COMPASS VENTURE INC.

CONDENSED INTERIM FINANCIAL STATEMENTS

FOR THE NINE-MONTH PERIOD ENDED

APRIL 30, 2025

(Unaudited – Prepared by Management)

(Expressed in Canadian Dollars)

NOTICE OF NO AUDITOR REVIEW OF INTERIM CONDENSED FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3(3), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the interim condensed financial statements have not been reviewed by an auditor.

The accompanying unaudited interim condensed 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 condensed financial statements in accordance with the standards established by Chartered Professional Accountants ("CPA") of Canada for a review of interim financial statements by an entity's auditor.

COMPASS VENTURE INC.

Condensed Interim Statements of Financial Position

(Expressed in Canadian Dollars - Unaudited)

	April 30, 2025 $	July 31, 2024 $
ASSETS		
CURRENT ASSETS		
Cash	154,869	280,451
Tax recoverable	560	396
Prepaid expenses	4,177	2,785
	159,606	283,632
LIABILITIES		
CURRENT LIABILITIES		
Accounts payable and accrued liabilities (Note 5)	1,716	12,964
Deposits (Note 8)	3,880	50,000
	5,596	62,964
SHAREHOLDERS' EQUITY		
SHARE CAPITAL (Note 3)	704,351	704,351
CONTRIBUTED SURPLUS	103,323	103,323
DEFICIT	(653,664)	(587,006)
	154,010	220,668
	159,606	283,632

NATURE OF OPERATIONS AND GOING CONCERN (Note 1)
PROPOSED TRANSACTION (Note 8)

These condensed interim financial statements were approved by the Board of Directors on June 26, 2025.

On behalf of the Board:

	/s/ "Lim Kah Meng"	*/s/ "Joshua Siow"*
	Dr. Lim Kah Meng, Director	Joshua Siow, Director

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

COMPASS VENTURE INC.

Condensed Interim Statement of Comprehensive Loss

(Expressed in Canadian Dollars - Unaudited)

	Three months ended April 30, 2025 $	**Three months ended April 30, 2024 $**	**Nine months ended April 30, 2025 $**	**Nine months ended April 30, 2024 $**
EXPENSES				
Bank charges	87	86	258	453
Consulting fees	4,600	5,494	14,963	19,386
Filing fees	1,392	4,392	6,672	8,957
Office expense	97	703	270	703
Professional fees	210	-	41,931	47,229
Transfer agent fees	825	825	2,564	3,247
NET LOSS AND COMPREHENSIVE LOSS	7,211	11,500	66,658	79,975
NET LOSS PER SHARE – BASIC AND DILUTED	$ (0.001)	$ (0.001)	$ (0.006)	$ (0.008)
WEIGHTED NUMBER OF COMMON SHARES OUTSTANDING	10,603,325	10,603,325	10,603,325	10,603,325

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

COMPASS VENTURE INC.

Condensed Interim Statements of Changes in Equity

(Expressed in Canadian Dollars – Unaudited)

	Common Shares				
	Number of Shares	**Amount**	**Contributed Surplus**	**Deficit**	**Total**
		$	**$**	**$**	**$**
Balance, July 31, 2023	10,603,325	704,351	103,323	(473,900)	333,774
Comprehensive loss for the period	-	-	-	(79,975)	(79,975)
Balance, April 30, 2024	**10,603,325**	**704,351**	**103,323**	**(553,875)**	**253,799**
Balance, July 31, 2024	**10,603,325**	**704,351**	**103,323**	**(587,006)**	**220,668**
Comprehensive loss for the period	-	-	-	(66,658)	(66,658)
Balance, April 30, 2025	**10,603,325**	**704,351**	**103,323**	**(653,664)**	**154,010**

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

COMPASS VENTURE INC.

Condensed Interim Statement of Cash Flows

(Expressed in Canadian Dollars – Unaudited)

	Nine months ended April 30, 2025 $	**Nine months ended April 30, 2024 $**
OPERATING ACTIVITIES		
Net loss for the period	(66,658)	(79,975)
Changes in non-cash working capital items:		
Tax recoverable	(164)	1,169
Prepaid expense	(1,392)	(26,377)
Accounts payable and accrued liabilities	(11,248)	14,875
Deposits	(46,120)	65,227
CASH USED IN FROM OPERATING ACTIVITIES	(125,582)	(25,081)
DECREASE IN CASH	(125,582)	(25,081)
CASH, BEGINNING OF PERIOD	280,451	343,279
CASH, END OF PERIOD	154,869	318,198
SUPPLEMENTAL INFORMATION:		
Interest paid	–	-
Income taxes paid	–	-

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

1. NATURE OF OPERATIONS AND GOING CONCERN

Compass Venture Capital Inc. (“the Company”, or “Compass”) was incorporated on January 2, 2020 under the Business Corporations Act (British Columbia). On January 21, 2021, the Company completed its Initial Public Offering (the “Offering”) to be classified as a Capital Pool Company (“CPC”) as defined in the TSX Venture Exchange (the “Exchange” or “TSX-V”) Policy 2.4. The Company began trading its shares on the TSX-V under the trading symbol “CVI-P” on February 9, 2021. The principal business of the Company is the identification and evaluation of assets or a business and, once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval, if required, and acceptance by regulatory authorities (the “Qualifying Transaction” or “QT”).

The head office of the Company is located at 1 North Bridge Road, #02-07 High Street Centre, Singapore, 179094, and the registered and records office is located at Suite 1400, 1125 Howe Street, Vancouver BC V6Z 2K8.

The Company does not currently have operations or assets capable of generating ongoing revenues or cash flows and there is no certainty that its shares will be listed for trading or that it will complete a Qualifying Transaction (as such term is defined in the CPC Policy).

The Company has incurred losses since inception and had an accumulated deficit of $653,664 at April 30, 2025 (July 31, 2024: $587,006). The Company’s ability to continue its operations and to realize its assets at their carrying values is dependent upon finding and completing a Qualifying Transaction, obtaining additional financing or maintaining continued support from its shareholders and creditors and generating profitable operations in the future. The Company does not currently have operations or assets capable of generating ongoing revenues or cash flows and there is no certainty that it will complete a Qualifying Transaction. These matters indicate the existence of material uncertainties that may cast significant doubt about the Company’s ability to continue as a going concern.

These financial statements do not give effect to any adjustments which would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in the accompanying financial statements.

2. SIGNIFICANT ACCOUNTING POLICIES

The following is a summary of significant accounting policies used in the preparation of these condensed interim financial statements.

Statement of compliance

These condensed interim financial statements, including comparatives, have been prepared in accordance with International Financial Reporting Standards (“IFRS”) and International Accounting Standards (“IAS”) 34 “Interim Financial Reporting” as issued by the International Accounting Standards Board (“IASB”).

This condensed interim financial report does not include all of the information required of a full annual financial report and is intended to provide users with an update in relation to events and transactions that are significant to an understanding of the changes in financial position and performance of the Company since the end of the last annual reporting period. It is therefore recommended that this financial report be read in conjunction with the audited financial statements of the Company for the year ended July 31, 2024.

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Basis of presentation

These financial statements are prepared on the historical cost basis except for certain financial instruments, which are measured at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information. All amounts are expressed in Canadian dollars unless otherwise stated.

Significant accounting estimates and judgments

The preparation of these financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

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

Significant accounting judgments:

i. the determination of the likelihood of utilizing tax carry-forwards and recognition of deferred income tax assets or liabilities;
ii. the inputs used in the Black Scholes Valuation model in accounting for share-based payment transactions;
iii. the evaluation of the Company's ability to continue as a going concern.

Accounting pronouncements not yet adopted

A number of new standards and amendments to existing standards have been issued by the IASB that are mandatory for accounting periods beginning on or after November 1, 2024, or later periods. The Company has not early adopted these new standards in preparing these financial statements. There new standards are either not applicable or are not expected to have a significant impact on the Company's financial statements.

3. SHARE CAPITAL

Authorized share capital

The Company is authorized to issue an unlimited number of common shares without par value.

Issued and outstanding common shares

At April 30, 2025, there were 10,603,325 (July 31, 2024: 10,603,325) common shares issued and outstanding. The Company did not issue any shares during the nine-month period ended April 30, 2025.

3. SHARE CAPITAL (CONTINUED)

Escrowed shares

In conjunction with the Company's application to become a CPC, 4,950,000 shares at April 30, 2025 (July 31, 2024: 4,950,000) were held in escrow to be released in accordance with TSX-V Policy 2.4 over a period of up to eighteen months from the date of the Final Exchange Bulletin following the completion of a Qualifying Transaction.

Stock options

The Company adopted a stock option plan on May 12, 2020, which was amended and restated on January 19, 2022, October 25, 2022 and again on May 13, 2024 (the "Amended Plan"). The Amended Plan was approved and adopted by the shareholders at the most recent Annual General Meeting held on June 26, 2024. At the same time, the Company also adopted a Restricted Share Units Plan (the "RSU Plan").

The Amended Plan is a "10% rolling" stock option plan. The total number of options issued and outstanding at any time under the amended Plan (together with those up to 5% of the issued and outstanding common shares of the Company issuable pursuant to the RSU Plan) cannot exceed 10% of the issued and outstanding common shares of the Company unless shareholder and regulatory approvals are obtained. Options granted under the Amended Plan have a maximum of ten-year term and are non-transferable. Unless otherwise determined by the Board of Directors, options vest immediately upon granting.

Any RSUs granted by the Company in accordance with the RSU Plan and any common shares which may be reserved, set aside and available for issuance regarding such RSUs shall not exceed 5% of the issued and outstanding common shares of the Company [being 530,166 common shares, calculated based on the number of issued and outstanding common share of the Company on the record date of the 2024 annual general meeting being May 13, 2024].

At April 30, 2025, there were 888,250 (July 31, 2024: 888,250) stock options issued and outstanding, with a weighted average exercise price of $0.10 and a weighted average outstanding life of 5.98 years. The Company did not issue any stock options during the nine-month period ended April 30, 2025.

Warrants

At April 30, 2025, there were nil (July 31, 2024: nil) agent's warrants issued and outstanding.

4. NET LOSS PER SHARE

The calculation of basic and diluted loss per share for the nine months ended April 30, 2025 was based on the loss attributable to common shareholders of $66,658 for the period, and the weighted average number of common shares outstanding of 10,603,325.

Diluted loss per share did not include the effect of 888,250 stock options as they are anti-dilutive

5. RELATED PARTY BALANCE AND TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

5. RELATED PARTY BALANCE AND TRANSACTIONS (CONTINUED)

Key management personnel are persons responsible for planning, directing and controlling the activities of an entity, and include directors, the chief executive officer (“CEO”) and chief financial officer (“CFO”) of the Company.

There was no compensation incurred for key management personnel during the nine-month period ended April 30, 2025.

At April 30, 2025, there were no balances owing to or from related parties (July 31, 2024: $Nil).

6. CAPITAL MANAGEMENT

The Company’s objectives when managing capital are to safeguard the Company’s ability to continue as a going concern and to maintain a flexible capital structure which will allow it to pursue the completion of a Qualifying Transaction as defined in TSX-V Policy 2.4. Therefore, the Company monitors the level of risk incurred in its expenditures relative to its capital structure.

The Company considers its capital structure to include shareholders’ equity. The Company monitors its capital structure and makes adjustments in light of changes in economic conditions and the risk characteristics of the potential underlying assets. To maintain or adjust the capital structure, the Company may issue new equity if available on favourable terms and approved by the TSX-V.

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 in aggregate may be used for reasonable general and administrative expenses of the Corporation. These restrictions apply until completion of a QT by the Company as defined under the policies of the Policy.

7. FINANCIAL INSTRUMENTS AND RISK

The Company’s financial instruments consist of cash and accounts payable. The Company classifies cash as a financial asset held at amortized cost. The Company classifies accounts payable as financial liabilities, and these are held at amortized cost. The fair value of all of the Company’s financial instruments approximates their carrying 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 Company’s cash is measured at fair value using Level 1 inputs.

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. The type of risk exposure and the way in which such exposure is managed is provided as follows:

7. FINANCIAL INSTRUMENTS AND RISK (CONTINUED)

a. Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash account. Cash accounts are held with major banks in Canada. The Company has deposited its cash with a bank from which management believes the risk of loss islow.

b. Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's approach to managing liquidity is to ensure that it will have sufficient liquidity to meet liabilities when due. At April 30, 2025, the Company had cash of $154,869 to settle current liabilities of $5,596 which fall due for payment within 12 months.

c. Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return. The Company is not exposed to market risk.

d. Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk, from time to time, on its cash balances. Surplus cash, if any, is placed on call with financial institutions and management actively negotiates favorable market related interest rates.

8. PROPOSED TRANSACTION

The Company entered into a Master Exchange Agreement on October 15, 2024, as amended on March 23, 2025 and June 3 , 2025 (the "MEA") to acquire all of the issued and outstanding shares of CanniOasis Pte. Ltd. ("CanniOasis"), a Singapore-based biopharmaceutical company focused on utilizing cannabinoid medicine to develop effective personalized and targeted treatment regimens for neurological diseases in exchange for the issuance of common shares of Compass to the shareholders of CanniOasis (the "Transaction"). The MEA replaced the Letter of Intent originally entered on September 23, 2023, replaced on June 4, 2024 and amended on July 11, 2024.

Upon completion of the Transaction, CanniOasis will become a wholly-owned subsidiary of Compass, the business of CanniOasis will become the business of Compass, the CanniOasis Shareholders will have a controlling interest in Compass and CanniOasis will appoint new directors and officers to manage the resulting entity (the "Resulting Issuer") and its business.

Pursuant to the Transaction, the Company will acquire 100% of the issued and outstanding CanniOasis Shares in exchange for common shares of the Resulting Issuer (the "Resulting Issuer Shares"). CanniOasis Shareholders will receive 1 (one) Resulting Issuer Share for every 1.44 CanniOasis Share held (the "Share Exchange Ratio"). Upon completion of the Transaction, existing holders of common shares of Compass and CanniOasis Shareholders would own approximately 7.4% and 70.5% of the Resulting Issuer, respectively, on a fully-diluted basis, and the name of the Resulting Issuer will be changed to such name as CanniOasis may determine and as acceptable to the Exchange.

8. PROPOSED TRANSACTION (CONTINUED)

The Transaction constitutes the Company's "Qualifying Transaction" (as defined by Policy 2.4 Capital Pool Companies ("Policy 2.4") of the TSX Venture Exchange (the "Exchange")) and is not a Non-Arm's Length Qualifying Transaction (within the meaning of the Exchange's policies). The Transaction is subject to the approval of the Exchange and of the minority shareholders of the Company, among other conditions of closing. Other than in connection with the Concurrent Financing (as defined below), no commissions or finder's fees are being paid in relation to the Transaction.

The Transaction is subject to completion by CanniOasis of a brokered private placement equity financing of subscription receipts of CanniOasis (the "Subscription Receipts") at a price of $0.16 per Subscription Receipt, for aggregate gross proceeds of a minimum of $5,000,000 or such other amount as required in order to meet the requirements under the Exchange's policies (the "Concurrent Financing").

The completion of the Transaction will be subject to customary closing conditions including, among others, the completion of the Concurrent Financing, receipt of all required approvals and consents for the Transaction and all related matters, including approval of the disinterested holders of common shares of Compass, and the approval of the Exchange and completion of the Concurrent Financing, and other standard closing conditions

The MEA stipulates that all third-party costs required to be paid to complete the Qualifying Transaction will be borne by CanniOasis. CanniOasis has paid to Compass: (i) $50,000 as a refundable deposit to be used by Compass towards payment of legal costs and other professional fees associated with the Transaction; and (ii) an additional $50,000 as a non-refundable deposit to be used by Compass towards payment of expenses in connection with the Transaction.

At April 30, 2025, the first $50,000 deposit had been fully applied towards payment of legal costs and other professional fees associated with the Transaction, while there remained a balance of $3,880 in the second $50,000 deposit.