Sayward Capital Corp.

Interim Financial Statements

Period ended March 31, 2023

NOTICE OF NO AUDITORS' REVIEW OF INTERIM FINANCIAL STATEMENTS
Under National Instrument 51-102, Part 4, subsection 4.3(3) (a), if an auditor has not performed a review of the interim financial statements they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited interim financial statements of Sayward Capital Corp. (or the "Corporation") have been prepared by and are the responsibility of the Company's management. The Company's independent auditor has not performed a review of these financial statements.

Interim Statement of Financial Position

	Note	As at: March 31, 2023	December 31, 2022
ASSETS			
Current			
Cash	4	405,712	419,142
Prepaids		1,050	1,365
Total Assets		406,762	420,507
LIABILITIES AND SHAREHOLDERS' EQUITY			
LIABILITIES			
Current			
Accounts payable and accruals		33,755	21,280
Total Liabilities		33,755	21,280
SHAREHOLDERS' EQUITY			
Share capital	5	521,498	521,498
Share purchase w arrants	5	40,000	40,000
Contributed surplus		52,000	52,000
Deficit		(240,491)	(214,271)
Total shareholders' equity		373,007	399,227
Total liabilities and shareholders' equity		406,762	420,507

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

Approved on behalf of the Board of Directors

Jason Joseph

Jason Joseph - Director

Rick Manhas

Rick Manhas - Director

Interim Statement of Comprehensive Loss

(unaudited)	Note	Three months ended March 31, 2023	Three months ended March 31, 2022
Expenses			
Professional fees		30,120	4,120
General and adminstration		17	11
Other items			
Stock-based compensation	5	-	-
Finance income		(3,917)	(384)
Net loss and comprehensive loss		**(26,220)**	**(3,747)**
Loss per share (basic and diluted)		(0.01)	(0.00)
Weighted average # of shares outstanding (basic and diluted)	5	8,000,000	8,000,000

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

Interim Statement of Changes in Shareholders’ Equity

(unaudited)	Shares Outstanding (#'s)	Share Capital $	Contributed Surplus $	Purchase Warrants $	Deficit $	Total $
Balance at January 1, 2022	**8,000,000**	**521,498**	**52,000**	**40,000**	**(184,202)**	**429,296**
Net loss	-	-	-	-	(3,747)	(3,747)
Balance at March 31, 2023	**8,000,000**	**521,498**	**52,000**	**40,000**	**(187,949)**	**425,549**
Balance at January 1, 2023	**8,000,000**	**521,498**	**52,000**	**40,000**	**(214,271)**	**399,227**
Net loss	-	-	-	-	(26,220)	(26,220)
Balance at March 31, 2023	**8,000,000**	**521,498**	**52,000**	**40,000**	**(240,491)**	**373,007**

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

Interim Statement of Cash Flows

(unaudited)	Note	Three months ended March 31, 2023	Three months ended March 31, 2022
Cash flows from operating activities			
Net loss		(26,220)	(3,747)
Add (deduct) non-cash items:			
Stock-based compensation			
Change in working capital		12,790	(42,340)
Cash flows used in operating activities		(13,430)	(46,087)
Increase (decrease) in cash		(13,430)	(46,087)
Cash beginning of period		419,142	472,676
Cash end of period		405,712	426,589

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

Notes to the Interim Financial Statements

For the three months ended March 31, 2023 and March 31, 2022
Tabular amounts are stated in thousands of dollars except per share amounts and certain other exceptions as noted

1. REPORTING ENTITY

Sayward Capital Corp. (the "Company") was incorporated on November 17, 2020 by Certificate of Incorporation issued pursuant to the provisions of the Business Corporations Act (Alberta). The Company is classified as a Capital Pool Company ("CPC") as defined in Policy 2.4 of the TSX Venture Exchange (the "Exchange"). The principal business of the Company is to identify and evaluate assets or businesses with a view to potentially acquire them or an interest therein by completing a purchase transaction, by exercising of an option or by any concomitant transaction. The purpose of such an acquisition is to satisfy the related conditions of a qualifying transaction under the Exchange rules.

The head office and registered office of the Company is located at 1900-520 3 Ave SW, Calgary Alberta, T2P 0R3.

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

2. BASIS OF PRESENTATION

[a] Statement of compliance

These interim consolidated financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting ("IAS 34") on a basis consistent with the accounting, estimation and valuation policies described in the Company's audited Financial Statements as at December 31, 2022. Certain information and disclosures normally required to be included in the notes to the financial statements have been condensed or omitted. These interim consolidated financial statements should be read in conjunction with Nanalysis' consolidated financial statements as at and for the year ended December 31, 2022, filed under the Company's profile on SEDAR at www.sedar.com.

These interim condensed consolidated financial statements were approved by the Company's Board of Directors on May 24, 2023.

[b] Basis of measurement

These financial statements are stated in Canadian dollars which is the Company's functional currency and were prepared on a going concern basis, under the historical cost convention except for certain financial instruments that have been measured at fair value.

3. SIGNIFICANT ACCOUNTING POLICIES, JUDGEMENTS AND ESTIMATES

The preparation of these interim financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the interim consolidated financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. The impacts of such estimates are pervasive throughout these interim condensed consolidated financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Note 3 and 4 to the Company's audited financial statements as a December 31, 2022 contains a description of the accounting policies, judgements, estimates and assumptions that are considered significant.

4. CASH

The proceeds raised from the issuance of share capital may only be used to identify and evaluate assets or businesses for future investment, with the exception that up to $3,000 per month may be used to cover prescribed costs of issuing common shares or administrative and general expenses of the Company. These restrictions may apply until completion of a Qualifying Transaction by the Company as defined under the policies of the Exchange.

5. SHARE CAPITAL

[a] Authorized

The Company is authorized to issue the following:
• Unlimited number of common shares without nominal or par value.

Tabular amounts are stated in thousands of dollars except per share amounts and certain other exceptions as noted

• Unlimited number of voting preferred shares without par value.

	Number of Shares	$
Issued at incorporation	1	-
Issued at $0.05 per share	2,999,999	150,000
Issued on IPO	5,000,000	411,498
Share issue costs	-	(40,000)
As at March 31, 2023	8,000,000	521,498

[b] Issued
On July 19, 2021, the Company successfully completed its initial public offering of 5,000,000 common shares of the Company at a price of $0.10 per Common Share for gross proceeds of $500,000 (the "Offering"). Haywood Securities Inc. (the "Agent") acted as the agent for the Offering and in connection therewith, the Company granted the Agent non-transferable warrants (the "Agent's Warrants") which entitle the holder to purchase an aggregate of 500,000 Common Shares at an exercise price $0.10 per Common Share. The Agent's Warrants expire 60 months from the date the Common Shares are listed on the Exchange.

At March 31, 2023, the Company had 3,000,000 common shares held in escrow until completion of a Qualifying Transaction. 25% of these common shares will be released on the issuance of the final exchange bulletin and an additional 25% will be released on the dates 6 months, 12 months and 18 months following the initial release. These common shares, which are considered contingently issuable until the Company completes a Qualifying Transaction, are not considered to be outstanding for the purpose of the loss per share calculation.

[c] Stock options
The Company has a stock option plan that provides for the issuance of options to eligible persons. The option price under each option granted must be no less than the discount market price as defined by the TSX-V. The term of the options must be no longer than 10 years and the directors determine the vesting period. The maximum number of outstanding options must be no more than 10% of the issued and outstanding shares at any point in time. Any common shares acquired pursuant to the exercise of options prior to the completion of a Qualifying Transaction must be deposited in escrow and will be subject to escrow until a final exchange bulletin is issued.

On February 1, 2021, the Company granted 300,000 options under the Company's stock option plan to directors and officers of the Company. The options, which vest immediately, may be exercised at a price of $0.05 per common share for a period of 10 years from the date of the agreement. The Company recognized stock-based compensation expense of $12,000 using the Black-Scholes Option Pricing Model with the following assumptions: risk free rate of 0.42%, no dividends and a 120% volatility.

On July 21, 2021, the Company granted 500,000 options under the Company's stock option plan to directors and officers of the Company. The options, which vest immediately, may be exercised at a price of $0.10 per common share for a period of 10 years from the date of the agreement. The Company recognized stock-based compensation expense of $40,000 using the Black-Scholes Option Pricing Model with the following assumptions: risk free rate of 0.78%, no dividends and a 120% volatility.

The weighted average life of options outstanding at March 31, 2023 is 7.60 years.

[d] Warrants
In conjunction with completing its IPO on July 19, 2021, the Company issued 500,000 warrants to the Agent exercisable at $0.10 for five years. The Company recognized the fair value of the warrants at $40,000 using a Black-Scholes calculation with the following assumptions: risk free rate of 0.78%, no dividends and a 120% volatility. 500,000 warrants remain outstanding at March 31, 2023.

6. FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT

The Company, as part of its operations, carries financial instruments consisting of cash and accounts payable and accruals. It is management's opinion that the Company is not exposed to significant credit, interest, or currency risks arising from these financial instruments except as otherwise disclosed.

Fair value
Fair value represents the price at which a financial instrument could be exchanged in an orderly market, in an arm's length transaction between knowledgeable and willing parties who are under no compulsion to act. The

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Company classifies the fair value of the financial instruments according to the following hierarchy based on the amount of observable inputs used to value the instrument.

Level 1: Fair value measurements are those derived from quoted prices (unadjusted) in the active market for identical assets or liabilities.
Level 2: Fair value measurements are those derived from inputs other than quoted prices that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (derived from prices).
Level 3: Fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data.

The carrying amount of cash and account payable and accruals approximates its fair value due to the short-term maturities of these items.

Credit risk
Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. The Company believes it has no significant credit risk as its cash balance is held with a major Canadian financial institution.

Liquidity risk
Liquidity risk is the risk that the Company will not be able to meet its obligations as they come due. As at March 31, 2023, the Company has cash of $405,712 to satisfy obligations of $33,755 as they come due, as such, is not exposed to significant liquidity risk.

Market risk
Market risk is the risk of loss that results from changes in market prices, market risk is comprised of foreign currency risk, interest rate risk and other price risks.

[i] Currency risk
The Company does not have assets or liabilities in a foreign currency and therefore is not exposed to foreign currency risk.

[ii] Interest rate risk
Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in the market interest rates. The Company's cash is held in an account with a major Canadian financial institution. The funds may be withdrawn at any time without penalty.

(iii) Price risk
The Company is exposed to price risk with respect to equity prices. Equity price risk is defined as the potentially adverse impact on the Company's ability to obtain equity financing due to movements in individual equity prices or general movements in the level of the stock market. The Company closely monitors individual equity movements and the stock market to determine the appropriate course of action to be taken by the Company.

7. TAXES

The tax recovery differs from the amount that would be computed by applying the expected tax rates to the loss before taxes. The reasons for the difference are as follows:

	2023	2022
Loss before taxes	**(26,220)**	(30,069)
Statutory tax rate	**23%**	23%
Expected tax recovery	**(6,031)**	(6,915)
Stock-based compensation	**-**	-
Impact of share issue costs	**-**	-
Tax asset not recognised	**6,031**	6,915
Tax recovery	**-**	-

The Company has estimated its gross deductible temporary differences related to non-capital loss carryforwards to be approximately $234,560 and share issue costs to be $24,000. The non-capital loss carryforwards will being to expire in 2041 if not utilized, subject to provisions of the Income Tax Act of Canada that may limit the Company's ability to utilize these losses.

8. CAPITAL MANAGEMENT

The Company's capital consists of share capital. The Company's objective for managing capital is to maintain sufficient capital to identify, evaluate and complete an acquisition or other transaction as disclosed in Note 1. The Company sets the amount of capital in relation to risk and manages the capital structure and makes adjustments to it in light of changes to economic conditions and the risk characteristics of the underlying assets. The Company's objectives when managing capital are:

i. to maintain a flexible capital structure, which optimizes the cost of capital at acceptable risk; and,

ii. to maintain investor, creditor and market confidence in order to sustain the future development of the business.

The Company is not subject to any externally or internally imposed capital requirements at period-end apart from the requirements of the Exchange.