Trillium Acquisition Corp.

Condensed Interim Financial Statements
For the Six-Month Period Ended June 30, 2025
(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 interim financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim 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 interim 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.

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Trillium Acquisition Corp.

Condensed Interim Statements of Financial Position
For the Six-Month Period Ended June 30, 2025
(Unaudited)

	Note	Q2 30-Jun-25 (unaudited)	31-Dec-24 (audited)
Assets			
Current			
Cash	*6*	160,970	189,933
Promissory note receivable	*13*	252,563	250,000
Accounts receivable		382	382
Prepaid expenses		10,728	2,682
Prepaid financing costs		17,616	17,616
Total current assets		442,258	460,613
Liabilities			
Current			
Accounts payable and accrued liabilities		18,681	10,882
Total current liabilities		18,681	10,882
Shareholders' equity			
Capital stock	*7*	1,024,072	1,024,072
Contributed Surplus		123,192	123,192
Deficit		(723,686)	(650,982)
Total shareholder's equity		423,577	496,282
Total liabilities and shareholder's equity		442,258	507,163

Trillium Acquisition Corp.

Condensed Interim Statement of Changes in Shareholders' Equity
For the Six-Month Period Ended June 30, 2025
(Unaudited)

	Capital stock		Contributed Surplus	Deficit	Total
	units	$	$	$	$
Shareholder's equity as at December 31, 2024	**17,227,400**	**1,024,072**	**123,192**	**(650,982)**	**496,282**
Net and comprehensive loss				(28,716)	(28,716)
Shareholder's equity as at June 30, 2025	**17,227,400**	**1,024,072**	**123,192**	**(679,698)**	**467,566**

Trillium Acquisition Corp.

Condensed Interim Statement of Operations
For the Three and Six-Month Period Ended June 30, 2025 and June 30, 2025
(Unaudited)

		Q2 Six months ended	
		June 30, 2025	June 30, 2024
	Note	$	$
Interest Income		1,284	9,249
Expenses			
Office and general		-	-
Insurance		8,046	8,334
Professional fees		21,729	30,857
Bank charges		225	326
Net and comprehensive loss		**(28,716)**	**(30,268)**
Weighted average shares outstanding	*7*	**7,227,792**	**7,227,792**
Basic and diluted loss per share	*7*	**(0.00)**	**(0.00)**

Trillium Acquisition Corp.

Condensed Interim Statement of Cash Flows
For the Six-Month Period Ended June 30, 2025 and June 30, 2024
(Unaudited)

	Six months ended June 30, 2025	Six months ended June 30, 2024
Operating Activities		
Net and Comprehensive loss	**(28,716)**	**(30,268)**
	(28,716)	**(30,268)**
Net change in non-cash working capital items:		
Deposits		
Prepaid expenses	**(8,046)**	**(7,758)**
Accounts payable and accrued liabilities	**7,799**	**(113,000)**
	(247)	**(120,758)**
Cash used by operating activities	**(28,963)**	**(151,026)**
Increase (decrease) in cash	**(28,963)**	**(151,026)**
Cash - Beginning of period	**189,933**	**604,094**
Cash - End of period	**160,970**	**453,068**

1. Incorporation and operations

Trillium Acquisition Corp. (the "Company") was incorporated on October 23, 2019 by a Certificate of Incorporation issued pursuant to the provisions of the Business Corporations Act (Ontario). The Company is classified as a Capital Pool Company ("CPC") as defined in Policy 2.4 of the TSX Venture Exchange (the "Exchange"). The principal business of the Company is to identify and evaluate assets or businesses with a view to potentially acquire them or an interest therein by completing a purchase transaction, by exercising of an option or by any concomitant transaction. The purpose of such an acquisition is to satisfy the related conditions of a qualifying transaction under the Exchange rules.

The Company has listed on the Exchange on May 5, 2020 under the ticker TCK.P.

The head office and registered office of the Company is located at 537 Warminster Dr., Oakville, Ontario, L6J 4N6.

Where an acquisition or participation is warranted, additional funding may be required. The ability of the Company to fund its potential future operations and commitments is dependent upon the ability of the Company to obtain additional financing.

There is no assurance that the Company will identify a business or asset that warrants acquisition or participation within the time limitations permissible under the policies of the Exchange, at which time the Exchange may suspend or de-list the Company's shares from trading.

2. Basis of preparation

Statement of compliance

These condensed interim financial statements have been prepared in accordance with IAS 34 Interim Financial Reporting. Accordingly, they do not include all of the information required in annual financial statements in accordance with IFRS and should be read in conjunction with the financial statements for the year ended December 31, 2024. The Company has applied the same accounting policies and methods of computation in its condensed interim financial statements as in its December 31, 2024 annual financial statements.

These condensed interim financial statements were authorized for issue in accordance with a resolution of the directors on August 27, 2025.

Basis of measurement

These condensed interim financial statements are stated in Canadian dollars, which is also the Company's functional currency, and were prepared on a going concern basis, on the historical cost basis.

2. Basis of preparation (continued)

Use of estimates and judgments

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results ultimately may differ from those estimates. Areas where estimates are significant to the financial statements are disclosed in note 4.

3. Significant accounting policies

Cash

Cash consists of the proceeds generated from share subscription receipts which is being held in a bank and in trust by legal counsel for the Company.

Prepaid financing fees

Financing costs related to the Company's proposed financing are recorded as prepaid financing costs. These costs will be deferred until the financing is completed, at which time the costs will be charged against the proceeds received. If the financing does not close, the costs will be charged to operations.

Taxes

Tax expense comprises current and deferred tax. Tax is recognized in the statement of operations except to the extent it relates to items recognized in other comprehensive income or directly in equity.

Current tax

Current tax expense is based on the results for the period 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 where appropriate on the basis of amounts expected to be paid to the tax authorities.

3. Significant accounting policies (continued)

Deferred tax

Deferred taxes are the taxes expected to be payable or recoverable on differences between the carrying amounts of assets in the balance sheet and their corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences between the carrying amounts of assets and their corresponding tax bases. Deferred tax assets are recognized to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilized. Such assets and liabilities are not recognized if the temporary difference arises from the initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets in a transaction that affects neither the taxable profit nor the accounting profit.

Financial instruments

Classification and measurement of financial instruments

The Company measures its financial assets and financial liabilities at fair value on initial recognition, which is typically the transaction price unless a financial instrument contains a significant financing component. Subsequent measurement is dependent on the financial instrument's classification which in the case of financial assets, is determined by the context of the Company's business model and the contractual cash flow characteristics of the financial asset. Financial assets are classified into two categories: (1) measured at amortized cost and (2) fair value through profit and loss ("FVTPL"). Financial liabilities are subsequently measured at amortized cost, other than financial liabilities that are measured at FVTPL or designated as FVTPL where any change in fair value resulting from an entity's own credit risk is recorded as other comprehensive income ("OCI").

Amortized cost

The Company classifies accounts payable and accrued liabilities as financial instruments measured at amortized cost. The contractual cash flows received from the financial assets are solely payments of principal and interest and are held within a business model whose objective is to collect the contractual cash flows. These financial assets and financial liabilities are subsequently measured at amortized cost using the effective interest method.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received, net of direct issuance costs.

3. Significant accounting policies (continued)

Impairment of financial assets

Financial assets are assessed at each reporting date in order to determine whether objective evidence exists that the assets are impaired as a result of one or more events which have had a negative effect on the estimated future cash flows of the asset. If there is objective evidence that a financial asset has become impaired, the amount of the impairment loss is calculated as the difference between its carrying amount and the present value of the estimated future cash flows from the asset discounted at its original effective interest rate. Impairment losses are recorded in earnings. If the amount of the impairment loss decreases in a subsequent period and the decrease can be objectively related to an event occurring after the impairment was recognized, the impairment loss is reversed up to the original carrying value of the asset. Any reversal is recognized in earnings.

Loss per share

Basic loss per share is calculated by dividing the net loss by the weighted average number of common shares outstanding during the period. The weighted average number of common shares outstanding is calculated by adjusting the shares issued at the beginning of the period by the number of shares bought back or issued during the period, multiplied by a time-weighting factor.

Diluted loss per share is calculated by adjusting the number of common shares for the effects of dilutive options and other dilutive potential units. Stock options and agent warrants issued are anti-dilutive. Shares held in escrow that are only released upon contingent events are not included in the calculation of the weighted average number of common shares.

Shared-based payments

The Company applies a fair value-based method of accounting to all share-based payments. Employee and director stock options are measured at their fair value of each tranche on the grant date and recognized over its respective vesting period. Non-employee stock options are measured based on the service provided to the reporting date and at their then-current fair values. The cost of stock options is presented as share-based payment expense when applicable with a corresponding credit to contributed surplus. On the exercise of stock options share capital is credited for consideration received and for fair value amounts previously credited to contributed surplus. The Company uses the Black-Scholes option pricing model to estimate the fair value of share-based payments.

4. Significant accounting estimates and assumptions

The preparation of the condensed interim financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the condensed interim financial statements and reported amounts of revenues and expenses during the reporting period. Estimates and judgments are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual outcomes can differ from these estimates.

Estimates

The key sources of estimation uncertainty that have a significant risk of causing material adjustment to the amounts recognized in the condensed interim financial statements are:

Fair value of financial instruments
The estimated fair value of financial assets and liabilities, by their very nature, are subject to measurement uncertainty.

IncomeTaxes

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.

Judgments

The key areas of judgment that have a significant risk of causing material adjustment to the amounts recognized in the condensed interim financial statements are:

Financial instruments

The Company is required to classify its various financial instruments into certain categories for the financial instruments' initial and subsequent measurement. This classification is based on management's judgment as to the purpose of the financial instrument and to which category is most applicable.

5. Future change in accounting policies Amendments to IAS 1- Classification of Liabilities as Current or Non-current

The amendments to IAS 1 affect only the presentation of liabilities as current or non-current in the statement of financial position and not the amount or timing of recognition of any asset, liability, income or expenses, or the information disclosed about those items. The amendments clarify that the classification of liabilities as current or non-current is based on rights that are in existence at the end of the reporting period, specify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability, explain that rights are in existence if covenants are complied with at the end of the reporting period, and introduce a definition of 'settlement' to make clear that settlement refers to the transfer to the counterparty of cash, equity instruments, other assets or services. The amendments are applied retrospectively for annual periods beginning on or after 1 January 2024, with early application permitted.

6. Cash

The proceeds raised from the issuance of capital stock may only be used to identify and evaluate assets or businesses for future investment, with the exception that not more than the lesser of 30% of the gross proceeds and $210,000 may be used to cover prescribed costs of issuing the common shares or administrative and general expenses of the Company. These restrictions may apply until completion of a Qualifying Transaction by the Company as defined under the policies of the Exchange.

7. Capital stock

Authorized without limit as to number and without par value -

common shares, voting

	June 30, 2025	December 31, 2024
	$	$
17,227,400 (common shares)	**1,024,072**	1,024,072

On October 23, 2019, the Company issued 10,000,000 common shares for share subscriptions receivable of $500,000. The shares were fully paid during the period ended December 31, 2019.

Share option plan

On November 15, 2019, the Company has adopted a share option plan in accordance with the policies of the TSX Venture which provides that the Board of Directors of the Company may from time to time, in its discretion, grant to directors, officers, employees and consultants of the Company non-transferable options to purchase common shares, provided that the number of common shares reserved for issuance under the Stock Option Plan shall not exceed 10% of the issued and outstanding common shares. The options are exercisable for the period of up to 10 years. In addition, the number of common shares reserved for issuance to any one person shall not exceed five percent (5%) of the issued and outstanding common shares and the number of common shares reserved for issuance to any one consultant will not exceed two percent (2%) of the issued and outstanding common shares. The Board of Directors determines the exercise price per common share and the number of share options which may be allocated to each director, officer, employee and consultant and all other terms and conditions of the option, subject to the rules of TSX Venture.

On May 3, 2022, the annual general and special meeting was held, and the shareholders voted that the option plan be amended pursuant to which the total number of common shares of the Company reserved for issuance both before and after completion of a Qualifying Transaction is 10% of the issued and outstanding common shares of the Company as at the grant, rather than at the closing date of the initial public offering.

7. Capital stock (continued)

Upon listing, the Company granted 1,200,000 options to its directors and officers, which are exercisable within five years from the date of grant at an exercise price of $0.10 per share and are immediately vested. These options were valued on the date of issue using the Black-Scholes option pricing model with the following assumptions: dividend yield 0%, risk-free interest rate of 0.40%, expected volatility of 100% and an expected life of five years. The value attributed to these options was $88,680 and was recognized in director compensation in the year ended December 31, 2020. During the year ended December 31, 2021, 189,470 stock options were forfeited. On June 30, 2021, an additional 442,120 stock options were forfeited. As of May 25, 2025 all stock options expired.

	Number of stock options	**Weighted average exercise price**
		$
Balance, December 31, 2024	568,410	0.10
Issued	-	-
Expired	568,410	0.10
Balance, June 30, 2025	**0**	**-**

Escrowed shares

Subject to an Escrow Agreement pursuant to the requirements of the Exchange, the 10,000,000 common shares issued by the Company are held in escrow. Under the terms of the Escrow Agreement, these shares will be 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. Shares held in escrow are not included in the calculation of the weighted average number of common shares.

8. Capital disclosures

The Company's capital consists of capital stock. The Company's objective for managing capital is to maintain sufficient capital to identify, evaluate and complete an acquisition or other transaction as disclosed in note 1.

The Company sets the amount of capital in relation to risk and manages the capital structure and makes adjustments to it in light of changes to economic conditions and the risk characteristics of the underlying assets.

The Company's objectives when managing capital are:

i. to maintain a flexible capital structure, which optimizes the cost of capital at acceptable risk, and;
ii. to maintain investor, creditor and market confidence in order to sustain the future development of the business.

The Company is not subject to any externally or internally imposed capital requirements at period-end.

9. Financial instruments

The Company, as part of its operations, carries financial instruments consisting of accounts payable and accrued liabilities, advance payable to a shareholder and share subscriptions receivable. It is management's opinion that the Company is not exposed to significant credit, interest, or currency risks arising from these financial instruments except as otherwise disclosed.

Fair value

Fair value represents the price at which a financial instrument could be exchanged in an orderly market, in an arm's length transaction between knowledgeable and willing parties who are under no compulsion to act. The Company classifies the fair value of the financial instruments according to the following hierarchy based on the amount of observable inputs used to value the instrument.

Level 1: Fair value measurements are those derived from quoted prices (unadjusted) in the active market for identical assets or liabilities.

Level 2: Fair value measurements are those derived from inputs other than quoted prices that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (derived from prices).

Level 3: Fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data.

The carrying amount of accounts payable and accrued liabilities are assumed to approximate their fair value due to their short-term nature.

Credit risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. The carrying amounts of financial assets and contract assets represent the maximum credit exposure. The Company believes it has no significant credit risk.

Liquidity risk

The Company’s approach to management liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at June 30, 2025, the Company had a cash balance of $160,970 to pay short-term liabilities of $18,681.

9. Financial instruments (continued)

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

i. Interest rate risk

The Company has no interest-bearing debt.

ii. Foreign currency risk

The Company does not have assets or liabilities denominated in foreign currency.

iii. Commodity risk

The Company is not exposed to commodity price risk.