STAGE CAPITAL CORP.

FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2022 and 2021

(Expressed in Canadian Dollars)

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Stage Capital Corp.:

Opinion

We have audited the financial statements of Stage Capital Corp. which comprise the statement of financial position as at December 31, 2022 and the statement of loss and comprehensive loss, statement of changes in shareholders' equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2022, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards.

Basis for Opinion

We conducted our audit 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 Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the 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.

Material Uncertainty Related to Going Concern

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the year ended December 31, 2022. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Except for the matter described in the *Material Uncertainty Related to Going Concern* section of our auditor's report, we have determined that there are no other key audit matters to communicate in our report.

Other Matter

The financial statements of the Company for the year ended December 31, 2021 were audited by another auditor who expressed an unmodified opinion on those financial statements on April 7, 2022.

Other Information

Management is responsible for the other information. The other information comprises the information included in the Management's Discussion and Analysis filed with the relevant Canadian securities commissions.

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

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

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

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

In preparing the 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 Financial Statements

Our objectives are to obtain reasonable assurance about whether the 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 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 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 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the 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 Anna C. Moreton.

Baker Tilly WM LLP

CHARTERED PROFESSIONAL ACCOUNTANTS

Vancouver, B.C.
April 12, 2023

STAGE CAPITAL CORP.
STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars)
AS AT

	Note	December 31, 2022	December 31, 2021
ASSETS			
Current assets			
Cash		$ 108,581	$ 21,832
Receivables		1,064	1,014
Share proceeds receivable	4	-	142,628
		109,645	165,474
Investment	4	2,178,427	2,722,849
		$ 2,288,072	$ 2,888,323
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current liabilities			
Accounts payable and accrued liabilities	6	$ 264,974	$ 246,555
Promissory notes payable	6	-	26,586
		264,974	273,141
SHAREHOLDERS' EQUITY			
Share capital	5	6,550,010	6,550,010
Deficit		(4,526,912)	(3,934,828)
		2,023,098	2,615,182
		$ 2,288,072	$ 2,888,323

Nature of operations (Note 1)

On behalf of the Board of Directors:

"Garth Braun" Director

"Ron Schmitz" Director

The accompanying notes are an integral part of these financial statements

STAGE CAPITAL CORP.
STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(Expressed in Canadian Dollars)
FOR THE YEARS ENDED DECEMBER 31

	Note		2022		2021
EXPENSES					
Consulting fees	6	$	13,716	$	12,000
Directors fees	6		12,000		12,000
Foreign exchange			3,803		607
Interest on promissory notes			2,803		1,586
Office costs			454		292
Professional fees	6		41,331		50,911
Registration and filing fees			22,391		30,253
Transfer agent			4,297		3,868
			(100,795)		(111,517)
OTHER EXPENSES					
Investment income	4		53,133		19,558
Fair value adjustment on investment	4		(544,422)		(11,597)
			(491,289)		7,961
Net loss and comprehensive loss		$	(592,084)	$	(103,556)
Basic and diluted loss per common share		$	(0.07)	$	(0.01)
Weighted average number of common shares oustanding			8,585,876		8,585,863

The accompanying notes are an integral part of these financial statements

STAGE CAPITAL CORP.
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(Expressed in Canadian Dollars)

	Number of Shares	Share Capital	Deficit	Shareholders' Equity
Balance, December 31, 2020	**8,585,851**	**$ 6,550,001**	**$ (3,831,272)**	**$ 2,718,729**
Common shares issued	25	9	-	9
Net loss and comprehensive loss for the year	-	-	(103,556)	(103,556)
Balance, December 31, 2021	**8,585,876**	**6,550,010**	**(3,934,828)**	**2,615,182**
Net loss and comprehensive loss for the year	-	-	(592,084)	(592,084)
Balance, December 31, 2022	**8,585,876**	**$ 6,550,010**	**$ (4,526,912)**	**$ 2,023,098**

The accompanying notes are an integral part of these financial statements

STAGE CAPITAL CORP.
STATEMENTS OF CASH FLOWS
(Expressed in Canadian Dollars)
FOR THE YEARS ENDED DECEMBER 31

		2022		2021
CASH FLOWS FROM OPERATING ACTIVITIES				
Net loss for the year	$	(592,084)	$	(103,556)
Items not affecting cash:				
Foreign exchange		3,803		608
Fair value adjustment on investment		544,422		11,597
Promissory note interest		2,030		1,586
Changes in non-cash working capital items:				
Receivables		(50)		2,873
Short-term receivable		138,825		-
Accounts payable and accrued liabilities		18,419		46,190
Net cash provided by (used in) operating activities		115,365		(40,702)
CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds from promissory notes issued		25,000		25,000
Repayment of promissory notes and accrued interest		(53,616)		-
Proceeds from issuance of common shares		-		9
Net cash provided by (used in) financing activities		(28,616)		25,009
Change in cash for the year		86,749		(15,693)
Cash, beginning of the year		21,832		37,525
Cash, end of the year	$	108,581	$	21,832
Cash paid during the year for interest	**$**	**-**	**$**	**-**
Cash paid during the year for income taxes	**$**	**-**	**$**	**-**

Supplemental disclosure with respect to cash flows (Note 9)

The accompanying notes are an integral part of these financial statements

1. NATURE OF OPERATIONS

Stage Capital Corp. (the "Company") was originally incorporated under the Business Corporations Act (Alberta) on December 24, 2018. Effective July 7, 2021, the Company changed its name from Stage Holdco Ltd to Stage Capital Corp. and was continued into British Columbia from Alberta under the Business Corporation Act (British Columbia). The Company was formed as part of a merger of Blackbird Energy Inc. ("Blackbird") and Pipestone Oil Corp. ("Pipestone Oil"), resulting in Pipestone Energy Corp. ("Pipestone Energy"). As part of that arrangement, Blackbird's interest in Stage Completions Inc. ("SC") (Note 4) was distributed to the Company on January 4, 2019 at which time the Company became a reporting issuer. The Company's principal business activity is its interest in an energy technology entity with a goal to acquire and develop other technologies.

The Company's registered and records office is located at Suite 501 – 3292 Production Way, Burnaby, BC, Canada, V5A 4R4. The Company's head office is located at Suite 250, 750 West Pender Street, Vancouver, BC, Canada, V6C 2T7.

2. BASIS OF PRESENTATION

i) Statement of Compliance

These financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

These financial statements were authorized for issue by the Board of Directors on April 12, 2023.

ii) Basis of Measurement

These financial statements have been prepared on a historical cost basis, except financial instruments measured at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information. The financial statements are presented in Canadian dollars unless otherwise noted.

iii) Going Concern of Operations

These financial statements have been prepared with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. As at December 31, 2022, the Company has a working capital deficiency of $155,329 (2021 - $107,667), deficit of $4,526,912 (2021 - $3,934,828), limited financial resources and no source of revenue to sustain operations for the foreseeable future. These conditions indicate a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern.

3. SIGNIFICANT ACCOUNTING POLICIES

Use of estimates and judgements

The preparation of financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Estimates and underlying assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the review affects both current and future periods.

Investment

As described in Note 4 the Company used its judgement to conclude that it does not have significant influence over SC and therefore equity accounting is not required.

Cash

Cash in the statement of financial position is comprised of cash on deposit at a financial banking institution.

Financial instruments

The Company recognizes a financial asset or financial liability on the statement of financial position when it becomes party to the contractual provisions of the financial instrument.

Financial assets

IFRS 9 uses a single approach to determine whether a financial asset is classified and measured at amortized cost or fair value. The approach in IFRS 9 is based on how an entity manages its financial instruments and contractual cash flow characteristics of the financial asset.

The Company classifies its financial assets in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive income (FVTOCI"), or at amortized cost. The determination of the classification of financial assets is made at initial recognition. Equity instruments that are held for trading (including all equity derivative instruments) are classified as FVTPL; for other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Financial instruments (cont'd…)

The Company's accounting policy for each of the categories is as follows:

Financial assets at FVTPL: Financial assets carried at FVTPL are initially recorded at fair value and transaction costs are expensed in profit or loss. Realized and unrealized gains and losses arising from changes in the fair value of financial assets held at FVTPL are included in profit or loss in the period.

Financial assets at FVTOCI: Investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses arising from changes in fair value recognized in other comprehensive (loss) income in they arise.

Financial assets at amortized cost: A financial asset is measured at amortized cost if the objective of the business model is to hold the financial asset for the collection of contractual cash flows, and the asset's contractual cash flows are comprised solely of payments of principal and interest. They are classified as current assets or non-current assets based on their maturity date and are initially recognized at fair value and subsequently carried at amortized cost less any impairment.

The Company has classified its cash and investment at FVTPL and its share proceeds receivable at amortized cost.

Impairment of financial assets at amortized cost: The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost.

Financial liabilities

The Company classifies its financial liabilities into one of two categories, depending on the purpose for which the liability was incurred. The Company's accounting policy for each category is as follows:

Financial liabilities at FVTPL: This category comprises derivatives or liabilities acquired or incurred principally for the purpose of selling or repurchasing in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in profit or loss.

Financial liabilities at amortized cost: This category includes accounts payable and accrued liabilities and promissory notes payable which are recognized at amortized cost using the effective interest method.

Transaction costs in respect of financial instruments at FVTPL are recognized in profit or loss, while transaction costs associated with all other financial instruments are included in the initial measurement of the financial instrument.

Income taxes

Income tax expense comprises current and deferred tax. Income tax expense is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Income taxes (cont'd…)

Deferred tax is recognized by providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized on the initial recognition of assets or liabilities in a transaction that is not a business combination. In addition, deferred tax is not recognized for taxable temporary differences arising on the initial recognition of goodwill. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Foreign currency translation

The financial statements are presented in Canadian dollars. The functional currency of the Company is the Canadian dollar.

Transactions in foreign currencies are translated into the entities functional currency at the exchange rates at the date of the transactions. Monetary assets and liabilities ·of the Company's operations denominated in a currency other than the functional currency are translated using the exchange rates prevailing at the date of the statement of financial position. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates in effect at the date of the underlying transaction, except for depreciation related to non-monetary assets, which is translated at historical exchange rates. Exchange differences are recognized in profit or loss in the year in which they occur.

Income (loss) per share

Basic income (loss) per share is computed by dividing net income (loss) available to common shareholders by the weighted average number of shares outstanding during the reporting period. Diluted income (loss) per share is computed similar to basic income (loss) per share except that the weighted average shares outstanding are increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire common stock at the average market price during the reporting periods.

Standards and interpretations issued but not yet effective

At the date of authorization of these financial statements, the IASB has not issued any new or revised standards expected to have a material impact on the results and financial position of the Company when adopted.

4. INVESTMENT

The Company had a 10% equity interest in SC, a private Canadian technology and services company in the oil and gas industry. The ownership in SC resulted as part of the arrangement between Blackbird and Pipestone Oil completed on January 4, 2019 to form Pipestone Energy.

As part of the arrangement, Blackbird distributed its 10% interest in SC to the Company in exchange for 8,585,850 common shares of the Company that were distributed to the former shareholders of Blackbird. The 10% interest was distributed at a fair value of $6,550,000. Pursuant to the arrangement, 175,188,092 Listed Warrants were also issued. The Listed Warrants expired unexercised during the fiscal year ended December 31, 2021.

Given its ownership position and other relationships with SC, the Company considered if equity accounting was required. The Company's security holdings in SC are for investment purposes only. The Company does not intend to participate in policy making. The Company did not receive any contractual entitlement to have a nominee appointed to the board of directors of SC as a result of the investment. The Company and SC do however have a common director from previous appointments. To ensure that the Company will not act jointly or in concert with any common directors/officers in connection with the holding or voting of its securities in SC, the individual has declared their conflict and has abstained from past voting when applicable and will continue to abstain from voting as a board member on any matters related to SC and the Company which may arise. Given these factors, the Company concluded that it did not have significant influence and therefore the equity method of accounting was not appropriate. Accordingly, the investment in SC has been accounted for at FVTPL since the acquisition.

During the year ended December 31, 2020, SC completed a multi-step financing and internal reorganization transaction, upon completion of which the Company held, directly and indirectly, a 6.43% continuing equity interest in Stage Completions LP, the parent entity of the SC group. The transaction terms included a sale by the Company and other existing SC investors, on a proportionate basis, of a portion of their SC equity holdings as well as an issue of new equity by Stage Completions LP to raise additional capital.

The net proceeds for the SC equity sold by the Company were $278,434 (US$210,139). The Company received $125,258 (US $96,839) as its initial share of the proceeds during the fiscal year ended December 31, 2020. The remaining balance of $153,176 (US$113,300) was received during the year ended December 31, 2022. The Company also received $53,133 (US$40,900) as a dividend distribution from SC during the year ended December 31, 2022.

During the year ended December 31, 2022, the Company's continuing interest in Stage Completions LP decreased to 5.05% as a result of dilution from an equity financing completed by Stage Completions LP in which the Company did not participate. The Company's 5.05% (2021 – 6.43%) continuing interest has been valued at $2,178,427 (US$1,608,407) (2021 - $2,722,849 (US$2,147,696)) resulting in a fair value adjustment of $544,422 (2021 - $11,597) during the year ended December 31, 2022.

5. SHARE CAPITAL

The Company has authorized an unlimited number of common shares and preferred shares.

The Company did not issue any common shares during the year ended December 31, 2022.

During the year ended December 31, 2021, the Company issued 25 common shares for proceeds of $9 pursuant to the exercise of 2,500 Listed Warrants. The Company was required to issue the common shares pursuant to the arrangement it had with Pipestone Energy on the exercise of Listed Warrants.

6. RELATED PARTY TRANSACTIONS

Key management personnel include those persons having the authority and responsibility for planning, directing and controlling activities of the Company as a whole. Key management includes members of the Board, the Chief Executive Officer and the Chief Financial Officer. The Company entered into the following transactions with related parties during the year ended December 31, 2022

i) Paid or accrued $12,000 (2021 - $12,000) in consulting fees a company controlled by the Chief Executive Officer / director of the Company.

ii) Paid or accrued $12,000 (2021 - $12,000) in directors fees to a director of the Company.

iii) Paid or accrued $17,398 (2021 - $12,376) in professional fees consisting of $14,200 (2021 - $12,000) for accounting and administration fees and $3,198 (2021 - $376) for legal fees to companies controlled by directors of the Company.

Included in accounts payable and accrued liabilities is $244,370 (December 31, 2021 - $216,463) due to directors and companies controlled by directors. The amounts are non-interest bearing, unsecured and without terms of repayment.

During the year ended December 31, 2021, the Company received $25,000 from a company controlled by a director of the Company by issuing a promissory note payable at an interest rate of 12% per annum. During the year December 31, 2022, the Company received an additional $25,000 from a company controlled by a director of the Company by issuing a promissory note payable at an interest rate of 12% per annum. During the year ended December 31, 2022, the Company repaid $50,000 and interest of $4,389 due on the two promissory notes.

7. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

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

The fair value of the Company's share proceeds receivable, accounts payable and accrued liabilities and promissory notes payable approximate their carrying value due to the short term nature. Cash is measured at fair value using Level 1 inputs. Investments are measured at fair value using Level 2 inputs for fiscal 2022. The fair value of the investment was determined by reference to a recent financing round during the year that involved investment from existing investors on an optional basis. There were no adjustments made to the observable inputs in determining fair value as at December 31, 2022.

The Company is exposed in varying degrees of financial instrument related risks. The type of risk exposure and the way in which such exposure is managed is provided as follows:

7. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (cont'd…)

(a) *Credit risk*

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company's primary exposure to credit risk is on its cash held in bank accounts. The Company has deposited the cash with its bank from which management believes the risk of loss is remote. The Company's exposure to and management of credit risk has not changed materially from that of the prior year.

(b) *Liquidity risk*

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities. The Company's approach to managing liquidity is to ensure that it will have sufficient liquidity to meet liabilities when due. Accounts payable and accrued liabilities are due within the current operating period. The Company's exposure to and management of liquidity risk has not changed materially from that of the prior year.

(c) *Market ri*sk

The risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return. The Company's exposure to and management of market risk has not changed materially from that of the prior year.

i) *Currency risk*

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in foreign exchange rates. The Company's functional and presentation currency is the Canadian dollar. Certain expenditures are transacted in foreign currencies. As a result, the Company is exposed to fluctuations in these foreign currencies relative to the Canadian dollar. As at December 31, 2022, the Company's investment in SC is US$1,608,407. A 10% change in the exchange rate would result in a US$16,084 change in profit or loss.

ii) *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 is exposed to interest rate risk, from time to time, on its cash balances. Interest earned on cash is at nominal interest rates and therefore, the Company does not consider interest rate risk to be material.

iii) *Other price risk*

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices other than those arising from currency or interest rate risk, whether due to movements in individual equity prices or general movements in the level of the stock market. The other price risk associated with the Company's current investments primarily relates to the change in the market price of the investment in SC. As at December 31, 2022, a 10% change in the market price of the Company's investments would have an impact of approximately US$160,841 on profit or loss. Management believes there is other price risk related to this investment. The Company's exposure to and management of other price risk has not changed materially during the year ended December 31, 2022.

(Expressed in Canadian Dollars)

8. CAPITAL MANAGEMENT

The Company defines its capital as shareholders' equity. At December 31, 2022 the Company's capital was $2,023,098 (2021 - $2,615,182). The Board of Directors does not establish quantitative return on capital criteria for management due to the nature of the Company's business. The Company may invest its capital in liquid investments to obtain adequate returns. The investment decision is based on cash management to ensure working capital is available to meet the Company's short-term obligations while maximizing liquidity and returns on unused capital. The Company does not pay dividends. The Company is not subject to any externally imposed capital requirements.

The Company raises capital to fund its corporate and other obligations through the sale of its common shares or units consisting of common shares and warrants in order to operate its business and safeguard its ability to continue as a going concern. There have been no changes to the Company's approach to capital management during the year ended December 31, 2022.

9. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

During the year ended December 31, 2022 the Company received $53,133 (2021 - $19,558) in investment income related to its investment in SC.

10. INCOME TAXES

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

	2022	2021
Net loss for the year	$ (592,084)	$ (103,556)
Expected income tax (recovery) at statutory rates	$ (160,000)	$ (28,000)
Non-deductible, non-taxable items	71,000	(36,000)
Change in unrecognized deductible temporary differences	89,000	64,000
Total income expense (recovery)	$ -	$ -

The significant components of the Company's deferred tax assets that have not been included on the statement of financial position are as follows:

	2022	2021
Deferred tax assets (liabilities)		
Investment in securities	$ 593,000	$ 519,000
Allowable capital losses	7,000	7,000
Non-capital losses available for future period	110,000	102,000
	710,000	628,000
Change in unrecognized deductible temporary differences	(710,000)	(628,000)
Net deferred tax assets	$ -	$ -

(Expressed in Canadian Dollars)

10. INCOME TAXES (cont'd…)

The significant components of the Company's unrecognized temporary differences, unused tax credits and unused tax losses that have not been included on the statement of financial position are as follows:

	2022	Expiry Date Range	**2021**	Expiry Date Range
Non-capital losses carried forward	$ 407,000	2039 to 2042	$ 378,000	2039 to 2041
Allowable capital losses	27,000	No expiry	27,000	No expiry
Investment in securities	4,391,000	No expiry	3,847,000	No expiry

Tax attributes are subject to review, and potential adjustment, by tax authorities.

11. SEGMENTED INFORMATION

As at December 31, 2022, the Company has one reportable operating segment being the investments. All of the Company's tangible assets are located in Canada. The investment in SC is in a company that is resident in the United States.

An operating segment is defined as a component of a company that engages in business activities from which it may earn revenues and incur expenses, whose operating results are reviewed regularly by the company's management and for which discrete financial information is available.