FG Acquisition Corp.

Condensed Interim Financial Statements

As at and for the three months ended March 31, 2024 and March 31, 2023 (unaudited)

FG Acquisition Corp.
Unaudited Condensed Interim Statements of Financial Position

(expressed in U.S. dollars)

	Note	As at March 31, 2024	As at December 31, 2023 *(audited)*
ASSETS			
Current			
Cash		$ 63,130	$ 171,885
Funds Held in Escrow	6	2,536,639	2,504,124
Prepaids	5	2,746	65,230
Deferred tax asset		566,386	584,386
TOTAL ASSETS		**3,168,901**	**3,325,625**
LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIENCY)			
Current liabilities			
Deferred Underwriting Commission	1	4,232,000	4,232,000
Accounts payable and accrued expenses		1,402,381	1,462,148
Current tax liability		1,338,390	1,356,390
Class A Restricted Voting Shares subject to redemption	7	987,266	1,002,454
Warrant liability - IPO	8	6,900,000	6,325,000
Warrant liability - Sponsor	8	5,220,000	4,393,500
Warrant liability - OTM	8	1,890,000	1,425,000
TOTAL LIABILITIES		21,970,037	20,196,492
SHAREHOLDERS' EQUITY (DEFICIENCY)			
Share Capital	9	23,489	23,489
Accumulated deficit		(18,824,625)	(16,894,356)
TOTAL SHAREHOLDERS' EQUITY (DEFICIENCY)		(18,801,136)	(16,870,867)
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		**3,168,901**	**$ 3,325,625**

Note 1, Corporation Information and Going Concern
Note 13, Subsequent Event

APPROVED ON BEHALF OF THE BOARD OF DIRECTORS:

"Hassan Raza Baqar"
DIRECTOR

"Andrew B. McIntyre"
DIRECTOR

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

FG Acquisition Corp.

Unaudited Condensed Interim Statements of Net Income (Loss) and Comprehensive Income (Loss)

(expressed in U.S. dollars)

		Note	Three Months Ended March 31, 2024	Three Months Ended March 31, 2023
INCOME				
	Interest income	6	$ 32,515	$ 1,212,011
EXPENSES				
	General and administrative expenses	10	330,322	240,760
	Loss (gain) on change in the fair value of financial liabilities	7,8	1,851,312	(37,500)
	Total Expenses		2,181,634	203,260
OTHER INCOME				
	Miscallenous income	1	218,850	-
Net income (loss) and comprehensive income (loss) for the year			$ (1,930,269)	$ 1,008,751
INCOME(LOSS) PER SHARE				
Income (Loss) Per Class B Share, basic and diluted			$ (0.67)	$ 0.35
Weighted average number of Class B Shares outstanding, basic and diluted			2,875,000	2,875,000

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

FG Acquisition Corp.
Unaudited Condensed Interim Statements of Shareholders' Equity (Deficiency)

(expressed in U.S. dollars, except for number of shares outstanding amounts)

	Number	Amount	Accumulated Deficit	Total Shareholders' Equity (Deficiency)
Balance at December 31, 2022 - (audited)	**2,875,000**	**$ 23,489**	**$ (13,492,244)**	**$ (13,468,755)**
net income for the period	-	-	1,008,751	1,008,751
Balance at March 31, 2023	**2,875,000**	**23,489**	**(12,483,493)**	**(12,460,004)**
Balance at December 31, 2023 -(audited)	**2,875,000**	**23,489**	**(16,894,356)**	**(16,870,867)**
Net loss for the period	**-**	**-**	(1,930,269)	(1,930,269)
Balance at March 31, 2024	**2,875,000**	**23,489**	**(18,824,625)**	**(18,801,136)**

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

Unaudited Condensed Interim Statements of Cash Flows

(expressed in U.S. dollars)

	Note	Three Months Ended March 31, 2024	Three months Ended March 31, 2023
OPERATING ACTIVITIES			
Net income (loss) for the year		**$ (1,930,269)**	**$ 1,008,751**
Non-cash items			
Loss (gain) on change in fair value of financial liabilities	7,8	1,851,312	(37,500)
Changes in operating assets and liabilities			
Prepaids	5	62,484	61,766
Accounts Payable and accrued liabilities	10	(59,767)	20,702
Deferred costs		-	65,940
Deferred tax asset		18,000	-
Current tax liability		(18,000)	-
Cash flows provided (used) by operating activities		**(76,240)**	**1,119,659**
INVESTING ACTIVITIES			
Funds held in escrow	6	(32,515)	(1,212,011)
Cash flows used in investing activities		**$ (32,515)**	**$ (1,212,011)**
Net (decrease) increase in cash during the year		**$ (108,755)**	**$ (92,352)**
Cash, beginning of year		**$ 171,885**	**$ 680,325**
Cash, end of the period		**$ 63,130**	**$ 587,973**

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

NOTE 1. CORPORATE INFORMATION AND GOING CONCERN

FG Acquisition Corp. (the **"Corporation"**) is a special purpose acquisition corporation **("SPAC"**) incorporated under the laws of the Province of British Columbia for the purpose of effecting, directly or indirectly, an acquisition of one or more businesses or assets, by way of a merger, amalgamation, arrangement, share exchange, asset acquisition, share purchase, reorganization, or any other similar business combination involving the Corporation (a **"Qualifying Acquisition"**). The Corporation will search for target businesses within the financial services sector. However, there is not a limitation to a particular industry or geographic region for purposes of completing a qualifying acquisition.

The Corporation was incorporated on October 25, 2021 under the *Business Corporations Act* (British Columbia), and is domiciled in Canada. The registered head office of the Corporation is located at 510 West Georgia Street, Suite 1800, Vancouver, BC V6B 0M3.

FGAC Investors LLC and CG Investments VII Inc. (together, the **"Sponsors"**) are the Sponsors of the Corporation.

The Corporation's ability to continue as a going concern is dependent upon the continued support of its Sponsors, and upon the completion of the Qualifying Transaction or on the approval of an extension of the Permitted Timeline should the Qualifying Transaction not be completed by July 5, 2024. In the event a Qualifying Transaction does not occur, the escrowed cash will be returned to Class A Restricted Voting unit holders and the Sponsors will have no recourse against the escrowed cash. These conditions represent material uncertainties that may cast significant doubt upon the Corporation's ability to continue as a going concern. These financial statements do not include any adjustments to the amounts and classification of assets and liabilities that might be necessary should the Corporation be unable to continue as a going concern. If the Corporation is not able to continue as a going concern, the Corporation may be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in these financial statements. These differences could be material.

On March 28, 2022, the Corporation filed its Final Prospectus (**"Final Prospectus"**) with the securities regulatory authorities in each of the provinces and territories of Canada, other than Quebec, in respect of the Corporation's proposed initial public offering (the "**Offering**") of 10,000,000 Class A restricted voting units (the "**Class A Restricted Voting Units**") at a price of $10.00 per Class A Restricted Voting Unit for aggregate gross proceeds of $100,000,000.

On April 1, 2022, in connection with the Offering, the Sponsors purchased an aggregate of 2,874,999 Class B shares (the "**Class B Shares**") in the capital of the Corporation for an aggregate purchase price of $24,999. Upon closing of the Qualifying Acquisition, each Class B Share will be automatically converted on a 100-for-1 basis into new proportionate voting shares of the Corporation (the "**Proportionate Voting Shares**"), as set forth in the notice of articles and articles of the Corporation, available on SEDAR+ - Landing Page (sedarplus.ca). No Proportionate Voting Shares will be issued during the period after Closing and prior to the closing of the Qualifying Acquisition.

On April 5, 2022, the Corporation closed its Offering for gross proceeds of $100,000,000 and the Class A Restricted Voting Units began trading on the Toronto Stock Exchange (the "**Exchange**") under the symbol "FGAA.V". Each Class A Restricted Voting Unit consists of one Class A restricted voting share (a "**Class A Restricted Voting Share**") and one-half of a share purchase warrant (each whole warrant, an "**IPO Warrant**"). The Class A Restricted Voting Units initially traded as a unit on the Exchange, but the Class A Restricted Voting Shares and the IPO Warrants began trading separately 40 days following the closing of the Offering ("**Closing**"). On or immediately following completion of the Qualifying Acquisition, each Class A Restricted Voting Share (unless previously redeemed) will be automatically converted into a common share in the capital of the Corporation (each, a "**Common Share**"). No Common Shares will be issued during the period after Closing and prior to the closing of the Qualifying Acquisition. The IPO Warrants will become exercisable, at an exercise price of $11.50, commencing 65 days after the completion of the

NOTE 1. CORPORATE INFORMATION AND GOING CONCERN *(continued)*

Qualifying Acquisition and will expire at 5:00 p.m. (Toronto time) on the day that is five years after the completion of the Qualifying Acquisition or earlier if a Qualifying Acquisition is not completed within the Permitted Timeline (as defined herein) or if the expiry date is accelerated.

The IPO Warrants shall contain a right (the "**Warrant Put Rights**") to require the Sponsors to acquire such IPO Warrants (other than those held by the Corporation's Sponsors) in connection with a Qualifying Acquisition or upon the liquidation and cessation of the business of the Corporation (a "**Winding-Up**"), for $1.25 per IPO Warrant. In connection with a Qualifying Acquisition, holders of IPO Warrants exercising such Warrant Put Right shall be required to deposit all or a portion of their IPO Warrants prior to the deadline set by the Corporation. Holders of IPO Warrants shall be provided not less than 21 days' notice nor more than 60 days' notice of such deadline. Warrant Put Rights shall be automatically exercised in connection with a Winding-Up. The applicable IPO Warrants shall be acquired by the Sponsors, subject to applicable law, immediately prior to the closing of the Qualifying Acquisition or in connection with a Winding-Up, as applicable. To facilitate the transfer of the IPO Warrants to the Sponsors pursuant to the Warrant Put Rights, concurrently with Closing, the Sponsors deposited $6,250,000 (the "**Warrant Put Rights Escrow Amount**") with TSX Trust Company (the "**Escrow Agent**") in accordance with the warrant agency agreement dated April 5, 2022 among the Corporation, TSX Trust Company, as the warrant agent, and the Sponsors (the "**Warrant Agreement**"). The Warrant Put Rights Escrow Amount deposited with the Escrow Agent will be required to be invested in permitted investments, being U.S. dollar denominated cash or in book based securities, negotiable instruments, investments or securities which evidence: obligations issued or fully guaranteed by the Government of Canada, the Government of the United States of America or any Province of Canada or State of the United States of America. The Sponsors intend to invest Warrant Put Rights Escrow Amount deposited with the Escrow Agent only in instruments that are the obligation of, or guaranteed by, the federal or provincial/state governments of Canada and the United States of America.

The Corporation granted Canaccord Genuity Corp. and Raymond James Ltd. (together, the "**Underwriters**"), a 30-day option following Closing to purchase up to an additional 1,500,000 Class A Restricted Voting Units, at a price of $10.00 each (the "**Over-Allotment Option**") for additional aggregate proceeds of up to $15,000,000 to cover over-allotments, if any, and for market stabilization purposes.

If the Corporation is unable to consummate a Qualifying Acquisition within the permitted timeline of 15 months (the "**Permitted Timeline**") from the date of Closing, subject to any extension as described below, the Corporation will be required to redeem each of the outstanding Class A Restricted Voting Shares, for an amount per share, payable in cash, equal to the pro-rata portion (per Class A Restricted Voting Share) of: (A) the escrowed funds available in the escrow account established for the purpose of holding the proceeds of the Offering pursuant to the terms of the escrow agreement (the "**Escrow Agreement**") dated as of the date of Closing between the Corporation, the Escrow Agent and the Underwriters (the "**Share Escrow Account**"), including any interest and other amounts earned thereon, less (B) an amount equal to the total of (i) any applicable taxes payable by the Corporation on such interest and other amounts earned in the Share Escrow Account, (ii) any taxes of the Corporation (including under Part VI.1 of the *Income Tax Act* (Canada) (the "**Tax Act**")) arising in connection with the redemption of the Class A Restricted Voting Shares, and (iii) up to a maximum of $100,000 of interest and other amounts earned from the proceeds in the Share Escrow Account to pay actual and expected Winding-Up expenses and certain other related costs (as described in the Final Prospectus), each as reasonably determined by the Corporation, and the Warrant Put Rights shall be automatically exercised. The Underwriters will have no right to the Deferred Amount (as defined herein) in such circumstances.

NOTE 1. CORPORATE INFORMATION AND GOING CONCERN *(continued)*

Such Permitted Timeline, however, could be extended to up to 36 months with shareholder approval of the holders of Class A Restricted Voting Shares, by ordinary resolution, with approval by the Corporation's board of directors. If such approvals are obtained, holders of Class A Restricted Voting Shares, irrespective of whether such holders vote for or against, or do not vote on, the extension of the Permitted Timeline, would be permitted to deposit all or a portion of their Class A Restricted Voting Shares for redemption prior to the second business day before the shareholders' meeting in respect of the extension. Upon the requisite approval of the extension of the Permitted Timeline, and subject to applicable law, the Corporation will be required to redeem such Class A Restricted Voting Shares so deposited at an amount per share, payable in cash, equal to: (A) the pro-rata portion (per Class A Restricted Voting Share) of: (i) the escrowed funds available in the Share Escrow Account at the time of the meeting in respect of the extension, including any interest and other amounts earned thereon, less (ii) an amount equal to the total of (a) any applicable taxes payable by the Corporation on such interest and other amounts earned in the Share Escrow Account and (b) actual and expected expenses directly related to the redemption (and for greater certainty, such amount will not be reduced by the deferred underwriting commissions per Class A Restricted Voting Share held in the Share Escrow Account), each as reasonably determined by the Corporation, less (B) any taxes of the Corporation (including under Part VI.1 of the Tax Act), as reasonably determined by the Corporation, arising in connection with the redemption of the Class A Restricted Voting Shares divided by the number of shares being redeemed. The Warrant Put Rights shall not be exercisable in connection with an extension of the Permitted Timeline.

Notwithstanding the foregoing redemption rights, each holder of Class A Restricted Voting Shares, together with any affiliate of such holder or other person with whom such holder or affiliate is acting jointly or in concert, will not be permitted to redeem a number of Class A Restricted Voting Shares that is more than 15% of the aggregate number of Class A Restricted Voting Shares issued and outstanding following Closing. This limitation will not apply in the event a Qualifying Acquisition does not occur within the Permitted Timeline, or in the event of an extension to the Permitted Timeline.

Simultaneously with Closing, the Sponsors purchased 4,150,000 share purchase warrants (the "**Sponsors' Warrants**") at a price of $1.00 per Sponsors' Warrant and 1,500,000 out of money share purchase warrants (the "**OTM Warrants**") at a price of $0.10 per OTM Warrant. The OTM Warrants and the Sponsors' Warrants will become exercisable 65 days after the completion of the Qualifying Acquisition. Each OTM Warrant will entitle the holder to purchase one Class A Restricted Voting Share at a price of $15.00 for a period of ten years after the completion of a Qualifying Acquisition. Each Sponsors' Warrant will entitle the holder to purchase one Class A Restricted Voting Share at a price of $11.50 for a period of five years after the completion of a Qualifying Acquisition.

The Class A Restricted Voting Shares may be considered "restricted securities" within the meaning of such term under applicable Canadian securities laws. Prior to the completion of the Qualifying Acquisition, holders of the Class A Restricted Voting Shares would not be entitled to vote at (or receive notice of or meeting materials in connection with) meetings held only to consider the election and/or removal of directors and auditors. The holders of the Class A Restricted Voting Shares would, however, be entitled to vote on and receive notice of meetings on all other matters requiring shareholder approval (including the proposed Qualifying Acquisition, if required under applicable law, and any proposed extension to the Permitted Timeline) other than the election and/or removal of directors and auditors prior to closing of a Qualifying Acquisition. In lieu of holding an annual meeting prior to the closing of the Qualifying Acquisition, the Corporation is required to provide an annual update on the status of identifying and securing a Qualifying Acquisition by way of a press release.

NOTE 1. CORPORATE INFORMATION AND GOING CONCERN *(continued)*

Simultaneously with Closing, pursuant to the transfer restrictions agreement and undertaking dated April 5, 2022 and entered into by the Sponsors in favour of the Exchange (the "**Exchange Agreement and Undertaking**"), the Sponsors agreed not to transfer any of their Class B Shares, Sponsors' Warrants or OTM Warrants until after the closing of the Qualifying Acquisition, in each case other than transfers required due to the structuring of the Qualifying Acquisition or unless otherwise permitted by the Exchange. Any Class A Restricted Voting Shares and/or IPO Warrants purchased by the Sponsors would not be subject to the restrictions set out in the Exchange Agreement and Undertaking. The Class B Shares, Sponsors' Warrants and OTM Warrants purchased by the Sponsors pursuant to the Final Prospectus will not be subject to relinquishment based on performance.

Upon Closing, an aggregate of $100,000,000 from the sale of the Class A Restricted Voting Units, or U.S.$10.00 per Class A Restricted Voting Unit sold to the public, was deposited in the Share Escrow Account, in accordance with the Escrow Agreement. Based on the initial $100,000,000 placed in escrow and an interest rate of approximately 0.3% per annum, if the Share Escrow Account remains in place over the 15 months following the Closing (and no Qualifying Acquisition has been completed and the Permitted Timeline has not otherwise been extended), the cash held in escrow is expected to grow from the initial U.S.$10.00 per Class A Restricted Voting Unit sold to the public to approximately U.S.$10.04 per Class A Restricted Voting Share, before applicable taxes and other permitted deductions. Subject to applicable law and payment of certain taxes, permitted redemptions and certain expenses, as further described herein, none of the funds held in the Share Escrow Account will be released to the Corporation prior to the closing of a Qualifying Acquisition.

Following the closing of the Qualifying Acquisition, the Corporation intends to use a portion of the balance of the non-redeemed Class A Restricted Voting Shares' portion of the Share Escrow Account (less tax liabilities on amounts earned on the escrowed funds and certain expenses directly related to redemptions) to pay the Underwriters the balanced of the agreed underwriting commission, being 3.5% of the gross proceeds of the Offering, which is only payable upon the closing of the Qualifying Acquisition (the "**Deferred Amount**"). If the Qualifying Acquisition is closed and the Share Escrow Account is released, any shortfall in respect of the Deferred Amount shall be made up from other sources of capital available to the Corporation. The per share amount the Corporation will distribute to holders of Class A Restricted Voting Shares who properly redeem their shares will not be reduced by the Deferred Amount the Corporation will pay to the Underwriters.

As 100% of the gross proceeds of the Offering and any additional equity raised pursuant to a rights offering will be held by the Escrow Agent in the Share Escrow Account, shareholder approval of the Qualifying Acquisition is not required pursuant to the Exchange rules. As such, and unless shareholder approval is otherwise required under applicable law, including in the event of an arrangement or amalgamation of the Corporation, the Corporation will: (i) prepare and file with applicable securities regulatory authorities a prospectus containing disclosure regarding the Corporation and its proposed Qualifying Acquisition; (ii) mail a notice of redemption to the holders of the Class A Restricted Voting Shares and make the final prospectus publicly available at least 21 days prior to the deadline for redemption; and (iii) send by prepaid mail or otherwise deliver the prospectus to the holders of the Class A Restricted Voting Shares no later than midnight (Toronto time) on the second business day prior to the deadline for redemption, which delivery may be effected electronically in compliance with National Policy 11-201 – *Electronic Delivery of Documents*.

NOTE 1. CORPORATE INFORMATION AND GOING CONCERN *(continued)*

The gross proceeds from the Offering will be held in escrow following the Closing to enable the Corporation to (i) satisfy redemptions made by holders of Class A Restricted Voting Shares (including in the event of a Qualifying Acquisition or an extension to the Permitted Timeline, or in the event a Qualifying Acquisition does not occur within the Permitted Timeline), (ii) fund the Qualifying Acquisition with the net proceeds following payment of any such redemptions and the Deferred Amount and/or (iii) pay taxes on amounts earned on the escrowed funds and certain permitted expenses. Such escrowed funds and all amounts earned thereon, subject to such obligations and applicable law, will be assets of the Corporation.

The Warrant Put Rights Escrow Amount will be held in escrow following the Closing to facilitate payments to the holders of IPO Warrants exercising the Warrant Put Right in connection with a Qualifying Acquisition or to the holders of IPO Warrants upon the occurrence of a Winding-Up. Such escrowed funds and all amounts earned thereon, subject to such obligations and applicable law, will be assets of the Sponsors. In the event the Corporation completes a Qualifying Acquisition, any portion of the Warrant Put Rights Escrow Amount that is not paid to the holders of IPO Warrants upon the exercise of Warrant Put Rights shall be returned to the Sponsors in accordance with the Warrant Agreement.

In connection with the completion of a Qualifying Acquisition, the Corporation will provide holders of Class A Restricted Voting Shares with the opportunity to redeem all or a portion of their Class A Restricted Voting Shares, provided that they deposit their shares for redemption prior to the deadline specified by the Corporation, following public disclosure of the details of the Qualifying Acquisition and prior to the closing of the Qualifying Acquisition, of which prior notice had been provided to the holders of the Class A Restricted Voting Shares by any means permitted by the Exchange, not less than 21 days nor more than 60 days in advance of such deadline, in each case, with effect, subject to applicable law, immediately prior to the closing of the Qualifying Acquisition, for an amount per share, payable in cash, equal to the pro rata portion (per Class A Restricted Voting Share) of: (A) the escrowed funds available in the Share Escrow Account at the time immediately prior to the redemption deposit deadline, including interest and other amounts earned thereon; less (B) an amount equal to the total of (i) any applicable taxes payable by the Corporation on such interest and other amounts earned in the Share Escrow Account, and (ii) actual and expected expenses directly related to the redemption, each as reasonably determined by the Corporation, subject to the limitations described in the Final Prospectus. For greater certainty, such amount will not be reduced by the amount of any tax of the Corporation under Part VI.1 of the Tax Act or the Deferred Amount per Class A Restricted Voting Share held in the Share Escrow Account. If approval of the Qualifying Acquisition by shareholders' is otherwise required under applicable law, including in the event of an arrangement or amalgamation of the Corporation, holders of Class A Restricted Voting Shares shall have the option to redeem their Class A Restricted Voting Shares irrespective of whether they vote for or against, or do not vote on, the Qualifying Acquisition at any shareholders' meeting. Holders of Class A Restricted Voting Shares will be given not less than 21 days' notice of such shareholders' meeting (if such meeting is required under applicable law, including in the event of an arrangement or amalgamation of the Corporation) and of the corresponding redemption deposit deadline if such meeting is required. Participants through CDS Clearing and Depositary Services Inc. ("**CDS**") may have earlier deadlines for beneficial holders to make deposits of Class A Restricted Voting Shares for redemption. If a CDS participant's deadline is not met by a holder of Class A Restricted Voting Shares, such holder's Class A Restricted Voting Shares may not be eligible for redemption.

NOTE 1. CORPORATE INFORMATION AND GOING CONCERN *(continued)*

Following completion of the Qualifying Acquisition, the Proportionate Voting Shares into which the Class B Shares are convertible, the Sponsors' Warrants and OTM Warrants, and the shares issuable on exercise of such Sponsors' Warrants and OTM Warrants may be subject to certain sale or transfer restrictions in accordance with applicable securities laws. The Sponsors will not be entitled to redeem the Class B Shares, or to exercise the Warrant Put Right in respect of their Sponsors' Warrants or OTM Warrants, in connection with a Qualifying Acquisition or an extension to the Permitted Timeline or entitled to access the escrow accounts should a Qualifying Acquisition not occur within the Permitted Timeline, as further described herein. The Sponsors (and, as applicable, the Corporation's directors and officers) will, however, participate in any liquidation distribution with respect to any Class A Restricted Voting Shares they may acquire in connection with or following the Offering through possible purchases on the secondary market.

On April 5, 2022, the Corporation entered into an administrative services agreement with FGAC Investors LLC, pursuant to which the Corporation will pay FGAC Investors LLC a fee of $10,000 (plus applicable taxes) per month in exchange for FGAC Investors LLC, as a Sponsor, providing certain services to the Corporation to help effect the Qualifying Acquisition, including but not limited to, various administrative, managerial and/or operational services.

On April 20, 2022, the Underwriters fully exercised the Over-Allotment Option. Pursuant to the exercise of the Over-Allotment Option, on April 20, 2022, the Corporation issued 1,500,000 Class A Restricted Voting Units for aggregate proceeds of $15,000,000, and the Sponsors purchased an additional 200,000 Sponsors' Warrants for an aggregate purchase price of $200,000 and deposited an additional $937,500 with the Escrow Agent pursuant to the Warrant Agreement to facilitate the transfer of the IPO Warrants to the Sponsors pursuant to the Warrant Put Rights.

On July 5, 2023, the Corporation announced that, following receipt of approval by the holders of its Class A Restricted Voting Shares, the board of directors has approved that, the Permitted Timeline to consummate its qualifying acquisition will be extended from July 5, 2023 to July 5, 2024. In connection with the Extension, the Corporation redeemed 11,398,742 Class A Restricted Voting Shares that have been deposited for redemption in connection therewith, at a redemption price of approximately US$10.21 per share.

Pursuant to the Settlement Agreement dated December 6, 2023, between Think Financial Group Holdings Ltd. ("Think"), Sponsors and the Corporation, Corporation received $218,850 in March 2024 as part of the settlement due to the termination of the business combination agreement (he "Business Combination Agreement").

Merger

On May 3, 2024, FGAC and its Sponsor entered into a acquisition agreement ("the Acquisition Agreement") with Strong/MDI Screen Systems Inc. ("MDI"), where by the Corporation will acquire, directly or indirectly all of the equity interest of MDI.

NOTE 2. BASIS OF PRESENTATION

The unaudited condensed interim financial statements of the Corporation have been prepared in accordance with International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board. These condensed interim financial statements do not include all the disclosures required in annual financial statements and should be read in conjunction with the Corporation's audited financial statements for the year ended December 31, 2023.

Except as noted, the Corporation has followed the same basis of presentation, accounting policies and method of computation for these condensed interim financial statements as disclosed in the annual audited financial statements for the year ended December 31, 2023.

The financial statements of the Corporation have been prepared on a historical cost basis. The Corporation’s functional and presentation currency is the U.S. dollar.

The financial statements were authorized for issuance by the Board of Directors of the Corporation on May 13, 2024.

NOTE 3. SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION

Cash and cash equivalents

Cash is classified as an asset at fair value.

Financial Instruments

Recognition

The Corporation recognizes financial assets and financial liabilities on the date the Corporation becomes a party to the contractual provisions of the instruments.

Classification

The Corporation classifies its financial assets and financial liabilities in the following measurement categories: i) those to be measured subsequently at fair value (either through other comprehensive income or through profit or loss, and ii) those to be measured at amortized cost. The classification of financial assets depends on the business model for managing the financial assets and the contractual terms of the cash flows. Financial liabilities are classified as those to be measured at amortized cost unless they are designated as those to be measured subsequently at fair value through profit or loss (irrevocable election at the time of recognition). For assets and liabilities measured at fair value, gains and losses are either recorded in profit or loss or other comprehensive income.

The Corporation reclassifies financial assets when and only when its business model for managing those assets changes. Financial liabilities are not reclassified.

The Corporation’s financial assets consist of cash and funds held in escrow, which are classified and subsequently measured at fair value through profit or loss (“FVTPL”). The Corporation’s financial liabilities consist of accounts payable and accrued expenses and deferred Underwriting commission, which are classified and subsequently measured at amortized cost using the effective interest method. The Corporation’s financial liabilities include Class A Restricted Voting Shares subject to redemption, which is classified and subsequently measured at FVTPL. The IPO, Sponsor and OTM Warrant liabilities are also classified as FVTPL as they include a cashless option.

NOTE 3. SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION *(continued)*

Financial Instruments *(continued)*

Measurement

All financial instruments are required to be measured at fair value on initial recognition, plus, in case of a financial asset or financial liability not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition or issue of the financial asset or financial liability. Transaction costs of financial assets and financial liabilities carried at fair value through profit or loss **("FVTPL")** are expensed in profit or loss.

Financial assets that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortized cost at the end of the subsequent accounting periods. All other financial assets including equity investments are measured at their fair values at the end of subsequent accounting periods, with any changes taken through profit and loss or other comprehensive income (irrevocable election at the time of recognition).

Additional fair value measurement disclosure includes classification of financial instrument fair values in a fair value hierarchy comprising three levels reflecting the significance of the inputs used in making the measurements which are as follows:

Level 1: Valuations based on quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: Valuations based on directly or indirectly observable inputs in active markets for similar assets or liabilities, other than Level 1 prices, such as quoted interest or currency exchange rates; and

Level 3: Valuations based on significant inputs that are not derived from observable market data, such as discounted cash flow methodologies based on internal cash flow forecasts.

Income taxes

Income tax expense consists of current and deferred tax expense. Current and deferred tax are recognized in profit or loss except to the extent that it relates to items recognized directly in equity or other comprehensive income.

Current tax is recognized and measured at the amount expected to be recovered from or payable to the taxation authorities based on the income tax rates enacted or substantively enacted at the end of the reporting period and includes any adjustment to taxes payable in respect of previous years.

Deferred tax is recognized on any temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable earnings. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized and the liability is settled. The effect of a change in the enacted or substantively enacted tax rates is recognized in net earnings and comprehensive income or in equity depending on the item to which the adjustment relates.

Deferred tax assets are recognized to the extent future recovery is probable. At each reporting period end, deferred tax assets are reduced to the extent that it is no longer probable that sufficient taxable earnings will be available to allow all or part of the asset to be recovered.

NOTE 3. SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION *(continued)*

Earnings (loss) per share

Basic income or loss per Class B Share is calculated by dividing the net income or loss by the weighted average number of Class B Shares outstanding during the period. The calculation excludes the effect of Class A Restricted Voting Shares, as the Class A Restricted Voting Shares have been classified in these financial statements as financial liabilities.

Recently Issued Accounting Standards

On January 23, 2020, an amendment was issued to IAS 1 to address inconsistencies with how entities apply the standards over classification of current and non-current liabilities. The amendment serves to address whether, in the statement of financial position, debt and other liabilities with an uncertain settlement should be classified as current or non-current. This amendment is effective on January 1, 2024. The Corporation has adopted this amendment in its unaudited condensed interim financial statement for the period beginning January 1, 2024. There were no changes to the Corporation's financial statements upon adoption of these amendments.

Non-current liabilities with covenants (amendments to IAS 1)

The amendments to IAS 1 specify that only covenants with which an entity is required to comply on or before the reporting date affect the classification of a liability as current or non-current. The amendments are effective for annual reporting periods beginning on or after January 1, 2024, and are to be applied retrospectively. There were no changes to the Corporation's financial statements upon adoption of these amendments.

Lack of exchangeability (amendments to IAS 21, the effects of changes in foreign exchange rates)

In August 2023, the International Accounting Standards Board (IASB) amended IAS 21 to clarify (i) when a currency is exchangeable into another currency and (ii) how a company estimates a spot rate when a currency lacks exchangeability. This amendment is effective on January 1, 2025. The Corporation intends to adopt this amendment in its financial statements for the annual period beginning January 1, 2025. The Corporation is currently in the process of determining the impact of the amendment.

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4. CRITICAL ACCOUNTING JUDGMENTS, ESTIMATES, AND ASSUMPTIONS

The preparation of these financial statements requires the Corporation to make judgments in applying its accounting policies and estimates and assumptions about the future. These judgments, estimates and assumptions affect the Corporation's reported amounts of assets, liabilities, and items in net income or loss, and the related disclosure of contingent assets and liabilities, if any. The Corporation evaluates its estimates on an ongoing basis. Such estimates are based on various assumptions that the Corporation believes are reasonable under the circumstances, and these estimates form the basis for making judgments about the carrying value of assets and liabilities and the reported amounts of items in net income or loss that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. The following discusses the most significant accounting judgments, estimates and assumptions that the Corporation has made in the preparation of its quarterly financial statements.

Fair Value of Financial Instruments

Certain financial instruments are recorded in the Corporation's statements of financial position at values that are representative of or approximate their fair value. The fair value of a financial instrument that is traded in active markets at each reporting date is determined by reference to its quoted market price. If the financial instrument does not trade on an active market, the Corporation will use an option-pricing model to measure the fair value of the financial instrument. Application of the option-pricing model requires estimates in expected dividend yields, expected volatility in the underlying assets and the expected life of the financial instrument. Changes in the underlying trading value or estimates may significantly affect the amount of net income or loss for a particular period. Furthermore, the quoted market price or option price of a financial liability may not be equal to the amount that the Corporation may have to pay in settlement of the underlying obligation, should such obligation become immediately payable. The Corporation reviews assumptions

4. CRITICAL ACCOUNTING JUDGMENTS, ESTIMATES, AND ASSUMPTIONS *(continued)*

Fair Value of Financial Instruments *(continued)*

relating to financial instruments on an ongoing basis to ensure that the basis for determination of fair value is appropriate.

Management exercised significant judgement in determining that the Class A Restricted Voting Shares were classified as financial liabilities and in the determination of the initial fair value of the Class A Restricted Voting Shares.

Warrant Valuations

Pursuant to the Corporation's Offering of Class A Restricted Voting Units, the Corporation issued warrants. The Corporation also issued warrants to the Sponsor concurrent with the Offering. Estimating the fair value of warrants requires determining the most appropriate valuation model that is dependent on the terms and conditions of the warrant. To the extent a quoted market value is not available, the Corporation applies an option-pricing model to measure the fair value of the warrants issued. Application of the option pricing model requires estimates in expected dividend yields, expected volatility in the underlying assets and the expected life of the warrant. These estimates may ultimately be different from amounts subsequently realized, resulting in an overstatement or understatement of net income or loss.

Income taxes

Provisions for taxes are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors. The Corporation reviews the adequacy of these provisions at the end of the reporting period. However, it is possible that at some future date an additional liability could result from audits by taxing authorities. Where the final outcome of these tax-related matters is different from the amounts that were initially recorded, such differences will affect the tax provisions in the period in which such determination is made.

5. PREPAIDS

The following balances were included in the Corporations prepaids balance as at March 31, 2024 and December 31, 2023:

		Amount
Directors' and officers' liability insurance		2,746
Balance, March 31, 2024	**$**	**2,746**

		Amount
Directors' and officers' liability insurance		65,230
Balance, December 31, 2023	**$**	**65,230**

6. FUNDS HELD IN ESCROW

On July 5, 2023, the Corporation announced that, following receipt of approval by the holders of its Class A Restricted Voting Shares, the board of directors has approved that, the Permitted Timeline to consummate its qualifying acquisition will be extended from July 5, 2023 to July 5, 2024. In connection with the Extension, the Corporation redeemed 11,398,742 Class A Restricted Voting Shares that have been deposited for redemption in connection therewith, at a redemption price of approximately US$10.21 per share. This resulted in $116,349,808 of Funds Held in Escrow being withdrawn for redemption of the Class A Restricted Voting Share Holders on July 5, 2023.

At as March 31, 2024, the escrow balance held by the TSX Trust Company on behalf of the Corporation was $2,536,639.The entire balance was held in a 5.20% interest bearing account.

7. CLASS A RESTRICTED VOTING SHARES SUBJECT TO REDEMPTION

Authorization

The Corporation is authorized to issue an unlimited number of Class A Restricted Voting Shares prior to the closing of a Qualifying Transaction. Following closing of the Qualifying Transaction, the Corporation will not issue any Class A Restricted Voting Shares. The holders of Class A Restricted Voting Shares have no pre-emptive rights or other subscription rights and there are no sinking fund provisions applicable to these shares.

Voting Rights

All holders of Class A Restricted Voting Shares will be entitled to receive notice of any meeting of shareholders' of the Corporation, and to attend, vote and speak at such meetings, except those meetings at which only holders of a specific class of shares are entitled to vote separately as a class under the Business Corporations Act (British Columbia).

Redemption Rights

The holders of Class A Restricted Voting Shares are entitled to redeem their shares, as described in the Final Prospectus, and are entitled to receive a pro-rata portion of the amount then held in the escrow account, less applicable taxes and other permitted deductions: (i) in the event that the Corporation does not complete a Qualifying Transaction within the Permitted Timeline; (ii) in the event of the completion of a Qualifying Transaction; and (iii) in the event of an extension to the Permitted Timeline.

As previously discussed, the Corporation redeemed 11,398,742 Class A Restricted Voting Shares in connection with the approval of the Permitted Timeline.

Classification

The redemption rights embedded in the terms of the Corporation's Class A Restricted Voting Shares are considered by the Corporation to be outside of the Corporation's control and subject to uncertain future events. Accordingly, the Corporation has classified its "Class A Restricted Voting Shares subject to redemption" as financial liabilities carried at FVTPL.

7. CLASS A RESTRICTED VOTING SHARES SUBJECT TO REDEMPTION *(continued)*

Fair value of Class A Restricted Voting Shares subject to redemption – issued and outstanding:

Refer to Note 1, Corporate Information and Going Concern, for additional details of terms and issuance of Class A Restricted Voting Shares.

As at March 31, 2024, the share price of the Class A Restricted Voting Shares was $9.75, resulting in a quarter to date fair value gain on financial liabilities of $15,188, compared to the unrealized loss of $920,000 for the quarter to date ending March 31, 2023.

	Number		Amount
Balance, December 31, 2023	**101,258**	**$**	**1,002,454**
Fair value adjustment to Class A Restricted Voting Shares	-		(15,188)
Balance, March 31, 2024	**101,258**	**$**	**987,266**

On July 5, 2023, in connection with the Extension of the Permitted Timeline, the Corporation redeemed 11,398,742 Class A Restricted Voting Shares, and distributed an aggregate amount of $116,349,807 to Class A Restricted Holders. After the redemption, the Corporation has 101,258 Class A Restricted Voting Shares outstanding.

8. WARRANTS LIABILITY

As at March 31, 2024, the Corporation had 11,600,000 warrants issued and outstanding, comprised of 5,750,000 IPO Warrants, 4,350,000 Sponsors' Warrants, and 1,500,000 OTM Warrants.

The IPO Warrants and Sponsors' Warrants will become exercisable at an exercise price of $11.50, commencing 65 days after the completion of a Qualifying Transaction and will expire at 5:00 p.m. (Toronto time) on the day that is five years after the completion of a Qualifying Transaction. The OTM Warrants will become exercisable at an exercise price of $15.00, commencing 65 days after the completion of a Qualifying Transaction and will expire at 5:00 p.m. (Toronto time) on the day that is ten years after the completion of a Qualifying Transaction.

8. WARRANTS LIABILITY *(continued)*

The IPO Warrants, Sponsors' Warrants and OTM Warrants were classified as financial liabilities carried at FVTPL as they include a cashless option and had the following fair values as of March 31, 2024 and December 31, 2023:

	Number	Amount
Balance, December 31, 2023	**5,750,000**	**$ 6,325,000**
Fair value adjustment - IPO Warrants	-	575,000
Balance, March 31, 2024	**5,750,000**	**$ 6,900,000**

The IPO Warrants were measured on issuance based on the closing price of the security on the first day the Restricting Voting Units split, which was $1.20.

As at March 31, 2024, the share price was $1.20 per IPO Warrant, compared to a market value of $1.10 per IPO warrant as of December 31, 2023. This resulted in a fair value loss on financials of $575,000 for the three months ended March 31, 2024, compared to a fair value gain of $575,000 for the three months ended March 31, 2023.

	Number	Amount
Balance, December 31, 2023	**4,350,000**	**$ 4,393,500**
Fair value adjustment - Sponsors' Warrants	-	826,500
Balance, March 31, 2024	**4,350,000**	**$ 5,220,000**

The Sponsor Warrants were measured on issuance using $1.00 per warrant being the cash price paid per warrant. At March 31, 2024, the Sponsor Warrants were measured using an option pricing model with the following inputs: Volatility: 12%; Expected Life: 5 years; Risk Free Rate: 3.97%; Dividend Yield: 0%.

At March 31, 2023, the Sponsor Warrants were measured using an option pricing model with the following inputs: Volatility: 10%; Expected Life: 5 years; Risk Free Rate: 3.3%; Dividend Yield: 0%.

As at March 31, 2024, the fair value was $1.20 per Sponsor Warrant compared to a fair value of $1.01 per Sponsor Warrant as of December 31, 2023. This resulted in a fair value loss on financials of $826,500 for the three months ended March 31, 2024, compared to a fair value gain of $217,500 for the three months ended March 31, 2023.

	Number	Amount
Balance, December 31, 2023	**1,500,000**	**$ 1,425,000**
Fair value adjustment - OTM Warrants	-	465,000
Balance, March 31, 2024	**1,500,000**	**$ 1,890,000**

8. WARRANTS LIABILITY *(continued)*

The OTM Warrants were measured on issuance using $0.10 per warrant being the cash price paid per warrant. At March 31, 2024, the OTM Warrants were measured using. an option pricing model with the following inputs: Volatility: 12%; Expected Life: 10 years; Risk Free Rate: 3.83%; Dividend Yield: 0%.

At March 31, 2023, the OTM Warrants were measured using. an option pricing model with the following inputs: Volatility: 10%; Expected Life: 10 years; Risk Free Rate: 3.3%; Dividend Yield: 0%.

As at March 31, 2024, the fair value was $1.26 per OTM Warrant as compared to a fair value of $0.95 per OTM Warrant as of December 31, 2023. This resulted in a fair value loss on financials of $465,000 for the three months ended March 31, 2024, compared to a fair value gain of $165,000 for the three months ended March 31, 2023.

9. SHARE CAPITAL

Authorized

The Corporation is authorized to issue an unlimited number of Class B shares prior to the closing of the Qualifying Transaction. On October 25, 2021, the Corporation issued one Class B Share to FGAC Investors LLC in exchange for proceeds of $1.00. On April 1, 2022, in connection with the Offering, the Sponsors purchased an aggregate of 2,874,999 Class B shares in the capital of the Corporation for an aggregate purchase price of $24,999.

Voting Rights

Holders of Class B Shares are entitled to vote at all meetings of shareholders' and on all matters requiring a shareholder vote, with the exception of a vote to approve an extension of the Permitted Timeline within which the Corporation is required to complete its Qualifying Transaction, which will only be voted upon by holders of Class A Restricted Voting Shares.

Redemption Rights

Holders of Class B Shares do not have any redemption rights with respect to its Class B Shares, or rights to distributions from the escrow account if the Corporation fails to complete a Qualifying Transaction within the Permitted Timeline.

Class B Shares – Issued and Outstanding

The Corporation had 2,875,000 Class B shares issued and outstanding as of March 31, 2024.

10. GENERAL AND ADMINISTRATIVE EXPENSES

The Corporation had the following general and administrative expenses for the following periods:

	For the three months ended March 31, 2024	For the three months ended March 31, 2023
Insurance	$ 62,483	$ 61,797
General office expenses	31,770	31,787
Filing and transfer agent fees	20,119	31,582
Professional	215,950	115,594
Total	**$ 330,322**	**$ 240,760**

11. FINANCIAL INSTRUMENTS

Fair value measurements

The following table summarizes those assets and liabilities that are included at their fair values in the Corporation's statements of financial position as at March 31, 2024 and December 31, 2023. These assets and liabilities have been categorized into hierarchal levels, according to the significance of the inputs used in determining fair value measurements.

		Fair value as at March 31, 2024		
	Carrying value as at March 31, 2024	**Level 1**	**Level 2**	**Level 3**
Financial Assets and Liabilities				
Cash	63,130	63,130	-	-
Held in Escrow	2,536,639	2,536,639		
Class A Restricted Voting Shares subject to redemption	987,266	987,266	-	-
IPO Warrants	6,900,000	6,900,000	-	-
Sponsor Warrants	5,220,000	-	5,220,000	-
OTM Warrants	1,890,000	-	1,890,000	-

		Fair value as at December 31, 2023		
	Carrying value as at December 31, 2023	**Level 1**	**Level 2**	**Level 3**
Financial Assets and Liabilities				
Cash	171,885	171,885	-	-
Held in Escrow	2,504,124	2,504,124		
Class A Restricted Voting Shares subject to redemption	1,002,454	1,002,454	-	-
IPO Warrants	6,325,000	6,325,000	-	-
Sponsor Warrants	4,393,500	-	4,393,500	-
OTM Warrants	1,425,000	-	1,425,000	-

Financial Risk Management

The Corporation is exposed to financial risks due to the nature of its business and the financial assets and liabilities that it holds. The Corporation's overall risk management strategy seeks to minimize potential adverse effects on the Corporation's financial performance.

Market risk:

Market risk is the risk that a material loss may arise from fluctuations in the fair value of a financial instrument. For purposes of this disclosure, the Corporation segregates market risk into three categories: fair value risk, interest rate risk, and currency risk.

11. FINANCIAL INSTRUMENTS *(continued)*

Fair value risk:

Fair value risk is the potential for loss from an adverse movement, excluding movements relating to changes in interest rates and foreign exchange rates, because of changes in market prices. The Corporation is exposed to fair value risk in respect of its Cash, Funds held in Escrow, Class A Restricted Voting Shares subject to redemption and Warrants, which are carried in the Corporation's financial statements at their fair values.

Interest rate risk:

Interest rate risk relates to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Corporation's exposure to interest rate risk is nominal at this time.

Currency risk:

Currency risk relates to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates relative to the Corporation's presentation currency of the United States dollar. The Corporation does not currently have any exposure to currency risk as the Corporation transacts minimally in any currency other than the United States dollar.

12. Related Party Transactions

The Corporation entered into an administrative services agreement with FGAC Investors LLC on April 5, 2022, whereby FGAC Investors LLC will perform certain administrative services for the Corporation for a monthly fee of $10,000. For the three months ended March 31, 2024 and 2023, the total administrative services expense was $30,000 respectively.

13. Subsequent Event

On April 24, 2024, Sponsor loaned $60,000 to the Corporation under a unsecured non-interest bearing promissory note. The Note matures on November 5, 2024, or at completion of the MDI merger, which ever comes first.

On May 3, 2024, the Corporation and its Sponsor entered into a acquisition agreement ("the Acquisition Agreement") with Strong/MDI Screen Systems Inc. ("MDI"), where by the Corporation will acquire, directly or indirectly all of the equity interest of MDI.

In connection with the closing of the MDI acquisition ("**Closing**"), the Corporation intends to rename itself Saltire Holdings, Ltd. ("**Saltire**"). Saltire intends to build and grow a portfolio of profitable and cash-flow generating private equity investments that would not otherwise be available to public market investors through its proprietary origination process, to maximize its intrinsic value on a per-share basis over the long-term by seeking to achieve superior investment performance commensurate with reasonable risk.

The Corporation announced that holders of class A restricted voting shares will vote on a resolution to extend the date by which the Corporation has to consummate a qualifying acquisition from July 5, 2024 to November 5, 2024. Company also announced that it will provide holders of class A restricted voting shares with the opportunity to deposit for redemption all or a portion of their class A restricted voting shares, provided that they deposit their shares for redemption prior to the second business day before May 13, 2023