Form 51-102F4
Business Acquisition Report

Item 1 – Identify of Company

1.1. Name and Address of the Company

GOAT Industries Ltd. (“**GOAT**” or the “**Company**”)
1500 – 1111 West Hastings Street
Vancouver, British Columbia V6E 2J3

1.2. Executive Officer

Kevin Cornish
Chief Executive Officer
204-801-3613

Item 2 – Details of Acquisition

2.1. Nature of the Business Acquired

On December 10, 2025, the Company completed the acquisition (the “**Acquisition**”) of all of the issued and outstanding securities of 1509467 B.C. Ltd. (“**150 BC**”) and Veroom, Inc. (“**Veroom**” and, together with 150 BC, the “**Targets**”) (the “**Transaction**”) pursuant to (i) a share exchange agreement dated September 26, 2025 among the Company, 150 BC and the securityholders of 150 BC (the “**150 BC Vendors**”) and (ii) a share exchange agreement dated October 14, 2025 among the Company, Veroom and the securityholders of Veroom (the “**Veroom Vendors**”).

As a result of the Acquisition, the Targets became wholly-owned subsidiaries of the Company and the Company acquired an integrated sports-media, affiliate and digital engagement technology platform operating primarily through Source Gaming Company, a subsidiary of 150 BC. The acquired business includes the BETSource platform, which enables sportsbooks, casinos, media companies and content distributors to deliver contextual advertising, wagering integrations and interactive engagement features within live and on-demand sports content. The platform currently generates revenue through subscription, advertising, sponsorship and affiliate attribution models and operates across multiple licensed U.S. jurisdictions and Ontario, Canada. Veroom supports commercialization of the platform through sales, marketing, partner acquisition and sportsbook integration activities.

2.2. Acquisition Date

The Acquisition was completed on December 10, 2025.

2.3. Consideration

In consideration of the acquisition of the Targets, the Company (a) issued an aggregate of 54,322,500 common shares (the “**150 BC Consideration Shares**”) at a deemed price of $0.21 per share to the 150 BC Vendors on a pro rata basis, (b) issued an aggregate of 15,677,500 common shares (the “**Veroom Consideration Shares**” and, together with the 150 BC Consideration Shares, the “**Consideration Shares**”) at a deemed price of $0.21 per share to the Veroom Vendors on a pro rata basis and (c) issued an aggregate of 62,710,000 performance warrants (the "**Performance Warrants**") to the Veroom Vendors. The Performance Warrants are exercisable into common shares of the Company at a price of $0.45 per share for a period of five (5) years and vest upon the achievement of specified revenue milestones of the acquired business.

An aggregate of 62,500,000 Consideration Shares are subject to voluntary escrow arrangements providing for staged release following the filing of the Company's business acquisition report in respect of the Transaction and over subsequent prescribed periods.

Further information regarding the Transaction can be found in the Company's news releases dated September 26, 2025, October 16, 2025, November 11, 2025 and December 10, 2025, and the Company's material change report dated December 18, 2025, all of which are available under the Company's profile on SEDAR+ at www.sedarplus.ca.

2.4. Effect on Financial Position

Upon completion of the Transaction, the Targets became wholly-owned subsidiaries of the Company. The Company does not currently have any plans or proposals for material changes to the business or affairs of the Targets following completion of the Transaction. The Company continues to operate as an investment issuer focused on acquiring and supporting high-potential businesses and, through the Transaction, has expanded its exposure to digital media, affiliate marketing and sports-engagement technology assets.

2.5. Prior Valuations

Not applicable

2.6. Parties to the Transaction

Not applicable

2.7. Date of Report

February 23, 2026

Item 3 – Financial Statements and Other Information

As required by Part 8 of NI 51-102, the following financial statements are attached to this business acquisition report:

- the audited financial statements of Source Gaming Company for the years ended December 31, 2024 and December 31, 2023, a copy of which is attached hereto as Schedule "A";

- the unaudited interim consolidated financial statements of 1509467 B.C. Ltd. for the nine months ended September 30, 2025 and September 30, 2024, a copy of which is attached hereto as Schedule "B";

- the audited financial statements of Veroom, Inc. for the years ended December 31, 2024 and December 31, 2023, a copy of which is attached hereto as Schedule "C"; and

- the unaudited condensed interim financial statements of Veroom, Inc. for the nine months ended September 30, 2025 and September 30, 2024, a copy of which is attached hereto as Schedule “D”.

SCHEDULE A

[see attached]

Source Gaming Company

Financial Statements

For the years ended December 31, 2024 and 2023

Expressed in United Stated dollars

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors and Stockholders
of Source Gaming Company

Opinion

We have audited the accompanying financial statements of Source Gaming Company (a Pennsylvania corporation), which comprise the statements of financial position as of December 31, 2024 and 2023, and the related statements of loss and comprehensive loss, changes in shareholders' deficit, and cash flows for the years then ended, and the related notes to the financial statements.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Source Gaming Company as of December 31, 2024 and 2023, and the results of its operations and its cash flows for the years then ended in accordance with IFRS Accounting Standards issued by the International Accounting Standards Board.

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Source Gaming Company and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Substantial Doubt about the Company's Ability to Continue as a Going Concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the financial statements, the Company has an accumulated deficit of $$2,200,826. This raises substantial doubts to the Company's ability to continue as a going concern. Management's evaluation of the events and conditions and management's plans regarding those matters are also described in Note 1. The financial statements do not include any adjustments that might result from the outcome of this uncertainty. Our opinion is not modified with respect to that matter.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about Source Gaming Company's ability to continue as a going concern within one year after the date that the financial statements are available to be issued.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with generally accepted auditing standards will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with generally accepted auditing standards in the United States of America, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Source Gaming Company's internal controls. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Source Gaming Company's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control related matters that we identified during the audit.

L J Soldinger Associates, LLC

Deer Park, Illinois

February 23, 2026

Source Gaming Company

Statements of Financial Position
As at December 31, 2024 and 2023
(Expressed in United States dollars)

	Note	2024	2023
		$	$
ASSETS			
Current assets			
Cash and cash equivalents		**937**	28,967
Total current assets		**937**	28,967
Total assets		**937**	28,967
LIABILITIES			
Current liabilities			
Accounts payable		**6,195**	1,110
Total current liabilities		**6,195**	1,110
Non-current liabilities			
Notes payable - shareholders	3	**29,728**	28,591
Due to related party	4	**403,615**	429,655
Total non-current liabilities		**433,343**	458,246
Total liabilities		**439,538**	459,356
SHAREHOLDERS' EQUITY (DEFICIT)			
Share capital - common shares (no par value)	5	**-**	-
Share capital - preferred shares	5	**1,762,225**	1,762,225
Accumulated deficit		**(2,200,826)**	(2,192,614)
Total shareholders' equity (deficit)		**(438,601)**	(430,389)
Total liabilities and shareholders' equity		**937**	28,967

Nature of operations and going concern - note 1
Events after the reporting period - note 9

Approved on behalf of the Board of Directors on February 23, 2026:

"Henry L. Frecon III"

Director

Source Gaming Company

Statements of Loss and Comprehensive Loss
For the years ended December 31, 2024 and 2023
(Expressed in United States dollars)

	2024	2023
	$	$
OPERATING EXPENSES		
General and administrative	**7,075**	329,235
Net operating expenses	**7,075**	329,235
FINANCING EXPENSES		
Interest expense	**1,137**	168
Net financing expenses	**1,137**	168
Net loss and comprehensive loss for the year	**8,212**	329,403
Weighted average common shares outstanding		
Basic and diluted	**292,507**	292,507
Loss per common share		
Basic and diluted	**0.03**	1.13

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

Source Gaming Company

Statements of Cash Flows

For the years ended December 31, 2024 and 2023

(Expressed in United States dollars)

	2024	2023
	$	$
OPERATING		
Net loss and comprehensive loss for the year	(8,212)	(329,403)
Items not affecting cash:		
Interest expense	1,137	168
Changes in non-cash working capital:		
Accounts payable	5,085	1,110
Net cash - Operating	(1,990)	(328,125)
FINANCING		
Cash received from shareholders	-	28,423
Funding from related party	1,960	327,517
Repayment to related party	(28,000)	-
Net cash - Financing	(26,040)	355,940
Change in cash during the year	(28,030)	27,815
Cash, beginning of year	28,967	1,152
Cash, end of the year	937	28,967

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

Source Gaming Company

Statements of Changes in Shareholders' Deficit

(Expressed in Untied States dollars)

	Common shares	Share capital - common shares	Preferred shares	Share capital - preferred shares	Accumulated Deficit	Total
	#	**$**	**#**	**$**	**$**	**$**
Balance, December 31, 2022	292,507	-	752,522	1,762,225	(1,863,211)	(100,986)
Net loss and comprehensive loss for the year	-	-	-	-	(329,403)	(329,403)
Balance, December 31, 2023	292,507	-	752,522	1,762,225	(2,192,614)	(430,389)
Net loss and comprehensive loss for the year	**-**	**-**	**-**	**-**	**(8,212)**	**(8,212)**
Balance, December 31, 2024	**292,507**	**-**	**752,522**	**1,762,225**	**(2,200,826)**	**(438,601)**

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

1. NATURE OF OPERATIONS AND GOING CONCERN

Source Gaming Company. (the "Company" or "Source Gaming") was incorporated under the laws of the State of Pennsylvania on July 23, 2021. The address of the Company's registered office is 103 Grandview Road, Boyertown, PA 19512. The Company's principal business activity is sales and marketing that activates a combination of live sports rights within casinos and sports books.

In September 2025, the Company was acquired by 1509467 B.C. Ltd ("1509 BC"), an arm's length third party entity (note 9). Further, on December 10, 2025, 1509 BC, including its interest in the Company, was acquired by Goat Industries Ltd. ("GOAT") a publicly traded Canadian company listed on the Canadian Securities Exchange under the symbol GOAT (note 9).

These financial statements ("financial statements") are prepared on the basis that the Company will continue as a going concern, which assumes that the Company will be able to continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of operations.

As at December 31, 2024, the Company had a working capital deficiency of $5,258 (December 31, 2023 working capital - $27,857), and accumulated deficit of $2,200,826 (December 31, 2023 - $2,192,614). During the year ended December 31, 2024 the Company also incurred a net and comprehensive loss of $8,212 (2023 - $329,403).

The Company does not have traditional sources of revenue, and historically has relied on advances payable and equity financings to cover its operating expenses. The Company's ability to continue as a going concern depends upon it obtaining additional revenue or securing future equity or debt financing for its working capital and development activities, which is uncertain.

The financial statements do not include any adjustments that would result from the Company being unable to continue as a going concern. These conditions indicate the existence of material uncertainty related to the Company's ability to continue as a going concern.

2. MATERIAL ACCOUNTING POLICY INFORMATION

Basis of presentation

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and comply explicitly and unreservedly with IFRS Accounting Standards, as required by IAS 1.16.

These financial statements have been prepared on an historical cost basis, except for financial instruments which are classified as fair value through profit or loss ("FVTPL"). In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

Functional and presentation currency

These financial statements are presented in United States dollars, except where noted, which is the functional currency of the Company.

Material accounting policy information

The preparation of financial statements in conformity with IFRS requires management to make estimates, judgments and assumptions that affect the reported amounts of assets and liabilities as at the date of the financial statements and reported amounts of profit or loss and expenses during each reporting period. Estimates and assumptions 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. However, actual outcomes can differ from these estimates.

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

The information about significant areas of estimation uncertainty considered by management in preparing these financial statements are as follows:

Going concern

These financial statements have been prepared in accordance with IFRS on a going concern basis, which assumes the realization of assets and discharge of liabilities in the normal course of business within the foreseeable future. Management uses judgment in determining assumptions for cash flow projections, such as anticipated financing, deferral of commitments, negotiation of supplier terms and future commitments to assess the Company's ability to continue as a going concern. A critical judgment is that the Company continues to raise funds going forward and to satisfy their obligations as they become due.

Income taxes

Management is required to make estimations regarding the tax basis of assets and liabilities and related deferred income tax assets and liabilities, the measurement of income tax expense, and indirect taxes. The Company is subject to assessments by tax authorities who may interpret tax law differently. These factors may affect the final amount or the timing of tax payments.

Indicators of Impairment

The Company makes judgements about whether or not indicators of impairment, or indicators of a reversal of impairment, exist at each reporting period. This determination impacts whether or not a detailed impairment quantitative assessment is performed at the reporting date. An expected credit loss ("ECL") model applies to financial assets measured at amortized cost, contract assets and debt investments at FVTOCI, but not to investments in equity instruments. The ECL model requires a loss allowance to be recognized based on expected credit losses. The estimated present value of future cash flows associated with the asset is determined and an impairment loss is recognized for the difference between this amount and the carrying amount as follows: the carrying amount of the asset is reduced to estimated present value of the future cash flows associated with the asset, discounted at the financial asset's original effective interest rate, either directly or through the use of an allowance account and the resulting loss is recognized in profit or loss for the period. In a subsequent period, if the amount of the impairment loss related to financial assets measured at amortized cost decreases, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized. The Company's financial assets measured at amortized cost are subject to the ECL model.

Cash and cash equivalents

Cash consists of demand deposits with a United States bank.

Financial instruments

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the financial instrument.

Financial assets are derecognized when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and all substantial risks and rewards are transferred. A financial liability is derecognized when it is extinguished, discharged, cancelled or expires.

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Financial Instruments classification and measurement

Financial assets are classified and measured based on these categories: fair value through profit or loss ("FVPL"); fair value through other comprehensive income ("FVOCI"); or amortized cost.

Financial liabilities are classified and measured based on two categories: FVPL or amortized cost. Financial assets are not reclassified subsequent to their initial recognition unless the Company changes its business model for managing financial assets.

Financial assets and liabilities classified as FVPL are measured at fair value with changes in fair value recognized in profit or loss. Financial assets designated as FVOCI are measured at fair value with changes in fair value recognized in other comprehensive income with such changes never being reclassified to profit or loss. Financial assets and liabilities classified as amortized cost are initially measured at fair value, net of any transaction costs incurred and are measured subsequently using the effective interest method.

Financial instruments recorded at fair value in the statements of financial position are classified according to a three-level hierarchy that reflects the significance of the inputs used in making the fair value measurements.

The three levels of fair value hierarchy are as follows:

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

Impairment of financial assets

An expected credit loss (“ECL”) model applies to financial assets measured at amortized cost, contract assets and debt investments at FVTOCI, but not to investments in equity instruments. The ECL model requires a loss allowance to be recognized based on expected credit losses. The estimated present value of future cash flows associated with the asset is determined and an impairment loss is recognized for the difference between this amount and the carrying amount as follows: the carrying amount of the asset is reduced to estimated present value of the future cash flows associated with the asset, discounted at the financial asset’s original effective interest rate, either directly or through the use of an allowance account and the resulting loss is recognized in profit or loss for the period. In a subsequent period, if the amount of the impairment loss related to financial assets measured at amortized cost decreases, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized. The Company’s financial assets measured at amortized cost are subject to the ECL model.

Income taxes

Income tax expense consists of current and deferred tax expense. Income tax expense is recognized in profit or loss, except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, adjusted for amendments to tax payable with regards to previous years.

The Company recognizes deferred tax on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in computing taxable profit or loss. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profit will be available against which the asset can be utilized.

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Share capital

The Company's common shares are classified as equity instruments. Proceeds from unit placements are allocated between shares and warrants issued using the relative fair value method. Costs directly identifiable with share capital financing are charged against share capital. Share issuance costs incurred in advance of share subscriptions are recorded as non-current deferred assets. Share issuance costs related to uncompleted share subscriptions are charged to operations in the period they are incurred.

Preferred shares

The Company's preferred shares are classified as equity instruments in accordance with *IAS 32, Financial Instruments: Presentation*, as they do not include any contractual obligation for the Company to deliver cash or another financial asset, nor do they contain any mandatory redemption features.

Preferred shares are initially recognized at the fair value of the consideration received, net of directly attributable transaction costs. Subsequent to initial recognition, preferred shares are not remeasured. Dividends on preferred shares are discretionary and are recognized as a deduction from equity when declared. Dividends declared are not recognized as an expense in profit or loss. The Company has not declared any dividends historically.

Loss per common share

Basic loss per share is computed by dividing the loss applicable by the weighted average number of common shares outstanding during the reporting period. Diluted loss per share is computed by dividing the net loss by the sum of the weighted average number of common shares issued and outstanding during the reporting period and all additional common shares for the assumed exercise of convertible preferred shares, options and warrants outstanding for the reporting period, if dilutive.

New accounting policies

Certain pronouncements have been issued by the IASB that are effective for accounting periods beginning on or after January 1, 2023. With the exception of changing the Company's accounting policies from "significant" to "material", the Company has reviewed all other updates and determined that many of these updates are not applicable or consequential to the Company and have been excluded from discussion within the material accounting policy information.

The Company has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective. The Company is currently assessing the impact of the following standard which has been issued, but is not yet effective, for prospective periods beginning after January 1, 2025:

- In April 2024, the IASB issued IFRS 18 - Presentation and Disclosure in Financial Statements, replacing IAS 1. The standard is effective for the Company's fiscal year beginning January 1, 2027, with retrospective application if elected. IFRS 18 introduces a new structure for the statement of profit or loss by requiring income and expenses to be classified into operating, investing, and financing categories. It also mandates the disclosure of Management defined Performance Measures ("MPMs"), which are certain non-GAAP measures, within the audited financial statements. The Company is currently assessing the impact of IFRS 18. While the standard will significantly change the presentation and disaggregation of financial information, it will not impact the recognition or measurement of assets, liabilities, income, or expenses.

3. NOTES PAYABLE - SHAREHOLDERS

On November 7, 2023, the Company entered into loans for $28,423 with a select group of minority shareholders in order to finance working capital needs. The loans bear a simple interest rate of 4.0% annually, and mature on deferred basis until a further maturity date is mutually agreed upon, or upon a transaction involving a change of control of the Company.

For the year ended December 31, 2024, the Company incurred an interest expense on these loans of $1,137 (2023 - $168). As at December 31, 2024, the principal balance was $28,423 (December 31, 2023 - $28,423) and accrued interest was $1,305 (December 31, 2023 - $168).

4. DUE TO RELATED PARTY

The Company was a subsidiary of Source Digital Inc. (“Source Digital”), which was the majority shareholder and controlling party of the Company. Source Digital provided financial support in the form of working capital funding; as well as, providing the Company with executive leadership, strategic planning, and administrative support services that were charged to the Company through management fees. The balance in Due to Related at December 31, 2024 and 2023 was $403,615 and $429,655, respectively, and represents the cumulative balance owing to Source Digital.

5. SHARE CAPITAL

The authorized share capital of the Company consists of 35,000,000 common shares with no par value, and 15,000,000 preferred shares.

The Company has 292,507 common shares with no par value outstanding.

Additionally, the Company has 752,522 preferred shares outstanding. Each preferred share was convertible into one common share at the option of the holder for no additional consideration and is entitled to one voting share.

During the years ended December 31, 2024 and 2023, the Company had no common share and preferred share transactions to report.

6. INCOME TAXES

The Company does not have any tax losses or temporary deductible differences. The general tax rate applicable to the Company is 29%.

7. MANAGEMENT OF CAPITAL

The Company manages its capital structure and makes adjustments in light of the changes in its economic environment and the risk characteristics of the Company’s assets. The Company defines capital to be the components of shareholders’ equity. To effectively manage the Company’s capital requirements, the Company has in place planning, budgeting, and forecasting process to help determine the funds required to ensure the Company has the appropriate liquidity to meet its operating and growth objectives. There were no externally imposed capital requirements to which the Company is subject as at December 31, 2024 or 2023.

The Board of Directors relies on the expertise of the Company’s management to sustain future development of the business towards commercialization. Management reviews and adjusts its capital structure on an ongoing basis. The Company is not subject to any externally imposed capital requirements. There were no changes to the Company’s approach to capital management during the years ended December 31, 2024 or 2023.

8. FINANCIAL INSTRUMENTS AND RISK

The carrying values of notes payable to shareholders and due to related party are considered representative of their respective fair values due to their short-term period to maturity.

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including interest rate).

8. FINANCIAL INSTRUMENTS AND RISK (continued)

Risk management is carried out by the Company's management team with guidance from the Board of Directors. The Board of Directors also provides regular guidance for overall risk management.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations associated with financial liabilities. The Company has a planning and budgeting process in place by which it anticipates and determines the funds required to support normal operation requirements as well as the growth and development of the business of the Company. The Company is exposed to liquidity risk.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its obligations. Management believes the exposure to credit risk is nominal.

Interest rate risk

The Company had no significant exposure as at December 31, 2024 or 2023, to interest rate risk through its financial instruments.

9. EVENTS AFTER THE REPORTING PERIOD

On September 2, 2025 pursuant to an Asset Purchase Agreement (“APA”) dated April 25, 2025 between 1509 BC and with Source Digital, Inc. (“Source Digital”), the previous parent entity of the Company, the Company had 73% of its total issued and outstanding shares acquired by 1509 BC for $700,000 in consideration paid in cash to Source Digital. Upon the closing of the APA, Source Gaming exchanged $700,000 of its balance due to Source Digital into a convertible note now payable to 1509 BC. Furthermore, on September 9, 2025, pursuant to tender offers completed with the holders of the remaining 27% interest in the Company, 1509 BC acquired the remaining 27% interest in the Company by issuing 2,000,001 common shares of 1509 BC in exchange for the remaining 189,652 preferred shares of the Company. In total, these events brought 1509 BC’s ownership stake to 100%, making Source Gaming a wholly owned subsidiary of 1509 BC.

On December 10, 2025 the Company, then a subsidiary of 1509 BC, was acquired by GOAT through GOAT’s acquisition of 1509 BC and Veroom, Inc. (“Veroom”) from the securityholders (the “Vendors”) as a part of the GOAT purchase transaction (the “Transaction”).

GOAT acquired of all of the issued and outstanding securities of the Veroom, in exchange for an aggregate of 15,677,500 common shares, on a pro rata basis, in the capital of GOAT (the “GOAT Shares”), issued at a deemed price of $0.21 per GOAT Share (the “Purchase Price”). As a part of this transaction, GOAT also acquired all of the issued and outstanding securities of 1509 BC, in exchange for 54,322,500 GOAT Shares, on a pro rata basis. GOAT also issued to the shareholders of Veroom an aggregate of 62,710,000 performance warrants (the “Performance Warrants”), with such Performance Warrants to be exercisable into GOAT’s shares at a price of $0.45 per share, exercisable for a period of five years from the closing date. The Performance Warrants vest as follows: (i) 50% of the Performance Warrants shall vest upon 1509 BC booking annual revenues (consolidated basis) of $10,000,000, as reasonably determined by the board of directors of GOAT (“Milestone 1”); and (ii) the remaining 50% of the Performance Warrants shall vest upon 1509 BC booking annual revenues (consolidated basis) of $20,000,000, as reasonably determined by the board of directors of GOAT (“Milestone 2” and, collectively with Milestone 1, the “Milestones”).

9. EVENTS AFTER THE REPORTING PERIOD (continued)

The 70,000,000 GOAT Shares are subject to subject to a voluntary escrow and will be released as follows:

1. 51,200,632 GOAT Shares (“Tranche 1”) will be released on the following schedule:

   i. 25% four months and 10 days following the date on which GOAT files a business acquisition report (the “BAR Filing Date”) under National Instrument 51-102 – Continuous Disclosure Obligations in connection with the Transaction;
   ii. 18.75% seven months and 10 days following the BAR Filing Date;
   iii. 18.75% 10 months and 10 days following the BAR Filing Date;
   iv. 18.75% 13 months and 10 days following the BAR Filing Date; and
   v. 18.75% 16 months and 10 days following the BAR Filing Date.

   Notwithstanding, in the event that Milestone 1 is achieved, 50% of Tranche 1 shall be accelerated and, in the event that Milestone 2 is achieved the remainer of Tranche 1 shall be accelerated.

2. 11,299,368 GOAT Shares (“Tranche 2”) issued to entities beneficially owned by Henry Frecon III, the Founder and CEO of Source Gaming and a director of 1509 BC and Veroom, will be released on the following schedule:

   i. 10% four months and 10 days following the BAR Filing Date;
   ii. 15% 10 months and 10 days following the BAR Filing Date;
   iii. 15% 16 months and 10 days following the BAR Filing Date;
   iv. 15% 22 months and 10 days following the BAR Filing Date;
   v. 15% 28 months and 10 days following the BAR Filing Date;
   vi. 15% 34 months and 10 days following the BAR Filing Date; and
   vii. 15% 40 months and 10 days following the BAR Filing Date;

3. 7,500,000 of GOAT’s Shares issued (“Tranche 3”) to the Vendors are subject to a voluntary escrow, contemplating release on the date that is four months and ten days following the BAR Filing Date.

In connection with the Transaction, GOAT obtained the consent (the “Consent”) of holders (the “Consenting Shareholders”) of more than 50% of the outstanding shares of GOAT pursuant to the policies of the Canadian Securities Exchange on October 23, 2025. Auditor reviewed financial statements, as well as certain business disclosures were provided to the Consenting Shareholders in connection with the Consent. The Transaction and the terms thereof were settled pursuant to arm’s length negotiations.

In connection with the Transaction, the Vendors have entered into a voting trust agreement, pursuant to which all voting rights attached to the GOAT Shares will be held in trust by a member of GOAT’s Board, with full power and authority to vote such GOAT Shares in all respects, to attend and do all things as the Vendor may be entitled to do at any meeting or in connection with any meeting and to take part in or consent to any corporate action on behalf of the Vendor.

SCHEDULE B

[see attached]

1509467 B.C. Ltd.

Interim Consolidated Financial Statements

For the nine months ended September 30, 2025 and 2024

(Unaudited)

Expressed in United States dollars

Notice of Disclosure of Non-auditor Review of the Interim Consolidated Financial Statements for the nine months ended September 30, 2025 and 2024

Pursuant to National Instrument 51-102 Continuous Disclosure Obligations, part 4, subsection 4.3(3)(a) issued by the Canadian Securities Administrators, 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 interim consolidated financial statements of 1509467 B.C. Ltd. for the nine months ended September 30, 2025 and 2024, have been prepared in accordance with International Accounting Standard 34 Interim Financial Reporting, as issued by the International Accounting Standards Board, and are the responsibility of management.

The Company's independent auditors have not performed a review of these unaudited interim consolidated financial statements.

February 23, 2026

1509467 B.C. Ltd.

Interim Consolidated Statements of Financial Position

(Unaudited and expressed in United States dollars)

	Note	As at September 30, 2025	As at December 31, 2024
		$	$
ASSETS			
Current assets			
Cash and cash equivalents		**295,242**	937
		295,242	937
Due from related party	4	**199,467**	-
Total assets		**494,709**	**937**
LIABILITIES			
Current liabilities			
Accounts payable		**23,013**	6,195
		23,013	6,195
Promissory notes payable	5	**306,544**	-
Due to related party	4	**-**	403,615
Due to shareholders	6	**30,565**	29,728
Total liabilities		**360,122**	439,538
SHAREHOLDERS' EQUITY			
Share capital - common shares	7	**2,566,440**	-
Share capital - preferred shares	7	**-**	1,762,225
Deficit		**(2,431,853)**	(2,200,826)
Total shareholders' equity		**134,587**	(438,601)
Total liabilities and shareholders' equity		**494,709**	937

Nature of operations and going concern - note 1
Events after the reporting period - note 11

Approved on behalf of the Board of Directors on February 23, 2026:

"Henry L. Frecon III"

Director

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

1509467 B.C. Ltd.

Interim Consolidated Statements of Loss and Comprehensive Loss
For the three and nine months ended September 30, 2025 and 2024
(Unaudited and expressed in United States dollars)

	Three months ended September 30		Nine months ended September 30	
	2025	2024	**2025**	2024
			$	$
OPERATING EXPENSES				
General and administrative	**1,934**	725	**3,596**	2,308
Corporate development	**28,000**	-	**37,000**	-
Payroll expense	**63,316**	-	**63,316**	-
Professional fees	**30,585**	374	**40,280**	374
Subcontractors	**81,835**	-	**81,835**	-
Operating loss	**(205,670)**	(1,099)	**(226,027)**	(2,682)
OTHER EXPENSES				
Facilitation fees	**5,000**	-	**5,000**	-
Net loss and comprehensive loss for the period	**(210,670)**	(1,099)	**(231,027)**	(2,682)
Weighted average shares outstanding				
Basic and diluted	**3,315,610**	292,507	**1,311,282**	292,507
Loss per share				
Basic and diluted	**(0.06)**	-	**(0.18)**	(0.01)

1509467 B.C. Ltd.

Interim Consolidated Statements of Cash Flows
For the nine months ended September 30, 2025 and 2024
(Unaudited and expressed in United States dollars)

	2025	2024
	$	$
OPERATING		
Net loss and comprehensive loss for the period	**(231,027)**	(2,682)
Items not effecting cash:		
Interest on promissory notes payable	**1,202**	-
Changes in non-cash working capital:		
Accounts payable	**4,915**	-
Due to related party	**219,235**	(25,348)
Net cash - Operating	**(5,675)**	(28,030)
INVESTING		
Cash acquired in reverse takeover acquisition	**184,980**	-
Net cash - Investing	**184,980**	-
FINANCING		
Advances on promissory notes payable	**115,000**	-
Net cash - Financing	**115,000**	-
Change in cash during the period	**294,305**	(28,030)
Cash, beginning of the period	**937**	28,967
Cash, end of the period	**295,242**	937

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

1509467 B.C. Ltd.

Interim Consolidated Statements of Changes in Shareholders' Equity
For the nine months ended September 30, 2025 and 2024
(Unaudited and expressed in Untied States dollars)

	Common shares	Share capital - common shares	Preferred shares	Share capital - preferred shares	Accumulated Deficit	Total
	#	$	#	$	$	$
Balance, December 31, 2023	292,507	-	752,522	1,762,225	(2,192,614)	(430,389)
Net loss and comprehensive loss for the period	-	-	-	-	(2,682)	(2,682)
Balance September 30, 2024	292,507	-	752,522	1,762,225	(2,195,296)	(433,071)
Balance, December 31, 2024	**292,507**	**-**	**752,522**	**1,762,225**	**(2,200,826)**	**(438,601)**
Reverse takeover transaction (note 3)	**13,288,121**	**2,566,440**	**(752,522)**	**(1,762,225)**	**-**	**804,215**
Net loss and comprehensive loss for the period	**-**	**-**	**-**	**-**	**(231,027)**	**(231,027)**
Balance, September 31, 2025	**13,580,628**	**2,566,440**	**-**	**-**	**(2,431,853)**	**134,587**

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

1. NATURE OF OPERATIONS AND GOING CONCERN

1509467 B.C. Ltd. ("1509 BC") was incorporated under the laws of the Province of British Columbia on October 31, 2024.

In September 2025, pursuant to an Asset Purchase Agreement ("APA") with Source Digital Inc. ("Source Digital"), and tender offers with the minority interest owners of Source Gaming Company ("Source Gaming"), 1509 BC wholly acquired Source Gaming (note 3).

The acquisition of Source Gaming (the "Transaction") constituted a reverse takeover ("RTO"), due to the management of Source Gaming taking leadership roles within 1509 BC. Therefore, for accounting purposes, the RTO has been accounted for in accordance with the guidance in International Financial Reporting Standards ("IFRS"), specifically *IFRS 2 - Share-based Payment* and *IFRS 3 Business Combinations*. Source Gaming has been identified as the accounting acquirer and 1509 BC as the accounting acquiree. Although 1509 BC is the legal parent, these interim consolidated financial statements represent a continuation of the financial information of Source Gaming, with comparative figures presented on such a basis.

In these interim consolidated financial statements, the term "Company" collectively refers to both 1509 BC and Source Gaming.

Upon completion of the RTO, the Company's principal business activity became the sales and marketing that activates a combination of live sports rights within casinos and sports books.

On December 10, 2025 the Company was acquired by Goat Industries Ltd. ("GOAT") a publicly listed entity (note 10).

These interim consolidated financial statements ("financial statements") are prepared on the basis that the Company will continue as a going concern, which assumes that the Company will be able to continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of operations.

As at September 30, 2025, the Company had working capital of $770,446 (December 31, 2024 - working capital deficiency of $5,258), and accumulated deficit of $2,133,118 (December 31, 2024 - $2,200,826). During the nine months ended September 30, 2025 the Company also incurred a net and comprehensive income of $67,708 (2024 – loss of $2,682).

The Company does not have traditional sources of revenue, and historically has relied on advances payable and equity financings to cover its operating expenses. The Company's ability to continue as a going concern depends upon it obtaining additional revenue or securing future equity or debt financing for its working capital and development activities, which is uncertain.

These financial statements do not include any adjustments that would result from the Company being unable to continue as a going concern. These conditions indicate the existence of material uncertainty related to the Company's ability to continue as a going concern.

2. MATERIAL ACCOUNTING POLICY INFORMATION

Basis of presentation

These financial statements have been prepared in conformity with International Accounting Standard ("IAS") 34, Interim Financial Reporting, in accordance with IFRS, as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

These financial statements have been prepared on an historical cost basis, except for financial instruments which are classified as fair value through profit or loss ("FVTPL"). In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Functional and presentation currency

These financial statements are presented in United States dollars, except where noted, which is the functional currency of the Company.

Basis of consolidation

These financial statements include the accounts of 1509 BC and its wholly owned subsidiary Source Gaming, incorporated under the laws of the State of Pennsylvania (note 3). All intercompany balances, transactions, income and expenses have been eliminated upon consolidation.

Material accounting policy information

The preparation of financial statements in conformity with IFRS requires management to make estimates, judgments and assumptions that affect the reported amounts of assets and liabilities as at the date of the financial statements and reported amounts of profit or loss and expenses during each reporting period. Estimates and assumptions 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. However, actual outcomes can differ from these estimates.

The information about significant areas of estimation uncertainty considered by management in preparing these financial statements are as follows:

Going concern

These financial statements have been prepared in accordance with IFRS on a going concern basis, which assumes the realization of assets and discharge of liabilities in the normal course of business within the foreseeable future. Management uses judgment in determining assumptions for cash flow projections, such as anticipated financing, deferral of commitments, negotiation of supplier terms and future commitments to assess the Company's ability to continue as a going concern. A critical judgment is that the Company continues to raise funds going forward and to satisfy their obligations as they become due.

Business combinations

The determination of whether a set of assets acquired, and liabilities assumed constitute a business may require the Company to make certain judgments, considering all facts and circumstances. A business is presumed to be an integrated set of activities and assets capable of being conducted and managed for the purpose of providing a return in the form of dividends, lower costs or economic benefits.

During the nine months ended September 30, 2025, 1509 BC completed an RTO transaction with Source Gaming (note 3).

Income taxes

Management is required to make estimations regarding the tax basis of assets and liabilities and related deferred income tax assets and liabilities, the measurement of income tax expense, and indirect taxes. The Company is subject to assessments by tax authorities who may interpret tax law differently. These factors may affect the final amount or the timing of tax payments.

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Cash and cash equivalents

Cash consists of demand deposits with a United States bank.

Financial instruments

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the financial instrument.

Financial assets are derecognized when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and all substantial risks and rewards are transferred. A financial liability is derecognized when it is extinguished, discharged, cancelled or expires.

Financial Instruments classification and measurement

Financial assets are classified and measured based on these categories: fair value through profit or loss ("FVPL"); fair value through other comprehensive income ("FVOCI"); or amortized cost.

Financial liabilities are classified and measured based on two categories: FVPL or amortized cost. Financial assets are not reclassified subsequent to their initial recognition unless the Company changes its business model for managing financial assets.

Financial assets and liabilities classified as FVPL are measured at fair value with changes in fair value recognized in profit or loss. Financial assets designated as FVOCI are measured at fair value with changes in fair value recognized in other comprehensive income with such changes never being reclassified to profit or loss. Financial assets and liabilities classified as amortized cost are initially measured at fair value, net of any transaction costs incurred and are measured subsequently using the effective interest method.

Financial instruments recorded at fair value in the statements of financial position are classified according to a three-level hierarchy that reflects the significance of the inputs used in making the fair value measurements.

The three levels of fair value hierarchy are as follows:

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

Impairment of financial assets

An expected credit loss (“ECL”) model applies to financial assets measured at amortized cost, contract assets and debt investments at FVTOCI, but not to investments in equity instruments. The ECL model requires a loss allowance to be recognized based on expected credit losses. The estimated present value of future cash flows associated with the asset is determined and an impairment loss is recognized for the difference between this amount and the carrying amount as follows: the carrying amount of the asset is reduced to estimated present value of the future cash flows associated with the asset, discounted at the financial asset’s original effective interest rate, either directly or through the use of an allowance account and the resulting loss is recognized in profit or loss for the period.

In a subsequent period, if the amount of the impairment loss related to financial assets measured at amortized cost decreases, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized. The Company’s financial assets measured at amortized cost are subject to the ECL model.

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Income taxes

Income tax expense consists of current and deferred tax expense. Income tax expense is recognized in profit or loss, except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, adjusted for amendments to tax payable with regards to previous years.

The Company recognizes deferred tax on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in computing taxable profit or loss. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profit will be available against which the asset can be utilized.

Share capital

The Company's common shares are classified as equity instruments. Proceeds from unit placements are allocated between shares and warrants issued using the relative fair value method. Costs directly identifiable with share capital financing are charged against share capital. Share issuance costs incurred in advance of share subscriptions are recorded as non-current deferred assets. Share issuance costs related to uncompleted share subscriptions are charged to operations in the period they are incurred.

Preferred shares

The Company's preferred shares are classified as equity instruments in accordance with *IAS 32, Financial Instruments: Presentation*, as they do not include any contractual obligation for the Company to deliver cash or another financial asset, nor do they contain any mandatory redemption features.

Preferred shares are initially recognized at the fair value of the consideration received, net of directly attributable transaction costs. Subsequent to initial recognition, preferred shares are not remeasured. Dividends on preferred shares are discretionary and are recognized as a deduction from equity when declared. Dividends declared are not recognized as an expense in profit or loss. The Company has not declared any dividends historically.

Loss per common share

Basic loss per share is computed by dividing the loss applicable by the weighted average number of common shares outstanding during the reporting period. Diluted loss per share is computed by dividing the net loss by the sum of the weighted average number of common shares issued and outstanding during the reporting period and all additional common shares for the assumed exercise of options and warrants outstanding for the reporting period, if dilutive.

New accounting policies

Certain pronouncements have been issued by the IASB that are effective for accounting periods beginning on or after January 1, 2025. With the exception of changing the Company's accounting policies from "significant" to "material", the Company has reviewed all other updates and determined that many of these updates are not applicable or consequential to the Company and have been excluded from discussion within the material accounting policy information.

(Unaudited and expressed in United States dollars)

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

The Company has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective. The Company is currently assessing the impact of the following standard which has been issued, but is not yet effective, for prospective periods beginning after July 1, 2025:

- In April 2024, the IASB issued IFRS 18 - Presentation and Disclosure in Financial Statements, replacing IAS 1. The standard is effective for the Company's fiscal year beginning July 1, 2027, with retrospective application if elected. IFRS 18 introduces a new structure for the statement of profit or loss by requiring income and expenses to be classified into operating, investing, and financing categories. It also mandates the disclosure of Management defined Performance Measures, which are certain non-GAAP measures, within the financial statements. The Company is currently assessing the impact of IFRS 18 on its financial statements. While the standard will significantly change the presentation and disaggregation of financial information, it will not impact the recognition or measurement of assets, liabilities, income, or expenses.

3. REVERSE TAKEOVER OF SOURCE GAMING

In September 2025, 1509 BC completed an accounting RTO transaction by way of an acquisition of Source Gaming. Pursuant to the Transaction, 1509 BC paid cash consideration of $700,000 and 2,000,001 common shares in the capital of 1509 BC in exchange for the rights to a convertible note receivable from Source Gaming, previously owed to Source Digital, with a principal value of $700,000 and all issued and outstanding common and preferred shares in the capital of Source Gaming.

The Transaction constitutes an accounting RTO, owing to factors related to the change in control of 1509 BC, the legal acquirer. Upon completion, control of 1509 BC was obtained by the shareholders of Source Gaming, as senior management, the business' operational focus and key individuals on the board of directors of 1509 BC were drawn predominantly from Source Gaming and hold the authority and responsibility for planning, directing, and controlling the activities of the Company.

Accordingly, Source Gaming is deemed to have acquired 1509 BC for accounting purposes with consideration being the recognition of 11,580,627 common shares (the "Consideration Shares") in the capital of 1509 BC retained by the non-controlling shareholder group of the continuing entity valued at $804,215 equal to the net assets of 1509 BC at the date of acquisition. The consideration has been allocated as follows:

	$
Consideration Paid	
Consideration Shares	804,215
Fair value of assets acquired (liabilities assumed)	
Cash	184,980
Due from related parties (note 4)	121,480
Convertible note receivable (note 4)	700,000
Promissory notes payable (note 5)	(190,342)
Accounts payable	(11,903)
Net assets acquired	**804,215**

4. DUE FROM/TO RELATED PARTY

The due from/to related party balance are non-interest bearing and due on demand and are related to services with Source Digital. Source Gaming provides managed services and development of the BETSource digital platform while Source Digital provides financial support in the form of working capital funding and provides leadership and administrative support charged through management fees. After the Transaction, Source Digital remains a related party through common share ownership in 1509 BC and common management.

In April 2025, Source Gaming and Source Digital converted $700,000 of the due to related party balance into a convertible note payable. As a result of the RTO transaction, 1509 BC acquired the convertible note payable and on consolidation the convertible note payable and receivable were eliminated. As at September 30, 2025 the Company had a due from related party balance of $199,467 (December 31, 2024 due to related party balance of $403,615).

5. NOTES PAYABLE - SHAREHOLDERS

During 2023, Source Gaming entered into loans for $28,423 with a select group of minority shareholders in order to finance working capital needs. The loans bear a simple interest rate of 4.0% annually, and mature on deferred basis until a further maturity date is mutually agreed upon, or upon a transaction involving a change of control of the Company.

For the nine months ended September 30, 2025, the Company incurred an interest expense of $850 (2024 - $850). As at September 30, 2025, the principal balance was $28,423 (December 31, 2024 - $28,423) and accrued interest was $2,156 (December 31, 2024 - $1,305).

6. PROMISSORY NOTES

Prior to the RTO, 1509 BC had entered into a promissory note agreement with GOAT for up to $300,000 of which $190,000 was drawn (“Prom Note 1”). Subsequently, 1509 BC drew an additional $110,000 on Note 1 and entered into a second promissory note agreement with GOAT for up to $1,000,000 (“Prom Note 2”), of which $79,000 was drawn during between the RTO date and September 30, 2025.

Prom Note 1 bears interest at a rate of 10% per annum and carried a $5,000 facilitation fee which was paid prior to the RTO date. Prom Note 2 bears interest at a rate of 10% per annum and carried a $5,000 facilitation fee which was fully paid as at September 30, 2025.

For the period ending September 30, 2025 the Company incurred and interest expense of $1,202 (2024 - $nil) and as at September 30, 2025 had an aggregate principal outstanding of $305,000 (September 30, 2024 - $nil) and accrued interest of $1,544 (September 30, 2024 - $nil) on Prom Note 1 and 2 collectively. Of the total accrued interest outstanding $342 relates to the period prior to the RTO.

7. SHARE CAPITAL

The authorized capital of the Company consists of an unlimited number of common shares without par value.

During the nine months ended September 30, 2025, the Company:

- Pursuant to the terms of the RTO, 292,507 common shares and 752,522 preferred shares of Source Gaming representing all issued and outstanding securities of Source Gaming were converted into common shares of 1509 BC as follows:
  - 2,000,001 common shares in the equity of 1509 BC were issued to shareholders of Source Gaming resulting in a reallocation of $1,762,225 from preferred shares to common shares, and,
  - 11,580,627 common shares in the equity of 1509 BC were retained by the shareholders of 1509 BC and deemed Consideration Shares (note 3) valued at $804,215.

During the year ended December 31, 2024, the Company had no share capital transactions.

8. INCOME TAXES

The Company does not have any tax losses or temporary deductible differences. The general tax rate applicable to the Company is 29%.

9. MANAGEMENT OF CAPITAL

The Company manages its capital structure and makes adjustments in light of the changes in its economic environment and the risk characteristics of the Company’s assets. The Company defines capital to be the components of shareholders’ equity. To effectively manage the Company’s capital requirements, the Company has in place planning, budgeting, and forecasting process to help determine the funds required to ensure the Company has the appropriate liquidity to meet its operating and growth objectives. There were no externally imposed capital requirements to which the Company is subject as at September 30, 2025 or December 31, 2024.

9. MANAGEMENT OF CAPITAL (continued)

The Board of Directors relies on the expertise of the Company's management to sustain future development of the business towards commercialization. Management reviews and adjusts its capital structure on an ongoing basis. The Company is not subject to any externally imposed capital requirements. There were no changes to the Company's approach to capital management during the nine months ended September 30, 2025 or the year ended December 31, 2024.

10. FINANCIAL INSTRUMENTS AND RISK

The carrying values of due from related parties, accounts payable, promissory notes payable, and due from shareholder is considered representative of their respective fair values due to their short-term period to maturity.

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including interest rate).

Risk management is carried out by the Company's management team with guidance from the Board of Directors. The Board of Directors also provides regular guidance for overall risk management.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations associated with financial liabilities. The Company has a planning and budgeting process in place by which it anticipates and determines the funds required to support normal operation requirements as well as the growth and development of the business of the Company. The Company is exposed to liquidity risk.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its obligations. Management believes the exposure to credit risk is nominal.

Interest rate risk

The Company had no significant exposure as at September 30, 2025 or December 31, 2024, to interest rate risk through its financial instruments as interest rates on the due to shareholders and promissory notes payables are fixed.

11. EVENTS AFTER THE REPORTING PERIOD

On December 10, 2025 the Company was acquired by GOAT Industries Ltd. ("GOAT"), a publicly traded Canadian company listed on the Canadian Securities Exchange under the symbol GOAT. GOAT acquired 1509 B.C. Ltd. and Veroom, Inc. ("Veroom") from the securityholders (the "Vendors") as a part of the transaction (the "Transaction").

GOAT acquired of all of the issued and outstanding securities of the Company, in exchange for an aggregate of 54,322,500 common shares, on a pro rata basis, in the capital of GOAT (the "GOAT Shares"), issued at a deemed price of $0.21 per GOAT Share (the "Purchase Price"). As a part of this transaction, GOAT also acquired all of the issued and outstanding securities of Veroom, in exchange for 15,677,500 GOAT Shares, on a pro rata basis. GOAT also issued to the shareholders of Veroom an aggregate of 62,710,000 performance warrants (the "Performance Warrants"), with such Performance Warrants to be exercisable into GOAT's shares at a price of $0.45 per share, exercisable for a period of five years from the closing date.

The Performance Warrants vest as follows: (i) 50% of the Performance Warrants shall vest upon 1509 BC booking annual revenues (consolidated basis) of $10,000,000, as reasonably determined by the board of directors of GOAT ("Milestone 1"); and (ii) the remaining 50% of the Performance Warrants shall vest upon 1509 BC booking annual revenues (consolidated basis) of $20,000,000, as reasonably determined by the board of directors of GOAT ("Milestone 2" and, collectively with Milestone 1, the "Milestones").

11. EVENTS AFTER THE REPORTING PERIOD (continued)

The 70,000,000 GOAT Shares are subject to subject to a voluntary escrow and will be released as follows:

1. 51,200,632 GOAT Shares (“Tranche 1”) will be released on the following schedule:

    i. 25% four months and 10 days following the date on which GOAT files a business acquisition report (the “BAR Filing Date”) under National Instrument 51-102 – Continuous Disclosure Obligations in connection with the Transaction;
    ii. 18.75% seven months and 10 days following the BAR Filing Date;
    iii. 18.75% 10 months and 10 days following the BAR Filing Date;
    iv. 18.75% 13 months and 10 days following the BAR Filing Date; and
    v. 18.75% 16 months and 10 days following the BAR Filing Date.

    Notwithstanding, in the event that Milestone 1 is achieved, 50% of Tranche 1 shall be accelerated and, in the event that Milestone 2 is achieved the remainer of Tranche 1 shall be accelerated.

2. 11,299,368 GOAT Shares (“Tranche 2”) issued to entities beneficially owned by Henry Frecon III, the Founder and CEO of Source Gaming and a director of 1509 BC and Veroom, will be released on the following schedule:

    i. 10% four months and 10 days following the BAR Filing Date;
    ii. 15% 10 months and 10 days following the BAR Filing Date;
    iii. 15% 16 months and 10 days following the BAR Filing Date;
    iv. 15% 22 months and 10 days following the BAR Filing Date;
    v. 15% 28 months and 10 days following the BAR Filing Date;
    vi. 15% 34 months and 10 days following the BAR Filing Date; and
    vii. 15% 40 months and 10 days following the BAR Filing Date;

3. 7,500,000 of GOAT’s Shares issued (“Tranche 3”) to the Vendors are subject to a voluntary escrow, contemplating release on the date that is four months and ten days following the BAR Filing Date.

In connection with the Transaction, GOAT obtained the consent (the “Consent”) of holders (the “Consenting Shareholders”) of more than 50% of the outstanding shares of GOAT pursuant to the policies of the Canadian Securities Exchange on October 23, 2025. Auditor reviewed financial statements, as well as certain business disclosures were provided to the Consenting Shareholders in connection with the Consent. The Transaction and the terms thereof were settled pursuant to arm’s length negotiations.

In connection with the Transaction, the Vendors have entered into a voting trust agreement, pursuant to which all voting rights attached to the GOAT Shares will be held in trust by a member of GOAT’s Board, with full power and authority to vote such GOAT Shares in all respects, to attend and do all things as the Vendor may be entitled to do at any meeting or in connection with any meeting and to take part in or consent to any corporate action on behalf of the Vendor.

SCHEDULE C

[see attached]

Veroom, Inc.

Financial Statements

For years ended December 31, 2024 and 2023

Expressed in United Stated dollars

L J SOLDINGER ASSOCIATES

Certified Public Accountants and Business Consultants

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors and Stockholders
of Veroom, Inc.

Opinion

We have audited the accompanying financial statements of Veroom, Inc. (a Pennsylvania corporation), which comprise the statements of financial position as of December 31, 2024 and 2023, and the related statements of loss and comprehensive loss, changes in shareholders' deficit, and cash flows for the years then ended, and the related notes to the financial statements.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Veroom, Inc. as of December 31, 2024 and 2023, and the results of its operations and its cash flows for the years then ended in accordance with IFRS Accounting Standards issued by the International Accounting Standards Board.

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Veroom, Inc. and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Substantial Doubt about the Company's Ability to Continue as a Going Concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the financial statements, the Company has an accumulated deficit of $390 and has no ongoing operations. These facts raise substantial doubts to the Company's ability to continue as a going concern. Management's evaluation of the events and conditions and management's plans regarding those matters are also described in Note 1. The financial statements do not include any adjustments that might result from the outcome of this uncertainty. Our opinion is not modified with respect to that matter.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about Veroom, Inc.'s ability to continue as a going concern within one year after the date that the financial statements are available to be issued.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with generally accepted auditing standards will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with generally accepted auditing standards in the United States of America, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Veroom, Inc.'s internal controls. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Veroom, Inc.'s ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control related matters that we identified during the audit.

L J Soldinger Associates, LLC

L J Soldinger Associates, LLC

Deer Park, Illinois

February 23, 2026

Veroom, Inc.

Statements of Financial Position
As at December 31, 2024 and 2023
(Expressed in United States dollars)

	Note	December 31, 2024	December 31, 2023
		$	$
ASSETS			
Total assets		-	-
LIABILITIES AND SHAREHOLDER'S DEFICIT			
Current liabilities			
Due to related party	5	390	390
Total current liabilities		390	390
Total liabilities		390	390
SHAREHOLDERS' DEFICIT			
Share capital	3	9	-
Share subscription receivable		(9)	-
Accumulated deficit		(390)	(390)
Total shareholders' deficit		(390)	(390)
Total liabilities and shareholders' deficit		-	-

Nature of operations and going concern - note 1
Events after the reporting period - note 8

Approved on behalf of the Board of Directors on February 23, 2026:

"Henry L. Frecon III"

Director

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

Veroom, Inc.

Statements of Loss and Comprehensive Loss
For the years ended December 31, 2024 and 2023
(Expressed in United States dollars)

	2024	2023
	$	$
OPERATING EXPENSES		
Legal expenses	**-**	390
Total operating expenses	**-**	390
Net loss and comprehensive loss for the year	**-**	(390)
Weighted average shares outstanding		
Basic and diluted	**6,154,346**	-
Income (loss) per share		
Basic and diluted	**$-**	$-

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

Veroom, Inc.

Statements of Cash Flows
For the years ended December 31, 2024 and 2023
(Expressed in United States dollars)

	2024	2023
	$	$
Change in cash during the year	-	-
Cash, beginning of year	-	-
Cash, end of the year	-	-

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

Veroom, Inc.

Statements of Changes in Shareholders' Deficit
For the years ended December 31, 2024 and 2023
(Expressed in Untied States dollars)

	Common shares	Share capital	Share subscription receivable	Deficit	Total
	#	$	$	$	$
Balance, December 31, 2022	-	-	-	-	-
Net loss and comprehensive loss for the year	-	-	-	(390)	(390)
Balance, December 31, 2023	-	-	-	(390)	(390)
Shares issued through private placement, net of unpaid capital (note 3)	**8,809,161**	**9**	**(9)**	**-**	**-**
Net loss and comprehensive loss for the year	**-**	**-**	**-**	**-**	**-**
Balance, December 31, 2024	**8,809,161**	**9**	**(9)**	**(390)**	**(390)**

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

1. NATURE OF OPERATIONS AND GOING CONCERN

Veroom, Inc. (the "Company" or "Veroom") was incorporated under the laws of the State of Pennsylvania on March 28, 2022. The address of the Company's registered office is 103 Grandview Road, Boyertown, PA, 19512, Berks. The Company's principal business activity is sales and marketing that activates a combination of live sports rights within casinos and sports books.

On December 10, 2025 the Company was acquired by Goat Industries Ltd. ("GOAT") a publicly listed entity (note 8).

These financial statements ("financial statements") are prepared on the basis that the Company will continue as a going concern, which assumes that the Company will be able to continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of operations.

As at December 31, 2024, the Company had working capital deficit of $390 (December 31, 2023 - $390), and accumulated deficit of $390 (December 31, 2023 - $390). During the year ended December 31, 2024 the Company also incurred a net and comprehensive loss of $nil (2023 - $390).

The Company does not have traditional sources of revenue and has not incurred expenses. The Company's ability to continue as a going concern depends upon it obtaining additional revenue or securing future equity or debt financing for its working capital and development activities, which is uncertain.

The financial statements do not include any adjustments that would result from the Company being unable to continue as a going concern. These conditions indicate the existence of material uncertainty related to the Company's ability to continue as a going concern.

2. MATERIAL ACCOUNTING POLICY INFORMATION

Basis of presentation

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and comply explicitly and unreservedly with IFRS Accounting Standards, as required by IAS 1.16.

These financial statements have been prepared on an historical cost basis, except for financial instruments which are classified as fair value through profit or loss ("FVTPL"). In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

Functional and presentation currency

These financial statements are presented in United States dollars, which is the functional currency of the Company.

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Material accounting policy information

The preparation of financial statements in conformity with IFRS requires management to make estimates, judgments and assumptions that affect the reported amounts of assets and liabilities as at the date of the financial statements and reported amounts of profit or loss and expenses during each reporting period. Estimates and assumptions 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. However, actual outcomes can differ from these estimates.

The information about significant areas of estimation uncertainty considered by management in preparing these financial statements are as follows:

Going concern

These financial statements have been prepared in accordance with IFRS on a going concern basis, which assumes the realization of assets and discharge of liabilities in the normal course of business within the foreseeable future. Management uses judgment in determining assumptions for cash flow projections, such as anticipated financing, deferral of commitments, negotiation of supplier terms and future commitments to assess the Company's ability to continue as a going concern. A critical judgment is that the Company continues to raise funds going forward and to satisfy their obligations as they become due.

Income taxes

Management is required to make estimations regarding the tax basis of assets and liabilities and related deferred income tax assets and liabilities, the measurement of income tax expense, and indirect taxes. The Company is subject to assessments by tax authorities who may interpret tax law differently. These factors may affect the final amount or the timing of tax payments.

Indicators of Impairment

The Company makes judgements about whether or not indicators of impairment, or indicators of a reversal of impairment, exist at each reporting period. This determination impacts whether or not a detailed impairment quantitative assessment is performed at the reporting date. An expected credit loss ("ECL") model applies to financial assets measured at amortized cost, contract assets and debt investments at FVTOCI, but not to investments in equity instruments. The ECL model requires a loss allowance to be recognized based on expected credit losses. The estimated present value of future cash flows associated with the asset is determined and an impairment loss is recognized for the difference between this amount and the carrying amount as follows: the carrying amount of the asset is reduced to estimated present value of the future cash flows associated with the asset, discounted at the financial asset's original effective interest rate, either directly or through the use of an allowance account and the resulting loss is recognized in profit or loss for the period. In a subsequent period, if the amount of the impairment loss related to financial assets measured at amortized cost decreases, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized. The Company's financial assets measured at amortized cost are subject to the ECL model.

Financial instruments

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the financial instrument.

Financial assets are derecognized when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and all substantial risks and rewards are transferred. A financial liability is derecognized when it is extinguished, discharged, cancelled or expires.

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Financial Instruments classification and measurement

Financial assets are classified and measured based on these categories: fair value through profit or loss ("FVPL"); fair value through other comprehensive income ("FVOCI"); or amortized cost.

Financial liabilities are classified and measured based on two categories: FVPL or amortized cost. Financial assets are not reclassified subsequent to their initial recognition unless the Company changes its business model for managing financial assets.

Financial assets and liabilities classified as FVPL are measured at fair value with changes in fair value recognized in profit or loss. Financial assets designated as FVOCI are measured at fair value with changes in fair value recognized in other comprehensive income with such changes never being reclassified to profit or loss. Financial assets and liabilities classified as amortized cost are initially measured at fair value, net of any transaction costs incurred and are measured subsequently using the effective interest method.

Financial instruments recorded at fair value in the statements of financial position are classified according to a three-level hierarchy that reflects the significance of the inputs used in making the fair value measurements.

The three levels of fair value hierarchy are as follows:

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

Impairment of financial assets

An expected credit loss (“ECL”) model applies to financial assets measured at amortized cost, contract assets and debt investments at FVTOCI, but not to investments in equity instruments. The ECL model requires a loss allowance to be recognized based on expected credit losses. The estimated present value of future cash flows associated with the asset is determined and an impairment loss is recognized for the difference between this amount and the carrying amount as follows: the carrying amount of the asset is reduced to estimated present value of the future cash flows associated with the asset, discounted at the financial asset’s original effective interest rate, either directly or through the use of an allowance account and the resulting loss is recognized in profit or loss for the period. In a subsequent period, if the amount of the impairment loss related to financial assets measured at amortized cost decreases, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized. The Company’s financial assets measured at amortized cost are subject to the ECL model.

Income taxes

Income tax expense consists of current and deferred tax expense. Income tax expense is recognized in profit or loss, except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, adjusted for amendments to tax payable with regards to previous years.

The Company recognizes deferred tax on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in computing taxable profit or loss. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profit will be available against which the asset can be utilized.

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Share capital

Common shares are classified as equity.

Income (loss) per common share

Basic income (loss) per share is computed by dividing the loss applicable by the weighted average number of common shares outstanding during the reporting period. Diluted income (loss) per share is computed by dividing the net income (loss) by the sum of the weighted average number of common shares issued and outstanding during the reporting period and all additional common shares for the assumed exercise of options and warrants outstanding for the reporting period, if dilutive.

New accounting policies

Certain pronouncements have been issued by the IASB that are effective for accounting periods beginning on or after January 1, 2023. With the exception of changing the Company's accounting policies from "significant" to "material", the Company has reviewed all other updates and determined that many of these updates are not applicable or consequential to the Company and have been excluded from discussion within the material accounting policy information.

The Company has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective. The Company is currently assessing the impact of the following standard which has been issued, but is not yet effective, for prospective periods beginning after January 1, 2025:

- In April 2024, the IASB issued IFRS 18 - Presentation and Disclosure in Financial Statements, replacing IAS 1. The standard is effective for the Company's fiscal year beginning January 1, 2027, with retrospective application if elected. IFRS 18 introduces a new structure for the statement of profit or loss by requiring income and expenses to be classified into operating, investing, and financing categories. It also mandates the disclosure of Management defined Performance Measures ("MPMs"), which are certain non-GAAP measures, within the audited financial statements. The Company is currently assessing the impact of IFRS 18. While the standard will significantly change the presentation and disaggregation of financial information, it will not impact the recognition or measurement of assets, liabilities, income, or expenses.

3. SHARE CAPITAL

The authorized capital of the Company consists of 10,000,000 common shares with no par value.

During the year ended December 31, 2024, the Company issued 8,809,161 common shares at $0.000001 per share in connection with a private placement for a total value of $9. These shares remain unpaid as reported in the statement of changes in shareholder's equity.

During the year ended December 31, 2023, the Company had no common share transactions and no common shares outstanding.

4. INCOME TAXES

The Company does not have any tax losses or temporary deductible differences. The general tax rate applicable to the Company is 29%.

5. DUE TO RELATED PARTY

During the year ended December 31, 2023, Source Digital Inc., a company controlled by a significant shareholder, paid for $390 of legal fees of behalf of the Company.

6. MANAGEMENT OF CAPITAL

The Company manages its capital structure and makes adjustments in light of the changes in its economic environment and the risk characteristics of the Company's assets. The Company defines capital to be the components of shareholders' equity. To effectively manage the Company's capital requirements, the Company has in place planning, budgeting, and forecasting process to help determine the funds required to ensure the Company has the appropriate liquidity to meet its operating and growth objectives. There were no externally imposed capital requirements to which the Company is subject as at December 31, 2024 or 2023.

The Board of Directors relies on the expertise of the Company's management to sustain future development of the business towards commercialization. Management reviews and adjusts its capital structure on an ongoing basis. The Company is not subject to any externally imposed capital requirements. There were no changes to the Company's approach to capital management during the years ended December 31, 2024 or 2023.

7. FINANCIAL INSTRUMENTS AND RISK

The carrying value of due to related party is considered representative of their respective fair values due to their short-term period to maturity.

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including interest rate).

Risk management is carried out by the Company's management team with guidance from the Board of Directors. The Board of Directors also provides regular guidance for overall risk management.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations associated with financial liabilities. The Company has a planning and budgeting process in place by which it anticipates and determines the funds required to support normal operation requirements as well as the growth and development of the business of the Company. The Company is exposed to liquidity risk.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its obligations. Management believes the exposure to credit risk is nominal.

Interest rate risk

The Company had no significant exposure as at December 31, 2024 or 2023, to interest rate risk through its financial instruments.

8. EVENTS AFTER THE REPORTING PERIOD

On July 16, 2025, the Company issued 1,190,839 common shares at $0.000001 per share in connection with a private placement for a total value of $1.

On December 10, 2025 the Company was acquired by GOAT Industries Ltd. ("GOAT"), a publicly traded Canadian company listed on the Canadian Securities Exchange under the symbol GOAT. GOAT acquired 1509467 B.C. Ltd. ("1509 BC") and Veroom from the securityholders (the "Vendors") as a part of the transaction (the "Transaction").

GOAT acquired of all of the issued and outstanding securities of the Company, in exchange for an aggregate of 15,677,500 common shares, on a pro rata basis, in the capital of GOAT (the "GOAT Shares"), issued at a deemed price of $0.21 per GOAT Share (the "Purchase Price"). As a part of this transaction, GOAT also acquired all of the issued and outstanding securities of 1509 BC, in exchange for 54,322,500 GOAT Shares, on a pro rata basis. GOAT also issued to the shareholders of Veroom an aggregate of 62,710,000 performance warrants (the "Performance Warrants"), with such Performance Warrants to be exercisable into GOAT's shares at a price of $0.45 per share, exercisable for a period of five years from the closing date.

8. EVENTS AFTER THE REPORTING PERIOD (continued)

The Performance Warrants vest as follows: (i) 50% of the Performance Warrants shall vest upon 1509 BC booking annual revenues (consolidated basis) of $10,000,000, as reasonably determined by the board of directors of GOAT ("Milestone 1"); and (ii) the remaining 50% of the Performance Warrants shall vest upon 1509 BC booking annual revenues (consolidated basis) of $20,000,000, as reasonably determined by the board of directors of GOAT ("Milestone 2" and, collectively with Milestone 1, the "Milestones").

The 70,000,000 GOAT Shares are subject to subject to a voluntary escrow and will be released as follows:

1. 51,200,632 GOAT Shares ("Tranche 1") will be released on the following schedule:

    i. 25% four months and 10 days following the date on which GOAT files a business acquisition report (the "BAR Filing Date") under National Instrument 51-102 – Continuous Disclosure Obligations in connection with the Transaction;
    ii. 18.75% seven months and 10 days following the BAR Filing Date;
    iii. 18.75% 10 months and 10 days following the BAR Filing Date;
    iv. 18.75% 13 months and 10 days following the BAR Filing Date; and
    v. 18.75% 16 months and 10 days following the BAR Filing Date.

    Notwithstanding, in the event that Milestone 1 is achieved, 50% of Tranche 1 shall be accelerated and, in the event that Milestone 2 is achieved the remainer of Tranche 1 shall be accelerated.

2. 11,299,368 GOAT Shares ("Tranche 2") issued to entities beneficially owned by Henry Frecon III, the Founder and CEO of Source Gaming and a director of 1509 BC and Veroom, will be released on the following schedule:

    i. 10% four months and 10 days following the BAR Filing Date;
    ii. 15% 10 months and 10 days following the BAR Filing Date;
    iii. 15% 16 months and 10 days following the BAR Filing Date;
    iv. 15% 22 months and 10 days following the BAR Filing Date;
    v. 15% 28 months and 10 days following the BAR Filing Date;
    vi. 15% 34 months and 10 days following the BAR Filing Date; and
    vii. 15% 40 months and 10 days following the BAR Filing Date;

3. 7,500,000 of GOAT's Shares issued ("Tranche 3") to the Vendors are subject to a voluntary escrow, contemplating release on the date that is four months and ten days following the BAR Filing Date.

In connection with the Transaction, GOAT obtained the consent (the "Consent") of holders (the "Consenting Shareholders") of more than 50% of the outstanding shares of GOAT pursuant to the policies of the Canadian Securities Exchange on October 23, 2025. Auditor reviewed financial statements, as well as certain business disclosures were provided to the Consenting Shareholders in connection with the Consent. The Transaction and the terms thereof were settled pursuant to arm's length negotiations.

In connection with the Transaction, the Vendors have entered into a voting trust agreement, pursuant to which all voting rights attached to the GOAT Shares will be held in trust by a member of GOAT's Board, with full power and authority to vote such GOAT Shares in all respects, to attend and do all things as the Vendor may be entitled to do at any meeting or in connection with any meeting and to take part in or consent to any corporate action on behalf of the Vendor.

SCHEDULE D

[see attached]

Veroom, Inc.

Condensed Interim Financial Statements

For nine months ended September 30, 2025 and 2024

(Unaudited)

Expressed in United Stated dollars

Notice of Disclosure of Non-auditor Review of the Condensed Interim Financial Statements for the nine months ended September 30, 2025 and 2024

Pursuant to National Instrument 51-102 Continuous Disclosure Obligations, part 4, subsection 4.3(3)(a) issued by the Canadian Securities Administrators, 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 Veroom, Inc. for the nine months ended September 30, 2025 and 2024, have been prepared in accordance with International Accounting Standard 34 Interim Financial Reporting, as issued by the International Accounting Standards Board, and are the responsibility of management.

The Company’s independent auditors have not performed a review of these unaudited condensed interim financial statements.

February 23, 2026

(Unaudited and expressed in United States dollars)

	Note	**As at September 30, 2025**	As at December 31, 2024
		$	$
ASSETS			
Total assets		**-**	-
LIABILITIES AND SHAREHOLDERS' DEFICIT			
Due to related party	**5**	**390**	390
Total current liabilities		**390**	390
Total liabilities		**390**	390
SHAREHOLDERS' DEFICIT			
Share capital	**3**	**10**	9-
Share subscription receivable		**(10)**	(9)
Accumulated deficit		**(390)**	(390)
Total shareholders' equity		**(390)**	(390)
Total liabilities and shareholders' equity		**-**	-

Nature of operations and going concern - note 1
Events after the reporting period - note 8

Approved on behalf of the Board of Directors on February 23, 2026:

"Henry L. Frecon III"

Director

Veroom, Inc.

Condensed Interim Statements of Loss and Comprehensive Loss
For the three and nine months ended September 30, 2025 and 2024
(Unaudited and expressed in United States dollars)

	Three months ended September 30		Nine months ended September 30	
	2025	**2024**	**2025**	2024
	$	$	**$**	$
Net loss and comprehensive loss for the year	**-**	**-**	**-**	-
Weighted average shares outstanding				
Basic and diluted	**6,986,301**	**-**	**6,986,301**	-
Loss per share				
Basic and diluted	**$-**	$-	**$-**	$-

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

Veroom, Inc.

Condensed Interim Statements of Cash Flows
For the nine months ended September 30, 2025 and 2024
(Unaudited and expressed in United States dollars)

	2025	2024
	$	$
Change in cash during the year	-	-
Cash, beginning of year	-	-
Cash, end of the year	-	-

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

Veroom, Inc.

Condensed Interim Statements of Changes in Shareholders' Equity
For the nine months ended September 30, 2025 and 2024
(Unaudited and expressed in Untied States dollars)

	Common shares	**Share capital**	**Share subscription receivable**	**Deficit**	**Total**
	#	$	$	$	$
Balance, December 31, 2023	-	-	-	-	-
Shares issued through private placement, net of unpaid capital (note 3)	8,809,161	9	(9)	-	-
Net loss and comprehensive loss for the year	-	-	-	-	-
Balance, December 31, 2024	8,809,161	9	(9)	(390)	(390)
Shares issued through private placement, net of unpaid capital (note 3)	**1,190,839**	**1**	**(1)**	**-**	**-**
Net loss and comprehensive loss for the year	**-**	**-**	**-**	**-**	**-**
Balance, September 30, 2025	**10,000,000**	**10**	**(10)**	**(390)**	**(390)**

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

1. NATURE OF OPERATIONS AND GOING CONCERN

Veroom, Inc. (the "Company") was incorporated under the laws of the State of Pennsylvania on March 28, 2022. The address of the Company's registered office is 103 Grandview Road, Boyertown, PA, 19512, Berks. The Company's principal business activity is sales and marketing that activates a combination of live sports rights within casinos and sports books.

On December 10, 2025 the Company was acquired by Goat Industries Ltd. ("GOAT") a publicly listed entity (note 8).

These condensed interim financial statements ("financial statements") are prepared on the basis that the Company will continue as a going concern, which assumes that the Company will be able to continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of operations.

As at September 30, 2025, the Company had working capital deficiency of $390 (December 31, 2024 - $390), and accumulated deficit of $390 (December 31, 2024 - $390). During the nine months ended September 30, 2025 the Company also incurred a net and comprehensive loss of $nil (2024 - $nil).

The Company does not have traditional sources of revenue, and historically has relied on advances payable and equity financings to cover its operating expenses. The Company's ability to continue as a going concern depends upon it obtaining additional revenue or securing future equity or debt financing for its working capital and development activities, which is uncertain.

The financial statements do not include any adjustments that would result from the Company being unable to continue as a going concern. These conditions indicate the existence of material uncertainty related to the Company's ability to continue as a going concern.

2. MATERIAL ACCOUNTING POLICY INFORMATION

Basis of presentation

These financial statements have been prepared in conformity with International Accounting Standard ("IAS") 34, Interim Financial Reporting, using the same accounting policies as detailed in the Company's annual audited consolidated financial statements for the year ended December 31, 2024, and do not include all the information required for full annual financial statements in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). It is suggested that these financial statements be read in conjunction with the annual audited consolidated financial statements.

These financial statements have been prepared on an historical cost basis, except for financial instruments which are classified as fair value through profit or loss ("FVTPL"). In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

Functional and presentation currency

These financial statements are presented in United States dollars, except where noted, which is the functional currency of the Company.

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Material accounting policy information

The accounting policies, estimates and critical judgments, methods of computation and presentation applied in these financial statements are consistent with those of the most recent annual audited financial statements and are those the Company expects to adopt in its annual audited financial statements for the year ended December 31, 2025. Accordingly, these financial statements should be read in conjunction with the Company's most recent annual audited consolidated financial statements.

The preparation of financial statements in conformity with IFRS Accounting Standards requires management to make estimates, judgments and assumptions that affect the reported amounts of assets and liabilities as at the date of the financial statements and reported amounts of profit or loss and expenses during each reporting period. Estimates and assumptions 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. However, actual outcomes can differ from these estimates.

The information about significant areas of estimation uncertainty considered by management in preparing these financial statements are as follows:

Going concern

These financial statements have been prepared in accordance with IFRS on a going concern basis, which assumes the realization of assets and discharge of liabilities in the normal course of business within the foreseeable future. Management uses judgment in determining assumptions for cash flow projections, such as anticipated financing, deferral of commitments, negotiation of supplier terms and future commitments to assess the Company's ability to continue as a going concern. A critical judgment is that the Company continues to raise funds going forward and to satisfy their obligations as they become due.

Income taxes

Management is required to make estimations regarding the tax basis of assets and liabilities and related deferred income tax assets and liabilities, the measurement of income tax expense, and indirect taxes. The Company is subject to assessments by tax authorities who may interpret tax law differently. These factors may affect the final amount or the timing of tax payments.

Indicators of Impairment

The Company makes judgements about whether or not indicators of impairment, or indicators of a reversal of impairment, exist at each reporting period. This determination impacts whether or not a detailed impairment quantitative assessment is performed at the reporting date. An expected credit loss ("ECL") model applies to financial assets measured at amortized cost, contract assets and debt investments at FVTOCI, but not to investments in equity instruments. The ECL model requires a loss allowance to be recognized based on expected credit losses. The estimated present value of future cash flows associated with the asset is determined and an impairment loss is recognized for the difference between this amount and the carrying amount as follows: the carrying amount of the asset is reduced to estimated present value of the future cash flows associated with the asset, discounted at the financial asset's original effective interest rate, either directly or through the use of an allowance account and the resulting loss is recognized in profit or loss for the period. In a subsequent period, if the amount of the impairment loss related to financial assets measured at amortized cost decreases, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized. The Company's financial assets measured at amortized cost are subject to the ECL model.

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

New accounting policies

Certain pronouncements have been issued by the IASB that are effective for accounting periods beginning on or after January 1, 2025. With the exception of changing the Company's accounting policies from "significant" to "material", the Company has reviewed all other updates and determined that many of these updates are not applicable or consequential to the Company and have been excluded from discussion within the material accounting policy information.

The Company has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective. The Company is currently assessing the impact of the following standard which has been issued, but is not yet effective, for prospective periods beginning after July 1, 2025:

- In April 2024, the IASB issued IFRS 18 - Presentation and Disclosure in Financial Statements, replacing IAS 1. The standard is effective for the Company's fiscal year beginning July 1, 2027, with retrospective application if elected. IFRS 18 introduces a new structure for the statement of profit or loss by requiring income and expenses to be classified into operating, investing, and financing categories. It also mandates the disclosure of Management defined Performance Measures ("MPMs"), which are certain non-GAAP measures, within the financial statements. The Company is currently assessing the impact of IFRS 18 on its financial statements. While the standard will significantly change the presentation and disaggregation of financial information, it will not impact the recognition or measurement of assets, liabilities, income, or expenses.

3. SHARE CAPITAL

The authorized capital of the Company consists of 10,000,000 shares of common shares with no par value.

During the nine months ended September 30, 2025, Company issued 1,190,839 common shares at $0.000001 per share in connection with a private placement for a total value of $1. These shares remain unpaid as reported in the statement of changes in shareholder's equity.

During the year ended December 31, 2024, the Company issued 8,809,161 common shares at $0.000001 per share in connection with a private placement for a total value of $9. These shares remain unpaid as reported in the statement of changes in shareholder's equity.

4. INCOME TAXES

The Company does not have any tax losses or temporary deductible differences. The general tax rate applicable to the Company is 29%.

5. DUE TO RELATED PARTY

The balance at September 30, 2025 and December 31, 2024 represent an amount owing to Source Digital Inc., a company controlled by a significant shareholder, which previously paid for $390 of legal fees of behalf of the Company.

6. MANAGEMENT OF CAPITAL

The Company manages its capital structure and makes adjustments in light of the changes in its economic environment and the risk characteristics of the Company's assets. The Company defines capital to be the components of shareholders' equity. To effectively manage the Company's capital requirements, the Company has in place planning, budgeting, and forecasting process to help determine the funds required to ensure the Company has the appropriate liquidity to meet its operating and growth objectives. There were no externally imposed capital requirements to which the Company is subject as at September 30, 2025 or December 31, 2024. The Board of Directors relies on the expertise of the Company's management to sustain future development of the business towards commercialization. Management reviews and adjusts its capital structure on an ongoing basis. The Company is not subject to any externally imposed capital requirements. There were no changes to the Company's approach to capital management during the nine months ended September 30, 2025 or the year ended December 31, 2024.

7. FINANCIAL INSTRUMENTS AND RISK

The carrying values of due to related party is considered representative of their respective fair values due to their short-term period to maturity.

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including interest rate).

Risk management is carried out by the Company's management team with guidance from the Board of Directors. The Board of Directors also provides regular guidance for overall risk management.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations associated with financial liabilities. The Company has a planning and budgeting process in place by which it anticipates and determines the funds required to support normal operation requirements as well as the growth and development of the business of the Company. The Company is exposed to liquidity risk.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its obligations. Management believes the exposure to credit risk is nominal.

Interest rate risk

The Company had no significant exposure as at September 30, 2025 or December 31, 2024, to interest rate risk through its financial instruments.

8. EVENTS AFTER THE REPORTING PERIOD

On December 10, 2025 the Company was acquired by GOAT Industries Ltd. (“GOAT”), a publicly traded Canadian company listed on the Canadian Securities Exchange under the symbol GOAT. GOAT acquired 1509467 B.C. Ltd. (“1509 BC”) and Veroom from the securityholders (the “Vendors”) as a part of the transaction (the “Transaction”).

GOAT acquired of all of the issued and outstanding securities of the Company, in exchange for an aggregate of 15,677,500 common shares, on a pro rata basis, in the capital of GOAT (the “GOAT Shares”), issued at a deemed price of $0.21 per GOAT Share (the “Purchase Price”). As a part of this transaction, GOAT also acquired all of the issued and outstanding securities of 1509 BC, in exchange for 54,322,500 GOAT Shares, on a pro rata basis. GOAT also issued to the shareholders of Veroom an aggregate of 62,710,000 performance warrants (the “Performance Warrants”), with such Performance Warrants to be exercisable into GOAT’s shares at a price of $0.45 per share, exercisable for a period of five years from the closing date.

The Performance Warrants vest as follows: (i) 50% of the Performance Warrants shall vest upon 1509 BC booking annual revenues (consolidated basis) of $10,000,000, as reasonably determined by the board of directors of GOAT (“Milestone 1”); and (ii) the remaining 50% of the Performance Warrants shall vest upon 1509 BC booking annual revenues (consolidated basis) of $20,000,000, as reasonably determined by the board of directors of GOAT (“Milestone 2” and, collectively with Milestone 1, the “Milestones”).

8. EVENTS AFTER THE REPORTING PERIOD (continued)

The 70,000,000 GOAT Shares are subject to subject to a voluntary escrow and will be released as follows:

1. 51,200,632 GOAT Shares (“Tranche 1”) will be released on the following schedule:

   i. 25% four months and 10 days following the date on which GOAT files a business acquisition report (the “BAR Filing Date”) under National Instrument 51-102 – Continuous Disclosure Obligations in connection with the Transaction;
   ii. 18.75% seven months and 10 days following the BAR Filing Date;
   iii. 18.75% 10 months and 10 days following the BAR Filing Date;
   iv. 18.75% 13 months and 10 days following the BAR Filing Date; and
   v. 18.75% 16 months and 10 days following the BAR Filing Date.

   Notwithstanding, in the event that Milestone 1 is achieved, 50% of Tranche 1 shall be accelerated and, in the event that Milestone 2 is achieved the remainer of Tranche 1 shall be accelerated.

2. 11,299,368 GOAT Shares (“Tranche 2”) issued to entities beneficially owned by Henry Frecon III, the Founder and CEO of Source Gaming and a director of 1509 BC and Veroom, will be released on the following schedule:

   i. 10% four months and 10 days following the BAR Filing Date;
   ii. 15% 10 months and 10 days following the BAR Filing Date;
   iii. 15% 16 months and 10 days following the BAR Filing Date;
   iv. 15% 22 months and 10 days following the BAR Filing Date;
   v. 15% 28 months and 10 days following the BAR Filing Date;
   vi. 15% 34 months and 10 days following the BAR Filing Date; and
   vii. 15% 40 months and 10 days following the BAR Filing Date;

3. 7,500,000 of GOAT’s Shares issued (“Tranche 3”) to the Vendors are subject to a voluntary escrow, contemplating release on the date that is four months and ten days following the BAR Filing Date.

In connection with the Transaction, GOAT obtained the consent (the “Consent”) of holders (the “Consenting Shareholders”) of more than 50% of the outstanding shares of GOAT pursuant to the policies of the Canadian Securities Exchange on October 23, 2025. Auditor reviewed financial statements, as well as certain business disclosures were provided to the Consenting Shareholders in connection with the Consent. The Transaction and the terms thereof were settled pursuant to arm’s length negotiations.

In connection with the Transaction, the Vendors have entered into a voting trust agreement, pursuant to which all voting rights attached to the GOAT Shares will be held in trust by a member of GOAT’s Board, with full power and authority to vote such GOAT Shares in all respects, to attend and do all things as the Vendor may be entitled to do at any meeting or in connection with any meeting and to take part in or consent to any corporate action on behalf of the Vendor.