



Nubeva Technologies Ltd.

Condensed Interim Consolidated Financial Statements

For the Nine Months Ended January 31, 2025 and 2024

UNAUDITED

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, Subsection 4.3(3)(a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor. The accompanying unaudited 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 Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

Nubeva Technologies Ltd.

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

As of January 31, 2025 and April 30, 2024

(Expressed in United States dollars)

	Notes	January 31, 2025	April 30, 2024
Assets			
Current assets:			
Cash and cash equivalents	4	\$ 3,184,879	\$ 3,639,766
Accounts receivable	5	15,137	211,836
Tax credit receivable	6	260,710	507,812
Prepaid expenses and deposits	7	12,630	82,231
Total current assets		3,473,356	4,441,645
Equipment	8	9,233	5,966
Total Assets		\$ 3,482,589	\$ 4,447,611
Liabilities			
Current liabilities:			
Accounts payable and accrued liabilities	9,12	\$ 153,199	\$ 142,896
Income tax payable	10	2,010	203,303
Current portion of term loans payable	13	2,508	6,211
Deferred revenue	11	5,700	243,032
Total current liabilities		163,417	595,442
Term loans payable	13	11,711	29,586
Total Liabilities		175,128	625,028
Shareholders' Equity			
Common share capital	14	19,311,030	19,286,071
Reserves	14	2,346,957	2,485,555
Deficit		(18,170,170)	(17,785,035)
Accumulated other comprehensive loss		(180,356)	(164,008)
Total Equity		3,307,461	3,822,583
Total Liabilities and Shareholders' Equity		\$ 3,482,589	\$ 4,447,611

Subsequent Event – Note 19

Approved by the directors:

“Randy Chou”

“Francis Chan”

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

Nubeva Technologies Ltd.

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME AND LOSS

(Expressed in United States dollars)

	Notes	Three Months Ended January 31,		Nine Months Ended January 31,	
		2025	2024	2025	2024
Revenue	16	\$ 62,573	\$ 148,301	\$ 474,192	\$ 1,621,288
Operating expenses:					
General and administrative	12,15	210,576	254,573	670,553	659,114
Research and development	12,15	122,656	317,310	454,504	1,056,807
Sales and marketing	15	1,769	204,724	13,057	642,852
Share-based compensation (recovery)	12,14	14,354	(256,707)	35,841	199,005
Total expenses		349,355	519,900	1,173,955	2,557,778
Other Items					
Bad debt expense		-	-	-	(3,397)
Interest and other income	4,17	34,573	41,766	122,331	133,642
Accretion, interest, and penalties expense	13	(558)	(3,928)	(22,702)	(7,368)
Foreign exchange loss		(1,461)	(284)	(4,366)	(3,370)
Government assistance	13,15	38,179	52,441	93,239	229,172
Gain (loss) on investment		11	(78)	649	313
Net loss before income tax		(216,038)	(281,682)	(510,612)	(587,498)
Income tax (expense) recovery		7,264	-	(36,386)	-
Net loss for the period		(208,774)	(281,682)	(546,998)	(587,498)
Other comprehensive income (loss), item that may be recycled through profit and loss					
Foreign currency translation adjustment		(23,374)	124,936	(16,348)	69,185
Total comprehensive loss for the period		\$ (232,148)	\$ (156,746)	\$ (563,346)	\$ (518,313)
Loss per share - basic and diluted		\$ (0.00)	\$ (0.00)	\$ (0.01)	\$ (0.01)
Weighted average number of common shares outstanding		70,173,783	68,709,596	70,135,045	68,574,149

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

Nubeva Technologies Ltd.

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

For the Nine Months Ended January 31, 2025, and 2024

(Expressed in United States dollars)

		Share capital			Reserves				Accumulated	
	Note	Common Shares	Amount	Obligation to Issue Shares	Share Based Payment Reserve	Restricted Share Units (RSUs)	Warrants Reserve	Deficit	Other Comprehensive Loss	Total
Balance as at April 30, 2023		68,146,425	\$ 19,052,849	\$ -	\$ 2,171,410	\$ -	\$ 966,042	\$ (18,419,174)	\$ (120,599)	\$ 3,650,528
Share-based compensation	14	-	-	-	199,005	-	-	-	-	199,005
Options exercised	14	608,710	78,458	-	(20,845)	-	-	-	-	57,613
Forfeited/cancelled options	14	-	-	-	(636,409)	-	-	636,409	-	-
Shares issued on vested RSUs		19,377	7,483	-	-	(7,483)	-	-	-	-
Cash received in advance of shares issued		-	-	37,322	-	-	-	-	-	37,322
Foreign currency translation		-	-	-	-	-	-	-	69,185	69,185
Net loss for the period		-	-	-	-	-	-	(587,498)	-	(587,498)
Balance as at January 31, 2024		68,774,512	\$ 19,138,790	\$ 37,322	\$ 1,713,161	\$ (7,483)	\$ 966,042	\$ (18,370,263)	\$ (51,414)	\$ 3,426,155
Balance as at April 30, 2024		70,048,993	\$ 19,286,071	\$ -	\$ 1,519,513	\$ -	\$ 966,042	\$ (17,785,035)	\$ (164,008)	\$ 3,822,583
Share-based compensation	14	-	-	-	35,841	-	-	-	-	35,841
Options exercised	14	124,790	24,959	-	(12,576)	-	-	-	-	12,383
Forfeited/cancelled options	14	-	-	-	(161,863)	-	-	161,863	-	-
Foreign currency translation		-	-	-	-	-	-	-	(16,348)	(16,348)
Net loss for the period		-	-	-	-	-	-	(546,998)	-	(546,998)
Balance as at January 31, 2025		70,173,783	\$ 19,311,030	\$ -	\$ 1,380,915	\$ -	\$ 966,042	\$ (18,170,170)	\$ (180,356)	\$ 3,307,461

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

Nubeva Technologies Ltd.

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS

(Expressed in United States dollars)

	Nine Months Ended January 31,	
	2025	2024
Operating activities		
Net loss for the period	\$ (546,998)	\$ (587,498)
Items not involving cash:		
Share-based compensation	35,841	199,005
Accretion and interest accrued	2,434	7,368
Bad debt expense	-	3,397
Depreciation	2,223	1,532
Changes in non-cash working capital items related to operations:		
Accounts receivable	196,699	43,353
Prepaid expenses	69,601	64,047
Tax credit receivable (net)	240,148	(229,172)
Accounts payable and accrued liabilities	10,303	(46,710)
Income tax payable	(201,293)	-
Deferred revenue	(237,332)	21,040
Cash used in operating activities	(428,374)	(523,638)
Investing activities:		
Equipment	(5,649)	-
Cash used in investing activities	(5,649)	-
Financing activities:		
Cash received in advance of shares issued	-	37,322
Term loans repayment	(24,185)	(9,345)
Options exercised	12,383	57,613
Cash provided by (used in) financing activities	(11,802)	85,590
Effect of foreign exchange on cash	(9,062)	(1,452)
Net decrease in cash during the period	(454,887)	(439,500)
Cash and money market investments, beginning of the period	3,639,766	3,623,040
Cash and money market investments, end of the period	\$ 3,184,879	\$ 3,183,540

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

Nubeva Technologies Ltd.

Notes to the Condensed Interim Consolidated Financial Statements

For the nine months ended January 31, 2025 and 2024

(Expressed in United States dollars)

1. NATURE OF OPERATIONS

Nubeva Technologies Ltd. (“the Company” or “Nubeva”) was incorporated under the provisions of The Business Corporations Act (British Columbia) on February 3, 2017. The Company was a Capital Pool Company and had no business operations prior to February 28, 2018. The Company’s shares trade on the TSX Venture Exchange (“TSX-V”) under the trading symbol “NBVA” and on the OTCQX Venture Market with the trading symbol “NBVAF.” The Company’s registered and records office are located at Suite 401, 750 West Pender Street, Vancouver, BC, V6C 2T7.

Nubeva is in the business of developing and licensing software-based decryption solutions, including Ransomware Reversal.

These consolidated financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The Company recognized a net loss for the nine months ended January 31, 2025, of \$546,998. As at January 31, 2025, the Company’s current assets exceeded its current liabilities by \$3,309,939. Since inception, the Company has accumulated a \$18,170,170 deficit. Management estimates that its working capital position will provide the Company with sufficient financial resources to carry out planned operations through the next twelve months. Realization values may be substantially different from carrying values as shown and these consolidated financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. Such adjustments could be material. The Company is dependent upon making sales or raising debt and equity financing to provide the funding necessary to meet its general operating expenses and will require additional financing to continue to develop and deploy its technology. The Company has primarily incurred losses since inception and expects to incur further losses in the development of its business. These factors indicate a material uncertainty which may cast significant doubt upon the Company’s ability to continue as a going concern and, therefore, the Company may be unable to realize its assets and discharge its liabilities in the normal course of business. Although the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company.

2. STATEMENT OF COMPLIANCE**Basis of Preparation**

These 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”) and interpretations of the International Financial Reporting Interpretation Committee (“IFRIC”). These condensed interim consolidated financial statements were approved by the Audit Committee on March 28, 2025.

Basis of Consolidation

The Company’s condensed interim consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries:

Nubeva, Inc., registered in Delaware, USA; and
Nubeva Pty Ltd. registered in New South Wales, Australia

2. STATEMENT OF COMPLIANCE (CONTINUED)

Basis of Consolidation (continued)

A subsidiary is an entity (including special purpose entities) controlled by the Company, where control is achieved by the Company having the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Company controls another entity. The financial statements are consolidated from the date on which control is obtained by the Company and are de-consolidated from the date that control ceases. All intercompany transactions and balances have been eliminated.

Basis of Measurement

These condensed interim consolidated financial statements have been prepared on a historical cost basis, except for those assets and liabilities that are measured at fair value at the end of each reporting period. Additionally, these condensed interim consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

3. ACCOUNTING STANDARDS AND AMENDMENTS ISSUED

Accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's condensed interim consolidated financial statements.

4. CASH AND CASH EQUIVALENTS

	January 31, 2025	April 30, 2024
Cash	\$ 272,658	\$ 224,572
Money market funds	2,912,221	3,415,194
	\$ 3,184,879	\$ 3,639,766

5. ACCOUNTS RECEIVABLE

	January 31, 2025	April 30, 2024
Trade receivable	\$ 2,500	\$ 217,730
Allowance for doubtful accounts	-	(15,500)
Taxes receivable	9,209	-
GST receivable	3,428	9,606
	\$ 15,137	\$ 211,836

As of January 31, 2025, 0% (April 30, 2024 - 97%) of the Company's trade receivable is current, and the Company recorded \$Nil (January 31, 2024 - \$15,500) as an allowance for doubtful account related to a certain customer account.

One customer accounted for 100% of the Company's trade receivable on January 31, 2025 (April 30, 2024 - 91%).

During the nine months ended January 31, 2025, the Company overpaid \$9,209 (2024 - \$Nil) for tax liabilities included in accounts receivable.

Nubeva Technologies Ltd.

Notes to the Condensed Interim Consolidated Financial Statements

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(Expressed in United States dollars)

6. TAX CREDIT RECEIVABLE

The Company is eligible to receive tax credits from its eligible research and development expenditures. The Company records the anticipated tax credits as a reduction in the costs to which they apply, at such time that the amount of tax credits is estimable, and their receipt is reasonably assured.

Balance, April 30, 2024	\$	507,812
Tax credits received		(327,170)
Tax credit accrual		93,239
Foreign exchange		(13,171)
Balance, January 31, 2025	\$	260,710

7. PREPAID EXPENSES AND DEPOSITS

	January 31, 2025		April 30, 2024	
Deposit and prepaid office rent	\$	3,219	\$	3,348
Other		9,411		78,883
	\$	12,630	\$	82,231

8. EQUIPMENT

	Computer	
Cost		
As at April 30, 2024	\$	10,288
Additions		5,649
As at January 31, 2025	\$	15,937
Accumulated depreciation		
As at April 30, 2024	\$	4,322
Amortization		2,223
Foreign exchange		159
As at January 31, 2025	\$	6,704
Net book value		
As at April 30, 2024	\$	5,966
As at January 31, 2025	\$	9,233

9. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	January 31, 2025		April 30, 2024	
Accounts payable (Note 12)	\$	35,052	\$	57,966
Accrued liabilities (Note 12)		118,147		84,930
	\$	153,199	\$	142,896

Nubeva Technologies Ltd.

Notes to the Condensed Interim Consolidated Financial Statements

For the nine months ended January 31, 2025 and 2024

(Expressed in United States dollars)

10. INCOME TAX PAYABLE

Balance, April 30, 2024	\$	203,303
Income taxes incurred		1,945
Income taxes paid		(182,802)
Interest and penalties paid		(20,436)
Balance, January 31, 2025	\$	2,010

11. DEFERRED REVENUE

	January 31, 2025	April 30, 2024
Deferred revenue, beginning	\$ 243,032	\$ 160,737
Revenue recognized that was included in the contract liabilities	(243,032)	(160,737)
Unearned revenues received	5,700	243,032
	\$ 5,700	\$ 243,032

All deferred revenue outstanding at January 31, 2025, is expected to be recognized in revenue within one year.

12. RELATED PARTY TRANSACTIONS

Key management personnel include people having the authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. Key management personnel comprise of the members of the Company's Board of Directors, and corporate officers.

The following amounts, included in accounts payable and accrued liabilities (Note 9), are payable to related parties as of January 31, 2025 and April 30, 2024:

	January 31, 2025	April 30, 2024
Expenses incurred on behalf of Company	\$ -	\$ 6,066
Consulting	18,265	6,882
	\$ 18,265	\$ 12,948

These amounts are unsecured, non-interest bearing, and have no fixed terms of repayment.

Key Management Compensation

The Company incurred the following expenses with directors, officers, and companies controlled by them, during the nine months ended January 31, 2025 and 2024:

	Nine Months ended January 31, 2025	Nine Months ended January 31, 2024
Salary	\$ 348,252	\$ 508,144
Consulting	106,118	117,920
Board services	81,216	111,395
Share-based compensation	9,739	439,876
	\$ 545,325	\$ 1,177,335

Nubeva Technologies Ltd.

Notes to the Condensed Interim Consolidated Financial Statements

For the nine months ended January 31, 2025 and 2024

(Expressed in United States dollars)

13. TERM LOANS PAYABLE*Economic Injury Disaster Loan Program ("EIDL")*

During the nine months ended January 31, 2025, accretion and interest of \$2,434 (2024 - \$2,429) have been recorded on the EIDL loan in the condensed interim consolidated statement of comprehensive income and loss. Payments of \$1,881 (2024 - \$1,881) were made to reduce the EIDL loan during the nine months ended January 31, 2025.

Bank of Montreal loan (formerly CEBA loan)

During the nine months ended January 31, 2025, accretion and interest of \$90 (2024 - \$4,939) have been recorded on the loan and are included in the condensed interim consolidated statement of comprehensive income and loss. The Company paid \$23,558 to extinguish (2024 - \$7,464 to reduce) the loan during the nine months ended January 31, 2025.

Transactions for the nine months ended January 31, 2025 are as follows:

Balance, April 30, 2024	\$	35,797
Accretion and interest		2,434
Payments		(24,185)
Foreign exchange		173
Balance, January 31, 2025	\$	14,219

	January 31, 2025	April 30, 2024
Current portion	\$ 2,508	\$ 6,211
Long term portion	11,711	29,586
	\$ 14,219	\$ 35,797

14. SHARE CAPITAL AND RESERVES

(a) Authorized

- Unlimited common shares without par value; and
- Unlimited Restricted Voting Common Shares without par value. Restricted Voting Common Shares may be entitled to receive dividends as and when declared by the Board of Directors, only if the same dividend is declared or paid on the common shares. Restricted Voting Common Shares may be converted into common shares on a one-for-one basis without payment of additional consideration, at the option of the holder with consent of the Board of Directors, and at any time at the option of the Board of Directors.

(b) Issued share capital

At January 31, 2025, there were 70,173,783 (April 30, 2024 – 70,048,993) common shares issued and fully paid and Nil (April 30, 2024 – 14,770,967) Restricted Voting Common Shares issued and fully paid.

On June 21, 2024, 14,770,967 restricted voting common shares were converted into voting common shares on a one for one basis.

Nubeva Technologies Ltd.

Notes to the Condensed Interim Consolidated Financial Statements

For the nine months ended January 31, 2025 and 2024

(Expressed in United States dollars)

14. SHARE CAPITAL AND RESERVES (CONTINUED)

(c) Shares issued during the period

During the nine months ended January 31, 2025, the following shares were issued:

- 60,493 common shares pursuant to the exercise of options for proceeds of \$12,383.
- 64,297 common shares pursuant to the cashless exercise of 77,419 options.

(d) Share-based compensation

The Company has reserved 13,600,000 (April 30, 2024 - 13,600,000) common shares for issuance under all share compensation arrangements. The amended allocation of common shares reserved for equity compensation was as follows:

- (i) 13,500,000 common shares reserved for issuance under the Company's Fixed Share Option Plan; and
- (ii) 100,000 common shares reserved for issuance under the Company's Restricted Share Unit Plan.

The following table summarizes the Company's outstanding equity compensation as at January 31, 2025, and April 30, 2024:

(iii) Options

	January 31, 2025			April 30, 2024		
	Units	Weighted average exercise price (CAD \$)	Weighted average remaining life (years)	Units	Weighted average exercise price (CAD \$)	Weighted average remaining life (years)
Stock options	4,416,159	0.76	4.06	5,206,043	0.70	5.11

Options to purchase common shares may be granted to directors, consultants, officers and employees of the Company and its subsidiary for terms up to ten years at a price at least equal to the market price prevailing on the date of the grant.

The continuity of stock options for the nine months ended January 31, 2025 and 2024 is as follows:

	Number of Options	Weighted Average Exercise Price (CAD\$)
Balance, April 30, 2024	5,206,043	0.70
Granted	178,000	0.35
Exercised	(137,912)	0.15
Forfeited/Cancelled	(829,972)	0.44
Balance, January 31, 2025	4,416,159	0.76

14. SHARE CAPITAL AND RESERVES (CONTINUED)

(d) Share-based compensation (continued)

Share-based compensation – Black-Scholes Option Pricing Model

During the nine months ended January 31, 2025, the Company granted 178,000 (2024 – 200,000) stock options to two consultants. The granted stock options were valued using the Black-Scholes Option Pricing Model. The fair value of the options granted was estimated to be \$21,218 (2024 - \$55,633) using the assumptions below. The options granted during the nine months ended January 31, 2025, vest over periods of 2 to 4 years (2024 – vested over 1 year) with exercise prices ranging from CAD\$0.27 to CAD\$0.365 (2024 - CAD\$1.00).

	Period ended January 31, 2025	Period ended January 31, 2024
Expected life of options	3.34 years	1 year
Annualized volatility	111.99%	84.38%
Risk-free interest rate	2.95%	5.26%
Dividend rate	-	-

During the nine months ended January 31, 2025, the Company received \$12,383 (2024 - \$57,613) from the exercise of 60,493 options (2024 - 608,710 options). The fair value of \$9,729 (2024 - \$20,845) for the exercised options was transferred from share-based payments reserve to share capital.

An additional 64,297 common shares were issued pursuant to the cashless exercise of 77,419 options. The \$2,847 fair value of the cashless exercised options was transferred to share capital from share-based payments reserve.

Of the options issued under the Black-Scholes Option Pricing Model 829,972 (2024 – 1,183,825) stock options were cancelled or forfeited with exercise prices ranging from CAD\$0.25 to CAD\$0.68 (2024 – CAD\$0.42 to CAD\$1.52) per share during the nine months ended January 31, 2025. The Company transferred the \$161,863 (2024 - \$606,814) fair value of the cancelled or forfeited stock options from share-based payment reserve to the deficit.

Share-based compensation of \$33,745 (2024 - \$199,005) using the Black-Scholes Option Pricing Model (excluding the vested options using the Monte Carlo Method) was recorded on vested options during the nine months ended January 31, 2025.

Share-based compensation - Monte Carlo Method

During the nine months ended January 31, 2025, the Company recognized \$2,096 (2024 - \$85,229) of the share-based compensation as calculated using the Monte Carlo simulation method.

On June 13, 2023, the Company cancelled Nil (2024 - 175,000) of the 6,000,000 Monte Carlo incentive stock options with an exercise price of Nil (2024 - CAD\$1.15) per share. The Company transferred the Nil (2024 - \$29,595) fair value of the cancelled stock options from share-based payment reserve to the deficit.

On January 15, 2024, the Company cancelled Nil (2024 – 2,000,000) of the 6,000,000 incentive stock options with an exercise price of Nil (2024 – CAD\$1.15) per share. The Company reversed the \$Nil (2024 - \$237,620) fair value of the cancelled stock options from share-based payments reserve.

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Notes to the Condensed Interim Consolidated Financial Statements

For the nine months ended January 31, 2025 and 2024

(Expressed in United States dollars)

14. SHARE CAPITAL AND RESERVES (CONTINUED)

(d) Share-based compensation (continued)

Details of options outstanding on January 31, 2025, are as follows:

Number of Options Outstanding	Expiry Date	Weighted Average Exercise Price (CAD\$)	Weighted Average Remaining Life (Years)
129,677	24-Nov-26	0.05	1.81
38,710	15-Feb-27	0.05	2.04
30,968	19-Jun-27	0.05	2.38
1,825,000	26-Jul-27	1.15	2.48
100,000	30-Aug-27	0.75	2.58
30,000	19-Oct-27	0.69	2.72
148,000	01-Nov-27	0.37	2.75
95,834	03-Nov-27	0.68	2.76
20,000	18-Sep-29	0.10	4.63
30,000	26-Sep-29	0.27	4.65
72,518	23-Apr-30	0.08	5.23
1,610,452	28-Dec-30	0.45	5.91
100,000	24-Feb-31	0.42	6.07
75,000	18-Nov-31	0.81	6.80
25,000	10-Jan-32	2.07	6.95
75,000	28-Feb-32	1.55	7.08
10,000	06-Apr-32	1.32	7.18
4,416,159		0.76	4.06

At January 31, 2025, there were 2,464,549 (April 30, 2024 –3,113,601) stock options exercisable.

(i) RSUs

RSUs are equity settled only and may be granted to directors, consultants, officers, and employees of the Company. Compensation expense is recognized based on the share price of the Company's common shares on the grant date multiplied by the number of RSU's expected to vest and recognized ratably over the vesting period, with a corresponding credit to the share-based compensation reserve. Adjustments to the number of RSUs expected to vest are recognized in the current period.

(ii) Warrants

The continuity of warrants for the nine months ended January 31, 2025, are as follows:

	Number of Warrants	Weighted Average Exercise Price (CAD\$)
Balance, April 30, 2024	2,486,072	1.51
Expired	(1,577,500)	1.09
Balance, January 31 2025	908,572	2.25

Nubeva Technologies Ltd.

Notes to the Condensed Interim Consolidated Financial Statements

For the nine months ended January 31, 2025 and 2024

(Expressed in United States dollars)

14. SHARE CAPITAL AND RESERVES (CONTINUED)

ii) Warrants (continued)

Warrants outstanding at January 31, 2025, are as follows:

Exercise Price CAD (\$)	Number of Warrants	Expiry Date
2.25	908,572	February 4, 2025

Expired warrants

On September 16, 2024, 327,500 warrants exercisable at CAD\$1.25 expired unexercised.

On December 3, 2024, 1,250,000 warrants exercisable at CAD\$1.05 expired unexercised.

See Note 19.

(e) Reserves

The share-based payment reserve is comprised of items recognized as share-based compensation expense including RSU's and stock options. Upon exercise of options or vesting of RSU's the corresponding amount will be transferred from the reserve to share capital. In the event that share-based compensation is cancelled or expires unexercised, the corresponding amount is removed from the share-based payment reserve and credited to profit and loss.

The warrants reserve is comprised of the value of warrants issued as part of private placements. The value of warrants is transferred to share capital on the date they are exercised. The Company does not adjust the reserve for warrants that expire unexercised.

15. EXPENSES BY NATURE

For the three months ended January 31, 2025:

	General and Administration	Research and Development	Sales and Marketing
Office expense and operations	\$ 119,997	\$ 26,307	\$ 1,769
Personnel	90,579	96,349	-
Totals	\$ 210,576	\$ 122,656	\$ 1,769

For the three months ended January 31, 2024:

	General and Administration	Research and Development	Sales and Marketing
Office expense and operations (recovery)	\$ 201,133	(386,275)	\$ 45,196
Personnel	53,440	703,585	159,528
Totals	\$ 254,573	\$ 317,310	\$ 204,724

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15. EXPENSES BY NATURE (CONTINUED)

For the nine months ended January 31, 2025:

	General and Administration	Research and Development	Sales and Marketing
Office expense and operations	\$ 464,771	\$ 71,578	\$ 13,057
Personnel	205,782	382,926	-
Totals	\$ 670,553	\$ 454,504	\$ 13,057

For the nine months ended January 31, 2024:

	General and Administration	Research and Development	Sales and Marketing
Office expense and operations	\$ 464,277	\$ 199,148	\$ 72,352
Personnel	194,837	857,659	570,500
Totals	\$ 659,114	\$ 1,056,807	\$ 642,852

16. REVENUE

	Period ended January 31, 2025	Period ended January 31, 2024
Software licenses and royalties	\$ 169,219	\$ 331,038
Support and maintenance	225,000	24,750
Subscriptions	79,973	1,265,500
Totals	\$ 474,192	\$ 1,621,288

The Company recognized revenues from contracts with customers in accordance with the following timing under IFRS 15:

	Period ended January 31, 2025	Period ended January 31, 2024
Recognized at a point in time	\$ 255,274	\$ 180,000
Recognized over the duration of contract	218,918	1,441,288
Totals	\$ 474,192	\$ 1,621,288

Revenues are recognized at the point in time the Company has provided services to customers. Subscriptions, royalties, and support and maintenance contracts extending over a period of time are recognized over the contractual period. Revenue from software licenses with no further obligations to the Company are recognized upon transfer of the software.

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16. REVENUE (CONTINUED)

During the nine months ended January 31, 2025 and 2024, the following revenue percentages represent customers who contributed the most significant revenue to the Company:

	January 31, 2025	April 30, 2024
Customer A	0%	64%
Customer B	54%	23%
Customer C	29%	0%

The Company's revenue is earned in Canada and the United States.

17. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT**Classification of Financial Instruments**

Financial assets included in the condensed interim consolidated statement of financial position are as follows:

	Level in fair value hierarchy	Period ended January 31, 2025	Year ended April 30, 2024
Fair value through profit and loss:			
Cash and money market instruments	Level 1	\$ 3,184,879	\$ 3,639,766
Amortized cost:			
Accounts receivable		15,137	211,836
Totals		\$ 3,200,016	\$ 3,851,602

Financial liabilities included in the condensed interim consolidated statement of financial position are as follows:

	Period ended January 31, 2025	Year ended April 30, 2024
Amortized cost:		
Accounts payable and accrued liabilities	\$ 153,199	\$ 142,896
Term loan payable	14,219	35,797
Totals	\$ 167,418	\$ 178,693

17. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (CONTINUED)

Fair Value

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The carrying value of the Company's financial assets and liabilities classified as amortized cost as at January 31, 2025 and 2024 approximate their fair value due to their short terms to maturity.

The following is an analysis of the contractual maturities of the Company's financial liabilities as at January 31, 2025:

	Within 12 months	After 12 months
Accounts payable and accrued liabilities	\$ 153,199	\$ -
Term loan payable	2,508	11,711
Totals	\$ 155,707	\$ 11,711

The Company is exposed in varying degrees to a variety of financial instrument-related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they come due. The Company attempts to manage liquidity risk by maintaining sufficient cash. Liquidity requirements are managed based on expected cash flows to ensure that there is sufficient capital in order to meet short-term obligations. As at January 31, 2025, the Company had cash and cash equivalents of \$3,184,879 (April 30, 2024 - \$3,639,766) (Note 4) to settle current liabilities of \$163,417 (April 30, 2024 - \$595,442).

The Company estimates it has adequate working capital to continue operations for the next fiscal year. There is substantial uncertainty that the Company will be able to continue to meet its financial obligations as they come due if it cannot generate sales or raise additional capital, and there is no assurance that the Company will be able to raise sufficient capital or raise capital on terms advantageous to the Company.

Foreign Exchange Risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The functional currency of Nubeva is Canadian dollars, the functional currency of one operating subsidiary is the Australian dollar, and the functional currency of its other operating subsidiary is the United States dollar. At January 31, 2025, the Company held financial instruments in the aggregate amount of \$28,908 (April 30, 2024 - \$3,936) denominated in currencies that differ from their functional currencies. A 10% change in the value of the United States dollar would impact the Company's net gain or loss by \$2,891 (April 30, 2024 - \$394).

17. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (CONTINUED)

Capital Management

The Company's objective in managing capital is to ensure sufficient liquidity to fund research and development and engage in sales and marketing activities while at the same time taking a conservative approach toward financial leverage and management of financial risk. The Company's capital is composed entirely of equity. The Company uses capital to finance its operating losses. There is substantial uncertainty that the Company will be able to continue to finance its operating losses. The Company currently funds these requirements from cash raised through the issuance of common shares. There is a risk that the Company will not be able to raise funds through the issuance of shares or on terms advantageous to the Company or its shareholders. The Company's objectives when managing capital are to ensure that the Company will have enough liquidity to continue to develop its software and services and engage in sales and marketing activities in order to obtain returns on investment.

The Company monitors its capital on the basis of the adequacy of its cash resources to fund its business plan. In order to maximize flexibility to finance growth, the Company does not currently pay a dividend to holders of its common shares. There is no external restriction on the Company's capital. The Company did not initiate any changes to its capital management strategy during the nine months ended January 31, 2025.

Investment Risk

As of January 31, 2025, the Company's cash and cash equivalents were comprised of cash in the amount of \$272,658 (April 30, 2024 - \$224,572), and money market funds in the amount of \$2,912,221 (April 30, 2024 - \$3,415,194).

Money market funds were comprised as follows:

- i) 38% of Goldman Financial Square Government Fund is AAA rated and seeks current income to the extent consistent with the preservation of capital and the maintenance of liquidity by investing in U.S. Treasury Obligations, which include securities issued or guaranteed by the U.S. Treasury where the payment of principal and interest is backed by the full faith and credit of the U.S. government;
- ii) 60% of United States treasury bills is A-1+ rated and guaranteed by the U.S. Treasury where the payment of principal and interest is backed by the full faith and credit of the U.S. government; and
- iii) 2% Morgan Stanley MSBNA Preferred Savings Account insured by the Federal Deposit Insurance Corporation ("FDIC") up to applicable limits.

Although certain money market fund investments may be guaranteed, the funds themselves are not insured or guaranteed and the Company could lose money. An investment in the Goldman Financial Square Government Fund is guaranteed by the U.S. government. The prices of fixed income securities respond to economic developments, including interest rate changes. Prices may be inversely affected by changes in interest rates. Accordingly, money market funds are subject to interest rate risk, and in a rising interest rate environment, portfolio shares can decline in value.

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18. SEGMENT REPORTING

At January 31, 2025, the Company operates in one operating segment, the development and licensing of software-based decryption solutions, including Ransomware Reversal. The Company's equipment is located in Australia and the United States. All revenue recognized during the nine months ended January 31, 2025 and 2024 was earned in Canada and the United States.

19. SUBSEQUENT EVENT*Expired warrants*

On February 4, 2025, 908,572 warrants exercisable at CAD\$2.25 expired unexercised.