



RIGHT SEASON

INVESTMENTS

**RIGHT SEASON INVESTMENTS CORP.
(FORMERLY: ROADMAN INVESTMENTS CORP.)**

Consolidated Financial Statements

For the years ended June 30, 2023 and 2022

(Expressed in Canadian dollars unless otherwise stated)



INDEPENDENT AUDITORS' REPORT

To the Board of Directors and Shareholders of
Right Season Investments Corp.

Opinion

We have audited the consolidated financial statements of Right Season Investments Corp. (the Company), which comprise the consolidated statement of financial position as at June 30, 2023 and the related consolidated statement of loss and comprehensive loss, consolidated statement of changes in shareholders' equity, and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the consolidated financial position of the Company as at June 30, 2023, and the results of its operations and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRS).

Material Uncertainty Related to Going Concern

We draw attention to Note 1 to the financial statements, which describes events or conditions that indicate the existence of a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Other than the matter described in the Material Uncertainty Related to Going Concern section, we have determined there are no key audit matters to be communicated in our report.

Other Matter

The consolidated financial statements of Right Season Investments Corp. for the year ended June 30, 2022, were audited by another auditor who expressed an unmodified opinion on those statements on October 28, 2022.

Other Information

Management is responsible for the other information, which comprises the information included in the Company's Management Discussion & Analysis to be filed with the relevant Canadian securities commissions.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit and also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Furthermore, our responsibilities in a Company audit are to: (i) obtain sufficient appropriate audit evidence regarding the consolidated financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements., (ii) being responsible for the direction, supervision and performance of the Company audit and (iii) remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

GreenGrowthCPAs

October 13, 2023

Marko Glisic
GreenGrowth CPAs
10250 Constellation Blvd.
Los Angeles, CA 90067

RIGHT SEASON INVESTMENTS CORP. (FORMERLY: ROADMAN INVESTMENTS CORP.)
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
AS AT JUNE 30, 2023 AND 2022
(EXPRESSED IN CANADIAN DOLLARS UNLESS OTHERWISE STATED)

	Notes	June 30, 2023	June 30, 2022
		\$	\$
ASSETS			
Current Assets			
Cash		166,696	111,680
Amounts receivable		30,662	1,861
Prepaid expenses and deposits		-	21,000
Investments	5	7,031,706	374,101
		7,229,064	508,642
Non-current Assets			
Investments	5	295,722	310,002
Total assets		7,524,786	818,644
LIABILITIES			
Current Liabilities			
Accounts payable and accrued liabilities	7	444,233	633,911
Deferred termination benefit		11,962	11,962
Loans payable	6	183,500	183,500
Total liabilities		639,695	829,373
SHAREHOLDERS' EQUITY (DEFICIENCY)			
Share capital	8	22,603,878	16,154,555
Contributed Surplus	8	2,457,181	2,353,181
Deficit		(18,149,563)	(18,492,060)
Total shareholders' equity		6,911,496	15,676
Non-controlling interests	9	(26,405)	(26,405)
Total equity (deficiency)		6,885,091	(10,729)
Total Liabilities and Equity		7,524,786	818,644

Going concern (Note 1)

Commitments and contingencies (Note 13)

Subsequent events (Note 15)

Approved and authorized by the Board of Directors:

"Sam Shahrokhi"

Director

"Tyler Lewis"

Director

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

RIGHT SEASON INVESTMENTS CORP. (FORMERLY: ROADMAN INVESTMENTS CORP.)
CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
FOR THE YEARS ENDED JUNE 30, 2023 AND 2022
(EXPRESSED IN CANADIAN DOLLARS UNLESS OTHERWISE STATED)

	Notes	Year ended June 30, 2023	Year ended June 30, 2022
		\$	\$
Expenses			
Advertising and promotion		-	431,317
Consulting	7	374,820	265,685
Corporate development		-	145,888
General and administrative expenses		47,946	79,476
License		-	126,000
Professional fees		255,405	495,677
Rent		-	9,579
Transfer agent and filing fees		84,474	15,347
		(762,645)	(1,568,969)
Other (loss) income			
Fair value adjustment on investments, net		882,306	(1,265,795)
Gain on sale of investments	4	110,636	155,040
Gain on settlement on debt		110,698	29,135
Other income (expense)		1,502	(11,514)
		1,105,142	(1,093,134)
Net loss and total comprehensive income (loss) for the year		342,497	(2,662,103)
Net loss and comprehensive income (loss) attributable to:			
Equity holders of the Company		342,497	(2,662,103)
Non-controlling interest		-	-
		342,497	(2,662,103)
Basic and diluted income (loss) per share		0.00	(0.13)
Weighted average number of common shares outstanding		80,430,144	20,047,406

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

RIGHT SEASON INVESTMENTS CORP. (FORMERLY: ROADMAN INVESTMENTS CORP.)
CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY (DEFICIENCY)
FOR THE YEARS ENDED JUNE 30, 2023 AND 2022
(EXPRESSED IN CANADIAN DOLLARS UNLESS OTHERWISE STATED)

	Number of Shares	Share Capital	Share-based reserves	Subscription receivable	Deficit	Non- controlling interests	Total
	#	\$	\$	\$	\$	\$	\$
Balance, June 30, 2021	19,927,564	16,033,140	2,353,181	(29,000)	(15,829,957)	(26,405)	2,500,959
Share issued for services	151,200	75,600	-	-	-	-	75,600
Shares issued for debt	1,145,384	45,815	-	-	-	-	45,815
Subscriptions received	-	-	-	29,000	-	-	29,000
Total comprehensive loss for the year	-	-	-	-	(2,662,103)	-	(2,662,103)
Balance, June 30, 2022	21,224,148	16,154,555	2,353,181	-	(18,492,060)	(26,405)	(10,729)
Balance, June 30, 2022	21,224,148	16,154,555	2,353,181	-	(18,492,060)	(26,405)	(10,729)
Share consolidation adjustment	5	-	-	-	-	-	-
Private placement, net of cash SIC	80,403,000	3,441,893	-	-	-	-	3,441,893
Share issue costs	804,030	(104,000)	104,000	-	-	-	-
Share exchange	9,180,000	315,000	-	-	-	-	315,000
Warrants exercised	46,749,082	2,796,430	-	-	-	-	2,796,430
Total comprehensive income for the year	-	-	-	-	342,497	-	342,497
Balance, June 30, 2023	158,360,265	22,603,878	2,457,181	-	(18,149,563)	(26,405)	6,885,091

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

RIGHT SEASON INVESTMENTS CORP. (FORMERLY: ROADMAN INVESTMENTS CORP.)
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED JUNE 30, 2023 AND 2022
(EXPRESSED IN CANADIAN DOLLARS UNLESS OTHERWISE STATED)

	Year Ended June 30, 2023	Year Ended June, 2022
	\$	\$
OPERATING ACTIVITIES		
Net loss for the year	342,497	(2,662,103)
Items not affecting cash:		
Fair value adjustment on investments	(882,306)	1,265,795
(Gain) loss on debt settlement	(110,698)	(29,135)
(Gain) on sales of marketable securities	(110,636)	(155,040)
Shares issued for services	-	75,600
Other	-	5,000
Changes in non-cash working capital items:		
Amounts receivable	(28,801)	-
Prepaid expenses and deposits	21,000	381,368
Accounts payable and accrued liabilities	(78,980)	363,395
	(847,924)	(755,120)
INVESTING ACTIVITIES		
Acquisition of investments	(5,681,254)	(920,368)
Proceeds from sale of investments	345,870	581,761
	(5,335,383)	(338,607)
FINANCING ACTIVITIES		
Private placement, net of SIC	3,441,894	-
Subscription received	-	24,000
Loan Received	-	170,000
Warrants exercised	2,796,429	-
	6,238,323	194,000
Change in cash	55,016	(899,727)
Cash, beginning of the period	111,680	1,011,407
Cash, end of the period	166,696	111,680
Supplemental cash flow disclosures		
Cash paid for interest or income taxes during the period	-	-
Fair value of shares issued for share exchange	315,000	-

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

RIGHT SEASON INVESTMENTS CORP. (FORMERLY: ROADMAN INVESTMENTS CORP.)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED JUNE 30, 2023
(Expressed in Canadian Dollars)

1. NATURE OF BUSINESS

Right Season Investments Corp. (formerly: Roadman Investments Corp.) (the “Company”) was incorporated on September 12, 2007 under the laws of British Columbia, Canada. The Company maintains its head office and its registered office at Suite 800 – 1199 West Hastings Street, Vancouver, British Columbia, Canada, V6E 3T5. On December 28, 2022, the Company changed its name from Roadman Investments Corp. to Right Season Investments Corp. The common shares of the Company are listed for trading on the TSX Venture Exchange (“TSX-V”) under the symbol “LITT”.

The Company is focused on investing growth capital in private and public companies in a broad range of sectors including fintech, education, natural resources, healthcare, and consumer retail services.

On January 24, 2022, the Company consolidated its issued and outstanding common shares on the basis of ten (10) pre-consolidation shares for every one (1) post-consolidation share. All shares, options, warrants, and per share amounts were adjusted to reflect the consolidation ratio and are presented in these condensed interim consolidation financial statements on a post-consolidation basis.

Going concern

These consolidated financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The Company has incurred losses since inception and had an accumulated deficit of \$18,149,563 as at June 30, 2023. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and settle the outstanding loans payable on reasonable terms, and/or to commence profitable operations in the future. Although the Company has been successful in raising funds in the past, there is no assurance that it will be able to obtain adequate financing when needed, or if available, the funding is at the acceptable terms. These factors indicate the existence of a material uncertainty that may cast significant doubt about the Company’s ability to continue as a going concern.

These consolidated financial statements do not give effect to adjustments to the carrying value and classification of assets and liabilities and related expenses that would be necessary should the Company be unable to continue as a going concern and such adjustments could be material.

RIGHT SEASON INVESTMENTS CORP. (FORMERLY: ROADMAN INVESTMENTS CORP.)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED JUNE 30, 2023
(Expressed in Canadian Dollars)

2. BASIS OF PREPARATION

Statement of compliance

These consolidated financial statements, including comparatives, have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”), and Interpretations issued by the International Financial Reporting Interpretations Committee (“IFRIC”).

These consolidated financial statements were authorized for issue by the Audit Committee and approved and authorized for issue by the Board of Directors on October 13, 2023.

Basis of measurement

These consolidated financial statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit and loss, which are stated at their fair value. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information. These consolidated financial statements are presented in Canadian dollars, which is the Company and its subsidiaries’ functional currency. All financial information is expressed in Canadian dollars unless otherwise stated and have been rounded to the nearest dollar.

Basis of consolidation

These consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company. Control exists when the Company has (i) power over the investee, (ii) exposure, or rights to variable returns from its investment with the investee, and (iii) the ability to use its power over the investee to affect the amount of the investor’s returns. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. All inter-company transactions, balances, income, and expenses are eliminated on consolidation.

The Company owns 50.5% equity in Bellini Fine Art Inc. (“Bellini”), an entity incorporated on August 2, 2016 under the laws of British Columbia, Canada. Bellini is the general partner of Art Flow Through Limited Partnership (“Art Flow”), a limited partnership formed on September 21, 2016 under the British Columbia Partnership Act. Pursuant to the Limited Partnership Agreement dated September 21, 2016, the general partner has exclusive authority and responsibility to manage and control the business of the partnership and is liable for all the debts and losses of the partnership. Art Flow has a fiscal year end of December 31. These consolidated financial statements incorporate the accounts of Bellini and Art Flow as at June 30, 2023 and the operations of Bellini and Art Flow for the period from July 1, 2022 to June 30, 2023.

These consolidated financial statements comprise the accounts of the Company and the following Canadian incorporated subsidiaries of the Company:

Entity	Percentage Ownership
Bellini Fine Art Inc.	50.5%
Art Flow Through Limited Partnership	Owned 50% by Bellini Fine Art Inc.
1137182 B.C. Ltd.	100%
1151555 B.C. Ltd.	100%
1151556 B.C. Ltd.	100%
1151559 B.C. Ltd.	100%
1151561 B.C. Ltd.	100%
Genesis Fintech Inc.	100%

Non-controlling interests in subsidiaries are identified separately in the Company’s equity. Non-controlling interest consists of the non-controlling interest at the date of contribution plus the non-controlling interest’s share of profit or loss and other comprehensive income or loss since inception, even if this results in the non-controlling interest having a deficit balance.

RIGHT SEASON INVESTMENTS CORP. (FORMERLY: ROADMAN INVESTMENTS CORP.)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
 FOR THE YEAR ENDED JUNE 30, 2023
 (Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been consistently applied to all years presented in these consolidated financial statements, unless otherwise indicated.

Cash

Cash and cash equivalents include cash on hand, demand deposits with financial institutions, and other short-term, highly liquid investments that are readily convertible to known amounts of cash and subject to an insignificant risk of change in value.

Financial Instruments

(i) Classification

The Company classifies its financial instruments in the following categories: at fair value through profit and loss (“FVTPL”), at fair value through other comprehensive income (loss) (“FVTOCI”) or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company’s business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL.

The following table shows the Company’s financial assets and liabilities classification:

Financial assets/liabilities	Classification
Cash	FVTPL
Amounts receivable	Amortized cost
Investments	FVTPL
Accounts payable and accrued liabilities	Amortized cost
Loans payable	Amortized cost

(ii) Measurement

Initial measurement

The classification is determined at initial recognition and depends on the nature and purpose of the financial asset. On initial recognition, all financial assets and financial liabilities are recorded at fair value adjusted for directly attributable transaction costs except for financial assets and liabilities classified as FVTPL, in which case transaction costs are expensed as incurred.

Subsequent measurement

Financial assets and liabilities classified as amortized cost are measured using the effective interest method. Amortized cost is calculated by taking into account any discount or premiums on acquisition and fees that are an integral part of the effective interest method. Amortization from the effective interest method is included in finance income or costs.

Financial assets and liabilities classified as FVTPL are measured at fair value with changes in fair values recognized in profit or loss.

Equity investments designated as FVTOCI are measured at fair value with changes in fair values recognized in other comprehensive income (“OCI”). Dividends from that investment are recorded in profit or loss when the Company’s right to receive payment of the dividend is established unless they represent a recovery of part of the cost of the investment.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial Instruments (continued)

(iii) Impairment of financial assets at amortized cost

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in the statements of loss and comprehensive loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

(iv) Derecognition of financial assets and liabilities

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognizes a financial liability when the terms of the liability are modified such that the terms and / or cash flows of the modified instrument are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value.

Gains and losses on derecognition of financial assets and liabilities classified as amortized cost are recognized in profit or loss when the instrument is derecognized or impaired, as well as through the amortization process. Gains and losses on derecognition of equity investments designated as FVTOCI (including any related foreign exchange component) are recognized in OCI. Amounts presented in OCI are not subsequently transferred to profit or loss, although the cumulative gain or loss may be transferred within equity.

(v) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the consolidated statement of financial position if and only if, there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the assets and settle liabilities simultaneously.

(vi) Fair value of financial instruments

The fair value of financial instruments that are traded in active markets at each reporting date is determined by reference to quoted market prices, without deduction for transaction costs. For financial instruments that are not traded in active markets, the fair value is determined using appropriate valuation techniques, such as using a recent arm's length market transaction between knowledgeable and willing parties, discounted cash flow analysis, reference to the current fair value of another instrument that is substantially the same, or other valuation models.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments

(i) Investment in associate

Associates are those entities in which the Company has significant influence, but not control, over the financial and operating policies. Investments in associates that are held as part of the Company's investment portfolio are carried at fair value in the consolidated statements of financial position. This treatment is permitted by IAS 28 *Investment in Associates*, whereby an entity may elect to measure an investment in an associate at fair value through profit or loss in accordance with IFRS 9 Financial Instruments: Recognition and Measurement regardless of whether the entity has significant influence over the associate when the investment is held by an investment entity. The Company elected to measure the changes in fair value of its investments in associates through profit or loss in accordance with IFRS 9.

(ii) Investment in controlled subsidiaries

The Company owns 100% of the issued and outstanding common shares of Hard Rock Lithium Corp. and CLOV Biopharma Corp. The Company applied exemption of IFRS 10 *Consolidations*, not to consolidate a subsidiary when entity is an investment entity when it obtains control of another entity, and instead, an investment entity shall measure an investment in subsidiary at fair value through profit or loss in accordance with IFRS 9. These investments are held as part of the Company's investment portfolio carried at fair value in the consolidated statements of financial position.

Functional and presentation currency

These consolidated financial statements are presented in Canadian dollars, which is the Company's and its subsidiaries functional currency.

Foreign currency transaction

Foreign currency transactions are translated into the functional currency using exchange rates prevailing at the dates of the transactions. At the end of each reporting period, monetary assets and liabilities that are denominated in foreign currencies are translated at the rates prevailing at that date. Non-monetary assets and liabilities are translated using the historical rate on the date of the transaction. Non-monetary assets and liabilities that are stated at fair value are translated using the historical rate on the date that the fair value was determined. All gains and losses on translation of these foreign currency transactions are charged to profit or loss.

Share capital

Equity instruments are contracts that give a residual interest in the net assets of the Company. 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, stock options, share purchase warrants and flow-through 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.

Valuation of equity units issued in private placements

The Company has adopted the residual value method with respect to the measurement of shares and warrants issued as private placement units. Under this method, the proceeds are allocated first to share capital based on the fair value of the common shares at the time the units are priced and any residual value is allocated to the share-based payments reserve. The fair value of the common shares is based on the closing quoted bid price on the announcement date. Consideration received for the exercise of warrants is recorded in share capital and the related residual value in warrants reserve is transferred to share capital. For those warrants that expired, the recorded value is transferred to deficit.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Share-based payments

The Company grants share options to acquire common shares of the Company to directors, officers, employees and consultants. The fair value of share-based payments to employees is measured at grant date, using the Black-Scholes option pricing model, and is recognized over the vesting period for employees using the graded method. Fair value of share-based payments for non-employees is recognized and measured at the date the goods or services are received based on the fair value of the goods or services received. If it is determined that the fair value of goods and services received cannot be reliably measured, the share-based payment is measured at the fair value of the equity instruments issued using the Black-Scholes option pricing model.

For both employees and non-employees, the fair value of share-based payments is recognized as an expense with a corresponding increase in share-based payments reserve. The amount recognized as expense is adjusted to reflect the number of share options expected to vest. Consideration received on the exercise of stock options is recorded in share capital and the related share-based payment in share-based payments reserve is transferred to share capital.

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to profit or loss over the remaining vesting period.

Where a grant of options is cancelled and settled during the vesting period, excluding forfeitures when vesting conditions are not satisfied, the Company immediately accounts for the cancellation as an acceleration of vesting and recognizes the amount that otherwise would have been recognized for services received over the remainder of the vesting period. Any payment made to the employee on the cancellation is accounted for as the repurchase of an equity interest, except to the extent the payment exceeds the fair value of the equity instrument granted, measured at the repurchase date. Any such excess is recognized as an expense. The amounts recorded in reserves for unexercised share options are transferred from share-based payments reserve to deficit upon their expiry or cancellation.

Revenue recognition

Other income consists of realized losses on disposal of investments and fair value adjustments on investment and interest or dividends received. The Company followed IFRS 15 - *Revenue from Contracts with Customers* ("IFRS 15") to recognize revenue. IFRS 15 establishes a single five-step model framework for determining the nature, amount, timing and uncertainty of revenue and cash flows arising from a contract with a customer. IFRS 15 requires entities to recognize revenue when 'control' of goods or services transfers to the customer.

Realized gains and losses on the disposal of investments and unrealized gains and losses in the fair value of investments, are recognized in the consolidated statements of loss and comprehensive loss and are calculated on an average cost basis.

Earnings (loss) per share

Basic earnings (loss) per share is calculated by dividing the income (loss) attributable to common shareholders by the weighted average number of common shares outstanding in the period. The diluted earnings (loss) per share reflects all dilutive potential common shares equivalents, which comprise outstanding stock options and share purchase warrants, in the weighted average number of common shares outstanding during the period, if dilutive. All of the stock options and the share purchase warrants were anti-dilutive for the years ended June 30, 2023 and 2022.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Income taxes

Current taxes receivable or payable are estimated on taxable income or loss for the current year at the statutory tax rates enacted or substantively enacted at the reporting date.

Deferred income tax is recognized on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred income tax assets and liabilities are measured at the tax rates that have been enacted or substantially enacted at the end of the reporting period and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled. Deferred income tax assets also result from unused loss carry forwards and other deductions. Deferred income tax assets are recognized for unused tax losses, tax credits and deductible temporary differences, only to the extent that it is probable that future taxable profit will be available against which they can be utilized.

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 tax liabilities and the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority.

Related party transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control, 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.

Impairment of non-financial assets

The carrying amounts of non-financial assets are reviewed for impairment whenever facts and circumstances suggest that the carrying amounts may not be recoverable. If there are indicators of impairment, the recoverable amount of the asset is estimated in order to determine the extent of any impairment. For the purpose of measuring recoverable amounts, assets are grouped at the lowest levels for which there are separately identifiable potential cash flow generating units ("CGU's"). The recoverable amount is the higher of an asset's fair value less costs to sell and its value in use (being the present value of the expected future cash flows of the CGU). An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount.

Non-financial assets that have been impaired in prior periods are tested for possible reversal of impairment whenever events or changes in circumstances indicate that the impairment has reversed. If the impairment has reversed, the carrying amount of the asset is increased to its recoverable amount but not beyond the carrying amount that would have been determined had no impairment loss been recognized for the asset in the prior periods. A reversal of an impairment loss is recognized in the statement of operations.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Accounting pronouncements not yet adopted

Certain new standards, interpretations, and amendments to existing standards have been issued by the IASB or IFRC that are mandatory for accounting years beginning after January 1, 2023, or later years. New accounting pronouncements that are not applicable or are not consequential to the Company have been excluded in the preparation of these consolidated financial statements.

The following accounting standards and amendments are effective for future periods:

i. Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2)

These amendments continue the IASB's clarifications on applying the concept of materiality. These amendments help companies provide useful accounting policy disclosures, and they include: requiring companies to disclose their material accounting policies instead of their significant accounting policies; clarifying that accounting policies related to immaterial transactions, other events or conditions are themselves immaterial and do not need to be disclosed; and clarifying that not all accounting policies that relate to material transactions, other events or conditions are themselves material. The IASB also amended IFRS Practice Statement 2 to include guidance and examples on applying materiality to accounting policy disclosures. These amendments are effective for reporting periods beginning on or after January 1, 2023.

ii. Classification of Liabilities as Current or Non-current (Amendments to IAS 1)

The amendments to IAS 1 provide a more general approach to the classification of liabilities based on the contractual arrangements in place at the reporting date. These amendments are effective for reporting periods beginning on or after January 1, 2023.

iii. Deferred Tax related to Assets and Liabilities arising from a Single Transaction (Amendments to IAS 12)

The amendments to IAS 12 clarify how companies account for deferred taxes on transactions such as leases and decommission obligations, with a focus on reducing diversity in practice. The amendments narrow the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. As a result, companies will need to recognize a deferred tax asset and deferred tax liability for temporary differences arising on initial recognition of a lease and a decommission provision.

These new and amended standards are not expected to have a material impact on the Company's future consolidated financial statements.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of these financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions, and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Critical accounting estimates

Critical accounting estimates are estimates and assumptions made by management that may result in material adjustments to the carrying amount of assets and liabilities. Critical areas requiring the use of management estimates include:

- (i) The determination of the fair value of the Company's investments that are valued using inputs other than quoted prices are subject to estimation and judgement. Where the fair values of financial assets and financial liabilities recorded on the consolidated statements of financial position cannot be derived from active markets, they are determined using a variety of valuation techniques. The inputs to these models are derived from observable market data where possible, but where observable market data are not available, estimation and judgement is required to establish fair values. In particular, significant estimates involved when assess fair value of investment in private entities. The fair value of an investment in a private company may be adjusted upward if:
- There has been a significant subsequent equity financing provided by outside investors at a valuation above the current value of the investee company. In these instances, the fair value of the investment is adjusted to the value at which that financing took place; or
 - There has been significant corporate, political, operating or economic events affecting the investee company that, in management's opinion, have a positive impact on the investee company's prospects and, therefore, its fair value.

The fair value of an investment in a private company may be adjusted downward if:

- There has been a significant subsequent equity financing provided by outside investors, at a valuation below the current value of the investee company, in which case the fair value of the investment is set to the value at which that financing took place; or
- The investee company is placed into receivership or bankruptcy; or
- Based on financial information received from the investee company it is apparent to the Company that the investee company is unlikely to be able to continue as a going concern; or
- There has been significant corporate, political, operating or economic events affecting the investee company that, in management's opinion, have a negative impact on the investee company's prospects and, therefore, its fair value.

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4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

Critical accounting judgments

Critical accounting judgements are accounting policies that have been identified as being complex or involving subject judgment or assessments. The most critical judgments that are applicable to the Company's consolidated financial statements include:

- (i) The assessment of the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty;
- (ii) Valuation of investments; and
- (iii) The Company is subject to claims and legal proceedings arising in the ordinary course of business activities. Management assesses the probability of a liability being payable as either remote, more than remote or probable. If the liability is considered to be less than probable, then the liability is not recorded and it is only disclosed as a contingent liability. For matters that are probable and can be reasonably estimated, the Company establishes provisions in its consolidated financial statements (see Note 13).

5. INVESTMENTS

Investments are held at fair value. Investments in common shares of publicly traded companies and privately held companies are designated at fair value through profit or loss. The Company's investments are comprised of the following:

	Total Cost	Fair value
	\$	\$
Common shares of publicly traded companies		
Investments in common shares of public entities	5,956,938	7,031,706
Total investments in privately held and wholly owned companies	4,634,453	295,722
Balance, June 30, 2023	10,591,391	7,327,428
	Total Cost	Fair value
	\$	\$
Common shares of publicly traded companies		
Investments in common shares of public entities	1,155,866	374,101
Total investments in privately held and wholly owned companies	3,988,996	310,002
Balance, June 30, 2022	5,144,862	684,103

For the year ended June 30, 2023, the Company recorded an unrealized gain of \$882,306 (year ended June 30, 2022 – unrealized loss of \$1,265,795) as a result of a change in fair value of its investments. Furthermore, during the year ended June 30, 2023, the Company received gross proceeds of \$345,870 (year ended June 30, 2022 – \$581,761) from the sale of its marketable securities, and the Company recognized a gain of \$110,636 (year ended June 30, 2022 – \$155,040) on the sale of these marketable securities.

As at June 30, 2023, the Company had outstanding loans due from CICINO Corporation totaling \$685,000 (June 30, 2022 - \$685,000). The carrying amount of the loans is recorded at \$Nil (June 30, 2022 – \$Nil) due to uncertainty with respect to the Company's ability to collect the loan amounts.

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6. LOAN PAYABLES

- a) On November 24, 2016, Bellini entered into a loan agreement in the amount of \$13,500 with a shareholder of Bellini. Interest will accrue on the principal amount at the rate of 5% per annum, payable quarterly. The overdue interest amount will be added to the principal balance and will bear interest at 5% per annum until paid in full. The loan matured on November 25, 2017. Bellini can pay in the form of Bellini's common shares for any debt and/or interest that the lender has called for payment under this agreement.
- b) During the year ended June 30, 2022, the Company obtained loans payable in the amount \$170,000 from various arm's length third parties. The loans are non-interest bearing, unsecured and due on demand.

7. RELATED PARTY TRANSACTIONS

The Company's related parties include corporate entities over which it exercises significant influence, and key management personnel. Transactions with related parties for goods and services are made on normal commercial terms and are recorded at the exchange amount of consideration established and agreed by the related parties. The aggregate value of transactions and outstanding balances relating to key management personnel and entities over which they have control or significant influence were as follows:

	June 30, 2023	June 30, 2022
	\$	\$
Consulting fees	105,000	180,000
Total	105,000	180,000

In February 2019, the Company entered into a consulting agreement (the "Consulting Agreement") with the former CEO for remuneration of \$9,000 per month effective April 1, 2019. On June 15, 2020, the Consulting Agreement was amended by the Company and the amended remuneration was totalling \$15,000 per month. As of July 1, 2022, the agreement was terminated.

The Company's key management includes the CEO, CFO and directors. The total compensation earned by current and former key management for the period ended June 30, 2023, was \$105,000 (June 30, 2022 - \$180,000).

As at June 30, 2023, the Company has amounts owing to former related parties totalling \$145,203 (June 30, 2022 - \$63,441). The amounts are unsecured, non-interest bearing and due on demand and included in accounts payable.

As at June 30, 2023, the Company has amounts owing to certain officers for remuneration totalling \$16,750 (June 30, 2022 - \$145,203) included in accounts payable and accrued liabilities. The amounts payable is non-interest bearing, unsecured and due on demand.

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8. SHARE CAPITAL

a) Authorized share capital

The Company is authorized to issue unlimited number of common shares without par value and unlimited number of non-voting, non-participating, non-cumulative preferred shares without par value issuable in series.

b) Issued share capital

During the year ended June 30, 2023:

On November 22, 2022, the Company completed a non-brokered private placement of 50,300,000 units at a price of \$0.05 per unit for gross proceeds of \$2,515,000. Each unit is comprised of one common share and one half warrant, with each whole warrant exercisable at a price of \$0.075 and expire on November 22, 2024.

In connection with the private placement, the Company paid \$123,200 in cash finders' fees and issued 2,464,000 finders' warrants with a fair value of \$100,000, which have an exercise price of \$0.075 and expire on November 22, 2024. Additionally, the Company issued 503,000 common shares with a fair value of \$37,725 as administrative fees to a third party who assisted with facilitating the transaction, recognized as share issue costs.

On November 3, 2022, the Company completed a non-brokered private placement of 30,103,000 units at a price of \$0.035 per unit for gross proceeds of \$1,053,605. Each unit is comprised of one common share and one warrant, with each warrant exercisable at a price of \$0.05 and expire on November 3, 2025.

In connection with the private placement, the Company paid \$3,511 in cash finders' fees and issued 100,330 finders' warrants with a fair value of \$4,000, which have an exercise price of \$0.05 and expire on November 3, 2025. Additionally, the Company issued 301,030 common shares with a fair value of \$16,557 as administrative fees to a third party who assisted with facilitating the transaction, recognized as share issue costs.

On August 3, 2022, the Company issued 9,000,000 common shares with a fair value of \$315,000 to third-party vendors pursuant to a share exchange agreement in consideration for 271,740 common shares of a publicly held company trading on the Canadian Securities Exchange. In accordance with the transaction, the Company issued 180,000 common shares as administrative fees with a fair value of \$6,300, recognized as share issuance costs.

During the year ended June 30, 2023, the Company issued 46,749,082 common shares pursuant to the exercise of warrants for proceeds of \$2,796,430. The weighted average stock price on the date of exercise is equal to \$0.06.

During the year ended June 30, 2022:

On September 10, 2021 and November 19, 2021, the Company issued 151,200 common shares for services rendered to the Company with a fair value of \$75,600.

The Company issued 1,145,384 common shares to settle outstanding liabilities of \$74,950. The fair values of the shares issued was \$45,815. As a result, the Company recorded a gain of \$29,135 on the consolidated statement of loss and comprehensive loss.

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8. SHARE CAPITAL (continued)

c) Stock Options

The Company has a stock option plan under which it is authorized to grant options to executive officers and directors, employees, and consultants. The exercise price of any options granted under the stock option plan will be determined by the board of directors, in its sole discretion, but shall not be less than the closing price of the Company's common shares on the day preceding the day on which the directors grant such options, less any discount permitted by the TSX-V to a minimum of \$0.05 per share. Under the plan, no more than (i) 5% of the issued shares may be granted to any one individual in any 12-month period; and (ii) no more than 2% of the issued shares may be granted to a consultant, or an employee performing investor relations activities, in any 12-month period. Disinterested shareholder approval must be obtained for (i) any reduction in the exercise price of an outstanding option, if the option holder is an insider; (ii) any grant of options to insiders, within a 12-month period, exceeding 10% of the Company's issued shares; and (iii) any grant of options to any one individual, within a 12 month period, exceeding 5% of the Company's issued shares. Options granted under the stock option plan may not be exercisable for a period longer than five years and the terms and conditions of vesting is determined by the board of directors. All options granted to consultants performing investor relations activities will vest in stages over 12 months with no more than one-quarter of the options vesting in any three-month period.

The Company did not grant any stock options during the period ended June 30, 2023.

Stock option transactions and the number of stock options outstanding are summarized as follows:

	June 30, 2023		June 30, 2022	
	Number of Options #	Weighted Average Exercise Price \$	Number of Options #	Weighted Average Exercise Price \$
Options outstanding, beginning	50,000	0.50	1,817,000	1.20
Cancelled	-	-	(1,767,000)	0.61
Options outstanding, ending	50,000	0.50	50,000	0.50

The following stock options were outstanding and exercisable at June 30, 2023:

Expiry Date	Weighted Average Remaining Contractual Life		Exercise Price	Outstanding	Exercisable
	in Years				
January 7, 2026	2.53		\$ 0.50	50,000	50,000
	2.53			50,000	50,000

The Company applies the fair value method using the Black-Scholes option pricing model in accounting for its stock options granted. During the year ended June 30, 2023, Nil (year ended June 30, 2022 – Nil) stock options were issued with a fair value of \$Nil (year ended June 30, 2022 – \$Nil).

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8. SHARE CAPITAL (continued)

c) Warrants

Warrant transactions and the number of warrants outstanding are summarized as follows:

	June 30, 2023		June 30, 2022	
	Number of Warrants #	Weighted Average Exercise Price \$	Number of Warrants #	Weighted Average Exercise Price \$
Warrants outstanding, beginning	1,250,000	0.75	1,705,861	1.00
Issued	55,253,000	0.06	-	-
Exercised	(46,749,082)	0.06	-	-
Cancelled	-	-	(455,861)	1.00
Expired	(1,250,000)	0.75	-	-
Warrants outstanding, ending	8,503,918	0.07	1,250,000	0.75

The following warrants were outstanding and exercisable at June 30, 2023:

Expiry Date	Weighted Average Remaining Contractual Life in Years	Exercise Price	Outstanding	Exercisable
November 22, 2024	1.40	\$ 0.075	6,791,000	6,791,000
November 3, 2025	2.35	\$ 0.05	1,712,918	1,712,918
	1.59		8,503,918	8,503,918

The Company applies the residual value method for warrants issued in a unit; however, the Company applies fair value method using the Black-Scholes option pricing model in accounting for its warrants granted independently. During the year ended June 30, 2023, 46,749,082 (year ended June 30, 2022 – Nil) warrants were issued with a fair value of \$Nil (year ended June 30, 2022 – \$Nil).

d) Agent Warrants

Agent warrant transactions and the number of warrants outstanding are summarized as follows:

	June 30, 2023		June 30, 2022	
	Number of Agent Warrants #	Weighted Average Exercise Price \$	Number of Agent Warrants \$	Weighted Average Exercise Price \$
Warrants outstanding, beginning	-	-	-	-
Issued	2,564,330	0.07	-	-
Warrants outstanding, ending	2,564,330	0.07	-	-

The Company applies the residual value method for warrants issued in a unit; however, the Company applies fair value method using the Black-Scholes option pricing model in accounting for its warrants granted independently. During the year ended June 30, 2023, 2,564,330 (year ended June 30, 2022 – Nil) agent warrants were issued with a fair value of \$104,000 (year ended June 30, 2022 – \$Nil).

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8. SHARE CAPITAL (continued)

d) Agent Warrants (continued)

The Company applies the fair value method using the Black-Scholes option pricing model in accounting for its stock options granted. The fair value of stock options issued was calculated using the following weighted average assumptions:

	Year Ended June 30, 2023	Year Ended June 30, 2022
Expected life (years)	2.04	n/a
Risk-free interest rate	3.93%	n/a
Annualized volatility*	100.00%	n/a
Dividend yield	0.00%	n/a
Stock price at issue date	\$0.07	n/a
Exercise price	\$0.07	n/a
Weighted average issue date fair value	\$0.04	n/a

*The share price volatility was determined based on the Company's historical volatility and comparable entities' historical volatility in share price.

9. NON-CONTROLLING INTERESTS

Non-controlling interests consist of 50.5% of the equity interest in Bellini and limited partner's interest in Art Flow. There are no significant interests consist of 50.5% of the equity interest in Bellini and limited partner's interest restrictions on the Company's ability to access or use the assets and settle the liabilities of Bellini. During the years ended June 30, 2022, and 2021, no dividends were paid by Bellini to its non-controlling interests.

The continuity of the non-controlling interests is summarized below:

	\$
Balance, June 30, 2022	(26,405)
Non-controlling interest's share of loss	-
Balance, June 30, 2023	(26,405)

The summarized consolidated financial information of Bellini is as follows:

	As at June 30, 2023	As at June 30, 2022
	\$	\$
Current assets	-	-
Current liabilities	84,093	84,093
Shareholder's deficiency	(84,093)	(84,093)

	Year ended June 30, 2023	Year ended June 30, 2022
	\$	\$
Revenue	-	-
Net loss and comprehensive loss	-	-
Cash flow provided by (used) in operating activities	-	-

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10. FINANCIAL INSTRUMENTS

Fair Value

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy based on the degree to which the inputs used to determine the fair value are observable. The three levels of the fair value hierarchy are:

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

Financial instruments measured at fair value on the recurring basis are summarized in levels of fair value hierarchy as follows:

June 30, 2023	Level 1	Level 2	Level 3	Total
	\$	\$	\$	\$
Financial assets				
Cash	166,696	-	-	166,696
Investments	7,031,706	295,720	2	7,327,428
June 30, 2022	Level 1	Level 2	Level 3	Total
	\$	\$	\$	\$
Financial assets				
Cash	111,680	-	-	111,680
Investments	374,101	310,000	2	684,103

The following table presents the changes in recurring fair value measurements categorized at Level 2:

	Equity securities of private companies
June 30, 2021	\$ 168,446
Fair value adjustment	(190,446)
Securities purchased	332,000
June 30, 2022	\$ 310,000
Fair value adjustment	(310,000)
Securities purchased	295,720
	\$ 295,720

Level 3 investments consist of equity instruments that cannot be supported by observable market data.

The carrying amount of financial assets and liabilities carried at amortized cost is a reasonable approximation of fair value due to the relatively short period to maturity of these financial instruments.

Risk management

The Company's financial instruments and risk exposures are summarized below.

Credit risk

Credit risk is the risk of potential loss to the Company if the counter party to a financial instrument fails to meet its contractual obligations. The Company's credit risk with respect to its cash is minimal as it is held with high-credit quality financial institutions. The Company's credit exposure to loan receivables from CICINO is equal to its carrying amount. The Company has reviewed the financial conditions of CICINO and maintained a provision of \$685,000 towards the loan as at June 30, 2023.

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10. FINANCIAL INSTRUMENTS (continued)

Risk management (continued)

Credit risk (continued)

The Company manages credit risk on its investments through thoughtful planning, strict investment selection criteria and significant due diligence of investment opportunities. Management and the Board of Directors review the financial condition of the investee companies regularly.

Liquidity risk

Liquidity risk is the risk that the Company will not meet its financial obligations as they fall due. The Company's financial liabilities include accounts payable and accrued liabilities and loan payables.

The Company generates cash flows primarily from equity financings, management fees and from the disposition of its investments. Despite previous success in acquiring these financings, there is no guarantee of obtaining future financings. The Company's investments focus on renewable energy, natural resources, chemicals, agriculture, and consumer retail services. These investments can at times be relatively illiquid, and if the Company decides to dispose of certain securities, it may not be able to do so at favorable prices at that time, or at all.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as market prices, foreign exchange rates and interest rates. The Company is exposed to market risk through its investments in equity securities, which it manages by developing a diversified portfolio of investments. The Company has established an investment committee to monitor its investment portfolio on an ongoing basis.

As at June 30, 2023, 56% (June 30, 2022 – 55%) of the investments were made up of investment in publicly-traded companies. If security market prices were higher or lower by 5% as at June 30, 2023, the carrying value of its investments and unrealized gains (losses) on investments would be increased or decreased by approximately \$297,000 (June 30, 2022 - \$19,000). The Company is exposed to foreign exchange rate and interest rate risks to the extent that cash is maintained at the financial institutions. The foreign exchange rate and interest rate risks on cash are not considered significant.

11. CAPITAL MANAGEMENT

The Company defines capital as all components of shareholders' equity. The Company's objectives when managing capital are:

- (a) To ensure that the Company maintains the level of capital necessary to meet its operational requirements;
- (b) To allow the Company to respond to changes in economic and/or marketplace conditions by maintaining its ability to purchase new investments;
- (c) To create sustained growth in shareholder value by increasing shareholders' equity and minimizing shareholder dilution; and
- (d) To maintain a flexible capital structure which optimizes the cost of capital at acceptable levels of risk.

The Company manages its capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of its underlying assets. The Company maintains or adjusts its capital level to meet its objectives, by realizing proceeds from the disposition of its investments and raising funds through equity financings. There were no changes in the Company's approach to capital management during the year ended June 30, 2023. The Company is not subject to externally imposed capital requirements.

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12. OPERATING SEGMENTS

The Company conducts its business as a single operating segment with a focus on investing growth capital in private and public companies in a broad range of sectors. Substantially all of the Company's assets and liabilities are held in Canada and as such the Company only has one reporting segment.

13. COMMITMENTS AND CONTINGENCIES

- a. From time to time, the Company is engaged in various legal proceedings and claims that have arisen in the normal course of business. The outcome of all the proceedings and claims against the Company is subject to future resolution, including the uncertainties of litigation. Management believes that the probable ultimate resolution of any such proceedings and claims, individually or in the aggregate, will not have a material adverse effect on the financial condition of the Company.
- b. From time to time, the Company enters into contracts for services in the normal course of operations. The Company's current contractual commitments vary in terms and can be terminated upon sufficient notice.
- c. During the year ended June 30, 2021, the Company entered an agreement with A3Com Solutions Corp. for \$180,000 per annum for a five year term for providing maintaining e-commerce icashrewards.io and system upgrade. The amounts of \$36,000 are payable in common share (plus GST) to be issued in five installments.

During the year ended June 30, 2021, the Company also entered a license acquisition agreement (the "Agreement") with A3Com Solutions Corp. Pursuant to the terms of the Agreement, the Company paid a total of \$500,000 as a license fee. As at June 30, 2021, the Company was unable to meet certain obligations stated in the Agreement and has determined that the economic substance that are attributable to the Company is uncertain. Since the license agreement did not meet the criteria for capitalization under IAS 38, the amount was recognized as licensing expense through the statements of loss and comprehensive loss.

On November 23, 2022, the Company entered into a release and termination agreement with A3Com Solutions Corp. to settle all outstanding balances for a payment of \$100,000 and recorded a gain on settlement of debt of \$110,698.

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14. INCOME TAXES

A reconciliation of income taxes at statutory rates with the reported taxes is as follows:

	June 30, 2023	June 30, 2022
	\$	\$
Net loss before income taxes	(342,497)	(2,662,103)
Statutory income tax rate	27%	27%
Income tax benefit computed at statutory tax rate	(92,000)	(719,000)
Permanent differences and others	(43,000)	(31,000)
Unrecognized benefit of deferred income tax assets	135,000	750,000
Income tax expense (recovery)	-	-

The significant components of the company's deductible temporary differences are presented below:

	June 30, 2023	Expiry	June 30, 2022	Expiry
	\$		\$	
Non-capital loss carry-forwards	10,516,000	2029 – 2043	9,310,000	2029 – 2042
Capital loss carry forwards	317,000	No expiry	27,000	No expiry
Investments	3,207,000	No expiry	5,145,000	No expiry
Share issue costs	28,000	2024 – 2025	63,000	2024 – 2025
Other	-	No expiry	64,000	No expiry
Total	14,068,000		14,609,000	

15. SUBSEQUENT EVENTS

Subsequent to the year ended June 30, 2023, the Company issued 46,667 common shares pursuant to the exercise of warrants for proceeds of \$3,500. The weighted average stock price on the date of exercise is equal to \$0.035.