



Realbotix Corp.
(formerly Tokens.com Corp.)

Unaudited Condensed Interim Consolidated Financial Statements

For the three months ended December 31, 2024 and 2023

(Expressed in United States Dollars)

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, Subsection 4.3(3)(a), if an auditor has not performed a review of interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited interim financial statements of Realbotix Corp. (the "Company") have been prepared by and are the responsibility of the Company's management. The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

REALBOTIX CORP. (formerly Tokens.com Corp.)
Unaudited Condensed Consolidated Interim Statements of Financial Position
(Expressed in United States Dollars)

| <i>As at</i> | Note | December 31, 2024 | September 30, 2024 |
|---|------|----------------------|----------------------|
| Assets | | | |
| Current assets | | | |
| Cash | | \$ 930,813 | \$ 1,440,933 |
| Inventories | | 311,128 | 393,650 |
| Accounts receivable and other | | 46,223 | 40,641 |
| Prepaid expenses | | 34,850 | 60,668 |
| | | 1,323,014 | 1,935,892 |
| Non-current assets | | | |
| Digital assets - cryptocurrency | 4 | 9,623,619 | 8,321,899 |
| Intangible assets and goodwill | 5 | 1,345,369 | 1,439,733 |
| Plant and equipment | 6 | 457,176 | 502,125 |
| Total assets | | \$ 12,749,178 | \$ 12,199,649 |
| Liabilities and shareholders' equity | | | |
| Current liabilities | | | |
| Accounts payable and accrued liabilities | 7 | \$ 922,889 | \$ 980,701 |
| Deferred revenue | 8 | 641,703 | 968,287 |
| Lease liabilities | 9 | 226,754 | 226,754 |
| Loans payable | 10 | 435,931 | 513,729 |
| | | 2,227,277 | 2,689,471 |
| Non-current liabilities | | | |
| Lease liabilities | 9 | 174,829 | 223,938 |
| Loans payable | 10 | 1,275,607 | 1,275,607 |
| Total liabilities | | 3,677,713 | 4,189,016 |
| Equity | | | |
| Attributable to owners of the parent | | | |
| Share capital | 11 | 29,350,556 | 29,292,971 |
| Accumulated other comprehensive income | | 119,441 | 119,441 |
| Contributed surplus | | 4,052,821 | 3,967,899 |
| Warrants | | 2,341,859 | 2,341,859 |
| Equity awards issuable | | 421,216 | 421,216 |
| Accumulated deficit | | (27,172,815) | (28,076,007) |
| | | 9,113,079 | 8,067,379 |
| Attributable to non-owners of the parent | | | |
| Non-controlling interest | | (41,614) | (56,746) |
| Total Equity | | 9,071,465 | 8,010,633 |
| Total liabilities and equity | | \$ 12,749,178 | \$ 12,199,649 |

See accompanying notes to the unaudited condensed consolidated interim financial statements.

Approved on behalf of the Board of Directors:

“Andrew Kiguel”

Director

“Jimmy Vaiopoulos”

Director

REALBOTIX CORP. (formerly Tokens.com Corp.)**Unaudited Condensed Consolidated Interim Statements of Income and Comprehensive Income**

(Expressed in United States Dollars, except share amounts)

| <i>For the three months ended</i> | Note | December 31, 2024 | December 31, 2023 |
|--|------|--------------------|---------------------|
| Revenue | | | |
| Product sales | | \$ 815,655 | \$ - |
| Staking rewards | | 42,620 | 165,228 |
| Total revenue | | 858,275 | 165,228 |
| Expenses | | | |
| Operating expenses | 12 | (2,408,879) | (423,242) |
| Gain on disposition of digital assets | 4 | 177,990 | 93,611 |
| Gain on revaluation of digital assets - crypto | 4 | 2,098,656 | 2,622,095 |
| Operating income | | 726,042 | 2,457,692 |
| Foreign exchange gain (loss) | | (17,210) | 3,264 |
| Gain on revaluation of warrant liability | | - | 3,357 |
| Interest expense | | (44,170) | - |
| Interest income | | - | 11,211 |
| Digital asset collateral recovery | 4 | 253,662 | - |
| Income from continuing operations | | 918,324 | 2,475,524 |
| Net loss from discontinued operations | 14 | - | (359,295) |
| Net income and comprehensive income | | \$ 918,324 | \$ 2,116,229 |
| Attributable to: | | | |
| Owners of the parent (continuing operations) | | 903,192 | 2,475,524 |
| Owners of the parent (discontinued operations) | | - | (356,104) |
| Non-controlling interests (continuing operations) | | 15,132 | - |
| Non-controlling interests (discontinued operations) | | - | (3,191) |
| | | 918,324 | 2,116,229 |
| Net income per share | | | |
| Basic and diluted, from continuing operations | | \$ 0.00 | \$ 0.02 |
| Weighted average number of shares outstanding | | | |
| Basic and diluted | | 196,731,927 | 119,761,592 |

See accompanying notes to the unaudited condensed consolidated interim financial statements.

REALBOTIX CORP. (formerly Tokens.com Corp.)
Unaudited Condensed Consolidated Interim Statements of Changes in Equity
(Expressed in United States Dollars, except for share amounts)

| | Number of shares | Share capital | Contributed surplus | Warrants | Equity awards issuable | Accumulated other comprehensive income | Accumulated deficit | Total attributable to owners of parents | Non-controlling interests | Total |
|------------------------------------|---------------------|----------------------|------------------------|-------------|---------------------------|---|------------------------|--|------------------------------|----------------------|
| Balance, September 30, 2023 | 119,761,592 | 24,855,515 | 3,203,749 | - | 369,390 | - | (19,518,759) | 8,909,895 | 12,686 | 8,922,581 |
| Net income | - | - | - | - | - | - | 2,116,229 | 2,116,229 | (3,191) | 2,113,038 |
| Other comprehensive loss | - | - | - | - | - | - | - | - | - | - |
| Total comprehensive loss | - | - | - | - | - | - | 2,116,229 | 2,116,229 | (3,191) | 2,113,038 |
| Other equity movements | | | | | | | | | | |
| Share based payments | - | - | 16,814 | - | - | - | - | 16,814 | - | 16,814 |
| Balance, December 31, 2024 | 119,761,592 | \$ 24,855,515 | \$ 3,220,563 | \$ - | \$ 369,390 | \$ - | \$ (17,402,530) | \$ 11,042,938 | \$ 9,495 | \$ 11,052,433 |

| | Number of shares | Share capital | Contributed surplus | Warrants | Equity awards issuable | Accumulated other comprehensive income | Accumulated deficit | Total attributable to owners of parents | Non-controlling interests | Total |
|------------------------------------|---------------------|----------------------|------------------------|---------------------|---------------------------|---|------------------------|--|------------------------------|---------------------|
| Balance, September 30, 2024 | 195,955,592 | 29,292,971 | 3,967,899 | 2,341,859 | 421,216 | 119,441 | (28,076,007) | 8,067,379 | (56,746) | 8,010,633 |
| Net income | - | - | - | - | - | - | 903,192 | 903,192 | 15,132 | 918,324 |
| Other comprehensive loss | - | - | - | - | - | - | - | - | - | - |
| Total comprehensive loss | - | - | - | - | - | - | 903,192 | 903,192 | 15,132 | 918,324 |
| Other equity movements | | | | | | | | | | |
| Shares issued on exercise of RSUs | 776,335 | 57,585 | - | - | - | - | - | 57,585 | - | 57,585 |
| Share based payments | - | - | 84,922 | - | - | - | - | 84,922 | - | 84,922 |
| Balance, December 31, 2024 | 196,731,927 | \$ 29,350,556 | \$ 4,052,821 | \$ 2,341,859 | \$ 421,216 | \$ 119,441 | \$ (27,172,815) | \$ 9,113,078 | \$ (41,614) | \$ 9,071,464 |

See accompanying notes to the unaudited condensed consolidated interim financial statements.

REALBOTIX CORP. (formerly Tokens.com Corp.)
Unaudited Condensed Consolidated Interim Statements of Cash Flows
(Expressed in United States Dollars)

| <i>For the three months ended December 31</i> | Note | 2024 | 2023 |
|--|------|-------------------|---------------------|
| Cash provided by (used in): | | | |
| Operating activities: | | | |
| Income from continuing operations | | \$ 918,324 | \$ 2,475,524 |
| Change in non-cash operating items: | | | |
| Staking revenue | | (42,620) | (165,228) |
| Gain on sale of digital assets | 4 | (177,990) | (93,611) |
| Gain on revaluation of digital assets | 4 | (2,098,656) | (2,622,095) |
| Share based payments | | 368,580 | 71,853 |
| Digital asset collateral recovery | 4 | (69,858) | - |
| Amortization and depreciation | | 139,313 | - |
| Foreign exchange loss (gain) | | 17,210 | (3,201) |
| | | (945,696) | (340,115) |
| Net change in working capital | 13 | (669,858) | (104,097) |
| Net cash used in operating activities from continuing operations | | (1,615,554) | (444,212) |
| Net cash used in operating activities from discontinued operations | 14 | - | (470,591) |
| Investing activities | | | |
| Sales of digital assets | 4 | 1,087,404 | 402,776 |
| Recovery of digital assets collateral | 4 | 183,804 | - |
| Net cash provided by investing activities from continuing operations | | 1,271,208 | 402,776 |
| Financing activities | | | |
| Payment of lease obligations | | (58,466) | - |
| Payment of loan payable | | (107,308) | - |
| Net cash used in financing activities | | (165,774) | - |
| Decrease in cash from continuing operations | | (510,120) | (41,436) |
| Decrease in cash from discontinued operations | | - | (470,591) |
| Cash, beginning of period | | 1,440,933 | 3,490,634 |
| Cash, end of period | | \$ 930,813 | \$ 2,978,607 |

See accompanying notes to the unaudited condensed consolidated interim financial statements.

REALBOTIX CORP. (formerly Tokens.com Corp.)

Notes to Unaudited Condensed Consolidated Interim Financial Statements

For the three months ended December 31, 2024 and 2023

(Expressed in United States Dollars)

1. NATURE OF OPERATIONS

Realbotix Corp. (the “Company” or “Realbotix”) was incorporated on April 7, 1998, under the laws of British Columbia. The registered office is located at 40 Temperance St, Suite 3200, Toronto, Ontario, M5H 0B4. The Company’s common shares are traded on the TSX Venture Exchange under the symbol “XBOT”, the OTCQB Exchange under the symbol “XBOTF” and the Frankfurt Exchange under the symbol “76MF”.

The Company creates customizable, full-bodied, human-like robots with Artificial Intelligence (“AI”) integration that improve the human experience through learning, connection, and play. The Company also operates the technology that secures next generation blockchain networks through Proof-of-Stake technology that supports the growth of decentralized finance applications, which are built on top of blockchains.

On July 9, 2024, the Company completed its corporate rebranding and officially changed its name from previously Tokens.com to Realbotix.

2. STATEMENT OF COMPLIANCE AND BASIS OF PRESENTATION**a) Statement of Compliance**

These unaudited condensed consolidated financial statements (“interim financial statements”) have been prepared in accordance with IFRS Accounting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) applicable to the preparation of interim financial statements, including IAS 34, Interim Financial Reporting (“IAS 34”). These interim consolidated financial statements are in compliant with IAS 34 and do not include all of the information required for full annual financial statements.

These interim financial statements should be read in conjunction with the Company’s annual financial statements for the year ending September 30, 2024.

These interim financial statements were approved and authorized for issue by the Board of Directors on February 13, 2025.

b) Basis of Presentation

These interim financial statements have been prepared on a historical cost basis, except for items that IFRS requires to be carried at fair value. All amounts are presented in United States Dollars (“USD”), unless otherwise stated.

These interim financial statements were prepared on a going concern basis. The going concern basis assumes that the Company will continue to operate for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business.

The Company operates in a nascent industry for which the long-term viability remains to be demonstrated. The ability of the Company to achieve profitable operations in this industry over the long-term is uncertain and depends on the wide-range adoption and acceptance of AI-powered humanoid robots in niche markets such as entertainment, hospitality, care, and households.

The Company has incurred significant operating losses and negative cash flow from operations in recent years. Whether and when the Company can attain profitability and positive cash flows is uncertain. These events and conditions indicate that material uncertainties exist that may cast significant doubt upon the Company’s ability to continue as a going concern.

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These interim financial statements do not reflect adjustments that would be necessary if the going concern basis was not appropriate. Consequently, adjustments would then be necessary to the carrying value of assets and liabilities, the reported revenues and expenses and their classifications. Such adjustments, if required, could be material.

c) Functional and presentation currency

Items included in the interim financial statements of the Company and its subsidiaries are measured using the currency of the primary economic environment in which the entity operates. These interim financial statements have been prepared in USD, which is the functional and presentation currency for the Company and all of its subsidiaries.

d) Uses of estimates and judgements

The preparation of these interim financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and the reported amounts of revenue and expenses. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the year in which the estimate is revised if the revision affects only that year, or in the year of the revision and future years if the revision affects both current and future years. Although these estimates are based on management's best knowledge of the current events and actions that the Company may undertake in the future, actual results may differ from these estimates.

Significant judgements

Critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the interim financial statements include the following:

- i. Functional currency - The functional currency of the Company has been assessed by management as USD based on consideration of the currency and economic factors that primarily influence the Company's digital assets, revenues and operating costs, financing, and related transactions. Specifically, the Company considers the currencies in which digital assets are most commonly denominated and expenses are settled by each entity as well as the currency in which each entity receives or raises financing. Changes to these factors may have an impact on the judgment applied in the determination of the Company's functional currency.
- ii. Digital assets - Digital assets are considered to be identifiable non-monetary assets without physical substance. Management has determined that the digital assets should be accounted for as intangible assets in accordance with IAS 38 Intangible Assets.

Use of estimates

- i. Digital assets - Cryptocurrency denominated assets are carried at their fair market value determined by the spot rate based on the hourly volume weighted average from www.coinmarketcap.com. The digital currency market is still a new and highly volatile; historical prices are not necessarily indicative of future value; a significant change in the market prices for digital assets would have a significant impact on the Company's earnings and financial position. Digital currency prices are affected by various forces including global supply and demand, interest rates, exchange rates, inflation or deflation and the global political and economic conditions. A decline in the market prices for digital assets could negatively impact the Company's future operations. The Company has not hedged the conversion of any of its cryptocurrency denominated digital assets.
- ii. Digital assets - Non-fungible tokens denominated assets are carried at their cost less any accumulated amortization and impairment losses. Management uses estimates of similar digital properties to evaluate whether there is any impairment to these assets that require recording.

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- iii. Share-based compensation - The Company utilizes the Black-Scholes Option Pricing Model (“Black Scholes”) method to estimate the fair value of stock options granted to directors, employees, and consultants. The use of Black Scholes requires management to make various estimates and assumptions that impact the value assigned to the stock options including the forecast future volatility of the stock price, the risk-free interest rate, dividend yield and the expected life of the stock options. Any changes in these assumptions could have a material impact on the share-based compensation calculation value. The most significant estimate is the volatility. Expected future volatility can be difficult to estimate as the Company has a limited history and is in a unique industry, and historical volatility is not necessarily indicative of future volatility.

3. MATERIAL ACCOUNTING POLICIES

No significant changes in accounting policies occurred during the interim period. The company continues to apply the same policies as disclosed in the audited annual financial statements for the fiscal year ended September 30, 2024.

4. DIGITAL ASSETS – CRYPTOCURRENCY

Details of the Company’s holdings of digital assets consisted of:

| Cryptocurrency | December 31, 2024 | | September 30, 2024 | |
|-------------------------|-------------------|--------------|--------------------|--------------|
| | Holdings | Fair Value | Holdings | Fair Value |
| Ethereum ⁽ⁱ⁾ | 2,885 | \$ 9,613,210 | 3,047 | \$ 7,933,177 |
| Polkadot | - | - | 87,430 | 380,649 |
| Solana ⁽ⁱ⁾ | 55 | 10,409 | 55 | 8,073 |
| | | \$ 9,623,619 | | \$ 8,321,899 |

- (i) As at December 31, 2024, the Company staked 1,824 Ethereum (September 30, 2023 – 1,824 Ethereum).

Digital asset activities have consisted of:

| | Cryptocurrency | NFT's | Total |
|--|---------------------|-------------------|---------------------|
| Balance, September 30, 2023 | \$ 5,783,233 | \$ 220,047 | |
| Digital assets earned from staking and services | 369,932 | - | 369,932 |
| Digital assets sold | (1,324,353) | (220,047) | (1,544,400) |
| Digital assets received from Genesis | 564,082 | - | 564,082 |
| Loss on disposal | (231,091) | - | (231,091) |
| Revaluation of digital assets | 3,160,096 | - | 3,160,096 |
| Balance, September 30, 2024 | 8,321,899 | - | |
| Digital assets earned from staking and services ⁽ⁱ⁾ | 42,620 | - | 42,620 |
| Digital assets sold ⁽ⁱⁱ⁾ | (1,087,404) | - | (1,087,404) |
| Digital assets received from Genesis ⁽ⁱⁱⁱ⁾ | 69,858 | - | 69,858 |
| Gain on disposal ⁽ⁱⁱ⁾ | 177,990 | - | 177,990 |
| Revaluation of digital assets ^(iv) | 2,098,656 | - | 2,098,656 |
| Balance, December 31, 2024 | \$ 9,623,619 | - | \$ 9,623,619 |

- (i) During the three months ended December 31, 2024, the Company earned \$42,620 in staking revenue (three months ended December 31, 2023 - \$165,228).

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(ii) During the three months ended December 31, 2024, the Company sold digital assets for considerations totaling \$1,087,404 (three months ended December 31, 2023 - \$402,776) and recorded a realized gain of \$177,990 (three months ended December 31, 2023 – gain of \$93,611).

(iii) During the three months ended December 31, 2024, the Company received 23.6 Ethereum from Genesis’s restructuring plan. As the Company had previously written off all collaterals held by Genesis, the Company recorded a gain of \$69,858 for the three months ended December 31, 2024 (three months ended December 31, 2023 - \$nil), presented in profit and loss as digital asset collateral recovery. Additionally, the Company received \$183,804 in cash from Genesis as payments for its Solana claim.

(iv) Cryptocurrencies held are revalued at each reporting period based on the fair market value on the reporting date. As at December 31, 2024, based on the price of cryptocurrencies, the total revaluation is a gain of \$2,098,656 (three months ended December 31, 2023 – gain of \$2,622,095).

5. INTANGIBLE ASSETS

| | Intellectual Property ⁽¹⁾ | Goodwill | Total |
|-----------------------------------|---|-------------|---------------------|
| Gross carrying amount | | | |
| Balance, September 30, 2023 | \$ - | \$ - | - |
| Addition | 2,233,603 | 6,293,950 | 8,527,553 |
| Amortization | (310,618) | - | (310,618) |
| Impairment | (483,252) | (6,293,950) | (6,777,202) |
| Balance, September 30, 2023 | 1,439,733 | - | 1,439,733 |
| Amortization | (94,364) | - | (94,364) |
| Balance, December 31, 2024 | \$ 1,345,369 | \$ - | \$ 1,345,369 |

(1) Intellectual properties acquired from Simulacra, including its robotics, AI software, and proprietary silicone formula. The below table includes information of these intangibles:

| Category | December 31, 2024 | | | |
|---------------------------------|---------------------|-----------------------------|-------------------|---------------------|
| | Cost | Accumulated amortization | Impairment | Net book value |
| Silicone Formula ⁽ⁱ⁾ | \$ 1,205,074 | \$ 121,215 | \$ - | \$ 1,083,859 |
| Robotic & AI ⁽ⁱⁱ⁾ | 1,028,529 | 283,767 | 483,252 | 261,510 |
| | \$ 2,233,603 | \$ 404,982 | \$ 483,252 | \$ 1,345,369 |

- i. The silicone formula intangible has a useful life of 7 years and is amortized on a straight-line basis over its useful life.
- ii. The robotics & AI intangible has a useful life of 2 years and is amortized on a straight-line basis over its useful life.

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6. PLANT AND EQUIPMENT

| | Hardware | Right-of-use assets ⁽¹⁾ | Total |
|--|-----------|---------------------------------------|------------|
| Cost | | | |
| As at October 1, 2023 | \$ - | \$ - | - |
| Additions | 53,254 | 538,769 | 592,023 |
| As at September 30, 2024 and December 31, 2024 | \$ 53,254 | \$ 538,769 | \$ 592,023 |
| Accumulated Depreciation | | | |
| As at October 1, 2023 | \$ - | \$ - | - |
| Depreciation | 9,417 | 80,481 | 89,898 |
| As at September 30, 2024 | \$ 9,417 | \$ 80,481 | \$ 89,898 |
| Depreciation | 4,710 | 40,240 | 44,950 |
| As at December 31, 2024 | \$ 14,127 | \$ 120,721 | \$ 134,847 |
| Net Book Value, September 30, 2024 | \$ 43,837 | \$ 458,288 | \$ 502,125 |
| Net Book Value, December 31, 2024 | \$ 39,128 | \$ 418,048 | \$ 457,176 |

(1) The right-of-use assets (ROUs) comprise of the following leases. For each of the leases, a ROU asset and related lease liability had been recognized. See Note 9 for the related lease liabilities.

- a. A 5-year and 2-month lease with California Property Investors, LLC commencing on June 1, 2021, and has the following rent schedule:
 - i. Month 1 – 12: \$11,657 per month
 - ii. Month 13 – 24: \$12,007 per month
 - iii. Month 25 – 36: \$12,367 per month
 - iv. Month 37 – 48: \$12,738 per month
 - v. Month 49 – 60: \$13,120 per month
 - vi. Month 61 – 62: \$13,514 per month
- b. A 5-year lease with Matthew McMullen, a related party, commencing on October 1, 2021, with payment of \$6,000 per month, subject to a 3% annual increase effective October 1, 2023.
- c. A 60-month equipment lease with Providence Capital Funding Inc., commencing on October 14, 2021, with monthly payment of \$2,307.79.

7. ACCOUNTS PAYABLE, ACCRUED LIABILITIES

| | December 31, 2024 | September 30, 2024 |
|--|-------------------|--------------------|
| Accounts payable and accrued liabilities | \$ 438,285 | \$ 719,170 |
| DSU liability | 484,604 | 261,531 |
| | \$ 922,889 | \$ 980,701 |

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Notes to Unaudited Condensed Consolidated Interim Financial Statements

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8. DEFERRED REVENUE

| <i>For the three months ended December 31</i> | 2024 | | 2023 |
|---|-------------|----------------|-------------|
| Opening balance | \$ | 968,287 | \$ - |
| Additions | | 378,289 | - |
| Revenue recognized | | (697,641) | - |
| Refunds | | (7,232) | - |
| Ending balance | \$ | 641,703 | \$ - |

The Company expects to realize deferred revenue over the next 12 months. The company has elected to use the practical expedient in IFRS 15.121 and has not disclosed the transaction price allocated to unsatisfied or partially satisfied performance obligations when the original expected contract duration is one year or less.

9. LEASE LIABILITIES

Lease liabilities activities comprise of the following. See Note 6 for more details on the leases.

| <i>For the three months ended December 31</i> | 2024 | | 2023 |
|---|-------------|----------------|-------------|
| Opening balance | \$ | 450,692 | \$ - |
| Payment of lease obligations | | (58,466) | - |
| Interest expense | | 9,357 | - |
| Ending balance | \$ | 401,583 | \$ - |
| Current lease liabilities | | 226,754 | - |
| Non-current lease liabilities | | 174,829 | - |
| Total lease liabilities | \$ | 401,583 | \$ - |

10. LOANS PAYABLE

As of December 31, 2024, the Company has the following loans payable:

| <i>As at</i> | December 31, 2024 | | September 30, 2024 |
|---------------------|--------------------------|------------------|---------------------|
| Current portion | \$ | 435,931 | \$ 513,729 |
| Non-current portion | | 1,275,607 | 1,275,607 |
| | \$ | 1,711,538 | \$ 1,789,336 |

- A promissory note between Simulacra and Shrike Holdings, Inc. (“Shrike”), an arms-length party, in the amount of \$150,000 incurring interest of 5.5% per annum. The note was due in full on September 21, 2024, and extended to March 21, 2025. For the three months ended December 31, 2024, the Company incurred \$2,079 in interest expense, which remains payable. As of December 31, 2024, the loan has a carrying amount of \$161,266, including the principal and unpaid interest.
- A factoring loan agreement with Fora Financial Advance, LLC (“Fora”), entered into on December 14, 2023, whereas \$284,000 of future sales are committed for a cash loan of \$200,000, net of fees of \$6,000. As of September 30, 2024, the loan had a fair value of \$165,475. For the three months ended December 31, 2024, the Company incurred \$3,414 in interest expense and made total payments of \$34,651 against the principal and any accrued interest. As of December 31, 2024, the loan had a fair value of \$134,238.

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- A vehicle purchase loan with Team Ford LLC, entered into on October 5, 2021, for \$64,489 incurring interest of 5.69% per annum. On September 30, 2024, the loan had a fair value of \$36,797. For the three months ended December 31, 2024, the Company incurred \$528 in interest expense and made total payments of \$2,960 against the principal and any accrued interest. As at December 31, 2024, the loan had a fair value of \$34,365.
- A settlement agreement between Simulacra and Prime Victor International Limited (“PVI”), an arms-length party. The loan carries an interest of 8% and a payment of \$25,000 is required monthly to apply against the principal and any accrued interest. For the three months ended December 31, 2024, the Company incurred \$28,792 in interest expense and made interest and principal payments totaling \$75,000. As of December 31, 2024, the loan has a fair value of \$1,381,669, which is comprised of a current portion of \$164,012, and a non-current portion of \$1,217,657.

11. EQUITY**a) Authorized Share Capital**

Authorized share capital consists of an unlimited number of voting common shares without par value and an unlimited number of preferred shares, issuable in series. All issued shares are fully paid. No dividends have been paid or declared by the Company since inception.

b) Common shares

| | Number of shares | | Amount |
|---|--------------------|-----------|-------------------|
| Balance, September 30, 2023 | 119,761,592 | \$ | 24,855,515 |
| Shares issued on vesting of RSUs | 1,194,000 | | 128,744 |
| Shares issued for investment | 75,000,000 | | 4,308,712 |
| Balance, September 30, 2024 | 195,955,592 | \$ | 29,292,971 |
| Shares issued on vesting of RSUs ⁽ⁱ⁾ | 776,335 | | 57,585 |
| Balance, December 31, 2024 | 196,731,927 | \$ | 29,350,556 |

- (i) A total of 776,335 RSU’s were vested and converted to common shares.

c) Stock Options

Details of stock option transactions are as follows:

| Realbotix Corp. | Number of options | Weighted average exercise price of options |
|---|-------------------|--|
| Outstanding, September 30, 2023 | 932,450 | \$ 0.20 |
| Granted | 9,749,999 | 0.14 |
| Cancelled | (112,500) | (0.33) |
| Outstanding, September 30, 2024, and December 31, 2024 | 10,569,949 | \$ 0.15 |

The following table summarizes the information regarding Realbotix stock options outstanding as at September, 2024:

| Exercise price per share | Number outstanding | Number exercisable | Weighted average life |
|--------------------------|--------------------|--------------------|-----------------------|
| \$0.15 | 7,499,999 | 7,499,999 | 9.30 |

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Notes to Unaudited Condensed Consolidated Interim Financial Statements

For the three months ended December 31, 2024 and 2023

(Expressed in United States Dollars)

| | | | |
|--------|------------|-----------|------|
| \$0.13 | 1,250,000 | 833,333 | 4.13 |
| \$0.09 | 1,000,000 | 333,334 | 4.00 |
| \$0.33 | 350,000 | 350,000 | 2.55 |
| \$0.08 | 469,950 | 469,950 | 5.93 |
| | 10,569,949 | 9,486,616 | 8.07 |

As at December 31, 2024, the Company has an obligation to issue 2,575,573 options pursuant to the Metaverse Group acquisition (September 30, 2024 – 2,575,573). For the three months ended December 31, 2024, the Company recorded share-based compensation expense of \$22,473 (three months ended December 31, 2023 - \$16,814) pertaining to stock options.

d) Deferred Share Units (“DSU’s”)

For the three months ended December 31, 2024, the Company recorded share-based compensation expense of \$226,073 related to DSU’s (three months ended December 31, 2023 – expense of \$55,039).

As at December 31, 2024, the Company had a total of 3,482,576 DSU’s (September 30, 2024 – 3,482,576 DSU’s) outstanding and had recorded a liability at fair value of \$484,604 (September 30, 2024 - \$261,531) related to DSU’s included within accounts payable and accrued liabilities.

e) RSUs

During the three months ended December 31, 2024, the Company issued 4,267,171 RSUs to certain officers and directors of the Company and recorded share-based compensation of \$144,856. Of these RSUs, 776,335 were vested and converted to common shares.

As at September 30, 2024, the Company had 3,490,836 RSUs issued and outstanding (September 30, 2024 – nil).

12. OPERATING EXPENSES

| <i>For the three months ended December 31</i> | | 2024 | | 2023 |
|---|-----------|------------------|-----------|----------------|
| Cost of revenue - product sales | \$ | 459,950 | \$ | - |
| Management fees and salaries | | 217,718 | | 117,024 |
| Amortization and depreciation | | 139,313 | | - |
| General and administrative | | 412,281 | | 69,438 |
| Research and development | | 219,528 | | - |
| Professional fees | | 297,048 | | 126,902 |
| Marketing and investor relations | | 256,101 | | 29,111 |
| Regulatory | | 38,359 | | 8,913 |
| Share-based payments | | 368,580 | | 71,853 |
| Total operating expenses | \$ | 2,408,879 | \$ | 423,242 |

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For the three months ended December 31, 2024 and 2023

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13. SUPPLEMENTARY CASH FLOW INFORMATION

| <i>For the three months ended December 31</i> | 2024 | 2023 |
|---|---------------------|---------------------|
| Accounts receivable | \$ (5,582) | \$ - |
| Inventory | 82,522 | - |
| Prepaid expenses | 25,818 | 61,113 |
| Accounts payable and accrued liabilities | (446,032) | (165,210) |
| Deferred revenue | (326,584) | - |
| | \$ (669,858) | \$ (104,097) |

14. DISCONTINUED OPERATIONS

The Company discontinued its operations in Metaverse Group and Hulk Labs during the year ended September 30, 2024, and the following summarizes the net income and cash flows from discontinued operations for the respective periods for the three months ended December 31, 2023.

The discontinued operations have no impact on the Company's operations for the three months ended December 31, 2024.

| <i>For the three months ended</i> | December 31, 2024 | December 31, 2023 |
|--|--------------------------|---------------------|
| Revenue | \$ - | \$ 53,646 |
| Expenses | | |
| Cost of sales | - | 21,930 |
| General and administrative | - | 410,493 |
| Other loss (gain) | - | (19,482) |
| Total expenses | - | 412,941 |
| Net loss from discontinued operations | \$ - | \$ (359,295) |

| <i>For the three months ended</i> | December 31, 2024 | December 31, 2023 |
|--|--------------------------|---------------------|
| Operating activities | | |
| Net loss from discontinued operations | \$ - | \$ (359,295) |
| Net change in working capital | - | (111,296) |
| Net cash used in operating activities | - | (470,591) |
| Decrease in cash from discontinued operations | \$ - | \$ (470,591) |