CyberCatch Holdings, Inc.

Condensed Interim Consolidated Financial Statements

For the Six Months Ended January 31, 2026, and 2025

(Unaudited)

(Expressed in Canadian dollars)

Notice to Reader

The accompanying unaudited condensed interim consolidated financial statements ("financial statements") of CyberCatch Holdings, Inc. (the "Company") have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

CYBERCATCH HOLDINGS, INC.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
AS AT JANUARY 31, 2026 AND JULY 31, 2025
(Expressed in Canadian dollars, unless otherwise stated)
(Unaudited)

	January 31, 2026	July 31, 2025
	$	$
Assets		
Current assets		
Cash	**384,456**	652,652
Accounts receivable	**57,787**	58,489
Prepaid expenses	**64,469**	150,315
Total current assets	**506,712**	861,456
Equipment (Note 4)	**14,689**	23,246
Software development costs (Note 5)	**257,066**	164,277
Total assets	**778,467**	1,048,979
Liabilities and shareholders' deficiency		
Current liabilities		
Accounts payable and accrued liabilities (Notes 6,9)	**1,397,121**	1,522,655
Due to shareholder (Note 9)	**4,254**	2,233
Deferred revenue	**88,054**	97,743
Notes payable (Notes 7,9)	**-**	25,611
Total current liabilities	**1,489,429**	1,648,242
Total liabilities	**1,489,429**	1,648,242
Shareholders' deficiency		
Share capital (Note 8)	**19,539,942**	18,589,072
Reserves	**11,393,289**	8,088,009
Accumulated other comprehensive loss	**(147,995)**	(136,460)
Deficit	**(31,496,198)**	(27,139,884)
Total shareholders' deficiency	**(710,962)**	(599,263)
Total liabilities and shareholders' deficiency	**778,467**	1,048,979

Nature of operations and going concern (Note 1)
Subsequent event (Note 13)

Approved and authorized for issuance on behalf of the Board of Directors on March 31, 2026 by:

/s/ "Sai Huda"
Sai Huda, Director

/s/ "Scott Tait"
Scott Tait, Director

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

CYBERCATCH HOLDINGS, INC.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
FOR THE THREE AND SIX MONTHS ENDED JANUARY 31, 2026 AND 2025
(Expressed in Canadian dollars, unless otherwise stated)
(Unaudited)

	Three months ended January 31, 2026	Three months ended January 31, 2025	**Six months ended January 31, 2026**	Six months ended January 31, 2025
	$	$	**$**	$
Revenue	**70,934**	105,112	**121,668**	230,890
Cost of sales (Note 5)	**(43,579)**	(82,166)	**(80,051)**	(168,400)
	27,355	22,946	**41,617**	62,490
Expenses				
Advertising and marketing	**54,438**	1,424	**184,516**	16,657
Consulting fees (Note 9)	**88,488**	40,041	**236,726**	62,341
Depreciation (Note 4)	**4,197**	4,298	**8,396**	8,430
General and administration	**28,074**	43,639	**50,690**	77,828
Legal and professional fees	**57,398**	19,788	**76,898**	39,803
Salaries and wages (Note 9)	**304,928**	233,457	**479,390**	519,486
Share-based compensation	**1,335,765**	-	**3,305,280**	-
Transfer agent and filing fees	**1,742**	10,275	**18,456**	21,092
Travel	**7,596**	-	**14,419**	-
Website hosting and expense	**10,960**	23,748	**23,238**	38,880
	(1,893,586)	(376,670)	**(4,398,009)**	(784,517)
Other income				
Interest and other income	**57**	11,286	**78**	11,354
	57	11,286	**78**	11,354
Net loss for the period	**(1,866,174)**	(342,438)	**(4,356,314)**	(710,673)
Other comprehensive loss				
Foreign currency translation	**10,388**	(84,651)	**(11,535)**	(108,553)
Loss and comprehensive loss for the period	**(1,855,786)**	(427,089)	**(4,367,849)**	(819,226)
Net loss per share, basic and diluted	**(0.07)**	(0.04)	**(0.17)**	(0.11)
Weighted average shares outstanding - Basic and diluted	**25,516,269**	7,674,496	**25,442,113**	6,683,332

CYBERCATCH HOLDINGS, INC.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' DEFICIENCY
FOR THE SIX MONTHS ENDED JANUARY 31, 2026 AND 2025
(Expressed in Canadian dollars, unless otherwise stated)
(Unaudited)

			Reserves				
	Number of Shares	**Share Capital**	**Capital Contribution**	**Warrant and Option Reserve**	**Accumulated other comprehensive loss**	**Deficit**	**Total**
	#	**$**	**$**	**$**	**$**	**$**	**$**
Balance, July 31, 2024	**5,692,168**	**12,855,305**	**174,647**	**5,744,924**	**(24,998)**	**(21,534,470)**	**(2,784,592)**
Shares issued for cash	7,258,280	1,088,742	-	-	-	-	1,088,742
Debt converted to shares	4,900,000	980,000	-	-	-	-	980,000
Foreign currency translation adjustment	-	-	-	-	(108,553)	-	(108,553)
Net loss for the period	-	-	-	-	-	(710,673)	(710,673)
Balance, January 31, 2025	**17,850,448**	**14,924,047**	**174,647**	**5,744,924**	**(133,551)**	**(22,245,143)**	**(1,535,076)**
Share issuance costs	-	(8,588)	-	-	-	-	(8,588)
Warrants exercised for shares	7,258,280	1,814,570	-	-	-	-	1,814,570
Debt converted to shares	176,042	1,859,043	-	(1,116,680)	-	-	742,363
Share-based compensation	-	-	-	3,285,118	-	-	3,285,118
Foreign currency translation adjustment	-	-	-	-	(2,909)	-	(2,909)
Net loss for the period	-	-	-	-	-	(4,894,741)	(4,894,741)
Balance, July 31, 2025	**25,284,770**	**18,589,072**	**174,647**	**7,913,362**	**(136,460)**	**(27,139,884)**	**(599,263)**
Shares issued for cash	150,000	750,000	-	-	-	-	750,000
Options exercised for shares	71,250	149,625	-	-	-	-	149,625
Warrants exercised for shares	10,249	51,245	-	-	-	-	51,245
Share-based compensation	-	-	-	3,305,280	-	-	3,305,280
Foreign currency translation adjustment	-	-	-	-	(11,535)	-	(11,535)
Net loss for the period	-	-	-	-	-	(4,356,314)	(4,356,314)
Balance, January 31, 2026	**25,516,269**	**19,539,942**	**174,647**	**11,218,642**	**(147,995)**	**(31,496,198)**	**(710,962)**

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

CYBERCATCH HOLDINGS, INC.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE SIX MONTHS ENDED JANUARY 31, 2026 AND 2025
(Expressed in Canadian dollars, unless otherwise stated)
(Unaudited)

	Six months ended January 31, 2026	Six months ended January 31, 2025
	$	$
Operating activities		
Net loss for the period	**(4,356,314)**	(710,673)
Items not involving cash:		
Depreciation	**88,447**	176,830
Gain on debt modification/forgiveness	**-**	(11,147)
Share-based compensation	**3,305,280**	-
Changes in operating working capital items:		
Accounts receivable	**702**	(17,628)
Prepaid expenses	**85,846**	17,238
Accounts payable and accrued liabilities	**(125,534)**	229,323
Deferred revenue	**(9,689)**	(76,815)
Net cash (used in) provided by operating activities	**(1,011,262)**	(392,872)
Investing activities		
Software development costs	**(173,685)**	-
Net cash used in investing activities	**(173,685)**	-
Financing activities		
Issuance of shares, net of share issue costs	**750,000**	1,088,742
Proceeds from option exercise	**149,625**	-
Proceeds from warrant exercise	**51,245**	-
Repayments of notes payable	**(25,611)**	(63,628)
Shareholder loans obtained (repaid)	**2,021**	(849)
Net cash provided by (used in) financing activities	**927,280**	1,024,265
Effect of foreign exchange on cash	**(10,529)**	(119,387)
Change in cash in the period	**(268,196)**	512,006
Cash, beginning of period	**652,652**	25,400
Cash, end of period	**384,456**	537,406
Supplemental disclosure:		
Income taxes paid	**-**	-
Interest paid	**-**	-

Supplemental cash flow information (Note 12)

1. NATURE OF OPERATIONS AND GOING CONCERN

CyberCatch Holdings, Inc. (the "Company") was incorporated under the Business Corporations Act (British Columbia) on April 6, 2021 as Hopefield Ventures Inc. ("Hopefield"). The Company changed its name to CyberCatch Holdings, Inc. pursuant to the Qualifying Transaction ("QT") completed in the prior year. The Company's head office is located at 4445 Eastgate Mall, Suite 200, San Diego, California and its registered office is located at 1500-1055 West Georgia Street, Vancouver, B.C.

The Company has developed an AI-enabled, patented, continuous cybersecurity compliance and risk mitigation Software as a Service (SaaS) solution and serves business customers in the United States and Canada.

These condensed interim consolidated financial statements have been prepared on the going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. Should the Company be unable to continue as a going concern, it may be unable to realize the carrying value of its assets and to meet its liabilities as they become due. During the period ended January 31, 2026, the Company incurred a net loss of $4,356,314 (2025 - $710,673). As at January 31, 2026, the Company had working capital deficiency of $982,717 (July 31, 2025 – deficiency of $786,786) and an accumulated deficit of $31,496,198 (July 31, 2025 - $27,139,884). The Company is marketing and selling its SaaS solutions with a focus on increasing customers and revenues. The Company has incurred losses since inception and in the research and development phase, and expects to incur further losses in the development of its business. The continued operations of the Company are dependent on its ability to generate future cash flows from sales or obtain additional financing. There can be no assurances that the Company will continue to obtain the additional financial resources necessary and/or achieve profitability or positive cash flows. If the Company is unable to obtain adequate financing, the Company may be required to curtail operations. These circumstances comprise a material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern. These condensed interim consolidated financial statements do not reflect any adjustments to the carrying values of assets and liabilities, the reported expenses, and the balance sheet classifications used that may be necessary if the Company is unable to continue as a going concern.

2. BASIS OF PRESENTATION

Statement of Compliance

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

These condensed interim consolidated financial statements do not include all necessary disclosures required in annual consolidated financial statements and, as such, should be read in conjunction with the Company's annual consolidated financial statements for the year ended July 31, 2025. These condensed interim consolidated financial statements were reviewed by the Audit Committee and approved and authorized for issue on March 31, 2026, by the Board of Directors of the Company.

Principles of Consolidation

These condensed interim consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries, CyberCatch Global, Inc. (“CyberCatch Global”) and CyberCatch, Inc. (“CyberCatch”). In accordance with the reverse take-over accounting, these unaudited condensed interim consolidated financial statements include the historical results and figures of CyberCatch. All significant intercompany accounts and transactions between the Company and its subsidiaries have been eliminated upon consolidation.

These condensed interim consolidated financial statements are presented in Canadian dollars, which is the Company's functional and presentation currency. The functional currency of CyberCatch Global is the Canadian dollars, while the functional currency of CyberCatch is the U.S. dollars.

These condensed interim consolidated financial statements are prepared on a historical cost basis except for financial instruments classified as fair value through profit or loss ("FVTPL"), which are stated at their fair value. The material accounting policy information has been applied consistently throughout the entire period presented in these consolidated financial statements.

3. MATERIAL ACCOUNTING POLICY INFORMATION

Significant Accounting Judgments, Estimates and Assumptions

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities.

The estimates and associated assumptions are based on anticipations and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the review affects both current and future periods. There have been no significant judgments made by management in the application of IFRS that have a significant effect on these consolidated financial statements.

Significant estimates made by management include the following:

<u>Recognition and valuation of deferred tax assets</u>

The recognition of deferred tax assets is based upon whether it is probable that sufficient taxable profits will be available in the future or whether taxable temporary differences will reverse such that deferred tax assets can be utilized.

Recognition therefore involves a degree of estimation and judgement regarding the future financial performance or the timing of the reversed deferred tax liabilities of the particular legal entity in which the deferred tax assets have been recognized.

<u>Useful lives of equipment and software development costs</u>

Amortization of capital and intangible assets is dependent upon estimates of useful lives based on management’s judgment. Additional determination must be made by management whether the identified intangible assets have an indefinite life or if not, management determines its lifespan. In management’s view, the equipment has a useful life of 5 years and the software development costs has a useful life of 3 years.

Share-based payments

The determination of the fair value related to share-based payments are subject to estimate. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. Where a share-based payment includes performance conditions that impact the vesting of the award, management applies estimates to the likelihood the performance obligation will be met and the percentage of forfeitures.

Expected credit losses

The Company assess the collectability of its accounts receivable, and measure expected credit losses on an amount equal to the losses expected 12 months from the reporting date by estimating changes in circumstances and credit risk.

Significant judgements made by management include the following:

Revenue recognition

The Company recognizes revenue on its SaaS subscriptions, consulting services and penetration testing. Cash received in advance for annual subscriptions are recorded as deferred revenue based on the proportion of time remaining under the license as at the reporting date. Management applies judgement in determining the timing and recognition of revenue streams and when assessing its collectability.

Impairment of non-financial assets

Determining whether any charge to impairment against the Company's capital assets and finite lived intangible assets require management to first make judgements on whether there are any internal or external indicators of impairment present. This judgement is based off of observations such as whether there are any indications that an asset's value has declined in the year, changes in the technological, market, economic, or legal environment ins which the entity operates, changes in market or interest rates, possible obsolescence or physical damage, or changes in use of the asset. Indicators of impairment are assessed on an annual basis or as events and conditions change.

Going concern

Management has applied judgments in the assessment of the Company's ability to continue as a going concern when preparing its financial statements. Management prepares the financial statements on a going concern basis unless Management either intends to liquidate the entity or has no realistic alternative but to do so.

In assessing whether the going concern assumption is appropriate, Management takes into account all available information about the future, which is at least, but is not limited to, twelve months from the end of the reporting period. Management considered a wide range of factors relating to current and expected profitability, debt repayment schedules and potential sources of replacement financing.

As a result of the assessment, Management concluded that, while material uncertainties exist, the going concern basis of accounting is appropriate based on its profit and cash flow forecasts and access to replacement financing for the future twelve months.

(Expressed in Canadian dollars, unless otherwise stated)

Research and development costs

Evaluating whether or not research and development costs incurred by the Company meet the criteria for capitalization as an intangible asset requires judgement. Management determined that as of January 31, 2026 and July 31, 2025, that the initial expenditures for software development would have future economic benefit because the software will be provided to customers as SaaS under three-year contracts. Additional costs that enhance, improve, add, and/or modify the software are capitalized and all other costs are expensed as incurred.

Future accounting pronouncements

IFRS 18 – Presentation and Disclosure in Financial Statements

In April 2024, the IASB issued IFRS 18 Presentation and Disclosure in Financial Statements. This standard aims to improve the consistency and clarity of financial statement presentation and disclosures by providing updated guidance on the structure and content of financial statements. Key changes include enhanced requirements for the presentation of financial performance, financial position, and cash flows, as well as additional disclosures to improve transparency and comparability. IFRS 18 is effective for annual reporting periods beginning on or after January 1, 2027. The Company is currently assessing the impact that the adoption of IFRS 18 will have on its condensed interim consolidated financial statements.

4. EQUIPMENT

COSTS	**$**
Balance, July 31, 2024	82,878
Foreign currency translation	210
Balance, July 31, 2025	83,088
Foreign currency translation	(1,008)
Balance, January 31, 2026	**82,080**
ACCUMULATED DEPRECIATION	
Balance, July 31, 2024	43,115
Depreciation	16,747
Foreign currency translation	(20)
Balance, July 31, 2025	59,842
Depreciation	8,396
Foreign currency translation	(847)
Balance, January 31, 2026	**67,391**
NET BOOK VALUE	
Balance, July 31, 2025	23,246
Balance, January 31, 2026	**14,689**

(Expressed in Canadian dollars, unless otherwise stated)

5. SOFTWARE DEVELOPMENT COSTS

COSTS	**$**
Balance, July 31, 2024	1,163,136
Additions	114,727
Foreign currency translation	2,949
Balance, July 31, 2025	1,280,812
Additions	173,685
Foreign currency translation	(15,542)
Balance, January 31, 2026	**1,438,955**
ACCUMULATED DEPRECIATION	
Balance, July 31, 2024	875,812
Depreciation	240,363
Foreign currency translation	360
Balance, July 31, 2025	1,116,535
Depreciation	80,051
Foreign currency translation	(14,697)
Balance, January 31, 2026	**1,181,889**
NET BOOK VALUE	
Balance, July 31, 2025	164,277
Balance, January 31, 2026	**257,066**

6. ACCRUED EMPLOYEE SALARY & WAGES

In January 2024, the Company's employees, including officers, agreed to deferred payment of their compensation until after the Company received a new round of financing. As of January 31, 2026, a total of $950,485 (July 31, 2025 - $1,019,511) in unpaid salaries and wages has been accrued. The Company has also accrued the related payroll taxes of $57,540 (July 31, 2025 - $67,262) and worker's compensation insurance of $6,359 (July 31, 2025 - $6,437) (Note 9).

7. NOTES PAYABLE

As at January 31, 2026, the Company had notes payable of $Nil (July 31, 2025 – $25,611 (US $18,500)). During the six months ended January 31, 2026, the Company fully repaid notes payable of $25,611 (US$18,500) owing to the Company's Chief Executive Officer (Note 9).

8. SHARE CAPITAL

Authorized share capital

Unlimited number of common shares without par value.

Share issuances

During the six months ended January 31, 2026:

Private Placement, Option Exercise and Warrant Exercise

On September 3, 2025, 6,428 warrants with the exercise price of $5.00 were exercised, resulting in the issuance of 6,428 common shares and gross proceeds of $32,140.

On September 19, 2025, 71,250 stock options with the exercise price of $2.10 were exercised, resulting in the issuance of 71,250 common shares and gross proceeds of $149,625.

On October 3, 2025, the Company completed a non-brokered private placement for gross proceeds of $750,000, consisting of 150,000 units at a price of $5.00 per unit. Each unit comprised one common share and one-half of one common share purchase warrant. Each warrant entitles the holder to acquire one additional one common share at an exercise price of $6.50 for a period of two years from the date of issuance, subject to an acceleration clause if the common share price reaches $7.50 for 10 consecutive trading days. The shares are subject to a four-month-and-one day hold period.

On October 8, 2025, 3,821 warrants with the exercise price of $5.00 were exercised, resulting in the issuance of 3,821 common shares and gross proceeds of $19,105.

During the year ended July 31, 2025:

Debt Settlement with CEO

On January 17, 2025, the Company issued 4,900,000 common shares to partially settle notes payable of $1,039,320 (US$720,000) owing to the Company's Chief Executive Officer. The shares were measured at their fair value at the date of issuance of $2,156,000, resulting in a loss of $1,116,680, which was recorded as a deduction from equity through reserves.

Private Placement and Warrant Exercise

On January 20, 2025, the Company completed a non-brokered private placement for gross proceeds of $1,088,742, consisting of 7,258,280 units at a price of $0.15 per unit. Each unit comprised one common share and one common share purchase warrant. Each warrant entitles the holder to acquire one additional one common share at an exercise price of $0.25 for a period of two years from the date of issuance. In connection with the financing, the Company paid share issuance costs totaling $8,588.

As at July 31, 2025, all warrants issued under the January 20, 2025 private placement had been exercised, resulting in the issuance of 7,258,280 common shares and gross proceeds of $1,814,570.

Additional Share Issuances

On June 16, 2025, the Company issued 104,167 common shares to settle notes payable of $100,000 (US$71,468) owing to certain lenders (Note 9). The shares were measured at their fair value at the date of issuance of $404,168, resulting in a loss of $304,168, which was recorded in the statement of loss and comprehensive loss.

(Expressed in Canadian dollars, unless otherwise stated)

On June 16, 2025, the Company issued 71,875 common shares to settle unpaid consulting fees of $69,000. The shares were measured at their fair value at the date of issuance of $278,875, resulting in a loss of $209,875, which was recorded in the statement of loss and comprehensive loss.

Escrow shares

As at January 31, 2026, there were 676,120 (July 31, 2025 – 929,665) common shares held in escrow pursuant to a Surplus Security Escrow Agreement dated April 12, 2023. Release dates are as follows: 5% released on QT; 5% 6 months after QT; 10% 12 months after QT; 10% 18 months after QT; 15% 24 months after QT; 15% 30 months after QT and 40% 36 months after QT.

Options

The Company has a shareholder approved stock option plan which allows the Board of Directors to grant stock options to directors, officers, employees, contractors and consultants. Under the stock option plan, the Company may reserve a maximum of 4,416,150 common shares of the Company for issuance of stock options. The exercise price of each option is based on the market price of the Company's common stock at the date of grant less any applicable discount. The options can be granted for a maximum term of ten years and vesting terms are determined by the Board of Directors at the date of grant.

The maximum number of shares which may be reserved for any eligible person within a 12-month period shall not exceed 5% of issued and outstanding shares and the maximum number of shares which may be reserved for all consultants or providers of investor relations services within a 12-month period shall not exceed 2% of the issued and outstanding shares.

The following table summarizes options transactions:

	Number of options	Weighted average exercise price
		$
Outstanding, July 31, 2023 and 2024	766,150	2.66
Options granted	4,325,000	2.10
Options expired	(675,000)	(2.50)
Outstanding, July 31, 2025	**4,416,150**	**2.14**
Options exercised	(71,250)	(2.10)
Outstanding, January 31, 2026	**4,344,900**	**2.14**

On May 29, 2025, the Company granted 4,325,000 stock options to directors, officers, advisors and consultants. The options have an exercise price of $2.10 per share and expire on May 29, 2028. A total of 500,000 options vested immediately upon Board approval, and the remaining 3,825,000 options will vest in equal monthly instalments over a 24-month period from the date of grant. The options had a grant date fair value of $9,070,726 calculated using the Black-Scholes option pricing model with the following inputs: i) exercise price: $2.10; ii) share price: $2.45; expected life: 2 years; iv) volatility: 197.90%; v) risk free interest rate: 3.73%; vi) forfeiture rate: NIL. During the six months ended January 31, 2026, the Company recognized $3,305,280 (2025 - $Nil) in share-based compensation related to these options.

The following table summarizes the options outstanding and exercisable as at January 31, 2026:

Exercise price	Number of options	Exercisable	Expiry date
3.87	26,550	26,550	May 3, 2031
3.87	64,600	64,600	August 5, 2026
2.10	4,253,750	1,703,750	May 29, 2028
	4,344,900	**1,794,900**	

(Expressed in Canadian dollars, unless otherwise stated)

As at January 31, 2026, the weighted-average remaining life of the options was 2.32 years.

Warrants

The following table summarizes warrant transactions:

	Number of warrants	Weighted average exercise price
		$
Outstanding, July 31, 2023 and 2024	2,038,427	4.84
Warrants issued in financings	7,258,280	0.25
Warrants expired	(1,587,537)	(3.71)
Warrants exercised	(7,258,280)	(0.25)
Outstanding, July 31, 2025	**450,890**	**8.82**
Warrants issued in financings	75,000	6.50
Warrants expired	(287,300)	(10.00)
Warrants exercised	(10,249)	(5.00)
Outstanding, January 31, 2026	**228,341**	**6.75**

The following table summarizes the warrants outstanding and exercisable as at January 31, 2026:

Exercise price	Number of warrants	Exercisable	Expiry date
$5.00	9,841	9,841	April 11, 2026
$7.00	143,500	143,500	April 11, 2026
$6.50	75,000	75,000	October 3, 2027
	228,341	**228,341**	

As at January 31, 2026, the weighted-average remaining life of the warrants was 0.68 years.

9. TRANSACTIONS WITH RELATED PARTIES

Related parties include the Board of Directors, close family members and enterprises which are controlled by these individuals as well as persons performing similar functions. Compensation to related parties for the six months ended January 31, 2026 is summarized as follows:

Related party	Payment method	January 31, 2026
		$
Chief Executive Officer	Salaries and wages	128,077
An officer	Salaries and wages	118,471
An officer	Salaries and wages	113,668
Chief Financial Officer	Accounting and consulting fees	17,500

During the six months ended January 31, 2026, the Company's Chief Executive Officer and founder, Sai Huda, paid for various expenses on behalf of the Company. The balance due to Mr. Huda for expense reimbursement at January 31, 2026 was $4,254 (July 31, 2025 - $2,233). Amounts are unsecured, non-interest bearing and due on demand.

As at January 31, 2026 and July 31, 2025, the balance due to a former Chief Financial Officer was $26,250.

As at January 31, 2026, the balance due to the Chief Financial Officer was $19,019 (July 31, 2025 - $Nil).

In January 2024, the Company's employees, including certain officers, agreed to defer payment of their compensation until the Company obtained additional financing (Note 6).

During the six months ended January 31, 2026, the Company fully repaid notes payable of $25,611 (US$18,500) owing to the Company's Chief Executive Officer. As at January 31, 2026, the related notes payable balance was $Nil.

10. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

Capital Management

The Company's objective when managing capital is to maintain its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders.

The Company includes share capital in the definition of capital.

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

The Company is not subject to any externally imposed capital requirements, and there were no changes to the Company's approach for the period.

Categories of Financial Instruments and Fair Value Measurements

As of January 31, 2026 and July 31, 2025, the Company's financial instruments consist of cash, accounts receivable, accounts payable and accrued liabilities, amounts due to shareholder, and notes payable, all of which are carried at amortized cost.

In management's opinion, the Company's carrying values of cash, accounts receivable, accounts payable and accrued liabilities, amounts due to shareholder, and notes payable approximate their fair values due to the immediate or short-term maturity of these instruments.

The Company classifies the fair value of these financial instruments according to the following hierarchy based on the number of observable inputs used to value the instrument:

Level 1 – Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions occur in sufficient frequency and volume to provide pricing information on an ongoing basis.

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). The Company does not have any financial instruments classified under Level 2.

Level 3 – Unobservable inputs measure fair value to of relevant observable inputs that not readily available. Unobservable inputs are developed using the best information that is reasonable available including the Company's own data. The Company does not have any financial instruments classified under Level 3.

Management of Financial Risks

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures.

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

Credit Risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash and accounts receivable. The Company manages its credit risk relating to cash through the use of a major financial institution which has a high credit quality as determined by rating agencies. The Company mainly deals with customers with high reputations and continues to monitor customers' credit history. As at January 31, 2026, the Company assessed credit risk as high on its accounts receivables.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's liquidity and operating results may be adversely affected if its access to the capital market is hindered. The Company has obligations to meets its administrative overheads and to settle amounts payable. The Company has minimal revenues and relies on financing from the related parties and outsiders. The Company will need additional funding through equity or debt financing, or a combination thereof, to fund the Company's ongoing operation needs. Liquidity risk is assessed as high.

Foreign Exchange Risk

Foreign exchange risk is the risk that the Company's financial instruments will fluctuate in value as a result of movements in foreign exchange rates. The Company does not hedge its exposure to fluctuations in foreign exchange rates. As of January 31, 2026, the Company is exposed to foreign exchange risk to the extent of its United States operations conducted predominantly in U.S. dollars. Based on the Company's net Canadian currency exposure as at January 31, 2026, and assuming all other variables remain constant, a 10% weakening or strengthening of the Canadian dollar against the US dollar would result in an increase/decrease of approximately $40,000 in comprehensive income/loss for the period.

Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

As of January 31, 2026 and July 31, 2025, the Company did not have any financial assets or liabilities owing bearing interest at variable rates. The Company is not exposed to interest rate risk.

11. SEGMENTED INFORMATION

The Company operates in one reportable segment, being the cyber security solutions. The Company's operations are mostly in the United States. During the six months ended January 31, 2026 and the year ended July 31, 2025, all of the Company's non-current assets and its revenues are held in the United States.

During the six months ended January 31, 2026, the Company's revenue consisted of $100,275 primarily from SaaS subscriptions. The Company does not have any significant customer with more than 10% of total revenue.

12. SUPLMENTAL CASH FLOW INFORMATION

Investing and financing activities that do not have a direct impact on cash flows are excluded from the consolidated statements of cash flows:

No significant non-cash investing or financing transactions occurred during the six months ended January 31, 2026 and 2025.

13. SUBSEQUENT EVENT

In February 2026, the Company completed the acquisition of Atriarch Inc. ("Atriarch"), a company with a multi-authority attributes-based encryption with revocation technology intellectual property. Pursuant to a share exchange agreement dated January 30, 2026, the Company acquired all issued and outstanding shares of Atriarch in exchange for 1,250,000 common shares of the Company.