Nurcapital Corporation Ltd.

Unaudited Condensed Interim Financial Statements
For the three months ended March 31, 2024 and 2023

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

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

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

Nurcapital Corporation Ltd.

Statements of Financial Position
As at March 31, 2024 and December 31, 2023
(in Canadian Dollars)

	March 31, 2024	December 31, 2023
Assets		
Cash	**$ 80,513**	$ 89,459
	$ 80,513	$ 89,459
Liabilities and Shareholders' Equity		
Liabilities:		
Accounts payable and accrued liabilities *(notes 6)*	**$ 56,900**	$ 60,108
Shareholders' equity:		
Share capital *(note 3)*	**537,310**	537,310
Contributed surplus *(note 3)*	**45,500**	45,500
Deficit	**(559,197)**	(553,459)
	23,613	29,351
	$ 80,513	$ 89,459

Nature of Operations *(note 1)*

The accompanying notes are an integral part of these financial statements

Unaudited Condensed Interim Statements of Loss and Comprehensive Loss
For the three months ended March 31, 2024 and 2023
(in Canadian Dollars)

	2024	2023
Expenses		
Professional, listing and filing fees	**$ 2,913**	$ 15,294
General and administrative	**2,825**	4,964
Total expenses	**(5,738)**	(20,258)
Net loss and comprehensive loss	**$ (5,738)**	$ (20,258)
Basic and diluted loss per share	**$ (0.00)**	$ (0.01)
Weighted average number of shares outstanding - basic and diluted	**3,252,833**	3,252,833

Unaudited Condensed Interim Statements of Changes in Equity
For the three months ended March 31, 2024 and 2023
(in Canadian Dollars)

	Number of shares	Share capital	Contributed surplus	Deficit	Total
	#	$	$	$	$
Balance, December 31, 2022	3,252,833	537,310	45,500	(503,716)	79,094
Net loss and comprehensive loss for the period	-	-	-	(20,258)	(20,258)
Balance, March 31, 2023	3,252,833	537,310	45,500	(523,974)	53,836
Balance, December 31, 2023	3,252,833	$ 537,310	$ 45,500	$ (553,459)	$ 29,351
Net loss and comprehensive loss for the period	-	-	-	(5,738)	(5,738)
Balance, March 31, 2024	3,252,833	$ 537,310	$ 45,500	$ (559,197)	$ 23,613

The accompanying notes are an integral part of these financial statements.

Unaudited Condensed Interim Statements of Cash Flows
For three months ended March 31, 2024 and 2023
(in Canadian Dollars)

	2024	2023
Cash flow from (used in) operating activities:		
Net loss	**$ (5,738)**	$ (20,258)
Net change in non-cash working capital:		
Accounts payable and accrued liabilities	**(3,208)**	(5,844)
Net cash provided (used) in operating activities	**(8,946)**	(26,102)
Net decrease in cash	**(8,946)**	(26,102)
Cash, beginning of period	**89,459**	131,740
Cash, end of period	**$ 80,513**	$ 105,638

The accompanying notes are an integral part of these financial statements

1. Nature of Operations

Nurcapital Corporation Ltd. (“the Corporation” or “Nurcapital”) was incorporated under the *Business Corporations Act of Ontario* on January 8, 2015 and is classified as a Capital Pool Company as defined in Policy 2.4 of the TSX Venture Exchange (the “Exchange”) corporate finance manual. The Corporation has no assets other than cash. The Corporation proposes to identify and evaluate potential acquisitions or businesses, and once identified and evaluated, to negotiate an acquisition or participation with a view to completing a Qualifying Transaction (the “Qualifying Transaction”), as defined in the policies of the Exchange.

On July 31, 2018, the Corporation transferred its listing to NEX and cancelled 525,000 seed shares purchased by non-arm’s length parties for less than $0.2 per seed share.

On January 19, 2023, the Corporation held an Annual General and Special Meeting of Shareholders where disinterested shareholders approved certain resolutions, thereby implementing certain changes needed to transition to Policy 2.4 - Capital Pool Companies, effective as at January 1, 2021.

The Corporation’s continuing operations are dependent upon its ability to evaluate and negotiate an agreement to acquire an interest in a material asset or business. The Corporation will continue to pursue and evaluate businesses and assets with a view to completing a qualifying transaction and will make further announcements with respect to these efforts as soon as practically possible. The Corporation cannot offer any assurances that a qualifying transaction will be completed. Where an acquisition or participation is warranted, additional funding may be required. The ability of the Corporation to fund its potential future operations and commitments is dependent upon its ability to obtain additional financing. Such an acquisition will be subject to regulatory approval and, if required, shareholder approval

The head office and the registered head office of the Corporation is located at 1 Adelaide Street, Suite 801, Toronto, Ontario, M5C 2V9.

On May 29, 2024, the Board of Directors approved the financial statements for issuance.

2. Summary of Significant Accounting Policies

Statement of Compliance
These unaudited condensed interim financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting, as issued by the International Accounting Standards Board. Accordingly, these unaudited condensed interim financial statements do not include all of the information and footnotes required by International Financial Reporting Standards ("IFRS") for complete financial statements for year-end reporting purposes. Results for the period ended March 31, 2024 are not necessarily indicative of future results. The accounting policies applied by the Corporation in these unaudited condensed interim financial statements are the same as those applied by the Corporation in its December 31, 2023 audited financial statements.

2. Summary of Significant Accounting Policies (continued)

Use of Estimates and Judgements
The preparation of these financial statements in conformity with IFRS requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities. Estimates and assumptions in these financial statements relate primarily to the assumptions used in determining the value of warrants and stock options. Actual results could differ from these estimates.

Provisions for taxes are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors. The Company reviews the adequacy of these provisions at the end of the reporting period. However, it is possible that at some future date an additional liability could result from audits by taxing authorities. Where the final outcome of these tax-related matters is different from the amounts that were initially recorded, such differences will affect the tax provisions in the period in which such determination is made.

3. Share Capital

Authorized
Unlimited Common shares

Issued
As at March 31, 2024 there was 3,252,833 (December 31, 2023 - 3,252,833) common shares issued.

On September 27, 2022, the Company closed a non-brokered private placement consisting of 33,333 common shares in the capital of the Company at a price of $0.15 per common share. The Chief Financial Officer of the Company subscribed for the 33,333 common shares, and therefore is a related party transaction.

Escrow Shares
1,050,000 common shares were subject to an Escrow Agreement pursuant to the requirements of the Exchange. Under the terms of the Escrow Agreement, these shares were held in escrow and released as to 10% thereof on the completion of the Corporation's Qualifying Transaction, as defined in the policies of the Exchange, and as to 15% thereof on each of the 6th, 12th, 18th, 24th, 30th and 36th months following the initial release. As disclosed in note 1, on July 30, 2018, the Corporation cancelled 525,000 seed shares purchased by non-arm’s length parties for less than $0.20 per seed share, as approved by Nurcapital’s shareholders at its annual and special meeting held on May 4, 2018. As at March 31, 2024, 513,333 shares remain in escrow (December 31, 2023 - 513,333).

All common shares acquired on exercise of stock options granted to directors and officers prior to the completion of a Qualifying Transaction must also be deposited in escrow until the Final Exchange Bulletin is issued.

3. Share Capital (continued)

All common shares of the Corporation acquired in the secondary market prior to the completion of a Qualifying Transaction by a Control Person, as defined in the policies of the Exchange, are required to be deposited in escrow. Subject to certain permitted exemptions, all securities of the Corporation held by principals of the resulting issuer will also be escrowed.

Stock Options
On February 2, 2016, the Corporation granted incentive stock options to its five officers and directors to acquire a total of 220,850 common shares. The options may be exercised for a period of ten years at a price of $0.20 per share. The agent’s options were valued at $36,200 on the date of issue at using the Black-Scholes option pricing model with the following assumptions: dividend yield 0%, risk-free interest rate of 1 %, expected volatility of 100% and an expected life of ten years.

4. Financial Instruments

Fair Values
At March 31, 2024 and December 31, 2023, the Corporation's financial instruments at amortized cost consist of accounts payable and accrued liabilities. The fair value of accounts payable and accrued liabilities approximates their carrying value due to the relatively short-term maturity of these instruments.

Credit Risk
Credit risk is the risk of loss associated with the counterparty's inability to fulfil its payment obligations. Financial instruments that potentially subject the Corporation to concentrations of credit risk consist of cash.

Interest Rate Risk
The Corporation is not exposed to any significant interest rate risk.

Liquidity Risk
Liquidity risk is the risk that the Corporation will not be able to meet its financial obligations as they fall due. The Corporation currently settles its financial obligations out of cash. The ability to do this relies on the Corporation raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs.

5. Capital Management

The Corporation's capital currently consists of common shares. Its principal source of cash is from the issuance of common shares. The Corporation's capital management objectives are to safeguard its ability to continue as a going concern and to have sufficient capital to be able to identify, evaluate and then acquire an interest in a business or assets. The Corporation does not have any externally imposed capital requirements to which it is subject. The Corporation manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Corporation may attempt to issue new shares.

The proceeds raised from the issuance of share capital may only be used to identify and evaluate assets or businesses for future investment, with the exception that up to $3,000 per month may be used for reasonable general and administrative expenses of the Corporation. These restrictions apply until completion of a QT by the Corporation as defined under the policies of the Policy.

6. Related Party Balances and Transactions

During the Three months ended March 31, 2024, the Corporation was charged $2,825 (March 31, 2023 - $2,825) by a corporation owned by the Chief Financial Officer of the Company, for accounting and financial reporting. As at March 31, 2024, $9,040 (December 31, 2023 - $6,215) was owing to and included in accounts payable and accrued liabilities.

7. Qualifying Transaction

The Company entered into a letter of intent, dated March 31, 2023 (the “LOI”), with Caravel Resources Corp. (“Caravel”), a private company existing under the laws of the Province of Alberta. The LOI outlines the general terms and conditions pursuant to which Nurcapital and Caravel were to effect a business combination and reverse takeover transaction that would have resulted in Nurcapital acquiring all of the issued and outstanding securities of Caravel in exchange for equity in Nurcapital (the “Proposed Transaction”). On May 11, 2023, the LOI was terminated. The Company will continue to search for new business opportunities and transactions.