PARVIS

Parvis Invest Inc.
Consolidated Financial Statements

For the Year ended March 31, 2024
For the Five Months ended March 31, 2023
For the year ended October 31, 2022

(Expressed in Canadian Dollars)

Independent Auditor's Report

To the Shareholders of Parvis Invest Inc.:

Opinion

We have audited the consolidated financial statements of Parvis Invest Inc. and its subsidiaries (the "Company"), which comprise the consolidated statements of financial position as at March 31, 2024, March 31, 2023, and October 31, 2022 and the consolidated statements of loss and other comprehensive loss, changes in shareholders' equity and cash flows for the year ended March 31, 2024, for 5 month period from November 1, 2022 to March 31, 2023, and for the year ended October 31, 2022 and notes to the consolidated financial statements, including a summary of material accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at March 31, 2024, March 31, 2023, and October 31, 2022, and its consolidated financial performance and its cash flows for the year ended March 31, 2024, for 5 month period from November 1, 2022 to March 31, 2023, and for the year ended October 31, 2022 in accordance with International Financial Reporting Standards.

Basis for Opinion

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audits of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Revenue Recognition

Key Audit Matter Description

As described in Note 4 to the consolidated financial statements, the Company recognized revenue from Investment Service Agreements. During the year ended March 31, 2024, the Company recognized $181,151 in revenues from those contracts. Evaluating the Company's assessment of the revenue recognition required significant auditor judgement. Specifically, the assessment of distinct performance obligations and whether revenue should be recognized at a point in time or over a period of time. For this reason, we identified revenue recognition as a key audit matter.

MNP LLP

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Audit Response

We responded to this matter by performing audit procedures relating to the accuracy and occurrence of revenue recognized and accounting treatment over the revenue recognition. Our audit work in relation to this included, but was not restricted to, the following:

- Obtained and analyzed revenue contracts and management's accounting assessment for revenue transactions;
- Evaluated the revenue recognition policy to ensure it is in accordance with IFRS 15 for each of the Company's revenue contracts;
- Evaluated the significant assumptions and judgement used by management in revenue recognition to assess the reasonableness of the identification of distinct performance obligations;
- Reviewed signed contracts and performed recalculation of revenue to ensure recognition was in accordance service periods outlined in the contracts.

Other Information

Management is responsible for the other information. The other information comprises Management's Discussion and Analysis.

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

In connection with our audits of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audits or otherwise appears to be materially misstated. We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

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

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

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Robert James Ripley.

MNP LLP

Toronto, Ontario
July 26, 2024

Chartered Professional Accountants
Licensed Public Accountants

Parvis Invest Inc.
Consolidated Statements of Financial Position
(In Canadian Dollars)

	Notes	March 31, 2024 $	March 31, 2023 $	October 31, 2022 $
ASSETS				
Current Assets				
Cash and cash equivalents		1,727,391	3,753,883	1,200,655
Trade and other receivables	6, 11	86,541	-	-
Prepaids		52,098	35,003	5,000
		1,866,030	3,788,886	1,205,655
Property and equipment		2,304	3,508	2,940
TOTAL ASSETS		1,868,334	3,792,394	1,208,595
LIABILITIES				
Current Liabilities				
Accounts payable and accrued liabilities	7,11	325,475	803,785	232,062
Deferred revenue	8	103,968	10,000	-
		429,443	813,785	232,062
SHAREHOLDERS' EQUITY				
Share capital	10	5,086,763	5,086,763	2,095,549
Options	10	557,195	250,430	-
Warrants	10	391,570	391,570	363,623
Deficit		(4,596,637)	(2,750,154)	(1,482,639)
		1,438,891	2,978,609	976,533
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		1,868,334	3,792,394	1,208,595

Subsequent Events (Note 15)

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

"David Michaud"
Director

"Jas Bagry"
Director

Parvis Invest Inc.
Consolidated Statements of Loss and Other Comprehensive Loss
(In Canadian Dollars)

	Notes	Year ended March 31, 2024 $	Five Months ended March 31, 2023 $	Year ended October 31, 2022 $
REVENUE				
Sales		181,151	-	-
EXPENSES				
General and administrative expenses	11	1,464,562	693,784	1,005,982
Listing expenses	5	-	282,298	-
Loss on derivatives	9	-	-	22,793
Share-based payments	10	306,765	126,713	-
Technology and consulting	11	260,214	176,647	380,441
		2,031,541	1,279,442	1,409,216
OTHER INCOME				
Interest income		3,907	11,927	17,225
TOTAL LOSS AND OTHER COMPREHENSIVE LOSS		(1,846,483)	(1,267,515)	(1,391,991)
Basic and diluted loss per share		(0.07)	(0.07)	(0.17)
Weighted average number of common shares (basic and diluted)		26,771,735	17,647,933	7,974,882

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

Parvis Invest Inc.
Consolidated Statements of Changes in Shareholders' Equity
(In Canadian Dollars)

	Notes	Shares Outstanding #	Share Capital $	Convertible Note $	Reserves $	Deficit $	Total $
Balance, October 31, 2021		100,000	10	312,626	-	(90,648)	221,988
Share redemption	10	(100,000)	(10)	-	-	-	(10)
Increase of legal capital and share subscription	10	10,000,000	1,000	-	-	-	1,000
Repurchase of shares	10	(427,580)	-	-	-	-	-
Issuance of private placement shares	10	5,620,000	2,832,793	-	-	-	2,832,793
Allocated to warrants	10	-	(363,623)	-	363,623	-	-
Share issue costs	10	-	(423,304)	-	-	-	(423,304)
Shares issued to settle convertible debentures	10	427,580	48,683	(48,683)	-	-	-
Convertible note	9	-	-	187,000	-	-	187,000
Financing distribution on convertible notes	9	-	-	22,688	-	-	22,688
Repurchase of the convertible note derivative derecognized	9	-	-	236,162	-	-	236,162
Repayment of convertible debenture	9	-	-	(709,793)	-	-	(709,793)
Loss and other comprehensive loss		-	-	-	-	(1,391,991)	(1,391,991)
Balance, October 31, 2022		15,620,000	2,095,549	-	363,623	(1,482,639)	976,533
Repurchase of shares	10	(861,518)	(86)	-	-	-	(86)
Recapitalization of Gravitas II Capital	5	12,013,253	2,991,300	-	151,664	-	3,142,964
Share-based payments	10	-	-	-	126,713	-	126,713
Loss and other comprehensive loss		-	-	-	-	(1,267,515)	(1,267,515)
Balance, March 31, 2023		26,771,735	5,086,763	-	642,000	(2,750,154)	2,978,609
Share-based payments	10	-	-	-	306,765	-	306,765
Loss and other comprehensive loss		-	-	-	-	(1,846,483)	(1,846,483)
Balance, March 31, 2024		26,771,735	5,086,763	-	948,765	(4,596,637)	1,438,891

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

Parvis Invest Inc.
Consolidated Statements of Cash Flows
(In Canadian Dollars)

	Notes	Year ended March 31, 2024	Five Months ended March 31, 2023	Year ended October 31, 2022
		$	$	$
OPERATING ACTIVITIES				
Loss and other comprehensive loss		(1,846,483)	(1,267,515)	(1,391,991)
Add non-cash items:				
Depreciation		1,204	473	-
Listing expenses	5	-	27,647	-
Loss on derivative liability	9	-	-	22,973
Share-based payments	10	306,765	126,713	-
		(1,538,514)	(1,112,682)	(1,369,018)
Changes in working capital:				
Trade and other receivables	6	(86,541)	-	-
Prepaids		(17,095)	(30,003)	19,726
Accounts payable and accrued liabilities	7	(478,310)	380,892	193,245
Deferred revenue	8	93,968	10,000	-
CASH USED IN OPERATING ACTIVITIES		(2,026,492)	(751,793)	(1,156,047)
INVESTING ACTIVITIES				
Cash acquired from reverse takeover	5	-	3,306,148	-
Purchase of property and equipment		-	(1,041)	(2,940)
CASH FROM (USED IN) INVESTING ACTIVITIES		-	3,305,107	(2,940)
FINANCING ACTIVITIES				
Issue of common shares, net	10	-	-	2,410,194
Redemption of convertible note	9	-	-	(687,000)
Repurchase of shares	10	-	(86)	-
Issue of convertible note	9	-	-	187,000
CASH FROM (USED IN) FINANCING ACTIVITIES		-	(86)	1,910,194
INCREASE (DECREASE) CASH DURING THE PERIOD		(2,026,492)	2,553,228	751,207
CASH AT BEGINNING OF PERIOD		3,753,883	1,200,655	449,448
CASH AT END OF PERIOD		1,727,391	3,753,883	1,200,655
Supplemental Cash Flow Information				
Effect of Interest Settled Through Shares on Convertible Note		-	-	48,683

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

1. Description and Nature of Operations

Parvis Invest Inc. ("PrivateCo") was incorporated under the Canada Business Corporations Act on January 18, 2019. On March 11, 2021, it changed its name to Parvis Invest Inc. On March 3, 2023, PrivateCo was amalgamated with 14492528 Canada Inc. ("NumCo") and changed its name to Parvis Fintech Inc. in the context of a reverse takeover ("RTO", see below). On March 6, 2023, the RTO entity continued under the Parvis Invest Inc. (the "Company") name and its common shares are listed on the TSX Venture Exchange ("TSX-V") under the symbol "PVIS". On October 20, 2023, Parvis Fintech Inc. changed its name to Parvis Investment Services Inc.

The Company's head office is located at 410 West Georgia Street, 3rd Floor, Vancouver, British Columbia, V6B 1Z3. PrivateCo is a wholly owned subsidiary of the Company and is a registered Exempt Market Dealer ("EMD") with the British Columbia Securities Commission (BCSC), to provide EMD services to issuers in all Canadian Provinces. The license took effect on August 24, 2022 under the national registration database (NRD) number: (NRD 74000).

Reverse Takeover

On March 3, 2023, Gravitas II Capital Corp ("G2") completed the acquisition of PrivateCo. G2 acquired all of the issued and outstanding shares of PrivateCo through a three-cornered amalgamation among G2, NumCo, a wholly owned subsidiary of G2, and Private Co (the "Reverse Takeover Transaction", the "Transaction" or the "RTO"), pursuant to which PrivateCo and NumCo amalgamated under the CBCA and continued as one amalgamated corporation with the name Parvis Financial Services Inc. which is a wholly owned subsidiary of G2. In connection to the Transaction, G2 consolidated its common shares on the basis of one-post consolidation share for each 2.49 pre-consolidation shares (the "Consolidation"). The Transaction resulted in the shareholders of PrivateCo holding 53% of the Company's issued and outstanding common shares. Accordingly, the Transaction is treated as a reverse takeover and the financial statements represent a continuation of the subsidiary, Parvis Financial Services Inc., not the Company, the parent. Upon closing of the reverse takeover, G2 changed its name to Parvis Invest Inc. and continued the business of Parvis Fintech Inc. See Note 5.

Concurrent with the Transaction, the Company's financial year-end was changed to March 31, 2023. Accordingly, the first financial statements of the Company post-RTO were prepared for the five-month period from November 1, 2022 to March 31, 2023.

2. Basis of Presentation and Statement of Compliance

(i) Statement of Compliance

These consolidated financial statements have been prepared in accordance with International Accounting Standards as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

These consolidated financial statements were authorized for issuance by the Board of Directors of the Company on July 26, 2024.

(ii) Basis of Measurement

The consolidated financial statements have been prepared under the historical cost convention except for certain financial assets and liabilities which have been measured at fair value. The functional currency of the Company and its subsidiary is the Canadian dollar.

2. Basis of Presentation and Statement of Compliance (continued)

(iii) Basis of Consolidation

The consolidated financial statements include the accounts of the Company and its subsidiaries on a consolidated basis after elimination of intercompany transactions and balances. Subsidiaries are entities the Company controls when it is exposed, or has rights, to variable returns from its involvement and can affect those returns through its power to direct the relevant activities of the entity.

Company	Place of Incorporation	Ownership
Parvis Invest Inc.	BC, Canada	Parent
Parvis Investment Services Inc. (formerly Parvis Fintech Inc.)	Canada	100%
Parvis GP Inc.	Ontario, Canada	100%

3. Material Accounting Estimates and Judgements

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

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and in any future periods affected.

Information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in these consolidated financial statements are going concern, and fair value of derivative liabilities and warrants. Actual results could differ from these and other estimates. Accounting policies that require management's estimates and judgments are discussed below:

Going Concern

These consolidated financial statements are prepared on a going concern basis, which presumes the realization of assets and discharge of liabilities in the normal course of business for the foreseeable future.

Reverse Takeover

Management relies on observable, and non-observable inputs with valuing the fair value of the consideration paid in the reverse takeover acquisition. These inputs are compared to subsequent results.

Fair Value of Derivative Liabilities, Options and Warrants

Where the fair values of derivative liabilities, options and warrants recorded on the statement of financial position cannot be derived from active markets, they are determined using a variety of valuation techniques that include the use of mathematical models. The inputs to these models are derived from observable market data where possible, but where observable market data are not available, estimation is required to establish fair values. The judgments and estimates include considerations of liquidity and model inputs such as credit risk (both own and counterparty) funding value adjustments, correlation and volatility.

Judgement for Classification of Warrants

For the issuance of units including warrants and shares, the Company uses estimates and judgements to evaluate whether the warrants attached to the units are liability or equity under IAS 32.

4. Summary of Material Accounting Policies

Financial Assets and Liabilities

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the financial instrument.

Under IFRS 9, financial assets are classified and measured based on the business model in which they are held and the characteristics of their contractual cash flows. IFRS 9 contains the primary measurement categories for financial assets: measured at amortized cost, fair value through other comprehensive income ("FVTOCI") and fair value through profit or loss ("FVTPL").

The Company initially recognizes accounts payable and accrued liabilities on the date at which they are originated. All other financial assets and liabilities (including assets and liabilities designated at FVTPL) are initially recognized on the trade date at which the Company becomes a party to the contractual provisions of the instrument.

The Company's financial assets and liabilities are as follows:

Financial Asset/Liability	Classification
Cash and cash equivalents	FVTPL
Trade and other receivables	Amortized cost
Accounts payable and accrued liabilities	Other financial liabilities (amortized cost)

Subsequent Measurement

Instruments classified as FVTPL are measured at fair value with unrealized gains and losses recognized in profit or loss. Instruments classified as amortized cost are measured at amortized cost using the effective interest rate method. Instruments classified as FVTOCI are measured at fair value with unrealized gains and losses recognized in other comprehensive income.

Derecognition

The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled or expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in profit or loss.

Revenue Recognition

The Company recognized revenue in accordance with IFRS 15 *Revenue from Contracts with Customers*.

Revenue represents the fair value of consideration received or receivable from customers for goods and services provided by the Company, net of discounts and sales taxes. The Company generates revenue from the sale of EMD services and set-up fees.

Revenue is recognized upon transfer of services to customers at an amount that reflects the transaction price the Company expects to receive in exchange for services. The Company's contracts with customers include the delivery of multiple services, which are generally not capable of being distinct and are accounted for as a single performance obligation. The Company's contracts may include a component of variable consideration, the estimate of which is constrained in accordance with IFRS 15. Revenue is recognized on a straight-line basis over the term of the contract.

Timing of revenue recognition may differ form the timing of invoices to customers. Contract assets are generated when contractual billing schedules differ from revenue recognition timing. Amounts collected in advance of services being provided are recorded as deferred revenue.

4. Summary of material accounting policies (continued)

Income Taxes
Income tax comprises of current and deferred tax. Income tax is recognized in the statement of comprehensive income except to the extent that it relates to items recognized directly in equity or other comprehensive income, in which case the income tax is also recognized directly in equity or other comprehensive income.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years. Current tax assets and current tax liabilities are only offset if a legally enforceable right exists to offset the amounts, and the Company intends to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax is recognized in respect of all qualifying temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred income tax is determined using tax rates and laws that have been enacted or substantively enacted at the end of reporting period and are expected to apply when the deferred tax asset or liability is settled. Deferred tax assets are recognized to the extent that it is probable that the assets can be recovered. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Share Capital and Warrants
The Company’s common shares are classified as equity.

The Company may issue units to investors consisting of common shares and warrants. Each issued warrant entitles the holder to acquire a common share of the Company at a fixed Canadian dollar price, over a specified term, and is not transferable from the original investor to a new investor. The Company’s investor warrants are equity instruments and not financial liabilities or financial derivatives. Accordingly, gross investor proceeds received from the issuance of units are accounted for as increases in share capital.

Transaction costs directly attributable to the issuance of private placement units, such as legal, finders’ and regulatory fees, are recognized as a decrease in share capital net of related income tax effects, if any. Broker warrants issued in a private placement are also included in transaction costs at their estimated fair value on the issue date, as determined using the Black-Scholes option-pricing model. An offsetting credit is recorded in contributed surplus. When investor or broker warrants are exercised, the proceeds received are added to share capital.

Share-Based Payments
Share-based payments to officers, directors and consultants are measured at the fair value of the instruments issued and recognized over the vesting periods. Share-based payments to non-employees are measured at the fair value of goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of goods or services cannot be reliably measured, and re-recorded at the date the goods or services are received. The fair value of options, as determined using the Black-Scholes Option Pricing Model which incorporates all market vesting conditions, is expensed in profit or loss. The corresponding amount is recorded to reserves. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognized for services received for services received as consideration for the equity instruments granted shall be based on the number of equity instruments that will eventually vest.

When the terms of a share-based payment are modified, the minimum expense recognized is the expense as if the terms had not been modified. An additional expense is recognized for any modification which increases the total fair value of the share-based payment arrangement, or is otherwise beneficial to the employee as measured at the date of modification over the remaining vesting period.

4. Summary of material accounting policies (continued)

Cash and Cash Equivalents

Cash and cash equivalents include bank deposits and highly liquid investments with original terms to maturity at the date of acquisition of less than three months. The Company does not invest in any asset-backed deposits. The Company has no material banking arrangements for overdrafts or borrowings.

Related Party Transactions

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

Loss per Share, Basic and Diluted

The Company presents basic and diluted earnings per share data for its common shares. Basic earnings (loss) per share is calculated by dividing earnings (loss) attributable to equity shareholders by the weighted average number of common shares outstanding during the year. Diluted earnings (loss) per share is determined by adjusting the weighted average number of common shares for the dilutive effect of stock options, and warrants using the treasury stock method. Under this method, stock options or warrants, whose exercise price is less than the average market price of the Company's common shares, are assumed to be exercised and the proceeds used to repurchase common shares at the average market price for the year. The incremental number of common shares issued under stock options and repurchased from proceeds included in the calculation of diluted earnings (loss) per share. Any inputs to the diluted earnings (loss) per share that are anti-dilutive are excluded from the earnings (loss) per share calculation.

Standards issued and adopted

During the year ended March 31, 2024, the Company adopted certain IFRS amendments. The application of these amendments had no significant impact on the Company's financial position or results of operations. As required by IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors, the nature of these changes is disclosed below:

Disclosure of Accounting Policies (Amendments to IAS 1)

The amendments to IAS 1 require an entity to disclose its material accounting policies instead of its significant accounting policies, The amendments clarify that accounting policy information is material if users of an entity's financial statements would need it to understand other material information in the financial statements. The amendments are effective for annual periods beginning on or after January 1, 2023 and are to be applied prospectively.

Standards issued but not yet effective

All other IFRSs and amendments issued but not yet effective have been assessed by the Company and are not expected to have a material impact on the financial statements.

(In Canadian Dollars)

5. Reverse Acquisition

On March 3, 2023, pursuant to the terms of the Transaction, the Company acquired all of the outstanding shares of Parvis, at an exchange ratio of 1:1, for 14,258,482 common shares of the Company. After the completion of the Transaction, the shareholders of Parvis held approximately 53% of the Company. Parvis is considered to have acquired the Company, with the Transaction being accounted as a reverse takeover of the Company by Parvis. Accordingly, the financial statements represent a continuation of Parvis, not the Company with the exception that all figures as to the number of common shares, as well as loss per share in these consolidated financial statements reflect the legal capital of Company at the exchange ratio in the acquisition.

The acquisition constitutes an asset acquisition as the Company does not meet the definition of a business, as defined in IFRS 3, Business Combination.

For the purposes of accounting for the reverse takeover, the percentage of ownership of the pre-acquisition shareholders' of Parvis in the combined entity upon completion of the acquisition was determined to be 53% (which represents 14,258,482 common shares out of total 26,771,735 common shares of the Company outstanding upon closing of the acquisition).

The Company did not pay cash nor issue any shares for finders fees.

The allocation of estimated consideration transferred is subject to change and is summarized as follows:

Purchase Price		
9,513,253 common shares of the Company	$	2,368,800
2,500,000 common shares of the Company		622,500
951,316 options of the Company		123,717
439,775 warrants of the Company		27,947
Total Purchase Price	$	3,142,964
Allocation of Purchase Price		
Cash	$	3,306,148
Accounts payable and accrued liabilities		(190,831)
Total net assets acquired	$	3,115,317
Non-cash listing expenses	$	27,647
Cash listing expenses		254,651
Total listing expenses	$	282,298

6. Trade and Other Receivables

		March 31, 2024		March 31, 2023		October 31, 2022
Trade receivables	$	22,418	$	-	$	-
Other receivables		64,123		-		-
	$	86,541	$	-	$	-

7. Accounts payable and accrued liabilities

		March 31, 2024		March 31, 2023		October 31, 2022
Accounts payable	$	99,053	$	420,569	$	23,493
Accrued liabilities		226,422		383,216		208,569
	$	325,475	$	803,785	$	232,062

(In Canadian Dollars)

8. Deferred Revenue

The continuity of deferred revenue was as follows:

	March 31, 2024	March 31, 2023	October 31, 2022
Balance at beginning of period	$ 10,000	$ -	$ -
Revenue collected	275,119	10,000	-
Revenue earned	(181,151)	-	-
Balance at end of period	$ 103,968	$ 10,000	$ -

9. Convertible Note

During the year ended March 31, 2024 and the five months ended March 31, 2023, the Company issued $nil (October 31, 2022 - $187,000). The major terms of the convertible note and its classification and conversion features was as follows:

Convertible note terms

- Interest – Fixed interest rate of 10% per annum based on a 365-day year. Unless the prepayment option is exercised by the Company, the interest is to be converted into common shares at the time of conversion. If the prepayment option is exercised, then interest is paid in cash.

- Maturity – 24-month anniversary of the closing.

- Prepayment – the Company may prepay the principal amount of the convertible note at any time without penalty.

- Conversion – the convertible note, including all accrued interest, automatically converts to common shares at the earliest of:

  - Maturity date of June 21, 2023
  - Qualified financing event
  - Change of control event

- Conversion Price – the convertible note will be converted into common shares at a conversion price implied by the achievement of one of the following milestones:

  - Initial seed funding of $3,000,000
  - Tech platform of $5,000,000
  - Regulatory approval of $10,000,000

- Conversion Price in the Event of a Qualified Financing or Change of Control – the convertible note and all accrued interest will automatically convert into common shares at a conversion price equal to 20% of the per share price paid by the purchasers of such common shares in the Qualified Financing or Change of Control.

- Most Favoured Nations – if the Company issues any convertible notes, convertible equity certificates or similar instruments that have rights, preferences or privileges that are more favourable than the terms of the convertible notes, the Company shall provide equivalent rights to each investor with respect to the convertible notes.

(In Canadian Dollars)

9. Convertible Note (continued)

Classification of the convertible note and conversion feature

The principal and any accrued interest automatically convert into common shares at the date of maturity with cash payment only required if the Company exercises its prepayment option resulting in the convertible note never being repayable. The Company has assessed that under the convertible note term, there is no contractual obligation to deliver cash or other financial assets, and accordingly the convertible note and accrued interest thereon are classified as equity, except for the conversion feature which meets the definition of a derivative liability which is bifurcated for accounting purposes as discussed below.

Conversion feature

The contract will be settled in a variable number of the entity's own equity instruments. The number of shares to be issued is variable due to the Most Favoured Nations clause, Conversion Price in the event of a Qualified Financing event, and the pre-sent valuations that will result in a variable price per share depending on the shares outstanding at the time and which milestones are achieved. Accordingly, this conversion feature is required to be recorded separately for accounting purposes as an embedded derivative liability and carried at fair value.

		Host Feature		Derivative Liability
Issued during the year	$	500,000	$	-
Allocated to derivative		(205,593)		205,593
Accrued interest charged to host feature		18,219		-
Loss on derivative		-		7,776
October 31, 2021		312,626		213,369
Issued during the period		187,000		-
Allocated to derivative		(70,624)		-
Accrued interest charged to host feature		22,688		-
Loss on derivative		-		22,793
Interest settled in shares		(48,683)		-
Derecognition of derivative on repayment		306,786		(306,786)
Repayment of convertible debentures		(709,793)		-
October 31, 2022, March 31, 2023 and 2024	$	-	$	-

The equity value on initial recognition and at year end was determined using a valuation simulation model under the following assumptions:

	October 31, 2022
Risk free rate	3.71%
Discount rate	19.4%
Expected life	1.5 years

10. Share capital

(i) Authorized share capital

The Company is authorized to issue an unlimited number of common shares with no par value.

(ii) Issued share capital

As at March 31, 2024, the Company's issued and outstanding share capital consisted of 26,771,735 common shares (March 31, 2023 - 26,771,735 common shares, October 31, 2022 – 15,620,000 common shares) with a value of $5,086,763 (March 31, 2023 - $5,086,763, October 31, 2022 - $2,095,549).

(iii) Issuances of share capital

a) On March 3, 2023, the Company issued 2,500,000 shares to a director at no cost for his services relating to the Transaction (see Note 5). The Company recorded $622,500 as fair value of the issued shares at a price of $0.249 per share and included in listing expenses.

b) On March 3, 2023, the Company issued 9,513,253 Parvis shares to the former owners of the Company as part of the amalgamation transaction at a price of $0.249 per share.

c) On February 24, 2023, the Company repurchased 861,518 shares for $86 from a founder.

d) From May 6, 2022 to May 20, 2022 the Company issued 5,234,000 units in a private placement for $0.50 per unit. Each unit consisted of 1 share and a ½ warrant with an exercise price of $0.75 per share with a fair value of $290,716. In addition, 308,800 broker warrants were issued with an exercise price of $0.75 per unit with a fair value of $72,907. An additional 154,400 broker warrants were issued with an exercise price of $0.75 per share with a fair value of $36,454. The expiry date of all the warrants is 2 years from the listing date. Share issue costs amounted to $423,304. 386,000 of the units were issued to a director for services. The Company recognized the cost of the services at $0.50 for a total of $193,000 and are included in share issue costs.

e) On April 22, 2022, the Company repurchased the convertible debt for $687,000 plus $48,683 in accrued interest. The accrued interest was settled in shares and the Company issued 427,580 shares for $48,683.

f) On April 22, 2022, the Company repurchased 427,580 shares for $43.

g) On March 25, 2022, the Company authorized a 10:1 increase in capital for the Company. The Company issued 9,900,000 common shares at a price of $0.0001 per share to the existing shareholders of the Company pursuant to subscription agreements.

h) During the year ended October 31, 2021, 100,000 shares were issued to founders of the Company for $0.001 per share.

(In Canadian Dollars)

10. Share capital (continued)

(iv) Warrants

The continuity of the Company's warrants are as follows:

	# of Warrants	Weighted Average Exercise Price ($)
Warrants at October 31, 2021	-	-
Issued as part of private placement units	2,810,000	0.75
Broker warrants	463,200	0.75
Balance at October 31, 2022	3,273,200	0.75
Amalgamation with Gravitas II	439,775	0.50
Balance at March 31, 2024 and March 31, 2023	3,712,975	0.72

The following table summarizes information about warrants outstanding at March 31, 2024, March 31, 2023 and October 31, 2022:

			Warrants Outstanding			
Issue Date	Expiry Date	Exercise Price	Issued	Outstanding	Weighted Average Exercise Price	Weighted Average Life
		($)	(#)	(#)	($)	(Years)
May 20, 2022	March 3, 2025	0.75	2,810,000	2,810,000	0.75	0.92
May 20, 2022	March 3, 2025	0.75	463,200	463,200	0.75	0.92
March 3, 2023	June 26, 2026	0.50	439,775	439,775	0.50	2.23
			3,712,975	3,712,975	0.72	1.08

The fair value of each warrant granted was estimated using a Black Scholes option pricing model on the date of grant using the following assumptions:

	March 3, 2023	October 31, 2022
Risk free rate	4.02%	3.71%
Exercise price	$0.50 - $0.75	$0.50
Expected volatility	59%	75%
Expected dividend yield	-	-
Expected forfeiture rate	-	-
Share price	$0.25	$0.37
Expected life	3.33	2.50

(In Canadian Dollars)

10. Share capital (continued)

(v) Options

Effective September 9, 2022 the Company adopted a Stock Option Plan ("Plan") for employees, executive offices, directors or consultants of the Company. The Plan allows the Company to reserve up to 10% of the outstanding shares of the Company to be granted in options.

A continuity of the Company's options are as follows:

	Number of Stock Options	Weighted Average Exercise Price ($)
Balance, October 31, 2021	-	-
Granted	1,562,000	0.50
Balance, October 31, 2022	1,562,000	0.50
Assumed on amalgamation	951,316	0.39
Balance, March 31, 2024 and March 31, 2023	2,513,316	0.46

On February 28, 2023, Parvis amended the terms of its stock options and extended their expiry date to October 31, 2032.

The following table reflects the stock options issued and outstanding remaining life as of March 31, 2024:

Issue Date	Expiry Date	Exercise Price ($)	Number of Options issued	Number of Options Exercisable and Outstanding	Weighted Average Remaining Life (years)	Weighted Average Exercise Price ($)
April 5, 2021	April 5, 2031	0.25	1,000,000	401,606	7.02	0.25
June 29, 2021	June 29, 2031	0.50	1,368,800	549,719	7.25	0.50
October 31, 2022	October 31, 2032	0.50	1,562,000	312,400	8.59	0.50
			3,930,800	1,263,725	7.51	0.42

The fair value of stock options was estimated using Black-Scholes Option Pricing Model on the date of grant using the following assumptions:

	March 3, 2023	February 28, 2023	October 31, 2022
Risk free rate	3.28%	3.37%	3.71%
Exercise price	$0.50- $0.75	$0.50	$0.50
Expected volatility	52.93% - 53.10%	51.83%	75%
Expected dividend yield	-	-	-
Expected forfeiture rate	-	-	-
Share price	$0.25	$0.50	$0.37
Expected life	8.1 – 8.33 years	9.68 years	2.50 years

(In Canadian Dollars)

11. Related party transactions

Total compensation and other benefits to directors and employees classified as key management, being individuals having authority and responsibility for planning, directing, and controlling the activities of the Company, are included as related party transactions.

Key management personnel were paid $24,000 (March 31, 2023 - $179,167, October 31, 2022 - $694,344) in cash compensation for the year ended March 31, 2024. As of March 31, 2024, $885 is receivable (March 31, 2023 - $nil, Octoer 31, 2022 - $nil) and $31,900 is payable (March 31, 2023 - $17,917, October 31, 2022 - $20,238).

Included in the General and Administrative expenses are directors' fees of $120,000 (March 31, 2023 - $70,000, October 31, 2022 - $250,000).

During the year ended March 31, 2024, the Company had share-based compensation made to officers and directors of $276,089 (March 31, 2023 - $126,713, October 31, 2022 - $nil).

During the year ended March 31, 2024, the Company paid $554,822 (March 31, 2023 - $50,486, October 31, 2022 - $nil) to companies owned, directly or indirectly, by officers and directors of the Company and/or by their immediate family.

12. Income taxes

The income tax provision is computed using the statutory tax rate of 27%. The provision for income taxes reflects an effective income tax rate that differs from the corporate income tax rate for the following reasons:

	Year ended	Five months ended	Year ended
	March 31, 2024 ($)	March 31, 2023 ($)	October 31, 2022 ($)
Current tax expense			
Loss before income taxes	(1,846,484)	(1,267,515)	(1,391,991)
Expected income tax recovery at statutory rates	(498,551)	(342,351)	(375,840)
Share-issue costs booked to equity	-	-	(62,182)
Non-deductible RTO expenses	-	76,221	-
Non-deductible expenses	85,596	52,676	6,946
Deferred tax asset not recognized	412,955	213,454	431,076
Total income tax (recovery) expense	-	-	-

Unrecognized deferred tax assets

Deferred taxes are provided as a result of temporary differences that arise due to differences between the income tax values and the carrying amount of assets and liabilities. Deferred tax assets have not been recognized in respect of the following deductible temporary differences because it is not probable that future taxable profits will be available against which the Company can utilize the benefits:

	Year ended	Five months ended	Year ended
	March 31, 2024 ($)	March 31, 2023 ($)	October 31, 2022 ($)
Tax benefits of non-capital loss carry forwards	3,990,426	2,341,969	1,323,687
Share issue costs	283,355	402,500	260,399

(In Canadian Dollars)

12. Income taxes (continued)

As at March 31, 2024, the Company has accumulated non-capital losses for income tax purposes which can be carried forward and applied against future taxable income. These non-capital losses expire as follows:

	($)
2041	64,653
2042	1,396,821
2043	880,495
2044	1,648,458

13. Capital management

The Company requires capital to fund existing and future operations and to meet regulatory capital requirements. The Company's policy is to maintain sufficient and appropriate levels of capital.

The Company's source of capital includes share capital and, if necessary, subordinated loans. The capital management framework followed by the Company is designed to maintain the level of capital that will:

a) Meet the Company's regulatory capital requirements
b) Fund current and future operations
c) Ensure that the Company is able to meet its financial obligations as they come due
d) Support the creation of shareholder value

The Company is subject to the regulatory capital requirements of NI 31-103 for portfolio managers, which require that it maintain minimum working capital of at least $50,000 plus $10,000 towards the Company's Financial Institution Bond ("FIB") insurance deductible and other margin requirements, if any. As at March 31, 2024, the Company was not in compliance with this requirement as the waiver not to call the loan until April 1, 2025 was not in place. This deficiency was corrected on July 2, 2024 when the Company executed a subordinated loan agreement to subordinate the full amounts due to the parent company.

14. Risk management

The Company manages risk through establishing policies that provide management oversight related to the risks of operations, including ensuring that risks are identified and assessed, and that appropriate and effective policies are in place. Market risk is the risk that the fair value of a financial instrument will fluctuate because of changes in market prices. For purposes of this disclosure, market risk is segregated into three categories: other market risk, interest rate risk and currency risk. Other risks associated with financial instruments include credit risk and liquidity risk.

Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss to the other party by failing to discharge an obligation. Credit risk arises from cash held with banks and financial institutions. The maximum exposure to credit risk is equal to the carrying value of these financial instruments.

The Company minimized credit risk associated with its cash balance substantially by dealing with a major financial institution that has been accorded a strong investment grade rating by a primary rating agency. Other than cash, there are no other significant concentrations of credit risk within the Company.

14. Risk management (continued)

Credit risk (continued)

The following is a breakdown of the aging of trade payables:

		March 31, 2023
Trade receivables aging:		
0 – 30 days	$	18,302
31 – 60 days		-
61 – 90 days		-
Greater than 90 days		4,116
		22,418
Expected credit loss provision		-
Net trade receivables	$	22,418

The Company applies the simplified approach to provide for expected credit losses as prescribed by IFRS 9, which permits the use of the lifetime expected loss provision for all trade receivables and contract assets. The expected credit loss provision is based on the Company's historical collections and loss experience and incorporates forward-looking factors, where appropriate. The Company did not expect any credit loss for each aging category of trade receivables as at March 31, 2024.

Interest rate risk

Interest rate risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Any interest rate risk is immaterial, as the Company currently only holds cash.

Liquidity risk

Liquidity risk is the risk that the Company may not have sufficient liquid assets to meet its commitments associated with these liabilities. The Company retains sufficient cash to maintain liquidity. Management oversees the Company's liquidity risk management program to ensure that the Company has access to enough readily available funds to cover its financial obligations as they come due and to sustain and grow its assets and operations both under normal and stress conditions. The Company holds its cash with a Canadian Chartered Bank.

The Company has $1,727,391 cash (March 31, 2023 - $3,753,883, October 31, 2022 - $1,200,655) to settle $325,475 (March 31, 2023 - $803,785, October 31, 2022 - $232,062) of accounts payable and accrued liabilities due within one year.

Currency risk

Currency risk is the risk that the value of financial assets denominated in currencies, other than the functional currency of the Company, will fluctuate due to changes in foreign currency exchange rates.

All financial instruments are denominated in Canadian dollars, the functional currency of the Company. Therefore, the Company is not significantly exposed to currency risk as at March 31, 2024, March 31, 2023 and December 31, 2022.

15. Subsequent Events

On April 16, 2024, the Company announced that it had granted 2,174,020 restricted share units ("RSUs") of the Company to certain directors, officers and employees of the Company. 33.33% of the RSUs will vest one year after the grant date, following which 8.33% of the RSUs will vest quarterly until the date that is three years after the grant date. Each RSU shall be settled by the issuance of one common share of the Company, or an equivalent cash value, to the holder of the RSU following each vesting date.