

BENZ CAPITAL CORP.

(A Capital Pool Company)

Condensed Interim Financial Statements

For the three and nine months ended December 31, 2022 and 2021

(Expressed in Canadian dollars)

NOTICE OF NO AUDITOR REVIEW

The accompanying unaudited condensed interim financial statements of Benz Capital Corp. (the “Company”) have been prepared by and are the responsibility of the Company’s management.

In accordance with National Instrument 51-102, the Company discloses that its independent auditor has not performed a review of these unaudited condensed interim financial statements.

Benz Capital Corp.

Statements of Comprehensive Loss

(Unaudited – Expressed in Canadian Dollars)

		Three months ended December 31,		Nine months ended December 31,	
	Note	2022	2021	2022	2021
Operating Costs					
Transaction evaluation costs		\$ 74,434	\$ 20,306	\$ 98,690	\$ 20,306
Listing and filing		1,939	1,577	9,580	3,582
Office and miscellaneous		7,355	4,374	10,969	4,374
Professional fees		2,832	1,500	14,401	2,750
Share-based payments	6	21,853	-	21,853	-
Net loss and comprehensive loss		(108,413)	(27,757)	(155,493)	(31,012)
Loss per share - basic and diluted		\$ (0.01)	\$ (0.01)	\$ (0.02)	\$ (0.01)
Weighted average number of shares outstanding - basic and diluted					
		9,144,000	4,700,000	9,144,000	4,669,945

See accompanying notes to the condensed interim financial statements

Benz Capital Corp.

Statements of Financial Position

(Unaudited – Expressed in Canadian Dollars)

	Note	December 31, 2022	March 31, 2022
ASSETS			
Current Assets			
Cash		\$ 478,724	\$ 497,078
Amounts receivable	7	-	57,750
		\$ 478,724	\$ 554,828
LIABILITIES			
Current Liabilities			
Trade and other payables		\$ 82,502	\$ 24,966
EQUITY			
Share capital	6	619,102	619,102
Equity reserves	6	60,497	38,644
Deficit		(283,377)	(127,884)
		396,222	529,862
		\$ 478,724	\$ 554,828

Nature and Continuance of Operations (Note 1)

Subsequent Event (Note 8)

Approved on behalf of the Board

"Miloje Vicentijevic"
Miloje Vicentijevic, President, CEO and Director

"Carlos Escribano"
Carlos Escribano, CFO and Director

See accompanying notes to the condensed interim financial statements

Benz Capital Corp.

Statements of Cash Flows

(Unaudited – Expressed in Canadian Dollars)

		Nine months ended	
	Note	December 31, 2022	December 31, 2021
Cash Flow from Operating Activities			
Net loss for the period		\$ (155,493)	\$ (8,255)
Share based payments	6	21,853	-
Changes in non-cash working capital:			
Amounts receivable	7	57,750	-
Prepaid expenses		-	(3,750)
Trade and other payables		57,536	6,247
Net cash flows (used in) provided by operating activities		(18,354)	(5,758)
Cash Flow from Financing Activities			
Net proceeds from common shares issued	6	-	5,000
Deferred financing costs		-	(2,500)
Net cash flows provided by financing activities		-	2,500
Net change in cash		(18,354)	(3,258)
Cash, Beginning of Period		497,078	280,001
Cash, End of Period		\$ 478,724	\$ 276,743

See accompanying notes to the condensed interim financial statements

Benz Capital Corp.

Statement of Changes in Equity

(Unaudited – Expressed in Canadian Dollars)

		Common Shares		Equity		
	Note	Number	Amount	Reserves	Deficit	Total
Balance, March 31, 2021		4,600,000	\$ 290,000	\$ -	\$ (5,999)	\$ 284,001
Shares issued;						
Seed shares	6	100,000	5,000	-	-	5,000
Public offering	6	3,444,000	344,400	-	-	344,400
Private placement	6	1,000,000	100,000	-	-	100,000
Issue costs		-	(120,298)	23,684	-	(96,614)
Share based payments	6	-	-	14,960	-	14,960
Net loss		-	-	-	(121,885)	(121,885)
Balance, March 31, 2022		9,144,000	\$ 619,102	\$ 38,644	\$ (127,884)	\$ 529,862
Share based payments	6	-	-	21,853	-	21,853
Net loss		-	-	-	(155,493)	(155,493)
Balance, December 31, 2022		9,144,000	\$ 619,102	\$ 60,497	\$ (283,377)	\$ 396,222

See accompanying notes to the condensed interim financial statements

Benz Capital Corp.

Notes to the Financial Statements

September 30, 2022

1. NATURE AND CONTINUANCE OF OPERATIONS

Benz Capital Corp. (the "Company") was incorporated under the Business Corporations Act (British Columbia) on February 8, 2021. The Company is a Capital Pool Company ("CPC") as defined by the TSX Venture Exchange (the "Exchange") Policy 2.4. The Company has not commenced commercial operations and has no significant assets. On October 4, 2021, the Company completed an initial public offering and is now listed on the TSX Venture Exchange under the symbol "BCC.P". The Company's registered office is located at 927 Poirier Street, Coquitlam, British Columbia, V3J 6C3.

As a CPC, the Company's principal business is the identification, evaluation and acquisition of assets, properties or businesses or participation therein subject to, in certain cases, shareholder approval and acceptance by the Exchange. 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 from its proceeds may be used for general administrative expenses. Where an acquisition or participation (the "Qualifying Transaction") 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. Such an acquisition will be subject to regulatory approval and, if required, shareholder approval.

As at December 31, 2022, the Company has no business operations and its only assets are cash and amounts receivable. The Company has not generated any revenues and has incurred losses of \$283,377 since inception. There is no assurance that it will be able to identify or complete a Qualifying Transaction which casts significant doubt about the Company's ability to continue as a going concern. In view of these conditions, the ability of the Company to continue as a going concern depends upon the injection of a successful project, achieving a profitable level of operations and also on the ability of the Company to obtain necessary financing to fund ongoing operations. The Company's ability to achieve these objectives cannot be determined at this time.

2. BASIS OF PRESENTATION

These condensed interim financial statements (the "Financial Statements") of the Company have been prepared in accordance with International Accounting Standard ("IAS") 34, "Interim Financial Reporting" following acceptable accounting policies under International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). As a result, these Financial Statements should be read in conjunction with the Company's audited financial statements for the year ended March 31, 2022.

The Financial Statements were approved by the Board of Directors on January 17, 2023.

Significant accounting judgments and estimates

Estimates and judgements 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.

Benz Capital Corp.

Notes to the Financial Statements

September 30, 2022

Critical Judgments

Going Concern

The preparation of these Financial Statements requires management to make judgments regarding the going concern assumption for the Company as discussed in Note 1.

Valuation of share-based payments

The Company uses the Black-Scholes option pricing model for valuation of share-based payments. Option pricing models require the input of subjective assumptions including expected price volatility, interest rate and forfeiture rate. Changes in the input assumptions can materially affect the fair value estimate and the Company's earnings and equity reserves.

Key Sources of Estimation Uncertainty

Because a precise determination of many assets and liabilities is dependent upon future events, the preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions. Actual results could differ from those estimates and such differences could be significant. Significant estimates made by management affecting these Financial Statements include:

Deferred Tax Assets & Liabilities

The estimation of income taxes includes evaluating the recoverability of deferred tax assets based on an assessment of the Company's ability to utilize the underlying future tax deductions against future taxable income prior to expiry of those deductions. Management assesses whether it is probable that some or all of the deferred income tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income, which in turn is dependent upon the successful completion of a Qualifying Transactions and future profitable operations. To the extent that management's assessment of the Company's ability to utilize future tax deductions changes, the Company would be required to recognize more or fewer deferred tax assets, and future income tax provisions or recoveries could be affected. The measurement of deferred income tax provision is subject to uncertainty associated with the timing of future events and changes in legislation, tax rates and interpretations by tax authorities.

Share-based payments

Management is required to make certain estimates when determining the fair value of stock option awards, and the number of awards that are expected to vest. These estimates affect the amount recognized as share-based compensation in the statement of comprehensive loss.

Benz Capital Corp.

Notes to the Financial Statements

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Cash and Cash Equivalents

Cash and cash equivalents includes deposits held with banks that are available on demand.

Financial Instruments

Financial assets and financial liabilities are classified into three categories: Amortized Cost, Fair Value through Other Comprehensive Income ("FVOCI") and Fair Value through Profit and Loss ("FVPL"). The classification of financial assets is determined by their context in the Company's business model and by the characteristics of the financial asset's contractual cash flows.

Financial assets and financial liabilities are measured at fair value on initial recognition, which is typically the transaction price unless a financial instrument contains a significant financing component. Subsequent measurement is dependent on the financial instrument's classification.

The Company's amounts receivable, and trade and other payables are measured at amortized cost. The contractual cash flows received from the financial assets are solely payments of principal and interest and are held within a business model whose objective is to collect the contractual cash flows. The financial assets and financial liabilities are subsequently measured at amortized cost using the effective interest method.

The Company's cash is classified as a financial asset measured at fair value through profit and loss.

The Company has no financial instruments measured at FVOCI

Impairment of financial assets is determined by measuring the assets' expected credit loss ("ECL"). Amounts are due within one year or less; therefore, these financial assets are not considered to have a significant financing component and a lifetime ECL is measured at the date of initial recognition of the amounts receivable.

Loss per Share

Basic loss per share is computed by dividing the net loss for the period by the weighted average number of common shares outstanding during the period. The diluted loss per share reflects the potential dilution of common share equivalents, such as outstanding share options and warrants, in the weighted average number of common shares outstanding during the period, if dilutive. For this purpose, the "treasury stock method" is used which assumes proceeds upon the exercise of share options and warrants are used to purchase common shares at the average market price during the period. Diluted loss per share does not adjust the loss attributable to common shareholders or the weighted average number of common shares outstanding when the effect is anti-dilutive. Basic and diluted loss per share are the same for the periods presented.

Benz Capital Corp.

Notes to the Financial Statements

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Income Taxes

Income tax expense is comprised of current and deferred tax. Current tax and deferred tax are recognized in net income or loss except to the extent that it relates to a business combination or items recognized directly in equity or in other comprehensive income or loss. Current income taxes are recognized for the estimated income taxes payable or receivable on taxable income or loss for the current year and any adjustment to income taxes payable in respect of previous years. Current income taxes are determined using tax rates and tax laws that have been enacted or substantively enacted by the year-end date.

Deferred tax assets and liabilities are recognized where the carrying amount of an asset or liability differs from its tax base, except for taxable temporary differences arising on the initial recognition of goodwill and temporary differences arising on the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction affects neither accounting nor taxable profit or loss. Recognition of deferred tax assets for unused tax losses, tax credits and deductible temporary differences is restricted to those instances where it is probable that future taxable profit will be available against which the deferred tax asset can be utilized. At the end of each reporting period the Company reassesses unrecognized deferred tax assets. The Company recognizes a previously unrecognized deferred tax asset to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred Financing Costs

Financing costs incurred related to the Company's financings are deferred. Deferred costs consist primarily of agent and professional fees. Costs will be charged to share capital upon the issuance of shares. In the event that the share issuance does not occur, the costs will be charged to income in the period.

Share Capital

The Company's common shares, and any future offerings of share warrants and options are classified as equity instruments. Incremental costs directly attributable to the issue of common shares are recognized as a deduction from equity.

Related party transactions

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

Accounting Standards Issued But Not Yet Adopted

The new accounting standards and amendments to existing standards that have been issued and that the Company will be required to adopt in future years are either not applicable or are not expected to have a significant impact on the Company's financial statements

Benz Capital Corp.

Notes to the Financial Statements

September 30, 2022

4. CAPITAL MANAGEMENT

Capital is comprised of the Company's shareholders' equity and any debt that it may issue. The Company's objectives when managing capital are to maintain financial strength and to protect its ability to meet its on-going liabilities, to continue as a going concern, to maintain creditworthiness and to maximize returns for shareholders over the long term. Protecting the ability to pay current and future liabilities includes maintaining capital above minimum regulatory levels, current financial strength rating requirements and internally determined capital guidelines and calculated risk management levels.

The Company does not have any externally imposed capital requirements to which it is subject other than the restriction on the use of cash as referred to in Note 1.

Current capital will only be sufficient to identify and evaluate a limited number of assets and businesses for the purpose of identifying and completing a Qualifying Transaction. Additional funds may be required to finance the Company's Qualifying Transaction.

5. FINANCIAL INSTRUMENTS AND RISK

The Company's financial instruments consist of cash, amounts receivable, and trade and other payables. The fair value of the financial instruments approximates their carrying values, unless otherwise noted. The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

a) *Credit risk*

The Company's credit risk is mainly attributable to its liquid financial assets: cash and amounts receivable. The Company deposits cash with high credit quality financial institutions and credit risk is considered to be minimal. Amounts receivable were received during the nine months ended December 31, 2022. The Company's maximum exposure to credit risk is \$478,724, which is the carrying value of the Company's cash at December 31, 2022.

b) *Interest rate risk*

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The risk that the Company will realize a cash loss is limited as the Company's liabilities are non-interest bearing. As at December 31, 2022, the Company is not exposed to any significant interest rate risk.

c) *Liquidity risk*

Liquidity risk is the risk that the Company is not able to meet its financial obligations as they become due. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at December 31, 2022, the Company had a cash balance of \$478,724 to settle current liabilities of \$82,502. Additional funds will be required to identify and evaluate potential qualifying transactions.

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6. SHARE CAPITAL

Authorized:

Unlimited common shares, without par value

Issued:

On February 8, 2021, the Company issued its initial seed shares of 3,400,000 common shares at \$0.05 per share for gross proceeds of \$170,000. A further 100,000 seed shares were issued at \$0.05 per share for gross proceeds of \$5,000 on May 25, 2021.

On March 16, 2021, the Company issued 1,200,000 common shares at \$0.10 per share for gross proceeds of \$120,000.

On October 4, 2021, the Company completed an initial public offering ("IPO") and issued 3,444,000 common shares at \$0.10 per share for gross proceeds of \$344,400. The sole agent received a cash commission equal to 10% (\$34,440) of the gross proceeds of the IPO, and the Company incurred professional and administration fees of \$62,174 in connection with the Offering. In addition, the Company granted to the agent non-transferable options with a fair value of \$23,684 to acquire up to an aggregate of 344,400 common shares (the "Agent's Options"). Each Agent's Option is exercisable to acquire one common share at an exercise price of \$0.10 per share for a period of 2 years following the date of completing a Qualifying Transaction.

On November 2, 2021, the Company issued 1,000,000 common shares at \$0.10 per share for gross proceeds of \$100,000 pursuant to a non-brokered private placement (the "Offering"). All of the common shares issued pursuant to the Offering are subject to a four-month hold period expiring March 2, 2022.

Escrow Shares:

All seed shares issued on February 8, 2021 and May 25, 2021, are subject to an escrow agreement in accordance with the TSX Venture Exchange Policy 2.4. The shares will be released as follows: 25% upon the issuance of notice of final acceptance of a Qualifying Transaction by the TSX Venture Exchange, and the remainder in three equal tranches of 25% every six months thereafter for a period of 18 months.

Stock Options:

The Company has adopted an incentive stock option plan (the "Option Plan") which provides that the Board of Directors may from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers, employees and consultants to the Company, nontransferable options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares. However, other than in connection with a Qualifying Transaction, during the time that the Company is a CPC, the aggregate number of common shares issuable upon exercise of all options granted under the Option Plan shall not exceed 10% of the common shares of the Company issued and outstanding at the closing of the Company's initial public offering. Such options will be exercisable for a period of up to ten years from the date of grant.

The Board of Directors determines the exercise price per common shares, the number of options granted to individual directors, officers, employees and consultants and all other terms and conditions of the options. The Option Plan is subject to regulatory approval.

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On June 25, 2021, the Company granted stock options to a technical consultant of the Company exercisable to acquire up to an aggregate of 140,000 common shares. The options are exercisable to acquire one common share at an exercise price of \$0.10 per share for a period of three years from the date of issuance. The stock options vest at 25% every 6 months commencing on the date of grant.

On October 6, 2021, the Company granted an aggregate of 674,000 stock options to certain of its directors, officers and consultants, at an exercise price of \$0.10 per share for a period of 3 years from the date of issuance. The options will vest on the date the Company completes a Qualifying Transaction.

There were no stock option transactions for the nine months ended December 31, 2022:

Stock options outstanding at December 31, 2022 are as follows:

Number of Options Outstanding	Number of Options Exercisable	Exercise Price	Expiry Date	Weighted Average Remaining Life (yrs)	Intrinsic Value (exercisable)
140,000	140,000	\$ 0.10	Jun 25, 2024	1.48	\$ 4,200
674,000	-	0.10	Oct 5, 2024	1.76	-
814,000	140,000	\$ 0.10		1.72	\$ 4,200

During the nine months ended December 31, 2022, the Company recorded share-based payments of \$14,960.

Agents Options:

Pursuant to the IPO, the granted to the agent non-transferable options with a fair value of \$23,684 to acquire up to an aggregate of 344,400 common shares. Each Agent's Option is exercisable to acquire one common share at an exercise price of \$0.10 per share for a period of 2 years following the date of completing a Qualifying Transaction.

7. RELATED PARTIES

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

Amounts due from related parties are unsecured, non-interest bearing and have no fixed terms of repayment. During the nine months ended December 31, 2022, share based payments with a fair value of \$12,131 (2021: Nil) was recorded for options belonging to directors of the Company.

8. SUBSEQUENT EVENT

On January 10, 2023 the Company entered into an agreement (the "Purchase Agreement") with Copper Co d.o.o. (the "Vendor"). Pursuant to the Purchase Agreement, the Vendor has granted the sole and exclusive right (the "Right to Purchase") to the Company to acquire 100% of the interest of the Vendor in certain mineral claims known as the Tolisnica and Stanca Project, located near city of Kraljevo, Republic of Serbia (the "Property").

In consideration of the grant of the Right to Purchase, the Company will pay a total of \$125,000 to the Vendor in cash payments per the schedule listed below and make a one-time issuance of 4,300,000

Benz Capital Corp.

Notes to the Financial Statements

September 30, 2022

warrants to purchase common shares of the Company ("Common Shares") to the Vendor at an exercise price of \$0.125 per Common Share for a period of five (5) years from the date of issuance (the "Initial Payment Warrants") within 5 business days of the date on which the Exchange approves the Purchase Agreement (the "Effective Date").

The cash payments will be made as follows:

- (a) \$25,000 within 5 days of the Effective Date; and
- (b) an additional \$100,000 on the 18-month anniversary of the Effective Date.

Following the exercise of the Right to Purchase, the Company will also make certain milestone payments to the Vendor per the schedule listed below:

- (c) pay the Vendor \$200,000 in cash within 5 business days of the earlier of: (i) the commencement of a scoping study on the Property; or (ii) the 5th anniversary of the Effective Date; and
- (d) grant the Vendor a 0.5% net smelter returns royalty within 5 business days of the commencement of commercial production on the Property.

The Purchase Agreement and the Transaction are subject to a number of conditions including, but not limited to, receipt of all required regulatory approvals, including Exchange approval. There are no finder's fees or commissions associated with the Transaction.