



**STARDUST SOLAR HOLDINGS INC.**  
**(Formerly Sambuk Capital Limited)**  
**Condensed Interim Consolidated Financial Statements**  
**For the three and six months ended June 30, 2024 and 2023**  
**(Unaudited – Prepared by Management)**  
**(Expressed in Canadian Dollars)**

**STARDUST SOLAR HOLDINGS INC.**  
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**For the three and six months ended June 30, 2024 and 2023**

**NOTICE OF NO AUDITOR REVIEW AND  
MANAGEMENT’S RESPONSIBILITY FOR FINANCIAL REPORTING**

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

The independent auditor of Stardust Solar Holdings Inc. has not performed a review of these condensed interim consolidated financial statements.

Management is responsible for the preparation of the accompanying condensed interim consolidated financial statements. The condensed interim consolidated 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 include certain amounts based on estimates and judgement. Management has determined such amounts on a reasonable basis in order to ensure that the condensed interim consolidated 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 assets and operations of Stardust Solar Holdings Inc. 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 condensed interim 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.

**STARDUST SOLAR HOLDINGS INC.****(Formerly Sambuk Capital Limited)****Condensed Interim Consolidated Statements of Financial Position (Unaudited)****(Expressed in Canadian Dollars)**

<b>As at</b>		<b>June 30, 2024</b>		<b>December 31, 2023</b>
<b>Assets</b>				
<b>Current</b>				
Cash	\$	347,428	\$	356,924
Accounts receivable (note 14(a))		219,501		133,362
Inventory		11,710		299,040
Deposit		16,188		5,700
		594,827		795,026
<b>Equipment (note 5)</b>		17,697		18,284
<b>Intangible assets (note 6)</b>		22,296		22,883
<b>Right-of-use asset (note 7)</b>		9,737		38,950
	\$	644,557	\$	875,143
<b>Liabilities and shareholders' deficiency</b>				
<b>Liabilities</b>				
<b>Current</b>				
Accounts payable and accrued liabilities	\$	1,298,329	\$	701,998
Goods and services tax payable		75,055		38,632
Lease liability (note 7)		11,252		43,846
Due to related parties (note 13)		55,981		36,430
Subscription receipts (note 8)		315,865		315,865
Deferred revenue		86,993		387,744
Current portion of loans & borrowings (note 12)		6,211		5,383
		1,849,686		1,529,898
Income tax liability		10,319		9,971
Loans and borrowings (Note 12)		21,791		24,873
	\$	1,881,796	\$	1,564,742
<b>Shareholders' deficiency</b>				
Share capital (note 8)	\$	898,293	\$	898,293
Warrants (note 9)		76,000		76,000
Deficit		(1,905,924)		(1,358,346)
Accumulated other comprehensive loss		(305,608)		(305,546)
		(1,237,239)		(689,599)
	\$	644,557	\$	875,143

Nature of operations and going concern (note 1)

Subsequent events (note 8)

Approved on behalf of the Board:

"Mark Tadros" (signed)

Director

"Vitaly Melnikov" (signed)

Director

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

**STARDUST SOLAR HOLDINGS INC.**

(Formerly Sambuk Capital Limited)

**Condensed Interim Consolidated Statements of Income and Loss and Comprehensive Income and Loss (Unaudited)****(Expressed in Canadian Dollars)**

	Three months ended		Six months ended	
	June 30, 2024	June 30, 2023	June 30, 2024	June 30, 2023
<b>Revenues (note 16)</b>	\$ 1,115,570	\$ 364,156	\$ 1,949,841	\$ 1,375,807
<b>Direct costs</b>				
Direct wages	-	1,863	-	5,236
Freight in and duty	10,612	14,810	35,952	22,774
Purchases	745,800	433,106	1,299,320	593,437
Subcontracts	45,924	62,834	72,980	109,434
	802,336	512,613	1,408,252	730,881
<b>Gross profit</b>	313,234	499,038	541,589	644,926
<b>Expenses</b>				
Advertising and promotion	68,613	27,199	104,198	55,585
Depreciation and amortization (notes 5, 6)	15,716	16,057	31,527	32,115
Bad debt	12,268	500	12,268	25,500
Business taxes, licenses and	19,292	17,091	32,059	30,758
Insurance	10,042	7,731	20,234	19,476
Interest and bank charges (note 7)	20,541	12,452	28,164	21,940
Office	18,144	15,005	34,926	19,050
Professional fees	68,362	39,811	387,529	66,357
Salaries and wages (note 13)	241,094	171,692	437,645	319,411
Travel	4,103	844	8,664	8,888
Utilities	1,922	2,054	3,892	3,954
	480,097	310,436	1,101,106	603,034
<b>Other Items</b>				
Interest income	2,342	-	3,103	-
Asset impairment loss (note 6)	-	-	-	(28,046)
Foreign exchange	(37)	(977)	(538)	(308)
Government assistance (note 12)	6,249	-	9,374	6,216
<b>Net income (loss) before income taxes</b>	(158,309)	187,625	(547,578)	19,754
Current income tax expense	-	49	-	(13,597)
<b>Net income (loss)</b>	\$ (158,309)	\$ 187,674	(547,578)	\$ 6,157
<b>Items not reclassified to net loss</b>				
Foreign currency translation adjustment	(219)	1,174	(62)	345
<b>Comprehensive income (loss)</b>	\$ (158,528)	\$ 188,848	(547,640)	\$ 6,502
Basic and diluted income (loss) per share	\$ (0.00)	\$ 0.00	(0.01)	\$ 0.00
Weighted average common shares - basic	50,000,012	44,404,624	50,000,012	44,375,992
Weighted average common shares - diluted	50,000,012	149,610,197	50,000,012	149,639,150

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

**STARDUST SOLAR HOLDINGS INC.**  
**(Formerly Sambuk Capital Limited)**  
**Condensed Interim Consolidated Statements of Changes in Shareholders' Deficiency (Unaudited)**  
**(Expressed in Canadian Dollars)**

For the six months ended June 30, 2024 and 2023

	Common shares	Share Capital \$	Warrants \$	Deficit \$	Accumulated Other Comprehensive Income \$	Total \$
Balance, December 31, 2022	28,514,815	689,017	-	(707,310)	(305,615)	(323,908)
RTO Transaction (notes 2 and 8)	21,485,197	209,276	-	-	-	209,276
Warrant dividends granted (note 9)	-	-	76,000	(76,000)	-	-
Translation adjustment	-	-	-	-	345	345
Net income	-	-	-	6,157	-	6,157
<b>Balance, June 30, 2023</b>	<b>50,000,012</b>	<b>898,293</b>	<b>76,000</b>	<b>(777,153)</b>	<b>(305,270)</b>	<b>(108,130)</b>
Balance, December 31, 2023	50,000,012	898,293	76,000	(1,358,346)	(305,546)	(689,599)
Translation adjustment	-	-	-	-	(62)	(62)
Net loss	-	-	-	(547,578)	-	(547,578)
<b>Balance, June 30, 2024</b>	<b>50,000,012</b>	<b>898,293</b>	<b>76,000</b>	<b>(1,905,924)</b>	<b>(305,608)</b>	<b>(1,237,239)</b>

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

**STARDUST SOLAR HOLDINGS INC.**  
**(Formerly Sambuk Capital Limited)**  
**Condensed Interim Consolidated Statements of Cash Flows (Unaudited)**  
**(Expressed in Canadian Dollars)**

	Three months ended			Six months ended	
	June 30, 2024	June 30, 2023	\$	June 30, 2024	June 30, 2023
<b>Operating activities</b>					
Net income (loss)	\$ (158,309)	\$ 187,674	\$	(547,578)	\$ 6,157
Items not affecting cash:					
Amortization	15,716	16,057		31,528	32,115
Asset impairment loss	-	-		-	28,046
Interest on borrowings	-	-		246	-
Interest on lease liability	590	2,239		1,608	4,864
Write-off of deposit	-	-		-	25,000
Change in working capital balances:					
Accounts payable and accrued	148,864	119,639		596,331	28,774
Accounts receivable	(39,790)	(154,623)		(86,139)	(173,902)
Deferred revenue	(70,659)	(155,708)		(300,751)	(135,662)
Due to related parties	9,092	(4,759)		19,551	(21,043)
Goods and services tax payable	21,846	19,215		36,423	29,111
Income tax payable	86	(3,671)		348	9,982
Inventory	28,332	-		287,330	-
Prepaid expenses	(10,488)	-		(10,488)	-
<b>Cash provided by (used in) operating</b>	<b>(54,720)</b>	<b>26,063</b>		<b>28,409</b>	<b>(166,558)</b>
<b>Investing activities</b>					
Acquisition of equipment	(739)	-		(1,141)	-
Acquisition of intangible assets	-	-		-	(15,140)
Cash acquired in RTO transaction	-	-		-	314,729
<b>Cash provided by (used in) investing</b>	<b>(739)</b>	<b>-</b>		<b>(1,141)</b>	<b>299,589</b>
<b>Financing activities</b>					
Lease payments	(17,101)	(17,101)		(34,202)	(34,202)
Repayment of loans & borrowings	(1,500)	-		(2,500)	-
<b>Cash used in financing activities</b>	<b>(18,601)</b>	<b>(17,101)</b>		<b>(36,702)</b>	<b>(34,202)</b>
Foreign exchange on cash	(219)	1,174		(62)	345
Change in cash	(74,279)	10,136		(9,496)	99,174
Cash, beginning of period	421,707	130,309		356,924	41,271
<b>Cash, end of period</b>	<b>347,428</b>	<b>\$ 140,445</b>		<b>347,428</b>	<b>\$ 140,445</b>
<b>Supplemental cash flow information</b>					
Common shares issued in RTO	\$ -	\$ -	\$	-	\$ 291,744
Warrant dividend in shareholders' deficiency (note 9)	-	-		-	76,000
RTO transaction costs accrued through accounts payable	82,468	82,468		82,468	82,468
Interest paid	622	-		976	-
Taxes paid	-	-		-	-

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

# **STARDUST SOLAR HOLDINGS INC.**

**(Formerly Sambuk Capital Limited)**

**Notes to the Condensed Interim Consolidated Financial Statements (Unaudited)**

**For the three and six months ended June 30, 2024 and 2023**

**(Expressed in Canadian Dollars)**

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## **1. NATURE OF OPERATIONS AND GOING CONCERN**

Stardust Solar Holdings Inc. (“Stardust” or the “Company”), formerly Sambuk Capital Limited, was originally incorporated under the laws of the province of British Columbia on July 30, 2019. Stardust is a North American franchisor of renewable energy installation services including Solar photovoltaic (“PV”) (panels) array installation, energy storage or battery banks, and electric vehicle supply equipment. As a franchisor, Stardust lends its brand and business management services to entrepreneurs looking to enter the industry of renewable energies. The Company’s franchisees install and maintain these clean energy products for residential and commercial purposes. As a franchisor, Stardust supplies its franchisees with the following products: solar PV equipment, energy storage equipment, and electric vehicle supply equipment. Stardust supports its franchisees with services from head office including marketing, sales, engineering, plan sets, customer service, and project management. The Company offers certified training courses throughout North America.

The Company’s head office address is B101 – 9000 Bill Fox Way, Burnaby, BC, Canada, V5J 5J3, and its registered address is 1055 West Georgia Street, Suite 1500, Vancouver, BC, Canada, V6E 4N7.

These condensed interim consolidated financial statements reflect the acquisition of Stardust Solar Technologies Inc. by Sambuk Capital Limited on February 10, 2023. As the shareholders of Stardust Solar Technologies Inc. acquired control of Sambuk Capital Limited following the acquisition, this transaction, described as a reverse takeover, has been accounted for as an acquisition of Sambuk Capital Limited by Stardust Solar Technologies Inc. (note 2). The name of Sambuk Capital Limited was changed to Stardust Solar Holdings Inc. on February 10, 2023. Stardust Solar Holdings Inc. and Stardust Solar Technologies Inc. are referred to collectively herein as the “Company” or “Stardust”. Stardust Solar Technologies Inc. was incorporated under the laws of the province of British Columbia on May 23, 2017.

On December 27, 2023, the Company entered into a definitive agreement (the “Amalgamation Agreement”) with Bold Capital Enterprises Ltd., a Capital Pool Company (the “CPC”) under the policy of the TSX Venture Exchange (the “TSXV”), whereby Stardust and CPC agreed to amalgamate and continue as one business. On September 25, 2024, following approval of the Transaction by the TSXV, and upon clearing of all other conditions precedent, the Amalgamation Agreement between the Company and the CPC closed and the Company became a wholly owned legal subsidiary of the CPC, and changed its name to Stardust Solar Energy Inc. On completion of the transaction the Company listed its common shares on the TSXV under the ticker symbol SUN.

These condensed interim consolidated financial Statements have been prepared on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. As at June 30, 2024, the Company had a deficit of \$1,905,924 (December 31, 2023 - \$1,358,346), and, as of that date, the Company had a working capital deficit of \$1,254,859 (December 31, 2023 - \$734,872). For the three months ended June 30, 2024 and 2023, the Company incurred a net loss of \$158,309 and net income of \$187,674, respectively. For the six months ended June 30, 2024 and 2023, the Company incurred a net loss of \$547,578 and \$6,157, respectively. Without additional financing, the Company may not be able to fund its ongoing operations. The Company intends to finance its future requirements through a combination of debt and/or equity issuance. There is no assurance that the Company will be able to obtain such financings or obtain them on favorable terms. These uncertainties may cast significant doubt on the Company’s ability to continue as a going concern. The Company will need to raise sufficient working capital to maintain operations. These condensed interim condensed interim consolidated financial Statements do not include any adjustments related to the recoverability of assets and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

## **2. REVERSE TAKEOVER TRANSACTION**

On December 22, 2022, and subsequently amended on January 23, 2023, the Company entered into a share exchange agreement with Sambuk Capital Limited (“Sambuk”) where Sambuk acquired all of the issued and outstanding shares in the capital of Stardust in exchange for 43,000,000 common shares of Sambuk (the

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“Sambuk Shares”). The Sambuk Shares have a deemed value of \$0.10 per share and are subject to a 36-month escrow period.

Based on the review of IFRS 3, Business Combination (“IFRS 3”) criteria, this transaction is accounted for as a Reverse Takeover (the “RTO Transaction”), with Stardust being the acquiror for accounting purposes.

The arrangement constitutes a reverse business acquisition and has been accounted for as a share-based payment transaction in accordance with IFRS 2, Share-based Payment, as Sambuk did not meet the definition of a business, as defined in IFRS 3 with Stardust as the accounting acquiror (*legal subsidiary*). Accordingly, Sambuk’s shareholders’ equity balances at June 30, 2024, have been eliminated in the consolidated statement of financial position.

The fair value of the consideration provided by Stardust was determined as follows:

- (a) In accordance with IFRS, the RTO transaction between Sambuk and Stardust has been assessed and classified as an asset acquisition under common control. As the receiving company’s shares are privately held, and its non-controlling shareholders were not affected, the book-value method was applied to account for this RTO transaction.
- (b) The fair value of 21,485,197 common shares and converted special warrants of Sambuk was determined to be \$291,744, or \$0.01358 per common share. Additionally, legal fees totaling \$82,468 relation to the RTO transaction and the issuance of the common shares and special warrants were incurred by Stardust, resulting in a net increase to equity of \$209,276. The net assets of Sambuk acquired in the RTO transaction were valued equal to the total consideration transferred and the transaction costs are considered costs associated with the issuance of the common shares and therefore net against the consideration in the consolidated statement of shareholders’ deficiency. This amount has been recorded as share capital in the Company’s consolidated statement of financial position as at December 31, 2023. The RTO transaction had no impact on the consolidation statements of loss and comprehensive loss for the three and six months ended June 30, 2024 and the year ended December 31, 2023.

## Transaction cost

Common shares and special warrants (note 9)	\$ 291,744
<b>Consideration</b>	<b>\$ 291,744</b>
Cash	\$ 200,729
Loan to Stardust	114,000
Accounts payable	(20,735)
Other payables	(2,250)
<b>Net assets acquired</b>	<b>\$ 291,744</b>

### 3. BASIS OF PRESENTATION

- (a) Statement of compliance

These condensed interim consolidated financial Statements are prepared in accordance with IFRS Accounting Standards (“IFRS”), as issued by the International Accounting Standards Board (“IASB”).

- (b) Basis of consolidation

These condensed interim consolidated financial Statements include the operating results of the Company and its wholly-owned subsidiaries. A subsidiary is an entity that the Company controls, either directly or

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indirectly, where control is defined as the power over the entity, rights to variable returns from its involvement with the entity, and the ability to use its power to affect the amount of returns. All intercompany transactions and balances are eliminated on consolidation.

As at June 30, 2024 and December 31, 2023, the Company's subsidiaries included Stardust Solar Technologies USA, LLC ("Stardust USA") incorporated in Nevada, USA on December 7, 2019 and Stardust Solar Franchise Inc. ("Stardust Franchise") incorporated in British Columbia, Canada on October 23, 2020.

## (c) Basis of presentation

These condensed interim consolidated financial statements have been prepared in accordance with IFRS Accounting Standard ("IAS") 34 Interim Financial Reporting using accounting policies consistent with IFRS Accounting Standards as issued by the International Accounting Standards Board. These condensed interim consolidated financial statements do not include all of the disclosures required for annual financial statements, and therefore should be read in conjunction with the annual consolidated financial statements for the year ended December 31, 2023.

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

These condensed interim consolidated financial Statements are presented in Canadian dollars, which is the Company's and Stardust Franchise's functional currency. Stardust USA has a functional currency of US dollars.

## (d) Approval of the condensed interim consolidated financial statements

These condensed interim consolidated financial statements were authorized for issue by the Board of Directors on October 7, 2024.

## 4. ESTIMATES AND JUDGMENTS

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may vary from these estimates.

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Accounting estimates will, by definition, seldom equal the actual results. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future years affected.

### *Critical accounting judgments*

Significant areas requiring the use of management's judgments include:

### Going concern

The assessment of whether the concern assumption is appropriate requires management to take into account all available information about the future, which is at least, but not limited to, 12 months from the

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end of the reporting period. The Company is aware that material uncertainties exist related to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

### Impairment of equipment and intangible assets

For assets with finite lives, judgment is required in assessing whether certain factors would be considered an indicator of impairment. The Company considers both external and internal sources of information in assessing whether there are any indications that CGUs are impaired, or reversal of impairment is needed. Factors considered include current and forecast economic conditions, internal projections, and the Company's market capitalization relative to its net asset carrying amount. The Company does not have any assets with indefinite lives as at June 30, 2024.

### *Critical accounting estimates*

Critical accounting estimates and assumptions made by management that may result in a material adjustment to the carrying amounts of assets and liabilities include, but are not limited to, the following:

### Fair value measurements

Certain of the Company's assets such as investments are measured at fair value. The estimated fair value of financial assets, by their very nature, are subject to measurement uncertainty. The Company estimates fair value using valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs. Such valuation techniques include the Black Scholes model.

In estimating the fair value of warrants, using the Black-Scholes option pricing model, management is required to make certain assumptions and estimates. Changes in assumptions used to estimate fair value could result in materially different results.

The fair value of consideration to acquire the Company in the reverse takeover transaction comprised of common shares and special warrants. Common shares and special warrants were fair valued on the date of issuance. The Company applied *IFRS 2 - Share-based Payment* in accounting for the RTO Transaction (note 2).

### Inventory

The Company estimates the net realizable value of inventories, taking into account the most reliable evidence available at each reporting date including obsolescence, future selling prices, and customer behaviour. The future realization of these inventories may be affected by market-driven changes that may reduce future selling prices. A change to these assumptions could impact the Company's inventory valuation and impact gross margins.

### Financial liabilities

Financial liabilities are recognized when the Company becomes a party to the contractual provisions of the financial instrument. A financial liability is derecognized when it is extinguished, discharged, cancelled or when it expires. Financial liabilities are classified as either financial liabilities at fair value through profit or loss or financial liabilities subsequently measured at amortized cost. All interest-related charges are reported in profit or loss within interest expense, if applicable. The Company's accounts payable and accrued liabilities, due to related parties, lease liability and government assistance are classified as financial liabilities measured at amortized cost. There are no financial liabilities classified as financial liabilities at fair value through profit or loss.

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Share subscription receipts are recorded as a financial liability at the amount received from investors until specified conditions for conversion into shares are met. These conditions typically include obtaining regulatory approvals or achieving specific milestones. Upon meeting these conditions, the liability is reclassified to equity as share capital. Interest or costs related to these receipts are expensed

### Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the product or service in the ordinary course of the Company's activities. The Company derives revenue from providing training classes, exam administration, system assessments, system installation, product sales and from franchisees.

Revenue is recognized as it is earned in accordance with the following:

(i) Training and exam administration

The Company recognizes revenues from training (either in-person or virtual) and exam administration upon completion of the related course or exam, to the extent that the performance obligations identified in the course curriculum are satisfied.

(ii) System assessments and installation

Revenue related to professional services (assessments and installation) is recognized as those services are delivered. For these direct installations, the Company and the customer will agree on any specific requirements prior to installation. Revenue from installations is recognized upon completion of installation and when the Company's performance obligations are satisfied.

(iii) Product sales

The Company sells equipment and products related to solar PV systems to the following end users, with whom the Company enters into contracts: customers and franchisees. The Company determines the purchase price, purchases inventory, and retains control and inventory risk of equipment and products until delivered to the end user, and therefore is considered the principal in these transactions. Revenue from equipment and product sales is recognized once confirmation is received that the end user has received their shipment. The Company's performance obligation to franchisees for product sales ceases upon confirmation of delivery, as franchisees accept responsibility and act as principal in their own contracts with their own end users.

(iv) Franchisee income

The Company earns revenue from franchise fees, which are comprised of an upfront fee to purchase the right to operate in an agreed upon territory, as well as ongoing quarterly royalties on franchisee sales, as stipulated in contracts with the franchisee.

For upfront franchise fees, the Company considers the performance obligations to be met when the contract granting the operating territory is signed by the franchisee. The upfront fee represents a one-time purchase of the right to operate as a franchisee in the contracted territory and is not bound to a predetermined time frame or renewals, nor any other performance obligations on the part of the Company. The upfront franchise fees are payable immediately upon execution. However, the Company, at its sole discretion, may offer extended payment terms upon the franchisee's request. This extension is subject to the Company's assessment of the franchisee's creditworthiness and other relevant factors, evaluated on a case-by-case basis.

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For franchise royalty revenue, the Company considers the performance obligations to be met at the time receipt and approval of franchisee quarterly sales figures is obtained. Royalty revenue is recorded as revenue in the period for which the royalties apply. The franchise royalties are payable immediately upon invoicing. However, the Company, at its sole discretion, may offer extended payment terms up to 90 days upon the franchisee's request. This extension is subject to the Company's assessment of the franchisee's creditworthiness and other relevant factors, evaluated on a case-by-case basis.

- (v) Any consideration received in advance of services being rendered or shipment of products is recorded as deferred revenue and subsequently recognized as the performance obligation criteria are met.

### 5. EQUIPMENT

	Furniture and Equipment	Computer Equipment	Total
<b>Cost</b>			
Balance at December 31, 2022	\$ 29,748	\$ 4,689	\$ 34,437
Additions	-	-	-
Balance at June 30, 2023	\$ 29,748	\$ 4,689	\$ 34,437
Additions	257	-	257
Balance at December 31, 2023	\$ 30,005	\$ 4,689	\$ 34,694
Additions	139	1,002	1,141
<b>Balance at June 30, 2024</b>	<b>\$ 30,144</b>	<b>\$ 5,691</b>	<b>\$ 35,835</b>
<b>Accumulated depreciation</b>			
Balance at December 31, 2022	\$ 10,501	\$ 2,453	\$ 12,954
Depreciation	1,896	379	2,275
Balance at June 30, 2023	\$ 12,397	\$ 2,832	\$ 15,229
Depreciation	1,098	83	1,181
Balance at December 31, 2023	\$ 13,495	\$ 2,915	\$ 16,410
Depreciation	1,537	191	1,728
<b>Balance at June 30, 2024</b>	<b>\$ 15,032</b>	<b>\$ 3,106</b>	<b>\$ 18,138</b>
<b>Carrying amounts</b>			
Carrying value at December 31, 2023	\$ 16,510	\$ 1,774	\$ 18,284
Carrying value at June 30, 2024	\$ 15,112	\$ 2,585	\$ 17,697

### 6. INTANGIBLE ASSETS

The Company acquired certain intellectual property including trademarks and a customer list from a third-party for cash consideration.

# STARDUST SOLAR HOLDINGS INC.

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	Customer Lists	Trademarks	Total
<b>Cost</b>			
Balance at December 31, 2022	\$ 31,162	\$ 10,000	\$ 41,162
Additions	-	15,140	15,140
Intangible asset impairment	(31,162)	-	(31,162)
Balance at June 30, 2023	\$ -	\$ 25,140	\$ 25,140
Additions	-	-	-
<b>Balance at December 31, 2023 and June 30, 2024</b>	<b>\$ -</b>	<b>\$ 25,140</b>	<b>\$ 25,140</b>

<b>Accumulated depreciation</b>			
Balance at December 31, 2022	\$ 3,116	\$ 1,000	\$ 4,116
Depreciation	-	628	628
Impairment	(3,116)	-	(3,116)
Balance at June 30, 2023	\$ -	\$ 1,628	\$ 1,628
Depreciation	-	629	629
Balance at December 31, 2023	\$ -	\$ 2,257	\$ 2,257
Depreciation	-	587	587
<b>Balance at June 30, 2024</b>	<b>\$ -</b>	<b>\$ 2,844</b>	<b>\$ 2,844</b>

### Carrying amounts

Carrying value at December 31, 2023	\$ -	\$ 22,883	\$ 22,883
Carrying value at June 30, 2024	\$ -	\$ 22,296	\$ 22,296

## 7. RIGHT-OF-USE ASSET AND LEASE LIABILITY

The Company has a lease agreement for its headquarter office space in Burnaby, BC. The continuity of the ROU asset and lease liability for the six months ended June 30, 2024 and 2023 is as follows:

### Right-of-use asset

Balance at December 31, 2022	\$ 97,374
Depreciation	(29,212)
Balance at June 30, 2023	\$ 68,162
Depreciation	(29,212)
Balance at December 31, 2023	\$ 38,950
Depreciation	(29,212)
<b>Balance at June 30, 2024</b>	<b>\$ 9,737</b>

### Lease liability

Lease liability at December 31, 2022	\$ 104,106
Lease payments	(34,202)
Lease interest	4,864
Lease liability at June 30, 2023	\$ 74,768
Lease payments	(34,202)
Lease interest	3,280
Lease liability at December 31, 2023	\$ 43,846
Lease payments	(34,202)
Lease interest	1,608
<b>Lease liability at June 30, 2024</b>	<b>\$ 11,252</b>

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Lease liability consists of:		
Current lease liability	\$	11,252
Non-current lease liability		-
<b>Balance, June 30, 2024</b>	<b>\$</b>	<b>11,252</b>

Amortization of the right-of-use asset for the three and six months ended June 30, 2024, was \$14,605 and \$29,212, respectively (2023 – \$14,605 and \$29,212, respectively). Amortization is calculated over the term of the lease. Interest expense for the three and six months ended June 30, 2024, was \$589 and \$1,608, respectively (2023 - \$2,239 and \$4,865, respectively). These amounts are included in interest and bank charges.

As at June 30, 2024, the undiscounted lease payments total \$11,401 due within one year.

### 8. SHARE CAPITAL

#### (a) Authorized

Unlimited number of common shares and an unlimited number of preferred shares, without par value.

#### (b) Issued and outstanding

	<b>Common Shares</b>		<b>Amount</b>
Balance at December 31, 2022	28,485,197	\$	689,017
Consideration in RTO Transaction (note 2)	21,514,815		209,276
Balance at June 30, 2023, and December 31, 2023 and June 30, 2024	50,000,012	\$	898,293

In connection with the RTO Transaction (notes 1 and 2), the Company completed the reverse acquisition of Sambuk and consolidated its share capital.

#### Share consolidation

On November 7, 2023, Stardust completed a consolidation of all issued and outstanding common shares on the basis of 1.52 pre-consolidation shares for each post consolidation share. All amounts presented for number of outstanding common shares and number of outstanding common stock options, warrants and their respective weighted average exercise prices, have been adjusted retrospectively for all periods presented to give effect to the share exchange.

#### Subscription receipts

On December 19, 2023, the Company received subscription receipts at a price of \$0.25 per subscription receipt for net cash proceeds of \$315,865. Each subscription receipt shall automatically convert with no additional payment and no additional action on behalf of the holder upon receipt of conditional approval to complete a go-public transaction on or before September 30, 2024. The conversion will result in the issuance of 1,264,000 shares. The Company will also issue a total of 25,600 finder's warrants in relation to the subscription receipts. Each finder's warrant will be exercisable at a price of \$0.25 on or before December 19, 2025. As of December 31, 2023 and June 30, 2024, the subscription receipts remain outstanding and subject to receipt of conditional approval to list its common shares on a recognized securities exchange. These funds were received directly in the Company's bank accounts, and accordingly are considered cash on the statement of financial position. Subsequent to June 30, 2024, following approval of the Transaction by the TSXV, and upon clearing of all other conditions precedent, these subscription receipts were converted into common shares of the Resulting Issuer.

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### **Proposed Transaction**

On December 27, 2023, the Company entered into a definitive agreement (the “Amalgamation Agreement”) with Bold Capital Enterprises Ltd., a Capital Pool Company (the “CPC”) under the policy of the TSX Venture Exchange (the “TSXV”), whereby Stardust and CPC agreed to amalgamate and continue as one business under the name of Stardust Solar Energy Inc. Pursuant to the provisions of the Amalgamation Agreement, the CPC will acquire all of the issued and outstanding shares in the capital of Stardust in exchange for common shares of CPC (the “CPC Shares”). The CPC Shares will have a deemed value of \$0.30 per share and are subject to standard escrow and resale restrictions under the policies of the TSXV.

Based on the review of IFRS 3 criteria, this transaction will be accounted for as a Reverse Takeover (the “Transaction”), with Stardust being the acquiror for accounting purposes.

Based on the review of IFRS 3 criteria, the arrangement constitutes a reverse business acquisition and accounted for as a share-based payment transaction in accordance with IFRS 2, Share-based Payment, as the CPC did not have inputs and processes that generated outputs prior to the share exchange, thereby it does not meet the definition of a business, as defined in IFRS 3, Business Combinations, with Stardust as the accounting acquiror (legal subsidiary).

Subsequently to June 30, 2024, following approval of the Transaction by the TSXV, and upon clearing of all other conditions precedent, the Amalgamation Agreement between the Company and the CPC closed and the Company became a wholly owned legal subsidiary of the CPC. Pursuant to the Transaction, the CPC, among other things, consolidated its issued and outstanding common shares on the basis of 2.4876 common shares Bold for one common share of the Resulting Issuer (each a “Resulting Issuer Share”), and issued an aggregate of 51,394,012 Resulting Issuer Shares to the Stardust shareholders, at a deemed issue price of \$0.30 per Resulting Issuer Share. Upon completion of the Transaction, the shareholders of Stardust are expected to hold 51,394,012 Resulting Issuer Shares, representing 73% of the 70,394,052 issued and outstanding Resulting Issuer Shares on a non-diluted basis, and the current shareholders of Bold are expected to hold 19,000,040 Resulting Issuer Shares, representing 27% of the 70,394,052 issued and outstanding Resulting Issuer Shares on a non-diluted basis.

In addition, the Resulting Issuer will have the following convertible securities issued and outstanding upon completion of the Transaction: (i) 25,600 warrants to purchase 25,600 Resulting Issuer Shares, at a price of \$0.25 per Resulting Issuer Share; (ii) 130,000 warrants to purchase 130,000 Resulting Issuer Shares at a price of \$0.40 per Resulting Issuer Share; (iii) 3,539,474 RSUs exchangeable for an aggregate of 3,539,474 Resulting Issuer Shares; and (iv) 500,000 options to purchase up to an aggregate of 500,000 Resulting Issuer Shares (500,000 Resulting Issuer options at \$0.40 for a period of three years following the closing of the proposed Transaction), and (v) Convertible Loans in the principal amount of \$260,000, which, if such principal amount is converted, will result in the issuance of approximately 650,000 Resulting Issuer Shares, such that the fully diluted number of Resulting Issuers is expected to be 75,239,126.

### **9. WARRANTS**

On February 10, 2023, the Company issued 105,263,158 share purchase warrants to its key management personnel, exercisable at \$0.000152 per common share until February 10, 2025, which had a total fair value of \$76,000, which was recorded as share-based dividend in shareholders’ deficiency during the year ended December 31, 2023. These share purchase warrants are also subject to early expiry upon the Company’s common shares being listed on a recognized securities exchange.

The fair value of the warrants was measured using the Black Scholes valuation model with the following inputs:

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	February 10, 2023
Risk-free interest rate	4.20%
Expected stock price volatility	77.31%
Expected life in years	2
Probability of vesting	5%

The warrants had a total fair value of \$76,000. These warrants were designed to deter a potential hostile takeover, acting as a “poison pill” and are therefore accounted for as a dividend within the statement of shareholder’ deficiency. As of June 31, 2024 and December 31, 2023 all of the share purchase warrants were outstanding:

	Number of warrants	Weighted average exercise price (\$)	Weighted average issue date value (\$)
Balance, December 31, 2022	-	\$ -	\$ -
Issued	105,263,158	0.000152	0.000722
Balance, June 30, 2023	105,263,158	\$ 0.000152	\$ 0.000722
Balance, December 31, 2023 and June 30, 2024	105,263,158	\$ 0.000152	\$ 0.000722

### 10. RESTRICTED SHARE UNITS

Stardust’s board of directors (the “Board”) approved a rolling restricted share unit (“RSU”) plan on January 23, 2023 (the “RSU Plan”), which provides for a total of up to 20% of the issued and outstanding common shares available for issuance thereunder. The purpose of the RSU Plan is to provide the Company with a share-related mechanism to attract, retain and motivate qualified executives, employees and consultants to contribute toward the long-term goals of the Company. All directors, consultants, and employees (as defined in the RSU Plan) of the Company and its related entities are eligible to participate in the RSU Plan. If any RSU expires or otherwise terminates for any reason, the number of shares in respect of such expired or terminated RSU shall again be available for the purposes of granting RSUs pursuant to this RSU Plan.

On February 10, 2023, the Company conditionally granted 3,289,474 RSUs to key management personnel. Of these RSUs, 657,895 will vest one year after the Company's common shares are listed on a recognized securities exchange, and 2,631,579 RSUs will conditionally vest one year after the Company's common shares are listed on a recognized securities exchange, if the Company achieves a minimum of \$5,000,000 in consolidated revenue in its fiscal year ended December 31, 2025.

On December 13, 2023, the Company conditionally granted 250,000 RSUs to its employees. These RSUs will vest within one year after the Company's common shares are listed on a recognized securities exchange.

All RSUs will expire two years after the date the Company's common shares are listed on a recognized securities exchange.

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As at June 30, 2024, all 3,539,474 RSUs remain outstanding and subject to conditional approval by the exchange. The Company assessed that current probability of meeting all conditional grant and vesting terms is negligible. Accordingly, the fair value of these RSUs was determined to be \$nil. Upon conditional approval of the RSU grant and the Company's listing by the exchange the Company will reassess the fair value of these RSUs on the date of approval. On October 7, 2024, following the Company's listing on the TSXV, the original RSUs were canceled, and 3,289,474 replacement RSUs were granted to key management personnel. These RSUs will vest as follows: 40% on October 7, 2025, 15% on April 7, 2026, 15% on October 7, 2026, 15% on April 7, 2027, and 15% on October 7, 2027. Additionally, 2,631,579 RSUs will start vesting after the Company meets the revenue milestone of CDN\$5,000,000 in consolidated revenue for the fiscal year ending December 31, 2025. All RSUs will expire on October 7, 2028.

### **11. STOCK OPTION PLAN**

On January 23, 2023, the Company adopted a stock option plan (the "Option Plan") which provides the Board's authority to grant stock options to purchase common shares of the Company to directors, officers, employees, and consultants of the Company in accordance with the terms of the Option Plan. The purpose of the Option Plan is to provide the Company with a share-related mechanism to attract, retain and motivate qualified executives, employees and consultants to contribute toward the long-term goals of the Company, and to encourage such individuals to acquire common shares of the Company as long term investments.

All options granted pursuant to the Option Plan shall be subject to the terms and conditions of the Option Plan. The number of shares which will be available for purchase pursuant to options granted pursuant to this Option Plan, plus any other outstanding incentive stock options of the Company granted pursuant to a previous stock option plan or agreement, will not exceed 10% of the issued and outstanding common shares. If any option expires or otherwise terminates for any reason without having been exercised in full, the number of shares in respect of such expired or terminated option shall again be available for the purposes of granting options pursuant to this Option Plan.

During the six months ended June 30, 2024 no stock options were granted.

### **12. GOVERNMENT ASSISTANCE AND BORROWINGS**

During the year ended December 31, 2020, the Company received revolving lines of credit totaling \$60,000 as part of the Canada Emergency Business Account (CEBA) program due to COVID-19. The loans are interest-free and require no principal payments until December 2022 ("Initial Term Date"). The loan can be extended to December 2025 and 33% (\$20,000) will be forgiven if the principal is repaid before the Initial Term Date. If the loan is extended past the Initial Term Date, it will carry an interest rate of 5% per annum beginning January 1, 2023 until the loan is repaid in full or the maximum maturity date of December 31, 2025. On January 12, 2022, the due date for the loan payable was extended to December 31, 2023. The Company repaid \$10,000 of the CEBA loan in 2022, and the remaining balance of the CEBA loan payable was \$30,000 (December 31, 2022 - \$30,000).

Effective November 22, 2023, the Company elected to restructure the CEBA loan by converting it into a commercial bank business loan. The revised arrangement requires repayment in 60 monthly installments, commencing on February 22, 2024. Each monthly installment is comprised of a minimum principal repayment of \$500, with interest accrual commencing February 1, 2024. The term loan agreement is classified as a financial liability recognized at fair value and subsequently measured at amortized cost using effective interest method. As at June 30, 2024, the carrying amount of the loan was \$27,951 (December 31, 2023 - \$30,256), including the principal amount of \$27,500 and the cumulative amount of interest at effective interest rate of 8.29% per annum. Of the total carrying amount of the loan, \$6,160 is payable within one year and classified as current.

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During the three and six months ended June 30, 2024, the Company received various government wage subsidies totaling \$6,250 and \$9,374, respectively (2023 - \$6,216).

### **13. RELATED PARTY TRANSACTIONS**

The Company's related parties consist of key management personnel and companies owned directly or indirectly by key management personnel.

Key management personnel include persons having the authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of members of the Board of Directors and corporate officers.

During the three and six months ended June 30, 2024, remuneration of key management included in salaries and wages was \$83,125 and 142,500 respectively (2023 - \$63,125 and 126,249 respectively) and as of June 30, 2024, no salaries or wages were owed to the Company's key management personnel (December 31, 2022 - \$Nil).

On February 10, 2023, the Company issued 105,263,158 share purchase warrants to its key management personnel, exercisable at \$0.000152 per common share until February 10, 2025. These warrants had a total fair value of \$76,000, and were designed to deter a potential hostile takeover, acting as a "poison pill", and are therefore accounted for as a dividend within the statement of shareholder' deficiency. These share purchase warrants are also subject to early expiry upon the Company's common shares being listed on a recognized securities exchange. As of June 30, 2024, all of the share purchase warrants were outstanding. These share purchase warrants have expired subsequent to June 30, 2024, upon approval of the Transaction by the TSXV.

On February 10, 2023, the Company conditionally granted 3,289,474 RSUs to key management personnel. Of these, 657,895 RSUs will vest one year after the Company's shares are listed on a recognized securities exchange, while 2,631,579 RSUs will vest one year after listing, conditional on the Company achieving at least \$5,000,000 in consolidated revenue for the fiscal year ending December 31, 2025. As of June 30, 2024, all 3,289,474 RSUs remained outstanding, subject to conditional approval by the exchange. Given the low probability of meeting the grant and vesting conditions, the fair value of these RSUs was assessed at \$nil.

On October 7, 2024, following the Company's listing on the TSXV, the original RSUs were canceled, and 3,289,474 replacement RSUs were granted to key management personnel. These RSUs will vest as follows: 40% on October 7, 2025, 15% on April 7, 2026, 15% on October 7, 2026, 15% on April 7, 2027, and 15% on October 7, 2027. Additionally, 2,631,579 RSUs will start vesting after the Company meets the revenue milestone of CDN\$5,000,000 in consolidated revenue for the fiscal year ending December 31, 2025. All RSUs will expire on October 7, 2028.

During the three and six months ended June 30, 2024, a company controlled by a former director charged \$5,436 and \$10,116, respectively, for consulting services, including PV installation and design training (2023 - \$7,363 and \$13,023). No amounts were outstanding in accounts payable as of June 30, 2024 (December 31, 2023 - \$Nil).

During the three and six months ended June 30, 2024, the Company incurred expenses of \$12,600 and \$23,326, respectively, for services provided by a company controlled by an officer and director (2023 - \$Nil). As of June 30, 2024, \$12,600 remained outstanding (December 31, 2023 - \$7,376).

As at June 30, 2024, the total amount due to related parties was \$53,079 payable to key management personnel (December 31, 2023 - \$36,430). Amounts due from/to related parties are unsecured, non-interest-bearing and are without fixed terms of repayment.

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### 14. RISK MANAGEMENT

#### (a) Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. Credit risk for the Company is associated with its cash and accounts receivable. The Company is not exposed to significant credit risk as its cash is placed with a major Canadian financial institution.

With respect to its accounts receivable, the Company maintains provisions for potential credit losses, and any such losses to date have been within management's expectations. The Company recognizes and measures potential credit losses on its accounts receivable based on a combination of historical data, forward-looking information, and judgment about the credit environment. To reduce the credit risk of accounts receivable, the Company regularly reviews the collectability of the accounts receivable to ensure there is no indication that these amounts will not be fully recoverable. Additionally, the Company engages in the evaluation of the creditworthiness of its customers. The Company adopted a policy of full prepayment for its product sales, system assessments and installations, training & exam administration immediately upon prepayment invoicing, thereby lowering the risk of potential credit losses. The franchise royalties are also payable immediately upon invoicing. However, the Company, at its sole discretion, may offer extended payment terms up to 90 days upon the franchisee's request. This extension is subject to the Company's assessment of the franchisee's creditworthiness and other relevant factors, evaluated on a case-by-case basis. The upfront franchise fees are payable immediately upon execution. However, the Company, at its sole discretion, may offer extended payment terms upon the franchisee's request. This extension is subject to the Company's assessment of the franchisee's creditworthiness and other relevant factors, evaluated on a case-by-case basis. As at June 30, 2024, the Company's accounts receivable included \$144,934 in franchise fees with extended payment terms of 91 or more days.

#### (b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset.

As at June 30, 2024, the Company had a cash balance of \$347,428 (December 31, 2023 - \$356,924) available to apply against short-term business requirements and current liabilities of \$1,849,686 (December 31, 2023 - \$1,529,898). All of the Company's short-term liabilities are due within 90 days of June 30, 2024, except the current portion of the lease liability and borrowings which represent lease payments and loan payments due within 12 months from the applicable period-end and government assistance due within 12 months. The Company's undiscounted cash outflow obligations relating to the lease liability and borrowings are discussed in notes 7 and 12 respectively.

#### (c) Market risk

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

Foreign currency risk is the risk that future cash flows will fluctuate as a result of changes in foreign exchange rates. The Company is not exposed to significant foreign currency risk.

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. Interest earned on is at nominal interest rates. The Company is not exposed to significant interest rate risk.

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Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk.

### **15. CAPITAL MANAGEMENT**

The Company's primary source of funds comes from the issuance of common shares, commercial bank business loans and loans from shareholders. The Company 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' deficiency. 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. The Company did not change its approach to capital management during the six months ended June 30, 2024, and 2023.

### **16. SEGMENTED INFORMATION**

Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker, or decision-making group, in deciding how to allocate resources and in assessing performance. As the Company is operating three legal entities, which comprise Stardust Solar Technologies USA, Stardust Solar Franchise Inc., and Stardust Solar Technologies Inc., the Company recognizes these entities as the operating segments that it monitors the performance of and manages resources through. Therefore, the Company has three operating segments: 1) Head office operations, including product sales, education/training/examination, and solar system installations, 2) Canadian franchise operations, and 3) USA franchise and solar system installations ("USA Franchise operations").

All assets of the Company are located in Canada with exception of operational cash balances in the USA entity.

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<b>Three months ended June 30, 2024</b>	<b>Head Office Operations</b>	<b>Canadian Franchise Operations</b>	<b>USA Franchise Operations</b>	<b>Total</b>
System assessment & installations	\$ 21,073	\$ -	\$ (173)	\$ 20,900
Product sales	369,502	-	505,127	874,629
Training & exam administration	63,219	-	-	63,219
Franchise fees	20,494	122,065	14,263	156,822
Total revenue	474,288	122,065	519,217	1,115,570
Direct costs	(318,820)	-	(483,516)	(802,336)
Gross Profit	155,468	122,065	35,701	313,234
Expenses	(443,781)	(7,387)	(28,929)	(480,097)
	\$ (288,313)	\$ 114,678	\$ 6,772	\$ (166,863)

<b>Six months ended June 30, 2024</b>	<b>Head Office Operations</b>	<b>Canadian Franchise Operations</b>	<b>USA Franchise Operations</b>	<b>Total</b>
System assessment & installations	\$ 37,408	\$ -	\$ 27,457	\$ 64,865
Product sales	644,070	-	857,270	1,501,340
Training & exam administration	130,949	-	-	130,949
Franchise fees	36,232	197,356	19,008	252,667
Total revenue	848,750	197,356	903,735	1,949,841
Direct costs	(590,196)	-	(818,056)	(1,408,252)
Gross profit	258,554	197,356	85,679	541,589
Expenses	(1,048,457)	(15,752)	(36,897)	(1,101,106)
	\$ (789,903)	\$ 181,604	\$ 48,782	\$ (559,517)

Total Assets	\$ 406,511	\$ 207,134	\$ 30,912	\$ 644,557
Total Liabilities	\$ (1,707,818)	\$ (51,212)	\$ (122,766)	\$ (1,881,796)

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<b>Three months ended June 30, 2023</b>	<b>Head Office Operations</b>	<b>Canadian Franchise Operations</b>	<b>USA Franchise Operations</b>	<b>Total</b>
System assessment & installations	\$ 30,335	\$ -	\$ -	\$ 30,335
Product sales	693,054	816	838	694,708
Training & exam administration	119,373	-	-	119,373
Franchise fees	9,688	157,464	83	167,235
Total revenue	852,450	158,280	921	1,011,651
Direct costs	(481,931)	-	(30,682)	(512,613)
Gross Profit	370,519	158,280	29,761	499,038
Expenses	(265,677)	(39,928)	(6,498)	(312,103)
	\$ 104,842	\$ 118,352	\$ (36,259)	\$ 186,935

<b>Six months ended June 30, 2023</b>	<b>Head Office Operations</b>	<b>Canadian Franchise Operations</b>	<b>USA Franchise Operations</b>	<b>Total</b>
System assessment & installations	\$ 59,075	\$ -	\$ -	\$ 59,075
Product sales	888,831	(184)	20,659	909,306
Training & exam administration	197,415	-	-	197,415
Franchise fees	15,429	194,316	266	210,011
Total revenue	1,160,750	194,132	20,925	1,375,807
Direct costs	(679,274)	-	(51,607)	(730,881)
Gross profit	481,476	194,132	(30,682)	644,926
Expenses	(572,389)	(48,882)	3,375	(617,896)
	\$ (90,913)	\$ 145,250	\$ (27,307)	\$ 27,030

Total Assets	\$ 409,790	\$ 102,657	\$ 15,237	\$ 527,684
Total Liabilities	\$ (540,532)	\$ (69,332)	\$ (25,950)	\$ (635,814)

**17. SUBSEQUENT EVENTS**

On August 21, 2024, Stardust Solar Technologies Inc., a wholly-owned subsidiary of Stardust, obtained an unsecured, non-convertible loan in the principal amount of \$100,000 from Business Development Canada (the "BDC Loan"). The maturity date of the BDC Loan is five years from the date of issuance. The BDC Loan bears floating interest at a rate of 11.97% per annum. For the first six (6) months of the term, interest-only payments will occur on a monthly basis (no principal payments). Following the first six (6) months of the term, applicable interest and principal payments will occur on a monthly basis.

On August 22, 2024, Stardust entered into convertible loan agreements with certain lenders (the "Lenders"), pursuant to which Stardust may borrow up to an aggregate of \$260,000 (the "Convertible Loans"). The maturity date of the Convertible Loans will be two years from the date of issuance. The Convertible Loans bear interest at a rate of 12% per annum, which shall become due and payable on the maturity date. Anytime, prior to the maturity date, the Lenders may elect to convert the principal amount of the applicable Convertible Loan, in whole or in part, into units of the Resulting Issuer at \$0.40 per unit. Each unit will consist of one Resulting Issuer Share and one share purchase warrant of the Resulting Issuer. Each warrant will entitle the holder to acquire one Resulting Issuer Share for a period of two years from the date of issuance at an exercise price of \$0.40 per share. The conversion of any accrued interest on the Convertible Loans into Resulting Issuer Shares (as applicable) shall be subject to the any applicable stock exchange approval.

## **STARDUST SOLAR HOLDINGS INC.**

**(Formerly Sambuk Capital Limited)**

**Notes to the Condensed Interim Consolidated Financial Statements (Unaudited)**

**For the three and six months ended June 30, 2024 and 2023**

**(Expressed in Canadian Dollars)**

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On September 11, 2024, Stardust entered into a secured, non-convertible loan agreement with an arm's length party (the "Secured Lender"), pursuant to which Stardust will borrow \$448,000 from the Secured Lender (the "Secured Loan"). The maturity date of the Secured Loan will be two years from the date of issuance. In connection with the Secured Loan, Stardust shall grant the Secured Lender first priority charge on all of Stardust's present and after-acquired personal property.

The Secured Loan shall bear interest at a rate of 24% per annum. Interest-only payments shall be due and payable on the first day of each month. The principal amount of the Secured Loan shall become due and payable on the maturity date, unless an event of default occurs.

If an event of default occurs and is not remedied within the applicable cure period, the Secured Lender may demand that Stardust immediately repay the Secured Loan, which shall become immediately due and payable. Subject, however, to the Secured Lender's discretionary right to waive any breach by Stardust of the terms of the Secured Loan.

The Secured Loan is subject to an original issue discount of \$48,000 (equal to 10.7% of the Secured Loan). Furthermore, Stardust must pay the Secured Lender a closing fee of \$12,320, equal to 2.75% of the Secured Loan. Stardust must also pay the costs and expenses related the Secured Loan, including the Secured Lender's legal fees of up to \$10,000 (exclusive of all taxes, disbursements and other miscellaneous costs).

On September 12, 2024, Stardust completed a private placement of 130,000 subscription receipts (the "Stardust Subscription Receipts") at a price of \$0.30 per subscription receipt for gross proceeds of \$39,000. On September 17, 2024, Each Stardust Subscription Receipt converted into one Stardust Share and one Stardust warrant, upon the satisfaction of certain conditions. Such Stardust Shares and warrants were subsequently exchanged for equivalent securities of the Company upon completion of the Transaction, in accordance with the terms of the Amalgamation Agreement. Each warrant underlying the Stardust Subscription Receipts is exercisable into one Common Share at a price of \$0.40 per share for a period of 24 months from the date of issuance.

On September 25, 2024, following approval of the Transaction by the TSXV, and upon clearing of all other conditions precedent, the Amalgamation Agreement between the Company and the CPC closed and the Company became a wholly owned legal subsidiary of the CPC.