Transition Opportunities Corp.
(A Capital Pool Company)

Financial Statements

For the Three-Month and Nine-Month Periods ended

February 28, 2026 and February 28, 2025

Unaudited

(Expressed in Canadian dollars)

The accompanying condensed interim financial statements for Transition Opportunities Corp. have been prepared by management in accordance with International Financial Reporting Standards. The Company's independent auditors have not performed a review of these financial statements in accordance with the standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

Transition Opportunities Corp.
(A Capital Pool Company)
Condensed Interim Statement of Financial Position
As at February 28, 2026 and May 31, 2025
(Expressed in Canadian Dollars)

	February 28, 2026 (unaudited)	May 31, 2025 (audited)
Assets		
Current assets		
Cash (Note 3iii)	**$516,116**	$542,800
Total assets	**$516,116**	$542,800
Liabilities and Shareholders' Equity		
Current liabilities		
Accounts payable and accrued liabilities	**$1,290**	$10,636
Total liabilities	**$1,290**	$10,636
Shareholders' Equity		
Share capital (Note 3)	**$576,154**	$576,154
Contributed surplus	**$47,325**	$47,325
Warrants (Note 3)	**$31,655**	$31,655
Deficit	**($140,308)**	($122,970)
Total shareholders' equity	**$514,826**	$532,164
Total liabilities and shareholders' equity	**$516,116**	$542,800

Nature of the Business and Going Concern (Note 1)

Approved by the Board of Directors:

Signed: "*John Pantazopoulos*"
CEO / CFO and Director

Signed: "*Kevin Staveley*"
Director

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

Transition Opportunities Corp.
(A Capital Pool Company)
Condensed Interim Statement of Loss and Comprehensive Loss
For the 3-Month and 9-Month periods ended February 28, 2026 and February 28, 2025
Unaudited
(Expressed in Canadian dollars)

	Nine Month Period Ended February 28, 2026	Nine Month Period Ended February 28, 2025	**Three Month Period Ended February 28, 2026**	Three Month Period Ended February 28, 2025
Expenses				
General and administration	**$27,599**	$20,841	**$8,614**	$7,013
Interest Income	**(10,261)**	(16,911)	**(5,172)**	(4,531)
Comprehensive Income (Loss for period)	**($17,338)**	($3,930)	**($3,442)**	($2,482)
Earnings (loss) per share – basic and diluted (Note 3)	**($0.00)**	($0.00)	**($0.00)**	($0.00)
Weighted average shares outstanding – basic and diluted (Note 3)	**10,000,000**	10,000,000	**10,000,000**	10,000,000

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

Transition Opportunities Corp.
(A Capital Pool Company)
Condensed Interim Statement of Changes in Shareholders' Equity
For the 9-Month periods ended February 28, 2026 and February 28, 2025
Unaudited
(Expressed in Canadian dollars)

	Number of Shares (#)	Share Capital ($)	Contributed Surplus ($)	Warrants ($)	Deficit ($)	Total Equity ($)
Balance, May 31, 2024	**10,000,000**	**$576,154**	**$47,325**	**$31,655**	**($110,003)**	**$545,131**
Net loss for the period	-	-	-	-	($3,930)	($3,930)
Balance, February 28, 2025	**10,000.000**	**$576,154**	**$47,325**	**$31,655**	**($113,933)**	**$541,201**
Balance, May 31, 2025	**10,000,000**	**$576,154**	**$47,325**	**$31,655**	**($122,970)**	**$532,164**
Net loss for the period	-	-	-	-	($17,338)	($17,338)
Balance, February 28, 2026	**10,000,000**	**$576,154**	**$47,325**	**$31,655**	**($140,308)**	**$514,826**

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

Transition Opportunities Corp.
(A Capital Pool Company)
Condensed Interim Statement of Cash Flows
For 9-Month periods ended February 28, 2026 and February 28, 2025
Unaudited
(Expressed in Canadian dollars)

	Nine Month Period Ended February 28, 2026	**Nine Month Period Ended February 28, 2025**
Cash flows used in operating activities		
Net loss for the period	**($17,338)**	($3,930)
Changes in non-cash working capital:		
Accounts payable and accrued liabilities	**(9,346)**	(13,164)
Cash used in operating activities	**(26,684)**	(17,094)
Change in cash during the period	**(26,684)**	(17,094)
Cash, beginning of period	**542,800**	558,621
Cash, end of period	**$516,116**	$541,527

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

1. Nature of the Business and Going Concern

Transition Opportunities Corp. (“the Company”) was incorporated under the *Business Corporations Act* (Alberta) on November 1, 2021. The Company’s registered head office address is Suite 1900, 520 3rd Ave SW, Calgary, Alberta Canada T2P 0R3.

The Company was formed for the primary purpose of completing an initial public offering (“IPO”) onthe TSX Venture Exchange (the "Exchange") as a Capital Pool Company (“CPC”) in accordance with Exchange Policy 2.4 *Capital Pool Companies* (the “CPC Policy”). As a CPC, the Company's principal business would be to identify, evaluate and acquire assets, properties or businesses which would constitute a qualifying transaction in accordance with the CPC Policy of the Exchange (the “Qualifying Transaction”). Until Completion of the Qualifying Transaction (as such term is defined in the CPC Policy), the Company will not carry on any business other than the identification and evaluation of businesses or assets with a view to completing a potential Qualifying Transaction.

These financial statements have been prepared on the basis that the Company will continue as a going concern. The proposed business of the Company and the completion of a Qualifying Transaction involves a high degree of risk and there is no assurance that the Company will identify an appropriate business for acquisition or investment, and even if so identified and warranted, it may not be able to finance such an acquisition or investment within the requisite time period. Additional funds will be required to enable the Company to pursue such an initiative and the Company may be unable to obtain such financing on terms which are satisfactory to it. Furthermore, there is no assurance that the business will be profitable. These factors indicate the existence of a material uncertainty that may castdoubt about the Company's ability to continue as a going concern.

2. Basis of Presentation Statement of Compliance

These condensed interim financial statements have been prepared in accordance with International Accounting Standard (“IAS”) 34 – Interim Financial Reporting. Certain information and footnote disclosures normally included in the annual audited financial statements prepared in accordance with IFRS Accounting Standards, as issued by the International Accounting Standards Board (“IASB”) and interpretations issued by the International Financial Reporting Interpretations Committee (“IFRIC”) in effect on June 1, 2024, have been omitted or condensed. These condensed interim financial statements should be read in conjunction with the Company’s May 31, 2025, audited financial statements. These condensed interim financial statements were authorized for issue by the Board of Directors on April 29, 2026.

Basis of Measurement

These condensed interim financial statements have been prepared on a historical cost basis. All financial information is presented in the Company’s functional currency, which is Canadian dollars.

Use of estimates and judgments

The preparation of these condensed interim financial statements requires that management make estimates, judgments, and assumptions based on available information at the date of the condensed interim financial statements. Actual results may differ from estimates as future confirming events occur. Material estimates and judgments used in the preparation of the condensed interim financial statements have been prepared using the same judgments, estimates, and assumptions as reported in the Company’s May 31, 2025, audited financial statements.

3. Share Capital

(i) Authorized

Unlimited common shares with no par value.

(ii) Seed Share Issuance

Between November 1, 2021 and November 30, 2021, the Company completed a private placement for gross proceeds of $250,000 by issuing 5,000,000 common shares at a price of $0.05 per share.

On April 21, 2022, the Company closed an Initial Public Offering ("IPO") through the issuance of 5,000,000 common shares of the Company at a price of $0.10 per common share for total gross proceeds of $500,000. Pursuant to the terms of the IPO, the Company paid a cash commission to the Agent (the "Agent") of 10% of the gross proceeds of the IPO, and a corporate finance fee of $12,500, plus the Agent's legal fees incurred and other expenses, up to a maximum of $13,000 in legal fees. The Company also granted the Agent 500,000 warrants of the Company, at a purchase price of $0.10 per share until the earlier of (i) 60 months from the closing of the IPO, and (ii) 12 months from the date on which the common shares of the Company commence trading on the Exchange (or other recognized stock exchange), following completion of the Qualifying Transaction.

(iii) Cash Terms of Use

The proceeds raised from the issuance of share capital may only be used to identify and evaluate assets or businesses for future investment, with the exception that up to $3,000 per month may be used to cover costs of administrative and general expenses of the Company. These restrictions may apply until completion of a Qualifying Transaction by the Company as defined under the policies of the Exchange.

(iv) Shares Subject to Escrow

Upon closing of the IPO, the 5,000,000 common shares of the Company outstanding at November 30, 2021 are subject to a CPC Escrow Agreement (Form 2F) (the "Escrow Agreement"), and will be released from escrow in stages over a period of 18 months from the date of the Final QT Exchange Bulletin (as such term is defined in the CPC Policy).

(iv) Stock Options

The Company adopted a Stock Option Plan (the "Stock Option Plan"), which provides for grants of incentive share options and nonqualified share options to employees (including officers), consultants and directors. The Stock Option Plan, and grants made under the Stock Option Plan, are designed to align shareholder and participant interests. The Company's board of directors establishes the terms and conditions of any grants under the Stock Option Plan. The options vest immediately.

Share-based compensation expense for the three and nine month periods ended February 28, 2026 and February 28, 2025 was $nil.

(Expressed in Canadian dollars)

3. Share Capital(Continued)

(iv) Stock Options (Continued)

The following table includes all issued and outstanding options as at February 28, 2026 and February 28, 2025:

Grant Date	Exercise Price	Expiry Date	Remaining Life (years)	Options Outstanding and Exercisable
November 24, 2021	$0.05	November 24, 2026	0.6	500,000
April 21, 2022	$0.10	April 21, 2027	1.1	500,000
Balance – February 28, 2026 and 2025	**$0.08**		**0.9**	**1,000,000**

The remaining life (years) of the options as at February 28, 2026 is 0.9 (February 28, 2025 – 1.9)

(i) Agent Warrants

Agent warrants of 500,000 were issued in conjunction with the IPO. Each warrant entitles its holder to purchase one common share at a price of $0.10 for a period of 60 months.

4. Net Loss per Share

All 10,000,000 shares issued were included with the loss per share calculations.

5. Financial Instruments and Risk Management

Fair Values

The Company's financial instruments consist of cash and accounts payable and accrued liabilities. The fair values of these financial instruments approximate their carrying values due to the relatively short-term maturity of these instruments.

The Company is exposed in varying degrees to a number of risks arising from financial instruments. Management's involvement in the operations allows for the identification of risks and variances from expectations. The Company does not participate in the use of financial instruments to mitigate these risks. The Board of Director's approves the risk management processes. The Board of Director's main objectives for managing risks are to ensure liquidity, the fulfilment of obligations, the continuation of the Company's search for a Qualifying Transaction, and limited exposure to credit and market risks.

5. Financial Instruments and Risk ManagementInterest Rate Risk (Continued)

The types of risk exposure and the way in which such exposures are managed are as follows:

Credit Risk

Credit risk is the risk of loss associated with a counter-party's inability to fulfil its payment obligations. As at February 28, 2026, the Company's maximum exposure to credit risk is $516,116 and is comprised of cash (May 31, 2025 - $542,800). All of the Company's cash is held with the Company's bank. Management has judged credit risk to be low as it is held with a major Canadian financial institutionInterest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's only interest-bearing asset is its cash held with financial instruments. However, given the nature of the Company's business, management believes that the Company is not exposed to any significant interest rate risk.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. Accounts payable and accrued liabilities generally have contractual maturities of less than 30 days and are subject to normal trade terms. The Company manages liquidity risk by maintaining sufficient cash balances to enable settlement of transactions on the due date. The ability to do this relies on the Company raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs.

6. Capital Management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern and ensure sufficient liquidity in order to become a CPC and complete a Qualifying Transaction so that it can provide adequate returns for shareholders. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The Company defines capital as total equity.

7. Subsequent Events

As previously disclosed, on October 22, 2025, the Company announced that it had entered into a non-binding letter of intent with SMAC Dev Pty Ltd. ("SMAC"), a corporation organized under the laws of Australia, in respect to a proposed business combination that would result in the reverse take-over of the Company by SMAC. The Company anticipates the proposed business combination will constitute its "Qualifying Transaction" pursuant to Policy 2.4 – Capital Pool Companies of the TSX Venture Exchange ("TSXV").

7. Subsequent Events (Continued)

On April 7, 2026, the Company announced that it had entered into a definitive share exchange agreement dated April 7, 2026 (the "Definitive Agreement") with SMAC and the shareholders of SMAC, pursuant to which the Company will acquire all of the issued and outstanding ordinary shares of SMAC in exchange for common shares of the Company (the "Share Exchange"). The Definitive Agreement follows the non-binding letter of intent previously announced on October 22, 2025. SMAC is a privately held Australian company developing an integrated sulphuric acid production and critical minerals business in Queensland, Australia.

The Share Exchange will result in the reverse takeover of the Company by SMAC, with SMAC becoming a wholly-owned subsidiary of the Company, and is intended to constitute the Company's "Qualifying Transaction" pursuant to Policy 2.4 – Capital Pool Companies of the TSXV.

The Share Exchange is not a Non-Arm's Length Qualifying Transaction (as defined in Policy 2.4) and will not be subject to shareholder approval of the Company. Completion of the Share Exchange is subject to a number of conditions, including, but not limited to, the receipt of all requisite regulatory approvals, including final acceptance by the TSXV and a final receipt from the Alberta Securities Commission for the prospectus to be filed in connection with the Share Exchange. The Share Exchange is expected to close in June 2026, subject to the satisfaction or waiver of all conditions precedent. There can be no assurance that the Share Exchange will be completed as proposed or at all.