FG ACQUISITION CORP.

MANAGEMENT'S DISCUSSION AND ANALYSIS

As at June 30, 2024 and

For the three and six months ended June 30, 2024 and 2023

(In U.S. Dollars)

The following discussion of performance, financial condition and future prospects should be read in conjunction with the unaudited financial statements ("**Financial Statements**") of FG Acquisition Corp. (the "**Corporation**", "**our**" or "**we**") for the three and six months ended June 30, 2024 and the accompanying notes thereto.

This Management's Discussion and Analysis ("**MD&A**") has been prepared with an effective date of August 8, 2024. The unaudited Financial Statements have been prepared by management in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board. Unless otherwise noted herein, all references to "$" are to the currency of the United States.

In addition to reviewing this MD&A, readers are encouraged to read the Corporation's public information filings available on the Corporation's profile on the System for Electronic Document Analysis and Retrieval ("**SEDAR**") at www.sedar.com.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This document may contain certain "**forward-looking statements**" (as defined under applicable Canadian securities laws). These forward-looking statements relate to future events or future performance including with respect to the Corporation's objectives and priorities for fiscal year 2023 and beyond, and strategies or further actions with respect to the Corporation, a Qualifying Acquisition (as defined herein) and the Corporation's business operations, financial performance and condition.

Such forward-looking statements reflect management's current beliefs and are based on information currently available to management. In some cases, forward-looking statements can be identified by terminology such as "may", "will", "should", "expect", "plan", "anticipate", "believe", "estimate", "predict", "potential", "continue", "target", "intend", "could" or the negative of these terms or other comparable terminology. By their very nature, forward looking statements involve inherent risks and uncertainties, both general and specific, and many factors could cause actual events or results to differ materially from the results discussed in the forward-looking statements. In evaluating forward-looking statements, readers should specifically consider various factors that may cause actual results to differ materially from any forward-looking statement. These factors include, but are not limited to, market and general economic conditions, changes in market interest rates, and the risks and uncertainties discussed in the section entitled "Risk Factors" in the Corporation's final prospectus dated March 28, 2022 (the "**Final Prospectus**"), available on SEDAR at www.sedar.com.

The forward-looking statements contained in this MD&A are presented for the purpose of assisting investors in understanding the business and strategic priorities and objectives of the Corporation as at the periods indicated and may not be appropriate for other purposes. The forward-looking statements contained in this MD&A speak only as of the date of this MD&A or as of the date specified in such statement. The forward-looking statements contained in this MD&A are not guarantees of future performance and, while forward-looking statements are based on certain assumptions that the Corporation considers reasonable, actual events and results could differ materially from those expressed or implied by forward-looking statements made by the Corporation. Prospective investors are cautioned to consider these and other factors carefully when making decisions with respect to the Corporation and not place undue reliance on forward looking statements. Circumstances affecting the Corporation may change rapidly. Except as may be expressly required by applicable law, the Corporation does not undertake any obligation to update publicly or revise any such forward-looking statements, whether as a result of new information, future events or otherwise.

DESCRIPTION OF BUSINESS

The Corporation is a special purpose acquisition corporation 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 intends to execute a Qualifying Acquisition of assets and/or businesses in the financial services sector. However, the Corporation is not limited to a particular industry or geographic region for purposes of completing its 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.

On April 1, 2022, in connection with the Offering the sponsors of the Corporation, FGAC Investors LLC and CG Investments VII Inc. (together, 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 at www.sedar.com. No Proportionate Voting Shares will be issued during the period after Closing and prior to the closing of our 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 our 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 our Qualifying Acquisition. The IPO Warrants will become exercisable, at an exercise price of $11.50, commencing 65 days after the completion of our Qualifying Acquisition and will expire at 5:00 p.m. (Toronto time) on the day that is five years after the completion of our 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 our 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 we are 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, we 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.

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, we 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 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 our 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.

Simultaneously with Closing, pursuant to the transfer restrictions agreement and undertaking dated April 5, 2022 and entered into by our Sponsors in favour of the Exchange (the "Exchange Agreement and Undertaking"), our 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 our 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 our Sponsors pursuant 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 our Qualifying Acquisition, we intend 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 we will distribute to holders of Class A Restricted Voting Shares who properly redeem their shares will not be reduced by the Deferred Amount we 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 our 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, we 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.

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, we will provide holders of our 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 our 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.

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. Our 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. Our Sponsors (and, as applicable, our 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.

On 4 June 2024, 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, 2024 to November 5, 2024. In connection with the Extension, the Corporation redeemed 97,500 Class A Restricted Voting Shares that have been deposited for redemption in connection therewith, at a redemption price of approximately US$10.71 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, 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 Business Combination is subject to the satisfaction of customary conditions, including the approval of the TSX and Ontario Securities Commission. As of June 30, 2024, approvals had not yet been granted.

SELECTED FINANCIAL INFORMATION

A summary of selected information for each of the periods presented below is as follows:

	As at and for the three months ended June 30, 2024	As at and for the three months ended June 30, 2023
Assets	740,372	119,580,309
Liabilities	22,593,261	131,677,435
Interest Income	23,232	1,299,526
Net income (loss) and comprehensive income (loss)	(3,051,754)	362,879
Net income (loss) per share, basic and diluted	(1.06)	0.13

RESULTS OF OPERATIONS

The Corporation has not conducted commercial operations and it is sole focus is on the identification and evaluation of businesses or assets to acquire. There were no notable events that occurred during the reporting period presented. For the immediate future, the Corporation intends to continue to identity and evaluate potential targets and pursue a Qualifying Acquisition.

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.

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.

On June 4, 2024, 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, 2024, to November 5, 2024. In connection with the Extension, the Corporation redeemed 97,500 Class A Restricted Voting Shares that have been deposited for redemption in connection therewith, at a redemption price of approximately US$10.71 per share. This resulted in $1,044,556 of Funds held in Escrow being withdrawn for redemption of the Class A Restricted Voting Share Holders on June 4, 2024
The Corporation's net loss totaled $3,051,754 and 4,982,022 for the three and six months ended June 30, 2024, with basic and diluted loss per Class B shares of $1.06 and $1.73. The net loss for the three amounts ended June 30, 2024 is principally related to the $2,425,699 loss on financial liabilities, $631,081 in general and administrative expensesoffset by $23,232 in trust income.

The net loss for the six amounts ended June 30, 2024 is principally related to the $4,277,010 loss on financial liabilities, $961,403 in general and administrative expenses, offset by $281,850 in income due to settlement of Think agreement and $55,748 in trust income.

The Corporation's net income totaled $362,878 and $1,371,629 for the three and six months ended June 30, 2023, respectively. The net income for the periods is principally related to interest income earned on the funds held in escrow, offset by administrative expenses and transaction expenses.

Net Unrealized Gain/Loss on Changes in Fair Value of Financial Liabilities

During the six months ended June 30 2024, the Corporation recognized an unrealized loss on change in fair value of financial liabilities of $4,277,010 related to the re-valuation of its Class A Restricted Voting Shares redemption liability and warrants liability as at June 30, 2024. While for accounting purposes, the liability associated with the potential redemption of our Class A Restricted Voting Shares is measured at fair value having regard to the market price of the Class A Restricted Voting Shares, which at June 30, 2024 is $10.19 per share, redeeming holders of such Class A Restricted Voting Shares would actually be entitled to their pro rata share of the escrow account, which as at June 30, 2024, is in excess of $10.00 per Class A Restricted Voting Share. Please see Note 7 and 8 to the Condensed Interim Financial Statements for more detailed information regarding the Fair Value of Class A Restricted Voting Shares subject to redemption and Warrants liability, respectively.

Expenses

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

	For the three months ended June 30, 2024	For the three months ended June 30, 2023	For the six months ended June 30, 2024	For the six months ended June 30, 2023
Insurance	$ 44,078	$ 62,482	106,561	124,371
General office expenses	33,762	32,477	65,531	64,264
Filing and transfer agent fees	19,585	36,341	20,663	67,923
Professional	533,656	27,570	768,648	143,163
Total	**$ 631,081**	**$ 158,870**	**$ 961,403**	**$ 399,721**

Interest Income

Since completion of the Offering in April 2022, the Corporation has been limited to the identification, evaluation and diligence of business targets and as such, we do not expect to generate any operating revenues until the closing and completion of the Qualifying Transaction. In the interim, we expect to generate non-operating income in the form of interest income on the short-term investments held in escrow. During the three and six months ended June 30, 2024, the Corporation earned interest income of $23,232 and $55,748.

LIQUIDITY AND CAPITAL RESOURCES

Held in Escrow Account originally included the $115,000,000 of funds raised relating to the Offering. In accordance with the terms of the Offering, all amounts raised through the issuance of the Class A Restricted Voting Units were deposited into the Escrow Account and can only be released upon certain prescribed conditions being met, as further described herein and in the Final Prospectus. 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. On June 4, 2024, 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, 2024, to November 5, 2024. In connection with the Extension, the Corporation redeemed 97,500 Class A Restricted Voting Shares that have been deposited for redemption in connection therewith, at a redemption price of approximately US$10.71 per share. This resulted in $1,044,556 of Funds held in Escrow being withdrawn for redemption of the Class A Restricted Voting Share Holders on June 4, 2024.

As of June 30, 2024, $262,316 remains in the trust account. The Corporation intends to use substantially all of the remaining proceeds to consummate the Qualifying Acquisition.

As of June 30, 2024, the Corporation had cash held outside of the Escrow Account of $12,437 which is available to fund its working capital requirements, including any further transaction costs that may be incurred. We expect to generate negative cash flow from operating activities in the future until our Qualifying Transaction is completed and we commence revenue generation. Our management seeks to ensure that our operational and administrative costs are minimal prior to the completion of a Qualifying Transaction, with a view towards preserving the Corporation's working capital. We do not believe that we will need to raise additional funds to meet expenditures required for operating our business until the consummation of a Qualifying Transaction. We believe that we have sufficient funds available outside of the Escrow Account to operate the business. However, we cannot be assured that this will be the case.

To the extent that we require additional funding for general ongoing expenses or in connection with the Qualifying Acquisition, the Corporation may seek funding by way of unsecured loans from our Sponsors and/or their affiliates, which loans must be on reasonable commercial terms and must comply with applicable Exchange (as defined herein) requirements. The lender under the loans would not have recourse against the funds held in the escrow accounts, and thus the loans will not reduce the value thereof. Such loans will collectively be subject to a maximum aggregate principal amount equal to 10% of the gross proceeds of the Offering. Such loans shall be repayable in cash, provided, however, that the Sponsors shall have the right, exercisable in their sole discretion, to convert up to $1,500,000 of the principal amount, together with all accrued interest, of such loans into warrants having the same terms as the Sponsors' Warrants (as defined herein) at a conversion price of $1.00 per warrant, however no such repayment or conversion shall occur prior to the closing of the Qualifying Acquisition. The Corporation will not obtain any other form of debt financing except: (i) in the ordinary course for short term trade, accounts payable and general ongoing expenses; or (ii) contemporaneous with, or after, the completion of a Qualifying Acquisition.

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, whichever comes first.

On July 5, 2024, FG Financial Group Inc. loaned $170,000 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, whichever comes first.

The Corporation may also seek to raise additional funds through a rights offering in respect of shares available to our shareholders', in accordance with the requirements of applicable securities legislation and the Exchange's rules, and subject to the consent of the Underwriters (as defined herein), subject to placing the required funds raised in the Share Escrow Account in accordance with the Exchange's rules and also subject to fulfilling the following condition: the Corporation would not undertake a rights offering unless the amount per share deposited into the Share Escrow Account in connection therewith would be at least equal to the per share amount of the escrow funds then on deposit in the Share Escrow Account, including any interest and other amounts earned thereon (net of any applicable taxes payable by the Corporation on such interest and other amounts earned in the Share Escrow Account), and provided that 100% of the gross proceeds raised in any subsequent rights offering from holders of Class A Restricted Voting Units are held in the Share Escrow Account.

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 six months ended June 30, 2024 and 2023, the total administrative services expense was $60,000, respectively.

RISK FACTORS

An investment in the securities of the Corporation is highly speculative and involves numerous and significant risks. Such investments should be undertaken only by investors whose financial resources are sufficient to enable them to assume these risks and who have no need for immediate liquidity in their investment. Prospective investors should carefully consider the risk factors that have affected, and which in the future are reasonably expected to affect the Corporation and its financial position.

MATERIAL ACCOUNTING POLICY INFORMATION

For further information about the accounting policies used by the Corporation, please refer to the Condensed Interim Financial Statements and notes thereto, which have been prepared in accordance with IFRS and with the interpretation of IFRIC.

Critical accounting estimates represent estimates made by management that are, by their very nature, uncertain. Management evaluates its estimates on an ongoing basis. Such estimates are based on assumptions that management 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 revenues and expenses that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. A summary of the significant accounting policies used by management in the preparation of its financial information is provided in Note 3 to the Condensed Interim Financial Statements.

CONTROLS AND PROCEDURES

As at June 30, 2024, the Corporation has designed its controls and procedures to provide reasonable assurance that information required to be disclosed in the various reports filed or submitted by the Corporation under securities legislation is recorded, processed, summarized and reported accurately and have designed internal controls over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

The Corporation did not make any changes in its internal controls over financial reporting during the quarter ending June 30, 2024, that have had, or are reasonably likely to have, a material effect on its internal controls over financial reporting. On an ongoing basis, management will continue to analyze its controls and procedures for potential areas of improvement.

Management does recognize that any controls and procedures, no matter how well designed and operated, can only provide reasonable assurance and not absolute assurance of achieving the desired control objectives. In the unforeseen event that lapses in the disclosure controls and procedures or internal controls over financial reporting occur and/or mistakes happen, the Corporation intends to take the necessary steps to minimize the consequences thereof.

FINANCIAL INSTRUMENTS

Fair Value Measurements

The following tables summarize those assets and liabilities that are included at their fair values in the Corporation's statement of financial position as at June 30, 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.

	Carrying value as at June 30, 2024	Fair value as at June 30, 2024 Level 1	Level 2	Level 3
Financial Assets and Liabilities				
Cash	12,437	12,437	-	-
Held in Escrow	262,316	262,316		
Class A Restricted Voting Shares subject to redemption	38,294	38,294	-	-
IPO Warrants	5,750,000	5,750,000	-	-
Sponsor Warrants	7,612,500	-	7,612,500	-
OTM Warrants	2,925,000	-	2,925,000	-

	Carrying value as at December 31, 2023	Fair 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.

CAPITAL

As at June 30, 2024, 2,875,000 Class B Shares are issued and outstanding. The Class B Shares are classified as equity on the statement of financial position.

As at June 30, 2024, 3,758 Class A Restricted Voting Shares, 5,750,000 IPO Warrants, 1,500,000 OTM Warrants and 4,350,000 Sponsors' Warrants are issued and outstanding. The Class A Restricted Voting Shares, IPO Warrants, OTM Warrants and Sponsors' Warrants are all classified as liabilities on the statement of financial position.

OUTLOOK

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.

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.

On June 4, 2024, 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, 2024, to November 5, 2024. In connection with the Extension, the Corporation redeemed 97,500 Class A Restricted Voting Shares that have been deposited for redemption in connection therewith, at a redemption price of approximately US$10.71 per share. This resulted in $1,044,556 of Funds held in Escrow being withdrawn for redemption of the Class A Restricted Voting Share Holders on June 4, 2024.

On July 26, 2024, the Corporation announced that, the resolution to extend the date by which the Corporation has to consummate a qualifying acquisition from November 5, 2024, to April 4, 2025 (the "Extension") put to shareholders (the "Extension Resolution") at the Corporation's special meeting of shareholders (the "Meeting") held virtually on July 26, 2024, was approved.

On August 2,2024 the Corporation announced the receipt for its final prospectus dated August 2, 2024 (the "Final Prospectus") with respect to its Qualifying Acquisition, the Corporation anticipates that the Qualifying Acquisition will close in September 2024.