

BLOCKMATE VENTURES INC.

CONSOLIDATED INTERIM FINANCIAL STATEMENTS

(Unaudited)

(Expressed in Canadian Dollars, unless otherwise noted)

FOR THREE MONTHS ENDED SEPTEMBER 30, 2024

**CONSOLIDATED INTERIM FINANCIAL STATEMENTS
(Unaudited)**

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NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

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

The accompanying unaudited condensed consolidated interim financial statements of the Company.

BLOCKMATE VENTURES INC.
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
AS AT SEPTEMBER 30, 2024 AND JUNE 30, 2024
(Expressed in Canadian dollars)
(Unaudited)

	Notes	September 30, 2024 (Unaudited) \$	June 30, 2024 (Audited) \$
ASSETS			
Current			
Cash	3	131,840	57,464
Accounts receivable		244	-
Prepaid expenses	4	340,768	354,665
Loans receivable	6	-	46,392
Total Current Assets		472,852	458,521
Non-current			
Equipment	7	1,538	1,636
Crypto assets	8	305,877	838,212
Intangibles	9	9,295	8,894
TOTAL ASSETS		789,562	1,307,263
LIABILITIES AND SHAREHOLDERS' DEFICIT			
Current			
Accounts payable and accrued liabilities	10	440,264	473,848
Due to directors	16	83	63
Advance subscription for SAFE notes	11	649,318	-
SAFE Notes	12	3,435,128	3,235,517
Total Liabilities		4,524,793	3,709,428
Shareholders' Deficit			
Share capital	13	19,493,838	19,493,838
Contributed surplus		2,669,673	2,669,673
Warrants and options reserve	14	1,143,371	1,111,947
Restricted stock units reserve	15	113,400	113,400
Accumulated deficit		(26,342,542)	(25,117,247)
Accumulated other comprehensive loss for the year		(700,259)	(610,726)
Total deficit attributable to the shareholders of the company		(3,622,519)	(2,339,115)
Non-controlling Interest	16	(112,712)	(63,050)
Total shareholders' deficit		(3,735,231)	(2,402,165)
TOTAL LIABILITIES AND SHAREHOLDERS' DEFICIT		789,562	1,307,263

Nature of operations and Going concern (Note 1)

Approved on behalf of the Board on November 28, 2024:

Signed: "Justin Rosenberg"
Director

Signed: "Domenic Carosa"
Director

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

BLOCKMATE VENTURES INC.
CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS
FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023
(Expressed in Canadian dollars)
(Unaudited)

	Notes	2024	2023
		\$	\$
REVENUE		-	-
COST OF SALES		-	-
GROSS MARGIN FROM CONTINUING OPERATIONS		-	-
GROSS MARGIN FROM DISCONTINUED OPERATIONS	5		9,419
EXPENSES			
Amortization and depreciation	7	(168)	-
Filing fees and transfer fees		(19,972)	(13,667)
General and administrative		(94,402)	(11,745)
Marketing		(291,747)	(38,085)
Professional and consulting fees	17	(361,545)	(180,463)
Rent		(8,449)	(2,116)
Software development and website		(62,468)	(10,063)
Share-based compensation	14,17	(31,423)	-
Wages		(349,762)	(53,360)
		(1,219,936)	(309,499)
Net Loss for the Period Before Other Income from Continuing Operations		(1,219,936)	(309,499)
Net Loss For the Period Before Other Income from Discontinued Operations	5	-	(220,497)
OTHER ITEMS			
Accretion expense	12	(52,899)	-
Foreign exchange loss		(1,972)	(6,304)
Impairment on intangibles and equipment	9	(304)	(457)
Interest income		-	1,965
Other income		154	415
Gain on debt settlement		-	14,154
Other income on debt forgiven	5	-	(1,424,317)
Total other loss		(55,021)	(1,414,544)
Net Loss for the Period from Continuing Operations		(1,274,957)	(1,724,043)
Net Income for the Period from Discontinued Operations	5	-	1,210,014
TOTAL LOSS FOR THE PERIOD		(1,274,957)	(514,029)
OTHER COMPREHENSIVE INCOME/(LOSS)			
Gain in revaluation of cryptocurrency	8	20,223	
Other comprehensive income (loss) for the year		(109,756)	13,994
TOTAL COMPREHENSIVE LOSS FOR THE PERIOD		(1,364,490)	(500,035)
Loss attributable to:			
Shareholders of the company		(1,314,828)	(500,035)
Non-controlling interest	16	(49,662)	-
TOTAL COMPREHENSIVE LOSS FOR THE PERIOD		(1,364,490)	(500,035)

BLOCKMATE VENTURES INC.
CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS
FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023
(Expressed in Canadian dollars)
(Unaudited)

Basic weighted average shares outstanding	110,797,758	110,366,990
Basic net loss per share - Continuing Operations	(0.01)	(0.02)
Basic net income per share - Discontinued Operations	-	0.01
Diluted weighted average shares outstanding	155,333,095	145,263,095
Diluted net loss per share - Continuing Operations	(0.01)	(0.01)
Diluted net income per share - Discontinued Operations	-	0.01

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

BLOCKMATE VENTURES INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023
(Expressed in Canadian dollars)
(Unaudited)

	Notes	2024	2023
		\$	\$
OPERATING ACTIVITIES			
Net loss for the period from continuing operations		(1,274,957)	(1,724,043)
Items not affecting cash:			
Gain on Debt settlement	13	-	(14,154)
Gain on revaluation of crypto assets	8	(20,223)	
Impairment of intangibles	9	304	457
Depreciation on equipment	7	168	-
Share-based compensation	14	31,424	-
Accretion Expense	12	52,899	-
Other income on debt forgiven	5	-	1,424,317
		(1,210,385)	(313,423)
Changes in non-cash working capital items:			
Accounts receivable		(244)	-
Prepaid expenses	4	216,588	(17,201)
Due to directors	17	20	(13,330)
Accounts payable and accrued liabilities	10	(33,584)	41,140
Net cash used in operating activities from continuing operations		(1,027,605)	(302,814)
Net cash used in operating activities from discontinued operations	5	-	(181,940)
FINANCING ACTIVITIES			
Net proceeds from issuance of shares	13	-	25,000
Proceeds from SAFE notes	12	53,541	-
Proceeds from loans receivable repayment	6	46,392	-
Net cash provided by financing activities from continuing operations		99,933	25,000
Net cash provided by financing activities from discontinued operations	5	-	-
INVESTING ACTIVITIES			
Acquisition of intangibles	9	(304)	(445)
Conversion of intangible asset to cash		932,719	-
Net cash provided by (used in) investing activities from continuing operations		932,415	(445)
Net cash used by investing activities from discontinued operations		-	-
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS		4,743	(460,199)
CASH AND CASH EQUIVALENTS, BEGINNING OF THE PERIOD		57,464	825,235
EFFECT OF CHANGES IN FOREIGN EXCHANGE RATES		69,633	10,590
CASH AND CASH EQUIVALENTS, END OF THE PERIOD		131,840	375,626

Cash and cash equivalents at the end of the period consists of:

	September 30, 2024	June 30, 2024	September 30, 2023	June 30, 2023
Continuing operations	131,840	57,464	137,916	499,852
Discontinued operations (Note 5)	-	-	237,710	325,383
Total	131,840	57,464	375,626	825,235

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

BLOCKMATE VENTURES INC.
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023
(Expressed in Canadian dollars)
(Unaudited)

	Number of Common Shares (Note 13)	Share Capital (Note 13)	Contributed Surplus (Note 14)	Warrants and Options Reserve (Note 14)	Subscription Receivable	RSU Reserves (Note 15)	Accumulated Deficit	Non- Controlling Interest (Note 16)	Accumulated Other Comprehensiv e Profit/ (Loss)	Total Shareholders' Deficit
		\$	\$	\$	\$	\$	\$	\$	\$	\$
Balance, June 30, 2023	107,966,997	19,352,300	2,669,673	943,758	(25,000)	-	(22,576,973)	-	(683,920)	(320,162)
Shares issued for debt settlement	2,830,761	127,384	-	-	-	-	-	-	-	127,384
Subscription received	-	-	-	-	25,000	-	-	-	-	25,000
Net loss for the period	-	-	-	-	-	-	(514,029)	-	-	(514,029)
Accumulated other comprehensive income	-	-	-	-	-	-	-	-	13,994	13,994
Balance, September 30, 2023	110,797,758	19,479,684	2,669,673	943,758	-	-	(23,091,002)	-	(669,926)	(667,813)
Balance, June 30, 2024	110,797,758	19,493,838	2,669,673	1,111,947	-	113,400	(25,117,247)	(63,050)	(610,726)	(2,402,165)
Share options vesting portion	-	-	-	31,424	-	-	-	-	-	31,424
Net loss for the period	-	-	-	-	-	-	(1,225,295)	(49,662)	-	(1,274,957)
Accumulated other comprehensive income	-	-	-	-	-	-	-	-	(89,533)	(89,533)
Balance, September 30, 2024	110,797,758	19,493,838	2,669,673	1,143,371	-	113,400	(26,342,542)	(112,712)	(700,259)	(3,735,231)

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

BLOCKMATE VENTURES INC.
NOTES TO CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023
(Expressed in Canadian Dollars, unless otherwise noted)
(Unaudited)

1. NATURE OF OPERATIONS AND GOING CONCERN

Blockmate Ventures Inc. (Formerly Midpoint Holdings Ltd.) (the "Company") was incorporated under the Business Corporations Act (British Columbia) on April 15, 2010 and was classified as a Capital Pool Company as defined in the TSX Venture Exchange ("TSX-V") Policy 2.4. The principal business of the Company was to negotiate an acquisition or participation in a business subject to acceptance by regulatory authorities and, in certain cases, shareholder approval (the "Qualifying Transaction") which it completed on April 11, 2013.

The Company owns 100% of Blockchain World Ltd. ("BWL"). BWL owns Hivello Holdings Ltd and the premium domain names, Blockchain.eu (Europe) and Blockchain.com.au (Australia). During the year ended June 30, 2023, the Company entered into a binding agreement to divest its Midpoint foreign exchange business (MPNT) to focus all its resources toward the blockchain and clean energy ventures within its portfolio and reduce its net cash outflows by approximately \$500,000 per annum.

The Company's head office is 505 Kootenay Street, Nelson British Columbia, V1L 1K9.

There is no assurance that the Company's business will result in future profitable operations. The business is subject to risk, market conditions, supply and demand, and competition. The Company relies on financing and the cash currently available to meet its administrative overhead and maintain its assets. The recoverability of amounts shown in assets is dependent on several factors. These factors include the ability of the Company to obtain financing to complete the planned growth, reduction of operating expenses, and future cashflow from the Company's business.

However, there can be no assurance that the Company will be able to continue to raise funds in the future in which case the Company may be unable to meet its obligations. Should the Company be unable to realize on its assets and discharge its liabilities in the normal course of business, the net realizable value of its assets may be materially less than the amounts recorded on the statement of financial position.

To reduce its net cash outflows by approximately \$500,000 per annum, the company divested MPNT and MPT HK.

These consolidated financial statements have been prepared on a going concern basis, which contemplates that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. On September 30, 2024, the Company also had an accumulated deficit of \$26,342,542 (June 30, 2024 - \$25,117,247).

On September 30, 2024, the Company has working capital deficit of \$4,051,941 (June 30, 2024 – working capital deficit of \$3,250,907) which is not considered sufficient to fund operations at their current levels for the next twelve months. Therefore, the Company will be required to generate additional funding through operations or external financing, which cannot be assured. These material uncertainties may cast significant doubt on the Company's ability to continue as a going concern.

2. MATERIAL ACCOUNTING POLICIES

Statement of compliance and principles of consolidation

The Company has prepared these consolidated financial statements and the notes thereto in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board. They are presented in Canadian dollars.

The consolidated financial statements have been prepared on a historical cost basis using the accrual basis of accounting. The consolidated financial statements include the Company's wholly owned subsidiary, BWL and HVL; and discontinued operations, MPT UK and MPT HK. All significant intercompany accounts and transactions have been eliminated as a result of consolidation.

The consolidated financial statements comprise of the financial statements of the Company and the following entities owned and controlled by the Company and its subsidiaries:

BLOCKMATE VENTURES INC.
NOTES TO CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023
(Expressed in Canadian Dollars, unless otherwise noted)
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2. MATERIAL ACCOUNTING POLICIES (Continued)

Statement of compliance and principles of consolidation (continued)

Name of Subsidiary	Country of Incorporation	Ownership		Principle Activities
		Sept 30, 2024	June 30, 2024	
Blockchain World Ltd	London	100%	100%	Blockchain
Hivello Holdings Ltd	London	96% BWL	96% BWL	Blockchain
Hivello Operations B.V.	Netherlands	100% HVL	100% HVL	Blockchain
Midpoint Canada	Canada	100%	100%	Dormant company
Midpoint & Transfer	England and Wales	-	-	Currency exchange
Midpoint Hong Kong	Hong Kong	-	-	Currency exchange

These consolidated financial statements were approved and authorized by the Board of Directors of the Company on November 28, 2024.

During the year ended June 30, 2024, Hivello Operations B.V., a company incorporated by Hivello Holdings on September 5, 2022, has started its operations and was included in the consolidated financial statements.

The Company reassess whether or not it controls the subsidiaries if facts and circumstances indicate that there are changes to the three elements of control listed above.

The operating results of the subsidiaries that were sold during the year are included in discontinued operations in these consolidated financial statements:

Name of Subsidiary	Country of Incorporation	Ownership		Principle Activities
		Sept 30, 2024	June 30, 2024	
Midpoint & Transfer	England and Wales	-	-	Currency exchange
Midpoint Hong Kong	Hong Kong	-	-	Currency exchange

All intercompany transactions, balances, income and expense are eliminated upon consolidation.

Subsidiaries are those entities which the Company controls by having the power to govern the financial and operating policies. Subsidiaries are fully consolidated from the date on which control is obtained by the Company and are deconsolidated from the date that control ceases.

Discontinued Operations

The Company completed the sale of MPT HK and MPNT on November 21, 2023, and March 31, 2024, respectively. The segments meet the criteria of a discontinued operation under IFRS 5. These segments were discontinued and reclassified as assets held for sale as at June 30, 2023.

As at November 21, 2023, the company completed the divestiture of MPT HK, and accordingly has not been consolidated subsequent to November 21, 2023. The operating results of this subsidiary are included in the consolidated statement of comprehensive loss up until the date of disposal. In consideration for the divestiture, the acquirer assumed the responsibility for all liabilities and obligations associated with the business as well as operational expenses associated with maintaining its operations. The sale of MPT HK resulted to the loss in disposition of subsidiary for \$5,116 (Note 5).

As at March 31, 2024, the company has completed its previously announced divestiture of MPNT, and accordingly has not been consolidated subsequent to March 31, 2024. The operating results of this subsidiary are included in the consolidated statement of comprehensive loss up until the date of disposal. The sale of MPNT resulted to the gain in disposition of subsidiary for \$329,002 (Note 5).

BLOCKMATE VENTURES INC.
NOTES TO CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023
(Expressed in Canadian Dollars, unless otherwise noted)
(Unaudited)

3. CASH

As at September 30, 2024, the Company had cash of \$131,840 (June 30, 2024 - \$57,464). The Company maintains cash in various banks in Canada, United Kingdom, and Netherlands. As of September 30, 2024, the cash balance consists of \$131,840 (June 30, 2024 - \$57,464) held by entities with continuing operations and \$Nil (June 30, 2024 - \$Nil) held by the discontinued segment (Note 5).

4. PREPAID EXPENSES

As at September 30, 2024, the Company had an aggregate prepaid expense of \$340,768 (June 30, 2024 - \$354,665) all held by the entities with continuing operations.

Prepaid expenses as at September 30, 2024 consist of the following:

Prepaid Expense	September 30, 2024	June 30, 2024
	\$	\$
Consulting and Professional Fees	61,717	159,468
Filing and Listing Fees	27,699	35,354
Contractor fees	6,202	7,950
Marketing & Advertising	148,640	70,220
Subscriptions	6,668	-
General expenses	89,842	81,673
Total prepayments held by continuing operations	340,768	354,665

During the period ended September 30, 2024, the company has received gross proceeds as an advance subscription for SAFE financing in form of service agreements amounting to \$150,000 USD (\$202,691 CAD) (Note 11) (June 30, 2024 - \$275,000 USD (\$368,442 CAD) (Note 12)); of which was excluded from the cashflow statement as a non-cash consideration for SAFE notes

The unused portion of the service agreements is included in the prepaid expenses totaling to \$199,927 (June 30, 2024 - \$134,020).

5. DISCONTINUED OPERATIONS

Midpoint & Transfer (MPNT) and Midpoint Hong Kong (MPT HK) met the criteria of a discontinued operation under IFRS 5 – Non-current Assets Held for Sale and Discontinued Operations.

On September 21, 2023, the Company entered into a binding agreement to divest its Midpoint foreign exchange business. The parties agreed that all intercompany transactions will be forgiven, resulting to loss on debt forgiveness for continuing operations and income on debt forgiveness for discontinued operations amounting to \$1,459,139.

On November 21, 2023, the company completed the divestiture of MPT HK, and accordingly has not been consolidated subsequent to November 21, 2023. In consideration for the divestiture, the acquirer will assume responsibility for all liabilities and obligations associated with the business as well as operational expenses associated with maintaining its operations. The sale of MPT HK resulted to the loss in disposition of subsidiary from continuing operations for \$5,116.

On March 31, 2024, the company completed the previously announced divestiture of MPNT, and accordingly has not been consolidated subsequent to March 31, 2024. In consideration for the divestiture, the acquirer assumed the responsibility for all liabilities and obligations associated with the business as well as operational expenses associated with maintaining its operations. The sale of MPNT resulted to the gain in disposition of subsidiary from continuing operations for \$329,002.

There are no assets and liabilities associated with the discontinued operations included in the Consolidated Balance Sheet as at September 30, 2024.

BLOCKMATE VENTURES INC.
NOTES TO CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023
(Expressed in Canadian Dollars, unless otherwise noted)
(Unaudited)

5. DISCONTINUED OPERATIONS (Continued)

The comparative Consolidated Statements of Operations and Comprehensive Loss shows the discontinued operation separately from continuing operations.

	September 30, 2024	September 30, 2023
	\$	\$
REVENUE	-	68,834
COST OF SALES	-	(59,415)
GROSS MARGIN FROM CONTINUING OPERATIONS	-	9,419
EXPENSES		
Amortization and depreciation	-	(3,817)
General and administrative	-	(68,164)
Marketing	-	(2,234)
Professional and consulting fees	-	(58,990)
Rent	-	(15,320)
Software development and website	-	(10,326)
Wages	-	(61,646)
	-	(220,497)
Net Income/(Loss) For the Period Before Other Income from Discontinued Operations		
OTHER ITEMS	-	
Foreign exchange (loss)/gain	-	(4,074)
Grant income	-	849
Debt forgiven	-	1,424,317
Total other income	-	1,421,092
NET INCOME (LOSS) FROM DISCONTINUED OPERATIONS FOR THE PERIOD	-	1,210,014
OTHER COMPREHENSIVE INCOME (LOSS)		
Foreign currency translation	-	35,549
COMPREHENSIVE INCOME (LOSS) FROM DISCONTINUED OPERATIONS FOR THE PERIOD	-	1,245,563

The Consolidated Statements of Cash Flow shows the following cash provided by the discontinued operations:

	September 30, 2024	September 30, 2023
	\$	\$
Net cash provided from (used in) operating activities	-	(181,940)
Net cash provided from (used in) financing activities	-	-
Net cash provided from (used in) investing activities	-	-
NET DECREASE IN CASH	-	(181,940)
Cash, beginning of period	-	325,383
Effect of changes in foreign exchange rates	-	94,267
Cash, end of period	-	237,710

BLOCKMATE VENTURES INC.
NOTES TO CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023
(Expressed in Canadian Dollars, unless otherwise noted)
(Unaudited)

6. LOANS RECEIVABLE

Loan I

On December 22, 2023, the Company entered into an unsecured loan agreement with an arm's length party to lend \$500,000 USD (\$661,312 CAD) accruing an interest at the rate of 25% per annum and maturing on March 22, 2024.

The accrued interest income is calculated using a simple interest rate of 25% annually until the maturity date:

Date	Principal	Accrued Interest (25%)	Converted to to Loan III	Carrying Value
	\$	\$	\$	\$
December 22, 2023	679,537	-	-	679,537
December 31, 2023	679,537	4,189	-	683,726
March 22, 2024	679,537	38,166	-	717,703
March 23, 2024	679,537	42,355	(721,892)	-

On March 23, 2024, the Loan I has been converted to Loan III with the terms discussed below (Note 6 - Loan III).

Loan II

On March 07, 2024, the Company entered into an unsecured loan agreement with an arm's length party to lend \$700,000 USD (\$945,549 CAD) accruing an interest at the rate of 20% per annum and maturing on March 06, 2025.

The accrued interest income is calculated using a simple interest rate of 20% annually until the maturity date:

Date	Principal	Accrued Interest (20%)	Converted to to Loan III	Carrying Value
	\$	\$	\$	\$
March 7, 2024	959,187	-	-	959,187
March 23, 2024	959,187	8,409	(967,596)	-

On March 23, 2024, the Loan II has been converted to Loan III with the terms discussed below (Note 6 - Loan III).

Loan III

On March 23, 2024, the Company converted the two previous loans totaling to \$1,200,000 USD (\$1,615,423 CAD). The new unsecured loan agreement accrues an interest at the rate of 20% per annum and matures on March 22, 2025.

The accrued interest income is calculated using a simple interest rate of 20% annually until the maturity date:

Date	Principal	Principal Payment	Accrued Interest (new rate - 20%)	Carrying Value
	\$	\$	\$	\$
March 23, 2024	1,638,724	-	50,764	1,689,488
March 31, 2024	1,638,724	-	4,196	1,693,684
May 14, 2024 - Interest	1,638,724	-	(44,084)	1,649,600
May 15, 2024	1,226,036	(412,688)	37,108	1,274,020
June 06, 2024	675,785	(550,251)	14,741	738,510
June 17, 2024	-	(687,814)	19,303	69,999
June 30, 2024	-	-	(23,607)	46,392
September 30, 2024	-	-	(46,392)	-

On September 30, 2024, no loan was converted and has carrying value of \$Nil (June 30, 2024 - \$46,392).

BLOCKMATE VENTURES INC.
NOTES TO CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023
(Expressed in Canadian Dollars, unless otherwise noted)
(Unaudited)

7. EQUIPMENT

The following table summarizes the Company's equipment transactions for the three months ended September 30, 2024, and the year ended June 30, 2024:

	September 30, 2024	June 30, 2024
	\$	\$
Cost		
Balance, beginning of the period	1,963	-
Additions	-	8,431
Effect of changes in foreign exchange rates	87	-
Reclassification of MPT UK as asset held for sale	-	(6,468)
Balance, end of the period	2,050	1,963
Accumulated Depreciation		
Balance, beginning of the period	327	-
Depreciation – Continuing operations	168	258
Depreciation – Discontinued operations	-	9,002
Expense recovery – Discontinued operations	-	(1,234)
Effect of changes in foreign exchange rates	17	69
Reclassification of MPT UK as asset held for sale	-	(7,768)
Balance, at end of the period	512	327
Net Book Value	1,538	1,636
Comprised as follows:		
Computer Equipment	1,538	1,636
Total	1,538	1,636

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication those assets have suffered an impairment loss. If any such indication exists, it estimates the asset's recoverable amount to determine the extent of the impairment loss (if any). Where it is not possible to estimate an individual asset's recoverable amount, the Company estimates the recoverable amount of the cash-generating unit ('CGU') to which the asset belongs. Where it can identify a reasonable and consistent basis of allocation, it also allocates corporate assets to individual CGU's, or otherwise allocates them to the smallest group of CGU's for which it can identify a reasonable and consistent allocation basis.

If an asset or CGU's recoverable amount is estimated to be less than its carrying amount, the carrying amount is reduced to its recoverable amount, recognizing an impairment loss immediately in profit or loss. During the three months ended September 30, 2024, the Company did not identify indicators of impairment with respect to its equipment (June 30, 2024 - \$Nil).

8. CRYPTO ASSETS

Cryptocurrencies owned by HVL consist of USDT and Helium. Cryptocurrencies are initially measured at cost and subsequently measured using a revaluation model.

	September 30, 2024	June 30, 2024
	\$	\$
USDT	165,265	820,000
USDC	101,333	-
Helium asset	39,279	18,212
Balance, end of the period	305,877	838,212

BLOCKMATE VENTURES INC.
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8. CRYPTO ASSETS (Continued)

As at September 30, 2024, the company has received gross proceeds as an advance subscription for SAFE financing in form of cryptocurrencies amounting to \$275,000 USD (\$393,086 CAD), of which was excluded from the cashflow statement as a non-cash consideration (Note 11).

As at the three months ended September 30, 2024, Hivello owns 122,312 USDT and 75,000 USDC. The cryptocurrency is presented as an intangible asset initially measured at cost of \$266,622 and subsequently measured using revaluation model. The fair value of the cryptocurrency as at September 30, 2024 is \$266,598. This resulted to a loss in revaluation of cryptocurrency amounting to \$24.

	Quantity	Value per unit	September 30, 2024
		\$	\$
USDT	122,312	1.351178	165,265
USDC	75,000	1.351109	101,333
Balance, end of the period			266,598

The value per unit is based on the quoted market price per Tether USDT and USD Coing USDC in an active cryptocurrency market, as at September 30, 2024.

As at the three months ended September 30, 2024, the Hivello, a subsidiary, owns the following Helium assets:

	Quantity	Value per unit	September 30, 2024
		\$	\$
Helium HNT	3,135	10.38111	32,545
Helium IOT	3,767,557	0.00177	6,668
SPL Helium Token	5	10.38111	56
Balance, end of the period			39,279

During the three months ended September 30, 2024, Helium recognition resulted to a gain in revaluation of cryptocurrency amounting to \$20,247. The Company has determined that its cryptocurrency holdings are traded in active markets and based on quoted prices at the end of each reporting period end as of 23:59:59 UTC.

9. INTANGIBLES

The following table summarizes the Company's intangibles transactions for the three months ended September 30, 2024 and the year ended June 30, 2024:

	September 30, 2024 (Unaudited)	June 30, 2024 (Audited)
	\$	\$
Cost		
Balance, beginning of the period	135,268	125,989
Additions	304	9,279
Effect of changes in foreign exchange rates	401	-
Balance, end of the period	135,973	135,268
Accumulated Depreciation		
Balance, beginning of the period	126,374	125,989
Impairment	304	385
Balance, at end of the period	126,678	126,374

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9. INTANGIBLES (Continued)

Net Book Value	9,295	8,894
Comprised as follows:		
Trademarks	9,295	8,894
Total	9,295	8,894

During the three months ended September 30, 2024 and the year ended June 30, 2024, management determined that the Company does not have a plan to promote the websites related to domains acquired during the year in the near future. This resulted to recognition of impairment of intangible assets for \$304 and \$385, respectively.

10. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

As at September 30, 2024, the Company had an aggregate accounts payable and accrued liabilities of \$440,264 (June 30, 2024 - \$473,848) all held by entities with continuing operations.

Accounts payable and accrued liabilities as at September 30, 2024 consist of the following:

Accounts payable and accrued liabilities	September 30, 2024	June 30, 2024
	\$	\$
Total Accounts Payable	187,034	114,685
Total Accruals	199,637	331,975
Other Payables	53,593	27,188
Total accounts payable and accrued liabilities held by continuing operations	440,264	473,848

Accruals as at September 30, 2024 consist of the following:

Accruals	September 30, 2024	June 30, 2024
	\$	\$
Professional fees	89,184	245,636
Wages payable	107,117	81,250
General expenses	3,336	5,089
Total accruals	199,637	331,975

11. ADVANCE SUBSCRIPTION FOR SAFE NOTES

To raise an additional funding, Hivello, a subsidiary, intends to complete an additional SAFE (Simple Agreement for Future Equity) instrument fundraising. As at September 30, 2024, Hivello received a total of \$463,600 USD (\$649,318 CAD) in relation to the new SAFE Notes financing.

Pursuant to the capital raise, the company received gross proceeds of:

- Cash and cash equivalents amounting to \$38,600 USD (\$53,541 CAD)
- Service agreements equivalent to \$150,000 USD (\$202,691 CAD) (Note 4)
- Cryptocurrencies amounting to \$275,000 USD (\$393,086 CAD) (Note 8)

As at September 30, 2024, Hivello has not completed the financing resulting to a total of \$649,318 advance subscription for SAFE notes.

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12. SAFE NOTES

Safe Notes I

In August 2022, the Company entered into an advanced subscription agreement (also referred to as convertible note/SAFE) with six investors that allows the investors to convert the principal amount to shares of Hivello (a wholly owned subsidiary). The Company issued an aggregate of 73,729 USD (97,617 CAD) SAFE notes, convertible at a discount of 20%, and bearing interest of 6% paid in equity at conversion period. The conversion terms include a 6% discount potentially subject to a valuation cap at 25,000,000 USD. As a result, the upside is typically a 6% 'return' (when it's issued at the discount) which only scales up when the cap kicks in.

From the components of the agreement below:

- The convertible notes have no maturity date.
- The Company will issue a variable number of shares upon conversion and ultimate settlement of the debt.
- The holder is entitled to receive cash or other financial assets from the Company.

The instruments are classified as financial liabilities until conversion takes place in line with IFRS 9, financial instruments.

Conversion terms:

- Where conversion takes place pursuant to below, a price per Conversion Share that includes a discount of 6% of the Subscription Price. The discount is applied on initial recognition. IFRS 9 requires a financial liability to be recognized initially using the fair value in addition to the discount, increasing the carrying value of the financial liability. In this case, the 6% below market interest rate will require amortising the discount subsequently, recognizing an interest expense in the income statement.
- Where conversion takes place pursuant to clause 3.1(b) or 3.1(c) below, a price per Conversion Share equal to a price per share based on a pre-money valuation of 5,000,000 USD, rounded down to the nearest whole share.

Valuation cap

- The payment of the Interest by the Company via bank transfer to the Subscriber is nominated bank account (details of which shall be provided separately to the Company by the Subscriber) on or within 7 days after the Conversion Date: or
- The Company shall allot and issue to the Subscriber ordinary shares equal to a price per share based on a pre-money valuation of 5,000,000 USD, rounded down to the nearest whole share that when aggregated equates to the Interest ("Aggregated Share Equivalent") on the Conversion Date, and the Company shall use its reasonable endeavors to achieve parity between the Interest and the Aggregated Share Equivalent but the Subscriber recognizes and consents to any required downward adjustments of the Aggregated Share Equivalent to ensure that the Subscriber receives a whole number of shares

The 6% annual interest rate is measured using the Effective Interest Rate (EIR) and the discount initially recognized as financial liability is subsequently amortized. The table below is expressed in CAD:

Date	Principal	Interest (6%)	Discount (6%)	Effect of conversion rate	Carrying Value
	\$	\$	\$	\$	\$
June 30, 2023	97,617	5,857	5,857	-	97,617
December 31, 2023	97,617	1,464	1,464	(97,617)	-

As at December 31, 2023, \$97,617 SAFE notes were converted to an advanced subscription agreement secured as SAFE notes with terms below (Note 12 – Safe Notes II).

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12. SAFE NOTES (Continued)

Safe Notes II

In December 2023, the Company entered into an advanced subscription agreement that allows the investors to convert the principal amount to shares of Hivello (a subsidiary). On December 14, 2023, the company successfully completed a \$1,000,000 USD capital raise. This SAFE (Simple Agreement for Future Equity) instrument fundraising round places a pre-money valuation cap on Hivello at \$5,000,000 USD. Additionally, in January 2024, the Company closed another \$1,500,000 USD capital raise at a pre-money valuation cap of \$9,000,000 USD.

In December 2023, the Company issued an aggregate of \$1,484,229 USD (\$1,987,112 CAD) SAFE notes in relation to the agreement. Of the issued SAFE notes include 484,229 USD (\$648,294 CAD) advance payments from investors for the second round of capital raise closed in January 2024.

In January 2024, the Company issued an aggregate of \$1,080,000 USD (\$1,455,142 CAD) Simple Agreement for Future Equity (SAFE) notes. As at June 30, 2024, the total SAFE notes issued by the Company amounts to \$2,564,229 USD (\$3,442,254 CAD).

Pursuant to the capital raise, the company received gross proceeds of:

- Cash and cash equivalents amounting to \$800,500 USD (\$1,075,353 CAD)
- Cryptocurrencies amounting to \$1,415,000 USD (\$1,900,842 CAD)
- Service agreements equivalent to \$275,000 USD (\$368,442 CAD)
- Converted SAFE Notes I, amounting to \$73,729 USD (\$97,617 CAD) (Note 12 – Safe Notes I)

From the components of the agreement below:

- The convertible notes have no maturity date.
- The Company will issue a variable number of shares upon conversion and ultimate settlement of the debt.
- The holder is entitled to receive cash or other financial assets from the Company (IFRS 9, paragraph 4.2.1).
- The SAFE Notes has a total principal amount of \$3,442,254 CAD and total present value of \$3,118,420 CAD discounted using the 6.7% prime rate with an estimated maturity date on September 30, 2025.
- If the Company has any Future Token* Offerings, then the Investor shall be entitled to receive, at no cost, a portion of the Tokens being distributed in Future Token Offerings on a pro-rata basis.
*Coin or Token means any form of sale, grant, distribution, private sale or the public sale of cryptographic coins or tokens via a private placement, initial coin offering, blockchain or otherwise.
- No interest is payable on the Advance Subscription in any circumstance. No amount of the Advance Subscription is repayable by the Company in any circumstance, but such amount may be converted into Shares.

The instruments are classified as financial liabilities until conversion takes place in line with IFRS 9, financial instruments.

Conversion terms:

- The Advance Subscription shall automatically convert into Conversion Shares at the Conversion Price, and the Company shall issue and allot to the Subscriber (or as the Subscriber shall direct) the number of fully paid Conversion Shares to which it is entitled in event of financing round, liquidation event, long stop date, and insolvency.
- The Conversion Shares so allotted and issued shall be in full satisfaction and discharge of all obligations of the Company under this agreement to the Subscriber and this agreement shall terminate automatically and immediately on completion of such conversion.

Interest and Discount rate:

- SAFE notes bear no interest and is therefore discounted using a discount rate of 6.7%, following the current prime rate. The carrying value of the Advance Subscription Funds is \$3,235,517 CAD and is estimated to be converted September 30, 2025.

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12. SAFE NOTES (Continued)

Safe Notes II (Continued)

The following table summarizes the Company's SAFE notes transactions for the three months ended September 30, 2024 and the year ended June 30, 2024. The table below is expressed in CAD:

	September 30, 2024	June 30, 2024
	\$	\$
Balance, beginning of the period	3,235,517	97,617
Additions	-	3,405,710
Accretion expense	52,899	102,865
Discount	-	(373,485)
Effect of exchange rate	146,712	2,810
Balance, end of the period	3,435,128	3,235,517

As at September 30, 2024, no SAFE note was converted, and no equity was issued by the Company in relation to this note.

13. SHARE CAPITAL

Authorized

As at September 30, 2024 and June 30, 2024, the Company had authorized unlimited common shares and has 110,797,758 common shares outstanding.

Equity Activity

A summary of share transactions is as follows:

- i) On July 14, 2023, the Company issued 2,830,761 shares to settle outstanding debt related to the wages payable (Note 10) amounting to \$141,538. The Company has reached agreements with directors or officers of the company and two arm's-length creditors to settle outstanding indebtedness totaling \$141,538 through the issuance of 2,830,761 common shares at a deemed price of \$0.05 per share. On the date of issuance, the shares issued had a fair market value of \$0.05 per share.
- ii) On June 15, 2023, the Company completed a non-brokered private placement for gross proceeds of \$820,000, which will be used for general working capital purposes. In connection with completion of the offering, the company has issued 16,000,000 units at a price of \$0.05 per unit. Each unit consists of one common share, and one common share purchase warrant exercisable to acquire a further common share at a price of \$0.075 until June 15, 2026.

The gross proceeds of \$820,000 were allocated to common shares and share warrants based on the relative fair value. The Company recognized \$315,676 common shares and \$504,324 share warrants in relation to this transaction. No finder's fees or commissions were paid by the company in connection with completion of the offering.

The fair value of the warrants was estimated using the Black Scholes option pricing model and the following assumptions:

	As at June 15, 2023
Share Price	\$0.08
Risk-Free Annual Interest	3.88%
Annualized Volatility	365%
Expected Life of Option	36 months
Expected Annual Dividend	0%

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13. SHARE CAPITAL (Continued)

Equity Activity (continued)

- iii) On January 9, 2023, the Company completed a final tranche of its non-brokered private placement for additional gross proceeds of \$88,600. When combined with the initial tranche of the offering completed on November 17, 2022, the Company raised \$903,267. In connection with completion of the final tranche of the offering, the company issued 1,772,000 units at a price of \$0.05 per unit. Each unit consists of one common share and one common share purchase warrant exercisable to acquire a further common share at a price of \$0.075 until January 6, 2026. No finders' fees or commissions were paid by the company in connection with completion of the offering.

The gross proceeds of \$88,600 were allocated to common shares and share warrants based on the relative fair value. The Company recognized \$55,479 common shares and \$33,121 share warrants in relation to this transaction.

The fair value of the warrants was estimated using the Black Scholes option pricing model and the following assumptions:

	As at January 9, 2023
Share Price	\$0.03
Risk-Free Annual Interest	3.38%
Annualized Volatility	339%
Expected Life of Option	36 months
Expected Annual Dividend	0%

- iv) On November 17, 2022, the Company completed a non-brokered private placement for gross proceeds of \$814,667 for general working capital. In connection with completion of the offering, the company issued 16,293,337 units at \$0.05 per unit. Each unit consists of one common share and one common share purchase warrant exercisable to acquire a further common share at \$0.075 until Nov. 17, 2025.

The gross proceeds of \$814,667 were allocated to common shares and share warrants based on the relative fair value. The Company recognized \$408,354 common shares and \$406,313 share warrants in relation to this transaction.

The fair value of the warrants was estimated using the Black Scholes option pricing model and the following assumptions:

	As at November 17, 2022
Share Price	\$0.05
Risk-Free Annual Interest	3.70%
Annualized Volatility	330%
Expected Life of Option	36 months
Expected Annual Dividend	0%

- v) On November 17, 2022, BWL has launched the Australian and European website domains, which successfully satisfied two of the previously established performance milestones related to its acquisition of Blockchain World (BWL). As a result of the satisfaction of the milestones, the company has issued 10,000,000 units of common shares at \$0.05 per unit for a total consideration of \$500,000 to the former shareholders of BWL as agreed at the time of purchase.

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14. WARRANTS AND OPTIONS RESERVES

Warrants

The following table summarizes the Company's warrant activities during the three months ended September 30, 2024 and the year ended June 30, 2024:

	Number	Weighted Average Exercise Price
Outstanding, June 30, 2023	34,465,337	\$ 0.075
Granted	-	-
Expired	-	-
Outstanding, June 30, 2024	34,465,337	0.075
Granted	-	-
Expired	-	-
Outstanding, September 30, 2024	34,465,337	0.075

Outstanding share warrants as at September 30, 2024 are summarized below:

Grant date	Number of warrants	Exercise price	Expiry date
		\$	
22-Nov-2022	16,293,337	0.075	17-Nov-2025
9-Jan-2023	1,772,000	0.075	6-Jan-2026
20-Jun-2023	16,400,000	0.075	20-Jun-2026
Total	34,465,337	0.075	

During the three months ended September 30, 2024, and the year ended June 30, 2024, no warrants were granted, exercised or expired. The total outstanding warrants of 34,465,337 has a weighted average exercise price of \$0.075 and average remaining 1.42 years to exercise before expiry date.

Option

The Company has a stock option plan (the "Plan") in place under which it is authorized to grant options to acquire common shares of the Company to directors, officers, consultants and other key employees of the Company. The number of common shares subject to options granted under the Plan are limited to 10% in the aggregate, and 5% with respect to any one optionee, of the number of issued and outstanding common shares of the Company at the date of the grant of the option.

On October 27, 2023, the Company granted 7,550,000 incentive stock options to certain directors, officers and consultants to the company. With 146,938,374 securities on issue after issue of these options, these incentive options will represent 5.5% of the fully diluted capital. The options vest quarterly over a 24-month period and are exercisable at a price of \$0.50 until Oct. 27, 2028.

As at September 30, 2024, there are 5,926,072 vesting portion of the options with a total fair value of \$199,614. The fair value of the options was estimated using the Black Scholes option pricing model and the following assumptions:

	As at October 27, 2023
Share Price	\$0.035
Risk-Free Annual Interest	4.05%
Annualized Volatility	188.79%
Expected Life of Option	5 years
Expected Annual Dividend	0%

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14. WARRANTS AND OPTIONS RESERVES (Continued)

Options (Continued)

In relation to the 932,890 vesting of the options during the period ended September 30, 2024, the company recognize a share-based compensation expense of \$31,423 (June 30, 2024 - \$168,189) (Note 16).

Grant date	Number of options	Exercise price	Expiry date
		\$	
27-Oct-23	7,550,000	0.05	27-Oct-28
Total	7,550,000	0.05	

As at September 30, 2024 no options were exercised. The total outstanding warrants of 7,550,000 has a weighted average exercise price of \$0.05 and remaining 4.08 years to exercise before expiry date.

15. RSU RESERVES

On February 07, 2024, the Company granted 2,520,000 restricted share units to certain directors and officers of the company in lieu of the wages payable amounting to \$93,324. The RSUs were granted in accordance with the omnibus incentive plan adopted by the company and vest and convert into common shares on February 07, 2025. The share price as at date of grant is \$0.045 and is valued \$113,400, resulting to a loss on debt settlement of \$20,076.

The fair value of the RSU was estimated using the following:

	As at October 27, 2023
Share price	\$0.045
Vesting period	12 months
Date of grant	2,520,000

16. NON-CONTROLLING INTEREST

On November 14, 2024, HVL, a subsidiary, entered into a stock purchase agreement and issued 465 of its common stock to unrelated parties, resulting in 4% of the ownership interest held by non-controlling shareholders.

Reconciliation of non-controlling interest as follows:

	September 30, 2024	June 30, 2024
Beginning Balance	(63,050)	-
Non-controlling interest share in net loss	(49,662)	(63,050)
Ending Balance	(112,712)	(63,050)

17. KEY MANAGEMENT COMPENSATION AND RELATED PARTY TRANSACTIONS

Related parties and related party transactions impacting the accompanying financial statements are summarized below and include transactions with the following individuals or entities:

Key management personnel:

Key management personnel include those persons having 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 executive and non-executive members of the Company's Board of Directors and corporate officers.

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17. KEY MANAGEMENT COMPENSATION AND RELATED PARTY TRANSACTIONS (Continued)

Remuneration attributed to key management personnel can be summarized as follows:

	For the three months ended September 30, 2024	For the three months ended September 30, 2023
	\$	\$
Director fees	-	25,000
Consulting fees (Included in professional & consulting fees)	73,452	107,745
Share-based compensation (Note 13)	31,423	-
Total	104,875	132,745

The amount due to directors and related parties in the statements of financial position is \$83 as of September 30, 2024 (June 30, 2024 - \$63).

As at September 30, 2024, the Company has \$101,079 (June 30, 2024 - \$112,422) outstanding accounts payable due to related parties. Out of these payables \$6,250 (June 30, 2024 - \$6,250) is due to a former director of the Company and a company the former director controls.

18. CAPITAL MANAGEMENT

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition and development of its intangible assets. The capital of the Company consists of shareholders' equity. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The Company has not generated significant revenues and is in the process of executing and developing its marketing plan; as such, the Company is dependent on external financing to fund its activities. In order to carry out the planned budget, the Company will spend its existing working capital and raise additional amounts as needed.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the three months ended September 30, 2024, and the year ended June 30, 2024. The Company is not subject to externally imposed capital requirements.