

Anacott Acquisition Corporation

(A Capital Pool Company)

Condensed Consolidated Interim Financial Statements
(Unaudited)

September 30, 2023

Notice of No Auditor Review

The accompanying unaudited condensed consolidated interim financial statements were prepared by management and approved by the Audit Committee and the Board of Directors.

The Company's independent auditors have not performed a review of these condensed consolidated interim financial statements in accordance with the standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditors.

Anacott Acquisition Corporation

(A Capital Pool Company)

Condensed Consolidated Interim Statements of Financial Position

(Unaudited)

	September 30 2023	December 31 2022
ASSETS		
Current		
Cash	\$ 28,938	\$ 94,688
Prepaid expenses	2,434	910
	\$ 31,372	\$ 95,598
LIABILITIES		
Current		
Accounts payable and accrued liabilities (note 6)	\$ 4,869	\$ 35,242
SHAREHOLDERS' EQUITY		
Share capital (note 5)	227,050	227,050
Share-based payment reserve (note 5)	27,597	27,597
Deficit	(228,144)	(194,291)
	26,503	60,356
	\$ 31,372	\$ 95,598

Nature and continuance of operations (note 1)

The accompanying Notes to the Condensed Consolidated Interim Financial Statements are an integral part of these financial statements

Anacott Acquisition Corporation

(A Capital Pool Company)

Condensed Consolidated Interim Statements of Loss and Comprehensive Loss

(Unaudited)

Nine month periods ended September 30, 2023 and 2022

	For the Three Months Ended September 30		For the Nine Months Ended September 30	
	2023	2022	2023	2022
Expenses				
Bank charges	\$ 22	\$ 23	\$ 62	\$ 74
Office	1,766	-	2,563	561
Professional fees (note 6)	6,378	1,774	11,181	27,397
Regulatory authorities	4,485	1,365	15,023	5,795
Transfer agent	1,622	2,068	5,024	6,258
Loss and comprehensive loss	\$ (14,273)	\$ (5,230)	\$ (33,853)	\$ (40,085)
Loss per share - basic and diluted	\$ -	\$ -	\$ (0.01)	\$ (0.01)
Weighted average number of shares outstanding	4,400,896	4,400,896	4,400,896	4,400,896

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Anacott Acquisition Corporation

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Condensed Consolidated Interim Statements of Changes in Shareholders' Equity

(Unaudited)

Nine month periods ended September 30, 2023 and 2022

	Issued Share	Capital	Share-based	Deficit	Total
	Number	Amount	Payment Reserve		
Balances, December 31, 2021	4,400,896	\$ 227,050	\$ 27,597	\$ (117,418)	\$ 137,229
Loss	-	-	-	(40,085)	(40,085)
Balances, September 30, 2022	4,400,896	227,050	27,597	(157,503)	97,144
Loss	-	-	-	(36,788)	(36,788)
Balances, December 31, 2022	4,400,896	227,050	27,597	(194,291)	60,356
Loss	-	-	-	(33,853)	(33,853)
Balances, September 30, 2023	4,400,896	\$ 227,050	\$ 27,597	\$ (228,144)	\$ 26,503

The accompanying Notes to the Condensed Consolidated Interim Financial Statements are an integral part of these financial statements

Anacott Acquisition Corporation

(A Capital Pool Company)

Condensed Consolidated Interim Statements of Cash Flows

(Unaudited)

Nine month periods ended September 30, 2023 and 2022

	2023	2022
Operating activities		
Loss	\$ (33,853)	\$ (40,085)
Changes in non-cash working capital:		
Prepaid expenses	(1,524)	(2,275)
Accounts payable and accrued liabilities	(30,373)	(46,163)
Net change in cash	(65,750)	(88,523)
Cash, beginning of period	94,688	185,974
Cash, end of period	\$ 28,938	\$ 97,451
Supplemental cash flow information		
Interest received	\$ -	\$ -
Income taxes paid	-	-

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Anacott Acquisition Corporation

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Notes to the Condensed Consolidated Interim Financial Statements

(Unaudited)

September 30, 2023 and 2022

1. Nature and Continuance of Operations

The Company was incorporated on September 24, 2020 under the laws of Canada. The Company's head office is 360 Main Street, Winnipeg, Manitoba, R3C 4G1, Canada.

The Company is a Capital Pool Company as defined in TSX Venture Exchange Policy 2.4, and accordingly its planned principal activity is to use its capital to investigate and acquire a business or group of assets (the "Qualifying Transaction"). The Company has not commenced commercial operations and has no significant assets other than cash. The Company's continuing operations, as intended, are dependent on its ability to secure equity financing with which it intends to identify and evaluate potential Qualifying Transactions, and once identified and evaluated, to negotiate an acquisition thereof or participation therein subject to receipt of regulatory and, if required, shareholder approval.

These condensed 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 meet its obligations in the ordinary course of business. As of September 30, 2023, the Company had working capital of \$26,503 (December 31, 2022 – \$60,356) and an accumulated deficit of \$228,144 (December 31, 2022 – \$194,291). The Company's ability to continue its operations is dependent upon finding and completing a Qualifying Transaction, obtaining additional financing or maintaining continued support from shareholders and creditors and generating profitable operations in the future. The material uncertainty raised by these events and conditions may cast significant doubt about its ability to continue as a going concern. These condensed consolidated interim financial statements do not reflect adjustments for the possible future effect on the recoverability and classification of the assets or the amounts and classification of liabilities that may result from the outcome of this uncertainty. Realization values may be substantially different from carrying values as shown in these condensed consolidated interim financial statements should the Company be unable to continue as a going concern.

The Company's business may be affected by changes in political and market conditions, such as interest rates, availability of credit, inflation rates, changes in laws, and national and international circumstances. Recent geopolitical events, including relations between NATO and the Russian Federation regarding the conflict in Ukraine and potential economic global challenges, such as the risk of higher inflation and energy crises, may create further uncertainty and risk with respect to the prospects of the Company's business. There can be no assurance that the Company will not be impacted by adverse consequences from these events and financial liquidity may severely limit the financing capital available. Should such financing not be available, the Company will not be able to complete a Qualifying Transaction.

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Notes to the Condensed Consolidated Interim Financial Statements

(Unaudited)

September 30, 2023 and 2022

2. Significant Accounting Policies

Basis of Presentation

These condensed consolidated interim financial statements, including comparatives, comply with IAS 34 – Interim Financial Reporting. The policies applied herein are based on International Financial Reporting Standards issued and outstanding as of the date the Board of Directors approved these condensed consolidated interim financial statements.

These condensed consolidated interim financial statements are presented in the Company's functional and presentation currency – the Canadian dollar – on a historical cost basis except for certain items that are measured at fair value. The accounting policies described herein have been applied consistently to all periods presented in these condensed consolidated interim financial statements.

These condensed consolidated interim financial statements incorporate the financial statements of the Company and its Canadian subsidiary, 1429494 B.C. Ltd. As of September 30, 2023, the Company owned and controlled 100% (December 31, 2022 – 0%) of its subsidiary. 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 condensed consolidated interim financial statements include the accounts of the Company and its subsidiary. Intercompany balances, transactions, income and expenses are eliminated on consolidation.

Financial Instruments

The Company recognizes a financial asset or financial liability in the Condensed Consolidated Interim Statements of Financial Position when it becomes party to the contractual provisions of the financial instrument. Financial assets are initially measured at fair value and are derecognized either when the Company has transferred substantially all the risks and rewards of ownership of the financial asset or when cash flows expire. Financial liabilities are initially measured at fair value and are derecognized when the obligation specified in the contract is discharged, cancelled or expired.

A write-off of a financial asset (or a portion thereof) constitutes a derecognition event. Write-off occurs when the Company has no reasonable expectations of recovering the contractual cash flows on a financial asset.

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Notes to the Condensed Consolidated Interim Financial Statements

(Unaudited)

September 30, 2023 and 2022

2. Significant Accounting Policies (continued)

Financial Instruments (continued)

Classification and Measurement

The Company determines the classification of its financial instruments at initial recognition. Financial assets and financial liabilities are classified according to the following measurement categories:

- a) those to be measured subsequently at fair value, either through profit or loss (“FVTPL”) or through other comprehensive income (“FVTOCI”); and
- b) those to be measured subsequently at amortized cost.

The classification and measurement of financial assets after initial recognition at fair value depends on the business model for managing the financial asset and the contractual terms of the cash flows. Financial assets that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding, are generally measured at amortized cost at each subsequent reporting period. All other financial assets are measured at their fair values at each subsequent reporting period, with any changes recorded through profit or loss or through other comprehensive income (which designation is made as an irrevocable election at the time of recognition).

After initial recognition at fair value, financial liabilities are classified and measured at either:

- a) amortized cost;
- b) FVTPL if the Company has made an irrevocable election at the time of recognition, or when required (for items such as instruments held for trading or derivatives); or
- c) FVTOCI when the change in fair value is attributable to changes in the Company’s credit risk.

The Company reclassifies financial assets when and only when its business model for managing those assets changes. Financial liabilities are not reclassified.

Transaction costs that are directly attributable to the acquisition or issuance of a financial asset or financial liability classified as subsequently measured at FVTOCI or amortized cost are included in the fair value of the instrument on initial recognition. Transaction costs for financial assets and financial liabilities classified at FVTPL are expensed in profit or loss.

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Notes to the Condensed Consolidated Interim Financial Statements

(Unaudited)

September 30, 2023 and 2022

2. Significant Accounting Policies (continued)

Financial Instruments (continued)

Classification and Measurement (continued)

The Company's financial assets consist of cash, which is classified and measured at amortized cost. The Company's financial liabilities consist of accounts payable and accrued liabilities, which are classified and measured at amortized cost using the effective interest method. Interest expense is reported in profit or loss.

The effective interest method is a method of calculating the amortized cost of a financial asset or liability and of allocating interest income or expense over the relevant period. The effective interest rate is the rate that discounts estimated future cash payments through the expected life of the financial asset or liability, or where appropriate, a shorter period.

Impairment

The Company assesses all information available including, on a forward-looking basis, the expected credit losses associated with any financial assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. To assess whether there is a significant increase in credit risk, the Company compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition based on all information available and reasonable and supportive forward-looking information.

Cash and Cash Equivalents

For purposes of reporting cash flows, the Company considers cash and cash equivalents to include amounts held in banks and cashable highly liquid investments with limited interest and credit risk. The Company places its cash and cash investments with institutions of high creditworthiness.

Loss per Share

The Company uses the treasury stock method of calculating diluted per share amounts whereby any proceeds from the exercise of stock options, warrants or other dilutive instruments are assumed to be used to purchase common shares at the average market price during the period. The assumed conversion of outstanding common share options and warrants had an anti-dilutive impact in 2023 and 2022. There were 599,104 outstanding options and warrants as of September 30, 2023 (December 31, 2022 – 599,104) that were not included in the calculation of diluted per share amounts. Basic loss per share is calculated using the weighted-average number of shares outstanding during the period.

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Notes to the Condensed Consolidated Interim Financial Statements

(Unaudited)

September 30, 2023 and 2022

2. Significant Accounting Policies (continued)

Share Capital

The proceeds from the exercise of stock options and warrants are recorded as share capital in the amount for which the option or warrant enabled the holder to purchase a share in the Company.

Commissions and finders' fees paid to underwriters, agents and finders and other related share issue costs, such as legal, auditing and printing, on the issue of the Company's shares are charged directly to share capital.

The Company has adopted a residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to the more easily measurable component based on fair value and then the residual value, if any, to the less easily measurable component.

The fair value of the common shares issued in private placements is determined to be the more easily measurable component and are valued at their fair value, as determined by the closing trade price on the announcement date. The balance, if any, is allocated to attached warrants. Any fair value attributed to the warrants is recorded as share-based payment reserve.

Income Taxes

The Company uses the liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases.

Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Deferred tax assets also result from unused loss carry forwards, resource related pools and other deductions. A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

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Notes to the Condensed Consolidated Interim Financial Statements

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September 30, 2023 and 2022

2. Significant Accounting Policies (continued)

Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of assets requiring a substantial period to get ready for their intended use or sale are capitalized as part of the cost of that asset. Other borrowing costs are recognized as an expense.

Share-based Compensation

Where equity-settled share options are awarded to employees, the fair value of the options at the date of grant is charged to profit or loss over the vesting period. Performance vesting conditions are considered by adjusting the number of equity instruments expected to vest at each reporting date so that, ultimately, the cumulative amount recognized over the vesting period is based on the number of options that eventually vest. Non-vesting conditions and market vesting conditions are factored into the fair value of the options granted. As long as all other vesting conditions are satisfied, a charge is made irrespective of whether these vesting conditions are satisfied. The cumulative expense is not adjusted for failure to achieve a market vesting condition or where a non-vesting condition is not satisfied.

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to profit or loss over the remaining vesting period.

Where equity instruments are granted to non-employees, they are recorded in profit or loss at the fair value of the goods or services received, unless they are related to the issuance of shares. Amounts related to the issuance of shares are recorded as a reduction of share capital. When the value of goods or services received in exchange for the share-based payment cannot be reliably estimated, the fair value is measured by use of a valuation model. The expected life used in the model is adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

All equity-settled share-based payments are reflected in share-based payment reserve until exercised. Upon exercise, shares are issued from treasury and the amount reflected in share-based payment reserve is credited to share capital, adjusted for any consideration paid.

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2. Significant Accounting Policies (continued)

Share-based Compensation (continued)

Where a grant of options is cancelled or settled during the vesting period, excluding forfeitures when vesting conditions are not satisfied, the Company immediately accounts for the cancellation as an acceleration of vesting and recognizes the amount that otherwise would have been recognized for services received over the remainder of the vesting period. Any payment made to the employee on the cancellation is accounted for as the repurchase of an equity interest except to the extent the payment exceeds the fair value of the equity instrument granted, measured at the repurchase date. Any such excess is recognized as an expense.

Significant Accounting Estimates and Judgments

The preparation of these condensed consolidated interim financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the financial statement date and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates.

These condensed consolidated interim financial statements include estimates which, by their nature, are uncertain. The impact of such estimates is pervasive throughout the condensed consolidated interim financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods.

These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Critical Accounting Estimates

There are no significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, which could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made.

Critical Accounting Judgments

Critical accounting judgments are accounting policies that have been identified as being complex or involving subjective judgments or assessments. The Company made the following critical accounting judgment:

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Notes to the Condensed Consolidated Interim Financial Statements

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September 30, 2023 and 2022

2. Significant Accounting Policies (continued)

Significant Accounting Estimates and Judgments (continued)

Going concern

The preparation of these condensed consolidated interim financial statements requires management to make judgements regarding the ability of the Company to continue as a going concern as discussed in note 1.

New Accounting Standards and Interpretations Recently Adopted

The following standards were adopted by the Company effective January 1, 2023, but had no material impact on these condensed consolidated interim financial statements:

Amendments to IAS 8: Definition of Accounting Estimates

These amendments clarify how companies distinguish changes in accounting policies from changes in accounting estimates, with a primary focus on the definition of and clarifications on accounting estimates. The distinction between the two is important because changes in accounting policies are applied retrospectively, whereas changes in accounting estimates are applied prospectively. Further, the amendments clarify that accounting estimates are monetary amounts in the financial statements subject to measurement uncertainty. The amendments also clarify the relationship between accounting policies and accounting estimates by specifying that a company develops an accounting estimate to achieve the objective set out by an accounting policy.

Amendment to IAS 1: Presentation of Financial Statements

Amendments to IAS 1 clarify the requirements for classifying liabilities as current or non-current. The amendments provide a more general approach to the classification of liabilities based on the contractual arrangements in place at the reporting date.

Amendments to IAS 1 and IFRS Practice Statement 2: Disclosure of Accounting Policies

These amendments continue the IASB's clarifications regarding applying the concept of materiality. These amendments help companies provide useful accounting policy disclosures, and they include: requiring companies to disclose their material accounting policies instead of their significant accounting policies; clarifying that accounting policies related to immaterial transactions, other events or conditions are themselves immaterial and do not need to be disclosed; and clarifying that not all accounting policies that relate to material transactions, other events or conditions are themselves material. The IASB also amended IFRS Practice Statement 2 to include guidance and examples on applying materiality to accounting policy disclosures.

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(Unaudited)

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3. Capital Management

The Company manages its capital to continue as a going concern largely through issuances of shares. These share issues depend on several factors, including a positive business environment, positive stock market conditions, a company's track record and the experience of management. The capital structure of the Company consists of shareholders' equity, comprising share capital, share-based payment reserve and deficit. The Company is not subject to any external capital requirements. There were no changes to the Company's approach to capital management during the period ended September 30, 2023.

4. Financial Instruments

The fair value of the Company's cash and accounts payable and accrued liabilities approximate their carrying value due to the short-term nature of these instruments unless otherwise noted. It is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments.

The Company monitors and manages the risks relating to its financial instruments through analysis of exposures by degree and magnitude of risks. These risks include credit risk, market risk and liquidity risk.

Credit risk

Credit risk refers to the risk that another entity will default on its contractual obligations resulting in financial loss to the Company. As of September 30, 2023, such contractual obligations comprised cash held with a high creditworthy financial institution in the amount of \$28,938 (December 31, 2022 – \$94,688). Management considers this risk to be negligible.

Market risk

Market risk is the risk that the fair value of a financial instrument will fluctuate because of changes in market prices. Management considers this risk to be negligible.

Liquidity risk

Liquidity risk refers to the risk that the Company will not be able to meet its financial obligations when they become due or can only do so at excessive cost. As of September 30, 2023, the Company had working capital of \$26,503 (December 31, 2022 – \$60,356). Management anticipates that the Company will be able to meet its obligations as they become due.

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Notes to the Condensed Consolidated Interim Financial Statements

(Unaudited)

September 30, 2023 and 2022

4. Financial Instruments (continued)

Fair Value Hierarchy

Financial instruments recorded at fair value in the Condensed Consolidated Interim Statements of Financial Position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1 – valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 – valuation techniques based on inputs other than quoted prices included in level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and

Level 3 – valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The fair value hierarchy requires the use of observable market inputs whenever such inputs exist. A financial instrument is classified to the lowest level of the hierarchy for which a significant input has been considered in measuring fair value.

The carrying value of financial instruments measured at amortized cost approximates the fair values of these financial instruments.

5. Share Capital

Authorized

An unlimited number of common shares without par value.

Escrow Shares

The Company is party to an escrow agreement with three directors and officers pursuant to which as of September 30, 2023 2,000,000 common shares (December 31, 2022 – 2,000,000) and 400,000 stock options (December 31, 2022 – 400,000) were held in escrow. The common shares, other than common shares issued pursuant to the exercise of stock options, will be released in four equal instalments over a period of 18 months commencing on the date the Company completes a Qualifying Transaction. The stock options and common shares issued pursuant to the exercise of those stock options will be released on the date the Company completes a Qualifying Transaction.

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Notes to the Condensed Consolidated Interim Financial Statements

(Unaudited)

September 30, 2023 and 2022

5. Share Capital (continued)

Common Shares

The Company issued no common shares during the periods ended September 30, 2023 or 2022.

Warrants

As of September 30, 2023, the Company had outstanding warrants to purchase 199,104 common shares at a price of \$0.10 per share until April 13, 2026 (December 31, 2022 – 199,104). A summary of the warrants as of September 30, 2023 and December 31, 2022, and the changes for the periods ending on those dates is as follows:

	Number Outstanding and Exercisable	Weighted Average Exercise Price	Weighted Average Remaining Life (Years)
Balances, December 31, 2021	199,104	\$ 0.10	4.3
Warrants issued	-	-	-
Balances, December 31, 2022	199,104	0.10	3.3
Warrants issued	-	-	-
Balances, September 30, 2023	199,104	\$ 0.10	2.5

The Company issued no warrants during the periods ended September 30, 2023 or 2022.

Share-Based Compensation

The Company adopted a stock option plan whereby up to a maximum of 10% of the outstanding shares of the Company as of the date of grant are reserved for the grant and issuance of incentive stock options. Under the plan, the exercise price of an option may not be set at less than the minimum price permitted by the TSX Venture Exchange, and the options may be exercisable for up to 10 years. The aggregate number of options granted to any one individual during any twelve-month period may not exceed 5% of the issued shares of the Company, or 2% in the case of consultants and investor relations representatives. Stock options granted to investor relations representatives vest in four equal quarterly amounts on each three-month anniversary following the date of the grant.

The Company granted no stock options during the periods ended September 30, 2023 or 2022.

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September 30, 2023 and 2022

5. Share Capital (continued)

Share-Based Compensation (continued)

As of September 30, 2023, the Company had outstanding stock options, which may be exercised to purchase a total of 400,000 shares at \$0.10 until November 26, 2025 (December 31, 2022 – 400,000). A summary of the Company's stock options as of September 30, 2023 and December 31, 2022, and the changes for the periods ending on those dates is as follows:

	Number Outstanding and Exercisable	Weighted Average Exercise Price	Weighted Average Remaining Life (Years)
Balances, December 31, 2021	400,000	\$ 0.10	3.9
Options granted	-	-	-
Balances, December 31, 2022	400,000	0.10	2.9
Options granted	-	-	-
Balances, September 30, 2023	400,000	\$ 0.10	2.2

6. Related Party Transactions

The following transactions with a related party have been valued in these condensed consolidated interim financial statements at the exchange amount, which is the amount of consideration established and agreed to by the parties:

Key Management Compensation

During the nine-month period ended September 30, 2023, the Company paid and accrued professional fees of \$11,181 (2022 – \$9,254) in respect of services provided by a corporation controlled by a director.

As of September 30, 2023, the Company owed and accrued as payable \$4,239 (December 31, 2022 – \$2,500) to directors and officers of the Company in the ordinary course of business. Amounts due to related parties are without interest, unsecured and without stated terms of repayment.