Pardus Ventures Inc.

FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2025 AND 2024

(EXPRESSED IN CANADIAN DOLLARS)

Independent Auditor's Report

To the Shareholders of Pardus Ventures Inc.:

Opinion

We have audited the financial statements of Pardus Ventures Inc. (the "Company"), which comprise the statements of financial position as at December 31, 2025 and December 31, 2024, and the statements of loss and comprehensive loss, changes in shareholders' equity (deficit) and cash flows for the years then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2025 and December 31, 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.

Basis for Opinion

We conducted our audits 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 audits 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 is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the financial statements, which indicates that the Company incurred a net loss during the year ended December 31, 2025 and, as of that date, the Company had a working capital deficiency and an accumulated deficit. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company'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 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.

Except for the matter described in the Material Uncertainty Related to Going Concern section, we have determined that there are no other key audit matters to communicate in our report.

MNP LLP
Suite 2400, MNP Tower 609 Granville Street, PO Box 10203 LCD Pacific Centre, Vancouver BC,
V7Y 1E7 1.877.688.8408 T: 604.685.8408 F: 604.685.8594

Other Information

Management is responsible for the other information. The other information comprises 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 audits 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 audits 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 on this other information, 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 as issued by the International Accounting Standards Board, 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.

- 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 audits and significant audit findings, including any significant deficiencies in internal control that we identify during our audits.

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 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 Jenny Lee.

Vancouver, British Columbia

MNP LLP

March 20, 2026

Chartered Professional Accountants

Pardus Ventures Inc.
Statements of Financial Position
(Expressed in Canadian dollars)

	December 31, 2025	December 31, 2024
	$	$
ASSETS		
Current assets		
Cash	8,426	112,688
Restricted cash (note 12)	1,500,000	-
Deferred cost (note 12)	88,627	-
GST receivables	1,028	-
Total Assets	**1,598,081**	**112,688**
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities		
Accounts payable and accrued liabilities	152,237	21,763
GST payables	-	3,188
Subscription receipts liabilities (note 12)	1,500,000	-
Total Liabilities	**1,652,237**	**24,951**
Shareholders' equity (deficit)		
Share capital (note 7)	238,043	238,043
Reserve (note 7)	14,492	14,492
Deficit	(306,691)	(164,798)
Total Shareholders' Equity (Deficit)	**(54,156)**	**87,737**
Total Liabilities and Shareholders' Equity (Deficit)	**1,598,081**	**112,688**

Nature of operations and going concern (note 1)

Approved on behalf of the Board of Directors on March 20, 2026.

"Karfai Leung"
Director

"Jackie Lee"
Director

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

Pardus Ventures Inc.
Statements of Loss and Comprehensive Loss
(Expressed in Canadian dollars, except per share amounts)

	Year ended December 31,2025	Year ended December 31,2024
Expenses		
Accounting fees	27,166	22,956
Consulting fees	-	10,560
Filing fees	26,651	8,138
General and administrative expenses	1,562	858
Legal fees	80,490	1,052
Transfer agent fees	6,024	3,310
Loss and comprehensive loss for the year	**(141,893)**	**(46,874)**
Loss per share – basic and diluted	(0.07)	(0.02)
Weighted-average number of common shares outstanding - basic and diluted	2,000,000	2,000,000

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

Pardus Ventures Inc.
Statements of Changes in Shareholders' Equity (Deficit)
(Expressed in Canadian dollars, except per share amounts)

	Number of Common Shares	Common Shares $	Reserves $	Deficit $	Total $
Balance, December 31, 2023	4,000,000	238,043	14,492	(117,924)	134,611
Loss for the year	-	-	-	(46,874)	(46,874)
Balance, December 31, 2024	**4,000,000**	**238,043**	**14,492**	**(164,798)**	**87,737**
Loss for the year	-	-	-	(141,893)	(141,893)
Balance, December 31, 2025	**4,000,000**	**238,043**	**14,492**	**(306,691)**	**(54,156)**

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

Pardus Ventures Inc.
Statements of Cash Flows
(Expressed in Canadian dollars)

	Year ended December 31, 2025	Year ended December 31, 2024
	$	$
Operating activities		
Loss for the year	(141,893)	(46,874)
Changes in non-cash working capital balances:		
GST receivables/payables	(4,216)	8,003
Deferred cost (note 12)	(88,627)	-
Accounts payable and accrued liabilities	130,474	4,052
Net cash used in operating activities	**(104,262)**	**(34,819)**
Financing activities		
Subscription receipts liabilities (note 12)	1,500,000	-
Net cash provided by financing activities	**1,500,000**	**-**
Change in cash and restricted cash during the year	1,395,738	(34,819)
Cash, beginning of the year	112,688	147,507
Cash and restricted cash, end of the year	**1,508,426**	**112,688**

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

1. NATURE OF OPERATIONS AND GOING CONCERN

Pardus Ventures Inc. (the "Company") was incorporated on December 9, 2022 under the laws of British Columbia. The Company completed an Initial Public Offering ("IPO") of its common shares on July 27, 2023, and on July 31, 2023, the Company began trading its shares on the TSX Venture Exchange ("TSX-V" or the "Exchange"). The Company is classified as Capital Pool Company ("CPC") as defined in the TSX-V Policy 2.4. The Company has not commenced commercial operations and has no significant assets. The activities of the Company are initially limited to the efforts to identify and evaluate the acquisition of assets and business, which would represent a "Qualifying Transaction" for regulatory purposes. The head office and the records and registered office is located at 2250 - 1055 W Hastings St. Vancouver, British Columbia, V6E 2E9.

Since incorporation on December 9, 2022, the Company has had no active business operations. As a CPC, the Company's principal business objective will be to identify and evaluate assets or businesses with a view to potential acquisition or participation by completing a Qualifying Transaction, as defined in Exchange Policy 2.4 subject, in certain cases, to shareholder approval and acceptance by the Exchange. The Company's ability to continue its operations is dependent upon obtaining additional financing sufficient to identify and evaluate potential acquisitions of business, and once identified and evaluated, to negotiate an acquisition thereof or participation therein subject to receipt of regulatory and, if required, shareholders' approval.

Going concern

As at December 31, 2025, the Company had an accumulated deficit of $306,691. During the year ended December 31, 2025, the Company incurred a net loss of $141,893.

The above matters and conditions indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as going concern. If the going concern assumption was not appropriate for these financial statements then adjustments would be necessary to the carrying value of the assets and liabilities, the reported loss and the balance sheet classification used, and such adjustments could be material.

These financial statements were authorized by the Board of Directors on March 20, 2026.

2. STATEMENT OF COMPLIANCE

These financial statements are prepared in accordance with IFRS® Accounting Standards, as issued by the International Accounting Standards Board ("IASB") ("IFRS").

3. BASIS OF PRESENTATION

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

The preparation of financial statements in compliance with IFRS requires management to make certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies. The areas involving a higher degree of judgement of complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 4.

4. SUMMARY OF MATERIAL ACCOUNTING POLICIES

a) Cash and restricted cash

Cash consists of cash held in banks. Restricted cash relates to cash received as part of the proposed "Qualifying Transaction" (the "QT") to be released upon the closing of the QT. See note 12.

b) Income taxes

Income tax is recognized in profit or loss except to the extent that it relates to items recognized in other comprehensive income or loss or directly in equity, in which case it is recognized in other comprehensive income or loss or equity.

Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at year end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period applicable to the period of expected realization or settlement.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same tax authority and the group intends to settle its current tax assets and liabilities on a net basis.

c) Share capital

Common shares are classified as shareholders' equity. Transaction costs directly attributable to the issue of common shares and share purchase options are recognized as a deduction from equity, net of any tax effects.

The proceeds from the issue of units are allocated between common shares and common share purchase warrants based on the residual value method. Under this method, the proceeds are allocated to share capital based on the fair value of the common shares and any residual value is allocated to common share purchase warrants.

d) Loss per share

The Company presents basic and diluted loss per share data for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the year. Diluted loss per share does not adjust the loss attributable to common shareholders or the weighted average number of common shares outstanding when the effect is anti-dilutive. As there were no stock options outstanding during the period covered by these financial statements, there is no dilutive effect on basic loss per share.

Shares held in escrow that are only released upon contingent events are not included in the calculation of the weighted average number of common shares.

4. SUMMARY OF MATERIAL ACCOUNTING POLICIES *(continued)*

e) Financial instruments

Recognition

The Company recognizes financial assets and financial liabilities on the date the Company becomes a party to the contractual provisions of the instruments.

Classification

The Company classifies its financial assets and financial liabilities in the following measurement categories: i) those to be measured subsequently at fair value (either through other comprehensive income or through profit or loss, and ii) those to be measured at amortized cost. The classification of financial assets depends on the business model for managing the financial assets and the contractual terms of the cash flows. Financial liabilities are classified as those to be measured at amortized cost unless they are designated as those to be measured subsequently at fair value through profit or loss (irrevocable election at the time of recognition). For assets and liabilities measured at fair value, gains and losses are either recorded in profit or loss or other comprehensive income. The Company reclassifies financial assets when and only when its business model for managing those assets changes. Financial liabilities are not reclassified.

The Company has implemented the following classifications:

- Cash and restricted cash is classified as a financial asset at fair value through profit or loss and any period change in fair value is recorded in profit or loss.
- Accounts payable and accrued liabilities and subscription receipts liabilities are classified as other financial liabilities and measured at amortized cost.

Measurement

All financial instruments are required to be measured at fair value on initial recognition, plus, in case of a financial asset or financial liability not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition or issue of the financial asset or financial liability. Transaction costs of financial assets and financial liabilities with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Financial assets that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments or principal and interest on the principal outstanding are generally measured at amortized cost at the end of the subsequent accounting periods. All other financial assets including equity investments are measured at their fair values at the end of subsequent accounting periods, with any changes taken through profit and loss or other comprehensive income (irrevocable election at the time of recognition).

Impairment

The Company assesses all information available, including on a forward-looking basis the expected credit losses associated with its assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. To assess whether there is a significant increase in credit risk, the Company compares the risk of a default occurring on the asset as the reporting date with the risk of default as at the date of initial recognition based on all information available, and reasonable and supportive forward-looking information.

4. SUMMARY OF MATERIAL ACCOUNTING POLICIES *(continued)*

f) Related party transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

g) Critical accounting estimates and judgements

The preparation of financial statements requires management to make estimates and judgements that affect the reported amounts of assets and liabilities at the date of the financial statements, and the reported amounts of expenses during the year/period. Actual results could differ from those estimates and judgements. As at December 31, 2025 and 2024, there are no significant estimates requiring consideration. The area requiring the use of management judgement is as follows:

Judgements

Going concern

Management has applied judgements in the assessment of the Company’s ability to continue as a going concern when preparing its financial statements for the year ended December 31, 2025. Management prepares the financial statements on a going concern basis unless management either intends to liquidate the entity, or has no realistic alternative but to do so. The Company’s management has made an assessment of the Company’s ability to continue as a going concern and is satisfied that the Company has the resources to continue in business for the foreseeable future.

5. CHANGES IN ACCOUNTING POLICIES

New accounting standards not yet adopted

IFRS 18 Presentation and Disclosure in Financial Statements, which will replace IAS 1, Presentation of Financial Statements aims to improve how companies communicate in their financial statements, with a focus on information about financial performance in the statement of profit or loss, in particular additional defined subtotals, disclosures about management defined performance measures and new principles for aggregation and disaggregation of information. IFRS 18 is accompanied by limited amendments to the requirements in IAS 7 Statement of Cash Flows. IFRS 18 is effective from January 1, 2027. Companies are permitted to apply IFRS 18 before that date. The Company is currently assessing the impact the new standard will have on its financial statements.

6. RELATED PARTY TRANSACTIONS

Key management personnel include persons having the authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company has identified its directors and certain senior officers as its key management personnel and the compensation costs for key management personnel and companies related to them are recorded at their exchange amounts as agreed upon by transacting parties.

As of December 31, 2025 and 2024, there were no amounts due to/from related parties. Also see note 7.

7. SHARE CAPITAL

a) Authorized

Unlimited number of common shares without par value.

b) Issued and outstanding

As December 31, 2025, the issued share capital comprised of 4,000,000 common shares (2024 – 4,000,000).

c) Stock options

The Company adopted an incentive stock option plan (the "Plan") whereby the Company may issue stock options up to 10% of the issued and outstanding common shares, not to exceed 400,000 while the Company remains a CPC, of the Company to eligible directors, officers, employees or consultants. These options may be granted for a maximum term of ten years from the date of grant and vest as determined by the board of directors. The exercise price will be set by the directors at the time of grant and cannot be less than the discounted market price of the Company's common shares, subject to a minimum exercise price of $0.05.

Any common shares acquired pursuant to the exercise of options under the Plan prior to completion of the Qualifying Transaction must be deposited in escrow and will be subject to escrow until the final exchange bulletin is issued.

There is no stock option issued and outstanding as of December 31, 2025 and 2024.

d) Escrow Shares

As at December 31, 2025, there were 2,000,000 (2024 – 2,000,000) common shares held in escrow.

8. BASIC AND DILUTED LOSS PER SHARE

The calculation of basic and diluted loss per share for the year ended December 31, 2025 was based on the loss attributable to common shareholders of $141,893 (2024 - $46,874) and the weighted average number of common shares outstanding of 2,000,000 (2024 – 2,000,000). 2,000,000 common shares held in escrow are excluded.

9. MANAGEMENT OF CAPITAL

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' deficit was $54,156 and it had current liabilities of $1,652,237. 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 credit worthiness, and to maximize returns for shareholders over the long term. Protecting the ability to pay current and future liabilities includes maintaining capital above minimum regulatory levels, current financial strength rating requirements, and internally determined capital guidelines and calculated risk management levels.

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.

9. MANAGEMENT OF CAPITAL *(continued)*

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.

10. FINANCIAL INSTRUMENTS

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Fair Value Measurements

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- 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 date.

Financial Risk Management

The Company's financial instruments carried at amortized cost, consist of cash, restricted cash, accounts payables and accrued liabilities and subscription receipts liabilities which approximate fair value due to the relatively short-term maturity 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.

Credit Risk

Credit risk is the risk of financial loss because a counter party to a financial instrument fails to discharge its contractual obligations. The Company’s exposure to credit risk is limited to cash. The Company will limit its exposure to credit risk by holding its cash in deposits with high quality Canadian financial institutions.

Currency Risk

Currency risk refers to the risk that the value of a financial commitment, recognized asset or liability will fluctuate due to changes in foreign currency rates. The Company is not exposed to currency risk as all of the Company’s transactions are denominated in Canadian dollars. The Company will assess the need to create a formalized policy to manage currency risk when the need arises.

Interest Rate Risk

Interest rate risk is the risk that the value of a financial instrument might be adversely affected by a change in the interest rates. As at December 31, 2025, the Company was not exposed to significant interest rate risk.

(Expressed in Canadian dollars)

11. INCOME TAXES

The following is a reconciliation of income taxes attributable to operations computed at the statutory tax rates to income tax recovery:

		2025		2024
Net loss before tax	$	(141,893)	$	(46,875)
Statutory tax rate		27%		27%
Expected income tax (recovery)		(38,311)		(12,656)
Change in estimates		(9)		-
Change in deferred tax asset not recognized		38,320		12,656
Total income tax expense (recovery)	$	-	$	-

Deferred taxes reflect the tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax values.

The unrecognized deductible temporary differences as at December 31, 2025 and 2024 are comprised of the following:

		2025		2024
Non-capital losses	$	327,060	$	189,581
Share issuance cost		41,621		37,174
Unrecognized tax losses	$	368,681	$	226,755

The Company has non-capital loss carryforwards of approximately $327,060 (2024 - $189,581), which may be carried forward to apply against future year income tax for Canadian income tax purposes, subject to the final determination by taxation authorities, expiring in the following years:

Expiry	$
2045	137,445
2044	59,299
2043	112,688
2042	17,627
TOTAL	327,060

12. PROPOSED QUALIFYING TRANSACTION

The Company has entered into a memorandum of understanding (the "MOU") dated March 6, 2025 with EGL Technology Holdings Co. Ltd. ("EGL Holdings") regarding a potential business combination (the "Transaction") with EGL Holdings, as disclosed in the Company's news releases dated March 6, 2025 and April 4, 2025, whereby the Company proposes to acquire from the shareholders of EGL Holdings all of the issued and outstanding securities of EGL Holdings, including its subsidiaries, Easy Access Intelligence Company Ltd. ("Easy Access"), Easy Growth Holdings Pte. Ltd. ("EGH"), Easy Growth Logitech Co. Ltd. ("EGL"), and EGL Smart Logitech (Canada) Inc. ("EGL Canada") (EGL Holdings, Easy Access, EGH, EGL Canada, and EGL are collectively known as the "Target Group".). The proposed transaction is intended to constitute the "Qualifying Transaction" (the "QT") (as such term is defined in the CPC Policy) of the Company. On closing (the "Closing") of the Transaction, the resulting issuer (the "Resulting Issuer") will be listed as a Tier 2 "Industrial" issuer on the TSX-V.

12. PROPOSED QUALIFYING TRANSACTION *(continued)*

The Company entered into an amended and restated memorandum of understanding (the "Amended and Restated MOU") dated June 6, 2025 with the Target Group. After entering into the Amended and Restated MOU, the Company, EGL Holdings and the shareholders of EGL Holdings entered into a definitive share exchange agreement dated November 6, 2025, under which all parties agreed to amend terms of the Amended and Restated MOU to contemplate a contemporaneous financing (the "Contemporaneous Financing") for the issuance of subscription receipts by the Company for gross proceeds of $1,500,000 (the "Escrowed Funds") at a price of $0.05 per subscription receipt (each a "Subscription Receipt"), with each Subscription Receipt convertible into one common share of the Resulting Issuer immediately upon Closing of the QT. The Contemporaneous Financing was completed on December 9, 2025. The Company agreed to pay cash finder's fees of $53,800 connected to the Contemporaneous Financing, which is recognized as a deferred cost and was not paid as of December 31, 2025.

The Escrowed Funds are being held in escrow by the transfer agent. If the QT closes at or prior to 5 p.m. on the date that is 12 months after the closing of the final tranche of the offering, the Escrowed Funds will be released to the Company. If the QT fails to close by the escrow deadline or is terminated prior thereto, the Escrowed Funds and pro rata entitlement to interest earned on the Escrowed Funds will be paid to the holders of the Subscription Receipts in accordance with the terms of the subscription receipt agreement. As of December 31, 2025, the QT did not close, and the Escrowed Funds are classified as subscription receipts liabilities.

Upon completion of the QT, the Company would issue up to 152,000,000 common shares (the "Consideration Shares") to the Shareholders of EGL Holdings, assuming the Contemporaneous Financing is completed contemporaneously with the QT. There is no finder's fee payable related to the QT.