AIM5 Ventures Inc.

(A Capital Pool Company)

Financial Statements

For the three and six months ended December 31, 2023, and 2022

(In Canadian Dollars)

Notice of No Auditor Review of the Interim Financial Statements

The accompanying unaudited condensed interim financial statements of AIM5 Ventures Inc. (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.

AIM5 Ventures Inc.
Unaudited Condensed Interim Statements of Financial Position
As at December 31, 2023 and June 30, 2023
(in Canadian Dollars)

		December 31, 2023	June 30, 2023
Assets			
Cash	$	**280,214**	302,412
	$	**280,214**	302,412
Liabilities			
Accounts payable and accrued liabilities	$	**1,809**	14,426
Shareholders' Equity			
Share capital, net of issuance costs (Note 3)		**471,009**	471,009
Contributed Surplus		**65,623**	65,623
Accumulated Deficit		**(258,227)**	(248,646)
		278,405	287,986
	$	**280,214**	302,412

Approved by the Board **Zachary Goldenberg** CEO **(Signed)** **Aaron Salz** CFO **(Signed)**

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

AIM5 Ventures Inc.
Unaudited Condensed Interims Statements of Loss and Comprehensive Loss
For the three and six months ended December 31, 2023, and 2022
(in Canadian Dollars)

		Three-months ended December 31, 2023		Three-months ended December 31, 2022		Six-months ended December 31, 2023		Six-months ended December 31, 2022
Expenses								
Professional fees	**$**	**7,766**	$	20,855	**$**	**9,581**	$	23,165
Listing fees		**-**		5,083		**-**		5,407
Net loss and comprehensive loss	**$**	**(7,766)**	$	(25,938)	**$**	**(9,581)**	$	(28,572)
Net loss per share (basic and diluted)	**$**	**(0.00)**	$	(0.01)	**$**	**(0.00)**	$	(0.00)
Weighted average number of shares outstanding (basic and diluted)		**6,550,000**		3,920,000		**6,550,000**		3,920,000

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

AIM5 Ventures Inc.
Unaudited Condensed Interim Statements of Changes in Cash Flows
For the six months ended December 31, 2023, and 2022
(in Canadian Dollars)

	Six months ended December 31, 2023	Six months ended December 31, 2022
Cash flows used in operating activities		
Net loss for the year	**$ (9,581)**	$ (28,572)
Change in accounts payable and accrued liabilities	**(12,617)**	4,627
Net cash used in operating activities	**(22,198)**	(23,945)
Net change in cash	**(22,198)**	(23,945)
Cash, beginning of period	**302,412**	359,166
Cash, ending of period	**$ 280,214**	$ 335,221

Supplemental Information

Cash held in trust	**$ 30,214**	**$ -**
Cash equivalent	**250,000**	**-**
Total cash and cash equivalents	**$ 280,214**	**$ -**

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

AIM5 Ventures Inc.
Unaudited Condensed Interim Statements of Changes in Shareholders' Equity
For the six months ended December 31, 2023, and 2022
(in Canadian Dollars)

	Number of Shares		Share Capital		Contributed Surplus		Accumulated Deficit		Shareholders' Equity
Balance, June 30, 2022	6,550,000	$	471,009	$	65,623	$	(195,842)	$	340,790
Net loss for the period	-		-		-		(28,572)		(28,572)
Balance, December 31, 2022	**6,550,000**	**$**	**471,009**	**$**	**65,623**		**$ (224,414)**	**$**	**312,218**

	Number of Shares		Share Capital		Contributed Surplus		Accumulated Deficit		Shareholders' Equity
Balance, June 30, 2023	6,550,000	$	471,009	$	65,623	$	(248,646)	$	287,986
Net loss for the period	-		-		-		(9,581)		(9,581)
Balance, December 31, 2023	**6,550,000**	**$**	**471,009**	**$**	**65,623**	**$**	**(258,227)**	**$**	**274,405**

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

1. INCORPORATION AND NATURE OF BUSINESS

AIM5 Ventures Inc. (the "Corporation") was incorporated under the *Business Corporations Act* (Ontario) on August 11, 2020 and is a Capital Pool Company as defined in Policy 2.4 (the "Policy") of the TSX Venture Exchange (the "Exchange") Corporate Finance Manual (the "Manual"). The principal business of the Corporation is the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction ("Qualifying Transaction") as defined in the Policy. The Corporation has not commenced commercial operations and has no assets other than cash held in trust. Given the nature of the activities, no separate segmented information is reported. The Corporation's continuing operations, as intended, are dependent on its ability to secure equity financing with which it intends to identify and evaluate potential acquisitions of businesses, and once identified and evaluated, to negotiate an acquisition thereof or participation therein subject to receipt of regulatory and, if required, shareholders' approval.

Subsequent to the IPO (as defined herein), certain amendments were made to the Policy (the "Amendments"). On December 22, 2022, the shareholders of the Corporation passed certain resolutions that, *inter alia*, allowed the Corporation to be subject to the Amendments, including:

- amendments to the Corporation's stock option plan;
- removing potential consequences associated with the Corporation failing to complete a Qualifying Transaction within 24 months after its listing date;
- amendments to the Corporation's escrow agreement; and
- approving the payment of any finders' fee or commission to a Non-Arm's Length Party to the Corporation upon completion of its Qualifying Transaction (in accordance with the Policy).

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 Qualifying Transaction.

The head office and the registered head office of the Corporation is located at 77 King Street West, Suite 400, Toronto, ON M5K 0A1.

On January 26, 2024 the Board of Directors approved the unaudited condensed interim financial statements for the three and six months ended December 31, 2023, and 2022.

2. SIGNIFICANT ACCOUNTING POLICIES

Statement of Compliance

These unaudited interim condensed financial statements have been prepared in accordance with International Accounting Standards ("IAS") 34 'Interim Financial Reporting' ("IAS 34") using accounting policies consistent with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

These unaudited condensed interim financial statements have been prepared on an accrual basis and are based on historical costs, modified where applicable, by the measurement at fair value of selected non-current assets, financial assets, and financial liabilities. These unaudited condensed interim financial statements are presented in Canadian dollars, which is the corporation's functional and presentation currency.

The accounting policies applied by the Corporation in these Unaudited Condensed Interim Financial Statements are the same as those applied by the Corporation in the audited financial statements for the period ended June 30, 2023.

Cash and cash equivalents

Cash and cash equivalents is comprised of short term guaranteed investment certificates and cash held in trust with the Corporation's legal counsel.

3. SHARE CAPITAL

Authorized - Unlimited common shares

Issued	**#**	**$**
Balance, August 11, 2020	-	$ -
3,250,000 common shares (i)	3,250,000	225,000
3,300,000 common shares (ii)	3,300,000	330,000
Issuance cost (cash)	-	(66,773)
Issuance cost (warrants)	-	(17,218)
Balance, December 31, 2023 and 2022	**6,550,000**	**$ 471,009**

(i) Escrowed Shares

On August 19, 2020, the Corporation issued 2,000,000 common shares of the Corporation ("AIM5 Shares") at $0.05 per share for gross proceeds of $100,000.

On September 23, 2020, the Corporation issued 1,250,000 AIM5 Shares at $0.10 per share for gross proceeds of $125,000.

Share issuance costs of $4,000 were associated with these issuances.

(in Canadian Dollars)

3. SHARE CAPITAL – continued

All AIM5 Shares acquired in the secondary market prior to the completion of a Qualifying Transaction by a Control Person, as defined in the Manual, 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 subject to escrow.

All AIM5 Shares: (a) issued at a price below the price of the shares issued in the Corporation's initial public offering ("IPO"); and (b) all shares acquired from treasury after the IPO but before the date of the Final Exchange Bulletin (as defined in the Policy) which are, directly or indirectly, beneficially owned or controlled by Non-Arm's Length Parties (as defined in the Policy) to the Corporation, 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 subject to escrow. 2,630,000 issued and outstanding AIM5 Shares that been held in escrow pursuant to the requirements of the Exchange.

(ii) Initial Public Offering

On November 24, 2020, the Corporation completed its IPO of 3,300,000 AIM5 Shares at $0.10 per share ($330,000). The Corporation paid a commission of 10% of the gross proceeds to Haywood Securities Inc. (the "Agent") and granted the Agent warrants to acquire 10% of the AIM5 Shares issued in the IPO exercisable for a period ending twenty-four months from the closing of the IPO, exercisable at $0.10 per share. The Corporation also paid a corporate finance fee and reimbursed the Agent for legal fees and other reasonable expenses incurred pursuant to the IPO. Cash issuance costs of $62,773 were associated with these issuances and the value attributed to warrants granted to the Agent is $17,218.

Options

Options may be granted for a maximum term of ten years from the date of the grant. They are non-transferable and are exercisable as determined by the Directors when the option is granted. Options expire within 90 days of termination of employment or holding office as director or officer of the Corporation and, in the case of death, expire within a maximum period of one year after such death, subject to the expiry date of the option.

Any AIM5 Shares issued upon exercise of the options prior to the Corporation completing a Qualifying Transaction will be subject to escrow restrictions.

The following table reflects the continuity of stock options and warrants:

	Number of Stock Options and Warrants	Weighted Average Exercise Price ($)
Balance, December 31, 2022	655,000	$0.10
Expired (i)	-	-
Balance, December 31, 2023	**655,000**	**$0.10**

(in Canadian Dollars)

3. SHARE CAPITAL – continued

	Number of Stock Options and Warrants	Weighted Average Exercise Price ($)
Balance, August 11, 2020	-	-
Granted (i)	330,000	$0.10
Granted to directors and officers (ii)	655,000	$0.10
Expired	(330,000)	$0.10
Balance, December 31, 2022	**655,000**	**$0.10**

i. On November 24, 2020, the Corporation granted 330,000 warrants to the Agent (and other members of the syndicate), which are exercisable within two years from the closing of the IPO at an exercise price of $0.10 per share. These warrants were valued on the date of issue using the Black-Scholes option pricing model with the following assumptions: dividend yield 0%, discount rate 0.39%, expected volatility of 100% and an expected life of two years. The value attributed to these warrants was $17,218. These agent warrants have since expired.

ii. On November 24, 2020, the Corporation granted 655,000 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. These options were valued on the date of issue using the Black-Scholes option pricing model with the following assumptions: dividend yield 0%, discount rate 0.26%, expected volatility of 100% and an expected life of five years. The value attributed to these options was $48,405.

The following table reflects the actual stock options and warrants issued and outstanding as of December 31, 2023, and 2022:

December 31, 2023:

Expiry Date	**Exercise Price**	**Remaining Contractual Life (Years)**	**Number of Stock Options and Warrants Outstanding**	**Number of Stock Options and Warrants Vested (Exercisable)**
November 24, 2025	$0.10	1.90	655,000	655,000
	$0.10	1.90	655,000	655,000

December 31, 2022:

Expiry Date	Exercise Price	Weighted Average Remaining Contractual Life (Years)	Number of Stock Options and Warrants Outstanding	Number of Stock Options and Warrants Vested (Exercisable)
November 24, 2025	$0.10	2.10	655,000	655,000
	$0.10	2.10	655,000	655,000

4. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

Capital Management

The Corporation's objective when managing capital is to maintain its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders. The Corporation includes equity, comprised of share capital, contributed surplus and accumulated deficit, in the definition of capital.

The Corporation's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund the identification and evaluation of potential acquisitions. To secure the additional capital necessary to pursue these plans, the Corporation may attempt to raise additional funds through the issuance of equity or by securing strategic partners.

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 Qualifying Transaction by the Corporation.

Risk Disclosures and Fair Values

The Corporation's financial instruments carried at amortized cost consist of accounts payable and accrued liabilities which approximate fair value due to the relatively short-term maturity of the instruments. It is management’s opinion that the Corporation is not exposed to significant interest, currency or credit risks arising from these financial instruments.

5. RELATED PARTY TRANSACTIONS

There was no remuneration paid to key management personnel and no other related party transactions during the three and six months ended December 31, 2023 (December 31, 2022 - $Nil).