
Icarus Capital Corp.

Interim Consolidated Financial Statements

(Unaudited)

For the three months and nine months periods ended

September 30, 2025 and 2024

(The accompanying notes are an integral part of these unaudited consolidated financial statements)

NOTICE OF NO AUDITOR REVIEW

Under National Instrument 51-102, part 4, subsection 4.3(3)(a); if an auditor has not performed a review of the interim Consolidated Financial Statements, they must be accompanied by a notice indicating that the Consolidated Financial Statements have not been reviewed by an auditor.

The accompanying unaudited interim Consolidated Financial Statements of 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 Consolidated Financial Statements in accordance with the standards established by the Canadian Institute of Chartered Accountants for a review of interim Consolidated Financial Statements by the entity's auditors.

(The accompanying notes are an integral part of these unaudited consolidated financial statements)

Icarus Capital Corp.

Consolidated Statement of Financial Position

(Expressed in Canadian Dollars)

(The accompanying notes are an integral part of these unaudited consolidated financial statements)

Icarus Capital Corp.

Consolidated Statement of Financial Position

(Expressed in Canadian Dollars)

| | September 30, 2025 | December 31, 2024 |
|--|-----------------------|----------------------|
| Notes | \$ | \$ |
| ASSETS | | |
| Current Assets | | |
| Cash | 87,962 | 51,500 |
| Trade and other receivables | 7,168 | 29,618 |
| Inventory | 10,472 | 12,273 |
| Prepaid expenses and deposits | 10,500 | 10,500 |
| | <u>116,102</u> | <u>103,891</u> |
| Intangible assets | 32,917 | 41,167 |
| Property, plant and equipment | <u>224,887</u> | <u>271,916</u> |
| | 373,906 | 416,974 |
| LIABILITIES | | |
| Current liabilities | | |
| Bank indebtedness | - | 35,118 |
| Accounts payable and accrued liabilities | 85,898 | 104,116 |
| Indirect taxes payable | 14,722 | 7,760 |
| Income taxes payable | 1,166 | 1,166 |
| Shareholder loans | 47,891 | 57,000 |
| Current portion of lease liability | 56,374 | 59,163 |
| Current portion of long-term debt | 5 <u>153,684</u> | <u>118,967</u> |
| | 359,735 | 383,290 |
| Lease liabilities | 173,164 | 214,526 |
| Long-term debt | <u>175,720</u> | <u>229,855</u> |
| | 708,619 | 827,671 |
| EQUITY | | |
| Shareholder capital | 4(a) 569,524 | 389,342 |
| Shares to be issued | - | 19,000 |
| Warrants | 4(c) 33,048 | 19,480 |
| Contributed surplus | 57,321 | 57,321 |
| Deficit | <u>(994,606)</u> | <u>(895,840)</u> |
| | <u>(334,713)</u> | <u>(410,697)</u> |
| | 373,906 | 416,974 |

Nature of operations and going concern (Note 1)

Approved on behalf of the Board of Directors on November 28, 2025:

/s/ "Eric Lapointe"
Eric Lapointe, Director

/s/ "Thomas Bell"
Thomas Bell, Director

(The accompanying notes are an integral part of these unaudited consolidated financial statements)

Icarus Capital Corp.

Consolidated Statement of Financial Position

(Expressed in Canadian Dollars)

| | Notes | For the nine months ended September 30, | | For the three months ended September 30, | |
|--|-------|---|------------------|--|------------------|
| | | 2025 | 2024 | 2025 | 2024 |
| Revenue | | | | | |
| Ticket and admissions | | 503,938 | 344,329 | 151,245 | 89,491 |
| Food and beverage | | 431,769 | 425,496 | 117,819 | 104,347 |
| | | <u>935,707</u> | <u>769,825</u> | <u>269,064</u> | <u>193,838</u> |
| Cost of sales | | 578,456 | 501,215 | 153,608 | 144,141 |
| Gross profit | | <u>357,251</u> | <u>268,610</u> | <u>115,456</u> | <u>49,697</u> |
| Operating expenses | | | | | |
| General and administrative | | 366,806 | 432,141 | 145,043 | 130,767 |
| Marketing and business development | | 28,594 | 34,697 | 4,367 | 15,481 |
| | | <u>395,400</u> | <u>466,838</u> | <u>149,410</u> | <u>146,248</u> |
| Other items | | | | | |
| Other income | | - | (20,000) | - | - |
| Finance expense | | 60,617 | 30,911 | 17,803 | 12,317 |
| Net other items | | <u>60,617</u> | <u>10,911</u> | <u>17,803</u> | <u>12,317</u> |
| Net loss and comprehensive loss | | <u>(98,766)</u> | <u>(209,139)</u> | <u>(51,757)</u> | <u>(108,868)</u> |

(The accompanying notes are an integral part of these unaudited consolidated financial statements)

Icarus Capital Corp.

Consolidated Statement of Financial Position

(Expressed in Canadian Dollars)

(The accompanying notes are an integral part of these unaudited consolidated financial statements)

Icarus Capital Corp.

Consolidated Statements of Changes in Shareholders' Equity

(Expressed in Canadian Dollars)

| | Share | Shares to | Contributed | | | | |
|------------------------------------|-------|-----------|-------------|----------|---------|-----------|-----------|
| | Notes | Capital | be Issued | Warrants | Surplus | Deficit | Total |
| Balance - January 1, 2025 | 4(a) | 389,342 | 19,000 | 19,480 | 57,321 | (895,840) | (410,697) |
| Cash raised on private placement | | - | 5,000 | - | - | - | 5,000 |
| Shares issued on private placement | 4(a) | 180,182 | (24,000) | 13,568 | - | - | 169,750 |
| Net loss and comprehensive loss | | - | - | - | - | (98,766) | (98,766) |
| Balance - June 30, 2025 | | 569,524 | - | 33,048 | 57,321 | (994,606) | (334,713) |
| Balance - January 1, 2024 | | 382,342 | - | 19,480 | 53,779 | (360,310) | 95,291 |
| Net loss and comprehensive loss | | - | - | - | - | (104,250) | (104,250) |
| Balance - June 30, 2024 | | 382,342 | - | 19,480 | 53,779 | (464,560) | (8,959) |

(The accompanying notes are an integral part of these unaudited consolidated financial statements)

Icarus Capital Corp.

Consolidated Statements of Changes in Shareholders' Equity

(Expressed in Canadian Dollars)

| | 2025 | 2024 |
|---|-----------------|-----------------|
| Notes | \$ | \$ |
| Cash provided by (used in): | | |
| Operating activities: | | |
| Net income (loss) | (98,766) | (104,250) |
| Adjustments for: | | |
| Other income | - | (20,000) |
| Amortization | 55,279 | 70,362 |
| Non-cash finance expense | 38,061 | - |
| Interest paid on long-term debt | 21,912 | - |
| | <u>16,486</u> | <u>(53,888)</u> |
| Net change in non-cash working capital | <u>12,995</u> | <u>(17,248)</u> |
| | <u>29,481</u> | <u>(71,136)</u> |
| Financing activities: | | |
| Issue of shares and warrants net of issuance costs | 4(a, c) 174,750 | - |
| Due to related parties | (9,109) | 45,000 |
| Interest paid on long-term debt | (21,912) | - |
| Bank indebtedness | (35,118) | - |
| Lease liability repaid | (51,768) | - |
| Repayment of long-term debt | (49,862) | (57,148) |
| | <u>6,981</u> | <u>(12,148)</u> |
| Increase (decrease) in cash and cash equivalents | 36,462 | (83,284) |
| Cash and cash equivalents - Beginning of year | <u>51,500</u> | <u>239,135</u> |
| Cash and cash equivalents - End of year | <u>87,962</u> | <u>155,851</u> |

(The accompanying notes are an integral part of these unaudited consolidated financial statements)

Icarus Capital Corp.

Notes to Consolidated Financial Statements

For the Three and Nine Months Ended September 30, 2025

(Expressed in Canadian Dollars)

1. Nature of operations and going concern

Icarus Capital Corp. (the “Company”) was incorporated under the Business Corporations Act (British Columbia) on February 2, 2021. The Company, through its wholly owned subsidiary 1401935 Alberta Ltd. (“YYC”), operates a Yuk Yuk’s franchise comedy club in the Elbow River Casino in Calgary, Alberta. On September 29, 2023, the Company acquired YYC as part of its qualifying transaction.

The Company acquired Yuischi Inc. (“YYS”) on July 1, 2024. YYS promotes and operates pop-up comedy shows across British Columbia and Alberta, including a hybrid-format Yuk Yuk’s Surrey club located at Elements Casino in Surrey, British Columbia.

The Company’s shares trade on the TSX Venture Exchange under the trading symbol “ICRS”.

These consolidated interim 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. Should the Company be unable to continue as a going concern, it may be unable to realize the carrying value of its assets and to meet its liabilities as they become due. For the period ended September 30, 2025, the Company had realized a net loss from operations of \$98,766 (2024 - \$209,139) and has an accumulated deficit of \$994,606 (2024 - \$895,840). The Company’s ongoing operations and ability to continue as a going concern are dependent the performance of its operating subsidiaries, successful integration of YYS’s operations, and the ability to secure additional financing. Additional capital may be sought from existing shareholders and creditors and from the sale of additional common shares or other equity or debt instruments. While management is actively exploring financing options and operating improvements, there can be no assurance that such efforts will be successful. These uncertainties cast significant doubt upon the Company’s ability to continue as a going concern. Should the Company not be able to continue as a going concern, adjustments to the recorded amount and classifications of assets, liabilities and expenses will be required. Such adjustments could be material.

The head office of the Company is located at #404-1688 152nd Street, Surrey BC, V4A 4N2.

2. Basis of presentation

These consolidated financial statements are prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (“IASB”) and interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”).

These consolidated financial statements were approved by the Board of Directors for issue on November 28, 2025.

(The accompanying notes are an integral part of these unaudited consolidated financial statements)

3. Material accounting policies

There were no new or amended International Financial Reporting standards or interpretations that required adoption by the Company during the quarter.

4. Shareholders' equity

a) Share capital

Unlimited number of Class A common, voting shares

Issued and outstanding

| | 2025 | | 2024 | |
|---|-----------|---------|-----------|---------|
| | # | \$ | # | \$ |
| Opening balance at January 1 | 6,567,827 | 389,342 | 6,367,827 | 382,342 |
| Shares issued for rights to theatre shows | - | - | 200,000 | 7,000 |
| Shares issued in private placement | 2,010,000 | 180,182 | - | - |
| Closing balance at June 30 | 8,577,827 | 569,524 | 6,567,827 | 389,342 |

b) Stock option plan

The Company has established a rolling share option plan (the "Plan") in which the maximum number of common shares which can be reserved for issuance under the Plan which is 10% of the issued and outstanding shares of the Company. The minimum exercise price of the options is set at the Company's closing share price on the day before the grant date, less allowable discounts. Options granted may be subject to vesting provisions as determined by the Board of Directors and have a maximum term of ten years.

In accordance with the Company's stock option plan, 200,000 unexercised options expired on April 23, 2025.

c) Warrants

The Company completed a private placement on June 5, 2025, under which 2,010,000 Units were issued at a price of \$0.10 per Unit for gross proceeds of \$201,000. Each Unit was comprised of one (1) common share and one half (1/2) common share purchase warrant. Each full warrant entitles the holder to purchase one (1) additional common share at a price of \$0.10 per common share for a period of three (3) years following the date of closing. Issuance cost of \$7,250 resulted in net proceeds of \$193,750 of which \$13,568 were attributed to warrants.

(The accompanying notes are an integral part of these unaudited consolidated financial statements)

The fair value of the warrants was determined using the Black-Scholes option pricing model, with the following assumptions:

| | |
|---------------------------|---------|
| Dividend Yield | Nil% |
| Expected volatility | 234.25% |
| Risk-free interest rate | 3.25% |
| Expected life of warrants | 3 years |

5. **Long-term debt**

On August 27, 2025, the convertible debenture advanced to the Company by a former officer and director of the Company matured. This individual passed away before exercising his conversion option or requesting repayment of the debenture. The Company has been attempting to communicate with the representatives of the estate to establish if conversion option will be taken or repayment of the debenture will be required. The \$79,000 face value of the convertible debenture and \$15,800 in accrued interest payable is included in long-term debt.