
HOPEFIELD VENTURES TWO INC.
CONDENSED FINANCIAL STATEMENTS
SEPTEMBER 30, 2023 AND 2022
EXPRESSED IN CANADIAN DOLLARS
(UNAUDITED - PREPARED BY MANAGEMENT)

NOTICE TO READER

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a) issued by the Canadian Securities Administrators, if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim financial statements of Hopefield Ventures Two Inc. as at September 30, 2023 and 2022, notes to the unaudited condensed interim financial statements and related Management's Discussion and Analysis have been prepared by and are the responsibility of management.

The Company's independent auditor has not performed a review of these unaudited condensed interim financial statements.

HOPEFIELD VENTURES TWO INC.
CONDENSED STATEMENTS OF FINANCIAL POSITION
AS AT SEPTEMBER 30, 2023 AND DECEMBER 31, 2022
EXPRESSED IN CANADIAN DOLLARS
(UNAUDITED, PREPARED BY MANAGEMENT)

	2023	2022
ASSETS		
Current		
Cash	\$ 1,113,097	\$ 979,428
Accrued receivable	4,442	4,502
Prepaid expenses and deposits	787	18,150
Deferred financing costs	-	50,683
	\$ 1,118,326	\$ 1,052,763
LIABILITIES AND EQUITY		
Current liabilities		
Accounts payable and accrued liabilities	\$ 57,202	\$ 46,555
Equity		
Share capital (Note 4)	1,193,693	1,062,695
Contributed surplus	108,345	84,995
Deficit	(240,914)	(141,482)
	1,061,124	1,006,208
	\$ 1,118,326	\$ 1,052,763

Nature and continuance of operations (Note 1)

Subsequent events (Note 7)

Approved and authorized for issue on behalf of the Board on November 29, 2023

___"Mark Binns"_____
Director

___"Mitchell Demeter"_____
Director

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

HOPEFIELD VENTURES TWO INC.
CONDENSED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
FOR THE PERIODS ENDED SEPTEMBER 30, 2023 AND 2022
EXPRESSED IN CANADIAN DOLLARS
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	Three months ended Sep 30, 2023	Three months ended Sep 30, 2022	Nine months ended Sep 30, 2023	Period from January 24 to Sep 30, 2022
Expenses				
Filing fees	\$ 788	\$ -	\$ 19,963	\$ -
Office and administration	49	358	247	1,039
Professional fees	42,585	13,779	55,644	37,657
Promotion	-	-	-	1,053
Transfer agent fees	1,786	-	8,828	-
Share-based compensation (Note 4)	-	-	14,750	84,995
Net loss and comprehensive loss for the period	\$ (45,208)	\$ (14,137)	\$ (99,432)	\$ (124,744)
Basic and diluted loss per share	\$ (0.00)	\$ (0.00)	\$ (0.01)	\$ (0.01)
Weighted average number of shares outstanding	17,887,500	16,327,335	17,814,240	16,353,867

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

HOPEFIELD VENTURES TWO INC.
CONDENSED STATEMENTS OF CHANGES IN EQUITY
FOR THE PERIODS ENDED SEPTEMBER 30, 2023 AND 2022
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	Number of shares	Share capital	Contributed surplus	Deficit	Total equity
Balance, January 24, 2022	-	\$ -	\$ -	\$ -	\$ -
Shares issued for cash, net of issuance costs (Note 4)	19,275,000	1,336,445			1,336,445
Shares repurchased for cash (Note 4)	(3,887,500)	(273,750)			(273,750)
Share options granted (Note 4)			84,995		84,995
Net loss for the period				(124,744)	(124,744)
Balance, September 30, 2022	15,387,500	\$1,062,695	\$84,995	\$ (124,744)	\$1,022,946
Balance, January 1, 2023	15,387,500	\$1,062,695	\$84,995	\$ (141,482)	\$1,006,208
Shares issued for cash, net of issuance costs (Note 4)	2,500,000	139,598			139,598
Agent's options granted		(8,600)	8,600		-
Share options granted (Note 4)			14,750		14,750
Net loss for the period				(99,432)	(99,432)
Balance, September 30, 2023	17,887,500	\$1,193,693	\$108,345	\$ (240,914)	\$1,061,124

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

HOPEFIELD VENTURES TWO INC.
CONDENSED STATEMENTS OF CASH FLOWS
FOR THE PERIODS ENDED SEPTEMBER 30, 2023 AND 2022
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	Three months ended Sep 30, 2023	Three months ended Sep 30, 2022	Nine months ended Sep 30, 2023	Period from January 24 to Sep 30, 2022
Cash provided from (used for):				
Operating activities				
Net loss	\$ (45,208)	\$ (14,137)	\$ (99,432)	\$ (124,744)
Items not requiring the use of cash:				
Share-based compensation	-	-	14,750	84,995
	<u>(45,208)</u>	<u>(14,137)</u>	<u>(84,682)</u>	<u>(39,749)</u>
Changes in non-cash working capital:				
Accrued receivable	(1,608)	(1,270)	60	(3,002)
Prepaid expenses and deposits	788	(15,000)	17,363	(15,000)
Deferred financing costs	-	(9,350)	50,683	(32,487)
Accounts payable and accrued liabilities	46,028	4,737	10,647	23,702
	<u>-</u>	<u>(35,020)</u>	<u>(5,929)</u>	<u>(66,536)</u>
Financing activities				
Common shares issued for cash	-	-	139,598	1,336,445
Repurchase and cancellation of common shares	-	(273,750)	-	(273,750)
	<u>-</u>	<u>(273,750)</u>	<u>139,598</u>	<u>1,062,695</u>
Net cash inflow (outflow)	-	(308,770)	133,669	996,159
Cash position, beginning of period	1,113,097	1,304,929	979,428	-
Cash position, end of period	\$ 1,113,097	\$ 996,159	\$ 1,113,097	\$ 996,159

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1. NATURE AND CONTINUANCE OF OPERATIONS

Hopefield Ventures Two Inc. (the “Company” or “Hopefield”) is a private company incorporated under the Business Corporations Act of British Columbia on January 24, 2022. The address of the Company’s corporate office and its principal place of business is 2200 HSBC Building, 885 West Georgia Street, Vancouver, BC, Canada. The Company is listed on the TSX Venture Exchange (symbol HVII.P) under the Capital Pool Company Program and plans to identify a suitable private operating company to complete a qualifying transaction.

These financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes that the Company will be able to continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business.

The Company does not generate sufficient cash flow from operations to adequately fund its activities and has therefore relied principally upon the support of creditors and the issuance of securities for financing. Future capital requirements will depend on many factors including the Company's ability to execute its business plan. The Company intends to continue relying upon the issuance of securities to finance its future activities but there can be no assurance that such financing will be available on a timely basis under terms acceptable to the Company. Although these financial statements do not include any adjustments that may result from the inability to secure future financing, such a situation would have a material adverse effect on the Company's recoverability of assets, classification of assets and liabilities, and results of operations should the Company be unable to continue as a going concern.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Statement of Compliance

These condensed interim financial statements, including comparatives, have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) applicable to the preparation of interim financial statements, including IAS 34, Interim Financial Reporting. As a result, certain disclosures included in the annual financial statements prepared in accordance with IFRS have been condensed or omitted. Accordingly, these condensed interim financial statements should be read in conjunction with the Company’s audited financial statements for the period ended December 31, 2022. In preparation of these condensed interim financial statements, the Company has consistently applied the same accounting policies as disclosed in note 2 to the

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audited financial statements for the period ended December 31, 2022. All amounts are expressed in Canadian dollars, unless otherwise noted. These financial statements were approved by the Board of Directors of the Company on November 29, 2023.

Basis of presentation

These financial statements have been prepared on the historical cost basis, except for certain financial instruments which are measured at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information. The financial statements are presented in Canadian dollars, which is also the functional currency of the Company.

Significant accounting estimates and judgments

The preparation of these 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 period.

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. Key estimates made in applying accounting policies that have the most significant effects on the amounts recognized in the financial statements are:

Going concern assumption

The assessment of whether the going concern assumption is appropriate requires management to consider all available information about the future, which is at least, but not limited to, twelve months from the end of the reporting period.

For the period ended September 30, 2023, the Company did not need to apply any critical judgments in applying accounting policies that would have a significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the financial statements within the next financial year.

Share-based compensation

The Company may grant stock options to acquire common shares of the Company to directors, officers, employees and consultants. An individual is classified as an employee when the

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individual is an employee for legal or tax purposes or provides services similar to those performed by an employee.

Share-based payments to employees and others providing similar services are measured at the estimated fair value of the instruments issued on the grant date and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of the goods or services received or the fair value of the equity instruments issued if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received.

The fair value of the stock options is determined using the Black-Scholes option pricing model. The fair value of stock options is recognized to expense over the vesting period. Consideration paid for the shares on the exercise of share purchase options is credited to share capital.

Share issue costs

Costs directly identifiable 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 will be deferred until the issuance of the shares to which the costs relate, at which time the costs will be charged against the related share capital or charged to operations if the shares are not issued.

The value of compensatory options or warrants granted to agents in a private placement is determined using the Black-Scholes option pricing model. The fair value of these compensatory options or warrants is recognized as share issuance costs, with an offsetting credit to contributed surplus.

Basic and diluted loss per share

Basic earnings (loss) per share is computed by dividing net earnings (loss) available to common shareholders by the weighted average number of shares outstanding during the reporting period. Diluted earnings (loss) per share is computed by adjusting the net earnings (loss) available to common shareholders and the weighted average number of shares outstanding for the effects of potential common shares, if dilutive. Potential common shares include stock options and warrants and are calculated by assuming that these instruments were exercised and that the proceeds from such exercises were used to acquire common shares at the average market price during the reporting periods. For the period presented, this calculation proved to be anti-dilutive.

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Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Financial assets are recognized initially at fair value and are subsequently classified and measured at: (i) amortized cost; (ii) fair value through other comprehensive income (“FVOCI”); or (iii) fair value through profit or loss (“FVTPL”). The classification of financial assets is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. Financial assets which have contractual cash flows composed solely of principal and interest are measured at amortized cost when they are held with the objective to collect those cash flows and at FVOCI when they may also be held for sale. Financial assets not classified as amortized cost or FVOCI are measured at FVTPL.

A financial asset is initially measured at fair value net of transaction costs that are directly attributable to its acquisition except for financial assets at FVTPL where transaction costs are expensed. All financial assets not classified and measured at amortized cost or FVOCI are measured at FVTPL.

On initial recognition of an equity instrument that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment’s fair value in other comprehensive income.

The classification determines the method by which the financial assets are carried on the statement of financial position subsequent to inception and how changes in value are recorded.

The Company’s financial assets consist of cash and accrued receivables which are measured at amortized cost.

Financial liabilities

Financial liabilities are recognized initially at fair value and subsequently measured at (i) amortized cost or (ii) FVTPL. All financial liabilities are classified and subsequently measured at amortized cost except for financial liabilities measured at FVTPL, such as derivatives and certain financial commitments and guarantee contracts. Financial liabilities may also be designated at fair value through profit and loss if doing so results in more relevant information. The classification determines the method by which the financial liabilities are carried on the statement of financial position subsequent to inception and how changes in value are recorded.

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The Company's financial liabilities consist of accounts payable and accrued liabilities which are measured at amortized cost. As at September 30, 2023, the Company does not have any derivative financial liabilities.

3. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company's financial instruments consist of cash, accounts payable and accrued liabilities.

Fair values

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

The fair value hierarchy has the following levels:

Level 1 - quoted prices (unadjusted) in active markets for identical assets and liabilities;
Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The fair values of cash, accrued receivables and accounts payable and accrued liabilities approximate their fair values due to the nature and expected maturity of these financial instruments.

Financial instrument risk exposure and risk management

The Board of Directors has overall responsibility for the establishment and oversight of the Company's financial risk management framework. The Company considers the fluctuations of financial markets and seeks to minimize potential adverse effects on financial performance.

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board approves and monitors the risk management process.

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(a) Credit risk

Credit risk is the risk of a financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligation. The Company's exposure to credit risk includes its cash. The Company manages credit risk, in respect of cash, by placing its cash with a major Canadian financial institution in accordance with the Company's investment policy. Concentration of credit risk exists with respect to the Company's cash as all amounts are held at a single major Canadian financial institution.

The maximum exposure to credit risk is equal to the carrying value of the financial assets.

(b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in obtaining funds to meet commitments. The Company's ability to continue as a going concern is dependent on management's ability to raise required funding through future equity issuances. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments. All of the Company's financial liabilities are due within the next operating period.

(c) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign currency risk and commodity price risk.

i. Interest rate risk

Some of the Company's accounts payable and accrued liabilities trade payables may be subject to interest on unpaid balances.

ii. Commodity price risk

Commodity price risk is the risk that the fair or future cash flows of a financial instrument will fluctuate because of changes in market prices, other than those arising from interest rate risk or foreign currency risk. The Company actively monitors commodity price changes and stock market prices to determine the appropriate course of action to be taken by the Company.

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4. SHARE CAPITAL

Share capital

On January 9, 2023, the Company issued 2,500,000 common shares at a price of \$0.10 per share, for total gross proceeds of \$250,000 upon completion of its Initial Public Offering. After costs, including the Agent's commission and fees and legal expenses of the Agent and the Company, including those charged to Deferred Financing Fees as at December 31, 2022, net proceeds of \$139,598 have been credited to Common Shares.

During the period from incorporation, January 24, 2022 to September 30, 2022, the Company:

- (a) issued 11,700,000 common shares at a price of \$0.05 per share for total proceeds of \$585,000;
- (b) issued 7,575,000 common shares at a price of \$0.10 per share for total proceeds of \$757,500;
- (c) repurchased 2,300,000 common shares at a price of \$0.05 per share for a total cost of \$115,000; and
- (d) repurchased 1,587,500 common shares at a price of \$0.10 per share for a total cost of \$158,750.

Share options

On January 9, 2023, the Company granted 250,000 share options exercisable at a price of \$0.10 per share to directors and officers of the Company.

During the period from incorporation, January 24, 2022 to September 30, 2022, the Company granted 1,757,500 share options to directors and officers of the Company and subsequently cancelled 218,750 share options as follows:

- (a) 1,000,000 share options exercisable at a price of \$0.05 per share granted on February 10, 2022;
- (b) 757,500 share options exercisable at a price of \$0.10 per share granted on February 28, 2022;
- (c) 60,000 share options exercisable at a price of \$0.05 per share were cancelled on August 29, 2022; and
- (d) 158,750 share options exercisable at a price of \$0.10 per share were cancelled on August 29, 2022

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The share options vested on their respective grant dates and are exercisable for a period of ten years.

As noted, the company uses the Black-Scholes option pricing model and the following table sets out the weighted average assumptions used in calculating the fair value of share options granted:

	<u>2023</u>	<u>2022</u>
Share price	\$0.10	\$0.072
Exercise price	\$0.10	\$0.072
Expected dividend yield	Nil	Nil
Expected volatility	44%	59%
Risk-free interest rate	3.08%	1.90%
Expected share option life	10 yrs	10 yrs
Fair value (per share) of share options granted	\$0.059	\$0.048

Expected volatility was estimated by reference to the price history of publicly traded small cap software and services companies over a ten-year period, commensurate with the expected life of the options. Expected life was estimated to be equal to the contractual life of the share options. During the period ended September 30, 2023, the total fair value of \$14,750 (September 30, 2022 - \$84,995) was recognized as share-based compensation expense.

Details of share options outstanding, changes in share options outstanding, exercise prices and remaining lives of share options are reflected in the tables below.

	<u>2023</u>		<u>2022</u>	
	<u>Options</u>	<u>Weighted Average Exercise Price</u>	<u>Options</u>	<u>Weighted Average Exercise Price</u>
Outstanding, start of period	1,538,750	\$0.069	-	-
Granted*	250,000	\$0.10	1,757,500	\$0.072
Expired/forfeited/cancelled*	<u>-</u>	-	<u>(218,750)</u>	\$0.086
Outstanding, end of period	<u>1,788,750</u>	\$0.074	<u>1,538,750</u>	\$0.069

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*Nine-months ended September 30, 2023 and 342 days ended December 31, 2022.

<u>Exercise Price</u>	<u>As at September 30, 2023</u>		<u>As at December 31, 2022</u>	
	<u>Options outstanding and vested</u>	<u>Weighted Average Remaining Life</u>	<u>Options outstanding and vested</u>	<u>Weighted Average Remaining Life</u>
\$0.05	940,000	8.37 years	940,000	9.12 years
\$0.10	<u>848,750</u>	8.67 years	<u>598,750</u>	9.17 years
	<u>1,788,750</u>	8.51 years	<u>1,538,750</u>	9.14 years

Agent's options

On January 9, 2023 the company completed its initial public offering. The company's agent, and certain subagents, received 200,000 Agent's options exercisable at a price of \$0.10 per share option until January 9, 2028.

The company uses the Black-Scholes option pricing model and the following table sets out the weighted average assumptions used in calculating the fair value of the Agent's options granted:

Share price	\$0.10
Exercise price	\$0.10
Expected dividend yield	Nil
Expected volatility	44%
Risk-free interest rate	3.22%
Expected Agent's option life	5 years
Fair value (per share) of Agent's options granted	\$0.043

Expected volatility was estimated by reference to the price history of publicly traded small cap software and services companies. Expected life was estimated to be equal to the contractual life of the Agent's options. The total fair value of \$8,600 was recognized as share issue costs on January 9, 2023.

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Details of Agent’s options outstanding and changes in Agent’s options outstanding are reflected in the tables below.

	<u>2023</u>		<u>2022</u>	
	<u>Agent’s Options</u>	<u>Exercise Price</u>	<u>Agent’s Options</u>	<u>Exercise Price</u>
Outstanding, start of period	-	-	-	-
Granted*	200,000	\$0.10	-	-
Exercised*	-	-	-	-
Outstanding, end of period	<u>200,000</u>	\$0.10	<u>-</u>	-

*Nine-months ended September 30, 2023 and 342 days ended December 31, 2022.

As at September 30, 2023, the remaining life of the outstanding Agent’s options is 4.28 years.

5. RELATED PARTY BALANCES AND TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

- a) On January 9, 2023, the Company granted 250,000 share purchase options to directors and officers of the Company with a fair value of \$14,750 as described in Note 4.
- b) During the period from incorporation, January 24, 2022 to June 30, 2022, the Company granted 1,757,500 share purchase options to directors and officers of the Company with a fair value of \$84,995 as described in Note 4.

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6. INCOME TAXES

As at January 8, 2023, the Company had non-capital losses of \$66,883 which may be carried forward and used to reduce the taxable income of future years. If not utilized beforehand, these non-capital losses will expire in 2043.

7. SUBSEQUENT EVENTS

On July 20, 2023, the Company announced that it had entered into a non-binding letter of intent (“LOI”) dated July 20, 2023 to complete a business combination (the “Transaction”) with Predictive Technologies LLC (“Predictive”). Pursuant to the applicable steps of the Transaction as contemplated by the LOI, Hopefield will acquire all the issued and outstanding shares of Predictive from the Predictive Shareholders in exchange for post-consolidation common shares of Hopefield (the “Transaction”) to form the resulting issuer (“Resulting Issuer”). Upon completion of the Transaction, it is the intention of the parties that the Resulting Issuer will continue with the business of Predictive. Hopefield intends that the Transaction will constitute its Qualifying Transaction, as such term is defined in Policy 2.4 of the Exchange.

Immediately prior to the share exchange contemplated by the Transaction, Hopefield will complete a consolidation of its issued and outstanding capital on the basis of one post-consolidated Hopefield share (each a “Hopefield Post-Consolidated Share”) for each 2.0868749 pre-consolidation Hopefield Shares, resulting in an aggregate of 8,571,429 Hopefield Post-Consolidated Shares (the “Consolidation”). Pursuant to the applicable steps of the Transaction, the equity capital of Hopefield and Predictive will be reorganized as contemplated by the LOI, including: (a) to implement the Consolidation; (b) existing holders of Hopefield’s convertible securities shall become holders of equivalent convertible securities of the Resulting Issuer, adjusted for the Consolidation; (c) Predictive Securityholders shall receive an aggregate of 112,239,142 common shares of the Resulting Issuer (“Resulting Issuer Shares”), on a pro rata basis; and (d) Hopefield shall become the holder of all Predictive Securities.

Prior to the closing date of the Transaction (the “Closing Date”), Predictive, with the assistance of Hopefield, intends to complete a private placement offering of subscription receipts (the “Subscription Receipts”) at a minimum price of CAD\$0.35 per Subscription Receipt, to raise aggregate gross proceeds of a minimum of CAD\$3,000,000, or such other amount and on such other terms as Predictive and Hopefield may otherwise agree, acting

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reasonably, which may include the issuance of warrants on such terms as Predictive and Hopefield may agree, acting reasonably (the “Concurrent Financing”).

All Subscription Receipts issued would be convertible, for no additional consideration, into securities of Predictive, which securities shall be exchanged by the holders thereof for economically equivalent securities of the Resulting Issuer, in connection with the completion of the Transaction, and which securities of the Resulting Issuer shall be freely-tradable in the Reporting Provinces. In the event the Transaction does not close on or by a date to be agreed by Predictive and Hopefield, subscription funds raised under the Concurrent Financing shall be returned to the subscribers thereunder in full, without interest or deduction. The Parties have agreed that it is their intention that the securities of the Resulting Issuer issued in exchange for the securities issued pursuant to the Concurrent Financing will, to the extent permitted by Canadian securities laws, be issued without a hold period in Canada, provided that neither Party will be required to file a prospectus in connection with the securities of the Resulting Issuer.

Prior to the Closing Date, in addition to the Concurrent Financing, Predictive may also complete an interim financing required in connection with the Transaction, on terms and conditions as agreed to between the parties, each acting reasonably (the “Interim Financing”).

Following the Transaction, the Concurrent Financing, and the Consolidation, the Resulting Issuer will have approximately 129,382,000 common shares issued and outstanding, of which the shareholders of Hopefield will hold approximately 8,571,429 common shares (6.63%), the shareholders of Predictive will hold approximately 112,239,142 common shares (86.75%), and the shareholders under the Concurrent Financing (as defined below) will hold approximately 8,571,429 common shares (6.63%) of the Resulting Issuer. A portion of the Resulting Issuer Shares may be subject to escrow provisions which shall be imposed by the policies of the TSXV and/or applicable securities laws. If applicable, these escrowed securities will be held in escrow and released, over time, as determined by the TSXV and/or applicable securities laws.

Predictive is a technology company which develops and implements state-of-the-art artificial intelligence capabilities which are delivered through a software-as-a-service (“SaaS”) business model. These technologies are built on 7 years of dedicated research and development. Customers can utilize Predictive’s AI technologies in their own businesses without having to invest in the infrastructure and expertise to develop these capabilities themselves. They include, amongst others, services such as automated data analytics, natural language processing, predictive modelling, image and video analytics, and assistance and advisory function. Predictive markets its AI technologies under the name “Qeleo”. Predictive is a limited liability company existing under the laws of Colorado, United States, which was formed on September 16, 2016.