

**PINETOWN VENTURES CORP. (formerly ORION NUTRACEUTICALS INC.)**  
**CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE PERIOD ENDED August 31, 2025 and August 31, 2024**

(Expressed in Canadian Dollars)

### **Notice to Readers**

Under National Instrument 51-102, Part 4.3(3)(a), if an auditor has not performed a review of the condensed interim consolidated financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim consolidated financial statements of Pinetown Ventures Corp. (formerly Orion Nutraceuticals Inc.) for the period August 31, 2025 and August 31, 2024 have been prepared in accordance with International Accounting Standard 34 for Interim Financial Reporting under International Financial Reporting Standards. These condensed interim consolidated financial statements are the responsibility of the Company's management and have been approved by the Board of Directors. The Company's independent auditors have not performed an audit or review of these condensed interim consolidated financial statements.

# Pinetown Ventures Corp. (formerly Orion Nutraceuticals Inc.)

Condensed Interim Consolidated Statements of Financial Position

(Expressed in Canadian dollars)

(Unaudited – prepared by Management)

As at,	Notes	August 31, 2025 \$	May 31, 2025 (Audited) \$
<b>Assets</b>			
<b>Current assets</b>			
Cash		26,367	90,672
Prepaid expenses and deposits		-	1,766
<b>Total assets</b>		<b>26,367</b>	<b>92,438</b>
<b>Liabilities and shareholders' deficit</b>			
<b>Current liabilities</b>			
Accounts payable	3	505,908	568,137
Accrued liabilities	3	626,812	615,411
Loans payable	3, 4	44,905	44,905
<b>Total liabilities</b>		<b>1,177,625</b>	<b>1,228,453</b>
<b>Shareholders' deficit</b>			
Share capital	5	8,513,978	8,513,978
Share-based payment reserve	5	1,336,860	1,336,860
Deficit	5	(11,002,096)	(10,986,853)
Attributable to shareholders		(1,151,258)	(1,136,015)
<b>Total shareholders' deficit</b>		<b>(1,151,258)</b>	<b>(1,136,015)</b>
<b>Total liabilities and shareholders' deficit</b>		<b>26,367</b>	<b>92,438</b>

## Nature of Operations and Going Concern (Note 1)

Approved and authorized by the Board on October 8, 2025:

“Amanda Boudreau”

Director

“Guy Bourgeois”

Director

See accompanying notes to the condensed interim consolidated financial statements

# Pinetown Ventures Corp. (formerly Orion Nutraceuticals Inc.)

Condensed Interim Consolidated Statements of Loss and Comprehensive Loss

(Expressed in Canadian dollars)

(Unaudited – prepared by Management)

		Three month period ended	
		August 31, 2025	August 31, 2024
	Notes	\$	\$
<b>Expenses</b>			
Foreign exchange		(765)	-
Management fees	3	-	2,100
Professional fees		11,651	31,055
Regulatory and transfer agent fees		4,357	3,670
<b>Loss and comprehensive loss for the period</b>		<b>(15,243)</b>	<b>(36,825)</b>
Basic and diluted Loss per share for the period		(0.01)	(0.03)
Weighted average number of common shares outstanding		1,172,318	1,172,318

See accompanying notes to the condensed interim consolidated financial statements

## Pinetown Ventures Corp. (formerly Orion Nutraceuticals Inc.)

Condensed Interim Consolidated Statements of Changes in Shareholders' Deficit

(Expressed in Canadian dollars)

(Unaudited – prepared by Management)

	Number of shares #	Share Capital \$	Share-based payment reserve \$	Non-controlling interest \$	Deficit \$	Total \$
<b>Balance, May 31, 2024</b>	<b>1,172,318</b>	<b>8,513,978</b>	<b>1,336,860</b>	<b>(922)</b>	<b>(10,826,711)</b>	<b>(976,795)</b>
Net loss and comprehensive loss for the period	-	-	-	-	(36,825)	(36,825)
<b>Balance, August 31, 2024</b>	<b>1,172,318</b>	<b>8,513,978</b>	<b>1,336,860</b>	<b>(922)</b>	<b>(10,863,536)</b>	<b>(1,013,620)</b>
<b>Balance, May 31, 2025</b>	<b>1,172,318</b>	<b>8,513,978</b>	<b>1,336,860</b>	<b>-</b>	<b>(10,986,853)</b>	<b>(1,136,015)</b>
Net loss and comprehensive loss for the period	-	-	-	-	(15,243)	(15,243)
<b>Balance, August 31, 2025</b>	<b>1,172,318</b>	<b>8,513,978</b>	<b>1,336,860</b>	<b>-</b>	<b>(11,002,096)</b>	<b>(1,151,258)</b>

On September 9, 2025, the consolidated its shares on a twenty-five (25) pre-consolidated to one (1) post-consolidation share basis. These consolidated financial statements reflect the post-consolidated shares.

See accompanying notes to the condensed interim consolidated financial statements

# Pinetown Ventures Corp. (formerly Orion Nutraceuticals Inc.)

Condensed Interim Consolidated Statements of Cash Flows

(Expressed in Canadian dollars)

(Unaudited – prepared by Management)

	August 31, 2025	August 31, 2024
<b>OPERATING ACTIVITIES</b>		
Net (loss) income for the period	\$ (15,243)	\$ (36,825)
<b>Net changes in non-cash working capital:</b>		
Prepaid expenses	1,766	-
Accounts payable and accrued liabilities	(50,828)	(7,481)
<b>Cash used in operating activities</b>	<b>(64,305)</b>	<b>(44,306)</b>
<b>FINANCING ACTIVITIES</b>		
Loans repaid	-	(37,333)
<b>Cash used in financing activities</b>	<b>-</b>	<b>(37,333)</b>
Increase in cash	(64,305)	(81,639)
Cash, beginning of the period	90,672	193,462
<b>Cash, end of the period</b>	<b>26,367</b>	<b>111,823</b>
Cash paid during the period for interest	\$ -	\$ -
Cash paid during the period for income taxes	\$ -	\$ -

See accompanying notes to the condensed interim consolidated financial statements

# **Pinetown Ventures Corp. (formerly Orion Nutraceuticals Inc.)**

Notes to the Condensed Interim Consolidated Financial Statements

(Expressed in Canadian dollars)

(Unaudited – prepared by Management)

For the period ended August 31, 2025 and 2024

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## **1. NATURE OF OPERATIONS AND GOING CONCERN**

Pinetown Ventures Corp. (formerly Orion Nutraceuticals Inc.) (the “Company” or “Pinetown”) was incorporated under the Business Corporations Act of British Columbia on November 7, 2017. On September 9, 2025, the Company changed its name to Pinetown Ventures Corp. The Company’s head office and principal place of business is located at Suite 1890 – 1075 West Georgia Street, Vancouver, British Columbia, V6E 3C9.

These condensed interim consolidated financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning they will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. During the period ended August 31, 2025, the Company generated a net loss of \$15,243 (August 31, 2024 – \$36,825) and at August 31, 2025, the Company had excess current liabilities over current assets of \$1,151,258 (May 31, 2025 – \$1,136,015). The Company’s ability to meet its obligations and maintain its current operations is contingent upon successful completion of additional financing arrangements, continued cooperation of creditors and related parties, and ultimately upon generating profits from operations. These material uncertainties may cast significant doubt upon the entity’s ability to continue as a going concern.

The Company depends almost exclusively on equity financing. Such equity financings include the issuance of additional equity shares. There can be no assurance that equity financings will be available to meet the continuing operating costs or, if the equity is available, that it will be on terms acceptable to the Company. The issuances of additional equity securities by the Company may result in significant dilution to the equity interests of its current shareholders. Obtaining commercial loans, assuming those loans would be available, will increase the Company’s liabilities and future cash commitments. If the Company is unable to obtain financing in the amounts and on terms deemed acceptable, the business and future success may be adversely affected, thus giving rise to doubt about the Company’s ability to continue as a going concern. These financial statements do not include any adjustments relating to the recoverability and reclassification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence. Such adjustments could be material.

## **2. MATERIAL ACCOUNTING POLICY INFORMATION AND BASIS OF PREPARATION**

### **Statement of compliance with International Financial Reporting Standards**

These condensed interim consolidated financial statements have been prepared in accordance with the accounting policies described in Note 2 of the Company’s annual audited financial statements as at and for the year ended May 31, 2025. Accordingly, these condensed consolidated interim financial statements for the period ended August 31, 2025 should be read together with the annual audited consolidated financial statements as at and for the year ended May 31, 2025.

These condensed interim consolidated financial statements are unaudited and have been prepared in accordance with International Financial Reporting Standards (“IFRS”) and in accordance with the International Accounting Standards (“IAS”) 34, Interim Financial Reporting, as issued by the International Accounting Standards Board (“IASB”).

These condensed interim consolidated financial statements have been prepared on the accrual basis and are based on historical costs, modified where applicable. The condensed interim consolidated financial statements are presented in Canadian dollars, which unless otherwise noted, is the Company and its subsidiary’s functional currency.

These condensed interim consolidated financial statements were approved by the Board of Directors and authorized for issuance by the Board of Directors on October 8, 2025.

# Pinetown Ventures Corp. (formerly Orion Nutraceuticals Inc.)

Notes to the Condensed Interim Consolidated Financial Statements

(Expressed in Canadian dollars)

(Unaudited – prepared by Management)

For the period ended August 31, 2025 and 2024

## Basis of Consolidation

The Company's consolidated financial statements include the accounts of the Company and its subsidiary MedicOasis Inc. ("MedicOasis") in which the Company had a 99% ownership up to May 30, 2025. A subsidiary is an entity controlled by the Company, where control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The financial statements of the Company's subsidiary are included in these consolidated financial statements up to May 30, 2025. All intercompany balances and transactions, income and expenses have been eliminated upon consolidation.

During the year ended May 31, 2020, MedicOasis incurred losses. MedicOasis has been inactive since June 1, 2020. The non-controlling interest of 1% in MedicOasis was held by other minority shareholders.

	\$
Non-controlling interest, May 31, 2021	(922)
Non-controlling interest in loss of MedicOasis during May 31, 2022 to 2024	-
Balance of non-controlling interest, May 31, 2024	(922)
Disposition of MedicOasis	922
Total non-controlling interest, May 31, 2025 and August 31, 2025	-

During the year ended May 31, 2025, the Company disposed of all of the shares of MedicOasis and wrote off \$102,000 relating to due from MedicOasis. The Company was no longer a shareholder of MedicOasis as at May 31, 2025.

On deconsolidation of MedicOasis on May 31, 2025, the Company derecognized \$101,076 of deficit and \$922 of non-controlling interest relating to MedicOasis.

## Significant Judgements and Estimates

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of income and expenses during the reporting period. The preparation of the financial statements also requires management to exercise judgement in the process of applying the accounting policies.

On an on-going basis, management evaluates its estimates and assumptions in relation to assets, liabilities and expenses. Management uses historical experience and various other factors it believes to be reasonable under the given circumstances, as the basis for its estimates and assumptions. Revisions to accounting estimates are recognized prospectively from the period in which the estimates are revised. Actual outcomes may differ from those estimates under different assumptions and conditions.

Estimates and assumptions where there is significant risk of material adjustments to assets and liabilities in future accounting periods include stock-based awards and payments, fair value measurements for financial instruments, the recoverability and measurement of deferred tax assets.

## Significant judgments

In preparing these condensed interim consolidated financial statements, the significant accounting policies and the significant judgments made by management in applying the Company's significant accounting policies and key sources of estimation uncertainty are the same as those that applied to the Company's audited consolidated financial statements for the year ended May 31, 2025, with exception to the new accounting policies adopted by the Company discussed below.

# Pinetown Ventures Corp. (formerly Orion Nutraceuticals Inc.)

Notes to the Condensed Interim Consolidated Financial Statements

(Expressed in Canadian dollars)

(Unaudited – prepared by Management)

For the period ended August 31, 2025 and 2024

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The preparation of condensed interim consolidated financial statements requires that the Company's management make judgments 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 future outcomes could differ from present estimates and judgments, potentially having material future effects on the Company's condensed interim consolidated 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. The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of income and expenses during the reporting period. The preparation of the financial statements also requires management to exercise judgement in the process of applying the accounting policies.

## New or revised accounting 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 consolidated financial statements.

## 3. RELATED PARTY TRANSACTIONS AND BALANCES

The Company defines key management as directors and officers of the Company.

The following are the transactions with related parties during the period ended August 31, 2025 and August 31, 2024 respectively:

	August 31, 2025	August 31, 2024
	\$	\$
Management fees paid or accrued to the CEO	-	2,100
Total	-	2,100

All related party transactions are in the normal course of operations and have been measured at the agreed to amount, which is the amount of consideration established and agreed to by the related parties.

At August 31, 2025, the Company owes \$401,250 (May 31, 2025 – \$401,250) directly or to companies controlled by former key management personnel, which is included in accrued liabilities. At August 31, 2025, the Company owes \$44,905 (May 31, 2025 – \$44,905) directly to former key management personnel, which is included in loans payable (Note 6). These amounts are unsecured, non-interest bearing and due on demand.

# Pinetown Ventures Corp. (formerly Orion Nutraceuticals Inc.)

Notes to the Condensed Interim Consolidated Financial Statements

(Expressed in Canadian dollars)

(Unaudited – prepared by Management)

For the period ended August 31, 2025 and 2024

## 4. LOANS PAYABLE

	Loans	Related Party Loans	Total
	\$	\$	\$
<b>Balance, May 31, 2024</b>	<b>37,333</b>	<b>44,905</b>	<b>82,238</b>
Repayments	(37,333)	-	(37,333)
<b>Balance, May 31, 2025 and August 31, 2025</b>	<b>-</b>	<b>44,905</b>	<b>44,905</b>

During the period ended August 31, 2025, the Company received loans of \$nil (2024 - \$19,662) and repaid loans of \$nil (2024 - \$27,757).

The Company has loan balances of \$44,905 owing as of August 31, 2025 (May 31, 2025 – \$44,905), of which \$44,905 (May 31, 2025 – \$44,905) is payable to former key management personnel (Note 5). The loans are unsecured, non-interest bearing and due on demand.

## 5. SHARE CAPITAL AND RESERVES

Authorized: Unlimited common shares without par value.

Issued and Outstanding:

### For the period ended August 31, 2025:

No capital activity during the period ended August 31, 2025.

### For the period ended August 31, 2024:

No capital activity during the period ended August 31, 2024.

### Options and Share Purchase Warrants

The Company has no outstanding options and warrants as at August 31, 2025 and May 31, 2025.

On September 9, 2025, the Company consolidated its shares on a twenty-five (25) pre-consolidated to one (1) post-consolidation share basis. These consolidated financial statements reflect the post-consolidated shares.

## 6. CAPITAL MANAGEMENT

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern in order to carry out its business plan and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk.

The Company depends on external financing to fund its activities. The capital structure of the Company consists of common shares. 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 the capital structure, the Company may attempt to issue new shares, acquire or dispose of assets or adjust the amount of cash.

There were no changes in the Company's approach to capital management during the period. There are no externally imposed capital requirements.

# Pinetown Ventures Corp. (formerly Orion Nutraceuticals Inc.)

Notes to the Condensed Interim Consolidated Financial Statements

(Expressed in Canadian dollars)

(Unaudited – prepared by Management)

For the period ended August 31, 2025 and 2024

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## 7. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

### (a) Fair values

The fair values of cash, loans payable and accounts payable approximate their carrying values due to the short-term to maturities of these financial instruments.

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.

The Company's cash is measured using level 1 input.

### (b) Interest rate risk

Interest rate risk is the risk the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Financial assets and liabilities with variable interest rates expose the Company to cash flow interest rate risk. The Company does not hold any financial liabilities with variable interest rates. The Company does maintain bank accounts which earn interest at variable rates but it does not believe it is currently subject to any significant interest rate risk.

### (c) Liquidity risk

The Company's ability to continue as a going concern is dependent on management's ability to raise required funding through future equity issuances and through short-term borrowing. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments.

### (d) Credit risk

The Company's cash is largely held in large Canadian financial institutions. The Company does not have any asset backed commercial paper. The Company maintains cash deposits with Schedule A financial institution, which from time to time may exceed federally insured limits. The Company has not experienced any significant credit losses and believes it is not exposed to any significant credit risk.

### (e) Foreign exchange rate risk

The Company's functional currency is the Canadian dollar and major purchases are transacted in Canadian dollars. Management believes the foreign exchange risk derived from currency conversions is negligible. The foreign exchange risk is therefore manageable and not significant. The Company does not currently use any derivative instruments to reduce its exposure to fluctuations in foreign exchange rates.