

MIZA III VENTURES INC.

CONDENSED INTERIM FINANCIAL STATEMENTS

FOR THE NINE MONTHS ENDED OCTOBER 31, 2024

(UNAUDITED)

(EXPRESSED IN CANADIAN 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 the interim financial statements, they must be accompanied by a notice indicating that the interim financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim financial statements have been prepared by management and approved by the Audit Committee.

The Company's independent auditors have not performed a review of these condensed 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.

MIZA III VENTURES INC.
CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION
(expressed in Canadian Dollars)

| | <u>As at October 31, 2024</u> | <u>As at January 31, 2024</u> |
|---|-----------------------------------|-----------------------------------|
| ASSETS | | |
| Current | | |
| Cash | \$ 1,094,972 | \$ 1,220,118 |
| Prepaid expense | 1,282 | 1,282 |
| TOTAL ASSETS | <u>\$ 1,096,254</u> | <u>\$ 1,221,400</u> |
| | | |
| LIABILITIES | | |
| Current | | |
| Account payables and accrued liabilities (Note 7) | \$ 12,035 | \$ 41,312 |
| | | |
| SHAREHOLDERS' EQUITY | | |
| Share capital (Note 4) | 1,480,643 | 1,480,643 |
| Reserves (Note 4) | 41,824 | 41,824 |
| Deficit | (438,248) | (342,379) |
| | <u>1,084,219</u> | <u>1,180,088</u> |
| | | |
| TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY | <u>\$ 1,096,254</u> | <u>\$ 1,221,400</u> |

Nature of business (Note 1)

Going concern (Note 2)

Proposed transaction (Note 8)

Approved by the Board of Directors:

"Azim Dhalla"

Director

"Nizar Bharmal"

Director

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

MIZA III VENTURES INC.
CONDENSED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(expressed in Canadian Dollars)

| | Three Months Ended October 31, 2024 | Three Months Ended October 31, 2023 | Nine Months Ended October 31, 2024 | Nine Months Ended October 31, 2023 |
|---|--|---|---|--|
| EXPENSES | | | | |
| Accounting | \$ 1,575 | \$ 1,575 | \$ 4,725 | \$ 4,825 |
| Bank fees | 16 | 15 | 48 | 91 |
| Filing fees | 2,577 | 220 | 13,979 | 8,885 |
| Office administration (Note 7) | 3,150 | 3,150 | 9,450 | 9,450 |
| Professional Fees (Note 7) | 4,462 | 2,113 | 51,321 | 31,731 |
| Rent (Note 7) | 4,725 | 4,725 | 14,175 | 14,175 |
| Transfer Agent Fees | - | 179 | 2,171 | 871 |
| NET LOSS AND COMPREHENSIVE LOSS | \$ (16,505) | \$ (11,977) | \$ (95,869) | \$ (70,028) |
| Weighted average number of shares outstanding, basic and diluted | 18,100,000 | 18,100,000 | 18,100,000 | 18,046,886 |
| Basic and diluted loss per share | \$ 0.001 | \$ 0.001 | \$ 0.005 | \$ 0.004 |

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

MIZA III VENTURES INC.
CONDENSED INTERIM STATEMENT OF SHAREHOLDERS' EQUITY
NINE MONTHS ENDED OCTOBER 31, 2024
(expressed in Canadian Dollars)

| | <u>Share Capital</u> | | <u>Reserves</u> | <u>Deficit</u> | <u>Total Shareholders' Equity</u> |
|--------------------------------------|--------------------------|----------------------------|-------------------------|----------------------------|-----------------------------------|
| | <u># of Shares</u> | <u>Amount</u> | | | |
| BALANCE JANUARY 31, 2023 | <u>18,000,000</u> | <u>\$ 1,465,041</u> | <u>\$ 47,426</u> | <u>\$ (237,663)</u> | <u>\$ 1,274,804</u> |
| Exercise of agent's options (Note 4) | 100,000 | 15,602 | (5,602) | - | 10,000 |
| Net loss for the Period | <u>-</u> | <u>-</u> | <u>-</u> | <u>(70,028)</u> | <u>(70,028)</u> |
| BALANCE OCTOBER 31, 2023 | <u>18,000,000</u> | <u>1,480,643</u> | <u>41,824</u> | <u>(307,691)</u> | <u>1,214,776</u> |
| Net loss for the Period | <u>-</u> | <u>-</u> | <u>-</u> | <u>(34,688)</u> | <u>(34,688)</u> |
| BALANCE JANUARY 31, 2024 | <u>18,100,000</u> | <u>1,480,643</u> | <u>41,824</u> | <u>(342,379)</u> | <u>1,180,088</u> |
| Net loss for the Period | <u>-</u> | <u>-</u> | <u>-</u> | <u>(95,869)</u> | <u>(95,869)</u> |
| BALANCE OCTOBER 31, 2024 | <u>18,100,000</u> | <u>\$ 1,480,643</u> | <u>\$ 41,824</u> | <u>\$ (438,248)</u> | <u>\$ 1,084,219</u> |

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

MIZA III VENTURES INC.
CONDENSED INTERIM STATEMENTS OF CASH FLOWS
(expressed in Canadian Dollars)

| | Nine Months ended October 31, 2024 | Nine Months ended October 31, 2023 |
|---|---|--|
| CASH FLOWS FROM OPERATING ACTIVITIES | | |
| Net loss for the period | \$ (95,869) | \$ (70,028) |
| Change in non-cash working capital items: | | |
| Accounts receivable | - | 2,082 |
| Account payable and accrued liabilities | (29,277) | 5,025 |
| | <u>(125,146)</u> | <u>(62,921)</u> |
| CASH FLOWS FROM FINANCING ACTIVITIES | | |
| Shares issued for cash | - | 10,000 |
| | <u>(125,146)</u> | <u>(52,921)</u> |
| DECREASE IN CASH | (125,146) | (52,921) |
| CASH BALANCE, BEGINNING OF THE PERIOD | <u>1,220,118</u> | <u>1,280,590</u> |
| CASH BALANCE, AT END OF THE PERIOD | <u>\$ 1,094,972</u> | <u>\$ 1,277,669</u> |

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

MIZA III VENTURES INC.
NOTES TO CONDENSED INTERIM FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED OCTOBER 31, 2024 and 2023

1. NATURE OF BUSINESS

MIZA III VENTURES INC. (the “Company” or “Miza”) is a company domiciled in Canada. The Company was incorporated on January 18, 2021 under the laws of the Province of British Columbia. The address of the Company’s registered and head office is Suite 600, 890 West Pender Street, Vancouver, B.C., V6C 1J9.

On July 19, 2021, the Company completed its Initial Public Offering (“IPO”) on the TSX Venture Exchange (“Exchange”) raising gross proceeds of \$200,000 through the issuance of 2,000,000 common shares at \$0.10 per common share. The Company’s common shares were approved for listing on the Exchange and commenced trading effective July 19, 2021 under the symbol “MIZA.P”.

The principal business of the Company is the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction (“QT”). The Company has not commenced operations and has no assets other than cash. The Company’s continuing operations as intended are dependent upon its ability to identify, evaluate and negotiate an acquisition, or business, or an interest therein. Such an acquisition will be subject to the approval of the regulatory authorities concerned and in the case of a non-arm’s length transaction, of the majority of the minority shareholders. See note 8.

2. BASIS OF PREPARATION

Statement of compliance and going concern

These financial statements, including comparatives, have been prepared in accordance with International Accounting Standards (“IAS”) 34, “Interim Financial Reporting” using accounting policies consistent with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and the interpretations issued by the International Financial Reporting Interpretations Committee (“IFRIC”).

These condensed interim financial statements have been prepared using accounting policies consistent with those used in the Company’s annual financial statements for the year ended January 31, 2024. It is therefore recommended that these interim financial statements be read in conjunction with the Company’s audited financial statements for the year ended January 31, 2024.

The Company’s continuing operations as intended are dependent upon acquiring assets or a business to complete a QT and its ability to attain profitable operations from the assets or business. In order to continue as a going concern and meet its corporate objectives, the Company will require financing through debt or equity issuances or other available means to complete a QT. There is no assurance that the Company will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company. The Company is aware, in making its assessment, of material uncertainties which may cast significant doubt on the Company’s ability to continue as a going concern. The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.

These financial statements were approved by the Board of Directors and authorized for issue on December 30, 2024.

Basis of measurement

These financial statements have been prepared on an historical cost basis, except for financial instruments classified as financial instruments at fair value through profit or loss, which are stated at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information.

Functional and presentation currency

These financial statements are presented in Canadian dollars, which is the Company’s functional currency and presentation currency.

MIZA III VENTURES INC.
NOTES TO CONDENSED INTERIM FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED OCTOBER 31, 2024 and 2023

2. BASIS OF PREPARATION *(continued)*

Significant accounting judgments and estimates

The preparation of financial statements in conformity with IFRS requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported revenues and expenses during the year. Although management uses historical experience and its best knowledge of the amount, events or actions to form the basis for judgments and estimates, actual results may differ from these estimates. The most significant accounts that require estimates as the basis for determining the stated amounts include valuation of share based payments and recognition of deferred income tax amounts.

Critical judgments exercised in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements is the going concern assumption.

3. MATERIAL ACCOUNTING POLICY INFORMATION

Share capital

Common shares issued for non-monetary consideration are recorded at their fair value on the measurement date and classified as equity. The measurement date is defined as the earliest of the date at which the commitment for performance by the counterparty to earn the common shares is reached or the date at which the counterparty's performance is complete.

Income taxes

Income taxes are recognized for the estimated taxes payable for the current period, and deferred taxes are recognized for temporary differences between the tax and accounting bases of assets and liabilities, and for the benefit of losses available to be carried forward for tax purposes that are more likely than not to be realized. To the extent that the Company does not consider it more likely than not that a deferred tax asset will be recovered, it provides a valuation allowance against the excess. Deferred tax assets and liabilities are measured using enacted or substantially enacted tax rates expected to apply in the years in which the temporary differences are expected to be recovered or settled.

Financial instruments

i. Classification

The Company classifies its financial instruments in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. Equity instruments that are held for trading are classified as FVTPL. Cash is classified at FVTPL and accounts payables at amortized cost.

For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL.

MIZA III VENTURES INC.
NOTES TO CONDENSED INTERIM FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED OCTOBER 31, 2024 and 2023

3. MATERIAL ACCOUNTING POLICY INFORMATION *(continued)*

Financial instruments (continued)

ii. Measurement

Financial assets and liabilities at amortized cost

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

iii. Financial assets and liabilities at FVTPL

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the statements of net (loss) income. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the statements of net (loss) income in the period in which they arise.

iv. Debt investments at FVOCI

These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in other comprehensive income (“OCI”). On de-recognition, gains and losses accumulated in OCI are reclassified to profit or loss.

v. Equity investments at FVOCI

These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are never reclassified to profit or loss.

vi. De-recognition financial assets

The Company de-recognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity.

vii. Financial liabilities

The Company de-recognizes a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognizes a financial liability when the terms of the liability are modified such that the terms and / or cash flows of the modified instrument are substantially different; in which case a new financial liability based on the modified terms is recognized at fair value. Gains and losses on de-recognition are generally recognized in profit or loss.

MIZA III VENTURES INC.
NOTES TO CONDENSED INTERIM FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED OCTOBER 31, 2024 and 2023

3. MATERIAL ACCOUNTING POLICY INFORMATION *(continued)*

Share based compensation

The Company records all share-based payments at fair value. Where equity instruments are granted to employees, they are recorded at the fair value of the equity instrument granted at the grant date. The grant date fair value is recognized through profit or loss over the vesting period, described as the period during which all the vesting conditions are to be satisfied.

Where equity instruments are granted to non-employees, they are recorded at the fair value of the goods or services received. When the value of goods or services received in exchange for the share-based compensation cannot be reliably estimated, the fair value is measured by use of a valuation mode.

Options and warrants issued as consideration in connection with common share placements are recorded at their fair value on the date of issuance as share issuance costs. At each financial position reporting date, the amount recognized as an expense is adjusted to reflect the actual number of stock options expected to vest. On the exercise of stock options, agent options and warrants, share capital is recorded for the consideration received and for the fair value amounts previously recorded to share based compensation reserve. The Company uses the Black-Scholes Option Pricing Model to estimate the fair value of share based compensation.

Loss per share

Basic loss per share is calculated by dividing the loss attributable to common shareholders by the weighted average number of common shares outstanding in the period. For all periods presented, the loss attributable to common shareholders equals the reported loss attributable to owners of the Company. Diluted loss per share is calculated using the treasury stock method. Under the treasury stock method, the weighted average number of common shares outstanding for the calculation of diluted loss per share assumes that the proceeds to be received on the exercise of dilutive share options and warrants are used to repurchase common shares at the average market price during the period.

Recent accounting pronouncements

Certain new accounting standards, amendments to standards and interpretations 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 financial statements.

4. SHARE CAPITAL

Authorized

The Company is authorized to issue an unlimited number of common shares without nominal or par value.

Share issuances

On June 26, 2023, 100,000 agent's options were exercised at \$0.10 per share for total proceeds of \$10,000. \$5,602 was transferred from reserves to share capital on exercise of the options.

No shares were issued for the nine month period ended October 31, 2024.

MIZA III VENTURES INC.
NOTES TO CONDENSED INTERIM FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED OCTOBER 31, 2024 and 2023

4. SHARE CAPITAL *(continued)*

Stock Options

The Company has adopted an incentive share option plan, which provides that the Board of Directors of the Company may from time to time, in its discretion, and in accordance with requirements, grant to directors, officers, employees and technical consultants of the Company, non transferable options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed 10% of the common shares to be outstanding at closing.

As at October 31, 2024, the following options were outstanding and exercisable:

| Expiry | Number of Options | Weighted Average Exercise Price (\$) | Weighted Average Remaining Life |
|---------------|-------------------|--------------------------------------|---------------------------------|
| July 19, 2026 | 500,000 | \$ 0.10 | 1.72 Years |

Escrow Shares

As of October 31, 2024, a total number of 3,000,000 shares are held in escrow. Pursuant to the terms of the escrow agreement, 750,000 of these shares will be released on the date of the QT completion and the remaining shares will be released over a period of 6 months.

5. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

As at October 31, 2024, the Company's only financial instruments are comprised of cash and trade payables. The fair values of these financial instruments approximate their carrying value due to their short- term maturity. Fair values of financial instruments are classified in a fair value hierarchy based on the inputs used to determine fair values. The levels of the fair value hierarchy are as follows:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

Level 3 – Inputs that are not based on observable market data.

As at October 31, 2024, the fair value of cash held by the Company was based on level 1 inputs of the fair value hierarchy.

MIZA III VENTURES INC.
NOTES TO CONDENSED INTERIM FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED OCTOBER 31, 2024 and 2023

5. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT *(continued)*

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

(a) Credit risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations and is related to cash held at reputable financial institutions. The Company believes it has no significant credit risk.

(b) Liquidity risk

Liquidity risk is the risk that the Company cannot meet its financial liabilities as they become due. As at October 31, 2024, the Company had a cash balance of \$1,094,972 (January 31, 2024 - \$1,220,118) to settle current and future liabilities and as such, is not exposed to significant liquidity risk.

(c) Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

(d) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in the market interest rates. The Company's cash is held in an account with a major Canadian financial institution. The funds may be withdrawn at any time without penalty.

(e) Foreign currency risk

The Company does not have assets or liabilities in a foreign currency and therefore is not exposed to foreign currency risk.

(f) Price risk

The Company is exposed to price risk with respect to equity prices. Equity price risk is defined as the potentially adverse impact on the Company's ability to obtain equity financing due to movements in individual equity prices or general movements in the level of the stock market. The Company closely monitors individual equity movements and the stock market to determine the appropriate course of action to be taken by the Company.

6. CAPITAL MANAGEMENT

Capital is comprised of the Company's shareholders' equity and any debt that it may issue. As at October 31, 2024, the Company's shareholders' equity was \$1,084,219 (January 31, 2024 - \$1,180,088). The Company has not determined whether it will be successful in its endeavours and does not generate cash flows from operations. The Company's primary source of funds comes from the issuance of common shares. The Company does not use other sources of financing that require fixed payments of interest and principal due to lack of cash flow from current operations and is not subject to any externally imposed capital requirements.

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern.

The Company defines its capital as shareholders' equity. Capital requirements are driven by the Company's general operations. To effectively manage the Company's capital requirements, the Company monitors expenses and overhead to ensure costs and commitments are being paid.

Cash on hand will only be sufficient to identify and evaluate a limited number of assets and businesses for the purpose of identifying and completing a Qualifying Transaction. Additional funds may be required to finance the Company's Qualifying Transaction.

MIZA III VENTURES INC.
NOTES TO CONDENSED INTERIM FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED OCTOBER 31, 2024 and 2023

6. CAPITAL MANAGEMENT *(continued)*

Cash from proceeds from share issuances have the following permitted uses until the completion of a Qualifying Transaction pursuant to section 7.1 of TSX-V policy 2.4:

- (a) Reasonable expenses relating to the Company's Initial Public Offering;
- (b) Reasonable general and administrative expenses not exceeding \$3,000 per month; and
- (c) Reasonable expenses relating to a proposed Qualifying Transaction.

7. RELATED PARTY TRANSACTIONS

During the period ended October 31, 2024, the Company accrued \$9,450 (2023 - \$9,450) in office administration fees to a director of the Company.

During the period ended October 31, 2024, the Company accrued \$14,175 (2023 - \$14,175) for office rent to a director of the Company.

During the period ended October 31, 2024, the Company accrued and paid \$4,725 (2023 - \$4,800) in accounting fees to a director of the Company.

As at October 31, 2024, \$9,350 (January 31, 2024 - \$21,950) is due to directors of the Company, which is included in accounts payable and accrued liabilities.

8. PROPOSED TRANSACTION

On July 5, 2024 and amended on July 31, 2024, the Company executed a Letter of Intent ("LOI") with SciSparc Ltd. ("SciSparc"), a public Israel based company in respect to an arms-length asset and share sale transaction. The transaction is expected to constitute the Company's QT as such term is defined in policies of the Exchange.

Pursuant to the terms of the LOI, SciSparc and the Company will enter into an asset and share purchase agreement whereby SciSparc will convey and transfer to the Company certain assets including certain pharmaceutical intellectual property assets and its approximate 51% equity interest in Scisparc Nutraceuticals Inc. in consideration for 63,300,000 common shares in the capital of the Company ("Resulting Issuer Shares") and 48,000,000 contingent value rights of the Company ("Resulting Issuer CVRs"). Each Resulting Issuer CVR entitles SciSparc to one (1) additional Resulting Issuer Share for no additional consideration upon the achievement of certain milestones prior to certain deadlines. The completion of the Proposed Transaction is subject to the satisfaction of certain conditions precedent.

Convertible Loan Transaction

Upon closing of the Proposed Transaction, subject to the approval of the Exchange, SciSparc, or a third party on its behalf, is expected to provide a unsecured convertible loan to the Resulting Issuer in the principal amount of up to \$1,000,000 (the "Convertible Loan"), which shall mature on the two year anniversary of the date of the issuance thereof and shall bear interest at the simple rate of 7% per annum. The Convertible Loan provides SciSparc, or the third party, the option to convert the outstanding principal and interest under the Convertible Loan into Resulting Issuer Shares at a price of \$0.25 per share, subject to customary anti-dilution adjustments.

In connection with the Convertible Loan, subject to the approval of the Exchange, the Resulting Issuer expects to also issue 4,000,000 Resulting Issuer Share purchase warrants ("Bonus Warrants") to SciSparc, whereby each Bonus Warrant will entitle the holder thereof to acquire one additional Resulting Issuer Share at an exercise price of \$0.25 for a period of 5 years from the date of issuance.

MIZA III VENTURES INC.
NOTES TO CONDENSED INTERIM FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED OCTOBER 31, 2024 and 2023

8. PROPOSED TRANSACTION *(continued)*

Finder's Fee

Upon closing of the Proposed Transaction, Miza intends to issue 3,000,000 Resulting Issuer Shares (the "Finders' Fee Shares") to certain finders (the "Finders") as compensation for providing advisory services in connection with the Proposed Transaction. Each of the Finders are expected to be arm's length to both Miza and SciSparc.

Promissory Note

Prior to completion of the transaction, the Company anticipates completing an arm's length promissory note financing for gross proceeds of not less than USD\$350,000, whereby such indebtedness will incur 7.0% interest per annum and will mature 13 months from the date of issuance of the USD Note.

Upon closing of the proposed transaction, the parties expect 84,400,000 Resulting Issuer Shares will be issued and outstanding on a non-diluted basis, which is comprised of the 63,300,000 Resulting Issuer Shares, 18,100,000 existing Company shares, and the 3,000,000 Finders' Fee Shares and approximately 140,900,000 Resulting Issuer Shares issued and outstanding on a fully-diluted basis, which also includes the 48,000,000 Resulting Issuer CVRs, 500,000 existing Company stock options, 4,000,000 Resulting Issuer Shares issuable upon conversion of the Convertible Loan, and the 4,000,000 Bonus Warrants, with existing shareholders of the Company holding approximately 21.45% of the outstanding Resulting Issuer Shares, SciSparc holding approximately 75% of the outstanding Resulting Issuer Shares and the Finders holding approximately 3.55% of the outstanding Resulting Issuer Shares, in each case, on a non-diluted basis.