

LIQUID META CAPITAL HOLDINGS LTD.

CONDENSED INTERIM FINANCIAL STATEMENTS

(Unaudited - Expressed in US dollars)

For the three months ended August 31, 2024 and 2023

LIQUID META CAPITAL HOLDINGS LTD.

Condensed interim statements of financial position
As at August 31, 2024 and May 31, 2024
(Unaudited - Expressed in US dollars)

	Notes	As at August 31, 2024	As at May 31, 2024
		$	$
Assets			
Current			
Cash and cash equivalents	5	4,003,504	3,756,086
USD coin		-	617
Digital assets - inventories		-	237,000
Amounts receivable		190,244	99,368
Notes receivable	4	2,000,000	2,000,000
Prepaid expenses		22,708	31,937
Total current assets		**6,216,456**	**6,125,008**
Total assets		**6,216,456**	**6,125,008**
Liabilities			
Current			
Accounts payable and accrued liabilities	11	96,380	74,122
Total liabilities		**96,380**	**74,122**
Shareholders' equity			
Share capital	6	13,738,435	13,738,435
Options reserve	6	3,795,917	3,795,917
Warrants reserve	6	1,230,322	1,230,322
Accumulated deficit		(12,644,598)	(12,713,788)
Total shareholders' equity		**6,120,076**	**6,050,886**
Total liabilities and shareholders' equity		**6,216,456**	**6,125,008**

These condensed interim financial statements were approved for issuance on October 11, 2024 by the Board of Directors and signed on its behalf by:

/s/ Jonathan Wiesblatt (signed)
CEO

/s/ Sendy Shorser (signed)
CFO

LIQUID META CAPITAL HOLDINGS LTD.

Condensed interim statements of loss and comprehensive loss
For the three months ended August 31, 2024 and 2023
(Unaudited - Expressed in US dollars)

	Notes	For the three months ended August 31, 2024	2023
		$	$
Revenues			
Net realized gain (loss) on digital assets	7	**9,736**	6,433
Net realized gain and revenues earned from providing liquidity in liquidity pools	8	**-**	200
Other revenue		**122,858**	54,014
		132,594	**60,647**
Expenses			
Professional fees	9	**(52,724)**	(61,464)
General and administrative expenses		**(9,504)**	(24,641)
Share-based compensation	6,9	**-**	(20,986)
Advertising, marketing, and investor relations		**-**	(4,122)
Information technology		**-**	(1,200)
Depreciation	5	**-**	(807)
Exchange gain (loss)		**(1,176)**	(692)
Direct transaction costs		**-**	(43)
		(63,404)	**(113,955)**
Net Income (loss) and comprehensive income (loss)		**69,190**	**(53,308)**
Basic income (loss) per common share		**0.01**	**(0.01)**
Diluted income (loss) per common share		**0.01**	**(0.01)**
Weighted average number of common shares outstanding - basic		**53,837,246**	**53,837,246**
Weighted average number of common shares outstanding - diluted		**53,837,246**	**53,837,246**

LIQUID META CAPITAL HOLDINGS LTD.

Condensed interim statements of change in shareholders' equity (deficiency)

For the three months ended August 31, 2024 and 2023

(Unaudited - Expressed in US dollars)

	Notes	Share capital		Reserves		Deficit	Total
		Number of shares	Amount	Options	Warrants		
		#	$	$	$	$	$
Balance as at May 31, 2023	6	53,837,246	13,738,435	3,760,150	1,230,322	(14,271,688)	4,457,219
Share-based compensation	6	-	-	20,986	-	-	20,986
Net loss and comprehensive loss for the period		-	-	-	-	(53,308)	(53,308)
Balance as at August 31, 2023		53,837,246	13,738,435	3,781,136	1,230,322	(14,324,996)	4,424,897

	Notes	Share capital		Reserves		Deficit	Total
		Number of shares	Amount	Options	Warrants		
		#	$	$	$	$	$
Balance as at May 31, 2024	6	53,837,246	13,738,435	3,795,917	1,230,322	(12,713,788)	6,050,886
Net income and comprehensive income for the period		-	-	-	-	69,190	69,190
Balance as at August 31, 2024		53,837,246	13,738,435	3,795,917	1,230,322	(12,644,598)	6,120,076

LIQUID META CAPITAL HOLDINGS LTD.

Condensed interim statements of cash flows
For the three months ended August 31, 2024 and 2023
(Unaudited - Expressed in US dollars)

For the three months ended	Notes	August 31, 2024	August 31, 2023
		$	$
CASH FLOWS FROM OPERATING ACTIVITIES			
Net income (loss) for the period		69,190	(53,308)
Adjustments for non-cash items:			
Share-based compensation	6	-	20,986
Depreciation		-	807
Net changes in fair value of receivable from decentralized platforms	8	-	200
Changes in non-cash working capital:			
USD coin		617	1,320
Digital assets - inventories		237,000	6,645
Amounts receivable		(90,876)	(10,570)
Prepaid expenses		9,229	11,401
Accounts payable and accrued liabilities		22.258	27,997
Digital asset loans payable – USD coin		-	(7,103)
Cash flows from operating activities		**247,418**	**(1,625)**
Net increase (decrease) in cash and cash equivalents		247,418	(1,625)
Cash and cash equivalents, beginning of period		3,756,086	4,595,666
Cash and cash equivalents, end of period		**4,003,504**	**4,594,041**

1. NATURE OF OPERATIONS

Liquid Meta Capital Holdings Ltd. ("Liquid Meta" or the "Company") was incorporated under the laws of British Columbia on January 6, 2020. On December 21, 2022, the Company announced that it initiated a process to evaluate potential strategic alternatives and that it was pausing the development of its proprietary software and tools to access, automate, and scale operations within the decentralized finance ("DeFi") segment of the cryptocurrency industry. On March 9, 2023, the Company further announced that its Board of Directors had concluded the initial phase of its previously announced strategic review process, as disclosed in the Company's press release dated December 21, 2022. In May 2023, as part of its strategic review, the Board determined that it is desirable and in the best interest of the Company to discontinue the operations of the Company's crypto liquidity business and discontinue the development of the Company's MetaBridge technology, following which the Company will have no active business operations.

The Company's registered address is 700-401 West Georgia Street, Vancouver, British Columbia, V6B 5A1.

These financial statements were approved and authorized for issuance by the Board of Directors on October 11, 2024.

On December 22, 2021, the Company's common shares were listed on the CBOE Exchange Inc. under the symbol "LIQD".

On May 29, 2023, the Company issued a return of capital, amounting to $10,767,449, to shareholders on record as of May 15, 2023.

On January 17, 2024, the company entered into a binding LOI with Cellview Imaging Inc. ("Cellview") regarding the acquisition of all of the issued and outstanding shares of Cellview by the Company that would result in a reverse take-over of the Company by Cellview. The LOI expired on July 31st and was not renewed further by the Company. Refer to Note 4 for further details.

2. BASIS OF PRESENTATION

Basis of preparation

These Unaudited Interim Condensed Financial Statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") as applicable to the preparation of interim financial statements, including IAS 34, Interim Financial Reporting and interpretations of the IFRS Interpretation Committee. Accordingly, certain disclosures included in the annual financial statements prepared in accordance with IFRS as issued by the IASB have been condensed or omitted and these Unaudited Interim Condensed Financial Statements should be read in conjunction with the Company's Audited Financial Statements for the year ended May 31, 2024.

Basis of measurement

These Unaudited Interim Condensed Financial Statements have been prepared on a historical cost basis, except for financial instruments classified at fair value through profit or loss, which are stated at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

3. SIGNIFICANT ACCOUNTING POLICIES

These Unaudited Interim Condensed Financial Statements and the accompanying notes were prepared using the accounting policies described in Note 3 of the Company's Audited Financial Statements for the year ended May 31, 2024.

1) Newly adopted standards, amendments and interpretations

There are no standards, amendments to standards or interpretations that are effective for annual periods beginning on June 1, 2024, that have a material effect on the Unaudited Condensed Interim Financial Statements of the Company.

A number of new standards, split to standards and interpretations are effective for annual periods beginning after June 1, 2024 and have not been early adopted in preparing these Unaudited Condensed Interim Financial Statements. None of these are expected to have a material effect on the Unaudited Condensed Interim Financial Statements of the Company.

These Unaudited Interim Financial Statements were approved and authorized for issuance by the Board of Directors on October 11, 2024.

4. NOTES RECEIVABLE

On January 17, 2024, the Company entered into a binding LOI with Cellview regarding the acquisition of all of the issued and outstanding shares of Cellview by the Company that would result in a reverse take-over of the Company by Cellview ("the Transaction"). Pursuant to the Transaction, the holders of the issued and outstanding Cellview Shares shall receive such number of common shares in the capital of the Company for each Cellview Share held such that upon completion of the Transaction, shareholders of Cellview would hold approximately 75% of the issued and outstanding shares of the Resulting Issuer while the shareholders of Liquid Meta would hold approximately 25% of the issued and outstanding shares of the Resulting Issuer, subject to adjustment in certain circumstances.

In connection with the binding LOI, on January 17, 2024, the Company advanced a bridge loan of $1,000,000 to Cellview pursuant to the terms of a secured convertible promissory note entered into between Cellview and the Company. The note yields interest at a rate of 15% per annum and the principal and accrued and unpaid interest of this note will be due and payable 12 months following the date of issuance unless earlier converted into shares in the capital of Cellview upon the completion of certain liquidity events.

On March 7, 2024, pursuant to the terms of the binding LOI with Cellview and the certain escrow agreement entered into by the Company in connection therewith, a further $1,000,000 disbursement advanced to the escrow agent was released to Cellview in exchange for the issuance of a subsequent secured convertible promissory note by Cellview. Unless earlier converted into shares in the capital of Cellview upon the completion of certain liquidity events, the principal and accrued and unpaid interest of the above note will be due and payable on January 17, 2025 and yields interest at a rate of 15% per annum.

These notes are secured against the assets and property of Cellview.

The LOI expired on July 31st and was not renewed further by the Company. The Company expects the notes to be fully repaid, including accrued interest, or converted into Cellview shares, prior to the maturity date.

Included in amounts receivable is interest of $166,849 accrued on the outstanding notes as of August 31, 2024.

5. CASH AND CASH EQUIVALENTS

	August 31, 2024 $	May 31, 2024 $
Cash at banks	161,235	76,086
Short-term deposits	3,705,000	3,680,000
	3,866,235	3,756,086

None of the deposits are redeemable and credit with interest at maturity. Included in amounts receivable is interest of $23,395 accrued on outstanding deposits but not redeemed as of August 31, 2024 ($8,135 as of May 31, 2024).

Terms and details of the deposits open as of August 31, 2024 are as follows:

Investment date	Amount invested	Term	Interest rate	Maturity date
	$	Days	% per annum	
July 10, 2024	2,480,000	61	5.13	September 09, 2024
August 01, 2024	1,200,000	61	5.21	October 01, 2024
August 27, 2024	225,000	90	5.32	November 25, 2024

Terms and details of the deposits open as of May 31, 2024 are as follows:

Investment date	Amount invested	Term	Interest rate	Maturity date
	$	Days	% per annum	
May 09, 2024	2,480,000	32	5.10	June 10, 2024
May 28, 2023	1,200,000	62	5.19	July 29, 2024

6. SHAREHOLDERS' EQUITY

(a) Authorized share capital

The authorized capital of the Company consists of an unlimited number of common shares.

(b) Shares issued

There were no shares issued during the three months ended August 31, 2024 and the year ended May 31, 2024.

No dividends have been paid or declared by the Company since inception until August 31, 2024.

(c) Stock options

The Company has established a share option plan (the "Option Plan") for directors, officers, employees, and consultants of the Company. The Company's Board of Directors determines, among other things, the eligibility of individuals to participate in the Option Plan, the term and vesting periods, and the exercise price of options granted to individuals under the Option Plan.

The movement in stock options for the year ended May 31, 2024 and the three months ended August 31, 2024 is summarized as follows:

	Outstanding #	**Weighted average exercise price** $
Balance, May 31, 2023	775,755	0.29
Options granted	970,000	0.06*
Options cancelled and forfeited	(775,755)	0.29
Balance, May 31, 2024	**970,000**	**0.06***
Balance, August 31, 2024	**970,000**	**0.06***

*These options were granted with an exercise price of $0.075 CAD.

The fair value of the stock options were determined using the Black-Scholes valuation model through a "waterfall" using a series of simultaneous options models.

During 2024, management made the following assumptions: Nil dividends, 156% volatility; risk-free rate 4.10%.

The following table is a summary of the Company's options outstanding as at August 31, 2024:

As at August 31, 2024		
Outstanding #	Exercise price $	Expiry date
970,000	0.06*	August 8, 2028
970,000		

*These options were granted with an exercise price of $0.075 CAD.

For the three months ended August 31, 2024, the Company recorded net share-based compensation of $nil on stock options and $3,795,917 was cumulatively recognized in options reserve as at that date. For the year ended May 31, 2024, $3,795,917 was recognized in options reserve and share-based compensation.

(d) Warrants

The movement in warrants for the year ended May 31, 2024 and the three months ended August 31, 2024 is summarized as follows:

	Outstanding	Weighted average exercise price
	#	$
Balance, May 31, 2023	1,519,036	0.79
Expired	(1,081,992)	1.00
Balance, May 31, 2024	**437,044**	**0.28**
Balance, August 31, 2024	**437,044**	**0.28**

At the time of issuance, management made the following assumptions: Nil dividends, volatility in the range of 143% to 156%; risk-free rate in the range of 0.66% to 1.19%

The following table is a summary of the Company's warrants outstanding as at August 31, 2024:

As at August 31, 2024		
Outstanding	Exercise price	Expiry date
#	$	
437,044	0.28	May 1, 2026
437,044	**0.28**	

For the three months ended August 31, 2024, the Company recorded share-based compensation of $nil on warrants and $1,230,322 was cumulatively recognized in warrants reserve as at that date. For the year ended May 31, 2024, $nil was recognized in warrants reserve and share-based compensation.

7. NET REALIZED GAIN (LOSS) ON DIGITAL ASSETS

Components of revenue earned from cryptocurrencies classified as inventory are:

	August 31, 2024	August 31, 2023
	3 months	3 months
	$	$
Net realized gain (loss) on sale of digital assets	9,736	7,281
Unrealized gain (loss) – net	-	(848)
	-	6,433

8. NET REALIZED GAIN (LOSS) AND REVENUES EARNED FROM PROVIDING LIQUIDITY IN LIQUIDITY POOLS

Components of Net realized gain (loss) and revenues earned from providing liquidity in liquidity pools are as follows:

	August 31, 2024 3 months	August 31, 2023 3 months
	$	
Net realized/unrealized gain (loss) on sale of LP tokens	-	(2,392)
Unrealized gain (loss) on LP/Crema tokens	-	2,592
	-	200

9. RELATED PARTY

Key management includes personnel having the authority and responsibility for planning, directing and controlling the Company as a whole. The Company has determined its key management personnel to be executive officers and directors of the Company

a) Included in accounts payable and accrued liabilities is $11,307 payable and accrued to officers of the company as at August 31, 2024 (May 31, 2024 - $10,986).

b) Included in professional fees for the three months ended August 31, 2024, is $40,006 (August 31, 2023 - $41,023) incurred with the officers of the Company.

c) Included in the share-based compensation for the three months ended August 31, 2024, is $nil (August 31, 2023 – $20,986) incurred with directors and officers of the Company.

10. CAPITAL MANAGEMENT

The Company's capital management objectives are to preserve capital, especially during difficult macro-economic environments. The Company can at times increase its cash and cash equivalents on its balance sheet to preserve its financial integrity. The Company defines capital as the aggregate of its share capital and borrowings.

The Company manages its capital structure in accordance with changes in economic conditions. To maintain or adjust its capital structure, the Company may elect to issue or repay financial liabilities, issue shares, repurchase shares, pay dividends or undertake any other activities as deemed appropriate under specific circumstances. The Company is not subject to any externally imposed capital requirements.

The management of the Company reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

11. FINANCIAL INSTRUMENTS

	As at August 31, 2024	As at May 31, 2024
Financial assets, FVTPL		
Notes receivable	2,000,000	2,000,000
Financial assets, measured at amortized costs		
Cash and cash equivalents	4,003,504	3,756,086
Amounts receivable	190,244	99,368
USD coin	-	617
Financial liabilities, measured at amortized costs		
Accounts payable and accrued liabilities	96,380	74,122

The Company has determined the estimated fair value of its financial instruments, if any, based on appropriate valuation methodologies; however, considerable judgment is required to develop these estimates. The fair values of the Company's financial instruments, if any, are not materially different from their carrying values.

Financial instruments that are measured subsequent to initial recognition at fair value are grouped in levels 1 to 3 of the fair value hierarchy based on the degree to which inputs used in measuring fair value is observable:

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities. There are no financial instruments measured at fair value which are classified as Level 1.

Level 2 – inputs other than quoted prices included in level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices). There are no financial instruments measured at fair value which are classified as level 2.

Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs). The Company's level 3 financial instruments are restricted to notes receivable. The convertible promissory notes of a privately held company are not quoted on an exchange. Management believes that the fair value of the notes receivable have not changed since the initial purchase cost (refer to note 4).

Risk exposure and management

The Company's financial instruments are exposed to certain financial risks, which include the following:

(a) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. The maximum exposure to credit risk at the reporting date to recognized financial assets is the carrying amount of cash and cash equivalents, notes receivable and amounts receivable as disclosed in the statements of financial position.

The Company manages credit risk, in respect of cash and cash equivalents, by maintaining bank accounts at highly rated financial institutions. The notes receivable are secured against the assets and property of Cellview.

(b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulties in meeting obligations when they become due. The Company manages liquidity risk by maintaining adequate cash reserves, by continuously monitoring actual and forecast cash flows and matching the maturity profiles of financial assets and liabilities.

As at August 31, 2024, the Company had working capital of $6,120,076 (As at May 31, 2024 - $6,050,886).

(c) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: foreign currency risk, interest rate risk and price risk. These are discussed further below.

I. Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's interest-bearing financial instruments are limited to its cash and cash equivalents and notes receivable which are based on fixed interest rates. The Company does not have interest bearing debt and therefore is not exposed to significant interest rate risk.

II. Foreign currency risk

Currency risk relates to the risk that the fair values or future cash flows of the Company's financial instruments will fluctuate because of changes in foreign exchange rates. The Company held positions in various crypto currencies which had a market value stated in US dollars. Exchange rate fluctuations affect the costs that the Company incurs in its operations. The Company's functional currency is the US dollar and major purchases are transacted in US dollars. The Company is not subject to material foreign currency risk.

III. Price risk

Price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk or foreign currency risk. The company is not subject to material price risk.

12. DIGITAL ASSETS RISK

While the company no longer engages in digital assets as of August 31, 2024, the following risks were present prior to ceasing operating activities during the year ended May 31, 2023.

Access to digital assets can be disrupted by a number of matters including:

- Loss of access risk, such as to private keys;
- Irrevocable transactions given that transactions cannot be changed or corrected once a transaction has been verified and recorded on the blockchain;

- Fluctuations in digital asset prices due to global forces, interest rate, exchange, inflation, political/economic conditions;
- Vulnerability of crypto networks to hacking; and
- Unregulated crypto exchanges.

Smart contract risk

DeFi, in several ways, substitutes custodial risk prevalent with centralized finance platforms with smart contract risk, allowing hackers and attackers to seize funds and tokens escrowed in smart contracts. Smart contracts are constantly exploited across the blockchain ecosystem, with hackers taking advantage of flaws in the code. DeFi smart contracts are managed using admin keys. These allow the key holder to make significant changes to the code, such as protocol upgrades. One way cyberattacks occur is when hackers gain control of private or admin keys, allowing them to deplete all or some of the liquidity within pools of certain projects, among others.

Digital asset transactions are irrevocable, and losses may occur

Digital asset transactions are irrevocable and stolen or incorrectly transferred crypto assets may be irretrievable. Digital asset transactions are not reversible without the consent and active participation of the recipient of the transaction. Once a transaction has been verified and recorded in a block that is added to the blockchain, an incorrect transfer of digital assets will not be reversible. If the Company is unable to effect a corrective transaction with a third party, or is incapable of identifying the recipient of its digital assets through error or theft, Liquid Meta will not be able to revert or otherwise recover any incorrectly transferred digital assets, or to convert or recover digital assets transferred to uncontrolled accounts.

The Business of Liquid Meta will be exposed to cybersecurity risks

Cyber incidents can result from deliberate attacks or unintentional events, and may arise from internal sources (e.g., employees, contractors, service providers, suppliers and operational risks) or external sources (e.g., nation states, terrorists, hacktivists, competitors and acts of nature). Cyber incidents include unauthorized access to information systems and data (e.g., through hacking or malicious software) for purposes of misappropriating or corrupting data or causing operational disruption. Cyber incidents also may be caused in a manner that does not require unauthorized access, such as causing denial-of-service attacks on websites (e.g., efforts to make network services unavailable to intended users). A cyber incident that affects Liquid Meta, the DEX's it is providing liquidity to or its service providers might cause disruptions and adversely affect their respective business operations, and might also result in violations of applicable law (e.g., personal information protection laws), each of which might result in potentially significant financial losses and liabilities, regulatory fines and penalties, reputational harm, and reimbursement and other compensation costs. In addition, substantial costs might be incurred to investigate, remediate and prevent cyber incidents.

The evolving regulatory environment and various standards of transparency surrounding the operations of digital asset exchanges may cause the marketplace to lose confidence in crypto assets globally.

Liquidation risk

The Company supplied or borrowed digital assets on certain DeFi protocols. These digital assets could fluctuate in value due to the systemic risks of the issuing platforms or market volatility, including the loss of peg of certain pegged assets. This could result in the liquidation or closing of a user's position.

Reliance on Decentralized Exchanges (DEXs)

As a liquidity provider on a variety of decentralized protocols and applications, Liquid Meta is dependent on these public DEXs in the normal course of business. There is no guarantee that DEXs will continue to scale or upgrade over time such that their functionality improves or continues to be used by users. Additionally, the risks inherent to public blockchains, such as smart contract risks or cybersecurity risks, continue to apply to DEXs. There is also no certainty as to the future regulatory environment regarding DEXs or DeFi and any adverse changes could substantially impact our ability to conduct our business.

Reliance on Centralized Exchanges (CEXs)

As a liquidity provider to DeFi projects and platforms, Liquid Meta rely on centralized exchanges such as Kraken and Binance. It is necessary for exchanging capital with the Company's traditional banking partners. The Company exchanges fiat and other forms of capital into digital assets that can then be used across various protocols and applications. Liquid Meta will also from time to time hold some of its assets including traditional fiat currencies (notably USD) on these CEXs. Liquid Meta is reliant on these CEXs for the exchange of fiat/digital assets and at times the custodial services they provide for capital not being deployed on the DEXs. Any change to the CEXs business models, practices, ability to custody assets, ability to send or receive payments, solvency, swap or exchange assets, or be subject to security breaches or hacks could have a meaningful impact on Liquid Meta's operations and potential loss of some or all of our assets.

Regulatory changes or actions may alter the nature of an investment in the Company or restrict the use of digital assets in a manner that adversely affects the Company's operations.

Due to their global nature, digital assets are subject to regulatory fragmentation due to different treatment depending on jurisdiction. Certain governments have categorized cryptocurrencies as illegal while others have embraced their utility and have approved them for trade. Ongoing and/or future regulatory actions may alter the ability of the Company or any digital assets that the Company may stake, exchange, trade, mine, harvest, purchase or sell impossible to predict and may have a substantial impact on the Company's business operations. Governments may take regulatory actions that prohibit or restrict the right to acquire, own, hold, sell, use or trade digital assets, or to exchange digital assets for fiat currency.