



CONDENSED INTERIM FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024
AND SEPTEMBER 30, 2023

(Expressed in Canadian Dollars)

Notice of No Auditor Review of Condensed 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 condensed interim financial statements of Ocumetics Technology Corp. (the "Company") have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these condensed interim financial statements in accordance with standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

OCUMETICS TECHNOLOGY CORP.
INTERIM STATEMENTS OF FINANCIAL POSITION
AS AT SEPTEMBER 30, 2024 AND DECEMBER 31, 2023
(All amounts expressed in Canadian dollars unless indicated otherwise)

	2024	2023
	\$	\$
Assets		
Current assets		
Cash	2,003,500	235,829
Goods and services tax receivable	5,861	44,272
Prepaid expenses and deposits	78,815	30,900
Total current assets	2,088,176	311,001
Non-current assets		
Equipment (Note 4)	57,697	67,879
Intangible assets (Note 5)	639,501	657,553
Total assets	2,785,374	1,036,433
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities (Note 6)	106,824	546,935
Due to related parties (Note 6)	76,754	76,754
	183,578	623,689
Non-current liabilities		
Convertible debentures (Note 7)	3,937,272	-
Promissory note (Note 6)	345,548	321,640
Total liabilities	4,466,398	945,329
Shareholders' equity		
Share capital (Note 8)	7,799,179	7,451,441
Commitment to issue shares (Note 8)	-	160,000
Warrants reserve (Note 8)	324,101	260,819
Contributed surplus	1,535,668	1,396,485
Deficit	(11,339,972)	(9,177,641)
Total shareholders' equity (deficiency)	(1,681,024)	91,104
Total liabilities and shareholders' equity	2,785,374	1,036,433

Going concern (Note 1)

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

Approved and authorized for issuance on behalf of the Board of Directors on November 26, 2024.

/s/ Garth Webb
Garth Webb, Director

/s/ Roger Jewett
Roger Jewett, Director

OCUMETICS TECHNOLOGY CORP.
INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 AND SEPTEMBER 30, 2023
(All amounts expressed in Canadian dollars unless indicated otherwise)

	For the three months ended		For the nine months ended	
	September 30		September 30	
	2024	2023	2024	2023
	\$	\$	\$	\$
Expenses				
Consulting fees (Note 6)	240,767	240,251	759,645	1,355,756
Research and development	188,746	269,625	621,703	625,119
Share-based compensation (Notes 6,8)	36,232	88,413	139,183	411,035
Professional fees	41,006	34,836	80,224	126,202
Office and general	11,411	11,966	34,811	56,867
Amortization (Note 4,5,7)	62,545	29,971	139,812	82,343
Marketing	1,704	33,910	(5,929)	130,718
Listing costs	9,449	28,394	34,174	60,023
Patent fees	-	77	67,455	43,358
Accretion (Note 6)	8,219	7,468	23,908	21,648
Foreign exchange loss	3,609	5,771	29,843	12,310
Total expenses	603,688	750,682	1,924,829	2,925,379
Loss from operations	(603,688)	(750,682)	(1,924,829)	(2,925,379)
Other income				
Interest income	22,138	1,321	28,799	1,321
Other expenses				
Interest on convertible debentures (Note 7)	(181,479)	-	(266,301)	-
Net loss and comprehensive loss	(763,029)	(749,361)	(2,162,331)	(2,924,058)
Net loss per share				
Basic and diluted (Note 8)	(0.01)	(0.01)	(0.02)	(0.03)
Weighted average number of common shares outstanding	119,767,979	117,161,928	119,696,708	114,331,138

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

OCUMETICS TECHNOLOGY CORP.
INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2024 AND YEAR ENDED DECEMBER 31, 2023
(All amounts expressed in Canadian dollars unless indicated otherwise)

	Number of Shares	Share Capital \$	Commitment to issue shares \$	Warrants Reserve \$	Contributed surplus \$	Deficit \$	Total Equity \$
Balance, December 31, 2021	108,513,302	4,914,570	-	19,206	507,338	(3,314,053)	2,127,061
Exercise of options	250,000	54,318	-	-	(23,068)	-	31,250
Exercise of warrants	2,428,248	387,307	-	(19,206)	-	-	368,101
Commitment to issue shares	-	-	45,000	-	-	-	45,000
Share-based payments	-	-	-	-	485,940	-	485,940
Net loss for the year	-	-	-	-	-	(2,219,947)	(2,219,947)
Balance, December 31, 2022	111,191,550	5,356,195	45,000	-	970,210	(5,534,000)	837,405
Shares issued	6,544,554	1,995,289	(45,000)	260,819	-	-	2,211,108
Share issuance costs	-	(52,984)	-	-	-	-	(52,984)
Exercise of options	730,000	152,941	-	-	(64,816)	-	88,125
Commitment to issue shares	-	-	160,000	-	-	-	160,000
Share-based payments	-	-	-	-	491,091	-	491,091
Net loss for the year	-	-	-	-	-	(3,643,641)	(3,643,641)
Balance, December 31, 2023	118,466,104	7,451,441	160,000	260,819	1,396,485	(9,177,641)	91,104
Shares issued	1,301,875	353,318	(160,000)	63,282	-	-	256,600
Share issuance costs	-	(5,580)	-	-	-	-	(5,580)
Share-based payments	-	-	-	-	139,183	-	139,183
Net loss for the period	-	-	-	-	-	(2,162,331)	(2,162,331)
Balance, September 30, 2024	119,767,979	7,799,179	-	324,101	1,535,668	(11,339,972)	(1,681,024)

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

OCUMETICS TECHNOLOGY CORP.
INTERIM STATEMENTS OF CASH FLOWS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 AND SEPTEMBER 30, 2023
(All amounts expressed in Canadian dollars unless indicated otherwise)

	For the three months ended		For the nine months ended	
	September 30		September 30	
	2024	2023	2024	2023
	\$	\$	\$	\$
Cash flows provided by (used in):				
Operating activities				
Net loss	(763,029)	(749,361)	(2,162,331)	(2,924,058)
Items not affecting cash:				
Amortization (Note 4,5,7)	62,545	29,971	139,812	82,343
Amortization of finance charges (Note 7)	19,749	-	26,777	-
Share-based compensation (Note 8)	36,232	88,413	139,183	411,035
Shares issued in exchange for debt (Note 8)	-	-	-	584,000
Interest on convertible debentures (Note 7)	181,479	-	266,301	-
Accretion (Note 6)	8,219	7,468	23,908	21,648
Changes in non-cash working capital:				
Amounts receivable	-	-	-	1,266
Goods and services tax receivable	19,688	20,099	38,411	3,218
Prepaid expenses and deposits	(39,356)	(69,708)	(47,915)	(69,276)
Accounts payable and accrued liabilities	(116,591)	(49,966)	(440,111)	141,625
Net cash used in operating activities	(591,064)	(723,084)	(2,015,965)	(1,748,199)
Investing activities				
Purchase of equipment (Note 4)	-	-	-	(75,421)
Payments for intellectual property (Note 5)	(1,835)	-	(8,034)	(3,618)
Payments for patents (Note 5)	(29,610)	(20,255)	(61,367)	(63,134)
Net cash used in investing activities	(31,445)	(20,255)	(69,401)	(142,173)
Financing activities				
Net proceeds from issuance of shares (Note 8)	-	985,225	416,600	1,608,148
Share issuance costs (Note 8)	-	-	(5,580)	-
Commitment to issue shares (Note 8)	-	-	(160,000)	-
Proceeds from options exercised (Note 8)	-	72,500	-	88,125
Convertible debentures received (Note 7)	-	-	3,602,017	-
Cash provided by financing activities	-	1,057,725	3,853,037	1,696,273
Change in cash	(622,509)	314,386	1,767,671	(194,099)
Cash, beginning of period	2,626,009	93,602	235,829	602,087
Cash, end of period	2,003,500	407,988	2,003,500	407,988

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

OCUMETICS TECHNOLOGY CORP.
NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 AND SEPTEMBER 30, 2023
(All amounts expressed in Canadian dollars unless indicated otherwise)

1. Nature of Operations and Going Concern

Ocumetics Technology Corp. (the “Company”) was incorporated on February 5, 2018 under the Business Corporations Act of Alberta. Its current focus is to develop an accommodating intraocular lens to potentially eliminate the need for corrective lenses, especially for people over 45 years of age. The Company’s registered office is located at 1250, 639-5th Avenue SW, Calgary, Alberta T2P 0M9. The Company changed its name from Quantum Blockchain Technologies Ltd. (“Quantum”) to Ocumetics Technology Corp. on August 27, 2021 and is listed on the TSX Venture Exchange (the “Exchange”) under the symbol “OTC” as well as the Frankfurt exchange (FRA: 2QBO) and the OTC QB Market (OTCQB: OTCFF).

These interim 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 September 30, 2024, the Company has not generated any revenues from operations and for the nine months ended September 30, 2024 has incurred a net loss of \$2,162,331, negative cash flows from operations of \$2,015,965 and has an accumulated deficit of \$11,339,972. These factors indicate the existence of a material uncertainty that may cast significant doubt on the Company’s ability to continue as a going concern. The continuation of the Company as a going concern is dependent upon the continued financial support from its shareholders, the ability to raise equity or debt financing, and the attainment of profitable operations from the Company’s future business. These financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern, such adjustment could be material.

2. Basis of Presentation

(a) Statement of compliance

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

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all periods presented.

These interim financial statements were authorized for issue by the Board of Directors on November 26, 2024.

(b) Basis of preparation

The interim financial statements of the Company have been prepared on an accrual basis and are based on historical costs, except for certain financial assets and liabilities measured at fair value. The functional and presentation currency of the Company is the Canadian dollar.

The preparation of the financial statements requires that management make estimates, judgments, and assumptions based on available information. Accordingly, actual results may differ from estimates as future confirming events occur. Significant estimates and judgments used in the preparation of the financial statements are disclosed in Note 3.

3. Material Accounting Policies

(a) Significant accounting estimates and judgments

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

OCUMETICS TECHNOLOGY CORP.
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3. Material Accounting Policies (continued)

Estimates, judgments, and underlying assumptions are reviewed on an ongoing basis and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to accounting estimates are recognized in the period in which the estimate is revised and in any future periods affected.

Estimates

Critical estimates exercised in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are as follows:

Share-based payment transactions

The Company uses the Black-Scholes Option Pricing Model to determine the fair value of stock options and share purchase warrants issued. This model requires the input of subjective assumptions including expected share price volatility, interest rate, and forfeiture rate. Changes in the input assumptions can materially affect the fair value estimate and the Company's earnings (loss) and equity reserves.

Taxes

Provisions for taxes are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors. The Company reviews the adequacy of these provisions at the end of the reporting period. However, it is possible that at some future date an additional liability could result from audits by taxing authorities. Where the final outcome of these tax-related matters is different from the amounts that were initially recorded, such differences will affect the tax provisions in the period in which such determination is made.

Useful lives of intangible assets

Following initial recognition, the Company carries the value of intangible assets at cost less accumulated amortization and any accumulated impairment losses. Amortization is recorded on a straight-line basis based upon management's estimate of the useful life and residual value. The estimates are reviewed at least annually and are updated if expectations change as a result of technical obsolescence or legal and other limits to use.

Estimated useful lives and depreciation of equipment

Depreciation of equipment is dependent upon an estimate of the useful life of equipment. The assessment of any impairment of these assets is dependent upon estimates of recoverable amounts that take into account factors such as economic and market conditions and the useful lives of assets.

Market interest rate

The Company makes estimates relating to the selection of an appropriate market rate of interest to discount non-interest or low-interest rate loans.

Judgments

The key areas of judgment that have a significant risk of causing material adjustment to the amounts recognized in the financial statements are:

Going concern

The assessment of the Company's ability to continue as a going concern involves management judgement about the Company's resources and future prospects. In assessing whether this assumption is appropriate, management takes into account all available information about the future, which is at least, but not limited to, 12 months from the end of the reporting period. This assessment is based upon planned actions that may or may not occur for a number of reasons including the Company's own resources and external market conditions.

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3. Material Accounting Policies (continued)

Impairment of intangible assets

The application of the Company's accounting policy for intangible assets requires judgment in determining whether it is likely that future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Estimates and assumptions may change if new information becomes available. If, after expenditures are capitalized, events or changes in circumstances indicate that the carrying amount may not be recoverable, the amount capitalized is written off in profit or loss in the period the new information becomes available.

Upon retirement or disposal, the cost of the asset disposed of and the related accumulated amortization are removed from the accounts and any gain or loss is reflected in profit or loss.

Taxes

The Company recognizes deferred tax assets to the extent that it is probable that future taxable profits will be available to utilize the Company's deductible temporary differences which are based on management's judgment on the degree of future taxable profits. To the extent that future taxable profits differ significantly from the estimates impacts the amount of the deferred tax assets management judges is probable.

(b) Cash

Cash and cash equivalents are comprised of cash in banks and all short-term investments that are highly liquid in nature, cashable, and have an original maturity date of three months or less.

(c) Equipment

Equipment is recorded at cost, net of accumulated depreciation and any accumulated impairment losses. Expenditures that materially increase the life of the assets are capitalized. Ordinary repairs and maintenance are expensed as incurred. Depreciation is calculated on a declining balance basis at 20% per annum which estimates the equipment's life.

The assets' residual values, useful lives and methods of depreciation are reviewed at each financial year-end and adjusted prospectively, if appropriate. An item of equipment is de-recognized upon disposal or when no future economic benefits are expected from its use. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying value of the asset) is include in loss and comprehensive loss in the year the asset is derecognized.

(d) Intangible assets

Intangible assets including intellectual property are measured at cost less accumulated amortization and accumulated impairment losses. Initial costs and subsequent costs that increase the expected future economic benefits incurred under the license agreement and intellectual property are capitalized and amortized from the date of capitalization on a straight-line basis over their estimated useful lives determined based on the expiry of the key patents underlying the intellectual property. Assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment. If, after expenditures are capitalized, events or changes in circumstances indicate that the carrying amount may not be recoverable, the amount capitalized is written off in profit or loss in the period the new information becomes available.

Patents comprises patents which are in the application process and are pending the grant and registration of the patent. Amortization commences upon successful completion of the patent application, being the patent grant date.

As at September 30, 2024, the estimated remaining useful life of the intangible assets was approximately 3.85 years.

Upon retirement or disposal, the cost of the asset disposed of and the related accumulated amortization are removed from the accounts and any gain or loss is reflected in profit or loss.

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(All amounts expressed in Canadian dollars unless indicated otherwise)

3. Material Accounting Policies (continued)

(e) Impairment of non-financial assets

The carrying amounts of the Company's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. An impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognized in the statement of loss and comprehensive loss.

The recoverable amount of assets is the greater of an asset's fair value less cost to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is only reversed if there is an indication that the impairment loss may no longer exist and there has been a change in the estimates used to determine the recoverable amount, however, not to an amount higher than the carrying amount that would have been determined had no impairment loss been recognized in previous years.

(f) Financial instruments

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the respective instrument. At initial recognition, the Company measures a financial asset or a financial liability at its fair value plus or minus, in the case of a financial asset or a financial liability not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition or issue of the financial asset or the financial liability.

Financial assets

The Company will classify financial assets as subsequently measured at amortized cost, fair value through other comprehensive income or fair value through profit or loss, based on its business model for managing the financial asset and the financial asset's contractual cash flow characteristics. The three categories are defined as follows:

Amortized cost - a financial asset is measured at amortized cost if both of the following conditions are met:

- the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The Company's amounts receivable and goods and services taxes receivable are measured at amortized cost.

Fair value through other comprehensive income ("FVTOCI") - financial assets are classified and measured at FVTOCI if they are held in a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets. The Company does not have any financial assets classified as FVTOCI.

Fair value through profit or loss ("FVTPL") - any financial assets that are not held in one of the two business models mentioned are measured at FVTPL. The Company's cash are classified as FVTPL.

When, and only when, the Company changes its business model for managing financial assets it must reclassify all affected financial assets.

OCUMETICS TECHNOLOGY CORP.
NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 AND SEPTEMBER 30, 2023
(All amounts expressed in Canadian dollars unless indicated otherwise)

3. Material Accounting Policies (continued)

Impairment

An 'expected credit loss' impairment model applies which requires a loss allowance to be recognized based on expected credit losses. The estimated present value of future cash flows associated with the asset is determined and an impairment loss is recognized for the difference between this amount and the carrying amount as follows: the carrying amount of the asset is reduced to estimated present value of the future cash flows associated with the asset, discounted at the financial asset's original effective interest rate, either directly or through the use of an allowance account and the resulting loss is recognized in profit or loss for the period.

In a subsequent period, if the amount of the impairment loss related to financial assets measured at amortized cost decreases, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

For the periods presented, the Company did not record any expected credit loss.

Financial liabilities

The Company's financial liabilities include accounts payable and accrued liabilities, promissory note and due to related parties. The Company classifies its financial liabilities into one of two categories, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category is as follows:

FVTPL – This category comprises derivatives or liabilities acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the statements of financial position at fair value with changes in fair value recognized in the statements of loss and comprehensive loss. The Company does not have any financial liabilities measured at FVTPL.

Amortized cost – Financial liabilities that are not contingent consideration of an acquirer in a business combination, held for trading or designated as at FVTPL, are measured at amortized cost using the effective interest method, with interest expense recognized on an effective yield basis. The Company's accounts payable and accrued liabilities, promissory note and due to related parties are classified at amortized cost.

After initial recognition, an entity cannot reclassify any financial liability.

(g) Foreign currency translation

The functional and reporting currency is the Canadian dollar. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange in effect at the statement of financial position date. Non-monetary items are translated using the historical rate on the date of the transaction. Revenue and expenses are translated at average rates for the periods. Foreign exchange gains and losses are included in the statements of loss and comprehensive loss.

(h) Taxes

Current tax

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in the statement of loss and comprehensive loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

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FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 AND SEPTEMBER 30, 2023
(All amounts expressed in Canadian dollars unless indicated otherwise)

3. Material Accounting Policies (continued)

Deferred tax

Deferred income tax is provided using the statement of financial position method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable income will be available to allow all or part of the deferred income tax asset to be utilized. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

(i) Share-based payments

The grant date fair value of share-based payment awards granted to employees is recognized as stock-based compensation expense, with a corresponding increase in equity, over the period that the employees unconditionally become entitled to the awards. The amount recognized as an expense is adjusted to reflect the number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognized as an expense is based on the number of awards that do meet the related service and non-market performance conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

Where equity instruments are granted to parties other than employees, they are recorded by reference to the fair value of the services received. If the fair value of the services received cannot be reliably estimated, the Company measures the services received by reference to the fair value of the equity instruments granted, measured at the date the counterparty renders service.

All equity-settled share-based payments are reflected in stock options reserve, unless exercised. Upon exercise, shares are issued from treasury and the amount reflected in stock options reserve is credited to share capital, adjusted for any consideration paid.

(j) Share capital

Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares are classified as equity instruments. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

(k) Loss per share

Basic loss per share is computed using the weighted average number of common shares outstanding during the period. The treasury stock method is used for the calculation of diluted loss per share, whereby all "in the money" stock options and share purchase warrants are assumed to have been exercised at the beginning of the period and the proceeds from their exercise are assumed to have been used to purchase common shares at the average market price during the period. When a loss is incurred during the period, basic and diluted loss per share is the same as the exercise of stock options and share purchase warrants is considered to be anti-dilutive.

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(All amounts expressed in Canadian dollars unless indicated otherwise)

3. Significant Accounting Policies (continued)

(l) Research and development costs

Research costs are expensed as incurred. Development expenditures on an individual project are recognized as an intangible asset when the Company can demonstrate:

- the technical feasibility of completing the intangible asset so that the asset will be available for use or sale
- its intention to complete and its ability and intention to use or sell the asset
- how the asset will generate future economic benefits
- the availability of resources to complete the asset
- the ability to measure reliably the expenditure during development

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortization and accumulated impairment losses. Amortization of the asset begins when development is complete, and the asset is available for use. It is amortised over the period of expected future benefit and is recorded in cost of sales. During the period of development, the asset is tested for impairment annually.

(m) Accounting standards issued but not yet effective

A number of new standards, and amendments to standards and interpretations, are not yet effective for the period commencing January 1, 2024, and have not been early adopted in preparing these financial statements. These new standards, and amendments to standards and interpretations are either not applicable or are not expected to have a significant impact on the Company's financial statements.

4. Equipment

	Equipment
	\$
Costs:	
Balance, December 31, 2022	-
Additions	75,421
Balance, December 31, 2023	75,421
Additions	-
Balance, September, 2024	75,421
Accumulated Depreciation:	
Balance, December 31, 2022	-
Depreciation	7,542
Balance, December 31, 2023	7,542
Depreciation	10,182
Balance, September 30, 2024	17,724
Net Book Value:	
Balance, December 31, 2022	-
Balance, December 31, 2023	67,879
Balance, September 30, 2024	57,697

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5. Intangible Assets

On April 12, 2012, Ocumetics entered into an Amended and Restated License Agreement (“License Agreement”) with Ventura Holding Ltd. (“Ventura”), a related party with certain common shareholders (Note 6), for the worldwide and exclusive right to utilize novel technologies, comprising intuitive suspension systems for accommodating and fixed focus lenses and related patents and improvements (the “Intellectual Property”). The License Agreement set out the consideration as follows:

- an initial lump sum payment of \$500,000 which amount shall be paid within 12 months from the achievement of Commercialization. Under the License Agreement, Commercialization is achieved when Ocumetics has sold at least 1,000 units per month to paying third-party customers for at least nine consecutive months, or at least 6,000 units, in the aggregate, over a nine-month period;
- 5,700,000 Common shares of Ocumetics plus accumulated legal fees and other fees and expenses relating to the development, registration and maintenance of the Intellectual Property prior to April 12, 2012;
- from time to time as accrued by Ventura, the total amount of all accumulated legal fees and other fees and expenses of relating to the development, registration and maintenance of any Intellectual Property; and,
- an annual royalty of 1% of the Ocumetics net income derived from the rights granted under the License Agreement to the Intellectual Property, calculated based on the fiscal year of Ocumetics and payable within two months after the end of each fiscal year in immediately available funds.

On January 28, 2021, Ocumetics purchased the Intellectual Property from Ventura pursuant to the Amended and Restated Intellectual Property Transfer Agreement between Ventura and Ocumetics dated January 28, 2021 (the “IP Transfer Agreement”) for a purchase price of \$500,000 that was paid through the issuance of a non-interest-bearing promissory note (the “Promissory Note”) repayable 12 months after the achievement of Commercialization. Upon the occurrence of an event of default under the Promissory Note, the Principal Amount shall be immediately due and payable in full and Ventura shall be entitled to call its loan. Ocumetics and Ventura also entered into royalty agreement for the payment to Ventura of royalties of 2% of net sales derived from the Intellectual Property (the “Royalty Agreement”). The License Agreement was terminated upon the transfer of the Intellectual Property under the IP Transfer Agreement. The \$500,000 that was due under the License Agreement was replaced by the Promissory Note and the 1% royalty that was due under the License Agreement was replaced by the 2% royalty payable under the Royalty Agreement. As at September 30, 2024, Ocumetics has not yet derived any income subject to the royalty fee and as such no liability or commitment has been recorded in this regard.

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5. Intangible Assets (continued)

The following is a continuity schedule of intangible assets:

	Intellectual Property \$	Patents \$	Total \$
Cost:			
Balance, December 31, 2021	1,210,242	107,849	1,318,091
Additions	12,229	54,595	66,824
Patents granted	12,529	(12,529)	-
Balance, December 31, 2022	1,235,000	149,915	1,384,915
Additions	3,619	63,134	66,753
Patents granted	48,868	(48,868)	-
Balance, December 31, 2023	1,287,487	164,181	1,451,668
Additions	8,034	61,367	69,401
Patents granted	-	-	-
Balance, September 30, 2024	1,295,521	225,548	1,521,069
Accumulated amortization:			
Balance, December 31, 2021	581,831	-	581,831
Additions	102,206	-	102,206
Balance, December 31, 2022	684,037	-	684,037
Additions	110,078	-	110,078
Balance, December 31, 2023	794,115	-	794,115
Additions	87,453	-	87,453
Balance, September 30, 2024	881,568	-	881,568
Net book value:			
Balance, December 31, 2021	628,411	107,849	736,260
Balance, December 31, 2022	550,963	149,915	700,878
Balance, December 31, 2023	493,372	164,181	657,553
Balance, September 30, 2024	413,953	225,548	639,501

6. Related Party Transactions and Balances

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

Key management compensation

The Company has identified its directors and certain senior officers of the Company, who have the authority and responsibility for planning, directing and controlling the activities of the Company, as key management personnel. All related party transactions were incurred in the normal course of operations and initially recorded at fair value.

For the nine months ended	September 30, 2024 \$	September 30, 2023 \$
Consulting fees, Chief Executive Officer (1)	202,007	62,989
Consulting fees, former CEO (2)	-	72,000
Consulting fees, Chief Scientific Officer	81,000	81,000
Consulting fees, Chief Financial Officer (3)	124,350	117,300
Consulting fees, Chief Medical Officer	242,888	242,132
Consulting fees, Directors	45,000	75,000
Severance/retention payments, CEO and CFO (4)	-	584,000
Share-based compensation	139,184	411,035
	834,429	1,645,456

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6. Related Party Transactions and Balances (continued)

- (1) During the period ended Sept 30, 2023, consulting fees were paid for the period June 12, 2023 to September 30, 2023.
- (2) The former CEO resigned on June 12, 2023.
- (3) In addition to the above amount, for the nine months ended September 30, 2024, accounting services fees in the amount of \$45,800 were paid to a company controlled by the Chief Financial Officer (nine months ended September 30, 2023 - \$53,650).
- (4) On April 21, 2023, the Company entered a settlement agreement with the CEO in the amount of \$300,000 with respect to severance (see Note 8). In addition, the Company entered a retention agreement with the CFO in the amount of \$284,000 (see Note 8).

In addition to the transactions above:

- a) The Company incurred legal fees in the amount of \$79,635 for the nine months ended September 30, 2024 (nine months ended September 30, 2023 - \$96,782) with a legal firm, one of whose partners is the spouse of a director of the Company; and
- b) The Company incurred marketing services fees in the amount of \$Nil for the nine months ended September 30, 2024 (nine months ended September 30, 2023 - \$57,540) with a marketing firm owned 50% by a director of the Company.

Summary of related party balances:

Other than the promissory note (Note 5), all amounts due to related parties are unsecured, non-interest bearing and have no fixed terms of repayment.

	September 30, 2024	December 31, 2023
	\$	\$
Due to Ventura (Note 5)	422,302	436,194
Due to Chief Financial Officer *	-	35,726
Due to Director *	20,000	10,500
Due to Chief Executive Officer*	-	50,585
Due to Chief Medical Officer *	1,094	54,533
	443,396	587,538

* Included in accounts payable and accrued liabilities.

As at September 30, 2024, apart from the balance stated above, \$8,030 (December 31, 2023 - \$19,825) is payable to a legal firm, one of whose partners is the spouse of the Chief Financial Officer of the Company and \$Nil (December 31, 2023 - \$17,325) is due to a company owned 50% by a director of the Company. These amounts are included in accounts payable and accrued liabilities.

As at September 30, 2024, \$345,548 of the amount due to Ventura has been presented as non-current (December 31, 2023 - \$321,640) as management does not expect that Commercialization (Note 5) will take place within 12 months after the reporting period. The amount due represents the \$500,000 promissory note, discounted at 9.59%, being a market rate of interest of similar debt on the date of issuance, which resulted in a capital contribution of \$256,715 on the date of issuance. The loan is discounted over a period equivalent to the life of the key patent which expires on August 12, 2028. During the nine months ended September 30, 2024, accretion was recorded on the loan for \$23,908 (nine months ended September 30, 2023 - \$21,648).

7. Convertible Debentures

On May 24, 2024, the Company closed Tranche 1 of a non-brokered private placement of secured convertible debentures, with a face value principal amount of \$3,000,000, (the "**Debentures**") having an aggregate face value principal amount of up to \$4,000,000 (the "**Principal**"). The Debentures were subject to an original issue discount of 6%, resulting in net proceeds to the Corporation of \$2,820,000, less expenses incurred by the lenders in respect of the offering.

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7. Convertible Debentures (continued)

On June 21, 2024, the Company closed Tranche 2 of the Debentures with a face value principal amount of \$1,000,000. The debentures were subject to an original issue discount of 6%, resulting in net proceeds to the Corporation of \$940,000, less expenses incurred by the lenders in respect of the offering.

The Debentures bear interest at a rate of 18% per annum, compounded annually. The Debentures mature, and Principal and interest is payable by the Company, on the date which is two years from the date of issue. The Company may prepay the indebtedness under the Debentures at any time upon ninety (90) days prior written notice, without penalty.

Principal is convertible at the option of the holder into common shares of the Company at a conversion price of \$0.32 per share. Interest is convertible into common shares of the issuer pursuant to shares for debt applications, from time to time, at the option of the Debenture holders. The Debentures are secured by a general security agreement on the personal property of the Company.

The Debentures and the common shares issuable upon the conversion of the Debentures are subject to a four month hold period.

Convertible debentures payable at September 30, 2024 is net of deferred financing charges of \$329,030 and includes accrued interest of \$266,301. Deferred financing charges are amortized over the 24-month term of the Debentures.

8. Share Capital

(a) Authorized

- Unlimited number of voting common shares

(b) Issued

During the year ended December 31, 2022, the Company issued the following shares:

- 250,000 stock options were exercised at a price of \$0.125 for proceeds of \$31,250.
- 2,428,248 warrants were exercised at prices ranging from \$0.092 to \$0.20 for proceeds of \$368,101.

During the year ended December 31, 2023, the Company issued the following shares:

- On February 1, 2023, the Company completed a private placement of 1,493,574 units ("Units") at a price of \$0.45 per Unit for gross proceeds of \$672,108, of which \$45,000 was received in the prior year. Each Unit consists of one common share in the share capital of the Company ("Common Share") and one-half of one common share purchase warrant. Each whole warrant ("Warrant") entitles the holder to purchase one additional Common Share at an exercise price of \$0.90 for a period of two years from the date of issuance of the Warrant.
- 730,000 stock options were exercised at prices ranging from \$0.10 to \$0.125 for proceeds of \$88,125.
- On May 25, 2023, the Company issued 882,353 common shares to a company controlled by the CEO of the Company in connection with the resignation of this CEO. The common shares were valued based on the trading price of the common shares on the date of grant of \$0.34 per share for a total value of \$300,000.

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8. Share Capital (continued)

- (iv) On May 25, 2023, the Company issued 835,294 common shares to a company controlled by the CFO of the Company in connection with a retention bonus and an agreement to waive future severance entitlements. The common shares were valued based on the trading price of the common shares on the date of grant of \$0.34 per share for a total value of \$284,000.
- (v) On July 21, 2023, the Company completed the first tranche of a private placement of 1,880,868 units ("Units") at a price of \$0.30 per Unit for net proceeds of \$564,091. On August 14, 2023, the Company completed a second tranche of the private placement of a further 1,452,465 Units for net proceeds of \$435,740. Each Unit consists of one common share in the share capital of the Company ("Common Share") and one-half of one common share purchase warrant. Each whole warrant ("Warrant") entitles the holder to purchase one additional Common Share at an exercise price of \$0.60 for a period of two years from the date of issuance of the Warrant.

During the six months ended September 30, 2024, the Company issued the following shares:

- (i) On January 15, 2024, the Company completed a private placement of 1,301,875 units ("Units") at a price of \$0.32 per Unit for gross proceeds of \$416,600. Each Unit consists of one common share in the share capital of the Company ("Common Share") and one-half of one common share purchase warrant. Each whole warrant ("Warrant") entitles the holder to purchase one additional Common Share at an exercise price of \$0.64 for a period of two years from the date of issuance of the Warrant. The Company received \$160,000 prior to December 31, 2023 for this private placement.

(c) Escrowed

The Company is subject to the Exchange escrow requirements. In conjunction with completion of the RTO on August 27, 2021, the Company had the following securities escrowed and released:

Description	Officers and directors	Seed share restrictions	Quantum shares	Total shares escrowed
Escrowed August 27, 2021	56,250,000	17,400,000	2,500,000	76,150,000
Released August 27/31, 2021	(5,625,000)	(1,740,003)	(625,000)	(7,990,003)
Balance, December 31, 2021	50,625,000	15,659,997	1,875,000	68,159,997
Released Feb 27/28, 2022	(8,437,500)	(2,610,003)	(625,000)	(11,672,503)
Released Aug 27/31, 2022	(8,437,500)	(2,610,003)	(625,000)	(11,672,503)
Balance, December 31, 2022	33,750,000	10,439,991	625,000	44,814,991
Released Feb 27/28, 2023	(8,437,500)	(2,610,003)	(625,000)	(11,672,503)
Released Aug 27/31, 2023	(8,437,500)	(2,610,003)	-	(11,047,503)
Balance, December 31, 2023	16,875,000	5,219,985	-	22,094,985
Released Feb 27/28, 2024	(8,437,500)	(2,610,003)	-	(11,047,503)
Released Aug 27/31, 2024	(8,437,500)	(2,609,982)	-	(11,047,482)
Balance, September 30, 2024	-	-	-	-

The escrowed officer, director and seed shares are releasable from escrow as follows:

- 10% - upon receipt of Exchange Bulletin (released August 27, 2021 / August 31, 2021)
- 15% - February 27/February 28, 2022 (released)
- 15% - August 27/August 31, 2022 (released)
- 15% - February 27/February 28, 2023 (released)
- 15% - August 27/August 31, 2023 (released)
- 15% - February 27/February 29, 2024 (released)
- 15% - August 27/August 31, 2024 (released)

The escrowed Quantum shares are releasable from escrow as follows:

- 25% - upon receipt of Exchange Bulletin (released August 27, 2021)
- 25% - February 27, 2022 (released)
- 25% - August 27, 2022 (released)
- 25% - February 27, 2023 (released)

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8. Share Capital (continued)

(d) Warrants

A continuity schedule of share purchase warrants outstanding is as follows:

	Number	Weighted Average Exercise Price (\$)
Balance, December 31, 2022	-	-
Issued	2,413,454	0.69
Balance, December 31, 2023	2,413,454	0.69
Issued	650,938	0.64
Balance, September 30, 2024	3,064,392	0.68

The fair value of 746,787 share purchase warrants granted on February 1, 2023 was \$90,389. The Company calculated the fair value of the 746,787 share purchase warrants using the Black-Scholes pricing model using the following assumptions:

	Year Ended December 31, 2023
Share-price	\$0.40
Risk-free interest rate	3.76%
Expected volatility	94%
Dividend yield	0%
Expected life of each warrant granted	2 years
Estimated forfeiture rate	0%
Fair value per warrant	\$0.12

The fair value of 940,434 share purchase warrants granted on July 21, 2023 was \$96,302. The Company calculated the fair value of the 940,434 share purchase warrants using the Black-Scholes pricing model using the following assumptions:

	Year Ended December 31, 2023
Share-price	\$0.31
Risk-free interest rate	4.58%
Expected volatility	90%
Dividend yield	0%
Expected life of each warrant granted	2 years
Estimated forfeiture rate	0%
Fair value per warrant	\$0.10

The fair value of 726,233 share purchase warrants granted on August 14, 2023 was \$74,128. The Company calculated the fair value of the 726,233 share purchase warrants using the Black-Scholes pricing model using the following assumptions:

	Year Ended December 31, 2023
Share-price	\$0.31
Risk-free interest rate	4.72%
Expected volatility	90%
Dividend yield	0%
Expected life of each warrant granted	2 years
Estimated forfeiture rate	0%
Fair value per warrant	\$0.10

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8. Share Capital (continued)

The fair value of 650,938 share purchase warrants granted on January 15, 2024 was \$63,282. The Company calculated the fair value of the 650,938 share purchase warrants using the Black-Scholes pricing model using the following assumptions:

	Nine Months Ended June 30, 2024
Share-price	\$0.32
Risk-free interest rate	3.79%
Expected volatility	79%
Dividend yield	0%
Expected life of each warrant granted	2 years
Estimated forfeiture rate	0%
Fair value per warrant	\$0.10

(e) Options

The Company has adopted an incentive stock option plan in accordance with the policies of the Exchange (the "Stock Option Plan") which provides that the Board of Directors of the Company may from time to time, in its discretion, grant to directors, officers, employees and consultants of the Company non-transferable options to purchase common shares, provided that the number of common shares reserved for issuance under the Stock Option Plan shall not exceed ten percent (10%) of the issued and outstanding common shares. The Stock Option Plan provides that options shall be exercisable for the duration set out in the individual option agreements, which in no event shall exceed ten (10) years from the date such options are granted. In addition, the number of common shares reserved for issuance to any one person shall not exceed five percent (5%) of the issued and outstanding common shares and the number of common shares reserved for issuance to any one consultant will not exceed two percent (2%) of the issued and outstanding common shares. The Board of Directors determines the price per common share and the number of common shares which may be allocated to each director, officer, employee and consultant and all other terms and conditions of the option, subject to the rules of the Exchange.

A continuity schedule of share purchase options outstanding is as follows:

Description	Number of Options	Weighted Average Exercise Price \$
Balance, December 31, 2021	9,537,117	0.152
Exercised	(250,000)	0.100
Balance, December 31, 2022	9,287,117	0.152
Granted	2,141,317	0.325
Exercised	(730,000)	0.121
Modification	(541,317)	0.600
Balance, December 31, 2023	10,157,117	0.167
Expired	(541,317)	0.340
Balance, September 30, 2024	9,615,800	0.157
Exercisable, September 30, 2024	8,495,800	0.136

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8. Share Capital (continued)

As at September 30, 2024, the Company had the following outstanding share purchase options:

Number of Options Outstanding	Number of Options Exercisable	Weighted Average Exercise Price (\$)	Expiry date
8,015,800	8,015,800	0.125	August 27, 2026
1,600,000	480,000	0.32	June 12, 2028
9,615,800	8,495,800	0.157	

On April 24, 2023, the Company cancelled 541,317 partially vested incentive stock options that were issued to a director of the Company in November 2021 at a price of \$0.60 per common share, and reissued 541,317 fully vested incentive stock options to the director with an exercise price of \$0.34 per common share for a period of two years. The incremental fair value of the replacement options was not beneficial to the director and therefore no share-based compensation expense was recorded for the reissued shares.

On April 24, 2023 the Company also accelerated the vesting of 7,413,167 of its outstanding incentive stock options, such that these incentive stock options vested immediately.

On June 12, 2023, the Company issued 1,600,000 incentive stock options to a director of the Company pursuant to the terms of the stock option plan of the Company. Each option entitles the holder thereof to purchase one common share in the capital of the Company, at an exercise price per common share of \$0.32 for a period of five years. The stock options will vest over a period of three years, with 15% of the options vesting 6 months after the date of issuance, another 15% vesting after 12 months, another 15% after 18 months, another 15% after 24 months, another 20% after 30 months and the remaining 20% after 36 months.

The Company estimated the fair value of the 1,600,000 incentive stock options granted on June 12, 2023 using the Black-Scholes pricing model using the following assumptions:

	Year Ended December 31, 2023
Share-price	\$0.32
Risk-free interest rate	3.64%
Expected volatility	123%
Dividend yield	0%
Expected life of each option granted	5 years
Estimated forfeiture rate	0%
Fair value per option	\$0.27

The Company recognized \$491,091 of stock-based compensation expense during the year ended December 31, 2023 (2022 - \$485,940).

The Company recognized \$139,183 of stock-based compensation expense during the nine months ended September 30, 2024 (nine months ended September 30, 2023 - \$411,035).

At September 30, 2024, the weighted average remaining contractual life of the outstanding options is 2.01 years (December 31, 2023 – 2.87 years).

(f) Loss per share

The calculation of weighted average shares outstanding for the diluted loss per share calculation excludes the impact of the options and warrants outstanding as at September 30, 2024 and December 31, 2023 as the effect is anti-dilutive.

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9. Capital Risk Management

The capital structure of the Company consists of all components of shareholders' equity. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern, to provide an adequate return to shareholders, to meet external capital requirements on the Company's debt and credit facilities and preserve financial flexibility in order to benefit from potential opportunities that may arise.

The Company manages its capital structure and makes adjustments to it in light of economic conditions. The Company, upon approval from its Board of Directors, will balance its overall capital structure through new share issuances or by undertaking other activities as deemed appropriate under the specific circumstances.

The Company is not subject to externally imposed capital requirements. There has been no change in the Company's approach to capital management during the period ended September 30, 2024.

10. Financial Instruments and Risk Management

The Company, as part of its operations, carries financial instruments consisting of cash, amounts receivable, accounts payable and accrued liabilities, promissory note and due to related parties. It is management's opinion that the Company is not exposed to significant credit, interest, or currency risks arising from these financial instruments except as otherwise disclosed.

Fair values and classification

Fair value represents the price at which a financial instrument could be exchanged in an orderly market, in an arm's length transaction between knowledgeable and willing parties who are under no compulsion to act. Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- i. Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- ii. Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- iii. Level 3 – Unobservable inputs that are supported by little or no market activity, therefore requiring an entity to develop its own assumptions about the assumption that market participants would use in pricing.

The fair values of cash, amounts receivable, accounts payable and accrued liabilities and current portion of due to related parties approximates their carrying values due to the relatively short-term maturity of these instruments. The carrying value of the promissory note approximates fair value due to the market rate of interest utilized in the calculation. Cash is measured at fair value on a recurring basis using level 1 inputs.

Financial instrument risk exposure

The Company's financial instruments are exposed to certain financial risks, including credit risk, currency risk, interest risk and liquidity risk.

(a) Credit risk

Financial instruments that potentially subject the Company to a concentration of credit risk consist primarily of cash and amounts receivable. The Company limits its exposure to credit loss by placing its cash with high credit quality financial institutions. The majority of amounts receivable is due from the Government of Canada and has limited credit risk. The Company has not experienced any significant credit losses and believes it is not exposed to any significant credit risk. The Company's maximum credit risk is equal to the carrying value of cash and amounts receivable at September 30, 2024.

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10. Financial Instruments and Risk Management (continued)

(b) Currency risk

The Company's assets, liabilities, and expenses are denominated primarily in Canadian dollars. The Company's corporate office is based in Canada and current exposure to rate fluctuations is minimal. The Company does not have significant foreign currency denominated monetary liabilities.

(c) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company manages its interest rate risk by maximizing the interest earned on excess funds while maintaining the liquidity necessary to fund daily operations. The Company is not exposed to significant interest rate risk as its promissory note is non-interest bearing.

(d) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles its financial obligations out of cash. The ability to do this relies on the Company raising debt or equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs. The Company's accounts payable and accrued liabilities, and due to related parties have contractual maturities of 30 days or are due on demand and are subject to normal trade terms.

The Company currently has current assets of \$2,088,176 to settle current liabilities of \$183,578 and will need to source financing to meet obligations as they come due.

11. Subsequent Event

On November 22, 2024, the shareholders of the Company approved a restricted Share Unit Plan in accordance with the policies of the Exchange (the "RSU Plan") pursuant to which the Board of Directors of the Company may from time to time, in its discretion, issue non-transferrable units ("Units") to directors, officers, employees and consultants of the Company entitling the holder to be issued Common Shares ("Shares") of the Company upon the fulfilment of criteria determined by directors of the Company. Subject to adjustment provisions provided for in the RSU Plan and applicable rules and regulations of the Exchange, the total number of Shares of the Company that may be reserved for issuance from treasury in connection with the Units granted pursuant to the RSU Plan shall not exceed 11,976,797 Shares.

The RSU Plan is subject to the following limitations as required by the policies of the Exchange: (a) the maximum aggregate number of Shares that are issuable pursuant to all Security Based Compensation (as such term is defined by the Exchange) ("SBC") granted or issued to Insiders (as a group) must not exceed 10% of the issued and outstanding Shares of the Company at any point in time; (b) the maximum aggregate number of Shares that are issuable pursuant to all SBC granted or issued in any 12-month period to Insiders (as a group) must not exceed 10% of the issued and outstanding Shares, calculated as at the date any SBC is granted or issued to any Insider; (c) the maximum aggregate number of Shares issuable pursuant to SBC grants to any one person in any 12-month period must not exceed 5% of the issued and outstanding Shares, calculated on the date the SBC is granted or issued to the person; and (d) the maximum aggregate number of Shares issuable pursuant to SBC granted to any one consultant in any 12-month period must not exceed 2% of the issued and outstanding Shares, calculated on the date of grant or issuance.

Also on November 22, 2024, the disinterested shareholders of the Company approved the Company to exceed the 10% Insider limit such that the Company may issue the President and CEO 5,000,000 Units which may result in the issuance of up to 5,000,000 Shares of the Company to the President and CEO in installments upon the achievement of certain performance milestones.