

**FINANCIAL STATEMENTS OF
DASH CAPITAL CORP**

Management's Responsibility for Financial Reporting

Audit of the Financial Statements for the Year Ended December 31, 2022

To the Shareholders of Dash Capital Corp (the "Corporation"):

Management is responsible for the preparation of the accompanying financial statements. The financial statements have been prepared by management in accordance with International Financial Reporting Standards ("IFRS"). When alternative accounting methods exist, management has chosen those it deems most appropriate in the circumstances. The financial statements are not precise since they include certain amounts based on estimates and judgement. Management has determined such amounts on a reasonable basis in order to ensure that the financial statements are presented fairly, in all material respects. Management has developed and maintains appropriate accounting and systems of internal control designed to provide reasonable assurance that reliable and relevant financial information is produced. In addition, programs of proper business conduct and risk management have been implemented to protect the Corporation's assets and operations. Policies and procedures are designed to give reasonable assurance that transactions are appropriately authorized, assets are safeguarded from loss or misuse and financial records are properly maintained to provide reliable financial information for the preparation of the financial statements.

The Board of Directors (the "Board") is responsible for ensuring that management fulfills its responsibilities for financial reporting and is ultimately responsible for reviewing and approving the financial statements. The Board carries out these responsibilities with two independent directors. The Board has the responsibility of meeting with management to discuss internal controls over the financial reporting process, auditing matters and financial reporting issues.

May 1, 2023



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Independent Auditor's Report

To the Shareholders of Dash Capital Corp.

Opinion

We have audited the financial statements of Dash Capital Corp. (the "Corporation"), which comprise the statements of financial position as at December 31, 2022 and 2021, and the statements of loss and comprehensive loss, changes in shareholders' equity and cash flows for the year ended December 31, 2022, and the period from January 13, 2021 (date of incorporation) to December 31, 2021 and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Corporation as at December 31, 2022 and 2021, and its financial performance and its cash flows for the year ended December 31, 2022 and the period from January 13, 2021 (date of incorporation) to December 31, 2021 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 Corporation 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.

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 for 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.

We have determined that there are no key audit matters to communicate in our report.

Other Information

Management is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis for the year ended December 31, 2022.

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 the Management Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in this auditor's report. 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 these 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 Corporation'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 Corporation or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Corporation'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 Corporation'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 Corporation'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 Corporation 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 John Leavitt.

BDO Canada LLP

Chartered Professional Accountants

Calgary, Alberta
May 1, 2023

DASH CAPITAL CORP.
STATEMENTS OF FINANCIAL POSITION
(All Amounts are in Canadian Dollars)

As at December 31, 2022 and December 31, 2021

	Notes	2022	2021
ASSETS			
CURRENT			
Cash	5	281,503	612,207
Interest Receivable	6	8,611	
Loan to SSC	6	250,000	-
TOTAL ASSETS		540,114	612,207
LIABILITIES			
Accounts payable and accruals		23,355	9,333
SHAREHOLDERS' EQUITY			
Share capital	7(a)	720,755	720,755
Contributed surplus	7(b&c)	143,370	143,370
Deficit		(347,366)	(261,251)
TOTAL SHAREHOLDERS' EQUITY		516,759	602,874
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		540,114	612,207
Subsequent event	12		

See the accompanying notes to the financial statements.

APPROVED ON BEHALF OF THE BOARD OF DIRECTORS

"Steve Bjornson"

Steve Bjornson, Director

"Todd McAllister"

Todd McAllister, Director

DASH CAPITAL CORP.
STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
 (All Amounts are in Canadian Dollars)

For the Year Ended December 31, 2022 and Period from January 13, 2021
 to December 31, 2021

	Notes	2022 \$ (except for shares)	2021 \$ (except for shares)
INTEREST REVENUES	6	8,611	-
EXPENSES			
Professional fees		78,533	145,526
General & administrative		16,193	23,578
Stock based compensation		-	92,147
NET LOSS AND COMPREHENSIVE LOSS		86,115	261,251
NET LOSS PER SHARE – Basic and diluted	7(d)	(0.01)	(0.05)
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING – Basic and diluted	7(d)	7,500,000	4,929,178

See the accompanying notes to the financial statements.

DASH CAPITAL CORP.
STATEMENTS OF CHANGES IN SHAREHOLDERS EQUITY
(All Amounts are in Canadian Dollars)

**For the Year Ended December 31, 2022 and Period from January 13, 2021
to December 31, 2021**

	Share Capital	Contributed Surplus	Deficit	Shareholders' Equity
Balance, January 13, 2021	\$ -	\$ -	\$ -	\$ -
Issuance of common shares (Note 7)	925,000	-	-	925,000
Share issue costs (Note 7)	(153,022)	-	-	(153,022)
Options issued (Note 7c)	-	92,147	-	92,147
Options issued – Agent (Note 7b)	(51,223)	51,223	-	-
Net loss and comprehensive loss	-	-	(261,251)	(261,251)
Balance, December 31, 2021	\$ 720,755	143,370	\$ (261,251)	\$ 602,874
Net loss and comprehensive loss	-	-	(86,115)	(86,115)
Balance, December 31, 2022	\$ 720,755	143,370	\$ (347,366)	\$ 516,759

See the accompanying notes to the financial statements.

DASH CAPITAL CORP
STATEMENTS OF CASH FLOWS
(All Amounts are in Canadian Dollars)

**For the Year Ended December 31, 2022 and Period January 13, 2021
to December 31, 2021**

	2022	2021
Cash provided by (used in):		
OPERATING		
Net Loss	(86,115)	(261,251)
Addback non cash stock based compensation	-	92,147
Change in accounts payable and accruals	5,411	9,333
Cash flows used in operating activities	(80,704)	(159,771)
 FINANCING		
Issues of common shares	-	925,000
Share issue costs	-	(153,022)
Cash flows provided used in financing activities	-	771,978
 INVESTING ACTIVITIES		
Loan to SSC (Note 6)	(250,000)	-
	(250,000)	-
 Increase (decrease) in cash for the period	(330,704)	612,207
 Cash, beginning of period	612,207	-
 Cash, end of period	281,503	612,207

See the accompanying notes to the financial statements.

DASH CAPITAL CORP.
NOTES TO THE FINANCIAL STATEMENTS
December 31, 2022
(All Amounts are in Canadian Dollars)

1. NATURE OF ORGANIZATION

Description of the Business

Dash Capital Corp. (the "Corporation") was incorporated under the *Business Corporations Act* (Alberta) on January 13, 2021 as a Capital Pool Company ("CPC") as defined in Policy 2.4 of the TSX Venture Exchange. The principal business of the Corporation will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction, as defined under Exchange Policy 2.4. The Corporation has not commenced commercial operations and has no assets other than cash. Given the nature of the activities, no separate segmented information is reported. The Corporation's continuing operations, as intended, are dependent on its ability to secure equity financing with which it intends to identify and evaluate potential acquisitions of businesses, and once identified and evaluated, to negotiate an acquisition thereof or participation therein subject to receipt of regulatory and, if required, shareholders' approval.

Once the Corporation has been successful in being classified as a CPC, the proceeds raised from the issuance of common shares including the funds held in trust, may only be used to identify and evaluate assets or businesses for future investment, with the exception that up to \$3,000 per month may be used for reasonable general and administrative expenses of the Corporation. These restrictions apply until completion of a Qualifying Transaction by the Corporation as defined under the policies of the Exchange.

The address of the Corporation's registered office is 4000, 421 – 7th Avenue S.W., Calgary, AB T2P 4K9.

The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") applied on a going concern basis which assumes that the Corporation will be able to realize its assets and discharge its liabilities in the normal course of business.

2. BASIS OF PREPARATION

Statement of Compliance

These financial statements for the year ended December 31, 2022 have been prepared in accordance with IFRS, as issued by the International Accounting Standards Board ("IASB").

These financial statements are prepared under IFRS and were authorized for issuance by the Board of Directors on May 1, 2023.

Basis of Measurement

These financial statements are stated in Canadian dollars and were prepared on a going concern basis under the historical cost convention.

Functional and Presentation Currency

These financial statements are presented in Canadian dollars, which is the Corporation's functional currency.

DASH CAPITAL CORP.
NOTES TO THE FINANCIAL STATEMENTS
December 31, 2022
(All Amounts are in Canadian Dollars)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Cash and Cash Equivalents

Cash consists of the proceeds from the issuance of common shares, which is in the Corporation's bank account. The Corporation does not have any cash equivalents as at December 31, 2022.

Deferred Financing Costs

Costs directly attributable with the raising of capital will be charged against the related share capital. Costs related to shares not yet issued are recorded as deferred financing costs. These costs are deferred until the issuance of the shares to which the costs related to, at which time the costs will be charged against the related share capital or charged to operations if the shares are not issued. As at December 31, 2022, all common shares have been issued.

Share Based Payments

The fair value of stock options granted to employees is recognized as an expense over the vesting period with a corresponding increase in the contributed surplus. Employees, for the purpose of this calculation, also include individuals who provide services similar to those performed by a direct employee, including directors and consultants of the Company. The fair value of the options granted is measured using the Black-Scholes Option Pricing Model taking into account the terms and conditions upon which the options were granted. Consideration received on the exercise of stock options is recorded as share capital and the related contributed surplus amount is transferred to share capital.

Income Taxes

Income tax expense comprises current and deferred tax. Income tax is recognized in the statement of loss except to the extent it relates to items recognized in other comprehensive loss or directly in equity.

Current Tax

Current tax is the expected tax payable on the taxable income for the period using tax rates enacted or substantially enacted at the reporting date and any adjustments to tax payable in respect of previous periods.

Deferred Tax

Deferred taxes is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences, and the carry forward of non-capital losses, can be utilized.

Deferred tax is not recognized on the initial recognition of assets or liabilities in a transaction that is not a business combination. In addition, deferred tax is not recognized for taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantially enacted by the reporting date.

DASH CAPITAL CORP.
NOTES TO THE FINANCIAL STATEMENTS
December 31, 2022
(All Amounts are in Canadian Dollars)

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset and they relate to income taxes levied by the same taxation authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

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. Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future profit will allow the deferred tax asset to be recovered and/or the carrying value of temporary differences exceed their tax basis.

Loss Per Share

The Corporation presents basic loss per share for its common shares, calculated by dividing the loss attributable to common shareholders of the Corporation by the weighted average number of common shares outstanding during the period. Diluted earnings or loss per share is calculated by adjusting the number of common shares for the effects of dilutive options and other dilutive potential units. Diluted loss per share does not adjust the loss attributable to common shareholders on the weighted average number of common shares outstanding when the effect is antidilutive.

Shares held in escrow that are only released upon contingent events are not included in the calculation of the weighted average number of common shares.

Financial Instruments

Classification and Measurement of Financial Instruments

Financial assets and financial liabilities are recognized on the Corporation's statement of financial position when the Corporation becomes a party to the contractual provisions of the instrument.

Financial assets

All financial assets are initially recorded at fair value and designated on acquisition to one of the following three categories: amortized cost, fair value through profit or loss, or fair value through other comprehensive income. The Corporation does not have any financial instruments classified as fair value through profit or loss or fair value through other comprehensive income.

Amortized cost

These assets arise principally from the provision of goods and services to customers, but also incorporate other types of financial assets where the objective is to hold these assets in order to collect contractual cash flows and the contractual cash flows are solely the payments of principal and interest. They are initially recognized at fair value plus transaction costs that are directly attributable to their acquisition or issuance and are subsequently carried at amortized cost using the effective interest rate method, less provision for impairment.

The Corporation's financial assets measured at amortized cost are comprised of cash and the loan to SSC.

A financial asset is derecognized when the rights to receive cash flows from the asset have expired or when the Corporation has transferred its rights to receive cash flows from the asset.

DASH CAPITAL CORP.
NOTES TO THE FINANCIAL STATEMENTS
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Financial liabilities

The Corporation classified its financial instruments into one of two categories, depending on the purpose for which the liabilities were acquired: fair value through profit or loss or other financial liabilities. The Corporation does not have any items classified as fair value through profit or loss.

Other financial liabilities

Other financial liabilities are initially recognized at fair value and subsequently carried at amortized cost using the effective interest method. This category includes accounts payable and accrued liabilities.

A financial liability is derecognized when its contractual obligations are discharged, cancelled, or expire.

Equity Instruments

The Corporation's common shares are classified as equity. Incremental costs directly attributable to the issue of common shares are recognized as a deduction from equity, net of any tax effects.

Impairment of Financial Assets

The Corporation assesses at each reporting date whether there is objective evidence that financial assets, other than those designated as "fair value through profit or loss" are impaired. When impairment has occurred, the cumulative loss is recognized in the statement of profit and loss. For financial assets carried at amortized cost, the amount of impairment loss recognized is the difference between the assets carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate. When an available-for-sale financial asset is considered to be impaired, cumulative gains or losses previously recognized in other comprehensive income are reclassified to the statement of profit and loss in the period. Impairment losses may be reversed in subsequent periods.

The Corporation's financial assets and liabilities are measured in accordance with a three level hierarchy. The hierarchy groups financial assets and liabilities into three levels based on the significance of inputs used in measuring fair value of the financial assets and liabilities. The fair value hierarchy has the following three levels:

- a) Level 1: fair value is based on quoted prices (unadjusted) in active markets for identical assets and liabilities;
- b) Level 2: fair value is based on inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (ie, as prices) or indirectly (ie. derived from prices); and
- c) Level 3: fair value is based on inputs for the asset or liability that are not based on observable market data (observable inputs).

DASH CAPITAL CORP.
NOTES TO THE FINANCIAL STATEMENTS
December 31, 2022
(All Amounts are in Canadian Dollars)

4. SUMMARY OF ACCOUNTING ESTIMATES AND ASSUMPTIONS

The preparation of the financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Estimates and judgments are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual outcomes can differ from these estimates.

The estimated fair value of financial assets and liabilities, by their very nature, are subject to measurement uncertainty.

The estimated fair value of share purchase options requires determining the most appropriate model as well as the applicable inputs.

Provisions for taxes are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors. The Corporation reviews the adequacy of these provisions at the end of the reporting period. However, it is possible that at some future date an additional liability could result from audits by taxing authorities. Where the final outcome of these tax-related matters is different from the amounts that were initially recorded, such differences will affect the tax provisions in the period in which such determination is made. The Corporation recognizes deferred tax assets to the extent that it is probable that future taxable profits will be available to utilize the Corporation's deductible temporary differences which are based on management's judgment on the degree of future taxable profits. To the extent that future taxable profits differ significantly from the estimates impacts the amount of the deferred tax assets management judges is probable.

The valuation of the loan to SSC is subject to measurement uncertainty and is expected to be settled upon the completion of the qualifying transaction (Note 12).

5. CASH

The Corporation has \$281,503 cash in the bank at December 31, 2022 (\$612,207 – 2021).

6. LOAN TO SSC

On August 8, 2022, the Corporation advanced the \$250,000 loan to Simply Solventless Corporation ("SSC") under the terms of the Amalgamation Agreement. As collateral security for the loan, SSC has granted a security interest in all of SSC's present and after-acquired property in favour of Dash pursuant to a general security agreement. The loan is subordinated to the SSC Sundial Mortgage Facility and any other senior indebtedness. The loan bears annual interest at prime plus 3%. The maturity date for the principal & accrued and unpaid interest is the earliest of either 30 business days following the termination date (in the event of the termination or unsuccessful completion of the Amalgamation Agreement before or on the Outside Date of June 15, 2023) or five years after the advance date.

DASH CAPITAL CORP.
NOTES TO THE FINANCIAL STATEMENTS
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(All Amounts are in Canadian Dollars)

7. SHARE CAPITAL AND STOCK OPTIONS

Issued and outstanding common share capital

	Shares	Value \$
Balance, as at January 13, 2021	-	-
Private placement – January 25, 2021	3,500,000	175,000
Private placement – April 26, 2021	7,500,000	750,000
Share issuance costs	0	(204,245)
Balance, as at December 31, 2021 and December 31, 2022	11,000,000	720,755

The Corporation is authorized to issue an unlimited number of common shares and unlimited number of preferred shares (issuable in series) and to determine the designation, rights, privileges, restrictions and conditions attached to the shares of each series. On January 25, 2021, the directors, officers and other non-arm's length parties of the Corporation subscribed for 3,500,000 common shares at a price of \$0.05 per common share for gross proceeds of \$175,000.

All 3,500,000 issued and outstanding common shares of the Corporation, and all common shares acquired on exercise of stock options granted to directors and officers prior to the completion of a Qualifying Transaction, will be held in escrow pursuant to the requirements of the Exchange. These common shares, which are considered contingently issuable until the Corporation completes a Qualifying Transaction, are not considered to be outstanding for the purpose of the loss per share calculation.

(a) Filing of Prospectus

On April 26, 2021, the Corporation filed a prospectus with the securities regulatory authorities in the provinces of British Columbia, Alberta, Saskatchewan and Ontario pursuant which the Corporation proposed to offer to the public through its agent, Richardson Wealth Limited, a minimum of 2,000,000 common shares in the capital of the Corporation for total gross proceeds to the Corporation of \$200,000 and a maximum of 7,500,000 common shares for total gross proceeds to the Corporation of \$750,000 at a price of \$0.10 per common share. This initial public offering closed at the maximum offering on May 14, 2021 resulting in the issue of 7,500,000 common shares for gross proceeds of \$750,000. Costs associated with the Offering of \$153,022 (including agent's commissions) and stock based compensation on agents options of \$51,223 (Note 7(b)) are recorded as share issue cost.

The purpose of this offering is to provide the Corporation with a minimum of funds with which to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction.

(b) Agent's Compensation

Pursuant to the agency agreement, the Corporation granted to the Agent a non-refundable fee of \$15,000, a \$10,000 deposit to pay legal fees incurred by the Agent and 10% of gross proceeds raised (these costs are included in share issue costs). The Corporation will also grant a non-transferable option to purchase that number of Common Shares equal to 10% of the aggregate number of Common Shares sold pursuant to the offering at a price of \$0.10 per share expiring 5 years from the date the Common Shares are listed

DASH CAPITAL CORP.
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(All Amounts are in Canadian Dollars)

on the Exchange, provided that no more than 50% of the aggregate number of Common Shares which may be acquired by the Agent on exercise of the entire option may be sold by the Agent before the completion of the Qualifying Transaction. The grant of the Agent's option is qualified for distribution under the prospectus (as described in Note 7 (a)). In conjunction with these options granted, the Corporation has recorded share issuance costs of \$51,223 which has been charged to, contributed surplus. The fair value of the options granted is measured using the Black-Scholes Option Pricing Model assuming a 5-year term, volatility of 88.10%, a risk free discount rate of 0.94% and a dividend rate of 0%. The options vested immediately.

(c) Director's and Officer's Options

Stock options outstanding

<u>Expiry</u>	<u>December 31, 2021 and 2022</u>	<u>Exercise Price</u>
May 14, 2031	1,100,000	\$0.10
May 14, 2026	750,000	\$0.10

The Corporation has adopted an incentive stock option plan. In connection with the offering as described in Note 7(a) and in accordance with Toronto Stock Exchange requirements, the board of directors of the Corporation may from time to time, in its discretion, grant incentive stock options to directors and senior officers of the Corporation to purchase that number of Common Shares equal to 10% of the aggregate number of Common Shares outstanding upon the closing of the Offering, representing 1,100,000 Common Shares at an exercise price of \$0.10 per share and exercisable for a period of 10 years from the date of the grant. The distribution of the CPC stock options is qualified under the prospectus (as described in Note 7(a)). The number of Common Shares issuable to any individual director or senior officer will not exceed 5% of the issued and outstanding Common Shares, on a non-diluted basis, as at the date of grant of the CPC stock option. The 750,000 Agent's options granted are not a part of the Corporation's stock option plan, details of which can be noted in Note 7(b).

On May 14, 2021, the Corporation granted 1,100,000 stock options to directors, senior officers and certain consultants at an exercise price of \$0.10 per share that vest immediately and have an expiry date of May 14, 2031. In conjunction with these options granted, the Corporation has recorded stock compensation expense of nil for the year ended December 31, 2022 (2021 - \$92,147), which has been charged to, contributed surplus. The fair value of the options granted is measured using the Black-Scholes Option Pricing Model assuming a 10-year term, volatility of 85.67%, a risk free discount rate of 1.55% and a dividend rate of 0%.

None of the above options were exercised as of the approval date of these financial statements.

DASH CAPITAL CORP.
NOTES TO THE FINANCIAL STATEMENTS
December 31, 2022
(All Amounts are in Canadian Dollars)

(d) Loss per share

Basic earnings (loss) per share are calculated using the weighted average number of common shares outstanding during the period. Diluted earnings (loss) per share are computed using the treasury stock method. Stock options of 1,850,000 outstanding are not included in the computation of diluted earnings (loss) per share if their inclusion would be anti-dilutive.

Weighted average number of common shares:	
Basic and diluted	<u>7,500,000</u>

The 3,500,000 common shares held in escrow are not considered outstanding for the purposes of the weighted average number of common shares.

8. CAPITAL RISK MANAGEMENT

The Corporation manages its share capital as capital. The Corporation's objectives when managing capital are to safeguard the Corporation's ability to continue to operate and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk.

The Corporation manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Corporation may attempt to issue new common shares, issue new debt, acquire or dispose of assets or adjust the amount of cash.

In order to facilitate the management of its capital requirements, the Corporation may prepare expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions.

The Corporation is not subject to any externally or internally imposed capital requirements as at December 31, 2022 and December 31, 2021.

9. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Risk Management

The Corporation does not manage risk through the use of hedging transactions. As a part of the overall operation of the Corporation, management takes steps to avoid undue concentrations of risk. The Corporation manages the risks, as follows:

Liquidity Risk

Liquidity risk is the risk that the Corporation cannot meet its financial obligations associated with financial liabilities in full. The primary source of liquidity is equity financing, which is used to finance working capital and capital expenditure requirements, and to meet the Corporation's financial obligations associated with financial liabilities. The Corporation's trade payables and accrued liabilities generally have contracted maturities of less than 30 days and are subject to normal trade terms. As at December 31, 2022, the Corporation has a cash balance of \$281,503 (2021 - \$612,206) which is sufficient to pay total liabilities of \$23,355 (2021 - \$9,332).

DASH CAPITAL CORP.
NOTES TO THE FINANCIAL STATEMENTS
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(All Amounts are in Canadian Dollars)

Interest Rate Risk

Interest rate risk is the risk that changes in market interest rates may have an effect on the cash flows associated with some financial instruments, known as interest rate cash flow risk, or on the fair value of other financial instruments, known as interest rate price risk.

The Corporation does not trade in financial instruments and is exposed to interest rate price risk on its loan to SSC due to the variable rate as at December 31, 2022 (2021 – the Corporation is not exposed to significant interest rate price risk).

Market Risk

Market risk is the risk that changes in market prices will have an effect on future cash flows associated with financial instruments. Market risk comprises three types of risk: credit risk, currency risk and other price risk.

Credit Risk

Credit risk arises from the possibility that debtors may be unable to fulfill their commitments. For a financial asset, this is typically the gross carrying amount, net of any amounts offset and any impairment losses. The Corporation does not have any accounts receivable credit risk as at December 31, 2022 and December 31, 2021.

Currency Risk

Currency risk is the risk that changes in foreign exchange rates may have an effect on future cash flows associated with financial instruments. The Corporation does not have any material transactions denominated in foreign currency and is not exposed to foreign currency risk as at December 31, 2022 and December 31, 2021.

Other Price Risk

Other price risk is the risk that changes in market prices, including commodity or equity prices, will have an effect on future cash flows associated with financial instruments. The cash flows associated with financial instruments of the Corporation are not exposed to other price risk as at December 31, 2022 and December 31, 2021.

Fair Values

Financial instruments include cash, loan to SSC and accounts payable and accruals. The carrying values of these financial instruments approximate fair value due to the short term nature of financial instruments.

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10. TAXES

The provision for income taxes varies from the amount that would be computed by applying the expected tax rate to income (loss) before income taxes. The principle reasons for differences between such “expected” income tax expense and the amount actually recorded are as follows:

	2022	2021
Loss before taxes	\$ (86,115)	\$ (261,251)
Statutory tax rate	23,00%	23,00%
Tax recovery	(19,806)	(60,088)
Non-deductible expenses	-	(14,001)
Change in unrecognized deferred tax assets	19,806	74,089
Tax recovery	\$ -	-

Deferred tax assets have not been recognized in respect of the following deductible temporary differences:

	2022	2021
Share issuance and financing costs	\$ 30,950	\$ 28,387
Non-capital losses	64,945	45,702
Total net deferred tax asset	95,895	74,089
Assets not recognized	(95,895)	(74,089)
Total	\$ -	-

The Corporation’s loss carry forward balance is available to reduce future years’ income taxes and, if not fully utilized, will begin to expire in fiscal 2041.

11. RELATED PARTY TRANSACTIONS

Key management personnel consist of officers and directors of the Corporation. No management compensation was paid during the year ended December 31, 2022 (2021 – 1,100,000 stock options were granted for which stock-based compensation of \$92,147 was recognized).

Included in share capital is capital received from the issuance of 3,000,000 shares to directors and the Corporation’s legal counsel for proceeds of \$150,000 during the period December 31, 2021. During the year ended December 31, 2022, legal fees of \$1,305 (\$46,644 for the period December 31, 2021) have been incurred by a law firm in which a partner is a shareholder owning less than 5% of the Corporation.

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12. **SUBSEQUENT EVENT**

Qualifying Transaction

On August 9, 2021 the Corporation announced that it has entered into an amalgamation agreement dated August 6, 2021 (“Amalgamation Agreement”) with Simply Solventless Concentrates Ltd. (“SSC”) and 2366191 Alberta Ltd., a wholly owned subsidiary of the Corporation, in furtherance of the Corporation’s proposed business combination with SSC (the “Transaction”), which sets forth the terms and conditions of the business combination, which will constitute the Transaction. The Transaction was previously disclosed in the news release of the Corporation dated June 11, 2021 (the “June News Release”). On January 31, 2022, the Corporation, its wholly owned subsidiary and SSC entered into an amending agreement to the Amalgamation Agreement (the “**Amending Agreement**”), which, among other things, extended the outside date for the closing date of the Transaction to May 31, 2022. On July 6, 2022, the Corporation entered into a second amending agreement to the amalgamation agreement dated June 20, 2022 with effect as of May 31, 2022, which amended the consolidation of Dash shares to be on the basis of one post consolidation share for two existing Dash shares, and extended the outside date for the completion of the Transaction to November 30, 2022. The Corporation signed a third and fourth Amending Agreements effective November 21, 2022 and February 13, 2023 respectively primarily extending the outside date. On April 26, 2023, Dash, SSC and Dash Subco entered into the Fifth Amending Agreement to, among other things, extend the outside date of the Transaction to June 15, 2023. Upon completion of the Transaction, it is intended that Dash will continue SSC’s business in the cannabis industry. As of the date of these financial statements the closing of the amalgamation has not occurred. A copy of the Amalgamation Agreement, the Amending Agreement and the previous news releases of the Corporation detailing the Transaction have been filed on the Corporation’s SEDAR profile and are available for viewing at www.sedar.com.