures, including vaults, foundation walls, and concrete pads.

For complex sites, the LMX200™ can create 3D depth slice images that reveal the orientation of pipes and cables at various depths. These depth slices will also outline the extent of vaults, foundations, and buried tanks.

The LMX200™ uses an internal GPS system compatible with internal GPS reports and Google Earth™. Ironman can produce on-site reports that include screen captures, lines, grids, and map view information. Fast reporting allows Ironman to quickly assess the work site's needs. Ironman can also transmit data and reports remotely to off-site locations.

Other Applications

Ironman applications have also included:

- under rail line installations without service downtime;
- glycol and jet fuel pipeline installation at active airports;
- pipeline bundled with multi-use conduit under active runways;
- retrofitting residential and commercial sprinkler systems;
- upgrading power service to end users;
- crossing protected forests and wetlands; and
- geothermal installations.

Specialized Skill and Knowledge

The Company invests in building a vast network of skilled professionals who undergo specialized training. See “Biographies”. In addition to the geographic advantage mentioned below, Ironman also believes it has a mobile and young workforce, which should provide a secure source of skilled labour. New drill leads are being trained by existing drill leads, and Ironman is focused on identifying, training, and rewarding staff to support its continued growth, while maintaining quality and productivity. In addition, Ironman believes that the current size of its workforce provides for word of mouth, in addition to normal hiring programs to help it sustain growth for the years ahead.

Competitive Conditions

Ironman believes it provides a competitive advantage over drillers from out of British Columbia who do not have experience drilling in extreme geography (ie: solid rock, cobble, glacial till). Ironman believes it is equipped to tackle challenging terrains through a combination of extensive training, advanced equipment, and a rigorous process of continual development. Ironman believes that its diversity of industries that it works in (water, sewer, telecom, storm outflows, lake intakes), the regions that it works in Western Canada, continental U.S., and Alaska, together with its varied customer list (over two dozen regular customers) and the amount of bidding it does in a year (doing upwards of 550 bids with over 350+ approved projects) means it has the potential for future growth.

Intangible Properties

Ironman has no intellectual property.

Cycles

Ironman's main business can be weather dependant. Some regions of work, include the warmer Coastal areas, Vancouver Island, and the continental U.S., so Ironman can maintain crews and revenues for all 12 months of a year.

Economic Dependence

Ironman's business is not substantially dependent on any one contract.

Environmental Conditions

Ironman's activities are subject to various laws, rules and regulations governing the protection of the environment. Management believes all of Ironman's activities are materially in compliance with applicable environmental legislation.

Employees

Ironman has 48 employees.

Foreign Operations

Pursuant to a master construction agreement dated April 8, 2024 (the "**Alaska Contract**"), Ironman is providing HDD services for a large project in Alaska. Ironman anticipates its work to be completed on the project by the end of 2025. Ironman's business is not dependent on foreign operations.

Reorganizations or Restructurings

Other than as described under "History", the Company has not completed or undertaken to complete any reorganization or restructuring transactions within the two most recently completed financial years or the current financial year, and none are proposed other than the reverse takeover, which constitutes as "restructuring transaction" as defined in NI 51-102.

Social or Environmental Policies

Ironman believes in taking any necessary steps to protect the environment. Ironman often has projects in and around bodies of water, environmentally or archeologically sensitive environments and Ironman believes it has a great record of delivery to the highest standard in these areas. Ironman does not currently have any formal social or environmental policies in place.

History

The following is a discussion of the general development of Ironman's business over the last three financial years ended November 30, 2024, 2023 and 2022. The discussion includes the major events or conditions that have influenced that development through the aforementioned period.

Financial Year Ended November 30, 2023 and November 30, 2022

During the financial year ended November 30, 2023 and 2022, Ironman continued to operate its business in Western Canada while evaluating opportunities to provide additional services its existing customers and expanding its geographical reach to new markets. As a result, revenue was steady between fiscal 2022 and fiscal 2023.

Financial Year Ended November 30, 2024

During the financial year ended November 30, 2024, Ironman focused on expanding its operations from western Canada to include the state of Alaska. On April 8, 2024, Ironman entered into the Alaska Contract with an effective date of April 8, 2024 and, on May 14, 2024, Ironman Directional Drilling Us Inc. ("**Ironman US**"), a Delaware corporation, was incorporated. Management of Ironman US consist of Michael Irmen (President and a Director), Robert Scott (Secretary and a Director) and Denise Louise Irmen (Director). See "Intercorporate Relationships".

As a result of Ironman's expansion into the state of Alaska, Ironman's revenues grew from \$12,454,343 (fiscal 2023) to \$19,594,396 (fiscal 2024).

On June 24, 2024, Ironman completed a restructuring transaction for tax purposes, whereby it:

- redeemed 200 Class J Preferred Shares;
- issued 60,842 Class G Preferred Shares;
- exchanged 100 Class B Voting Shares and 100 Class C Voting Shares for 200 Class J Preferred Shares;
- issued 100 Class B Voting Shares; and
- issued 100 Class C Voting Shares.

On December 7, 2024, the Company and Lite Access entered into the Share Exchange Agreement, attached as Appendix A to the Information Circular. Pursuant to the Share Exchange Agreement:

- Lite Access will acquire 100% of all issued and outstanding securities of Ironman and Ironman US;
- Lite Access will issue an aggregate of 85,392,538 shares in the capital of Lite Access to the shareholders of Ironman and Ironman US;
- Lite Access will pay an aggregate of \$6,000,000 in cash to the shareholders of Ironman and Ironman US, subject to a working capital adjustment, payable in equal installments of \$1,200,000 commencing twelve months from the Closing Date and continuing every 12 months thereafter;
- on closing, there will be certain changes in management of Lite Access.

In the event that the transaction does not close due to a breach of terms and conditions by a party, the breaching party will reimburse the non-breaching party a maximum of \$250,000 for its transaction costs incurred.

Consolidated Financial Information and Management's Discussion and Analysis

The following table sets out certain selected financial information of Ironman in summary form for the financial years ended November 30, 2024 and 2023 and the period ending February 28, 2025. This selected financial information has been derived from and should be read in conjunction with Ironman's annual audited financial statements for the years ended November 30, 2024 and 2023 and the interim financial statements for the period ended February 28, 2025 and 2024, copies of which are appended to Schedule A of this Appendix C:

	For the period ending February 28, 2025	Financial Year ended November 30, 2024 (audited)	Financial Year ended November 30, 2023 (audited)
Total revenues	\$989,834	\$19,594,396	\$12,454,343
Net and comprehensive income	\$(1,320,421)	\$4,705,239	\$928,193
Total assets	\$14,698,422	\$17,230,564	\$9,212,217
Total Liabilities	\$23,732,708	\$24,944,430	\$4,899,014
Total Shareholder's Equity (Deficit)	\$(9,034,286)	\$(7,713,866)	\$4,313,203

Management's Discussion and Analysis

The Financial Statements, Auditor's Report, and MD&A for the financial years ended November 30, 2024 and 2023 and the period ended February 28, 2025 and 2024 are appended to Schedule B of this Appendix C.

Description of Securities

Authorized and Issued Share Capital

The authorized capital of Ironman consists of:

- an unlimited number of Class A Voting Non-Participating Shares, without par value, with no dividend rights, 3rd liquidation entitlement, not redeemable or retractable;
- an unlimited number of Class B Voting Participating Shares, without par value, with dividend rights, 4th liquidation entitlement, not redeemable or retractable;
- an unlimited number of Class C Voting Participating Shares, without par value, with dividend rights, 4th liquidation entitlement, not redeemable or retractable;
- an unlimited number of Class D Non-Voting Participating Shares, without par value, with dividend rights, 4th liquidation entitlement, not redeemable or retractable;
- an unlimited number of Class E Non-Voting Participating Shares, without par value, with dividend rights, 4th liquidation entitlement, not redeemable or retractable;
- an unlimited number of Class F Non-Voting Participating Shares, without par value, with dividend rights, 4th liquidation entitlement, not redeemable or retractable;
- an unlimited number of Class G Non-Voting Preferred Shares, with a par value of \$0.01 Canadian Dollars each, with dividend rights, 2nd liquidation entitlement, redeemable and retractable for \$100 per share;
- an unlimited number of Class H Non-Voting Preferred Shares, with a par value of \$100.00 Canadian Dollars each, with dividend rights, 2nd liquidation entitlement, redeemable and retractable for \$100 per share;
- an unlimited number of Class I Non-Voting Preferred Shares, with a par value of \$0.01 Canadian Dollars each, with dividend rights, 1st liquidation entitlement, redeemable and retractable for a price per share set by the directors;

- an unlimited number of Class J Non-Voting Preferred Shares, with a par value of \$0.01 Canadian Dollars each, with dividend rights, 1st liquidation entitlement, redeemable and retractable for a price per share set by the directors;
- an unlimited number of Class K Non-Voting Preferred Shares, with a par value of \$100.00 Canadian Dollars each, 2nd liquidation entitlement, redeemable and retractable for a price per share set by the directors;

As of the date of this Circular, the following shares were issued and outstanding:

- 100 Class B Voting Participating Shares
- 100 Class C Voting Participating Shares
- 60,842 Class G Non-Voting Preferred Shares
- 100 Class I Non-Voting Preferred Shares
- 200 Class J Non-Voting Preferred Shares

Consolidated Capitalization

There have been no material changes in the share and loan capital of Ironman since February 28, 2025, the date of Ironman's most recently completed financial period.

Options to Purchase Securities

As of the date of this Circular, there are no outstanding options to acquire shares in the capital of Ironman.

Prior Sales

The information regarding any securities of Ironman purchased or sold by Ironman during the 12 months prior to the date of this Circular is set out below:

Date	Type of Security	Number	Price per Security/Exercise Price
June 24, 2024	Redemption of Class J Preferred Shares	200	\$0.01
June 24, 2024	Issuance of Class G Preferred Shares	60,842	\$0.01
June 24, 2024	Issuance of Class J Preferred Shares	200	\$0.01
June 24, 2024	Issuance of Class B Voting Shares	100	\$0.01
June 24, 2024	Issuance of Class C Voting Shares	100	\$0.01

Escrowed Securities and Securities Subject to Contractual Restrictions on Transfer

To the knowledge of Ironman, as at the date of this Circular, there are no securities of Ironman held in escrow or subject to a contractual restriction on transfer.

Principal Shareholders

To the knowledge of Ironman, as at the date of this Circular, there are no persons that beneficially own, directly or indirectly, or exercise control or direction over, Ironman Shares carrying more than 10% of all voting rights, other than:

- Mike Irmen, who beneficially holds 90% of the outstanding Class B Voting Participating Shares;
- Denise Irmen, who beneficially holds 90% of the Class C Voting Participating Shares; and
- Robert Scott, who beneficially holds 10% of the outstanding Class B Voting Participating Shares and 10% of the outstanding Class C Participating Shares.

Directors and Officers

The names of the directors and officers of Ironman, the positions held by them with Ironman and the designation and number of Ironman Securities and percentage beneficially owned, directly or indirectly, or over which control or direction is exercised, as of this Circular, by each of them and, where known after reasonable inquiry, by their respective associates or affiliates (each as defined under applicable securities laws), are as follows:

Name, Residence and Present Positions Held	Principal Occupation for Last 5 Years	Date of Appointment	Type of Compensation Security	Number of Ironman Securities Beneficially Owned, Controlled, or Directed
Mike Irmen Salmon Arm, BC Director, President	See Biographies below.	November 18, 2016	NA	90 Class B Voting Participating Shares (90% Class B Voting Participating Shares); 27,379 Class G Non-Voting Preferred Shares (45% Class G Non-Voting Preferred Shares); 100 Class I Non-Voting Preferred Shares (100% of the Class I Non-Voting Preferred Shares); 90 Class J Non-Voting Preferred Shares (45% Class J Non-Voting Preferred Shares);
Robert Scott Vernon, BC Director, Senior Manager	See Biographies below.	November 19, 2024	NA	10 Class B Voting Participating Shares (10% Class B Voting Participating Shares); 10 Class C Voting Participating Shares (10% Class C Voting Participating Shares); 6,084 Class G Non-Voting Preferred Shares (10% Class G Non-Voting Preferred Shares); 20 Class J Non-Voting Preferred Shares (10% Class J Non-Voting Preferred Shares);

Biographies

Mike Irmen (Age: 51) – Director

Mike Irmen has been the owner of Ironman for over 26 years. Having greater than 35 years' experience in the industry as an experienced and knowledgeable civil contractor has resulted in the award of numerous projects

throughout British Columbia, Alberta and Saskatchewan. Providing an organized approach to all projects including attention to safety, Mike successfully achieves ways to increase efficiencies and reduce costs in each project. Mike started out as a red seal electrician and eventually founded Michael's Electric. Over time, the business expanded and evolved into Michael's Electrical & HDD, a venture that was guided by Michael's expertise and the guidance he received in HDD. As the company grew and adapted to new challenges, it was rebranded again, becoming Ironman.

Mr. Irmen is responsible for Lead planning, execution, and successful completion of directional drilling projects, manage project timelines, budgets, and resource allocation, forecast project needs, including resource allocation and equipment requirements, purchase necessary equipment and materials to support project needs, manage project budgets and costs, to help ensure profitability, monitor project financials and report on performance, ensure projects meet quality standards and client specifications, ensure compliance with safety and regulatory standards, oversee daily operations, to help ensure efficient use of resources and equipment, mentor and develop staff, aiming to ensure a strong, skilled team, staff management, including recruitment, training, and performance evaluations, foster a positive and safe work environment, build and maintain strong relationships with clients and key stakeholders, act as the main point of contact for clients, aiming to ensure high customer satisfaction, negotiate contracts, resolve issues, and ensure timely project delivery, quoting and preparing cost estimates for potential new projects, identify new business opportunities and lead bidding efforts, and represent the company at industry events and grow the business network.

Robert Scott (Age: 53) – Director

Robert Scott entered the world of directional drilling through Brandt, where he learned the processes and gained valuable expertise in the field. Over time, he built a strong relationship with Mike, and in 2010, he became a co-owner of the business and manager. Mr. Scott has been the owner of Ironman for over 15 years. With more than 35 years of experience as a manager, he has built a reputation for delivering successful projects throughout British Columbia, Alberta, and Saskatchewan. His organized approach to every project, with a focus on safety and efficiency, has consistently resulted in reduced costs and enhanced project outcomes. Mr. Scott attended business courses at Okanagan College, where he gained foundational knowledge in management and operations. Alongside his academic studies, he received hands-on training in directional drilling through extensive work experience, allowing him to develop a deep understanding of the industry's technical aspects. This combination of formal education and practical expertise has been crucial in shaping his successful career in the directional drilling field.

Mr. Scott oversees the planning, coordination, and successful delivery of directional drilling projects. He is responsible for managing project schedules, budgets, and resource allocation, as well as forecasting the needs for both manpower and equipment. Bob aims to ensure the acquisition of necessary materials and equipment to support each project's requirements while closely monitoring financials to maintain profitability. He prioritizes quality control, aiming to ensure that all projects meet client specifications and adhere to safety and regulatory standards.

In addition to managing daily operations, Mr. Scott aims to ensure efficient resource use and the proper functioning of equipment, all while leading and mentoring his team. He plays an active role in staff recruitment, training, and performance reviews, cultivating a skilled, motivated workforce. He also promotes a positive and safe work environment for all employees.

Building and maintaining strong client relationships is a key aspect of Mr. Scott's role, as he serves as the primary point of contact for clients, addressing any concerns, negotiating contracts, and aiming to ensure projects are delivered on time. He is also involved in preparing cost estimates and proposals for new business, identifying opportunities for growth, and representing Ironman at industry events to expand the company's network and reach.

Cease Trade Orders, Bankruptcies, Penalties, or Sanctions

To the knowledge of Ironman management, none of the directors of Ironman is, as at the date hereof, or has been, within the previous 10 years, a director, chief executive officer or chief financial officer of any company (including Ironman) that, (i) was subject to an order that was issued while the director was acting in the capacity as director,

chief executive officer or chief financial officer, or (ii) was subject to an order that was issued after the director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

None of the directors of Ironman is, as at the date hereof, or has been, within the previous 10 years, a director or executive officer of any company (including Ironman) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, Transaction or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

None of the directors of Ironman has been subject to (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a director.

Conflicts of Interest

There are no existing or potential material conflicts of interest between Ironman or a subsidiary of Ironman and a director or officer of Ironman or a subsidiary of Ironman.

Executive Compensation

The following information regarding executive compensation is presented in accordance with National Instrument Form 51-102F6V – *Statement of Executive Compensation* and sets forth compensation for each of the NEOs and directors of Ironman.

For the purpose of this Appendix C:

“CEO” means an individual who acted as chief executive officer of Ironman, or acted in a similar capacity, for any part of the most recently completed financial year;

“CFO” means an individual who acted as chief financial officer of Ironman, or acted in a similar capacity, for any part of the most recently completed financial year;

“director” means an individual who acted as a director of Ironman, or acted in a similar capacity, for any part of the most recently completed financial year;

“NEO” or **“named executive officer”** means each of the following individuals:

- (a) a CEO;
- (b) a CFO;
- (c) each of the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000, as determined in accordance with subsection 1.3(6) of National Instrument 51-102 *Continuous Disclosure Obligations*, for that financial year; and
- (d) each individual who would be a NEO under paragraph (c) but for the fact that the individual was neither an executive officer of Ironman, nor acting in a similar capacity, at the end of that financial year.

“option-based award” means an award under an equity incentive plan of options, including, for greater certainty, share options, share appreciation rights, and similar instruments that have option-like features.

Director and NEO Compensation

The following table sets out all direct and indirect compensation for, or in connection with, services provided to the Company and its subsidiaries for the financial years ended November 30, 2024 and November 30, 2023 for the persons who were NEOs during the financial year ended November 30, 2024.

Name and position	Fiscal Period	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites⁽¹⁾ (\$)	Value of all other compensation (\$)⁽³⁾	Total compensation (\$)
Mike Irmen Director	2024	252,200	5,000	Nil	Nil	Nil	257,200
	2023	252,200	5,000	Nil	Nil	Nil	257,200
Robert Scott Director, Senior Manager	2024	221,000	5,000	Nil	Nil	Nil	226,000
	2023	221,000	5,000	Nil	Nil	Nil	226,000

The Company has no equity incentive plan and no outstanding convertible securities.

Pension Plan

The Company does not have a pension plan that provides for payments or benefits to the NEOs at, following, or in connection with retirement.

Employment, Consulting and Management Agreements

The Company has no employment or advisory agreements. The Company has no contracts, agreements, plans or arrangements providing for payments to any Named Executive Officer at, following or in connection with any termination, resignation, retirement, change in control of the Company or a change in any Named Executive Officer’s responsibilities.

Oversight and Description of Director and Named Executive Officer Compensation

Ironman has not yet established any formal objectives or criteria for executive compensation and does not have a formal pre-determined compensation plan on the basis that its current stage of development and financial resources requires flexibility in determining remuneration for its officers and directors.

Indebtedness Of Directors and Executive Officers

Except as disclosed below, none of Ironman’s directors or executive officers, or associates of any of them, is or has been indebted to Ironman or its subsidiaries at any time since the beginning of the most recently completed financial year and no indebtedness remains outstanding as at the date of this Circular.

AGGREGATE INDEBTEDNESS (\$)		
Purpose	To the Company or its Subsidiaries	To Another Entity
Share purchases	N/A	N/A
Other	\$165,025.29 ⁽¹⁾⁽²⁾	N/A

- (1) Ironman advanced an unsecured loans (collectively, the “**Next Level Loan**”) to 1392354 B.C. Ltd. dba Next Level Traffic Services, a company controlled by Robert Scott, to pay certain expenses. Next Level Traffic Services provides traffic control (flagging) services to customers, including Ironman. As of June 30, 2025 the balance of the Next Level Loan was \$156,203.29. As of November 30, 2024 the balance of the Next Level Loan was \$118,274. The largest balance owing during the 2024 fiscal period was \$153,356 (outstanding as of December 1, 2023). It is expected that, effective immediately prior to completion of the Transaction, 50% of the Next Level Loan will be transferred to 599837 B.C. Ltd, a company controlled by Mike Irmen and Denise Irmen, and the remaining 50% of the Next Level Loan will be transferred to Robert Scott.
- (2) Ironman advanced an unsecured loan to Robert Scott for travel advances as an employee of the Company (the “**Robert Scott Loan**”). As of June 30, 2025, the balance of the Robert Scott Loan was \$8,822. As of November 30, 2024 the balance of the Robert Scott Loan was \$8,822. The largest balance owing during the 2024 fiscal period was \$8,822.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS UNDER (1) SECURITIES PURCHASE AND (2) OTHER PROGRAMS						
Name and Principal Position	Involvement of Company or Subsidiary	Largest Amount Outstanding During financial year ended November 30, 2024 (\$)	Amount Outstanding as at June 30, 2025 (\$)	Financially Assisted Securities Purchases During financial year ended November 30, 2024 (#)	Security for Indebtedness	Amount Forgiven During financial year ended November 30, 2024
Securities Purchase Programs						
N/A	N/A	N/A	N/A	N/A	N/A	N/A
Other programs						

1392354 B.C. Ltd, a company controlled by Robert Scott, Director, Senior Manager	Ironman is the lender	\$153,356	\$156,203.29	Nil	N/A	Nil
Robert Scott	Ironman is the lender	\$8,822	\$8,822	Nil	N/A	N/A

Audit Committee

Ironman does not have an audit committee.

Corporate Governance

Board of Directors

The Ironman Board and executive management team has responsibility for the stewardship of Ironman including responsibility for strategic planning, identification of the principal risks of Ironman's business and implementation of appropriate systems to manage these risks, succession planning (including appointing, training and monitoring senior management), communications with investors and the financial community and the integrity of Ironman's internal control and management information systems.

Directorships

Certain of the directors are presently a director of one or more other reporting issuers (or equivalent) in a Canadian or foreign jurisdiction, as follows:

Name of Director	Other reporting issuer (or equivalent in a foreign jurisdiction)
Mike Irmen Salmon Arm, BC Director, President	Lite Access Technologies Inc. (formerly 1017341 B.C. Ltd.) – TSXV

Orientation and Continuing Education

The Ironman Board and executive management team work together for orientation and continued education of the executive team.

Ethical Business Conduct

The Ironman Board has not adopted a formal code of business conduct and ethics. The Ironman Board has found that the fiduciary duties placed on individual directors by Ironman's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Ironman Board in which the director has an interest have been sufficient to ensure that the Ironman Board operates independently of management and in the best interests of Ironman.

Nomination of Directors

The Ironman Board does not have a nominating committee.

Compensation

The Ironman Board is responsible for determining compensation for the directors of Ironman.

Other Board Committees

The Ironman Board has no committees.

Assessments

Due to the minimal size of the Ironman Board, no formal policy has been established to monitor the effectiveness of the directors, the Ironman Board and its committees.

Risk Factors

The Company is subject to a variety of risk factors and uncertainties in carrying out its activities. Readers should carefully consider all such risk factors set out in the Company's management's discussion and analysis for the financial year ended November 30, 2024. The Company's revenue, cash flow and profitability may be adversely affected by the risks and uncertainties. Additional risks not currently known to the Company, or that the Company currently deems immaterial, may also impair its revenue, cash flow and profitability.

Promoters

There is no promoter of Ironman within the meaning of applicable securities legislation.

Dividends or Capital Distributions

As of the date of this Circular, Ironman has not paid any cash dividends or capital distributions on the Ironman Shares. Ironman may pay cash dividends in the future at the discretion of the board.

Legal Proceedings and Regulatory Actions

To the knowledge of Ironman, there are no legal proceedings material to Ironman to which Ironman is or was a party to, or any of its property is or was the subject of, since the beginning of the most recently completed financial year, nor are there any such proceedings known to Ironman to be contemplated.

In addition, there have been no penalties or sanctions imposed against Ironman by a court relating to provincial and territorial securities legislation or by a securities regulatory authority within the three years immediately preceding the date of this Circular, and Ironman has not entered into any settlement agreements before a court relating to provincial and territorial securities legislation or with a securities regulatory authority within the three years immediately preceding the date of this Circular.

Interest of Management and Others in Material Transactions

Except as disclosed herein, no informed person (a director, executive officer or holder of 10% or more of Ironman Shares) or any associate or affiliate of any informed person had any interest in any transaction which has materially affected or would reasonably be expected to materially affect Ironman or any of its subsidiaries, within the three years before the date of this Circular.

As Mike Irmen, who is a shareholder of Ironman, is also a director of Lite Access, the Transaction will constitute a related party transaction pursuant to Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions*.

Names and Interests of Experts

The independent auditor of Ironman, Dale Matheson Carr-Hilton Labonte LLP, has informed Ironman that it is independent with respect to Ironman in accordance with the Chartered Professional Accountants of British Columbia Code of Professional Conduct.

Other Material Facts

There are no other material facts other than as disclosed herein.

Auditor

The auditor of Ironman is Dale Matheson Carr-Hilton Labonte LLP at Vancouver 1500 - 1140 West Pender St. Vancouver, BC V6E 4G1.

Transfer Agent and Registrar

Ironman has no transfer agent.

Material Contracts

Except for contracts made in the ordinary course of business, the Transaction Agreement is the only material contract entered into by Ironman since the beginning of the last financial year ending before the date of this Circular or before the beginning of the last financial year ending before the date of this Circular for any material contract that is still in effect.

SCHEDULE A

**AUDITED FINANCIAL STATEMENTS OF IRONMAN FOR THE FINANCIAL YEARS
ENDED NOVEMBER 30, 2024 AND 2023**

AND

**INTERIM FINANCIAL STATEMENTS OF IRONMAN FOR THE PERIODS
ENDED FEBRUARY 28, 2025 AND FEBRUARY 29, 2024**

(See attached)

1097195 B.C. Ltd. (dba Ironman Directional Drilling Ltd.)
Consolidated Financial Statements
(Expressed in Canadian dollars)
For the Years Ended November 30, 2024, and 2023

1097195 B.C. Ltd. (dba Ironman Directional Drilling Ltd.)
Consolidated Financial Statements
(Expressed in Canadian dollars)
For the Years Ended November 30, 2024, and 2023

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DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

Independent Auditor's Report

To the Shareholders of 1097195 B.C. Ltd. (dba Ironman Directional Drilling Ltd.)

Opinion

We have audited the consolidated financial statements of 1097195 B.C. Ltd. (dba Ironman Directional Drilling Ltd.) (the "Company"), which comprise the consolidated statements of financial position as at November 30, 2024 and 2023, and the consolidated statements of income and comprehensive income, changes in shareholders' equity (deficit) and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at November 30, 2024 and 2023, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the 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.

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 International Financial Reporting Standards, 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.

Vancouver

1500 – 1140 West Pender St.
Vancouver, BC V6E 4G1
604.687.4747

Surrey

200 – 1688 152 St.
Surrey, BC V4A 4N2
604.531.1154

Tri-Cities

700 – 2755 Lougheed Hwy
Port Coquitlam, BC V3B 5Y9
604.941.8266

Victoria

320 – 730 View St.
Victoria, BC V8W 3Y7
250.800.4694

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.



DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS
Vancouver, BC

July 14, 2025

1097195 B.C. Ltd. (dba Ironman Directional Drilling Ltd.)
Consolidated Statements of Financial Position
(Expressed in Canadian dollars)

	Notes	November 30, 2024	November 30, 2023
Assets			
Current			
Cash		\$ 160,924	\$ 711
Trade and other receivables	5	11,489,174	5,172,793
Inventories	6	270,132	262,180
Prepaid expenses		17,208	-
Advances to shareholders	13	8,822	-
Advances to related parties	14	191,957	162,873
Total current assets		12,138,217	5,598,557
Long-term investments			
	7	334,214	555,664
Property, plant and equipment	8	4,591,681	2,939,600
Right-of-use assets	9a	166,452	118,396
Total long-term assets		5,092,347	3,613,660
Total assets		\$ 17,230,564	\$ 9,212,217
Liabilities and Shareholders' Equity (deficit)			
Current			
Bank indebtedness	10	\$ 907,708	\$ 99,259
Trade and other payables	11	1,650,361	1,608,418
Income taxes payable	19a	1,548,690	27,211
Current portion of long-term debt	12	609,076	101,917
Current portion of lease liabilities	9b	67,665	208,108
Advances from related parties	14	1,482,181	1,698,277
Advances from shareholders	13	28	1,898
Redeemable preferred shares	15b	16,938,372	238,284
Total current liabilities		23,204,081	3,983,372
Long-term debt	12	949,993	351,390
Lease liabilities	9b	112,356	24,252
Deferred income taxes	19b	678,000	540,000
Total liabilities		24,944,430	4,899,014
Shareholders' equity (deficit)			
Share capital	15a	2	2
Distribution reserve	15b	(10,632,000)	-
Retained earnings		2,918,132	4,313,201
Total shareholders' equity (deficit)		(7,713,866)	4,313,203
Total liabilities and shareholders' equity		\$ 17,230,564	\$ 9,212,217

Nature of operations 1

Subsequent events 24

Approved on July 14, 2025

On behalf of the Board:

/s/ Mike Irmen Director

1097195 B.C. Ltd. (dba Ironman Directional Drilling Ltd.)
Consolidated Statements of Income and Comprehensive Income
(Expressed in Canadian dollars)

For the year ended November 30	Notes	2024	2023
Revenue	17	\$ 19,594,396	\$ 12,454,343
Cost of sales	18	10,614,073	8,975,444
Gross profit		8,980,323	3,478,899
Operating expenses			
Advertising and promotion		66,199	35,259
Bad debt		173,835	222,231
Bank charges and interest		107,603	71,735
Amortization	8,9	22,780	15,608
Equipment rental		12,862	(219)
Office		23,013	17,465
Permits and insurance		299,835	220,978
Professional fees		306,543	150,369
Repairs and maintenance		1,150,286	1,079,745
Rent	14	30,000	30,000
Training		7,116	10,182
Utilities and telephone		101,548	95,948
Wages and benefits		570,131	660,836
		2,871,751	2,610,137
Income before other income and income taxes		6,108,572	868,762
Other income (expenses)			
Gain on disposal of equipment	8	289,413	187,893
Loss on disposal of investments	7	(50,972)	-
Increase in fair value of investments	7	18,308	181,065
Foreign exchange		115,415	-
Interest income		30,890	30,001
Interest on long-term debt	12	(97,258)	(26,106)
Interest on lease liabilities	9b	(20,824)	(50,230)
Income before income taxes		6,393,544	1,191,385
Income tax expenses			
Current income tax expense	19a	1,550,305	27,207
Deferred income tax expense	19a	138,000	235,985
Net income and other comprehensive income		\$ 4,705,239	\$ 928,193
Earnings per share			
Basic	15d	\$ 23,526	\$ 4,640
Diluted	15d	\$ 23,526	\$ 4,640

1097195 B.C. Ltd. (dba Ironman Directional Drilling Ltd.)
Consolidated Statements of Changes in Shareholders' Equity (Deficit)
(Expressed in Canadian dollars)

For the year ended November 30	# Common Shares	Share Capital	Distribution Reserve	Retained Earnings	Total
Adjusted balance, November 30, 2022	200	\$ 2	\$ -	\$ 3,575,008	\$ 3,575,010
Net income and comprehensive income	-	-	-	928,193	928,193
Dividends	-	-	-	(190,000)	(190,000)
Balance, November 30, 2023	200	\$ 2	\$ -	\$ 4,313,201	\$ 4,313,203
Net income and comprehensive income	-	-	-	4,705,239	4,705,239
Issuance of Preferred J shares	-	-	(10,632,000)	-	(10,632,000)
Dividends	-	-	-	(6,100,308)	(6,100,308)
Balance, November 30, 2024	200	\$ 2	\$ (10,632,000)	\$ 2,918,132	\$ (7,713,866)

1097195 B.C. Ltd. (dba Ironman Directional Drilling Ltd.)
Consolidated Statements of Changes in Cash Flows
(Expressed in Canadian dollars)

For the year ended November 30	2024	2023
Cash flows from operating activities		
Net income for the year	\$ 4,705,239	\$ 928,193
Adjustments for non-cash items:		
Depreciation of property, plant and equipment	990,134	690,861
Depreciation of right-of-use assets	148,776	238,432
Gain on sale of property, plant and equipment	(289,413)	(187,892)
Loss on disposal of investments	50,972	-
(Increase) decrease in fair value of investments	(18,308)	(181,065)
Gain on foreign exchange	(115,415)	-
Interest	51,393	54,662
Income tax (expense) recovery	1,659,479	(27,720)
	<u>7,182,857</u>	<u>1,515,471</u>
Changes in non-cash working capital:		
Accounts receivable	(6,200,966)	227,505
Inventory	(7,951)	(14,297)
Prepaid expenses	(17,208)	-
Accounts payable and accrued liabilities	(82,434)	318,973
Net cash provided by operating activities	874,298	2,047,652
Cash flows from investing activities		
Acquisition of equipment	(3,309,375)	(1,793,352)
Proceeds on disposal of equipment	1,089,523	695,554
Net cash used in investing activities	(2,219,852)	(1,097,798)
Cash flows from financing activities		
Repayments from shareholders	(10,690)	87,323
Advances to related parties	(88,614)	(145,555)
Repayment of long-term debt	(212,836)	(196,881)
Proceeds from long-term debt	1,318,598	426,577
Repayment of lease liabilities	(249,171)	(304,942)
Proceeds from bank indebtedness	748,480	-
Repayment of bank indebtedness	-	(631,902)
Dividends paid	-	(190,000)
Net cash (used) provided by financing activities	1,505,767	(955,380)
Net (increase) decrease in cash	160,213	(5,526)
Cash, beginning	711	6,237
Cash, ending	160,924	711
Supplemental information		
Income taxes paid	\$ 28,245	\$ 27,461
Interest paid	\$ 171,042	\$ 131,369

1. Nature of operations

1097195 B.C. Ltd. (the “Company”) was incorporate on November 18, 2016 in British Columbia under the Business Corporations Act (British Columbia). The registered office is located at 101 - 481 Harbourfront Drive NE, Salmon Arm, British Columbia, Canada V1E 3L4. The principal place of business is 7284B Highway 97B, Salmon Arm, British Columbia, Canada V1E 2Y6. The Company and its wholly owned subsidiary Ironman Directional Drilling Ltd. (the “Group”) is principally engaged in providing directional drilling services to customers across Western Canada and Alaska.

2. Basis of Preparation

a) Statement of compliance

These consolidated financial statements of the Group have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (‘IFRS’) effective for the Group’s reporting for the year ended November 30, 2024.

b) Basis of measurement

The consolidated financial statements have been prepared on a going concern basis under the historical cost convention, except for certain financial assets and liabilities which are measured at fair value as disclosed in Note 20.

The function currency of each of the Group’s entities is measured suing the currency of the primary economic environment in which that entity operations. The functional currency of both 1097195 B.C. Ltd. and Ironman Directional Drilling Ltd. is the Canadian Dollar.

Foreign currency transactions are translated into the functional currency at exchange rates prevailing at the transaction date. Foreign currency monetary items are translated at period-end exchange rates. Differences arising on settlement of foreign currency transactions or translation of monetary items are recognized in profit or loss.

Non-monetary items measured at historical cost continued to be carried at the exchange rates at the dates of the transactions. Non-monetary items measured at fair value are translated using the exchange rates at the date when the fair value is determined. Differences arising on translation of non-monetary items are treated in line with the recognition of the change in fair value of such an item.

c) Use of estimates and judgments

The preparation of consolidated financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are made prospectively.

Judgments

Judgments made in applying accounting policies that have the most significant effects on the amounts recognized in the condensed interim consolidated financial statements are outlined below.

2. Basis of Preparation (continued)

Impairment of Long-Lived Assets

The Group reviews the carrying amounts of its non-financial assets, including property and equipment and right-of-use assets, when events or changes in circumstances indicate the assets may not be recoverable. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. The Group considered various factors including, but not limited to, the condition of its long-lived assets, economic factors that may impact the value of the long-lived assets and any indications of obsolescence.

Critical accounting estimates

Key assumptions concerning the future and other key sources of estimation uncertainty that have a significant risk of resulting in a material adjustment to the carrying amount of assets and liabilities within the next financial year include the following:

Property and equipment - useful lives

Estimates of the useful lives of property and equipment are based on the period over which the assets are expected to be available for use. The estimated useful lives are reviewed annually and are updated if expectations differ from previous estimates due to physical wear and tear, technical or commercial obsolescence, not electing to exercise renewal options on leases, and legal or other limits on the use of the relevant assets. In addition, the estimation of the useful lives of the relevant assets may be based on internal technical evaluation and experience with similar assets. It is possible, however, that future results of operations could be materially affected by changes in the estimates brought about by changes in the factors mentioned above. The amounts and timing of recorded expenses for any period would be affected by changes in these factors and circumstances. A reduction in the estimated useful lives of the property and equipment would increase the recorded expenses and decrease the non-current assets.

Leases - Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in leases where it is the lessee. As such, it uses its incremental borrowing rate ("IBR") to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of comparable value to the right-of-use asset in a similar economic environment. IBR therefore reflects what the Group "would have to pay", which requires estimation when no observable rates are available or where the applicable rates need to be adjusted to reflect the terms and conditions of the lease. The Group estimates the IBR using observable inputs (such as market interest rates) when available and makes certain entity-specific estimates.

Leases - Estimating the lease term

The Group includes renewal options in the term of the lease when management deems that it is reasonably certain that the option will be exercised.

Expected credit losses

When determining expected credit losses ("ECLs"), the Group considers the historic credit losses observed by the Company, customer-specific payment history and economic conditions. When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECL's, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience, informed credit assessment and forward-looking information.

2. Basis of Preparation (continued)

Fair value of long-term investments

The fair value of long-term investments, including convertible debentures and common shares, is determined using valuation techniques that require significant judgment and the use of unobservable inputs. For convertible debentures, management estimates the appropriate discount rate for the debt component and applies an option pricing model for the equity component, both of which involve key assumptions such as discount rates, expected volatility, and other market factors. For common shares, fair value is estimated using market approaches based on comparable listed entities and forecasted growth. These estimates are inherently uncertain and may result in material adjustments to the carrying values of these investments within the next financial year if actual outcomes differ from those assumptions.

3. Basis of Consolidation

The consolidated financial statements comprise the financial statements of the Company and its wholly-owned subsidiary Ironman Directional Drilling Ltd. ("Ironman"), located in Canada.

Subsidiaries are fully consolidated from the date of acquisition, being the date on which the Group obtains control, and continues to be consolidated until the date when such control ceases.

All intercompany balances and transactions, income and expenses have been eliminated upon consolidation.

4. Material Accounting Policy Information

a) Cash

Cash in the statements of financial position comprise of cash at financial institutions and on hand, and short-term deposits with an original maturity of three months or less, which are readily convertible into a known amount of cash. The Company's cash is invested with major financial institutions in business accounts and is available on demand by the Company for its operations. Bank overdrafts and indebtedness are shown within borrowings in current liabilities in the statement of financial position.

b) Revenue from contracts with customers

Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group has generally concluded that it is the principal in its revenue arrangements, because it typically controls the goods or services before transferring them to the customer.

Provision of directional drilling services

The group contracts individual drilling rig packages, including crews and support equipment to its customers. Depending on the customer's drilling program, contracts may be for a single hole or multiple holes or a fixed term. Revenue from contract drilling services is recognized over time from spud to rig release on a daily basis.

The group provides services under turnkey contracts, whereby the Group is required to drill to an agreed upon specifications under specified conditions for a fixed price, regardless of the time required or problems encountered in drilling the hole. Revenue from turnkey drilling contracts is recognized over the time using the input method based on costs incurred to date in relation to estimated total contract costs, as that most accurately depicts the Group's performance.

4. Material Accounting Policy Information (continued)

Participation fees

Participation fees from Lite Access Technologies (“LTE”), a related party (see Note 14) is recognized when earned and collection is reasonably assured.

The Group has applied the following practical exemptions:

- not to account for significant financing components where the time difference between receiving consideration and transferring control of goods or services to its customer is one year or less; and
- expensing the incremental costs of obtaining a contract when the amortization period of the asset otherwise recognized would have been one year or less.

c) Government grants

Government grants are recognized where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognized as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognized as income in equal amounts over the expected useful life of the related asset.

d) Income taxes

Deferred tax

Deferred tax expense is recognized on temporary differences arising between the tax bases and their carrying amounts in the Statement of Financial Position. Deferred tax is calculated using tax rates and laws that have been enacted or substantively enacted at the end of the reporting period, and which are expected to apply when the related deferred income tax asset is realized, or the deferred income tax liability is settled.

Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are:

- i. recognized to the extent it is probable that taxable profits will be available against which the deductible temporary differences can be utilized; and
- ii. are reviewed at the end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred income tax taxes are recognized for all deductible temporary differences, carry forward of unused tax credits and losses, to the extent that is probable that future taxable profit will be available against which deductible temporary differences and the carry forward of unused tax credits and losses can be utilized except:

- i. Where the deferred income tax asset related to the temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transactions, affects neither the accounting profit nor taxable profit or loss; and
- ii. In respect of deductible temporary differences associated with investments in subsidiaries, associates and interest in joint ventures, deferred income tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

4. Material Accounting Policy Information (continued)

The Carrying amount of deferred income tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Unrecognized deferred income tax assets are reassessed at the end of each reporting period and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply when the asset is realized, or the liability is settled based on tax rates and laws that have been enacted or substantively enacted at the end of the reporting period.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Current tax

Current tax expense is based on the results for the year as adjusted for items that are not taxable or not deductible. Current tax is calculated using tax rates and laws that were enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. Provisions are established based on amounts expected to be paid to the tax authorities.

e) Inventories and cost of sales

Inventory consists of consumable goods used in providing directional drilling services and is initially recognized at cost, and subsequently at the lower of cost and net realizable value. Cost is determined on a first-in-first-out basis. Cost includes acquisition costs net of discounts, and other costs incurred to bring inventories to their present location and condition.

f) Property, plant and equipment

Property, plant and equipment are recorded at cost less accumulated depreciation and accumulated impairment losses, if any. Depreciation is calculated using the following method over the asset's estimated useful life as follows:

Leasehold improvements	20% straight-line
Equipment	20% - 100% declining balance
Automotive	30% declining balance
Office and computer equipment	20% - 55% declining balance

Depreciation commences when the property, plant and equipment is available for its intended use. The assets' residual values, useful lives and methods of depreciation are reviewed at the end of each reporting period.

g) Leases

Right-of-Use Assets

The Group assesses whether a contract is or contains a lease, at inception of the contract. The Group recognizes a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less). For short-term leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

4. Material Accounting Policy Information (continued)

The right-of-use asset comprises the initial measurement of the corresponding lease liability and lease payments made at or before the commencement date, less any lease incentives received and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated over the shorter period of the lease term and useful life of the underlying asset. If a lease transfers ownership of the underlying asset or if the Group expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. Depreciation begins at the commencement date of the lease.

Lease Liabilities

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability using the effective interest method and by reducing the carrying amount to reflect the lease payments made.

The Group re-measures the lease liability and makes a corresponding adjustment to the related right-of-use asset whenever the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the lease liability is re-measured by discounting the revised lease payments using a revised discount rate.

h) Financial Instruments

Financial assets are classified as either fair value through profit or loss ("FVTPL") amortized costs, or fair value through other comprehensive income ("FVOCI"). Financial liabilities are classified as either amortized cost or FVTPL. The Group determines the classification of its financial instruments at initial recognition.

Financial assets at fair value through profit or loss ("FVTPL")

A financial asset measured at FVTPL is recognized initially at fair value with any associated transaction costs being recognized in profit or loss when incurred. Subsequently, the financial asset is remeasured at fair value, and a gain or loss is recognized in profit or loss in the reporting period in which it arises.

Financial assets at fair value through other comprehensive income ("FVTOCI")

Investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses arising from changes in fair value recognized in other comprehensive income. There is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment.

4. Material Accounting Policy Information (continued)

Financial assets at amortized cost

Financial assets at amortized cost are initially recognized at fair value and subsequently carried at amortized cost less any impairment. They are classified as current assets or non-current assets based on their maturity date.

The Group recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the loss allowance for the financial asset is measured at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the loss allowance is measured for the financial asset at an amount equal to twelve month expected credit losses. For trade receivables the Group applies the simplified approach to providing for expected credit losses, which allows the use of a lifetime expected loss provision. Impairment losses on financial assets carried at amortized cost are reversed in subsequent periods if the amount of the loss decreases and the decrease can be objectively related to an event occurring after the impairment was recognized.

Financial assets are derecognized when they mature or are sold, and substantially all the risks and rewards of ownership have been transferred. Gains and losses on derecognition of financial assets classified as FVTPL or amortized cost are recognized on the consolidated statement of loss and comprehensive loss. Gains or losses on financial assets classified as FVTOCI remain within accumulated other comprehensive income.

Financial liabilities at FVTPL

Financial liabilities at FVTPL are initially recorded at fair value. Realized and unrealized gains and losses arising from changes in the fair value of the financial liability held at FVTPL are included in the consolidated statement of loss and comprehensive loss in the period in which they arise.

Financial liabilities at amortized cost

All financial liabilities that are not held for trading or designated as at FVTPL are recognized initially at fair value net of any directly attributable transaction costs. Subsequent to initial recognition these financial liabilities are measured at amortized cost using the effective interest method.

Financial liabilities are derecognized when the contractual obligations are discharged or cancelled, or expire. The Group also derecognizes a financial liability when the terms of the liability are modified such that the terms and/or cash flows of the modified instrument are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value. Gains and losses on derecognition are generally recognized in profit or loss.

The classification of the Group's financial instruments under IFRS 9 is as follows:

Trade and other receivables	Amortized cost
Long-term investments	FVTPL
Advances to shareholders	Amortized cost
Advances to related parties	Amortized cost
Bank indebtedness	FVTPL
Trade and other payables	Amortized cost
Long-term debt	Amortized cost
Advances from related parties	Amortized cost
Advances from shareholders	Amortized cost
Redeemable preferred shares	Amortized cost

4. Material Accounting Policy Information (continued)

i) Recent Accounting Pronouncements

Certain new standards, amendments to standards, and interpretations were issued by the IASB or the IFRS Interpretations Committee that are mandatory for accounting years beginning after December 1, 2024 or later that the group has decided not to adopt early. The adoption of the new standards, interpretations and amendments which were issued but are not yet effective are not expected to have a material impact on the Group's consolidated financial statements except for IFRS 18.

IFRS 18 Presentation and Disclosure in Financial Statements is effective for reporting periods beginning on or after January 1, 2027. IFRS 18 will supersede IAS 1 and will result in amendments to IFRS Accounting Standards including IAS 8 Basis of Preparation of Financial Statements. Management is reviewing the impact the standard will have on the consolidated financial statements.

5. Trade and Other Receivables

	2024	2023
Accounts receivable, trade	\$ 11,477,249	\$ 5,335,791
Accounts receivable, government remittances	27,814	23,863
Allowance for doubtful accounts	(15,889)	(186,861)
	<u>\$ 11,489,174</u>	<u>\$ 5,172,793</u>

Included in trade receivables are amounts owing from a related party of \$4,127,052 (2023 - \$2,393,458) and holdbacks withheld of \$215,993 (2023 - \$187,153).

The breakdown of the aging of the Group's aging of trade accounts receivables is as follows:

	2024	2023
1 - 30 days	\$ 924,152	\$ 1,463,889
31 - 60 days	841,269	928,889
61 - 90 days	902,879	700,548
Over 90 days	8,808,949	2,242,465
Provision for expected credit losses	(15,889)	(186,861)
	<u>\$ 11,461,360</u>	<u>\$ 5,148,930</u>

6. Inventories

Inventories consist of materials and supplies. The following is a breakdown of inventories:

	2024	2023
Materials and supplies	<u>\$ 270,132</u>	<u>\$ 262,180</u>

7. Investments

Marketable Securities

On July 26, 2022, the Group signed a cooperation agreement (the "Cooperation Agreement") with LTE, whereby the Group and LTE will jointly provide their specialized fiber installation and directional drilling services on new fiber optic network projects (Note 14).

As part of the Cooperation Agreement, the Group received 2,265,440 common shares in LTE, at a fair value of \$0.10 per share for an aggregate fair value of \$226,544 in accordance with the Cooperation Agreement as settlement of the debt due from LTE (Note 14). During the year ended November 30, 2024, there was 2,038,896 shares transferred to 599837 BC Ltd., a company controlled by the CEO, at a fair value of \$142,723 recognizing a loss of \$50,972. The Group recognized an unrealized loss of \$5,666 (2023 - \$90,618 - gain) for the change in fair value of the common shares owned at November 30, 2024. The common shares were valued using Level 2 inputs. The fair value of the common shares as at November 30, 2024 was \$15,855 (2023 - \$215,217).

Debentures

On November 7, 2022, the Group subscribed to \$250,000 of debentures from LTE. The debentures are secured under a general security agreement, bear interest at 12% per annum and are due two years from the date of issue. The debentures are convertible into common shares of LTE at a conversion rate of \$0.07 per share if converted on or before the first anniversary of the issue date, and \$0.10 per share if converted subsequent to the first anniversary date of issuance up to the second anniversary date.

On initial recognition, the debentures in their entirety were classified as financial assets measured at FVTPL in accordance with IFRS 9. The debentures will be revalued at each reporting date, and any changes in fair value recognized in profit or loss.

During the year ended November 30, 2024, the Group recognized an unrealized gain on the fair value of the debentures of \$22,089 (2023 - \$90,447). The fair value of the debentures as at November 30, 2024 was \$318,358 (2023 - \$340,447).

On December 18, 2024, the maturity date of the debentures was extended from November 22, 2024 to November 22, 2026. As part of the extension of the debentures the conversion terms were kept the same as the original terms whereby, the debentures are convertible into common shares of LTE at a conversion rate of \$0.07 per share if converted on or before the first anniversary date (November 22, 2025), and \$0.10 per share if converted subsequent to the first anniversary date up to the second anniversary date (November 22, 2026).

1097195 B.C. Ltd. (dba Ironman Directional Drilling Ltd.)
Notes to Consolidated Financial Statements
For the years ended November 30, 2024 and 2023

8. Property, Plant and Equipment

	Leaseholds	Equipment	Automotive Equipment	Office & Computer Equipment	Total
Cost					
At November 30, 2022	\$ 25,733	\$ 2,662,358	\$ 2,318,361	\$ 64,913	\$ 5,071,365
Additions	117,723	851,718	821,212	2,879	1,793,532
Disposals	-	-	(706,847)	-	(706,847)
At November 30, 2023	143,456	3,514,076	2,432,726	67,792	6,158,050
Additions	-	1,673,501	1,826,404	2,686	3,502,591
Disposals	-	(311,614)	(849,292)	(22,919)	(1,183,825)
At November 30, 2024	\$ 143,456	\$ 4,875,963	\$ 3,409,838	\$ 47,559	\$ 8,476,816
Accumulated Depreciation and Impairment					
At November 30, 2022	\$ 15,805	\$ 1,527,164	\$ 1,133,282	\$ 50,523	\$ 2,726,774
Depreciation	13,758	329,988	339,882	7,233	690,861
Disposals	-	-	(199,185)	-	(199,185)
At November 30, 2023	29,563	1,857,152	1,273,979	57,756	3,218,450
Depreciation	22,780	513,560	449,547	4,247	990,134
Disposals	-	(87,732)	(214,313)	(21,405)	(323,450)
At November 30, 2024	\$ 52,343	\$ 2,282,980	\$ 1,509,213	\$ 40,598	\$ 3,885,134
Net Book Value					
At November 30, 2023	\$ 113,893	\$ 1,656,924	\$ 1,158,747	\$ 10,036	\$ 2,939,600
At November 30, 2024	\$ 91,113	\$ 2,592,983	\$ 1,900,625	\$ 6,960	\$ 4,591,681

During the year ended November 30, 2024, the Group recognized depreciation of \$990,134 (2023 - \$690,861), \$967,354 (2023 - \$675,253) has been presented in cost of sales.

During the year ended November 30, 2024, the Group recognized gain is disposal of equipment of \$289,413 (2023 - \$187,893).

As at November 30, 2024, the Group had property, plant and equipment with cost of \$264,768 (2023 - \$185,000) that was fully depreciated and still in use.

9. Right-of-Use Assets and Lease Liabilities

The Group leases drilling and earth moving equipment. The leases of the equipment are comprised of fixed payments for lease terms ranging from 1 to 4 years and a purchase option at the end of each term.

a) Right-of-Use Assets

Cost

At November 30, 2022	\$ 1,957,080
At November 30, 2023	1,957,080
Additions	196,832
Disposals	(1,777,500)
At November 30, 2024	\$ 376,412

Accumulated Amortization

At November 30, 2022	\$ 1,600,252
Amortization	238,432
At November 30, 2023	1,838,684
Amortization	148,776
Disposals	(1,777,500)
At November 30, 2024	\$ 209,960

Net Book Value

At November 30, 2023	\$ 118,396
At November 30, 2024	\$ 166,452

b) Lease Liabilities

At November 30, 2022	\$ 508,568
Interest expense	50,230
Lease payments	(326,438)
At November 30, 2023	\$ 232,360
Addition	196,832
Interest expense	20,824
Lease payments	(269,995)
At November 30, 2024	\$ 180,021

9. Right-of-Use Assets and Lease Liabilities (continued)

	November 30, 2024	November 30, 2023
Current portion	67,665	208,108
Long-term portion	112,356	24,252
Total lease liability	180,021	232,360

At November 30, 2024, the Group is committed to minimum lease payments as follows:

Maturity analysis	Future minimum lease payment	Interest	Present Value of lease payments
Less than one year	\$ 76,120	\$ 8,455	\$ 67,665
One year to three years	150,752	38,396	112,356
Total minimum lease payments	\$ 226,872	\$ 46,851	\$ 180,021

During the year ended November 30, 2024, the Group recognized amortization of \$148,776 (2023 - \$238,432), which has been presented in cost of sales.

10. Bank Indebtedness

The Group has a line of credit for up to \$1,250,000 bearing interest at bank prime plus 1.5% per annum, which is secured by a general security agreement and guarantee and postponement of claim to related companies and a director. At year end the outstanding balance of the line of credit was \$605,000 (2023 - \$nil).

This line of credit is secured by:

- a general security agreement providing first ranking security interest over all personal property of Ironman Directional Drilling Ltd.;
- guarantee and postponement of claim supported by general security agreements from 1097195 B.C. Ltd., 599837 B.C. Ltd., Michael's Electrical Ltd. and Michael Irmen;
- providing a first ranking security interest over all of the personal property of 1097195 B.C. Ltd., 599837 B.C. Ltd. and Michael's Electrical Ltd.

The bank requires that reviewed annual financial statements are provided within 120 days of each fiscal year end. As of the date of these financial statements, the Group is not compliant with this requirement.

11. Trade and Other Payables

	2024	2023
Trade payables	\$ 1,582,696	\$ 1,512,428
Sales taxes payable	18,760	65,611
Payroll liabilities	12,504	10,879
Accrued and other liabilities	36,401	19,500
	<u>\$ 1,650,361</u>	<u>\$ 1,608,418</u>

12. Long-term Debt

On August 2, 2024, the Group entered into a loan with the Royal Bank of Canada ("RBC") in the amount of \$294,216. The loan bears interest at 5.89% per annum and is payable in monthly installments of \$6,886 until July 31, 2026.

On August 27, 2024 the Group entered into a loan with the Royal Bank of Canada ("RBC") in the amount of \$567,705. The loan bears interest at 5.62% per annum and is payable in monthly installments of \$10,859 until August 27, 2026.

On April 16, 2024, the Group entered into a loan with the Royal Bank of Canada ("RBC") in the amount of \$179,000. The loan bears interest at 6.51% per annum and is payable in monthly installments of \$4,239 until April 16, 2026.

On October 29, 2024, the Group entered into a vehicle loan in the amount of \$112,986. The loan bears interest at 7.59% per annum and is payable in monthly installments of \$2,269 until October 29, 2029

On July 16, 2024, the Group entered into a vehicle loan in the amount of \$100,530. The loan bears interest at 5.49% per annum and is payable in monthly installments of \$1,920 until July 16, 2029.

On August 21, 2024, the Group entered into a vehicle loan in the amount of \$64,161. The loan bears interest at 5.99% per annum and is payable in monthly installments of \$1,937 until July 21, 2026.

On April 13, 2023, the Group entered into a loan with the Royal Bank of Canada ("RBC") in the amount of \$426,577. The loan bears interest at 1.5% per annum and is payable in monthly installments of \$8,690 until April 13, 2025.

On October 28, 2023, the Group entered into a vehicle loan in the amount of \$128,810. The loan bears interest at 5.99% per annum and is payable in monthly installments of \$2,134 until October 28, 2029.

On September 29, 2021, the Group entered into a vehicle loan in the amount of \$65,196. The loan bears interest at 6.77% per annum and is payable in monthly installments of \$2,368 until March 29, 2024.

On August 14, 2021, the Group entered into a vehicle loan in the amount of \$100,909. The loan bears interest at 3.49% per annum and is payable in monthly installments of \$1,835 until August 14, 2026.

On May 6, 2021, the Group entered into a vehicle loan in the amount of \$41,065. The loan bears interest at 3.99% per annum and is payable in monthly installments of \$1,834 until May 6, 2023.

On February 19, 2021, the Group entered into a vehicle loan in the amount of \$35,869. The loan bears interest at 3.99% per annum and is payable in monthly installments of \$1,258 until August 19, 2024.

	RBC Loans	Vehicle Loans	Total
Balance, November 30, 2022	62,132	135,373	197,505
Additions	426,577	-	426,577
Interest	21,695	4,411	26,106
Repayments	(124,107)	(72,774)	(196,881)
Balance, November 30, 2023	\$ 386,297	\$ 67,010	\$ 453,307
Additions	1,040,921	277,677	1,318,598
Interest	73,918	23,340	97,258
Repayments	(187,192)	(122,902)	(310,094)
Balance, November 30, 2024	\$ 1,313,944	\$ 245,125	\$ 1,559,069

12. Long-term Debt (continued)

The long-term and current portion of long-term debt is as follow:

	RBC Loans	Vehicle Loans	Total
November 30, 2023			
Current portion	\$ 73,490	28,427	\$ 101,917
Long-term portion	312,807	38,583	351,390
Total	\$ 386,297	\$ 67,010	\$ 453,307
November 30, 2024			
Current portion	\$ 549,853	59,223	\$ 609,076
Long-term portion	764,091	185,902	949,993
Total	\$ 1,313,944	\$ 245,125	\$ 1,559,069

13. Shareholder Loans

The advances from shareholders are non-interest bearing, unsecured and have no fixed terms of repayment.

14. Related Party Balances and Transactions

The Group's related parties include companies controlled by directors and joint key management, as described below. Unless otherwise noted, none of the transactions incorporated special terms and conditions and no guarantees were given or received. Outstanding balances are usually settled in cash.

a) Advances to Related Parties

	2024	2023
486337 B.C. Ltd., controlled by family of shareholders of the Group	\$ 35,548	\$ 31,728
Next Level Traffic Services Ltd., controlled by shareholders of the Group	153,356	131,145
Ironman Directional Drilling US Inc., wholly owned by 599837 B.C. Ltd.	3,053	-
	\$191,957	\$162,873

b) Advances from Related Parties

	2024	2023
599837 B.C. Ltd., wholly owned by shareholders of the Group	\$ 1,344,900	\$ 1,562,225
Michael's Electrical Ltd., controlled by shareholders of the Group	137,281	136,052
	\$ 1,482,181	\$ 1,698,277

The advances to and from related parties are non-interest bearing, unsecured and have no fixed terms of repayment.

14. Related Party Balances and Transactions (continued)

c) Transactions with key management personnel

Key management personnel of the Group are members of the Board of Directors as well as members of key management personnel.

During the year ended November 30, 2024, the Group paid salaries to key management personnel of \$557,252 (2023 - \$562,936).

d) Related Party Transactions

The following table summarizes the Group's related party transactions for the year:

	2024	2023
Revenue earned from LTE, a company with common directorship and ownership	\$ 3,361,024	\$ 2,090,005
Property lease payments incurred to shareholders of the Group	\$ 30,000	\$ 30,000
Contract services provided by Next Level Traffic Services controlled by shareholder of the Group	\$ 111,900	\$ 173,783
Subcontract services provided by LTE, an affiliate via common directorship	\$ 44,511	\$ 206,217

During the year ended November 30, 2024, LTE accounted for 18% of total revenue earned.

These transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

e) Lite Access Technologies Inc. Cooperation Agreement

On July 26, 2022, the Group entered into a Cooperation Agreement with LTE whereby Ironman and LTE will jointly provide fibre installation and directional drilling services on new fibre optic network projects.

Under the terms of the Cooperation Agreement, LTE offers Ironman a right of first refusal to provide directional drilling services on all new projects of LTE. Each cooperation is subject to Ironman and LTE entering into a binding service agreement that sets forth the consideration to be paid to Ironman for each LTE new project. The Cooperation Agreement also provides that Ironman offers LTE the right of first refusal to provide its fibre installation services on new Ironman projects. The term of the Cooperation Agreement is three years. In consideration for entering into this Agreement, Ironman will receive a maximum of \$400,000 cooperation fees over two years through a profit sharing arrangement with LTE.

As part of the Cooperation Agreement, the Group received 2,265,440 common shares of LTE, and during the current financial year, the Group transferred 2,038,896 shares of LTE to 599837 BC Ltd., a company controlled by the CEO at a fair value of \$142,723, refer to Note 7.

14. Related Party Balances and Transactions (continued)

During the year ended November 30, 2022, Ironman earned the entire \$400,000 on multiple cooperation projects. The amount due from Lite Access to the Group is \$4,153,948 (2023 - \$2,393,458), which is included in accounts receivable at year end.

On November 7, 2022, the Group subscribed to debentures issued by LTE in the amount of \$250,000, refer to Note 7.

15. Share Capital

a) Common Shares

Authorized:

Unlimited Class B common voting shares, with no par value
Unlimited Class C common voting shares, with no par value

Issued and outstanding:

	2024	2023
100 Class B shares	\$ 1	\$ 1
100 Class C shares	1	1
	<u>\$ 2</u>	<u>\$ 2</u>

b) Preferred Shares

Authorized:

Unlimited Class G preferred, non-voting, non-cumulative shares, with 2nd priority liquidation entitlement, redeemable and retractable at \$100 per share

Unlimited Class I preferred, non-voting, non-cumulative shares, with 1st priority liquidation entitlement, redeemable and retractable at an amount set by the directors of the Company upon issuance

Unlimited Class J preferred, non-voting, non-cumulative shares, with 1st priority liquidation entitlement, redeemable and retractable at an amount set by the directors of the Company upon issuance

Issued and outstanding:

	2024	2023
60,842 Class G shares	\$ 6,084,200	\$ -
100 Class I shares	222,172	222,172
200 Class J shares	10,632,000	16,112
	<u>\$ 16,938,372</u>	<u>\$ 238,284</u>

The Group has issued outstanding 60,842 Class G, 100 Class I and 200 Class J preferred shares which are retractable at the option of the holder and redeemable by the Group.

15. Share Capital (continued)

During the year ended November 30, 2024, the activity within share capital consisted of the following:

On June 24, 2024, the Company redeemed the 200 Class J preferred shares held by 599837 B.C. Ltd. for the redemption amount of \$16,112 which was credited against the advances receivable balance owing to the Company.

On June 24, 2024, the Company declared a stock dividend on its Class B and Class C common shares resulting in the issuance of 30,421 Class G preferred shares for each class of common shares. The Class G preferred shares had a redemption value of \$100 per share.

On, June 24, 2024, the Company exchanged the outstanding 100 Class B common shares and 100 Class C common shares for 200 Class J preferred shares. The Class J preferred share have a redemption amount of \$53,160 per share.

On, June 24, 2024, the Company issued 100 Class B common shares and 100 Class C common shares for cash consideration of \$0.01 per share.

During the year ended November 30, 2023, there was no activity within share capital.

The Class G, Class I and Class J preferred shares have been classified as a liability in the consolidated statements of financial position of the Company due to the redemption feature at the option of the holders and other terms that result in the instrument meeting the definition of a financial liability. The financial liability has been initially recognized at \$16,938,372 (2023 - \$238,284) measured at amortized cost.

c) Dividends and Distributions

	2024	2023
Robert Scott	\$ 608,418	\$ 19,000
Mike Irmen	2,737,890	85,500
599837 BC Ltd.	16,110	-
Denise Irmen	2,737,890	85,500
Dividends paid	\$ 6,100,308	\$ 190,000

Dividends and distributions paid in 2024 were paid through the issuance of Class G preferred share and credits against the advances receivable balance owing to the Company, the 2023 dividends were paid in cash.

d) Earnings Per Share

Basic earnings per share are computed using the weighted average number of common shares outstanding during the period. The weighted average number of shares outstanding in 2024, on a non-diluted basis, was 200 (2023 - 200 shares). The diluted average number of Common shares outstanding in 2024 was also 200 shares (2023 - 200 shares) as there were no outstanding share-based payments or options.

16. Guarantees

The Group has guaranteed a Royal Bank of Canada revolving facility by way of a series of term loans of 599837 B.C. Ltd., a Group wholly owned by the majority common ownership of 1097195 B.C. Ltd., for a maximum of \$2,075,000. The amount outstanding at November 30, 2024 is \$Nil (2023 - \$Nil). The Group has signed a guarantee and postponement of claim in the amount of \$2,075,000 which is supported by a first ranking security interest in all personal property of the Group.

17. Revenues

Revenue for the year ended November 30, 2024 is from providing directional drilling services which totaled \$19,594,396 (2023 - \$12,454,343). All revenues for the year ended November 30, 2024 and 2023 occur within North America.

The break-down to the revenues per customer that account for greater than 10% of total sales is as follows:

	2024	2023
Customer A	\$ 8,394,883	\$ -
Customer B	3,361,024	2,090,005
Customer C	1,968,822	-
Customer D	164,383	1,434,984

Transaction price allocated to remaining performance obligations represents contracted revenue that has not yet been recognized, which includes deferred revenue and non-cancellable amounts that will be invoiced and recognized as revenue in future periods.

As at November 30, 2024, the total remaining non-cancellable performance obligations under contracts with customers was approximately \$12,459,900 (2023 - \$ Nil). The Company expects to recognize the revenue on 100% of these remaining performance obligations over the following 12 months.

18. Cost of Sales

Cost of sales for the year ended November 30 consist of the following:

	2024	2023
Direct wages	\$ 3,518,444	\$ 2,974,463
Changes in inventory	2,067,216	1,849,620
Vehicle and travel	2,058,231	1,711,024
Subcontractor costs	1,545,417	1,399,490
Depreciation	1,116,129	913,685
Freight	157,444	98,745
Rentals	88,291	28,417
Camp costs	62,901	-
	<u>\$ 10,614,073</u>	<u>\$ 8,975,444</u>

19. Income Taxes

The income tax expense differs from the amount that would be obtained by applying the statutory income tax rate to the net income before tax as follows:

a) Rate reconciliation

A reconciliation of income tax expense and the product of accounting loss before income tax multiplied by the combined Canadian federal and provincial statutory income tax rate is as follows:

	2024	2023
Profit before income taxes	\$6,393,544	\$ 1,191,385
Statutory tax rate	25.75 %	11.00 %
Expected income tax expense at statutory rate	\$ 1,666,000	\$ 124,000
Change in statutory tax rates and other	285,305	150,192
Permanent difference	(125,000)	(11,000)
Change in unrecognized deductible temporary differences	(138,000)	-
Deferred income tax expense	138,000	235,985
Current income tax expense	1,550,305	27,207
Total current and deferred income tax expense	\$ 1,688,305	\$ 263,192

b) Deferred Income Tax

Deferred income tax liabilities have been recognized in respect of the following:

	2024	2023
Equipment	\$ (686,000)	\$ (692,000)
Right-of-use assets	(23,000)	(32,000)
Lease liability	31,000	63,000
Unused tax loss	-	121,000
Deferred tax liability	\$ (678,000)	\$ (540,000)

Deferred tax is calculated in full on temporary differences using a tax rate of 27%.

20. Financial Instruments and Risk Management

Fair Value of Financial Instruments

The following table sets out the classification of the Group's financial instruments measured at fair value on a recurring basis by level within the fair value hierarchy as follows:

	Level 1	Level 2	Level 3
	\$	\$	\$
As at November 30, 2024:			
Long-term investments			
Common shares	-	15,855	-
Debentures	-	-	318,359
As at November 30, 2023:			
Long-term investments			
Common shares	215,217	-	-
Debentures	-	-	340,447

The following table shows a reconciliation between the opening balances to the closing balances for fair value measurements for financial assets measured at fair value through profit and loss in level 3 of the fair value hierarchy.

	Balance at November 30, 2023	Investments	Total loss recognized in profit or loss	Balance at November 30, 2024
Debentures	\$ 340,447	\$ -	\$ (22,088)	\$ 318,359

	Balance at November 30, 2022	Investments	Total income recognized in profit or loss	Balance at November 30, 2023
Debentures	\$ 250,000	\$ -	\$ 90,447	\$ 340,447

The debentures in LTE are included in Level 3. The valuation technique used for the debentures is to use the market approach by adding the amortized cost of the debenture and the fair value of the conversion option. The conversion option is valued by using the black-scholes valuation model. The inputs used in the black-scholes valuation model include the estimated fair value of the common shares of LTE and the estimated volatility of the common shares of LTE which have been determined by use of comparable company information.

For November 30, 2024, a 10% variance in the estimated volatility of LTE common shares and the estimated fair value of common shares in LTE used to the debentures would have the following impact on the debentures in Level 3.

November 30, 2024		November 30, 2024	
Share price 10% lower	Share price 10% higher	Volatility 10% lower	Volatility 10% higher
\$(11,685)	\$12,140	\$(8,768)	\$8,403

20. Financial Instruments and Risk Management (continued)

Long-term investments are classified as measured at fair value through profit and loss. Trade and other receivables, advances to and from shareholders, advances to and from related parties, trade and other payables, bank indebtedness, long-term debt and redeemable preferred shares are classified as measured at amortized costs. The carrying value of the Group's Trade and other receivables, advances to and from shareholders, advances to and from related parties, bank indebtedness, trade and other payables, approximate their fair value due to the relatively short-term nature of these instruments. The carrying value of long-term debt and lease obligations where interest is charged at a fixed rate is not significantly different than fair value.

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

The Group classifies its financial instruments carried at fair value according to a three-level hierarchy that reflects the significance of the inputs used in making the fair value measurement. The three levels of fair value hierarchy, giving the highest priority to Level 1 inputs and the lowest priority to Level 3 inputs, are as follows:

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

As at November 30, 2024 and 2023, marketable securities included in long-term investments were classified as Level 1 and debentures included in long-term investments was classified as Level 3 under the fair value hierarchy.

A summary of the Group's risk exposures as they relate to financial instruments are reflected 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 Group is exposed to credit risk resulting from the possibility that a customer or counterparty to a financial instrument defaults on their financial obligations; if there is a concentration of transactions carried out with the same counterparty; or of financial obligations which have similar economic characteristics such that they could be similarly affected by changes in economic conditions. The Group's financial instruments that are exposed to concentrations of credit risk relate primarily to accounts receivable from companies that operate in the directional drilling and electrical service industry and current economic factors.

20. Financial Instruments and Risk Management (continued)

The Group considers trade receivables and contract assets to be credit-impaired when the customer has amounts more than 90 days past the invoice date and the Group determines on a customer-by-customer basis the collection trade receivable is impaired. The total bad debt expense for trade receivables was \$173,835 (2023 - \$222,231). The movement in the expected credit loss allowance during the year was as follows:

	2024	2023
Balance, December 1,	\$186,861	\$18,237
Amounts written-off as uncollectible	15,890	174,624
Impairment loss reversed	(186,861)	(6,000)
Balance, November 30	\$15,890	\$186,861

Foreign Currency Risk

The Group is exposed to foreign currency risk primarily through its trade receivables denominated in US dollars (USD). As at November 30, 2024, the Group has a USD-denominated trade receivable balance of \$3,355,200 (equivalent to \$4,700,635 at the reporting date exchange rate) and a bank balance of \$47,058 (equivalent to \$65,929 at the reporting date exchange rate).

Foreign currency risk arises from fluctuations in exchange rates between the USD and CAD. The Group does not currently enter into hedging arrangements for these exposures.

A change of 5% in the USD exchange rate at the reporting date would have resulted in an increase or decrease in profit before tax of approximately \$237,700 CAD, based on the USD-denominated financial instruments outstanding at year-end.

Exchange differences arising on the translation and settlement of USD-denominated financial instruments, are recognized in profit or loss in the period in which they arise.

Concentration of Credit Risk

As at November 30, 2024, there was three customers owing 84% of net accounts receivable of the Group (2023 - one customer owing 45%).

Liquidity risk

Liquidity risk is the risk that the Group encounters difficulty in meeting its obligations associated with financial liabilities as they become due. The Group's policy is to ensure it maintains sufficient cash to allow it to meet its liabilities when they become due.

Liquidity risk includes the risk that, as a result of operational liquidity requirements, the Group will not have sufficient funds to settle a transaction on the due date, will be forced to sell financial assets at a value, which is less than what they are worth, or may be unable to settle or recover a financial asset.

Liquidity risk arises from bank indebtedness, accounts payable, and advances from shareholder and related parties.

20. Financial Instruments and Risk Management (continued)

The following is an analysis of the contractual maturities of the Group's financial liabilities at November 30, 2024:

	1 year	1 – 5 years	Total
Bank indebtedness	\$ 907,708	\$ -	\$ 907,708
Trade and other payables	1,650,361	-	1,650,361
Long-term debt	415,069	1,128,455	1,543,524
Advances from related parties	1,482,181	-	1,482,181
Advances from shareholders	28	-	28
Redeemable preferred shares	16,938,372	-	16,938,372
	\$ 21,393,719	\$ 1,128,455	\$ 22,522,174

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group is exposed to interest rate risk on its floating interest rate financial instruments. The Group's line of credit is a floating rate instrument subject to cash flow risk.

21. Capital Management

The Group's objectives when managing capital are to safeguard the Groups ability to continue as a going concern and to maintain a flexible capital structure which will allow it to provide a full range of directional drilling services to customers across North America. Therefore, the Group monitors the level of risk incurred in its deployment of labour resource relative to its capital structure which is comprised of its working capital. The Group considers its cash and trade and other receivables as its working capital. The Group reviews its capital structure and makes adjustments in light of changes in economic conditions and the risk characteristics of the underlying assets. The Group is not subject to externally imposed capital requirements and the Group's overall strategy with respect to capital risk management remains unchanged form the year ended November 30, 2023.

22. Segment Reporting

In accordance with IFRS 8 - Operating Segments, it is mandatory for the Company to present and disclose segmental information based on the internal reports that are regularly reviewed by the Board of Directors in order to assess each segment's performance. In this regard, the Company conducts its business in a single operating segment being engaged in providing directional drilling services to customers across Western Canada and Alaska. The Group is physically located and operated within Canada.

22. Segment Reporting (continued)

Segmented information on a geographic basis is as follows:

	Canada	USA	As at November 30, 2024	Canada	USA	As at November 30, 2023
Non-current assets	\$5,092,347	\$-	\$5,092,347	\$3,613,660	\$-	\$3,613,660

	Canada	USA	For the year ended November 30, 2024	Canada	USA	For the year ended November 30, 2023
Revenues	\$11,199,513	\$8,394,883	\$19,594,396	\$12,454,343	\$-	\$12,454,343

23. Proposed Transaction

On December 7, 2024, the Group and LTE entered into a Share Exchange Agreement (the “Agreement”).

Under this Agreement, LTE would purchase all of the issued and outstanding common and preferred shares of the Group in exchange for the issuance of an aggregate of 85,392,538 LTE Shares, and a payment of an aggregate of \$6,000,000.

The cash consideration would be issued in the form of promissory notes, due and payable in five equal consecutive instalments (the “Instalment Payments”) as follows:

- \$1,200,000 due and payable on or before the date that is 12 months following the closing date;
- \$1,200,000 due and payable on or before the date that is 24 months following the closing date;
- \$1,200,000 due and payable on or before the date that is 36 months following the closing date;
- \$1,200,000 due and payable on or before the date that is 48 months following the closing date; and
- \$1,200,000 due and payable on or before the date that is 60 months following the closing date.

Any Instalment Payment not paid when due shall bear interest at a default rate equal to the prime interest rate set by the Bank of Canada plus 3% per annum.

The Group must prepare and deliver a closing date working capital statement to LTE not later than 120 days after the closing of the transaction. The target net working capital is \$Nil. If the closing net working capital is in a deficit position, the Group’s shareholders must pay the shortfall to LTE. If the closing net working capital is positive, LTE must pay the Group’s shareholders the amount. The closing net working capital amount is subject to interest at 8% per annum, compounded monthly from the date of closing to the date of payment.

The proposed transaction is subject to both approval by shareholders of LTE and TSX-V approval. LTE has an Annual General and Special Meeting of the Shareholders scheduled to be held on September 5, 2025 at which time the LTE shareholders will vote on the transaction.

Management is evaluating the accounting treatment for the Agreement. On a preliminary basis the Group expects the accounting treatment of the Agreement under IFRS to be assessed as a reverse take-over business combination whereby the Group will be the accounting parent and LTE will be the accounting subsidiary.

23. Subsequent events

In early 2025, the U.S. government announced plans to impose a 25% tariff on most Canadian imports. In response, the Canadian government enacted retaliatory tariffs on goods imported from the U.S., postponing the implementation of some of its tariffs until August 1, 2025. The escalating risk of cross-border tariffs between the U.S. and Canada, as well as other countries, introduces heightened uncertainty that could materially impact supply chains, increase production costs, and erode competitive positioning. The Group acknowledges that uncertainty exists regarding the magnitude and duration of tariffs impacting the movement of goods across North American borders and is currently assessing the business consequences arising from such tariffs.

1097195 B.C. Ltd. (dba Ironman Directional Drilling Ltd.)

Condensed Consolidated Interim Financial Statements

(Unaudited – Expressed in Canadian dollars)

For the Three Months Ended February 28, 2025 and February 29, 2024

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1097195 B.C. Ltd. (dba Ironman Directional Drilling Ltd.)

Condensed Consolidated Interim Statements of Financial Position
(Expressed in Canadian dollars)

	Notes	As at February 28, 2025 (unaudited)	As at November 30, 2024
ASSETS			
Current Assets			
Cash		\$ 3,768,715	\$ 160,924
Trade and other receivables	5	4,983,892	11,489,174
Inventories		301,953	270,132
Prepaid expenses		73,839	17,208
Amounts due from related parties	12(a)	200,779	200,779
Total current assets		9,329,178	12,138,217
Non-current Assets			
Long-term investments	6	339,799	334,214
Property, plant and equipment	7	5,029,445	4,758,133
Total non-current assets		5,369,244	5,092,347
TOTAL ASSETS		\$ 14,698,422	\$ 17,230,564
LIABILITIES			
Current Liabilities			
Bank indebtedness	8	\$ 604,467	\$ 907,708
Trade and other payables	9	1,119,549	1,650,361
Income taxes payable		1,448,685	1,548,690
Current portion of long-term debt	10	547,654	609,076
Current portion of lease liabilities	11	56,230	67,665
Amounts due to related parties	12(b)	1,489,709	1,482,209
Redeemable preferred shares	13(b)	16,938,372	16,938,372
Total current liabilities		22,204,666	23,204,081
Non-current Liabilities			
Long-term debt	10	899,106	949,993
Lease liabilities	11	100,936	112,356
Deferred income taxes	16	528,000	678,000
Total non-current liabilities		1,528,042	1,740,349
TOTAL LIABILITIES		23,732,708	24,944,430
SHAREHOLDERS' DEFICIENCY			
Share capital	13	2	2
Distribution Reserve	13	(10,632,000)	(10,632,000)
Retained earnings		1,597,712	2,918,132
TOTAL SHAREHOLDERS' DEFICIENCY		(9,034,286)	(7,713,866)
TOTAL LIABILITIES AND SHAREHOLDERS' DEFICIENCY		\$ 14,698,422	\$ 17,230,564

Nature of Operations (Note 1)
Contractual Commitments (Note 14)
Comparative Figures (Note 17)

Approved by the sole director:

/s/ Michael Irmen
Director

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

1097195 B.C. Ltd. (dba Ironman Directional Drilling Ltd.)

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

	Three Months Ended	
	February 28, 2025	February 29, 2024
Revenue (Notes 5 and 12)	\$ 989,834	\$ 867,643
Cost of sales (Note 7)	(1,268,636)	(1,378,243)
Gross margin	(278,802)	(510,600)
Operating expenses		
Advertising and promotion	7,555	9,334
Bank charges and interest	8,988	3,723
Depreciation (Note 7)	4,621	5,695
Equipment rental (Note 12)	165,579	211,554
Office	11,765	10,058
Permits and insurance	12,454	6,489
Professional fees	88,424	626
Rent	6,000	5,500
Repairs and maintenance	197,556	217,773
Utilities and telephone	29,048	18,024
Wages and benefits	801,967	582,755
	(1,333,957)	(1,071,531)
Income (loss) before other income (expenses) and income taxes	(1,612,759)	(1,582,131)
Other income (expenses)		
Gain on disposal of equipment (Note 7)	-	289,505
Increase in fair value of investments (Note 6)	5,586	-
Foreign exchange gain	137,850	5,765
Interest revenue (Note 6)	7,500	7,500
Interest on long-term debt and lease liabilities (Notes 10 and 11)	(8,598)	(35,718)
	142,338	267,052
Loss before income taxes	(1,470,421)	(1,315,079)
Income tax recovery (Note 16)	150,000	342,000
Net loss and comprehensive loss	\$ (1,320,421)	\$ (973,079)
Basic and diluted loss per share	\$ (6,602.16)	\$ (4,865.40)
Weighted average number of common shares outstanding	200	200

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

1097195 B.C. Ltd. (dba Ironman Directional Drilling Ltd.)

Condensed Consolidated Interim Statements of Changes in Shareholders' Equity (Deficiency)

(Unaudited – Expressed in Canadian dollars)

	Share Capital		Distribution Reserve \$	Retained Earnings \$	Total Shareholders' Equity (Deficiency) \$
	Number	Amount \$			
Balance, November 30, 2023	200	2	-	4,313,201	4,313,203
Net loss for the period	-	-	-	(973,079)	(973,079)
Balance, February 29, 2024	200	2	-	3,340,122	3,340,124
Issuance of dividends	-	-	-	(6,100,308)	(6,100,308)
Issuance of Class J preferred shares	-	-	(10,632,000)	-	(10,632,000)
Net income for the period	-	-	-	5,678,319	5,678,319
Balance, November 30, 2024	200	2	(10,632,000)	2,918,133	(7,713,865)
Net loss for the period	-	-	-	(1,320,421)	(1,320,421)
Balance, February 28, 2025	200	2	(10,632,000)	1,597,712	(9,034,286)

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

1097195 B.C. Ltd. (dba Ironman Directional Drilling Ltd.)

Condensed Consolidated Interim Statements of Cash Flows
(Unaudited – Expressed in Canadian dollars)

	Three Months Ended	
	February 28, 2025	February 29, 2024
Cash flows used in operating activities		
Net loss for the period	\$ (1,320,421)	\$ (973,079)
Adjustments for items not affecting cash		
Depreciation of property, plant and equipment	314,723	239,453
Gain on sale of property, plant and equipment	-	(289,415)
Gain in fair value of investments	(5,585)	-
Accretion expense on lease liability	2,702	2,769
Interest paid on debt	23,481	32,949
Income tax recovery	(150,000)	(342,000)
Changes in non-cash working capital items		
Trade and other receivables	6,505,282	1,901,994
Inventories	(31,821)	-
Prepaid expenses	(56,631)	-
Amounts due from related parties	-	25,855
Trade and other payables	(753,059)	(589,346)
Income taxes payable	(100,005)	38,381
Amounts due to related parties	7,500	(150,751)
	4,436,166	(103,190)
Cash flows used in investing activity		
Purchases of property, plant and equipment	(389,467)	(71,448)
	(389,467)	(71,448)
Cash flows used in financing activities		
Repayment of long-term debt	(110,400)	(97,420)
Repayment of bank indebtedness	(303,244)	-
Proceeds of bank indebtedness	-	701,494
Repayment of lease liabilities	(25,264)	(17,500)
	(438,908)	586,574
Increase in cash	3,356,068	411,936
Cash, beginning of period	160,924	711
Cash, end of period	\$ 3,768,715	\$ 412,647
Supplemental information		
Income taxes paid	\$ 100,000	\$ -
Interest paid	\$ 23,481	\$ 32,949

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

1097195 B.C. Ltd. (dba Ironman Directional Drilling Ltd.)

Notes to Condensed Consolidated Interim Financial Statements

For the Three Months Ended February 28, 2025 and February 29, 2024

(Unaudited – Expressed in Canadian dollars, unless otherwise stated)

1. NATURE OF OPERATIONS

1097195 B.C. Ltd. (dba Ironman Directional Drilling Ltd.) (the “Company” or “Ironman”) is a privately owned limited company incorporated and domiciled in British Columbia on November 18, 2016. The registered office is located at 101 - 481 Harbourfront Drive NE, Salmon Arm, British Columbia, Canada V1E 3L4. The principal place of business is 7284B Highway 97B, Salmon Arm, British Columbia, Canada V1E 2Y6. The Company and its wholly owned subsidiary, Ironman Directional Drilling Ltd., is principally engaged in providing directional drilling services to customers across Western Canada and Alaska.

The Company entered into a proposed transaction with Lite Access Technologies Inc. (“LTE”) (Note 12(e)(i)) whereby the shares of the Company would be exchanged for shares of LTE. LTE is a related party as Michael Irmen is the sole director of the Company and is a director of LTE. The Company and LTE conduct business together (Notes 5 and 12(e)) and the Company holds common shares and convertible debentures of LTE (Note 6).

2. BASIS OF PREPARATION

a) Statement of Compliance

The condensed consolidated interim financial statements of the Company as at February 28, 2025 and for the three months then ended, including comparatives, have been prepared in accordance with International Accounting Standard (“IAS”) 34 *Interim Financial Reporting* using accounting policies consistent with IFRS Accounting Standards (“IFRS”), as issued by the International Accounting Standards Board (“IASB”).

These condensed consolidated interim financial statements have been prepared on the basis of and using accounting policies, methods of computation and presentation consistent with those applied in the audited annual consolidated financial statements as at November 30, 2024 and for the year then ended.

The condensed consolidated interim financial statements do not include all the information required for full annual consolidated financial statements. On July 14, 2025, the Company’s sole director approved and authorized these condensed consolidated interim financial statements for issue.

b) Basis of Measurement

The condensed consolidated interim financial statements have been prepared on a going concern basis under the historical cost convention, except for certain financial assets and liabilities that are measured at fair value.

The condensed consolidated interim financial statements are presented in Canadian dollars, which is the Company’s functional currency.

c) Use of Estimates and Judgments

The preparation of these condensed consolidated interim financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, revenues and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances. These estimates and assumptions form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

Revisions to estimates are made prospectively.

1097195 B.C. Ltd. (dba Ironman Directional Drilling Ltd.)

Notes to Condensed Consolidated Interim Financial Statements
For the Three Months Ended February 28, 2025 and February 29, 2024
(Unaudited – Expressed in Canadian dollars, unless otherwise stated)

2. BASIS OF PREPARATION (continued)

c) Use of Estimates and Judgments (continued)

Judgments

Judgments made by management in the application of IFRS that have a significant effect on the condensed consolidated interim financial statements, and estimates with a significant risk of material adjustment in the current and following fiscal years are as follows:

Impairment of Long-lived Assets

The Company reviews the carrying amounts of its non-financial assets, including property and equipment and right-of-use assets, when events or changes in circumstances indicate the assets may not be recoverable. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. The Company considered various factors including, but not limited to, the condition of its long-lived assets, economic factors that may impact the value of the long-lived assets and any indications of obsolescence.

Critical Accounting Estimates

Key assumptions concerning the future and other key sources of estimation uncertainty that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next financial year include the following:

Property and Equipment – Useful Lives

Estimates of the useful lives of property and equipment are based on the period over which the assets are expected to be available for use. The estimated useful lives are reviewed annually and are updated if expectations differ from previous estimates due to physical wear and tear, technical or commercial obsolescence, not electing to exercise renewal options on leases, and legal or other limits on the use of the relevant assets. In addition, the estimation of the useful lives of the relevant assets may be based on internal technical evaluation and experience with similar assets. It is possible, however, that future results of operations could be materially affected by changes in the estimates brought about by changes in the factors mentioned above. The amounts and timing of recorded expenses for any period would be affected by changes in these factors and circumstances. A reduction in the estimated useful lives of the property and equipment would increase the recorded expenses and decrease the non-current assets.

Leases – Estimating the Incremental Borrowing Rate

The Company cannot readily determine the interest rate implicit in leases where it is the lessee. As such, it uses its incremental borrowing rate (“IBR”) to measure lease liabilities. The IBR is the rate of interest that the Company would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of comparable value to the right-of-use asset in a similar economic environment. IBR therefore reflects what the Company “would have to pay”, which requires estimation when no observable rates are available or where the applicable rates need to be adjusted to reflect the terms and conditions of the lease. The Company estimates the IBR using observable inputs (such as market interest rates) when available and makes certain entity-specific estimates.

Leases – Estimating the Lease Term

The Company includes renewal options in the term of the lease when management deems that it is reasonably certain that the option will be exercised.

Expected Credit Losses

Estimates are inherent in the ongoing assessment of the recoverability of amounts receivable. The Company maintains an allowance for doubtful accounts to reflect the expected credit losses. Uncertainty relates to the actual collectability of customer balances that can vary from the Company’s estimation.

1097195 B.C. Ltd. (dba Ironman Directional Drilling Ltd.)

Notes to Condensed Consolidated Interim Financial Statements
For the Three Months Ended February 28, 2025 and February 29, 2024
(Unaudited – Expressed in Canadian dollars, unless otherwise stated)

2. BASIS OF PREPARATION (continued)

c) Use of Estimates and Judgments (continued)

Critical Accounting Estimates (continued)

Fair Value of Long-term Investments

The fair value of long-term investments, including convertible debentures and common shares, is determined using valuation techniques that require significant judgment and the use of unobservable inputs. For convertible debentures, management estimates the appropriate discount rate for the debt component and applies an option pricing model for the equity component, both of which involve key assumptions, such as discount rates, expected volatility and other market factors. For common shares, fair value is estimated using market approaches based on comparable listed entities and forecasted growth. These estimates are inherently uncertain and may result in material adjustments to the carrying values of these investments within the next financial year if actual outcomes differ from those assumptions.

d) Tariffs

In early 2025, the United States ("US") government announced plans to impose a 25% tariff on most Canadian imports. These tariffs came into effect on August 1, 2025. In response, the Canadian government enacted retaliatory tariffs on goods imported from the US. The cross-border tariffs between the US and Canada, as well as other countries, introduces heightened uncertainty that could materially impact supply chains, increase production costs and erode competitive positioning. The Company acknowledges that extreme uncertainty exists regarding the magnitude and duration of tariffs impacting the movement of goods across North American borders, and is currently assessing the business consequences arising from such tariffs.

3. BASIS OF CONSOLIDATION

In addition to the Company, the condensed consolidated interim financial statements include its subsidiaries. Subsidiaries are all corporations over which the Company is able, directly or indirectly, to control financial and operating policies, which is the authority usually connected with holding the majority of the voting rights. The Company re-assesses whether it controls an investee if facts and circumstances indicate that there are changes to control. Subsidiaries are fully consolidated from the date on which the Company acquires control. They are deconsolidated from the date that control by the Company ceases.

The subsidiary of the Company is as follows:

Name of Subsidiary	Fiscal Year-End	Place of Incorporation and Operation	Portion of Ownership Interest and Voting Power Held	
			February 28, 2025	November 30, 2024
Ironman Directional Drilling Ltd.	November 30	British Columbia, Canada	100%	100%

Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Company gains control until the date the Company ceases to control the subsidiary.

All intercompany balances and transactions, income and expenses have been eliminated upon consolidation.

1097195 B.C. Ltd. (dba Ironman Directional Drilling Ltd.)

Notes to Condensed Consolidated Interim Financial Statements
For the Three Months Ended February 28, 2025 and February 29, 2024
(Unaudited – Expressed in Canadian dollars, unless otherwise stated)

4. MATERIAL ACCOUNTING POLICY INFORMATION

A complete summary of material accounting policy information can be found in Note 4 of the audited annual consolidated financial statements for the year ended November 30, 2024.

New Standards and Interpretations Adopted

Certain new standards, amendments to standards and interpretations were issued by the IASB or the IFRS Interpretations Committee that are mandatory for accounting years beginning after December 1, 2024 or later that the Company has decided not to adopt early. The adoption of the new standards, interpretations and amendments, which were issued, but are not yet effective, are not expected to have a material impact on the Company's consolidated financial statements, except for IFRS 18 *Presentation and Disclosure in the Financial Statements*.

IFRS 18 is effective for reporting periods beginning on January 1, 2027. IFRS 18 will supersede IAS 1 *Presentation of Financial Statements* and will result in amendments to IFRS, including IAS 8 *Basis of Preparation of Financial Statements*. Even though IFRS 18 will not have any effect on the recognition and measurement of items in the financial statements, it is expected to have a significant effect on the presentation and disclosure of certain items. These changes include categorization and subtotals in the statement of profit or loss, aggregation/disaggregation and labelling of information, and disclosure of management-defined performance measures.

5. TRADE AND OTHER RECEIVABLES

	February 28, 2025	November 30, 2024
Accounts receivable, trade	\$ 4,993,204	\$ 11,477,248
Goods and service tax receivable	6,577	27,815
Allowance for doubtful accounts	(15,889)	(15,889)
	\$ 4,983,892	\$ 11,489,174

As at February 28, 2025, 79% (February 29, 2024: 36%) of the Company's accounts receivable were from LTE. As at November 30, 2024, 84% of the Company's accounts receivable were from three customers, including LTE.

During the period ended February 28, 2025, 85% of the Company's revenues were from three customers with each customer accounting for at least 10% of total sales, including LTE who accounted for 49% of the revenues for the period. During the period ended February 28, 2024, 67% of the Company's revenues were from two customers, including LTE who accounted for 20% of the revenues for the period.

Included in trade receivables are:

- amounts of \$Nil denominated in US dollars (November 30, 2024: \$3,355,200 denominated in US dollars (\$4,700,635)).
- amounts owing from LTE of \$3,751,509 (November 30, 2024: \$4,127,052) and holdbacks withheld of \$215,993 (November 30, 2024: \$215,993).

6. INVESTMENTS

	February 28, 2025	November 30, 2024
Marketable securities of LTE (Note 6(a))	\$ 17,486	\$ 15,855
Convertible debentures of LTE (Note 6(b))	322,313	318,359
	\$ 339,799	\$ 334,214

1097195 B.C. Ltd. (dba Ironman Directional Drilling Ltd.)

Notes to Condensed Consolidated Interim Financial Statements
For the Three Months Ended February 28, 2025 and February 29, 2024
(Unaudited – Expressed in Canadian dollars, unless otherwise stated)

6. INVESTMENTS (continued)

a) Marketable Securities of LTE

	Quantity	\$ Value
Balance, November 30, 2023	2,265,440	\$ 213,579
Transfer of shares	(2,038,896)	(142,723)
Loss on shares transferred	-	(50,972)
Unrealized loss in fair value of shares	-	(4,029)
Balance, November 30, 2024	226,544	15,855
Unrealized gain in fair value of shares	-	1,631
Balance, February 28, 2025	226,544	\$ 17,486

On July 26, 2022, the Company entered into a Cooperation Agreement with LTE whereby Ironman and LTE will jointly provide fibre installation and directional drilling services on new fibre optic network projects. During the year ended November 30, 2022, Ironman completed its obligations under the Cooperation Agreement.

As part of the Cooperation Agreement, the Company received 2,265,440 common shares of LTE. During the year ended November 30, 2024, the Company transferred 2,038,896 shares to 599837 B.C. Ltd., a related party as described in Note 12(b), at a fair value of \$142,723.

b) Convertible Debentures of LTE

	Convertible Debentures
Balance, November 30, 2023	\$ 296,270
Interest revenue	7,500
Interest received	(7,500)
Unrealized gain in fair value of shares	22,089
Balance, November 30, 2024	318,359
Unrealized gain on convertible debentures	3,955
Interest revenue	7,500
Interest received	(7,500)
Balance, February 28, 2025	\$ 322,313

On November 7, 2022, the Company subscribed to \$250,000 of debentures from LTE. The debentures are secured under a general security agreement, bear interest at 12% per annum and are due two years from the date of issue. The debentures are convertible into common shares of LTE at a conversion rate of \$0.07 per share if converted on or before the first anniversary of the issue date and \$0.10 per share if converted subsequent to the first anniversary date of issue up to the second anniversary date.

On December 18, 2024, the maturity date of the debentures was extended from November 22, 2024 to November 22, 2026. As part of the extension of the debentures the conversion terms were kept the same as the original terms whereby, the debentures are convertible into common shares of LTE at a conversion rate of \$0.07 per share if converted on or before the first anniversary date (November 22, 2025), and \$0.10 per share if converted subsequent to the first anniversary date up to the second anniversary date (November 22, 2026).

1097195 B.C. Ltd. (dba Ironman Directional Drilling Ltd.)

Notes to Condensed Consolidated Interim Financial Statements
For the Three Months Ended February 28, 2025 and February 29, 2024
(Unaudited – Expressed in Canadian dollars, unless otherwise stated)

7. PROPERTY, PLANT AND EQUIPMENT

	Right-of-use Assets (Note 16)				Office and Computer Equipment		Total					
		Leaseholds	Equipment	Automotive Equipment								
Cost												
Balance, November 30, 2023	\$	1,957,080	\$	143,456	\$	3,514,076	\$	2,432,726	\$	67,792	\$	8,115,130
Additions for the year		196,832		-		1,673,501		1,826,404		2,686		3,699,424
Disposals for the year		(1,777,500)		-		(311,614)		(849,292)		(22,919)		(2,961,325)
Balance, November 30, 2024		376,412		143,456		4,875,963		3,409,838		47,559		8,853,227
Additions for the period		-		5,193		483,435		58,065		39,341		586,034
Balance, February 28, 2025	\$	376,412	\$	148,649	\$	5,359,398	\$	3,467,903	\$	86,900	\$	9,439,261
Accumulated Depreciation												
Balance, November 30, 2023	\$	1,838,684	\$	29,563	\$	1,857,152	\$	1,273,979	\$	57,756	\$	5,057,134
Depreciation for the year		148,776		22,780		513,560		449,547		4,247		1,138,910
Disposals for the year		(1,777,500)		-		(87,732)		(214,313)		(21,405)		(2,100,950)
Balance, November 30, 2024		209,960		52,343		2,282,980		1,509,213		40,598		4,095,094
Depreciation for the period		12,891		4,621		152,866		142,540		1,805		314,723
Balance, February 28, 2025	\$	222,851	\$	56,964	\$	2,435,846	\$	1,651,753	\$	42,403	\$	4,409,817
Carrying Amounts												
At November 30, 2024	\$	166,452	\$	91,113	\$	2,592,983	\$	1,900,625	\$	6,961	\$	4,758,133
At February 28, 2025	\$	153,561	\$	91,685	\$	2,923,552	\$	1,816,150	\$	44,497	\$	5,029,445

During the three months ended February 28, 2025, the Company recognized depreciation of \$314,723 (February 29, 2024: \$239,453) of which \$301,712 (February 29, 2024: \$233,758) has been presented in cost of sales and \$4,621 (February 29, 2024: \$5,695) has been presented as depreciation expense.

During the three months ended February 28, 2025, the Company recognized gain on disposal of equipment of \$Nil (February 29, 2024: \$289,505).

1097195 B.C. Ltd. (dba Ironman Directional Drilling Ltd.)

Notes to Condensed Consolidated Interim Financial Statements
For the Three Months Ended February 28, 2025 and February 29, 2024
(Unaudited – Expressed in Canadian dollars, unless otherwise stated)

8. BANK INDEBTEDNESS

The Company has a line of credit up to \$1,250,000 bearing interest at bank prime plus 1.5% per annum, which is secured by a general security agreement and guarantee and postponement of claim to related companies and a principal. At February 28, 2025, the outstanding balance of the line of credit was \$290,000 (November 30, 2024: \$605,000).

This line of credit is secured by:

- a) a general security agreement providing first ranking security interest over all personal property of Ironman Directional Drilling Ltd.;
- b) guarantee and postponement of claim supported by general security agreements from 1097195 B.C. Ltd., 599837 B.C. Ltd., Michael's Electrical Ltd. and Michael Irmen; and
- c) providing a first ranking security interest over all of the personal property of 1097195 B.C. Ltd., 599837 B.C. Ltd. and Michael's Electrical Ltd.

The bank requires that reviewed annual financial statements are provided within 120 days of each fiscal year-end, which have not been provided to date.

9. TRADE AND OTHER PAYABLES

	February 28, 2025	November 30, 2024
Trade payables	\$ 1,055,275	\$ 1,582,696
Sales taxes payable	-	18,760
Payroll liabilities	-	12,504
Accrued and other liabilities	64,274	36,398
	\$ 1,119,549	\$ 1,650,358

1097195 B.C. Ltd. (dba Ironman Directional Drilling Ltd.)

Notes to Condensed Consolidated Interim Financial Statements
For the Three Months Ended February 28, 2025 and February 29, 2024
(Unaudited – Expressed in Canadian dollars, unless otherwise stated)

10. LONG-TERM DEBT

Long-term debt consists of secured equipment loans and secured vehicle loans as follows:

	February 28, 2025	November 30, 2024
Secured Equipment Loans		
Loan in the principal amount of \$380,276 entered into April 12, 2023 to purchase equipment. The loan bears interest at prime plus 1.5% per annum and is payable in monthly instalments of \$8,690 until April 13, 2025 at which time the balance is due (Note 18)	\$ 291,232	\$ 337,396
Loan in the principal amount of \$179,000 entered into April 16, 2024 to purchase equipment. The loan bears interest at 6.51% per annum and is payable in monthly instalments of \$4,239 until April 16, 2028	145,565	155,749
Loan in the principal amount of \$294,216 entered into August 2, 2024 to purchase equipment. The loan bears interest at 5.89% per annum and is payable in monthly instalments of \$6,886 until August 2, 2026 at which time the remaining balance is due	261,320	277,810
Loan in the principal amount of \$567,705 entered into August 27, 2024 to purchase equipment. The loan bears interest at 5.62% per annum and is payable in monthly instalments of \$10,859 until August 27, 2026 at which time the remaining balance is due	517,974	542,988
	1,216,091	1,313,943
Secured Vehicles Loans		
Loan in the principal amount of \$100,530 entered into July 16, 2024 pursuant to the purchase of a vehicle. The loan bears interest at 5.49% per annum and is payable in monthly instalments of \$1,920 until July 16, 2029	90,170	94,650
Loan in the principal amount of \$112,986 entered into October 29, 2024 pursuant to the purchase of a vehicle. The loan bears interest at 7.59% per annum and is payable in monthly instalments of \$2,269 until October 29, 2029	106,709	111,432
Loan in the principal amount of \$64,161 entered into August 21, 2024. The loan bears interest at 5.99% per annum and is payable in monthly instalments of \$1,937 until July 21, 2026.	33,790	39,043
	230,669	245,125
Total loans payable	1,446,760	1,559,068
Less: current portion	547,654	609,076
Total Non-current Loans Payable	\$ 899,106	\$ 949,992

Long-term debt activity is as follows:

	Total
Balance, November 30, 2023	\$ 453,307
Additions	1,318,598
Interest	97,258
Repayments	(310,095)
Balance, November 30, 2024	1,559,068
Interest	23,481
Repayments	(135,789)
Balance, February 28, 2025	\$ 1,446,760

The Company's contractual commitments for long-term debt are based on the scheduled repayment aggregate \$1,556,975 (Note 14(a)).

1097195 B.C. Ltd. (dba Ironman Directional Drilling Ltd.)

Notes to Condensed Consolidated Interim Financial Statements
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(Unaudited – Expressed in Canadian dollars, unless otherwise stated)

11. LEASE LIABILITIES

The Company leases premises and drilling and earthmoving equipment. The lease obligations represent the present value of minimum lease payments payable including purchase options at the end of each term.

	February 28, 2025	November 30, 2024
Premises lease with a related party (Note 12(d)), payable in monthly instalments of \$2,500 (November 30, 2024: \$2,500) until December 1, 2027 including interest at the IBR of 18.00% (November 30, 2024: 18.00%)	\$ 85,000	\$ 92,500
Excavator lease in monthly instalments of \$1,765 until August 15, 2028 including interest at the IBR of 4.85% per annum	74,140	79,435
Backhoe lease in monthly instalments of \$4,156 until May 3, 2025 including interest at the IBR of 9.59% per annum	12,469	24,545
	171,609	196,480
Less: Interest (Note 14(b))	14,443	16,459
Finance lease obligation	157,166	180,021
Less: Current portion	56,230	67,665
Non-current Finance Lease Obligation	\$ 100,936	\$ 112,356

The lease liabilities activity is as follows:

	Lease Liabilities
Balance, November 30, 2023	\$ 232,360
Addition	196,832
Accretion expense	20,824
Lease payments	(269,995)
Balance, November 30, 2024	180,021
Accretion expense	2,409
Lease payments	(25,264)
Balance, February 28, 2025	\$ 157,166

The Company's contractual commitments for finance lease liabilities aggregate \$171,609 (Note 14(a)).

1097195 B.C. Ltd. (dba Ironman Directional Drilling Ltd.)

Notes to Condensed Consolidated Interim Financial Statements
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(Unaudited – Expressed in Canadian dollars, unless otherwise stated)

12. RELATED PARTY BALANCES AND TRANSACTIONS

The Company's related parties include companies controlled by directors and key management, as described below. Unless otherwise noted, none of the transactions incorporated special terms and conditions and no guarantees were given or received.

a) Due from Related Parties

	February 28, 2025	November 30, 2024
486337 B.C. Ltd., wholly owned by family of shareholders of the Company	\$ 35,548	\$ 35,548
Next Level Traffic Services Ltd., related through significant influence	153,356	153,356
Robert Scott	8,822	8,822
Ironman Directional Drilling US Inc., wholly owned by 599837 B.C. Ltd.	3,053	3,053
	\$ 200,779	\$ 200,779

The amounts due from related parties are non-interest-bearing, unsecured and have no fixed terms of repayment.

b) Due to Related Parties

	February 28, 2025	November 30, 2024
599837 B.C. Ltd., wholly owned by shareholders of the Company	\$ 1,344,900	\$ 1,344,900
Michael's Electrical Ltd., wholly owned by shareholders of the Company	137,281	137,281
MDM Farms, an unincorporated business controlled by Michael Irmen and Denise Irmen related to lease payments payable (Note 11)	7,528	28
	\$ 1,489,709	\$ 1,482,209

Included in lease liabilities are a lease for the premises of the Company with MDM Farms with a carrying value of \$77,421 (November 30, 2024: \$83,596) (Note 11). The Company incurred lease accretion of \$1,325 during the three months ended February 28, 2025 (February 29, 2024: \$1,131).

The amounts due to related parties are non-interest-bearing, unsecured and have no fixed terms of repayment.

c) Transactions with Key Management Personnel

Key management personnel of the Company are members of the board of directors and senior management. During the three months ended February 28, 2025, the Company paid salaries to key management personnel of \$161,000 (February 29, 2024: \$137,700).

1097195 B.C. Ltd. (dba Ironman Directional Drilling Ltd.)

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12. RELATED PARTY BALANCES AND TRANSACTIONS (continued)

d) Related Party Transactions

The following table summarizes the Company's related party transactions for the period, excluding transactions with LTE, which are included under Note 13(e):

	February 28, 2025	February 29, 2024
Trailer rental expenses to Michael Irmen included in equipment rental expense	\$ 14,200	\$ -
Contract services provided by Next Level Traffic Services, a company controlled by a shareholder of the Company, included in cost of sales	\$ 20,792	\$ 6,884

These transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

e) Lite Access Technologies Inc.

(i) Proposed Transaction with LTE

On December 7, 2024, the Company and LTE entered into a Share Exchange Agreement (the "Agreement").

Under this Agreement, LTE would purchase all of the issued and outstanding common and preferred shares of the Company in exchange for the issuance of an aggregate of 85,392,538 LTE Shares, and a payment of an aggregate of \$6,000,000.

The cash consideration would be issued in the form of promissory notes, due and payable in five equal consecutive instalments (the "Instalment Payments") as follows:

- \$1,200,000 on or before the date that is 12 months following the closing date;
- \$1,200,000 on or before the date that is 24 months following the closing date;
- \$1,200,000 on or before the date that is 36 months following the closing date;
- \$1,200,000 on or before the date that is 48 months following the closing date; and
- \$1,200,000 on or before the date that is 60 months following the closing date.

Any Instalment Payment not paid when due shall bear interest at a default rate equal to the prime interest rate set by the Bank of Canada plus 3% per annum.

The Company must prepare and deliver a closing date working capital statement to LTE not later than 120 days after the closing of the transaction. The target net working capital is \$Nil. If the closing net working capital is in a deficit position, the Company's shareholders must pay the shortfall to LTE. If the closing net working capital is positive, LTE must pay the Company's shareholders the amount. The closing net working capital amount is subject to interest at 8% per annum, compounded monthly from the date of closing to the date of payment.

The proposed transaction is subject to both approval by shareholders of LTE and TSX-V approval. LTE has an Annual General and Special Meeting of the Shareholders scheduled to be held on September 5, 2025 at which time the LTE shareholders will vote on the transaction.

1097195 B.C. Ltd. (dba Ironman Directional Drilling Ltd.)

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12. RELATED PARTY BALANCES AND TRANSACTIONS (continued)

e) Lite Access Technologies Inc. (continued)

(i) Proposed Transaction with LTE (continued)

Management is evaluating the accounting treatment for the Agreement. On a preliminary basis the Company expects the accounting treatment of the Agreement under IFRS to be assessed as a reverse take-over business combination whereby the Company will be the accounting parent and LTE will be the accounting subsidiary.

(ii) Other Transactions with LTE

During the three months ended February 28, 2025, the Company had the following transactions with or regarding LTE:

	February 28, 2025	February 29, 2024
Revenue earned by the Company from LTE for directional drilling services	\$ 500,683	\$ 156,432
Interest revenue earned by the Company from LTE on convertible debentures (Note 6)	\$ 7,500	\$ 7,500
Unrealized gain on the fair value of convertible debenture of LTE (Note 6)	\$ 3,955	\$ -
Unrealized gain on the fair value of common shares of LTE (Note 6)	\$ 1,631	\$ -

During the three months ended February 28, 2025, LTE accounted for 49% (February 29, 2024: 18%) of total revenue earned.

(iii) Balances with or related to LTE

	February 28, 2025	November 30, 2024
Accounts receivable (Note 5)	\$ 3,967,502	\$ 4,127,082
Fair value of convertible debentures of LTE with a face value of \$250,000 (Note 6)	\$ 322,312	\$ 318,538
Fair value of common shares of LTE (Note 6)	\$ 17,486	\$ 15,855

13. SHARE CAPITAL

a) Common Shares

Authorized:

- Unlimited Class B common voting shares, with no par value
- Unlimited Class C common voting shares, with no par value

Issued and outstanding :

- 100 Class B common voting shares
- 100 Class C common voting shares

There was no common share activity during the three-month period ended February 28, 2025.

During the year-ended November 30, 2024 the Company:

- exchanged the outstanding 100 Class B common shares and 100 Class C common shares for 200 Class J preferred shares.
- issued 100 Class B common shares and 100 Class C common shares cash consideration of \$0.01 per share.

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13. SHARE CAPITAL (continued)

b) Preferred Shares

Authorized:

- Unlimited Class G preferred, non-voting, non-cumulative shares, with 2nd priority liquidation entitlement, redeemable and retractable at \$100 per share
- Unlimited Class I preferred, non-voting, non-cumulative shares, with 1st priority liquidation entitlement, redeemable and retractable at an amount set by the directors of the Company upon issuance
- Unlimited Class J preferred, non-voting, non-cumulative shares, with 1st priority liquidation entitlement, redeemable and retractable at an amount set by the directors of the Company upon issuance

Issued and outstanding:

		February 28, 2025		November 30, 2024
60,842 Class G shares	\$	6,084,200	\$	6,084,200
100 Class I shares		222,172		222,172
200 Class J shares		10,632,000		10,632,000
	\$	16,938,372	\$	16,938,372

There was no preferred share activity during the three-month period ended February 28, 2025.

During the year-ended November 30, 2024 the Company:

- redeemed the 200 Class J preferred shares held by 599837 B.C. Ltd. for the redemption amount of \$16,112 which was credited against the advances payable balance owing by the Company.
- declared a stock dividend on its Class B and Class C common shares resulting in the issuance of 30,421 Class G preferred shares for each class of common shares. The Class G preferred shares had a redemption value of \$100 per share.
- exchanged the outstanding 100 Class B common shares and 100 Class C common shares for 200 Class J preferred shares. The Class J preferred share have a redemption amount of \$53,160 per share.

The Class G, Class I and Class J preferred shares have been classified as a liability in the condensed consolidated interim statements of financial position of the Company due to the redemption feature at the option of the holders and other terms that result in the instrument meeting the definition of a financial liability. The financial liability is measured at amortized cost.

c) Dividends and Distributions

		February 28, 2025		November 30, 2024
Robert Scott	\$	-	\$	608,418
Michael Irmen		-		2,737,890
Denise Irmen		-		2,737,890
599837 BC Ltd.		-		16,110
	\$	-	\$	6,100,308

There were no dividends or distributions paid during the three months ended February 28, 2025. Dividends paid in 2024 aggregating \$6,100,308 were paid through the issuance of Class G preferred shares and credits against the advances receivable balance owing to the Company.

1097195 B.C. Ltd. (dba Ironman Directional Drilling Ltd.)

Notes to Condensed Consolidated Interim Financial Statements
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14. CONTRACTUAL COMMITTEMENTS

a) Contractual Commitments

	February 28, 2025 \$	February 28, 2026 \$	February 28, 2027 \$	February 29, 2028 \$	February 28, 2029 \$	Total Contractual Commitments \$	Carrying Value \$
Bank indebtedness	604,467	-	-	-	-	604,467	604,467
Trade and other payables	1,119,550	-	-	-	-	1,119,550	1,119,550
Due to related parties	1,489,709	-	-	-	-	1,489,709	1,489,709
Loans payable	633,071	735,909	101,132	59,113	27,750	1,556,975	1,446,760
Leases payable	74,140	12,469	85,000	-	-	171,609	157,166
Redeemable preferred shares	16,938,372	-	-	-	-	16,938,372	16,938,372
Total	20,859,309	748,378	186,132	59,113	27,750	21,880,681	21,756,024

b) Guarantees

The Company has guaranteed a Royal Bank of Canada revolving facility by way of a series of term loans of 599837 B.C. Ltd., a company wholly owned by the majority common ownership of 1097195 B.C. Ltd., for a maximum of \$2,075,000. The amount outstanding at February 28, 2025 is \$Nil (November 30, 2024: \$Nil). The Company has signed a guarantee and postponement of claim in the amount of \$2,075,000, which is supported by a first ranking security interest in all personal property of the Company.

15. FINANCIAL INSTRUMENTS

The Company's financial instruments consist of the following:

Cash	Amortized cost
Trade and other receivables	Amortized cost
Long-term investments	Fair value through profit or loss ("FVTPL")
Amounts due to related parties	Amortized cost
Bank indebtedness	FVTPL
Trade and other payables	Amortized cost
Long-term debt	Amortized cost
Amounts due from related parties	Amortized cost
Redeemable preferred shares	Amortized cost

1097195 B.C. Ltd. (dba Ironman Directional Drilling Ltd.)

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15. FINANCIAL INSTRUMENTS (continued)

The following table sets out the classification of the Company's financial instruments measured at fair value on a recurring basis by level within the fair value hierarchy as follows:

	Level 1	Level 2	Level 3
	\$	\$	\$
As at February 28, 2025:			
Long-term investments			
Common shares	-	17,486	-
Debentures	-	-	322,313
As at November 30, 2024:			
Long-term investments			
Common shares	-	15,855	-
Debentures	-	-	318,359

The following table shows a reconciliation between the opening balances to the closing balances for fair value measurements for financial assets measured at FVTPL in level 3 of the fair value hierarchy.

	Balance at November 30, 2024	Investments	Total loss recognized in profit of loss	Balance at February 28, 2025
Debentures	\$ 318,359	\$ -	\$ 3,954	\$ 322,313

	Balance at November 30, 2023	Investments	Total income recognized in profit or loss	Balance at November 30, 2024
Debentures	\$ 340,447	\$ -	\$ (22,088)	\$ 318,359

The debentures in LTE are included in Level 3. The valuation technique used for the debentures is to use the market approach by adding the amortized cost of the debenture and the fair value of the conversion option. The conversion option is valued by using the black-scholes valuation model. The inputs used in the black-scholes valuation model include the estimated fair value of the common shares of LTE and the estimated volatility of the common shares of LTE which have been determined by use of comparable company information.

For February 28, 2025, a 10% variance in the estimated volatility of LTE common shares and the estimated fair value of common shares in LTE used to value the debentures would have the following impact on the debentures in Level 3.

February 28, 2025		February 28, 2025	
Share price	Share price	Volatility	Volatility
10% lower	10% higher	10% lower	10% higher
\$(12,689)	\$13,240	\$(8,847)	\$8,530

1097195 B.C. Ltd. (dba Ironman Directional Drilling Ltd.)

Notes to Condensed Consolidated Interim Financial Statements
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15. FINANCIAL INSTRUMENTS (continued)

Long-term investments are classified as measured at FVTPL. Cash, trade and other receivables, amounts due to and due from related parties, trade and other payables, bank indebtedness, long-term debt and redeemable preferred shares are classified as measured at amortized costs. The carrying value of the Company's trade and other receivables, amounts due to and due from related parties, bank indebtedness, trade and other payables, approximate their fair value due to the relatively short-term nature of these instruments. The carrying value of long-term debt and lease obligations where interest is charged at a fixed rate is not significantly different than fair value.

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

The Company classifies its financial instruments carried at fair value according to a three-level hierarchy that reflects the significance of the inputs used in making the fair value measurement. The three levels of fair value hierarchy, giving the highest priority to Level 1 inputs and the lowest priority to Level 3 inputs, are as follows:

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

As at November 30, 2024 and 2023, marketable securities included in long-term investments were classified as Level 1 and debentures included in long-term investments was classified as Level 3 under the fair value hierarchy.

16. INCOME TAXES

Income tax expense is recognized based on management's estimate of the weighted average annual effective tax rate expected for the full financial year, applied to pre-tax income of the interim period. The Company operates in Canada and is subject to federal and provincial income taxes at a combined statutory rate of approximately 27%.

Temporary differences between the carrying value and tax basis of property, plant, and equipment - primarily due to the use of accelerated capital cost allowance rates for tax purposes - give rise to deferred income tax liabilities. Deferred tax assets are recognized only to the extent that it is probable that sufficient taxable income will be available to utilize the associated temporary differences or tax loss carryforwards.

For the three months ended February 28, 2025, the Company recorded an income tax expense of \$182,000 consisting of current income tax recovery of \$nil and deferred income tax recovery of \$150,000 (February 29, 2024 - \$342,000 total income tax recovery, comprised of \$nil current and \$342,000 deferred income tax recovery).

17. COMPARATIVE FIGURES

During the period ended February 28, 2025, the Company modified the classification of right-of-use assets by aggregating those items with property, plant and equipment, as those categories of assets were otherwise similar. Comparative amounts in the condensed consolidated interim statement of financial position were restated for consistency. As a result, \$166,452 was reclassified from "Right-of-use assets" to "Property, plant and equipment".

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17. COMPARATIVE FIGURES (continued)

During the period ended February 28, 2025, the Company modified the classification of amounts due to and due from shareholders by aggregating those items with amounts due to and due from related parties, as shareholders are considered related parties. Comparative amounts in the condensed consolidated interim statement of financial position were restated for consistency. As a result, \$8,822 was reclassified from “Advances to shareholders” to “Amounts due from related parties” and \$28 was reclassified from “Advances from shareholders” to “Amounts due to related parties”.

18. SEGMENTED REPORTING

The Company conducts its business in a single operating segment being engaged in providing directional drilling services to customers across Western Canada and Alaska. The Company is physically located and operated within Canada.

Segmented information on a geographic basis is as follows:

Non-current assets by geographical region

	As at February 28, 2025		As at November 30, 2024	
Canada	\$	5,369,244	\$	5,092,347
United States of America		-		-
	\$	5,369,244	\$	5,092,347

Revenues by geographical region

	Three months ended February 28, 2025		Three months ended February 28, 2024	
Canada	\$	989,834	\$	867,643
United States of America		-		-
	\$	989,834	\$	867,643

SCHEDULE B

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF IRONMAN FOR THE FINANCIAL YEAR ENDED NOVEMBER 30,
2024 AND THE PERIOD ENDED FEBRUARY 28, 2025**

(See attached)

1097195 B.C. Ltd.
(dba Ironman Directional Drilling Ltd.)

**MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEARS ENDED NOVEMBER 30, 2024 AND 2023**

WELCOME TO OUR MANAGEMENT DISCUSSION & ANALYSIS

This management discussion & analysis (“MD&A”) includes information that will help you understand management’s perspective of our consolidated financial statements and notes thereto as at November 30, 2024 and 2023 and for the fiscal years then ended. This information is based on what we knew on July 14, 2025. This MD&A includes statements and information about our expectations for the future and things that have not yet taken place. We highlight the section titled **Forward-looking Information** for additional information about future expectations.

We encourage you to read our consolidated financial statements and notes thereto as you review this MD&A.

Unless we have otherwise specified, all dollar amounts are stated in Canadian dollars. The financial information included in this MD&A and in our consolidated financial statements and notes thereto are prepared in accordance with IFRS Accounting Standards (“IFRS”), as issued by the International Accounting Standards Board (“IASB”), and interpretations of the IFRS Interpretations Committee (“IFRIC”), except as otherwise noted.

Throughout this document, the terms we, us, our, the Company and Ironman refer to 1097195 B.C. Ltd. and our wholly owned subsidiary, Ironman Directional Drilling Ltd.

COMPANY OVERVIEW

1097195 B.C. Ltd. was incorporated on November 18, 2016 under the laws of the province of British Columbia, Canada. Ironman's registered office is located at 101 – 481 Harbourfront Drive NE, Salmon Arm, British Columbia V1E 3L4 Canada. Ironman's principal place of business is located at 7284B Highway 97B, Salmon Arm, British Columbia, V1E 2Y6 Canada.

On December 7, 2024, the Company, Lite Access Technologies Inc. ("Lite Access"), Ironman Directional Drilling US Inc. ("US Holdco", Ironman and US Holdco collectively, the "Ironman Parties"), the shareholders of Ironman (the "Ironman BC Shareholders") and the shareholders of US Holdco (the "US Holdco Shareholders", Ironman BC Shareholders and the US Holdco Shareholders collectively, the "Ironman Shareholders") have entered into a share exchange agreement (the "Share Exchange Agreement") to acquire the Ironman Parties. The Company and Lite Access are considered related parties.

See **Proposed Transaction** for additional information.

BUSINESS OVERVIEW

Established in 1999, Ironman is a recognized leader in the trenchless industry offering 24/7 horizontal directional drilling services for homeowners, businesses and industrial clients throughout Western Canada and Alaska. Focused on delivering the most cost-effective and least invasive means of underground infrastructure installations, Ironman offers a wide range of applications, including telecom, electrical, water and sewer, oil and gas, geothermal, irrigation and more. Possessing specialized machinery and an experienced team, Ironman can provide its services in all types of terrain, including lakes, rivers and ocean crossings, railways, roads and highways, as well as offers additional services to ensure on-time and on-budget project delivery.

The Company has one reportable operating segment.

2024 HIGHLIGHTS

Revenues, gross margin and net income all increased as a result of business maturation. After several years of investment/reinvestment, the Company achieved significant growth through leveraging its knowledge capital and services offering with new opportunities into Alaska and Western Canada.

During FY2024, the primary activities of the Company were:

- Expanding sales and services to Alaska whereby the Company was awarded a large contract, which led to the increase in revenues, overall profitability, and required investment in property, plant and equipment; and
- Entered into a definitive share exchange agreement with Lite Access Technologies Inc. (refer to the section titled **Proposed Transaction**).

2025 OUTLOOK

We anticipate the following activities will drive the performance for our 2025 fiscal year:

- Continuation of our services in Alaska to complete active projects;
- Continued pursuit of larger scale sales and service opportunities in Alaska, continental United States ("US") and other parts of Canada; and
- Maintenance of its existing business portfolio in western Canada with a focus on enhancing its margin by evaluating its acceptance criteria.

See the sections titled **Forward-looking Information** and **Risk Factors** for additional information regarding our outlook and future plans.

FINANCIAL PERFORMANCE

During the fiscal year ended November 30, 2024, the net and comprehensive income was \$4,705,239 (\$23,526 per share), as compared to net and comprehensive income of \$928,193 (\$4,641 per share) for the year ended November 30, 2023, a \$3,777,046 increase in net and comprehensive income primarily as a result of increased revenues during the year due to services provided in new regions and increased margin on services rendered.

	Year Ended November 30,			Change	
	2024	2023		(\$)	Change (%)
Revenues	\$ 19,594,396	\$ 12,454,343		7,140,053	57
Cost of goods sold	(10,614,073)	(8,975,444)		1,638,629	18
Gross margin	8,980,323	3,478,899		5,501,424	158
Operating expenses	(2,871,751)	(2,610,137)		(261,614)	10
Income before other income (expenses) and income taxes	6,108,572	868,762		5,239,810	603
Other income (expenses)	284,972	322,623		(37,651)	(12)
Income before income taxes	6,393,544	1,191,385		5,202,159	437
Income tax and deferred income tax expense	(1,688,305)	(263,192)		1,425,113	541
Net and comprehensive income	\$ 4,705,239	\$ 928,193		3,777,046	407
Earnings per Share	\$ 23,526	\$ 4,641		18,885	407

The following table shows the income statement by year with the various components as a percentage of revenues and the year over year change of those percentages:

	Year Ended November 30,				
	2024		2023		
	Amount (\$)	% of Revenue	Amount (\$)	% of Revenue	Change
Revenues	19,594,396	100	12,454,343	100	-
Cost of goods sold	(10,614,073)	(54)	(8,975,444)	(72)	18
Gross margin	8,980,323	46	3,478,899	28	18
Operating expenses	(2,871,751)	(15)	(2,555,103)	(21)	6
Income before other income (expenses) and income taxes	6,108,572	31	923,796	7	24
Other income (expenses)	284,972	1	267,589	3	(1)
Income before income taxes	6,393,544	32	1,191,385	10	23
Income tax and deferred income tax expense	(1,688,305)	(8)	(263,451)	(2)	(7)
Net and comprehensive income	4,705,239	24	927,934	8	16

Revenues, Cost of Sales and Gross Margin for the years ended November 30, 2024 and 2023.

	2024 (\$)	2023 (\$)	Change (\$)	Change (%)
Revenues	19,594,396	12,454,343	7,140,053	57
Cost of Sales	(10,614,073)	(8,975,444)	1,638,629	18
Gross Margin	8,980,323	3,478,899	5,501,424	158

The Company earns its revenues from providing directional drilling services in a wide array of offerings. Revenue from directional drilling services is recognized over the duration of the contract as its performance obligations are fulfilled in line with the contract terms. The Company derives revenue mainly from fixed price contracts. Its cost of sales consist of costs of personnel, components and inventories consumed, depreciation expense on directional drilling equipment, service vehicles and general vehicle, and travel costs incurred in providing services.

For the year ended November 30, 2024 revenues increased by \$7,140,053 (57%) and gross margin increased by \$5,501,424 (158%).

During the year ended November 30, 2024, the Company initiated a comprehensive project in Alaska comprised of a number of service offerings to provide directional drilling services to a remote community that is not accessible by road. This was the first major project of this scale for the Company and substantially accounted for the increase in sales in FY2024 as compared to FY2023. During FY2024 the Company was able to secure projects with higher margins, as compared to FY2023, which was the result of 1) the nature of the projects being larger and increasingly more complex; 2) the competitive landscape for larger projects; 3) the maturation of the business in being able to perform its projects more efficiently; and 4) certain projects priced in US dollars.

Revenues by geographical segment were as follows:

	2024 (\$)	2023 (\$)	Change (\$)	Change (%)
Canada	11,199,154	12,454,343	(1,255,189)	(10)
United States	8,395,242	-	8,395,242	~
	19,594,396	12,454,343	7,140,053	57

Operating expenses for the years ended November 30, 2024 and 2023.

	Year Ended November 30,		Change (\$)	Change (%)
	2024	2023		
Operating expenses				
Repairs and maintenance	\$ 1,150,286	\$ 1,079,745	70,541	7
Professional fees	306,543	150,369	156,174	104
Bad debt	173,835	222,231	(48,396)	(22)
Wages and benefits	570,131	660,836	(90,705)	(14)
All other amounts	563,353	441,922	121,431	27
Total	\$ (2,764,148)	\$ (2,555,103)	209,045	8

For the year ended November 30, 2024 operating expenses increased by \$209,045 (8%), as compared to the year ended November 30, 2023. As a percentage of revenues, operating expenses were 15% for FY2024 and 21% for FY2023. Based on the nature of the increase in sales for the year, the Company was able to maintain a similar level of operating expenses, as compared to FY2023. Below is additional information to highlight operating expenses that management believes are significant, or that management believes the magnitude of the variance was significant, which aggregate \$2,026,960 (2023: \$1,890,950), or 73% (2023: 72%), of the operating expenses of the Company.

Repairs and maintenance	2024	2023	Change (\$)	Change (%)
Expense	\$ 1,150,286	\$ 1,079,745	70,541	7

Repairs and maintenance expenses are amounts incurred to service and maintain the property, plant and equipment of the Company. These expenses increased by \$70,541 (7%) for FY2024 while they decreased as a percentage of revenues by 3% (FY2024: 6%, FY2023: 9%).

Based on the nature of our business, we require a large amount of property, plant and equipment for our service offerings. A significant amount of our property, plant and equipment was new for FY2023 and FY2024. We retired a substantial amount of older equipment in FY2023 and FY2024. Therefore, repairs and maintenance required by those additions during FY2024 were relatively minor which allowed us to operate a larger fleet of property, plant and equipment to generate increased sales while having reduced repairs and maintenance expense.

Professional fees	2024	2023	Change (\$)	Change (%)
Expense	\$ 306,543	\$ 150,369	156,174	104

Professional fees are amounts incurred for external advisors, including audit fees, legal fees and tax fees. These expenses increased by \$156,174 (104%) for FY2024 while being generally consistent as a percentage of revenues for the year.

During the current year, the Company, as part of advancing the transaction with Lite Access, conducted an audit for FY2023 for the first time, and incurred substantial legal fees. Also during FY2024, the Company undertook additional tax planning services related to the issuance of the preferred shares.

Wages and benefits	2024	2023	Change (\$)	Change (%)
Expense	\$ 570,131	\$ 660,836	(90,705)	(14)

Wages and benefits are amounts incurred for administrative employees. The wages for the majority of the employees of the Company are allocated to cost of sales based on the nature of work performed. These expenses decreased by \$90,705 (14%) for FY2024, as compared to FY2023, while the Company was able to generate a larger volume of sales based on securing the Alaska project and allocation of personnel between administrative and operations.

Income tax expenses for the years ended November 30, 2024 and 2023.

	2024	2023	Change	Change
	(\$)	(\$)	(\$)	(%)
Income tax expense	1,550,305	27,207	(1,523,098)	5598
Future income tax expense	138,000	235,985	97,985	(42)
Total income tax and future income tax expense	1,688,305	263,192	1,425,113	541

During the year ended November 30, 2024, income tax expense and deferred income tax expense increased by \$1,425,113 (541%) as compared to the year ended November 30, 2023. During FY2023 the Company's income tax expense was 2% of revenues, as the Company was eligible to expense equipment additions under immediate expensing rules for tax purposes. There was no similar opportunity during FY2024.

FINANCIAL POSITION

A	As at November 30, 2024 (\$)	As at November 30, 2023 (\$)	Change (\$)	Change (%)
Assets				
Cash	160,924	711	160,213	22533
Trade and other receivables	11,489,174	5,172,793	6,316,381	122
Property, plant and equipment	4,591,681	2,939,600	1,652,081	56
Other assets	988,785	1,099,113	(110,328)	(10)
Total Assets	17,230,564	9,212,217	8,018,347	87
Liabilities				
Bank indebtedness	907,708	99,259	808,449	814
Trade, other and taxes payable	3,199,051	1,635,629	1,563,422	96
Current and long-term debt and leases	1,739,090	685,667	1,053,423	154
Advances from related parties	1,482,209	1,700,175	(217,966)	(13)
Redeemable preferred shares	16,938,372	238,284	16,700,088	7008
Deferred income taxes	678,000	540,259	137,741	25
Total Liabilities	24,944,430	4,899,273	20,045,157	409
Shareholders' Equity (Deficit)	(7,713,866)	4,312,944	(12,026,810)	(279)
Total Liabilities and Shareholders' Equity (Deficit)	17,230,564	9,212,217	8,018,347	87

Working Capital

The Company has working capital as follows:

	As at November 30, 2024 (\$)	As at November 30, 2023 (\$)	Change (\$)	Change (%)
Working Capital	(11,065,864)	1,615,185	(12,681,049)	(785)
Add: Preferred shares	16,938,372	238,284	16,700,088	7008
Add: Amounts due to related parties	1,482,209	1,700,175	(217,966)	(13)
Less: Amounts due from related parties	(200,779)	(162,873)	(37,906)	23
Adjusted Working Capital	7,153,938	3,390,771	3,763,167	111

Adjusted working capital is a non-IFRS measurement. The Company has presented the amounts for adjusted working capital to provide information on the working capital when removing preferred shares and amounts due to and due from related parties. This adjusted working capital represents the working capital available to the Company from the viewpoint of management. The accounting treatment of the preferred shares under IFRS resulted in the classification of the preferred shares as liabilities rather than equity. The preferred shares will be acquired by Lite Access pursuant to the proposed transaction. Prior to closing the Company and the shareholders expect to amend the preferred shares so that they will be classified as either non-current liabilities or equity. See **Proposed Transaction**.

Assets

	November 30, 2024 (\$)	As % of total assets	November 30, 2023 (\$)	As % of total assets
Assets				
Cash	160,924	1	711	0
Trade and other receivables	11,489,174	66	5,172,793	56
Property, plant and equipment	4,591,681	26	2,939,600	32
Other assets	988,785	7	1,099,113	12
Total Assets	17,230,564	100	9,212,217	100

Cash

Cash consists of balances on deposit at a Canadian Chartered Bank. See **CASH FLOWS, LIQUIDITY AND CAPITAL RESOURCES** for additional information regarding cash and a revolving credit facility.

Trade and other receivables

Accounts receivable are primarily amounts owing from customers from the provision of directional drilling services. As at November 30, 2024, trade receivables account for 66% (2023: 56%) of the assets of the Company. During the 2024 fiscal year, accounts receivable increased by \$6,316,381 (122%) based on an increase in the revenues of the Company from new contracts in Alaska and the timing of a significant amount of services being rendered close to year-end. Trade receivables as at November 30, 2024 includes \$4,700,635 (2023: \$nil) denominated in US dollars.

As at November 30, 2024, 86% of receivables were from three customers, including \$4,153,947 due from Lite Access. As at November 30, 2024 there was one customer (Lite Access) making up 45% of receivables totaling \$2,393,458. Please refer to the section **Related Party Transactions and Balances** for additional information.

Property, plant and equipment

Property, plant and equipment consists of directional drilling equipment, automotive assets, office and computer equipment, and leasehold improvements used in the operations of the Company. During the year-end, the Company's property, plant and equipment increased by \$1,652,081 (56%) as follows:

- \$3,502,592 (2023: \$1,793,532) of new equipment purchased to provide directional drilling services in Alaska and other regions, less
- \$1,183,825 (2023: \$706,847) of equipment sold or disposed of; and
- \$990,134 (2023: \$690,861) of depreciation recognized on the property, plant and equipment.

During the year ended November 30, 2024, the Company recognized gain on disposal of equipment of \$289,413 (2023: \$187,893).

The carrying value of the property, plant and equipment is comprised of the following:

	November 30, 2024 (\$)	November 30, 2023 (\$)	Change (\$)	Change (%)
Cost	8,476,816	6,158,050	2,318,766	38
Accumulated depreciation	3,885,135	3,218,450	666,685	21
Net book value	4,591,681	2,939,600	1,652,081	56

Other assets

Other assets consists of inventories, long-term investments, advances to related parties and right-of-use assets. See the Company's consolidated financial statements as at November 30, 2024 for additional information regarding these items.

Liabilities and Shareholders' Equity

	November 30, 2024 (\$)	As % of total capitalization	November 30, 2023 (\$)	As % of total capitalization
Liabilities and Shareholders' Equity				
Bank indebtedness	907,708	5	99,259	1
Trade, other and taxes payable	3,199,051	18	1,635,629	18
Current and long-term debt	1,739,090	10	685,667	7
Advances from related parties	1,482,209	9	1,700,175	18
Deferred income taxes	678,000	4	540,259	6
	8,006,058	46	4,660,989	50
Redeemable preferred shares and Shareholders' Deficit combined	9,224,506	54	4,312,944	50
Total Liabilities and Shareholders' Deficit	17,230,564	100	9,212,217	100

* Total capitalization refers to total debt and shareholders' equity.

Bank indebtedness

The Company has a line of credit up to \$1,250,000 bearing interest at bank prime plus 1.5% per annum, which is secured by a general security agreement and guarantee and postponement of claim to related companies and a principal. See **Capital Resources** for additional information. The Company uses its bank indebtedness and line of credit for working capital purposes as it is required.

Trade, other and taxes payable

These amounts consist of trade payables, sales tax payable, payroll liabilities, accrued liabilities and income tax payable incurred in the normal course of operations. As a percentage of total capitalization, these amounts were comparable to the prior year, reflecting the increased operations of the Company.

Current and long-term debt and lease liabilities

The Company has borrowed amounts from financial institutions and entered into certain leases to purchase directional drilling equipment, vehicles, and other property and equipment. During the year these amounts increased as the Company entered into new loans and leases to support the operations of the business. The carrying amount of the debts and lease liabilities with longer than one year was measured at amortized cost using the effective interest rate method with a discount rate based on the Company's incremental borrowing rate, or stated interest rates.

Redeemable preferred shares

Redeemable preferred shares are considered financial liabilities under IFRS, as they can be settled at the option of the holder for cash. The Company has a number of different classes of authorized redeemable preferred shares available for issuance. During FY2024 the Company issued a number of preferred shares for tax planning purposes in anticipation of changes to certain tax rates in effect. The increase in the liability for the redeemable preferred shares is the result of the issuance of 60,842 Class G, 100 Class I and 200 Class J preferred shares, which are retractable at the option of the holder and redeemable by the Company.

- Class G Non-voting Preferred Shares, with a par value of \$0.01 each, with dividend rights, 2nd liquidation entitlement, redeemable and retractable for \$100 per share;
- Class I Non-voting Preferred Shares, with a par value of \$0.01 each, with dividend rights, 1st liquidation entitlement, redeemable and retractable for a price per share set by the directors; and
- Class J Non-voting Preferred Shares, with a par value of \$0.01 each, with dividend rights, 1st liquidation entitlement, redeemable and retractable for a price per share set by the directors.

As such, the Class G, Class I and Class J preferred shares have been recognized at their stated capital, which equals their redemption value, as a financial liability. This resulted in the reclassification of the carrying amount of the preferred shares equity to liabilities of the Company. See **Working Capital** and **Proposed Transaction** for additional information regarding these redeemable preferred shares.

Advances from related parties

The advances to and from related parties are non-interest-bearing, unsecured and have no fixed terms of repayment. See the section **Related Party Balances** for additional information.

Deferred income taxes

See Notes 4(c) and 18 to the Company's consolidated financial statements for the year ended November 30, 2024 for a break-down of the liability.

Shareholders' deficit

The change in shareholders' deficit during the period was driven by 1) the increase in retained earnings from the net income of the Company; and 2) the reallocation of the amount from equity to liabilities for the issuance of the redeemable preferred shares in accordance with their accounting treatment under IFRS. The redeemable preferred shares are being acquired by Lite Access pursuant to the Proposed Transaction.

	November 30, 2024 (\$)	November 30, 2023 (\$)	Change (\$)	Change (%)
Share capital	2	2	-	0
Redeemable preferred shares	(10,632,000)	(190,000)	(10,442,000)	5,496
Retained earnings	2,918,132	4,502,942	(1,584,810)	(35)
Net book value	(7,713,866)	4,312,944	(12,026,810)	(279)

For additional information, see the Company's consolidated statements of changes in shareholders' equity (deficit) in its consolidated financial statements.

Since the preferred shares will be acquired by Lite Access in the **Proposed Transaction**, the Company and its shareholders intend to amend the preferred shares during FY2025 prior to closing the transaction in order to have the amounts qualify as non-current liabilities or equity in the financial statements.

CASH FLOWS, LIQUIDITY AND CAPITAL RESOURCES

Summary of Cash Flows

	Year Ended November 30,	
	2024	2023
Cash , beginning of year	\$ 711	\$ 6,237
Operating activities		
Net income adjusted for non-cash items	7,182,857	1,515,471
Changes in trade and other receivables	(6,200,966)	227,505
Changes in other non-cash working capital	(107,593)	304,676
Investing activities		
Acquisition of equipment	(3,309,375)	(1,793,352)
Proceeds from sale of equipment	1,089,523	695,554
Financing activities		
Proceeds from long-term debt	1,318,598	513,900
Proceeds from bank indebtedness	748,480	-
Repayments of bank indebtedness	-	(631,902)
Repayments of long-term debt, leases and other items	(561,311)	(647,378)
Dividends paid	-	(190,000)
Cash , end of year	\$ 160,924	\$ 711

See the sections **Bank Indebtedness** and **Capital Resources** for additional information. The Company has a line of credit available up to \$1,250,000, bearing interest at bank prime plus 1.5% per annum. The bank indebtedness represents a draw down on the line of credit for working capital purposes.

Cash generated by Operating Activities

	Year Ended November 30,		Change	Change (%)
	2024	2023	(\$)	
Cash flows from operating activities				
Net income	\$ 4,705,239	\$ 928,193	3,777,046	407
Adjustments for non-cash items:				
Depreciation	1,138,910	929,293	209,617	23
Income taxes recovered (paid)	1,659,479	(27,720)	1,687,199	(6,087)
Other items	(320,771)	(314,295)	(6,476)	2
	7,182,857	1,515,471	5,667,386	374
Changes in non-cash working capital				
Accounts receivable	(6,200,966)	227,505	(6,428,471)	(2,826)
Other items	(107,593)	304,676	(412,269)	(135)
Net cash generated by operating activities	\$ 874,289	\$ 2,047,652	(1,173,354)	(57)

During the year ended November 30, 2024, the Company generated cash of \$874,289 from operations, whereas during the year ended November 30, 2023, the Company generated cash of \$2,047,652 from operations, a decrease of \$1,173,354 (57%).

Commentary on 2024 Fiscal Year

Cash flows generated by operations prior to changes in working capital increased by \$5,667,386 (374%) in FY2024, as compared to FY2023 (from \$1,515,471 to \$7,182,857), as a result of the increase in sales and increase in gross margin of its sales in FY2024. As at November 30, 2024 a significant amount of its sales were included within accounts receivable, of which \$7,550,635 was collected as of February 28, 2025.

Outlook for 2025 Fiscal Year

The Company expects cash flows generated by operations in FY2025 to increase compared to FY2024 based on its expectation that its sales and margin will continue to increase (see **2025 Outlook** and **Forward-looking Information**), while concurrently it expects to collect its accounts receivable as at November 30, 2024. The amount of accounts receivable as at November 30, 2025 will be subject to a number of factors, including the timing of the active projects of the Company, the economy, etc.

Cash used in Investing Activities

Cash used in investing activities consists of property and equipment purchases and disposals. During FY2024 the Company's expenditures to purchase property, plant and equipment increased to \$3,502,591 (2023: \$1,793,352), an increase of \$1,709,239 (95%), consisting mainly of specialized equipment and automotive equipment. The equipment additions allowed the Company to undertake the projects that led to the increase in sales during the current year and positions the Company for additional opportunities in future years. The Company expects, if it is successful in continuing to grow its sales, that it will continue to need to purchase additional property, plant and equipment. We may experience significant variability in our cash flows used to purchase property and equipment in FY2025 and beyond.

Cash provided by Financing Activities

Cash provided by (used by) financing activities consists of

- amounts borrowed from related parties and financial institutions;
- debt service costs, including repayments in accordance with terms of the loans and advances; and
- dividends paid.

During the year ended November 30, 2024, the Company:

- borrowed \$1,318,598 (2023: \$513,900) from financial institutions for the purchase of additional property, plant and equipment to support its expanded operations;
- drew down net amounts of \$748,480 (2023: net repayments of \$631,902) on its line of credit
- made loan and lease repayments and advances of \$561,311 (2023: \$647,378) to financial institutions and related parties; and
- issued dividends of \$nil (2023: \$190,000) to its shareholders.

See the consolidated statements of changes in cash flows in our November 30, 2024 consolidated financial statements for details of the source and repayment of funds for the years ended November 30, 2024 and 2023.

During the 2025 fiscal year, the Company may source funds to support new revenue-generating projects for which it has issued proposals, which could be a combination of working capital financing for operations and to meet its obligations as they come due, and the related additional property, plant and equipment such new projects could require. The Company is continually evaluating the forward-looking financing alternative to support its business opportunities, including the sufficiency of its existing working capital to fund operations.

Capital Resources

The Company has a line of credit up to \$1,250,000 bearing interest at bank prime plus 1.5% per annum, which is secured by a general security agreement and guarantee and postponement of claim to related companies and a principal. At year-end the outstanding balance of the line of credit was \$605,000 (2023: \$nil).

This line of credit is secured by:

- a general security agreement providing first ranking security interest over all personal property of Ironman Directional Drilling Ltd.;
- guarantee and postponement of claim supported by general security agreements from 1097195 B.C. Ltd., 599837 B.C. Ltd., Michael's Electrical Ltd. and Michael Irmen; and
- providing a first ranking security interest over all of the personal property of 1097195 B.C. Ltd., 599837 B.C. Ltd. and Michael's Electrical Ltd.

The Company does not have any other commitments for capital expenditures or sources of financing arranged but not used. See the section **Cash Flows** for additional information.

Liquidity

The Company believes it has the ability to generate sufficient amounts of cash and cash equivalents, in the short-term and long-term, to maintain its current capacity and planned activities for the next twelve months. Mainly, the Company:

- has adjusted working capital of \$7,831,938 as at November 30, 2024 (2023: \$3,931,030);
- earned net income of \$4,705,239 for the year ended November 30, 2024 (2023: \$928,193); and
- generated cash flow from operations of \$874,298 for the year ended November 30, 2024 (2023: \$2,047,652).

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's objective is to ensure that there are sufficient committed financial resources to meet its short-term

business requirements for the foreseeable future. As at November 30, 2024, the Company had accounts receivable of \$11,489,174 and current monetary liabilities of \$4,783,500, excluding the preferred shares and amounts due to related parties. The Company collected proceeds of accounts receivable aggregating \$7,550,635 during the subsequent quarter ending February 28, 2025.

The Company has total contractual commitments as follows:

Contractual Commitments as at November 30, 2024	Payments Due by Period				
	Total	Less than 1 Year	2-3 Years	4-5 Years	5+ Years
Bank indebtedness	\$ 907,708	\$ 907,708	\$ -	\$ -	\$ -
Trade, other and income taxes payable	3,199,051	3,199,051	-	-	-
Due to related parties	1,482,209	1,482,209	-	-	-
Long-term debts	1,559,069	609,076	843,743	106,250	-
Lease liabilities	226,872	76,120	76,120	74,632	-
Total Contractual Commitments	\$ 7,374,909	\$ 6,274,164	\$ 919,863	\$ 180,882	\$ -

Preferred shares have been omitted from the table based on the nature of uncertainty as to whether they would be redeemed, either in full or in part, and, if they are redeemed, the timing of which any redemption would occur. There are no contractual requirements for the preferred shares to be redeemed by the holders. Should the preferred shares be redeemed, it would increase the contractual commitments of the Company based on their respective redemption values.

Management believes liquidity risk is low based on its capital resources in place, its working capital position and its FY2025 operations to the date of this MD&A and its forecasted operations for the remainder of FY2025.

FINANCIAL INSTRUMENTS

The Company's financial instruments are exposed to certain financial risks. The types of financial instruments, risk exposures and the related impact on the Company's financial instruments are summarized below.

Financial Instruments	Amount of Financial Instrument (\$)	Balances in Foreign Currency (\$)	Interest Revenue (Expense) (\$)	Foreign Exchange Gain (\$)	Other Income (\$)
Financial assets					
Trade receivables	11,489,174	4,700,635	-	117,000	-
Other assets	695,917	-	30,000	-	47,000
Financial liabilities					
Bank indebtedness	746,787	-	-	-	-
Accounts payable	1,650,357	13,000	-	-	-
Due to related parties	1,482,889	-	-	-	-
Long-term debts and leases	1,739,090	-	(72,000)	-	-
Redeemable preferred shares	16,938,372	-	-	-	-

The Company is exposed to certain risks on its financial instruments.

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 is exposed to credit risk resulting from the possibility that a customer or counterparty to a financial instrument defaults on their financial obligations; if there is a concentration of transactions carried out with the same counterparty; or of financial obligations that have similar economic characteristics such that they could be similarly affected by changes in economic conditions.

i. Cash

Cash consists of balances on deposit at a Canadian Chartered Bank. The Company has assessed credit risk of cash as nominal.

ii. Trade and Other Receivables

Trade and other receivables of \$11,489,174 consists of:

- trade receivables - \$11,444,174
- other amounts - \$45,000

The Company extends credit to certain customers for its directional drilling services and represents the most significant financial instrument risk to the Company. The Company performs credit evaluations on new customers, extends credit under specific terms and monitors recurring customers for the credit terms to be followed appropriately. The Company considers trade receivables and contract assets to be credit-impaired when the customer has amounts more than 90 days past the invoice date and determines on a customer-by-customer basis whether collection of the trade receivable is considered impaired.

As at November 30, 2024:

- there were three customers owing 86% of net accounts receivable of the Company (2023: one customer owing 45%); and
- the Company was carrying allowances for doubtful accounts of \$15,889 (2023: \$186,861).

Subsequent to November 30, 2024 the Company had collected trade receivables of \$7,550,635 up to February 28, 2025.

iii. Long-term Investment

Included within other assets are convertible debentures of Lite Access with a fair value of \$318,358 (2023: \$340,447). During the year ended November 30, 2024, the Company earned interest revenue of \$30,000 (2023: \$30,000). The debentures carry credit risk with respect to Lite Access' ability to repay the convertible debenture upon maturity. The credit risk is mitigated in some amount as the convertible debenture can be converted into shares of Lite Access at the Company's discretion. The maturity date of the convertibles debentures was extended from November 22, 2024 to November 22, 2026.

Foreign Exchange Risk

Foreign exchange risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in foreign exchange rates. The Company is exposed to foreign exchange risk on certain of its directional drilling contracts, including the underlying accounts receivable denominated in US dollars. A fluctuation in the exchange rate between the Canadian and US dollars of 10% would result in a change of \$475,400 in the net income (loss) and comprehensive income (loss) of the Company based on the balance of trade receivables denominated in US dollars as at November 30, 2024. The Company does not use any techniques to mitigate foreign exchange risk.

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 on floating interest rate financial instruments, which consist of its line of credit. A 2% change in interest rates would have a nominal effect on the net income (loss) and comprehensive income (loss) of the Company based on the amount borrowed on the line of credit as at November 30, 2024. The Company does not utilize any instruments to mitigate changes in interest rates.

The Company does not have any hedging activities.

SELECTED ANNUAL INFORMATION AND QUARTERLY RESULTS

Selected Annual Information

The financial information included in this section is stated in Canadian dollars and presented in accordance with IFRS.

Year Ended November 30	Revenue (\$)	Net Income (\$)	Basic and Diluted Earnings Per Share (\$)	Total Assets (\$)	Non-current Liabilities (\$)	Cash Dividend (\$)
2024	19,594,396	4,705,239	23,526	17,230,564	1,740,349	-
2023	12,454,343	928,193	4,641	9,212,217	915,901	190,000
2022 (unaudited)	11,217,117	922,851	4,614	8,826,650	2,539,657	-

During the years ended November 30, 2024, 2023 and 2022, the primary activities of the Company were consistent. The Company focused on operating its business of providing directional drilling services. The significant change between FY2024 and FY2023 to the revenue and the net income of the business were a result of the Company's expansion activities into Alaska. The increase in non-current liabilities between FY2024 and FY2023 were primarily a result of the issuance of redeemable preferred shares. The business, revenues, net income, total assets and non-current liabilities were similar between FY2023 and FY2022.

Quarterly Information and Fourth Quarter Results

As the Company is not a reporting issuer, the Company has not prepared separate quarterly information, including separate information for the fourth quarters of FY2024 and FY2023.

RELATED PARTY TRANSACTIONS AND BALANCES

There are a number of transactions between the Company and Lite Access. Lite Access is considered a related party, as the Company has significant influence over that entity based on Michael Irman being a director of Lite Access and the chief executive officer and director of the Company.

See the section **Proposed Transaction** regarding the proposed share exchange between Lite Access and the Company.

The Company and Lite Access have the following transactions and balances:

Transactions with Lite Access

	Year Ended November 30,	
	2024	2023
Revenues earned from Lite Access for directional drilling services provided	\$ 3,071,499	\$ 1,856,928
Contract services provided to Lite Access included within cost of sales	\$ 44,511	\$ 206,217
Interest revenues on convertible debentures of Lite Access included in interest revenues	\$ 30,000	\$ 30,000

During the year ended November 30, 2024, Lite Access accounted for 18% (2023: 15%) of total revenue earned.

Balances with Lite Access

	As at November 30	
	2024	2023
Trade receivables due from Lite Access	\$ 4,153,947	\$ 2,393,458
Lite Access convertible debentures included in long-term investments	\$ 318,358	\$ 340,447
Lite Access common shares included in long-term investments	\$ 15,782	\$ 215,217

Cooperation Agreement

On July 26, 2022, the Company signed a cooperation agreement (the "Cooperation Agreement") with Lite Access, whereby the Company and Lite Access agreed to jointly provide their specialized fibre installation and directional drilling services on new fibre optic network projects. As part of the Cooperation Agreement, the Company received 2,265,440 common shares in Lite Access, at a fair value of \$0.10 per share for an aggregate fair value of \$226,544 in accordance with the Cooperation Agreement as settlement of the debt due from Lite Access. During the year ended November 30, 2024, there were 2,038,896 shares transferred to 599837 BC Ltd. for an amount of \$142,723 which reduced the balance owing (see related balances). As at November 30, 2024, the Company owned 226,544 shares of Lite Access, which have a fair value of \$15,782.

Related Party Transactions

Transactions with related parties for the years ended November 30, 2024 and 2023 are as follows:

	Year Ended November 30,	
	2024	2023
Lease and rent payments to shareholders of the Company included in lease liability (2024) and rent expense (2023)	\$ 30,000	\$ 30,000
Contract services provided by a company controlled by a shareholder of the group	\$ 111,900	\$ 173,783

Transactions with related parties were measured at the exchange amounts and were incurred in the normal course of business.

Related Party Balances

Amounts due from related parties and shareholders as at November 30, 2024 and 2023 are as follows:

	2024	2023
Advances made to 486337 B.C. Ltd., an entity owned by a family member of Michael Irmen against future expenses to be incurred	\$ 35,548	\$ 31,728
Next Level Traffic Services Ltd., an entity controlled by Robert Scott, for vendor payments issued on their behalf	153,356	131,145
Amounts due from Robert Scott	8,822	-
Other	3,053	-
	\$ 200,779	\$ 162,873

Amounts due to related parties and shareholders as at November 30, 2024 and 2023 are as follows:

	2024	2023
Advances from 599837 B.C. Ltd. a company wholly owned by the shareholders of the Company for working capital	\$ 1,344,900	\$ 1,562,225
Michael's Electrical Ltd., a company wholly owned by shareholders of the Company for services provided	137,281	136,052
Due to shareholders	28	1,898
	\$ 1,482,209	\$ 1,700,175

The advances due from and due to related parties are non-interest-bearing, unsecured and have no fixed terms of repayment.

CRITICAL ACCOUNTING ESTIMATIONS AND JUDGMENTS

The preparation of the audited consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of any contingent assets and liabilities as at the date of the audited consolidated financial statements, as well as the reported amounts of revenues earned and expenses incurred during the periods. Actual results could differ from those estimates.

Significant accounts that require estimates as the basis for determining the stated amounts include:

i. Revenue Recognition

Revenue from directional drilling services is recognized over the duration of the contract, using the input method, as the performance obligations are fulfilled in line with the contract terms. Revenues from fixed price contracts are recognized based on a percentage of completion method by comparing the costs incurred to the total costs anticipated. The Company makes estimates of the total costs expected to complete its performance obligations under its contracts. There were no assumptions underlying the estimates that we believe were highly uncertain at the time the estimate was made. The assumptions in each reporting period will reflect the active contracts in progress.

ii. Recoverability of Amounts Receivable

Estimates are inherent in the ongoing assessment of the recoverability of amounts receivable. The Company maintains an allowance for doubtful accounts to reflect the expected credit losses. Uncertainty relates to the actual collectability of customer balances that can vary from the Company's estimation. There were no assumptions underlying the estimates that we believe were highly uncertain at the time the estimate was made. The assumptions in each reporting period will reflect the trade receivables outstanding at the reporting period.

iii. Impairment of Long-lived Assets

The Company reviews the carrying amounts of its non-financial assets, including property and equipment and right-of-use assets, when events or changes in circumstances indicate the assets may not be recoverable. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. The Company considered various factors including, but not limited to, the condition of its long-lived assets, economic factors that may impact the value of the long-lived assets and any indications of obsolescence. The assumptions in each reporting period will reflect the long-lived assets in use at each reporting period.

iv. Property, Plant and Equipment

Estimates of the useful lives of property and equipment are based on the period over which the assets are expected to be available for use. The estimated useful lives are reviewed annually and are updated if expectations differ from previous estimates due to physical wear and tear, technical or commercial obsolescence, not electing to exercise renewal options on leases and legal or other limits on the use of the relevant assets. There were no assumptions underlying the estimates that we believe were highly uncertain at the time the estimate was made.

There have been no material changes to the critical accounting estimates during the past two financial years. There were no known trends, commitments, events or uncertainties that we believe will materially affect the methodology of the assumptions described for each critical accounting estimate.

CHANGES IN ACCOUNTING POLICIES AND NEW ACCOUNTING PRONOUNCEMENTS

Certain new standards, amendments to standards and interpretations were issued by the IASB or IFRIC that are mandatory for accounting years beginning after December 1, 2024 or later that the group has decided not to adopt early. The adoption of the new standards, interpretations and amendments that were issued, but are not yet effective, are not expected to have a material impact on the Company's consolidated financial statements, except for IFRS 18 *Presentation and Disclosure in Financial Statements*.

IFRS 18 is effective for reporting periods beginning on January 1, 2027. IFRS 18 will supersede International Accounting Standard ("IAS") 1 *Presentation of Financial Statements* and will result in amendments to IFRS accounting standards, including IAS 8 *Basis of Preparation of Financial Statements*. Even though IFRS 18 will not have any effect on the recognition and measurement of items in the consolidated financial statements, it is expected to have a significant effect on the presentation and disclosure of certain items. These changes include categorization and subtotals in the consolidated statement of profit or loss, aggregation/disaggregation and labelling of information, and disclosure of management-defined performance measures.

SHARE STRUCTURE

Issued and Outstanding

As at July 14, 2025, the Company's share structure, basic and fully diluted, is shown below.

	Number of Shares Outstanding
Common shares	
Class B shares	100
Class C shares	100
Total common shares	200
Preferred shares	
Class G shares	60,842
Class I shares	100
Class J shares	200
Total preferred shares	61,142

There are no instruments that are exercisable or convertible into common shares or preferred shares of the Company.

Between the year ended November 30, 2024 and the date of this MD&A there have been no transactions involving the common shares or preferred shares of the Company nor have there been any transactions involving instruments that are exercisable or convertible into common shares or preferred shares of the Company.

Refer to the section titled **Proposed Transaction**.

Authorized

The authorized common shares of Ironman consists of:

- an unlimited number of Class A Voting Non-participating Shares, without par value, with no dividend rights, 3rd liquidation entitlement, not redeemable or retractable;
- an unlimited number of Class B Voting Participating Shares, without par value, with dividend rights, 4th liquidation entitlement, not redeemable or retractable; and
- an unlimited number of Class C Voting Participating Shares, without par value, with dividend rights, 4th liquidation entitlement, not redeemable or retractable.

The authorized preferred shares of Ironman consists of:

- an unlimited number of Class D Non-voting Participating Shares, without par value, with dividend rights, 4th liquidation entitlement, not redeemable or retractable;
- an unlimited number of Class E Non-voting Participating Shares, without par value, with dividend rights, 4th liquidation entitlement, not redeemable or retractable;
- an unlimited number of Class F Non-voting Participating Shares, without par value, with dividend rights, 4th liquidation entitlement, not redeemable or retractable;
- an unlimited number of Class G Non-voting Preferred Shares, with a par value of \$0.01 each, with dividend rights, 2nd liquidation entitlement, redeemable and retractable for \$100 per share;
- an unlimited number of Class H Non-voting Preferred Shares, with a par value of \$100.00 each, with dividend rights, 2nd liquidation entitlement, redeemable and retractable for \$100 per share;
- an unlimited number of Class I Non-voting Preferred Shares, with a par value of \$0.01 each, with dividend rights, 1st liquidation entitlement, redeemable and retractable for a price per share set by the directors;
- an unlimited number of Class J Non-voting Preferred Shares, with a par value of \$0.01 each, with dividend rights, 1st liquidation entitlement, redeemable and retractable for a price per share set by the directors; and
- an unlimited number of Class K Non-voting Preferred Shares, with a par value of \$100.00 each, 2nd liquidation entitlement, redeemable and retractable for a price per share set by the directors.

OFF-BALANCE SHEET ARRANGEMENTS

The Company had no off-balance sheet arrangements as of November 30, 2024 and the date of this MD&A, except as stated here.

The Company has guaranteed a Royal Bank of Canada revolving facility by way of a series of term loans of 599837 B.C. Ltd., a company wholly owned by the majority common ownership of Ironman for a maximum of \$2,075,000. The amount outstanding at the date of this MD&A and November 30, 2024 was \$nil (2023: \$nil). The Company has signed a guarantee and postponement of claim in the amount of \$2,075,000, which is supported by a first ranking security interest in all personal property of the Company.

PROPOSED TRANSACTION

On December 7, 2024, the Company and Lite Access entered into the Share Exchange Agreement, whereby:

- Lite Access will acquire 100% of all issued and outstanding securities of Ironman and Ironman US, including the preferred shares;
- Lite Access will issue an aggregate 85,392,538 shares in the capital of Lite Access to the shareholders of Ironman and Ironman US;
- Lite Access will pay an aggregate \$6,000,000 in cash to the shareholders of Ironman and Ironman US, subject to a working capital adjustment, payable in equal instalments of \$1,200,000 commencing twelve months from the closing date and continuing every twelve months thereafter; and
- on closing, there will be certain changes in the board of directors and management of Lite Access.

Any Instalment Payment not paid when due shall bear interest at a default rate equal to the prime interest rate set by the Bank of Canada plus 3% per annum.

The Company must prepare and deliver a closing date working capital statement to LTE not later than 120 days after the closing of the transaction. The target net working capital is \$Nil. If the closing net working capital is in a deficit position, the Company's shareholders must pay the shortfall to LTE. If the closing net working capital is positive, LTE must pay the Company's shareholders the amount. Prior to closing the Company and the shareholders expect to amend the preferred shares so that they will be classified as either non-current liabilities or equity and therefore will not be included in the net working capital of the Company. The closing net working

capital amount is subject to interest at 8% per annum, compounded monthly from the date of closing to the date of payment.

The proposed transaction is subject to both approval by shareholders of LTE and TSX-V approval. LTE has an Annual General and Special Meeting of the Shareholders scheduled to be held on September 5, 2025 at which time the LTE shareholders will vote on the transaction. There is no assurance that the transaction will close.

Management is evaluating the accounting treatment for the Agreement. On a preliminary basis the Group expects the accounting treatment of the Agreement under IFRS to be assessed as a reverse take-over business combination whereby the Group will be the accounting parent and LTE will be the accounting subsidiary. Actual result of the accounting treatment could differ.

FORWARD-LOOKING INFORMATION, DEFINITIONS AND RISKS NOTICE

This management's discussion and analysis is a review of the Company's financial performance and financial condition as at November 30, 2024 and for the year then ended, and based on facts and circumstances as of the date of this MD&A. When we discuss our costs and timing of current and proposed operations, working capital requirements, the requirement for additional capital, future prices, future accounting changes or other things that have not yet happened in this review we are making statements considered to be forward-looking information under Canadian securities laws.

The forward-looking information in this MD&A typically includes words and phrases about the future, such as: "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases, or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". We can give no assurance that the forward-looking information will prove to be accurate. It is based on a number of assumptions management believes to be reasonable, including, but not limited to, no material adverse change in the fibre optic market, exchange rates, competition, reliance of significant customers, limited volatility in the Company's share price, no material changes in the competitive market, the Company will be successful in retaining qualified staff, and such other assumptions and factors as set out herein. If our assumptions prove to be incorrect or risks materialize, our actual results and events may vary materially from what we currently expect as set out in this review.

It is also subject to risks associated with our business, including, but not limited to: risks inherent in the directional drilling business, ability to fulfill any contract awards or to be retained for the full value of a contract award, requirements for additional capital, government regulations, reliance on key personnel, rapid technology changes, competition, lack of demand, equipment failures, environmental risks, protection of intellectual property rights, and the timing and possible outcome of pending litigation and other risks that are set out below.

We recommend that you review this management's discussion and analysis, which includes a discussion of material risks that could cause actual results to differ materially from our current expectations. Forward-looking information is designed to help you understand management's current views of our near- and longer-term prospects, and it may not be appropriate for other purposes.

RISK FACTORS

General Economic Conditions

Uncertainty and volatility surrounding global economic conditions could impact demand for the Company's services or have an impact on clients' ability to pay their suppliers, such as the Company, in the event they are unable to access equity or debt financing on terms that are acceptable to fund their existing or new projects. These conditions could influence the level of activity in the industries in which the Company operates, thereby causing clients to slow spending on the Company's services or seek contract terms more favourable to them. Any

of these disruptions could adversely affect the Company's business, revenue, results of operations, cash flow and profitability.

In addition, general inflationary pressures and interest rate fluctuations may result in higher costs for some key inputs required for its operations. The Company's operating costs can materially increase in an inflationary environment, which may erode operating margins and adversely affect the Company's business, revenue, results of operations, capital expenditures, cash flow and profitability.

Cyclical Downturn

An operating risk affecting the Company is a downturn in demand for its services, which can be due to, among other things, a decrease in activity in the industries in which the Company operates. In attempting to mitigate this risk, the Company is exploiting its competitive advantage in specialized drilling and continues to explore opportunities to diversify and to rationalize its regional infrastructures. A prolonged downturn in the industries in which the Company operates could result in a decrease in demand for the Company's services, which could adversely affect the Company's revenue, cash flow and profitability.

Safety

The Company's activities and services may involve hazards that increase risks to health and safety and may result in personal injury, loss of life and/or damage to property (including environmental damage). While the Company has implemented health and safety initiatives and procedures at worksites to protect the health and safety of its employees and contractors, and continues to invest in training to improve skills, abilities and safety awareness, there can be no assurance that such measures will eliminate the occurrence of such accidents, personal injuries, loss of life and/or damage to property, which could give rise to regulatory fines and/or civil liability. The Company may be held liable if it is proven to be at fault and to have caused a worksite accident. In such circumstances, the Company's operations at the affected site may be impacted and the Company's inability to effectively deal with these consequences in a timely fashion, along with any potential negative publicity related to the event, could adversely affect the Company's revenue, cash flow and profitability. Failure to maintain a record of safety performance may have an adverse impact on the Company's ability to attract and retain customers and personnel, and therefore, on the Company's revenue, cash flow and profitability.

Managing Growth Effectively

As its business grows, the Company must effectively address and manage growth, placing additional demands on the Company's operational, safety and financial processes, measures and systems. The Company may not be able to do so effectively and in a timely fashion, which may have an adverse impact on the Company's revenue, cash flow and profitability.

Competitive Pressures

The Company competes with many small regional or local companies, as well as larger companies, and the intensity of competition may vary significantly from region to region at any particular time. Increased demand in a region where the Company operates may attract new competitors and impact the degree of work in such region. Pressure from competitors in a region may also result in an oversupply of drilling services in such region, which in turn may result in decreased contract prices and adversely affect the Company's revenues. Furthermore, the Company may lose business to its competitors if it is unable to demonstrate competence, competitive pricing, adequate equipment or reliable performance to its customers. There can be no assurance that the Company's competitors will not be successful in capturing a share of the Company's present or potential customer base, which could adversely affect the Company's revenue, cash flow and profitability.

Specialized Skills and Cost of Labour Increases

The Company relies on an experienced team across the Company to carry on its business. A departure of several members of the team at one time could have an adverse financial impact on operations.

A material increase in the cost of labour and the inability to attract and retain qualified drillers could result in, among other things, loss of opportunities, cost overruns, failure to perform on projects, breach of contract and materially affect gross margins, and therefore, the Company's financial performance and reputation. The Company may also experience intense competition for personnel and may not be able to retain key employees or successfully attract and retain personnel in the future.

Operational Risk

Operational risk is the risk of loss resulting from inadequate or failed internal processes, people and/or systems (including, among other things, IT systems) or from external events. Operational risk is present in all aspects of the Company's activities, and incorporates exposure relating to fiduciary breaches, regulatory compliance failures, legal disputes, business disruption, pandemics, technology and cybersecurity failures, processing errors, business integration, theft and fraud, damage to physical assets, employee safety and insurance coverage.

Dependence on Key Customers

From time to time, the Company may be dependent on a small number of customers for a significant portion of overall revenue and net income. Should one or more such customers terminate contracts with the Company, there can be no guarantee that the Company will obtain sufficient replacement contracts to maintain the existing revenue and income levels. Consequently, the Company continues to work to expand its client base and geographic field of operations to mitigate its exposure to any single client or region.

Regulatory and Legal Risks

The drilling industry is highly regulated by laws and regulations, including environmental laws and regulations, which are not necessarily consistent across the jurisdictions in which the Company operates. The Company is unable to predict what legislation, revisions or regulatory directives may be proposed that might affect its operations or when such proposals may be effective. The Company can provide no assurance that it will be in full compliance at all times with such laws and regulations. To the extent that the Company fails to comply, or is alleged to fail to comply, with applicable legislation, regulatory directives and permits, it could be subject to monetary fines, suspension of operations or other penalties.

Equipment Modernization and Parts Availability

The Company's ability to provide reliable service is dependent upon timely delivery of equipment and replacement parts from fabricators and suppliers. Any factor that substantially increases the order time on equipment and increases uncertainty surrounding final delivery dates may constrain future growth, existing operations and the financial performance of the Company.

The meeting of clients' demands relating to performance and cost in the provision of the Company's services will depend on the ability of the Company to continuously improve the efficiency of its operations and to adopt or invest in new equipment and technologies. Failure by the Company to do so could result in a loss of market share and a decrease in earnings for the Company due to a potential lack of competitiveness with competitors.

Reputational Risk

Negative publicity, whether true or not, regarding practices, actions or inactions, could adversely affect the Company's value, liquidity or customer base.

Insurance

The Company maintains insurance coverage for various aspects of its business and operations. The Company's insurance programs have varying coverage limits, as well as exclusions for certain matters. Additionally, the Company's customer contracts generally separate the responsibilities of the Company and the customer, and the Company tries to obtain indemnification from its customers by contract for some of these risks even though the Company also has insurance coverage. The Company cannot assure, however, that its liability insurance or indemnification agreements will adequately protect the Company against all liabilities or losses that may arise

from the hazards of the Company's operations. The occurrence of a significant event that has not been fully insured or indemnified against, or the failure of a customer to meet its indemnification obligations to the Company, if any, could materially and adversely affect the Company's business and financial results. Moreover, the Company cannot assure that insurance will continue to be available on commercially reasonable terms, that the possible types of liabilities that may be incurred will be covered by insurance or that the dollar amount of the liabilities will not exceed policy limits. A successful claim resulting from a hazard for which it is not fully insured could adversely affect the Company's revenue, cash flow and profitability.

Tariffs

The announcement regarding the potential imposition of a 25% tariff on Canadian products and a 10% tariff on energy products by the United States on Canada has created an atmosphere of uncertainty for many businesses in North America. These tariffs could significantly impact the Canadian economy. Significant pressure could be felt particularly on the aluminum, steel, agriculture and energy industries, which could notably lead to an increase in production costs and a reduction in the competitiveness of Canadian products in the American market. Ironman continues to closely monitor the development of this matter and will deploy all necessary resources to mitigate the impact on its operations of a potential tariff increase.

1097195 B.C. Ltd.
(dba Ironman Directional Drilling Ltd.)

MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE THREE MONTHS ENDED FEBRUARY 28, 2025 AND FEBRUARY 29, 2024

WELCOME TO OUR MANAGEMENT DISCUSSION & ANALYSIS

This management discussion & analysis (“MD&A”) includes information that will help you understand management’s perspective of our condensed consolidated interim financial statements and notes thereto as at February 28, 2025 and February 29, 2024 and for the three-month periods then ended. This information is based on what we knew on July 14, 2025. This MD&A includes statements and information about our expectations for the future and things that have not yet taken place. We highlight the section titled **Forward-looking Information** for additional information about future expectations.

We encourage you to read our condensed consolidated interim financial statements and notes thereto as you review this MD&A.

Unless we have otherwise specified, all dollar amounts are stated in Canadian dollars. The financial information included in this MD&A and in our condensed consolidated interim financial statements and notes thereto are prepared in accordance with IFRS Accounting Standards (“IFRS”), as issued by the International Accounting Standards Board (“IASB”), and interpretations of the IFRS Interpretations Committee (“IFRIC”), except as otherwise noted.

Throughout this document, the terms we, us, our, the Company and Ironman refer to 1097195 B.C. Ltd. and our wholly owned subsidiary, Ironman Directional Drilling Ltd.

COMPANY OVERVIEW

1097195 B.C. Ltd. was incorporated on November 18, 2016 under the laws of the province of British Columbia, Canada. Ironman's registered office is located at 101 – 481 Harbourfront Drive NE, Salmon Arm, British Columbia, V1E 3L4 Canada. Ironman's principal place of business is located at 7284B Highway 97B, Salmon Arm, British Columbia, V1E 2Y6 Canada.

On December 7, 2024, the Company, Lite Access Technologies Inc. ("Lite Access"), Ironman Directional Drilling US Inc. ("US Holdco", Ironman and US Holdco collectively, the "Ironman Parties"), the shareholders of Ironman (the "Ironman BC Shareholders") and the shareholders of US Holdco (the "US Holdco Shareholders", Ironman BC Shareholders and the US Holdco Shareholders collectively, the "Ironman Shareholders") have entered into a share exchange agreement (the "Share Exchange Agreement") to acquire the Ironman Parties. The Company and Lite Access are considered related parties.

See **Proposed Transaction** for additional information.

BUSINESS OVERVIEW

Established in 1999, Ironman is a recognized leader in the trenchless industry offering 24/7 horizontal directional drilling services for homeowners, businesses and industrial clients throughout Western Canada and Alaska. Focused on delivering the most cost-effective and least invasive means of underground infrastructure installations, Ironman offers a wide range of applications, including telecom, electrical, water and sewer, oil and gas, geothermal, irrigation and more. Possessing specialized machinery and an experienced team, Ironman can provide its services in all types of terrain, including lakes, rivers and ocean crossings, railways, roads and highways, as well as offer additional services to ensure on-time and on-budget project delivery.

The Company has one reportable operating segment.

2025 YEAR TO DATE

During Q1 2025, the primary activities of the Company were:

- Continuation of service offerings in Western Canada;
- Preparations for returning to Alaska when the weather will allow for continuation of the contract in Alaska; and
- Advancing the Company's requirements under the definitive share exchange agreement with Lite Access (refer to the section titled **Proposed Transaction**).

2025 OUTLOOK

We anticipate the following activities will drive the performance for our 2025 fiscal year:

- Continuation of our services in Alaska to complete active projects;
- Continued pursuit of larger scale sales and service opportunities in Alaska, continental United States ("US") and other parts of Canada; and
- Maintenance of its existing business portfolio in Western Canada with a focus on enhancing its margin by evaluating its acceptance criteria.

See the sections titled **Forward-looking Information** and **Risk Factors** for additional information regarding our outlook and future plans.

FINANCIAL PERFORMANCE

During the three-month period ended February 28, 2025, the net and comprehensive loss was \$1,320,421 (\$6,602.11 per share), as compared to net and comprehensive loss of \$973,079 (\$4,865.40 per share) for the three months ended February 29, 2024, a \$347,342 increase in net and comprehensive loss primarily as a result of increased operating requirements needed to service the expected operations for the year. The winter months historically have reduced revenue-generating activities based on the nature of the services being outdoors and the overall business being seasonal in nature.

	Three-month period Ended			
	February 28, 2025	February 29, 2024	Change (\$)	Change (%)
Revenues	\$ 989,834	\$ 867,643	122,191	14
Cost of goods sold	(1,268,636)	(1,378,243)	(109,607)	(8)
Gross margin	(278,802)	(510,600)	231,798	45
Operating expenses	(1,333,957)	(1,071,531)	(262,426)	(24)
Loss before other income (expenses) and income taxes	(1,612,759)	(1,582,131)	(30,628)	2
Other income (expenses)	142,338	267,052	(124,714)	(47)
Loss before income taxes	(1,470,421)	(1,315,079)	(155,342)	(12)
Income tax recovery	150,000	342,000	(192,000)	(56)
Net and comprehensive loss	\$ (1,320,421)	\$ (973,079)	(347,342)	(36)
Earnings per share	\$ (6,602.11)	\$ (4,865.40)	(1,737)	(36)

The following table shows the income statement by period with the various components as a percentage of revenues and the period over period change of those percentages:

	Three-month period Ended				
	February 28, 2025		February 29, 2024		Change
	Amount (\$)	% of Revenue	Amount (\$)	% of Revenue	
Revenues	989,834	100	867,643	100	-
Cost of goods sold	(1,268,636)	(128)	(1,378,243)	(159)	31
Gross margin	(278,802)	(28)	(510,600)	(59)	31
Operating expenses	(1,333,957)	(135)	(1,071,531)	(123)	(11)
Loss before other income (expenses) and income taxes	(1,612,759)	(163)	(1,582,131)	(182)	20
Other income (expenses)	142,338	14	267,052	31	(17)
Loss before income taxes	(1,470,421)	(149)	(1,315,079)	(151)	(3)
Income tax and deferred income tax expense	150,000	16	342,000	39	(23)
Net and comprehensive loss	(1,320,421)	(133)	(973,079)	(112)	(21)
Earnings per Share	\$ (6,602.11)		\$ (4,865.40)		

Revenues, Cost of Sales and Gross Margin for the three-month periods ended February 28, 2025 and February 29, 2024.

	Three-month Period Ended			
	February 28, 2025	February 29, 2024		
	(\$)	(\$)	Change (\$)	Change (%)
Revenues	989,834	867,643	122,191	14
Cost of Sales	(1,268,636)	(1,378,243)	(109,607)	(8)
Gross Margin	(278,802)	(510,600)	231,798	(45)

The Company earns its revenues from providing directional drilling services in a wide array of offerings. Revenue from directional drilling services is recognized over the duration of the contract, as its performance obligations are fulfilled in line with the contract terms. The Company derives revenue mainly from fixed price contracts. Its cost of sales consist of costs of personnel, components and inventories consumed, depreciation expense on directional drilling equipment, service vehicles and general vehicle, and travel costs incurred in providing services.

The nature of the services provided is outdoors and sometimes in remote or rural areas. There is seasonality to the Company's business as services that can provided during the winter months is limited in scope by the weather and specifically to areas where the weather allows for underground directional drilling. The majority of the revenue generating activities performed by the Company occur during spring, summer and fall.

For the three-month period ended February 28, 2025, revenues increased by \$122,191 (14%) and gross margin increased by \$231,798 (45%), as compared to the three-month period ended February 29, 2024.

During the year ended November 30, 2024, the Company initiated a comprehensive project in Alaska comprised of a number of service offerings to provide directional drilling services to a remote community that is not accessible by road. This was the first major project of this scale for the Company and substantially accounted for the increase in sales in FY2024, as compared to FY2023. During FY2024 the Company was able to secure projects with higher margins, as compared to FY2023, which was the result of 1) the nature of the projects being larger and increasingly more complex; 2) the competitive landscape for larger projects; 3) the maturation of the business in being able to perform its projects more efficiently; and 4) certain projects priced in US dollars.

During Q1 2025, there were no activities in Alaska, as the weather was prohibitive. The Company resumed services for these projects during Q2 2025. During Q1 2025 the Company's revenues increased based on increased work with Lite Access as compared to during Q1 2024.

Revenues by geographical segment were as follows:

	Three-month Period Ended			
	February 28, 2025	February 29, 2024		
	(\$)	(\$)	Change (\$)	Change (%)
Canada	989,834	867,643	122,191	14
United States	-	-	-	-
	989,834	867,643	122,191	14

Operating expenses for the three-month periods ended February 28, 2025 and February 29, 2024.

	Three-month Period Ended			
	February 28, 2025	February 29 2024	Change (\$)	Change (%)
Operating expenses				
Repairs and maintenance	\$ 197,556	217,773	(20,217)	(9)
Professional fees	88,424	626	87,798	14025
Wages and benefits	801,967	582,755	219,212	38
All other amounts	246,010	270,377	(24,367)	(9)
Total	\$ 1,333,957	\$ 1,071,531	(262,426)	24

For the three-month period ended February 28, 2025 operating expenses increased by \$262,426 (24%), as compared to the three-month period ended February 29, 2024. Based on the nature of the increase in sales for Q1 2025, the Company was able to maintain a similar level of operating expenses, as compared to Q1 2024. Below is additional information to highlight operating expenses that management believes are significant, or that management believes the magnitude of the variance was significant:

Repairs and maintenance	2025	2024	Change (\$)	Change (%)
Expense	\$ 197,556	\$ 217,773	(20,217)	(9)

Repairs and maintenance expenses are amounts incurred to service and maintain the property, plant and equipment of the Company. These expenses decreased by \$20,217 (9%) for Q1 2025, as compared to Q1 2024, while they decreased as a percentage of revenues by 5% during that same period.

Based on the nature of our business, we require a large amount of property, plant and equipment for our service offerings. A significant amount of our property, plant and equipment was new for FY2023, FY2024 and Q1 2025. We retired a substantial amount of equipment in FY2023 and FY2024. Therefore, repairs and maintenance required by those additions during FY2024 were relatively minor which allowed us to operate a larger fleet of property, plant and equipment to generate increased sales while having reduced repairs and maintenance expense.

Professional fees	2025	2024	Change (\$)	Change (%)
Expense	\$ 88,424	\$ 626	87,798	14025

Professional fees are amounts incurred for external advisors, including audit fees, legal fees and tax fees. These expenses increased by \$87,798 (14025%) for Q1 2025, as compared to Q1 2024.

During the current year, the Company, as part of advancing the transaction with Lite Access, conducted an audit for FY2024 and incurred substantial legal fees. There were no similar transactions in Q1 2024

Wages and benefits	2025	2024	Change (\$)	Change (%)
Expense	\$ 801,967	\$ 582,755	219,212	38

Wages and benefits are amounts incurred for administrative and other employees not performing direct labour. The wages of the employees of the Company are allocated to cost of sales based on the nature of work performed. Wages and benefits in operating expenses increased by \$219,212 (38%) for Q1 2025, as compared to Q1 2024 as a result of an increased work force to accommodate the increased level of operations in Q4 2024 and which resumed in Q2 2025.

FINANCIAL POSITION

	As at February 28, 2025 (\$)	As at November 30, 2024 (\$)	Change (\$)	Change (%)
Assets				
Cash	3,768,715	160,924	3,607,791	2242
Trade and other receivables	4,983,892	11,489,174	(6,505,282)	(57)
Property, plant and equipment	5,029,445	4,758,133	271,312	6
Other assets	916,370	822,333	94,037	11
Total Assets	14,698,422	17,230,564	(2,532,142)	(15)
Liabilities				
Bank indebtedness	604,467	907,708	(303,241)	(33)
Trade, other and taxes payable	2,568,234	3,199,051	(630,817)	(20)
Current and long-term debt and leases	1,603,926	1,739,090	(135,164)	(8)
Advances from related parties	1,489,709	1,482,209	7,500	1
Redeemable preferred shares	16,938,372	16,938,372	-	-
Deferred income taxes	528,000	678,000	(150,000)	(22)
Total Liabilities	23,732,708	24,944,430	(1,211,722)	(5)
Shareholders' Deficit	(9,034,286)	(7,713,866)	(1,320,420)	17
Total Liabilities and Shareholders' Deficit	14,698,422	17,230,564	(2,532,142)	(15)

Working Capital

The Company has working capital as follows:

	February 28, 2025 (\$)	November 30, 2024 (\$)	Change (\$)	Change (%)
Working Capital	(12,875,488)	(11,065,864)	1,809,624	16
Less: Preferred shares	16,938,372	16,938,372	-	-
Less: Amounts due to related parties	1,489,709	1,482,209	7,500	1
Add: Amounts due from related parties	(200,779)	(200,779)	-	-
Adjusted Working Capital	5,351,814	7,153,938	(1,802,124)	(25)

Adjusted working capital is a non-IFRS measurement. The Company has presented the amounts for adjusted working capital to provide information on the working capital when removing preferred shares and amounts due to and due from related parties. This adjusted working capital represents the working capital available to the Company from the viewpoint of management. The accounting treatment of the preferred shares under IFRS resulted in the classification of the carrying value of the preferred shares as liabilities rather than equity. The preferred shares will be acquired by Lite Access pursuant to the proposed transaction. Prior to closing the Company and the shareholders expect to amend the preferred shares so that they will be classified as either non-current liabilities or equity. See **Proposed Transaction**.

Assets

	February 28, 2025 (\$)	As % of total assets	November 30, 2024 (\$)	As % of total assets
Assets				
Cash	3,768,715	26	160,924	1
Trade and other receivables	4,983,892	34	11,489,174	67
Property, plant and equipment	5,029,445	34	4,758,133	28
Other assets	916,370	6	822,333	5
Total Assets	14,698,422	100	17,230,564	100

Cash

Cash consists of cash balances held at Canadian chartered banks. Cash increased significantly from November 30, 2024 due to the collection of trade receivables, as discussed below. See the cash flow statement for additional information regarding the increase in cash for the period ended February 28, 2025.

Trade and other receivables

Accounts receivable are primarily amounts owing from customers from the provision of directional drilling services. As at February 30, 2025, trade receivables account for 34% (November 30, 2024: 67%) of the assets of the Company. During Q1 2025, accounts receivable decreased by \$6,505,282 (57%) based on the Company collecting receivables at a much greater rate than new sales generated during the quarter based on the seasonal nature of operations. The Company collected receivables of \$7,550,635 during the quarter ended February 28, 2025. Trade receivables as at February 28, 2025 are all denominated in Canadian dollars (November 30, 2024: trade receivables of \$4,700,635 were denominated in US dollars).

As at February 28, 2025, \$3,751,509, or 79%, of receivables were from Lite Access. As at November 30, 2024, 86% of receivables were from three customers, including \$4,127,052 due from Lite Access (refer to the section **Related Party Transactions and Balances** for additional information).

Property, plant and equipment

Property, plant and equipment consists of directional drilling equipment, automotive assets, office and computer equipment, and leasehold improvements used in the operations of the Company. During the three-month period ended February 28, 2025, the Company's property, plant and equipment increased by \$271,311 (6%) as follows:

- \$586,034 of new equipment purchased to provide directional drilling services in Alaska and other regions, less
- \$314,723 of depreciation recognized on the property, plant and equipment.

During the three-month period ended February 28, 2025, the Company recognized gain on disposal of equipment of \$nil (2024: \$289,413) related to equipment and vehicles traded in and sold.

The carrying value of the property, plant and equipment is comprised of the following:

	February 28, 2025 (\$)	November 30, 2024 (\$)	Change (\$)	Change (%)
Cost	9,439,261	8,853,227	586,034	7
Accumulated depreciation	4,409,816	4,095,094	314,723	8
Net book value	5,029,444	4,758,133	271,311	6

Other assets

Other assets consists of inventories, long-term investments and advances to related parties. See the Company's condensed consolidated interim financial statements as at February 28, 2025 for additional information regarding these items.

Liabilities and Shareholders' Equity

	February 28, 2025 (\$)	As % of total capitalization	November 30, 2024 (\$)	As % of total capitalization
Liabilities and Shareholders' Deficiency				
Bank indebtedness	604,467	4	907,708	4
Trade, other and taxes payable	2,568,234	17	3,199,051	19
Current and long-term debt	1,603,926	11	1,739,090	10
Amounts due to related parties	1,489,709	10	1,482,209	9
Deferred income taxes	528,000	4	678,000	4
	6,794,336	46	8,006,058	46
Redeemable preferred shares and Shareholders' Deficiency combined	7,904,086	54	9,224,506	54
Total Liabilities and Shareholders' Deficiency	14,698,422	100	17,230,564	100

* Total capitalization refers to total debt and shareholders' equity.

Bank indebtedness

The Company has a line of credit up to \$1,250,000 bearing interest at bank prime plus 1.5% per annum, which is secured by a general security agreement and guarantee and postponement of claim to related companies and a principal. See **Capital Resources** for additional information. The Company uses its bank indebtedness and line of credit for working capital purposes as it is required.

Trade, other and taxes payable

These amounts consist of trade payables, sales tax payable, payroll liabilities, accrued liabilities and income tax payable incurred in the normal course of operations. As a percentage of total capitalization, these amounts were comparable to the prior year, reflecting the increased operations of the Company.

Current and long-term debt and lease liabilities

The Company has borrowed amounts from financial institutions and entered into certain leases to purchase directional drilling equipment, vehicles, and other property and equipment. During the year these amounts increased as the Company entered into new loans and leases to support the operations of the business. The carrying amount of the debts and lease liabilities with longer than one year was measured at amortized cost using the effective interest rate method with a discount rate based on the Company's incremental borrowing rate, or stated interest rates.

Redeemable preferred shares

Redeemable preferred shares are considered financial liabilities under IFRS, as they can be settled at the option of the holder for cash. The Company has a number of different classes of authorized redeemable preferred shares available for issuance. During FY2024 the Company issued a number of preferred shares for tax planning purposes in anticipation of changes to certain tax rates in effect. The increase in the liability for the redeemable preferred shares is the result of the issuance of 60,842 Class G, 100 Class I and 200 Class J preferred shares, which are retractable at the option of the holder and redeemable by the Company.

- Class G Non-voting Preferred Shares, with a par value of \$0.01 each, with dividend rights, 2nd liquidation entitlement, redeemable and retractable for \$100 per share;
- Class I Non-voting Preferred Shares, with a par value of \$0.01 each, with dividend rights, 1st liquidation entitlement, redeemable and retractable for a price per share set by the directors; and
- Class J Non-voting Preferred Shares, with a par value of \$0.01 each, with dividend rights, 1st liquidation entitlement, redeemable and retractable for a price per share set by the directors.

As such, the Class G, Class I and Class J preferred shares have been recognized at their stated capital, which equals their redemption value, as a financial liability. This amount resulted in the reclassification of equity to liabilities of the Company. See **Working Capital** and **Proposed Transaction** for additional information regarding these redeemable preferred shares.

Amounts due to related parties

The advances to and from related parties are non-interest-bearing, unsecured and have no fixed terms of repayment. See the section **Related Party Balances** for additional information.

Deferred income taxes

See Notes 4(c) and 18 to the Company's consolidated financial statements for the years ended November 30, 2024 and 2023 for a break-down of the liability.

Shareholders' deficit

The change in shareholders' deficit during the period was driven by the decrease in retained earnings from the net loss of the Company for the three months ended February 28, 2025. During FY2024, amounts of \$16,732,308 were reallocated from equity to liabilities for the issuance of the redeemable preferred shares.

	February 28, 2025 (\$)	November 30, 2024 (\$)	Change (\$)	Change (%)
Share capital	2	2	-	0
Issuance of redeemable preferred shares	(10,632,000)	(10,632,000)	-	0
Retained earnings	1,597,712	2,918,132	(1,320,421)	(45)
	(9,034,286)	(7,713,866)	(1,320,421)	(17)

For additional information, see the Company's condensed consolidated interim statements of changes in shareholders' equity (deficiency) in its condensed consolidated interim financial statements.

Since the preferred shares will be acquired by Lite Access in the **Proposed Transaction**, the Company and its shareholders intend to amend the preferred shares during FY2025 prior to closing the transaction in order to have the amounts qualify as non-current liabilities in the financial statements.

CASH FLOWS, LIQUIDITY AND CAPITAL RESOURCES

Summary of Cash Flows

	Three-month period ended	
	February 28 2025	February 29, 2024
Cash , beginning of period	\$ 160,924	\$ 711
Operating activities		
Net income adjusted for non-cash items	(1,135,100)	(1,329,323)
Changes in trade and other receivables	6,505,282	1,901,994
Changes in other non-cash working capital	(934,016)	(675,861)
Investing activity		
Acquisition of equipment	(389,467)	(71,448)
Financing activities		
Net advances (repayments) of bank indebtedness	(303,241)	701,494
Repayments of long-term debt, leases and other items	(135,664)	(114,920)
Cash , end of the period	\$ 3,768,715	\$ 412,647

See the sections **Bank Indebtedness** and **Capital Resources** for additional information. The Company has a line of credit available up to \$1,250,000 bearing interest at bank prime plus 1.5% per annum. The bank indebtedness represents a draw down on the line of credit for working capital purposes.

Cash generated by Operating Activities

	Three-month period ended			
	February 28 2025	February 29, 2024	Change (\$)	Change (%)
Cash flows from operating activities				
Net income	\$ (1,320,421)	\$ (973,079)	(347,342)	36
Adjustments for non-cash items:				
Depreciation	314,723	239,453	75,270	31
Income taxes recovered	(150,000)	(342,000)	(192,000)	(56)
Other items	20,598	(253,697)	274,295	(108)
	(1,135,100)	(1,329,323)	194,223	(15)
Changes in non-cash working capital				
Accounts receivable	6,505,282	1,901,994	4,603,288	242
Other items	(934,019)	(675,861)	(258,158)	38
Net cash generated by operating activities	\$ 4,436,163	\$ (103,190)	4,539,353	(4399)

During the three-month period ended February 28, 2025, the Company generated cash of \$4,436,163 from operations, whereas during the three-month period ended February 29, 2024, the Company used cash of \$103,190 from operations, a decrease of \$4,539,353.

Commentary on Q1 2025

Cash flows generated by operations prior to changes in working capital increased by \$194,223 (15%) in Q1 2025, as compared to Q1 2024, as a result of the increase in sales and other adjustments for non-cash items. Cash flows generated by operating activities increased by \$4,539,353 primarily from the collection of accounts receivable aggregating \$7,550,635 during the three-month period ended Q1 2025. During Q1 2024, accounts receivable collected was substantially less, as the sales for FY2023 were lower than FY2024 and the accounts receivable outstanding at the end of FY2024 were substantially higher than at FY2023.

Outlook for 2025 Fiscal Year

The Company expects cash flows generated by operations in FY2025 to increase compared to FY2024 based on its expectation that its sales and margin will continue to increase (see **2025 Outlook** and **Forward-looking Information**), while concurrently it expected to collect its accounts receivable as at November 30, 2024, subject to any increases in non-cash working capital items. The amount of accounts receivable as at November 30, 2025 will be subject to a number of factors, including timing of the active projects of the Company, the economy, etc.

Cash used in Investing Activities

Cash used in investing activities consists of property and equipment purchases and disposals. During Q1 2025 the Company's expenditures to purchase property, plant and equipment increased to \$389,467 (2024: \$71,448), an increase of \$318,019 (445%), consisting mainly of specialized equipment and automotive equipment. The equipment additions include building certain capital assets for the continuation of services for the Alaska project and additional equipment required for the increased headcount of the Company pursuant to the requirements for operations for FY2025. The Company expects, if it is successful in continuing to grow its sales, that it will continue to need to purchase additional property, plant and equipment. We may experience significant variability in our cash flows used to purchase property and equipment in FY2025 and beyond.

Cash provided by Financing Activities

Cash provided by (used by) financing activities consists of

- amounts borrowed from related parties and financial institutions;
- amounts borrowed and repaid as bank indebtedness which is an operating line of credit;
- debt service costs, including repayments in accordance with terms of the loans and advances; and
- dividends paid.

During the three-month period ended February 28, 2025, the Company had the following financing activities:

- net repayments on the bank indebtedness of \$303,241 (2024: borrowings of \$701,494), and
- loan and lease repayments of \$135,664 (2024: \$114,920).

See the condensed consolidated interim statements of changes in cash flows in our February 28, 2025 condensed consolidated interim financial statements for details of the source and repayment of funds for the periods ended February 28, 2025 and 2024.

During the 2025 fiscal year, the Company may source funds to support new revenue-generating projects for which it has issued proposals, which could be a combination of working capital financing for operations and to meet its obligations as they come due, and the related additional property, plant and equipment such new projects could require. The Company is continually evaluating the forward-looking financing alternative to support its business opportunities, including the sufficiency of its existing working capital to fund operations.

Capital Resources

The Company has a line of credit up to \$1,250,000 bearing interest at bank prime plus 1.5% per annum, which is secured by a general security agreement and guarantee and postponement of claim to related companies and a principal. At February 28, 2025 the outstanding balance of the line of credit was \$604,467 (November 30, 2024: \$907,708) (shown as bank indebtedness on the Company's Statement of Financial Position).

This line of credit is secured by:

- a. a general security agreement providing first ranking security interest over all personal property of Ironman Directional Drilling Ltd.;
- b. guarantee and postponement of claim supported by general security agreements from 1097195 B.C. Ltd., 599837 B.C. Ltd., Michael's Electrical Ltd. and Michael Irmen; and
- c. providing a first ranking security interest over all of the personal property of 1097195 B.C. Ltd., 599837 B.C. Ltd. and Michael's Electrical Ltd.

The Company does not have any other commitments for capital expenditures or sources of financing arranged but not used. See the section **Cash Flows** for additional information.

Liquidity

The Company believes it has the ability to generate sufficient amounts of cash in the short-term and long-term, to maintain its current capacity and planned activities for the next twelve months. Mainly, the Company:

- has adjusted working capital of \$5,351,814 as at February 28, 2025 (November 30, 2024: \$7,153,938);
- earned net income of \$4,705,239 for the year ended November 30, 2024 (2023: \$928,193); and
- generated cash flow from operations of \$874,298 for the year ended November 30, 2024 (2023: \$2,047,652).

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's objective is to ensure that there are sufficient committed financial resources to meet its short-term business requirements for the foreseeable future. As at February 28, 2025, the Company had cash and accounts receivable of \$8,752,607 and current monetary liabilities of \$3,776,585 (excluding preferred shares and amounts due to related parties).

The Company has total contractual commitments as follows:

	February 28, 2025 \$	February 28, 2026 \$	February 28, 2027 \$	February 29, 2028 \$	February 28, 2029 \$	Total Commitments \$	Carrying Value \$
Bank indebtedness	604,467	-	-	-	-	604,467	604,467
Trade and other payables	1,119,550	-	-	-	-	1,119,550	1,119,550
Due to related parties	1,489,709	-	-	-	-	1,489,709	1,489,709
Loans payable	633,071	735,909	101,132	59,113	27,750	1,556,975	1,446,760
Leases payable	74,140	12,469	85,000	-	-	171,609	157,166
Redeemable preferred shares	16,938,372	-	-	-	-	16,938,372	16,938,372
Total	20,859,309	748,378	186,132	59,113	27,750	21,880,681	21,756,024

Preferred shares have been omitted from the table based on the nature of uncertainty as to whether they would be redeemed, either in full or in part, and, if they are redeemed, the timing of which any redemption would occur. There are no contractual requirements for the preferred shares to be redeemed by the holders. Should the preferred shares be redeemed, it would increase the contractual commitments of the Company based on their respective redemption values.

Management believes liquidity risk is low based on its capital resources in place, its working capital position and its FY2025 operations to the date of this MD&A and its forecasted operations for the remainder of FY2025.

FINANCIAL INSTRUMENTS

The Company's financial instruments are exposed to certain financial risks. The types of financial instruments, risk exposures and the related impact on the Company's financial instruments are summarized below.

Financial Instruments	Amount of Financial Instrument (\$)	Balances in Foreign Currency (\$)	Interest Revenue (Expense) (\$)	Foreign Exchange Gain (\$)	Other Income (\$)
Financial assets					
Cash	3,768,715	-	-	-	-
Trade receivables	4,983,892	-	-	-	-
Other financial assets	540,578	-	7,500	-	5,586
Financial liabilities					
Bank indebtedness	604,467	-	(8,156)	-	-
Accounts payable	1,119,549	45,321	-	-	-
Due to related parties	1,489,709	-	-	-	-
Long-term debts and leases	1,603,926	-	(8,598)	-	-
Redeemable preferred shares	16,938,372	-	-	-	-

The Company is exposed to certain risks on its financial instruments.

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 is exposed to credit risk resulting from the possibility that a customer or counterparty to a financial instrument defaults on their financial obligations; if there is a concentration of transactions carried out with the same counterparty; or of financial obligations that have similar economic characteristics such that they could be similarly affected by changes in economic conditions.

i. Cash

Cash is held on deposit at a Canadian chartered bank. Management has assessed the credit risk as nominal.

ii. Trade and Other Receivables

Trade and other receivables of \$4,983,892 consists of:

- trade receivables - \$4,977,315
- other amounts - \$6,577

Credit risk represents the most significant financial instrument risk to the Company. The Company extends credit to certain customers for its directional drilling services. The Company performs credit evaluations on new customers, extends credit under specific terms and monitors recurring customers for the credit terms to be followed appropriately. The Company considers trade receivables and contract assets to be credit-impaired when the customer has amounts more than 90 days past the invoice date and determines on a customer-by-customer basis whether collection of the trade receivable is considered impaired.

As at February 28, 2025:

- Lite Access accounted for 79% of net accounts receivable of the Company (November 30, 2024: three customers accounting for 86%); and
- the Company was carrying allowances for doubtful accounts of \$15,889 (November 30, 2024: \$15,889).

iii. Long-term Investment

Included within other assets are convertible debentures of Lite Access with a fair value of \$322,313 (November 30, 2024: \$318,358). During the three months ended February 28, 2025, the Company earned interest revenue of \$7,500 (2024: \$7,500). The debentures carry credit risk with respect to Lite Access' ability to repay the convertible debenture upon maturity. The credit risk is mitigated in some amount, as the convertible debenture can be converted into shares of Lite Access at the Company's discretion. The maturity date of the convertibles debentures is November 22, 2026.

Foreign Exchange Risk

Foreign exchange risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in foreign exchange rates. The Company is exposed to foreign exchange risk on certain of its directional drilling contracts, including the underlying accounts receivable denominated in US dollars. A fluctuation in the exchange rate between the Canadian and US dollars of 10% would result in a nominal change in the net income (loss) and comprehensive income (loss) of the Company based on the balance of trade receivables denominated in US dollars as at February 28, 2025. The Company does not use any techniques to mitigate foreign exchange risk.

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 on floating interest rate financial instruments, which consist of its line of credit. A 2% change in interest rates would have a nominal effect on the net income (loss) and comprehensive income (loss) of the Company based on the amount borrowed on the line of credit as at February 28, 2025. The Company does not utilize any instruments to mitigate changes in interest rates.

The Company does not have any hedging activities.

SELECTED ANNUAL INFORMATION AND QUARTERLY RESULTS

Selected Annual Information

The financial information included in this section is stated in Canadian dollars and presented in accordance with IFRS.

Year Ended November 30	Revenue (\$)	Net Income (\$)	Basic and Diluted Earnings Per Share (\$)	Total Assets (\$)	Non-current Liabilities (\$)	Cash Dividend (\$)
2024	19,594,396	4,705,239	23,526	17,230,564	1,740,349	-
2023	12,454,343	928,193	4,640	9,212,217	915,642	190,000
2022 (unaudited)	11,217,117	922,851	4,614	8,826,650	2,539,657	-

During the years ended November 30, 2024, 2023 and 2022, the primary activities of the Company were consistent. The Company focused on operating its business of providing directional drilling services. The significant change between FY2024 and FY2023 to the revenue and the net income of the business were a result of the Company's expansion activities into Alaska. The increase in non-current liabilities between FY2024 and FY2023 were primarily a result of the issuance of redeemable preferred shares. The business, revenues, net income, total assets and non-current liabilities were similar between FY2023 and FY2022.

Quarterly Information

As the Company is not a reporting issuer, the Company has not prepared separate quarterly information.

RELATED PARTY TRANSACTIONS AND BALANCES

There are a number of transactions between the Company and Lite Access. Lite Access is considered a related party, as the Company has significant influence over that entity based on Michael Irman being a director of Lite Access and the chief executive officer and director of the Company.

See the section **Proposed Transaction** regarding the proposed share exchange between Lite Access and the Company.

The Company and Lite Access have the following transactions and balances:

Transactions with Lite Access

	Three-month Period Ended	
	February 28, 2025	February 29, 2024
Revenues earned from Lite Access for directional drilling services provided	\$ 500,683	\$ 156,432
Interest revenues on convertible debentures of Lite Access included in interest revenues	\$ 7,500	\$ 7,500

During the three months ended February 28, 2025, Lite Access accounted for 49% (2024: 18%) of total revenue earned.

Balances with Lite Access

	February 28, 2025	As at November 30, 2024
Trade receivables due from Lite Access	\$ 3,967,503	\$ 4,153,947
Lite Access convertible debentures included in long-term investments	\$ 322,313	\$ 318,358
Lite Access common shares included in long-term investments	\$ 17,486	\$ 15,782

Cooperation Agreement

On July 26, 2022, the Company signed a cooperation agreement (the "Cooperation Agreement") with Lite Access, whereby the Company and Lite Access agreed to jointly provide their specialized fibre installation and directional drilling services on new fibre optic network projects. As part of the Cooperation Agreement, the Company received 2,265,440 common shares in Lite Access, at a fair value of \$0.10 per share for an aggregate fair value of \$226,544 in accordance with the Cooperation Agreement as settlement of the debt due from Lite Access. During the year ended November 30, 2024, there were 2,038,896 shares transferred to 599837 B.C. Ltd. for an amount of \$193,695, which reduced the balance owing (see related balances). As at February 28, 2025, the Company owned 226,544 shares of Lite Access, which have a fair value of \$17,486.

Related Party Transactions

Transactions with related parties for three months ended February 28, 2025 and 2024 are as follows:

	Three-month period Ended February 28, 2025	February 29, 2024
Trailer rental expenses to Michael Irmen included in equipment rental expense	\$ 14,200	\$ -
Contract services provided by Next Level Traffic Services, a company controlled by a shareholder of the Company, included in cost of sales	\$ 20,792	\$ 6,884

Transactions with related parties were measured at the exchange amounts and were incurred in the normal course of business.

Related Party Balances

Amounts due from related parties as at February 28, 2025 and November 30, 2024 are as follows:

	February 28, 2025	November 30, 2024
Advances made to 486337 B.C. Ltd., an entity owned by a family member of Michael Irmen against future expenses to be incurred	\$ 35,548	\$ 35,548
Next Level Traffic Services Ltd., an entity controlled by Robert Scott, for vendor payments issued on their behalf	153,356	153,356
Robert Scott, shareholder and employee of the Company	8,822	8,822
Other amounts	3,053	3,053
	\$ 200,779	\$ 200,779

Amounts due to related parties as at February 28, 2025 and November 30, 2024 are as follows:

	February 28, 2025	November 30, 2024
Advances from 599837 B.C. Ltd. a company wholly owned by the shareholders of the Company for working capital	\$ 1,344,900	\$ 1,344,900
Michael's Electrical Ltd., a company wholly owned by shareholders of the Company for services provided	137,281	137,281
MDM Farms, an unincorporated business controlled by Michael Irmen and Denise Irmen related to lease payments payable	7,528	28
	\$ 1,489,709	\$ 1,482,209

The advances due from and due to related parties are non-interest-bearing, unsecured and have no fixed terms of repayment.

CRITICAL ACCOUNTING ESTIMATIONS AND JUDGMENTS

The preparation of the condensed consolidated interim financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of any contingent assets and liabilities as at the date of the audited consolidated financial statements, as well as the reported amounts of revenues earned and expenses incurred during the periods. Actual results could differ from those estimates.

Significant accounts that require estimates as the basis for determining the stated amounts include:

i. Revenue Recognition

Revenue from directional drilling services is recognized over the duration of the contract, using the input method, as the performance obligations are fulfilled in line with the contract terms. Revenues from fixed price contracts are recognized based on a percentage of completion method by comparing the costs incurred to the total costs anticipated. The Company makes estimates of the total costs expected to complete its performance obligations under its contracts. There were no assumptions underlying the estimates that we believe were highly uncertain at the time the estimate was made. The assumptions each reporting period will reflect the active contracts in progress.

ii. Recoverability of Amounts Receivable

Estimates are inherent in the ongoing assessment of the recoverability of amounts receivable. The Company maintains an allowance for doubtful accounts to reflect the expected credit losses. Uncertainty relates to the actual collectability of customer balances that can vary from the Company's estimation. There were no assumptions underlying the estimates that we believe were highly uncertain at the time the estimate was made. The assumptions at each reporting period will reflect the trade receivables outstanding at the reporting period.

iii. Impairment of Long-lived Assets

The Company reviews the carrying amounts of its non-financial assets, including property and equipment and right-of-use assets, when events or changes in circumstances indicate the assets may not be recoverable. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. The Company considered various factors including, but not limited to, the condition of its long-lived assets, economic factors that may impact the value of the long-lived assets and any indications of obsolescence. The assumptions each reporting period will reflect the long-lived assets in use at each reporting period.

iv. Property and equipment

Estimates of the useful lives of property and equipment are based on the period over which the assets are expected to be available for use. The estimated useful lives are reviewed annually and are updated if

expectations differ from previous estimates due to physical wear and tear, technical or commercial obsolescence, not electing to exercise renewal options on leases and legal or other limits on the use of the relevant assets. There were no assumptions underlying the estimates that we believe were highly uncertain at the time the estimate was made.

There have been no material changes to the critical accounting estimates during the current interim period for the past two financial years. There were no known trends, commitments, events or uncertainties that we believe will materially affect the methodology of the assumptions described for each critical accounting estimate.

CHANGES IN ACCOUNTING POLICIES AND NEW ACCOUNTING PRONOUNCEMENTS

Certain new standards, amendments to standards and interpretations were issued by the IASB or IFRIC that are mandatory for accounting years beginning after December 1, 2024 or later that the group has decided not to adopt early. The adoption of the new standards, interpretations and amendments that were issued, but are not yet effective, are not expected to have a material impact on the Company's consolidated financial statements, except for IFRS 18 *Presentation and Disclosure in Financial Statements*.

IFRS 18 is effective for reporting periods beginning on January 1, 2027. IFRS 18 will supersede International Accounting Standard ("IAS") 1 *Presentation of Financial Statements* and will result in amendments to IFRS accounting standards, including IAS 8 *Basis of Preparation of Financial Statements*. Even though IFRS 18 will not have any effect on the recognition and measurement of items in the consolidated financial statements, it is expected to have a significant effect on the presentation and disclosure of certain items. These changes include categorization and subtotals in the consolidated statement of profit or loss, aggregation/disaggregation and labelling of information, and disclosure of management-defined performance measures.

SHARE STRUCTURE

Issued and Outstanding

As at July 14, 2025, the Company's share structure, basic and fully diluted, is shown below.

	Number of Shares Outstanding
Common shares	
Class B shares	100
Class C shares	100
Total common shares	200
Preferred shares	
Class G shares	60,842
Class I shares	100
Class J shares	200
Total preferred shares	61,142

There are no instruments that are exercisable or convertible into common shares or preferred shares of the Company.

Between the period ended February 28, 2025 and the date of this MD&A there have been no transactions involving the common shares or preferred shares of the Company nor have there been any transactions involving instruments that are exercisable or convertible into common shares or preferred shares of the Company.

See the sections **Proposed Transaction** and **Working Capital** for additional information regarding the preferred shares.

Authorized

The authorized common shares of Ironman consists of:

- an unlimited number of Class A Voting Non-participating Shares, without par value, with no dividend rights, 3rd liquidation entitlement, not redeemable or retractable;
- an unlimited number of Class B Voting Participating Shares, without par value, with dividend rights, 4th liquidation entitlement, not redeemable or retractable; and
- an unlimited number of Class C Voting Participating Shares, without par value, with dividend rights, 4th liquidation entitlement, not redeemable or retractable.

The authorized preferred shares of Ironman consists of:

- an unlimited number of Class D Non-voting Participating Shares, without par value, with dividend rights, 4th liquidation entitlement, not redeemable or retractable;
- an unlimited number of Class E Non-voting Participating Shares, without par value, with dividend rights, 4th liquidation entitlement, not redeemable or retractable;
- an unlimited number of Class F Non-voting Participating Shares, without par value, with dividend rights, 4th liquidation entitlement, not redeemable or retractable;
- an unlimited number of Class G Non-voting Preferred Shares, with a par value of \$0.01 each, with dividend rights, 2nd liquidation entitlement, redeemable and retractable for \$100 per share;
- an unlimited number of Class H Non-voting Preferred Shares, with a par value of \$100.00 each, with dividend rights, 2nd liquidation entitlement, redeemable and retractable for \$100 per share;
- an unlimited number of Class I Non-voting Preferred Shares, with a par value of \$0.01 each, with dividend rights, 1st liquidation entitlement, redeemable and retractable for a price per share set by the directors;
- an unlimited number of Class J Non-voting Preferred Shares, with a par value of \$0.01 each, with dividend rights, 1st liquidation entitlement, redeemable and retractable for a price per share set by the directors; and
- an unlimited number of Class K Non-voting Preferred Shares, with a par value of \$100.00 each, 2nd liquidation entitlement, redeemable and retractable for a price per share set by the directors.

OFF-BALANCE SHEET ARRANGEMENTS

The Company had no off-balance sheet arrangements as of February 28, 2025 and the date of this MD&A, except as stated here.

The Company has guaranteed a Royal Bank of Canada revolving facility by way of a series of term loans of 599837 B.C. Ltd., a company wholly owned by the majority common ownership of Ironman for a maximum of \$2,075,000. The amount outstanding at the date of this MD&A and February 28, 2025 was \$nil (2024: \$nil). The Company has signed a guarantee and postponement of claim in the amount of \$2,075,000, which is supported by a first ranking security interest in all personal property of the Company.

PROPOSED TRANSACTION

On December 7, 2024, the Company and Lite Access entered into the Share Exchange Agreement, whereby:

- Lite Access will acquire 100% of all issued and outstanding securities of Ironman and Ironman US, including the preferred shares;
- Lite Access will issue an aggregate 85,392,538 shares in the capital of Lite Access to the shareholders of Ironman and Ironman US;
- Lite Access will pay an aggregate \$6,000,000 in cash to the shareholders of Ironman and Ironman US, subject to a working capital adjustment, payable in equal instalments of \$1,200,000 commencing twelve months from the closing date and continuing every twelve months thereafter; and
- on closing, there will be certain changes in the board of directors and management of Lite Access.

Any Instalment Payment not paid when due shall bear interest at a default rate equal to the prime interest rate set by the Bank of Canada plus 3% per annum.

The Company must prepare and deliver a closing date working capital statement to LTE not later than 120 days after the closing of the transaction. The target net working capital is \$Nil. If the closing net working capital is in a deficit position, the Company's shareholders must pay the shortfall to LTE. If the closing net working capital is positive, LTE must pay the Company's shareholders the amount. Prior to closing the Company and the shareholders expect to amend the preferred shares so that they will be classified as either non-current liabilities or equity and therefore will not be included in the net working capital of the Company. The closing net working capital amount is subject to interest at 8% per annum, compounded monthly from the date of closing to the date of payment.

The proposed transaction is subject to both approval by shareholders of LTE and TSX-V approval. LTE has an Annual General and Special Meeting of the Shareholders scheduled to be held on September 5, 2025 at which time the LTE shareholders will vote on the transaction. There is no assurance that the transaction will close.

Management is evaluating the accounting treatment for the Agreement. On a preliminary basis the Group expects the accounting treatment of the Agreement under IFRS to be assessed as a reverse take-over business combination whereby the Group will be the accounting parent and LTE will be the accounting subsidiary. Actual result of the accounting treatment could differ.

FORWARD-LOOKING INFORMATION, DEFINITIONS AND RISKS NOTICE

This management's discussion and analysis is a review of the Company's financial performance and financial condition as at February 28, 2025 and for the three months then ended, and based on facts and circumstances as of the date of this MD&A. When we discuss our costs and timing of current and proposed operations, working capital requirements, the requirement for additional capital, future prices, future accounting changes or other things that have not yet happened in this review we are making statements considered to be forward-looking information under Canadian securities laws.

The forward-looking information in this MD&A typically includes words and phrases about the future, such as: "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases, or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". We can give no assurance that the forward-looking information will prove to be accurate. It is based on a number of assumptions management believes to be reasonable, including, but not limited to, no material adverse change in the fibre optic market, exchange rates, competition, reliance of significant customers, limited volatility in the Company's share price, no material changes in the competitive market, the Company will be successful in retaining qualified staff, and such other assumptions and factors as set out herein. If our assumptions prove to be incorrect or risks materialize, our actual results and events may vary materially from what we currently expect as set out in this review.

It is also subject to risks associated with our business, including, but not limited to: risks inherent in the directional drilling business, ability to fulfill any contract awards or to be retained for the full value of a contract award, requirements for additional capital, government regulations, reliance on key personnel, rapid technology changes, competition, lack of demand, equipment failures, environmental risks, protection of intellectual property rights, and the timing and possible outcome of pending litigation and other risks that are set out below.

We recommend that you review this management's discussion and analysis, which includes a discussion of material risks that could cause actual results to differ materially from our current expectations. Forward-looking information is designed to help you understand management's current views of our near- and longer-term prospects, and it may not be appropriate for other purposes.

RISK FACTORS

General Economic Conditions

Uncertainty and volatility surrounding global economic conditions could impact demand for the Company's services or have an impact on clients' ability to pay their suppliers, such as the Company, in the event they are unable to access equity or debt financing on terms that are acceptable to fund their existing or new projects. These conditions could influence the level of activity in the industries in which the Company operates, thereby causing clients to slow spending on the Company's services or seek contract terms more favourable to them. Any of these disruptions could adversely affect the Company's business, revenue, results of operations, cash flow and profitability.

In addition, general inflationary pressures and interest rate fluctuations may result in higher costs for some key inputs required for its operations. The Company's operating costs can materially increase in an inflationary environment, which may erode operating margins and adversely affect the Company's business, revenue, results of operations, capital expenditures, cash flow and profitability.

Cyclical Downturn

An operating risk affecting the Company is a downturn in demand for its services, which can be due to, among other things, a decrease in activity in the industries in which the Company operates. In attempting to mitigate this risk, the Company is exploiting its competitive advantage in specialized drilling and continues to explore opportunities to diversify and to rationalize its regional infrastructures. A prolonged downturn in the industries in which the Company operates could result in a decrease in demand for the Company's services, which could adversely affect the Company's revenue, cash flow and profitability.

Safety

The Company's activities and services may involve hazards that increase risks to health and safety and may result in personal injury, loss of life and/or damage to property (including environmental damage). While the Company has implemented health and safety initiatives and procedures at worksites to protect the health and safety of its employees and contractors, and continues to invest in training to improve skills, abilities and safety awareness, there can be no assurance that such measures will eliminate the occurrence of such accidents, personal injuries, loss of life and/or damage to property, which could give rise to regulatory fines and/or civil liability. The Company may be held liable if it is proven to be at fault and to have caused a worksite accident. In such circumstances, the Company's operations at the affected site may be impacted and the Company's inability to effectively deal with these consequences in a timely fashion, along with any potential negative publicity related to the event, could adversely affect the Company's revenue, cash flow and profitability. Failure to maintain a record of safety performance may have an adverse impact on the Company's ability to attract and retain customers and personnel, and therefore, on the Company's revenue, cash flow and profitability.

Managing Growth Effectively

As its business grows, the Company must effectively address and manage growth, placing additional demands on the Company's operational, safety and financial processes, measures and systems. The Company may not be able to do so effectively and in a timely fashion, which may have an adverse impact on the Company's revenue, cash flow and profitability.

Competitive Pressures

The Company competes with many small regional or local companies, as well as larger companies, and the intensity of competition may vary significantly from region to region at any particular time. Increased demand in a region where the Company operates may attract new competitors and impact the degree of work in such region. Pressure from competitors in a region may also result in an oversupply of drilling services in such region, which in turn may result in decreased contract prices and adversely affect the Company's revenues. Furthermore, the Company may lose business to its competitors if it is unable to demonstrate competence, competitive pricing,

adequate equipment or reliable performance to its customers. There can be no assurance that the Company's competitors will not be successful in capturing a share of the Company's present or potential customer base, which could adversely affect the Company's revenue, cash flow and profitability.

Specialized Skills and Cost of Labour Increases

The Company relies on an experienced team across the Company to carry on its business. A departure of several members of the team at one time could have an adverse financial impact on operations.

A material increase in the cost of labour and the inability to attract and retain qualified drillers could result in, among other things, loss of opportunities, cost overruns, failure to perform on projects, breach of contract and materially affect gross margins, and therefore, the Company's financial performance and reputation. The Company may also experience intense competition for personnel and may not be able to retain key employees or successfully attract and retain personnel in the future.

Operational Risk

Operational risk is the risk of loss resulting from inadequate or failed internal processes, people and/or systems (including, among other things, IT systems) or from external events. Operational risk is present in all aspects of the Company's activities, and incorporates exposure relating to fiduciary breaches, regulatory compliance failures, legal disputes, business disruption, pandemics, technology and cybersecurity failures, processing errors, business integration, theft and fraud, damage to physical assets, employee safety and insurance coverage.

Dependence on Key Customers

From time to time, the Company may be dependent on a small number of customers for a significant portion of overall revenue and net income. Should one or more such customers terminate contracts with the Company, there can be no guarantee that the Company will obtain sufficient replacement contracts to maintain the existing revenue and income levels. Consequently, the Company continues to work to expand its client base and geographic field of operations to mitigate its exposure to any single client or region.

Regulatory and Legal Risks

The drilling industry is highly regulated by laws and regulations, including environmental laws and regulations, which are not necessarily consistent across the jurisdictions in which the Company operates. The Company is unable to predict what legislation, revisions or regulatory directives may be proposed that might affect its operations or when such proposals may be effective. The Company can provide no assurance that it will be in full compliance at all times with such laws and regulations. To the extent that the Company fails to comply, or is alleged to fail to comply, with applicable legislation, regulatory directives and permits, it could be subject to monetary fines, suspension of operations or other penalties.

Equipment Modernization and Parts Availability

The Company's ability to provide reliable service is dependent upon timely delivery of equipment and replacement parts from fabricators and suppliers. Any factor that substantially increases the order time on equipment and increases uncertainty surrounding final delivery dates may constrain future growth, existing operations and the financial performance of the Company.

The meeting of clients' demands relating to performance and cost in the provision of the Company's services will depend on the ability of the Company to continuously improve the efficiency of its operations and to adopt or invest in new equipment and technologies. Failure by the Company to do so could result in a loss of market share and a decrease in earnings for the Company due to a potential lack of competitiveness with competitors.

Reputational Risk

Negative publicity, whether true or not, regarding practices, actions or inactions, could adversely affect the Company's value, liquidity or customer base.

Insurance

The Company maintains insurance coverage for various aspects of its business and operations. The Company's insurance programs have varying coverage limits, as well as exclusions for certain matters. Additionally, the Company's customer contracts generally separate the responsibilities of the Company and the customer, and the Company tries to obtain indemnification from its customers by contract for some of these risks even though the Company also has insurance coverage. The Company cannot assure, however, that its liability insurance or indemnification agreements will adequately protect the Company against all liabilities or losses that may arise from the hazards of the Company's operations. The occurrence of a significant event that has not been fully insured or indemnified against, or the failure of a customer to meet its indemnification obligations to the Company, if any, could materially and adversely affect the Company's business and financial results. Moreover, the Company cannot assure that insurance will continue to be available on commercially reasonable terms, that the possible types of liabilities that may be incurred will be covered by insurance or that the dollar amount of the liabilities will not exceed policy limits. A successful claim resulting from a hazard for which it is not fully insured could adversely affect the Company's revenue, cash flow and profitability.

Tariffs

The announcement regarding the potential imposition of a 25% tariff on Canadian products and a 10% tariff on energy products by the United States on Canada has created an atmosphere of uncertainty for many businesses in North America. These tariffs could significantly impact the Canadian economy. Significant pressure could be felt particularly on the aluminum, steel, agriculture and energy industries, which could notably lead to an increase in production costs and a reduction in the competitiveness of Canadian products in the American market. Ironman continues to closely monitor the development of this matter and will deploy all necessary resources to mitigate the impact on its operations of a potential tariff increase.

APPENDIX D – FAIRNESS OPINION

(See Attached)

FAIRNESS OPINION

Proposed Transaction between

**1097195 B.C. Ltd. (DBA: Ironman Directional Drilling Ltd.)
and
Lite Access Technologies Inc.**

**Prepared for:
Members of the Board of Lite Access Technologies Inc.**

July 14, 2025



RwE GROWTH PARTNERS, INC.

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1.0 ASSIGNMENT AND PROPOSED TRANSACTION

Assignment

RwE Growth Partners, Inc. (“RwE” or the “authors of the Report”) was engaged by the Board of Directors (the “Board”) of Lite Access Technologies Inc. (“Lite Access”. “LTE” or the “Public Company”), a Vancouver-based B.C. company whose shares are listed for trading on the TSX Venture Exchange (“TSX-V” or the “Exchange” under the symbol “LTE”) and on the U.S. OTC under the symbol “LTCCF” to prepare a Fairness Opinion (the “Report”).

The Report reviews and opines on the fairness of an intended transaction between LTE and 1097195 B.C. Ltd. (DBA: Ironman Directional Drilling Ltd.) (referred to as “Ironman”), a private Salmon Arm, B.C. company.

The Report’s fairness conclusion is based on whether the Proposed Transaction is fair, from a financial point of view of the shareholders of LTE.

Proposed Transaction

LTE and Ironman (and all related Ironman parties) have entered into a share exchange agreement, dated December 7, 2024 (the “Share Exchange Agreement”). The Share Exchange Agreement sets out that LTE will acquire 100% of the equity of 1097195 B.C. Ltd. and Ironman Directional Drilling US Inc. (“US Holdco”), which entities are collectively referred to as the “Ironman Parties”. LTE and the Ironman Parties have also entered in an Amending Agreement, dated January 30, 2025 that sets out that LTE, Ironman, Ironman Directional Drilling US Inc., the Holders of the Shares issued by Ironman, and the Holders of the Shares Issued by US Holdco have entered into the Share Exchange Agreement; furthermore, the Amending Agreement corrects a typographical error in the Share Exchange Agreement (i.e., related to Ironman Directional Drilling US Inc.). The Share Exchange Agreement and the Amending Agreement are the elements that set out the “Proposed Transaction”.

Key Terms of the Proposed Transaction

Consideration

Pursuant to the Share Exchange Agreement (available from LTE), LTE will purchase all of the issued and outstanding shares of the Ironman Parties from the Ironman shareholders in consideration for:

1. The issuance of an aggregate of 85,392,538 common shares in the capital of LTE to the Ironman shareholders, subject to escrow restrictions required by the TSX Venture Exchange (the “TSX-V” or the “Exchange”).



2. The payment of an aggregate of C\$6.0 million in cash (the cash consideration) to the Ironman shareholders, which will be payable in equal instalments of C\$1.2 million commencing 12 months from the closing date and continuing every 12 months thereafter over a period of 60 months, subject to the working capital adjustments set out in the agreement.

Escrow Agreement

On completion of the Proposed Transaction, the Ironman shareholders will enter into an escrow agreement whereby all the consideration shares will be held in escrow and be released three years from closing of the Proposed Transaction according to the escrow release schedule applicable to a Tier 2 value escrow agreement as prescribed under the policies of the TSX-V.

Change of LTE Management

Mr. Mark Tommasi and Mr. Alex McAulay will resign from their respective positions as Chief Executive Officer and Director of LTE on completion of the Proposed Transaction, and LTE will appoint Mike Irmen as Chief Executive Officer, and three new Directors – i.e., being Bob Scott, Jason Earl and Calvin Irmen. As a result, LTE's Board of Directors will be comprised Mr. Irmen, Mr. Scott, David Toyoda, Mr. Tommasi, Mr. Earl and Mr. Irmen on completion of the Proposed Transaction, and Linda Han will remain as the Chief Financial Officer of LTE.

No Finder's Fee

No finder's fee is being paid in connection with the Proposed Transaction.

Completion of the Proposed Transaction

The completion of the Proposed Transaction is subject to shareholder approval, final approval of the Exchange and other conditions customary for this type of transaction.

Related-Party Proposed Transaction

Mr. Mike Irmen, who is a shareholder of Ironman, is also a Director of LTE. Pursuant to the Share Exchange Agreement, Mr. Mike Irmen and his spouse, Denise Irmen, will each receive 38,422,142 consideration shares and C\$2,592,772.20 cash consideration, and 599837 B.C. Ltd., a company related to Mr. Mike Irmen will receive 9,000 consideration shares and \$238,284.00 cash consideration. As such, the transaction constitutes a related party transaction pursuant to Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions. Accordingly, the Proposed Transaction will be subject to the approval of the LTE shareholders of record, excluding any votes attached to shares beneficially owned by Mr. Mike Irmen.

The Report opines only as to the fairness of the Proposed Transaction from a financial point of view of the LTE's shareholders only, not Ironman. The Report, or a summary, may be submitted to the Exchange as part of completing the Proposed Transaction. LTE paid RWE a fixed professional fee, plus GST taxes to prepare this Report. RWE, its principals and partners, staff and associates, do not assume any type of responsibility and/or business / financial liability for losses incurred by LTE, Ironman, the Parties



and/or any related equity holders and/or warrant holders and/or securityholders of any of the Parties and/or any of the Parties' directors and/or its management, and/or the Exchange, Supreme Court and/or any regulatory bodies and/or other parties as a result of the circulation, publication, reproduction, or use of the Report, as well as any use contrary to the provisions of the Report and the signed RWE and LTE engagement letter.

The Report is based on the scope of work that has been undertaken, the data and information provided by the Parties and the various assumptions made.

RWE has not audited the information and data provided by the Parties, nor has it performed any forensic review, nor can it be expected to catch or identify any fraud and/or misleading data or information from the Parties. Instead, RWE has relied on the fact that the Parties have provided accurate and reliable data. RWE also reserves the right to review all calculations included or referred to in the Report and, if RWE considers it necessary, to revise the Report in light of any information existing at the Valuation Date which becomes known to RWE after the date of the Report. Unless otherwise indicated, all monetary amounts are stated in Canadian dollars.

2.0 BACKGROUND

LTE has noted to RWE from its website that its business involves the following:

"Since its inception in 2004, Lite Access Technologies' suite of products have been deployed in many high profile communication networks. We are a world leader of Microduct and fiber optic deployment technologies and provide total, integrated solutions. Our clients include Cities, Municipalities, Public and Private deployments, Indigenous communities and all aspects of FFiTx. Lite Access provides end-to-end broadband fiber connectivity in the most non-invasive, efficient and future-proof manner."



Ironman has noted to RWE from its website that its business involves the following:

“Directional Drilling in Western Canada

Directional drilling is the method of digging large diameter bores for non-vertical wells. This method allows for a controlled deviation of the boring process, which is both cost effective and environment-friendly. Do you need underground utility and infrastructure installations but don't want to disturb above-ground structures or landscaping? Ironman Directional Drilling offers 24/7 horizontal directional drilling (HDD) services in Nanaimo B.C. and other areas in Western Canada for homeowners, businesses and industrial clients throughout British Columbia.

Our drilling services won't affect roads, highways, parking lots, creeks and rivers, railways, golf courses, buildings, etc. We offer our directional drilling services in Cranbrook and surrounding areas too.

At Ironman Directional Drilling, we use optimum technology, operating with a smaller footprint and minimizing the disturbance to surrounding areas and ecosystems. Directional drilling is perfect for environmentally sensitive areas. It costs less than other methods and is a faster option, as well. Horizontal directional drilling in Trail and other locations throughout BC is ideal for:

- *Installation of gas, electric, water and telecommunications*
- *Boring under roads, landscaping, water crossings, parking lot lighting, lawn sprinkler sleeves, pole barn water and electric et al*
- *Installations in diverse soil conditions*
- *Crossing roads, railways, canals, rivers, water courses, pools and underground facilities*
- *Geothermal installations*

Capabilities

- *Certified welders on staff*
- *Electrical conduit installation for traffic/airport and street lights*
- *Sanitary force main, sanitary gravity mains; (0.1% slope)*
- *Lake intakes for water or geothermal*
- *Railway crossings for conduit or drainage installations*
- *Telecommunication installations and upgrades*
- *Installing and upgrading services to houses, businesses, etc.*
- *Installation and upgrading of irrigation pipes*
- *Installation of horizontal geothermal systems*
- *Under rail line installations without service downtime*
- *Glycol and jet fuel pipeline installation at active airports*
- *Pipeline bundled with multi-use conduit under active runways”*



Readers can obtain further descriptions and details of LTE and Ironman from the Parties directly – which RWE encourages all readers to do so.

The Public Company has not yet generated any material EBITDA and has incurred significant losses to-date. Whether the Public Company could with its existing business model generate material revenues and cash flows – without a new material round of new capital – remains very uncertain to RWE. Furthermore, the Public Company is burdened with debt and obligations that put downward pressure on its balance sheet and ability to operate given ongoing operating results. It is, therefore, logical that the Public Company is considering the Proposed Transaction as a means to pivot to the business of Ironman – which has generated positive EBITDA.

The Proposed Transaction is a means to reset LTE and provide it better capital markets presence. Readers are recommended to review Appendices 1.0 and 2.0 to review LTE and Ironman latest published financial statements.

3.0 SCOPE OF THE REPORT AND FINDINGS

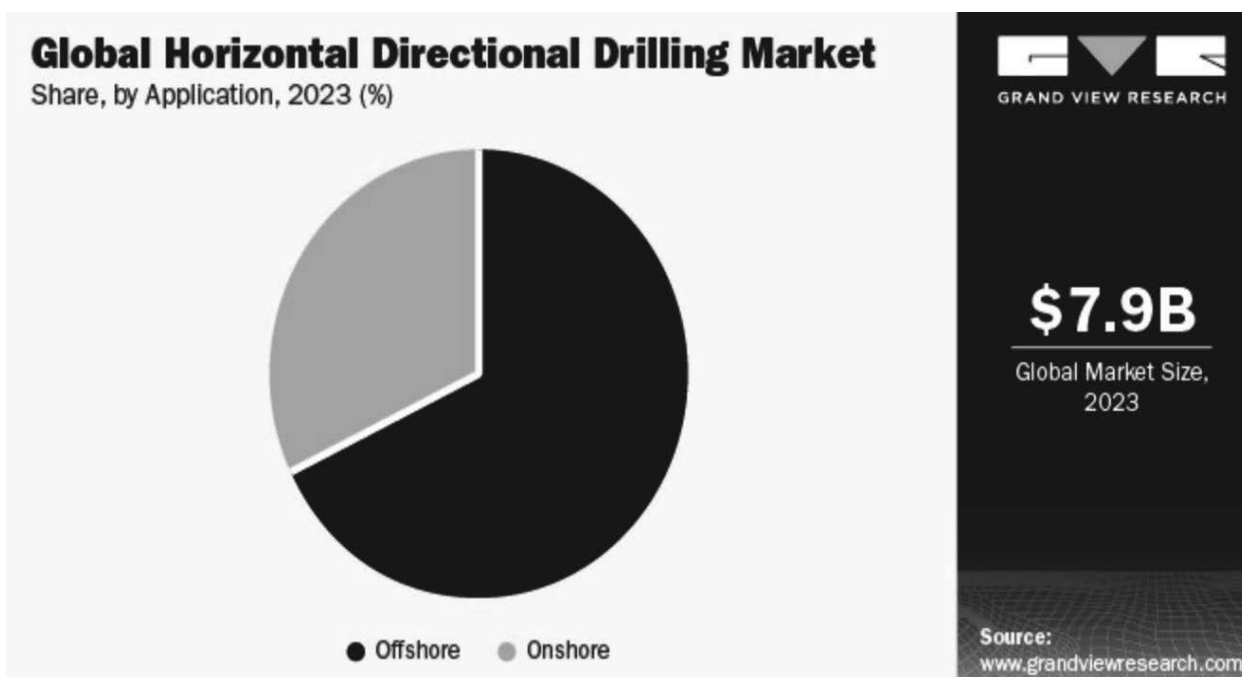
RWE has relied on the following documents and information:

- Interviewed certain members of the Boards of LTE and Ironman and key staff and management.
- Obtained data from LTE's legal counsel regarding the structure of the Proposed Transaction.
- Collected data regarding the past, present and planned development of the Parties and from the LTE Board.
- Collected data regarding the planned continued expansion of Ironman and LTE's business.
- Relied on data and information from the Parties regarding the present and planned operations of LTE and Ironman combined going forward.
- Collected data on the 2025-2030 business plans of the Parties.
- Reviewed the Share Agreement (available directly from LTE).
- Reviewed the draft proforma share structure of LTE (available from LTE) on a pre- and post-Proposed Transaction basis. Reviewed the provided Capitalization Table, which is subject to TSX-V approval.
- Reviewed on www.sedarplus.ca the filings and financial statements of LTE. This review included examining the most current published financial statements of LTE, which is as at March 31, 2025. It also included a review of the Ironman November 30,



2023 and 2024 audited and Ironman's February 28, 2025 compiled financial statements. Refer to Appendices 1.0 and 2.0.

- Reviewed the historical transactional share data on LTE as provided by the Public Company's Chief Financial Officer.
- Market researcher Grand View Research has noted that the global horizontal directional drilling market size was estimated at USD 7.93 billion in 2023 and is expected to grow at a compound annual growth rate (CAGR) of 13.8% from 2024 to 2030. The Horizontal Directional Drilling (HDD) technique is utilized to precisely carry out drilling operations and reverse ream the appropriate pipe, avoiding numerous obstructions on the path while causing minimal collateral harm to subterranean ecosystems. Other factors contributing to market expansion include growing increasing investments and utility installations in shale gas development projects, as well as rising expenditures directed at various developments throughout the telecom industry to provide high-speed connectivity.



- The market in North America is expected to witness growth to 2030. The horizontal directional drilling technique has evolved as one of the most popular trenchless drilling technologies. The industry growth prospects are dependent on substantial investments by the governments, as the equipment required for trenchless boring is much more expensive than standard open-cut methods. Customers prefer to rent the whole setup from contractors because the setups are expensive. Furthermore, many mid-sized businesses use service providers for full-service projects. As a result, both producers of horizontal directional drilling machines and service providers have a strong market position. Also, the growing demand for distribution of natural gas and electricity from middle and upper pipeline lines is likely to boost the horizontal directional drilling



market to 2030. The advantages of employing horizontal directional drilling fasteners in the utility, communications industries, and oil and gas, include increased stability, better device management, and treatment and monitoring outcomes. Horizontal directional drilling has applications ranging from utility work to the fiber optic and telecommunications market. The market dynamics are favorable for various application segments. However, the telecommunication sector is expected to outpace other applications to 2030 due to the increasing demand for a faster and more secure means of voice and data transmission. The growing demand for broadband services in North America is expected to drive investment in the optical fiber cable network. The next-generation broadband technologies, such as FTTx and LTE, are expected to increase the deployment of optical fiber cables in the region. In addition to this, the optical fiber demand from other sectors such as railways and power generation is also anticipated to cater to the growth of trenchless technology services across countries to set up the necessary infrastructure.

- Also collected general business data from Bloomberg, Reuters, Capital IQ, Bank of Canada, Toronto Dominion Bank, Scotiabank, Moodys, Financial Week, Barrons, The Globe and Mail, mergermarket, TD Securities and BMO Capital Markets.
- Reviewed all data and feedback provided by the Parties.

4.0 CONDITIONS AND RESTRICTIONS OF THE REPORT

- RWE understands that a summary of the signed Report may be included in a LTE disclosure document including a Management Information Circular. The signed Report may be used for inclusion in public disclosure documents in Canada only.
- RWE will review public disclosure documents in order to ensure accuracy and consistency with the Report. Consent to such review will not be unreasonably withheld. The Report cannot be submitted to the CRA or the IRS, nor can it be used in any litigation(s).
- RWE applied generally accepted CICBV valuation principles to the financial information it received from the Parties and followed valuation standards.
- RWE has assumed that the information, which is contained in the Report, is 100% accurate, correct and complete, and that there are no material omissions of information that would affect the conclusions contained in the Report that the Parties, or their representatives, are aware of.
- RWE did not attempt to audit the accuracy or completeness of the Parties' financial, technical, exploration, development and business data and information provided to it. This Report contains conclusions on fair value and on the fair market value of the Parties based on the analysis undertaken.



- This Report has been prepared in light of those standards of the Canadian Institute of Chartered Business Valuators and the American Society of Appraiser (both of which Richard W. Evans is a member in good standing).
- Should the assumptions used in the Report be found to be incorrect, then the valuation and conclusions may be rendered invalid and would likely have to be reviewed in light of correct and/or additional information. The Report, and more specifically the assessments and views contained therein, is meant as independent review of the Proposed Transaction as at the Valuation Date respecting the scope outlined above. The authors of the Report make no representations, conclusions, or assessments, expressed or implied, regarding Parties after the Valuation Date.
- The information contained in the Report pertains only to the conditions prevailing at the time the Report was completed in Q2/Q3 of 2025 to the Report Date.
- RWE denies any responsibility, financial or legal or otherwise, for any use and/or improper use of the Report however occasioned.
- Any legal disputes or legal action against RWE as a result of the Report, or any other matter, is agreed by the Parties and their management, officers, directors and their respective shareholders are agreed to be settled only in a Canadian court of law.
- RWE as well as all of its principals, partner, staff or associates' total liability for any errors, omissions or negligent acts, whether they are in contract or in tort or in breach of fiduciary duty or otherwise, arising from any professional services performed or not performed by RWE, its principals, partner, any of its directors, officers, shareholders or employees, shall be limited to the fees charged and paid for the Report. No claim shall be brought against any of the above parties, in contract or in tort, more than two years after the date of the Report.

5.0 ASSUMPTIONS OF THE REPORT

The authors of the Report have made the following assumptions in completing the Report:

- (1) As at the Valuation Date all assets and liabilities in respect of LTE and Ironman have been recorded in their financial statements and follow IFRS standards. A second audit of LTE's FY2024 financial statements would not result in any material change to the financial statements RWE received. A second audit of the Ironman November 30, 2023-2024 financial statements would not result in any material change to the financial statements RWE received. These are critical assumptions.
- (2) There is no material change in the financial position of LTE from March 31, 2025 to the Valuation Date (i.e., June 30, 2025) and then to the closing of the Proposed Transaction. This is a critical assumption.



- (3) There is no material change in the financial position of Ironman from November 30, 2024, or any material change from February 28, 2025 to the Valuation Date and then to the closing of the Proposed Transaction. This is a critical assumption.
- (4) The Parties and all of their related parties and their principals had no contingent liabilities, unusual contractual arrangements, or substantial commitments, other than in the ordinary course of business, nor litigation pending or threatened, nor judgments rendered against, other than those disclosed by management and included in the Report that would affect the evaluation or comments on the Proposed Transaction and the Parties.
- (5) All of the material data and information set out in Appendices are 100% complete, accurate and correct. This is a critical assumption.
- (6) The Proforma Share Structure of LTE on a Pre- and Post-Proposed Transaction basis is noted in Schedule 15.1. This Schedule sets out the proforma shares to be issued as part of the Proposed Transaction and is assumed by RWE to be 100% accurate and correct (including all notes). This is a very critical assumption.
- (7) All conditions precedent to the closing of the Proposed Transaction have, or will be completed, or waived, at or before the closing of the Proposed Transaction. Also, all Parties will complete the Proposed Transaction without any material change/concern/addition/deletion to the terms of the Share Exchange Agreement and the Amending Agreement. This is a very critical assumption.
- (8) There are no other dilutive events at the close of the Proposed Transaction other than what has been disclosed by the LTE Board in the Report.
- (9) There will be no unforeseen/known and/or material negative tax consequences to LTE's shareholders and/or securityholders through the closing of the Proposed Transaction.
- (10) RWE has been advised by the Board that the Parties will complete the Proposed Transaction with no external financing and will be completed 100% as per the Share Exchange Agreement and Amending Agreement.
- (11) LTE has adequate working capital, post-Proposed Transaction,, to be able to make the various time-released cash payments to the Ironman shareholders as envisioned by LTE and Ironman. Given both Ironman and LTE management's confirmation of this being reasonable, RWE has assumed this to be accurate. This is a critical assumption.
- (12) The Board has noted to RWE that it is not aware of any other facts involving the Proposed Transaction, or any other matter, that would have any material effect on the conclusions in the Report that has not been provided to RWE.



RwE reserves the right to review all information and calculations included or referred to in this Report and, if it considers it necessary, to revise its views in the light of any information which becomes known to it during or after the date of this Report.

6.0 **DEFINITION OF FAIR VALUE AND FAIR MARKET VALUE**

For the Report, fair value is set out in International Financial Reporting Standards (IFRS) 13 Fair Value Measurement. This applies to IFRS that require or permit fair value measurements or disclosures and provides a single IFRS framework for measuring fair value and requires disclosures about fair value measurement. The standard defines fair value on the basis of an 'exit price' notion and uses a 'fair value hierarchy', which results in a market-based, rather than entity-specific, measurement. IFRS 13 was originally issued in May 2011 and applies to annual periods beginning on or after January 1, 2013 on a go forward basis.

Fair Value is the method of valuing business assets (and liabilities) for financial reporting in line with accounting practices as established by the Financial Accounting Standards Board (FASB). Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair Value is also defined as “the amount for which an asset could be exchanged between knowledgeable, willing parties in an arm’s-length transaction” in the International Valuation Standards, 2007, p. 88 by the International Valuation Standards Council. IFRS uses this definition.

In conducting this assignment, sufficient information, and due diligence investigations regarding the background of the Parties, operations, future plans, the industry and markets and major risk factors must be researched, reviewed, and analyzed. This information and our assessments of these areas will be incorporated into the Report. In this Report, fair market value is the price, expressed in terms of cash equivalents, at which property would change hands between a hypothetical willing and able buyer and a hypothetical willing and able seller, acting at arms-length in an open and unrestricted market, when neither is under compulsion to buy or sell and when both have reasonable knowledge of the relevant facts. In Canada, the term “price” should be replaced with the term “highest price”. This definition is set out in: <https://cbvinstitute.com/wp-content/uploads/2020/02/Practice-Bulletin-No.-2-E.pdf>.

With respect to the market for the shares of a company viewed “en bloc” there are, in essence, as many “prices” for any business interest as there are purchasers and each purchaser for a particular “pool of assets”, be it represented by overlying shares or the assets themselves, can likely pay a price unique to it because of its ability to utilize the assets in a manner peculiar to it.

In any open market transaction, a purchaser will review a potential acquisition in relation to what economies of scale (e.g., reduced or eliminated competition, ensured source of material supply or sales, cost savings arising on business combinations following acquisitions, and so on), or “synergies” that may result from such an acquisition.



Theoretically, each corporate purchaser can be presumed to be able to enjoy such economies of scale in differing degrees and therefore each purchaser could pay a different price for a particular pool of assets than can each other purchaser. Based on the authors of the Report's experience, it is only in negotiations with such a special purchaser that potential synergies can be quantified and even then, the purchaser is generally in a better position to quantify the value of any special benefits than is the vendor. In this engagement RWE was not able to expose any of the assets of the Parties for sale in the open market and were therefore unable to determine the existence of any special interest purchasers who might be prepared to pay a price equal to or greater than the fair value or fair market value outlined in the Report. RWE should note that it is possible that a special interest purchaser may pay a price that is higher than fair market value (i.e., the special purchaser price). The reason for this may be synergistic reasons known only to them. RWE has not factored in any likely special purchaser consideration for the reasons that valuers cannot reasonably quantify such synergies, and valuation literature supports, that unless such synergies can be quantified and proven (though multiple written bids, etc.) they cannot be included.

7.0 COMPARATIVE ANALYSIS REVIEW OF PROPOSED TRANSACTION

7.1 Overview

RWE was engaged by the LTE Board to opine solely on the fairness of the Proposed Transaction to the LTE shareholders. *No RWE opinion is given regarding the fairness of the Proposed Transaction to the shareholders of Ironman and the related parties.*

When valuing an asset and/or a business, there is no single or specific mathematical formula. The particular approach and the factors to consider will vary in each case. Valuation approaches are primarily income-based or asset-based. Income-based approaches are appropriate where an asset and/or enterprise's future earnings are likely to support a value in excess of the value of the net assets employed in its operation. Commonly used income-based approaches are the Capitalization of Indicated Earnings or Capitalization of Maintainable Cash Flows or a Discounted Cash Flow.

Asset-based approaches can be founded on either going concern assumptions (i.e. an enterprise is viable as a going concern but has no commercial goodwill) or liquidation assumptions (i.e. an enterprise is not viable as a going concern, or going concern value is closely related to liquidation value).

Standard valuation methods applicable to determining value can be grouped into five general categories:

- (1) Cost approach;
- (2) Market approach (or sales comparison approach);
- (3) Income-based approach;
- (4) Rules-of-Thumb approach; and



(5) Combination of any of the above approaches.

As there are many definitions of cost, the Cost approach generally reflects the original cost of the assets and/or business in question or the cost to reproduce the intangible assets of the business itself. This approach is premised on the principle that the most a notional purchaser and/or an investor will pay for an investment is the cost to obtain an investment of equal utility (whether by purchase or reproduction).

The Market or Sales Comparison approach uses the sales price of comparable assets as the basis for determining value. If necessary, the market transaction data is adjusted to improve its comparability and applicability to the asset being valued.

The Income-Based Approach considers the earnings to be derived through the use of the asset. The capitalized value of the Public Company's earnings or cash flows is determined with the application of a capitalization rate, reflecting an investor's required rate of return on such an investment.

The Rules-of-Thumb approach can be applied to certain assets to serve as a useful determination of value when industry professionals provide specific information as to standard industry characteristics and/or acknowledged and accepted rules. Rules-of-Thumb often involve the input of specific industry competitors and professionals to indicate certain measurable criteria that can be applied to as indications of value.

Lastly, a combination of the above approaches may be necessary to consider the various elements that are often found within specialized companies and/or are associated with various forms of intangible assets.

8.0 COMPARATIVE ANALYSIS

8.1 Methods Used

8.11 RWE has opined on the fairness of the Proposed Transaction and the overall related items to this.

In doing the above, one has to assess and consider the:

- 1) fair market value of LTE on a pre-Proposed Transaction basis;
- 2) fair market value of Ironman on a pre-Proposed Transaction basis;
- 3) fair value of the consideration being issued to Ironman by LTE; and
- 4) the synergistic nature of the combination of the LTE and Ironman business models.

A set of assets or a business is deemed to be a going concern if it is both conducting operations at a given date and has every reasonable expectation of doing so for the



foreseeable future after that date. If such assets or a company is deemed to not be a going concern, it is valued based on a liquidation assumption. In reviewing the LTE historical operations it is apparent to RWE that the business has been able to secure certain material revenues, but has not been able to generate any positive cash flows. It appears highly unlikely that any purchaser would view any forecast of the “go-forward” business as a means to value LTE.

Given this, RWE has valued:

- 1) LTE based on an average of its net assets; limited market comparable transactions; and the implied market capitalization of LTE, less the existing financing liabilities of the Public Company.
- 2) Ironman on a multiple of its cash flows; and on limited market comparable transactions.

The management of the Parties noted to RWE that the synergy between the Parties will provide the means and robustness to provide LTE post-Proposed Transaction with the ability to secure new revenues and ongoing positive EBITDA. This is believable though RWE questions whether the business of Ironman will be attractive in junior capital markets.

Given the above, RWE valued the Parties on their fundamentals and a review of market and company capital market and M&A transactions involving firms with somewhat similar business models.

- 8.12 In assessing the assets and/or a business, there is no single or specific mathematical formula. The particular approach and the factors to consider will vary in each case.

Where there is evidence of open market transactions having occurred involving the shares, or operating assets, of a business interest, those transactions may often form the basis for establishing the value of the Public Company. In the absence of open market transactions, the three basic, generally-accepted approaches for valuing a business interest are:

- (a) The Income / Cash Flow Approach;
- (b) The Market Approach; and
- (c) The Cost or Asset-Based Approach.

A summary of these generally-accepted valuation approaches is provided below.

- 8.13 The Income/Cash Flow Approach is a general way of determining a value indication of a business (or its underlying assets), using one or more methods wherein a value is determined by capitalizing or discounting anticipated future benefits. This approach contemplates the continuation of the operations, as if the business is a “going concern”.



- 8.14 The Market Approach to valuation is a general way of determining a value indication of a business or an equity interest therein using one or more methods that compare the subject entity to similar businesses, business ownership interests and securities (investments) that have been sold.

Examples of methods applied under this approach include, as appropriate: (a) the “Guideline Public Company Method”, (b) the “Merger and Acquisition Method”; and (c) analyses of prior transactions of ownership interests.

- 8.15 The Cost Approach is based upon the economic principle of substitution. This basic economic principle asserts that an informed, prudent purchaser will pay no more for an asset than the cost to obtain an opportunity of equal utility (that is, either purchase or construct a similar asset).

From an economic perspective, a purchaser will consider the costs that they will avoid and use this as a basis for value.

The Cost Approach typically includes a comprehensive and all-inclusive definition of the cost to recreate an asset. Typically, the definition of cost includes the direct material, labor and overhead costs, indirect administrative costs, and all forms of obsolescence applicable to the asset.

- 8.16 The Asset-Based Approach is adopted where either:

- a) liquidation is contemplated because the business is not viable as an ongoing operation;
- b) the nature of the business is such that asset values constitute the prime determinant of corporate worth (e.g., vacant land, a portfolio of real estate, marketable securities, or investment holding company, etc.); or
- c) there are no indicated earnings/cash flows to be capitalized and/or cash flows to be discounted to their NPV.

If consideration of all relevant facts establishes that the Asset-Based Approach is applicable, the method to be employed will be either a going-concern scenario (“Adjusted Net Asset Method”) or a liquidation scenario (on either a forced or an orderly basis), depending on the facts.

- 8.17 Lastly, a combination of the above approaches may be necessary (i.e., a “Weighted Approach”) to consider the various elements and time periods (i.e., past, present and future) that are often found within operating businesses as well as specialized companies and/or those firms associated with various forms of intellectual property and where one or two approaches to value is insufficient to capture the nature of the business and its assets.

- 8.18 The valuation work related to LTE and Ironman are detailed and broken down in Schedules 1.1 to 14.1.



9.0 FAIRNESS CONSIDERATIONS

The Report addresses only the fairness of the Proposed Transaction to the LTE shareholders from a financial point of view. The Report may not be used by any other person or relied upon by another person other than the Board and does not confer any rights or remedies upon any employee, creditor, shareholder, or other equity holder of LTE and/or Ironman or any other party. The fairness of a Proposed Transaction for the LTE's shareholders is tested by:

- i. Assessing the value of the components of the Proposed Transaction. This was set out in Schedules 1.1 to 14.1.
- ii. Relying on the disclosures set out by LTE and Ironman.
- iii. Considering qualitative factors, such as simplification or synergies, that may result from the Proposed Transaction.

There are many events that are assumed will occur between the Valuation Date and the closing of the Proposed Transaction. These events are either conditions of the Proposed Transaction or are necessary (e.g., due diligence, legal costs and other costs incurred in connection with the Proposed Transaction) aspects of the closing process.

10.0 CONCLUSION AS TO FAIRNESS

Based upon RWE's analysis work and subject to all of the foregoing, RWE is of the opinion, as at the Valuation Date, that the terms of the **Proposed Transaction is fair, from a financial point of view, to the shareholders of LTE.**

In assessing the fairness of the Proposed Transaction to the shareholders of LTE, RWE has considered, *inter alia*, the following:

1. All of the components of the Proposed Transaction.
2. The relative value of LTE and Ironman. Income and market methods of assessments were used.
3. Other potential benefits that may be realized subsequent to the completion of the Proposed Transaction include the ability of Ironman to drive the business of LTE and vice-versa – which although material capital has been spent on LTE's business – and which has not yet generated any positive EBITDA.

RWE has considered this, and other factors, in the Parties completing the Proposed Transaction.

4. RWE has not attempted to quantify other additional qualitative potential benefits. Certain additional potential benefits are as follows:



- i. The Proposed Transaction does appear to crystalize the combined business models better and with more chance of financial success.
- ii. The Proposed Transaction approach allows all Parties to operate within a more defined and strategic commercial plan. This is logical and more prudent.
- iii. Raising capital for LTE (which appears to be needed in 2025) will at least be possible with the Proposed Transaction and the continued financial support of Ironman and other new parties.
- iv. Capital markets may approve of the LTE and Ironman corporate engineering around the Proposed Transaction. Operating as is, does not appear viable for LTE in the longer-term.
- v. The Proposed Transaction allows the LTE shareholders to retain a certain ownership interest in LTE post-Proposed Transaction, while providing Ironman with the needed share position and cash consideration to make the Proposed Transaction attractive to them – which appears could incentivize all of the Parties to build out a more vertical integrated business. This is logical.
- vi. LTE shareholders do not have to contribute any additional material equity capital to LTE in the short-term, though there is a commitment of C\$6.0m (5 x 1.2m over time) of cash to be made to the Ironman shareholders as part of the overall consideration to be paid to Ironman. While it would be much more attractive to remove this cash component, it is based on the ability of LTE to generate cash in the future to pay for it and which working capital may not be available, but which working capital is available as at the Valuation Date (combined C\$5.3m). The cash payment component of the Share Exchange Agreement does put performance pressure on LTE and the management post-Proposed Transaction, but current operating conditions do indicate an ability to pay such cash consideration.
- vii. The Proposed Transaction does not necessarily disrupt the overall business operations of LTE.
- viii. Private placements remain difficult for small companies that have early-stage results. Capital markets terms/conditions, although improving, still do not appear as favorable as at the Valuation Date as they once did, hence rationalizing the LTE business with a new business that is synergistic to the existing LTE business that is profitable is rational and logical.

When one considers all of the above together, it is reasonable to conclude that the Proposed Transaction is fair, from a financial viewpoint to the shareholder of LTE. Readers should refer to Schedule 15.1 for the Fairness Calculation.



11.0 QUALIFICATIONS AND CERTIFICATE

11.1 Qualifications

The Report preparation, and related fieldwork and due diligence investigations, were carried out by Richard W. Evans, MBA, CBV, ASA and other parties of RWE, who were fully supervised by Mr. Evans.

Since 1994 Richard W. Evans has been involved in the financial services and management consulting fields and has been involved in the preparation of over 5,000 technical and assessment reports, business plans, business valuations, and feasibility studies.

Richard Evans has more than thirty years of experience working in the areas of valuation, litigation support, mergers & acquisitions and capital formation. He has more than ten years of management experience in the high-tech field where he held various positions in technical support, development, marketing, project manager, channels management and senior management positions. Prior to focusing on expanding and diversifying a small financial consulting firm, Richard was extensively involved in the high technology sector in Western Canada and the U.S. Pacific Northwest where he served for two years as the General Manager of Sidus Systems Inc. At Sidus he was directly responsible for managing the firm's US\$15 million business operation throughout Western Canada and the Pacific Northwest. Previous to this, he spent almost nine years with Digital Equipment of Canada Limited where he was involved in a technical support, sales, marketing, project management and eventually channels management capacity.

Mr. Evans has conducted numerous valuations and fairness opinions of hundreds of industrial and telecommunication companies over the past many years in which his clients, their advisors, buyers, planners, accountants and the courts and regulatory bodies have been satisfied and relied on Mr. Evans as a qualified valuator.

Many of the reports he has authored have been used by various Canadian, U.S., European and Asian stock exchanges and regulatory bodies, the court systems in B.C., Alberta and Ontario as well as in the U.S. and Europe. He has also done work for public regulatory boards and groups worldwide involved in biotechnology, medical and health sciences.

Richard has been actively involved in the above professional services with hundreds of companies and has served as a board member for a select number of public and private firms.

His area of professional expertise is in middle market and micro-cap companies, especially firms needing advice and assistance with their business plans, operating plans and valuations. He has also undertaken work used on and relied upon by public companies and regulatory bodies in Canada, the United States, Europe and Asia.

Richard is extensively involved in sports coaching management and volunteer work throughout BC helping young adults and volunteer associations.



He obtained his Bachelor of Business Administration degree from Simon Fraser University, British Columbia in 1981 as well as completed his Master's degree in Business Administration at the University of Portland, Oregon in 1984 (where he graduated with honors). Richard holds the professional designations of Chartered Business Valuator and Accredited Senior Appraiser. He is a member in good standing with both the Canadian Institute of Chartered Business and the American Society of Appraisers.

11.2 Certification and Independence

The analyses, opinions, calculations and conclusions were developed, and this Report has been prepared in accordance with the standards set forth by the Canadian Institute of Chartered Business Valuators and follows standards. RWE was paid a professional fee, plus GST taxes for the preparation of the Report. The professional fee established for the Report has not been contingent upon the value or other opinions presented.

The authors of the Report have no present or prospective interest in the Parties and/or any other entity / company / property that is the subject of this Report. RWE and Richard W. Evans have no personal interest with respect to any of the Parties involved with any of the entities or properties described within this Report.

RWE and Richard Evans have relied on information and data provided to it by the Board. It is understood that this Report is solely for the information of the Board and is rendered to the LTE Board in connection with the Proposed Transaction and may not be used for any other purpose or relied upon by any other person without RWE's prior written consent.

RWE GROWTH PARTNERS, INC.

"Richard W. Evans"

Richard W Evans, MBA, CBV, ASA
Principal

Chartered Business Valuator, Canadian Institute of Chartered Business Valuators
Accredited Senior Appraiser, American Society of Appraisers



RWE GROWTH PARTNERS, INC.

REPRESENTATION & WARRANTY LETTER

*Lite Access Technologies Inc. and
1097195 B.C. Ltd. (DBA: Ironman Directional Drilling Ltd.) Corp.*

TO: RWE Growth Partners, Inc.
4720 Kingsway
Unit 2600 Metrotower 2
Burnaby, British Columbia
Canada V5H 4N3

Attention: Richard W. Evans

Disclosure of Information for the Fairness Opinion (the "Report") regarding a Proposed Transaction between 1097195 B.C. Ltd. (DBA: Ironman Directional Drilling Ltd.) and Lite Access Technologies Inc.

Lite Access Technologies Inc. ("LTE") and 1097195 B.C. Ltd. (DBA: Ironman Directional Drilling Ltd.) ("Ironman") - collectively the "Parties" - acknowledge and confirm that all of the Parties have provided all pertinent and necessary information, to the best of our collective knowledge and ability, to RWE Growth Partners, Inc. ("RWE") for their preparation of the Report, dated, for reference, July 14, 2025.

The Parties further acknowledge that we have collectively reviewed the entire Report and thereafter provided all necessary feedback and information to RWE so that RWE is now in a position to issue a final, authorized and signed Report.

In summary, the Parties and all representatives of the Parties have made full, true and plain disclosure to RWE concerning the Parties and all subsidiaries and entities, their assets and liabilities, the terms and conditions of the Proposed Transaction (all as stated in the Report) and all elements related to the Proposed Transaction – as is reflected in the Report.

The Parties confirm, to the best of our collective knowledge and belief, the following representations made to you during the preparation of the Report:

1. The Parties are collectively responsible for the fair presentation of information regarding the history of LTE and Ironman and all aspects related to the Parties as defined in the Report. The Parties' financial information provided is, to the best of our collective knowledge, 100% accurate. The information contained in the Report represents accurately the history of the Parties and there are no facts or omissions of information that would materially affect the disclosures contained therein.
2. The Parties have made available to you (to the best of our knowledge):

- Full technical data available on the assets related to the Parties businesses
- All financial records and related data on the Parties and on all aspects of the Proposed Transaction and all related matters
- All available financial, technical and resource data
- Any and all material contracts and agreements
- Existing and previous data, documentation, and other information required for the completion of the Report

3. There have been, and are, no:

- Irregularities involving the Parties and/or their directors, management or anyone else involved in the Proposed Transaction. or with any of the related parties to either form that have not been entirely disclosed.
- Communications from any government, court, commission or regulatory body or agency of the federal, provincial, or municipal governments or related bodies concerning any violations of any laws, regulations or rulings thereof concerning the Parties or any assets involved in the Proposed Transaction (to the best of our knowledge) and any related parties.
- Nor has there been any such violation or possible violations that could have any material effect on the Report.

5. We have no plans or intentions that may cause the representations, disclosures and information made in the Report to be inaccurate or misleading.

6. As at the date of the Report there are no issues of litigation threatened or implied, including any class action lawsuits or shareholder dissent remedies, actions against the Parties or the planned go-forward entities not disclosed in the Report.

7. As at the date of the Report no minority shareholder interests (to the best of our knowledge), or any related parties or non-arms' length parties are presently being oppressed in any manner.

8. The Parties are in good standing with all securities regulators and there is no litigation(s) pending or threatened.

9. The Parties (to the best of our knowledge) have satisfactory title to all of their assets as described in the Report, and there are no liens or

encumbrances on such assets nor has any assets been pledged, except as disclosed in the Report.

10. We have reviewed the Scope of Work conducted by RWE and all of the Assumptions made in the Report. We understand the Scope of Work conducted by RWE and all of the Assumptions made. We believe that the Scope of Work conducted and that the Report's Assumptions are reasonable and logical.
11. No events have occurred subsequent to the date of the Report that would require amendment, revision, or disclosure in the Report.
12. There is no material facts, data or information regarding the Parties that is not disclosed in the Report that would be material to its conclusions (to the best of our knowledge).

We declare that we have provided RWE and Richard W. Evans with complete, full, true, and plain disclosure about LTE and Ironman as set out in the Report (to the best of our knowledge).

Given that we declare all of the above to be accurate, complete and true, we are now in agreement that RWE may immediately issue to the LTE Board a final, signed Report.

Mark Tommasi
Name of an LTE Board Member

Mike Irmen
Name of an Ironman Board Member

"Mark Tommasi"
Signature of an LTE Board Member

"Mike Irmen"
Signature of an Ironman Board Member

July 14, 2025
Date

July 14, 2025
Date

APPENDICES AND SCHEDULES

All Agreement related to the Proposed Transaction
are available directly from LTE and Ironman



RwE GROWTH PARTNERS, INC.



CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND SIX MONTHS ENDED MARCH 31, 2025 AND 2024

Notice of No Auditor Review of Interim Financial Statements

Under National Instrument 51-102 “Continuous Disclosure Obligations”, 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 condensed interim consolidated 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 condensed interim consolidated 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.

May 29, 2025

LITE ACCESS TECHNOLOGIES INC.
Condensed Interim Consolidated Statements of Financial Position
As at March 31, 2025 and September 30, 2024
(in Canadian dollars)

		March 31 2025 \$	September 30 2024 \$
	Notes		
Assets			
Current Assets			
Cash and cash equivalents		1,688,876	1,059,409
Amounts receivable		638,945	652,790
Prepaid expenses and deposits		65,116	20,301
Contract assets	9	932,725	1,316,002
Inventory	3	81,297	73,006
		<u>3,406,959</u>	<u>3,121,508</u>
Long-Term Assets			
Property, plant and equipment	4	<u>2,723,332</u>	<u>596,504</u>
Total Assets		<u>6,130,291</u>	<u>3,718,012</u>
Liabilities and Shareholders' Equity			
Current Liabilities			
Accounts payable and accrued liabilities		427,137	478,149
Due to related parties	12	4,067,953	3,307,956
Current portion of long-term debt	5	40,800	-
Current portion of lease liabilities	8	442,505	80,043
Current portion of convertible debenture - debt component	7	-	497,899
		<u>4,978,395</u>	<u>4,364,047</u>
Long-Term Liabilities			
Long-term debt	5	23,600	80,000
Lease liabilities	8	1,829,108	10,907
Convertible debenture - debt component	7	500,000	-
Total Liabilities		<u>7,331,103</u>	<u>4,454,954</u>
Shareholders' Equity (Deficiency)			
Share capital	10	38,894,281	38,894,281
Convertible debenture - equity component	7	18,807	18,807
Reserves	11	5,888,876	5,880,090
Deficit		<u>(46,002,776)</u>	<u>(45,530,120)</u>
Total Shareholders' Equity (Deficiency)		<u>(1,200,812)</u>	<u>(736,942)</u>
Total Liabilities and Shareholders' Equity		<u>6,130,291</u>	<u>3,718,012</u>
Nature of operation and going concern (Note 1)			
Merger and acquisition (Note 17)			

Approved by the Board of Directors:

"David Toyoda"

David Toyoda, Director

"Mark Tommasi"

Mark Tommasi, Director

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

LITE ACCESS TECHNOLOGIES INC.
Condensed Interim Consolidated Statements of Operations and Comprehensive Loss
For the Three and Six Months Ended March 31, 2025 and 2024
(in Canadian dollars)

		Three Months Ended March 31, 2025	Three Months Ended March 31, 2024	Six Months Ended March 31, 2025	Six Months Ended March 31, 2024
	Note	\$	\$	\$	\$
Revenue	9	935,230	1,002,411	2,366,183	1,913,254
Cost of Revenue					
Purchases and subcontractor costs		620,757	689,015	1,651,574	1,364,793
Direct wages		155,298	65,221	247,539	118,466
Vehicle and travel		13,614	16,329	36,208	32,735
Amortization	4	44,971	37,020	79,977	74,267
Rentals		3,780	658	4,959	1,316
		838,420	808,243	2,020,257	1,591,577
Gross profit		96,810	194,168	345,926	321,677
Operating Expenses					
Advertising and promotions		4,064	-	5,517	-
Amortization	4	48,428	16,952	65,210	33,961
Insurance		19,339	23,525	38,752	47,174
Investor Relation	12	10,500	10,500	21,000	21,000
Filing and listing fees		7,688	12,583	9,065	14,304
Office and supplies		19,796	9,949	39,470	24,548
Professional fees		46,751	25,789	92,258	50,071
Rental		5,256	8,941	8,657	17,630
Repairs and maintenance		2,216	1,151	5,124	4,789
Share-based payments	11	3,096	16,910	8,786	47,618
Training		1,958	1,486	1,958	1,886
Travel and trade shows		7,821	13,693	31,024	38,499
Wages and consulting	12	242,362	228,677	442,192	442,194
		419,275	370,156	769,013	743,674
Loss from Operations		(322,465)	(175,988)	(423,087)	(421,997)
Other Income (Expenses)					
Interest income		1,804	2,181	3,949	4,344
Interest expense	5,7,8	(39,809)	(21,946)	(59,127)	(43,787)
Foreign exchange gain (loss)		(700)	-	5,609	(1,023)
		(38,705)	(19,765)	(49,569)	(40,466)
Net Loss and comprehensive loss		(361,170)	(195,753)	(472,656)	(462,463)
Loss per Common Share - Basic/Diluted	15	(0.00)	(0.00)	(0.01)	(0.01)
Weighted Average Number of Shares Outstanding - Basic/Diluted		87,292,538	86,769,461	87,292,538	86,328,604

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

LITE ACCESS TECHNOLOGIES INC.**Condensed Interim Consolidated Statements of Shareholders' Equity (Deficiency)****For the Three and Six Months Ended March 31, 2025 and 2024***(in Canadian dollars)*

	Number of shares	Share capital \$	Option/RSU reserve \$	Warrant reserve \$	Convertible debenture equity component \$	Deficit \$	Total \$
Balance at September 30, 2024	87,292,538	38,894,281	4,567,009	1,313,081	18,807	(45,530,120)	(736,942)
Share-based payments	-	-	8,786	-	-	-	8,786
Net loss for the period	-	-	-	-	-	(472,656)	(472,656)
Balance at March 31, 2025	87,292,538	38,894,281	4,575,795	1,313,081	18,807	(46,002,776)	(1,200,812)
Balance at September 30, 2023	85,892,538	38,810,281	4,587,423	1,313,081	18,807	(44,899,350)	(169,758)
Shares issued per RSU exercised	1,400,000	84,000	(84,000)	-	-	-	-
Share-based payments	-	-	47,618	-	-	-	47,618
Net loss for the period	-	-	-	-	-	(462,463)	(462,463)
Balance at March 31, 2024	87,292,538	38,894,281	4,551,041	1,313,081	18,807	(45,361,813)	(584,603)

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

LITE ACCESS TECHNOLOGIES INC.
Condensed Interim Consolidated Statements of Cash Flows
For the Three and Six Months Ended March 31, 2025 and 2024
(in Canadian dollars)

	Three Months Ended March 31, 2025 \$	Three Months Ended March 31, 2024 \$	Six Months Ended March 31, 2025 \$	Six Months Ended March 31, 2024 \$
Cash Flows Provided (Used) by Operating Activities				
Net loss for the period	(361,170)	(195,753)	(472,656)	(462,463)
Items not effecting cash				
Share-based payments	3,096	16,910	8,786	47,618
Amortization	93,399	53,972	145,187	108,228
Interest expenses	41,051	21,946	60,369	43,787
Changes in non-cash working capital balances				
Amounts receivable	875,671	(263,060)	13,845	101,301
Prepaid expenses and deposits	(44,815)	9,995	(44,815)	9,995
Contract assets	(90,277)	430,077	383,277	(22,931)
Inventory	(12,326)	6,138	(8,291)	14,968
Accounts payable and accrued liabilities	(41,073)	61,998	(8,855)	(3,925)
Due to related parties	122,702	309,311	759,997	646,238
Provision	-	(16,984)	-	(16,984)
Total Cash Flows Provided (Used) by Operating Activities	586,258	434,550	836,844	465,832
Cash Flows Provided (Used) by Investing Activities				
Purchase of property, plant and equipment	(17,144)	-	(63,870)	-
Total Cash Flows Provided (Used) by Investing Activities	(17,144)	-	(63,870)	-
Cash Flows Provided (Used) by Financing Activities				
Long-term debt repayments	(10,200)	-	(15,600)	-
Lease repayments	(76,219)	(23,330)	(97,906)	(46,612)
Payment of convertible debenture interests	(15,000)	(15,000)	(30,000)	(30,000)
Total Cash Flows Provided (Used) by Financing Activities	(101,419)	(38,330)	(143,506)	(76,612)
Change in Cash and Cash Equivalents	467,695	396,220	629,467	389,220
Cash and Cash Equivalents, Beginning of period	1,221,181	555,165	1,059,409	562,165
Cash and Cash Equivalents, End of period	1,688,876	951,385	1,688,876	951,385

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

LITE ACCESS TECHNOLOGIES INC.

Notes to the Condensed Interim Consolidated Financial Statements

For the Three and Six Months Ended March 31, 2025 and 2024

(in Canadian dollars)

1. NATURE OF OPERATIONS AND GOING CONCERN

Lite Access Technologies Inc. ("Lite Access" or the "Company") is an industry leader in fiber optic products and advanced installation methodologies. The Company offers integrated solutions for all types of telecom requirements. Beginning with a comprehensive project analysis to engineering, design and permitting, Lite Access offers a full complement of aerial and underground construction methodologies including splicing, testing and maintenance.

Lite Access is a public company listed as a Tier 1 Industrial Issuer on the TSX Venture Exchange ("TSX-V") under the stock symbol "LTE".

Lite Access was incorporated on October 20, 2003, under the Business Corporations Act (British Columbia). The head office is located at 110 – 6039 196 Street, Surrey, British Columbia, Canada, V3S 7X4, and its registered and records office is located at 704 – 595 Howe Street, Vancouver, British Columbia, Canada, V6C 2T5.

These condensed interim consolidated financial statements have been prepared based on accounting principles applicable to a going concern. This assumes the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its obligations in the normal course of operations. As at March 31, 2025, the Company had a working capital deficit of \$1,571,436 and an accumulated deficit of \$46,002,776. The Company's continuing operations are dependent, ultimately, upon reaching and maintaining profitable operations. Management plans to continue to deliver into contracts and obtain new contracts to ensure the Company can generate sustainable, long-term profitability. The Company may need to raise additional funds to continue as a going concern and there can be no assurances that sufficient funding, including adequate financing, will be available. The ability of the Company to arrange additional financing in the future depends, in part, on the prevailing capital market conditions and profitability of its operations. These material uncertainties may cast significant doubt on the Company's ability to continue as a going concern. Failure to continue as a going concern may require restatement of assets and liabilities on a liquidation basis, which could differ materially from the going concern basis. These consolidated financial statements do not include the adjustments that would be necessary should the Company be unable to continue as a going concern.

2. BASIS OF PREPARATION AND STATEMENT OF COMPLIANCE

Statement of Compliance

These unaudited condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") applicable to the preparation of interim financial statements, including IAS 34, *Interim Financial Reporting*. In preparation of these unaudited condensed interim consolidated financial statements, the Company has consistently applied the same accounting policies disclosed in the Company's audited annual consolidated financial statements for the year ended September 30, 2024.

The Company's management makes judgments in its process of applying the Company's accounting policies in the preparation of its unaudited condensed interim consolidated financial statements. In addition, the preparation of

LITE ACCESS TECHNOLOGIES INC.**Notes to the Condensed Interim Consolidated Financial Statements****For the Three and Six Months Ended March 31, 2025 and 2024***(in Canadian dollars)*

2. BASIS OF PREPARATION AND STATEMENT OF COMPLIANCE (CONTINUED)

the financial data requires that the Company's management make assumptions and estimates of the effects of uncertain future events on the carrying amounts of the Company's assets and liabilities at the end of the reporting period and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from those estimates as the estimation process is inherently uncertain. Estimates are reviewed on an ongoing basis based on historical experience and other factors that are relevant under the circumstances. Revisions to estimates and the resulting effects on the carrying amounts of the Company's assets and liabilities are accounted for prospectively. The critical judgments and estimates applied in the preparation of the Company's unaudited condensed interim consolidated financial statements are consistent with those applied and disclosed in the Company's financial statements for the year ended September 30, 2024.

These unaudited condensed interim consolidated financial statements were authorized for issue by the Board of Directors on May 29, 2025.

Basis of Presentation

These unaudited condensed interim consolidated financial statements have been prepared on a historical cost basis. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information. The notes presented in these unaudited condensed interim consolidated financial statements include in general only significant changes and transactions occurring since September 30, 2024. As such, certain disclosures included in the annual financial statements prepared in accordance with IFRS have been condensed or omitted. Accordingly, these unaudited condensed interim consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements for the year ended September 30, 2024.

Basis of Consolidation

These consolidated financial statements comprise the financial statements of the Company and its wholly owned subsidiaries listed below. Subsidiaries are those entities which the Company controls by having the power to govern the financial and operational policies of the entity. All intercompany transactions and balances have been eliminated.

Name	Location of incorporation	Functional currency	% Equity interest	
			2025	2024
Lite Access Technologies (Canada) Inc.	Canada	Canadian Dollar	100%	100%
Lite Access Technologies (USA) Inc.	United States	U.S. Dollar	100%	100%

LITE ACCESS TECHNOLOGIES INC.
Notes to the Condensed Interim Consolidated Financial Statements
For the Three and Six Months Ended March 31, 2025 and 2024
(in Canadian dollars)
3. INVENTORY

	March 31, 2025		September 31, 2024	
	\$		\$	
Opening inventory	\$	73,006	\$	138,829
Purchases		55,429		154,580
Cost of goods sold		(47,138)		(220,403)
Closing inventory	\$	81,297	\$	73,006

Inventory is comprised of goods held for sale and work in progress.

4. PROPERTY, PLANT AND EQUIPMENT

	Computer Equipment	Construction Equipment	Automotive equipment	Right-of-Use Assets	Total
	\$	\$	\$	\$	\$
Cost					
At September 30, 2024	7,074	1,520,119	984,708	241,688	2,753,590
Additions	4,340	-	17,145	2,250,531	2,272,015
At March 31, 2025	11,414	1,520,119	1,001,853	2,492,219	5,025,605
Accumulated amortization					
At September 30, 2024	6,960	998,379	984,708	167,039	2,157,086
Additions	1,314	67,974	319	75,580	145,187
At March 31, 2025	8,274	1,066,353	985,027	242,619	2,302,273
Net book value March 31, 2025	3,140	453,766	16,826	2,249,600	2,723,332
Net book value September 31, 2024	115	521,740	-	74,649	596,504

	Computer Equipment	Construction Equipment	Automotive equipment	Right-of-Use Assets	Total
	\$	\$	\$	\$	\$
Cost					
At September 30, 2023	7,075	1,477,733	984,708	241,688	2,711,204
Additions	-	-	-	-	-
Disposals	-	-	-	-	-
At March 31, 2024	7,075	1,477,733	984,708	241,688	2,711,204
Accumulated amortization					
At September 30, 2023	4,425	866,670	981,643	90,311	1,943,049
Additions	1,711	65,854	2,299	38,364	108,228
At March 31, 2024	6,136	932,524	983,942	128,675	2,051,277
Net book value March 31, 2024	939	545,209	766	113,013	659,927
Net book value September 30, 2023	2,650	611,063	3,065	151,377	768,155

5. LONG-TERM DEBT

	March 31, 2025	September 30, 2024
	\$	\$
Balance, beginning of period	81,170	80,000
Interest accrued	230	1,170
Payments	(17,000)	-
Balance, end of period	64,400	81,170
Less current portion	40,800	-
Long-term portion	23,600	81,170

LITE ACCESS TECHNOLOGIES INC.**Notes to the Condensed Interim Consolidated Financial Statements****For the Three and Six Months Ended March 31, 2025 and 2024***(in Canadian dollars)***5. LONG-TERM DEBT (CONTINUED)**

Long-term debt reported the Canada Emergency Business Account (“CEBA”) loan of \$64,400 (September 30, 2024: \$81,170, including interest of \$1,170 reported in accounts payable and accrued liabilities). In October 2024, Canada Revenue Agency set up a monthly payment plan and the Company was required to pay out the principal of \$80,000 and interest accrued to date \$1,400 in two years from November 2024 to October 2026. The monthly payment is \$3,400 payable at the first day of each month. The total of \$17,000 was paid out in the first two quarters of 2025.

6. CREDIT FACILITY

The Company had a \$100,000 revolving demand credit facility at Royal Bank of Canada (“RBC”) with interest rate of prime + 2.60%. As at March 31, 2025, the balance of the credit facility was \$nil (September 30, 2024: \$nil).

7. CONVERTIBLE DEBENTURE

	March 31, 2025	September 30, 2024
	\$	\$
Balance, beginning of the period	497,899	489,168
Accreted interest	2,101	8,731
Balance, end of the period	500,000	497,899
Current portion	-	497,899
Long-term portion	500,000	-

On November 22, 2022, the Company closed a non-brokered private placement financing with gross proceeds of \$1,052,000 (the “Offering”). The Offering consisted of secured convertible debentures in the principal amount of \$500,000 and 11,040,000 common shares at \$0.05 per share for gross proceeds of \$552,000.

The debentures are secured under a general security agreement and mature on November 22, 2024. The debentures bear a fixed interest rate of 12% per annum, payable monthly commencing December 22, 2022. At the holder’s option, the debentures will be convertible into common shares of the Company at a conversion ratio of \$0.07 per common share if converted from the issue date to the last day of the first anniversary, and \$0.10 if converted from the first day of the second anniversary to the maturity date. The debentures do not contain a cash settlement feature on conversion into common shares of the Company.

On November 1, 2024, the Company extended its maturity from November 22, 2024 to November 22, 2026. The principal amount of the Debentures will continue to bear interest at a rate of 12% per annum and be convertible at a conversion price of \$0.10 per share. Other than the new maturity date, no other terms of the Debentures were amended.

The convertible debentures were accounted for as a compound financial instrument with liability and equity components. The liability component was valued at \$481,193 based on the present value of contractual cash flows using a discount rate of 15%, which is the estimated rate that would have been charged for a similar instrument without a conversion feature. The liability component was subsequently measured at amortized cost. The equity component of \$18,807 was measured based on the residual value of the compound instrument after deducting the amount determined for the liability component.

LITE ACCESS TECHNOLOGIES INC.**Notes to the Condensed Interim Consolidated Financial Statements****For the Three and Six Months Ended March 31, 2025 and 2024***(in Canadian dollars)***7. CONVERTIBLE DEBENTURE (CONTINUED)**

Total interest expense associated with the convertible debentures for the three months ended March 31, 2025 was \$15,000 (Three months ended March 31, 2024: \$17,118). For the six-month period, a total interest of \$32,101 was reported (Six months ended March 31, 2024: \$34,471), which included the interest paid \$30,000 and accreted interest \$2,101. As at March 31, 2025, no convertible debenture was converted to common shares.

8. LEASE LIABILITIES

	March 31, 2025	September 30, 2024
	\$	\$
Lease liabilities opening balance	90,950	169,712
Addition	2,250,531	-
Payments	(96,665)	(93,413)
Interest	26,797	14,651
Lease liabilities ending balance	2,271,613	90,950
Less current portion	(442,505)	(80,043)
Long-term portion	1,829,108	10,907

During the quarter ended March 31, 2025, the Company recognized right-of-use assets \$2,250,531 and corresponding lease liabilities with the incremental borrowing rate of 12%, which included office lease \$1,898,789 and vehicle lease \$351,742.

The following table presents a reconciliation of the Company's undiscounted cash flows at March 31, 2025, and September 30, 2024 to their present values for the Company's lease obligations:

	March 31, 2025	September 30, 2024
	\$	\$
Within one year	689,712	85,748
Between one and five years	2,278,460	11,044
Total undiscounted lease obligations	2,968,172	96,792
Less: future interest charges	(696,559)	(5,842)
Total discounted lease obligations	2,271,613	90,950
Less: current portion	(442,505)	(80,043)
Long-term portion	1,829,108	10,907

9. REVENUE**Disaggregation of revenue**

The Company disaggregates revenue from contracts with customers by contract type, as this best depicts how the nature, amount, timing and uncertainty of revenue and cash flows are affected by economic factors. The following is a summary of total revenue by contract type for the three and six months ended March 31, 2025 and 2024:

LITE ACCESS TECHNOLOGIES INC.**Notes to the Condensed Interim Consolidated Financial Statements****For the Three and Six Months Ended March 31, 2025 and 2024***(in Canadian dollars)***9. REVENUE (CONTINUED)**

	Three Months Ended March 31 2025 \$	Three Months Ended March 31 2024 \$	Six Months Ended March 31 2025 \$	Six Months Ended March 31 2024 \$
Product sales	22,074	-	22,074	-
Installation service - fixed price	396,960	951,051	491,105	1,825,270
Installation service - cost plus	516,196	51,360	1,853,004	87,984
	935,230	1,002,411	2,366,183	1,913,254

Contract assets and liabilities

The following is a summary of changes in contract assets and liabilities:

	March 31, 2025		September 30, 2024	
	Contract Assets \$	Contract Liabilities \$	Contract Assets \$	Contract Liabilities \$
Balance, beginning of the period	1,316,002	-	303,774	-
Transfer from contract assets at the beginning of the period to accounts receivable	(1,200,254)	-	(303,774)	-
Net additions to contract assets/liabilities during the period	816,977	-	1,316,002	-
Balance, end of the period	932,725	-	1,316,002	-

The Company's contract assets and liabilities are expected to be settled within one year.

10. SHARE CAPITAL**Authorized share capital**

The Company is authorized to issue unlimited common shares without par value and unlimited preferred shares without par value.

As at March 31, 2025, the Company had 87,292,538 common shares (September 30, 2024: 87,292,538) issued and outstanding.

11. RESERVES**Warrants**

The following is a summary of changes in warrants from October 1, 2024 to March 31, 2025:

LITE ACCESS TECHNOLOGIES INC.**Notes to the Condensed Interim Consolidated Financial Statements****For the Three and Six Months Ended March 31, 2025 and 2024***(in Canadian dollars)***11. RESERVES (CONTINUED)**

Grant Date	Expiry Date	Exercise Price (\$)	Opening Balance	Granted	Expired/ Forfeited/ Cancelled	Exercised	Closing Balance	Vested and Exercisable
2022-03-25	2025-03-25	0.15	8,355,000	-	(8,355,000)	-	-	-
			8,355,000	-	(8,355,000)	-	-	-
Weighted Average Exercise Price			\$ 0.15	\$ -	\$ 0.15	\$ -	\$ -	\$ -

Stock options

The Company has adopted a rolling 10% stock option plan (the “Stock Option Plan”) under which non-transferable options to purchase common shares of the Company may be granted to directors, officers, employees, or consultants of the Company. The exercise price of option grants will be determined by the Board of Directors and will not be less than the closing market price of the common shares on the stock exchange less allowable discounts at the time of grant. All options granted under the Stock Option Plan will expire no later than the date that is five years from the date that such options are granted.

On November 15, 2023, the Company granted Mr. Tommasi and his controlled firm 150,000 stock options in connection with his appointment as interim CEO. The options vested immediately are exercisable at \$0.10 per share for a period of five years from the date of the grant.

During the three and six months ended March 31, 2025, the Company recognized a share-based compensation expense of \$nil (Three and six months ended March 31, 2024: \$Nil and \$6,758) related to options vested. The weighted average life remaining stock options as at March 31, 2025 is 2.27 years (September 30, 2024: 2.74 years).

The following is a summary of changes in options from October 1, 2024 to March 31, 2025:

Grant date	Expiry date	Exercise price (\$)	Opening balance	Granted	Expired/ Cancelled/ Forfeited	Exercised	Closing balance	Vested and exercisable
2019-11-19	2024-11-19	0.30	50,000	-	(50,000)	-	-	-
2020-06-02	2025-06-02	0.82	225,000	-	-	-	225,000	225,000
2021-04-01	2026-04-01	0.30	30,000	-	-	-	30,000	30,000
2021-04-01	2026-04-01	0.29	115,000	-	-	-	115,000	115,000
2022-07-29	2027-07-29	0.10	4,545,000	-	-	-	4,545,000	4,545,000
2023-02-03	2028-02-03	0.10	300,000	-	-	-	300,000	300,000
2023-11-15	2028-11-15	0.10	150,000	-	-	-	150,000	150,000
			5,415,000	-	(50,000)	-	5,365,000	5,365,000
Weighted average exercise price			\$ 0.14	\$	0.30	\$	0.14	\$ 0.14

LITE ACCESS TECHNOLOGIES INC.**Notes to the Condensed Interim Consolidated Financial Statements****For the Three and Six Months Ended March 31, 2025 and 2024***(in Canadian dollars)***11. RESERVES (CONTINUED)**

The following is a summary of changes in options from October 1, 2023 to March 31, 2024

Grant date	Expiry date	Exercise price (\$)	Opening balance	Granted	Expired/ Cancelled/ Forfeited	Exercised	Closing balance	Vested and exercisable
2019-11-19	2024-11-19	0.30	50,000	-	-	-	50,000	50,000
2020-06-02	2025-06-02	0.82	225,000	-	-	-	225,000	225,000
2021-04-01	2026-04-01	0.30	30,000	-	-	-	30,000	30,000
2021-04-01	2026-04-01	0.29	115,000	-	-	-	115,000	115,000
2022-07-29	2027-07-29	0.10	5,545,000	-	-	-	5,545,000	5,545,000
2023-02-03	2028-02-03	0.10	850,000	-	-	-	850,000	850,000
2023-11-15	2028-11-15	0.10	-	150,000	-	-	150,000	150,000
			6,815,000	150,000	-	-	6,965,000	6,965,000
Weighted average exercise price			\$ 0.13	\$ 0.10	\$ -	\$ -	\$ 0.13	\$ 0.13

Restricted share units

As disclosed in Note 15 of the annual financial statements for the year ended September 30, 2024, on February 3, 2023, the Company adopted the Equity Incentive Compensation Plan (the "Plan").

Under the Plan, the Company granted 3,250,000 RSUs to certain officers, directors, and consultants of the Company on February 3, 2023, expiring on February 3, 2028. Upon vesting, each RSU will entitle the holder to receive one common share of the Company. A total of 2,100,000 RSUs vest on February 3, 2024, a total of 700,000 RSUs vest on February 3, 2025, and a total of 450,000 RSUs vest on February 3, 2026. On November 15, 2023, a total of 450,000 RSUs previously issued to the former CEO was cancelled.

The following is a summary of changes in RSUs from October 1, 2024 to March 31, 2025:

Grant date	Expiry date	Issue date fair value	Opening balance	Granted	Cancelled or Forfeited	Exercised	Closing balance	Vested and exercisable	Unvested
2023-02-03	2028-02-03	\$ 0.06	1,000,000	-	-	-	1,000,000	700,000	300,000
2023-02-03	2028-02-03	\$ 0.06	400,000	-	-	-	400,000	400,000	-
			1,400,000	-	-	-	1,400,000	1,100,000	300,000

The following is a summary of changes in RSUs from October 1, 2023 to March 31, 2024:

Grant date	Expiry date	Issue date fair value	Opening balance	Granted	Cancelled or Forfeited	Exercised	Closing balance	Vested and exercisable	Unvested
2023-02-03	2028-02-03	\$ 0.06	1,450,000	-	(450,000)	-	1,000,000	350,000	650,000
2023-02-03	2028-02-03	\$ 0.06	1,400,000	-	-	(1,400,000)	-	-	-
2023-02-03	2028-02-03	\$ 0.06	400,000	-	-	-	400,000	200,000	200,000
			3,250,000	-	(450,000)	(1,400,000)	1,400,000	550,000	850,000

The fair value of RSUs issued was \$195,000, which was calculated at the date of grant using the market price of the common shares and the fair value is recorded as compensation expense over the vesting period of the RSU with an offsetting credit to reserves. For the three and six months ended March 31, 2025, the Company recorded stock-based compensation expense of \$3,096 and \$8,786 (Three and six months ended March 31, 2024: \$16,910 and \$40,860) related to RSUs granted. The weighted average life remaining of RSUs as at March 31, 2025 was 2.85 years (September 30, 2024: 3.35 years).

LITE ACCESS TECHNOLOGIES INC.**Notes to the Condensed Interim Consolidated Financial Statements****For the Three and Six Months Ended March 31, 2025 and 2024***(in Canadian dollars)***12. RELATED PARTY TRANSACTIONS**

During the three and six months ended March 31, 2025 and 2024, the Company entered related party transactions or held balances with the following individuals and corporations:

David Toyoda	Director
Michael Plotnikoff	Former CEO and Director
Linda Han	CFO
Mark Tommasi	CEO and Director
Mountain Top Advisory Services Ltd	Company controlled by Mark Tommasi
Michael Irmen	Director
Ironman Directional Drilling Ltd.	Company controlled by Michael Irmen
1097195 BC Ltd.	Company controlled by Michael Irmen
Alex McAulay	Director

The following is a summary of the Company's related party transactions during the periods that are not disclosed elsewhere in these consolidated financial statements. All related party transactions are recorded at the exchange amounts.

Key Management Compensation

	Three Months Ended March 31, 2025	Three Months Ended March 31, 2024	Six Months Ended March 31, 2025	Six Months Ended March 31, 2024
	\$	\$	\$	\$
Wages, consulting fees, director fees and investor relation expenses	70,240	100,493	133,494	211,992
Share-based payments	1,869	5,532	5,388	21,044
Total	72,109	106,025	138,882	233,036

Other Related Party Transactions**(a) Cooperation Agreement with Ironman**

As disclosed in Note 16 of the annual financial statements for the year ended September 30, 2024, on July 26, 2022, the Company signed a cooperation agreement with Ironman Direction Drilling Ltd. whereby Lite Access and Ironman will jointly provide their specialized fiber installation and directional drilling services on new fiber optic network projects.

During the three and six months ended March 31, 2025, Ironman provided the construction services for multiple Lite Access projects and a total amount of \$567,147 and \$1,430,608 (Three and six months ended March 31, 2024: \$511,221 and \$1,150,515) was billed to Lite Access. As at March 31, 2025, the amount of \$3,708,410 (September 31, 2024: \$2,948,413) was outstanding. As at March 31, 2025, cooperation fees \$359,543 (September 30, 2024: \$359,543) were outstanding and reported under the related party payable.

LITE ACCESS TECHNOLOGIES INC.**Notes to the Condensed Interim Consolidated Financial Statements****For the Three and Six Months Ended March 31, 2025 and 2024***(in Canadian dollars)***12. RELATED PARTY TRANSACTIONS (CONTINUED)****(b) Private Placement**

As disclosed in Note 14 of the annual financial statements for the year ended September 30, 2024, on November 22, 2022, the Company closed a non-brokered private placement with gross proceeds of \$1,052,000. The offering consisted of secured convertible debenture of \$500,000 and 11,040,000 common shares at \$0.05 per share for gross proceeds of \$552,000.

Insiders subscribed for a total of 1,000,000 common shares for aggregate gross proceeds of \$50,000, and convertible debentures in the principal amount of \$250,000. The issuance of common shares and convertible debentures to insiders are considered related party transactions. As at March 31, 2025, no debenture was converted and total interest of \$7,500 and \$15,000 were paid to the related party during the three and six months ended March 31, 2025 (Three and six months ended March 31, 2024: \$7,500 and \$15,000).

13. SEGMENTED INFORMATION

The Company's principal business locations and operations are in British Columbia, Canada. The Company has two reporting segments: sales of fiber products and fiber optic installations. The Company reports activities not directly attributable to an operating segment under Corporate.

As at March 31, 2025	Product sales	Fibre optic installation	Corporate	Total
Total assets	-	5,779,645	350,646	6,130,291
Total liabilities	-	6,798,903	532,200	7,331,103
As at September 30, 2024	Product sales	Fibre optic installation	Corporate	Total
Total assets	13,534	3,345,599	358,879	3,718,012
Total liabilities	-	3,916,470	538,484	4,454,954
For Six Months Ended March 31, 2025	Product sales	Fibre optic installation	Corporate	Total
Revenue	22,074	2,344,109	-	2,366,183
Net income (loss)	6,392	(154,454)	(324,593)	(472,656)
For Six Months Ended March 31, 2024	Product sales	Fibre optic installation	Corporate	Total
Revenue	-	1,913,254	-	1,913,254
Net income (loss)	-	(59,708)	(403,385)	(462,463)
For Three Months Ended March 31, 2025	Product sales	Fibre optic installation	Corporate	Total
Revenue	22,074	913,156	-	935,230
Net income (loss)	6,392	(213,595)	(153,967)	(361,170)
For Three Months Ended March 31, 2024	Product sales	Fibre optic installation	Corporate	Total
Revenue	-	1,002,411	-	1,002,411
Net income (loss)	-	(5,845)	(189,908)	(195,753)

LITE ACCESS TECHNOLOGIES INC.**Notes to the Condensed Interim Consolidated Financial Statements****For the Three and Six Months Ended March 31, 2025 and 2024***(in Canadian dollars)***13. SEGMENTED INFORMATION**

The Company's revenues are allocated to geographical segments for the three and six months ended March 31, 2025 and 2024 as follows:

	Three Months Ended March 31, 2025	Three Months Ended March 31, 2024	Six Months Ended March 31, 2025	Six Months Ended March 31, 2024
	\$	\$	\$	\$
Canada	913,156	1,002,411	2,344,109	1,913,254
United States	22,074	-	22,074	-
	935,230	1,002,411	2,366,183	1,913,254

14. FINANCIAL INSTRUMENTS

The Company's financial instruments include cash and cash equivalents, amounts receivable, accounts payable and accrued liabilities, due to related parties, and long-term debt. The carrying value of the financial instruments approximates their fair values.

The Company's financial instruments are exposed to certain financial risks, including credit, liquidity, and market risk.

Credit Risk

Credit risk arises from cash and cash equivalents held with banks and financial institutions, as well as credit exposure on outstanding receivables. The maximum exposure to credit risk is equal to the carrying value of the financial assets.

The Company seeks to limit its exposure to this risk by holding its cash and cash equivalents in large Canadian financial institutions. A total of \$638,945 accounts receivable was reported as at March 31, 2025 (September 30, 2024: \$652,790) and the amount of \$279,116 (September 30, 2024: \$396,062) are past due. Of this amount, a total of \$22,521 (September 30, 2024: \$22,656) was past due over 90 days.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's objective is to ensure that there are sufficient committed financial resources to meet its short-term business requirements for the foreseeable future. As at March 31, 2025, the Company had a working capital deficit of \$1,571,436 (September 30, 2024: \$1,242,539). During the first quarter of fiscal 2025, the Company extended the maturity date of the convertible debenture from November 22, 2024 to November 22, 2026. All other terms remain unchanged. To mitigate liquidity risk, the Company will look to maintain a positive working capital, generate positive cash flow from forecasted sales and services, raise capital through equity financing, warrant exercises and maintain an accessible line of credit.

The Company's continuing operations are dependent, ultimately, upon reaching and maintaining profitable operations. Management plans to continue to deliver contracts and obtain new contracts and ensure the Company can generate sustainable, long-term profitability. The Company may need to raise additional funds to continue as a going concern and there can be no assurances that sufficient funding, including adequate financing, will be available.

LITE ACCESS TECHNOLOGIES INC.**Notes to the Condensed Interim Consolidated Financial Statements****For the Three and Six Months Ended March 31, 2025 and 2024***(in Canadian dollars)***14. FINANCIAL INSTRUMENTS (CONTINUED)**

The ability of the Company to arrange additional financing in the future depends, in part, on the prevailing capital market conditions and profitability of its operations. These material uncertainties may cast significant doubt on the Company's ability to continue as a going concern. Refer to Nature of Operations and Going Concern in Note 1.

Market Risk

Market risk is the risk that changes in matrices such as foreign exchange rates and interest rates will affect the Company's income or the value of its holdings of financial instruments.

(a) Currency risk

The Company is exposed to foreign currency fluctuation on its financial assets and liabilities. For the six months March 31, 2025, for every 10% fluctuation in the exchange rate between the US dollars with the Canadian dollar, the Company's income (loss) would have been approximately \$8,690 higher or lower respectively.

The Company had the following financial instruments in US dollars, converted to Canadian dollars:

	March 31, 2025	September 30, 2024
	\$	\$
Cash and cash equivalents	108,074	87,223

(b) Interest rate risk

The interest rate risk is the risk that the fair value or future cash flow of a financial instrument will fluctuate due to changes in market interest rates. The Company is exposed to interest rate risk on its credit facilities which are based on floating rates of interest. During the three months ended December 31, 2024, the Company does not expect interest rate risk to have a significant impact on the net earnings or comprehensive income.

15. LOSS PER SHARE

Weighted Average Number of Common Shares	Three Months Ended March 31, 2025	Three Months Ended March 31, 2024
Basic weighted average number of shares outstanding	87,292,538	86,769,461
Effect of dilutive securities	-	-
Stock options and warrants	-	-
Fully diluted weighted average number of shares outstanding	87,292,538	86,769,461

Basic/diluted (Loss) per share	Three Months Ended March 31, 2025	Three Months Ended March 31, 2024
Loss for the period	(361,170)	(195,753)
Weighted average number of shares	87,292,538	86,769,461
Loss per share - basic/diluted	\$ (0.00)	\$ (0.00)

LITE ACCESS TECHNOLOGIES INC.**Notes to the Condensed Interim Consolidated Financial Statements****For the Three and Six Months Ended March 31, 2025 and 2024***(in Canadian dollars)***15. LOSS PER SHARE (CONTINUED)**

Weighted Average Number of Common Shares	Six Months Ended March 31, 2025	Six Months Ended March 31, 2024
Basic weighted average number of shares outstanding	87,292,538	86,328,604
Effect of dilutive securities	-	-
Stock options and warrants	-	-
Fully diluted weighted average number of shares outstanding	87,292,538	86,328,604
Basic /diluted (Loss) per Share	Six Months Ended March 31, 2025	Six Months Ended March 31, 2024
Income (loss) for year	(472,656)	(462,463)
Weighted average number of shares	87,292,538	86,328,604
Earnings (loss) per share - basic	(0.01)	(0.01)

16. SUPPLEMENTAL CASH FLOW INFORMATION

	Three Months Ended March 31, 2025	Three Months Ended March 31, 2024	Six Months Ended March 31, 2025	Six Months Ended March 31, 2024
	\$	\$	\$	\$
Interest paid	(39,809)	(19,827)	(56,797)	(39,316)
Interest received	1,804	2,181	3,949	4,344

17. MERGER AND ACQUISITION

As disclosed in Note 23 of the annual financial statements for the year ended September 30, 2024, on May 3, 2023, the Company entered a non-binding letter of intent to acquire 1097195 B.C. Ltd. ("Ironman Directional Drilling Ltd.") and its wholly owned subsidiary, Ironman Directional Drilling Ltd., an experienced provider of directional drilling (the "Transaction"). Since the transaction was announced, the Company has been working with Ironman team on due diligence, shareholder approval, TSX Venture Exchange approval and other conditions customary for the transaction.

On December 7, 2024, the Company, the Ironman Parties and the Ironman Shareholders entered into a Share Exchange Agreement, whereby the Company agreed to acquire all the issued and outstanding shares of the Ironman Parties from the Ironman Shareholders.

On January 30, 2025, the Company, the Ironman Parties and the Ironman Shareholders entered into an Amending Agreement removing "Ironman US Holdings Inc." as a party to the Share Exchange Agreement and replacing it with "Ironman Directional Drilling US Inc."

Key Terms of Transaction*Consideration*

Pursuant to the Share Exchange Agreement, the Company will purchase all of the issued and outstanding shares of the Ironman Parties from the Ironman Shareholders in consideration for:

LITE ACCESS TECHNOLOGIES INC.

Notes to the Condensed Interim Consolidated Financial Statements

For the Three and Six Months Ended March 31, 2025 and 2024

(in Canadian dollars)

17. MERGER AND ACQUISITION (CONTINUED)

- (i) the issuance of an aggregate of 85,392,538 common shares in the capital of the Company (the “Consideration Shares”) to the Ironman Shareholders, subject to escrow restrictions required by the TSX Venture Exchange; and
- (ii) the payment of an aggregate of \$6,000,000 in cash (the “Cash Consideration”) to the Ironman Shareholders, which will be payable in equal installments of \$1,200,000 commencing 12 months from the closing date and continuing every 12 months thereafter over a period of 60 months.

Any instalment payment not paid when due shall bear interest at a default rate equal to the prime interest rate set by Bank of Canada plus 3% per annum.

Net Working Capital Adjustment

The Company shall prepare the closing date working capital statement no later than 120 days after the transaction is closed. The target net working capital is set as \$nil. If the closing net working capital is less than the target net working capital, the Ironman shareholders shall pay Lite Access their respective pro rata share equal to the difference. If the closing net working capital is greater than the target net working capital, Lite Access shall pay to the Ironman shareholders an amount equal to such difference (the “positive working capital adjustment”). The positive working capital adjustment shall be due and payable in five equal instalments, with the first instalment payment due and payable on or before the date that is twelve months following the closing date and each subsequent payment due and payable on or before the twelve-month anniversary of the previous payment. Any working capital adjustment instalment payment not paid when due shall bear interest at a default rate equal to the prime interest rate set by Bank of Canada plus 3% per annum.

Security for Payment of Cash Consideration and Working Capital Adjustment

As security for the payment of the Cash Consideration and any positive working capital adjustment, the Company will enter into guarantees, general security agreements and share pledge agreements in favor of the Ironman shareholders, and on the closing Date, the Company and Ironman will enter into a priority agreement setting out the priority of the Consideration Promissory Notes and the Working Capital Adjustment Promissory Notes and how the guarantees, general security agreements and share pledge agreements will be dealt with as between the Ironman Shareholders and Lite Access.

Escrow Agreement

On completion of the Transaction, the Ironman Shareholders will enter into an escrow agreement whereby all the Consideration Shares will be held in escrow and be released three years from closing of the Transaction according to the escrow release schedule applicable to a Tier 2 value escrow agreement as prescribed under the policies of the TSX Venture Exchange

LITE ACCESS TECHNOLOGIES INC.

Notes to the Condensed Interim Consolidated Financial Statements

For the Three and Six Months Ended March 31, 2025 and 2024

(in Canadian dollars)

17. MERGER AND ACQUISITION (CONTINUED)

Related Party Transaction

Mike Irmen, who is a shareholder of Ironman, is also a director of the Company. Pursuant to the Share Exchange Agreement, Mr. Irmen and his spouse, Denise Irmen will each receive 38,422,142 Consideration Shares and \$2,592,772.20 Cash Consideration, and 599837 B.C. Ltd., a company related to Mr. Irmen will receive 9,000 Consideration Shares and \$238,284.00 Cash Consideration. As such, the Transaction constitutes a related party transaction pursuant to Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions. Accordingly, the Transaction will be subject to the approval of the shareholders of the Company, excluding any votes attached to shares beneficially owned by Mr. Irmen.

No finder's fee shall be paid in connection with the Transaction. The completion of the Transaction is subject to shareholder approval, final approval of the Exchange and other conditions customary for this type of Transaction.

On January 30, 2025, the Company, the Ironman Parties and the Ironman Shareholders entered into an Amending Agreement removing "Ironman US Holdings Inc." as a party to the Share Exchange Agreement and replacing it with "Ironman Directional Drilling US Inc."

1097195 B.C. Ltd. (dba Ironman Directional Drilling Ltd.)
Consolidated Financial Statements
(Expressed in Canadian dollars)
For the Years Ended November 30, 2024, and 2023

1097195 B.C. Ltd. (dba Ironman Directional Drilling Ltd.)
Consolidated Financial Statements
(Expressed in Canadian dollars)
For the Years Ended November 30, 2024, and 2023

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DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

Independent Auditor's Report

To the Shareholders of 1097195 B.C. Ltd. (dba Ironman Directional Drilling Ltd.)

Opinion

We have audited the consolidated financial statements of 1097195 B.C. Ltd. (dba Ironman Directional Drilling Ltd.) (the "Company"), which comprise the consolidated statements of financial position as at November 30, 2024 and 2023, and the consolidated statements of income and comprehensive income, changes in shareholders' equity (deficit) and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at November 30, 2024 and 2023, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the 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.

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 International Financial Reporting Standards, 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.

Vancouver

1500 – 1140 West Pender St.
Vancouver, BC V6E 4G1
604.687.4747

Surrey

200 – 1688 152 St.
Surrey, BC V4A 4N2
604.531.1154

Tri-Cities

700 – 2755 Lougheed Hwy
Port Coquitlam, BC V3B 5Y9
604.941.8266

Victoria

320 – 730 View St.
Victoria, BC V8W 3Y7
250.800.4694

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.



DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS
Vancouver, BC

July 14, 2025

1097195 B.C. Ltd. (dba Ironman Directional Drilling Ltd.)
Consolidated Statements of Financial Position
(Expressed in Canadian dollars)

	Notes	November 30, 2024	November 30, 2023
Assets			
Current			
Cash		\$ 160,924	\$ 711
Trade and other receivables	5	11,489,174	5,172,793
Inventories	6	270,132	262,180
Prepaid expenses		17,208	-
Advances to shareholders	13	8,822	-
Advances to related parties	14	191,957	162,873
Total current assets		12,138,217	5,598,557
Long-term investments			
	7	334,214	555,664
Property, plant and equipment	8	4,591,681	2,939,600
Right-of-use assets	9a	166,452	118,396
Total long-term assets		5,092,347	3,613,660
Total assets		\$ 17,230,564	\$ 9,212,217
Liabilities and Shareholders' Equity (deficit)			
Current			
Bank indebtedness	10	\$ 907,708	\$ 99,259
Trade and other payables	11	1,650,361	1,608,418
Income taxes payable	19a	1,548,690	27,211
Current portion of long-term debt	12	609,076	101,917
Current portion of lease liabilities	9b	67,665	208,108
Advances from related parties	14	1,482,181	1,698,277
Advances from shareholders	13	28	1,898
Redeemable preferred shares	15b	16,938,372	238,284
Total current liabilities		23,204,081	3,983,372
Long-term debt	12	949,993	351,390
Lease liabilities	9b	112,356	24,252
Deferred income taxes	19b	678,000	540,000
Total liabilities		24,944,430	4,899,014
Shareholders' equity (deficit)			
Share capital	15a	2	2
Distribution reserve	15b	(10,632,000)	-
Retained earnings		2,918,132	4,313,201
Total shareholders' equity (deficit)		(7,713,866)	4,313,203
Total liabilities and shareholders' equity		\$ 17,230,564	\$ 9,212,217

Nature of operations 1

Subsequent events 24

Approved on July 14, 2025

On behalf of the Board:

/s/ Mike Irmen Director

1097195 B.C. Ltd. (dba Ironman Directional Drilling Ltd.)
Consolidated Statements of Income and Comprehensive Income
(Expressed in Canadian dollars)

For the year ended November 30	Notes	2024	2023
Revenue	17	\$ 19,594,396	\$ 12,454,343
Cost of sales	18	10,614,073	8,975,444
Gross profit		8,980,323	3,478,899
Operating expenses			
Advertising and promotion		66,199	35,259
Bad debt		173,835	222,231
Bank charges and interest		107,603	71,735
Amortization	8,9	22,780	15,608
Equipment rental		12,862	(219)
Office		23,013	17,465
Permits and insurance		299,835	220,978
Professional fees		306,543	150,369
Repairs and maintenance		1,150,286	1,079,745
Rent	14	30,000	30,000
Training		7,116	10,182
Utilities and telephone		101,548	95,948
Wages and benefits		570,131	660,836
		2,871,751	2,610,137
Income before other income and income taxes		6,108,572	868,762
Other income (expenses)			
Gain on disposal of equipment	8	289,413	187,893
Loss on disposal of investments	7	(50,972)	-
Increase in fair value of investments	7	18,308	181,065
Foreign exchange		115,415	-
Interest income		30,890	30,001
Interest on long-term debt	12	(97,258)	(26,106)
Interest on lease liabilities	9b	(20,824)	(50,230)
Income before income taxes		6,393,544	1,191,385
Income tax expenses			
Current income tax expense	19a	1,550,305	27,207
Deferred income tax expense	19a	138,000	235,985
Net income and other comprehensive income		\$ 4,705,239	\$ 928,193
Earnings per share			
Basic	15d	\$ 23,526	\$ 4,640
Diluted	15d	\$ 23,526	\$ 4,640

1097195 B.C. Ltd. (dba Ironman Directional Drilling Ltd.)
Consolidated Statements of Changes in Shareholders' Equity (Deficit)
(Expressed in Canadian dollars)

For the year ended November 30	# Common Shares	Share Capital	Distribution Reserve	Retained Earnings	Total
Adjusted balance, November 30, 2022	200	\$ 2	\$ -	\$ 3,575,008	\$ 3,575,010
Net income and comprehensive income	-	-	-	928,193	928,193
Dividends	-	-	-	(190,000)	(190,000)
Balance, November 30, 2023	200	\$ 2	\$ -	\$ 4,313,201	\$ 4,313,203
Net income and comprehensive income	-	-	-	4,705,239	4,705,239
Issuance of Preferred J shares	-	-	(10,632,000)	-	(10,632,000)
Dividends	-	-	-	(6,100,308)	(6,100,308)
Balance, November 30, 2024	200	\$ 2	\$ (10,632,000)	\$ 2,918,132	\$ (7,713,866)

1097195 B.C. Ltd. (dba Ironman Directional Drilling Ltd.)
Consolidated Statements of Changes in Cash Flows
(Expressed in Canadian dollars)

For the year ended November 30	2024	2023
Cash flows from operating activities		
Net income for the year	\$ 4,705,239	\$ 928,193
Adjustments for non-cash items:		
Depreciation of property, plant and equipment	990,134	690,861
Depreciation of right-of-use assets	148,776	238,432
Gain on sale of property, plant and equipment	(289,413)	(187,892)
Loss on disposal of investments	50,972	-
(Increase) decrease in fair value of investments	(18,308)	(181,065)
Gain on foreign exchange	(115,415)	-
Interest	51,393	54,662
Income tax (expense) recovery	1,659,479	(27,720)
	<u>7,182,857</u>	<u>1,515,471</u>
Changes in non-cash working capital:		
Accounts receivable	(6,200,966)	227,505
Inventory	(7,951)	(14,297)
Prepaid expenses	(17,208)	-
Accounts payable and accrued liabilities	(82,434)	318,973
Net cash provided by operating activities	874,298	2,047,652
Cash flows from investing activities		
Acquisition of equipment	(3,309,375)	(1,793,352)
Proceeds on disposal of equipment	1,089,523	695,554
Net cash used in investing activities	(2,219,852)	(1,097,798)
Cash flows from financing activities		
Repayments from shareholders	(10,690)	87,323
Advances to related parties	(88,614)	(145,555)
Repayment of long-term debt	(212,836)	(196,881)
Proceeds from long-term debt	1,318,598	426,577
Repayment of lease liabilities	(249,171)	(304,942)
Proceeds from bank indebtedness	748,480	-
Repayment of bank indebtedness	-	(631,902)
Dividends paid	-	(190,000)
Net cash (used) provided by financing activities	1,505,767	(955,380)
Net (increase) decrease in cash	160,213	(5,526)
Cash, beginning	711	6,237
Cash, ending	160,924	711
Supplemental information		
Income taxes paid	\$ 28,245	\$ 27,461
Interest paid	\$ 171,042	\$ 131,369

1. Nature of operations

1097195 B.C. Ltd. (the “Company”) was incorporate on November 18, 2016 in British Columbia under the Business Corporations Act (British Columbia). The registered office is located at 101 - 481 Harbourfront Drive NE, Salmon Arm, British Columbia, Canada V1E 3L4. The principal place of business is 7284B Highway 97B, Salmon Arm, British Columbia, Canada V1E 2Y6. The Company and its wholly owned subsidiary Ironman Directional Drilling Ltd. (the “Group”) is principally engaged in providing directional drilling services to customers across Western Canada and Alaska.

2. Basis of Preparation

a) Statement of compliance

These consolidated financial statements of the Group have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (‘IFRS’) effective for the Group’s reporting for the year ended November 30, 2024.

b) Basis of measurement

The consolidated financial statements have been prepared on a going concern basis under the historical cost convention, except for certain financial assets and liabilities which are measured at fair value as disclosed in Note 20.

The function currency of each of the Group’s entities is measured suing the currency of the primary economic environment in which that entity operations. The functional currency of both 1097195 B.C. Ltd. and Ironman Directional Drilling Ltd. is the Canadian Dollar.

Foreign currency transactions are translated into the functional currency at exchange rates prevailing at the transaction date. Foreign currency monetary items are translated at period-end exchange rates. Differences arising on settlement of foreign currency transactions or translation of monetary items are recognized in profit or loss.

Non-monetary items measured at historical cost continued to be carried at the exchange rates at the dates of the transactions. Non-monetary items measured at fair value are translated using the exchange rates at the date when the fair value is determined. Differences arising on translation of non-monetary items are treated in line with the recognition of the change in fair value of such an item.

c) Use of estimates and judgments

The preparation of consolidated financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are made prospectively.

Judgments

Judgments made in applying accounting policies that have the most significant effects on the amounts recognized in the condensed interim consolidated financial statements are outlined below.

2. Basis of Preparation (continued)

Impairment of Long-Lived Assets

The Group reviews the carrying amounts of its non-financial assets, including property and equipment and right-of-use assets, when events or changes in circumstances indicate the assets may not be recoverable. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. The Group considered various factors including, but not limited to, the condition of its long-lived assets, economic factors that may impact the value of the long-lived assets and any indications of obsolescence.

Critical accounting estimates

Key assumptions concerning the future and other key sources of estimation uncertainty that have a significant risk of resulting in a material adjustment to the carrying amount of assets and liabilities within the next financial year include the following:

Property and equipment - useful lives

Estimates of the useful lives of property and equipment are based on the period over which the assets are expected to be available for use. The estimated useful lives are reviewed annually and are updated if expectations differ from previous estimates due to physical wear and tear, technical or commercial obsolescence, not electing to exercise renewal options on leases, and legal or other limits on the use of the relevant assets. In addition, the estimation of the useful lives of the relevant assets may be based on internal technical evaluation and experience with similar assets. It is possible, however, that future results of operations could be materially affected by changes in the estimates brought about by changes in the factors mentioned above. The amounts and timing of recorded expenses for any period would be affected by changes in these factors and circumstances. A reduction in the estimated useful lives of the property and equipment would increase the recorded expenses and decrease the non-current assets.

Leases - Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in leases where it is the lessee. As such, it uses its incremental borrowing rate ("IBR") to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of comparable value to the right-of-use asset in a similar economic environment. IBR therefore reflects what the Group "would have to pay", which requires estimation when no observable rates are available or where the applicable rates need to be adjusted to reflect the terms and conditions of the lease. The Group estimates the IBR using observable inputs (such as market interest rates) when available and makes certain entity-specific estimates.

Leases - Estimating the lease term

The Group includes renewal options in the term of the lease when management deems that it is reasonably certain that the option will be exercised.

Expected credit losses

When determining expected credit losses ("ECLs"), the Group considers the historic credit losses observed by the Company, customer-specific payment history and economic conditions. When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECL's, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience, informed credit assessment and forward-looking information.

2. Basis of Preparation (continued)

Fair value of long-term investments

The fair value of long-term investments, including convertible debentures and common shares, is determined using valuation techniques that require significant judgment and the use of unobservable inputs. For convertible debentures, management estimates the appropriate discount rate for the debt component and applies an option pricing model for the equity component, both of which involve key assumptions such as discount rates, expected volatility, and other market factors. For common shares, fair value is estimated using market approaches based on comparable listed entities and forecasted growth. These estimates are inherently uncertain and may result in material adjustments to the carrying values of these investments within the next financial year if actual outcomes differ from those assumptions.

3. Basis of Consolidation

The consolidated financial statements comprise the financial statements of the Company and its wholly-owned subsidiary Ironman Directional Drilling Ltd. ("Ironman"), located in Canada.

Subsidiaries are fully consolidated from the date of acquisition, being the date on which the Group obtains control, and continues to be consolidated until the date when such control ceases.

All intercompany balances and transactions, income and expenses have been eliminated upon consolidation.

4. Material Accounting Policy Information

a) Cash

Cash in the statements of financial position comprise of cash at financial institutions and on hand, and short-term deposits with an original maturity of three months or less, which are readily convertible into a known amount of cash. The Company's cash is invested with major financial institutions in business accounts and is available on demand by the Company for its operations. Bank overdrafts and indebtedness are shown within borrowings in current liabilities in the statement of financial position.

b) Revenue from contracts with customers

Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group has generally concluded that it is the principal in its revenue arrangements, because it typically controls the goods or services before transferring them to the customer.

Provision of directional drilling services

The group contracts individual drilling rig packages, including crews and support equipment to its customers. Depending on the customer's drilling program, contracts may be for a single hole or multiple holes or a fixed term. Revenue from contract drilling services is recognized over time from spud to rig release on a daily basis.

The group provides services under turnkey contracts, whereby the Group is required to drill to an agreed upon specifications under specified conditions for a fixed price, regardless of the time required or problems encountered in drilling the hole. Revenue from turnkey drilling contracts is recognized over the time using the input method based on costs incurred to date in relation to estimated total contract costs, as that most accurately depicts the Group's performance.

4. Material Accounting Policy Information (continued)

Participation fees

Participation fees from Lite Access Technologies (“LTE”), a related party (see Note 14) is recognized when earned and collection is reasonably assured.

The Group has applied the following practical exemptions:

- not to account for significant financing components where the time difference between receiving consideration and transferring control of goods or services to its customer is one year or less; and
- expensing the incremental costs of obtaining a contract when the amortization period of the asset otherwise recognized would have been one year or less.

c) Government grants

Government grants are recognized where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognized as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognized as income in equal amounts over the expected useful life of the related asset.

d) Income taxes

Deferred tax

Deferred tax expense is recognized on temporary differences arising between the tax bases and their carrying amounts in the Statement of Financial Position. Deferred tax is calculated using tax rates and laws that have been enacted or substantively enacted at the end of the reporting period, and which are expected to apply when the related deferred income tax asset is realized, or the deferred income tax liability is settled.

Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are:

- i. recognized to the extent it is probable that taxable profits will be available against which the deductible temporary differences can be utilized; and
- ii. are reviewed at the end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred income tax taxes are recognized for all deductible temporary differences, carry forward of unused tax credits and losses, to the extent that is probable that future taxable profit will be available against which deductible temporary differences and the carry forward of unused tax credits and losses can be utilized except:

- i. Where the deferred income tax asset related to the temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transactions, affects neither the accounting profit nor taxable profit or loss; and
- ii. In respect of deductible temporary differences associated with investments in subsidiaries, associates and interest in joint ventures, deferred income tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

4. Material Accounting Policy Information (continued)

The Carrying amount of deferred income tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Unrecognized deferred income tax assets are reassessed at the end of each reporting period and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply when the asset is realized, or the liability is settled based on tax rates and laws that have been enacted or substantively enacted at the end of the reporting period.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Current tax

Current tax expense is based on the results for the year as adjusted for items that are not taxable or not deductible. Current tax is calculated using tax rates and laws that were enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. Provisions are established based on amounts expected to be paid to the tax authorities.

e) Inventories and cost of sales

Inventory consists of consumable goods used in providing directional drilling services and is initially recognized at cost, and subsequently at the lower of cost and net realizable value. Cost is determined on a first-in-first-out basis. Cost includes acquisition costs net of discounts, and other costs incurred to bring inventories to their present location and condition.

f) Property, plant and equipment

Property, plant and equipment are recorded at cost less accumulated depreciation and accumulated impairment losses, if any. Depreciation is calculated using the following method over the asset's estimated useful life as follows:

Leasehold improvements	20% straight-line
Equipment	20% - 100% declining balance
Automotive	30% declining balance
Office and computer equipment	20% - 55% declining balance

Depreciation commences when the property, plant and equipment is available for its intended use. The assets' residual values, useful lives and methods of depreciation are reviewed at the end of each reporting period.

g) Leases

Right-of-Use Assets

The Group assesses whether a contract is or contains a lease, at inception of the contract. The Group recognizes a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less). For short-term leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

4. Material Accounting Policy Information (continued)

The right-of-use asset comprises the initial measurement of the corresponding lease liability and lease payments made at or before the commencement date, less any lease incentives received and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated over the shorter period of the lease term and useful life of the underlying asset. If a lease transfers ownership of the underlying asset or if the Group expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. Depreciation begins at the commencement date of the lease.

Lease Liabilities

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability using the effective interest method and by reducing the carrying amount to reflect the lease payments made.

The Group re-measures the lease liability and makes a corresponding adjustment to the related right-of-use asset whenever the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the lease liability is re-measured by discounting the revised lease payments using a revised discount rate.

h) Financial Instruments

Financial assets are classified as either fair value through profit or loss ("FVTPL") amortized costs, or fair value through other comprehensive income ("FVOCI"). Financial liabilities are classified as either amortized cost or FVTPL. The Group determines the classification of its financial instruments at initial recognition.

Financial assets at fair value through profit or loss ("FVTPL")

A financial asset measured at FVTPL is recognized initially at fair value with any associated transaction costs being recognized in profit or loss when incurred. Subsequently, the financial asset is remeasured at fair value, and a gain or loss is recognized in profit or loss in the reporting period in which it arises.

Financial assets at fair value through other comprehensive income ("FVTOCI")

Investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses arising from changes in fair value recognized in other comprehensive income. There is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment.

4. Material Accounting Policy Information (continued)

Financial assets at amortized cost

Financial assets at amortized cost are initially recognized at fair value and subsequently carried at amortized cost less any impairment. They are classified as current assets or non-current assets based on their maturity date.

The Group recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the loss allowance for the financial asset is measured at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the loss allowance is measured for the financial asset at an amount equal to twelve month expected credit losses. For trade receivables the Group applies the simplified approach to providing for expected credit losses, which allows the use of a lifetime expected loss provision. Impairment losses on financial assets carried at amortized cost are reversed in subsequent periods if the amount of the loss decreases and the decrease can be objectively related to an event occurring after the impairment was recognized.

Financial assets are derecognized when they mature or are sold, and substantially all the risks and rewards of ownership have been transferred. Gains and losses on derecognition of financial assets classified as FVTPL or amortized cost are recognized on the consolidated statement of loss and comprehensive loss. Gains or losses on financial assets classified as FVTOCI remain within accumulated other comprehensive income.

Financial liabilities at FVTPL

Financial liabilities at FVTPL are initially recorded at fair value. Realized and unrealized gains and losses arising from changes in the fair value of the financial liability held at FVTPL are included in the consolidated statement of loss and comprehensive loss in the period in which they arise.

Financial liabilities at amortized cost

All financial liabilities that are not held for trading or designated as at FVTPL are recognized initially at fair value net of any directly attributable transaction costs. Subsequent to initial recognition these financial liabilities are measured at amortized cost using the effective interest method.

Financial liabilities are derecognized when the contractual obligations are discharged or cancelled, or expire. The Group also derecognizes a financial liability when the terms of the liability are modified such that the terms and/or cash flows of the modified instrument are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value. Gains and losses on derecognition are generally recognized in profit or loss.

The classification of the Group's financial instruments under IFRS 9 is as follows:

Trade and other receivables	Amortized cost
Long-term investments	FVTPL
Advances to shareholders	Amortized cost
Advances to related parties	Amortized cost
Bank indebtedness	FVTPL
Trade and other payables	Amortized cost
Long-term debt	Amortized cost
Advances from related parties	Amortized cost
Advances from shareholders	Amortized cost
Redeemable preferred shares	Amortized cost

4. Material Accounting Policy Information (continued)

i) Recent Accounting Pronouncements

Certain new standards, amendments to standards, and interpretations were issued by the IASB or the IFRS Interpretations Committee that are mandatory for accounting years beginning after December 1, 2024 or later that the group has decided not to adopt early. The adoption of the new standards, interpretations and amendments which were issued but are not yet effective are not expected to have a material impact on the Group's consolidated financial statements except for IFRS 18.

IFRS 18 Presentation and Disclosure in Financial Statements is effective for reporting periods beginning on or after January 1, 2027. IFRS 18 will supersede IAS 1 and will result in amendments to IFRS Accounting Standards including IAS 8 Basis of Preparation of Financial Statements. Management is reviewing the impact the standard will have on the consolidated financial statements.

5. Trade and Other Receivables

	2024	2023
Accounts receivable, trade	\$ 11,477,249	\$ 5,335,791
Accounts receivable, government remittances	27,814	23,863
Allowance for doubtful accounts	(15,889)	(186,861)
	<u>\$ 11,489,174</u>	<u>\$ 5,172,793</u>

Included in trade receivables are amounts owing from a related party of \$4,127,052 (2023 - \$2,393,458) and holdbacks withheld of \$215,993 (2023 - \$187,153).

The breakdown of the aging of the Group's aging of trade accounts receivables is as follows:

	2024	2023
1 - 30 days	\$ 924,152	\$ 1,463,889
31 - 60 days	841,269	928,889
61 - 90 days	902,879	700,548
Over 90 days	8,808,949	2,242,465
Provision for expected credit losses	(15,889)	(186,861)
	<u>\$ 11,461,360</u>	<u>\$ 5,148,930</u>

6. Inventories

Inventories consist of materials and supplies. The following is a breakdown of inventories:

	2024	2023
Materials and supplies	<u>\$ 270,132</u>	<u>\$ 262,180</u>

7. Investments

Marketable Securities

On July 26, 2022, the Group signed a cooperation agreement (the "Cooperation Agreement") with LTE, whereby the Group and LTE will jointly provide their specialized fiber installation and directional drilling services on new fiber optic network projects (Note 14).

As part of the Cooperation Agreement, the Group received 2,265,440 common shares in LTE, at a fair value of \$0.10 per share for an aggregate fair value of \$226,544 in accordance with the Cooperation Agreement as settlement of the debt due from LTE (Note 14). During the year ended November 30, 2024, there was 2,038,896 shares transferred to 599837 BC Ltd., a company controlled by the CEO, at a fair value of \$142,723 recognizing a loss of \$50,972. The Group recognized an unrealized loss of \$5,666 (2023 - \$90,618 - gain) for the change in fair value of the common shares owned at November 30, 2024. The common shares were valued using Level 2 inputs. The fair value of the common shares as at November 30, 2024 was \$15,855 (2023 - \$215,217).

Debentures

On November 7, 2022, the Group subscribed to \$250,000 of debentures from LTE. The debentures are secured under a general security agreement, bear interest at 12% per annum and are due two years from the date of issue. The debentures are convertible into common shares of LTE at a conversion rate of \$0.07 per share if converted on or before the first anniversary of the issue date, and \$0.10 per share if converted subsequent to the first anniversary date of issuance up to the second anniversary date.

On initial recognition, the debentures in their entirety were classified as financial assets measured at FVTPL in accordance with IFRS 9. The debentures will be revalued at each reporting date, and any changes in fair value recognized in profit or loss.

During the year ended November 30, 2024, the Group recognized an unrealized gain on the fair value of the debentures of \$22,089 (2023 - \$90,447). The fair value of the debentures as at November 30, 2024 was \$318,358 (2023 - \$340,447).

On December 18, 2024, the maturity date of the debentures was extended from November 22, 2024 to November 22, 2026. As part of the extension of the debentures the conversion terms were kept the same as the original terms whereby, the debentures are convertible into common shares of LTE at a conversion rate of \$0.07 per share if converted on or before the first anniversary date (November 22, 2025), and \$0.10 per share if converted subsequent to the first anniversary date up to the second anniversary date (November 22, 2026).

1097195 B.C. Ltd. (dba Ironman Directional Drilling Ltd.)
Notes to Consolidated Financial Statements
For the years ended November 30, 2024 and 2023

8. Property, Plant and Equipment

	Leaseholds	Equipment	Automotive Equipment	Office & Computer Equipment	Total
Cost					
At November 30, 2022	\$ 25,733	\$ 2,662,358	\$ 2,318,361	\$ 64,913	\$ 5,071,365
Additions	117,723	851,718	821,212	2,879	1,793,532
Disposals	-	-	(706,847)	-	(706,847)
At November 30, 2023	143,456	3,514,076	2,432,726	67,792	6,158,050
Additions	-	1,673,501	1,826,404	2,686	3,502,591
Disposals	-	(311,614)	(849,292)	(22,919)	(1,183,825)
At November 30, 2024	\$ 143,456	\$ 4,875,963	\$ 3,409,838	\$ 47,559	\$ 8,476,816
Accumulated Depreciation and Impairment					
At November 30, 2022	\$ 15,805	\$ 1,527,164	\$ 1,133,282	\$ 50,523	\$ 2,726,774
Depreciation	13,758	329,988	339,882	7,233	690,861
Disposals	-	-	(199,185)	-	(199,185)
At November 30, 2023	29,563	1,857,152	1,273,979	57,756	3,218,450
Depreciation	22,780	513,560	449,547	4,247	990,134
Disposals	-	(87,732)	(214,313)	(21,405)	(323,450)
At November 30, 2024	\$ 52,343	\$ 2,282,980	\$ 1,509,213	\$ 40,598	\$ 3,885,134
Net Book Value					
At November 30, 2023	\$ 113,893	\$ 1,656,924	\$ 1,158,747	\$ 10,036	\$ 2,939,600
At November 30, 2024	\$ 91,113	\$ 2,592,983	\$ 1,900,625	\$ 6,960	\$ 4,591,681

During the year ended November 30, 2024, the Group recognized depreciation of \$990,134 (2023 - \$690,861), \$967,354 (2023 - \$675,253) has been presented in cost of sales.

During the year ended November 30, 2024, the Group recognized gain is disposal of equipment of \$289,413 (2023 - \$187,893).

As at November 30, 2024, the Group had property, plant and equipment with cost of \$264,768 (2023 - \$185,000) that was fully depreciated and still in use.

9. Right-of-Use Assets and Lease Liabilities

The Group leases drilling and earth moving equipment. The leases of the equipment are comprised of fixed payments for lease terms ranging from 1 to 4 years and a purchase option at the end of each term.

a) Right-of-Use Assets

Cost

At November 30, 2022	\$ 1,957,080
At November 30, 2023	1,957,080
Additions	196,832
Disposals	(1,777,500)
At November 30, 2024	\$ 376,412

Accumulated Amortization

At November 30, 2022	\$ 1,600,252
Amortization	238,432
At November 30, 2023	1,838,684
Amortization	148,776
Disposals	(1,777,500)
At November 30, 2024	\$ 209,960

Net Book Value

At November 30, 2023	\$ 118,396
At November 30, 2024	\$ 166,452

b) Lease Liabilities

At November 30, 2022	\$ 508,568
Interest expense	50,230
Lease payments	(326,438)
At November 30, 2023	\$ 232,360
Addition	196,832
Interest expense	20,824
Lease payments	(269,995)
At November 30, 2024	\$ 180,021

9. Right-of-Use Assets and Lease Liabilities (continued)

	November 30, 2024	November 30, 2023
Current portion	67,665	208,108
Long-term portion	112,356	24,252
Total lease liability	180,021	232,360

At November 30, 2024, the Group is committed to minimum lease payments as follows:

Maturity analysis	Future minimum lease payment	Interest	Present Value of lease payments
Less than one year	\$ 76,120	\$ 8,455	\$ 67,665
One year to three years	150,752	38,396	112,356
Total minimum lease payments	\$ 226,872	\$ 46,851	\$ 180,021

During the year ended November 30, 2024, the Group recognized amortization of \$148,776 (2023 - \$238,432), which has been presented in cost of sales.

10. Bank Indebtedness

The Group has a line of credit for up to \$1,250,000 bearing interest at bank prime plus 1.5% per annum, which is secured by a general security agreement and guarantee and postponement of claim to related companies and a director. At year end the outstanding balance of the line of credit was \$605,000 (2023 - \$nil).

This line of credit is secured by:

- a general security agreement providing first ranking security interest over all personal property of Ironman Directional Drilling Ltd.;
- guarantee and postponement of claim supported by general security agreements from 1097195 B.C. Ltd., 599837 B.C. Ltd., Michael's Electrical Ltd. and Michael Irmen;
- providing a first ranking security interest over all of the personal property of 1097195 B.C. Ltd., 599837 B.C. Ltd. and Michael's Electrical Ltd.

The bank requires that reviewed annual financial statements are provided within 120 days of each fiscal year end. As of the date of these financial statements, the Group is not compliant with this requirement.

11. Trade and Other Payables

	2024	2023
Trade payables	\$ 1,582,696	\$ 1,512,428
Sales taxes payable	18,760	65,611
Payroll liabilities	12,504	10,879
Accrued and other liabilities	36,401	19,500
	<u>\$ 1,650,361</u>	<u>\$ 1,608,418</u>

12. Long-term Debt

On August 2, 2024, the Group entered into a loan with the Royal Bank of Canada ("RBC") in the amount of \$294,216. The loan bears interest at 5.89% per annum and is payable in monthly installments of \$6,886 until July 31, 2026.

On August 27, 2024 the Group entered into a loan with the Royal Bank of Canada ("RBC") in the amount of \$567,705. The loan bears interest at 5.62% per annum and is payable in monthly installments of \$10,859 until August 27, 2026.

On April 16, 2024, the Group entered into a loan with the Royal Bank of Canada ("RBC") in the amount of \$179,000. The loan bears interest at 6.51% per annum and is payable in monthly installments of \$4,239 until April 16, 2026.

On October 29, 2024, the Group entered into a vehicle loan in the amount of \$112,986. The loan bears interest at 7.59% per annum and is payable in monthly installments of \$2,269 until October 29, 2029

On July 16, 2024, the Group entered into a vehicle loan in the amount of \$100,530. The loan bears interest at 5.49% per annum and is payable in monthly installments of \$1,920 until July 16, 2029.

On August 21, 2024, the Group entered into a vehicle loan in the amount of \$64,161. The loan bears interest at 5.99% per annum and is payable in monthly installments of \$1,937 until July 21, 2026.

On April 13, 2023, the Group entered into a loan with the Royal Bank of Canada ("RBC") in the amount of \$426,577. The loan bears interest at 1.5% per annum and is payable in monthly installments of \$8,690 until April 13, 2025.

On October 28, 2023, the Group entered into a vehicle loan in the amount of \$128,810. The loan bears interest at 5.99% per annum and is payable in monthly installments of \$2,134 until October 28, 2029.

On September 29, 2021, the Group entered into a vehicle loan in the amount of \$65,196. The loan bears interest at 6.77% per annum and is payable in monthly installments of \$2,368 until March 29, 2024.

On August 14, 2021, the Group entered into a vehicle loan in the amount of \$100,909. The loan bears interest at 3.49% per annum and is payable in monthly installments of \$1,835 until August 14, 2026.

On May 6, 2021, the Group entered into a vehicle loan in the amount of \$41,065. The loan bears interest at 3.99% per annum and is payable in monthly installments of \$1,834 until May 6, 2023.

On February 19, 2021, the Group entered into a vehicle loan in the amount of \$35,869. The loan bears interest at 3.99% per annum and is payable in monthly installments of \$1,258 until August 19, 2024.

	RBC Loans	Vehicle Loans	Total
Balance, November 30, 2022	62,132	135,373	197,505
Additions	426,577	-	426,577
Interest	21,695	4,411	26,106
Repayments	(124,107)	(72,774)	(196,881)
Balance, November 30, 2023	\$ 386,297	\$ 67,010	\$ 453,307
Additions	1,040,921	277,677	1,318,598
Interest	73,918	23,340	97,258
Repayments	(187,192)	(122,902)	(310,094)
Balance, November 30, 2024	\$ 1,313,944	\$ 245,125	\$ 1,559,069

12. Long-term Debt (continued)

The long-term and current portion of long-term debt is as follow:

	RBC Loans	Vehicle Loans	Total
November 30, 2023			
Current portion	\$ 73,490	28,427	\$ 101,917
Long-term portion	312,807	38,583	351,390
Total	\$ 386,297	\$ 67,010	\$ 453,307
November 30, 2024			
Current portion	\$ 549,853	59,223	\$ 609,076
Long-term portion	764,091	185,902	949,993
Total	\$ 1,313,944	\$ 245,125	\$ 1,559,069

13. Shareholder Loans

The advances from shareholders are non-interest bearing, unsecured and have no fixed terms of repayment.

14. Related Party Balances and Transactions

The Group's related parties include companies controlled by directors and joint key management, as described below. Unless otherwise noted, none of the transactions incorporated special terms and conditions and no guarantees were given or received. Outstanding balances are usually settled in cash.

a) Advances to Related Parties

	2024	2023
486337 B.C. Ltd., controlled by family of shareholders of the Group	\$ 35,548	\$ 31,728
Next Level Traffic Services Ltd., controlled by shareholders of the Group	153,356	131,145
Ironman Directional Drilling US Inc., wholly owned by 599837 B.C. Ltd.	3,053	-
	\$191,957	\$162,873

b) Advances from Related Parties

	2024	2023
599837 B.C. Ltd., wholly owned by shareholders of the Group	\$ 1,344,900	\$ 1,562,225
Michael's Electrical Ltd., controlled by shareholders of the Group	137,281	136,052
	\$ 1,482,181	\$ 1,698,277

The advances to and from related parties are non-interest bearing, unsecured and have no fixed terms of repayment.

14. Related Party Balances and Transactions (continued)

c) Transactions with key management personnel

Key management personnel of the Group are members of the Board of Directors as well as members of key management personnel.

During the year ended November 30, 2024, the Group paid salaries to key management personnel of \$557,252 (2023 - \$562,936).

d) Related Party Transactions

The following table summarizes the Group's related party transactions for the year:

	2024	2023
Revenue earned from LTE, a company with common directorship and ownership	\$ 3,361,024	\$ 2,090,005
Property lease payments incurred to shareholders of the Group	\$ 30,000	\$ 30,000
Contract services provided by Next Level Traffic Services controlled by shareholder of the Group	\$ 111,900	\$ 173,783
Subcontract services provided by LTE, an affiliate via common directorship	\$ 44,511	\$ 206,217

During the year ended November 30, 2024, LTE accounted for 18% of total revenue earned.

These transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

e) Lite Access Technologies Inc. Cooperation Agreement

On July 26, 2022, the Group entered into a Cooperation Agreement with LTE whereby Ironman and LTE will jointly provide fibre installation and directional drilling services on new fibre optic network projects.

Under the terms of the Cooperation Agreement, LTE offers Ironman a right of first refusal to provide directional drilling services on all new projects of LTE. Each cooperation is subject to Ironman and LTE entering into a binding service agreement that sets forth the consideration to be paid to Ironman for each LTE new project. The Cooperation Agreement also provides that Ironman offers LTE the right of first refusal to provide its fibre installation services on new Ironman projects. The term of the Cooperation Agreement is three years. In consideration for entering into this Agreement, Ironman will receive a maximum of \$400,000 cooperation fees over two years through a profit sharing arrangement with LTE.

As part of the Cooperation Agreement, the Group received 2,265,440 common shares of LTE, and during the current financial year, the Group transferred 2,038,896 shares of LTE to 599837 BC Ltd., a company controlled by the CEO at a fair value of \$142,723, refer to Note 7.

14. Related Party Balances and Transactions (continued)

During the year ended November 30, 2022, Ironman earned the entire \$400,000 on multiple cooperation projects. The amount due from Lite Access to the Group is \$4,153,948 (2023 - \$2,393,458), which is included in accounts receivable at year end.

On November 7, 2022, the Group subscribed to debentures issued by LTE in the amount of \$250,000, refer to Note 7.

15. Share Capital

a) Common Shares

Authorized:

Unlimited Class B common voting shares, with no par value
Unlimited Class C common voting shares, with no par value

Issued and outstanding:

	2024	2023
100 Class B shares	\$ 1	\$ 1
100 Class C shares	1	1
	<u>\$ 2</u>	<u>\$ 2</u>

b) Preferred Shares

Authorized:

Unlimited Class G preferred, non-voting, non-cumulative shares, with 2nd priority liquidation entitlement, redeemable and retractable at \$100 per share

Unlimited Class I preferred, non-voting, non-cumulative shares, with 1st priority liquidation entitlement, redeemable and retractable at an amount set by the directors of the Company upon issuance

Unlimited Class J preferred, non-voting, non-cumulative shares, with 1st priority liquidation entitlement, redeemable and retractable at an amount set by the directors of the Company upon issuance

Issued and outstanding:

	2024	2023
60,842 Class G shares	\$ 6,084,200	\$ -
100 Class I shares	222,172	222,172
200 Class J shares	10,632,000	16,112
	<u>\$ 16,938,372</u>	<u>\$ 238,284</u>

The Group has issued outstanding 60,842 Class G, 100 Class I and 200 Class J preferred shares which are retractable at the option of the holder and redeemable by the Group.

15. Share Capital (continued)

During the year ended November 30, 2024, the activity within share capital consisted of the following:

On June 24, 2024, the Company redeemed the 200 Class J preferred shares held by 599837 B.C. Ltd. for the redemption amount of \$16,112 which was credited against the advances receivable balance owing to the Company.

On June 24, 2024, the Company declared a stock dividend on its Class B and Class C common shares resulting in the issuance of 30,421 Class G preferred shares for each class of common shares. The Class G preferred shares had a redemption value of \$100 per share.

On, June 24, 2024, the Company exchanged the outstanding 100 Class B common shares and 100 Class C common shares for 200 Class J preferred shares. The Class J preferred share have a redemption amount of \$53,160 per share.

On, June 24, 2024, the Company issued 100 Class B common shares and 100 Class C common shares for cash consideration of \$0.01 per share.

During the year ended November 30, 2023, there was no activity within share capital.

The Class G, Class I and Class J preferred shares have been classified as a liability in the consolidated statements of financial position of the Company due to the redemption feature at the option of the holders and other terms that result in the instrument meeting the definition of a financial liability. The financial liability has been initially recognized at \$16,938,372 (2023 - \$238,284) measured at amortized cost.

c) Dividends and Distributions

	2024	2023
Robert Scott	\$ 608,418	\$ 19,000
Mike Irmen	2,737,890	85,500
599837 BC Ltd.	16,110	-
Denise Irmen	2,737,890	85,500
Dividends paid	\$ 6,100,308	\$ 190,000

Dividends and distributions paid in 2024 were paid through the issuance of Class G preferred share and credits against the advances receivable balance owing to the Company, the 2023 dividends were paid in cash.

d) Earnings Per Share

Basic earnings per share are computed using the weighted average number of common shares outstanding during the period. The weighted average number of shares outstanding in 2024, on a non-diluted basis, was 200 (2023 - 200 shares). The diluted average number of Common shares outstanding in 2024 was also 200 shares (2023 - 200 shares) as there were no outstanding share-based payments or options.

16. Guarantees

The Group has guaranteed a Royal Bank of Canada revolving facility by way of a series of term loans of 599837 B.C. Ltd., a Group wholly owned by the majority common ownership of 1097195 B.C. Ltd., for a maximum of \$2,075,000. The amount outstanding at November 30, 2024 is \$Nil (2023 - \$Nil). The Group has signed a guarantee and postponement of claim in the amount of \$2,075,000 which is supported by a first ranking security interest in all personal property of the Group.

17. Revenues

Revenue for the year ended November 30, 2024 is from providing directional drilling services which totaled \$19,594,396 (2023 - \$12,454,343). All revenues for the year ended November 30, 2024 and 2023 occur within North America.

The break-down to the revenues per customer that account for greater than 10% of total sales is as follows:

	2024	2023
Customer A	\$ 8,394,883	\$ -
Customer B	3,361,024	2,090,005
Customer C	1,968,822	-
Customer D	164,383	1,434,984

Transaction price allocated to remaining performance obligations represents contracted revenue that has not yet been recognized, which includes deferred revenue and non-cancellable amounts that will be invoiced and recognized as revenue in future periods.

As at November 30, 2024, the total remaining non-cancellable performance obligations under contracts with customers was approximately \$12,459,900 (2023 - \$ Nil). The Company expects to recognize the revenue on 100% of these remaining performance obligations over the following 12 months.

18. Cost of Sales

Cost of sales for the year ended November 30 consist of the following:

	2024	2023
Direct wages	\$ 3,518,444	\$ 2,974,463
Changes in inventory	2,067,216	1,849,620
Vehicle and travel	2,058,231	1,711,024
Subcontractor costs	1,545,417	1,399,490
Depreciation	1,116,129	913,685
Freight	157,444	98,745
Rentals	88,291	28,417
Camp costs	62,901	-
	<u>\$ 10,614,073</u>	<u>\$ 8,975,444</u>

19. Income Taxes

The income tax expense differs from the amount that would be obtained by applying the statutory income tax rate to the net income before tax as follows:

a) Rate reconciliation

A reconciliation of income tax expense and the product of accounting loss before income tax multiplied by the combined Canadian federal and provincial statutory income tax rate is as follows:

	2024	2023
Profit before income taxes	\$6,393,544	\$ 1,191,385
Statutory tax rate	25.75 %	11.00 %
Expected income tax expense at statutory rate	\$ 1,666,000	\$ 124,000
Change in statutory tax rates and other	285,305	150,192
Permanent difference	(125,000)	(11,000)
Change in unrecognized deductible temporary differences	(138,000)	-
Deferred income tax expense	138,000	235,985
Current income tax expense	1,550,305	27,207
Total current and deferred income tax expense	\$ 1,688,305	\$ 263,192

b) Deferred Income Tax

Deferred income tax liabilities have been recognized in respect of the following:

	2024	2023
Equipment	\$ (686,000)	\$ (692,000)
Right-of-use assets	(23,000)	(32,000)
Lease liability	31,000	63,000
Unused tax loss	-	121,000
Deferred tax liability	\$ (678,000)	\$ (540,000)

Deferred tax is calculated in full on temporary differences using a tax rate of 27%.

20. Financial Instruments and Risk Management

Fair Value of Financial Instruments

The following table sets out the classification of the Group's financial instruments measured at fair value on a recurring basis by level within the fair value hierarchy as follows:

	Level 1	Level 2	Level 3
	\$	\$	\$
As at November 30, 2024:			
Long-term investments			
Common shares	-	15,855	-
Debentures	-	-	318,359
As at November 30, 2023:			
Long-term investments			
Common shares	215,217	-	-
Debentures	-	-	340,447

The following table shows a reconciliation between the opening balances to the closing balances for fair value measurements for financial assets measured at fair value through profit and loss in level 3 of the fair value hierarchy.

	Balance at November 30, 2023	Investments	Total loss recognized in profit or loss	Balance at November 30, 2024
Debentures	\$ 340,447	\$ -	\$ (22,088)	\$ 318,359

	Balance at November 30, 2022	Investments	Total income recognized in profit or loss	Balance at November 30, 2023
Debentures	\$ 250,000	\$ -	\$ 90,447	\$ 340,447

The debentures in LTE are included in Level 3. The valuation technique used for the debentures is to use the market approach by adding the amortized cost of the debenture and the fair value of the conversion option. The conversion option is valued by using the black-scholes valuation model. The inputs used in the black-scholes valuation model include the estimated fair value of the common shares of LTE and the estimated volatility of the common shares of LTE which have been determined by use of comparable company information.

For November 30, 2024, a 10% variance in the estimated volatility of LTE common shares and the estimated fair value of common shares in LTE used to the debentures would have the following impact on the debentures in Level 3.

November 30, 2024		November 30, 2024	
Share price 10% lower	Share price 10% higher	Volatility 10% lower	Volatility 10% higher
\$(11,685)	\$12,140	\$(8,768)	\$8,403

20. Financial Instruments and Risk Management (continued)

Long-term investments are classified as measured at fair value through profit and loss. Trade and other receivables, advances to and from shareholders, advances to and from related parties, trade and other payables, bank indebtedness, long-term debt and redeemable preferred shares are classified as measured at amortized costs. The carrying value of the Group's Trade and other receivables, advances to and from shareholders, advances to and from related parties, bank indebtedness, trade and other payables, approximate their fair value due to the relatively short-term nature of these instruments. The carrying value of long-term debt and lease obligations where interest is charged at a fixed rate is not significantly different than fair value.

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

The Group classifies its financial instruments carried at fair value according to a three-level hierarchy that reflects the significance of the inputs used in making the fair value measurement. The three levels of fair value hierarchy, giving the highest priority to Level 1 inputs and the lowest priority to Level 3 inputs, are as follows:

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

As at November 30, 2024 and 2023, marketable securities included in long-term investments were classified as Level 1 and debentures included in long-term investments was classified as Level 3 under the fair value hierarchy.

A summary of the Group's risk exposures as they relate to financial instruments are reflected 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 Group is exposed to credit risk resulting from the possibility that a customer or counterparty to a financial instrument defaults on their financial obligations; if there is a concentration of transactions carried out with the same counterparty; or of financial obligations which have similar economic characteristics such that they could be similarly affected by changes in economic conditions. The Group's financial instruments that are exposed to concentrations of credit risk relate primarily to accounts receivable from companies that operate in the directional drilling and electrical service industry and current economic factors.

20. Financial Instruments and Risk Management (continued)

The Group considers trade receivables and contract assets to be credit-impaired when the customer has amounts more than 90 days past the invoice date and the Group determines on a customer-by-customer basis the collection trade receivable is impaired. The total bad debt expense for trade receivables was \$173,835 (2023 - \$222,231). The movement in the expected credit loss allowance during the year was as follows:

	2024	2023
Balance, December 1,	\$186,861	\$18,237
Amounts written-off as uncollectible	15,890	174,624
Impairment loss reversed	(186,861)	(6,000)
Balance, November 30	\$15,890	\$186,861

Foreign Currency Risk

The Group is exposed to foreign currency risk primarily through its trade receivables denominated in US dollars (USD). As at November 30, 2024, the Group has a USD-denominated trade receivable balance of \$3,355,200 (equivalent to \$4,700,635 at the reporting date exchange rate) and a bank balance of \$47,058 (equivalent to \$65,929 at the reporting date exchange rate).

Foreign currency risk arises from fluctuations in exchange rates between the USD and CAD. The Group does not currently enter into hedging arrangements for these exposures.

A change of 5% in the USD exchange rate at the reporting date would have resulted in an increase or decrease in profit before tax of approximately \$237,700 CAD, based on the USD-denominated financial instruments outstanding at year-end.

Exchange differences arising on the translation and settlement of USD-denominated financial instruments, are recognized in profit or loss in the period in which they arise.

Concentration of Credit Risk

As at November 30, 2024, there was three customers owing 84% of net accounts receivable of the Group (2023 - one customer owing 45%).

Liquidity risk

Liquidity risk is the risk that the Group encounters difficulty in meeting its obligations associated with financial liabilities as they become due. The Group's policy is to ensure it maintains sufficient cash to allow it to meet its liabilities when they become due.

Liquidity risk includes the risk that, as a result of operational liquidity requirements, the Group will not have sufficient funds to settle a transaction on the due date, will be forced to sell financial assets at a value, which is less than what they are worth, or may be unable to settle or recover a financial asset.

Liquidity risk arises from bank indebtedness, accounts payable, and advances from shareholder and related parties.

20. Financial Instruments and Risk Management (continued)

The following is an analysis of the contractual maturities of the Group's financial liabilities at November 30, 2024:

	1 year	1 – 5 years	Total
Bank indebtedness	\$ 907,708	\$ -	\$ 907,708
Trade and other payables	1,650,361	-	1,650,361
Long-term debt	415,069	1,128,455	1,543,524
Advances from related parties	1,482,181	-	1,482,181
Advances from shareholders	28	-	28
Redeemable preferred shares	16,938,372	-	16,938,372
	\$ 21,393,719	\$ 1,128,455	\$ 22,522,174

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group is exposed to interest rate risk on its floating interest rate financial instruments. The Group's line of credit is a floating rate instrument subject to cash flow risk.

21. Capital Management

The Group's objectives when managing capital are to safeguard the Groups ability to continue as a going concern and to maintain a flexible capital structure which will allow it to provide a full range of directional drilling services to customers across North America. Therefore, the Group monitors the level of risk incurred in its deployment of labour resource relative to its capital structure which is comprised of its working capital. The Group considers its cash and trade and other receivables as its working capital. The Group reviews its capital structure and makes adjustments in light of changes in economic conditions and the risk characteristics of the underlying assets. The Group is not subject to externally imposed capital requirements and the Group's overall strategy with respect to capital risk management remains unchanged form the year ended November 30, 2023.

22. Segment Reporting

In accordance with IFRS 8 - Operating Segments, it is mandatory for the Company to present and disclose segmental information based on the internal reports that are regularly reviewed by the Board of Directors in order to assess each segment's performance. In this regard, the Company conducts its business in a single operating segment being engaged in providing directional drilling services to customers across Western Canada and Alaska. The Group is physically located and operated within Canada.

22. Segment Reporting (continued)

Segmented information on a geographic basis is as follows:

	Canada	USA	As at November 30, 2024	Canada	USA	As at November 30, 2023
Non-current assets	\$5,092,347	\$-	\$5,092,347	\$3,613,660	\$-	\$3,613,660

	Canada	USA	For the year ended November 30, 2024	Canada	USA	For the year ended November 30, 2023
Revenues	\$11,199,513	\$8,394,883	\$19,594,396	\$12,454,343	\$-	\$12,454,343

23. Proposed Transaction

On December 7, 2024, the Group and LTE entered into a Share Exchange Agreement (the “Agreement”).

Under this Agreement, LTE would purchase all of the issued and outstanding common and preferred shares of the Group in exchange for the issuance of an aggregate of 85,392,538 LTE Shares, and a payment of an aggregate of \$6,000,000.

The cash consideration would be issued in the form of promissory notes, due and payable in five equal consecutive instalments (the “Instalment Payments”) as follows:

- \$1,200,000 due and payable on or before the date that is 12 months following the closing date;
- \$1,200,000 due and payable on or before the date that is 24 months following the closing date;
- \$1,200,000 due and payable on or before the date that is 36 months following the closing date;
- \$1,200,000 due and payable on or before the date that is 48 months following the closing date; and
- \$1,200,000 due and payable on or before the date that is 60 months following the closing date.

Any Instalment Payment not paid when due shall bear interest at a default rate equal to the prime interest rate set by the Bank of Canada plus 3% per annum.

The Group must prepare and deliver a closing date working capital statement to LTE not later than 120 days after the closing of the transaction. The target net working capital is \$Nil. If the closing net working capital is in a deficit position, the Group’s shareholders must pay the shortfall to LTE. If the closing net working capital is positive, LTE must pay the Group’s shareholders the amount. The closing net working capital amount is subject to interest at 8% per annum, compounded monthly from the date of closing to the date of payment.

The proposed transaction is subject to both approval by shareholders of LTE and TSX-V approval. LTE has an Annual General and Special Meeting of the Shareholders scheduled to be held on September 5, 2025 at which time the LTE shareholders will vote on the transaction.

Management is evaluating the accounting treatment for the Agreement. On a preliminary basis the Group expects the accounting treatment of the Agreement under IFRS to be assessed as a reverse take-over business combination whereby the Group will be the accounting parent and LTE will be the accounting subsidiary.

23. Subsequent events

In early 2025, the U.S. government announced plans to impose a 25% tariff on most Canadian imports. In response, the Canadian government enacted retaliatory tariffs on goods imported from the U.S., postponing the implementation of some of its tariffs until August 1, 2025. The escalating risk of cross-border tariffs between the U.S. and Canada, as well as other countries, introduces heightened uncertainty that could materially impact supply chains, increase production costs, and erode competitive positioning. The Group acknowledges that uncertainty exists regarding the magnitude and duration of tariffs impacting the movement of goods across North American borders and is currently assessing the business consequences arising from such tariffs.

1097195 B.C. Ltd. (dba Ironman Directional Drilling Ltd.)

Condensed Consolidated Interim Financial Statements

(Unaudited – Expressed in Canadian dollars)

For the Three Months Ended February 28, 2025 and February 29, 2024

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1097195 B.C. Ltd. (dba Ironman Directional Drilling Ltd.)

Condensed Consolidated Interim Statements of Financial Position
(Expressed in Canadian dollars)

	Notes	As at February 28, 2025 (unaudited)	As at November 30, 2024
ASSETS			
Current Assets			
Cash		\$ 3,768,715	\$ 160,924
Trade and other receivables	5	4,983,892	11,489,174
Inventories		301,953	270,132
Prepaid expenses		73,839	17,208
Amounts due from related parties	12(a)	200,779	200,779
Total current assets		9,329,178	12,138,217
Non-current Assets			
Long-term investments	6	339,799	334,214
Property, plant and equipment	7	5,029,445	4,758,133
Total non-current assets		5,369,244	5,092,347
TOTAL ASSETS		\$ 14,698,422	\$ 17,230,564
LIABILITIES			
Current Liabilities			
Bank indebtedness	8	\$ 604,467	\$ 907,708
Trade and other payables	9	1,119,549	1,650,361
Income taxes payable		1,448,685	1,548,690
Current portion of long-term debt	10	547,654	609,076
Current portion of lease liabilities	11	56,230	67,665
Amounts due to related parties	12(b)	1,489,709	1,482,209
Redeemable preferred shares	13(b)	16,938,372	16,938,372
Total current liabilities		22,204,666	23,204,081
Non-current Liabilities			
Long-term debt	10	899,106	949,993
Lease liabilities	11	100,936	112,356
Deferred income taxes	16	528,000	678,000
Total non-current liabilities		1,528,042	1,740,349
TOTAL LIABILITIES		23,732,708	24,944,430
SHAREHOLDERS' DEFICIENCY			
Share capital	13	2	2
Distribution Reserve	13	(10,632,000)	(10,632,000)
Retained earnings		1,597,712	2,918,132
TOTAL SHAREHOLDERS' DEFICIENCY		(9,034,286)	(7,713,866)
TOTAL LIABILITIES AND SHAREHOLDERS' DEFICIENCY		\$ 14,698,422	\$ 17,230,564

Nature of Operations (Note 1)
Contractual Commitments (Note 14)
Comparative Figures (Note 17)

Approved by the sole director:

/s/ Michael Irmen
Director

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

1097195 B.C. Ltd. (dba Ironman Directional Drilling Ltd.)

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

	Three Months Ended	
	February 28, 2025	February 29, 2024
Revenue (Notes 5 and 12)	\$ 989,834	\$ 867,643
Cost of sales (Note 7)	(1,268,636)	(1,378,243)
Gross margin	(278,802)	(510,600)
Operating expenses		
Advertising and promotion	7,555	9,334
Bank charges and interest	8,988	3,723
Depreciation (Note 7)	4,621	5,695
Equipment rental (Note 12)	165,579	211,554
Office	11,765	10,058
Permits and insurance	12,454	6,489
Professional fees	88,424	626
Rent	6,000	5,500
Repairs and maintenance	197,556	217,773
Utilities and telephone	29,048	18,024
Wages and benefits	801,967	582,755
	(1,333,957)	(1,071,531)
Income (loss) before other income (expenses) and income taxes	(1,612,759)	(1,582,131)
Other income (expenses)		
Gain on disposal of equipment (Note 7)	-	289,505
Increase in fair value of investments (Note 6)	5,586	-
Foreign exchange gain	137,850	5,765
Interest revenue (Note 6)	7,500	7,500
Interest on long-term debt and lease liabilities (Notes 10 and 11)	(8,598)	(35,718)
	142,338	267,052
Loss before income taxes	(1,470,421)	(1,315,079)
Income tax recovery (Note 16)	150,000	342,000
Net loss and comprehensive loss	\$ (1,320,421)	\$ (973,079)
Basic and diluted loss per share	\$ (6,602.16)	\$ (4,865.40)
Weighted average number of common shares outstanding	200	200

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

1097195 B.C. Ltd. (dba Ironman Directional Drilling Ltd.)

Condensed Consolidated Interim Statements of Changes in Shareholders' Equity (Deficiency)

(Unaudited – Expressed in Canadian dollars)

	Share Capital		Distribution Reserve \$	Retained Earnings \$	Total Shareholders' Equity (Deficiency) \$
	Number	Amount \$			
Balance, November 30, 2023	200	2	-	4,313,201	4,313,203
Net loss for the period	-	-	-	(973,079)	(973,079)
Balance, February 29, 2024	200	2	-	3,340,122	3,340,124
Issuance of dividends	-	-	-	(6,100,308)	(6,100,308)
Issuance of Class J preferred shares	-	-	(10,632,000)	-	(10,632,000)
Net income for the period	-	-	-	5,678,319	5,678,319
Balance, November 30, 2024	200	2	(10,632,000)	2,918,133	(7,713,865)
Net loss for the period	-	-	-	(1,320,421)	(1,320,421)
Balance, February 28, 2025	200	2	(10,632,000)	1,597,712	(9,034,286)

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

1097195 B.C. Ltd. (dba Ironman Directional Drilling Ltd.)

Condensed Consolidated Interim Statements of Cash Flows
(Unaudited – Expressed in Canadian dollars)

	Three Months Ended	
	February 28, 2025	February 29, 2024
Cash flows used in operating activities		
Net loss for the period	\$ (1,320,421)	\$ (973,079)
Adjustments for items not affecting cash		
Depreciation of property, plant and equipment	314,723	239,453
Gain on sale of property, plant and equipment	-	(289,415)
Gain in fair value of investments	(5,585)	-
Accretion expense on lease liability	2,702	2,769
Interest paid on debt	23,481	32,949
Income tax recovery	(150,000)	(342,000)
Changes in non-cash working capital items		
Trade and other receivables	6,505,282	1,901,994
Inventories	(31,821)	-
Prepaid expenses	(56,631)	-
Amounts due from related parties	-	25,855
Trade and other payables	(753,059)	(589,346)
Income taxes payable	(100,005)	38,381
Amounts due to related parties	7,500	(150,751)
	4,436,166	(103,190)
Cash flows used in investing activity		
Purchases of property, plant and equipment	(389,467)	(71,448)
	(389,467)	(71,448)
Cash flows used in financing activities		
Repayment of long-term debt	(110,400)	(97,420)
Repayment of bank indebtedness	(303,244)	-
Proceeds of bank indebtedness	-	701,494
Repayment of lease liabilities	(25,264)	(17,500)
	(438,908)	586,574
Increase in cash	3,356,068	411,936
Cash, beginning of period	160,924	711
Cash, end of period	\$ 3,768,715	\$ 412,647
Supplemental information		
Income taxes paid	\$ 100,000	\$ -
Interest paid	\$ 23,481	\$ 32,949

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

1097195 B.C. Ltd. (dba Ironman Directional Drilling Ltd.)

Notes to Condensed Consolidated Interim Financial Statements

For the Three Months Ended February 28, 2025 and February 29, 2024

(Unaudited – Expressed in Canadian dollars, unless otherwise stated)

1. NATURE OF OPERATIONS

1097195 B.C. Ltd. (dba Ironman Directional Drilling Ltd.) (the “Company” or “Ironman”) is a privately owned limited company incorporated and domiciled in British Columbia on November 18, 2016. The registered office is located at 101 - 481 Harbourfront Drive NE, Salmon Arm, British Columbia, Canada V1E 3L4. The principal place of business is 7284B Highway 97B, Salmon Arm, British Columbia, Canada V1E 2Y6. The Company and its wholly owned subsidiary, Ironman Directional Drilling Ltd., is principally engaged in providing directional drilling services to customers across Western Canada and Alaska.

The Company entered into a proposed transaction with Lite Access Technologies Inc. (“LTE”) (Note 12(e)(i)) whereby the shares of the Company would be exchanged for shares of LTE. LTE is a related party as Michael Irmen is the sole director of the Company and is a director of LTE. The Company and LTE conduct business together (Notes 5 and 12(e)) and the Company holds common shares and convertible debentures of LTE (Note 6).

2. BASIS OF PREPARATION

a) Statement of Compliance

The condensed consolidated interim financial statements of the Company as at February 28, 2025 and for the three months then ended, including comparatives, have been prepared in accordance with International Accounting Standard (“IAS”) 34 *Interim Financial Reporting* using accounting policies consistent with IFRS Accounting Standards (“IFRS”), as issued by the International Accounting Standards Board (“IASB”).

These condensed consolidated interim financial statements have been prepared on the basis of and using accounting policies, methods of computation and presentation consistent with those applied in the audited annual consolidated financial statements as at November 30, 2024 and for the year then ended.

The condensed consolidated interim financial statements do not include all the information required for full annual consolidated financial statements. On July 14, 2025, the Company’s sole director approved and authorized these condensed consolidated interim financial statements for issue.

b) Basis of Measurement

The condensed consolidated interim financial statements have been prepared on a going concern basis under the historical cost convention, except for certain financial assets and liabilities that are measured at fair value.

The condensed consolidated interim financial statements are presented in Canadian dollars, which is the Company’s functional currency.

c) Use of Estimates and Judgments

The preparation of these condensed consolidated interim financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, revenues and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances. These estimates and assumptions form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

Revisions to estimates are made prospectively.

1097195 B.C. Ltd. (dba Ironman Directional Drilling Ltd.)

Notes to Condensed Consolidated Interim Financial Statements
For the Three Months Ended February 28, 2025 and February 29, 2024
(Unaudited – Expressed in Canadian dollars, unless otherwise stated)

2. BASIS OF PREPARATION (continued)

c) Use of Estimates and Judgments (continued)

Judgments

Judgments made by management in the application of IFRS that have a significant effect on the condensed consolidated interim financial statements, and estimates with a significant risk of material adjustment in the current and following fiscal years are as follows:

Impairment of Long-lived Assets

The Company reviews the carrying amounts of its non-financial assets, including property and equipment and right-of-use assets, when events or changes in circumstances indicate the assets may not be recoverable. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. The Company considered various factors including, but not limited to, the condition of its long-lived assets, economic factors that may impact the value of the long-lived assets and any indications of obsolescence.

Critical Accounting Estimates

Key assumptions concerning the future and other key sources of estimation uncertainty that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next financial year include the following:

Property and Equipment – Useful Lives

Estimates of the useful lives of property and equipment are based on the period over which the assets are expected to be available for use. The estimated useful lives are reviewed annually and are updated if expectations differ from previous estimates due to physical wear and tear, technical or commercial obsolescence, not electing to exercise renewal options on leases, and legal or other limits on the use of the relevant assets. In addition, the estimation of the useful lives of the relevant assets may be based on internal technical evaluation and experience with similar assets. It is possible, however, that future results of operations could be materially affected by changes in the estimates brought about by changes in the factors mentioned above. The amounts and timing of recorded expenses for any period would be affected by changes in these factors and circumstances. A reduction in the estimated useful lives of the property and equipment would increase the recorded expenses and decrease the non-current assets.

Leases – Estimating the Incremental Borrowing Rate

The Company cannot readily determine the interest rate implicit in leases where it is the lessee. As such, it uses its incremental borrowing rate (“IBR”) to measure lease liabilities. The IBR is the rate of interest that the Company would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of comparable value to the right-of-use asset in a similar economic environment. IBR therefore reflects what the Company “would have to pay”, which requires estimation when no observable rates are available or where the applicable rates need to be adjusted to reflect the terms and conditions of the lease. The Company estimates the IBR using observable inputs (such as market interest rates) when available and makes certain entity-specific estimates.

Leases – Estimating the Lease Term

The Company includes renewal options in the term of the lease when management deems that it is reasonably certain that the option will be exercised.

Expected Credit Losses

Estimates are inherent in the ongoing assessment of the recoverability of amounts receivable. The Company maintains an allowance for doubtful accounts to reflect the expected credit losses. Uncertainty relates to the actual collectability of customer balances that can vary from the Company’s estimation.

1097195 B.C. Ltd. (dba Ironman Directional Drilling Ltd.)

Notes to Condensed Consolidated Interim Financial Statements
For the Three Months Ended February 28, 2025 and February 29, 2024
(Unaudited – Expressed in Canadian dollars, unless otherwise stated)

2. BASIS OF PREPARATION (continued)

c) Use of Estimates and Judgments (continued)

Critical Accounting Estimates (continued)

Fair Value of Long-term Investments

The fair value of long-term investments, including convertible debentures and common shares, is determined using valuation techniques that require significant judgment and the use of unobservable inputs. For convertible debentures, management estimates the appropriate discount rate for the debt component and applies an option pricing model for the equity component, both of which involve key assumptions, such as discount rates, expected volatility and other market factors. For common shares, fair value is estimated using market approaches based on comparable listed entities and forecasted growth. These estimates are inherently uncertain and may result in material adjustments to the carrying values of these investments within the next financial year if actual outcomes differ from those assumptions.

d) Tariffs

In early 2025, the United States ("US") government announced plans to impose a 25% tariff on most Canadian imports. These tariffs came into effect on August 1, 2025. In response, the Canadian government enacted retaliatory tariffs on goods imported from the US. The cross-border tariffs between the US and Canada, as well as other countries, introduces heightened uncertainty that could materially impact supply chains, increase production costs and erode competitive positioning. The Company acknowledges that extreme uncertainty exists regarding the magnitude and duration of tariffs impacting the movement of goods across North American borders, and is currently assessing the business consequences arising from such tariffs.

3. BASIS OF CONSOLIDATION

In addition to the Company, the condensed consolidated interim financial statements include its subsidiaries. Subsidiaries are all corporations over which the Company is able, directly or indirectly, to control financial and operating policies, which is the authority usually connected with holding the majority of the voting rights. The Company re-assesses whether it controls an investee if facts and circumstances indicate that there are changes to control. Subsidiaries are fully consolidated from the date on which the Company acquires control. They are deconsolidated from the date that control by the Company ceases.

The subsidiary of the Company is as follows:

Name of Subsidiary	Fiscal Year-End	Place of Incorporation and Operation	Portion of Ownership Interest and Voting Power Held	
			February 28, 2025	November 30, 2024
Ironman Directional Drilling Ltd.	November 30	British Columbia, Canada	100%	100%

Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Company gains control until the date the Company ceases to control the subsidiary.

All intercompany balances and transactions, income and expenses have been eliminated upon consolidation.

1097195 B.C. Ltd. (dba Ironman Directional Drilling Ltd.)

Notes to Condensed Consolidated Interim Financial Statements
For the Three Months Ended February 28, 2025 and February 29, 2024
(Unaudited – Expressed in Canadian dollars, unless otherwise stated)

4. MATERIAL ACCOUNTING POLICY INFORMATION

A complete summary of material accounting policy information can be found in Note 4 of the audited annual consolidated financial statements for the year ended November 30, 2024.

New Standards and Interpretations Adopted

Certain new standards, amendments to standards and interpretations were issued by the IASB or the IFRS Interpretations Committee that are mandatory for accounting years beginning after December 1, 2024 or later that the Company has decided not to adopt early. The adoption of the new standards, interpretations and amendments, which were issued, but are not yet effective, are not expected to have a material impact on the Company's consolidated financial statements, except for IFRS 18 *Presentation and Disclosure in the Financial Statements*.

IFRS 18 is effective for reporting periods beginning on January 1, 2027. IFRS 18 will supersede IAS 1 *Presentation of Financial Statements* and will result in amendments to IFRS, including IAS 8 *Basis of Preparation of Financial Statements*. Even though IFRS 18 will not have any effect on the recognition and measurement of items in the financial statements, it is expected to have a significant effect on the presentation and disclosure of certain items. These changes include categorization and subtotals in the statement of profit or loss, aggregation/disaggregation and labelling of information, and disclosure of management-defined performance measures.

5. TRADE AND OTHER RECEIVABLES

	February 28, 2025	November 30, 2024
Accounts receivable, trade	\$ 4,993,204	\$ 11,477,248
Goods and service tax receivable	6,577	27,815
Allowance for doubtful accounts	(15,889)	(15,889)
	\$ 4,983,892	\$ 11,489,174

As at February 28, 2025, 79% (February 29, 2024: 36%) of the Company's accounts receivable were from LTE. As at November 30, 2024, 84% of the Company's accounts receivable were from three customers, including LTE.

During the period ended February 28, 2025, 85% of the Company's revenues were from three customers with each customer accounting for at least 10% of total sales, including LTE who accounted for 49% of the revenues for the period. During the period ended February 28, 2024, 67% of the Company's revenues were from two customers, including LTE who accounted for 20% of the revenues for the period.

Included in trade receivables are:

- amounts of \$Nil denominated in US dollars (November 30, 2024: \$3,355,200 denominated in US dollars (\$4,700,635)).
- amounts owing from LTE of \$3,751,509 (November 30, 2024: \$4,127,052) and holdbacks withheld of \$215,993 (November 30, 2024: \$215,993).

6. INVESTMENTS

	February 28, 2025	November 30, 2024
Marketable securities of LTE (Note 6(a))	\$ 17,486	\$ 15,855
Convertible debentures of LTE (Note 6(b))	322,313	318,359
	\$ 339,799	\$ 334,214

1097195 B.C. Ltd. (dba Ironman Directional Drilling Ltd.)

Notes to Condensed Consolidated Interim Financial Statements
For the Three Months Ended February 28, 2025 and February 29, 2024
(Unaudited – Expressed in Canadian dollars, unless otherwise stated)

6. INVESTMENTS (continued)

a) Marketable Securities of LTE

	Quantity	\$ Value
Balance, November 30, 2023	2,265,440	\$ 213,579
Transfer of shares	(2,038,896)	(142,723)
Loss on shares transferred	-	(50,972)
Unrealized loss in fair value of shares	-	(4,029)
Balance, November 30, 2024	226,544	15,855
Unrealized gain in fair value of shares	-	1,631
Balance, February 28, 2025	226,544	\$ 17,486

On July 26, 2022, the Company entered into a Cooperation Agreement with LTE whereby Ironman and LTE will jointly provide fibre installation and directional drilling services on new fibre optic network projects. During the year ended November 30, 2022, Ironman completed its obligations under the Cooperation Agreement.

As part of the Cooperation Agreement, the Company received 2,265,440 common shares of LTE. During the year ended November 30, 2024, the Company transferred 2,038,896 shares to 599837 B.C. Ltd., a related party as described in Note 12(b), at a fair value of \$142,723.

b) Convertible Debentures of LTE

	Convertible Debentures
Balance, November 30, 2023	\$ 296,270
Interest revenue	7,500
Interest received	(7,500)
Unrealized gain in fair value of shares	22,089
Balance, November 30, 2024	318,359
Unrealized gain on convertible debentures	3,955
Interest revenue	7,500
Interest received	(7,500)
Balance, February 28, 2025	\$ 322,313

On November 7, 2022, the Company subscribed to \$250,000 of debentures from LTE. The debentures are secured under a general security agreement, bear interest at 12% per annum and are due two years from the date of issue. The debentures are convertible into common shares of LTE at a conversion rate of \$0.07 per share if converted on or before the first anniversary of the issue date and \$0.10 per share if converted subsequent to the first anniversary date of issue up to the second anniversary date.

On December 18, 2024, the maturity date of the debentures was extended from November 22, 2024 to November 22, 2026. As part of the extension of the debentures the conversion terms were kept the same as the original terms whereby, the debentures are convertible into common shares of LTE at a conversion rate of \$0.07 per share if converted on or before the first anniversary date (November 22, 2025), and \$0.10 per share if converted subsequent to the first anniversary date up to the second anniversary date (November 22, 2026).

1097195 B.C. Ltd. (dba Ironman Directional Drilling Ltd.)

Notes to Condensed Consolidated Interim Financial Statements
For the Three Months Ended February 28, 2025 and February 29, 2024
(Unaudited – Expressed in Canadian dollars, unless otherwise stated)

7. PROPERTY, PLANT AND EQUIPMENT

	Right-of-use Assets (Note 16)			Office and Computer Equipment								
Cost						Total						
Balance, November 30, 2023	\$	1,957,080	\$	143,456	\$	3,514,076	\$	2,432,726	\$	67,792	\$	8,115,130
Additions for the year		196,832		-		1,673,501		1,826,404		2,686		3,699,424
Disposals for the year		(1,777,500)		-		(311,614)		(849,292)		(22,919)		(2,961,325)
Balance, November 30, 2024		376,412		143,456		4,875,963		3,409,838		47,559		8,853,227
Additions for the period		-		5,193		483,435		58,065		39,341		586,034
Balance, February 28, 2025	\$	376,412	\$	148,649	\$	5,359,398	\$	3,467,903	\$	86,900	\$	9,439,261
Accumulated Depreciation												
Balance, November 30, 2023	\$	1,838,684	\$	29,563	\$	1,857,152	\$	1,273,979	\$	57,756	\$	5,057,134
Depreciation for the year		148,776		22,780		513,560		449,547		4,247		1,138,910
Disposals for the year		(1,777,500)		-		(87,732)		(214,313)		(21,405)		(2,100,950)
Balance, November 30, 2024		209,960		52,343		2,282,980		1,509,213		40,598		4,095,094
Depreciation for the period		12,891		4,621		152,866		142,540		1,805		314,723
Balance, February 28, 2025	\$	222,851	\$	56,964	\$	2,435,846	\$	1,651,753	\$	42,403	\$	4,409,817
Carrying Amounts												
At November 30, 2024	\$	166,452	\$	91,113	\$	2,592,983	\$	1,900,625	\$	6,961	\$	4,758,133
At February 28, 2025	\$	153,561	\$	91,685	\$	2,923,552	\$	1,816,150	\$	44,497	\$	5,029,445

During the three months ended February 28, 2025, the Company recognized depreciation of \$314,723 (February 29, 2024: \$239,453) of which \$301,712 (February 29, 2024: \$233,758) has been presented in cost of sales and \$4,621 (February 29, 2024: \$5,695) has been presented as depreciation expense.

During the three months ended February 28, 2025, the Company recognized gain on disposal of equipment of \$Nil (February 29, 2024: \$289,505).

1097195 B.C. Ltd. (dba Ironman Directional Drilling Ltd.)

Notes to Condensed Consolidated Interim Financial Statements
For the Three Months Ended February 28, 2025 and February 29, 2024
(Unaudited – Expressed in Canadian dollars, unless otherwise stated)

8. BANK INDEBTEDNESS

The Company has a line of credit up to \$1,250,000 bearing interest at bank prime plus 1.5% per annum, which is secured by a general security agreement and guarantee and postponement of claim to related companies and a principal. At February 28, 2025, the outstanding balance of the line of credit was \$290,000 (November 30, 2024: \$605,000).

This line of credit is secured by:

- a) a general security agreement providing first ranking security interest over all personal property of Ironman Directional Drilling Ltd.;
- b) guarantee and postponement of claim supported by general security agreements from 1097195 B.C. Ltd., 599837 B.C. Ltd., Michael's Electrical Ltd. and Michael Irmen; and
- c) providing a first ranking security interest over all of the personal property of 1097195 B.C. Ltd., 599837 B.C. Ltd. and Michael's Electrical Ltd.

The bank requires that reviewed annual financial statements are provided within 120 days of each fiscal year-end, which have not been provided to date.

9. TRADE AND OTHER PAYABLES

	February 28, 2025	November 30, 2024
Trade payables	\$ 1,055,275	\$ 1,582,696
Sales taxes payable	-	18,760
Payroll liabilities	-	12,504
Accrued and other liabilities	64,274	36,398
	\$ 1,119,549	\$ 1,650,358

1097195 B.C. Ltd. (dba Ironman Directional Drilling Ltd.)

Notes to Condensed Consolidated Interim Financial Statements
For the Three Months Ended February 28, 2025 and February 29, 2024
(Unaudited – Expressed in Canadian dollars, unless otherwise stated)

10. LONG-TERM DEBT

Long-term debt consists of secured equipment loans and secured vehicle loans as follows:

	February 28, 2025	November 30, 2024
Secured Equipment Loans		
Loan in the principal amount of \$380,276 entered into April 12, 2023 to purchase equipment. The loan bears interest at prime plus 1.5% per annum and is payable in monthly instalments of \$8,690 until April 13, 2025 at which time the balance is due (Note 18)	\$ 291,232	\$ 337,396
Loan in the principal amount of \$179,000 entered into April 16, 2024 to purchase equipment. The loan bears interest at 6.51% per annum and is payable in monthly instalments of \$4,239 until April 16, 2028	145,565	155,749
Loan in the principal amount of \$294,216 entered into August 2, 2024 to purchase equipment. The loan bears interest at 5.89% per annum and is payable in monthly instalments of \$6,886 until August 2, 2026 at which time the remaining balance is due	261,320	277,810
Loan in the principal amount of \$567,705 entered into August 27, 2024 to purchase equipment. The loan bears interest at 5.62% per annum and is payable in monthly instalments of \$10,859 until August 27, 2026 at which time the remaining balance is due	517,974	542,988
	1,216,091	1,313,943
Secured Vehicles Loans		
Loan in the principal amount of \$100,530 entered into July 16, 2024 pursuant to the purchase of a vehicle. The loan bears interest at 5.49% per annum and is payable in monthly instalments of \$1,920 until July 16, 2029	90,170	94,650
Loan in the principal amount of \$112,986 entered into October 29, 2024 pursuant to the purchase of a vehicle. The loan bears interest at 7.59% per annum and is payable in monthly instalments of \$2,269 until October 29, 2029	106,709	111,432
Loan in the principal amount of \$64,161 entered into August 21, 2024. The loan bears interest at 5.99% per annum and is payable in monthly instalments of \$1,937 until July 21, 2026.	33,790	39,043
	230,669	245,125
Total loans payable	1,446,760	1,559,068
Less: current portion	547,654	609,076
Total Non-current Loans Payable	\$ 899,106	\$ 949,992

Long-term debt activity is as follows:

	Total
Balance, November 30, 2023	\$ 453,307
Additions	1,318,598
Interest	97,258
Repayments	(310,095)
Balance, November 30, 2024	1,559,068
Interest	23,481
Repayments	(135,789)
Balance, February 28, 2025	\$ 1,446,760

The Company's contractual commitments for long-term debt are based on the scheduled repayment aggregate \$1,556,975 (Note 14(a)).

1097195 B.C. Ltd. (dba Ironman Directional Drilling Ltd.)

Notes to Condensed Consolidated Interim Financial Statements
For the Three Months Ended February 28, 2025 and February 29, 2024
(Unaudited – Expressed in Canadian dollars, unless otherwise stated)

11. LEASE LIABILITIES

The Company leases premises and drilling and earthmoving equipment. The lease obligations represent the present value of minimum lease payments payable including purchase options at the end of each term.

	February 28, 2025	November 30, 2024
Premises lease with a related party (Note 12(d)), payable in monthly instalments of \$2,500 (November 30, 2024: \$2,500) until December 1, 2027 including interest at the IBR of 18.00% (November 30, 2024, 2024: 18.00%)	\$ 85,000	\$ 92,500
Excavator lease in monthly instalments of \$1,765 until August 15, 2028 including interest at the IBR of 4.85% per annum	74,140	79,435
Backhoe lease in monthly instalments of \$4,156 until May 3, 2025 including interest at the IBR of 9.59% per annum	12,469	24,545
	171,609	196,480
Less: Interest (Note 14(b))	14,443	16,459
Finance lease obligation	157,166	180,021
Less: Current portion	56,230	67,665
Non-current Finance Lease Obligation	\$ 100,936	\$ 112,356

The lease liabilities activity is as follows:

	Lease Liabilities
Balance, November 30, 2023	\$ 232,360
Addition	196,832
Accretion expense	20,824
Lease payments	(269,995)
Balance, November 30, 2024	180,021
Accretion expense	2,409
Lease payments	(25,264)
Balance, February 28, 2025	\$ 157,166

The Company's contractual commitments for finance lease liabilities aggregate \$171,609 (Note 14(a)).

1097195 B.C. Ltd. (dba Ironman Directional Drilling Ltd.)

Notes to Condensed Consolidated Interim Financial Statements
For the Three Months Ended February 28, 2025 and February 29, 2024
(Unaudited – Expressed in Canadian dollars, unless otherwise stated)

12. RELATED PARTY BALANCES AND TRANSACTIONS

The Company's related parties include companies controlled by directors and key management, as described below. Unless otherwise noted, none of the transactions incorporated special terms and conditions and no guarantees were given or received.

a) Due from Related Parties

	February 28, 2025	November 30, 2024
486337 B.C. Ltd., wholly owned by family of shareholders of the Company	\$ 35,548	\$ 35,548
Next Level Traffic Services Ltd., related through significant influence	153,356	153,356
Robert Scott	8,822	8,822
Ironman Directional Drilling US Inc., wholly owned by 599837 B.C. Ltd.	3,053	3,053
	\$ 200,779	\$ 200,779

The amounts due from related parties are non-interest-bearing, unsecured and have no fixed terms of repayment.

b) Due to Related Parties

	February 28, 2025	November 30, 2024
599837 B.C. Ltd., wholly owned by shareholders of the Company	\$ 1,344,900	\$ 1,344,900
Michael's Electrical Ltd., wholly owned by shareholders of the Company	137,281	137,281
MDM Farms, an unincorporated business controlled by Michael Irmen and Denise Irmen related to lease payments payable (Note 11)	7,528	28
	\$ 1,489,709	\$ 1,482,209

Included in lease liabilities are a lease for the premises of the Company with MDM Farms with a carrying value of \$77,421 (November 30, 2024: \$83,596) (Note 11). The Company incurred lease accretion of \$1,325 during the three months ended February 28, 2025 (February 29, 2024: \$1,131).

The amounts due to related parties are non-interest-bearing, unsecured and have no fixed terms of repayment.

c) Transactions with Key Management Personnel

Key management personnel of the Company are members of the board of directors and senior management. During the three months ended February 28, 2025, the Company paid salaries to key management personnel of \$161,000 (February 29, 2024: \$137,700).

1097195 B.C. Ltd. (dba Ironman Directional Drilling Ltd.)

Notes to Condensed Consolidated Interim Financial Statements
For the Three Months Ended February 28, 2025 and February 29, 2024
(Unaudited – Expressed in Canadian dollars, unless otherwise stated)

12. RELATED PARTY BALANCES AND TRANSACTIONS (continued)

d) Related Party Transactions

The following table summarizes the Company's related party transactions for the period, excluding transactions with LTE, which are included under Note 13(e):

	February 28, 2025	February 29, 2024
Trailer rental expenses to Michael Irmen included in equipment rental expense	\$ 14,200	\$ -
Contract services provided by Next Level Traffic Services, a company controlled by a shareholder of the Company, included in cost of sales	\$ 20,792	\$ 6,884

These transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

e) Lite Access Technologies Inc.

(i) Proposed Transaction with LTE

On December 7, 2024, the Company and LTE entered into a Share Exchange Agreement (the "Agreement").

Under this Agreement, LTE would purchase all of the issued and outstanding common and preferred shares of the Company in exchange for the issuance of an aggregate of 85,392,538 LTE Shares, and a payment of an aggregate of \$6,000,000.

The cash consideration would be issued in the form of promissory notes, due and payable in five equal consecutive instalments (the "Instalment Payments") as follows:

- \$1,200,000 on or before the date that is 12 months following the closing date;
- \$1,200,000 on or before the date that is 24 months following the closing date;
- \$1,200,000 on or before the date that is 36 months following the closing date;
- \$1,200,000 on or before the date that is 48 months following the closing date; and
- \$1,200,000 on or before the date that is 60 months following the closing date.

Any Instalment Payment not paid when due shall bear interest at a default rate equal to the prime interest rate set by the Bank of Canada plus 3% per annum.

The Company must prepare and deliver a closing date working capital statement to LTE not later than 120 days after the closing of the transaction. The target net working capital is \$Nil. If the closing net working capital is in a deficit position, the Company's shareholders must pay the shortfall to LTE. If the closing net working capital is positive, LTE must pay the Company's shareholders the amount. The closing net working capital amount is subject to interest at 8% per annum, compounded monthly from the date of closing to the date of payment.

The proposed transaction is subject to both approval by shareholders of LTE and TSX-V approval. LTE has an Annual General and Special Meeting of the Shareholders scheduled to be held on September 5, 2025 at which time the LTE shareholders will vote on the transaction.

1097195 B.C. Ltd. (dba Ironman Directional Drilling Ltd.)

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(Unaudited – Expressed in Canadian dollars, unless otherwise stated)

12. RELATED PARTY BALANCES AND TRANSACTIONS (continued)

e) Lite Access Technologies Inc. (continued)

(i) Proposed Transaction with LTE (continued)

Management is evaluating the accounting treatment for the Agreement. On a preliminary basis the Company expects the accounting treatment of the Agreement under IFRS to be assessed as a reverse take-over business combination whereby the Company will be the accounting parent and LTE will be the accounting subsidiary.

(ii) Other Transactions with LTE

During the three months ended February 28, 2025, the Company had the following transactions with or regarding LTE:

	February 28, 2025	February 29, 2024
Revenue earned by the Company from LTE for directional drilling services	\$ 500,683	\$ 156,432
Interest revenue earned by the Company from LTE on convertible debentures (Note 6)	\$ 7,500	\$ 7,500
Unrealized gain on the fair value of convertible debenture of LTE (Note 6)	\$ 3,955	\$ -
Unrealized gain on the fair value of common shares of LTE (Note 6)	\$ 1,631	\$ -

During the three months ended February 28, 2025, LTE accounted for 49% (February 29, 2024: 18%) of total revenue earned.

(iii) Balances with or related to LTE

	February 28, 2025	November 30, 2024
Accounts receivable (Note 5)	\$ 3,967,502	\$ 4,127,082
Fair value of convertible debentures of LTE with a face value of \$250,000 (Note 6)	\$ 322,312	\$ 318,538
Fair value of common shares of LTE (Note 6)	\$ 17,486	\$ 15,855

13. SHARE CAPITAL

a) Common Shares

Authorized:

- Unlimited Class B common voting shares, with no par value
- Unlimited Class C common voting shares, with no par value

Issued and outstanding :

- 100 Class B common voting shares
- 100 Class C common voting shares

There was no common share activity during the three-month period ended February 28, 2025.

During the year-ended November 30, 2024 the Company:

- exchanged the outstanding 100 Class B common shares and 100 Class C common shares for 200 Class J preferred shares.
- issued 100 Class B common shares and 100 Class C common shares cash consideration of \$0.01 per share.

1097195 B.C. Ltd. (dba Ironman Directional Drilling Ltd.)

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For the Three Months Ended February 28, 2025 and February 29, 2024
(Unaudited – Expressed in Canadian dollars, unless otherwise stated)

13. SHARE CAPITAL (continued)

b) Preferred Shares

Authorized:

- Unlimited Class G preferred, non-voting, non-cumulative shares, with 2nd priority liquidation entitlement, redeemable and retractable at \$100 per share
- Unlimited Class I preferred, non-voting, non-cumulative shares, with 1st priority liquidation entitlement, redeemable and retractable at an amount set by the directors of the Company upon issuance
- Unlimited Class J preferred, non-voting, non-cumulative shares, with 1st priority liquidation entitlement, redeemable and retractable at an amount set by the directors of the Company upon issuance

Issued and outstanding:

		February 28, 2025		November 30, 2024
60,842 Class G shares	\$	6,084,200	\$	6,084,200
100 Class I shares		222,172		222,172
200 Class J shares		10,632,000		10,632,000
	\$	16,938,372	\$	16,938,372

There was no preferred share activity during the three-month period ended February 28, 2025.

During the year-ended November 30, 2024 the Company:

- redeemed the 200 Class J preferred shares held by 599837 B.C. Ltd. for the redemption amount of \$16,112 which was credited against the advances payable balance owing by the Company.
- declared a stock dividend on its Class B and Class C common shares resulting in the issuance of 30,421 Class G preferred shares for each class of common shares. The Class G preferred shares had a redemption value of \$100 per share.
- exchanged the outstanding 100 Class B common shares and 100 Class C common shares for 200 Class J preferred shares. The Class J preferred share have a redemption amount of \$53,160 per share.

The Class G, Class I and Class J preferred shares have been classified as a liability in the condensed consolidated interim statements of financial position of the Company due to the redemption feature at the option of the holders and other terms that result in the instrument meeting the definition of a financial liability. The financial liability is measured at amortized cost.

c) Dividends and Distributions

		February 28, 2025		November 30, 2024
Robert Scott	\$	-	\$	608,418
Michael Irmen		-		2,737,890
Denise Irmen		-		2,737,890
599837 BC Ltd.		-		16,110
	\$	-	\$	6,100,308

There were no dividends or distributions paid during the three months ended February 28, 2025. Dividends paid in 2024 aggregating \$6,100,308 were paid through the issuance of Class G preferred shares and credits against the advances receivable balance owing to the Company.

1097195 B.C. Ltd. (dba Ironman Directional Drilling Ltd.)

Notes to Condensed Consolidated Interim Financial Statements
For the Three Months Ended February 28, 2025 and February 29, 2024
(Unaudited – Expressed in Canadian dollars, unless otherwise stated)

14. CONTRACTUAL COMMITTEMENTS

a) Contractual Commitments

	February 28, 2025 \$	February 28, 2026 \$	February 28, 2027 \$	February 29, 2028 \$	February 28, 2029 \$	Total Contractual Commitments \$	Carrying Value \$
Bank indebtedness	604,467	-	-	-	-	604,467	604,467
Trade and other payables	1,119,550	-	-	-	-	1,119,550	1,119,550
Due to related parties	1,489,709	-	-	-	-	1,489,709	1,489,709
Loans payable	633,071	735,909	101,132	59,113	27,750	1,556,975	1,446,760
Leases payable	74,140	12,469	85,000	-	-	171,609	157,166
Redeemable preferred shares	16,938,372	-	-	-	-	16,938,372	16,938,372
Total	20,859,309	748,378	186,132	59,113	27,750	21,880,681	21,756,024

b) Guarantees

The Company has guaranteed a Royal Bank of Canada revolving facility by way of a series of term loans of 599837 B.C. Ltd., a company wholly owned by the majority common ownership of 1097195 B.C. Ltd., for a maximum of \$2,075,000. The amount outstanding at February 28, 2025 is \$Nil (November 30, 2024: \$Nil). The Company has signed a guarantee and postponement of claim in the amount of \$2,075,000, which is supported by a first ranking security interest in all personal property of the Company.

15. FINANCIAL INSTRUMENTS

The Company's financial instruments consist of the following:

Cash	Amortized cost
Trade and other receivables	Amortized cost
Long-term investments	Fair value through profit or loss ("FVTPL")
Amounts due to related parties	Amortized cost
Bank indebtedness	FVTPL
Trade and other payables	Amortized cost
Long-term debt	Amortized cost
Amounts due from related parties	Amortized cost
Redeemable preferred shares	Amortized cost

1097195 B.C. Ltd. (dba Ironman Directional Drilling Ltd.)

Notes to Condensed Consolidated Interim Financial Statements
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(Unaudited – Expressed in Canadian dollars, unless otherwise stated)

15. FINANCIAL INSTRUMENTS (continued)

The following table sets out the classification of the Company's financial instruments measured at fair value on a recurring basis by level within the fair value hierarchy as follows:

	Level 1	Level 2	Level 3
	\$	\$	\$
As at February 28, 2025:			
Long-term investments			
Common shares	-	17,486	-
Debentures	-	-	322,313
As at November 30, 2024:			
Long-term investments			
Common shares	-	15,855	-
Debentures	-	-	318,359

The following table shows a reconciliation between the opening balances to the closing balances for fair value measurements for financial assets measured at FVTPL in level 3 of the fair value hierarchy.

	Balance at November 30, 2024	Investments	Total loss recognized in profit of loss	Balance at February 28, 2025
Debentures	\$ 318,359	\$ -	\$ 3,954	\$ 322,313
	Balance at November 30, 2023	Investments	Total income recognized in profit or loss	Balance at November 30, 2024
Debentures	\$ 340,447	\$ -	\$ (22,088)	\$ 318,359

The debentures in LTE are included in Level 3. The valuation technique used for the debentures is to use the market approach by adding the amortized cost of the debenture and the fair value of the conversion option. The conversion option is valued by using the black-scholes valuation model. The inputs used in the black-scholes valuation model include the estimated fair value of the common shares of LTE and the estimated volatility of the common shares of LTE which have been determined by use of comparable company information.

For February 28, 2025, a 10% variance in the estimated volatility of LTE common shares and the estimated fair value of common shares in LTE used to value the debentures would have the following impact on the debentures in Level 3.

February 28, 2025		February 28, 2025	
Share price	Share price	Volatility	Volatility
10% lower	10% higher	10% lower	10% higher
\$(12,689)	\$13,240	\$(8,847)	\$8,530

1097195 B.C. Ltd. (dba Ironman Directional Drilling Ltd.)

Notes to Condensed Consolidated Interim Financial Statements

For the Three Months Ended February 28, 2025 and February 29, 2024

(Unaudited – Expressed in Canadian dollars, unless otherwise stated)

15. FINANCIAL INSTRUMENTS (continued)

Long-term investments are classified as measured at FVTPL. Cash, trade and other receivables, amounts due to and due from related parties, trade and other payables, bank indebtedness, long-term debt and redeemable preferred shares are classified as measured at amortized costs. The carrying value of the Company's trade and other receivables, amounts due to and due from related parties, bank indebtedness, trade and other payables, approximate their fair value due to the relatively short-term nature of these instruments. The carrying value of long-term debt and lease obligations where interest is charged at a fixed rate is not significantly different than fair value.

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

The Company classifies its financial instruments carried at fair value according to a three-level hierarchy that reflects the significance of the inputs used in making the fair value measurement. The three levels of fair value hierarchy, giving the highest priority to Level 1 inputs and the lowest priority to Level 3 inputs, are as follows:

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

As at November 30, 2024 and 2023, marketable securities included in long-term investments were classified as Level 1 and debentures included in long-term investments was classified as Level 3 under the fair value hierarchy.

16. INCOME TAXES

Income tax expense is recognized based on management's estimate of the weighted average annual effective tax rate expected for the full financial year, applied to pre-tax income of the interim period. The Company operates in Canada and is subject to federal and provincial income taxes at a combined statutory rate of approximately 27%.

Temporary differences between the carrying value and tax basis of property, plant, and equipment - primarily due to the use of accelerated capital cost allowance rates for tax purposes - give rise to deferred income tax liabilities. Deferred tax assets are recognized only to the extent that it is probable that sufficient taxable income will be available to utilize the associated temporary differences or tax loss carryforwards.

For the three months ended February 28, 2025, the Company recorded an income tax expense of \$182,000 consisting of current income tax recovery of \$nil and deferred income tax recovery of \$150,000 (February 29, 2024 - \$342,000 total income tax recovery, comprised of \$nil current and \$342,000 deferred income tax recovery).

17. COMPARATIVE FIGURES

During the period ended February 28, 2025, the Company modified the classification of right-of-use assets by aggregating those items with property, plant and equipment, as those categories of assets were otherwise similar. Comparative amounts in the condensed consolidated interim statement of financial position were restated for consistency. As a result, \$166,452 was reclassified from "Right-of-use assets" to "Property, plant and equipment".

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Notes to Condensed Consolidated Interim Financial Statements
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(Unaudited – Expressed in Canadian dollars, unless otherwise stated)

17. COMPARATIVE FIGURES (continued)

During the period ended February 28, 2025, the Company modified the classification of amounts due to and due from shareholders by aggregating those items with amounts due to and due from related parties, as shareholders are considered related parties. Comparative amounts in the condensed consolidated interim statement of financial position were restated for consistency. As a result, \$8,822 was reclassified from “Advances to shareholders” to “Amounts due from related parties” and \$28 was reclassified from “Advances from shareholders” to “Amounts due to related parties”.

18. SEGMENTED REPORTING

The Company conducts its business in a single operating segment being engaged in providing directional drilling services to customers across Western Canada and Alaska. The Company is physically located and operated within Canada.

Segmented information on a geographic basis is as follows:

Non-current assets by geographical region

	As at February 28, 2025		As at November 30, 2024	
Canada	\$	5,369,244	\$	5,092,347
United States of America		-		-
	\$	5,369,244	\$	5,092,347

Revenues by geographical region

	Three months ended February 28, 2025		Three months ended February 28, 2024	
Canada	\$	989,834	\$	867,643
United States of America		-		-
	\$	989,834	\$	867,643

Lite Access Technologies Inc.

Consolidated Balance Sheets

Audited as at September 30th 2020-2024 and Compiled at March 31, 2025

Schedule 1.1

	Management Compiled		Audited by SHIM & Associates LLP						Crowe MacKay LLP			
	March 31st 2025	% of Total Assets	September 30th 2024	% of Total Assets	September 30th 2023	% of Total Assets	September 30th 2022	% of Total Assets	September 30th 2021	% of Total Assets	September 30th 2020	% of Total Assets
Canadian dollars												
ASSETS												
CURRENT ASSETS												
Cash	\$ 1,688,876	27.5%	\$ 1,059,409	28.5%	\$ 562,165	19.7%	\$ 239,105	6.6%	\$ 627,778	9.6%	\$ 1,486,633	12.8%
Accounts receivables	\$ 638,945	10.4%	\$ 652,790	17.6%	\$ 1,048,108	36.7%	\$ 2,372,163	65.7%	\$ 1,519,029	23.3%	\$ 5,708,184	49.0%
Holdbacks receivable	\$ -	0.0%	\$ -	0.0%	\$ -	0.0%	\$ -	0.0%	\$ 20,294	0.3%	\$ 25,032	0.2%
Liquidation receivable	\$ -	0.0%	\$ -	0.0%	\$ -	0.0%	\$ -	0.0%	\$ 962,860	14.8%	\$ -	0.0%
Inventory	\$ 81,297	1.3%	\$ 73,006	2.0%	\$ 138,829	4.9%	\$ 96,356	2.7%	\$ 372,570	5.7%	\$ 383,191	3.3%
Due from shareholders	\$ -	0.0%	\$ -	0.0%	\$ -	0.0%	\$ -	0.0%	\$ -	0.0%	\$ -	0.0%
Prepaid expenses and deposits	\$ 65,116	1.1%	\$ 20,301	0.5%	\$ 31,590	1.1%	\$ 6,000	0.2%	\$ 43,850	0.7%	\$ 103,729	0.9%
Contract assets	\$ 932,725	15.2%	\$ 1,316,002	35.4%	\$ 303,774	10.6%	\$ 35,550	1.0%	\$ 285,800	4.4%	\$ 1,138,986	9.8%
	\$ 3,406,959	55.6%	\$ 3,121,508	84.0%	\$ 2,084,466	73.1%	\$ 2,749,174	76.2%	\$ 3,832,181	58.7%	\$ 8,845,755	75.9%
OTHER ASSETS												
Property and equipment	\$ 2,723,332	44.4%	\$ 595,504	16.0%	\$ 768,155	26.9%	\$ 860,637	23.8%	\$ 2,695,520	41.3%	\$ 2,803,399	24.1%
Other	\$ -	0.0%	\$ -	0.0%	\$ -	0.0%	\$ -	0.0%	\$ -	0.0%	\$ -	0.0%
	\$ 2,723,332	44.4%	\$ 595,504	16.0%	\$ 768,155	26.9%	\$ 860,637	23.8%	\$ 2,695,520	41.3%	\$ 2,803,399	24.1%
Total Assets	\$ 6,130,291	100.0%	\$ 3,717,012	100.0%	\$ 2,852,621	100.0%	\$ 3,609,811	100.0%	\$ 6,527,701	100.0%	\$ 11,649,154	100.0%
LIABILITIES												
CURRENT LIABILITIES												
Bonus payable	\$ -	0.0%	\$ -	0.0%	\$ -	0.0%	\$ -	0.0%	\$ -	0.0%	\$ -	0.0%
Accounts payables and accrued liabilities	\$ 427,137	7.0%	\$ 478,149	12.9%	\$ 507,328	17.8%	\$ 782,477	21.7%	\$ 2,049,180	31.4%	\$ 9,066,152	77.8%
Accrued provision for onerous contract	\$ -	0.0%	\$ -	0.0%	\$ -	0.0%	\$ -	0.0%	\$ -	0.0%	\$ 3,315,147	28.5%
Due to related parties	\$ 4,067,953	66.4%	\$ 3,307,956	89.0%	\$ 1,759,187	61.7%	\$ 1,720,989	47.7%	\$ -	0.0%	\$ -	0.0%
Provision	\$ -	0.0%	\$ -	0.0%	\$ 16,984	0.6%	\$ -	0.0%	\$ -	0.0%	\$ -	0.0%
Business acquisition payable	\$ -	0.0%	\$ -	0.0%	\$ -	0.0%	\$ 310,059	8.6%	\$ 322,438	4.9%	\$ -	0.0%
Resolving credit facility	\$ -	0.0%	\$ -	0.0%	\$ -	0.0%	\$ -	0.0%	\$ 418,604	6.4%	\$ -	0.0%
Contract liability	\$ -	0.0%	\$ -	0.0%	\$ -	0.0%	\$ -	0.0%	\$ 5,910	0.1%	\$ -	0.0%
Current portion of long-term debt	\$ 40,800	0.7%	\$ -	0.0%	\$ -	0.0%	\$ 4,734	0.1%	\$ 50,032	0.8%	\$ 36,488	0.3%
Current portion of lease liabilities	\$ 442,505	7.2%	\$ 80,043	2.2%	\$ 78,762	2.8%	\$ 52,099	1.4%	\$ 566,556	8.7%	\$ 247,515	2.1%
Current portion of convertible debenture - debt	\$ -	0.0%	\$ 497,899	13.4%	\$ -	0.0%	\$ -	0.0%	\$ -	0.0%	\$ -	0.0%
	\$ 4,978,395	81.2%	\$ 4,364,047	117.4%	\$ 2,362,261	82.8%	\$ 2,870,358	79.5%	\$ 3,412,720	52.3%	\$ 12,665,302	108.7%
OTHER LIABILITIES												
Long-term debt	\$ 23,600	0.4%	\$ 80,000	2.2%	\$ 80,000	2.8%	\$ 80,000	2.2%	\$ 89,455	1.4%	\$ 121,940	1.0%
Lease liabilities	\$ 1,829,108	29.8%	\$ 10,907	0.3%	\$ 90,950	3.2%	\$ 61,303	1.7%	\$ 380,740	5.8%	\$ 260,385	2.2%
Contingent consideration payable	\$ -	0.0%	\$ -	0.0%	\$ -	0.0%	\$ -	0.0%	\$ 193,245	3.0%	\$ -	0.0%
Convertible debenture - debt	\$ 500,000	8.2%	\$ -	0.0%	\$ 489,168	17.1%	\$ -	0.0%	\$ -	0.0%	\$ -	0.0%
	\$ 2,352,708	38.4%	\$ 90,907	2.4%	\$ 660,118	23.1%	\$ 141,303	3.9%	\$ 663,440	10.2%	\$ 382,325	3.3%
Total Liabilities	\$ 7,331,103	119.6%	\$ 4,454,954	119.9%	\$ 3,022,379	106.0%	\$ 3,011,661	83.4%	\$ 4,076,160	62.4%	\$ 13,047,627	112.0%
SHAREHOLDERS' EQUITY												
Share Capital	\$ 38,894,281	634.5%	\$ 38,894,281	1046.4%	\$ 38,810,281	1360.5%	\$ 38,276,786	1060.4%	\$ 37,361,550	572.4%	\$ 36,195,815	310.7%
Convertible debenture - equity	\$ 18,807	0.3%	\$ 18,807	0.5%	\$ 18,807	0.7%	\$ -	0.0%	\$ -	0.0%	\$ 5,114,969	43.9%
Reserves	\$ 5,888,876	96.1%	\$ 5,880,090	158.2%	\$ 5,900,504	206.8%	\$ 5,744,810	159.1%	\$ 5,671,974	86.9%	\$ -	0.0%
Accumulated other comprehensive income	\$ -	0.0%	\$ -	0.0%	\$ -	0.0%	\$ -	0.0%	\$ -	0.0%	\$ 95,692	0.8%
Deficit	\$ (46,002,776)	-750.4%	\$ (45,530,120)	-1224.9%	\$ (44,899,350)	0.0%	\$ (43,423,446)	-1202.9%	\$ (40,561,983)	-621.4%	\$ (42,804,949)	-367.5%
Total shareholder's equity	\$ (1,200,812)	-19.6%	\$ (736,942)	-19.8%	\$ (169,758)	-6.0%	\$ 598,150	16.6%	\$ 2,471,541	37.9%	\$ (1,398,473)	-12.0%
Total Liabilities and Shareholders Equity	\$ 6,130,291	100.0%	\$ 3,718,012	100.0%	\$ 2,852,621	100.0%	\$ 3,609,811	100.0%	\$ 6,547,701	100.3%	\$ 11,649,154	100.0%
Working Capital	\$ (1,571,436)		\$ (1,242,539)		\$ (277,795)		\$ (121,184)		\$ 419,461		\$ (3,819,547)	
Net Working Capital	\$ 807,641		\$ 1,503,907		\$ 919,227		\$ 1,670,759		\$ 582,757		\$ (5,269,692)	
NWC as % of TTM Sales	34.1%		31.5%		18.4%		28.9%		10.9%		-222.7%	

Consolidated Income Statements

Schedule 1.2

		Mgt Complied - 6 Months		Audited by SHIM & Associates LLP						Crowe MacKay LLP			
Canadian dollars		March 31st 2024	% of Revenues	September 30th 2024	% of Revenues	September 30th 2023	% of Revenues	September 30th 2022	% of Revenues	September 30th 2021	% of Revenues	September 30th 2020	% of Revenues
Product sales	\$	-	0.0%	\$ 158,265	3.3%	\$ 655,224	13.1%	\$ 467,089	8.1%	\$ 1,281,472	23.9%	\$ 59,747	2.5%
Installation services - fixed	\$	-	0.0%	\$ 1,933,051	40.5%	\$ 3,720,048	74.4%	\$ 4,726,756	81.8%	\$ 3,949,941	73.8%	\$ 1,921,394	81.2%
Installation services - cost plus	\$	-	0.0%	\$ 2,685,662	56.2%	\$ 568,769	11.4%	\$ 582,704	10.1%	\$ 123,184	2.3%	\$ 385,611	16.3%
Project management	\$	-	0.0%	\$ -	0.0%	\$ 57,578	1.2%	\$ -	0.0%	\$ -	0.0%	\$ -	0.0%
Total sales	\$	2,366,183	100.0%	\$ 4,776,978	100.0%	\$ 5,001,619	100.0%	\$ 5,776,549	100.0%	\$ 5,354,597	100.0%	\$ 2,366,752	100.0%
Y-o-Y	\$	-		\$ 4,776,978		\$ 5,001,619		\$ 5,776,549		\$ 5,354,597		\$ 2,366,752	
Cost of sales													
Purchases and subcontractor costs	\$	1,651,574	69.8%	\$ 3,476,814	72.8%	\$ 3,966,935	79.3%	\$ 4,841,168	83.8%	\$ 3,914,124	73.1%	\$ 1,632,476	69.0%
Direct wages	\$	247,539	10.5%	\$ 264,233	5.5%	\$ 298,833	6.0%	\$ 468,441	8.1%	\$ 625,282	11.7%	\$ 476,678	20.1%
Vehicle and travel	\$	36,208	1.5%	\$ 64,377	1.3%	\$ 170,479	3.4%	\$ 352,529	6.1%	\$ 360,563	6.7%	\$ 288,514	12.2%
Amortization	\$	79,977	3.4%	\$ 147,002	3.1%	\$ 179,079	3.6%	\$ 172,635	3.0%	\$ 328,118	6.1%	\$ 378,598	16.0%
Freight	\$	-	0.0%	\$ 3,978	0.1%	\$ 4,388	0.1%	\$ 60,162	1.0%	\$ 40,160	0.8%	\$ 1,036	0.0%
Rentals	\$	4,959	0.2%	\$ 3,849	0.1%	\$ 16,928	0.3%	\$ 44,413	0.8%	\$ 68,895	1.3%	\$ 30,758	1.3%
Total cost of sales	\$	2,020,257	85.4%	\$ 3,960,253	82.9%	\$ 4,636,642	92.7%	\$ 5,939,348	102.8%	\$ 5,337,142	99.7%	\$ 2,808,060	118.6%
Total Cost of Sales	\$	2,020,257	85.4%	\$ 3,960,253	82.9%	\$ 4,636,642	92.7%	\$ 5,939,348	102.8%	\$ 5,337,142	99.7%	\$ 2,808,060	118.6%
		85.4%		82.9%		92.7%		102.8%		99.7%		118.6%	
Gross Margin	\$	345,926	14.6%	\$ 816,725	17.1%	\$ 364,977	7.3%	\$ (162,799)	-2.8%	\$ 17,455	0.3%	\$ (441,308)	-18.6%
		14.6%		17.1%		7.3%		-2.8%		0.3%		-18.6%	
Expenses													
Advertising and promotion	\$	5,517	0.2%	\$ 2,985	0.1%	\$ 6,388	0.1%	\$ 4,783	0.1%	\$ 5,458	0.1%	\$ 1,549	0.1%
Amortization	\$	65,210	2.8%	\$ 67,035	1.4%	\$ 63,481	1.3%	\$ 18,943	0.3%	\$ 116,112	2.2%	\$ 73,585	3.1%
Insurance	\$	38,752	1.6%	\$ 88,289	1.8%	\$ 69,767	1.4%	\$ 84,091	1.5%	\$ 185,480	3.5%	\$ 155,704	6.6%
Listing and filing fees	\$	9,065	0.4%	\$ 16,736	0.4%	\$ 43,827	0.9%	\$ 41,417	0.7%	\$ 38,150	0.7%	\$ 55,284	2.3%
Office and supplies	\$	39,470	1.7%	\$ 52,623	1.1%	\$ 93,178	1.9%	\$ 104,693	1.8%	\$ 133,629	2.5%	\$ 210,140	8.9%
Professional fees	\$	92,258	3.9%	\$ 103,613	2.2%	\$ 132,446	2.6%	\$ 275,294	4.8%	\$ 344,931	6.4%	\$ 384,878	16.3%
Rental	\$	8,657	0.4%	\$ 24,356	0.5%	\$ 56,208	1.1%	\$ 96,674	1.7%	\$ 74,469	1.4%	\$ 129,186	5.5%
Repairs and maintenance	\$	5,124	0.2%	\$ 8,980	0.2%	\$ 11,709	0.2%	\$ 10,462	0.2%	\$ 20,200	0.4%	\$ -	0.0%
Share-based payments	\$	8,786	0.4%	\$ 63,586	1.3%	\$ 155,694	3.1%	\$ 37,474	0.6%	\$ 535,175	10.0%	\$ 613,368	25.9%
Account receivable impairment, net	\$	-	0.0%	\$ -	0.0%	\$ -	0.0%	\$ -	0.0%	\$ (32,009)	-0.6%	\$ 111,217	4.7%
Training	\$	1,958	0.1%	\$ 4,617	0.1%	\$ 7,966	0.2%	\$ 4,045	0.1%	\$ 3,842	0.1%	\$ 7,255	0.3%
Travel and trade shows	\$	31,024	1.3%	\$ 66,344	1.4%	\$ 81,098	1.6%	\$ 77,832	1.3%	\$ 16,624	0.3%	\$ 87,225	3.7%
Wages and consulting	\$	442,192	18.7%	\$ 865,896	18.1%	\$ 1,007,922	20.2%	\$ 1,163,810	20.1%	\$ 1,344,805	25.1%	\$ 1,216,259	51.4%
Bad debt / (recovery)	\$	-	0.0%	\$ (42,006)	-0.9%	\$ 56,138	1.1%	\$ 85,899	1.5%	\$ -	0.0%	\$ -	0.0%
Cooperation fees	\$	-	0.0%	\$ -	0.0%	\$ 24,718	0.5%	\$ 375,282	6.5%	\$ -	0.0%	\$ -	0.0%
Investor relation	\$	21,000	0.9%	\$ 42,000	0.9%	\$ 42,000	0.8%	\$ 64,500	1.1%	\$ -	0.0%	\$ -	0.0%
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	\$</												

Lite Access Technologies Inc.

Effective Date of the Valuation: June 30, 2025

Schedule 2.1

Allocation of Adjusted Net Assets

Canadian dollars

	Notes	Net Book Value			Allocation of Adjusted Net Assets		
		as at 03/31/2025	Fair Value	Tangible Asset	Redundant	Financing	Operating
		Audited	Adjustment	Backing	Net Assets	Liabilities	Net Assets
ASSETS							
CURRENT ASSETS							
Cash	1	\$ 1,688,876	\$ -	\$ 1,688,876	\$ -	\$ 50,000	\$ 1,638,876
Accounts receivables	2	\$ 638,945	\$ -	\$ 638,945	\$ -	\$ -	\$ 638,945
Holdbacks receivable		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Liquidation receivable		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Inventory	3	\$ 81,297	\$ -	\$ 81,297	\$ -	\$ -	\$ 81,297
Due from shareholders		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Prepaid expenses and deposits		\$ 65,116	\$ -	\$ 65,116	\$ -	\$ -	\$ 65,116
Contract assets	4	\$ 932,725	\$ -	\$ 932,725	\$ -	\$ -	\$ 932,725
		\$ 3,406,959	\$ -	\$ 3,406,959	\$ -	\$ 50,000	\$ 3,356,959
OTHER ASSETS							
Property and equipment	5	\$ 2,723,332	\$ -	\$ 2,723,332	\$ -	\$ 2,249,600	\$ 473,732
Other		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
		\$ 2,723,332	\$ -	\$ 2,723,332	\$ -	\$ 2,249,600	\$ 473,732
TOTAL ASSETS		\$ 6,130,291	\$ -	\$ 6,130,291	\$ -	\$ 2,299,600	\$ 3,830,691
LIABILITIES							
CURRENT LIABILITIES							
Accounts payables and accrued liabilities		\$ 427,137	\$ -	\$ 427,137	\$ -	\$ -	\$ 427,137
Due to related parties	6	\$ 4,067,953	\$ (4,067,953)	\$ -	\$ -	\$ -	\$ -
Current portion of long-term debt	7	\$ 40,800	\$ (40,800)	\$ -	\$ -	\$ -	\$ -
Current portion of lease liabilities		\$ 442,505	\$ -	\$ 442,505	\$ -	\$ 442,505	\$ -
Current portion of convertible debenture - debt		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
		\$ 4,978,395	\$ (4,108,753)	\$ 869,642	\$ -	\$ 442,505	\$ 427,137
LONG-TERM LIABILITIES							
Long-term debt	8	\$ 23,600	\$ -	\$ 23,600	\$ -	\$ 23,600	\$ -
Lease liabilities		\$ 1,829,108	\$ -	\$ -	\$ -	\$ 1,829,108	\$ -
Convertible debenture - debt		\$ 500,000	\$ (500,000)	\$ -	\$ -	\$ -	\$ -
		\$ 2,352,708	\$ (500,000)	\$ 23,600	\$ -	\$ 1,852,708	\$ -
TOTAL LIABILITIES		\$ 7,331,103	\$ (4,608,753)	\$ 893,242	\$ -	\$ 2,295,213	\$ 427,137
NET ASSETS		\$ (1,200,812)	\$ 4,608,753	\$ 5,237,049	\$ -	\$ 4,387	\$ 3,403,554
Working Capital		\$ (1,571,436)		\$ 2,537,317			\$ 2,929,822
as a % of TTM Sales		-32.9%		53.1%			61.3%
Net Working Capital		\$ 848,441		\$ 848,441			\$ 1,290,946
as a % of TTM Sales		17.8%		17.8%			27.0%
Redundant assets / liabilities					\$ -		
Net financing benefits / (obligations)						\$ 4,387	
Operating net assets							\$ 3,403,554
Expected Operating Losses from April 1, 2025 to June 30, 2025							\$ (240,000)
Net assets							\$ 3,167,941

Notes Explanations

- A portion is allocated to the lease liabilities
- No evidence A/R will not be collected
- Management advised that BV=FV of the inventory assets
- Management has advised that 100% of contracts assets will be received within 12 months
- Reflects right-of-use assets as reported by management
- Management has advised that 100% of amounts due to related parties will be forgiven/converted to equity
- Management has advised that 100% of long-term debt will be forgiven/converted to equity
- Management has advised that this CEBA loan will be paid back at some point in the future

Lite Access Technologies Inc.

Effective Date of the Valuation: June 30, 2025

Market Method - Public Guideline and Transactions Analysis

PrivCo, CB Information Services, Inc., Y-Charts, S&P Capital IQ, Crunchbase, Owler, Tracxn and Comparables.AI

Canadian dollars

Fintech Firms / Neobanks / Embedded Finance	Revenues	Start-Up		Reported/Stated EV or Sales Price	Limited Negative EBITDA	Posted Terms and Related Company/Transaction Notes	EV/Price to Trailing/Forecasted Revenues
		EBITDA	Revenues				
Sunrise Communications Group	\$ 11,400,000,000	\$ 4,800,000,000	\$ 7,400,000,000	No	Stock	Liberty Global (NASDAQ: LBTYA, LBTYB and LBTYK), one of the world's leading converged video, broadband and communications companies, with operations in 6 European countries under the consumer brands Virgin Media, Telenet and UPC acquired the firm in 2021 for .6x TTM revenues	0.6 x
Sunrise Communications AG is a telecommunications company. The company provides high-quality mobile, landline, broadband, and TV services to residential customers. The company also offers business customers 360-degree communications solutions and integrated ICT solutions for connectivity, security, and IoT from a single source to take companies forward in their quest for digitalization.							
Sunrise Communications AG (commonly known as Sunrise), is a Swiss telecommunications provider based in Zurich. The company has 2.99 million customers, making it the second-largest telecommunications company in Switzerland after Swisscom. It provides mobile, TV, and landline phone and internet services.							
OFS Fitel Denmark ApS	\$ 200,000,000	n/a	\$ 185,000,000	No	Stock	In 2024, the firms raised a total of £5.0m, which is all the reported capital it has raised.	0.9 x
Headquartered in Norcross, GA, OFS is a premier provider of optical fiber solutions with global presence. The company operates facilities in Avon, Connecticut; Carrollton, Georgia; Somerset, New Jersey; and Sturbridge, Massachusetts; as well as in Denmark, Germany, Morocco and Russia. OFS also has sales offices and representatives around the world.							
Infinera Corp.	\$ 1,610,000,000	\$ 91,800,000	\$ 2,300,000,000	No	Stock	The firm has raised more than US\$625m and has a series of almost 10 institutional class investors	1.4 x
Infinera Corp is a global supplier of networking solutions comprised of networking equipment, software and services. Its portfolio of solutions includes optical transport platforms, converged packet-optical transport platforms, compact modular platforms, optical line systems, coherent optical subsystems, a suite of automation software offerings, and support and professional services. The company's customers include operators of fixed line and mobile networks, including telecommunications service providers, internet content providers, cable providers, wholesale carriers, research and education institutions, large enterprises, utilities and government entities.							
Cloud based enterprise network automation solutions. It offers optical transmission equipment, using photonic integration to create digital optical networks. It provides its products to operators of optical networks, including telecom carriers, cable operators, and internet, content service providers. It also offers network automation solutions with featured applications such as transcend software suite, transcends maestro orchestrator, transcends controller, and transcend network management system							
Precision Contracting Services	\$ 13,300,000	n/a	\$ 12,500,000	No	Stock		0.9 x

Precision Contracting Services is a Tech Services related company founded in 1990 and based in Florida with 38 employees an estimated revenue of \$7.5m. PCS is a multi-faceted professional services firm providing design, installation, integration, maintenance and asset management services for fiber optic communication infrastructures and low voltage applications. The firm's certified technicians and equipment enables them to deploy efficient, effective fiber optic networks in support of intelligent transportation, CCTV/security systems, CATV distribution and Fiber-to-the-home networks. Precision Contracting Services provides turnkey solutions for CCTV, data, imaging and voice requirements. The main focus of their business is in the fiber optic communication for these systems, which is performed in-house without subcontractors. PCS provides communication systems ranging for analog and digital (IP, Ethernet, ATM, DS3, SONET, T1...) transmission formats.

Great Lakes Comnet	\$	5,000,000	n/a	\$	3,500,000	Stock	0.7 x
Great Lakes Comnet, Inc. is a fiber network operator and provider of network and cloud services.						Everstream is an Ohio-based telecommunication company that provides services such as fiber internet connectivity and network operations management for businesses.	Everstream, a telecom firm providing fiber-optic services to SME and small businesses acquire GLC in 2016
Everstream is a Private company, Everstream's parent company has been AMP Capital Investors Limited since Mar 2018. Everstream's latest funding round was a Debt for \$150M on May 2022.							

Numbers are rounded. Transactional data from 2021 to 2025 largely from the international firms.

Discounted Multiple Range calculated/selected for the Company - using WACC (refer to Schedule 5.1):					Range of Multiples:		Average:	
Revenues					Used the Mean and applied the WACC Discount		Median:	
2023	\$	5,001,619	33.0%	\$	1,650,534	0.93 x		
2024	\$	4,776,978	33.0%	\$	1,576,403	0.93 x		
2025 (annualized using 03/21/2025 results)	\$	4,732,366	34.0%	\$	1,609,004	21.72% x		
					100.0%	\$	4,835,941	0.72 x
					Weighted Forecasted for Expected Yrs 1/2/3 Revenues			
					\$ 4,835,941			
					\$ 3,501,657			
					Enterprise Value, say			
					\$ 3,500,000			
					Add: Net financing liabilities (debt and debt equivalents)			
					\$ -			
					Less: Financing / liabilities / equity injection			
					\$ 4,387			
					Fair Market Value of 100% Equity of the Company, say			
					\$ 3,500,000			

Notes

LTE's management/Board has provided RvEi its 2025 forecasted numbers.

The Company has a detailed model, supported with plans, activities, current expected contracts, partners so that one can reasonably see the 2025 revenue horizon.

This is available from the Company and is reasonable.

It is hence reasonable to rely on such short-term expectations, but also to largely ignore LT future growth (2026+) as a notional purchaser likely would.

The application of the material WACC also is applied to industry multiples to account for short-term risk.

Notes

LTE's management/Board has provided RvE its 2025 forecasted numbers.

The Company has a detailed model, supported with plans, activities, current expected contracts, partners so that one can reasonably see the 2025 revenue horizon.

This is available from the Company and is reasonable.

It is hence reasonable to rely on such short-term expectations, but also to largely ignore LT future growth (2026+) as a notional purchaser likely would.

The application of the material WACC also is applied to industry multiples to account for short-term risk.

Schedule 4.1

Trading Price Averages Prior to or near the Proposed Transaction Announcement

[illegible]

Lite Access Technologies Inc.

Effective Date of the Valuation: June 30, 2025

Schedule 5.1

Weighted Average Cost of Capital

		Low	Mid-Range	High	Note
Cost of equity					
Risk free rate	R_f	3.50%	3.50%	3.50%	1
Equity risk premium	RP_m	6.00%	6.00%	6.00%	2
Industry risk premium	RP_i	1.89%	1.89%	1.89%	3
Size premium	RP_s	4.83%	4.83%	4.83%	4
Company specific risk reduction	RP_u	0.00%	0.00%	0.00%	5
Company specific risk premium	RP_u	5.00%	5.50%	6.00%	5
$k_e = R_f + RP_m + RP_i + RP_s + RP_u$		21.22%	21.72%	22.22%	
After-tax cost of debt					
Pre-tax cost of debt	$k_{d(pt)}$	14.00%	14.00%	14.00%	6
1- Estimated Tax rate	$(1-t)$	73.00%	73.00%	73.00%	7
After-tax cost of debt	$k_d = k_{d(pt)} \times (1 - t)$	10.22%	10.22%	10.22%	
Capitalization Structure					
Percentage of Equity	W_e	100.0%	100.0%	100.0%	8
Percentage of Debt	W_d	0.0%	0.0%	0.0%	8
Discount Rate					
Cost of Equity		21.2%	21.7%	22.2%	
Cost of Debt		0.0%	0.0%	0.0%	
Weighted Average Cost of Capital	$WACC = (k_e \times W_e) + (k_d \times W_d)$	21.22%	21.72%	22.22%	
Realistic long-term growth rate		2.0%			9

Notes

- Kroll (Duff & Phelps) Cost of Capital Navigator - Normalized and Recommended
- Kroll (Duff & Phelps) Cost of Capital Navigator - Recommended
- Kroll (Duff & Phelps) Cost of Capital Navigator - Full Information Beta
RwE relied on beta analysis conducted by NYU Stern
https://pages.stern.nyu.edu/~adamodar/New_Home_Page/datafile/wacc.html
https://csimarket.com/Industry/industry_Financial_Strength_Ratios.php?ind=407
Given the risk associated with this business, RwE added a further 1%.
- Kroll (Duff & Phelps) Cost of Capital Navigator - CRSP Decile 10; Sector: Network/Telecom Services
- Assessed risk given non-earnings and cash flows of the Company as at the Valuation Date

Business Risk	5.0%	6.0%

Examined the following study
Used the VC Early-stage ranges for arrive at a reasonable WACC
https://digitalcommons.pepperdine.edu/cgi/viewcontent.cgi?article=1016&context=gsgbm_pcm_pcmr
Found the Company to be the range of VC Expansion, which was reasonable
- Based on Company's overall debt rates and per S&P Capital IQ
- Tax rates per Mgt and stated corporate tax rates
- Optimal Capital Structure as at the Valuation Date
Based inputs from Mgt and Industry optimal capital structure
Also, reviewed ReadyRatios and considered this in light of RwE review
<https://www.readyratios.com>
- Assumes that company reaches it mature stage at terminal calculation range, otherwise should extend projection period. Assuming that five years is appropriate period, the terminal growth rates typically range between the historical inflation rate 1% - 3% and GDP growth rates of up to 3%.
Terminal growth rate higher than the average GDP indicates Company expects its

growth to outperform that of the economy forever. Reasonable long-term growth rate is 2.0%

The cost of capital data presented below identifies medians, 25th percentiles (1st quartile), and 75th percentiles (3rd quartile) of annualized gross financing costs for each major capital type and its segments. The data reveal that loans have the lowest average cost while capital obtained from angels has the highest average cost of capital. As the size of loan or investment increases, the cost of borrowing or financing from any of the following sources decreases. *Note: in this report, cells with only a “-” indicate categories where there were not enough survey observations for a meaningful result.*

Table 1. Private Capital Market Required Rates of Return

	1 st quartile	Median	3 rd quartile
Bank (\$1M loan)	8.5%	9.0%	9.3%
Bank (\$5M loan)	8.0%	8.0%	8.5%
Bank (\$10M loan)	6.1%	7.5%	7.8%
Bank (\$25M loan)	7.1%	7.3%	7.4%
Bank (\$50M loan)	6.0%	6.8%	7.9%
ABL (\$1M loan)	14.0%	15.0%	17.0%
ABL (\$5M loan)	10.5%	12.0%	13.3%
ABL (\$10M loan)	8.5%	9.0%	12.3%
ABL (\$25M loan)	7.0%	8.3%	9.5%
ABL (\$50M loan)	5.4%	7.0%	8.0%
Mezz (\$5M loan)	15.0%	15.5%	16.0%
Mezz (\$10M loan)	14.0%	15.0%	15.5%
Mezz (\$25M loan)	13.5%	14.0%	15.0%
Mezz (\$50M loan)	12.5%	13.0%	14.5%
PEG (\$1M EBITDA)	22.0%	25.0%	30.0%
PEG (\$5M EBITDA)	20.5%	21.0%	23.0%
PEG (\$10M EBITDA)	20.0%	20.5%	21.5%
PEG (\$25M EBITDA)	19.5%	20.0%	20.5%
PEG (\$50M EBITDA)	19.0%	19.5%	20.0%
VC (Pre-Seed)	34.8%	51.5%	68.3%
VC (Seed)	19.3%	25.5%	43.0%
VC (Early Stage)	21.8%	25.5%	29.3%
VC (Expansion)	21.8%	23.0%	25.5%
VC (Later Stage)	-	-	-
Angel (Seed)	25.0%	33.0%	53.0%
Angel (Startup)	23.0%	30.0%	48.0%
Angel (Early Stage)	22.0%	28.0%	42.0%
Angel (Expansion)	20.0%	23.0%	33.0%
Angel (Later Stage)	18.0%	20.0%	25.0%

Lite Access Technologies Inc.

Effective Date of the Valuation: June 30, 2025

Weighted Valuation Approach

Schedule 6.1

Low Range

<i>Methods</i>	<i>Estimated Amount</i>	<i>Weighting</i>	<i>Amount</i>
Net Assets (Assets-Liabilities)	\$ 3,170,000	50%	\$ 1,585,000
Market (Comparable Transactions)	\$ 3,500,000	25%	\$ 875,000
Market (Trading Price)	\$ 6,830,000	25%	\$ 1,707,500
Amount, say			\$ 4,200,000
100%			

High Range

<i>Methods</i>	<i>Estimated Amount</i>	<i>Weighting</i>	<i>Amount</i>
Net Assets (Assets-Liabilities)	\$ 3,170,000	25%	\$ 792,500
Market (Comparable Transactions)	\$ 3,500,000	25%	\$ 875,000
Market (Trading Price)	\$ 8,300,000	50%	\$ 4,150,000
Amount, say			\$ 5,800,000
100%			

	Low	High
Determined Ranges	\$ 4,200,000	\$ 5,800,000
Adjustment Percentage	0%	0%
Adjustment	\$ -	\$ -
Fair Market Value range, say	\$ 4,200,000	\$ 5,800,000
Fair Market Value, say	\$	\$ 5,000,000

The weighting on the low-end reflects RWE's assessment that the Company does not have a material amount of goodwill. It has created an array of clients/customers (customer relationships), but such relationships have not been profitable for LTE. Hence, the Net Assets Method recognizes that the Company's FMV could be just the net tangible assets less the liabilities. The Market Method examined somewhat comparable firms and found that multiples supported a small amount of goodwill to reflect the customer base developed. The 2nd Market Method - Implied Valuation based on LTE's Trading Price sets out a FMV in a low-end range as well as a high-end range. This is what the "market" has set the implied value at. However, a review of the market does suggest that the liquidity of LTE's common shares are limited, meaning that one must be careful when weighting this method too much. RWE's assessment is that a notional purchaser would consider the Net Assets and Comparable transactions just as heavily as the Market Trading Price Method. Hence, that is what we did on the High Range. RWE believes we have reached a reasonable conclusion as to the FMV of the equity of LTE by using all three of these valuation analysis methods.

1097195 B.C. Ltd. (DBA: Ironman Directional Drilling Ltd.)

Consolidated Balance Sheets

Schedule 7.1

as at November 30th 2022-2024 and February 28, 2025

	Management Compiled		Audited DMCL LLP				Compiled by Management	
	February 28th 2025	% of Total Assets	November 30th 2024	% of Total Assets	November 30th 2023	% of Total Assets	November 30th 2022	% of Total Assets
Canadian dollars								
ASSETS								
CURRENT ASSETS								
Cash	\$ 3,768,715	25.6%	\$ 160,924	0.9%	\$ 711	0.0%	\$ -	0.0%
Accounts receivables	\$ 4,983,892	33.9%	\$ 11,489,174	66.7%	\$ 5,172,793	56.2%	\$ 5,400,297	61.2%
Inventories	\$ 301,953	2.1%	\$ 270,132	1.6%	\$ 262,180	2.8%	\$ 247,884	2.8%
Advances to related parties	\$ 200,779	1.4%	\$ 191,957	1.1%	\$ 162,873	0.0%	\$ -	0.0%
Advances to shareholders	\$ -	0.0%	\$ 8,822	0.1%	\$ -	0.0%	\$ -	0.0%
Prepaid expenses and deposits	\$ 73,839	0.5%	\$ 17,208	0.1%	\$ -	0.0%	\$ -	0.0%
	\$ 9,329,178	63.5%	\$ 12,138,217	70.4%	\$ 5,598,557	60.8%	\$ 5,648,181	64.0%
OTHER ASSETS								
Long-term investments	\$ 339,799	2.3%	\$ 334,213	1.9%	\$ 555,664	6.0%	\$ 374,599	4.2%
Advanced to shareholders	\$ -	0.0%	\$ -	0.0%	\$ -	0.0%	\$ 87,323	1.0%
Advances to related parties	\$ -	0.0%	\$ -	0.0%	\$ -	0.0%	\$ 15,128	0.2%
Property and equipment	\$ 5,029,445	34.2%	\$ 4,591,681	26.6%	\$ 2,939,600	31.9%	\$ 2,344,591	26.6%
Right-of-use assets	\$ -	0.0%	\$ 166,452	1.0%	\$ 118,396	1.3%	\$ 356,828	4.0%
	\$ 5,369,244	36.5%	\$ 5,092,347	29.6%	\$ 3,613,660	39.2%	\$ 3,178,469	36.0%
Total Assets	\$ 14,698,422	100.0%	\$ 17,230,564	100.0%	\$ 9,212,217	100.0%	\$ 8,826,650	100.0%
LIABILITIES								
CURRENT LIABILITIES								
Bank indebtedness	\$ 604,467	4.1%	\$ 907,708	5.3%	\$ 99,259	1.1%	\$ 724,923	8.2%
Accounts payables and accrues liabilities	\$ 1,119,549	7.6%	\$ 1,650,361	9.6%	\$ 1,608,418	17.5%	\$ 1,289,441	14.6%
Income taxes payable	\$ 1,448,685	9.9%	\$ 1,548,690	9.0%	\$ 27,211	0.3%	\$ 290,916	3.3%
Current portion of long-term debt	\$ 547,654	3.7%	\$ 609,076	3.5%	\$ 101,917	3165.0%	\$ 130,495	1.5%
Advances from related parties	\$ 1,489,709		\$ 1,482,181	8.6%	\$ 1,698,277	18.4%	\$ -	0.0%
Advances from shareholders	\$ -		\$ 28	0.0%	\$ 1,898	0.0%	\$ -	0.0%
Redeemable preferred shares	\$ 16,938,372		\$ 16,938,372	98.3%	\$ 238,284	2.6%	\$ -	0.0%
Current portion of lease liabilities	\$ 56,230	0.4%	\$ 67,665	0.4%	\$ 208,108	2.3%	\$ 276,208	3.1%
	\$ 22,204,666	151.1%	\$ 23,204,081	134.7%	\$ 3,983,372	43.2%	\$ 2,711,983	30.7%
OTHER LIABILITIES								
Long-term debt	\$ 899,106	6.1%	\$ 949,993	5.5%	\$ 351,390	3.8%	\$ 67,010	0.8%
Lease liabilities	\$ 100,936	0.7%	\$ 112,356	0.7%	\$ 24,252	0.3%	\$ 232,360	2.6%
Advances from related parties	\$ -	0.0%	\$ -	0.0%	\$ -	0.0%	\$ 1,697,988	19.2%
Advances from shareholders	\$ -	0.0%	\$ -	0.0%	\$ -	0.0%	\$ -	0.0%
Deferred income taxes	\$ 528,000	3.6%	\$ 678,000	3.9%	\$ 540,000	5.9%	\$ 304,015	3.4%
Advances from shareholders	\$ -	0.0%	\$ -	0.0%	\$ -	0.0%	\$ -	0.0%
Redeemable preferred shares	\$ -	0.0%	\$ -	0.0%	\$ -	0.0%	\$ 238,284	2.7%
	\$ 1,528,042	10.4%	\$ 1,740,349	10.1%	\$ 915,642	9.9%	\$ 2,539,657	28.8%
Total Liabilities	\$ 23,732,708	161.5%	\$ 24,944,430	144.8%	\$ 4,899,014	53.2%	\$ 5,251,640	59.5%
SHAREHOLDERS' EQUITY								
Share Capital	\$ 2	0.0%	\$ 2	0.0%	\$ 2	0.0%	\$ 2	0.0%
Distribution reserve	\$ (10,632,000)	-72.3%	\$ (10,632,000)	-61.7%	\$ -	0.0%	\$ -	0.0%
Issuance of preferred shares	\$ -	0.0%	\$ -	0.0%	\$ -	0.0%	\$ -	0.0%
Retained earnings	\$ 1,597,712	10.9%	\$ 2,918,132	16.9%	\$ 4,313,201	46.8%	\$ 3,575,008	40.5%
Total shareholder's equity	\$ (9,034,286)	-61.5%	\$ (7,713,866)	-44.8%	\$ 4,313,203	46.8%	\$ 3,575,010	40.5%
Total Liabilities and Shareholders Equity	\$ 14,698,422	100.0%	\$ 17,230,564	100.0%	\$ 9,212,217	100.0%	\$ 8,826,650	100.0%
Working Capital	\$ (12,875,488)		\$ (11,065,864)		\$ 1,615,185		\$ 2,936,198	
Net Working Capital	\$ 2,735,220		\$ 8,509,770		\$ 1,815,650		\$ 3,791,616	
NWC as % of TTM Sales - Company			43.4%		14.6%		33.8%	
						Weighted		
NWC as % of TTM Sales - Company 3 year average						30.6%	25.0%	
NWC as % of TTM Sales - Industry						18.6%	75.0%	
						21.6%		

1097195 B.C. Ltd. (DBA: Ironman Directional Drilling Ltd.)

Consolidated Income Statements

Schedule 7.2

for the Years ending November 30th 2022 - 2024 and period ending February 28, 2025

Canadian dollars	Management Compiled		Audited DMCL LLP				Compiled by Management	
	February 28th 2025 (3 month period)	% of Revenues	November 30th 2024	% of Revenues	February 28th 2023	% of Revenues	February 28th 2022	% of Revenues
Total sales	\$ 989,834	100.0%	\$ 19,594,396	100.0%	\$ 12,454,343	100.0%	\$ 11,217,117	100.0%
Y-o-Y	10.0%		57.3%		11.0%			
Cost of sales								
Total cost of sales	\$ 1,268,636	128.2%	\$ 10,614,073	54.2%	\$ 8,975,444	72.1%	\$ 8,686,133	77.4%
Total Cost of Sales	\$ 1,268,636	128.2%	\$ 10,614,073	54.2%	\$ 8,975,444	72.1%	\$ 8,686,133	77.4%
	128.2%		54.2%		72.1%		77.4%	
Gross Margin	\$ (278,802)	-28.2%	\$ 8,980,323	45.8%	\$ 3,478,899	27.9%	\$ 2,530,984	22.6%
	-28.2%		45.8%		27.9%		22.6%	
Expenses								
Advertising and promotion	\$ 7,555	0.8%	\$ 66,199	0.3%	\$ 35,259	0.3%	\$ 45,026	0.4%
Bad debt / (recovery)	\$ -	0.0%	\$ 173,835	0.9%	\$ 222,231	1.8%	\$ 90,192	0.8%
Bank charges and interest	\$ 8,988	0.9%	\$ 107,603	0.5%	\$ 71,735	0.6%	\$ 13,813	0.1%
Amortization	\$ 4,621	0.5%	\$ 22,780	0.1%	\$ 15,608	0.1%	\$ 3,533	0.0%
Equipment rental	\$ 165,579	16.7%	\$ 12,862	0.1%	\$ (219)	0.0%	\$ -	0.0%
Office and supplies	\$ 11,765	1.2%	\$ 23,013	0.1%	\$ 17,465	0.1%	\$ 17,644	0.2%
Permits and insurance	\$ 12,454	1.3%	\$ 299,835	1.5%	\$ 220,978	1.8%	\$ 193,028	1.7%
Professional fees	\$ 88,424	8.9%	\$ 306,543	1.6%	\$ 150,369	1.2%	\$ 41,856	0.4%
Repairs and maintenance	\$ 197,556	20.0%	\$ 1,150,286	5.9%	\$ 1,079,745	8.7%	\$ 744,148	6.6%
Shop rent	\$ 6,000	0.6%	\$ 30,000	0.2%	\$ 30,000	0.2%	\$ 30,000	0.3%
Training	\$ -	0.0%	\$ 7,116	0.0%	\$ 10,182	0.1%	\$ 6,435	0.1%
Utilities and telephone	\$ 29,048	2.9%	\$ 101,548	0.5%	\$ 95,948	0.8%	\$ 77,496	0.7%
Wages and benefits	\$ 801,967	81.0%	\$ 570,131	2.9%	\$ 660,836	5.3%	\$ 356,258	3.2%
	\$ 1,333,957	134.8%	\$ 2,871,751	14.7%	\$ 2,610,137	21.0%	\$ 1,619,429	14.4%
	134.8%		14.7%		21.0%		14.4%	
Income (loss) before income taxes	\$ (1,612,759)	-162.9%	\$ 6,108,572	31.2%	\$ 868,762	7.0%	\$ 911,555	8.1%
	-162.9%		31.2%		7.0%		8.1%	
Interest on LT debt	\$ -	0.0%	\$ (97,258)	-0.5%	\$ (26,106)	-0.2%	\$ (16,184)	-0.1%
Interest on lease liabilities	\$ (8,598)	-0.9%	\$ (20,824)	-0.1%	\$ (50,230)	-0.4%	\$ (123,101)	-1.1%
Realized gain / loss on foreign exchange	\$ 137,850	13.9%	\$ 115,415	0.6%	\$ -	0.0%	\$ -	0.0%
Provision for income taxes	\$ -	0.0%	\$ -	0.0%	\$ -	0.0%	\$ -	0.0%
Gain / (loss) on disposal of assets	\$ -	0.0%	\$ 289,413	1.5%	\$ 187,893	1.5%	\$ 81,765	0.7%
Interest income	\$ 7,500	0.8%	\$ 30,890	0.2%	\$ 30,001	0.2%	\$ 149	0.0%
Interest expense	\$ -	0.0%	\$ -	0.0%	\$ -	0.0%	\$ -	0.0%
Lite Access participation fees	\$ -	0.0%	\$ -	0.0%	\$ -	0.0%	\$ 400,000	3.6%
Increase (decrease) in FV of investments	\$ 5,586	0.6%	\$ (32,664)	-0.2%	\$ 181,065	1.5%	\$ (101,945)	-0.9%
Net income (loss) for the year	\$ (1,470,421)	-148.6%	\$ 6,393,544	32.6%	\$ 1,191,385	9.6%	\$ 1,152,239	10.3%
Income tax expense / (recovery)	\$ (150,000)	-15.2%	\$ 1,550,305	7.9%	\$ 27,207	0.2%	\$ 292,187	2.6%
Deferred income tax expense	\$ -	0.0%	\$ 138,000	0.7%	\$ 235,985	1.9%	\$ (62,799)	-0.6%
Net comprehensive income (loss)	\$ (1,320,421)	-133.4%	\$ 4,705,239	24.0%	\$ 928,193	7.5%	\$ 922,851	8.2%
Reported EBITDA	\$ (1,599,150)	-161.6%	\$ 6,238,955	31.8%	\$ 956,105	7.7%	\$ 928,901	8.3%

1097195 B.C. Ltd. (DBA: Ironman Directional Drilling Ltd.)
Effective Date of the Valuation: June 30, 2025
Schedule 8.1
Allocation of Adjusted Net Assets
Canadian dollars

Net Book Value				Allocation of Adjusted Net Assets		
as at 02/28/2025		Fair Value	Tangible Asset	Redundant	Financing	Operating
Notes	Audited	Adjustment	Backing	Net Assets	Liabilities	Net Assets
ASSETS						
CURRENT ASSETS						
Cash	\$ 3,768,715	\$ -	\$ 3,768,715	\$ -	\$ 2,209,000	\$ 1,559,715
Accounts receivables	\$ 4,983,892	\$ -	\$ 4,983,892	\$ -	\$ -	\$ 4,983,892
Inventories	1 \$ 301,953	\$ -	\$ 301,953	\$ -	\$ -	\$ 301,953
Advances to related parties	2 \$ 200,779	\$ (200,779)	\$ -	\$ -	\$ -	\$ -
Advances to shareholders	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Prepaid expenses and deposits	\$ 73,839	\$ -	\$ 73,839	\$ -	\$ -	\$ 73,839
	\$ 9,329,178	\$ (200,779)	\$ 9,128,399	\$ -	\$ 2,209,000	\$ 6,919,399
OTHER ASSETS						
Long-term investments	3 \$ 339,799	\$ (67,960)	\$ 271,839	\$ -	\$ -	\$ 271,839
Property and equipment	4 \$ 5,029,445	\$ (91,113)	\$ 4,938,332	\$ -	\$ -	\$ 4,938,332
Right-of-use assets	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
	\$ 5,369,244	\$ (159,073)	\$ 5,210,171	\$ -	\$ -	\$ 5,210,171
TOTAL ASSETS	\$ 14,698,422	\$ (359,852)	\$ 14,338,570	\$ -	\$ 2,209,000	\$ 12,129,570
LIABILITIES						
CURRENT LIABILITIES						
Bank indebtedness	5 \$ 604,467	\$ -	\$ 604,467	\$ -	\$ 604,467	\$ -
Accounts payables and accrues liabilities	\$ 1,119,549	\$ -	\$ 1,119,549	\$ -	\$ -	\$ 1,119,549
Income taxes payable	\$ 1,448,685	\$ -	\$ 1,448,685	\$ -	\$ -	\$ 1,448,685
Current portion of long-term debt	5 \$ 547,654	\$ -	\$ 547,654	\$ -	\$ 547,654	\$ -
Advances from related parties	2 \$ 1,489,709	\$ (1,489,709)	\$ -	\$ -	\$ -	\$ -
Advances from shareholders	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Redeemable preferred shares	6 \$ 16,938,372	\$ (16,938,372)	\$ -	\$ -	\$ -	\$ -
Current portion of lease liabilities	\$ 56,230	\$ -	\$ 56,230	\$ -	\$ 56,230	\$ -
	\$ 22,204,666	\$ (18,428,081)	\$ 3,776,585	\$ -	\$ 1,208,351	\$ 2,568,234
LONG-TERM LIABILITIES						
Long-term debt	5 \$ 899,106	\$ -	\$ 899,106	\$ -	\$ 899,106	\$ -
Lease liabilities	\$ 100,936	\$ -	\$ 100,936	\$ -	\$ 100,936	\$ -
Deferred income taxes	\$ 528,000	\$ -	\$ 528,000	\$ -	\$ -	\$ 528,000
	\$ 1,528,042	\$ -	\$ 1,528,042	\$ -	\$ 1,000,042	\$ 528,000
TOTAL LIABILITIES	\$ 23,732,708	\$ (18,428,081)	\$ 5,304,627	\$ -	\$ 2,208,393	\$ 3,096,234
NET ASSETS	\$ (9,034,286)	\$ 18,068,229	\$ 9,033,943	\$ -	\$ 607	\$ 9,033,336
Working Capital	\$ (12,875,488)		\$ 5,351,814			\$ 4,351,165
as a % of TTM Sales	-103.4%		43.0%			34.9%
Net Working Capital	\$ 2,735,220		\$ 2,130,753			\$ 2,791,450
as a % of TTM Sales	22.0%		17.1%			22.4%
Redundant assets / liabilities				\$ -		
Net financing benefits / (obligations)					\$ 607	
Operating net assets						\$ 9,033,336
Expected Operating Cash Flow from March 1, 2025 to June 30, 2025, say						\$ 1,200,000
Net Assets						\$ 10,233,943

Notes Explanations

- No evidence of any write down or impairment
- Management has advised that 100% of amounts due from/to related parties will be forgiven/converted to equity
- Adjusted the FV of these investments down by 20% to account for LTE Risk per mgt discussion
- Removed the any implied value to leasehold improvements
- Management has advised that 100% of amounts due will be paid back
- Converted to Common Shares in calculating the Net Assets of the Company per Management

1097195 B.C. Ltd. (DBA: Ironman Directional Drilling Ltd.)

Effective Date of the Valuation: June 30, 2025

Capital Tax Shield Calculation

Schedule 9.1

Canadian Dollars

Asset Class		Net Book Value Allocated (rounded)	Rate	Tax Shield Calculation	
10.1	Automotive equipment	\$ 1,816,150	30%	\$	334,337
13	Leasehold improvements	\$ 91,685	25%	\$	15,869
43	Equipment	\$ 2,923,552	30%	\$	538,199
13	Right-of-use assets	\$ 153,561	25%	\$	26,578
45	Computer equipment	\$ 44,497	45%	\$	9,163
		\$ 5,029,445		\$	924,146

Discount rate	14.00%	Assumed typical financing rates for equipment per mgt.
Tax rate	27.00%	Appropriate tax rate

<https://www.canada.ca/en/revenue-agency/services/tax/businesses/topics/sole-proprietorships-partnerships/report-business-income-expenses/claiming-capital-cost-allowance/classes.html>

1097195 B.C. Ltd. (DBA: Ironman Directional Drilling Ltd.)

Effective Date of the Valuation: June 30, 2025

Schedule 10.1

Weighted Average Cost of Capital

		Low	Mid-Range	High	Note
Cost of equity					
Risk free rate	R_f	3.50%	3.50%	3.50%	1
Equity risk premium	RP_m	6.00%	6.00%	6.00%	2
Industry risk premium	RP_i	0.58%	0.58%	0.58%	3
Size premium	RP_s	3.15%	3.15%	3.15%	4
Company specific risk reduction	RP_u	0.00%	0.00%	0.00%	5
Company specific risk premium	RP_u	3.00%	4.00%	5.00%	5
$k_e = R_f + RP_m + RP_i + RP_s + RP_u$		16.23%	17.23%	18.23%	
After-tax cost of debt					
Pre-tax cost of debt	$k_{d(pt)}$	14.00%	14.00%	14.00%	6
1- Estimated Tax rate	$(1-t)$	73.00%	73.00%	73.00%	7
After-tax cost of debt	$k_d = k_{d(pt)} \times (1 - t)$	10.22%	10.22%	10.22%	
Capitalization Structure					
Percentage of Equity	W_e	80.0%	80.0%	80.0%	8
Percentage of Debt	W_d	20.0%	20.0%	20.0%	8
Discount Rate					
Cost of Equity		13.0%	13.8%	14.6%	
Cost of Debt		2.0%	2.0%	2.0%	
Weighted Average Cost of Capital	$WACC = (k_e \times W_e) + (k_d \times W_d)$	15.03%	15.83%	16.63%	
Realistic long-term growth rate					9
					2.0%

Notes

- 1 Kroll (Duff & Phelps) Cost of Capital Navigator - Normalized and Recommended
- 2 Kroll (Duff & Phelps) Cost of Capital Navigator - Recommended
- 3 Kroll (Duff & Phelps) Cost of Capital Navigator - Full Information Beta ($R_{pi} = -0.5\%$)
RwE relied on beta analysis conducted by NYU Stern
https://pages.stern.nyu.edu/~adamodar/New_Home_Page/datafile/wacc.html
https://csimarket.com/Industry/industry_Financial_Strength_Ratios.php?ind=407
- 4 Kroll (Duff & Phelps) Cost of Capital Navigator - CRSP Decile 10; Sector: Electronic Equipment / Services
- 5 Assessed risk given growth and stability of business as at the Valuation Date

Business Risk	3.0%	5.0%

Examined the following study

Used the VC Early-stage ranges for arrive at a reasonable WACC

https://digitalcommons.pepperdine.edu/cgi/viewcontent.cgi?article=1016&context=gsbm_pcm_pcmr

- 6 Based on Company's overall debt rates and per S&P Capital IQ
- 7 Tax rates per Mgt and stated corporate tax rates
- 8 Optimal Capital Structure as at the Valuation Date
Based inputs from Mgt and Industry optimal capital structure
Also, reviewed ReadyRatios and considered this in light of RwE review
<https://www.readyratios.com>
- 9 Assumes that company reaches it mature stage at terminal calculation range, otherwise should extend projection period. Assuming that five years is appropriate period, the terminal growth rates typically range between the historical inflation rate 1% - 3% and GDP growth rates of up to 3%.
Terminal growth rate higher than the average GDP indicates Company expects its growth to outperform that of the economy forever. Reasonable long-term growth rate is 2.0%

The cost of capital data presented below identifies medians, 25th percentiles (1st quartile), and 75th percentiles (3rd quartile) of annualized gross financing costs for each major capital type and its segments. The data reveal that loans have the lowest average cost while capital obtained from angels has the highest average cost of capital. As the size of loan or investment increases, the cost of borrowing or financing from any of the following sources decreases. *Note: in this report, cells with only a “-” indicate categories where there were not enough survey observations for a meaningful result.*

Table 1. Private Capital Market Required Rates of Return

	1 st quartile	Median	3 rd quartile
Bank (\$1M loan)	8.5%	9.0%	9.3%
Bank (\$5M loan)	8.0%	8.0%	8.5%
Bank (\$10M loan)	6.1%	7.5%	7.8%
Bank (\$25M loan)	7.1%	7.3%	7.4%
Bank (\$50M loan)	6.0%	6.8%	7.9%
ABL (\$1M loan)	14.0%	15.0%	17.0%
ABL (\$5M loan)	10.5%	12.0%	13.3%
ABL (\$10M loan)	8.5%	9.0%	12.3%
ABL (\$25M loan)	7.0%	8.3%	9.5%
ABL (\$50M loan)	5.4%	7.0%	8.0%
Mezz (\$5M loan)	15.0%	15.5%	16.0%
Mezz (\$10M loan)	14.0%	15.0%	15.5%
Mezz (\$25M loan)	13.5%	14.0%	15.0%
Mezz (\$50M loan)	12.5%	13.0%	14.5%
PEG (\$1M EBITDA)	22.0%	25.0%	30.0%
PEG (\$5M EBITDA)	20.5%	21.0%	23.0%
PEG (\$10M EBITDA)	20.0%	20.5%	21.5%
PEG (\$25M EBITDA)	19.5%	20.0%	20.5%
PEG (\$50M EBITDA)	19.0%	19.5%	20.0%
VC (Pre-Seed)	34.8%	51.5%	68.3%
VC (Seed)	19.3%	25.5%	43.0%
VC (Early Stage)	21.8%	25.5%	29.3%
VC (Expansion)	21.8%	23.0%	25.5%
VC (Later Stage)	-	-	-
Angel (Seed)	25.0%	33.0%	53.0%
Angel (Startup)	23.0%	30.0%	48.0%
Angel (Early Stage)	22.0%	28.0%	42.0%
Angel (Expansion)	20.0%	23.0%	33.0%
Angel (Later Stage)	18.0%	20.0%	25.0%

1097195 B.C. Ltd. (DBA: Ironman Directional Drilling Ltd.)

Effective Date of the Valuation: June 30, 2025

Schedule 11.1

Historical Income/Earnings and Maintainable Cash Flows

Canadian Dollars

	Historical Operating Results			Mgt Forecast*	Notes
	November 30th 2022	November 30th 2023	November 30th 2024	November 30th 2025	
				* - overall combined input from Ownership / Management	
Revenue	\$ 11,217,117	\$ 12,454,343	\$ 19,594,396	\$ 15,000,000	
Y-o-Y		11.0%	57.3%	-23.4%	
Reported EBITDA	\$ 928,901	\$ 956,105	\$ 6,238,955	\$ 4,000,000	
	8.3%	7.7%	31.8%	26.7%	
Normalization Adjustments					
Deduct: Market Rates for Rent - per mgt	\$ -	\$ -	\$ -	\$ -	
Deduct: Costs for Salaries	\$ -	\$ -	\$ -	\$ -	
Deduct: Normalized Costs	\$ -	\$ -	\$ -	\$ -	
Add Back: Market Rates for Mgt Services - per mgt	\$ -	\$ -	\$ -	\$ -	1
Normalized EBITDA	\$ 928,901	\$ 956,105	\$ 6,238,955	\$ 4,000,000	
	8.3%	7.7%	31.8%	26.7%	18.6%

In 2024 one caustomer generated 42.8% of Company revenues, whether that and EBITDA can be maintained is uncertain
Total non-cancellable performance obligations under contracts with customers is around C\$12.5m expected in FY2025

Average of Following Ranges	Revenues	Normalized EBITDA	Normalized EBITDA Margin
2022-2024 Average	\$ 14,421,952	\$ 2,707,987	15.9%
2022-2025 Average	\$ 14,566,464	\$ 3,030,990	20.8%
2023-2024 Average	\$ 16,024,370	\$ 3,597,530	19.8%
2023-2025 Average	\$ 15,682,913	\$ 3,731,687	23.8%
2024-2025 Average	\$ 17,297,198	\$ 5,119,478	29.3%
	\$ 15,598,579	\$ 3,637,534	21.9%

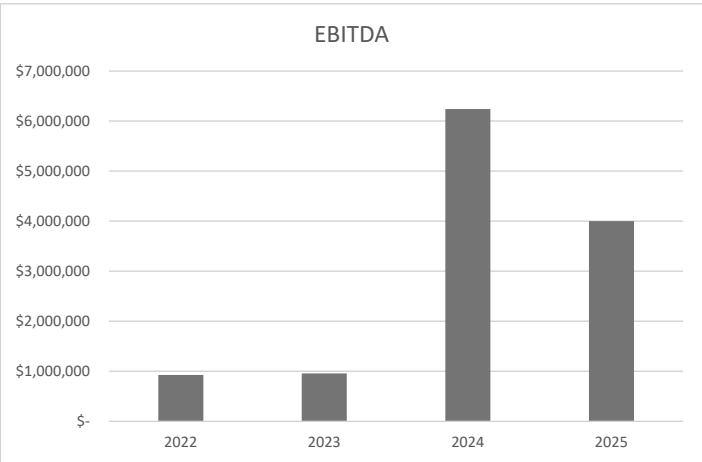
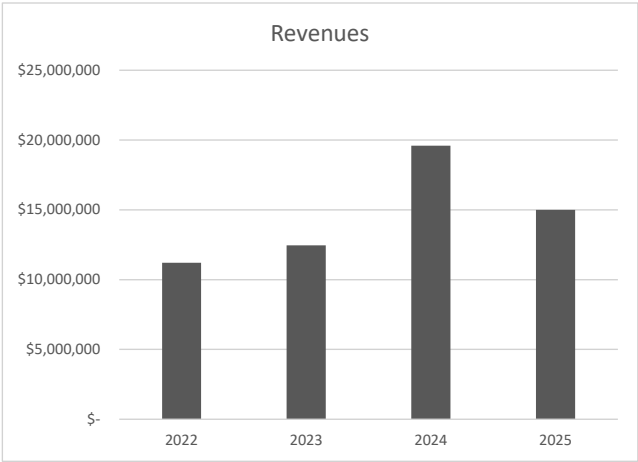
Calculation of Maintainable EBITDA

Revenues	EBITDA		Revenues	EBITDA
\$ 15,682,913	\$ 3,731,687	100.0%	\$ 15,682,913	\$ 3,731,687

Based on Normalized EBITDA

Selected Maintainable Ranges for:	Revenues	EBITDA	EBITDA Margin
	\$ 15,682,913	\$ 3,731,687	23.8%

Rationale: We have selected these Normalized Maintainable Revenues / EBITDA ranges as they are reflective of the business from 2023-2025 results.
A notional seller - seeking the highest price available - would be able to show average revenues of C\$12m-19.5m/year and EBITDA of C\$4m-\$6.2m/year from 2024 - 2025. Conversely a notional buyer clearly would be concerned with the debt of Ironman. The selected Maintainables Used are a reasonable balance.



Freedom Marine Inc.

Effective Date of the Valuation: December 11, 2024

Capitalized Cash Flow Method

Schedule 12.1

Canadian dollars		Calculation												
Maintainable EBITDA		\$ 3,731,687												
Income Tax		\$ (1,007,555)												
		\$ 2,724,131												
Adjustment for working capital provided by (used in) operations		\$ (67,753)												
After-tax cash flows from operations		\$ 2,656,378												
Net Sustaining Capital Reinvestment, net of tax shield		\$ (130,168)												
Discretionary cash flows		\$ 2,526,210												
Cash flows, say		\$ 2,526,000												
Multiples (capitalization)	<table><tr><td></td><td><u>Multiples</u></td><td>6.8 x</td></tr><tr><td>Comparable Transactional Data</td><td>7.3 x</td><td></td></tr><tr><td>Weighted Average Cost of Capital</td><td>6.3 x</td><td></td></tr><tr><td></td><td><u>6.8</u></td><td></td></tr></table>		<u>Multiples</u>	6.8 x	Comparable Transactional Data	7.3 x		Weighted Average Cost of Capital	6.3 x			<u>6.8</u>		
	<u>Multiples</u>	6.8 x												
Comparable Transactional Data	7.3 x													
Weighted Average Cost of Capital	6.3 x													
	<u>6.8</u>													
Going Concern Value		\$ 17,200,000												
Add: Existing Tax Shield		\$ 924,146												
Business Enterprise Value		\$ 18,120,000												
Add: Net redundant assets		\$ -												
Total Enterprise Value		\$ 18,120,000												
Less: Net financing obligations, working capital requirements et al		\$ 607												
Less: Preferred Shares		\$ -												
En bloc fair market value of 100% of the Equity of the Company		\$ 18,100,000												

Notes

Normalized: BC/Canada Combined Tax Rate		27.0%
Increase (decrease) in net working capital (NWC)		\$ 67,753
Maintainable Revenue		\$ 15,682,913
Required Net Working Capital	21.6%	\$ 3,387,641
Long-Term Growth Rate		2.0%
Increase (decrease) in required working capital		<u>\$ 67,753</u>
Sustaining capital expenditures, net of tax shield		
Maintainable Revenue		\$ 15,682,913
Annual reinvestment as a % of revenue per mgt.		1.0%
Estimated sustaining capital reinvestment		\$ 156,829
Less: Future tax shield (27% Tax, 20% CCA and 10% RofR)	17.0%	<u>\$ 26,661</u>
Sustaining capital reinvestment, net of tax shield, rounded		<u>\$ 130,168</u>
Existing Tax Shield		\$ 924,146
Implied Goodwill:		
Business Enterprise Value		\$ 18,120,000
Less: Net Tangible Asset Backing		\$ 10,233,943
Multiple of the Tangible Asset Backing		1.8 x
Implied Intangible Value and/or Goodwill		\$ 7,886,057
Average - Number of Years of Cash Flows reflected to Goodwill		2.1 x

Fair Market Value of the Company

Effective Date of the Valuation: June 30, 2025

Schedule 13.1

Market Method - Transaction Analysis Method

Industrial Systems/Services/Construction M&A

Database review of Crunchbase, Tracxn, ComparablesAI, Capital IQ, Y-Charts, Owler and Privco

Industrial Systems/Services et al			Median	Median
Deal Sizes in the Venture Capital Markets	Transactions/Deals	Tier	EBITDA Multiples	Revenue Multiples
up to \$10m	26	5	5.2 x	0.4 x
\$10m - \$15m	16	4	7.3 x	0.65 x
\$10.1m - \$20m	22	3	12.1 x	0.9 x
\$20.1m - \$40m	29	3	16.4 x	2.1 x
	93			

	2023	2024
Reported EBITDA	\$ 956,105	\$ 6,238,955
Multiplier (based on Median of Tier 4)	7.3 x	7.3 x
	\$ 6,979,567	\$ 45,544,372
Weighting*	65.0%	35.0%
	\$ 4,536,718	\$ 15,940,530
Total of Weighted Amounts		\$ 20,477,248

* - the weighting of 65% to FY2023 is reflective of the fact that one customer accounts for a large percentage of 2024 results, hence whether such results will occur and materialize over the long-term is somehwhae uncertain

Enterprise Value, say	\$ 20,500,000
Add: Existing tax shield	\$ 924,146
Business Enterprise Value, say	\$ 21,424,146
Less: Net Financing Obligations	\$ 607
Less: Preferred Shares	\$ -
Fair Market Value, say	\$ 21,400,000

Fair Market Value of 100% of the Equity of the Company

Effective Date of the Valuation: June 30, 2025

Schedule 14.1

Weighted Valuation Approach

Canadian dollars

	Amount		Weighted	Calculated Amount	
Market Method via Public Guideline & Transactions Analysis	\$	21,400,000	50.0%	\$	10,700,000
Income Method via Capitalized Cash Flows	\$	18,100,000	50.0%	\$	9,050,000
Weighted Average of the Two Methods, say			100.0%	\$	19,800,000

Life Access Technologies Inc. ("LTE") and 1097195 B/C. Ltd - DBA: Ironman Directional Drilling Ltd. ("Ironman") Share Exchange Agreement

Fairness Calculation for the LTE Board

based on Fair Market Value of the LTE and Ironman

LTE and Ironman Combination becomes the "Resulting Issuer"

Schedule 15.1

SUMMARY:	to the LTE shareholders, from a financial point of view
	Concurrent financing \$ -
Target Price of the Concurrent Financing per Resulting Issuer Share	n/a

Fair Market Value of LTE - Pre-Proposed Transaction	Fair Market Value
Effective Date of the Valuation: June 30, 2025	\$ 5,000,000
Pre-Proposed Transaction - LTE Fair Market Value, say	

Fair Market Value of Resulting Issuer Post-Proposed Transaction*

Fair Market Value of LTE, say	Fair Market Value
Fair Market Value of Ironman, say	\$ 5,000,000
Proceeds from Option Exercise - "In-the-Money" - LTE	\$ 19,800,000
Proceeds from Any "In-the-Money" Warrant Exercise - LTE	\$ -
Proceeds from Any RSUs	\$ -
Proceeds from Option Exercise - "In-the-Money" - Ironman	\$ -
Proceeds from Any "In-the-Money" Warrant Exercise - Ironman	\$ -
Proceeds from Financing	\$ -
Costs to Close Financing and the Proposed Transaction	\$ (150,000)
Synergy - for Combined Business / Customer Relationship Leverage / Cost Reductions	\$ -
Fair Market Value of Resulting Issuer - Post-Proposed Transaction, say	\$ 24,650,000
	\$ 24,650,000

* - assumes completion of the Proposed Transaction.

Fair Market Value of Ironman - Pre-Proposed Transaction	Fair Market Value
Effective Date of the Valuation: June 30, 2025	\$ 19,800,000
Pre-Proposed Fair Market Value of Ironman, say	

Calculation of Shares Outstanding in Resulting Issuer Post-Proposed Transaction

	Issued / To be Issued	SHARES
Shares Issued to LTE Shareholders - per LTE Mgt disclosure to RWE	87,292,538	TO BE ISSUED
Shares To Be Issued to Ironman Shareholders	85,392,538	87,292,538
Shares Issued from Any "In-the-Money" Option Exercise - LTE	Nil	85,392,538
Shares Issued from Any "In-the-Money" LTE Warrant Exercise - per LTE Mgt	Nil	0
Shares Issued for the RSUs - "For the LTE / Ironman" - per LTE Mgt	Nil	0
Shares Issued from Any "In-the-Money" Option Exercise - Ironman	Nil	0
Shares Issued from Any "In-the-Money" Warrant Exercise - Ironman	Nil	0
Shares Issued for Financing	Nil	0
Shares Issued for Transaction/Financing Fees	Nil	0
Shares issued from Either of the Parties to Deal Parties	Nil	0
Shares Outstanding in Resulting Issuer - Post-Proposed Transaction	Nil	0
		172,685,076

TOTAL Shareholdings in the Resulting Issuer Post-Proposed Transaction - per LTE Board disclosure to RWE		
Shares Issued to LTE Shareholders - per LTE Mgt disclosure to RWE	87,292,538	50.6%
Shares To Be Issued to Ironman Shareholders	85,392,538	49.4%
Shares Issued from Any "In-the-Money" Option Exercise - LTE	0	0.0%
Shares Issued from Any "In-the-Money" LTE Warrant Exercise - per LTE Mgt	0	0.0%
Shares Issued from Any "In-the-Money" Option Exercise - Ironman	0	0.0%
Shares Issued from Any "In-the-Money" Warrant Exercise - Ironman	0	0.0%
Shares Issued for Financing	0	0.0%
Shares Issued for Transaction/Financing Fees	0	0.0%
Shares issued from Either of the Parties to Deal Parties	0	0.0%
Shares Outstanding in Resulting Issuer - Post-Proposed Transaction	172,685,076	100.0%

Combined Fair Market Value of Resulting Issuer, say: \$ 24,650,000

Less: NPV of Payments due to Ironman Shareholders (average of 8%, 10%, 12% & 15%) \$ 4,422,128

Net Fair Market Value of the Resulting Issuer, say: \$ 20,227,872

Life Access Technologies Inc.

Pre-Proposed Transaction

Fair Market Value of Shares held by LTE Shareholders - Pre-Proposed Transaction, say:	Value Issued
	\$ 5,000,000 (a)

Post-Proposed Transaction

Fair Market Value of Resulting Issuer held by LTE shareholders, say:	Value Received
	\$ 10,200,000 (b)

(b) is equal to or greater than (a) so the Proposed Transaction is Fair to the LTE Shareholders

