

VAROZZA VENTURES LTD.

Condensed Interim Financial Statements
(Unaudited – Prepared by Management)
(Expressed in Canadian Dollars)
For the six months ended September 30, 2025

Varozza Ventures Ltd.
(the “Company” or “Varozza”)

CONDENSED INTERIM FINANCIAL STATEMENTS
As at and for the six months ended September 30, 2025

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

Management of Varozza Ventures Ltd. is responsible for the preparation of the accompanying unaudited condensed interim financial statements. The unaudited condensed interim financial statements have been prepared using accounting policies in compliance with International Financial Reporting Standards for the preparation of condensed interim financial statements and are in accordance with IAS 34 – Interim Financial Reporting.

The Company’s auditor has not performed a review of these condensed interim financial statements in accordance with the standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity’s auditor.

VAROZZA VENTURES LTD.

Condensed Interim Statements of Financial Position

(Unaudited – Prepared by Management)

(Expressed in Canadian dollars)

As at

	September 30, 2025	March 31, 2025
Assets		
Current Assets		
Cash	\$ 1,501	\$ 14,245
Total Assets	1,501	14,245
Liabilities and Shareholders' Deficiency		
Current Liabilities		
Accounts payable and accrued liabilities	\$ 83,618	\$ 15,699
	83,618	15,699
Shareholders' Deficiency		
Share capital (Note 5)	74,792	74,792
Reserves (Note 5)	2,685	2,685
Deficit	(159,594)	(78,931)
	(82,117)	(1,454)
Total Liabilities and Shareholders' Deficiency	\$ 1,501	\$ 14,245

Nature of business and continuing operations (Note 1)

Approved on Behalf of the Board on November 21, 2025:

"Scott Ackerman"
Scott Ackerman – CEO/CFO/Director

"Michael Lucas"
Michael Lucas – Director

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

VAROZZA VENTURES LTD.

Condensed Interim Statement of Loss and Comprehensive Loss

(Unaudited – Prepared by Management)

(Expressed in Canadian dollars)

		For the three months ended September 30, 2025		For the six months ended September 30, 2025
Expenses				
Accounting and administration fees	\$	31,500	\$	63,000
Consulting fees		-		5,000
Filing fees		1,765		1,765
Professional fees		2,598		4,598
Rent		3,150		6,300
Loss and comprehensive loss for the period	\$	(39,013)	\$	(80,663)
Weighted average number of shares outstanding – basic and diluted (Note 6)				
		24,930,500		24,930,500
Basic and diluted loss per share (Note 6)	\$	(0.00)	\$	(0.00)

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

VAROZZA VENTURES LTD.

Condensed Interim Statements of Changes in Shareholders' Deficiency

(Unaudited – Prepared by Management)

(Expressed in Canadian dollars)

	Share Capital		Reserves	Deficit	Total Shareholders' Deficiency
	Number	Amount			
Balance, March 31, 2025	24,930,500	\$ 74,792	\$ 2,685	\$ (78,931)	\$ (1,454)
Loss for the period	-	-	-	(80,663)	(80,663)
Balance, September 30, 2025	24,930,500	\$ 74,792	\$ 2,685	\$ (159,594)	\$ (82,117)

	Common Shares		Preferred Shares		Reserve	Deficit	Total Shareholders' Deficiency
	Number	Amount	Number	Amount			
Balance, (incorporation) – January 21, 2025	-	\$ -	-	\$ -	\$ -	\$ -	\$ -
Shares issued – private placement	5,000,000	15,000	5,000,000	5,000	-	-	20,000
Common shares issued – plan of arrangement	19,930,500	59,792	-	-	-	-	59,792
Shares returned to treasury & cancelled	-	-	(5,000,000)	(5,000)	-	5,000	-
Share-based compensation	-	-	-	-	2,685	-	2,685
Loss for the period	-	-	-	-	-	(83,931)	(83,931)
Balance, March 31, 2025	24,930,500	\$ 74,792	-	\$ -	\$ 2,685	\$ (78,931)	\$ (1,454)

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

VAROZZA VENTURES LTD.

Condensed Interim Statement of Cash Flows

(Unaudited – Prepared by Management)

(Expressed in Canadian dollars)

For the six months ended

September 30, 2025

Cash provided by / (used for):**Operating Activities:**

Loss for the period	\$ (80,663)
Items not involving cash:	
Net change in non-cash working capital items:	
Accounts payable and accrued liabilities	67,919

(12,744)

Decrease in cash for the period **(12,744)**Cash, beginning of the period **14,245**

Cash, end of the period **\$ 1,501**

Supplemental information:

Interest paid	\$ -
Income taxes	\$ -

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

VAROZZA VENTURES LTD.

Notes to the Financial Statements

For the six months ended September 30, 2025

(Unaudited – Prepared by Management)

(Expressed in Canadian dollars)

1. NATURE OF BUSINESS AND CONTINUING OPERATIONS

Varozza Ventures Ltd. (the “Company” or “Varozza”) was incorporated under the British Columbia Business Corporations Act on January 21, 2025. The head office and its records and registered office is located at 515 – 701 W. Georgia Street, Vancouver, British Columbia V7Y 1C6.

The Company is currently investigating and evaluating business opportunities to either acquire or in which to participate.

On March 10, 2025, ECC Diversified Inc. (“ECCD”) completed a strategic reorganization of its assets in which, among other companies, it spun out Varozza. The transaction was carried out by way of a plan of arrangement (the “Arrangement”) pursuant to the Business Corporations Act (British Columbia). Under the terms of the Arrangement, shareholders of ECCD received one common share of the Company for every common share of ECCD they held as of January 31, 2025; as a result, 19,930,500 common shares of the Company were issued.

The Company incurred a net loss and comprehensive loss of \$80,663 for the period ended September 30, 2025. As at September 30, 2025, the Company has an accumulated deficit of \$159,594 and a working capital deficit of \$82,117. As at September 30, 2025, continuing business as a going concern is dependent upon the ability of the Company to obtain additional debt or equity financing, both of which are uncertain. These material uncertainties may cast significant doubt on the Company’s ability to continue as a going concern.

2. BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICY DISCLOSURE INFORMATION

Statement of compliance

These condensed interim financial statements (the “Financial Statements”) have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and in accordance with International Accounting Standards (“IAS”) 34, Interim Financial Reporting. Accordingly, these condensed interim financial statements do not include all of the information required for full annual financial statements and should be read in conjunction with the most recent audited financial statements of the Company as at and for the period from incorporation on January 21, 2025 to March 31, 2025, which is available on www.sedarplus.ca. The Board of Directors authorized these condensed interim financial statements for issue on November 21, 2025.

Basis of preparation

These condensed interim financial statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit or loss, which are stated at their fair value. These 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.

VAROZZA VENTURES LTD.

Notes to the Financial Statements

For the six months ended September 30, 2025

Unaudited – Prepared by Management)

(Expressed in Canadian dollars)

2. BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICY DISCLOSURE INFORMATION (continued)

Recent accounting pronouncements

IFRS 18 Presentation and disclosure in financial statements

In April 2024, the IASB issued IFRS 18 Presentation and Disclosure in Financial Statements ("IFRS 18") which introduces: i) new requirements on presentation within the statement of profit or loss; ii) disclosure standards regarding management defined performance measures; and iii) principles for aggregation and disaggregation of financial information in the financial statements and the notes.

IFRS 18 will be effective for annual reporting periods beginning on or after January 1, 2027 but companies can apply it earlier. IFRS 18 replaces IAS 1. It carries forward many requirements from IAS 1 unchanged. The Company is assessing the impact of the adoption of this standard.

3. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of financial statements requires management to make estimates, judgments and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Critical accounting estimates

Critical accounting estimates are estimates and assumptions made by management that may result in a material adjustment to the carrying amount of assets and liabilities within the next financial year, including:

Income tax

Tax provisions are based on enacted or substantively enacted laws. Changes in those laws could affect amounts recognized in profit or loss both in the period of change, which would include any impact on cumulative provisions, and in future periods. Deferred tax assets (if any) are recognized only to the extent it is considered probable that those assets will be recoverable. This involves an assessment of when those deferred tax assets are likely to reverse and a judgment as to whether or not 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 the amounts recognized in profit or loss in the period in which the change occurs.

VAROZZA VENTURES LTD.

Notes to the Financial Statements

For the six months ended September 30, 2025

Unaudited – Prepared by Management)

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3. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

Critical accounting estimates (continued)

Stock options

Determining the fair value of stock options requires estimates related to the choice of a pricing model, the estimation of stock price volatility, the expected forfeiture rate and the expected term of the underlying instruments. Any changes in the estimates or inputs utilized to determine fair value could have a significant impact on the Company's future operating results or on other components of shareholders' equity.

Critical accounting judgment

Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the statements are, but are not limited to, the following:

Going concern

The preparation of the financial statements requires management to make judgments regarding the going concern of the Company as previously discussed in Note 1.

4. 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.

The Company has identified its directors and senior officer 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.

There were no related party transactions during the period ended September 30, 2025.

5. SHARE CAPITAL

(a) Authorized

The Company's authorized capital consists of an unlimited number of common and preferred shares without par value. The preferred, Series A Shares of the Company shall have attached the following special rights and restrictions: 1) no voting rights at any general meetings, 2) shall be entitled to receive dividends, if and when they are declared by the directors, and 3) in the event of liquidation, each holder of a Series A share shall be entitled to be paid, in respect of each such

VAROZZA VENTURES LTD.

Notes to the Financial Statements

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Unaudited – Prepared by Management)

(Expressed in Canadian dollars)

5. SHARE CAPITAL (continued)**(a) Authorized (continued)**

share held and in preference to and priority over any distribution or payment on any share of any other class of shares, the amount paid up with respect to each Series A share held by them.

(b) Issued and outstanding

As at March 31, 2025 and September 30, 2025, the Company had 24,930,500 common shares, and nil preferred shares, issued and outstanding.

On January 28, 2025, the Company received \$20,000 in consideration of the issuance of 5,000,000 units (the “Units”) of the Company. Each Unit consisted of 1 common share and 1 Series A preferred share.

On March 10, 2025, ECCD completed a strategic reorganization of its assets in which, among other companies, it spun out Varozza. The transaction was carried out by way of a plan of arrangement (the “Arrangement”) pursuant to the Business Corporations Act (British Columbia). Under the terms of the Arrangement, shareholders of ECCD received one common share of the Company for every common share of ECCD they held as of January 31, 2025; as a result, 19,930,500 common shares of the Company were issued. The value associated with these shares is \$0.003 per share for a total of \$59,792 recorded to transaction costs. The Arrangement was approved by the shareholders of ECCD on March 3, 2025 and the Supreme Court of British Columbia issued its final order approving the Arrangement on March 7, 2025.

Upon completion of the Arrangement, the 5,000,000 Series A preferred shares of Varozza owned by ECCD were cancelled without consideration.

(c) Stock options

On January 21, 2025, the Company adopted a stock option plan (the “Stock Option Plan”) whereby it can grant incentive stock options to directors, officers, employees, and technical consultants of the Company. The maximum number of shares that may be reserved for issuance under the Stock Option Plan is limited to 10% of the issued and outstanding common shares of the Company at any time. The vesting period for all options is at the discretion of the Board of Directors. The exercise price will be set by the Board of Directors at the time of grant and cannot be less than the discounted market price (if any) of the Company’s common shares.

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Notes to the Financial Statements

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Unaudited – Prepared by Management)

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5. SHARE CAPITAL (continued)**(c) Stock options (continued)**

The Stock Option Plan provides that the number of common shares that may be reserved for the issuance to any one individual upon exercise of all stock options held by such an individual may not exceed 5% of the issued and outstanding common shares, if the individual is a director or officer, or 2% of the issued and outstanding common shares, if the individual is a consultant or engaged in providing investor relations services, on a yearly basis. All options granted under the Stock Option Plan will expire not later than the date that is ten years from the date that such options are granted. Options terminate earlier as follows: (i) immediately in the event of dismissal with cause; (ii) 90 days from date of termination other than for cause; or (iii) one year from the date of death or disability. Options granted under the Stock Option Plan are not transferable or assignable other than by will or other testamentary instrument or pursuant to the laws of succession.

On March 10, 2025, the Company granted 1,900,000 stock options to directors, officers, and consultants of the Company, which vested immediately, having an exercise price of \$0.05 per common share. The fair value of the options granted was determined to be \$2,685 using the Black-Scholes option pricing model under the following assumptions: risk-free interest rate of 2.81%, expected life of 6.78 years, expected volatility of 100%, and expected dividends of nil.

A summary of the Company's stock option activity is as follows:

	Number	Weighted Average Exercise Price
Balance, January 21, 2025 (incorporation)	-	\$ -
Granted	1,900,000	\$ 0.05
Outstanding, March 31, 2025, and September 30, 2025	1,900,000	\$ 0.05

As at September 30, 2025, outstanding and exercisable options were as follows:

Grant Date	Number of Options	Exercise Price	Expiry Date	Remaining Contractual Life (Years)
March 10, 2025	1,900,000	\$ 0.05	Dec. 17, 2031	6.22
Balance, March 31, 2025 and September 30, 2025	1,900,000	\$ 0.05		

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6. BASIC AND DILUTED LOSS PER SHARE

The calculation of basic and diluted loss per share for the six months ended September 30, 2025 was based on the loss attributable to common shareholders of \$80,663 (period from incorporation on January 21, 2025 to March 31, 2025 - \$83,931) and the weighted average number of common shares outstanding of 24,930,500 (March 31, 2025 – 24,930,500).

7. MANAGEMENT OF CAPITAL

The Company defines capital as consisting of shareholder's deficiency (comprised of issued share capital, reserves, and deficit). Management's objectives when managing capital are to maintain financial strength and to protect its ability to meet its ongoing liabilities, to continue as a going concern, to maintain creditworthiness and to maximize returns for shareholders over the long term. 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 manages its capital structure to maximize its financial flexibility, adjusting it in response to changes in economic conditions and the risk characteristics of the underlying assets and business opportunities. The Company does not presently utilize any quantitative measures to monitor its capital, but rather relies on the expertise of the Company's management to sustain the future development of the business. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes to management's approach to capital management during the period ended September 30, 2025. As at September 30, 2025, the Company is not subject to any externally imposed capital requirements or debt covenants.

8. 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:

Market Risk

Market risk is the risk that the fair value or future cash flows from a financial instrument will fluctuate because of changes in market prices or prevailing conditions. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk and are disclosed as follows:

(i) Currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company holds no financial instruments that are denominated in a currency other than Canadian dollars. As at September 30, 2025, the Company is not exposed to currency risk.

VAROZZA VENTURES LTD.

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Unaudited – Prepared by Management)

(Expressed in Canadian dollars)

8. FINANCIAL INSTRUMENTS (continued)**Market risk (continued)****(ii) Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in market risk. The Company's sensitivity to interest rates relative to its cash balances is currently immaterial. The Company also has no long-term debt with variable interest rates, so it has no negative exposure to changes in the market interest rate.

(iii) Price rate risk

The Company has no exposure to price risk with respect to equity prices as the Company is not listed. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market.

Credit Risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash. The Company limits the exposure to credit risk by only investing its cash with high-credit quality financial institutions. The Company's maximum exposure to credit risk is equal to the carrying value of cash receivable. Management believes that the credit risk related to its cash is negligible.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. At September 30, 2025, the Company has a cash balance of \$1,501 to settle current liabilities of \$83,618. As such, the Company has insufficient cash to fund corporate overhead costs for the next year.

The Company has insufficient funds from which to finance any identified business acquisition and as such will require additional financing to accomplish the Company's long-term strategic objectives. Future funding may be obtained by means of issuing share capital and/or debt financing. There can be no certainty of the Company's ability to raise additional financing through these means. If the Company is unable to continue to finance itself through these means, it is possible that the Company will be unable to continue as a going concern.

Consequently, the Company is exposed to liquidity risk as at September 30, 2025.

VAROZZA VENTURES LTD.

Notes to the Financial Statements

For the six months ended September 30, 2025

Unaudited – Prepared by Management)

(Expressed in Canadian dollars)

8. FINANCIAL INSTRUMENTS (continued)

Fair Value Risk

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 data.

As of September 30, 2025 the Company's financial instruments consist of cash, and accounts payable and accrued liabilities. These financial instruments are classified as amortized cost. The fair values of these financial instruments approximate their carrying values because of their short-term nature.