

MIZA III VENTURES INC.

FINANCIAL STATEMENTS

FOR THE YEAR ENDED JANUARY 31, 2024

(EXPRESSED IN CANADIAN DOLLARS)



DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

Independent Auditor's Report

To the Shareholders of Miza III Ventures Inc.

Opinion

We have audited the financial statements of Miza III Ventures Inc. (the "Company"), which comprise the statements of financial position as at January 31, 2024 and 2023, and the statements of loss and comprehensive loss, shareholders' equity and cash flows for the years then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at January 31, 2024 and 2023, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 2 to the financial statements, which describes events or conditions that indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters, that in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Except for the matter described in the Material Uncertainty Related to Going Concern section, we have determined that there are no other key audit matters to communicate in our report.

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320 - 730 View St.
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Other Information

Management is responsible for the other information. The other information comprises the information included in Management's Discussion and Analysis.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Rakesh Patel.

A handwritten signature in black ink that reads "DMCL." The letters are stylized and connected.

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS
Vancouver, BC

May 28, 2024

MIZA III VENTURES INC.
STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars)

	January 31, 2024	January 31, 2023
ASSETS		
Current		
Cash	\$ 1,220,118	\$ 1,280,590
Prepaid expenses	1,282	3,364
	1,221,400	1,283,954
TOTAL ASSETS	\$ 1,221,400	\$ 1,283,954
LIABILITIES		
Current		
Account payables and accrued liabilities (Note 8)	\$ 41,312	\$ 9,150
	41,312	9,150
SHAREHOLDERS' EQUITY		
Share capital (Note 4)	1,480,643	1,465,041
Reserves (Note 4)	41,824	47,426
Deficit	(342,379)	(237,663)
	1,180,088	1,274,804
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$ 1,221,400	\$ 1,283,954

Going concern (Note 2)

Approved by the Board of Directors:

Azim Dhalla
Director

Nizar Bharmal
Director

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

MIZA III VENTURES INC.
STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(Expressed in Canadian Dollars)

	Year ended January 31, 2024	Year ended January 31, 2023
EXPENSES		
Accounting (note 8)	\$ 6,400	\$ 6,825
Bank fees	106	85
Filing Fees	9,105	11,317
Office administration (note 8)	12,600	12,607
Professional Fees	56,834	29,202
Rent (Note 8)	18,800	18,900
Transfer agent fees	871	928
LOSS AND COMPREHENSIVE LOSS	\$ (104,716)	\$ (79,864)
Weighted average number of shares outstanding	18,061,096	18,000,000
Basic and diluted loss per share	\$ (0.006)	\$ (0.004)

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

MIZA III VENTURES INC.
STATEMENT OF SHAREHOLDERS' EQUITY
FOR THE YEARS ENDED JANUARY 31, 2024 AND 2023
(Expressed in Canadian Dollars)

	<u>Share capital</u>		Reserves	Deficit	Total Shareholders' Equity
	Number of Shares	Amount			
BALANCE JANUARY 31, 2022	18,000,000	\$ 1,465,041	\$ 47,426	\$ (157,799)	\$ 1,354,668
Net loss for the year	-	-	-	(79,864)	(79,864)
BALANCE JANUARY 31, 2023	18,000,000	1,465,041	47,426	(237,663)	1,274,804
Exercise of agent's options (Note 4)	100,000	15,602	(5,602)	-	10,000
Net loss for the year	-	-	-	(104,716)	(104,716)
BALANCE JANUARY 31, 2024	18,100,000	\$ 1,480,643	\$ 41,824	\$ (342,379)	\$ 1,180,088

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

MIZA III VENTURES INC.
STATEMENTS OF CASH FLOWS
(Expressed in Canadian Dollars)

	Year ended January 31, 2024	Year ended January 31, 2023
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss for the year	\$ (104,716)	\$ (79,864)
Change in non-cash working capital items:		
Prepaid expenses	2,082	7,503
Account payable and accrued liabilities	32,162	(8,498)
	<u>(70,472)</u>	<u>(80,859)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Shares issued on the exercise of options for cash	10,000	-
	<u>10,000</u>	<u>-</u>
DECREASE IN CASH	(60,472)	(80,859)
CASH BALANCE, BEGINNING OF THE YEAR	1,280,590	1,361,449
CASH BALANCE, END OF THE YEAR	\$ 1,220,118	\$ 1,280,590

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

MIZA III VENTURES INC.
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED JANUARY 31, 2024 AND 2023

1. NATURE OF BUSINESS

Miza III Ventures Inc. (the “Company”) 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.

2. BASIS OF PREPARATION AND GOING CONCERN

Statement of compliance and going concern

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

The Company’s continuing operations as intended are dependent upon the successful completion of a QT and its ability to attain profitable operations. In order to continue as a going concern and meet its corporate objectives, the Company will require additional financing through debt or equity issuances or other available means. 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 will require additional financing to identify and complete a QT. 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. Such adjustments could be material.

These financial statements were approved by the Board of Directors and authorized for issue on May 28, 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 FINANCIAL STATEMENTS
FOR THE YEARS ENDED JANUARY 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 substantively 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 FINANCIAL STATEMENTS
FOR THE YEAR ENDED JANUARY 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 loss and comprehensive loss. 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 loss and comprehensive loss in the period in which they arise.

iv. 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.

v. 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 FINANCIAL STATEMENTS
FOR THE YEAR ENDED JANUARY 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 model.

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

For the year ended January 31, 2024:

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 year ended January 31, 2023.

MIZA III VENTURES INC.
NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDED JANUARY 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.

The continuity of options is as follows:

	Number of Option	Weighted Average Exercise Price (\$)
Outstanding, January 31, 2022 and 2023	700,000	\$ 0.10
Exercised	(100,000)	\$ 0.10
Expired	(100,000)	\$ 0.10
Outstanding, January 31, 2024	500,000	\$ 0.10
Exercisable, January 31, 2024	500,000	\$ 0.10

As at January 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	2.47 Years

The average share price of the common shares was \$0.20 on the exercise of the options.

Escrow Shares

As of January 31, 2024, 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 12 months.

MIZA III VENTURES INC.
NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDED JANUARY 31, 2024 and 2023

5. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

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

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 January 31, 2024, the Company had a cash balance of \$1,220,118 (January 31, 2023 - \$1,280,590) 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.

MIZA III VENTURES INC.
NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDED JANUARY 31, 2024 and 2023

6. CAPITAL MANAGEMENT

Capital is comprised of the Company's shareholders' equity and any debt that it may issue. As at January 31, 2024, the Company's shareholders' equity was \$1,180,088 (January 31, 2023 - \$1,274,804). 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.

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. INCOME TAXES

	Year ended January 31, 2024	Year Ended January 31, 2023
Net loss for the year	\$ (104,716)	\$ (79,864)
Tax rate	27%	27%
Expected income tax recovery	(28,273)	(21,563)
Change in valuation allowance	28,273	21,563
	\$ -	\$ -

The Company has accumulated non-capital losses of approximately \$410,410 (January 31, 2023 - \$270,942), which may be deducted in the calculation of taxable income in future years. The losses commence expiring in 2041.

MIZA III VENTURES INC.
NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDED JANUARY 31, 2024 and 2023

8. RELATED PARTY TRANSACTIONS

During the year ended January 31, 2024, the Company accrued \$12,600 (2023 - \$12,607) in office administration fees to a director of the Company.

During the year ended January 31, 2024, the Company accrued \$18,800 (2023 - \$18,900) for office rent to a director of the Company.

During the year ended January 31, 2024, the Company paid \$6,400 (2023 - \$6,825) in accounting fees to a director of the Company.

As at January 31, 2024, \$21,950 (2023 - \$9,250) is due to directors of the Company, which is included in accounts payable and accrued liabilities.