

Tenet Fintech Group Inc.

Amended and Restated
Condensed Interim Consolidated
Financial Statements (Unaudited)
For the three and nine-month periods ended
September 30, 2025, and 2024



Financial Statements

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NOTICE TO READER

On June 24, 2026, Tenet Fintech Group Inc. (the "Company") filed the amended and restated interim condensed financial statements for the three and nine-month periods ended September 30, 2025, of the Company (the "Interim Statements") in accordance with Section 4.4 of the National Instrument 51 – 102 Continuous Disclosure Obligations. These Interim Statements replace and supersede the previously filed unaudited condensed financial statements in respect of the same period filed on November 28, 2025. For more information see Note 29 of the following Interim Financial Statements.

TENET FINTECH GROUP INC.

AMENDED AND RESTATED

Condensed Interim Consolidated Statements of Comprehensive Profit and Loss

For the three and nine-month periods ended September 30, 2025, and 2024

 (In Canadian dollars, except weighted average number of outstanding shares)
 (Unaudited)

	Note	Three-month periods ended		Nine-month periods ended	
		September 30		September 30	
		2025	2024	2025	2024
		(Restated - Note 29)		(Restated - Note 29)	
Revenues		237,350	205,582	850,081	1,685,160
Expenses					
Cost of service		152,708	–	281,019	31,546
Software delivery services		7,403	2,090	20,983	8,053
Salaries and fringe benefits		857,057	1,692,683	3,652,659	5,083,895
Service fees		250	29,753	26,329	305,187
Board remuneration		37,500	37,500	112,500	112,500
Consulting fees		511,532	861,039	777,348	1,744,885
Outsourced services, software and maintenance		203,783	373,139	280,851	1,534,508
Professional fees		355,525	250,952	965,686	1,118,349
Marketing, public relations and press releases		47,000	221,762	96,542	383,485
Office supplies, software and hardware		113,698	139,694	350,741	416,301
Lease expenses		92,072	113,820	286,504	320,601
Insurance		112,611	202,500	376,957	618,145
Finance costs	22.4	456,172	708,891	1,393,585	1,724,407
Expected credit loss	4-5	68,883	18,715,423	449,008	26,278,931
Travel and entertainment		15,018	17,884	48,305	64,955
Stock exchange and transfer agent costs		92,678	47,054	120,118	111,242
Translation cost and others		13,754	10,826	69,923	44,693
Depreciation of property and equipment	7	20,251	33,589	72,864	103,106
Depreciation of right-of-use assets	7	52,108	81,481	165,978	285,436
Amortization of intangible assets	10	201,288	1,499,444	682,490	5,331,065
Amortization of financing issuance costs	13	16,308	36,014	50,197	97,098
Change in fair value of contingent consideration payable		–	(154,080)	–	(537,144)
Change in fair value of debentures conversion options		–	(2,300)	–	(77,310)
Gain on investment in controlled subsidiary	3.3	–	–	(528,020)	–
Forgiveness of CEBA loan	15	–	–	–	(20,000)
Loss on sublease	9	–	–	–	158,203
(Gain) Loss on disposition of property and equipment	7	327	2,715	(68,474)	(10,082)
(Gain) Loss on foreign exchange		421,688	(24,066)	323,905	1,950
		3,849,614	24,897,807	10,007,998	45,234,005
Loss before income taxes		(3,612,264)	(24,692,225)	(9,157,917)	(43,548,845)
Income taxes		5,660	–	(1,254)	9,044
Net loss		(3,617,924)	(24,692,225)	(9,156,663)	(43,557,889)
Net loss attributable to :					
Non-controlling interest	25	(142,510)	(631,971)	(359,631)	(1,633,300)
Owners of the parent		(3,475,414)	(24,060,254)	(8,797,032)	(41,924,589)
		(3,617,924)	(24,692,225)	(9,156,663)	(43,557,889)
Item that will be reclassified subsequently to profit or loss					
Currency translation adjustment		287,186	628,754	(137,721)	259,004
Total comprehensive loss		(3,330,738)	(24,063,471)	(9,294,384)	(43,298,885)
Total comprehensive loss attributable to:					
Non-controlling interest	25	(34,316)	(547,625)	(332,205)	(1,691,692)
Owners of the parent		(3,296,422)	(23,515,846)	(8,962,179)	(41,607,193)
		(3,330,738)	(24,063,471)	(9,294,384)	(43,298,885)
Weighted average number of outstanding shares		325,140,867	173,006,906	305,312,410	153,831,416
Basic and diluted loss per share		(0.011)	(0.139)	(0.029)	(0.273)

Going concern uncertainty (note 2)

Subsequent events (note 28)

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

TENET FINTECH GROUP INC.
Condensed Interim Consolidated Statements of Changes in Equity

For the nine-month periods ended September 30, 2025, and 2024

(In Canadian dollars)

(Unaudited)

AMENDED AND RESTATED

	Note	Capital stock		Equity to issue	Contributed surplus	Equity component of convertible debentures	Accumulated other comprehensive income (loss)	Deficit	Total attributable to owners of parent	Non controlling interest (note 25)	Shareholders' equity
		Number of common shares	Amount								
Balance as at January 1, 2025		238,066,559	228,003,528	181,661	30,629,280	899,351	(828,085)	(268,313,810)	(9,428,075)	13,144,317	3,716,242
Issuance of shares and warrants	19.2-19.4	75,074,308	2,521,003	-	1,277,464	-	-	-	3,798,467	-	3,798,467
Issuance costs - shares and warrants	19.2	-	(344,270)	-	-	-	-	-	(344,270)	-	(344,270)
Issuance of broker compensation warrants	19.2	-	-	-	55,970	-	-	-	55,970	-	55,970
Conversion of debentures	13-19.2	12,000,000	2,263,297	-	-	(220,471)	-	-	2,042,826	-	2,042,826
Share-based compensation	20	-	-	-	258	-	-	-	258	-	258
Transactions with owners		325,140,867	232,443,558	181,661	31,962,972	678,880	(828,085)	(268,313,810)	(3,874,824)	13,144,317	9,269,493
Net loss		-	-	-	-	-	-	(8,797,032)	(8,797,032)	(359,631)	(9,156,663)
Other comprehensive income (loss)		-	-	-	-	-	(165,147)	-	(165,147)	27,426	(137,721)
Total comprehensive loss for the period		-	-	-	-	-	(165,147)	(8,797,032)	(8,962,179)	(332,205)	(9,294,384)
Balance as at September 30, 2025		325,140,867	232,443,558	181,661	31,962,972	678,880	(993,232)	(277,110,842)	(12,837,003)	12,812,112	(24,891)

	Note	Capital stock		Equity to issue	Contributed surplus	Equity component of convertible debentures	Accumulated other comprehensive income (loss)	Deficit	Total attributable to owners of parent	Non controlling interest (note 25)	Shareholders' equity
		Number of common shares	Amount								
Balance as at January 1, 2024		123,761,745	217,926,082	721,289	26,432,640	1,112,072	(1,606,808)	(210,359,682)	34,225,593	13,656,428	47,882,021
Issuance of shares and warrants	19.3-19.4	56,075,000	2,015,159	100,000	2,892,341	-	-	-	5,007,500	-	5,007,500
Issuance costs - shares and warrants	19.3	-	(395,031)	-	-	-	-	-	(395,031)	-	(395,031)
Issuance of broker compensation warrants	19.3	-	-	-	156,031	-	-	-	156,031	-	156,031
Equity component of convertible debentures	13	-	-	-	1,396,505	327,577	-	-	1,724,082	-	1,724,082
Issuance costs - equity component of convertible debentures	13	-	-	-	(171,640)	(37,077)	-	-	(208,717)	-	(208,717)
Issuance of non-transferable broker warrants	13	-	-	-	135,944	-	-	-	135,944	-	135,944
Conversion of debentures	13-19.3	26,200,000	4,473,601	-	-	(498,262)	-	-	3,975,339	-	3,975,339
Share-based compensation	20	-	-	-	11,108	-	-	-	11,108	-	11,108
Subscription for shares by non-controlling interests		-	-	-	-	-	-	-	-	750,400	750,400
Payment of contingent consideration		269,814	539,628	(539,628)	-	-	-	-	-	-	-
Transactions with owners		206,306,559	224,559,439	281,661	30,852,929	904,310	(1,606,808)	(210,359,682)	44,631,849	14,406,828	59,038,677
Net loss		-	-	-	-	-	-	(41,924,589)	(41,924,589)	(1,633,300)	(43,557,889)
Other comprehensive income (loss)		-	-	-	-	-	317,396	-	317,396	(58,392)	259,004
Total comprehensive loss for the period		-	-	-	-	-	317,396	(41,924,589)	(41,607,193)	(1,691,692)	(43,298,885)
Balance as at September 30, 2024		206,306,559	224,559,439	281,661	30,852,929	904,310	(1,289,412)	(252,284,271)	3,024,656	12,715,136	15,739,792

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

TENET FINTECH GROUP INC.

AMENDED AND RESTATED

Condensed Interim Consolidated Statements of Cash Flows

For the three and nine-month periods ended September 30, 2025, and 2024

(In Canadian dollars)

(Unaudited)

	Note	Three-month periods ended		Nine-month periods ended	
		September 30		September 30	
		2025	2024	2025	2024
		(Restated - Note 29)	(Restated - Note 29)	(Restated - Note 29)	(Restated - Note 29)
OPERATING ACTIVITIES					
Net loss		(3,617,924)	(24,692,225)	(9,156,663)	(43,557,889)
Non-cash items					
Expected credit loss	4-5	617,780	18,715,423	997,905	26,278,931
Depreciation of property and equipment	7	20,251	33,589	72,864	103,106
Depreciation of right-of-use assets	7	52,108	81,481	165,978	285,436
Amortization of intangible assets	10	201,288	1,499,444	682,490	5,331,065
Amortization of financing issuance costs	13	16,308	36,014	50,197	97,098
Accretion on debentures and bonds	13	178,854	268,439	517,024	703,686
Accretion of lease interest	12	50,492	61,811	154,616	208,438
Interest income on deposit		(1,377)	(1,294)	(4,061)	(3,823)
Change in fair value of contingent consideration payable		–	(154,080)	–	(537,144)
Change in fair value of debentures conversion options		–	(2,300)	–	(77,310)
Share-based compensation	20	–	2,733	258	11,108
Forgiveness of CEBA loan	15	–	–	–	(20,000)
Loss on sublease	9	–	–	–	158,203
(Gain) Loss on disposition of property and equipment	7	327	2,715	(68,474)	(10,082)
Gain on investment in controlled subsidiary	3.3	–	–	(528,020)	–
Loans receivable maturing in more than 12 months	4	(617,780)	11,793	(938,947)	(66,727)
Deposits made for transactions on platforms, long term	5.2	–	(7,856,174)	–	(8,768,663)
Net changes in working capital items					
Restricted cash		417	13,484	417	–
Income tax payable		46,824	36,176	(118,621)	8,120
Accounts receivable	5.1	(51,938)	(109,680)	114,385	(794,394)
Deposits made for transactions on platforms, short term	5.2	–	7,758,052	–	8,450,719
Finance lease receivable	9	8,736	2,435	25,884	6,052
Prepayments to third party subcontractors	5.1	(58,323)	(202,999)	(72,592)	(233,456)
Other debtors	5.1	28,339	(16,694)	(169,171)	151,617
Loans receivable maturing in less than 12 months	4	(179,661)	(338,881)	822,902	(679,180)
Assets held for sale		–	(2,506)	–	(4,893)
Other prepaid expenses		11,327	198,596	384,314	605,675
Trade accounts payable and accruals	11	(2,511,514)	1,919,476	(1,472,884)	7,051,292
Interest payable on debentures	11	(176,849)	218,450	335,089	455,767
Advances from third-party customers	11	(9,938)	3,069	562	4,405
Contract liabilities with third-party customers	11	219,749	45,331	394,519	108,972
Cash flows from operating activities		(5,772,504)	(2,468,322)	(7,810,029)	(4,733,871)
INVESTING ACTIVITIES					
Property and equipment - Disposals	7	39,702	1,600	118,929	35,562
Intangible assets - Disposals (additions)	10	–	(127,842)	10,454	(606,437)
Cash flows from investing activities		39,702	(126,242)	129,383	(570,875)
FINANCING ACTIVITIES					
Advances received from a company owned by a Director	11-23	239,488	–	247,104	235,890
Repayment of lease liabilities	12	(96,743)	(214,045)	(418,871)	(432,709)
Promissory note payable	16	–	710,000	50,000	1,500,000
Repayment of loan payable	17	(168,229)	(265,097)	(299,781)	(536,064)
Repayment of CEBA loan	15	–	–	–	(66,800)
Repayment of Bond	14	(71,250)	–	(86,250)	–
Repayment of credit facility	18	–	600,000	(45,000)	600,000
Repayment of debentures	13	(90,000)	–	(90,000)	–
Proceeds from the issuance of shares and warrants	19	–	1,237,894	1,467,363	1,237,894
Proceeds from the issuance of convertible debentures and warrants	13	–	–	–	2,036,035
Re-allocation of capital from proceeds of previous financings	6	6,642,683	–	7,733,174	–
Cash flows from financing activities		6,455,949	2,068,752	8,557,739	4,574,246
IMPACT OF FOREIGN EXCHANGE					
Net increase(decrease) in cash		225,440	1,141,493	(226,661)	577,503
Cash, beginning of the period		591,930	422,880	890,085	1,191,558
Cash, end of the period		1,540,517	1,038,561	1,540,517	1,038,561

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

TENET FINTECH GROUP INC.

AMENDED AND RESTATED

Condensed Interim Consolidated Statements of Financial Position

As at September 30, 2025 and December 31, 2024

(In Canadian dollars)

(Unaudited)

	Note	As at September 30, 2025 (Restated - Note 29)	As at December 31, 2024
ASSETS			
Current			
Cash		1,540,517	890,085
Restricted cash		3,423	3,840
Loans receivable	4	17,364,026	18,186,928
Assets held for sale		127,051	128,091
Debtors	5.1	5,311,071	5,428,616
Finance lease receivable	9	40,625	34,729
Prepaid expenses		471,235	789,116
Other current assets	6	–	7,733,174
		24,857,948	33,194,579
Loans receivable	4	–	58,958
Finance lease receivable	9	25,955	57,735
Deposit		228,288	86,442
Property and equipment	7	1,877,402	2,219,578
Investments	8	977,500	985,500
Intangible assets	10	1,273,967	1,992,479
		29,241,060	38,595,271
LIABILITIES			
Current			
Accounts payable, advances and accrued liabilities	11	20,185,962	21,924,936
Lease liabilities	12	139,022	203,426
Bonds	14	143,750	230,000
CEBA Loan	15	13,200	13,200
Promissory note payable	16	–	1,188,500
Loan payable	17	182,667	470,654
Debentures	13	3,658,629	664,737
Current tax liabilities		1,765,443	1,884,064
		26,088,673	26,579,517
Debentures	13	1,722,240	6,311,738
Lease liabilities	12	1,455,038	1,692,348
Credit facility	18	–	295,426
		29,265,951	34,879,029
SHAREHOLDERS' EQUITY			
Capital stock	19	232,443,558	228,003,528
Shares to be issued		181,661	181,661
Contributed surplus		31,962,972	30,629,280
Equity component of convertible debentures	13	678,880	899,351
Accumulated other comprehensive loss		(993,232)	(828,085)
Deficit		(277,110,842)	(268,313,810)
Shareholders' equity attributable to owners of the parent		(12,837,003)	(9,428,075)
Non-controlling interest	25	12,812,112	13,144,317
Total shareholders' equity		(24,891)	3,716,242
		29,241,060	38,595,271

Going concern uncertainty (note 2)

Subsequent events (note 28)

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

On behalf of the Board,

/S/ Johnson Joseph

Director

/S/ Yves C. Renaud

Director

TENET FINTECH GROUP INC.

AMENDED AND RESTATED

Notes to Condensed Interim Consolidated Financial Statements

For the nine-month periods ended September 30, 2025, and 2024

(In Canadian dollars)

(Unaudited)

1 - GOVERNING STATUTES, NATURE OF OPERATIONS AND GENERAL INFORMATION

Tenet Fintech Group Inc. (hereinafter "Tenet" or the "Company") was incorporated pursuant to the provisions of the Business Corporations Act (Alberta) on May 13, 2008, and continued under the Canada Business Corporations Act on April 4, 2011. Tenet Fintech Group Inc.'s head office is located at 82 Richmond St. E. Toronto ON M5C 1P1. Its shares are traded on the Canadian Stock Exchange (CSE) under the symbol "PKK". Its shares are quoted on the "OTCPK Venture Market in the U.S." under the symbol "PKKFF".

Tenet is the parent company of a group of innovative financial technology (Fintech) and artificial intelligence (AI) companies. Tenet's subsidiaries offer various analytics and AI-based products and services to businesses, capital markets professionals, government agencies and financial institutions either through or by leveraging data gathered by the Cubeler® Business Hub, a global ecosystem where analytics and AI are used to create opportunities and facilitate B2B transactions among its members.

2 - GOING CONCERN UNCERTAINTY

These condensed interim consolidated financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assume that the Company will continue in operation and be able to realize its assets and discharge its liabilities in the normal course of operations. In assessing whether the going concern assumption is appropriate, management considers all available information about the future, which is at least, but not limited to, twelve months from the end of the reporting period. The use of these principles may not be appropriate.

The level of cash flows from operating activities currently being generated is not presently sufficient to meet the Company's working capital requirements and business growth initiatives. The Company's ability to continue as a going concern depends upon its ability to raise additional financing. Even if the Company has been successful in the past in doing so, including a series of private placements during 2024 and in March 2025, there is no assurance that it will manage to obtain additional financing in the future. In addition, the repatriation of any profits of funds raised by the Company in China, which the Company might want to repatriate from China to Canada, is subject to the rules and regulations established by the Chinese government that restrict the flow of funds between China and foreign jurisdictions.

Consequently, the Company may therefore not be able to repatriate profits or transfer funds from its Chinese holding or operating subsidiaries to its head office in Canada. Also, the Company incurred a net loss of \$9,156,663 for the nine-month period ended September 30, 2025 (compared to a net loss of \$43,557,889 for the nine-month period ended September 30, 2024), it has an accumulated deficit of \$277,110,842 as at September 30, 2025 (accumulated deficit was \$263,313,810 as at December 31, 2024) and it has not yet generated positive cash flows from operations on a regular basis. Until that happens, the company will continue to assess its working capital needs and undertake whatever initiatives it deems necessary to ensure that it continues to be in a position to meet its financial obligations. These material uncertainties may cast significant doubt regarding the Company's ability to continue as a going concern.

These condensed interim consolidated financial statements do not include any adjustments or disclosures that may be necessary should the Company not be able to continue as a going concern. If this were the case, these adjustments could be material.

3 - SUMMARY OF MATERIAL ACCOUNTING POLICIES

3.1 Statement of compliance with IFRS

These condensed interim consolidated financial statements for the nine-month period ended September 30, 2025, have been prepared in accordance with IAS 34 "Interim Financial Reporting". Since they are condensed financial statements, certain information and note disclosures normally included in annual financial statements prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"), have been voluntarily omitted or summarized.

The preparation of financial statements in accordance with IAS 34 requires the use of certain accounting estimates and requires management to exercise judgment in applying the Company's accounting policies. The areas involving a higher degree of judgment or complexity or areas where assumptions and estimates are significant to the financial statements have been set out in note 5 of the Company's consolidated financial statements for the year ended December 31, 2024. There have not been any significant changes in judgments, estimates or assumptions since then. These condensed interim consolidated financial statements should be read in conjunction with the Company's consolidated financial statements for the year ended December 31, 2024.

The same accounting policies and methods of computation were used in the preparation of these condensed interim consolidated financial statements as were followed in the preparation of the consolidated financial statements for the year ended December 31, 2024 except for new standards and interpretations effective January 1, 2025.

These condensed interim consolidated financial statements for the three and nine-month periods ended September 30, 2025, and 2024 were approved and authorized for the issue by the Board of Directors on November 28, 2025. Subsequent to their original issuance, these condensed interim consolidated financial statements for the three and nine-month periods ended September 30, 2025 were restated as described in Note 29. The restated financial statements were approved and authorized for issue by the Board of Directors on June 24, 2026.

3.2 Basis of measurement

These condensed interim consolidated financial statements are prepared on an accrual basis using the historical cost method.

3.3 Basis of Consolidation

These condensed interim consolidated financial statements include the accounts of Tenet and all of its subsidiaries. The Company attributes the total comprehensive profit or loss of the subsidiaries between the owners of the parent company and the non-controlling interests based on their respective ownership interests.

TENET FINTECH GROUP INC.

AMENDED AND RESTATED

Notes to Condensed Interim Consolidated Financial Statements

For the nine-month periods ended September 30, 2025, and 2024

(In Canadian dollars)

(Unaudited)

3 - SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

The following entities have been consolidated within these condensed interim consolidated financial statements:

Entities	Registered	% of ownership and voting right	Principal activity	Functional Currency
Tenet Fintech Group Inc.	Canada		Holding and parent company	Canadian dollar
Cubeler Inc.	Canada	100%	Technology based product developer and procurement facilitator	Canadian dollar
Cubeler Inc. (U.S.)	United States	100%	Technology based product developer and procurement facilitator	US dollar
Tenoris 3 Inc.	Canada	100%	Technology based product developer and procurement facilitator	Canadian dollar
Asia Synergy Limited ("ASL")	Hong Kong	100%	Holding	US dollar
Asia Synergy Holdings Ltd. ("ASH")	China	100%	Holding	Renminbi
Asia Synergy Technologies Ltd. ("AST")	China	100%	Technology based product procurement facilitator	Renminbi
Asia Synergy Supply Chain Ltd. ("ASSC")	China	51%	Technology based product procurement facilitator	Renminbi
Zhejiang Xinjiupin - Oil & Gas Management Co. ("AJP")	China	100%	Technology based product procurement facilitator	Renminbi
Asia Synergy Data Solutions Ltd. ("ASDS")	China	100%	Fintech	Renminbi
Asia Synergy Credit Solutions Ltd. ("ASCS")	China	100%	Credit outsourcing services	Renminbi
Asia Synergy Supply-chain Technologies Ltd. ("ASST")	China	100%	Supply chain services	Renminbi
Beijing Xinxiangtaike Technologies Service Co., Ltd. ("ASSI")	China	100%	Fintech	Renminbi
Wuxi Aorong Ltd. ("AORONG")	China	100%	Holding	Renminbi
Asia Synergy Financial Capital Ltd. ("ASFC")	China	51%	Financial institution	Renminbi
Huikie Internet Technology Co., Ltd. ("HUIKE")	China	100%	Technology based product facilitator	Renminbi
Kalifeng New Energy Technology Co., Ltd. ("KALIFENG")	China	42.5%	Technology based clean energy trading platform facilitator	Renminbi
Shanghai Xinhuzhi Supply Chain Management Ltd. ("ASAC")	China	51%	Technology based product procurement facilitator	Renminbi
Jiangsu Supairui IOT Technology Co., Ltd. ("ASTH")	China	80%	Technology based product procurement facilitator	Renminbi
Wuxi Suyetong Supply Chain Management Co., Ltd. ("SST")	China	80%	Technology based product procurement facilitator	Renminbi
Jiangsu Steel Chain Technology Co., Ltd. ("STEELCHAIN")	China	100%	Technology based steel trading platform facilitator	Renminbi

(1) There have been no changes in the judgments applied in determining control over entities subject to nominee shareholder arrangements as of March 31, 2025.

The Company's subsidiaries each have an annual reporting date of December 31 and are incorporated in either Canada, United States, Hong Kong or China. All intercompany transactions and accounts were eliminated upon consolidation, including unrealized gains or losses on intercompany transactions. Where unrealized losses on intercompany asset sales are reversed upon consolidation, the underlying asset is also tested for impairment from the Company's perspective. Accounting policies of subsidiaries have been adjusted to ensure consistency with the policies adopted by the Company.

On April 3, 2025, the Company signed an agreement regarding the share transfer of its subsidiary Wechain (Nanjing) Technology Service Co., Ltd. ("WECHAIN"). The Company agreed to transfer 12.59% WECHAIN's shares to its non-controlling shareholder Nanjing Zhongke Ruanzhi Information Technology Co., Ltd. at \$Nil consideration. The subsidiary completed all the filings and registrations of the transfer on April 14, 2025. After the transfer, the Company lost its controllership to WECHAIN, representing 38.41% of its shares.

On April 1, 2025, the Company has incorporated a new wholly-owned subsidiary to conduct business in the U.S. ahead of the Company's planned expansion of the Business Hub to that market in the future quarter of 2025. The new entity, incorporated in the state of Delaware, will be conducting business under the name Cubeler Inc. (U.S.) and will have legal and operational rights related to the Business Hub in the United States.

Profit or loss of subsidiaries acquired or disposed of during the year are recognized from the effective date of acquisition, or up to the effective date of disposal, as applicable.

3.4 Foreign currency translation
Functional and presentation currency

The condensed interim consolidated financial statements are presented in Canadian dollars, which is also the functional currency of the parent company.

4 - LOANS RECEIVABLE AND ALLOWANCE FOR CREDIT LOSSES

One of the Company's subsidiaries in China, Asia Synergy Financial Capital ("ASFC"), provides various financial services to small and medium-sized enterprises.

ASFC provides loans that are either guaranteed by a related party, collateral assets or a combination of both. The loans secured with collateral are either secured by second-hand vehicles or by the residential property of the borrower. Loans not guaranteed by collateral assets are guaranteed by a related party.

The Company's loan portfolio constitutes a geographically concentrated market presence. Specifically, all auto-collateralized loans are exclusively secured by pre-owned automobiles located within the jurisdictions of Jiangsu Province (primarily within Wuxi City) and Shanghai. Furthermore, all residential property collateralized loans are secured solely by condominium units located within Wuxi City, Jiangsu Province.

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4 – LOANS RECEIVABLE AND ALLOWANCE FOR CREDIT LOSSES (CONTINUED)***Loans guaranteed by second-hand vehicles***

The second-hand vehicles are valued by the company's credit department before approving a loan. The loan value at inception typically represents between 40% to 80% of the collateral value. The second-hand vehicles' collateral values are evaluated at the beginning of the loan and periodically during the life of the loan, based on an industry-recognized used car guide validated by company personnel, their knowledge, experience and the inspection process before approval of the loan.

Loans guaranteed by second rank mortgage on residential property

Before approving a loan, the Company's credit department will assess the value of any other mortgages taken out on the residential property and put it as collateral by the prospective borrower. The loan value at inception typically represents between 25% and 50% of the collateral value exceeding the first-rank mortgage taken by the borrower. The value of the residential property is evaluated at the beginning of the loan and periodically during the life of the loan based on a residential broker site, which is validated by the Company's personnel, their knowledge, experience and inspection process before approval of the loan.

All the loans secured by collateral assets are registered on the appropriate government-regulated system.

Credit & Supply Chain Finance Credit

The Company makes loans to small and medium enterprises ("SME") in the technology sector and in the retail sector. Before approving a loan, the Company performs an initial credit evaluation of the borrower. The credit evaluation includes the review of the borrower company's credit profile, operating performance, financial statements, tax payments and receipt records, shareholders' structure and their individual credit rating. Based on this initial evaluation, the Company will then proceed to sign a loan agreement with the SME borrowers. To mitigate the default risk in the case of any overdue situation incurred regarding these credit loans, a letter of guarantee must also be signed before the loan is finally granted to SME borrowers. Accordingly, a guarantor must agree to provide a full guarantee to cover any overdue principal and interest on behalf of the borrowers. The Company will also perform ongoing monitoring of SME borrowers through visits, phone calls and follow-up on business model developments. 100% of the credit loans are guaranteed by an entity that is also a non-controlling shareholder of ASFC. No supply chain finance credit was outstanding or granted during the period.

For the majority of loans granted, interest is payable by the borrower every month.

Loans receivable are summarized as follows:

	2025 September 30 (Restated - Note 29)	2024 December 31 (Restated - Note 30)
<i>Principal balance loans receivable - Concentration by product</i>		
Autos	976,149	950,479
Residential Property	78,939	175,066
Credit and Supply Chain Finance Credit	17,503,911	17,865,394
Principal balance loans receivable	18,558,998	18,990,938
Less expected credit loss (ECL)	(1,194,972)	(745,052)
Loans receivable net	17,364,026	18,245,886
Loans receivable maturing in less than 12 months	17,364,026	18,186,928
Loans receivable maturing in more than 12 months	–	58,958
	17,364,026	18,245,886

Impaired loans and allowances for credit loss

The Company applies a three-stage, forward-looking impairment approach to its loan portfolio to measure expected credit losses, as described in the summary of significant accounting policies. The ECL model incorporates both historical data and forward-looking macroeconomic factors, which may change over time, and the Company monitors these factors at each reporting period. The model is applied on a collective basis by product type; however, if indicators suggest that the collective assessment is no longer representative of underlying borrower risk, the Company will adjust its ECL model accordingly or migrate specific loans to a higher credit-risk stage.

Historically and up to the date of the Financial Statements, the Company has rebutted the presumption in paragraph 5.5.11 of IFRS 9 that a financial asset has a significant increase in credit risk when it is more than 30 days past due, and the presumption of default when it is more than 90 days past due, for its portfolio of credit-based loans, only. The 30-day and 90-day thresholds are not applied as automatic triggers but as points that necessitate a deeper review, the outcome of which may be a rebuttal based on loan-specific characteristics. The credit & supply chain finance credit portfolio did not experience any historical default and repayment issue from underlying borrowers.

However, during the nine-month period ended September 30, 2025, the Company was not able to demonstrate that the probability of default for these loans has not increased since origination and therefore, reassessed the credit-risk profile of certain borrower exposures in accordance with IFRS 9 requirements for identifying a significant increase in credit risk (SICR) following new indicators.

Updated borrower-level information showed a progressive and sustained deterioration in credit quality, reflected in both quantitative and qualitative indicators. Although these exposures had not yet met the Company's definition of default, the observed trend indicated that the probability of default had increased materially over time.

Based on this reassessment, management concluded that, for some of the specific borrowers, it was no longer appropriate to maintain these exposures in Stage 1 since the default has changed significantly. The Company therefore transferred the affected balances to Stage 2 or Stage 3 depending on the conclusion of the specific borrowers analysis (Both Quantitative and Qualitative) to reflecting the presence of SICR and the need to measure lifetime expected credit losses (ECL) and adjust for additional impairment provision. As of December 31, 2024, the reclassification of the gross carrying amount to higher stages had been completed; however, the related ECL provision did not have an impact on the financial statements at that date. As of September 30, 2025, the Company recognized the financial impact of the stage migration, as reflected in the table below and in the condensed interim consolidated statements of comprehensive profit and loss.

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4 – LOANS RECEIVABLE AND ALLOWANCE FOR CREDIT LOSSES (CONTINUED)

Certain loan exposures experienced a significant increase in credit risk and are supported by guarantees provided by Jiudong a 49% non-controlling shareholder of ASFC, covering principal and interest amounts on loans that experienced deterioration in the borrowers' creditworthiness. The Company assessed whether these guarantees provide substantive credit support in measuring ECLs by evaluating the legal enforceability of the arrangements, the extent of coverage, Jiudong's financial capacity and liquidity, and its demonstrated willingness and economic incentive to perform. Based on this assessment, the Company concluded that the guarantees constitute substantive credit enhancement. The guarantees do not affect the probability of default of the borrowers but are reflected in the loss given default through expected recoveries. These expected recoveries were incorporated into the measurement of lifetime ECLs. As a result, ECLs are reduced relative to an unsecured basis and remain sensitive to changes in the guarantor's creditworthiness. The Company monitors both borrower and guarantor credit risk on an ongoing basis.

Credit quality of loans

The following table presents the gross carrying amount of loans receivable as at September 30, 2025, and December 31, 2024, according to credit quality and ECL impairment stages.

		Credit Loss Allocation Applied (Restated – Note 29)		
		Autos	Residential Property	Credit and Supply Chain Finance Credit
Stage 1		1.0%	1.0%	2.0%
Stage 2		6.8%	1.0%	10.0%
Stage 3		85.5%	1.0%	20.0%
		Gross Carrying Amount	Allowance for Credit Loss	Net Carrying Amount
September 30, 2025	%			
Stage 1: Performing	15.6%	2,902,645	(579)	2,902,066
Stage 2: Underperforming	50.8%	9,420,333	(47,102)	9,373,231
Stage 3: Credit-impaired	33.6%	6,236,020	(1,147,291)	5,088,729
	100.0%	18,558,998	(1,194,972)	17,364,026
		Gross Carrying Amount (Restated – Note 30)	Allowance for Credit Loss	Net Carrying Amount
December 31, 2024	%			
Stage 1: Performing	16.7%	3,168,057	(3,577)	3,164,480
Stage 2: Underperforming	49.9%	9,481,045	–	9,481,045
Stage 3: Credit-impaired	33.4%	6,341,836	(741,475)	5,600,361
	100.0%	18,990,938	(745,052)	18,245,886

Although the exposures were transferred to a higher stage, the guarantee provided by the Guarantor continues to be assessed as strong. As a result, the loss-given-default (LGD) remains low because the expected recovery rate is still high due to the existence and enforceability of the guarantee. As of September 30, 2025, the Company notified the Guarantor that the observed increase in credit risk may potentially lead to a future guarantee call under the terms of the existing agreement.

The Company evaluates the guarantor's financial capacity and liquidity using a combination of qualitative and quantitative information. This includes a review of unaudited financial information, annual tax-filing records, bank statements, and confirmation of the guarantor's ongoing business relationships with selected clients and partners. These procedures are performed on a recurring basis, with financial information and bank statements reviewed quarterly and other supporting documentation reviewed annually.

The most recent quarterly review was completed for the quarter ended September 30, 2025. Based on the information available at that date, management did not identify any material deterioration in the guarantor's liquidity position or overall financial condition. The Company also maintains regular communication with the guarantor's management to remain informed of any significant developments.

IFRS 7.35K requires entities to explain how changes in the credit risk of a guarantor affect the expected credit losses of financial instruments that benefit from that guarantee. The Company's assessment of guarantor's financial capacity and liquidity was based on unaudited financial statements, annual tax-filing records, bank statements, and verification of guarantor's relationships with selected clients and partners. Based on this assessment, the Company estimates that approximately 80% of guarantor's total assets as at September 30, 2025 would be required if the guarantor were to honor the full guarantees on the ASFC loan portfolio. As part of the Company's ECL model, the recoverability of loan exposures is influenced by the creditworthiness of the guarantor. Changes in guarantor's liquidity position or overall credit quality would materially affect the loss-given-default (LGD) percentage, which is a key input in the calculation of the ECL provision. At present, the guarantee continues to provide substantive credit enhancement.

As of the date of these financial statements, there has been no deterioration in the quality of collateral or credit enhancements. Coverage ratios and Guarantor's short-term liquidity remain intact, and no changes have been made to the entity's collateral policies. The Company recorded an ECL provision for an amount of \$1,194,972 as of September 30, 2025, including more specific to the three-month period ended September 30, 2025 an additional provision of \$32,745 as presented in the note 29, compared to \$745,052 as of December 31, 2024.

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4 – LOANS RECEIVABLE AND ALLOWANCE FOR CREDIT LOSSES (CONTINUED)

The Gross Carrying Amount Restated for loans to customers as at September 30, 2025, broken down by product type and stages as follows:

	Product Type – Autos			Total
	Stage 1	Stage 2	Stage 3	
Gross Carrying Amount as at January 1, 2025	–	–	950,478	950,478
Repayments (contractual)	–	–	(36,989)	(36,989)
Capitalized interest at quarter-end	–	–	67,903	67,903
Foreign exchange and other	–	–	(5,243)	(5,243)
Gross Carrying Amount as at September 30, 2025	–	–	976,149	976,149

	Product Type – Residential property			Total
	Stage 1	Stage 2	Stage 3	
Gross Carrying Amount as at January 1, 2025	35,077	–	139,988	175,065
Repayments (contractual)	(20,611)	–	(80,692)	(101,303)
Capitalized interest at quarter-end	2,502	–	4,859	7,360
Foreign exchange and other	(567)	–	(1,617)	(2,184)
Gross Carrying Amount as at September 30, 2025	16,401	–	62,538	78,939

	Product Type – Credit & Supply Chain Finance Credit			Total
	Stage 1	Stage 2	Stage 3	
Gross Carrying Amount as at January 1, 2025	3,132,979	9,481,045	5,251,369	17,865,393
Repayments (contractual)	(289,431)	–	–	(289,431)
Capitalized interest at quarter-end	76,618	–	–	76,618
Foreign exchange and other	(33,921)	(60,712)	(54,036)	(148,669)
Gross Carrying Amount as at September 30, 2025	2,886,244	9,420,333	5,197,333	17,503,911

The Gross Carrying Amount Restated for loans to customers as at December 31, 2024, broken down by product type and stages as follows:

	Product Type – Autos			Total
	Stage 1	Stage 2	Stage 3	
Gross Carrying Amount as at January 1, 2024	–	–	908,831	908,831
Repayments (contractual)	–	–	(164,882)	(164,882)
Capitalized interest at year-end	–	–	66,759	66,759
Derecognitions (including write-offs)	–	–	75,052	75,052
Foreign exchange and other	–	–	64,718	64,718
Gross Carrying Amount as at December 31, 2024	–	–	950,478	950,478

	Product Type – Residential property			Total
	Stage 1	Stage 2	Stage 3	
Gross Carrying Amount as at January 1, 2024	148,544	–	126,769	275,313
Repayments (contractual)	(89,097)	–	(54,651)	(143,748)
Capitalized interest at year-end	7,055	–	20,309	27,364
Transfers				
– to lifetime ECL credit-impaired	(50,240)	–	50,240	–
Foreign exchange and other	18,815	–	(2,679)	16,136
Gross Carrying Amount as at December 31, 2024	35,077	–	139,988	175,065

	Product Type – Credit & Supply Chain Finance Credit (Restated – Note 30)			Total
	Stage 1	Stage 2	Stage 3	
Gross Carrying Amount as at January 1, 2024	16,102,062	–	–	16,102,062
Originations / new loans	1,892,160	–	–	1,892,160
Repayments (contractual)	(1,873,099)	–	–	(1,873,099)
Capitalized interest at year-end	810,256	–	–	810,256
Transfers				
– to lifetime ECL performing	(9,481,045)	9,481,045	–	–
– to lifetime ECL credit-impaired	(5,251,369)	–	5,251,369	–
Foreign exchange and other	934,016	–	–	934,016
Gross Carrying Amount as at December 31, 2024	3,132,979	9,481,045	5,251,369	17,865,395

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4 – LOANS RECEIVABLE AND ALLOWANCE FOR CREDIT LOSSES (CONTINUED)

The loss allowance for loans to customers as at September 30, 2025, broken down by product type, reconciles to the opening loss allowance for that provision as follows:

	Product Type – Autos			
	Stage 1	Stage 2	Stage 3	Total ECL
Loss allowance as at January 1, 2025	–	–	740,075	740,075
Originations net of repayments and other derecognitions	–	–	19,035	19,035
Net remeasurement	–	–	74,763	74,763
Foreign exchange and other	–	–	953	953
Loss allowance as at September 30, 2025	–	–	834,826	834,826

	Product Type – Residential property			
	Stage 1	Stage 2	Stage 3	Total ECL
Loss allowance as at January 1, 2025	4	–	1,400	1,404
Originations net of repayments and other derecognitions	(2)	–	(763)	(765)
Foreign exchange and other	–	–	(11)	(11)
Loss allowance as at September 30, 2025	2	–	626	628

	Product Type – Credit & Supply Chain Finance Credit (Restated – Note 29)			
	Stage 1	Stage 2	Stage 3	Total ECL
Loss allowance as at January 1, 2025	3,573	–	–	3,573
Originations net of repayments and other derecognitions	–	–	–	–
Transfers (1)	–	–	–	–
– to 12-month ECL	–	–	–	–
– to lifetime ECL performing	(2,996)	2,996	–	–
– to lifetime ECL credit-impaired	–	44,106	311,839	355,946
Foreign exchange and other	–	–	–	–
Loss allowance as at September 30, 2025	577	47,102	311,839	359,519

The loss allowance for loans to customers as at December 31, 2024, broken down by product type, reconciles to the opening loss allowance for that provision as follows:

	Product Type – Autos			
	Stage 1	Stage 2	Stage 3	Total ECL
Loss allowance as at January 1, 2024	–	–	553,828	553,828
Originations net of repayments and other derecognitions	–	–	(11,674)	(11,674)
Net remeasurement	–	–	191,740	191,740
Foreign exchange and other	–	–	6,181	6,181
Loss allowance as at December 31, 2024	–	–	740,075	740,075

	Product Type – Residential property			
	Stage 1	Stage 2	Stage 3	Total ECL
Loss allowance as at January 1, 2024	15	–	1,268	1,283
Originations net of repayments and other derecognitions	(7)	–	(444)	(451)
Net remeasurement	–	–	497	497
Transfers	–	–	–	–
– to lifetime ECL credit-impaired	(5)	–	5	–
Foreign exchange and other	1	–	74	75
Loss allowance as at December 31, 2024	4	–	1,400	1,404

	Product Type – Credit & Supply Chain Finance Credit			
	Stage 1	Stage 2	Stage 3	Total ECL
Loss allowance as at January 1, 2024	3,220	–	–	3,220
Originations net of repayments and other derecognitions	166	–	–	166
Foreign exchange and other	187	–	–	187
Loss allowance as at December 31, 2024	3,573	–	–	3,573

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5 – DEBTORS AND DEPOSITS MADE FOR TRANSACTIONS ON PLATFORMS
5.1 Debtors

	2025 September 30	2024 December 31
Sales tax receivable	1,009,184	1,010,176
Advances to companies	434,649	264,487
Accounts receivable (1)	273,145	387,530
Subscriptions receivable from non-controlling interests	1,358,387	1,303,309
Other receivable	–	300,000
Prepayments to third party subcontractors (2)	2,235,706	2,163,114
	5,311,071	5,428,616

- (1) The Company reassesses the recoverability of each debtor categorized by type of supply chain activity and by customer. During the nine-month period ended September 30, 2025, an expense of \$Nil (December 31, 2024 – an expense of \$10,320,481) was recorded as expected credit loss in the condensed interim consolidated statements of comprehensive profit and loss.

	2025 September 30	2024 December 31
Accounts receivable before expected credit loss	14,466,581	14,789,788
Less expected credit loss (ECL)	(14,193,436)	(14,402,258)
Accounts receivable after expected credit loss	273,145	387,530

- (2) Subsidiaries of the Company active in supply chain activity made prepayments to suppliers to support operational supply chain processes. These prepayments will be reverted to Company's subsidiaries when services or merchandise transactions are executed.

These prepayments were funded entirely by cash received from the Company's underlying customer and were intended to be recovered through the subcontractors' future delivery of goods and services over the contract term. Although the Company did not deploy its own cash to fund these activities thereby reducing the potential net financial impact to the Company this does not eliminate the credit risk associated with the subcontractors' ability to refund the Company and then ultimately the underlying SMEs from which the cash originated. The Company no longer expects to recover the prepayments to subcontractor amounts through performance of services.

As of the date of this financial statement, recovery is expected to occur in cash, and the prepayments therefore meet the definition of financial assets subject to the credit risk disclosure requirements of IFRS 7. The expected date of recovery was December 31, 2025. In substance, the Company is exposed to the subcontractors' ability to refund the outstanding balance. Consistent with IFRS 7.31 and 35A–35B, the Company evaluates the credit risk associated with these prepayments by considering historical settlement patterns, internal credit risk assessments, and forward looking information. Management concluded that credit risk remained low, supported by active negotiations and the subcontractors' demonstrated willingness to settle the balance. The Company assesses expected credit losses on these prepayments in accordance with IFRS 9, taking into account the probability of default, expected timing of recovery, and relevant forward looking information. Although the outstanding balance has aged beyond 365 days, management determined that the risk of default remained limited, given the quality of discussions with subcontractor and the expectation of full cash recovery. The Issuer monitors this exposure using aging information, internal credit-risk ratings, and direct communication with subcontractor.

Management revised its expectation based on updated operational timelines communicated by the subcontractor after the initial verbal confirmation regarding early repayment. During second quarter of 2025 discussions, the supplier/subcontractor informed the Company that certain cash flows supporting the repayment schedule would be delayed due to changes in its internal planning and resource allocation. This updated information indicated that the conversion of the prepayment balance would occur later than originally anticipated or be paid into installments as per ongoing discussion, shifting the expected settlement date from December 31, 2025 to before the end of Q2 2026, based on the tripartite agreement signed. The guarantee was assessed as strong and enforceable based on due diligence performed by the Issuer, including an evaluation of the guarantor's financial capacity and the legal enforceability of the guarantee arrangement. The Issuer's due diligence supported its conclusion that the guarantor has sufficient financial capacity and liquidity to fully satisfy the prepayment balances if required. This conclusion formed part of the key inputs used in measuring expected credit losses (ECLs), supporting the assessment that the recoverable portion of the gross carrying amount is solid and unconditional due to the quality and enforceability of the credit enhancement. The guarantee is expected to cover 100% of the outstanding amount, and its effect has been incorporated into the Issuer's ECL measurement. The presence of this credit enhancement significantly reduces the Company's exposure to credit loss and supports the conclusion that the expected credit loss remains Nil as of September 30, 2025.

Despite the extended aging, management concluded that the exposure has not experienced a significant increase in credit risk that would indicate a heightened probability of default, due to the subcontractors' continued engagement and progress toward settlement. Each prepayments has a corresponding contract liability recorded to reflect the obligation owed to the downstream customer, included under Contract liabilities with third-party customers in the note 11.

The Company track the overdue days by using an aging matrix as follow based on internal credit risk exposure overdue days:

	Current	30–90 days	91–180 days	>180 days	Total
31-Dec-24	–	–	–	2,163,114	2,163,114
30-Sep-25	–	–	–	2,235,706	2,235,706

*The movement between December 31, 2024 and September 30, 2025 is attributable to foreign exchange conversion impact.

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5 - DEBTORS AND DEPOSITS MADE FOR TRANSACTIONS ON PLATFORMS (CONTINUED)
5.2 Deposits made for transactions on platforms

	2025 September 30	2024 December 31
Deposits made for transactions on platforms with guarantee (1)	27,656,690	27,895,379
Deposits made for transactions on platforms before expected credit loss	27,656,690	27,895,379
Less expected credit loss (ECL)	(27,656,690)	(27,895,379)
Deposits made for transactions on platforms after expected credit loss	–	–

(1) As per agreements signed with third parties, subsidiaries of the Company have provided deposits to facilitate capital support from a financial institution in mainland China.

The financial institution provides financing solutions to the Company's customers to fund transactions on the GoldRiver platform and operational expenses related to the expansion and set-up of their supply chain network.

All depending on the nature of the transaction, as collateral and in the event of default, the Company obtains a contractual right to claim 10% to 20% of the majority of the merchandise transacted on the platform or a guarantee on the pool of accounts receivable balances from downstream corporate operators and distributors that are related to business transactions on the GoldRiver platform.

The deposits made for transactions on platforms are provided as security and collateral to the financial institution that provides financing solutions to the Company's customers.

The Company classifies the deposits made for transaction on platforms as long term when it expects to recover the deposits twelve months after the reporting period.

Deposits made for transactions on platforms' amounts are presented on the condensed interim consolidated statements of financial position net of the allowance for expected credit loss. When measuring the expected credit losses, other debtors, advances to companies, accounts receivable, subscriptions receivable of convertible debentures, subscriptions receivable from non-controlling interests, promissory notes, prepayment to third party subcontractors, and deposits made for transactions on platforms are assessed individually due to the low number of accounts. The expected loss rates are based on the payment profile of debtors taking into consideration third party guarantees on payment and any reasonable expectation of recovery.

Debtors and deposits made for transactions on platforms are written off (i.e. de-recognized) when there is no reasonable expectation of recovery. Failure to make payments within 180 days from the invoice date and failure to engage with the Issuer on alternative payment arrangements, amongst other things, are considered as potential indicators of no reasonable expectation of recovery. During the nine-month period ended September 30, 2025, an expense of \$Nil (December 31, 2024 - an expense of \$21,894,046) was recorded as expected credit loss in the condensed interim consolidated statements of comprehensive profit and loss.

6 - OTHER CURRENT ASSETS

	2025 September 30	2024 December 31
Other current assets (1)	–	7,733,174
	–	7,733,174

(1) In 2023, the Company conducted a series of private placement financings of convertible debentures of which total proceeds of \$7,733,174, including \$2,500,000 from related parties (see Note 23), was initially reserved and allocated to the Company's Chinese operations and recorded under the caption "other current assets" as at December 31, 2024. Following an assessment of the capital needs of its Chinese operations, the Company eventually reallocated the entire \$7,733,174 to its Canadian operations, using \$1,090,491 of the amount in the second quarter of 2025 and the remaining balance of \$6,642,683 during the third quarter of 2025, bringing the balance of other current assets to \$0 as at September 30, 2025.

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7 - PROPERTY AND EQUIPMENT

	Right-of-Use Assets	IT & Office Equipment	Leasehold Improvement	Vehicles & Other Equipment	Total
Gross carrying amount					
Balance as at January 1, 2025	3,985,776	680,716	405,059	191,393	5,262,944
Disposals	(344,047)	(39,529)	–	(191,393)	(574,969)
Balance as at September 30, 2025	3,641,729	641,187	405,059	–	4,687,975
Accumulated amortization					
Balance as at January 1, 2025	2,451,506	343,500	66,978	181,382	3,043,366
Depreciation	165,978	75,732	28,705	(31,573)	238,842
Disposals	(265,806)	(30,578)	–	(149,889)	(446,273)
Exchange differences	5,860	(31,302)	–	80	(25,362)
Balance as at September 30, 2025	2,357,538	357,352	95,683	–	2,810,573
Net carrying amount as at September 30, 2025	1,284,191	283,835	309,376	–	1,877,402
Gross carrying amount					
Balance as at January 1, 2024	5,371,610	696,923	405,059	215,463	6,689,055
Disposals	(1,385,834)	(16,207)	–	(24,070)	(1,426,111)
Balance as at December 31, 2024	3,985,776	680,716	405,059	191,393	5,262,944
Accumulated amortization					
Balance as at January 1, 2024	2,703,747	256,500	28,705	190,779	3,179,731
Depreciation	355,991	96,025	38,273	624	490,913
Disposals	(556,102)	(8,072)	–	(9,986)	(574,160)
Exchange differences	(52,130)	(953)	–	(35)	(53,118)
Balance as at December 31, 2024	2,451,506	343,500	66,978	181,382	3,043,366
Net carrying amount as at December 31, 2024	1,534,270	337,216	338,081	10,011	2,219,578

During the nine-month period ended September 30, 2025, the Company disposed IT & Office Equipment and Vehicles & Other Equipment having a combined net book value of \$50,455 for a total net proceeds of \$46,389. Consequently, a loss on disposition of property and equipment of \$4,066 (September 30, 2024 - a gain of \$12,879) was recorded in the consolidated statement of comprehensive profit and loss.

During the nine-month period ended September 30, 2025, due to the loss of controllership of WECHAIN, the Company derecognised the Right-of-Use Assets having a combined net book value of \$78,240 which represented a non-cash transaction. In addition, the lease payment of the Company's subsidiary ASST was forgiven for an amount of \$72,540. Consequently, a gain on disposition of property and equipment of \$72,540 (September 30, 2024 - a loss of \$2,797) was recorded in the consolidated statement of comprehensive profit and loss.

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8 - INVESTMENTS

	2025 September 30	2024 December 31
Other equity investments (1)	977,500	985,500
	977,500	985,500

(1) The Company holds, through its ASFC subsidiary, a 5% equity interest in Wuxi Xincheng Venture Capital Partnership ("AVC"), a China-registered investment partnership. The fair market value of the equity investment is \$977,500 as at September 30, 2025 (December 31, 2024 - \$985,500).

The movement during the nine-month period ended September 30, 2025 and twelve-month period ended December 31, 2024, relating to the other equity investments, were as follows:

	2025 September 30	2024 December 31
Balance at the beginning of the year	985,500	1,183,005
Impairment (AXS)	-	(266,085)
Foreign exchange	(8,000)	68,580
Balance at the end of the period	977,500	985,500

9 - FINANCE LEASE RECEIVABLE

	2025 September 30	2024 December 31
Balance at the beginning of the year	92,464	-
Additions	-	100,980
Rental payments received	(25,884)	(8,516)
Balance at the end of the period	66,580	92,464
Current Portion	40,625	34,729
Non-current Portion	25,955	57,735

As a sublessor, the Company classifies its subleases as either operating or finance leases. In order to do so, the Company assesses whether it transfers substantially all the risks and rewards of ownership. Those assets that transfer substantially all the risks and rewards are classified as finance leases and the opposite as operating leases.

Since March 1, 2024, the Company changed its head office location from 119 Spadina Avenue, Suite 705, Toronto, ON to 82 Richmond St. E. Toronto, ON M5C 1P1. Consequently, the Company subleased its prior office space for the residual duration of the initial lease and entered into a new short-term lease. As part of the sublease, the Company recognized a finance lease receivable of \$100,980, derecognized the residual value of the right-of-use asset having a net book value of \$259,183 and recorded a loss on sublease of \$158,203 in the consolidated statement of comprehensive profit on loss for the year ending December 31, 2024.

The Company's undiscounted lease payment to be received as at September 30, 2025 were as follows:

As at September 30, 2025	Payments to be received by period			
	1 year	2 - 5 years	Beyond 5 years	Total
Lease payments to be received	43,055	26,391	-	69,446

As at December 31, 2024	Payments to be received by period			
	1 year	2 - 5 years	Beyond 5 years	Total
Lease payments to be received	38,555	59,807	-	98,362

The total unearned finance income up to the end of the sublease term is \$2,866 as at September 30, 2025 (\$7,073 - September 30, 2024).

The total other rental income collected from the subtenant relating to additional rent (operating expenses recovery) is recorded as revenues in the condensed interim consolidated statement of comprehensive profit and loss for the nine-month period ended September 30, 2025.

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10 – INTANGIBLE ASSETS

The carrying value of the intangible assets as at September 30, 2025 and December 31, 2024, were as follows:

	Loan Servicing Agreement	Gold River Platform	System Integration Platform (Formerly called Cubeler Interface)	Cubeler Platform	Other ERP Platforms	Heartbeat Platform	Tradenames	Total intangible assets
Gross carrying amount								
Balance as at January 1, 2025	1,430,000	19,508,201	2,708,222	24,924,238	6,877,035	10,254,843	5,287,000	70,989,539
Addition	–	–	–	–	(10,454)	–	–	(10,454)
Balance as at September 30, 2025	1,430,000	19,508,201	2,708,222	24,924,238	6,866,581	10,254,843	5,287,000	70,979,085
Accumulated amortization and impairment loss								
Balance as at January 1, 2025	858,000	19,508,201	2,708,222	24,924,238	5,458,888	10,254,843	5,284,668	68,997,060
Amortization	107,250	–	–	–	574,865	–	375	682,490
Exchange differences	–	–	–	–	25,568	–	–	25,568
Balance as at September 30, 2025	965,250	19,508,201	2,708,222	24,924,238	6,059,321	10,254,843	5,285,043	69,705,118
Net carrying amount as at September 30, 2025	464,750	–	–	–	807,260	–	1,957	1,273,967
Gross carrying amount								
Balance as at January 1, 2024	1,430,000	19,114,001	2,597,846	24,924,238	6,477,629	10,501,156	5,287,000	70,331,870
Addition	–	394,200	110,376	–	399,406	(246,313)	–	657,669
Balance as at December 31, 2024	1,430,000	19,508,201	2,708,222	24,924,238	6,877,035	10,254,843	5,287,000	70,989,539
Accumulated amortization and impairment loss								
Balance as at January 1, 2024	715,000	9,823,803	1,692,598	24,924,238	3,744,424	9,459,156	5,284,168	55,643,387
Amortization	143,000	4,263,145	499,715	–	1,614,927	463,706	500	6,984,993
Impairment loss on intangible	–	5,712,051	570,241	–	251,953	392,387	–	6,926,632
Exchange differences	–	(290,798)	(54,332)	–	(152,416)	(60,406)	–	(557,952)
Balance as at December 31, 2024	858,000	19,508,201	2,708,222	24,924,238	5,458,888	10,254,843	5,284,668	68,997,060
Net carrying amount as at December 31, 2024	572,000	–	–	–	1,418,147	–	2,332	1,992,479

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11 - ACCOUNTS PAYABLE, ADVANCES AND ACCRUED LIABILITIES

	2025 September 30	2024 December 31
Trade accounts payable and accruals	14,297,072	16,867,812
Advances received from a company owned by a Director, no interest (1)	962,438	720,983
Advances from third-party customers, no interest	46,269	45,707
Contract liabilities with third-party customers, no interest (2,3)	2,558,890	2,164,371
Interest payable on debentures (note 13)	525,773	209,383
Provision for legal settlement (4)	1,670,520	1,726,680
Advances from third-party	125,000	190,000
	20,185,962	21,924,936

(1) During the nine-month period ended September 30, 2025, a Company owned by a Director of the Company, made a series of short-term loans totally approximately \$247,104 to Asia Synergy Holding Inc. ("ASH"), a wholly owned subsidiary of the Company. The balance of the net advances received from a Company owned by a Director at no interest as at September 30, 2025 is \$962,438 (December 31, 2024 - \$720,983). A foreign exchange gain of \$5,649 was recognized.

(2) Advance from downstream corporate clients for supply chain bundle service fee.

(3) The table below summarizes the significant changes in contract liabilities with third-party customers.

	2025 September 30	2024 December 31
Balance at the beginning of the year	2,164,371	2,019,404
Increase in contract liabilities during the period	1,061,776	131,419
Revenue recognized for balances included in Contract liabilities Balance at the beginning of the year	-	(87,175)
Revenue recognized for balances included in Contract liabilities Balance in previous years	(12,959)	(15,083)
Revenue recognized for Contract liabilities originated during the period	(615,235)	(1,422)
Other	(21,806)	-
Exchange differences	(17,258)	117,228
Balance at the end of the period	2,558,890	2,164,371

(4) On April 8th, 2024, an agreement was signed to settle a class action lawsuit that was brought against Tenet and two of its executives on November 19, 2021 in the United States District Court for the Eastern District of New York. Despite the fact that the settlement does not include any admission of liability or wrongdoing on the part of the Company or any defendant, the parties have agreed to a settlement of approximately \$1,632,000 (\$1,200,000 USD) payable in five instalments between April 30, 2024, and December 31, 2024. Consequently, a loss on legal settlement totalling \$1,632,000 was initially recorded in the condensed statements of comprehensive profit and loss for the year ended December 31, 2023 and a provision for legal settlement for the same amount was booked, in accounts payable, advances and accrued liabilities within the consolidated statements of financial position as at December 31, 2023. The balance recorded in accounts payable, advances and accrued liabilities is revalued into Canadian dollars at the foreign exchange rate as at the end of each reporting period with the resulting difference recorded as a foreign exchange expense within the condensed interim consolidated statement of comprehensive profit and loss. During the nine-month period ended September 30, 2025, the Company recorded a foreign exchange gain of \$56,160 related to this revaluation. As a result, the balance recorded in accounts payable, advances and accrued liabilities as at September 30, 2025 is \$1,670,520.

12 - LEASE LIABILITIES

	2025 September 30	2024 December 31
Balance at the beginning of the year	1,895,774	2,787,836
Adjustment	-	(591,303)
Accretion interest	154,616	264,794
Lease payments	(418,871)	(546,425)
Effect of exchange rate change on obligation	(37,459)	(19,128)
Balance at the end of the period	1,594,060	1,895,774
Current Portion	139,022	203,426
Non-current Portion	1,455,038	1,692,348

The Company's obligations regarding lease payments as at September 30, 2025, and December 31, 2024, were as follows:

As at September 30, 2025	Payments due by period			
	1 year	2 - 5 years	Beyond 5 years	Total
Lease payments	499,623	1,595,715	1,109,327	3,204,665

As at December 31, 2024	Payments due by period			
	1 year	2 - 5 years	Beyond 5 years	Total
Lease payments	579,484	1,682,142	1,392,635	3,654,261

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13 - DEBENTURES

The carrying value of the debentures as at September 30, 2025 and 2024, was as follows:

	2025 September 30	2024 December 31
Debenture issuance of December 23, 2022 (note 13.1)	450,000	450,000
Debenture issuance of January 31, 2023 (note 13.2)	50,000	214,737
Debenture issuance of August 1, 2023 (note 13.3)	2,230,014	2,001,270
Debenture issuance of August 18, 2023 (note 13.4)	324,028	2,039,815
Debenture issuance of September 8, 2023 (note 13.5)	604,586	544,405
Debenture issuance of February 2, 2024 (note 13.6)	740,807	863,944
Debenture issuance of February 27, 2024 (note 13.7)	375,637	326,979
Debenture issuance of April 16, 2024 (note 13.8)	605,797	535,325
Debentures	5,380,869	6,976,475
Debentures, short-term	3,658,629	664,737
Debentures, long-term	1,722,240	6,311,738
	5,380,869	6,976,475

As at September 30, 2025, \$525,773 of interest payable on debentures is recorded in accounts payable, advances and accrued liabilities (December 31, 2024 - \$209,383).

Total issuance costs recorded in the condensed interim consolidated statements of changes in equity related to convertible debentures issued during the nine-month periods ended September 30, 2025 and 2024 were respectively \$Nil and \$208,717.

13.1 Debenture issuance of December 23, 2022

On December 23, 2022, the Company issued 308 units of convertible debentures for gross contractual proceeds of \$3,080,000 (net proceeds of \$2,864,400 after related expenses). Each unit sold comprised of \$10,000 face value debentures, maturing on December 23, 2024, bearing interest at a nominal rate of 10% payable monthly, plus 10,000 purchase warrants, for a total of 3,080,000 purchase warrants, exercisable into Company common shares at \$2.00 per share for a period of 24 months from the date of issuance.

The debentures, at issuance, allowed their subscribers to convert them into common shares of the Company at any time prior to maturity, subject to certain terms and conditions, at \$1.00 per common share.

On April 19, 2023, the Company amended the conversion terms of the convertible debentures to allow the holders thereof to convert the face value of the Debentures into Debentures Shares at the price to be determined under the next transaction or series of directly related transactions in the course of which the Corporation issues and sells common shares or units for aggregate net proceeds of not less than \$5,000,000, the whole in accordance with the terms and conditions set forth in an amending agreement with each of the Holders. As such, subsequently to the debenture issuance of August 18, 2023 (refer to note 13.4), the debentures are convertible at a price of \$0.25 per common share.

On December 23, 2024, convertible debentures with nominal value of \$680,000 were expired. \$230,000 of that amount was repaid from the proceeds of the private placement closed on November 29, 2024, resulting in a remaining balance of \$450,000 as at December 31, 2024. The Company is in the process of negotiating an extension with the holders. Interest expense has been accrued in accordance with the original terms of the convertible debentures for the nine-month period ended September 30, 2025.

The movement during the nine-month period ended September 30, 2025 and twelve-month period ended December 31, 2024, relating to those debentures, was as follows:

	2025 September 30	2024 December 31
Balance at the beginning of the year	450,000	563,388
Maturity repayment	-	(230,000)
Interest and accretion of debentures	-	94,939
Amortization of financing issuance costs	-	21,673
Balance at the end of the period	450,000	450,000

As at September 30, 2025, \$9,437 of interest payable on debenture is recorded in accounts payable, advances and accrued liabilities (December 31, 2024 - \$21,834).

13.2 Debenture issuance of January 31, 2023

On January 31, 2023, the Company issued 351 units of convertible debentures for gross contractual proceeds of \$3,510,000 (net proceeds of \$3,280,350 after related expenses). Each unit sold comprised of \$10,000 face value debentures, maturing on January 31, 2025, bearing interest at a nominal rate of 10% payable monthly, plus 10,000 purchase warrants, for a total of 3,510,000 purchase warrants, exercisable into Company common shares at \$2.00 per share for a period of 24 months from the date of issuance.

The debentures, at issuance, allowed their subscribers to convert them into common shares of the Company at any time prior to maturity, subject to certain terms and conditions, at \$1.00 per common share.

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13 - DEBENTURES (CONTINUED)

On April 19, 2023, the Company amended the conversion terms of the convertible debentures to allow the holders thereof to convert the face value of the Debentures into Debentures Shares at the price to be determined under the next transaction or series of directly related transactions in the course of which the Corporation issues and sells common shares or units for aggregate net proceeds of not less than \$5,000,000, the whole in accordance with the terms and conditions set forth in an amending agreement with each of the Holders. As such, subsequently to the debenture issuance of August 18, 2023 (refer to note 13.4), the debentures are convertible at a price of \$0.25 per common share.

On December 19, 2024, convertible debentures having a nominal value of \$250,000 were converted into common shares of the Company. At the date of conversion, these debentures had an amortized cost totalling \$238,104. The Company issued 3,366,667 common shares to the debenture holders and recorded \$238,104 in share capital.

On January 3, 2025, \$50,000 of convertible debentures were converted into common shares of the Company. At the date of conversion, these debentures has an amortized cost totalling \$48,804. The Company issued 500,000 common shares to the debenture holders and recorded \$48,804 in share capital.

On January 31, 2025, convertible debentures with nominal value of \$170,000 were expired. \$30,000 out of the remaining value was repaid from the proceeds of the private placement closed on November 29, 2024 and a total of \$90,000 was repaid during the three-month period ended September 30, 2025, resulting in the remaining value of \$50,000 as at September 30, 2025. The Company is in the process of negotiating an extension with the holders. Interest expense has been accrued in accordance with the original terms of the convertible debentures for the nine-month period ended September 30, 2025.

The movement during the nine-month period ended September 30, 2025 and twelve-month period ended December 31, 2024, relating to those debentures, was as follows:

	2025 September 30	2024 December 31
Balance at the beginning of the year	214,737	363,344
Maturity repayment	(120,000)	-
Balance at inception or beginning of the year	94,737	363,344
Conversion of debentures	(48,804)	(238,104)
Interest and accretion of debentures	3,601	74,642
Amortization of financing issuance costs	466	14,855
Balance at the end of the period	50,000	214,737

As at September 30, 2025, \$2,802 of interest payable on debenture is recorded in accounts payable, advances and accrued liabilities (December 31, 2024 - \$18,043).

13.3 Debenture issuance of August 1, 2023

On August 1, 2023, the Company issued 2,598 units of convertible debentures (including 2,000 units to Insiders) for gross contractual proceeds of \$2,598,000 (net proceeds of \$2,575,500 after related expenses). Each unit sold comprised of \$1,000 face value debentures, maturing on August 1, 2026, bearing interest at a nominal rate of 10% payable monthly, plus 4,000 purchase warrants, for a total of 10,392,000 purchase warrants, exercisable into Company common shares at \$0.50 per share for a period of 24 months from the date of issuance.

The debentures, at issuance, allowed their subscribers to convert them into common shares of the Company at any time prior to maturity, subject to certain terms and conditions, at \$0.25 per common share.

The movement during the nine-month period ended September 30, 2025 and twelve-month period ended December 31, 2024, relating to those debentures, was as follows:

	2025 September 30	2024 December 31
Balance at the beginning of the year	2,001,270	1,757,317
Balance at inception or beginning of the year	2,001,270	1,757,317
Interest and accretion of debentures	224,269	237,987
Amortization of financing issuance costs	4,475	5,966
Balance at the end of the period	2,230,014	2,001,270

As at September 30, 2025, \$190,360 of interest payable on debenture is recorded in accounts payable, advances and accrued liabilities (December 31, 2025 - \$24,250).

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13 - DEBENTURES (CONTINUED)**13.4 Debenture issuance of August 18, 2023**

On August 18, 2023, the Company issued 7,625 units of convertible debentures for gross contractual proceeds of \$7,625,000 (net proceeds of \$7,625,000 after related expenses). Each unit sold comprised of \$1,000 face value debentures, maturing on August 18, 2026, bearing interest at a nominal rate of 10% payable monthly, for a total of 30,500,000 purchase warrants, exercisable into Company common shares at \$0.50 per share for a period of 24 months from the date of issuance.

The debentures, at issuance, allowed their subscribers to convert them into common shares of the Company at any time prior to maturity, subject to certain terms and conditions, at \$0.25 per common share.

During the beginning of the month of January 2024, convertible debentures having a nominal value of \$5,000,000 were converted into common shares of the Company. At the date of conversion, these debentures had an amortized cost totalling \$3,423,738. The Company issued 20,000,000 common shares to the debenture holders and recorded \$3,860,618 in share capital which included the reclassification of the equity component of convertible debentures initially recorded at inception totalling \$436,880.

During the month of January 2024, the holders of these above mentioned convertible debentures waived their right to receive the interest amounting \$192,876 due to them by the Company up until the conversion dates that occurred between January 5 and 8, 2024. In addition, on December 31, 2024, the other holder waived the right to receive the interest amounting \$315,323 due to them by the Company up until that day. In total, \$508,199 of interests were relinquished and were recorded as a credit in finance costs with an equivalent amount that was reversed by the Company from accounts payable, advances and accrued liabilities as at December 31, 2024.

During the first quarter of 2025, convertible debentures having a nominal value of \$2,250,000 were converted into common shares of the Company. At the date of conversion, these debentures had an amortized cost totalling \$1,757,257. The Company issued 9,000,000 common shares to the debenture holders and recorded \$1,953,853 in share capital which included the reclassification of the equity component of convertible debentures initially recorded at inception totalling \$196,596.

The movement during the nine-month period ended September 30, 2025 and twelve-month period ended December 31, 2024, relating to those debentures, was as follows:

	2025 September 30	2024 December 31
Balance at the beginning of the year	2,039,815	5,221,201
Balance at inception or beginning of the year	2,039,815	5,221,201
Conversion of debentures	(1,757,257)	(3,423,738)
Interest and accretion of debentures	41,470	242,352
Balance at the end of the period	324,028	2,039,815

As at September 30, 2025, \$14,427 of interest payable on debentures is recorded in accounts payable, advances and accrued liabilities (December 31, 2024 - \$16,250).

13.5 Debenture issuance of September 8, 2023

On September 8, 2023, the Company issued 710 units of convertible debentures to Insiders for gross contractual proceeds of \$710,000 (net proceeds of \$710,000 after related expenses). Each unit sold comprised of \$1,000 face value debentures, maturing on September 8, 2026, bearing interest at a nominal rate of 10% payable monthly, for a total of 2,840,000 purchase warrants, exercisable into Company common shares at \$0.50 per share for a period of 24 months from the date of issuance.

The debentures, at issuance, allowed their subscribers to convert them into common shares of the Company at any time prior to maturity, subject to certain terms and conditions, at \$0.25 per common share.

The movement during the nine-month period ended September 30, 2025 and twelve-month period ended December 31, 2024, relating to those debentures, was as follows:

	2025 September 30	2024 December 31
Balance at the beginning of the year	544,405	–
Addition	–	480,543
Balance at inception or beginning of the year	544,405	480,543
Interest and accretion of debentures	60,181	63,862
Balance at the end of the period	604,586	544,405

As at September 30, 2025, \$144,910 of interest payable on debentures is recorded in accounts payable, advances and accrued liabilities (December 31, 2024 - \$500).

13.6 Debenture issuance of February 2, 2024

On February 2, 2024, the Company issued 1,610 units of convertible debentures for gross contractual proceeds of \$1,610,000 (net proceeds of \$1,373,335 after related expenses). Each unit sold comprised of \$1,000 face value debentures, maturing on February 2, 2027, bearing interest at a nominal rate of 10% payable monthly, plus 6,666 purchase warrants, for a total of 10,732,260 purchase warrants, exercisable into Company common shares at \$0.25 per share for a period of 24 months from the date of issuance.

Out of the total funds raised from the convertible debenture units issued on February 2nd, 2024, \$150,000 worth of units were used to repay the secured corporate bonds (note 14). In addition, \$1,110,000 worth of units were used to repay some of the promissory notes holders (note 16).

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13 - DEBENTURES (CONTINUED)

The debentures, at issuance, allowed their subscribers to convert them into common shares of the Company at any time prior to maturity, subject to certain terms and conditions, at \$0.15 per common share.

The units contain a "forced warrant conversion" feature under which the debenture will automatically be surrendered and converted into common shares of the Company should the shares of the Company trade at \$2.50 or more for three consecutive trading days.

Tenet also granted 112.7 non-transferable broker warrants (the "CD Broker Warrants"), being such number of CD Broker Warrants as is equal to 7.0% of the number of CD Units sold pursuant to the offerings (1,610 units). Each CD Broker Warrant is exercisable to purchase one CD Unit at an exercise price of \$1,000 for a period of two years from the date of its issuance.

The Company used the residual value method to allocate the principal amount of the debentures between the liability, the equity component of the debentures and the warrants. Under this method, an amount of \$102,505 and \$497,123 related to the conversion feature and the warrants issued were recorded in condensed interim consolidated statements of changes in equity as at the date of issuance. The fair value of the liability component of \$823,488 was computed as the present value of future principal and interest, discounted at a rate of 32%, net of the prorated share of transaction costs.

On October 24, 2024, convertible debentures having a nominal value of \$125,000 were converted into common shares of the Company. At the date of conversion, these debentures had an amortized cost totalling \$73,843. The Company issued 833,333 common shares to the debenture holders and recorded \$81,802 in share capital which included the reclassification of the equity component of convertible debentures initially recorded at inception totalling \$7,959.

On November 4, 2024, convertible debentures having a nominal value of \$100,000 were converted into common shares of the Company. At the date of conversion, these debentures had an amortized cost totalling \$60,158. The Company issued 666,667 common shares to the debenture holders and recorded \$66,525 in share capital which included the reclassification of the equity component of convertible debentures initially recorded at inception totalling \$6,367.

During the first quarter of 2025, convertible debentures having a nominal value of \$375,000 were converted into common shares of the Company. At the date of conversion, these debentures had an amortized cost totalling \$236,765. The Company issued 2,500,000 common shares to the debenture holders and recorded \$260,640 in share capital which included the reclassification of the equity component of convertible debentures initially recorded at inception totalling \$23,875.

The movement during the nine-month period ended September 30, 2025 and twelve-month period ended December 31, 2024, relating to those debentures, was as follows:

	2025 September 30	2024 December 31
Balance at the beginning of the year	863,944	–
Addition	–	1,610,000
Issuance costs allocated to the debenture component	–	(186,884)
Conversion component of convertible debenture	–	(102,505)
Contributed surplus for the warrants	–	(497,123)
Balance at inception or beginning of the year	863,944	823,488
Conversion of debentures	(236,765)	(134,001)
Interest and accretion of debentures	83,512	119,388
Amortization of financing issuance costs	30,116	55,070
Balance at the end of the period	740,807	863,944

As at September 30, 2025, \$61,130 of interest payable on debenture is recorded in accounts payable, advances and accrued liabilities (December 31, 2024 – \$80,787).

The fair value of the 112.7 non-transferable broker unit warrants was calculated at \$61,129 and was recorded as issuance costs prorated between the equity and liability components of the convertible debentures. The equivalent opposite amount was recorded in contributed surplus within the condensed interim consolidated statements of changes in equity. The fair value was calculated using the Black & Scholes option pricing model with the following assumptions:

Share price at the date of grant	\$0.125
Expected life	2 years
Risk-free interest rate	4.06%
Expected volatility	132.67%
Dividend	0%
Exercise price at the date of grant (1)	\$0.15 and \$0.25

- (1) Although the exercise price of the non-transferable broker unit warrants are at a nominal value of \$1,000, the fair market value of the broker unit warrants was determined based on the underlying embedded conversion options and warrants of the convertible debentures units having a conversion/exercise price of \$0.15 and \$0.25 respectively. The fair market value of the liability component of the broker unit warrants was deemed as \$Nil because the 10% nominal interest rate of the debentures (exclusively without the conversion options and warrants) is below fair market value.

The volatility was determined by using the Company's own historical volatility over a period corresponding to expected life of the conversion options and warrants.

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13 - DEBENTURES (CONTINUED)**13.7 Debenture issuance between February 21 and 26, 2024**

Between February 21 and 26, 2024, the Company issued a combined 1,000 units of convertible debentures for gross contractual proceeds of \$1,000,000 (net proceeds of \$924,400 after related expenses). Each unit sold comprised of \$1,000 face value debentures, maturing between February 21 and 26, 2027, bearing interest at a nominal rate of 10% payable monthly, plus 6,666 purchase warrants, for a total of 6,666,000 purchase warrants, exercisable into Company common shares at \$0.25 per share for a period of 24 months from the date of issuance.

Out of the total funds raised from the convertible debenture units issued, \$345,000 worth of units were used to repay for consulting services rendered by an investor to the Company between October 1, 2023 and January 31, 2024.

The debentures, at issuance, allowed their subscribers to convert them into common shares of the Company at any time prior to maturity, subject to certain terms and conditions, at \$0.15 per common share.

The units contain a "forced warrant conversion" feature under which the debenture will automatically be surrendered and converted into common shares of the Company should the shares of the Company trade at \$2.50 or more for three consecutive trading days.

Tenet also granted 70 non-transferable broker warrants (the "CD Broker Warrants"), being such number of CD Broker Warrants as is equal to 7.0% of the number of CD Units sold pursuant to the offerings (1,000 units). Each CD Broker Warrant is exercisable to purchase one CD Unit at an exercise price of \$1,000 for a period of two years from the date of its issuance.

The Company used the residual value method to allocate the principal amount of the debentures between the liability, the equity component of the debentures and the warrants. Under this method, an amount of \$63,329 and \$301,143 related to the conversion feature and the warrants issued were recorded in condensed interim consolidated statements of changes in equity. The fair value of the liability component of \$568,768 was computed as the present value of future principal and interest, discounted at a rate of 32%, net of the prorated share of transaction costs.

On June 27, 2024, convertible debentures having a nominal value of \$505,000 were converted into common shares of the Company. At the date of conversion, these debentures had an amortized cost totalling \$300,408. The Company issued 3,366,667 common shares to the debenture holders and recorded \$332,389 in share capital which included the reclassification of the equity component of convertible debentures initially recorded at inception totalling \$31,981.

In addition, during the month of December 2024, the holders of these above mentioned convertible debentures waived their right to receive the interest due to them by the Company up until the conversion dates that occurred on June 27, 2024. In total, \$17,774 of interests were relinquished and were recorded as a credit in finance costs with an equivalent amount that was reversed by the Company from accounts payable, advances and accrued liabilities as at December 31, 2024.

The movement during the nine-month period ended September 30, 2025 and twelve-month period ended December 31, 2024, relating to those debentures, was as follows:

	2025 September 30	2024 December 31
Balance at the beginning of the year	326,979	-
Addition	-	1,000,000
Issuance costs allocated to the debenture component	-	(66,760)
Conversion component of convertible debenture	-	(63,329)
Contributed surplus for the warrants	-	(301,143)
Balance at inception or beginning of the year	326,979	568,768
Conversion of debentures	-	(300,408)
Interest and accretion of debentures	40,396	46,438
Amortization of financing issuance costs	8,262	12,181
Balance at the end of the period	375,637	326,979

As at September 30, 2025, \$21,656 of interest payable on debenture is recorded in accounts payable, advances and accrued liabilities (December 31, 2024 - \$24,750).

The fair value of the 70 non-transferable broker unit warrants was calculated at \$35,047 and was recorded as issuance costs prorated between the equity and liability components of the convertible debentures. The equivalent opposite amount was recorded in contributed surplus within the condensed interim consolidated statements of changes in equity. The fair value was calculated using the Black & Scholes option pricing model with the following assumptions:

Share price at the date of grant (February 21 and 26, 2024)	\$0.13 & \$0.12
Expected life	2 years
Risk-free interest rate	4.23%
Expected volatility	129.45%
Dividend	0%
Exercise price at the date of grant (1)	\$0.15 and \$0.25

- (1) Although the exercise price of the non-transferable broker unit warrants are at a nominal value of \$1,000, the fair market value of the broker unit warrants was determined based on the underlying embedded conversion options and warrants of the convertible debentures units having a conversion/exercise price of \$0.15 and \$0.25 respectively. The fair market value of the liability component of the broker unit warrants was deemed as \$Nil because the 10% nominal interest rate of the debentures (exclusively without the conversion options and warrants) is below fair market value.

The volatility was determined by using the Company's own historical volatility over a period corresponding to expected life of the conversion options and warrants.

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13 - DEBENTURES (CONTINUED)**13.8 Debenture issuance of April 16, 2024**

On April 16, 2024, the Company issued 2,015 units of convertible debentures for gross contractual proceeds of \$2,015,000 (net proceeds of \$1,897,700 after related expenses). Each unit sold comprised of \$1,000 face value debentures, maturing on April 16, 2027, bearing interest at a nominal rate of 10% payable monthly, plus 6,666 purchase warrants, for a total of 12,165,640 purchase warrants, exercisable into Company common shares at \$0.25 per share for a period of 24 months from the date of issuance. The financing includes 475 convertible debenture units sold to an Officer and Director of the Company with the same terms as the other subscribers except that each CD Unit sold to the officer of Tenet comes with only 4,000 Common Share purchase warrants (the "Insider Warrants") exercisable to acquire one Common Share at an exercise price of \$0.50 instead of \$0.25. In addition, the conversion price of the convertible debentures is at \$0.25 instead of \$0.15.

Out of the total funds raised from the convertible debenture units issued on April 16, 2024, \$20,000 worth of units were used to repay a bond holder balance (refer to note 14). In addition, \$475,000 worth of units were used to repay advances previously received from a company owned by an Officer and Director of the Company (refer to note 11).

The debentures, at issuance, allowed their subscribers to convert them into common shares of the Company at any time prior to maturity, subject to certain terms and conditions, at \$0.15 per common share.

The units contain a "forced warrant conversion" feature under which the debenture will automatically be surrendered and converted into common shares of the Company should the shares of the Company trade at \$2.50 or more for three consecutive trading days.

Tenet also granted 117.3 non-transferable broker warrants (the "CD Broker Warrants"), being such number of CD Broker Warrants as is equal to 7.0% of the number of CD Units sold pursuant to the offerings (at the exception for the CD units sold to insiders which were subject to a reduced commission of 2%). Each CD Broker Warrant is exercisable to purchase one CD Unit at an exercise price of \$1,000 for a period of two years from the date of its issuance.

The Company used the residual value method to allocate the principal amount of the debentures between the liability, the equity component of the debentures and the warrants. Under this method, an amount of \$161,743 and \$598,239 related to the conversion feature and the warrants issued were recorded in condensed interim consolidated statements of changes in equity as at the date of issuance. The fair value of the liability component of \$1,255,018 was computed as the present value of future principal and interest, discounted at a rate of 32%, net of the prorated share of transaction costs.

On August 19, 2024, convertible debentures having a nominal value of \$425,000 were converted into common shares of the Company. At the date of conversion, these debentures had an amortized cost totalling \$251,193. The Company issued 2,833,333 common shares to the debenture holders and recorded \$280,594 in share capital which included the reclassification of the equity component of convertible debentures initially recorded at inception totalling \$29,401.

On October 15, 2024, convertible debentures having a nominal value of \$780,000 were converted into common shares of the Company. At the date of conversion, these debentures had an amortized cost totalling \$474,897. The Company issued 5,200,000 common shares to the debenture holders and recorded \$528,858 in share capital which included the reclassification of the equity component of convertible debentures initially recorded at inception totalling \$53,961.

In addition, during the month of December 2024, the holders of these above mentioned convertible debentures waived their right to receive the interest due to them by the Company up until the conversion dates that occurred on August 19, 2024 and October 15, 2024 respectively. In total, \$53,392 of interests were relinquished and were recorded as a credit in finance costs (note 22.4) with an equivalent amount that was reversed by the Company from accounts payable, advances and accrued liabilities (refer to note 11) as at December 31, 2024.

The movement during the nine-month period ended September 30, 2025 and twelve-month period ended December 31, 2024, relating to those debentures, was as follows:

	2025 September 30	2024 December 31
Balance at the beginning of the year	535,325	–
Addition	–	2,015,000
Issuance costs allocated to the debenture component	–	(97,549)
Conversion component of convertible debenture	–	(161,743)
Contributed surplus for the warrants	–	(598,239)
Balance at inception or beginning of the year	535,325	1,157,469
Conversion of debentures	–	(726,090)
Interest and accretion of debentures	63,595	88,123
Amortization of financing issuance costs	6,877	15,823
Balance at the end of the period	605,797	535,325

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13 - DEBENTURES (CONTINUED)

As at September 30, 2025, \$81,051 of interest payable on debenture is recorded in accounts payable, advances and accrued liabilities (December 31, 2024 - \$22,969).

The fair value of the 117.3 non-transferable broker unit warrants was calculated at \$39,768 and was recorded as issuance costs prorated between the equity and liability components of the convertible debentures. The equivalent opposite amount was recorded in contributed surplus within the condensed interim consolidated statements of changes in equity. The fair value was calculated using the Black & Scholes option pricing model with the following assumptions:

Share price at the date of grant	\$0.09
Expected life	2 years
Risk-free interest rate	4.21%
Expected volatility	129.74%
Dividend	0%
Exercise price at the date of grant (1)	\$0.15 and \$0.25

- (1) Although the exercise price of the non-transferable broker unit warrants are at a nominal value of \$1,000, the fair market value of the broker unit warrants was determined based on the underlying embedded conversion options and warrants of the convertible debentures units having a conversion/exercise price of \$0.15 and \$0.25 respectively. The fair market value of the liability component of the broker unit warrants was deemed as \$Nil because the 10% nominal interest rate of the debentures (exclusively without the conversion options and warrants) is below fair market value.

The volatility was determined by using the Company's own historical volatility over a period corresponding to expected life of the conversion options and warrants.

14 - BONDS

On May 29, 2020, the Company issued 400 units of secured corporate bonds at \$1,000 per unit. Each unit sold was comprised of a \$1,000 face value bond, redeemable on June 10, 2023, bearing interest at a nominal rate of 10% payable monthly, plus 20 purchase warrants exercisable into Company common share at \$2.00 per share for a period of 36 months from the date of issuance.

The Bonds are redeemable after 36 months from the date of issuance (the "Initial Maturity Date"). Each holder has a right (the "Initial Extension Right") at the end of the Initial Maturity Date to extend the Bond for another 12 months (the "Initial Extension Period") by giving written notice to that effect to the Company no later than sixty (60) days prior to the Initial Maturity Date. Any holder that has elected to exercise its Initial Extension Right will also have a further right at the end of the Initial Extension Period to extend its Bond for another 12 months (the "Second Extension Period") under the same notice conditions as stated in the Initial Extension.

If a holder elects to extend its Bonds, the Company may redeem such holder's Bonds at any time on payment of a 5% premium to redeem the Bonds ("Penalty").

Bonds are secured by a pledge on the aggregate assets of the Company, maturing on May 29, 2023. The Company used the residual value method to allocate the principal amount of the bond between the liability and the contributed surplus. Under this method, an amount of \$64,896 (net of transaction costs) related to the warrants issued was applied to the contributed surplus as at the date of issuance. The fair value of the liability component was \$227,569 computed as the present value of future principal and interest payments discounted at a rate of 22%.

As the bonds have expired, the Company is in the process of negotiating an extension with the bondholders. While the Company expects to be able to extend the maturity date of these bonds, there can be no assurances that it will be able to do so. Following discussions with bondholders during the quarter, the Company successfully negotiated a monthly repayment schedule with certain bondholders to ensure full repayment by the end of 2025. Interest expense has been accrued in accordance with the original terms of the bonds for the nine-month period ended September 30, 2025.

The movement during the nine-month period ended September 30, 2025 and twelve-month period ended December 31, 2024, relating to these bonds, were as follows:

	2025 September 30	2024 December 31
Balance at the beginning of the year	230,000	400,000
Payment	(86,250)	(170,000)
Balance at the end of the period	143,750	230,000

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15 - CEBA LOAN (Canada Emergency Business Account)

On April 20, 2020, the Company applied for and received \$40,000 under the Canada Emergency Business Account (CEBA). Further, on September 1, 2021, through its acquisition of Cubeler, the Company acquired an additional CEBA loan totaling \$60,000. Under this program providing interest-free loans, repaying the balance of the loan on or before January 18, 2024, will result in loan forgiveness of approximately 30% (\$30,000), which was the intention of the Company. Subsequent to year-end 2021, the Government of Canada announced that the deadline to repay loans under the Canada Emergency Business Account program would be extended by one year (that is from December 31, 2022 to December 31, 2023). As at January 1, 2024, the loan balance bear interest at 5% and will be repayable on maturity on December 31, 2025. On January 17, 2024, the company repaid \$66,800 of its CEBA loan which resulted in a loan forgiveness of \$20,000. The balance outstanding of the CEBA loan as at September 30, 2025 was \$13,200.

16 - PROMISSORY NOTES PAYABLE

During the nine-month period ended September 30, 2025, the Company entered into short term promissory note agreement with certain investor for a total amount of \$50,000, with an annual interest rate of 10% and maturing on January 31, 2025. During the same period, a cumulative amount of \$1,238,500 was repaid from the proceeds of the private placement closed on March 13, 2025. The balance outstanding of the promissory notes as at September 30, 2025 was \$Nil (December 31, 2024 - \$1,188,500).

17 - LOAN PAYABLE

During the fourth quarter of 2024, the Company entered into a loan agreement with an insurance provider (Directors and Officers insurance) at an effective annual interest rate of 8.10% payable in ten instalments and maturing in October 1, 2025. The balance outstanding of the loan as at September 30, 2025 was \$182,667,464 (December 31, 2024 - \$470,654).

18 - CREDIT FACILITY

On July 22, 2024, the Company announced that it has secured a credit facility of up to \$5,000,000, allowing the Company drawdown up to \$5,000,000 over a twelve-month period by sending drawdown notices to a lender. No drawdown notice can exceed \$500,000 and there must be at least five business days between each drawdown notice. The Company will pay interest at an annual rate of 10% on any amount drawn from the Credit Facility and will have up to twenty-four months from the date of the drawdown notice to repay the amount advanced by a lender. The Credit Facility is guaranteed by assets pledged by a collection of the Company shareholders in a separate collateral agreement between a lender and the shareholders. As at December 31, 2024, the Company has received drawdown for a total of \$600,000.

During the nine-month period ended September 30, 2025, a total of \$295,426 was repaid on the outstanding credit facility. The balance outstanding of the credit facility as at September 30, 2025 was \$Nil (December 31, 2024 - \$295,426).

19 - SHAREHOLDERS' EQUITY**19.1 Authorized share capital**

The share capital of the Company consists of an unlimited authorized number of common shares without par value.

19.2 Description of the shareholders' equity operations during the nine-month periods ended September 30, 2025

- a) During the first quarter of 2025, the Company issued a total of 2,090,968 shares as payment to consultants and services providers for a total of \$149,300 worth of debt.
- b) During the first quarter of 2025 and as mentioned in note 13.2, 13.4 and 13.6, convertible debentures having a nominal value of \$2,675,000 and an amortized costs of \$2,042,826 were converted into 12,000,000 common shares. The Company recorded a total of \$2,263,297 in share capital which represents the amortized cost of the debentures and the fair value of the related conversion option initially recorded at inception totalling \$220,471.
- c) On March 13, 2025, the Company issued 72,983,340 units of shares and warrants for gross contractual proceeds of \$3,649,167 (net proceeds of \$3,381,667 after related expenses). Each unit sold comprised of one common share and one common share purchase warrant exercisable into Company common shares at \$0.15 per share for a period of 24 months from the date of issuance. Consequently, \$1,277,464 and \$2,371,703 were credited to contributed surplus and capital stock respectively. The fair value of the 1,600,000 finder's warrants was calculated at \$34,472 and recorded as issuance of broker compensation warrants in the condensed interim consolidated statements of changes in equity as at the date of issuance. Out of the total funds raised from the shares and warrants units issued on March 13, 2025, \$1,238,500 worth of proceeds were used to repay a promissory note payable (refer to note 16), and \$250,426 worth of proceeds were used to repay a credit facility (refer to note 18).

19.3 Description of the shareholders' equity operations during the nine-month periods ended September 30, 2024

- a) On January 3, 2024, the Company issued 269,814 common shares to the business managers of the Company's subsidiary Steelchain, in accordance with the amended assets purchase and performance agreement of the Steelchain acquisition effective from October 1, 2022. The payment in shares was for the performance based compensation up to December 31, 2023 totalling \$539,628 which was settled in common shares at the minimum price of \$2 per share.
- b) During the period ended September 30, 2024 and as mentioned in note 13.4, 13.7 and 13.8, convertible debentures having a nominal value of \$5,930,000 and an amortized costs of \$3,975,339 were converted into 26,200,000 common shares. The Company recorded a total of \$4,473,601 in share capital which represents the amortized cost of the debentures and the fair value of the related conversion option initially recorded at inception totalling \$498,262.

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19 - SHAREHOLDERS' EQUITY (CONTINUED)

- c) On September 4, 2024, the Company issued 39,075,000 units of shares and warrants for gross contractual proceeds of \$3,907,500 (net proceeds of \$3,668,500 after related expenses). Each unit sold comprised of one common share and one common share purchase warrant exercisable into Company common shares at \$0.20 per share for a period of 36 months from the date of issuance. Consequently \$2,892,341 and \$915,159 were credited to contributed surplus and capital stock respectively, and \$100,000 was recorded to equity to issue in the consolidated statement of changes in equity. The fair value of the 2,054,000 finder's warrants was calculated at \$156,031 and recorded as issuance of broker compensation warrants in the condensed interim consolidated statements of changes in equity as at the date of issuance. Out of the total funds raised from the shares and warrants units issued on September 4, 2024, \$710,000 worth of units were repaid to a promissory note payable (refer to note 16). In addition, \$60,000 worth of units were repaid to short-term advances previously received from third party investor (refer to note 11).
- d) Between July 22, 2024, and August 12, 2024, the Company issued a total of 18,000,000 shares as payment to consultants and services providers for a total of \$1,100,000 worth of debt. Out of the total debt repaid by shares, an expenses of \$900,000 have been recorded as consulting fees in the condensed interim consolidated statements of comprehensive profit and loss.

19.4 Warrants

The outstanding warrants movement as at September 30, 2025 and December 31, 2024 and the respective changes during the year, are summarized as follows:

	September 30, 2025		December 31, 2024	
	Number of warrants	Weighted average exercise price	Number of warrants	Weighted average exercise price
Outstanding, beginning of year	144,459,996	0.35	55,054,996	0.66
Granted	74,887,340	0.15	92,664,900	0.22
Expired	(51,795,096)	0.73	(3,259,900)	2.00
Outstanding and exercisable, end of period	167,552,240	0.19	144,459,996	0.35

As at September 30, 2025, and December 31, 2024, the number of outstanding warrants which could be exercised for an equivalent number of common shares.

	September 30, 2025		December 31, 2024	
	Number	Exercise price	Number	Exercise price
Expiration date				
January, 2025	–	–	3,510,000	2.00
January, 2025	–	–	221,250	2.00
June, 2025	–	–	4,291,846	0.16
August, 2025	–	–	10,392,000	0.50
August, 2025	–	–	40,000	0.50
August, 2025	–	–	30,500,000	0.50
September, 2025	–	–	2,840,000	0.50
February, 2026	10,732,260	0.25	10,732,260	0.25
February, 2026	4,966,170	0.25	4,966,170	0.25
February, 2026	1,699,830	0.25	1,699,830	0.25
April, 2026	10,265,640	0.25	10,265,640	0.25
April, 2026	1,900,000	0.50	1,900,000	0.50
September, 2027	38,075,000	0.20	38,075,000	0.20
September, 2027	2,054,000	0.20	2,054,000	0.20
October, 2027	1,000,000	0.20	1,000,000	0.20
November, 2027	8,650,000	0.20	8,650,000	0.20
November, 2027	280,000	0.20	280,000	0.20
November, 2027	11,010,000	0.20	11,010,000	0.20
November, 2027	364,000	0.20	60,000	0.20
December, 2027	1,900,000	0.20	1,900,000	0.20
December, 2027	72,000	0.20	72,000	0.20
March, 2027	72,983,340	0.15	–	–
March, 2027	1,600,000	0.15	–	–
	167,552,240		144,459,996	

20 - SHARE-BASED PAYMENTS

The Company has adopted an incentive stock option plan which provides that the Board of Directors of the Company may, from time to time, at its discretion and in accordance with the Exchange regulations, grant to directors, officers, employees and others providing similar services to the Company, non-transferable options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares exercisable for a period of up to 5 years from the date of grant. The options reserved for issuance to any individual director, officer, or employee will not exceed 5% of the issued and outstanding common shares, and the number of common shares reserved for issuance to others providing services will not exceed 2% of the issued and outstanding common shares. Options may be exercised as of the grant date for a period determined by the Board but shall not be greater than five years from the grant date and 90 days following cessation of the option holder position with the Company. Provided that the cessation of office, directorships or employment or other similar service arrangement was by reason of death (in the case of an individual), the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such option.

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20 - SHARE-BASED PAYMENTS (CONTINUED)

The outstanding options movement as at September 30, 2025 and December 31, 2024, are summarized as follows:

	September 30, 2025		December 31, 2024	
	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
Outstanding at the beginning of year	2,706,440	2.26	3,379,098	2.04
Expired	(745,500)	1.00	(595,000)	1.01
Forfeited	(12,149)	4.38	(77,658)	2.27
Outstanding at the end of period	1,948,791	2.73	2,706,440	2.26
Exercisable at the end of period	1,948,791	2.73	2,697,849	2.26

The table below summarizes the information related to outstanding share options as at September 30, 2025.

Maturity date	Range of exercise price	Number of options	Weighted average remaining contractual life (years)
October 28, 2025	1.50	1,075,000	1 month
November 6, 2025	2.70	50,000	1 month
March 22, 2026	5.50	55,000	5 months
July 7, 2026	4.10	700,000	12 months
October 28, 2026	11.50	25,000	1 years and 0 months
January 1, 2027	7.50	8,126	1 years and 3 months
April 1, 2027	4.16	5,000	1 years and 6 months
December 1, 2027	0.85	9,184	2 years and 2 months
February 1, 2028	0.95	21,481	2 years and 4 months
		1,948,791	

The table below summarizes the information related to outstanding share options as at December 31, 2024.

Maturity date	Range of exercise price	Number of options	Weighted average remaining contractual life (years)
June 11, 2025	1.00	745,500	5 months
October 28, 2025	1.50	1,075,000	9 months
November 6, 2025	2.70	50,000	10 months
March 22, 2026	5.50	55,000	1 years and 2 months
July 7, 2026	4.10	700,000	1 years and 6 months
October 28, 2026	11.50	25,000	1 years and 9 months
January 1, 2027	7.50	9,312	2 years and 0 months
February 1, 2027	5.60	4,256	2 years and 1 months
April 1, 2027	4.16	8,865	2 years and 3 months
July 1, 2027	1.65	1,971	2 years and 6 months
December 1, 2027	0.85-1.32	10,055	2 years and 11 months
February 1, 2028	0.95	21,481	3 years and 1 months
		2,706,440	

During the nine-month period ended September 30, 2025, the Company recorded an \$258 related to share-based payments (September 30, 2024 - \$11,108) to the condensed interim consolidated statements of comprehensive profit and loss and contributed surplus.

21 - CAPITAL MANAGEMENT POLICIES AND PROCEDURES

The Company's capital management objectives are as follows:

- To ensure the Company's ability to continue its development;
- To provide an adequate return to shareholders.

The Company monitors capital based on the carrying amount of equity which represents a negative of \$573,788 as at September 30, 2025 (December 31, 2024 - \$3,716,242).

The Company manages its capital structure and makes adjustments to it to ensure it has sufficient liquidity and raises capital through stock markets to continue its development.

The Company is not subject to any externally imposed capital requirements.

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22 - FINANCIAL INSTRUMENTS
22.1 Classification of financial instruments

As at September 30, 2025, the carrying amount of financial assets and financial liabilities were as follows:

	September 30, 2025		
	Assets and liabilities carried at fair value	Assets and liabilities carried at amortized cost	Total carrying value
		(Restated - Note 29)	(Restated - Note 29)
Financial assets			
Cash	–	1,540,517	1,540,517
Restricted Cash	–	3,423	3,423
Debtors	–	4,304,587	4,304,587
Loans receivable	–	17,364,026	17,364,026
Deposit	–	228,288	228,288
Other equity investments	977,500	–	977,500
	977,500	23,440,841	24,418,341
Financial liabilities			
Accounts payable, advances and accrued liabilities	–	18,047,454	18,047,454
Bonds	–	143,750	143,750
CEBA Loan	–	13,200	13,200
Debentures	–	5,380,869	5,380,869
Loan payable	–	182,667	182,667
	–	23,767,940	23,767,940

As at December 31, 2024, the carrying amount of financial assets and financial liabilities were as follows:

	December 31, 2024		
	Assets and liabilities carried at fair value	Assets and liabilities carried at amortized cost	Total carrying value
Financial assets			
Cash	–	890,085	890,085
Restricted Cash	–	3,840	3,840
Debtors	–	4,418,440	4,418,440
Loans receivable	–	18,245,886	18,245,886
Deposit	–	86,442	86,442
Other equity investments	985,500	–	985,500
Other current assets	–	7,733,174	7,733,174
	985,500	31,377,867	32,363,367
Financial liabilities			
Accounts payable, advances and accrued liabilities	–	20,014,827	20,014,827
Bonds	–	230,000	230,000
CEBA Loan	–	13,200	13,200
Debentures	–	6,976,475	6,976,475
Promissory note payable	–	1,188,500	1,188,500
Loan payable	–	470,654	470,654
Credit facility	–	295,426	295,426
	–	29,189,082	29,189,082

22.2 Financial risk management objectives and policies

The Company is exposed to various risks in relation to financial instruments. The main risks the Company is exposed to are credit risk, market risk and liquidity risk.

The Company does not actively engage in the trading of financial instruments for speculative purposes.

No changes were made in the objectives, policies and processes related to financial instrument risk management during the reporting years.

The most significant financial risks to which the Company is exposed are described below.

22.3 Financial risks
22.3.1 Credit & Liquidity risk

Credit risk is the risk that one party to a financial instrument will cause a loss for the other party by failing to pay for its obligation. Credit risk for the Company is mostly on Loans receivable, Debtors and Deposits made for transactions on platforms (refer to note 4 & 5). The credit risk is not significant for other financial instruments.

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22 - FINANCIAL INSTRUMENTS (CONTINUED)

As at September 30, 2025, the Company continued to actively monitor the situation and assess any indicators of changes in recoverability for credit-impaired financial assets. Based on its evaluation, management determined that additional provision was required for the three-month period ended September 30, 2025. The staging migration of certain loans receivable, driven by the observed increase in credit risk, was the primary factor behind this adjustment, and the expected credit losses were recognized in accordance with IFRS 9 during the three-month periods ended September 30, 2025. Please refer to note 4 and note 29.

The Company's exposure to credit risk arises primarily from trade receivables and contract assets recognized under IFRS 15. The Company applies the simplified approach under IFRS 9, recognizing lifetime expected credit losses (ECL) on trade receivables and contract assets at each reporting date. The Company maintains a general provisioning policy whereby balances outstanding for more than 180 days are considered indicators of no reasonable expectation of recovery. In addition, further indicators of credit impairment such as initiation of legal action, evidence of financial distress of counterparties, or significant delays in payment are considered in determining whether additional impairment is required.

The Company's impairment model incorporates:

- Provision Matrix: Aging of receivables (current, 30–90 days, 91–180 days, and >180 days overdue).
- Forward Looking Information: Adjustments to historical default rates based on macroeconomic conditions, industry trends, and customer specific risk factors.
- Qualitative Indicators: Legal letters issued, deterioration in counterparties' financial condition, and other observable events indicating heightened credit risk.

This methodology ensures that impairment provisions reflect both historical experience and forward looking expectations, consistent with IFRS 9 requirements.

Specific to ASFC, the asset-backed loans "Loans Receivable" are secured by collateral provided by borrowers at initial recognition, primarily in the form of second-hand vehicles (auto collateral is conservatively valued at 65% of fair market value) and residential properties (typically maintaining a value above the outstanding loan balance). Collateral values are derived from transactional data sourced from regulatory reporting systems in China. The ECL model takes into consideration the natural decline in fair market value of second-hand vehicles. As the vehicles age over time, the collateral value decreases, resulting in a corresponding increase in expected credit loss rate. Credit enhancement structures for non-asset-backed loans remained unchanged. These loans are fully guaranteed by specific shareholders or other financial third parties, with no historical defaults or guarantor repayments recorded. Certain asset-backed loans, particularly those secured by residential properties, have not been assigned a loss allowance due to their over-collateralized nature and high recovery potential. Nonetheless, the Company applies a minimum 1% ECL to these exposures as a prudential measure.

As at September 30, 2025, the Company continued to monitor credit-impaired financial assets and determined that the existing provision remained appropriate under IFRS 9. During the quarter, evolving conditions were assessed and changes to exposures were addressed through increase provision for credit-based loans specific product, and over the nine-month period no material deterioration was observed in collateral quality or credit enhancements.

The Company's determination to base collateral realization on 100% of the fair market value ("FMV") of the residential property despite the subordinate position of its mortgage is supported by a structured and conservative valuation and risk assessment framework.

Prior to loan approval, the Company's credit department conducts a comprehensive due diligence process, which includes:

- Obtaining and verifying the borrower's credit report and property title documents to identify all existing senior mortgages;
- Assessing the FMV of the property using major local real estate transaction platforms; and
- Validating the FMV through internal review by the Company's personnel.

Importantly, the loan-to-value ("LTV") ratio is not calculated on the full FMV of the property. Instead, it is determined solely on the residual value, defined as the FMV less the outstanding balances of all prior-ranking mortgages. The Issuer then limits loan amounts to only 25%–50% of this residual value. This approach creates a substantial safety buffer of 50%–75%, designed to absorb potential fluctuations in property values and realization costs.

As a result, even in a disposal scenario where senior lienholders are repaid first, the net proceeds available to the Company are highly likely to fully cover its credit exposure. Accordingly, the assumption of 100% FMV for collateral realization is conservative, as the lending decision is ultimately based on a deeply discounted, seniority-adjusted collateral value.

The Company has established a robust process aligned with the requirements of IFRS 7.35G. The ECL models explicitly integrate forward-looking macroeconomic data to reflect reasonable and supportable information that is available without undue cost or effort. Specifically, ASFC utilizes two key external indicators. Firstly, the general bankruptcy rate for SMEs in mainland China is monitored and incorporated as a primary driver to adjust the probability of default ("PD") and the baseline credit loss percentages applied to the SME loan portfolio. This ensures the loss rates dynamically respond to the prevailing economic stress within this key borrower segment. Secondly, to accurately assess the loss given default ("LGD"), ASFC systematically integrate data on the market price fluctuations of collateral. This includes tracking the average price of pre-owned automobiles in Jiangsu Province and Shanghai for the auto-collateralized loans and monitoring residential property market prices in Wuxi City for relevant real estate collateral. These indicators are used to determine the fair value of collateral at each reporting period, directly influencing the calculation of post-collateral recovery estimates and ensuring the ECL allowance reflects current and forecasted market conditions.

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22 - FINANCIAL INSTRUMENTS (CONTINUED)

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

Liquidity risk management serves to maintain a sufficient amount of cash and to ensure that the Company has financing sources for a sufficient amount. The Company's objective is to maintain a cash position sufficient to cover the next twelve-month obligations (note 2).

The Company's non-derivative financial liabilities have contractual maturities (including interest payments where applicable) as summarized below:

	September 30, 2025		
	Current		Long-term
	Within 6 months	6 to 12 months	More than 12 months
Accounts payable, advances and accrued liabilities	18,047,454	–	–
Bonds	143,750	–	–
CEBA loan	13,200	–	–
Debentures	500,000	3,683,000	2,315,000
Loan payable	182,667	–	–
	19,108,071	3,683,000	2,315,000

	December 31, 2024		
	Current		Long-term
	Within 6 months	6 to 12 months	More than 12 months
Accounts payable, advances and accrued liabilities	20,014,827	–	–
Bonds	230,000	–	–
CEBA loan	13,200	–	–
Debentures	670,000	5,933,000	2,690,000
Promissory note payable	1,188,500	–	–
Loan payable	169,772	300,882	–
Credit facility	–	–	295,426
	22,286,299	6,233,882	2,985,426

22.4 Finance costs

The breakdown of finance costs during the nine-month period ended September 30, 2025 and 2024 is as follows:

	2025	2024	2025	2024
	September 30 Three-month	September 30 Three-month	September 30 Nine-month	September 30 Nine-month
Interest on lease liabilities (note 12)	50,492	61,811	154,616	208,438
Interest on debentures and bonds	176,276	298,498	525,892	817,183
Interest on advances	–	10,280	53,250	16,032
Interest on credit facility	–	10,040	7,386	10,040
Interest on finance lease	(903)	(1,204)	(3,033)	(2,439)
Accretion on debentures and bonds	178,854	268,439	517,024	703,686
Interest on debentures relinquished	–	–	–	(192,876)
Interest, loan payable	5,802	4,657	18,528	27,545
Interest, promissory note payable	–	32,832	24,637	66,090
Total interest expense	410,521	685,353	1,298,300	1,653,699
Interest income	(1,615)	(4,319)	(4,655)	(15,910)
Miscellaneous	47,266	27,857	99,940	86,618
Total Finance costs	456,172	708,891	1,393,585	1,724,407

22.5 Fair value

The following methods and assumptions were used to determine the estimated fair value for each class of financial instruments:

- The fair value of cash, restricted cash, short and long term loans receivable, debtors (except sales tax receivable), short and long term deposits made for transactions on platforms, deposits, other current assets, accounts payable, advances and accrued liabilities approximate their carrying amount, given the short-term maturity;
- The fair value of the debentures and the bonds is estimated using a discounted cash flow approach and approximate their carrying amount. CEBA loan, promissory note payable and loan payable are recognized at its cost which approximate its fair value;
- The fair value of contingent consideration payable related to the acquisition of Steelchain is estimated using a discounted cash flow method and reflects management's estimate that the contract's target level will be achieved;
- The fair value of equity investments is based on the underlying fair market value estimate of the assets & liabilities as at the date of reporting.
- The fair value of conversion options is determined using the Black & Scholes and Binomial pricing models.

The Company categorized its financial instruments based on the following three levels of inputs used for fair value measurements:

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

Equity investments, bonds, debentures, conversion option and contingent consideration payable are level 3 under the fair value hierarchy.

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22 - FINANCIAL INSTRUMENTS (CONTINUED)

The fair value of the debentures and the bonds is estimated using a discounted cash flow approach with specific parameters including implied discounted rate between 19% and 32% taking into consideration base rate and spread from the Federal Reserve Economic Data and adding additional premium to consider the burn rate profile of the Company and the transaction cost. The fair value of conversion options is determined using the Black & Scholes model including implied discounted rate between 19% and 32% taking into consideration base rate and spread from the Federal Reserve Economic Data and adding additional premium to consider the burn rate profile of the Company and the transaction cost.

Regarding the equity investments, in the absence of observable market data and based on the analysis of the unobservable inputs specific to AVC, particularly the immateriality of the attributable loss, the positive net asset value, the ongoing investment activities, the absence of impairment indicators, and management's assertion regarding the portfolio value, it is concluded that the carrying amount of \$977,500 (i.e. RMB ¥5,000,000), determined under the cost method, represents a reasonable approximation of the fair value of the investment in AVC as of September 30, 2025. Therefore, no adjustment to the carrying amount is deemed necessary.

Valuation processes are overseen by the Issuer's finance team in conjunction with external auditors' opinions. Fair value measurements are reviewed quarterly and approved by senior management. Sensitivity analysis is performed in accordance with an internal model based on scenarios analysis (i.e. a decrease or increase of 5% of the interest rate) at the measurement date and on a recurring basis, and accounts for any significant impact. The valuation methodology is consistent with prior periods and complies with IFRS 13 guidelines. Changes in assumptions or inputs are documented and assessed for material impact. Based on the sensitivity analysis, a 5% change in interest rates would result in an impact of approximately \$11,265 and \$31,229 respectively in the three and nine-month periods ended on September 30, 2025 which is not considered significant.

23 - RELATED PARTY TRANSACTIONS

The Company's related party transactions do not include, unless otherwise stated, special terms and conditions. Outstanding balances are usually settled in cash.

Transactions with key management personnel, officers and directors

The Company's key management personnel are, the CEO, the CFO, the COO, the CEO of the China operations and the members of the Board in Canada and in China. Their remuneration includes the following expenses:

	2025 September 30 Three-month	2024 September 30 Three-month	2025 September 30 Nine-month	2024 September 30 Nine-month
Salaries and fringe benefits	442,498	513,874	1,346,532	1,542,599
	442,498	513,874	1,346,532	1,542,599
Revenues (1)	131,127	–	488,566	–
	131,127	–	488,566	–

- (1) During the three-month and nine-month periods ended September 30, 2025, revenue from a related-party customer amounted respectively for \$131,127 and \$488,566 compared to \$Nil for the same period in 2024 and was related to custom platform development services provided to Wuxi Dinghao Jiaye Information Technology Co., Ltd., an entity controlled by Mr. Liang Qiu, who is a Director and Officer of the Company.

As at September 30, 2025 the accounts payable and accrued liabilities includes compensation of board of directors' in Canada and China, salary, bonus and vacation payable to related parties amounting of \$1,430,182 (December 31, 2024 - \$1,205,185).

These transactions occurred in the normal course of operations and have been measured at fair value.

As at September 30, 2025, and 2024 the condensed interim consolidated statements of financial position includes the following amounts with related parties:

	2025 September 30	2024 December 31 (Restated - Note 30)
Advances paid to a Director, no interest	–	1,809
Other current assets, no interest (1)	–	7,733,174
Total amounts owed to the Company by related parties	–	2,501,809
Advances received from a company owned by a Director, no interest (2)	962,438	720,983
Debentures, with interest (1)	2,673,582	2,407,008
Debentures, interest payable (3)	384,088	181,463
Total amount owed to related parties by the Company	4,020,108	3,309,454

- (1) In September 2023, the Company transferred approximately \$9.4M to a bank account in China belonging to a director and executive officer of the Company. The primary source of these funds is a series of private placements, as described in Debentures (note 13). The funds were transferred to Mr. Qiu's bank account in anticipation that the funds would be used by Mr. Qiu as the registered capital to establish a new data science subsidiary for the Company in China to provide economic and industrial data aggregation and data analysis services. Mr. Qiu transferred control of the bank account in question to a subsidiary of the Company while the funds were in his account. During the fourth quarter of 2023, the previously estimated amount required to establish the Company's data science subsidiary in China was revised downward and approximately \$1.7M from the bank account was sent to the Company's Canadian bank account, leaving a balance of approximately \$7.7M in the account, which was recorded under "Other current assets" in the Company's Q4 2024 Financial Statements (please see Note 10). During the first quarter of 2025, it was determined that the Company would not need to create a new data science subsidiary in order to provide its intended economic and industrial data aggregation and data analysis services. Therefore, the approximately \$7.7M still in Mr. Qiu's bank account at the time was transferred to the Company Canadian bank account between May 2025 and August 2025, reducing the balance reported by the Company under "Other current assets" to \$Nil. The amortized cost of the debentures due to related parties totalling \$2,673,582 are recorded in Debentures (note 13).

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23 - RELATED PARTY TRANSACTIONS (CONTINUED)

- (2) From time to time, the Company's subsidiaries in China require active funding to support their operations. If the Company was to send funds to these subsidiaries from Canada, the funds would have to either be received by the subsidiaries in the form of registered capital or loans, both of which would come with certain complexities. As foreign owned entities, the amount on capital the Company's Chinese subsidiaries are allowed to borrow from foreign companies, including from the Company, is limited, while increasing their registered capital would be a time-consuming process that would involve working with multiple government authorities. So, rather than sending urgently needed funds from the Head Office in Canada to the Chinese subsidiaries, the Company entered into a series of loan agreements with a Chinese based technology consulting company called Dinghao Jiaye Technology Inc. ("DJ Tech"), which is controlled by the CEO of the Company's Chinese Operations, Mr. Liang Qiu. During the course of 2023 and 2024, the previously mentioned Company owned by a Director of the Company, made a series of short-term loans to Asia Synergy Holding Inc. ("ASH"), a wholly owned subsidiary of the Company. Over the course of the nine-month periods ended September 30, 2025, DJ Tech did not provide any new loans to the Company's ASH subsidiary in China, the increased from Q4-2024 was related to a reclass from 2025 prior quarter from an advance that was not classified in the related party transactions financial statement note but was still recorded in accounts payable, advances and accrued liabilities (note 11). The balance of the net advances received from a Company owned by a Director at no interest as at September 30, 2025 is \$962,438 (December 31, 2024 - \$720,983) and bears no interest given the fact that only licensed lenders are allowed to charge interest on loans granted to corporate borrowers as per the laws in mainland China. The advances received from a company owned by a Director is recorded in accounts payable, advances and accrued liabilities (note 11).
- (3) As at September 30, 2025, \$384,088 of debentures, interest payable due to related parties are recorded in accounts payable, advances and accrued liabilities (note 11).

Mr. Kelong Chen and Mr. Changsheng Zhuo, both related parties of the Company, were involved in related party transactions with the Company for the nine-month periods ended September 30, 2025. Mr. Chen is a related party to the Company by virtue of the fact that he is a director of the Company's ASFC subsidiary; holds shares in the Company's ASFC subsidiary on behalf of the Company through a nominee shareholder agreement; is a significant shareholder and a director of Jiudong Ltd, who is a 49% minority shareholder in the Company's ASFC subsidiary; and acts as a guarantor in connection with the ASFC's lending activities, as described under the section "Credit & supply chain finance credit guaranteed". Mr. Zhuo is a related party to the Company by virtue of the fact that he is the CEO of the Company's ASFC subsidiary; is a director of the Company's ASFC subsidiary; holds shares in the Company's ASFC subsidiary on behalf of the Company through a nominee shareholder agreement; is a significant shareholder and a director of Jiudong Ltd, who is a 49% minority shareholder in the Company's ASFC subsidiary; and acts as a guarantor in connection with the ASFC's lending activities, as described under the section "Credit & supply chain finance credit guaranteed".

In March 2025, Mr. Chen and Mr. Zhuo collectively subscribed to \$220,000 of the Company's private placement financing of common shares and warrants for total gross proceeds of \$3,649,167. Their participation in the private placement represented a related party transaction, which the Company measured at fair value. As at September 30, 2025, an amount of \$130,332 was payable to each of them related to their roles as director (Mr. Chen), and director and officer (Mr. Zhuo) of ASFC. These amounts were recorded in accounts payable, advances and accrued liabilities in Note 11 of the Company's Condensed Interim Consolidated Financial Statements for the three-month and nine-month periods ended September 30, 2025.

Credit & supply chain finance credit guaranteed

As described in Note 4 – Loans Receivable and Allowance for Credit Losses, the Company provides credit & supply chain finance credit to SMEs in the technology and retail sector. These loans require a guarantee to mitigate credit risk in the event of default. The majority of these loans are guaranteed by an entity that is also a non-controlling shareholder of ASFC (the "Guarantor"). Accordingly, the guarantees provided in respect of the Company's loans receivable represent related party transactions for financial reporting purposes.

Mr. Chen holds a 35% equity interest in Jiudong and is a reporting insider of the Company. Mr. Chen serves as Chairman of the Board of Directors of ASFC but plays no role and has no involvement or decision making authority in the day to day management of ASFC. At Jiudong, he is a member of the Board of Directors and a shareholder, but he similarly does not take part in the management decisions or daily operations of Jiudong. Although Mr. Chen has significant ownership in Jiudong and board roles in both entities, his lack of operational involvement limits his direct influence over loan approvals or matters related to the guarantee arrangement. The approval mechanism led by the Company's Financial Controller, ensures that a substantial portion of the decision-making authority remains with the Company. Mr. Chen is also personally party to the guarantee agreement between ASFC and Jiudong. Although Mr. Chen has no direct implication in ASFC's lending decision making process, his involvement with both Jiudong and ASFC can give rise to potential conflicts of interests which may have adverse effects for the Company and its shareholders.

Mr. Zhuo holds a 15% equity interest in Jiudong and is a reporting insider of the Company. Mr. Zhuo serves as ASFC's CEO and oversees ASFC's daily operations. He is responsible for the communication and the execution of ASFC's strategic objectives throughout the organization. While Mr. Zhuo exerts influence over certain operational decisions (e.g., loan extensions, deferrals, or restructurings), where such decisions involve loans guaranteed by Jiudong, the decisions must also be approved by the ASFC Financial Controller to help mitigate potential conflicts of interest. Mr. Zhuo is also a member of the Board of Directors of Jiudong, is a minority shareholder of the company, and just like Mr. Chen, he is also personally party to the guarantee agreement between ASFC and Jiudong. Although Mr. Zhuo does not participate in Jiudong's management decisions or daily operations, his involvement with both Jiudong and ASFC can give rise to potential conflicts of interests which may have adverse effects for the Company and its shareholders.

Mr. Zhou holds a 10% equity interest in Jiudong and is a reporting insider of the Company. He has no role in ASFC's Board of Directors or management and does not participate in ASFC's operational activities. Mr. Zhou serves as both a member of the Board of Directors and the Chief Executive Officer of Jiudong, and he is responsible for the company's day-to-day operations and management decisions, including those related to the guarantee arrangement. Just like Mr. Chen and Mr. Zhuo, Mr. Zhou is personally party to the guarantee agreement between ASFC and Jiudong. Although Mr. Zhou has no involvement in ASFC, his leadership role at Jiudong may influence how Jiudong evaluates and administers guarantees provided to ASFC, which could give rise to potential conflicts of interests with adverse effects for the Company and its shareholders.

24 - SEGMENT REPORTING

The Company has determined that it has two operating segments, which are defined below. For presentation purposes, other activities are grouped in the Other category. Each operating segment is distinguished by the type of products and services it offers and is managed separately as each requires different business processes, marketing approaches and resources. All inter-segment transfers are carried out at arm's length prices based on prices charged to unrelated customers in stand-alone sales of identical goods and services.

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24 - SEGMENT REPORTING (CONTINUED)

The Company operates several technology platforms in China. Each platform is connected to the Cubeler platform. The Cubeler platform is the main engine behind all the other platforms. That's the platform where the credit criteria and credit rules from the Company's financial institution partners are stored, and where the transactional, financial and accounting data on the Company's SME clients is stored and analyzed to see if it matches the credit criteria of the partnering financial institutions. Each of the other platforms helps facilitate a specific type of B2B transaction.

The operating segments are detailed as follows:

Fintech Platform

The Fintech Platform segment comprises the procurement and distribution of products within supply chain or facilitating transactions in the commercial lending industry through technology platforms and the Canadian operating entities.

Within the Fintech Platform, under supply chain services revenues, the GoldRiver platform is the primary source of revenue. The GoldRiver platform is a product procurement and purchase order platform for various supply chain related products. By using the GoldRiver platform, clients who qualify for credit from the Company's financial institution partners can have their orders placed on GoldRiver financed. Clients may also request logistics, warehousing or other services through GoldRiver. The Company earns fees for the services thus provided through Cubeler and the other platforms. Additionally, the Company earns fees and sales through SaaS services provided on the Company's Heartbeat platform by the Company's Huike subsidiary and credit monitoring services provided on the Company's Cubeler platform by the Company's ASDS, AST and ASH subsidiaries. It is important to emphasize that Huike operates solely as a service provider to intermediaries within the insurance industry and is not itself engaged in insurance activities. The entity does not underwrite insurance risk, act as an agent for insurance contracts, or provide insurance-related services to end customers. Huike exclusively provides SaaS Platform Access and Custom Offline Services to insurance brokers.

Financial Services

The Financial Services segment encompasses providing commercial loans to entrepreneurs and SMEs and the activity of providing turn-key credit outsourcing services to banks and other lending institutions.

The Cubeler platform is also used by the Company's lending subsidiary, ASFC, to qualify SMEs for loans and by the Company's subsidiary, Asia Synergy Credit Solutions ("ASCS"), to provide credit monitoring services to some of the Company's financial institution partners.

The Fintech Platform segment operates in North America and China, and the Financial Services segment operates in China.

Other

The "Other" category includes the activity and unallocated portion of the Canadian parent company's services and all non-operating holdings registered in Hong Kong and China.

Elimination

The "Elimination" category includes charges from Asia Synergy Data Solutions Ltd. ("ASDS"), the strategic research and development entity in mainland China, to other operating entities within the segment "Fintech Platform" under Asia Synergy Supply-chain Technologies Ltd. ("ASST"), Zhejiang Xinjiupin - Oil & Gas Management Co. ("AJP"), and Asia Synergy Technologies Ltd. ("AST") for partial R&D work performed on supply chain-related IT modules. These inter-company sales, recognized and invoiced by ASDS on a quarterly basis, were subsequently netted against a re-invoiced inter-company management fee within the Company's subsidiaries' scope as part of the consolidation elimination process.

The segment information for the nine-month periods ended September 30, 2025, and 2024, are as follows:

	Nine-month periods ended September 30, 2025 (Restated - Note 29)				
	Fintech Platform	Financial Services	Other	Elimination	Total
Revenues					
Financial service revenue	–	113,404	–	–	113,404
Fees and sales	616,014	81,522	–	–	697,536
Other rental income from a sublease	–	–	39,141	–	39,141
Inter-segment	493,132	–	–	(493,132)	–
Total revenues	1,109,146	194,926	39,141	(493,132)	850,081
Expenses					
Depreciation and amortization	709,928	57,821	203,780	–	971,529
Finance costs	28,145	20,496	1,344,944	–	1,393,585
Expected credit loss	–	449,008	–	–	449,008
Cost of service, supply chain	281,019	–	–	–	281,019
All other expenses	2,361,396	417,784	4,695,283	(493,132)	6,981,331
Total expenses	3,312,014	945,109	6,244,007	(493,132)	10,007,998
Profit (loss) before tax	(2,202,868)	(750,183)	(6,204,866)	–	(9,157,917)
Income tax (recovery)	(1,254)	–	–	–	(1,254)
Net profit (loss)	(2,201,614)	(750,183)	(6,204,866)	–	(9,156,663)
Non-controlling interest	(251,367)	(108,263)	–	–	(359,631)
Net profit (loss) attributable to:					
Owners of the parent	(1,950,247)	(641,920)	(6,204,866)	–	(8,797,032)
Segmented assets	9,771,908	18,583,298	885,854	–	29,241,060

TENET FINTECH GROUP INC.

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Notes to Condensed Interim Consolidated Financial Statements

For the nine-month periods ended September 30, 2025, and 2024

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(Unaudited)

24 - SEGMENT REPORTING (CONTINUED)

	Nine-month period ended September 30, 2024				
	Fintech Platform	Financial Services	Other	Elimination	Total
Revenues					
Financial service revenue	–	263,623	–	–	263,623
Fees and sales	853,804	312,548	–	–	1,166,352
Supply chain services	225,177	–	–	–	225,177
Other rental income from a sublease	–	–	30,008	–	30,008
Inter-segment	3,530,378	–	535,059	(4,065,437)	–
Total revenues	4,609,359	576,171	565,067	(4,065,437)	1,685,160
Expenses					
Depreciation and amortization	5,505,997	56,498	254,210	–	5,816,705
Finance costs	72,917	20,832	1,630,658	–	1,724,407
Expected credit loss	25,666,286	612,645	–	–	26,278,931
Change in fair value of contingent consideration	(537,144)	–	–	–	(537,144)
Change in fair value of debentures conversion options	–	–	(77,310)	–	(77,310)
Cost of service, supply chain	31,546	–	–	–	31,546
Forgiveness of CEBA loan	(20,000)	–	–	–	(20,000)
Loss on sublease	158,203	–	–	–	158,203
Gain on disposition of property and equipment	(10,082)	–	–	–	(10,082)
All other expenses	7,525,294	640,653	7,768,239	(4,065,437)	11,868,749
Total expenses	38,393,017	1,330,628	9,575,797	(4,065,437)	45,234,005
Profit (loss) before tax	(33,783,658)	(754,457)	(9,010,730)	–	(43,548,845)
Income tax (recovery)	–	9,044	–	–	9,044
Net profit (loss)	(33,783,658)	(763,501)	(9,010,730)	–	(43,557,889)
Non-controlling interest	(1,565,115)	(68,186)	–	–	(1,633,300)
Net profit (loss) attributable to: owners of the parent	(32,218,543)	(695,315)	(9,010,730)	–	(41,924,589)
Segmented assets	11,157,519	18,760,998	24,173,338	–	54,091,855

The Company's non-current assets are located in the following geographic regions:

	2025 September 30	2024 December 31
	Non-current Assets	Non-current Assets
China	2,473,585	3,413,212
Canada	1,909,527	1,987,480
	4,383,112	5,400,692

25 - NON-CONTROLLING INTERESTS

The Company controls the following subsidiaries that have significant non-controlling interests.

Entities	2025 September 30	2024 December 31
	% ownership and voting rights held by NCIs	% ownership and voting rights held by NCIs
Asia Synergy Supply Chain Ltd. ("ASSC")	49%	49%
Asia Synergy Financial Capital Ltd. ("ASFC")	49%	49%
Beijing Kailifeng New Energy Technology Co., Ltd. ("KALIFENG")	57.5%	57.5%
Shanghai Xinhui Supply Chain Management Co., Ltd. ("ASAC")	49%	49%
Jiangsu Supairui IOT Technology Co., Ltd. ("ASTH")	20%	20%
Wuxi Suyetong Supply Chain Management Co., Ltd. ("SST")	20%	20%

Entities	Total comprehensive profit and loss allocated to NCI		Accumulated NCI	
	2025 September 30	2024 September 30	2025 September 30	2024 December 31
Asia Synergy Supply Chain Ltd. ("ASSC")	(3,655)	(1,070,503)	188,436	192,090
Asia Synergy Financial Capital Ltd. ("ASFC")	(91,232)	(74,532)	12,129,992	12,221,223
Wechain (Nanjing) Technology Service Co., Ltd. ("WECHAIN")	(11,895)	(225,602)	(160,269)	(148,374)
Kailifeng New Energy Technology Co., Ltd. ("KALIFENG")	(219,701)	(294,581)	767,533	987,237
Shanghai Xinhui Supply Chain Management Ltd. ("ASAC")	1,141	2,272	(345)	(1,487)
Jiangsu Supairui IOT Technology Co., Ltd. ("ASTH") (1)	(6,863)	(28,746)	(113,235)	(106,372)
	(332,205)	(1,691,692)	12,812,112	13,144,317

(1) Wuxi Suyetong Supply Chain Management Co., Ltd. ("SST") is included with ASTH since the latest holds 100% of the shares of SST.

No dividends were paid to NCIs during the nine-month periods ended September 30, 2025 and 2024.

TENET FINTECH GROUP INC.

AMENDED AND RESTATED

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(Unaudited)

25 - NON-CONTROLLING INTERESTS (CONTINUED)

Summarized financial information for subsidiaries with NCIs, before intragroup eliminations are as follows:

	ASSC		ASFC		Wechain		Kaifeng		ASAC		ASTH (1)		Total	
	2025 September 30	2024 December 31	2025 September 30	2024 December 31	2025 September 30	2024 December 31	2025 September 30	2024 December 31	2025 September 30	2024 December 31	2025 September 30	2024 December 31	2025 September 30	2024 December 31
Current assets	2,294,728	2,313,508	25,573,305	25,987,043	–	494,954	1,949,035	2,032,719	6,770	6,815	11,510	11,711	29,835,348	30,846,750
Non-current assets	–	54	177,763	218,311	–	108,812	302,746	491,584	295	298	(67)	2,577	480,737	821,636
	2,294,728	2,313,562	25,751,068	26,205,354	–	603,766	2,251,781	2,524,303	7,065	7,113	11,443	14,288	30,316,085	31,668,386
Current liabilities	302,708	300,939	53,956	48,659	–	283,071	284,088	218,675	–	1	114,096	115,113	754,848	966,458
Non-current liabilities	50,927	67,111	268,555	295,206	–	600,205	1,026,434	1,049,763	4,888	4,928	461,941	465,722	1,814,745	2,482,935
	353,635	368,050	322,511	343,865	–	883,276	1,312,522	1,268,438	4,888	4,929	576,037	580,835	2,569,593	3,449,393
Equity attributable to owners of the parent	196,127	199,930	12,625,094	12,720,048	(166,811)	(154,430)	567,307	729,696	(359)	(1,547)	(452,940)	(425,487)	12,768,418	13,068,210
Non-controlling interests	188,436	192,090	12,129,992	12,221,223	(160,269)	(148,374)	767,533	987,237	(345)	(1,487)	(113,235)	(106,372)	12,812,112	13,144,317

	ASSC		ASFC		Wechain		Kaifeng		ASAC		ASTH (1)		Total	
	2025 September 30	2024 September 30	2025 September 30	2024 September 30	2025 September 30	2024 September 30	2025 September 30	2024 September 30	2025 September 30	2024 September 30	2025 September 30	2024 September 30	2025 September 30	2024 September 30
Revenue	–	979	113,404	263,623	30,657	12,467	–	22,191	–	–	–	–	144,062	299,260
Profit for the year attributable to the owners of the parent	5,786	(1,087,103)	(112,681)	(70,969)	(11,593)	(220,192)	(181,260)	(278,575)	(15)	(30)	(2,157)	(91,972)	(301,920)	(1,748,842)
Profit for the year attributable to NCIs	5,559	(1,044,472)	(108,264)	(68,186)	(11,139)	(211,557)	(245,234)	(286,055)	(14)	(29)	(539)	(22,993)	(359,631)	(1,633,300)
Profit (loss) for the year	11,345	(2,131,575)	(220,946)	(139,154)	(22,732)	(431,748)	(426,493)	(564,639)	(29)	(59)	(2,696)	(114,965)	(661,551)	(3,382,142)
Other comprehensive income ("OCI") for the year														
OCI attributable to the owners of the parent	(9,591)	(27,094)	17,727	(6,605)	(788)	(14,619)	18,872	(8,864)	1,203	2,394	(25,293)	(23,011)	2,130	(77,799)
OCI attributable to NCIs	(9,215)	(26,032)	17,032	(6,346)	(757)	(14,046)	25,533	(8,517)	1,156	2,300	(6,323)	(5,753)	27,426	(58,392)
OCI for the year	(18,806)	(53,126)	34,759	(12,951)	(1,545)	(28,665)	44,405	(17,381)	2,359	4,694	(31,616)	(28,764)	29,556	(136,191)
Total comprehensive income for the year attributable to the owners of the parent	(3,805)	(1,114,197)	(94,954)	(77,574)	(12,381)	(234,811)	(162,388)	(287,439)	1,188	2,364	(27,450)	(114,983)	(299,790)	(1,826,640)
Total comprehensive income for the year attributable to NCIs	(3,655)	(1,070,503)	(91,232)	(74,532)	(11,895)	(225,602)	(219,701)	(294,581)	1,141	2,272	(6,863)	(28,746)	(332,205)	(1,691,692)
Total comprehensive profit and loss for the year	(7,461)	(2,184,700)	(186,187)	(152,106)	(24,276)	(460,413)	(382,088)	(582,020)	2,330	4,636	(34,313)	(143,729)	(631,995)	(3,518,332)
Net cash used in operating activities	4,236	(76,560)	404,081	(901,778)	5,920	26,081	(362,966)	(155,474)	(67)	(11,521)	(235)	441	50,969	(1,118,811)
Net cash used in investing activities	1	37	10,613	(33,734)	249,154	(12,851)	(812)	(36,787)	15	–	80	(6)	259,251	(83,341)
Net cash from financing activities	–	–	(29,015)	(26,907)	(277,032)	(20,837)	112,407	764,180	–	9,879	–	–	(193,640)	726,315
Foreign exchange differences	(4,247)	64,509	(211,986)	866,315	25,357	(9,943)	(2,520)	(5,223)	21	(91)	152	(478)	(193,223)	915,089
	(10)	(12,014)	173,693	(96,104)	3,399	(17,550)	(253,691)	566,696	(31)	(1,733)	(3)	(43)	(76,643)	439,252

(1) Wuxi Suyetong Supply Chain Management Co., Ltd. ("SST") is included with ASTH since the latest holds 100% of the shares of SST.

Notes to Condensed Interim Consolidated Financial Statements

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26 - CONTINGENCIES

Through the normal course of operations, the Company may be exposed to a number of lawsuits, claims and contingencies. Provisions are recognized as liabilities in instances when there are present obligations and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligations and where such liabilities can be reliably estimated. No provision has been recognized in these condensed interim consolidated financial statements. Although it is possible that liabilities may be incurred in instances where no provision has been made, the Company has no reason to believe that the ultimate resolution of such matters will have a material impact on its financial position.

27 - ECONOMIC DEPENDANCE

The Company generates approximately 77% (One customer accounted for more than 10% of revenue concentration: DJ Tech, a related party to the Company, represented 57%) of its revenues from six customers during the six-month periods ended September 30, 2025. Management has determined that the Company is exposed to a significant concentration of credit risk due to its reliance on six key customers. Should these customers or financial institutions substantially change their dealings with the Company, management is of the opinion that revenues and any financial assets would be significantly impacted and continued viable operations would be doubtful. As at September 30, 2025, amounts due from these customers totaled approximately \$229,539 representing 84% of total accounts receivable, net of expected credit losses.

28 - SUBSEQUENT EVENTS**28.1 Repayment of secured corporate bonds**

From October 1, 2025 to November 28, 2025, the Company repaid \$71,250 worth of secured corporate bonds.

28.2 Lease termination

The Company entered into a lease termination agreement with its lessor, under which the existing lease dated October 5, 2022, originally expiring on October 31, 2033, will be terminated effective October 1, 2025. The Company will be released from all obligations under the original lease, including the requirement to vacate the premises by the termination date. Subsequently, the Company entered into a new short-term lease for a period of 12 months commencing October 6, 2025, at a different location.

28.3 Short-term loan payable

On November 14, 2025, the Company entered into a short-term loan agreement for the principal amount of \$300,000, with an annual interest rate of 10% and maturing on February 14, 2026. As of the date of this MD&A, no repayment had been made and the amount remained outstanding.

28.4 Dismissal of the U.S. class action lawsuit

On March 6, 2026, the Company announced that the class action lawsuit filed on October 25, 2023 in the United States District Court for the Eastern District of New York against the Company and its Chief Executive Officer and former Chief Financial Officer, which alleged four counts of violations of the securities laws of the United States, has been voluntarily dismissed by the plaintiffs without prejudice pursuant to a stipulation of voluntary dismissal agreed to by the parties and filed with the Court on February 24, 2026. The Court has administratively closed the case. The Company did not pay any compensation to the plaintiffs, nor does it have any obligations, financial or otherwise, owed to the plaintiffs in connection with the Lawsuit.

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29 - RESTATEMENT OF CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

Subsequent to the issuance of the condensed interim consolidated financial statements for the three and nine-month periods ended September 30, 2025 on November 28, 2025, management determined that certain disclosures needed to be revised in the notes to the consolidated financial statements in order to fully comply with applicable disclosure requirements under IFRS Accounting Standards. Management concluded that certain loans receivables (Note 4) were impaired due to increase in credit risk of the underlying borrowers specifically in the Product Type - Credit & Supply Chain Finance Credit. Accordingly, management recorded an impairment of \$356,018 in the nine-month periods ended September 31, 2025 condensed interim statement of loss and comprehensive loss. The following table illustrates the impact of the correction.

Condensed Interim Consolidated Statement of Loss and Comprehensive Loss - three-month periods ended September 30, 2025

	Expected credit loss	Net loss	Net loss and comprehensive loss	Basic and diluted loss per share
As reported	36,138	(3,585,179)	(3,297,993)	(0.011)
Adjustment	32,745	(32,745)	(32,745)	–
As restated	68,883	(3,617,924)	(3,330,738)	(0.011)

Condensed Interim Consolidated Statement of Loss and Comprehensive Loss - nine-month periods ended September 30, 2025

	Expected credit loss	Net loss	Net loss and comprehensive loss	Basic and diluted loss per share
As reported	92,990	(8,800,645)	(8,938,366)	(0.028)
Adjustment	356,018	(356,018)	(356,018)	(0.001)
As restated	449,008	(9,156,663)	(9,294,384)	(0.029)

Condensed Interim Consolidated Statement of Financial Position - As of September 30, 2025

	Loans Receivable	Total Assets	Deficit	Total shareholders' equity (deficit)
As reported	17,720,044	29,597,078	(276,754,824)	331,127
Adjustment	(356,018)	(356,018)	(356,018)	(356,018)
As restated	17,364,026	29,241,060	(277,110,842)	(24,891)

There was no impact on cash flow for the three and nine-month periods ended September 30, 2025 as a result of this restatement.

In addition to the previously restatement of the Note 4, the Company also enhanced disclosure for other specific section of the condensed interim consolidated financial statements. The summary of the changes as follows:

- Expanded disclosure confirming no changes in the judgments applied in determining control over entities subject to nominee shareholder arrangements, as presented in Note 3
- Expanded disclosure regarding the guarantor liquidity and capacity and gross carrying amount of loans under Note 4
- Expanded disclosure regarding prepayments to subcontractors under Note 5
- Expanded disclosure in credit risk under Note 22.3 Financial Risks
- Expanded related-party disclosures in Note 23 Related party transactions

These revisions relate solely to disclosure. No changes were made to the previously reported financial statement amounts.

Notes to Condensed Interim Consolidated Financial Statements

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(Unaudited)

30 - RESTATEMENT OF COMPARATIVE FIGURES

Subsequent to the issuance of the audited consolidated financial statements for the fiscal year ended December 31, 2024, management determined that certain disclosures needed to be revised in the notes to the consolidated financial statements in order to fully comply with applicable disclosure requirements under IFRS Accounting Standards. As a result, the Company has amended the comparative figures of the year ended December 31, 2024. The nature of the amended disclosures is summarized below:

- Expanded disclosure confirming the judgments applied in determining control over entities subject to nominee shareholder arrangements.
- Reclassification of presentation of loans receivable without any financial impact to the consolidated statement of comprehensive profit and loss to higher stages based on management's assessment under IFRS 9, please refer to Note 4.
- Expanded disclosure regarding the guarantor liquidity and capacity and the gross carrying amount of the loans receivable.
- Expanded and reclassification of related-party disclosures in Note 23 Related party transactions of the audited consolidated financial statements for the year ended December 31, 2024, to provide additional clarity and transparency.

These revisions relate solely to disclosure. No changes were made to the comparative figures previously reported financial statement amounts.