AMAYA BIG SKY CAPITAL CORP.

CONDENSED INTERIM FINANCIAL STATEMENTS

THREE MONTHS ENDED OCTOBER 31, 2025

(EXPRESSED IN CANADIAN DOLLARS)

(UNAUDITED – PREPARED BY MANAGEMENT)

AMAYA BIG SKY CAPITAL CORP.
CONDENSED INTERIM STATEMENT OF FINANCIAL POSITION
(Expressed in Canadian Dollars)
(Unaudited – Prepared by Management)

		October 31, 2025 (Unaudited)		July 31, 2025 (Audited)
ASSETS				
CURRENT ASSETS				
Cash	$	77,367	$	98,103
Prepaid		324		324
TOTAL ASSETS	$	**77,691**	$	**98,427**
LIABILITIES AND SHAREHOLDERS' EQUITY				
CURRENT LIABILITIES				
Accounts payable and accrued liabilities	$	51,664	$	48,980
SHAREHOLDERS' EQUITY				
Share capital (Note 4)		256,541		256,541
Contributes surplus (Note 4)		57,800		57,800
Accumulated deficit		(288,314)		(264,894)
TOTAL SHAREHOLDERS' EQUITY		26,027		49,447
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$	**77,691**	$	**98,427**

Nature and continuance of operations (Note 1)
Subsequent event (Note 8)

Approved on behalf of the Board of Directors:

"Ryan Hounjet"	***"Amar Purewal"***
Director	Director

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

AMAYA BIG SKY CAPITAL CORP.
CONDENSED INTERIM STATEMENT OF NET LOSS AND COMPREHENSIVE LOSS
(Expressed in Canadian Dollars)
(Unaudited – Prepared by Management)

	For the three months ended	
	October 31, 2025	**October 31, 2024**
EXPENSES		
Consulting fees	$ -	$ 1,575
General and administrative	24	35
Marketing and promotion	9,450	3,150
Professional fees	14,071	23,248
Regulatory and filing fees	315	2,447
Share-based payment (Note 3)	-	561
	(23,860)	(31,016)
Other income	440	2,154
LOSS AND COMPREHENSIVE LOSS FOR THE PERIOD	$ (23,420)	$ (28,862)
LOSS PER SHARE - BASIC AND DILUTED	$ (0.00)	$ (0.01)
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING - BASIC AND DILUTED	5,870,100	5,870,100

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

AMAYA BIG SKY CAPITAL CORP.
CONDENSED INTERIM STATEMENT OF CHANGES IN EQUITY
(Expressed in Canadian Dollars)
(Unaudited – Prepared by Management)

	Common Stock								
	Shares		Amount		Contributed Surplus		Accumulated Deficit		Total
Balance, July 31, 2024	5,870,100	$	256,541	$	57,800	$	(118,179)	$	196,162
Net loss for the period	-		-		-		(28,862)		(28,862)
Balance, October 31, 2024	5,870,100		256,541		57,800		(147,041)		167,300
Net loss for the period	-		-		-		(117,853)		(117,853)
Balance, July 31, 2025	5,870,100		256,541		57,800		(264,894)		49,447
Net loss for the period	-		-		-		(23,420)		(23,420)
Balance, October 31, 2025	5,870,100	$	256,541	$	57,800	$	(288,314)	$	26,027

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

AMAYA BIG SKY CAPITAL CORP.
CONDENSED INTERIM STATEMENT OF CASH FLOWS
(Expressed in Canadian Dollars)
(Unaudited – Prepared by Management)

For the three months ended October 31,		**2025**		**2024**
OPERATING ACTIVITIES				
Net loss and comprehensive loss for the period	$	(23,420)	$	(28,862)
Change in non-cash working capital items:				
Accounts payable and accrued liabilities		(2,684)		7,757
Net cash used in operating activities		(20,736)		(21,105)
Change in cash during the period		(20,736)		(21,105)
Cash, beginning of the period		98,103		229,128
Cash, end of the period	$	77,367	$	208,023

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

1. NATURE OF BUSINESS AND CONTINUING OPERATIONS

Amaya Big Sky Capital Corp. formerly known as 1418054 B.C. Ltd (the "**Company**") was incorporated under the *Business Corporations Act* (British Columbia) on May 24, 2023 and is classified as a Capital Pool Company as defined in the TSX Venture Exchange (“TSX-V”) Policy 2.4. The Common Shares started trading on February 1, 2024 under the symbol “AMYA.P” following the completion of its initial public offering (“IPO”).

On June 30, 2023, 1418054 B.C. Ltd. changed its name to Unleashed Brands Services Ltd. and a Notice of Alternation of Articles was filed with the BC Registry Services on June 30, 2023.

On June 30, 2023, Unleashed Brands Services Ltd. changed its name to Amaya Big Sky Capital Corp. and a Notice of Alternation of Articles was filed with the BC Registry Services on June 30, 2023.

The Company maintains its head office at 6th Floor, 905 West Pender Street, Vancouver BC, V6C 1L6.

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

The Company has not conducted commercial operations. The Company's continuing operations are dependent upon its ability to evaluate and negotiate an agreement to acquire an interest in a material asset or business.

These condensed interim financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. The Company had an accumulated deficit of $288,314 and working capital of $26,027 as at October 31, 2025. The Company estimates it has sufficient funds to continue operations for the next 12 months. The Company’s ability to continue its operations and to realize its assets at their carrying value is dependent upon obtaining additional financing and generating revenues sufficient to cover its operating costs. The outcome of these matters cannot be predicted at this time and there is a material uncertainty related to these conditions that may cast significant doubt on the Company’s ability to continue as a going concern. These condensed interim financial statements do not give effect to any adjustments which would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in these condensed interim financial statements.

2. BASIS OF PREPARATION

Statement of Compliance

These condensed interim financial statements have been prepared in accordance with IAS 34, Interim Financial Reporting ("IAS 34"), using policies consistent IFRS Accounting Standards ("IFRS"), and as issued by the International Accounting Standards Boards ("IASB").

The condensed interim financial statements of the Company for the period ended October 31, 2025 were authorized for issuance by the Board of Directors on December 24, 2025.

Functional and presentation currency

These condensed interim financial statements are presented in Canadian dollars, which is the Company's functional and presentation currency and have been prepared on a historical cost basis except for financial instruments that have been measured at fair value. In addition, these condensed interim financial statements have been prepared using the accrual basis of accounting on a going-concern basis. The accounting policies set out below have been applied consistently to all periods presented in these condensed interim financial statements as if the policies have always been in effect.

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES

These condensed interim financial statements have been prepared using the following material accounting policies:

Financial instruments

a) Fair Value

Fair value represents the price at which a financial instrument could be exchanged in an orderly market, in an arm's length transaction between knowledgeable and willing parties who are under no compulsion to act. The Company classifies the fair value of the financial instruments according to the following hierarchy based on the amount of observable inputs used to value the instrument.

Level 1: Fair value measurements are those derived from quoted prices (unadjusted) in the active market for identical assets or liabilities. All of the Company's Financial Instruments are Level 1 and consist primarily of cash deposits, and accounts payable.

Level 2: Fair value measurements are those derived from inputs other than quoted prices that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (derived from prices). The Company does not have any Level 2 financial instruments.

Level 3: Fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data. The Company does not have any Level 3 financial instruments.

The carrying amount of cash and account payable approximates its fair value due to the short-term maturities of these items.

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

b) Classification

The Company classifies its financial instruments in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost. The Company determines the classification of financial instruments at initial recognition.

The classification of financial assets is driven by the Company's business model for managing the financial asset and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI.

Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL

c) Measurement

Financial assets at FVTOCI

Elected investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses recognized in other comprehensive income (loss).

Financial assets and liabilities at amortized cost

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost using the effective interest method less any impairment. Cash, accounts payable and accrued liabilities are measured at amortized cost.

Financial assets and liabilities at FVTPL

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the statements of loss and comprehensive loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the statement of loss and comprehensive loss in the period in which they arise. Where management has opted to recognize a financial liability at FVTPL, any changes associated with the Company's own credit risk will be recognized in income (loss).

d) Impairment of financial assets at amortized cost

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in the statement of loss and comprehensive loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

e) Provisions

Provisions are recognized when present (legal or constructive) obligations resulting from a past event will lead to a probable outflow of economic resources, and amounts can be estimated reliably. Provisions are measured at management's best estimate of the expenditure required to settle the present obligation, based on the most reliable evidence available at the reporting date, including the risks and uncertainties associated with the present obligation. The Company performs evaluations to identify onerous contracts and, where applicable, records provisions for such contracts. All provisions are reviewed at each reporting date and adjusted to reflect the current best estimate. In those cases where the possible outflow of economic resources as a result of present obligations is considered remote, no liability is recognized.

f) Derecognition

Financial assets

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in the statement of loss and comprehensive loss.

Financial liabilities

The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled or expired. Generally, the difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in the statement of loss and comprehensive loss.

Cash

Cash includes cash on hand readily convertible into a known amount of cash and can be redeemed at any time without penalties, and amounts held in trust.

Share capital

Common shares are classified as equity. Transaction costs directly attributable to the issue of common shares are recognized as a deduction from equity. Transaction costs related to shares not yet issued are recorded as deferred financing costs.

Share-based payments

The Company has a stock option plan that provides for the granting of options to Officers and Directors to acquire shares of the Company. The fair value of the options is measured on grant date and is recognized as an expense with a corresponding increase in contributed surplus as the options vest. Options granted are measured on grant date at the fair value of the instruments issued. Fair value is determined using the Black-Scholes option pricing model taking into account the terms and conditions upon which the options were granted. The amount recognized as an expense is adjusted to reflect the actual number of share options that are expected to vest. Each tranche in an award with graded vesting is considered a separate grant with a different vesting date and fair value. Each grant is accounted for on that basis.

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

Options granted to agents are measured at the fair value of the goods or services received, unless that fair value cannot be estimated reliably, in which case the fair value of the equity instruments issued is used. The value of the goods or services is recorded at the earlier of the vesting date, or the date the goods or services are received.

Over the vesting period, share-based payments are recorded as an operating expense and as contributed surplus. When options are exercised, the consideration received is recorded as share capital. In addition, the related share-based payments originally recorded as contributed surplus are transferred to share capital. When an option is cancelled, or expires, the initial recorded value is reversed from contributed surplus and charged to deficit.

Financial derivatives – warrants

A financial derivative such as a warrant that will be settled with the issuing of the Company's equity instruments will be classified as an equity instrument if the derivative is used to acquire a fixed number of the Company's equity instruments for a fixed amount of Canadian dollars.

A financial derivative will be considered as a financial liability at fair value through the statements of net loss and comprehensive loss if it is used to acquire either a variable number of equity instruments or consideration in a foreign currency, and the warrants were not offered pro-rata to all existing owners of the same class of non-derivative equity instruments.

The fair value of warrants is determined upon their issuance either as part of private placements or in settlement of issuance costs and finders fees, using the Black-Scholes model. All such warrants are classified in warrant reserve, within equity. If the warrants are converted, the value attributable to the warrants is transferred to common share capital. Upon expiry, the amounts recorded for expired warrants is transferred to equity from the warrant reserve. Shares are issued from treasury upon the exercise of share purchase warrants.

Income taxes

Income taxes comprises both current and deferred tax. Income tax is recognized in the statement of loss and comprehensive loss except to the extent that it relates to items recognized in other comprehensive income or directly in equity, in which case the income tax is also recognized in other comprehensive income or directly in equity.

Current income taxes are the expected taxes payable on the taxable income for the period, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to taxes payable in respect of previous periods.

The Company accounts for potential future net tax assets which are attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and which are measured using tax rates expected to apply to taxable income in the periods in which those temporary differences are expected to be settled. When the future realization of income tax assets does not meet the test of being more likely than not to occur, no net asset is recognized. No potential income tax assets of the Company have been recognized.

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

Loss per share

Basic loss per share is calculated by dividing the loss for the period available to common shareholders by the weighted average number of shares outstanding during the period. Diluted earnings per share reflect the potential dilution of securities that could share in earnings of an entity. Basic and diluted loss per share are the same for the period presented. The Company uses the treasury stock method of calculating fully diluted loss per share amounts, whereby any proceeds from the exercise of stock options or other dilutive instruments are assumed to be used to purchase common shares at the average market price during the period. 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. Due to the net loss incurred for the periods presented, all outstanding stock options and warrants were excluded from the calculation of diluted loss per share, as their effect would have been anti –dilutive.

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. Parties are also considered to be related if they are subject to common control. 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.

Critical judgments in applying accounting policies

The critical judgment that the Company's management has made in the process of applying the Company's accounting policies with the most significant effect on the amounts recognized in the Company's condensed interim financial statements is as follows:

a) Going concern

Management has applied judgment in the assessment of the Company's ability to continue as a going concern when preparing its condensed interim financial statements for the period ended October 31, 2025. Management prepares the condensed interim financial statements on a going concern basis unless management either intends to liquidate the entity or to cease trading or has no realistic alternative but to do so. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but is not limited to, twelve months from the end of the reporting period. In preparing these condensed interim financial statements on a going concern basis, as is disclosed in Note 1 of these condensed interim financial statements, Management's critical judgment is that the Company will be able to meet its obligations and continue its operations for the next twelve months.

b) Non- financial assets

The Company applies judgement to assess whether there are any indications that its non-financial assets may be impaired. This assessment requires an assessment of external, internal and other indicators at the end of each reporting period.

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

c) Provisions and contingencies

The Company may encounter obligations arising from past events, which will only be confirmed by the occurrence or non-occurrence of future events not wholly within the control of the Company or where the obligation cannot be reliably estimated. The Company reviews such situations at each statement of financial position date and makes judgments on all information available to determine if an outflow of economic resources can be reliably estimated or not. If this is not possible, a contingency is reported for each material case.

d) Income taxes

The Company applies judgment in determining the tax rates applicable to the temporary differences to determine the provision for income taxes. Deferred taxes relate to temporary differences between accounting and tax asset values. They are measured using tax rates that are expected to apply in the period when the asset is realized, or the liability is settled. Temporary differences are differences between accounting and tax asset values expected to be deductible or taxable in the future.

Key sources of estimation uncertainty

The preparation of condensed interim financial statements requires that the Company's management make assumptions and estimates of effects of uncertain future events on the carrying amounts of the Company's assets and liabilities at the end of the reporting period. Actual results may differ from those estimates as the estimation process is inherently uncertain. Actual future outcomes could differ from present estimates and assumptions, potentially having material future effects on the Company's condensed interim financial statements. Estimates are reviewed on an ongoing basis and are based on historical experience and other facts and circumstances. Revisions to estimates and the resulting effects on the carrying amounts of the Company's assets and liabilities are accounted for prospectively.

Significant estimates made by management with a significant risk of material adjustment in the current and following periods are discussed below:

a) Share-based payments

The Company measures equity-settled share-based payment transactions based on an estimate of the fair value of goods or services received, unless that fair value cannot be estimated reliably, in which case the Company measures the fair value of the goods or services received based on the fair value of the equity instruments granted.

b) Warrants

The Company uses the Black-Scholes model to calculate the value of warrants issued as part of the Company's private placements. The Black-Scholes model requires six key inputs to determine a value of warrants: risk-free interest rate, exercise price, market price at the date of issuance, expected dividend yield, expected life, and expected volatility. Certain of the inputs are estimates which involve considerable judgment and are or could be, affected by significant factors that are out of the Company's control. For example, a longer expected life of the warrants or higher volatility number used would result in an increase in the warrant value.

(Expressed in Canadian Dollars)

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

Accounting standards issued but not yet applied.

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Company has not early adopted any of these standards. Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's condensed interim financial statements.

4. SHARE CAPITAL

Authorized

Unlimited number of common shares, voting and participating without par value.

During the period ended October 31, 2025, the Company did not issue any common shares.

During the year ended July 31, 2025, the Company did not issue any common shares.

Escrow Shares

As at October 31, 2025, 3,660,100 (July 31, 2025 - 3,660,100) common shares are held in escrow pursuant to terms of an Escrow Agreement entered into in connection with the Company's IPO. Under the Escrow Agreement, 25% of the escrowed common shares will be released from escrow upon completion of a Qualifying Transaction and an additional 25% will be released on the dates 6 months, 12 months and 18 months following the completion of a Qualifying Transaction.

Stock options

The Company has adopted a stock option plan pursuant to which options may be granted to directors, officers, employees, and consultants of the Company to a maximum of 10% of the then issued and outstanding common shares, and not exceeding 5% granted to any individual. The stock options have a maximum term of ten periods and cannot be assigned or transferred.

The following table summarizes the continuity of the Company's stock options:

	Number of stock options	**Weighted average exercise price**
Balance, July 31, 2024	587,010	$ 0.10
Granted	-	-
Balance, July 31, 2025	587,010	0.10
Granted	-	-
Balance, October 31, 2025	587,010	0.10

(Expressed in Canadian Dollars)

4. SHARE CAPITAL (Continued)

As at October 31, 2025, the following stock options were outstanding:

Expiry date	Exercise price	Remaining contractual life (years)	Number of options outstanding	Exercisable
January 30, 2029	$0.10	3.25	587,010	587,010
			587,010	587,010

Agent's Warrants

The following table summarizes the continuity of the Company's share purchase warrants:

	Number of warrants	**Weighted average exercise price**
Balance, July 31, 2024	225,000	$ 0.10
Granted	-	-
Balance, July 31, 2025	225,000	$ 0.10
Granted	-	-
Balance, October 31, 2025	225,000	$ 0.10

The weighted average remaining life of the warrants outstanding as at October 31, 2025 was 3.25 years (July 31, 2025 – 3.50 years).

As at October 31, 2025, the following share purchase warrants were outstanding:

Number of warrants outstanding	Exercise price	Expiry date
225,000	$0.10	January 30, 2029
225,000		

5. CAPITAL MANAGEMENT

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern to pursue the development of its business and to maintain a flexible capital structure which optimizes the cost of capital within a framework of acceptable risk. In the management of capital, the Company includes the components of shareholders' equity (deficit), as well as cash.

The proceeds raised from the issuance of share capital may only be used to identify and evaluate assets or businesses for future investment, with the exception that up to $3,000 per month may be used for reasonable general and administrative expenses of the Company. These restrictions apply until completion of a Qualifying Transaction by the Company as defined under the policies of the Exchange Policy 2.4.

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

6. RELATED PARTY TRANSACTIONS

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of members of the Company's Board of Directors and corporate officers. The remuneration of directors and key management personnel made during the period is $Nil (2024 - $1,500).

7. FINANCIAL INSTRUMENTS

The Company, as part of its operations, carries financial instruments consisting of cash and accounts payable. It is the management's opinion that the Company is not exposed to significant credit, interest, or currency risk arising from these financial instruments except as otherwise disclosed.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

a) Credit risk

Credit risk is the risk of an unexpected loss if a party to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to cash. The Company has no significant concentration of credit risk arising from operations. The Company reduces its credit risk on cash by placing it with institutions of high credit worthiness. As at October 31, 2025, the Company is not exposed to any significant credit risk.

b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. As at October 31, 2025, the Company had cash of $77,367 (July 31, 2025 - $98,103) and current liabilities of $51,664 (July 31, 2025 - $48,980).

c) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. When excess cash exists, the Company's current policy is to invest the excess cash in short-term deposits with its banking institutions. The Company monitors the deposits and investments it makes and is satisfied with the credit ratings of the financial institutions with which they are held.

8. SUBSEQUENT EVENT

QUALIFYING TRANSACTION – FLIGHT FOOD & BEVERAGE PARTNERS INC.

During the year ended July 31, 2025, the Company entered into a definitive business combination agreement (the Definitive Agreement, which was further amended and restated), with Flight Food & Beverage Partners Inc. ("Flight"), an arm's length party, and 1515959 B.C. Ltd. ("Subco"), a wholly-owned subsidiary of the Company, in respect of a proposed reverse takeover transaction (the "Transaction") intended to constitute Amaya's "qualifying transaction", as defined under Policy 2.4 of the TSX-V. Upon completion of the Transaction, subject to receipt of all requisite approvals, it is anticipated that the resulting issuer will be listed on the TSX-V as a Tier 2 – Industrial issuer.

The Definitive Agreement provides, among other things, that, on or before closing of the Transaction:

- Amaya will consolidate (the "Consolidation") its issued and outstanding common shares, on the basis of one (1) post-Consolidation common share for every 2.93505 pre-Consolidation common shares;

- Flight will subdivide (the "Subdivision") its issued and outstanding common shares, on the basis of 1.277778 post-Subdivision common shares for every one (1) pre-Subdivision common share;

- Flight will complete a private placement for minimum aggregate gross proceeds of $2,000,000, through the issuance of units of Flight (Flight Units) at a price of $0.30 per unit, each unit consisting of one post-Subdivision common share and one-half of one common share purchase warrant;

- the Company will change its name to "Flight Food & Beverage Partners Inc." or such other name mutually agreed to by Amaya and Flight.

Upon completion of the Transaction:

- former shareholders of Flight will hold 20,000,000 common shares of the Company (each, a "Resulting Issuer Share"), representing approximately 69.77% of the outstanding Resulting Issuer Shares.

- former shareholders of the Company will hold 2,000,000 Resulting Issuer Shares, representing 6.98% of the outstanding Resulting Issuer Shares; and

- subscribers in the Concurrent Financing will hold 6,666,667 Resulting Issuer Shares, representing 23.26% of the outstanding Resulting Issuer Shares.

- Based on 28,666,667 Resulting Issuer Shares expected to be outstanding after completion of the Transaction and the Concurrent Financing (assuming a $2 million raise).

As at October 31, 2025, the Transaction remains in progress and is subject to the satisfaction of closing conditions and receipt of all required regulatory approvals. The final structure and timing may be subject to change.