
Matchpoint Ventures Corp.
(A Capital Pool Company)

Financial Statements

**For the period from the date of incorporation on February 6, 2025 to
December 31, 2025**

Expressed in Canadian Dollars

DAVIDSON

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of
Matchpoint Ventures Corp.

Opinion

We have audited the accompanying financial statements of Matchpoint Ventures Corp. (the "Company"), which comprise the statement of financial position as at December 31, 2025, and the statement of loss and comprehensive loss, changes in equity, and cash flows for the period from the date of incorporation on February 6, 2025 to December 31, 2025, 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 its financial performance and its cash flows for the period from the date of incorporation on February 6, 2025 to December 31, 2025 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 year. 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:

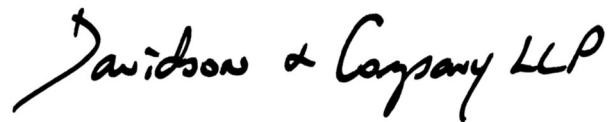
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting 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 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 Glenn Parchomchuk.

A handwritten signature in black ink that reads "Davidson & Company LLP". The signature is written in a cursive, flowing style.

Chartered Professional Accountants

Vancouver, Canada

April 17, 2026

Matchpoint Ventures Corp.
Statement of Financial Position
As at December 31, 2025
(Expressed in Canadian dollars)

	Note	December 31, 2025
		\$
ASSETS		
Current assets		
Cash and cash equivalent	3	2,523,442
Interest receivable	3	7,400
Total assets		2,530,842
LIABILITIES		
Current liabilities		
Accounts payable and accrued liabilities		142,923
SHAREHOLDERS' EQUITY		
Share capital	4	2,354,312
Contributed Surplus	4	346,705
Deficit		(313,098)
Total shareholders' equity		2,387,919
Total liabilities and shareholders' equity		2,530,842

Nature of Operations and Going Concern (Note 1)

Approved and authorized for issue on behalf of the Board on April 17, 2026.

"Laurence Rose"
Laurence Rose, Director

"Tamir Poleg"
Tamir Poleg, Director

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

Matchpoint Ventures Corp.
Statement of Loss and Comprehensive Loss
For the period from the date of incorporation on February 6, 2025 to December 31, 2025
(Expressed in Canadian dollars)

	Notes	2025
		\$
EXPENSES		
Audit and accounting		62,864
General and Administrative		649
Share-based compensation	4,7	246,201
Transfer Agent and Filing Fees		10,784
Total expenses		(320,498)
OTHER INCOME		
Interest income	3	7,400
NET LOSS AND COMPREHENSIVE LOSS		(313,098)
LOSS PER SHARE – BASIC AND DILUTED		(0.12)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING		2,564,110

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

Matchpoint Ventures Corp.
Statement of Changes in Equity
For the period from the date of incorporation on February 6, 2025 to December 31, 2025
(Expressed in Canadian dollars)

	Common Shares				Total Shareholders' Equity
	Number of Shares	Amount	Contributed Surplus	Deficit	Equity
		\$	\$	\$	\$
Balance, February 6, 2025 (date of incorporation)	-	-	-	-	-
Issuance of Incorporation Shares	100	100	-	-	100
Repurchase of Incorporation Shares	(100)	(100)	-	-	(100)
Shares issued for cash	37,000,000	2,700,000	-	-	2,700,000
Share issuance costs	-	(397,225)	122,041	-	(275,184)
Shares issued pursuant to option exercise	300,000	51,537	(21,537)	-	30,000
Share-based compensation	-	-	246,201	-	246,201
Loss for the period	-	-	-	(313,098)	(313,098)
Balance, December 31, 2025	37,300,000	2,354,312	346,705	(313,098)	2,387,919

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

Matchpoint Ventures Corp.
Statement of Cash Flows
For the period from the date of incorporation on February 6, 2025 to December 31, 2025
(Expressed in Canadian dollars)

	Note	2025
		\$
CASH PROVIDED BY (USED IN):		
OPERATING ACTIVITIES		
Net loss for the period		(313,098)
Items not affecting cash		
Accrued Interest	3	(7,400)
Share-based compensation	4,7	246,201
Changes in non-cash working capital balances:		
Accounts payable and accrued liabilities		18,097
Net cash used in operating activities		(56,200)
FINANCING ACTIVITIES		
Shares issued for cash	4	2,700,000
Shares issued pursuant to option exercise	4	30,000
Share issuance costs	4	(150,358)
Cash provided from financing activities		2,579,642
CHANGE IN CASH AND CASH EQUIVALENT		2,523,442
CASH AND CASH EQUIVALENT, BEGINNING OF PERIOD		-
CASH AND CASH EQUIVALENT, END OF PERIOD		2,523,442
Other supplemental cash flow disclosures		
Interest paid		-
Share issuance costs included in accounts payable and accrued liabilities (Note 4)		124,826
Fair value of Agent's options granted (Note 4)		122,041
Fair value reversed pursuant to Agent's option exercise (Note 4)		21,537

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

Matchpoint Ventures Corp.**Notes to the Financial Statements****For the period from the date of incorporation on February 6, 2025 to December 31, 2025**

(Expressed in Canadian dollars)

1. NATURE OF OPERATIONS AND GOING CONCERN

Matchpoint Ventures Corp. (the “Company”) was incorporated under the Business Corporations Act (British Columbia) on February 6, 2025, and is a Capital Pool Company (“CPC”), as defined in TSX Venture Exchange (“TSX-V”) Policy 2.4 (“Policy 2.4”). The Company proposes to identify and evaluate companies, businesses, properties, or assets for acquisition and once identified and evaluated, to negotiate an acquisition or participation subject to receipt of shareholder and regulatory approval (the “Qualifying Transaction”).

The Company’s registered office address is Suite 2700 - 666 Burrard Street, Vancouver, British Columbia V6C 2X8 and its principal place of business is Suite 612 – 25 York Street, Toronto, Ontario M5J 2V5.

These financial statements have been prepared on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. The Company has a working capital of \$2,387,919 as at December 31, 2025, and as such, management believes that the Company’s cash position is sufficient to finance continued operations over the next twelve months. Should the Company fail to complete a Qualifying Transaction, its ability to raise sufficient financing to maintain operations may be impaired, and accordingly, the Company may be unable to realize the carrying value of its net assets. These financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

2. BASIS OF PRESENTATION**a) Statement of Compliance**

These financial statements have been prepared in accordance with IFRS Accounting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”). These financial statements have been prepared on a historical cost basis and presented in Canadian dollars which is the functional currency of the Company.

These financial statements were approved and authorized for issue by the Company’s Board of Directors on April 17, 2026.

b) Material accounting estimates and judgements

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may vary from these estimates.

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Accounting estimates will, by definition, seldom equal the actual results. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future years affected.

c) Material accounting estimates and judgements*Going concern*

The assessment of whether the going concern assumption is appropriate requires management to take into account all available information about the future, which is at least, but not limited to, 12 months from the end of the reporting period.

2. BASIS OF PRESENTATION (continued)

c) Material accounting estimates and judgements (continued)

Valuation of share-based payments

The Company uses the Black-Scholes option pricing model for valuation of share-based payments. Option pricing models require the input of subjective assumptions. Changes in the input assumptions can materially affect the fair value estimate and the Company's earnings/loss and contributed surplus.

Income taxes

Deferred income tax assets are recognized for deductible temporary differences and non-capital loss carry-forwards only to the extent that it is probable that future taxable profit will be available against which such deductible temporary differences and loss carry-forwards can be utilized.

In assessing the recoverability of deferred income tax assets, management considers:

- the Company's history of operating losses;
- the availability of future taxable income;
- the expected timing of reversal of temporary differences;
- tax planning opportunities; and
- the nature and status of the Company as a capital pool company prior to completion of a Qualifying Transaction.

As at the reporting date, the Company has incurred losses since incorporation and does not yet have an operating business. Accordingly, management has determined that it is not probable that sufficient future taxable profits will be available to realize the benefit of its deferred income tax assets. Therefore, no deferred income tax asset has been recognized in respect of non-capital loss carry-forwards and deductible temporary differences.

The recognition of deferred income tax assets may change in the future depending on the completion of a Qualifying Transaction and the Company's ability to generate taxable income thereafter.

3. MATERIAL ACCOUNTING POLICIES

a) Cash and cash equivalent

The Company considers all highly liquid instruments with a maturity of three months or less at the time of issuance, are readily convertible to known amounts of cash, and which are subject to insignificant risk of changes in value to be cash equivalents. Cash is classified as amortized cost.

As at December 31, 2025, the Company has \$2,250,000 in a cashable GIC which accrues interest at 2.45% per annum. During the year ended December 31, 2025, the Company earned \$7,400 in interest income from this GIC.

b) Share capital

Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares are classified as equity instruments. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

3. MATERIAL ACCOUNTING POLICIES (continued)

c) Loss per share

The Company presents basic and diluted earnings (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 period. Diluted earnings (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. Shares held in escrow, other than where their release is subject to the passage of time, are not included in the calculation of the weighted average number of common shares outstanding.

d) 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, arising from temporary differences between the tax and accounting values of assets and liabilities, are recorded based on tax rates expected to be enacted when these 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 is therefore 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.

e) Share-based payments

The Company accounts for stock options granted to directors, officers, and consultants at the fair value of the equity instruments issued. Accordingly, the fair value of the options at the date of the grant is determined using the Black-Scholes option pricing model and share-based compensation is accrued and charged to operations, with an offsetting credit to share-based payment reserve over the vesting period using a graded approach. Stock options granted to non-employees 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. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognized for services received as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest.

If and when the stock options are exercised, the applicable amounts in share-based payments reserve are transferred to share capital. If and when the fully vested stock options expire without being exercised, the applicable amounts in share-based payments reserve are transferred to deficit.

The expected price volatility is based on the historic volatility (based on the remaining life of the options), adjusted for any expected changes to future volatility due to publicly available information.

3. MATERIAL ACCOUNTING POLICIES (continued)

f) Financial Instruments

(i) Financial assets and liabilities

Initial recognition and measurement

A financial asset is measured initially at fair value plus, for an item not at fair value through profit or loss, transaction costs that are directly attributable to its acquisition or issue. On initial recognition, a financial asset is classified as measured at amortized cost or fair value through profit or loss. A financial asset is measured at amortized cost if it meets the conditions that i) the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; ii) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding; and iii) is not designated as fair value through profit or loss.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at fair value through profit or loss

Financial assets measured at fair value through profit or loss are carried in the statement of financial position at fair value with changes in fair value therein, recognized in the statement of loss and comprehensive loss.

Financial assets measured at amortized cost

A financial asset is subsequently measured at amortized cost, using the effective interest method and net of any impairment allowance, if:

- the asset is held within a business whose objective is to hold assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise, on specified dates, to cash flows that are solely payments of principal and interest.

The Company classifies cash and cash equivalent and interest receivable as amortized cost. Other than cash and cash equivalent and interest receivable, there are no financial assets classified as measured at amortized cost.

Financial liabilities at amortized cost

The Company's financial liabilities include accounts payable and accrued liabilities which are measured at amortized cost. After initial recognition, an entity cannot reclassify any financial liability.

(i) Impairment

The Company assesses on a forward-looking basis the expected credit losses associated with its financial assets carried at amortized cost and fair value through other comprehensive income. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

3. MATERIAL ACCOUNTING POLICIES (continued)

f) Financial Instruments (continued)

(ii) Derecognition

A financial asset or, where applicable, a part of a financial asset or part of a group of similar financial assets is derecognized when: the contractual rights to receive cash flows from the asset have expired; or the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset; or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

g) New, amended and future accounting pronouncements

The following new accounting standards are effective for the future periods:

IFRS 18, "Presentation and Disclosure in Financial Statements"

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. Retrospective application is required and early application is permitted.

Management is currently assessing the effect of this new standard on the financial statements.

IFRS 9, "Financial Instruments" and IFRS 7, "Financial Instruments: Disclosures"

In May 2024, the IASB issued narrow scope amendments to IFRS 9, "Financial Instruments" and IFRS 7, "Financial Instruments: Disclosures." The amendments include the clarification of the date of initial recognition or derecognition of financial liabilities, including financial liabilities that are settled in cash using an electronic payment system. The amendments are effective for annual periods beginning on or after January 1, 2026, with early application permitted.

Management is currently assessing the effect of this new standard on the financial statements.

4. SHAREHOLDERS' EQUITY

a) Authorized Share Capital

Unlimited number of common shares without par value.

Matchpoint Ventures Corp.**Notes to the Financial Statements****For the period from the date of incorporation on February 6, 2025 to December 31, 2025**

(Expressed in Canadian dollars)

4. SHAREHOLDERS' EQUITY (continued)**b) Issued Share Capital**

During the period ended December 31, 2025, the Company issued 20,000,000 founders' common shares to be held in escrow following the Company's initial public offering, issued for \$0.05 per share to among others, certain officers and directors of the Company for total proceeds of \$1,000,000. These shares will be released pro rata to the shareholders as to 10% upon issuance of the Final Exchange Bulletin in accordance with Policy 2.4 and as to the remainder in four equal tranches of 25% every six months thereafter for a period of 24 months. See Note 4(c).

On October 10, 2025, the Company closed the offering of 17,000,000 common shares at \$0.10 per share as an initial public offering (the "IPO Offering") for gross proceeds of \$1,700,000. Pursuant to an Agency Agreement between the Company and Independent Trading Group (ITG), Inc. (the "Agent"), the Agent received a cash commission equal to \$119,000, representing 7% of the gross proceeds, was paid a corporate finance fee of \$10,000 and granted non-transferable agent options to purchase up to 1,700,000 common shares at a price of \$0.10 per common share, exercisable for a period of 24 months from the date the common shares commenced trading on the TSX-V. In addition, the Company incurred other cash share issuance costs of \$146,184. 4,150,000 of these common shares were entered into escrow, with the terms listed in Note 4(c).

The agent options were assigned a fair value of \$122,041 using the Black-Scholes Option Pricing Model (Note 4(d)).

During the period ended December 31, 2025, 300,000 agent options were exercised by the Agent for gross proceeds of \$30,000. Upon exercise, \$21,537 was transferred from contributed surplus to share capital. See Note 4(d).

c) Escrow Shares

As at December 31, 2025, 24,150,000 common shares are in escrow pursuant to the terms of a CPC Escrow Agreement and will be released from escrow in stages over a year of 18 months from the date of the Final QT Exchange Bulletin as follows:

Release dates	Percentage to be released
Date of final QT Bulletin	25%
Date 6 months following final QT Bulletin	25%
Date 12 months following final QT Bulletin	25%
Date 18 months following final QT Bulletin	25%
	100%

d) Stock Options

The Company has adopted an incentive stock option plan under which it enters into stock option agreements granting stock options in accordance with the policies of the TSX-V concurrently with the closing of the IPO Offering ("CPC Stock Options"). Under TSX-V rules, the Company may issue up to 3,700,000 CPC Stock Options at closing of the IPO Offering, representing 10% of the post-closing issued and outstanding common shares.

On October 10, 2025, as part of the IPO Offering, 1,700,000 stock options were issued to the Agents with an exercise price of \$0.10 for a period of two years. These stock options had a fair value on grant of \$122,041, based on the Black-Scholes Option Pricing Model using the following assumptions: useful life of 2 years, volatility of 150% based on comparable companies, risk free rate of 2.36%, and annual rate of quarterly dividends at 0%.

Matchpoint Ventures Corp.**Notes to the Financial Statements****For the period from the date of incorporation on February 6, 2025 to December 31, 2025**

(Expressed in Canadian dollars)

4. SHAREHOLDERS' EQUITY (continued)**d) Stock Options (continued)**

On the same date, the Company issued 2,500,000 stock options to certain directors, officers or technical consultants of the Company with an exercise price of \$0.10 per common share for a period up to ten years from the date of grant. The stock options had a fair value on grant of \$246,201, based on the Black-Scholes Option Pricing Model using the following assumptions: useful life of 10 years, volatility of 150% based on comparable companies, risk free rate of 3.05%, and annual rate of quarterly dividends at 0%.

During the period ended December 31, 2025, 300,000 stock options were exercised by the Agent for gross proceeds of \$30,000. Upon exercise, \$21,537 was transferred from contributed surplus to share capital.

As at December 31, 2025, the Company has 3,900,000 stock options outstanding and exercisable as follows:

Grant date	Number of options	Expiry date
October 10, 2025	1,400,000	October 10, 2027
October 10, 2025	2,500,000	October 10, 2035
	3,900,000	

A continuity of stock options outstanding is as follows:

	Number of options	Weighted average exercise price
		\$
Balance, February 6, 2025 (date of incorporation)	-	-
Granted	4,200,000	0.10
Exercised	(300,000)	0.10
	3,900,000	0.10

As at December 31, 2025, these options have a weighted average remaining life of 6.91 years.

5. CAPITAL MANAGEMENT

The Company manages its capital structure and adjusts it based on the funds available to the Company, in order to support the general operations of the Company and facilitate the liquidity needs of its operations. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The Company defines capital to include all components of equity.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. The Company currently has no operating business and intends to operate as a Capital Pool Company as defined in the TSX.V Policy 2.4.

5. CAPITAL MANAGEMENT (continued)

Under Policy 2.4, 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 the lesser of 30% of the gross proceeds realized by the Company in respect of the sale of its securities and \$210,000, may be used for purposes other than evaluating businesses or assets. These restrictions apply until the completion of a QT by the Company as defined under the policies of the TSX.V.

6. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Certain of the Company's financial assets and liabilities are measured at fair value on a recurring basis and classified in their entirety based on the lowest level of input that is significant to the fair value measurement. There are three levels of the fair value hierarchy that prioritize the inputs to valuation techniques used to measure fair value, with Level 1 inputs having the highest priority. The levels and the valuation techniques used to value the Company's financial assets and liabilities are described below:

Level 1 – Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions occur in sufficient frequency and volume to provide pricing information on an ongoing basis. Cash is classified under Level 1.

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).

Level 3 – Valuations in the level are those with inputs for the asset or liability that are not based on observable market data.

The Company's financial instruments including cash and cash equivalent, interest receivable and accounts payable and accrued liabilities approximate their carrying value as at December 31, 2025 due to the demand nature or short-term maturity of these instruments.

Financial risk management objectives and policies

The Company's financial instruments include cash and cash equivalent, interest receivable and accounts payable and accrued liabilities. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

(i) Credit Risk

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counter-party default on its obligation. The Company minimizes its credit risk associated with its cash balance by dealing with major financial institutions in Canada. The carrying amount of financial assets including cash represents the maximum credit exposure.

(ii) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting financial obligations due to shortage of funds. The Company manages liquidity risk by maintaining sufficient cash balances and adjusting its operating budget and expenditure. Liquidity requirements are managed based on expected cash flows to ensure that there is sufficient capital in order to meet short-term and other specific obligations.

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when they come due. As at December 31, 2025 the Company had cash and cash equivalent of \$2,523,442 and financial liabilities consisting of accounts payable and accrued liabilities of \$142,923, which are

Matchpoint Ventures Corp.
Notes to the Financial Statements
For the period from the date of incorporation on February 6, 2025 to December 31, 2025
(Expressed in Canadian dollars)

6. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)

(ii) Liquidity Risk (continued)

due within 30 days.

(iii) Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as market prices, foreign exchange rates and interest rates. In management's opinion, the Company is not exposed to significant market risk.

7. 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.

During the period ended December 31, 2025, the Company granted 2,050,000 stock options with an exercise price of \$0.10 per common share for a period up to ten years with a fair value of \$201,885 to officers and directors of the Company. At December 31, 2025, there are no balances due to, or due from related parties. See Note 4(d).

8. INCOME TAXES

The following table reconciles the amount of income tax recoverable on application of the statutory Canadian federal and provincial income tax rates:

Year Ended	December 31, 2025
	\$
Loss for the period	(313,098)
Canadian statutory income tax rate	26.5%
Expected income tax recovery at statutory rate	(83,000)
Share-based compensation	65,200
Share issuance costs	(72,900)
Change in deferred tax assets not recognized	90,700
Deferred income tax recovery	-

The deductible temporary differences and unused tax losses that give rise to significant portions of the deferred tax assets not recognized are presented below:

	December 31, 2025
	\$
Non-capital loss carry forwards	122,000
Share issuance costs	220,000
Deductible temporary difference and unused tax losses not recognized	342,000

As at December 31, 2025, the Company's had non-capital loss carry forwards of \$122,000 which can be used to offset future taxable income and which expire in 2045.