

Aster Acquisition Corp.

Condensed Interim Financial Statements

For the six months ended May 31, 2023

(Stated in Canadian Dollars)

(Unaudited – Prepared by Management)

Aster Acquisition Corp.

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Aster Acquisition Corp.

NOTICE TO READER

Under National Instrument 51-102, Part 4, subsection 4.3(3) (a), if an auditor has not performed a review of the condensed interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor. The accompanying unaudited condensed interim financial statements of the Company have been prepared by management and approved by the Audit Committee and Board of Directors of the Company. The Company's independent auditors have not performed a review of these condensed interim financial statements in accordance with the standards established by the Chartered Professional Accountants of Canada for a review of condensed interim financial statements by an entity's auditors.

Aster Acquisition Corp.
Condensed Interim Statement of Financial Position
(Stated in Canadian Dollars - Unaudited)

		May 31, 2023		November 30, 2022
ASSETS				
Current assets				
Cash	\$	237,876	\$	278,923
GST recoverable		1,802		231
TOTAL ASSETS		239,678	\$	279,154
LIABILITIES AND EQUITY				
Current liabilities				
Trade and other payables (note 6)		3,040		10,074
Equity				
Share capital (note 4)		379,420		379,420
Share-based payment reserve (notes 4)		14,329		14,329
Deficit		(157,111)		(124,669)
Total equity		236,638		269,080
TOTAL LIABILITIES AND EQUITY	\$	236,678	\$	279,154

Approved on behalf of the Board of Directors

"Vincent Wong" (signed)

Director

"Warren Jung" (signed)

Director

Aster Acquisition Corp.**Condensed Interim Statement of Loss and Comprehensive Loss**

(Stated in Canadian Dollars - Unaudited)

	Three Months Ended May 31		Six Months Ended May 31	
	2023	2022	2023	2022
Expenses				
Corporate development	\$ 2,669	\$ 1,809	\$ 2,669	\$ 1,809
Office and administration	4,005	3,099	7,738	6,403
Professional fees	6,793	24,769	11,500	56,855
Regulatory fees	3,032	3,924	10,535	19,676
Net loss and comprehensive loss	(16,499)	(33,601)	(32,422)	(84,743)
Basic and Diluted Loss Per Share	\$ (0.01)	\$ (0.01)	\$ (0.01)	\$ (0.02)
Weighted Average Number of Shares Outstanding	6,700,000	3,693,478	6,700,000	3,548,352

Aster Acquisition Corp.

Condensed Interim Statement of Changes in Equity

(Stated in Canadian Dollars - Unaudited)

	Common Shares		Share-based Payment Reserve	Deficit	Total
	Number	Amount			
Balance at November 30, 2021	3,400,000	\$ 170,000	\$ -	(19,308)	\$ 150,692
Common shares issued (note 4)	300,000	15,000	-	-	15,000
Net loss and comprehensive loss for the period	-	-	-	(84,743)	(84,743)
Balance at May 31, 2022	3,700,000	\$ 185,000	\$ -	(104,051)	\$ 80,949
Common shares issued (notes 4)	3,000,000	300,000	-	-	300,000
Share issuance costs		(105,580)	14,329		(91,251)
Net loss and comprehensive loss for the period	-	-	-	(20,618)	(20,618)
Balance at November 30, 2022	6,700,000	\$ 379,420	\$ 14,329	(124,669)	\$ 269,080
Net loss and comprehensive loss for the period	-	-	-	(32,442)	(32,442)
Balance at May 31, 2023	6,700,000	\$ 379,420	\$ 14,329	(157,111)	\$ 236,638

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

Aster Acquisition Corp.
Condensed Interim Statement of Cash Flows
(Stated in Canadian Dollars - Unaudited)

	Three Months Ended May 31		Six Months Ended May 31	
	2023	2022	2023	2022
Operating Activities				
Net loss for period	\$ (16,499)	\$ (33,601)	\$ (32,442)	\$ (84,743)
Changes in Non-Cash Working Capital Items				
GST recoverable	(685)	(910)	(1,571)	(3,069)
Prepaid expenses	-	5,390	-	-
Trade and other payables	(13,908)	(22,084)	(7,034)	(17,757)
Cash Used in Operating Activities	(31,092)	(51,205)	(41,047)	(105,569)
Financing Activities				
Proceeds from shares issued	-	5,000	-	15,000
Cash Provided by Financing Activities	-	5,000	-	15,000
Decrease in Cash	(31,092)	(46,205)	(41,047)	(90,569)
Cash, Beginning of Period	268,968	110,615	278,923	154,979
Cash, End of Period	\$ 237,876	\$ 64,410	\$ 237,876	\$ 64,410

Aster Acquisition Corp.
Notes to the Condensed Interim Financial Statements
For the Six Months ended May 31, 2023
(Stated in Canadian Dollars - Unaudited)

1. Nature and Continuance of Operations

Aster Acquisition Corp. (the “Company”) was incorporated on April 8, 2021 pursuant to the Business Corporations Act of British Columbia and is classified as a Capital Pool Company as defined in the TSX Venture Exchange (“TSX-V”) Policy 2.4.

As a Capital Pool Company, the Company’s principal business is the identification and evaluation of assets, properties or businesses with a view to acquire or participate therein subject, in certain cases, to shareholder approval and acceptance by the TSX-V. Where an acquisition or participation is warranted (the “Qualifying Transaction”), additional funding may be required. The ability of the Company to fund its potential future operations and commitments is dependent upon obtaining additional financing. There is no assurance that the Company will complete a Qualifying Transaction, at which time the TSX-V may suspend or de-list the Company’s shares from trading.

On March 11, 2020, the World Health Organization categorized COVID-19 as a pandemic. The potential economic effects within the Company’s environment and in the global markets, possible disruption in supply chains, and measures introduced and or being introduced at various levels of government to curtail the spread of the virus (such as travel restrictions, closures of non-essential municipal and private operations, imposition of quarantines and physical distancing) could have a material impact on the Company’s operations. The extent of the impact of this outbreak and related containment measures on the Company’s operations cannot be reliably estimated at the date of approval of these financial statements.

These condensed interim 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 nor 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 events and conditions indicate the existence of a material uncertainty that may cast significant doubt about the Company’s ability to continue as a going concern.

The head office, principal address is located at 478-6647 Fraser Street Vancouver BC V5X 0K3 and registered and records office of the Company are located at 10th Floor 595 Howe Street Vancouver BC V6C 2T5.

The condensed interim financial statements of the Company for the six months ended May 31, 2023 were approved and authorized for issue by the Board of Directors on June 26, 2023.

2. Basis of Preparation

a) Statement of compliance

The Company has prepared its condensed interim financial statements in accordance with International Financial Reporting Standards (“IFRS”) since incorporation on April 8, 2021. These condensed interim financial statements have been prepared in accordance with IFRS issued by the International Accounting Standards Board (“IASB”) and interpretations of the IFRS Interpretations Committee (“IFRICs”).

b) Basis of presentation

The condensed interim financial statements have been prepared on an accrual basis, except for statement of cash flow information and are based on historical costs, except for financial instruments measured at fair value.

Aster Acquisition Corp.
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(Stated in Canadian Dollars - Unaudited)

3. Summary of Significant Accounting Policies

a) Significant estimates and assumptions

The preparation of financial statements in accordance with IFRS requires the Company to make estimates and assumptions concerning the future. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

Estimates and assumptions where there is significant risk of material adjustments to assets and liabilities in future accounting periods include the fair value measurements for financial instruments and the recoverability and measurement of deferred tax assets.

b) Significant judgements

The preparation of financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments applying to the Company's financial statements include the assessment of the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty.

c) Recent accounting pronouncements

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

4. Shareholders' Equity

a) Authorized and issued share capital:

The Company has authorized an unlimited number of common shares without par value.

b) Issued and outstanding

There were no transactions affecting share capital during the six months ended May 31, 2023.

During the year ended November 30, 2022 the Company issued common shares as follows:

- i. the Company completed its initial public offering by way of the prospectus which was receipted March 30, 2022. 3,000,000 Common Shares were issued at a price of \$0.10 per Common Share for total gross proceeds to the Company of \$300,000 (the "Offering"). Pursuant to the agency agreement, the Agent received a cash commission equal to 10% of the gross proceeds of the Offering in addition to a corporate finance fee of \$15,000 plus expenses of \$14,300. The Company also granted to the Agent, an Agent Option to purchase an aggregate of 300,000 Common Shares at a price of \$0.10 per Common Share (valued at \$14,329), which may be exercised for a period of 60 months from the date the Common Shares are listed on the TSX-V. The Company also paid legal, filing and listing fees of \$91,250 that were recorded to share issue cost and recognized a portion of listing fees totaling \$54,419 in transfer agent, regulatory and legal fees in profit and loss.

Aster Acquisition Corp.

Notes to the Condensed Interim Financial Statements

For the Six Months ended May 31, 2023

(Stated in Canadian Dollars - Unaudited)

4. Shareholders' Equity (continued)

b) Issued and outstanding (continued)

On June 24, 2022, the Company's shares commenced trading on the TSX Venture Exchange under the symbol "ATR.P".

- ii. On March 3, 2022, the Company received \$15,000 from the issuance of 300,000 common shares at \$0.05 per share.

c) Escrow shares

Pursuant to an escrow agreement dated March 17, 2022, 3,700,000 common shares issued to directors and officers of the Company prior to the IPO were placed into escrow. Under the Escrow Agreement, 25% of the escrowed common shares will be released from escrow upon completion of a Qualifying Transaction and an additional 25% will be released on the dates 6 months, 12 months and 18 months following the completion of a Qualifying Transaction. As at May 31, 2023, 3,700,000 common shares are placed into escrow.

5. Financial Instruments

The following provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which fair value is observable:

- Level 1 — Fair value measurements are derived from quoted prices in active markets or identical assets or liabilities;
- Level 2 - Fair value measurements are derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and
- Level 3 - Fair value measurements are derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data.

The carrying values of the financial instruments, comprised of cash and trade and other payables, approximate their fair values due to the short-term nature of these financial instruments.

The Company is exposed to various financial risks resulting from its operations. The Company's management manages financial risks. The Company does not enter into financial instrument agreements, including derivative financial instruments, for speculative purposes. The Company's main financial risk exposures and its financial policies are as follows:

a) Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company's cash is exposed to credit risk, with the carrying value being the Company's maximum exposure. The Company's cash consists of funds held in the bank. Management believes the Company's exposure to credit risk is not material.

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For the Six Months ended May 31, 2023

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5. Financial Instruments (continued)

b) Market risk

The risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk. Management does not believe the Company is exposed to significant currency, interest or other price risk.

c) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities. The Company's trade and other payables are all current and due within 90 days of the statement of financial position date. The Company seeks to ensure that it has sufficient capital to meet short term financial obligations after taking into account its operating obligations and cash on hand.

6. Related Party Transactions

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel include the Company's executive officers and directors.

Key management personnel compensation during the six months ended May 31, 2023 was as follows:

	May 31, 2023
Professional fee	\$ 6,538

Professional fees were billed and accrued for services rendered by the Chief Financial Officer during the period. As at May 31, 2023, \$1,750 (May 31, 2022 - \$1,200) was included in trade and other payables.

7. Capital Management

The Company's capital currently consists of common shares in the amount of \$379,420 as at May 31, 2023. Its principal source of cash is from the issuance of common shares. The Company's capital management objectives are to safeguard its ability to continue as a going concern and to have sufficient capital to be able to identify, evaluate and then acquire an interest in businesses or assets.

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 for reasonable general and administrative expenses of the Company. These restrictions apply until completion of a Qualifying Transaction by the Company as defined under the policies of the Exchange Policy 2.4.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares.

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8. Segmented Information

At May 31, 2022, the Company has one reportable operating segment being the identification and evaluation of assets or a business and, once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval, if required, and acceptance by regulatory authorities. All of the Company's assets are located in Canada.

An operating segment is defined as a component of the Company:

- that engages in business activities from which it may earn revenues and incur expenses;
- whose operating results are reviewed regularly by the entity's chief operating decision maker; and
- for which discrete financial information is available.