DEPARTURE BAY CAPITAL CORP.

(A Capital Pool Company)

Consolidated Financial Statements

For the Years Ended February 28, 2025 and February 29, 2024

(Expressed in Canadian dollars)

Crowe MacKay LLP
1400 - 1185 West Georgia Street
Vancouver, BC V6E 4E6
Main +1 (604) 687-4511
Fax +1 (604) 687-5805
www.crowemackay.ca

Independent Auditor's Report

To the Shareholders of Departure Bay Capital Corp.

Opinion

We have audited the consolidated financial statements of Departure Bay Capital Corp. (the "Group"), which comprise the consolidated statements of financial position as at February 28, 2025 and February 29, 2024 and the consolidated statements of net and comprehensive loss, changes in shareholders' equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of material accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at February 28, 2025 and February 29, 2024, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 to the consolidated financial statements which describes the material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Other than the matter described in the Material Uncertainty Related to Going Concern section, we have determined there are no key audit matters to be communicated in our report.

Other Information

Management is responsible for the other information. The other information comprises:

- Management's Discussion and Analysis

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained the other information prior to the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in this auditor's report. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group’s financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group’s internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management’s use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the work performed for the purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor’s report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Diana Huang.

Crowe MacKay LLP

Chartered Professional Accountants
Vancouver, Canada
June 30, 2025

DEPARTURE BAY CAPITAL CORP.
(A Capital Pool Company)
Consolidated Statements of Financial Position
(Expressed in Canadian dollars)

	February 28, 2025	February 29, 2024
	$	**$**
Assets		
Current assets		
Cash	**30,110**	149,595
Short-term loans (Note 4)	**75,000**	-
Total assets	**105,110**	149,595
Liabilities and shareholders' equity		
Current liability		
Accounts payable and accrued liabilities	**37,794**	16,308
Shareholders' equity		
Share capital (Note 5)	**257,100**	257,100
Reserves (Note 5)	**48,455**	48,455
Deficit	**(238,239)**	(172,268)
Total shareholders' equity	**67,316**	133,287
Total liabilities and shareholders' equity	**105,110**	149,595

Nature of operations and going concern (Note 1)

Approved and authorized for issuance on behalf of the Board of Directors on June 30, 2025 by:

/s/ Trevor Treweeke
Director

/s/ Paul Andreola
Director

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

DEPARTURE BAY CAPITAL CORP.
(A Capital Pool Company)
Consolidated Statements of Net and Comprehensive Loss
(Expressed in Canadian dollars)

	For the year ended February 28, 2025	For the year ended February 29, 2024
	$	$
Expenses		
Bank charges	**667**	1,068
Office and administrative charges	**1,275**	-
Legal fees	**18,071**	5,925
Accounting and audit fees	**32,783**	24,911
Regulatory and filing	**13,175**	11,891
Net and comprehensive loss for the year	**(65,971)**	(43,795)
Net loss per share, basic and diluted	**(0.03)**	(0.02)
Weighted average number of shares outstanding, basic and diluted	**2,000,000**	2,000,000

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

DEPARTURE BAY CAPITAL CORP.

(A Capital Pool Company)

Consolidated Statements of Changes in Shareholders' Equity

(Expressed in Canadian dollars)

	Share capital				
	Number of shares	**Amount**	**Reserves**	**Deficit**	**Total shareholders' equity**
		$	$	$	$
Balance, February 28, 2023	**4,500,000**	**257,100**	**48,455**	**(128,473)**	**177,082**
Net loss for the year	-	-	-	(43,795)	(43,795)
Balance, February 29, 2024	**4,500,000**	**257,100**	**48,455**	**(172,268)**	**133,287**
Balance, February 29, 2024	**4,500,000**	**257,100**	**48,455**	**(172,268)**	**133,287**
Net loss for the year	-	-	-	(65,971)	(65,971)
Balance, February 28, 2025	**4,500,000**	**257,100**	**48,455**	**(238,239)**	**67,316**

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

DEPARTURE BAY CAPITAL CORP.
(A Capital Pool Company)
Consolidated Statements of Cash Flows
(Expressed in Canadian dollars)

	For the year ended February 28, 2025	For the year ended February 29, 2024
	$	$
Operating activities		
Net loss for the year	**(65,971)**	(43,795)
Adjustment for non-cash working capital:		
Accounts payable and accrued liabilities	**21,486**	(28)
Net cash used in operating activities	**(44,485)**	(43,823)
Investing activities		
Short-term loans	**(75,000)**	-
Net cash used in investing activities	**(75,000)**	-
Change in cash	**(119,485)**	(43,823)
Cash – beginning of year	**149,595**	193,418
Cash – end of year	**30,110**	149,595

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

1. NATURE OF OPERATIONS

Departure Bay Capital Corp. (the “Company”) was incorporated under the Business Corporations Act (British Columbia) on February 16, 2022. The Company is classified as a Capital Pool Company as defined in the TSX Venture Exchange (the “Exchange”) Policy 2.4. The principal business of the Company is the identification and evaluation of a Qualifying Transaction (“QT”) 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. On October 26, 2022, the Company completed its initial public offering (“IPO”) and the common shares of the Company were listed on the Exchange under the symbol “DBC.P”. The common shares of the Company began trading on the Exchange on October 28, 2022.

The head office, principal address and registered office of the Company are located at Suite 228 – 1122 Mainland Street, Vancouver, B.C. V6B 5L1, Canada.

There is no assurance that the Company will identify a QT and complete a transaction.

These consolidated financial statements have been prepared on the going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. Should the Company be unable to continue as a going concern, it may be unable to realize the carrying value of its assets and to meet its liabilities as they become due. As at February 28, 2025, the Company has not generated any revenues from operations and has an accumulated deficit of $238,239 and there is no assurance that the Company will identify a QT under the policies of the Exchange. If a QT is not completed, the Company will need to identify other courses of financing to remain as a going concern. The Company expects to incur further losses in the development of its business, all of which casts significant doubt about the Company’s ability to continue as a going concern. The continued operations of the Company are dependent on its ability to generate future cash flows or obtain additional financing. Management is of the opinion that sufficient working capital will be obtained from external financing to meet the Company’s liabilities and commitments as they become due, although there is a risk that additional financing will not be available on a timely basis or on terms acceptable to the Company. These consolidated financial statements do not reflect any adjustments to the carrying values of assets and liabilities, the reported expenses, and the balance sheet classifications used that may be necessary if the Company is unable to continue as a going concern.

2. BASIS OF PRESENTATION

Statement of Compliance

The consolidated financial statements have been prepared in accordance with IFRS Accounting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

Basis of Preparation

The consolidated financial statements are presented in Canadian dollars, which is the Company's functional and presentation currency. The consolidated financial statements are prepared on a historical cost basis except for financial instruments held at fair value. The accounting policies have been applied consistently throughout the entire period presented in these consolidated financial statements.

2. BASIS OF PRESENTATION (continued)

Basis of measurement

These consolidated financial statements have been prepared on a historical cost basis, except for certain financial instruments classified as financial instruments at fair value through profit or loss, which are stated at fair value. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

Basis of consolidation

These consolidated financial statements include the accounts of 16729053 Canada Inc., a wholly-owned subsidiary of the Company ("Subco"), incorporated on February 6, 2025. All intra-group balances, transactions, unrealized gains and losses resulting from intra-group transactions and dividends are eliminated in full.

Significant Accounting Judgments, Estimates and Assumptions

The preparation of consolidated financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities. The estimates and associated assumptions are based on anticipations and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

There have been no significant judgments made by management in the application of IFRS other than the going concern assumption (note 1) that have a significant effect on these consolidated financial statements.

3. MATERIAL ACCOUNTING POLICIES

The consolidated financial statements of the Company have been prepared in accordance with IFRS within the framework of the material accounting policies described below:

Financial Instruments

Cash, short-term loans and accounts payable and accrued liabilities are classified as measured at amortized cost, initially recognized as fair value net of transaction costs, subsequently measured at amortized cost using the effective interest method.

Share capital and share issuance costs

The Company's common shares and any future offerings of share warrants and options are classified as equity instruments. Costs directly attributable to the raising of capital are charged against the related share capital. Costs related to shares not yet issued are recorded as deferred share issuance costs. These costs are deferred until the issuance of the shares to which the costs relate, at which time the costs will be charged against the related share capital or charged to profit or loss if the shares are not issued.

3. MATERIAL ACCOUNTING POLICIES (continued)

Earnings (loss) per share

Basic earnings (loss) per share is computed by dividing net earnings (loss) available to common shareholders by the weighted average number of shares outstanding during the reporting period. Diluted earnings (loss) per share is computed similar to basic earnings (loss) per share except that the weighted average shares outstanding are increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire common stock at the average market price during the reporting periods. As the Company has reported losses for the periods presented, the effect of stock options and warrants is antidilutive; therefore, basic loss per share equals diluted loss per share.

Once the common shares are placed in escrow, they are considered contingently issuable under IFRS until the Company completes its QT and will not be considered outstanding for purpose of the loss per share calculation.

Share-based payments

The Company grants stock options to acquire common shares of the Company to directors, officers, employees and consultants. An individual is classified as an employee when the individual is an employee for legal or tax purposes, or provides services similar to those performed by an employee.

The fair value of stock options is measured on the date of grant, using the Black-Scholes option pricing model, and is expensed over the vesting terms. Consideration paid for the shares on the exercise of stock options is credited to capital stock. When vested options are forfeited or are not exercised at the expiry date the amount previously recognized in reserves remains in the same account. The Company estimates a forfeiture rate and adjusts the corresponding expense each period based on an updated forfeiture estimate.

In situations where equity instruments are issued to non-employees and some or all of the goods or services received by the entity as consideration cannot be specifically identified, they are measured at the fair value of the share-based payment based on the fair market value of when the shares are issued. Otherwise, share-based payments are measured at the fair value of goods or services received.

New standards issued but not yet effective

IFRS 18 Presentation and Disclosure in Financial Statements

IFRS 18 introduces three sets of new requirements to give investors more transparent and comparable information about companies' financial performance for better investment decisions.

- Three defined categories for income and expenses - operating, investing and financing - to improve the structure of the income statement, and require all companies to provide new defined subtotals, including operating profit.
- Requirement for companies to disclose explanations of management-defined performance measures (MPMs) that are related to the income statement.
- Enhanced guidance on how to organize information and whether to provide it in the primary financial statements or in the notes.

This new standard is effective for reporting periods beginning on or after January 1, 2027. The Company will be evaluating the impact of this standard on its financial statements.

4. PROPOSED QUALIFYING TRANSACTION

On October 28, 2024, the Company entered into a binding letter of intent ("LOI") with 9302204 Canada Inc. ("Cheelcare") pursuant to which the Company proposes to acquire all of the issued and outstanding securities of Cheelcare in exchange for the issuance of securities of the Company, which will result in Cheelcare becoming a wholly-owned subsidiary of the Company (the "Cheelcare Transaction"). The Cheelcare Transaction will result in a reverse take-over of the Company where the existing shareholders of Cheelcare will own a majority of the outstanding common shares of the Company (the "Resulting Issuer").

The closing of the Cheelcare Transaction is subject to a number of conditions including, but not limited to:

- Satisfactory due diligence review;
- Negotiating and entering into a definitive agreement incorporating the principal terms of the Cheelcare Transaction as described in the LOI;
- Shareholder approval by the Company and Cheelcare, if required;
- The Company completing a consolidation of its issued and outstanding common shares on the basis of three pre-consolidation common shares for each one post-consolidation common share;
- Cheelcare closing a private placement for gross proceeds of not less than $2,500,000;
- Preparation and filing of documents as required to close the Cheelcare Transaction; and
- Obtaining all regulatory approvals.

In connection with the Cheelcare Transaction, on November 13, 2024, the Company loaned $25,000 ("Bridge Loan 1") to Cheelcare. The loan bears an interest rate of 8% compounded annually, is unsecured, and must be repaid with accrued interest within twenty business days after the date of the earlier of:

- the receipt of final approval of the TSX Venture Exchange (the "Exchange") of the Cheelcare Transaction; or
- the termination of the Cheelcare Transaction pursuant to the terms of the definitive agreement.

On December 13, 2024, the Company loaned a further $50,000 to Cheelcare ("Bridge Loan 2") pursuant to the Cheelcare Transaction. The loan bears an interest rate of 8% compounded annually, is secured against the assets of Cheelcare, and must be repaid with accrued interest within twenty business days after the date of the earlier of:

- the receipt of final approval of the Exchange of the Cheelcare Transaction; or
- the termination of the Cheelcare Transaction pursuant to the terms of the definitive agreement.

The principal portion of the loan and related accrued interest is repayable immediately if Cheelcare causes a default pursuant to Bridge Loan 2.

4. PROPOSED QUALIFYING TRANSACTION (continued)

Further to the October 28, 2024 LOI with Cheelcare, the Company entered into a business combination agreement dated February 24, 2025 (the “Definitive Agreement”) with Cheelcare and 16729053 Canada Inc., a wholly-owned subsidiary of the Company (“Subco”), pursuant to which the parties will complete a three-cornered amalgamation whereby Subco will amalgamate with Cheelcare (the “Amalgamation”) pursuant to the provisions of the *Canada Business Corporations Act* (“CBCA”), such that upon completion of the transaction (the “Transaction”), the Company will hold all of the issued and outstanding shares in the capital of the corporation resulting from the Amalgamation (post-Transaction, the Company referred to as the “Resulting Issuer”). The Definitive Agreement superseded and replaced the LOI. The Transaction is intended to constitute the Company’s “Qualifying Transaction” (as defined in Policy 2.4 of the Exchange Corporate Finance Manual). Subco was incorporated under the CBCA on February 6, 2025 for the purpose of carrying out the proposed Transaction. Upon completion of the Transaction and subject to the approval of the Exchange, it is expected that the Resulting Issuer will be renamed “Cheelcare Inc.” (or such other substantially similar name as may be determined by Cheelcare and the Company), the board of directors will be reconstituted and the Resulting Issuer will be listed on the Exchange as a Tier 2 Technology Issuer (as such term is defined in the Exchange Corporate Finance Manual).

Immediately prior to the completion of the Transaction, and as a condition to the completion of the Transaction, the Company will consolidate its issued and outstanding common shares on the basis of three (3) pre-consolidation shares for each one (1) post-consolidation share. In addition, immediately prior to the completion of the Transaction and as a condition to the completion of the Transaction, Cheelcare will split (the “Cheelcare Split”) its issued and outstanding common shares (the “Cheelcare Common Shares”) on such basis of one (1) Cheelcare common share pre-Cheelcare Split for 1.31431707 Post-Split Cheelcare common share.

As a condition to the closing of the Transaction, Cheelcare will have completed a non-brokered private placement (the “Private Placement”) of subscription receipts at a price of $0.75 per Cheelcare Subscription Receipt (the “Subscription Receipts”) for aggregate gross proceeds of a minimum of $2,500,000 and up to a maximum of $3,500,000. Cheelcare closed its Private Placement of Subscription Receipts for aggregate gross proceeds of $3,500,000. Cheelcare closed a first tranche of the Private Placement on December 31, 2024, pursuant to which it issued 4,523,604 Subscription Receipts and a second tranche on January 29, 2025, pursuant to which it issued 143,062 Subscription Receipts. Concurrent with the closing of the Transaction, each Subscription Receipt will automatically convert without any further action or payment of any additional consideration therefor, into one unit of Cheelcare (a “Unit”), with each Unit being comprised of one post-Cheelcare Split common share and one-half of one warrant of Cheelcare, with each whole warrant entitling the holder thereof to acquire one Cheelcare common share (post-Cheelcare Split) at a price of $1.50 until the date that is 24 months following the closing date of the Transaction, subject to certain acceleration provisions.

In addition to the closing of its Private Placement of Subscription Receipts, Cheelcare also closed a private placement of debentures (the “Debentures”) on January 29, 2025. Certain current insiders of the Company purchased Subscription Receipts in the Private Placement and/or Debentures, as follows: (i) 66,666 Subscription Receipts indirectly acquired by Alan Savage, Chief Financial Officer and director of the Company; (ii) $50,000 of Debentures purchased directly by Trevor Treweeke, Chief Executive Officer, Corporate Secretary and director of the Company; (iii) $128,000 of Debentures purchased indirectly by Paul Andreola, director of the Company and (iv) $25,000 of Debentures purchased indirectly by Jake Bouma, director of the Company.

5. SHARE CAPITAL

Authorized share capital

Unlimited Class A Common Shares without par value; and
Unlimited Class B Preferred Shares without par value

Share issuances

There were no shares issued during the year ended February 28, 2025.

Escrowed Securities

Seed shares issued below the IPO price, shares acquired from treasury by non-arm's length parties to the CPC and CPC stock options and shares issued on exercise of stock options, which were granted before the IPO and at an exercise price less than the IPO price, are all subject to a CPC Escrow Agreement. Under the CPC Escrow Agreement, 25% of the escrowed common shares will be released from escrow on the issuance of the Final Exchange Bulletin (the "Initial Release") and an additional 25% will be released on the dates 6, 12, and 18 months following the Initial Release. Shares acquired by the "Pro Group" as such term is defined in Exchange policies, at or above the IPO price and shares acquired by a "Control Person" as such term is defined in Exchange policies, in the secondary market are not subject to the CPC Escrow Agreement.

At February 28, 2025 and February 29, 2024, 2,500,000 common shares and 450,000 stock options are held in escrow.

Once the common shares are placed in escrow, they are considered contingently issuable under IFRS until the Company completes a QT and will not be considered outstanding for purpose of the loss per share calculation.

Options

The Company adopted a rolling stock option plan (the "Plan") to grant options to directors, senior officers, employees and consultants of the Company. The aggregate outstanding options are limited to 10% of the outstanding common shares, and the maximum term for options granted under the Plan is 10 years. The option exercise price under each option shall be not less than the Discounted Market Price as defined in the policies of the exchange on the Grant Date.

On October 26, 2022, the Company granted 450,000 stock options to officers and directors to purchase common shares in the Company at a price of $0.10 per common share. As at February 28, 2025, these were the only options outstanding with a remaining life of 2.66 years (February 29, 2024 – 3.66 years).

Warrants

On October 26, 2022, the Company granted 200,000 share purchase warrants to finders to purchase common shares in the Company at a price of $0.10 per common share. As at February 28, 2025, these were the only share purchase warrants outstanding with a remaining life of 2.66 years (February 29, 2024 – 3.66 years).

6. TRANSACTIONS WITH RELATED PARTIES

During the year ended February 28, 2025, there were no related party transactions.

As at February 28, 2025 and February 29, 2024, $nil was payable to related parties.

7. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

Capital Management

The Company manages its capital structure and adjusts it, based on the funds available to the Company, in order to support the identification and evaluation of a QT and continue as a going concern. The Company considers capital to be all accounts in equity. 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. Additional funds may be required to finance the Company's QT. The Company is not subject to any externally imposed capital requirements other than the expenditure restrictions applicable under Policy 2.4, which will apply following the completion of the IPO. These expenditure restrictions limit the Company's on-going expenditures to reasonable expenditures relating to the IPO, reasonable expenses relating to a proposed QT, assurance and audit fees, escrow agent and transfer agent fees, regulatory filing fees and a maximum of $3,000 per month for other general and administrative costs. The Company's approach to capital management has not been changed from prior year.

Risk Disclosures and Fair Values

The Company's financial instruments, consisting of cash, short-term loans and accounts payable and accrued liabilities, approximate fair values due to the relatively short-term maturities of the instruments. It is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments.

Liquidity Risk

As at February 28, 2025, the Company had accounts payable and accrued liabilities of $37,794 due within 12 months and had cash of $30,110 to meet its current obligations. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. The Company's ability to continue to meet its liabilities when due, beyond the current cash balance, is dependent on future support of shareholders through public or private equity offerings. Refer to Note 1 Nature of Operations and Going Concern.

Credit Risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. The Company limits its exposure to credit loss for cash by placing its cash with a major financial institution. The Company has exposure to credit risk in the amount of $75,000 related to the short-term loan to Cheelcare.

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or value of its holdings or financial instruments. The Company's activities have only been transacted in Canadian dollars since incorporation; in addition, the Company carries no interest-bearing debt. As such, the Company has minimal market risks facing it at present.

(Expressed in Canadian dollars)

8. INCOME TAXES

A reconciliation of income taxes at statutory rates with the reported taxes is as follows:

	2025 $	2024 $
Loss before income taxes	(65,971)	(43,795)
Statutory income tax rate	27%	27%
Expected income recovery	(18,000)	(12,000)
Unrecognized tax benefits	18,000	12,000
Total income tax recovery	-	-

The Company has the following unrecognized deductible temporary differences and tax losses which can be used in future years to reduce taxable income.

	Expiry date	2025 $	2024 $
Non-capital loss carry forward	2042 - 2045	236,000	160,000
Share issue costs	2026 - 2027	21,000	32,000
Total		257,000	192,000