ROSHNI CAPITAL INC.
(A Capital Pool Company)

Condensed Interim Financial Statements

For the three months ended March 31, 2023 and 2022

(Expressed in Canadian Dollars - Unaudited)

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NOTICE OF NO AUDITOR REVIEW OF CONDENSED INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, if an auditor has not performed a review of the condensed 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 condensed interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditors have not performed a review of these condensed interim financial statements in accordance with the standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

ROSHNI CAPITAL INC.
(A Capital Pool Company)
Statements of Financial Position
(Expressed in Canadian Dollars - Unaudited)

	Note	March 31, 2023	December 31, 2022
		$	$
ASSETS			
Current			
Cash		456,437	459,764
Prepaids		4,691	-
TOTAL ASSETS		461,128	459,764
LIABILITIES			
Current			
Accounts payable and accrued liabilities	3	30,312	24,800
SHAREHOLDERS' EQUITY			
Share capital	4	548,150	548,150
Reserves	5	85,941	85,941
Accumulated deficit		(203,275)	(199,127)
		430,816	434,964
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		461,128	459,764

Nature of operations (Note 1)

Approved on behalf of the Board of Directors on May 26, 2023:

"Pritpal Singh"	"Eyal Ofir"
Director, CEO	Director, CFO

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

ROSHNI CAPITAL INC.
(A Capital Pool Company)
Statements of Loss and Comprehensive Loss
(Expressed in Canadian Dollars - Unaudited)

		For the three months ended March 31,	
	Note	**2023**	**2022**
		$	**$**
Expenses			
Office and general		-	97
Professional fees	6	2,500	5,502
Transfer agent and filing fees		1,648	5,696
Net loss and comprehensive loss for the period		(4,148)	(11,295)
Basic and diluted loss per share		(0.00)	(0.00)
Weighted average number of common shares outstanding		8,000,000	8,000,000

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

ROSHNI CAPITAL INC.
(A Capital Pool Company)
Statements of Cash Flows
(Expressed in Canadian Dollars - Unaudited)

	For the three months ended March 31, 2023	2022
	$	**$**
Cash flows used in operating activities		
Net loss for the period	(4,148)	(11,295)
Adjustments for non-cash items		
Changes in non-cash working capital item		
Prepaids	(4,691)	(4,407)
Accounts payable and accrued liabilities	5,512	(60,795)
	(3,327)	(76,497)
Cash flows from financing activities		
Bank indebtedness	-	(83)
	-	(83)
Net change in cash	(3,327)	(76,580)
Cash, beginning of period	459,764	565,721
Cash, end of period	456,437	489,141

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

ROSHNI CAPITAL INC.
(A Capital Pool Company)
Statements of Changes in Shareholders' Equity
(Expressed in Canadian Dollars - Unaudited)

	Number of Shares Issued	Share Capital	Reserves	Accumulated Deficit	Total
		$	$	$	$
Balance at December 31, 2021	**8,000,000**	**547,175**	**85,941**	**(151,760)**	**481,356**
Net loss for the period	-	-	-	(11,295)	(11,295)
Balance at March 31, 2022	**8,000,000**	**547,175**	**85,941**	**(163,055)**	**470,061**
Share issuance costs recovery	-	975	-	-	975
Net loss for the period	-	-	-	(36,072)	(36,072)
Balance at December 31, 2022	**8,000,000**	**548,150**	**85,941**	**(199,127)**	**434,964**
Net loss for the period	-	-	-	(4,148)	(4,148)
Balance at March 31, 2023	**8,000,000**	**548,150**	**85,941**	**(203,275)**	**430,816**

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

1. NATURE OF OPERATIONS

Roshni Capital Inc. (the "Company") was incorporated under the Business Corporations Act (Ontario) on May 12, 2021. On December 8, 2021, the Company completed its Initial Public Offering (the "Offering") to be classified as a Capital Pool Company ("CPC") as defined in the TSX Venture Exchange ("TSX-V") Policy 2.4. On December 29, 2021, the Company began trading its shares on the TSX-V under the trading symbol "ROSH.P". The principal business of the Company is the identification and evaluation of assets or a business and, once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval, if required, and acceptance by regulatory authorities (the "Qualifying Transaction" ("QT")).

The Company's head office, principal address and registered and records office is located at 2185 Rosemount Crescent, Oakville, Ontario, L6M 3P4.

2. SIGNIFICANT ACCOUNTING POLICIES

The following is a summary of significant accounting policies used in the preparation of these condensed interim financial statements.

Statement of compliance

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

This condensed interim financial report does not include all of the information required of a full annual financial report and is intended to provide users with an update in relation to events and transactions that are significant to an understanding of the changes in financial position and performance of the Company since the end of the last annual reporting period. It is therefore recommended that this financial report be read in conjunction with the audited financial statements of the Company for the year ended December 31, 2022 and the period from inception on May 12, 2021 to December 31, 2021.

These financial statements are authorized for issuance by the Board of Directors on May 26, 2023.

Basis of presentation

These condensed interim financial statements of the Company have been prepared on an accrual basis and are based on historical costs, except for certain financial assets and liabilities that are measured at fair value. The financial statements are presented in Canadian dollars, which is the Company's functional and presentation currency, unless otherwise noted.

Significant estimates and judgments

The preparation of financial statements in accordance with IFRS requires the Company to make estimates and assumptions concerning the future. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised. These financial statements do not include any accounts that require significant estimates as the basis for determining the stated amounts.

(Expressed in Canadian Dollars - Unaudited)

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Significant estimates and judgments (continued)

The preparation of financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments applying to the Company's financial statements include:

- The valuation of share-based compensation, where the Company uses the Black-Scholes Option Pricing Model for valuation of share-based compensation and other equity 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 reserve
- The determination of deferred income tax assets or liabilities requires subjective assumptions regarding future income tax rates and the likelihood or utilizing tax carry-forwards. Changes in these assumptions could materially affect the recorded amounts, and therefore do not necessarily provide certainty as to their recorded values.

Accounting pronouncements not yet adopted

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB that are mandatory for future accounting periods. The Company did not identify any standards that may have any impact on the Company's financial statements during the period.

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or not expected to have a significant impact on the Company's financial statements.

3. ACCOUNTS PAYABLE

	March 31, 2023	December 31, 2022
Trade accounts payable	10,812	7,800
Accrued liabilities	19,500	17,000
	30,312	**24,800**

4. SHARE CAPITAL

Authorized share capital

The Company is authorized to issue an unlimited number of common shares without par value.

Issued shares

During the three months ended March 31, 2023 and the year ended December 31, 2022, the Company did not issue any common shares.

Escrow shares

As at March 31, 2023, the Company has 3,300,000 shares subject to escrow restrictions. The escrowed shares will be released from escrow in tranches over 18 months or a period of time from the Company completing a QT based on the qualifications of the target, whichever is longer.

(Expressed in Canadian Dollars - Unaudited)

5. RESERVES

Share options

The Company ratified a Stock Option Plan for its directors, officers, employees and consultants under which the Board of Directors of the Company may grant non-transferable stock options totalling in aggregate up to 10% of the Company's issued and outstanding common shares, exercisable for a period of up to ten years from the date of grant, and at an exercise price which is not less than that permitted by the TSX-V.

The Company did not have any share option transactions during the three months ended March 31, 2023 or the year ended December 31, 2022.

A summary of the share options outstanding and exercisable at March 31, 2023 is as follows:

Number outstanding and exercisable	Exercise price	Expiry date
	$	
300,000	0.05	November 9, 2031
500,000	0.10	December 8, 2031
800,000		

The weighted average life of the outstanding share options is 8.67 years.

Agents' options

The Company did not have any agent's option transactions during the three months ended March 31, 2023 or the year ended December 31, 2022.

A summary of the agents' options outstanding and exercisable at March 31, 2023 is as follows:

Number outstanding and exercisable	Exercise price	Expiry date
	$	
446,250	0.10	December 8, 2024

The weighted average life of the outstanding agents' options is 1.70 years.

6. RELATED PARTY TRANSACTIONS AND BALANCES

In accordance with IAS 24, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including directors (executive and non-executive) of the Company. The Company considers its officers and directors to be its key management personnel.

(Expressed in Canadian Dollars - Unaudited)

6. RELATED PARTY TRANSACTIONS AND BALANCES (continued)

Summary of key management personnel compensation:

	For the three months ended March 31, 2023	2022
	$	$
Professional fees	-	2,877
	-	**2,877**

As at March 31, 2023, $4,474 (December 31, 2022 - $5,385) was included in accounts payable and accrued liabilities owing to a law firm, which a director of the Company is a partner of for legal fees.

7. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

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

The fair value of the Company's accounts payable and accrued liabilities approximates its carrying value. Cash is measured at fair value using Level 1 inputs.

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:

a) **Credit risk:**
Credit risk is the risk of loss if a third party to a financial instrument fails to meet its commercial obligations. The Company believes its exposure to credit risk is not significant.

b) **Liquidity risk:**
Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's approach to managing liquidity is to ensure that it will have sufficient liquidity to meet liabilities when due. Accounts payable and accrued liabilities are due within the current operating period. As at March 31, 2023, the Company has a cash balance of $456,437 to settle current liabilities of $30,312.

c) **Market risk:**
Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return. The Company is not exposed to market risk.

d) **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. None of the Corporation's financial instruments bear interest; therefore, management believes that the Corporation is not exposed to any significant interest rate risk.

8. CAPITAL DISCLOSURE AND MANAGEMENT

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern and to maintain a flexible capital structure which will allow it to pursue the completion of a Qualifying Transaction as defined in TSX-V Policy 2.4. Therefore, the Company monitors the level of risk incurred in its expenditures relative to its capital structure.

The Company considers its capital structure to include shareholders' equity. The Company monitors its capital structure and makes adjustments in light of changes in economic conditions and the risk characteristics of the potential underlying assets. To maintain or adjust the capital structure, the Company may issue new equity if available on favorable terms and approved by the TSX-V.

As a CPC, the Company will be subject to externally imposed capital requirements as outlined in the TSX-V Policy 2.4 and summarized below (subject in each case to the exceptions set forth in TSX-V Policy 2.4):

(a) No salary, consulting, management fees or similar remuneration of any kind may be paid directly or indirectly to a related party of the Company or a related party of a QT;
(b) No more than $3,000 per month may be used for purposes other than to identify and evaluate a QT;
(c) After the completion of its IPO and until the completion of a QT, a CPC may not issue any securities unless written acceptance of the TSX-V is obtained before the issuance of the securities.

There were no changes in the Company's approach to capital management during the three months ended March 31, 2023.