SALESCLOSER TECHNOLOGIES LTD. (formerly G2M CAP CORP.)

FINANCIAL STATEMENTS

For the year ended December 31, 2025

(Stated in Canadian dollars)

DAVIDSON

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of
SalesCloser Technologies Ltd. (formerly G2M Cap Corp.)

Opinion

We have audited the accompanying financial statements of SalesCloser Technologies Ltd. (formerly G2M Cap Corp.) (the "Company"), which comprise the statements of financial position as at December 31, 2025 and 2024, and the statements of loss and comprehensive loss, changes in shareholders' equity, and cash flows for the years then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, these financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2025 and 2024, and its financial performance and its cash flows for the years then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board ("IFRS Accounting Standards").

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 Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the 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 in our audit is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to communicate in our auditor's report.

Other Information

Management is responsible for the other information. The other information obtained at the date of this auditor's report includes Management's Discussion and Analysis.

Our opinion on the 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

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

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

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

In preparing the financial statements, management is responsible for assessing the Company'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 Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the 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 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 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 Company'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 Company'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 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 Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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 financial statements of the current year 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 Catherine Tai.

Davidson & Company LLP

Chartered Professional Accountants

Vancouver, Canada

April 28, 2026

SALESCLOSER TECHNOLOGIES LTD. (formerly G2M Cap Corp.)

STATEMENTS OF FINANCIAL POSITION

As at December 31, 2025 and December 31, 2024

(Stated in Canadian dollars)

	Note	December 31, 2025	December 31, 2024
ASSETS			
Current assets			
Cash	1	$ 568,355	$ 626,194
HST/GST recoverable		5,349	11,804
Prepaids		10,000	3,000
Total assets		**$ 583,704**	**$ 640,998**
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current liabilities			
Accounts payable and accrued liabilities		$ 21,643	$ 12,000
Shareholders' equity			
Share capital	4(b)	$ 806,500	$ 806,500
Share-based payment reserve		98,800	98,800
Warrant reserve		38,000	38,000
Deficit		(381,239)	(314,302)
Total shareholders' equity		**562,061**	**628,998**
Total liabilities and shareholders' equity		**$ 583,704**	**$ 640,998**

Approved for issue by the Board of Directors on April 28, 2026:

Signed on the Company's behalf by:

/Ali Tajskandar/

Ali Tajskandar, Director

/Hossein Malek/

Hossein Malek, Director

See accompanying notes to the financial statements.

SALESCLOSER TECHNOLOGIES LTD. (formerly G2M Cap Corp.)

STATEMENTS OF LOSS AND COMPREHENSIVE LOSS

For the years ended December 31, 2025 and December 31, 2024

(Stated in Canadian dollars)

	Note	Year ended December 31, 2025	Year ended December 31, 2024
EXPENSES			
General and administrative		$ 36,303	$ 36,353
Filing fees		20,872	9,842
Professional fees		9,762	15,157
Loss and comprehensive loss for the year		**$ 66,937**	**$ 61,352**
Loss per share – basic		$ (0.035)	$ (0.032)
Loss per share – diluted (note)		$ (0.035)	$ (0.032)
Weighted average number of common shares outstanding:			
Basic and diluted		1,902,097	1,902,097

Note: Diluted loss per share equals basic loss per share as all stock options and warrants outstanding are anti-dilutive due to the net loss position.

See accompanying notes to the financial statements.

SALESCLOSER TECHNOLOGIES LTD. (formerly G2M Cap Corp.)

STATEMENTS OF CASH FLOWS

For the years ended December 31, 2025 and December 31, 2024

(Stated in Canadian dollars)

	Year ended December 31, 2025	Year ended December 31, 2024
OPERATING ACTIVITIES		
Net loss for the year	$ (66,937)	$ (61,352)
Changes in non-cash working capital:		
HST/GST recoverable	6,455	(2,928)
Prepaids	(7,000)	—
Accounts payable and accrued liabilities	9,643	502
Net cash used in operating activities	**(57,839)**	**(63,778)**
Net decrease in cash	**(57,839)**	**(63,778)**
Cash, beginning of year	626,194	689,972
Cash, end of year	**$ 568,355**	**$ 626,194**

During the year ended December 31, 2025, the Company paid $nil (2024 - $nil) in interest and $nil (2024 - $nil) in taxes.

See accompanying notes to the financial statements.

SALESCLOSER TECHNOLOGIES LTD. (formerly G2M Cap Corp.)

STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

For the years ended December 31, 2025 and December 31, 2024

(Stated in Canadian dollars)

	Number of Common Shares	Share Capital $	Share-Based Payment Reserve $	Warrant Reserve $	Deficit $	Total $
Balance, January 1, 2024	1,902,097	806,500	98,800	38,000	(252,950)	690,350
Net loss for the year	—	—	—	—	(61,352)	(61,352)
Balance, December 31, 2024	1,902,097	806,500	98,800	38,000	(314,302)	628,998
Net loss for the year	—	—	—	—	(66,937)	(66,937)
Balance, December 31, 2025	1,902,097	806,500	98,800	38,000	(381,239)	562,061

See accompanying notes to the financial statements.

1. CORPORATE INFORMATION AND CONTINUANCE OF OPERATIONS

SalesCloser Technologies Ltd. (formerly G2M Cap Corp.) (the "Company") was incorporated on April 13, 2022 under the Business Corporations Act of Canada. On May 25, 2023 the Company completed an Initial Public Offering (the "IPO"), after which it became a Capital Pool Company ("CPC") as defined in the TSX Venture Exchange ("TSX-V") Policy 2.4. As a CPC, the Company's objective will be to identify and acquire either operating assets or a business, subject to regulatory approval, that meet the criteria of a Qualifying Transaction as defined by the TSX-V. Until such time that a Qualifying Transaction is completed, the Company will have no significant revenue and will incur expenses primarily for Qualifying Transaction investigation, TSX-V filing requirements, professional services, and office facilities and administration, subject to certain restrictions under TSX-V Policy 2.4. Additional discussion on these restrictions is included in Note 7. The Company's registered office address and principal place of business is Suite 905 – 1111 West Hastings Street, Vancouver, BC, Canada, V6E 2J3. As at December 31, 2025, the Company had cash of $568,355 which the Company's management believes is sufficient to pay its operating costs for the next 12 months. These financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue its existence.

On November 4, 2025, the Company entered into a non-binding letter of intent in respect of a proposed Qualifying Transaction (the "Transaction") involving the acquisition by the Company of SalesCloser Technologies Inc. ("SalesCloser"), a wholly-owned subsidiary of Wishpond Technologies Ltd. ("Wishpond") (TSXV: WISH). On December 22, 2025, the Company entered into a definitive agreement with Wishpond in respect of the Transaction. The Transaction was completed on March 26, 2026. As part of the Transaction, the Company completed a 7.15 to 1 consolidation of its issued and outstanding common shares. All common share, stock option, warrant, and per-share figures presented in these financial statements and comparative periods have been retroactively restated to reflect the post-consolidation share count. Refer to Note 9 – Subsequent Events for further details.

2. BASIS OF PRESENTATION

(a) Statement of Compliance

These financial statements have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board ("IASB"). The financial statements have been prepared using the accounting policies set out in Note 3. These financial statements were authorized for issue by the Board of Directors on April 28, 2026.

(b) Basis of Measurement

These financial statements have been prepared on a historical cost basis, with the exception of financial instruments classified as at fair value through profit or loss which are measured at fair value, and are presented in Canadian dollars, which is the Company's functional currency. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

3. MATERIAL ACCOUNTING POLICIES

Financial instruments

The Company's accounting policies for financial assets are as follows:

Financial assets – Classification

Financial assets are classified at initial recognition as either measured at amortized cost, fair value through profit or loss ("FVTPL"), or fair value through other comprehensive income ("FVOCI"). The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will be recorded in either earnings or loss, or other comprehensive income or loss ("OCI"). For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments that are not held for trading, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the investment at FVOCI.

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

Financial assets – Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at FVTPL, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in earnings or loss. Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest. Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset.

There are three measurement categories into which the Company classifies debt instruments:

Amortized cost – Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. A gain or loss on a debt investment that is subsequently measured at amortized cost and is not part of a hedging relationship is recognized in earnings or loss when the asset is derecognized or impaired. Interest income from those financial assets is included in interest and finance (expense) income using the effective interest rate method.

FVTPL – Assets that do not meet the criteria for amortized cost or FVOCI are measured at FVTPL. A gain or loss on a debt investment that is subsequently measured at FVTPL and is not part of a hedging relationship is recognized in earnings or loss and presented net in the statement of loss and other comprehensive loss within other gains (losses) in the period in which it arises.

FVOCI – Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amounts are taken through OCI, except for the recognition of impairment gains or losses, interest revenue, and foreign exchange gains and losses which are recognized in earnings or loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to earnings or loss and recognized in other gains (losses). Interest income from these financial assets is included in interest and finance (expense) income using the effective interest rate method.

Changes in the fair value of financial assets at FVTPL are recognized in profit or loss as applicable.

Impairment of financial assets

The Company assesses, on a forward-looking basis, the expected credit losses associated with any debt instruments carried at amortized cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

Financial liabilities

Financial liabilities are designated as either: (i) fair value through profit or loss; or (ii) amortized cost. All financial liabilities are classified and subsequently measured at amortized cost except for financial liabilities at FVTPL. The classification determines the method by which the financial liabilities are carried on the statement of financial position subsequent to inception and how changes in value are recorded. The Company's financial liabilities comprise accounts payable and accrued liabilities, which are classified at amortized cost.

Financing costs

Costs incurred to obtain equity financing are deducted from the value assigned to shares issued. When costs are incurred prior to the closing of a financing arrangement, these amounts are presented as a deferred asset until the financing has been closed. When an expected financing arrangement does not occur, any deferred costs are recorded as an expense.

Share-based compensation

The Company may grant 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 when the individual provides services similar to those performed by an employee.

Stock options granted to directors, officers and employees are measured at their fair values determined on their grant date, using the Black-Scholes option pricing model, and are recognized as an expense over the vesting periods of the options on a graded basis. Options granted to consultants or other non-insiders are measured at the fair value of goods or services received from those parties, or at their Black-Scholes fair values if the fair value of goods or services received cannot be measured. A corresponding increase is recorded to equity reserves for share-based compensation recorded.

When stock options are exercised, the cash proceeds along with the amount previously recorded as equity reserves are recorded as share capital. When the right to receive options is forfeited before the options have vested, any expense previously recorded is reversed.

Income taxes

Tax provisions are recognized when it is considered probable that there will be a future outflow of funds to a taxing authority. In such cases, a provision is made for the amount that is expected to be settled, where this can be reasonably estimated. This requires the application of judgment as to the ultimate outcome, which can change over time depending on facts and circumstances. A change in estimate of the likelihood of a future outflow and/or in the expected amount to be settled would be recognized in income in the period in which the change occurs.

Deferred tax assets or liabilities arise from temporary differences between the tax and accounting values of assets and liabilities and are recorded based on tax rates expected to be enacted when those differences are reversed. Deferred tax assets are recognized only to the extent it is considered probable that those assets will be recovered. This involves an assessment of when those deferred tax assets are likely to be realized, and a judgment as to whether there will be sufficient taxable profits available to offset the tax assets when they do reverse. This requires assumptions regarding future profitability and therefore is inherently uncertain. To the extent assumptions regarding future profitability change, there can be an increase or decrease in the amounts recognized in respect of deferred tax assets as well as in the amounts recognized in income in the period in which the change occurs.

Tax provisions are based on enacted or substantively enacted laws. Changes in those laws could affect amounts recognized in income both in the period of change, which would include any impact on cumulative provisions, and in future periods.

Loss per share

Basic loss per share is calculated by dividing net loss by the weighted average number of common shares outstanding during the period.

Diluted loss per share is determined by adjusting the loss attributable to common shareholders and the weighted average number of common shares outstanding for the effects of dilutive instruments, which includes stock options. In periods that the Company reports a net loss, any stock options or warrants outstanding are excluded from the calculation of diluted loss per share as their inclusion would be anti-dilutive. As the Company reported net losses in both years presented, diluted loss per share equals basic loss per share.

Use of estimates and measurement uncertainties

The preparation of the financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the measurements of assets, liabilities, revenues, expenses, and certain disclosures reported in these financial statements. Significant estimates made by management include the following:

Income taxes – Provisions for income and other taxes are based on management’s interpretation of taxation laws, which may differ from the interpretation by taxation authorities. Such differences may result in eventual tax payments differing from amounts accrued. Reported amounts for deferred tax assets and liabilities are based on management’s expectation for the timing and amounts of future taxable income or loss, as well as future taxation rates. Changes to these underlying estimates may result in changes to the carrying value, if any, of deferred income tax assets and liabilities.

Stock-based compensation and valuation of compensation warrants – The fair value pricing of stock options and compensation warrants issued are subject to the limitations of the Black-Scholes Option-Pricing Model that incorporates market data and involves uncertainty in estimates used by management in the assumptions. Because the Black-Scholes Option-Pricing Model requires the input of highly subjective assumptions, including the volatility of share prices, changes in subjective input assumptions can materially affect the fair value estimate.

Going concern - The assessment of the Company’s ability to continue as a going concern involves judgement regarding future funding available for its working capital requirements and whether there are events or conditions that may give rise to material uncertainty.

Accounting standards and interpretations not yet effective

On April 9, 2024, the IASB issued a new standard – IFRS 18, "Presentation and Disclosure in Financial Statements" with a focus on updates to the statement of profit or loss. The key new concepts introduced in IFRS 18 relate to:

- the structure of the statement of profit or loss;
- required disclosures in the financial statements for certain profit or loss performance measures that are reported outside an entity's financial statements (that is, management-defined performance measures); and
- enhanced principles on aggregation and disaggregation which apply to the primary financial statements and notes in general

IFRS 18 will replace IAS 1; many of the other existing principles in IAS 1 are retained, with limited changes. IFRS 18 will apply for reporting periods beginning on or after January 1, 2027 and also applies to comparative information. Adoption of IFRS 18 will not impact the recognition or measurement of items in the financial statements, but it might change what an entity reports as its 'operating profit or loss'. The Company is currently assessing the impact the new standard will have on its financial statements.

There are no other new accounting standards or interpretations that are expected to have a material effect on the Company's financial statements.

4. SHAREHOLDERS' EQUITY

(a) Authorized Share Capital

The Company is authorized to issue an unlimited number of common shares without par value.

(b) Share Issuance

At December 31, 2025, the Company had 1,902,097 common shares issued and outstanding (2024 – 1,902,097). Included in the issued and outstanding common shares were 1,202,797 common shares that were subject to escrow restrictions at December 31, 2025. These escrowed shares are to be released in stages, with 25% released upon completion of the qualifying transaction and the remaining 75% released in three equal tranches at six, twelve and eighteen months thereafter.

(c) Stock Options

On June 13, 2022, the Board of Directors adopted an incentive stock option plan (the "Option Plan") which provides that the Board of Directors of the Corporation may, from time to time in its discretion and in accordance with TSX-V regulations, grant to directors, officers and employees, non-transferable options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares. Such options will be exercisable for a period of up to 10 years from the date of the grant. Vesting terms will be determined at the time of grant by the Board of Directors.

Concurrent with the IPO, the Company granted 181,818 stock options with an exercise price of $0.715 per option, each with a five (5) year term. The options vested immediately on the IPO date and are subject to the same escrow arrangements as the seed round financing common shares.

The stock option continuity for the year ended December 31, 2025 and 2024 is as follows:

Number outstanding December 31, 2025 and 2024	Exercise price per share	Expiry Date	Weighted average remaining contractual Life (in years)
181,818	$0.715	May 25, 2028	2.4

The fair value of each option granted was estimated on the date of the grant using the Black-Scholes Option-Pricing Model with the following assumptions: expected life of 5 years, expected dividend of $nil, risk-free interest rate of 3.108%, and expected volatility of 100%. During the year ended December 31, 2025, the Company recognized share-based compensation of $nil (2024 – $nil) in connection with options granted.

(d) Share Purchase Warrants

The share purchase warrant continuity for the year ended December 31, 2025 and 2024 is as follows:

Number outstanding December 31, 2025 and 2024	Exercise price per share	Expiry Date	Weighted average remaining contractual Life (in years)
69,930	$0.715	May 25, 2028	2.4

In conjunction with its IPO, the Company granted 69,930 compensation warrants exercisable into common shares of the Company at $0.715 per share with an expiry date of May 25, 2028. The assumptions used in the Black-Scholes Option-Pricing Model for the fair value allocation were an expected life of 5 years, expected dividend of $nil, risk-free interest rate of 3.108%, and expected volatility of 100%.

5. RELATED PARTY TRANSACTIONS

Key management personnel are the persons responsible for the planning, directing, and controlling the activities of the Company and includes both executive and non-executive directors, and entities controlled by key management. The Company considers all directors and officers of the Company to be key management. During the year ended December 31, 2025, there were no related party transactions (2024 - $nil).

6. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company has designated its cash as a financial asset at amortized cost.

(a) Fair Value

The fair values of cash, receivables, and accounts payable and accrued liabilities approximate their carrying amounts, largely due to the short-term maturity of these instruments. Fair values of financial instruments are classified in a fair value hierarchy based on the inputs used to determine fair values.

The levels of the fair value hierarchy are as follows:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

Level 3 – Inputs that are not based on observable market data.

(b) Financial Risk Management

Credit Risk

Credit risk is the risk of loss arising from a customer or third party to a financial instrument failing to meet its contractual obligations. The Company's credit risk is attributable to its liquid financial assets including cash. The Company limits exposure to credit risk by maintaining its cash with a major Canadian financial institution.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company ensures that there is sufficient capital to meet short-term business requirements, taking into consideration cash flows from operations and the Company's holdings of cash, as well as anticipated proceeds from equity financing. The Company believes that these sources are sufficient to cover the likely short-term cash requirements, but that further funding may be required to meet long-term requirements. As at December 31, 2025, the Company had cash of $568,355 to settle current liabilities of $21,643. The Company's financial liabilities include accounts payable and accrued liabilities that have contractual maturities of 30 days or are due on demand and are subject to normal trade terms.

Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and equity prices. The Company does not currently hold interest-bearing financial instruments other than cash, assets or liabilities denominated in a foreign currency, or marketable securities or other financial instruments subject to fluctuations in equity prices, and therefore currently does not have exposure to these market risks.

7. CAPITAL MANAGEMENT

Capital is composed of the Company's shareholders' equity and any debt that it may issue. As at December 31, 2025, the Company's shareholders' equity was $562,061. The Company's objectives when managing capital are to maintain financial viability and to protect its ability to meet its ongoing liabilities, to continue as a going concern, to maintain creditworthiness, and to maximize returns for shareholders over the long term.

The Company's current capital was received from the issuance of common shares. The net proceeds raised to date will only be sufficient to identify and evaluate a limited number of assets and businesses for the purpose of identifying and completing a Qualifying Transaction (Note 9).

The Company is not subject to any externally imposed capital requirements other than the expenditure restrictions applicable under Policy 2.4, which apply on completion of the IPO. These expenditure restrictions limit the aggregate amount that the Company is permitted to spend on reasonable general and administrative costs of the Company not exceeding in aggregate of $3,000 per month, and reasonable expenses incurred related to a Qualifying Transaction.

8. INCOME TAXES

A reconciliation of income taxes at statutory rates with the reported taxes for the years ended December 31, 2025 and December 31, 2024 is as follows:

	Year ended December 31, 2025	Year ended December 31, 2024
Loss for the year	**$ 66,937**	**$ 61,352**
Expected income tax recovery at 27% statutory rate	(18,000)	(17,000)
Adjustment to prior years provision versus statutory tax returns and expiry of non-capital losses	5,000	—
Change in unrecognized deductible temporary differences	13,000	17,000
Total income tax expense (recovery)	**$ —**	**$ —**

The significant components of the Company's deferred tax assets as at December 31, 2025 and December 31, 2024 are as follows:

	December 31, 2025	December 31, 2024
Deferred tax assets (liabilities)		
Share issue costs	$ 9,000	$ 14,000
Non-capital losses available for future periods	85,000	67,000
	94,000	81,000
Unrecognized deferred tax assets	(94,000)	(81,000)
Net deferred tax assets	**$ —**	**$ —**

The significant components of the Company's temporary differences, unused tax credits and unused tax losses that have not been included on the consolidated statement of financial position are as follows:

	2025	Expiry Date Range	2024	Expiry Date Range
Temporary Differences				
Share issue costs	34,000	2044 to 2047	51,000	2044 to 2047
Non-capital losses	316,000	2042 to 2045	250,000	2042 to 2044

The non-capital losses will expire in the years noted above unless utilized. The Company has not recognized a deferred tax asset in respect of these losses as it is not probable that future taxable income will be available against which these unused tax losses can be utilized.

9. SUBSEQUENT EVENTS

On March 26, 2026, the Company completed its qualifying transaction (the "Transaction") pursuant to TSX-V Policy 2.4, by way of a three-cornered amalgamation involving the Company, a wholly-owned subsidiary of the Company, and SalesCloser Technologies Inc. ("SalesCloser"), a wholly-owned subsidiary of Wishpond Technologies Ltd. ("Wishpond"). Pursuant to the Transaction, the Company acquired all of the issued and outstanding shares of SalesCloser from Wishpond.

In connection with the completion of the Transaction, the following transactions were completed:

(a) Name Change and Listing: The Company changed its name from "G2M Cap Corp." to "SalesCloser Technologies Ltd." and commenced trading on the TSX Venture Exchange under the trading symbol "SCAI" as a Tier 2 issuer, effective April 9, 2026.

(b) Share Consolidation: The Company consolidated its common shares on a 7.15:1 basis.

(c) Bridge Financing Conversion: The Bridge Notes issued by SalesCloser Technologies Inc. pursuant to the $1,500,000 bridge financing closed on December 15, 2025 were converted into 2,499,997 common shares of the resulting issuer at a price of $0.60 per share. In connection with the bridge financing, SalesCloser issued 175,000 finder's warrants (the "Commission Warrants") to a finder as a 7% commission, which were assumed by the resulting issuer upon closing of the Transaction. The Commission Warrants are non-transferable and exercisable at $0.60 per common share for a period of two years following closing of the Transaction.

(d) Concurrent Financing: The Company completed a non-brokered private placement of 7,266,660 subscription receipts at $0.75 per subscription receipt for aggregate gross proceeds of $5,449,995 (the "Concurrent Financing"). Each subscription receipt was converted into one unit consisting of one common share and one-half of one common share purchase warrant. Each whole warrant is exercisable to acquire one common share at $1.25 per share for 24 months following closing of the Transaction.

(e) Share Issuances to Wishpond: Wishpond was issued 22,750,000 common shares of the resulting issuer.

(f) Stock Options and Inducement Shares: The Company granted 3,800,000 options at an exercise price of $0.60, as well as 2,403,700 incentive stock options at $0.75 to directors, officers, employees and consultants. The Company also issued 356,641 inducement shares and 1,180,833 finder's fee shares pursuant to a finder's fee agreement in connection with the Transaction.