CSE Form 2A

LISTING STATEMENT

SECUR3D

SECUR3D HOLDINGS INC.

(the “Company”)

Dated: July 15, 2026

This Listing Statement is intended to provide full, true and plain disclosure about the Company. It is not, and is not to be construed as, a prospectus. It has not been reviewed by a securities regulatory authority and no securities are being sold or qualified for distribution by the filing of this Listing Statement.

Risk Factors

An investment in Shares of the Company is highly speculative due to various factors, including the nature and stage of development of the business of the Company. An investment in these securities should only be made by persons who can afford the total loss of their investment. Prospective investors should carefully consider the risk factors described under *“Risk Factors”* before purchasing securities of the Company.

No underwriter has been involved in the preparation of this Listing Statement or performed any review or independent due diligence of the contents of this Listing Statement.

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GLOSSARY OF TERMS

The following is a glossary of certain definitions used in this Listing Statement. Terms and abbreviations used in the financial statements of the Company set out in the appendices to this Listing Statement are defined separately and the terms and abbreviations defined below are not used therein, except where otherwise indicated. Words importing the singular, where the context requires, include the plural and vice versa and words importing any gender include all genders.

Amalgamation	means the transaction completed pursuant to an agreement dated December 10, 2025, among the Company, S3D and Subco pursuant to which, among other things, (i) the Company effected the Consolidation; (ii) S3D and Subco amalgamated, (iii) all of the holders of S3D shares received post-Consolidation shares of the Company, (iv) S3D became a wholly-owned subsidiary of the Company, and (v) new directors and officers of the Company were appointed.
BCBCA	means the *Business Corporations Act* (British Columbia).
Board	means the board of directors of the Company.
CBCA	means the *Canada Business Corporations Act.*
CEO	means Chief Executive Officer.
CFO	means Chief Financial Officer.
Company	means Secur3D Holdings Inc.
Computershare	means Computershare Trust Company, the Company's register and transfer agent.
Consolidation	means that share consolidation which occurred on May 26 2026, pursuant to which the issued and to be issued common shares of the Company were consolidated on a 45 old for 1 new basis.
Equity Incentive Plan or **Plan**	means the Company's equity incentive plan as currently in effect, as adopted by the Board on November 24, 2025 and ratified by Shareholders on December 23, 2025.
Escrow	means the holding in escrow by Computershare of the Escrowed Shares, to be released over three years from the Listing Date.
Escrowed Shares	means those Shares subject to Escrow; as held by certain principals of the Company and S3D.
Exchange or **CSE**	means the Canadian Securities Exchange.
Exchange Policies	means the policies of the Exchange, as amended from time to time.
Fiscal 2025	means the financial year end of the Company which ended May 31, 2025.
Listing Date	means that date upon which the Company's Shares begin trading on the Exchange.

Listing Statement	means this Listing Statement, together with all appendices attached hereto, all documents incorporated by reference, and including the summary hereof.
MD&A	means management's discussion and analysis.
NEO	means "Named Executive Officer", and has the meaning ascribed to it in Form 51-102F6 – *Statement of Executive Compensation* under NI 51-102.
NP 46-201	means National Policy 46-201 - *Escrow for Initial Public Offerings*.
NI 51-102	means National Instrument 51-102 - *Continuous Disclosure Obligations*.
NI 52-110	means National Instrument 52-110 - *Audit Committees*.
NI 58-101	means National Instrument 58-101 - *Disclosure of Corporate Governance Practices.*
NP 58-201	means National Policy 58-201 - *Corporate Governance Guidelines*.
Options	means any incentive stock options outstanding in the capital of the Company, as issued pursuant to the Equity Incentive Plan.
Promoter	has the meaning specified in the *Securities Act* (British Columbia).
Related Party Transaction	has the meaning ascribed to that term in Exchange Policies, and includes a transaction that involves non-arms-length parties, or other circumstances which may compromise the independence of the listed company with respect to the transaction.
SEDAR+	means the System for Electronic Document Analysis and Retrieval, the electronic filing system for the disclosure documents of public companies and investments funds across Canada, available at *www.sedarplus.ca*.
Shareholders	means the holders of Shares.
Shares	means the post-Consolidation common shares without par value in the capital of the Company, as constituted as of the date of this Listing Statement.
Subco	means 17428154 Canada Inc., a previously wholly owned subsidiary of the Company, incorporated solely for the purpose of effecting the Amalgamation.
S3D	means Secur3D Inc., a wholly owned subsidiary of the Company, incorporated under the CBCA.
S3D Financing	means the non-brokered private placement of S3D Units at $0.30 per unit, which closed prior to closing of the Amalgamation Agreement.
S3D Subsidiary	means GEO AI Mesh Protocol Inc.
S3D Unit	means a unit sold under the S3D Financing, each such unit consisting of one common share in the capital of S3D and one-half of one share purchase warrant.

FORWARD-LOOKING INFORMATION

This Listing Statement contains forward-looking information within the meaning of applicable Canadian securities legislation with respect to the Company. Forward looking information may include, but is not limited to: information with respect to amounts and use of available funds; business development plans; cash flow from operations; anticipated developments in operations in future periods; planned asset acquisitions; future business operations; the adequacy of financial resources; the costs and timing of development of the Company's business; the costs, timing and receipt of approvals, consents and permits under applicable legislation; executive compensation approaches and practices; and the composition of the board of directors and committees.

Any statements that express, involve discussions as to, expectations, beliefs, plans, objectives, assumptions or future events or performance (often, but not always, through the use of words and phrases such as "may", "is expected to", "anticipates", "estimates", "intends", "plans", "projection", "could", "vision", goals", "objective" and "outlook") are not historical facts and may be forward-looking and may involve estimates, assumptions and uncertainties which could cause actual results or outcomes to differ materially from those expressed in the forward-looking statements. In making these forward-looking statements, the Company has made certain assumptions, as contemplated below.

Forward-looking information involves known and unknown risks, uncertainties and other factors which may cause actual events or results to differ from those expressed or implied by the forward-looking information, including, without limitation:

- risks related to the fact that the Company may not have sufficient funds to effectively complete its business plans;
- there may be many factors beyond the Company's control which adversely affect its ability to carry out its business plan;
- changes in the market for the goods and services provided by S3D;
- the Company may incur greater losses than forecast;
- general economic conditions may adversely affect the Company's growth and profitability;
- there are inherent risks in start-up business activities, and conditions and events that are beyond the Company's control;
- government regulations or actions may alter, restrict or prohibit certain activities by the Company;
- there is the possibility of cost overruns or unanticipated expenses;
- future sales or issuances of equities securities may have a dilutive effect on the shareholders of the Company and affect the value of the Shares;
- there may be conflicts of interests of certain directors and officers of the Company;
- the Company does not intend to pay any cash dividends in the foreseeable future;
- there is reliance on management and dependence on key personnel;
- uninsurable risks; and
- possible litigation.

This list is not exhaustive of factors that may affect any of the forward-looking information contained in this Listing Statement. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Forward-looking information involves statements about the future and is inherently uncertain, and the actual achievements of the Company or other future events or conditions may differ materially from those reflected in the forward-looking information due to a variety of risks, uncertainties and other factors, including, without limitation, those referred to in this Listing Statement under the heading "*Risk Factors*" and elsewhere in this Listing Statement.

Forward-looking information contained in this Listing Statement is based on the beliefs, expectations and opinions of management of the Company on the date the statements are made, and the Company does not assume any obligation to update forward-looking information, whether as a result of new information, future events or otherwise, other than as required by applicable law. In making the forward-looking statements in this Listing Statement, the Company has applied several material assumptions which may prove to be inaccurate, including, but not limited to, the assumptions that any financing needed to fund the operations of the Company will be available on reasonable terms. Other assumptions are discussed throughout this Listing Statement and, in particular in the "Risk Factors" section of this Listing Statement. For the reasons set forth above, prospective investors should not place undue reliance on forward-looking information.

PRELIMINARY NOTES

There is presently no market through which the securities of the Company may be sold. This may affect the pricing of the Company's securities in the secondary markets, the transparency and availability of trading prices, the liquidity of the Company's securities and the extent of issuer regulation. See *"Risk Factors"* and *"Forward-Looking Information"*.

As at the date of this Listing Statement, the Company does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, Aequitas NEO Exchange Inc., a U.S. marketplace, or a marketplace outside Canada and the United States of America (other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc).

No underwriter has been involved in the preparation of this Listing Statement or performed any review or independent due diligence of the contents of this Listing Statement.

Investors are advised to consult their own tax advisors regarding the application of Canadian federal income tax laws to their particular circumstances, as well as any other provincial, foreign and other tax consequences of acquiring, holding, or disposing of Company Shares, including the Canadian federal income tax consequences applicable to a foreign-controlled Canadian corporation that acquires Shares.

Prospective investors should rely only on the information contained in this Listing Statement. The Company has not authorized anyone to provide you with different information. Readers should assume that the information appearing in this Listing Statement is accurate only as of the date of this Listing Statement, regardless of its time of delivery. The Company's business, financial condition, results of operations, and prospects may have changed since the date of this Listing Statement.

In this Listing Statement, unless otherwise indicated, all dollar amounts are expressed in Canadian dollars and references to $ are to Canadian dollars.

SUMMARY

The following is a summary of the principal features of this Listing Statement and should be read together with the more detailed information and financial data and statements contained elsewhere herein. Readers should read this entire Listing Statement carefully, especially the "Risk Factors" section herein.

Secur3D Holdings Inc. (the "Company")

The Company's head office is located at Suite 215 – 1080 Mainland Street, Vancouver, British Columbia V6B 2T4. The Company's registered is located at Suite 2900 - 733 Seymour Street, Vancouver, BC V6B 0S6.

The Company was incorporated under the BCBCA on June 9, 1981. It changed its name to "Secur3D Holdings Inc." on June 11, 2026.

The Company is a reporting issuer in British Columbia and Alberta, but is not listed on any stock exchange.

The Company has no subsidiaries or affiliated entities other than (i) S3D, a CBCA incorporated, wholly-owned subsidiary of the Company, acquired via the Amalgamation, and (ii) Geo AI Mesh Protocol Inc., a wholly owned subsidiary of S3D.

Business

The Company is an emerging enterprise technology company focused on the first commercial platform for proactive protection of brands, copyright, and intellectual property ("IP") across user-generated content ecosystems. The Company is commercializing a platform that uses 3D geometry fingerprinting and computer vision to discover, score, and stop misuse of 3D assets, textures, renders, and thumbnails on creator marketplaces, social/game platforms, and partner sites. See *"Description of the Business"*.

Listing

The Company has applied for and received conditional approval to list its Shares on the CSE. Listing is subject to the Company fulfilling all of the requirements of the CSE, including minimum public distribution and financial requirements. See *"Description of Securities"*.

Directors and Officers

The Board consists of Otis Perrick, Nick Malaperiman, Scott Souter, Kylie Dickson and Chris Breikss.

The officers of the Company are Otis Perrick, Chief Executive Officer ("**CEO**"); Nitesh Mistry, President; Nigel Metcalf, Head of Product; Shawn Sadler, Fractional Chief Technology Officer; Sheri Rempel, Chief Financial Officer ("**CFO**") and Corporate Secretary. See *"Directors and Executive Officers"*.

Selected Financial Information

Secur3D Holdings Inc. The following selected financial information has been derived from, is qualified in its entirety by, and should be read in conjunction with the audited financial statements of the Company for the fiscal years ended May 31, 2025 and 2024, and the unaudited financial statements of the Company for the nine months ended February 28, 2026, and notes thereto:

Item	Nine Months Ended Feb. 28, 2026	Year Ended May 31, 2025	Year Ended May 31, 2024
Revenue	$nil	$nil	$nil
Total Expenses	$9,192	$14,037	$77,112
Net Loss	$9,192	$14,037	$77,112

Item	Nine Months Ended Feb. 28, 2026	Year Ended May 31, 2025	Year Ended May 31, 2024
Current Assets	$1,357	$994	$4,933
Total Assets	$1,357	$994	$4,933
Current Liabilities	$235,555	$226,000	$215,902
Non-Current Liabilities	$nil	$nil	$nil
Working Capital[1]	($234,198)	($225,006)	($210,969)
Shareholders' Equity	($234,198)	($225,006)	($210,969)
Number of Shares Outstanding at Period End[2]	159,113,120	159,113,120	159,113,120

1. A non-accounting term calculated as current assets minus current liabilities.
2. Pre-Consolidation number of Shares.

The above referenced financial statements of the Company are attached as appendices to this Listing Statement, and are also available under the Company's profile on SEDAR+.

S3D: The following selected financial information has been derived from, is qualified in its entirety by, and should be read in conjunction with the audited financial statements of S3D for the fiscal years ended September 30, 2025, 2024 and 2023, and the unaudited financial statements of S3D for the six months ended March 31, 2026 and notes thereto, all of which are attached as appendices to this Listing Statement:

Item	Six Months Ended Mar 31, 2026	Year Ended Sept 30, 2025	Year Ended Sept 30, 2024	Year Ended Sept 30, 2023
Revenue	$nil	$nil	$nil	$nil
Other Income	$23,880	$462,422[4]	$520,566[2]	$493,778[3]
Total Expenses	$1,145,754	$1,574,954	$1,734,141	$1,386,793
Net Loss	$1,121,874	$1,112,532	$1,213,575	$893,015
Current Assets	$736,328	$1,766,777	$400,725	$658,213
Property and Equipment	$26,510	$40,027	$3,853	$8,562
Total Assets	$762,838	$1,806,804	$404,578	$666,775
Current Liabilities	$54,908	$492,655	$173,691	$149,154
Non-Current Liabilities	$142,125	$8,765	$27,738	$nil
Working Capital[1]	$681,420	$1,274,122	$227,034	$509,059
Shareholders' Equity	$565,805	$1,305,384	$203,149	$517,621
Number of Shares Outstanding at Period End	54,220,352	53,140,199	46,546,866	45,140,200

1. A non-accounting term calculated as current assets minus current liabilities.
2. Includes $122,181 from Industrial Research Assistance Program ("IRAP") for reimbursement of research and development project costs, and $399,762 of Scientific Research and Development ("SR&ED") tax credits.
3. Includes $493,816 of SR&ED tax credits.
4. Includes $35,819 from IRAP for reimbursement of research and development project costs, and $368,994 of SR&ED tax credits.

Pro-Forma: The following selected financial information has been derived from, is qualified in its entirety by, and should be read in conjunction with the consolidated pro-forma statement of financial position of Polar which is attached as Appendix D to this Listing Statement; and which is based on the unaudited financial statements of the Company for the nine months ended February 28, 2026 and the the unaudited financial statements of S3D for the six months ended March 31, 2026, and assuming closing of the Amalgamation as of March 31, 2026:

Item	Amount
Current Assets	$937,685
Property and Equipment	$26,510
Total Assets	$964,195
Current Liabilities	$116,217
Non-Current Liabilities	$142,125
Working Capital[1]	$821,468
Shareholders' Equity	$705,853
Number of Shares Outstanding	61,531,371

1. A non-accounting term calculated as current assets minus current liabilities.

Risk Factors

An investment in Shares of the Company is highly speculative due to various factors, including the nature and stage of development of the business of the Company. An investment in these securities should only be made by persons who can afford the total loss of their investment. Prospective investors should carefully consider the risk factors described under *"Risk Factors"* before purchasing securities of the Company.

Business Objectives and Milestones

The Company's short-term business objectives are to: (i) obtain a listing of its Shares on the CSE; and (ii) advance its near-term product development and commercialization initiatives, including completion of Secur3D *Sentry* and *Creator Portal*, and scaling *AssetSafe* inference and detection quality; and (iii) strengthen data infrastructure and security (including on-prem readiness); and (iv) supporting go-to-market activities. See "*Description of the Company's Business*" and "*Use of Available Funds*" for details.

CORPORATE STRUCTURE

Name, Address and Incorporation

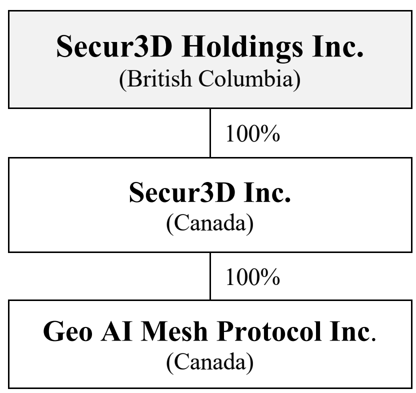
The Company was incorporated under the BCBCA on June 9, 1981 as “Amazon Petroleum Corp.”. It subsequently underwent the following name changes: (i) to “Brigadier Resources Ltd.” on February 14, 1992; (ii) to “Parametric Ventures Inc..” on March 31, 1994; (iii) to “Centura Resources Inc.” on November 19, 1988; (iv) to “Polar Resources Corp.” on February 14, 2005; and (v) to “Secur3D Holdings Inc.” on June 11, 2026.

The Company’s head office is located at Suite 215 – 1080 Mainland Street, Vancouver, British Columbia V6B 2T4. The Company’s registered is located at Suite 2900 - 733 Seymour Street, Vancouver, BC V6B 0S6.

The Company is a reporting issuer in British Columbia and Alberta, but is not listed on any stock exchange.

Intercorporate Relationships

The Company has two wholly-owned subsidiaries – S3D, a company incorporated on March 22, 2022 under the CBCA, and Geo AI Mesh Protocol Inc., a company wholly owned by S3D, incorporated on March 22, 2022 under the CBCA. S3D was acquired by the Company on June 30, 2026 pursuant to the Amalgamation, which amounted to a “reverse take-over” of the Company from an accounting perspective.



DESCRIPTION OF THE COMPANY’S BUSINESS

Overview

The Company is an emerging enterprise technology company focused on the first commercial platform for proactive protection of brands, copyright, and intellectual property (“IP”) across user-generated content ecosystems. The Company is commercializing a platform that uses 3D geometry fingerprinting and computer vision to discover, score, and stop misuse of 3D assets, textures, renders, and thumbnails on creator marketplaces, social/game platforms, and partner sites.

History

The Company’s shares were formerly listed on the NEX board of the TSX Venture Exchange (“TSX-V”) under the trading symbol of “RSN.H” On July 7, 2016, the Company’s securities were delisted from the TSX-V for failure to pay its annual sustaining fee; and a cease trade order was issued by the British Columbia Securities Commission on October 6, 2015 (the “CTO”) for failure to file its annual financial statements and MD&A for the fiscal year ended May 31, 2015. On November 17, 2022, the Company obtained a revocation of the cease trade order by filing its (i) annual financial statements for the fiscal years ended May 31, 2022, 2021 and 2020, with corresponding MD&A and certifications; and (ii) interim financial statements for the three months ended August 31, 2022, with corresponding MD&A and certifications.

During the year ended May 31, 2023, the Company completed a $30,000 private placement through the issuance of 150,000,000 pre-Consolidation shares at $0.0002 per share.

On June 22, 2026 the Company completed a series of debt settlements with creditors by issuing 364,152 post-Consolidation Shares at $0.30 per Share to reduce liabilities.

The Company was inactive and did not carry on any active business from 2015 until the acquisition of S3D on June 30, 2026.

Pursuant to the Amalgamation Agreement:

- the Company completed the Consolidation of its outstanding common shares and settled certain of its debts in exchange for Shares, reducing the overall number to 3,900,000 Shares;
- the Company changed its name from Polar Resources Corp. to Secur3D Holdings Inc.;
- S3D completed the S3D Financing;
- S3D and Subco amalgamated, continuing under the name Secur3D Inc., such that S3D became a wholly owned subsidiary of the Company;
- all of the former S3D shareholders received corresponding Shares of the Company on the basis of one post-Consolidation Share for each S3D share held, and as a result (i) a total of 54,887,020 Shares were issued, (ii) the former S3D shareholders collectively became the majority shareholders of the Company, and (iii) the transaction amounted to a "reverse take-over" (for accounting purposes) of the Company by the S3D shareholders;
- a transaction fee of 2,744,351 Shares was paid to Strategic Alternatives, LLC, an arm's length third party;
- all of the former holders of options and warrants in the capital of S3D received replacement options and warrants in the capital of the Company, on equivalent terms;
- new directors and officers of the Company were appointed; and
- the business of S3D became the business of the Company.

The transactions pursuant to the Amalgamation Agreement between the Company and S3D were negotiated and carried out at arm's length. No independent valuations were conducted of either the Company or S3D (or their respective businesses or assets) for purposes of the transaction. The transactions were undertaken to (i) provide S3D the means to go public and list on the Exchange, and (ii) facilitate the raising of future funds to further expand S3D's business.

In August 2022 the Company changed its auditors from Davidson & Company LLP to DeVisser Gray LLP. In February 2026 the Company changed its auditors to DMCL LLP, the auditor of S3D.

General Development of S3D's Business

Overview

S3D is an emerging technology company focused on protecting brands, marketplaces, creators, and intellectual property ("IP") across the expanding world of digital user-generated content ("UGC"). S3D has developed a proprietary platform and suite of tools that proactively detects, analyzes, and prevents unauthorized use of 3D and 2D digital assets before they appear online. By contrast, many existing brand and IP protection tools act only after an issue has arisen, relying on reactive "notice-and-takedown" scenarios once infringing content is already public. S3D operates before listing and through ongoing catalogue sweeps, helping stop look-alikes and unauthorized copies of models, textures, renders, and related media from reaching consumers.

S3D's approach combines computer vision, 3D geometry fingerprinting, and contextual AI analysis to recognize digital assets even after they have been altered, re-textured or repackaged. This combination of technology and custom AI-power tools enables online marketplaces, gaming and social platforms and brands to identify potential design and IP violations automatically, streamlining enforcement and significantly reducing manual moderation costs.

S3D operates as a software-as-a-service ("SaaS") business with flexible deployment models, either as a managed cloud service or a containerized, on-premises system within the customer's own environment.

Origin and Development

S3D was founded to address a growing gap in how brands and IP are protected in the digital realm. S3D's technology originated from animation and 3D asset measurement tools developed by Disruptive Interactive Inc., which were later acquired in 2022 and adapted by S3D to serve as the foundation for its system.

Following this acquisition in 2022, S3D invested in multi-year research and development focused on geometry and texture fingerprinting, multimodal similarity models, and AI-driven contextual detection. This research enabled the creation of proprietary models and a suite of tools capable of identifying near-matches in complex 3D assets, even after extensive visual transformations.

During 2023 and 2024, S3D transitioned from research to commercialization. S3D launched *AssetSafe*, its first in-market solution that provides automated detection of similar or duplicate 3D models and textures. *AssetSafe* includes contextual detection for explicit and brand-related content, a reviewer interface for human oversight and evidence packaging that enables customers to take rapid, defensible enforcement actions.

S3D also prepared a hybrid on-premises container for enterprises with data-residency or network isolation needs and began integrating with creator marketplaces. A live back-end integration with a 3D marketplace client commenced in June 2024, and preparations for deployment with a virtual world platform client began later that year.

Current Operations and Business Model

S3D, through its product, *AssetSafe,* provides customers with automated, proactive AI protection tools that can be embedded directly into creator and commerce platforms. S3D's technology screens uploaded content before it is listed in an online ecosystem such as an online marketplace listing and performs ongoing scans at the asset upload point to further ensure IP integrity.

For large brands, S3D offers scaling brand protection services where customers register official reference assets creating digital fingerprints, and S3D monitors for unauthorized look-alikes and misuse across partner ecosystems. Customers receive dashboards, evidence packages suitable for notice-and-action workflows, and analytics on the effectiveness of their protections.

S3D's software can be deployed as a managed cloud service or as a secure containerized solution within a customer's virtual private cloud ("VPC"). This flexibility allows S3D and its clients to align with privacy, compliance, and data-residency requirements under laws such as General Data Protection Regulation, California Consumer Privacy Act, and Personal Information Protection and Electronic Documents Act.

S3D anticipates generating revenue through enterprise subscriptions, usage-based scanning tiers, and brand or property-based programs, with optional professional services for integration and policy configuration. S3D operates with a hybrid team based in Vancouver, Canada, and recruits globally for relevant expertise. S3D has several on-going business relationships, including the following:

- S3D has partnered with Digital Brands Group, Inc. ("DBGI") to expand its suite of technology tools for their eCommerce brands. S3D is providing its *AssetSafe* platform with DBGI brand partners to strengthen brand and IP protection and support growth. The DBGI partnership is an active commercial engagement for S3D, with revenue derived from enterprise subscription and program-based fees tied to DBGI's use of S3D services.
- Similarly, Disruptive Media Publishers Canada Inc. ("DMPC"), a related party, has engaged S3D to protect their original and licensed content libraries across commerce channels, ensuring proactive detection and prevention of unauthorized use assets. This arrangement is an active commercial engagement for S3D based on DMPC's usage and or needs.
- S3D has entered into a non-binding term sheet with a third party developer of a collaborative 3D workspace platform used by creators, brands, studios, and the other online communities. The partnership is structured to integrate S3D's *AssetSafe* into their upcoming marketplace release and connect creators directly to S3D's forthcoming *Creator Portal* for instant IP and design protection. Under the proposed framework, S3D will generate revenue through creator access fees, paid pro-tier upgrades and a revenue-sharing model tied to asset registrations and proof-of-ownership badges.
- S3D has established a pilot engagement with VRChat, a leading VR social platform with over 14M active users. The pilot involves deploying a hybrid on-premises version of S3D'S *AssetSafe* within VRChat's infrastructure to support automated moderation and creator IP design protection of their recently launched Avatar Marketplace. This engagement represents an early-stage commercial relationship, with anticipated revenue tied to enterprise subscription fees and potential expansion into a full-scale platform integration pending successful pilot results.

Products and Roadmap

AssetSafe (In Market): S3D's core IP protection and moderation solution that catalogues, and analyzes 3D models, textures and renders to generate unique asset fingerprints to detect duplicates, near-matches and explicit or branded content. *AssetSafe* provides real-time moderation queues, configurable risk thresholds, and automated enforcement workflows.

Sentry (In Development): Always-on monitoring that extends beyond upload checks to continuous scanning of marketplaces and designated open-web surfaces. *Sentry* will extend coverage beyond pre-listing checks, offering ongoing visibility into infringement trends and cross-platform activity.

IP Credit Score (In Development): A 0–100 index that quantifies the relative risk of brand and IP infringement based on confirmed incidents, match severity, and enforcement outcomes. This score will help brands benchmark their exposure and prioritize enforcement efforts.

Creator Portal (In Development): A self-serve portal that will allow small-medium sized creators to register their own IP baselines, upload assets for verification, and participate in interoperable protection programs without requiring custom integration.

Commercialization and Market Opportunity

S3D's commercialization strategy focuses on three primary customer channels: (i) enterprise marketplace and platform integrations that embed pre-listing screening and periodic sweep capabilities; (ii) brand and creator solutions like the forthcoming *Sentry* that register official baselines and generate automated reports, enforcement analytics and the forthcoming *IP Credit Score*; and (iii) a *Creator Portal* that provides access to IP protection tools at low cost.

S3D's technology addresses a rapidly expanding global challenge. Over 200 million users now create and exchange 3D and 2D digital content each day across games, digital environments, and online marketplaces. Existing solutions rely on reactive takedown systems that are slow, costly, and often ineffective against derivative or lightly modified content or assets.

Secur3D's proactive approach reduces human moderation costs and manual review workloads by up to an estimated 98% while improving reviewer efficiency by approximately nine times. These efficiencies translate into faster approvals, reduce legal exposure, and stronger creator and consumer trust.

Competitive Position

Digital assets and UGC creation are large and growing across games, social platforms, and online marketplaces. Traditional notice-and-takedown systems can be slow and costly, particularly when copied assets are lightly modified. S3D focuses on proactive protection and near-match detection specific to 3D assets. Principal competitors include broad UGC moderation vendors such as Hive Moderation and Loci.ai, and web-focused brand-enforcement providers such as Red Points, BrandShield, and MarqVision in 2D brand enforcement. S3D differentiates through its 3D-native matching of models and textures, proactive integration and detection at upload, and optional on-premises deployment for customers that require data locality.

Forward Outlook

S3D's long-term vision is to establish a global infrastructure layer for digital IP protection, akin to airport security before boarding, keeping threats off a flight.

Near-term objectives include expanding marketplace integrations, bringing the hybrid on-premises deployment into production with key partners, and delivering *Sentry*, *IP Credit Score* and *Creator Portal* in 2026. Over time, S3D expects its revenue mix to diversify across enterprise subscriptions, brand programs, and creator accounts. Management believes S3D's proactive approach can reduce manual moderation workloads and accelerate approvals, supporting better outcomes for platforms, brands, creators, and end users.

Bankruptcy and Similar Procedures

There have been no bankruptcy, receivership or similar proceedings against the Company or S3D, or any voluntary bankruptcy, receivership or similar proceedings by the Company or S3D, within the three most recently completed financial years or completed during or proposed for the current financial year.

Social and Environmental Policies

Neither the Company nor S3D has implemented any specific social or environmental policies that are fundamental to its operations, such as human rights policies, or policies regarding its relationship with the environment or with the communities in which it does business.

Specialized Skill and Knowledge

The Company's business requires expertise in 3D geometry/topology and metric learning, computer vision for multimodal similarity, moderation workflows, privacy/compliance, and enterprise SaaS engineering. S3D recruits globally for PhD-level and senior talent in these areas while maintaining a hybrid operating model centered in Vancouver, BC. Management believes current and planned hiring will provide adequate capacity to execute the roadmap.

Cycles

It is anticipated that demand will be influenced by platform integration windows, major game/social content releases, and holiday/peak commerce periods when counterfeit risk rises. Enterprise procurement cycles typically cluster around Q4/Q1 budgeting, while creator-tool adoption and marketplace policy updates can create step-changes in scanning volumes mid-year.

Environmental Protection

S3D's operations are software-based and do not materially impact environmental conditions. The Company does not expect environmental protection requirements to have a material effect on capital expenditures, results of operations, or competitive position in the current or foreseeable years.

Social or Environmental Policies

S3D has no formal ESG/DEI policy statements at this time. The Company maintains a privacy posture aligned to processor-only roles with three-month retention and on-demand deletion, and has auditability logging for enforcement workflows planned to support customers' regulatory reporting needs.

Economic Dependence

Early revenue may be concentrated among a limited number of initial customers. The Company's near-term revenue is expected to be driven primarily by *AssetSafe* with its initial platform integrations and brand programs, including its commercial engagement with Digital Brands Group Inc. ("DBGI"). Given the early stage of commercialization, it is possible that one or more customers, including DBGI, may each account for greater than 10% of revenue during the next 12 months. As the Company scales and signs additional marketplaces, brands and creators, management expects revenue concentration to decrease.

Intellectual Property

S3D's intellectual property consists of its proprietary software source code, internal machine-learning models and model artifacts, proprietary datasets, geometry and texture similarity/distance based AI models, reviewer interfaces and workflow orchestration logic. The Company protects its IP through copyright, trademarks, trade-secret practices and contractual provisions. All employees and contractors are subject to confidentiality obligations and assign to S3D all intellectual property developed in the course of their engagement.

The Company uses non-disclosure agreements when exchanging confidential information with partners, prospects or vendors. S3D also incorporates licensed third-party and open-source components where appropriate, including commercial use of OpenAI's APIs and standard open-source libraries under their respective licenses.

The Company maintains its core technical methods, including 3D geometry fingerprinting, multimodal similarity analysis and related enforcement workflows as trade secrets and may evaluate patent protection as its technology evolves.

S3D maintains internal access controls over its code and data repositories. Access is limited to development personnel and is supported by standard security practices, including multi-factor authentication, centralized logging and least-privilege principles as they are implemented across S3D's systems.

Facilities

S3D is headquartered at Suite 215, 1080 Mainland Street, Vancouver, BC V6B 2T4. The Company operates a hybrid workforce, combining on-site collaboration with remote work to support recruiting breadth and coverage across customer time zones. Additional office locations or co-working arrangements may be utilized as needed to support customer deployments or hiring.

The premises at 1080 Mainland Street are occupied under a month-to-month commercial lease with a three-month termination notice period. Under the terms of the agreement, S3D is subject to a lease-break penalty if it elects to terminate early. Rent payments are fixed annually and paid in lump-sum installments, with no additional rent or common-area charges, other than utilities invoiced quarterly. S3D is currently paying $3,000 per month for rent. Its lease agreement is with Perrick Ohana Holdings Ltd., the owner of the premises. Perrick Ohana Holdings Ltd. is controlled by Otis Perrick (the CEO of S3D).

Employees

As of the date hereof, S3D employs seven full-time employees, and one contractor. The Company's success depends on the performance of its management and key employees, many of whom possess or will need to possess specialized skills in 3D geometry/topology and fingerprinting, computer vision and metric learning, moderation operations and taxonomies, data privacy/compliance, and enterprise SaaS engineering (including containerized/on-prem deployments). Demand for PhD-level AI and geometry/computer vision expertise is high; accordingly, S3D recruits globally while maintaining a hybrid operating model centered in Vancouver. Management believes it will have adequate personnel with the specialized skills required to conduct its operations and growth plans.

Foreign Operations

S3D is headquartered in Vancouver, Canada, and serves customers globally. Current exposure includes Spain (customers), with selective expansion under evaluation in the United States, EU/UK, and other regions where UGC marketplaces operate. Deployments are available as managed SaaS or on premises to address data-residency and network requirements.

Changes to Contracts

The Company does not expect material amendments to existing contracts in the current financial year. S3D anticipates entering into new commercial agreements as integrations expand and may execute standard data protection agreements, on-premises license subscriptions, and professional services statement of work to support deployments.

Lending

The Company is not engaged in any lending activities.

Reorganizations

Other than the Amalgamation involving the acquisition of S3D on June 30, 2026 (and related transactions including the Consolidation, S3D Financing and change of management), the Company has not recently completed any material reorganization and no reorganization is proposed for the current financial year.

USE OF AVAILABLE FUNDS

The Company is not raising any funds in conjunction with its listing on the CSE. As of the date of this Listing Statement, the Company and S3D have a combined aggregate of approximately $550,000 of working capital (defined as current assets minus current liabilities).

The Company expects to use its working capital as follows:

Use of Funds	Funds to be Expended
Costs of Listing on the CSE[1]	$100,000
R&D - *AssetSafe* Core (inference & model improvements)	$30,000[2]
Product Build - *Sentry*	$35,000[2]
Product Build - *Creator Portal*	$35,000[2]
Product Build - *IP Credit Score*	$40,000[2]
On-premises Deployments	$20,000[2]
Data Infrastructure & Security	$25,000
Product Marketing	$50,000
Investor Relation Activities	$90,000
General and Administrative Expenses	$125,000
Total	**$ 550,000**

1. Includes filing fees, and all legal, accounting and other costs associated with an application to list on the CSE.
2. Salaries and wages comprise the majority of each of these costs.

Related parties will receive or be allocated, directly or indirectly, certain of the available funds as:

(i) salaries and management fees, which comprise a portion of R&D, product build and product development costs listed above, and as separately referred to herein under the heading "Executive Compensation"; and

(ii) office lease amounts (forming part of the General and Administration expenses) will be paid to a private company controlled by the CEO of the Company.

The Company has a limited operating history and will sustain losses in the future. Since the Company's inception, it has had negative operating cash flow and may continue to have negative operating cash flow into the foreseeable future. Available funds will be used to fund the Company's negative cash flow from operating activities, which the Company anticipates will continue. See "*Risk Factors*".

There may be circumstances however, where for sound business reasons, a reallocation of funds may be necessary. Due to the nature of the technology industry, budgets are regularly reviewed with respect to the success of the expenditures and other opportunities which may become available to the Company. The amounts and timing of the expenditures will vary depending upon a number of factors including success of product development and customer adoption rates, unexpected expenses and other factors referred to under "*Risk Factors*". Accordingly, while management intends for the available funds to be expended as set forth above, actual expenditures may in fact differ from these amounts and allocations. In addition, the Company may require additional funds in order to meet its business objectives and there can be no assurances that financing sources will be available as and when needed.

The Company's working capital available to fund ongoing operations will be sufficient to fund the business milestones and objectives and administrative costs for the next 12 months. Estimated general and administrative expenditures during this period are comprised of the following:

Expense	Amount
Office Lease	$ 36,000
Legal and Auditor fees	$ 50,000
Public company costs[1]	$ 39,000
Total:	**$125,000**

1. Includes transfer agent fees, filing fees with the Exchange, costs associated with holding annual shareholder meetings and the preparation and filing of continuous disclosure materials.

Business Objectives and Milestones

In addition to the objective of obtaining a listing of its Shares on the Exchange, which is expected to take approximately two weeks following CSE approval of this Listing Statement, at a cost of approximately $100,000, the Company's short-term business objectives that it expects to accomplish using available funds are:

Business Objective	Milestones	Timeframe	Estimated Cost
AssetSafe scale & quality	• Expand training data using approved brand references and labeled incident examples. • Improve detection of similar 3D parts and textures; provide clearer reviewer views and adjustable thresholds. • Keep search responsive while managing compute for consistent, predictable performance.	Q2-2026 to Q4-2026	Included in R&D -$30,000
Sentry (proactive monitoring & enforcement)	• Design simple controls to set flags or blocks, with clear review tools and consistent steps. • Improve onboarding: starter templates and rules, scheduled scans, basic takedown/notify flows, and an auditable activity log	Q3 – Q4 2026	$35,000

Creator Portal	• Create a simple registry for verified creators to confirm ownership before publishing or selling assets. • Provide an easy self-serve portal for brands and creators to view alerts, track scans and manage assets. • Enable integrations so verification and alerts can connect automatically with other platforms. • Offer small and mid-size brands starter materials - basic policies, templates, and guides - for handling IP issues. • Maintain clear visibility into flagged or resolved items with automatic recordkeeping for compliance.	Q4 2026	$35,000
IP Credit Score	• Generate a simple IP Protection Score for each creator or brand, with clear dollar estimates for value at risk and value currently protected. • Create a simple registry for verified creators to confirm ownership before publishing or selling assets. • Provide an easy self-serve portal for brands and creators to view alerts, track scans, and manage assets.	Q4 2026	$40,000
On-prem containers	• Provide a clear IP protection score with simple estimates for value at risk and value protected. • Stabilize current deployments to be secure, fast and scalable with minimal hands-on support. • Prepare new customer environments for pilots and launch; verify performance, accuracy and security	Q2-2026 to Q4-2026	$20,000
Data infrastructure & security baseline	• Support Single Sign-On (SSO) with Multi-Factor Authentication (MFA) required • Enforce least-privilege access; allow only compliant devices; log who did what, when, and from where. • Map Service Organization Control 2 (SOC 2) controls to current practices, close gaps, assign owners and prepare for audit with CTO support.	Q2-2026 to Q4-2026	$25,000

Timeframes in the table above assume timely partner cooperation and standard enterprise procurement timelines. For on-premise customers, environment hardening, image delivery, and site-acceptance testing will occur before scale roll-out. While the Company intends to spend its available funds available as stated above, there may be circumstances however, where for sound business reasons, a reallocation of funds may be necessary.

DIVIDENDS OR DISTRIBUTIONS

The Company has not paid any dividends since incorporation. While there are no restrictions in the Company's articles or pursuant to any agreement or understanding which could prevent the Company from paying dividends or distributions, the Company has negative cash flow and anticipates using available cash resources and working capital to fund its operations. As such, there are no plans to pay any dividends in the foreseeable future. Any decisions to pay dividends in cash or otherwise in the future will be made by the Board on the basis of the Company's earnings, financial requirements and other conditions existing at the time a determination is made.

SELECTED FINANCIAL INFORMATION AND MANAGEMENT DISCUSSION AND ANALYSIS

SECUR3D Holdings Inc.

The Company's annual audited financial statements for the fiscal years ended May 31, 2025 and 2024 and unaudited interim financial statements for the nine months ended February 28, 2026 are attached as Appendix A to this Listing Statement. The Company's MD&A pertaining to Fiscal 2025 and the nine month period ended February 28, 2026 are attached as Appendix B to this Listing Statement. Copies of all these documents are also available for review on SEDAR+.

The following table summarizes selected financial data of the Company for the fiscal years ended May 31, 2025 and 2024 (audited), and the unaudited financial statements of the Company for the nine months ended February 28, 2026, and should be read in conjunction with the financial statements and the related notes thereto; together with the MD&A, all appended hereto.

Item	Nine Months Ended Feb. 28, 2026	Year Ended May 31, 2025	Year Ended May 31, 2024
Revenue	$nil	$nil	$nil
Total Expenses	$9,192	$14,037	$77,112
Net Loss	$9,192	$14,037	$77,112
Current Assets	$1,357	$994	$4,933
Total Assets	$1,357	$994	$4,933
Current Liabilities	$235,555	$226,000	$215,902
Non-Current Liabilities	$nil	$nil	$nil
Working Capital[1]	($234,198)	($225,006)	($210,969)
Shareholders' Equity	($234,198)	($225,006)	($210,969)
Number of Shares Outstanding at Period End[2]	159,113,120	159,113,120	159,113,120

1. A non-accounting term calculated as current assets minus current liabilities.
2. Pre-Consolidation number of Shares.

S3D

S3D is a wholly owned subsidiary of the Company, acquired on June 30, 2026. As such acquisition occurred subsequent to any of the fiscal or quarterly period ends, the financial information pertaining to S3D was not included in any of the Company's audited or interim financial statements as of the date of this Listing Statement. As such financial data pertaining to S3D is disclosed separately herein.

Summary of Financial Data

The following table summarizes selected audited financial data of S3D for the fiscal years ended September 30, 2025, 2024 and 2023 and the unaudited interim financial data for the six months ended March 31, 2026, and should be read in conjunction with the financial statements and the related notes thereto.

Item	Six Months Ended Mar 31, 2026	Year Ended Sept 30, 2025	Year Ended Sept 30, 2024	Year Ended Sept 30, 2023
Revenue	$nil	$nil	$nil	$nil
Other Income	$23,880	$462,422[4]	$520,566[2]	$493,778[3]
Total Expenses	$1,145,754	$1,574,954	$1,734,141	$1,386,793
Net Loss	$1,121,874	$1,112,532	$1,213,575	$893,105
Current Assets	$736,328	$1,766,777	$400,725	$658,213
Property and Equipment	$26,510	$40,027	$ $3,853	$8,562
Total Assets	$762,838	$1,806,804	$404,578	$666,775
Current Liabilities	$54,908	$492,655	$173,691	$149,154
Non-Current Liabilities	$142,125	$8,765	$27,738	$nil
Working Capital[1]	$681,420	$1,274,122	$227,034	$509,059
Shareholders' Equity	$565,805	$1,305,384	$203,149	$517,621
Number of Shares Outstanding at Period End	54,220,352	53,140,199	46,546,866	45,140,200

1. A non-accounting term calculated as current assets minus current liabilities.
2. Includes $122,181 from Industrial Research Assistance Program ("IRAP") for reimbursement of research and development project costs, and $399,762 of Scientific Research and Development ("SR&ED") tax credits.
3. Includes $493,816 of SR&ED tax credits.
4. Includes $35,819 from IRAP for reimbursement of research and development project costs, and $368,994 of SR&ED tax credits.

S3D's annual audited financial statements for the fiscal years ended September 30, 2025, 2024 and 2023, and the unaudited interim financial statements for the six months ended March 31, 2026 are set out in Appendix C to this Listing Statement.

Management Discussion and Analysis

Overall Performance

S3D was incorporated under the CBCA on March 22, 2022. As S3D is a start-up technology company, its financial statements reflect early stage operations, including substantial amounts expended toward developing and commercializing its technology, with corresponding losses; with revenues not beginning until 2025.

Significant Acquisitions and Dispositions

In the period ended September 30, 2022, S3D acquired software and associated intellectual property from a company controlled by Otis Perrick (the CEO of S3D) with a fair value of $1,550,000, satisfied by the issuance of 30,000,000 common shares of S3D. The acquired codebase, originally developed over many years as "TAM (The Animator's Modeler)" provided core foundational mesh-measurement and analysis capabilities that S3D has since developed and extended to brand/IP detection and content moderation. This acquisition initiated the business of S3D and all activities since that time have focused on advancing the technology and commercialization of its products and services.

Results of Operations

During the fiscal year ended September 30, 2025, S3D incurred aggregate expenses of $1,574,954 compared to $1,734,141 in fiscal 2024, and $1,386,793 in fiscal 2023 . The overall level of expenditures in fiscal 2025 was broadly consistent with fiscal 2024, reflecting S3D's continued investment in product development, technical staffing and commercialization efforts associated with its proprietary asset protection and moderation software. During the six months ended March 31, 2026, S3D incurred aggregate expenses of $1,145,754.

The principal cost components during the periods under review were:

- Salaries and wages: $345,969 in fiscal 2025 (2024: $458,633; 2023: $350,480). These amounts reflect changes in headcount and compensation for engineering, product and operational staff required to advance commercialization and support pilot deployments with marketplace and enterprise partners. $228,468 of salaries and wages were incurred in the six months ended March 31, 2026. The salaries and wages reported are separate from any salary and wages amounts included as research and development costs.
- Research and development (R&D): $877,388 in fiscal 2025 (2024: $816,358; 2023: $703,432). R&D costs in fiscal 2025 are comprised of salaries and wages of $571,872 (2024: $700,308; 2023: $572,807), consulting fess of $41,185 (2024: Nil; 2023: $68,500), stock based compensation of $64,331 (2024: $116,050; 2023: 62,125), and $200,000 of data and software licensing costs. R&D costs in the six months ended March 31, 2026 are comprised of salaries and wages of $222,726, consulting fess of $35,000, stock based compensation of $18,450, and $200,000 of data and software licensing costs. The licensed data and software are being used to support S3D's ongoing software development, including the training, testing, benchmarking and enhancement of its AssetSafe and Sentry technologies. Specifically, the license provides S3D with access to additional 2D/3D digital asset libraries, reference content, metadata and related software components that assist S3D in improving detection accuracy, similarity analysis, texture and geometry matching. The purpose of the license is to expand the dataset and technical inputs available to S3D's development team as it continues to commercialize its proactive IP protection and content moderation platform. The licensed materials are intended to support product development and validation, rather than general operating use and are aligned with S3D's roadmap for improving AssetSafe, Sentry, the Creator Portal and related IP protection tools. See *Transactions with Related Parties*, below.
- Stock-based compensation: $172,436 in fiscal 2025 (2024: $361,053 2023: $175,014). The year-over-year change reflects ongoing equity incentives granted to employees, advisors and directors as part of S3D's compensation strategy. $39,799 of stock based compensation was recognized in the six month ended March 31, 2026. The costs reported as stock-based compensation are separate from any stock based compensation amounts included as research and developments costs. There were no significant fluctuations in overall operating expenditures between fiscal 2025 and fiscal 2024, other than minor changes in staffing and professional fees related to scaling operations and preparing for regulatory listing activities.

During fiscal 2025, total other income of $63,500 were recognized. The other income was derived from an early-stage contract and software subscription associated with one customer and strategic partner. There was no other income recognized in the six months ended March 31, 2026. See Transaction with Related Parties, below.

During fiscal 2025, S3D received government funding incentives supporting research and development and innovation activities, including $35,819 from the National Research Council's *Industrial Research Assistance Program* ("IRAP") and $368,994 in *Scientific Research and Experimental Development* ("SR&ED") tax credits. These incentives compare to $122,181 and nil IRAP funding in 2024 and 2023, and SR&ED recoveries of $399,762 in 2024 and $493,816 in 2023. The decline in SR&ED recoveries between fiscal 2024 and 2025 is primarily timing-related and changes in staffing, as claims are assessed retrospectively. S3D did not receive any government funding incentives in the six months ended March 31, 2026.

Summary of Quarterly Results

As S3D was not a reporting issuer, it did not prepare any historical quarterly financial statements.

Liquidity and Capital Resources

S3D financed its operations primarily through the sale of its common shares, as follows:

- 12,040,200 shares were issued in 2022 for $1,002,001
- 3,100,000 shares were issued in fiscal 2023 for $620,000
- 1,406,666 S3D Units were issued in fiscal 2024 for $422,000
- 6,593,333 S3D Units were issued in fiscal 2025 for $1,978,000
- 901,999 S3D Units were issued in the six months ended March 31, 2026 for $270,600
- 666,668 S3D Units were issued subsequent to March 31, 2026 and prior to the Amalgamation, for $200,000
- 178,154 S3D shares were issued in the six months ended March 31, 2026 in settlement of debts of USD$38,005.

S3D is not expected to generate sufficient amounts of cash, in the short term, to meet its planned growth or to fund development activities. It expects its overall expenses to continue at the same rate of expenditure as it has in the past, and so will remain dependent on additional capital injections through the sale of equity by the Company.

S3D does not have any commitments for capital expenditures.

Outstanding Share Data

S3D had the following securities outstanding as of the applicable dates:

Security	Sept. 30, 2023	Sept. 30, 2024	Sept. 30, 2025	Mar. 31, 2026	Amalgamation[1]
Shares	45,140,200	46,546,866	53,140,199	54,220,352	54,887,020
Warrants	Nil	703,334	3,676,335	3,768,203	3,468,204
Options	11,750,000	11,750,000	11,780,000	11,780,000	11,780,000

1. Immediately prior to the closing the Amalgamation between S3D and the Company, pursuant to which the holders of S3D shares, warrants and options received an equivalent number of such securities in the capital of the Company.

Transactions with Related Parties

Related party transactions are summarized in the S3D financial statements, which included:

- In Fiscal 2025, S3D granted an aggregate of Nil (2024 – Nil, 2023 – 4,125,000) stock options to key management personnel, and recognized stock-based compensation of $204,035 (2024 - $460,785, 2023 - $219,894,) related to the vesting of those stock options, a portion of which is reported as research and development costs. In the six months ended March 31, 2026, S3D granted Nil stock options to key management personnel, and recognized stock-based compensation of $49,387, a portion of which is reported as research and deveopments costs.
- In Fiscal 2025, S3D paid $36,000 (2024 - $19,000, 2023 – $35,000) for the use of office space to Perrick Ohana Holdings Ltd., a company controlled by Otis Perrick (the CEO of S3D). In the six

months ended March 31, 2026, S3D incurred $18,000 of lease payments to Perrick Ohana Holdings Ltd. Prior to January 1, 2025, these amounts were reported as rent.

- In Fiscal 2025, S3D incurred an aggregate of $475,749 (2024 - $380,000, 2023 - $380,000) in salaries and wages to directors and officers, a portion of which is reported as research and development costs. In the six months ended March 31, 2026, S3D incurred $179,592 in salaries and wages to directors and officers, a portion of which is reported as research and development costs.
- An aggregate of $27,738 was advanced by Otis Perrick (the CEO of S3D) by way of loans in Fiscal 2024, which amount, plus an additional subsequent loan of $189 was repaid in Fiscal 2025.
- S3D made sales of $63,500 (2024 - $Nil) in Fiscal 2025 to Disruptive Media Publishers Canada Inc. ("DMPC" - a company controlled by Otis Perrick (the CEO of S3D)). In the six months ended March 31, 2026, S3D made Nil sales to related parties.
- In Fiscal 2025, S3D incurred $200,000 (2024 – Nil, 2023 – Nil) in Software and Data Rights Usage expense to DMPC (a company controlled by Otis Perrick (the CEO of S3D)), which expenses were reported as research and development costs. In the six months ended March 31, 2026, S3D incurred $200,000 in additional Data Rights Usage expenses to DMPC, which expenses were also reported as research and development costs.

Off-Balance Sheet Arrangements

There have not been any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the financial performance or financial condition of S3D.

DESCRIPTION OF CAPITAL STRUCTURE

Authorized and Issued Share Capital

The Company's authorized share capital consists of an unlimited number of Shares, of which 61,531,371 Shares are issued and outstanding. There are also 11,780,000 Options, and 3,468,204 Warrants outstanding as of the date of this Listing Statement. There are no other securities convertible to Shares outstanding, other than as above stated.

Common Shares

All of the Shares rank equally as to voting rights, participation in a distribution of the assets of the Company on the liquidation, dissolution or winding-up of the Company, and the entitlement to dividends. The holders of the Shares are entitled to receive notice of all meetings of shareholders and to attend and vote such Shares at the meetings. Each Share carries with it the right to one vote. The Shares do not have pre-emptive rights and are not subject to redemption. Holders of the Shares are entitled to receive such dividends as may be declared by the Board out of funds legally available therefore. In the event of dissolution or winding up of the affairs of the Company, holders of the Shares are entitled to share rateably in all assets of the Company remaining after payment of all amounts due to creditors.

The Board is authorized to issue additional Shares on such terms and conditions and for such consideration as the Board may deem appropriate without shareholders' approval.

Warrants

There are a total of 3,468,204 Share purchase warrants outstanding (3,676,335 warrants as of September 30, 2025), each entitling the holder thereof to acquire one Share at $0.45, as follows:

- 133,000 warrants expiring August 1, 2026
- 2,500,000 warrants expiring August 20, 2026

- 79,333 warrants expiring October 17, 2026
- 274,203 warrants expiring January 9, 2027
- 101,667 warrants expiring March 31, 2027
- 380,001 warrants expiring May 14, 2027

On April 17, 2026, 680,000 warrants entitling the holders thereof to acquire one Share at $0.45 expired unexercised.

Stock Options

Effective November 24, 2025, the Board adopted a new Equity Incentive Plan (the "Plan"). A copy of the new Plan was filed on SEDAR+ on June 23, 2026. See "*Securities Based Compensation Plan*" below.

There are a total of 11,780,000 Options outstanding under the Plan, having the following terms:

(i) 5,000,000 Options granted May 25, 2022 are exercisable at $0.10 per Share, expiring five years from the Listing Date, granted without vesting restrictions;

(ii) 2,000,000 Options granted May 25, 2022 are exercisable at $0.10 per Share, expiring five years from the Listing Date, which vest 25% after one year, and an additional 25% each year thereafter;

(iii) 130,000 Options granted June 22, 2022 are exercisable at $0.20 per Share, expiring five years from the Listing Date, without vesting restrictions, other than 100,000 options granted to the lead software engineer which vest 12.5% after six months, and an additional 12.5% every six months thereafter;

(iv) 4,620,000 Options granted September 15, 2023 are exercisable at $0.20 per Share, expiring five years from the Listing Date, of which 1,625,000 options vested 25% on the date of grant and an additional 25% every 12 months thereafter, 50,000 options vested 50% after one year from the date of grant and the remaining 50% after two years, and 3,075,000 options which vested 25% after one year from the date of grant and 25% every year thereafter; and

(v) 30,000 Options granted September 12, 2025 are exercisable at $0.30 per Share, expiring five years from the Listing Date, of which 15,000 options (50% of the grant) vested immediately, 7,500 Options vested on December 18, 2025, and the remaining 7,500 Options will vest on December 18, 2026.

There are no other restrictions or conditions on the vesting or exercise of the above Options. The Plan was previously ratified at the Company's annual general meeting of Shareholders held December 23, 2025.

CONSOLIDATED CAPITALIZATION

The following table sets forth the equity capital of the Company as at the dates below.

Description	Amount Authorized or to be Authorized	Outstanding as at May 31, 2025[1]	Outstanding as at the date of this Listing Statement[2]
Common Shares	Unlimited	159,113,120	61,531,371
Options/Awards	20% of outstanding common shares	nil	11,780,000
Warrants	n/a	nil	3,468,204

1. Pre-Consolidation basis.
2. Post-Consolidation basis.

As of the date of this Listing Statement, the following table sets forth the fully diluted share capital of the Company:

	Shares	**Percentage**
Shares Outstanding	61,531,371	80.2%
Shares issuable on exercise of Options	11,780,000	15.3%
Shares issuable on exercise of Warrants	3,468,204	4.5%
Fully diluted Shares outstanding	76,779,575	**100%**

SECURITIES BASED COMPENSATION PLAN

Equity Incentive Plan

The Equity Incentive Plan was adopted by the Board on November 24, 2025 and ratified by the Shareholders on December 23, 2026. The purpose of the Plan is to advance the interests of the Company and its shareholders by attracting, retaining and motivating the performance of selected directors, officers, employees or consultants of the Company and to encourage and enable such persons to acquire and retain a proprietary interest in the Company by ownership of its Shares. The Plan provides that, subject to any CSE requirements, the aggregate number of securities reserved for issuance, set aside and made available for issuance under the Plan may not exceed 20% of the aggregate number of Shares issued and outstanding at the time of each grant.

The Plan allows for the issuance of a wide range of incentive awards, including stock options ("**Options**"), restricted share units ("**RSUs**"), deferred share units ("**DSUs**"), performance share units ("**PSUs**"), and other share-based awards (each an "**Award**" and, collectively, the "**Awards**").

The Plan is administered by the Board which will have full and final authority with respect to the granting of all Awards thereunder. Awards may be granted under the Plan to such directors, officers, employees or consultants of the Company and its subsidiaries, as the Board or committee thereof may from time to time designate.

The following is a summary of the principal terms of the Plan, which is qualified in its entirety by reference to the text of the Plan.

Types of Awards

The Plan provides for the grant of Options, RSUs, DSUs, PSUs and other share-based awards. Each Award is governed by an agreement or other instrument or document evidencing the Award granted under the Plan (an "**Award Agreement**").

Plan Administration

The Plan is administered by the Board of Directors which may delegate its authority to a Board committee appointed by the Board to administer the Plan. References in this section to "Board" include any delegate of the Board. Subject to the terms of the Plan, applicable law and the rules of the CSE, the Board has the power and authority to:

(a) select Award recipients;

(b) establish all Award terms and conditions, including grant, exercise price, issue price and vesting terms;

(c) determine performance goals applicable to Awards and whether such performance goals have been achieved;

(d) make adjustments under the Plan (subject to limitations set out in the Plan); and

(e) adopt modifications and amendments, or sub-plans to the Plan or any Award Agreement, including, without limitation, any that are necessary or appropriate to comply with the laws or compensation practices of the jurisdictions in which the Corporation and its Affiliates operate.

Shares Available for Awards

Subject to adjustments as provided for under the Plan, the maximum number of Shares available for issuance under the Plan will not exceed 20% of the Company's issued and outstanding Shares as of the date of each grant.

The Plan is considered to be a "rolling" plan, as Shares of the Company covered by Awards which have been exercised, settled or expired, as applicable, will be available for subsequent grant under the Plan and the number of Awards that may be granted under the Plan increases if the total number of issued and outstanding Shares of the Company increases.

Eligible Persons and Participants

Any Director, Officer, Employee, Management Company Employee, Consultant, Consultant Company, or Eligible Charitable Organization (as such terms are defined in the Plan) shall be eligible to be selected to receive an Award under the Plan (the "**Eligible Persons**"). Any Eligible Person that is the recipient of an Award granted or issued by the Company is known as a Participant (the "**Participant(s)**").

Limits for Investor Relations Service Providers

Investor Relations Service Providers are not eligible to receive any Awards under the Plan other than Options. The maximum aggregate number of Shares that are issuable pursuant to all Options granted in any 12-month period to all Investor Relations Service Providers in aggregate shall not exceed 2% of the issued Shares of the Company, calculated as at the date any Option is granted to any such Investor Relations Service Provider.

Options granted to any Investor Relations Service Provider shall vest in stages over a period of not less than 12 months such that no more than 25% of the Options vest no sooner than three months after the Options were granted, with an additional 25% every three months thereafter.

Blackout Period

In the event that the expiry date of any Award would otherwise occur in a Blackout Period or within ten days of the end of the Blackout Period, the expiry date shall be extended to the tenth business day following the last day of a Blackout Period. A "Blackout Period" is defined as a period during which a Participant cannot sell Shares, due to applicable law or policies of the Company in respect of insider trading as a result of the bona fide existence of undisclosed material information; and which expires following the general disclosure of the undisclosed material information (provided that the automatic extension of a Participant's Awards will not be permitted where the Participant or the Company is subject to a cease trade order.

Vesting

All Awards, other than an Option, may not vest before one year from the date of grant of the Award. Each Award will be subject to such vesting restrictions as determined by the Board.

Options

Subject to the provisions of the Plan, the Board will be permitted to grant Options under the Plan. An Option entitles a holder to purchase a Share of the Company at an exercise price set at the time of the grant. Options vest over a period of time as established by the Board from time to time. The term of each Option will be fixed by the Board, but may not exceed 10 years from the date of grant.

The exercise price of Options shall be determined by the Board but may not have an exercise price lower than the greater of (i) $0.05, and (ii) the closing market prices of the Shares on (a) the trading day prior to the date of grant of the Options; and (b) the date of grant of the Options.

Options granted pursuant to the Plan shall be exercisable at such times and on the occurrence of such events, and be subject to such restrictions and conditions, as the Board may in each instance approve, which need not be the same for each grant or for each Participant. Without limiting the foregoing, the Board may, in its sole discretion, permit the exercise of an Option through either:

(a) a cashless exercise mechanism, whereby the Company has an arrangement with a brokerage firm pursuant to which the brokerage firm:

    (i) agrees to loan money to a Participant to purchase the Shares underlying the Options to be exercised by the Participant;

    (ii) then sells a sufficient number of Shares to cover the exercise price of the Options in order to repay the loan made to the Participant; and

    (iii) the Participant receives the balance of Shares pursuant to such exercise, or the cash proceeds from the sale of the balance of such Shares (or in such other portion of Shares and cash as the broker and Participant may otherwise agree); or

(b) a net exercise mechanism, whereby Options, excluding Options held by any Investor Relations Service Provider, are exercised without the Participant making any cash payment so the Company does not receive any cash from the exercise of the subject Options, and instead the Participant receives only the number of underlying Shares that is the equal to the quotient obtained by dividing:

    (i) the product of the number of Options being exercised multiplied by the difference between the VWAP (as defined in the Plan) of the underlying Shares and the exercise price of the subject Options; by

    (ii) the VWAP of the underlying Shares.

If an optionee ceases to be an Eligible Person in the event of retirement, each vested Option held by that person will cease to be exercisable on the earlier of the original expiry date and 90 days after the date of retirement. In the case of the optionee being terminated other than for cause, each vested Option will cease to be exercisable on the earlier of the original expiry date and 90 days after the termination date. In the event of death of an optionee, the legal representative may exercise the vested Options for a period until the earlier of the original expiry date and nine months after the date of death. In all cases, any unvested options held by the optionee shall terminate and become void on the date of termination, retirement or death, as applicable.

Restricted Share Units

Subject to the provisions of the Plan, the Board will be permitted to grant RSUs under the Plan. An RSU is an award denominated in units that does not vest until after a specified period of time, or satisfaction of other vesting conditions as determined by the Board, and which may be forfeited if conditions to vesting are not met, and provides the holder thereof with a right to receive Shares (or cash equivalent) upon settlement of the Award, subject to any such restrictions that the Board may impose.

The Board, in its discretion, may award dividend equivalents with respect to Awards of RSUs. Such dividend equivalent entitlements may be subject to accrual, forfeiture or payout restrictions as determined by the Board in their sole discretion.

If the holder of RSUs ceases to be an Eligible Person for any reason, other than death, disability or retirement, any RSUs held by the Participant that have vested before the termination date will be paid to the Participant, provided that all unvested RSUs held at the termination date shall be immediately cancelled and forfeited on the termination date. Unless otherwise approved by the Board, unvested RSUs previously credited to the Participant's account will vest immediately in the event that the Participant dies and will continue to vest, pursuant to the terms of the Plan, in the event that the Participant retires or is disabled, subject to the adjustment provisions in the Plan in the event the Participant is disabled. RSUs that have vested at the termination date will be paid to the Participant, or the Participant's estate, as applicable.

In the event of the death or total Disability (as defined in the Plan) of an Eligible Person, Shares represented by RSUs held by the Participant calculated on a pro-rata basis as to the number of days passed under the vesting restrictions, shall then be immediately issued by the Company to the Participant or legal representative of the Participant.

Deferred Share Units

Subject to the provisions of the Plan, the Board will be permitted to grant DSUs to Participants under the Plan. A DSU is an award denominated in units that provides the holder thereof with a right to receive Shares upon settlement of the Award, subject to any such restrictions that the Board may impose, which most commonly requires a director to continue to serve as a director for a set period of time.

Each Award Agreement will provide the extent to which the Eligible Person will have the right to retain DSUs following termination of the Eligible Person's employment or other relationship with the Company. Such provisions shall be determined in the sole discretion of the Board, and need not be uniform among all DSUs issued pursuant to the Plan.

In the event the Eligible Person ceases to be eligible pursuant to the terms of the Plan, including by death, occurring during a year and DSUs have been granted to such Director for that entire year, the Director will only be entitled to a pro-rated DSU payment in respect of such DSUs based on the number of days that he or she was an Director in such year.

Performance Share Units

Subject to the provisions of the Plan, the Board may grant performance-based Awards in the form of PSUs under the Plan. PSUs are based on the attainment of certain target levels of, or a specified increase or decrease (as applicable) in one or more performance goals, which may include performance relative to the Company's peers or affiliates. Performance goals may also be based upon the individual Participant as determined by the Board, in its sole discretion. A PSU is an award denominated in units that does not vest until the performance criteria it is subject to are met, the value of which at the time it is payable is determined as a function of the extent to which corresponding performance criteria have been achieved and provides the holder thereof with a right to receive Shares upon settlement of the Award, subject to any such restrictions that the Board may impose.

The Board, in its discretion, may award dividend equivalents with respect to Awards of PSUs. Such dividend equivalent entitlements may be subject to accrual, forfeiture or payout restrictions as determined by the Board in their sole discretion.

Unless otherwise determined by the Board, unvested PSUs previously credited to a Participant's account will be immediately cancelled and forfeited to the Company on the termination date in the event that the Participant is terminated for any reason other than death, total disability, or retirement. Unvested PSUs previously credited to the Participant's account will vest immediately in the event that the Participant dies and will continue to vest pursuant to the Plan in the event that the Participant retires or is disabled, subject to the adjustment provisions in the Plan in the event the Participant is disabled. PSUs that have vested at the termination date will be paid to the Participant, or the Participant's estate, as applicable.

In the event of the death or of a Participant during the Performance Period (as such term is defined in the Plan), the Performance Period shall be deemed to end at the end of the calendar quarter immediately before the date of death or total disability of the Participant and the amount payable to the Participant or its executors, as the case may be, shall be calculated as of such date.

Stock Appreciation Rights

Subject to the provisions of the Plan, the Board may from time to time grant Stock Appreciation Rights ("SAR") to Participants pursuant to the Plan whereby Participants will have the right to receive Shares, a cash payment, or any combination thereof, from the Company in an amount equal to the number of SARs granted multiplied by the difference between the Fair Market Value of a Share at the date on which such exercise is to be effective over the Base Price fixed by the Board. The Base Price per Share of any SAR shall be not less than the Fair Market Value at the time of grant.

The Term of each SAR shall be for such term as the Board may determine at the date of grant, provided that:

(a) SARs can be exercisable for a maximum of 10 years from the date of grant; and

(b) the term may thereafter be reduced with respect to any such SAR as provided for herein regarding termination of employment / engagement or death of the Participant.

No SAR may be exercised unless the Participant is at the time of such exercise:

(a) in the case of an Employee or Officer, engaged or in the employ (or retained as a Service Provider) of the Company and shall have been continuously so engaged, employed or retained since the grant of the SAR; or

(b) in the case of a Director, shall have been such a Director, Officer, Employee or Consultant continuously since the grant of the SAR.

SARs are not transferable other than upon the death or disablement of the Participant as follows:

(a) during the Participant's lifetime, all SARs shall be exercisable only by the Participant or by the legal guardian of a disabled Participant; and

(b) a Participant shall have the right, by notice to the Company, to designate a beneficiary who shall be entitled to exercise the Participant's SARs (subject to their terms and conditions) following the Participant's death, and to whom any amounts payable following the Participant's death shall be paid.

Share Purchase Rights

The Board may give assistance to a Participant to enable the Participant to acquire Shares by way of (i) offering Shares at a discounted price not less than the Discounted Market Price, (ii) issuing additional Shares upon the Participant subscribing for a pre-established number of Shares, which Shares may be issued from the treasury or purchased on the secondary market, or (iii) any other act which facilitates the purchase by a Participant of Shares other than a loan or establishment of indebtedness by the Participant to the Company.

Change of Control

In the event of a change of control (as described in the Plan), unless otherwise provided in an Award Agreement, the Board shall have the discretion to unilaterally determine that all outstanding Awards shall be cancelled upon a change of control, and that the value of such Awards, as determined by the Board in accordance with the terms of the Plan and the Award Agreements, shall be paid out in cash in an amount based on the Change of Control Price within a reasonable time subsequent to the Change of Control, subject to the approval of the CSE.

Notwithstanding the foregoing, no cancellation, acceleration of vesting, lapsing of restrictions or payment of an Award shall occur with respect to any Award if the Board reasonably determines in good faith prior to the occurrence of a Change of Control that such Award shall be honored or assumed, or new rights substituted therefor (with such honored, assumed or substituted Award hereinafter referred to as an "**Alternative Award**") by any successor to the Company or an Affiliate as described in the Plan; provided, however, that any such Alternative Award must:

(a) be based on stock which is traded on a recognized stock exchange;

(b) provide such Participant with rights and entitlements substantially equivalent to or better than the rights, terms and conditions applicable under such Award, including, but not limited to, an identical or better exercise or vesting schedule (including vesting upon termination of employment) and identical or better timing and methods of payment;

(c) recognize, for the purpose of vesting provisions, the time that the Award has been held prior to the Change of Control;

(d) provide for similar eligibility requirements for such Alternative Award as provided for in the Plan; and

(e) have substantially equivalent economic value to such Award (determined prior to the time of the Change of Control).

Term of the Plan

The Plan shall remain in effect until terminated by the Board.

Assignability

Except as may be permitted by the Board and the CSE, no Award or other benefit payable under the Plan shall be transferred, sold, assigned, pledged or otherwise disposed in any manner other than upon death.

Amendment

Unless otherwise restricted by law or the CSE, the Board may at any time and from time to time, alter, amend, modify, suspend or terminate the Plan or any Award in whole or in part without notice to, or approval from, Shareholders, including, but not limited to for the purposes of:

(a) making any amendments to the general vesting provisions of any Award;

(b) making any amendments to the general term of any Award provided that no Award held by an Insider may be extended beyond its original expiry date;

(c) making any amendments to add covenants or obligations of the Company for the protection of Participants;

(d) making any amendments not inconsistent with the Plan as may be necessary or desirable with respect to matters or questions which, in the good faith opinion of the Board, it may be expedient to make, including amendments resulting from changes in law or as a "housekeeping" matter; or

(e) making such changes or corrections which are required for the purpose of curing or correcting any ambiguity or defect or inconsistent provision or clerical omission or mistake or manifest error.

However, other than as expressly provided in an Award Agreement or with respect to a Change of Control, the Board shall not alter or impair any rights or increase any obligations with respect to an Award previously granted under the Plan without the consent of the Participant.

Shareholder approval is however required to make the following amendments:

(a) a reduction in the option price of a previously granted Option benefiting an Insider of the Company or one of its Affiliates;

(b) any amendment or modification which would increase the total number of Common Shares available for issuance under the Plan;

(c) an increase to the limit on the number of Common Shares issued or issuable under the Plan to Insiders of the Company;

(d) an extension of the expiry date of an Option other than as otherwise permitted hereunder in relation to a Blackout Period or otherwise;

(e) an extension of the expiry date of an Option issued to Insiders; or

(f) any amendment to the amendment provisions of the Plan.

There are presently 11,780,000 Stock Options outstanding, exercisable at prices from $0.10 to $0.30 per share, to certain officers, directors, employees and consultants of the Company and its subsidiaries, as summarized in the following table:

Option Holders (and number of holders)	**Number of Options**
Executive Officers of the Company (3)	9,025,000
Directors of the Company (4)	2,100,000
Executive Officers of Subsidiaries	NIL
Directors of Subsidiaries	NIL
Consultants and Advisors of the Company (5)	655,000

There can be no assurance that any Stock Options granted will be exercised in whole or in part. The Company will use any funds received upon exercise of any Stock Options for general working capital.

MARKET FOR SECURITIES

The Company's Shares are not currently listed and do not trade on any stock exchange. The Company has applied to have its Shares listed on the CSE; it is anticipated that such listing will be subject to the Company satisfying all listing conditions of the CSE.

PRIOR SALES

The following tables lists the securities issued by the Company during the 12 months preceding the date of this Listing Statement (all figures on a post-Consolidation basis):

Date (mm/dd/yyyy)	**Number and Type of Security**	**Issue / Exercise Price per Security**	**Reason for Issuance**
06/22/2026	364,152 Shares	$0.30	Shares for Debt
06/30/2026	54,887,020 Shares	$0.30	Acquisition of S3D
06/30/2026	2,744,351	$0.30	Finder's Fee
06/30/2026	3,468,204 Warrants	$0.45	Acquisition of S3D
06/30/2026	11,780,000 Options	$0.10 - $0.30	Acquisition of S3D

ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTIONS ON TRANSFER

Escrow under CSE Policies

In accordance with CSE Policies all securities issued to Related Persons are generally required to be subject to an escrow agreement pursuant to NP 46-201. "Related Persons" is defined in CSE Policies to include a listed company's directors, officers, promoters, and any persons that beneficially own, either directly or indirectly, or exercise voting control or direction over at least 10% of the outstanding Shares.

CSE Policies require that the Escrow Shares be governed by the form of escrow agreement prescribed under NP 46-201. Under that policy, the Company will be an "Emerging Issuer". The standard prescribed release of securities under such policy are 10% on the Listing Date, with an additional 15% every six months thereafter, over 36 months.

There will be a total of 22,375,200 Escrow Shares. The following sets forth the persons who will be subject to the Escrow Agreement on the Listing Date:

Name and Municipality of Residence	Number of Shares to be held in Escrow	Percentage of Shares held in Escrow[1]
Otis Perrick *North Vancouver, B.C.*	700,200	1.02%
Disruptive Interactive Inc. [2] *North Vancouver, B.C.*	13,780,000	20.16%
Perrick Ohana Holdings Ltd. [3] *North Vancouver, B.C.*	1,000,000	1.46%
Leanne Taylor *North Vancouver, B.C.*	1,500,000	2.19%
Nitesh Mistry *Port Coquitlam, B.C.*	1,685,000	2.46%
Ashely Mistry *Port Coquitlam, B.C.*	500,000	0.73%
Nigel Metcalf *Vancouver, B.C.*	1,710,000	2.5%
Nick Malaperiman *North Vancouver, B.C.*	300,000	0.44%
Scott Souter *North Vancouver, B.C.*	700,000	1.02%
Kylie Dickson *North Vancouver, B.C.*	300,000	0.44%
Chris Breikss *North Vancouver, B.C.*	200,000	0.29%
TOTAL	**22,375,200**	**32.73%**

1. Based on 61,531,371 Shares being outstanding on the Listing Date and after giving effect to the release of 10% of the Escrow Shares on the Listing Date.
2. A company wholly owned by Otis Perrick.
3. A company wholly owned by Otis Perrick Family Trust, which trust is controlled by Otis Perrick.

The Escrow Shares may not be sold, assigned, hypothecated, transferred within escrow or otherwise dealt with in any manner without the consent of the CSE or unless permitted under the Escrow Agreement. Notwithstanding this restriction on transfer, a holder of Escrow Shares may (a) pledge, mortgage or charge the Escrow Shares to a financial institution as collateral for a loan provided that no Escrow Shares will be delivered by the escrow agent to the financial institution; (b) exercise all voting rights attached to the Escrow Shares; (c) receive dividends or other distributions on the Escrow Shares; and (d) exercise any rights to exchange or convert the Escrow Shares in accordance with the Escrow Agreement.

The Escrow Shares may be transferred within escrow to: (a) subject to approval of the Board, an individual who is an existing or newly appointed director or senior officer of the Company or of a material operating subsidiary of Company; (b) subject to the approval of the Board, a person that before the proposed transfer holds more than 20% of the voting rights attached to the Company's outstanding securities; (c) subject to the approval of the Board, a person that after the proposed transfer will hold more than 10% of the voting rights attached to the Company's outstanding securities and that has the right to elect or appoint one or more directors or senior officers of Company or any of its material operating subsidiaries; (d) upon the bankruptcy of a holder of Escrow Shares, the holder's Escrow Shares may be transferred within escrow to the trustee in bankruptcy or other person legally entitled to such securities; (e) upon the death of a holder of Escrow Shares, all Escrow Shares of the deceased holder will be released from escrow to the deceased holder's legal representative; (f) a financial institution that the holder pledged, mortgaged or charges to a financial institution as collateral for a loan on realization of such loan; and (g) a RRSP, RRIF or similar registered plan or fund with a trustee, where the annuitant of the RRSP or RRIF, or the beneficiaries of another plan or fund are limited to the holders spouse, children or parents, or if the holder is the trustee of such registered plan or fund, to the annuitant of the RRSP or RRIF, or a beneficiary of the other registered plan or fund or his or her spouse, children or parents.

In addition, tenders of Escrow Shares pursuant to a share exchange, which includes a take-over bid, issuer bid, statutory arrangement, amalgamation, merger or other reorganization similar to an amalgamation or merger, are permitted. Escrow Shares subject to a share exchange will continue to be escrowed if the successor entity is not an "exempt Company", and the holder is a Related Person of the successor entity.

PRINCIPAL SHAREHOLDERS

To the knowledge of the Company, no person beneficially owns, directly or indirectly, or has control or direction over, Shares carrying more than 10% of the votes attached to all outstanding Shares, except:

Name	Number & Percentage of Shares Owned or Controlled[1]
Otis Perrick[2]	16,980,200 / 27.60%

1. Based on 61,531,371 Shares being outstanding on the Listing Date.
2. Including 13,780,000 Shares owned by Disruptive Interactive Inc., a company wholly owned by Otis Perrick, and 1,000,000 Shares owned by Perrick Ohana Holdings Ltd., a company wholly owned by The Perrick Family Trust, which trust is controlled by Otis Perrick and 1,500,000 Shares owned by Leanne Taylor, the spouse of Otis Perrick.

DIRECTORS AND EXECUTIVE OFFICERS

Name, Occupation and Security Holdings

The following table sets out the name, province and country of residence, position or offices held with the Company, date appointed, number and percentage of voting securities in the Company that each of its directors and executive officers beneficially owns, directly or indirectly, or exercises control over, as at the date of this Listing Statement. This table also includes the principal occupation, business or employment of such persons over the last five years (further details follow the table):

Name, Position and Province and Country of Residence	**Date of Appoint-ment to Office**	**Principal Occupation for Past Five Years**	**Number & Percentage of Shares Owned or Controlled(2)**
Otis Perrick[1] CEO and Director *British Columbia, Canada*	June 30/26	CEO of S3D (2022-present); President, Disruptive Publishers (2007-2022)	15,480,200 / 25.16%
Nitesh Mistry President *British Columbia, Canada*	June 30/26	President of S3D (2022-present); Vice President, Disruptive Publishers (2007-2022)	1,685,000 / 2.74%
Nigel Metcalf Head of Product *British Columbia, Canada*	June 30/26	Head of Product, S3D (2022-present); Creative Director, Disruptive Publishers (2007-2022)	1,710,000/ 2.78%
Sheri Rempel CFO and Corporate Secretary *British Columbia, Canada*	June 30/26	Serves as a Chief Financial Officer, Controller, and/or a director of, and provides accounting services to, a number of public companies.	Nil
Shawn Sadler Fractional Chief Technology Officer *British Columbia, Canada*	June 30/26	Fractional CTO of S3D (2025-present); Senior IT Manager, Bridgemans Services Group (2024-present)	Nil
Nick Malaperiman Director *British Columbia, Canada*	June 30/26	Chief Marketer, Spud Farm Marketing (2024-present); Vice President Marketing, Unity (2020-2024)	300,000 / 0.49%
Scott Souter[1] Director *British Columbia, Canada*	June 30/26	President/COO at Trades Labour Corporation	700,000 / 1.14%
Kylie Dickson[1] Director *British Columbia, Canada*	June 30/26	Corporate Director of Public Companies.	300,000 / 0.49%
Chris Breikss Director *British Columbia, Canada*	June 30/26	Business & Marketing Lead, Rivetline (2024-present); Founding Partner, Major Tom (2000-present)	200,000 / 0.33%

1. Audit Committee Member
2. Percentages based on 61,531,371 Shares outstanding.

The term of office of the directors expires annually at the time of the Company's annual general meeting. The term of the office for the officers expires according to the terms of their contract with the Company, or otherwise at the discretion of the Company's directors.

The Company currently have one Board committee, being the audit committee, which presently consists of Otis Perrick, Kylie Dickson and Scott Souter.

As of the date hereof, the directors and executive officers, including spouses and associates, as a group beneficially own, directly or indirectly, or exercise control or direction over 22,375,200 Shares representing 36.36% of the Company's 61,531,371 issued and outstanding Shares.

Management

The following is a more detailed description the principal occupation, business or employment of the Company's officers and directors:

Otis Perrick *– Director and Chief Executive Officer, Age 51*

Mr. Perrick is an entrepreneur and 3D-content veteran with 20+ years in interactive entertainment and digital platforms. Prior to S3D, founded Disruptive Publishers (2007), building licensed content programs with major leagues and studios and earning Business in Vancouver's Forty under 40 recognition. Mr Perrick's experience spans company building, brand licensing, and operating partnerships across Xbox/PlayStation ecosystems; earlier public profiles highlight securing top-tier IP relationships and leading growth as founder-CEO.

Mr. Perrick will be an employee of the Company, and in his capacities as CEO and a director, will dedicate approximately 100% of his time to its business and affairs. Mr. Perrick is subject to an employment agreement with the Company which includes non-competition and non-disclosure covenants.

Nitesh Mistry *- President, Age 43*

Mr. Mistry is a marketing and partnerships leader with 15+ years across games and 3D content. His career includes franchise and product marketing roles at Electronic Arts, with credits across series such as NHL and Need for Speed and more. Mr. Mistry brings experience orchestrating brand integrations and live-ops campaigns with global media and sports partners. At S3D, he leads go-to-market, creator/brand programs, and marketplace integrations.

Mr. Mistry will be an employee of the Company, and in his capacity as President, will dedicate approximately 100% of his time to its business and affairs. Mr. Mistry is subject to an employment agreement with the Company which includes non-competition and non-disclosure covenants.

Nigel Metcalf - *Head of Product, Age 45*

Mr. Metcalf is a creative/technical lead with 18+ years developing asset pipelines and tooling for animation, television, and interactive media. His past work includes teams behind children's and youth animated series such as Hot Wheels, Monster High, Slugterra, Storm Hawks, and Dragon Booster. Mr. Metcalf specializes in 3D asset development, avatar tools, and production-grade content pipelines, now applied to S3D's fingerprinting, test corpora generation, and reviewer user experience.

Mr. Metcalf will be an employee of the Company, and in his capacity as Head of Product, will dedicate approximately 100% of his time to its business and affairs. Mr. Metcalf is subject to an employment agreement with the Company which includes non-competition and non-disclosure covenants.

Sheri Rempel – *Chief Financial Officer and Corporate Secretary, Age 58*

Ms. Rempel has over 25 years of accounting experience working with companies in the areas of real estate development, restaurant management, mining, general financial services and software development. She specializes in the provision of accounting services to public companies listed on the Toronto Stock Exchange, the TSX Venture Exchange, and the Canadian Securities Exchange, and to companies preparing to list on a Canadian stock exchange. In addition to providing accounting services to reporting issuers, she serves as a Chief Financial Officer, Controller, and/or a director of a number of public companies in the mining, investment, and technology sectors. She leads an accounting team consisting of nine individuals.

Ms. Rempel will not be an employee of the Company. She is engaged to act as CFO and Corporate Secretary through a General Service Agreement with her consulting company - ARO Consulting Inc. In her capacity as CFO and Corporate Secretary, she will dedicate approximately 10% of her time to the Company's business and affairs.

Shawn Sadler - *Fractional Chief Technology Officer, Age 46*

Shawn is a senior technology leader with over 25 years building secure, high-reliability software and infrastructure, leading cross-functional engineering teams, and aligning roadmaps to measurable business outcomes. He currently oversees global IT and network infrastructure modernization at Bridgeman's Services Group and is collaborating with industry leading cybersecurity professionals on next-generation encrypted networks and post-quantum-resistant architectures. At S3D, Shawn leads architecture, reliability, and secure-by-design practices, accelerating time-to-value, strengthening platform resilience, and supporting governance and cybersecurity oversight across the product suite.

Mr. Sadler will, in his capacity as a Fractional Chief Technology Officer, dedicate approximately 10% of his time to its business and affairs. Mr. Sadler is subject to an employment agreement with the Company which includes non-competition and non-disclosure covenants.

Nick Malaperiman - *Independent Director, Age* 57

Mr. Malaperiman is a consumer/games executive with over 25 years across Electronic Arts, Microsoft, Nokia, and later senior marketing leadership at Unity. He has shipped or supported 30+ console and 50+ mobile/app releases spanning franchises such as FIFA, NHL, Call of Duty, Spider-Man, and Star Wars. At S3D he advises on product marketing, ecosystem partnerships, and developer-platform strategy.

Mr. Malaperiman will not be an employee of the Company, and in his capacity as a director, will dedicate approximately 10% of his time to its business and affairs. Mr. Malaperiman will not initially be subject to any employment agreement or any written non-competition or non-disclosure agreement with the Company.

Scott Souter - *Independent Director, Age* 51

Mr. Souter is a veteran operator and President/COO at Trades Labour Corporation (TLC), bringing 10+ years of entrepreneurial management and large-scale workforce solutions experience. At S3D he offers guidance on scaling operations, enterprise programs, and people strategy.

Mr. Souter will not be an employee of the Company, and in his capacity as a director, will dedicate approximately 10% of his time to its business and affairs. Mr. Souter will not initially be subject to any employment agreement or any written non-competition or non-disclosure agreement with the Company.

Kylie Dickson *- Independent Director, Age 46*

Ms. Dickson is a public-company finance executive and board member in the mining/industrials sector. Ms. Dickson is a Director and Audit Committee Chair of Fortuna Mining Corp. and Star Royalties Ltd.

Prior roles include VP, Business Development at Equinox Gold and CFO positions at multiple TSX/NYSE-listed issuers. Ms. Dickson has been recognized as a PEAK "Rising Star" honouree for leadership in finance and was a Business in Vancouver Top 40 under 40 recipient. Ms. Dickson is a CPA, CA and brings audit, M&A, governance, and capital-markets expertise to S3D's Board.

Ms. Dickson will not be an employee of the Company, and in her capacity as a director, will dedicate approximately 10% of her time to its business and affairs. Ms. Dickson will not initially be subject to any employment agreement or any written non-competition or non-disclosure agreement with the Company.

***Chris Breikss** - Independent Director, Age 50*

Mr. Breikss is a digital-commerce and brand-growth leader; Founding Partner of Major Tom (formerly 6S Marketing), a North American marketing agency serving global business-to-consumer brands. His public profiles chronicle two decades of agency leadership, office expansion across Vancouver/Toronto/New York, and work with enterprise clients. At S3D he advises on demand generation, category messaging, and partner/channel marketing.

Mr. Breikss will not be an employee of the Company, and in his capacity as a director, will dedicate approximately 10% of his time to its business and affairs. Mr. Breikss will not initially be subject to any employment agreement or any written non-competition or non-disclosure agreement with the Company.

Advisors

S3D has engaged Mr. Ryan Peterson, Mr. Robert (Bob) Wallace, Mr. Joseph Kreiner, and Mr. Mel Kirk as advisors. The following are brief descriptions of each advisor along with other biographical information.

***Ryan Peterson** - Advisor*

Mr. Peterson is a technology entrepreneur and Real-Time 3D services leader. Founder and former CEO of Finger Food Advanced Technology Group, a Vancouver-based studio known for enterprise Augmented Reality, Virtual Reality, Mixed Reality solutions; it was acquired in 2020 by Unity to form Accelerate Solutions, Unity's global professional-services practice. Mr. Peterson subsequently served as Vice President & General Manager, Accelerate Solutions, scaling to 800+ specialists serving games and enterprise customers worldwide and advancing operational digital-twin adoption. He is active as an investor and community leader, including board roles with British Columbia organizations.

***Robert "Bob" Wallace** - Advisor*

Mr. Wallace is the Managing Partner at a boutique strategy and M&A advisory firm, Strategic Alternatives, a firm dedicated to the video-game industry since 1994 with principals having negotiated publishing, licensing, and studio/IP transactions for leading developers and platforms, including early work with Ensemble Studios (Age of Empires) and business-development leadership across Xbox initiatives. Notable partner experience includes running Microsoft Game Studios' global content search for Xbox One, HoloLens, and Kinect, managing Xbox licensing, eSports business development, and the diligence and negotiation that led to Microsoft's acquisition of the Gears of War IP in 2014. Strategic Alternatives spans North America and Europe and advises on fundraising, exits, and growth strategy.

***Joseph Kreiner** - Advisor*

Mr. Kreiner is a go-to-market and partnerships executive with Unreal Engine/Epic Games pedigree. Mr. Kreiner spent more than a decade in leadership roles for Unreal Engine business development (Americas) and later as Vice President, Business Development at Epic Games, partnering with studios, platforms, and technology providers. He has since transitioned from Epic and remains active in advising and consulting.

Mel Kirk *- Advisor*

Mr. Kirk is a product and publishing executive with long-tenured leadership at Zen Studios. Mr. Kirk has served as COO after prior roles overseeing publishing and marketing/PR, with a career at Zen beginning circa 2010. Mr. Kirk led stewardship of the Pinball FX franchise and expansion into multiplatform publishing, live-ops, and partnerships across entertainment IP. He regularly appears in industry press and podcasts to discuss licensing, game-ops, and portfolio strategy.

Cease Trade Orders

Other than as listed below, no director or executive officer of the Company is, as at the date of this Listing Statement, or was within 10 years before the date of this Listing Statement, a director, CEO or CFO of any company (including the Company), that:

(a) was subject to an order that was issued while the director or executive officer was acting in the capacity as director, CEO or CFO, or

(b) was subject to an order that was issued after the director or executive officer ceased to be a director, CEO or CFO and which resulted from an event that occurred while that person was acting in the capacity as director, CEO or CFO.

For the purposes hereof, "order" means (i) a cease trade order; (ii) an order similar to a cease trade order; or (iii) an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days.

Sheri Rempel was the CFO of each of the following companies that are or were subject to failure-to-file cease trade orders that are or were in effect for more than 30 days:

- Victory Square Technologies Inc. – from May 3, 2022 to June 7, 2022
- Lanebury Growth Capital Ltd. – from October 30, 2019 to December 23, 2019
- XR Immersive Tech Inc. – from May 2, 2023 to July 19, 2023
- XR Immersive Tech Inc. – from July 14, 2025 to present
- GameOn Entertainment Technologies Inc. – from May 2, 2023 to July 4, 2023
- GameOn Entertainment Technologies Inc. – from April 30, 2024 to July 13, 2024
- GameOn Entertainment Technologies Inc. – from December 2, 2024 to present

Penalties and Sanctions

No director or executive officer of the Company, or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, has been subject to (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Bankruptcies

No director or executive officer of the Company, or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company

(a) is, as at the date of this Listing Statement, or has been within the 10 years before the date of this Listing Statement, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

(b) has, within the 10 years before the date of this Listing Statement, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

Conflicts of Interest

The directors are required to act honestly and in good faith with a view to the best interests of the Company and to disclose any interests which they may have in any project or opportunity of the Company. However, the directors and officers may serve on the boards and/or as officers of other companies which may compete in the same industry as the Company, giving rise to potential conflicts of interest. To the extent that such other companies may participate in ventures in which the Company may participate, they may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. In the event that such conflicts of interest arise at a meeting of the Company's directors, such conflicts of interest must be declared, and the declaring parties must abstain from voting for or against the approval of such participation. The remaining directors will determine whether or not the Company will participate in any such project or opportunity.

The directors and officers are aware of the existence of laws governing accountability of directors and officers for corporate opportunity and requiring disclosure by directors of conflicts of interest, and the Company will rely upon such laws in respect of any directors' and officers' conflicts of interest or in respect of any breaches of duty by any of its directors or officers. Such directors or officers in accordance with the *Business Corporations Act* (BC) will disclose all such conflicts and they will govern themselves in respect thereof to the best of their ability in accordance with the obligations imposed upon them by law.

EXECUTIVE COMPENSATION

For purposes hereof, "Named Executive Officer" or "NEO" means each of the following individuals:

(a) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as CEO, including an individual performing functions similar to a chief executive officer;

(b) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as CFO, including an individual performing functions similar to a chief financial officer;

(c) in respect of the Company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than $150,000; and

(d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the Company, and was not acting in a similar capacity, at the end of that financial year.

At the date of this Listing Statement the Company has five NEO's – Otis Perrick, CEO; Sheri Rempel, CFO and Corporate Secretary; Nitesh Mistry, President; Nigel Metcalf, Head of Product; and Shawn Sadler, Fractional Chief Technology Officer. As at May 31, 2025 and 2024, the Company had only one NEO – Scott Davis, former CEO, CFO and Corporate Secretary.

Prior to the Amalgamation, the NEO's of S3D were Otis Perrick, CEO; Sheri Rempel, CFO; Nitesh Mistry, President; Nigel Metcalf, Head of Product; and Shawn Sadler, Fractional Chief Technology Officer.

A. Compensation and Discussion Analysis

The Company currently does not have a Compensation Committee. Executive compensation is considered by the Board to determine if it is competitive with similar companies and whether it recognizes and rewards executive performance consistent with the success of the Company's business. It is the Company's philosophy to ensure that compensation goals and objectives, as applied to actual compensation paid to the Company's NEOs, are aligned with the Company's overall business objectives and with shareholder interests.

The Board considers a variety of factors when determining both compensation policies and programs and individual compensation levels. These factors include the long-range interests of the Company and its shareholders, overall financial and operating performance of the Company, available financial resources, and the assessment of each executive's individual performance and contribution toward meeting corporate objectives.

B. Compensation Securities

The Company currently has in place a 20% "rolling" equity compensation plan (the "**Plan**") for the purpose of attracting and motivating directors, officers, employees and consultants of the Company and advancing the interests of the Company by affording such persons with the opportunity to acquire an equity interest in the Company through Awards granted under the plan. The Plan is described above under the heading "*Securities Based Compensation Plan*".

The Company's Plan has been and will be used to provide Awards which may be granted in consideration of the level of responsibility of the executive as well as his or her impact or contribution to the longer-term operating performance of the Company. In determining the type and number of Awards to be granted to the executive officers, the Company takes into account the type and number of Awards, if any, previously granted to each executive officer, and the exercise terms of any outstanding Awards to ensure that such grants closely align the interests of the executive officers with the interests of shareholders.

As at the date hereof, there are 11,780,000 outstanding Options under the Plan.

C. Summary Compensation Table – Secur3D Holdings Inc.

The compensation paid to the NEOs and directors during the Company's most recently completed financial years ended May 31, 2025 and 2024 is as set out below. During those fiscal years, the Company's sole NEO was CEO and CFO Scott Davis. Mr. Davis resigned as an officer and as a director, effective June 30, 2026 upon closing of the Amalgamation with S3D.

Table of compensation excluding compensation securities							
Name and position	**Year Ended May. 31**	**Salary, consulting fee, retainer or commission[1] ($)**	**Bonus ($)**	**Committee or meeting fees ($)**	**Value of perquisites ($)**	**Value of all other compen-sation ($)**	**Total compensation ($)**
Scott Davis[2] *Former CEO, CFO and Director*	2025 2024	Nil $45,000	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil $45,000

1. Includes the dollar value of cash and non-cash base salary earned during a financial year covered, including amounts paid and accrued as unpaid.
2. Mr. Davis has served as a director, CEO and CFO since July 14, 2022. Management fees were paid to Cross Davis & Company LLP an accounting firm of which Mr. Davis is a partner. In May 2026 the Company and Cross Davis & Company LLP agreed to a settlement of outstanding fees of $90,000 by payment of $65,000.

D. Stock options and Other Compensation Securities – Secur3D Holdings Inc.

Particulars of the compensation securities granted or issued to the directors and NEOs by the Company during Fiscal 2025, for services provided or to be provided, directly or indirectly, to the Company are set out below. In aggregate, nil Stock Options (nil during the fiscal year ended May 31, 2024) and no other equity incentives (nil during the fiscal year ended May 31, 2024) were granted to the NEOs or directors of the Company during Fiscal 2025.

Compensation Securities							
Name and Position	**Type of compen-sation security**	**Number of compensation securities, number of underlying securities, and percentage of class**	**Date of issue or grant** (dd/mm/yy)	**Issue, conversion or exercise price ($)**	**Closing price of security or underlying security on date of grant ($)**	**Closing price of security or underlying security at year end ($)**	**Expiry date**
Scott Davis *Former CEO and Director*	n/a	nil	n/a	n/a	n/a	n/a	n/a

During Fiscal 2025 there were no stock options exercised.

E. Summary Compensation Table – S3D

The compensation paid to the NEOs and directors of S3D during its most recently completed financial years ended September 30, 2025 and 2024 is as set out below.

Table of compensation excluding compensation securities							
Name and position	**Year Ended Sept. 30**	**Salary, consulting fee, retainer or commission[1] ($)**	**Bonus ($)**	**Committee or meeting fees ($)**	**Value of perquisites ($)**	**Value of all other compen-sation ($)**	**Total compensation ($)**
Otis Perrick *CEO and Director*	2025 2024	108,872 29,636	Nil 125,000	Nil Nil	Nil Nil	Nil Nil	108,872 154,636
Nitesh Mistry *President*	2025 2024	191,772 205,524	Nil Nil	Nil Nil	Nil Nil	Nil Nil	191,772 205,524
Nigel Metcalf *Head of Product*	2025 2024	175,105 185,524	Nil Nil	Nil Nil	Nil Nil	Nil Nil	175,105 185,524
Shawn Sadler *Fractional Chief Technology Officer*	2025 2024	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil

Table of compensation excluding compensation securities							
Name and position	Year Ended Sept. 30	Salary, consulting fee, retainer or commission[1] ($)	Bonus ($)	Committee or meeting fees ($)	Value of perquisites ($)	Value of all other compen-sation ($)	Total compensation ($)
Nick Malaperiman *Director*	2025 2024	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Scott Souter *Director*	2025 2024	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Kylie Dickson *Director*	2025 2024	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Chris Breikss *Director*	2025 2024	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil

F. Stock options and Other Compensation Securities – S3D

No compensation securities were granted or issued to the directors and NEOs of S3D during its fiscal year ended September 30, 2025, for services provided or to be provided, directly or indirectly, to S3D.

During the fiscal years ended September 30, 2025 and 2024, there were no stock options exercised. Pursuant to the Amalgamation, all of the outstanding options in the capital of S3D were exchanged for an equivalent number of Options in the capital of the Company.

G. Pension Plan Benefits

The Company does not provide a defined plan or a defined contribution plan for any of its executive officers or employees, nor does it have a deferred compensation plan for any of its executive officers.

H. Termination of Employment, Change in Responsibilities and Employment Contracts

Otis Perrick – CEO

Pursuant to an employment agreement dated May 2, 2022, as amended, Mr. Otis Perrick was engaged to act as the Chief Executive Officer of S3D. On each of July 29, 2025, October 1, 2025, and May 31, 2026, his employment agreement was amended such that his base salary was reduced from $300,000 to $115,000 per year from October 1, 2025 to May 31, 2026, and to $nil from June 15, 2026 going forward. The salary reductions will continue, in whole or in part, until S3D has obtained a listing on a stock exchange in Canada and the S3D board of directors has determined that:

1. S3D has sufficient working capital to complete the Business Objectives and Milestones as set out in this Listing Statement;
2. S3D has sufficient working capital to meet its ongoing financial commitments for a period of no less than 12 months from the date of this Listing Statement; and
3. the payment of any amounts would not materially impair the ongoing operations of S3D,

provided that payments toward his salary may be made from IRAP and SR&ED tax credits received (pertaining to historical research and development costs incurred).

The employment agreement, as amended, provides for payment of the amounts that would otherwise have been paid had his salary not have been reduced, upon the conditions set out in items 1, 2 and 3 above being met.

Additionally, Mr. Perrick has not received other payments and bonuses to which he was entitled pursuant to the terms of his employment agreement. These additional amounts, which total $777,000, do not include amounts that Mr. Perrick would have been entitled to because of the reduction of his salary as described above. None of these amounts are payable prior to:

(i) S3D completing the Business Objectives and Milestones as set out in this Listing Statement, and

(ii) 12 months from the date of this Listing Statement,

except upon

(a) a change of control,

(b) the voluntary resignation by Mr. Perrick following the earlier of (a) 12 months from listing on a recognized stock exchange in Canada, or (b) May 31, 2028;

(c) termination of Mr. Perrick's employment for any reason whatsoever, with or without cause, or

(d) such earlier date, and in such amount, as approved by the Board of Directors, provided the Board has determined that such payment would not materially impair the Company's ability to complete the Business Objectives and Milestones set out in this Listing Statement or meet its ongoing financial commitments for a period of no less than 12 months.

Notwithstanding, the additional amount shall become payable upon the Company having raised aggregate gross proceeds of not less than $4,500,000 subsequent to S3D obtaining a listing on a stock exchange in Canada.

Further, upon raising such $4,500,000, Mr. Perrick will then be entitled to an increased annual salary of $375,000 and a one-time bonus payment of $275,000. All salary amounts are exclusive of any incentives, bonuses or Options that may be granted. In the event his engagement is terminated for any reason whatsoever, with or without cause or due to a change of control, he will be entitled to receive 24 months salary in lieu of notice.

Nitesh Mistry – President

Pursuant to an employment agreement dated May 2, 2022, Mr. Nitesh Mistry was engaged to act as the President of S3D, in consideration of an initial base salary of $200,000 per annum (exclusive of any incentives, bonuses or Options that may be granted). In the event his engagement with S3D is terminated without cause or due to a change of control, he will be entitled to receive up to six months salary in lieu of notice. On each of July 29, 2025, October 14, 2025, and May 31, 2026, his employment agreement was amended such that the monthly salary was reduced to $115,000 per year from October 1, 2025 to May 31, 2026, and to $nil from June 15, 2026 going forward. The salary reductions will continue, in whole or in part, until S3D has obtained a listing on a stock exchange in Canada and the S3D board of directors has determined that:

1. S3D has sufficient working capital to complete the Business Objectives and Milestones as set out in this Listing Statement;
2. S3D has sufficient working capital to meet its ongoing financial commitments for a period of no less than 12 months from the date of this Listing Statement; and
3. the payment of any amounts would not materially impair the ongoing operations of S3D,

provided that payments toward his salary may be made from IRAP and SR&ED tax credits received (pertaining to historical research and development costs incurred).

The employment agreement, as amended, provides for payment of the amounts that would otherwise have been paid had his salary not have been reduced, upon the conditions set out in items 1, 2 and 3 above being met.

Nigel Metcalf – Head of Technology

Pursuant to an employment agreement dated May 2, 2022, Mr. Nigel Metcalf was engaged to act as S3D's Head of Technology in consideration of an initial base salary of $180,000 per annum (exclusive of any incentives, bonuses or Options that may be granted). In the event his engagement with S3D is terminated without cause or due to a change of control, he will be entitled to receive up to six months salary in lieu of notice. On each of July 29, 2025, October 14, 2025, and May 31, 2026, his employment agreement was amended such that the monthly salary was reduced to $115,000 per year from October 1, 2025 to May 31, 2026, and to $nil from June 15, 2026 going forward. The salary reductions will continue, in whole or in part, until S3D has obtained a listing on a stock exchange in Canada and the S3D board of directors has determined that:

1. S3D has sufficient working capital to complete the Business Objectives and Milestones as set out in this Listing Statement;
2. S3D has sufficient working capital to meet its ongoing financial commitments for a period of no less than 12 months from the date of this Listing Statement; and
3. the payment of any amounts would not materially impair the ongoing operations of S3D,

provided that payments toward his salary may be made from IRAP and SR&ED tax credits received (pertaining to historical research and development costs incurred).

The employment agreement, as amended, provides for payment of the amounts that would otherwise have been paid had his salary not have been reduced, upon the conditions set out in items 1, 2 and 3 above being met.

Sheri Rempel – CFO

Pursuant to a General Service Agreement dated March 2, 2022 (as amended), ARO Consulting Inc., a company controlled by Sheri Rempel, was engaged by S3D to provide CFO, accounting and corporate secretarial services. ARO receives $1,500 per month (plus $125 per hour) for Ms. Rempel acting as Chief Financial Officer, and ARO will provide secretarial and general accounting services at pre-determined hourly rates. The agreement may be terminated at any time with no additional cost or severance.

Effective on closing of the Amalgamation, each of the above four agreements were assumed by the Company, with each individual or entity assuming the same executive role with the Company.

There are no other compensatory plan(s) or arrangement(s), with respect to any current NEOs pertaining to the resignation, retirement or any other termination of employment of an officer's employment or from a change of a NEO's responsibilities following a change in control.

I. Securities Authorized for Issuance under Equity Compensation Plans

The Company has in place an Equity Incentive Plan, the material terms of which are set forth above. The following table sets out equity compensation plan information as at the date of this Listing Statement.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)(1)
Equity compensation plans as approved by securityholders	11,780,000 Options	$0.14	526,274
Equity compensation plans not approved by securityholders	nil	n/a	n/a
Total	**11,780,000 Options**		**526,274**

1. Based on 61,531,371 Shares being outstanding as of the date of this Listing Statement.

J. Intended Changes to Compensation

The former NEO and director of the Company resigned effective June 30, 2026 upon closing of the Amalgamation. The expected compensation (excluding compensation securities) to the existing NEOs and directors for the 12 months following the Listing Date is as follows:

Table of proposed compensation excluding compensation securities						
Name and position	**Salary, consulting fee, retainer or commission ($)**	**Bonus ($)**	**Committee or meeting fees ($)**	**Value of perquisites ($)**	**Value of all other compensation ($)**	**Total compensation ($)**
Otis Perrick *CEO and Director*	115,000	Nil	Nil	Nil	Nil	115,000
Sheri Rempel *CFO and Corporate Secretary*	18,000	Nil	Nil	Nil	Nil	18,000
Nitesh Mistry *President*	115,000	Nil	Nil	Nil	Nil	115,000
Nigel Metcalf *Head of Product*	115,000	Nil	Nil	Nil	Nil	115,000
Shawn Sadler *Fractional Chief Technology Officer*	Nil	Nil	Nil	Nil	Nil	Nil
Nick Malaperiman *Director*	Nil	Nil	Nil	Nil	Nil	Nil
Scott Souter *Director*	Nil	Nil	Nil	Nil	Nil	Nil
Kylie Dickson *Director*	Nil	Nil	Nil	Nil	Nil	Nil
Chris Breikss *Director*	Nil	Nil	Nil	Nil	Nil	Nil

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No officer, director, employee or former officer, director or employee of the Company (i) has been indebted to the Company at any time during the most recently completed financial year or is currently indebted to the Company for any purpose, or (ii) is the subject of a guarantee, support agreement (including, but is not limited to, an agreement to provide assistance in the maintenance or servicing of any indebtedness and an agreement to provide compensation for the purpose of maintaining or servicing any indebtedness of the borrower), letter of credit or other similar arrangement or understanding.

AUDIT COMMITTEE AND CORPORATE GOVERNANCE

Audit Committee

Composition of the Audit Committee

The members of the Company's Audit Committee are Otis Perrick, Kylie Dickson (chair), and Scott Souter.

A member of the Audit Committee is considered to be "independent" if the member has no direct or indirect material relationship with the Company. A material relationship means a relationship which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment; and includes those persons listed in NI 52-110. Each of Ms. Dickson and Mr. Souter is considered to be independent, whereas Mr. Perrick is not independent by virtue of him being the CEO of the Company.

A member of the Audit Committee is considered "financially literate" if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements. All members are considered to be financially literate.

The Audit Committee's Charter

The Audit Committee must operate pursuant to the provisions of a written charter, which sets out its duties and responsibilities. The following is a summary of such charter:

1. Mandate

The audit committee will assist the Board in fulfilling its financial oversight responsibilities. The audit committee will review and consider in consultation with the auditors the financial reporting process, the system of internal control and the audit process. In performing its duties, the committee will maintain effective working relationships with the Board, management, and the external auditors. To effectively perform his or her role, each committee member must obtain an understanding of the principal responsibilities of committee membership as well and the Company's business, operations and risks.

2. Composition

The Board will appoint from among their members an audit committee after each annual general meeting of the shareholders of the Company. The audit committee will consist of a minimum of three directors. A majority of the members of the audit committee must not be officers, employees or control persons of the Company.

3. Meetings

The audit committee shall meet in accordance with a schedule established each year by the Board, and at other times that the audit committee may determine. The audit committee shall meet at least annually with the Company's Chief Financial Officer and external auditors in separate executive sessions.

4. Roles and Responsibilities

The audit committee shall fulfill the following roles and discharge the following responsibilities:

4.1 External Audit

The audit committee shall be directly responsible for overseeing the work of the external auditors in preparing or issuing the auditor's report, including the resolution of disagreements between management and the external auditors regarding financial reporting and audit scope or procedures. In this regard, the external auditor must report directly to the audit committee. In carrying out their duties, the audit committee shall:

- recommend to the Board: (a) the external auditor to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company; and (b) the compensation of the external auditor;
- directly oversee the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company, including the resolution of disagreements between management and the external auditor regarding financial reporting;
- pre-approve all non-audit services to be provided to the Company or its subsidiary entities by the external auditor;
- review the Company's financial statements, MD&A and annual and interim profit or loss press releases before the Company publicly discloses this information; and
- be satisfied that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from its financial statements, other than the public disclosure referred to in the item immediately above, and must periodically assess the adequacy of those procedures.

4.2 Internal Control

The audit committee shall consider whether adequate controls are in place over annual and interim financial reporting as well as controls over assets, transactions and the creation of obligations, commitments and liabilities of the Company. In carrying out this duty, the audit committee shall:

- evaluate the adequacy and effectiveness of management's system of internal controls over the accounting and financial reporting system within the Company; and
- ensure that the external auditors discuss with the audit committee any event or matter which suggests the possibility of fraud, illegal acts or deficiencies in internal controls.

4.3 Financial Reporting

The audit committee shall review the financial statements and financial information prior to its release to the public. In carrying out this duty, the audit committee shall:

General

- review significant accounting and financial reporting issues, especially complex, unusual and related party transactions; and
- review and ensure that the accounting principles selected by management in preparing financial statements are appropriate.

Annual Financial Statements

- review the draft annual financial statements and provide a recommendation to the Board with respect to the approval of the financial statements;
- meet with management and the external auditors to review the financial statements and the results of the audit, including any difficulties encountered; and
- review management's discussion & analysis respecting the annual reporting period prior to its release to the public.

Interim Financial Statements

- review and approve the interim financial statements prior to their release to the public; and
- review management's discussion & analysis respecting the interim reporting period prior to its release to the public.

Release of Financial Information

- where reasonably possible, review and approve all public disclosure, including news releases, containing financial information, prior to its release to the public.

4.4 Non-Audit Services

All non-audit services (being services other than services rendered for the audit and review of the financial statements or services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements) which are proposed to be provided by the external auditors to the Company or any subsidiary of the Company shall be subject to the prior approval of the audit committee.

De-Minimis Non-Audit Services

The audit committee may satisfy the requirement for the pre-approval of non-audit services if:

(i) the aggregate amount of all the non-audit services that were not pre-approved is reasonably expected to constitute no more than five per cent of the total amount of fees paid by the Company and its subsidiary entities to its external auditor during the fiscal year in which the services are provided;

(ii) the Company or its subsidiary entity, as the case may be, did not determine the services as non-audit services at the time of the engagement; and

(iii) the services are promptly brought to the attention of the audit committee and approved, prior to the completion of the audit, by the audit committee or by one or more of its members to whom authority to grant such approvals has been delegated by the audit committee.

Delegation of Authority

The audit committee may delegate to one or more independent members of the audit committee the authority to approve non-audit services, provided any non-audit services approved in this manner must be presented to the audit committee at its next scheduled meeting.

Pre-Approval Policies and Procedures

The audit committee may also satisfy the requirement for the pre-approval of non-audit services by adopting specific policies and procedures for the engagement of non-audit services, if:

(i) the pre-approval policies and procedures are detailed as to the particular service;

(ii) the audit committee is informed of each non-audit service; and

(iii) the procedures do not include delegation of the audit committee's responsibilities to management.

4.5 Other Responsibilities

The audit committee shall:

- establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters;
- establish procedures for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;
- ensure that significant findings and recommendations made by management and external auditor are received and discussed on a timely basis;
- review the policies and procedures in effect for considering officers' expenses and perquisites;
- perform other oversight functions as requested by the Board; and
- review and update this Charter and receive approval of changes to this Charter from the Board.

4.6 Reporting Responsibilities

The audit committee shall regularly update the Board about committee activities and make appropriate recommendations.

5. Resources and Authority of the Audit Committee

The audit committee shall have the resources and the authority appropriate to discharge its responsibilities, including the authority to

- engage independent counsel and other advisors as it determines necessary to carry out its duties;
- set and pay the compensation for any advisors employed by the audit committee; and
- communicate directly with the internal and external auditors.

Relevant Education and Experience

Otis Perrick – Mr. Perrick has been a director, officer and founder of several private technology companies, and through that experience has gained the experience necessary to understand and interpret financial statements of the type associated with the Company. Mr. Perrick is non-independent, but he is financially literate within the meaning of NI 52-110.

Kylie Dickson – Ms. Dickson is a Chartered Accountant and Chartered Professional Accountant, and has been an officer, director, and audit committee member of several public companies. Ms. Dickson is independent, and she is financially literate within the meaning of NI 52-110.

Scott Souter– Mr. Souter is an executive officer of a private company, through which he has gained the experience necessary to understand and interpret financial statements of the type associated with the Company. Mr. Souter is independent, and he is financially literate within the meaning of NI 52-110.

External Auditor Service Fees

Fees billed for audit and non-audit services to the Company in Fiscal 2025 were:

Nature of Services	Fees Billed
Audit Fees[1]	$7,600
Audit-Related Fees[2]	$nil
Tax Fees[3]	$nil
All Other Fees[4]	$nil
Total	**$7,600**

1. "Audit Fees" include paid and accrued fees necessary to perform the annual audit of the Company's financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
2. "Audit-Related Fees" include services that are traditionally performed by the auditor, including employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
3. "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
4. "All Other Fees" include all other non-audit services.

Exemption

The Company will be relying upon the exemption in section 6.1 of NI 52-110 in respect of the composition of its Audit Committee and in respect of its reporting obligations under NI 52-110. This exemption exempts a "venture issuer" from the requirements of Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of that instrument, as would otherwise be required by NI 52-110.

Corporate Governance

Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day-to-day management of the Company. Corporate governance encourages establishing a reasonable degree of independence of the Board from executive management and the adoption of policies to ensure the Board recognizes the principles of good management. The Board is committed to sound corporate governance practices, which are in the interest of its shareholders and contribute to effective and efficient decision making.

The Board currently consists of Otis Perrick, Nick Malaperiman, Scott Souter, Kylie Dickson and Chris Breikss. Each of Nick Malaperiman, Scott Souter, Kylie Dickson and Chris Breikss are considered independent within the meaning ascribed in NI 52-110, whereas Otis Perrick is not considered independent by virtue of being the CEO of the Company.

NI 58-201 establishes corporate governance guidelines which apply to all public companies. The Company will review its own corporate governance practices in light of these guidelines. The Company will continue to review and implement corporate governance guidelines as the business of the Company progresses and becomes more active in operations. NI 58-101 mandates disclosure of corporate governance practices in Form 58-101F2, which disclosure is set out below.

Board of Directors

The mandate of the Board is to supervise the management of the Company and to act in the best interests of the Company. In this regard, the Board acts in accordance with (i) the BCBCA; (ii) the Company's articles of incorporation; and (iii) other applicable laws and Company policies.

The Board approves all significant decisions that affect the Company before they are implemented. The Board supervises their implementation and reviews the results.

The Board is actively involved in the Company's strategic planning process. The Board discusses and reviews all materials relating to the strategic plan with management. The Board is responsible for reviewing and approving the strategic plan. At least one Board meeting each year is devoted to discussing and considering the strategic plan, which takes into account the risks and opportunities of the business. Management must seek the Board's approval for any transaction that would have a significant impact on the strategic plan.

The Board periodically reviews the Company's business and implementation of appropriate systems to manage any associated risks, communications with investors and the financial community and the integrity of the Company's internal control and management information systems. The Board also monitors the Company's compliance with its timely disclosure obligations and reviews material disclosure documents prior to distribution. The Board periodically discusses the systems of internal control with the Company's external auditor.

The Board is responsible for choosing the CEO, CFO and appointing senior management and for monitoring their performance and developing any descriptions of the positions for the Board, which may include any limits on management's responsibilities and the corporate objectives to be met by management.

The Board approves all the Company's major communications, including annual and quarterly reports, financing documents and press releases. The Board approves the Company's communication policy that covers the accurate and timely communication of all-important information. It is reviewed annually.

The Board, through its Audit Committee, examines the effectiveness of the Company's internal control processes and management information systems. The Board consults with the external auditor and management of the Company to ensure the integrity of these systems.

The Board is responsible for determining whether or not each director is an independent director.

Directorships

The following directors of the Company are also directors or officers of the following publicly listed companies:

Director	Public Company	Position(s)	Exchange	Since
Kylie Dickson	Fortuna Mining Corp. Star Royalties Ltd.	Director Director	TSX TSXV	08/2017 02/2021

Orientation and Continuing Education

When new directors are appointed, they will receive an orientation, commensurate with their previous experience, on the Company's properties, business, and industry and on the responsibilities of directors. The Board briefs all new directors with respect to the Board's policies and other relevant corporate and business information. New Board members are also provided with access to all of the Company's publicly filed documents, the Company's records, and the Company's management and professional advisors, including the Company's auditor and legal counsel.

The Board also ensures that each director is up-to-date with current information regarding the Company's business, the role the director is expected to fulfill, and basic procedures and operations of the Board. All this typically happens informally at Board meetings. Board members are encouraged to communicate with management and the Company's auditor.

Ethical Business Conduct

The Board has not adopted a written code of business conduct and ethics for its directors, officers and employees. A director with a material interest in a transaction or agreement considered by the Company is required to declare and fully disclose his interest, refrain from participating in any discussion of such matters and abstain from voting on any resolutions respecting such matters. The Board also believes that the skill and knowledge of Board members and advice from counsel ensure that non-conflicted directors exercise independent judgment in considering transactions and agreements in respect of which a director or officer has a material interest. Directors and officers are required to disclose dealings in the industry in which the Company operates.

Nomination of Directors

The Board is responsible for identifying individuals qualified to become new Board members and recommending to the Board new director nominees for the next annual meeting of shareholders.

New nominees will generally have some expertise in an area of strategic interest to the Company, the ability to devote the time required, shown support for the Company's mission and strategic objectives, and a willingness to serve.

The Board will consider its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders, taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of views and experience.

Other Board Committees

The Board is not expected to have any committees other than the Audit Committee.

Assessments

The Board does not anticipate establishing any formal means of assessing the performance of each individual director.

PLAN OF DISTRIBUTION

The Company is not distributing any securities in conjunction with its listing on the CSE.

As at the date of this Listing Statement, the Company does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, Aequitas NEO Exchange Inc., a U.S. marketplace, or a marketplace outside of Canada and the United States of America.

The Company is in the process of applying to list its Shares on the CSE. Listing of its Shares on the CSE will be subject to the Company satisfying all of the listing conditions of the CSE.

RISK FACTORS

An investment in the Company's securities should be considered highly speculative due to the nature of the Company's business and the present stage of development. The Company has a limited history of operations, no history of earnings, has limited cash reserves, has not paid dividends, and is unlikely to pay dividends in the immediate or near future. An investment in securities of the Company should only be made by knowledgeable and sophisticated investors who are willing to risk and can afford the loss of their entire investment and who are able to understand the nature and risks associated with the Company and its business. Potential investors should consult with their professional advisors to assess an investment in the Company. In evaluating the Company and its business, investors should carefully consider, in addition to other information contained in this Listing Statement, the risk factors below. These risk factors are not a definitive list of all risk factors associated with an investment in the Company or in connection with its operations.

Risks Related to the Holding of Shares

High Risk, Speculative Nature of Investment

An investment in the Shares carries a high degree of risk and should be considered speculative by purchasers. The Company has no history of earnings, a limited business history, has not paid dividends, and is unlikely to pay dividends in the immediate or near future. The Company is in the "start-up" phase of its business. The Company's operations are not sufficiently established such that it can mitigate the risks associated with its planned activities.

Liquidity Concerns and Future Financing Requirements

The Company has insufficient operating revenue to cover all of its current and expected expenses. It will require additional financing in order to fund its business plan. The ability to arrange such financing in the future will depend in part upon prevailing capital market conditions, as well as the Company's business success. There can be no assurance that it will be successful in arranging additional financing on terms satisfactory to it, or at all. If additional financing is raised by the issuance of Shares from treasury, control of the Company may change and Shareholders may suffer additional dilution. If adequate funds are not available, or are not available on acceptable terms, the Company may not be able to further its business plan, to expand, to take advantage of other opportunities, or otherwise remain in business.

Volatility of Share Price

Securities markets have a high level of price and volume volatility, and the market price of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. Factors unrelated to the financial performance or prospects of the Company include global macroeconomic developments, competition, and market perceptions of the attractiveness of particular industries. Fluctuations in perceived value of high-tech companies will continue to occur. As a result of any of these factors, the market price of the Shares at any given point in time may not accurately reflect the long-term value of the Company.

In the past, following periods of volatility in the market price of a company's securities, shareholders have instituted class action securities litigation against those companies. Such litigation, if instituted, could result in substantial cost and diversion of management attention and resources, which could significantly harm profitability and the reputation of the Company.

Management will have Discretion in the Use of Available Funds

Management will have broad discretion concerning the use of its available funds, as well as the timing of their expenditure. As a result, investors will be relying on the judgment of management for the application of available funds. Management may use its capital in ways that shareholders may not consider desirable. The results and the effectiveness of the application of available funds are uncertain. If the funds are not applied effectively, the results of the Company's operations may suffer.

Prospect of Dividends

The Company currently intends to internally use its future earnings, if any, and other cash resources for the operation and development of its business and does not currently anticipate paying any dividends on the Shares. Any future determinations to pay dividends on the Shares will be at the sole discretion of the Board after considering a variety of factors and conditions existing from time to time, including current and future revenues, expenses, capital expenditure requirements, debt service requirements, operating costs, royalty burdens, and foreign exchange rates. As a result, a holder of Shares may not receive any return on an investment in Shares.

Market for the Shares

There can be no assurance that an active market for the Shares will develop or be sustained after listing. If an active public market for the Shares does not develop, the liquidity of a purchaser's investment may be limited and the Share price may decline.

The Forward-Looking Statements may Prove to be Inaccurate

This document contains forward-looking statements, including, without limitation, the forward-looking statements listed in "*Note Regarding Forward-Looking Statements*". By their nature, forward-looking statements involve numerous assumptions, known and unknown risk and uncertainties, of both a general and specific nature, that could cause actual results to differ materially from those suggested by the forward-looking statements or contribute to the possibility that predictions, forecasts or projections will prove to be materially inaccurate. The factors discussed in this section and the section entitled "*Note Regarding Forward-Looking Statements*" should therefore be weighed carefully and prospective investors should not place undue reliance on the forward-looking statements provided in this Listing Application.

<u>Risks Related to the Company's Business</u>

<u>Limited History of Operations</u>

The Company has a limited history of operations, production, cash flow and revenue, and no history of profitability. There is no assurance the Company will be able to attain or maintain profitability, either in the short-term or long-term.

Negative Cash Flow from Operations

S3D has had negative cash flow from operations since its inception, and will continue to have negative operating cash flow for the foreseeable future. The Company's business is at an early development stage only. The Company has limited sources of operating cash flow and no assurance that additional funding will be available for further business development when required. No assurance can be given that the Company will ever attain positive cash flow or profitability.

Requirement for Further Financing

It is expected the Company will need to raise additional funds to carry out its business plans. Its ability to arrange such financings in the future will depend in part upon prevailing capital market conditions, as well as the Company's business success. There is no assurance the Company will be able to raise additional funds or will be able to raise additional funds on terms acceptable to it. If the Company's business has no or limited success, it is unlikely the Company will be able to raise additional funds on terms acceptable to it. Failure to obtain additional financing, or to enter into any alternative business arrangement, on a timely basis could have a material adverse effect on the Company, and could cause it to forfeit its interest in some or all of its intellectual properties and reduce or terminate its operations.

Further Acquisitions

The Company may seek to grow by acquiring companies, assets or establishing joint ventures that it believes will complement its current or future business. The Company may not effectively select acquisition candidates or negotiate or finance acquisitions or integrate the acquired businesses and their personnel. No guarantee can be given that the Company can complete any acquisition it pursues on favorable terms or that any acquisitions completed will ultimately benefit its business.

Management

The Company is dependent upon the continued availability and commitment of its key management, whose contributions to immediate and future operations of the Company may be of significant importance. The loss of any such members could negatively affect business operations. From time to time, the Company will also need to identify and retain additional skilled management and specialized technical personnel to efficiently operate its business. The number of persons skilled in each aspect of the Company's business is limited, and competition for such persons can be intense. Recruiting and retaining qualified personnel is critical to the Company's success and there can be no assurance of such success. If the Company is not successful in attracting and training qualified personnel, the Company's ability to execute its business model and growth strategy could be affected, which could have a material adverse impact on its profitability, results of operations and financial condition. The Company does not intend to maintain ''key man'' insurance for any members of its management.

Litigation Risk

The Company may be the subject of litigation as it pertains to any aspect of the Company's business. The Company may not be successful with respect to any actions it initiates, and may not be successful in defending any claims brought against it. Financial losses resulting from unsuccessful litigation may have a material adverse impact on the Company. Any claims, with or without merit, often result in substantial costs and diversion of management's attention and resources and could have a negative effect on business and results of operations.

Customer Concentration

In early commercialization, a limited number of platforms/marketplaces, brands, or channel partners may account for a substantial portion of revenues. Loss, down-sell, non-renewal, delayed ramp, or reduced scanning volumes from any such account could materially impact results. Channel partners or resellers may underperform or change strategy. If the Company becomes overly dependent on a single marketplace's policies or ingestion volume, any shift in that marketplace's priorities could materially affect demand.

Lack of New Customers

To increase revenue and achieve and maintain profitability, the Company must regularly add new customers or sell additional solutions to its existing customers. Numerous factors may impede the Company's ability to add new customers and sell additional solutions to existing customers, including the inability to convert companies that have been referred to the Company by its existing network into paying customers, failure to attract and effectively train new sales and marketing personnel, failure to retain and motivate current sales and marketing personnel, failure to develop relationships with partners or resellers and/or failure to ensure the effectiveness of any marketing programs. In addition, if prospective customers do not perceive the Company's solutions to be of sufficiently high value and quality, the number and types of new customers sought may not be realized.

Costs may not Match Revenues

A significant majority of costs are expensed as incurred, while revenues are recognized over the life of the customer agreement. As a result, increased growth in the number of customers could result in the recognition of more costs than revenues in the earlier periods of the terms of such agreements. Subscription products also makes it difficult to rapidly increase revenues through additional sales in any period, as revenues from these customers must be recognized over the applicable subscription term.

Quarterly Results may Vary

Quarterly revenue and results of operations may fluctuate as a result of a variety of factors, many of which are outside of the Company's control. If quarterly revenue or results of operations fall below the expectations of investors or securities analysts, the price of the Shares could decline substantially. Fluctuations in results of operations may be due to a number of factors, including, but not limited to, those listed below:

- demand for and market acceptance of the Company's products and services;
- the mix of products, and solutions sold during a period;
- the ability to retain and increase sales to customers and attract new customers;
- the timing of product deployment which determines when associated revenues can be recognized;
- the strength of the overall economy;
- competition, including entry into the industry by new competitors and new offerings by existing competitors;
- the amount and timing of expenditures related to expanding operations, research and development or introducing new solutions; and
- changes in the payment terms for the Company's solutions.

In addition, in certain circumstances, the Company is creating and delivering novel and unique experiences for its customers while utilizing a coding structure format that can be reused by the Company for future customers. Based on these factors, the margins for the Company's products may fluctuate from time to time, depending on the customer and the mix of products and services being sold.

As a consequence of the above, investors should not rely on quarter-to-quarter comparisons of results of operations as an indication of future performance.

Privacy Breaches

The Company's operations involve the storage and transmission of potentially confidential information of many customers, and security breaches could expose the Company to a risk of loss of this information, litigation, indemnity obligations and other liability. If security measures are breached as a result of third party action, employee error, malfeasance or otherwise, and, as a result, someone obtains unauthorized access to customers' data, including personally identifiable information regarding users, damage to the Company's reputation is likely, business may suffer and significant liability could be incurred.

Notwithstanding all implemented technical, organizational and physical security measures, the Company may be unable to prevent breaches or may not implement preventive measures in time prior to an actual attack. All information systems, including back-up systems and any third party service provider systems that are employed, are vulnerable to damage, interruption, disability or failure due to a variety of reasons, including physical theft, electronic theft, fire, power loss, computer and telecommunication failures or other catastrophic events, as well as from internal and external security breaches, denial of service attacks, viruses, worms and other known or unknown disruptive events. The Company, and any third party service providers may be unable to anticipate, timely identify or appropriately respond to one or more of the rapidly evolving and increasingly sophisticated means by which computer hackers, cyber terrorists and others may attempt to breach existing security measures.

Changing Technology

The software industry is subject to rapid technological change. The Company's ability to attract new customers and increase revenue from existing customers will depend in large part on enhancing and improving solutions, introducing new features and services in a timely manner, selling into new markets and further penetrating existing markets.

The success of any enhancement or new feature or service depends on several factors, including the timely completion, introduction and market acceptance of the enhancement or new feature or service. Any new feature or service developed or acquired may not be introduced in a timely or cost-effective manner and may not achieve the broad market acceptance necessary to generate significant revenue. Any new markets, including new vertical markets and new countries or regions, may not be receptive. Unsuccessfully developing or acquiring new features, products or services, enhancing existing products or services to meet customer requirements, selling products and services into new markets, or selling products and services to additional customers in existing markets, may adversely affect growth and revenues. Moreover, frequent enhancements and updates to existing products and services, as a result of changing standards and technological developments, makes it difficult to recover the cost of development and forces the Company to continually qualify new features with its customers.

The industry in which the Company operates is evolving at a rapid pace. The ability to attract new customers and increase revenue from customers will depend in significant part on the ability to anticipate industry changes and to continue to enhance solutions or introduce or acquire new solutions on a timely basis to keep pace with technological developments. The success of new solutions depends on several factors, including the timely completion and market acceptance of the enhancement or new solution. Any new solution developed or acquired might not be introduced in a timely or cost-effective manner and might not achieve the broad market acceptance necessary to generate significant revenue.

Regulatory Restrictions

The Company operates in a rapidly evolving industry, with equally rapidly growing and changing government regulations. Changes or adverse interpretations, such as narrowing of safe harbors, new transparency/appeals mandates, or classification of certain moderation systems as "high-risk AI" with provider-level obligations, could increase compliance costs, limit features, or create liability exposure for incorrect takedowns/failures to act. Multi-jurisdictional compliance may require different workflows, notices, and datasets by region.

Customers across multiple jurisdictions may be faced with a variety of IP/privacy rules and data-localization requirements. Export controls affecting encryption and high-end AI chips, and sanctions regimes, can constrain procurement and deployment strategies. Data localization (or customer policy) may require regional processing, increasing cost and operational complexity. Breach of export/sanctions rules or localization mandates could result in fines, enforcement, or loss of market access.

General Economic Conditions

Recent events in the financial markets have demonstrated that businesses and industries throughout the world can be tightly connected to each other. Financial developments seemingly unrelated to the Company or its business / industry may materially adversely affect the Company. Volatility in the market price of the Shares due to seemingly unrelated financial developments could hurt the Company's ability to raise capital for the financing of acquisitions or other reasons. Any of these events, or any other events caused by turmoil in world financial markets, may have a material adverse effect on the Company's business, operating results, and financial conditions.

Currency Fluctuations

The Company reports its financial results in Canadian dollars. However, if international business grows, the percentage of revenue received in foreign currencies will likely increase. Accordingly, the Company may increasingly be subject to currency fluctuations that may, from time to time, affect overall financial position and performance. Further, if a significant amount of our expenses are paid in foreign currency, the Company could be exposed to currency risk on such transactions. Any fluctuation in the exchange rate of these currencies may negatively impact the Company's business, financial condition and operating results.

Reliance on Third Party Service Providers

In the current business environment of integrated technologies, the Company is dependent and/or relies heavily on third party services providers for certain critical functions such as data centres and internet services. Company services may a times rely on public cloud, GPUs, storage, content delivery, and third-party model/tooling. Any outages, degraded performance, shortages, or price increases, especially for advanced GPUs, delays or down-times from these providers can significantly impact the Company's operations and ability to complete deliverables to customers, which may adversely affect revenue. Export controls and supply constraints on advanced AI chips (e.g., U.S. rules affecting shipment/availability of high-end GPUs) could increase costs or limit capacity planning, affecting latency/throughput and SLA performance.

Open-Source Software

Certain of the Company's software makes use of and incorporates open-source software components. These components are developed by third parties that the Company does not have control over. There are no assurances that those components do not infringe on the intellectual property rights of others. The Company could be exposed to infringement claims and liability regarding the use of those open source software components, and may be forced to replace those components with internally developed software or software obtained from another supplier, which may increase expenses.

Research and Development

As we invest our time, money and efforts into emerging technologies such as AR and its application in the real world, there is no guarantee that we will receive significant revenue returns for such investment.

Competition

The markets in which the Company participates are, and are expected to become increasingly competitive, and the Company's failure to compete successfully would make it difficult for it to add and retain employees and customers, and would reduce or impede the growth of the Company's business.

It is expected that several competitors will have longer operating histories and more financial resources and production and marketing experience than the Company. Increased competition by larger and better financed competitors could materially and adversely affect the business, financial condition, and results of operations of the Company.

Because of the early stage of the industry in which the Company operates, it expects to face additional competition from new entrants. The Company expects that competition will become more intense, as current and future competitors begin to offer an increasing number of diversified products and services. To remain competitive, the Company will require a continued high level of investment in research and development, marketing, sales, and client support. There is no assurance that the Company will have sufficient resources to maintain research and development, marketing, sales, and client support efforts on a competitive basis, which could lead to materially adverse effects on the business, financial condition, and results of operations of the Company.

Unfavourable Publicity

The Company believes its industry can be highly dependent upon consumer perception. Consumer perception of the Company and its technology can be significantly influenced by research or findings, regulatory investigations, litigation, media attention and other publicity. There can be no assurance that future research, findings, regulatory proceedings, litigation, media attention or other research findings or publicity will be favourable to the Company or any of its technology, or consistent with earlier publicity. The Company's dependence upon consumer perceptions means that adverse research reports, findings, regulatory proceedings, litigation, media attention or other publicity, whether or not accurate or with merit, could have a material adverse effect on the Company, the demand for products, and the business, results of operations, financial condition and cash flows of the Company.

Potential Inability to Protect Technology

The Company's success is heavily dependent upon technology. There can be no assurance that the steps taken to protect its technology will be adequate to prevent misappropriation or independent third-party development of the Company's technology. It is likely the other companies can duplicate a platform similar to that of the Company.

Potential Intellectual Property Claims

Companies in the Internet, technology and media industries own large numbers of patents, copyrights, trademarks and trade secrets and frequently enter into litigation based on allegations of infringement or other violations of intellectual property rights. The Company may be subject to intellectual property rights claims in the future and its technologies may not be able to withstand any third-party claims or rights against their use. Any intellectual property claims, with or without merit, could be time consuming, expensive to litigate or settle and could divert management resources and attention. An adverse determination could also prevent the Company from offering its products and services to others and may require that it procure substitute products or services for these customers. With respect to any intellectual property rights claim, the Company may have to pay damages or stop using technology found to be in violation of a third party's rights. The Company may have to seek a license for a competitor's technology, which may not be available on reasonable terms, or at all, and may significantly increase its operating expenses. As a result, the Company may also be required to develop alternative non-infringing technology, which could require significant effort and expense. If the Company cannot license or develop technology for the infringing aspects of its business, it may be forced to limit its product and service offerings and may be unable to compete effectively. Any of these results could harm the Company's brand and prevent the Company from generating sufficient revenue or achieving profitability.

Insurance Coverage Limitations

Insurance (e.g., cyber, E&O, D&O) may include exclusions or limits that do not fully cover regulatory fines, contractual penalties, IP claims, or reputational harm. Premiums may increase materially following industry incidents or regulatory changes, and certain coverages may become uneconomical.

Conflicts of Interest

The Company's directors and officers may serve on the boards and/or as officers of other companies which may compete in the same industry as the Company, giving rise to potential conflicts of interest. To the extent that such other companies may participate in ventures in which the Company may participate, they may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. Such conflicts of interest must be declared, and the declaring parties must abstain from voting for or against the approval of such participation. The remaining directors will determine whether or not the Company will participate in any such project or opportunity.

No Cash Dividends are expected to be paid in the Foreseeable Future.

The Company has not declared any cash dividends to date. The Company intends to retain any future earnings (if any) to finance its business operations and any future growth. As such, the Company does not anticipate declaring any cash dividends in the foreseeable future.

PROMOTERS

Otis Perrick may be considered to be a Promoter of the Company. Mr. Perrick was primarily responsible for originally forming, organizing and financing S3D, and for guiding the development of S3D over the past three years. He was also integral in facilitating the Amalgamation with the Company. Mr. Perrick is the largest shareholder of the Company holding an aggregate of 15,630,200 Shares (representing 25.69% of the Company's outstanding Shares). For particulars of Mr. Perrick, see "*Directors and Executive Officers*", "*Executive Compensation*" and "*Audit Committee*" above"

Other than the Promoter's participation or interest under those agreements listed under "*Interests of Management and Others in Material Transactions*" and Mr. Perrick's past services to S3D and the Company, there has been nothing of value, including money, property, contracts, options or rights of any kind received or to be received by him directly or indirectly from the Company or S3D, and there have been no assets, services or other consideration received or to be received by the Company or S3D in return.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Legal Proceedings

There are no legal proceedings outstanding, threatened or pending, as of the date hereof, by or against the Company or S3D or to which either is a party or to which its business or any of its assets is subject, nor to the Company's knowledge are any such legal proceedings contemplated which could become material to a purchaser of the Company's securities.

Regulatory Actions

There have not been any penalties or sanctions imposed against the Company or S3D by a court relating to provincial or territorial securities legislation or by a securities regulatory authority, nor have there been any other penalties or sanctions imposed by a court or regulatory body against the Company or S3D, and neither has entered into any settlement agreements before a court relating to provincial or territorial securities legislation or with a securities regulatory authority.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

For purposes of this Listing Statement, "informed person" means:

(a) any director or executive officer of the Company or S3D;

(b) a person or company that beneficially owns, or controls or directs, directly or indirectly, more than 10% of the Company's outstanding Shares; and

(c) any associate or affiliate of any of the foregoing persons.

No informed person has had any material interest, direct or indirect, in any material transaction with the Company or S3D in the past three years that has materially affected or is reasonably expected to materially affect the Company or S3D other than:

(i) In Fiscal 2022, S3D acquired software and associated intellectual property from a company controlled by Otis Perrick (the CEO of S3D) with a fair value of $1,550,000 by the issuance of 30,000,000 common shares of S3D

(ii) Software and Data Rights Usage Agreement dated May 8, 2023 (as amended) between Disruptive Media Publishers Canada Inc. ("DMPC" - a private company controlled by Otis Perrick (the CEO of the Company)), and S3D, whereby in September 2025 S3D licensed specified DMPC data and software for use, at a cost of $200,000. In February 2026, S3D licensed certain additional DMPC data and software for use at a one-time cost of $200,000, of which $64,643 has been paid, and the balance of which can be deferred by S3D to September 1, 2027.

(iii) Master Services Agreement dated June 17, 2024 between DMPC and S3D whereby DMPC is a customer of S3D's IP protection services, utilizing *AssetSafe* and *Sentry*, in consideration for an annual fee of $63,500;

(iv) their participation under the Amalgamation;

(v) the participation by certain members of management and directors in equity financings undertaken by the Company and S3D,

(vi) the payment of salaries and consulting fees to executive officers,

(vii) the lease of office space by Perrick Ohana Holdings Ltd., a company controlled by Otis Perrick, to S3D; and

(viii) the grant of Options under the Stock Option Plan.

The Amalgamation with S3D was undertaken at arm's length, as no informed person of the Company held any shares of S3D or was involved in the management of S3D, and no informed person of S3D held any shares of the Company or was involved in the management of the Company.

AUDITORS, TRANSFER AGENTS AND REGISTRARS

Auditor

DMCL LLP, Chartered Professional Accountants, with offices at Suite 1500, 1140 West Pender Street, Vancouver, British Columbia V6E 4G1 are the Company's current auditors, and will be responsible for completing the audit of the Company's next fiscal year end financial statements.

Transfer Agent and Registrar

The Company's register and transfer agent is Computershare Trust Company, with offices at 3rd floor, 510 Burrard Street, Vancouver, British Columbia V6C 3B9.

MATERIAL CONTRACTS

Except for contracts made in the ordinary course of business, the following are the only material contracts entered into by the Company or S3D, which are currently in effect and considered to be material:

1. Amalgamation Agreement among the Company, S3D and Subco, dated December 8, 2025 pertaining to the acquisition of S3D by the Company, as filed on SEDAR+ on July 2, 2026. See *Description of the Company's Business – Acquisition of S3D*.
2. Escrow Agreement dated June 24, 2026 among the Company, Computershare, and certain shareholders of the Company, as filed on SEDAR+ on July 2, 2026. See *Escrowed Securities and Securities Subject to Contractual Restrictions on Transfer*.
3. Software and Data Rights Usage Agreement dated May 8, 2023 (as amended) between Disruptive Media Publishers Canada Inc. ("DMPC" - a private company controlled by Otis Perrick (the CEO of the Company)), and S3D, whereby in September 2025 S3D licensed specified DMPC data and software for its use, at a cost of $200,000, the first payment of which can been deferred to between April 30, 2027 and June 1, 2027. In February 2026, S3D licensed certain additional DMPC data and software for use at a one-time cost of $200,000, of which $64,653 has been paid, and the balance of which can be deferred by S3D to September 1, 2027.
4. Master Services Agreement dated June 17, 2024 between DMPC and S3D whereby DMPC is a customer of S3D's IP protection services, utilizing *AssetSafe* and *Sentry*, in consideration for an annual fee of $63,500.
5. Investor Relations Agreement dated November 19, 2025 between Fairfax Partners Inc. and S3D Inc., whereby Fairfax Partners will provide S3D with investor relations services for an initial period of 12 months at a cost of $5,000 per month for the first six months and $7,500 per month thereafter. Pursuant to the terms of the engagement, Fairfax also received a setup fee of $100,000 in consideration of developing an investor website, an investor presentation, and social media integration.
6. Market Making Agreement dated November 4, 2025 between Independent Trading Group (ITG), Inc. and S3D, whereby ITG will provide S3D with market maker services for an initial period of one (1) month, automatically renewing month-to-month unless terminated in accordance with the agreement, at a cost of $6,500 per month. Pursuant to the terms of the agreement, ITG will provide two-sided liquidity support and related services, and other standard provisions for market making apply.
7. Research Coverage Agreement dated November 28, 2025 between Fundamental Research Corp. (FRC) and S3D, whereby FRC will provide the Company with analyst research coverage for an initial period of 12 months at a fixed fee of $29,000. Pursuant to the terms of the agreement, FRC

will issue one initiating report and up to four update reports (with interim notes at FRC's discretion) over an up-to-18-month coverage horizon, with optional enhanced digital distribution available at additional cost.

Copies of all material contracts may be inspected at the Company's office at Suite 215 – 1080 Mainland Street, Vancouver, British Columbia V6B 2T4., during normal business hours. Certain of the material contracts are also available on SEDAR+.

INTEREST OF EXPERTS

The only persons who are named as having prepared or certified a part of this Listing Statement or prepared or certified a report or valuation described in this Listing Statement are:

1. the Company's former auditors, DeVisser Gray LLP, Chartered Professional Accountants, with respect to the Company's audited financial statements for the fiscal years ended May 31, 2025 and 2024. The former auditors have advised the Company that they were independent in accordance with the Rules of Professional Conduct of the Chartered Professional Accountants of British Columbia.
2. S3D's auditors, DMCL LLP, Chartered Professional Accountants, with respect to S3D's audited financial statements for the fiscal years ended September 30, 2025, 2024 and 2023. S3D's auditors have advised that they were independent in accordance with the Rules of Professional Conduct of the Chartered Professional Accountants of British Columbia.

No direct or indirect interest in any asset of the Company or of a Related Person of the Company has been received or is to be received by a person or company whose profession or business gives authority to a statement made by the person or company and who is named as having prepared or certified a part of this Listing Statement or prepared or certified a report or valuation described in this Listing Statement. As at the date hereof, and except as disclosed above, none of the aforementioned persons beneficially owns, directly or indirectly, securities of the Company or its associates and affiliates. In addition, none of the aforementioned persons nor any director, officer or employee of any of the aforementioned persons, is or is expected to be elected, appointed or employed as a director, senior officer or employee of the Company or of an associate or affiliate of the Company, or a promoter of the Company or of an associate or affiliate of the Company.

OTHER MATERIAL FACTS

There are no further material facts or particulars in respect of the Company or its securities that are not already disclosed herein that are necessary to be disclosed for this Listing Statement to contain full, true and plain disclosure of all material facts relating to the Company and its securities.

FINANCIAL STATEMENTS

The following financial statements are attached as appendices to this Listing Statement:

- Annual audited financial statements of the Company for the fiscal years ended May 31, 2025 and 2024
- Interim unaudited financial statements of the Company for the nine months ended February 28, 2026

- Annual audited financial statements of S3D for the fiscal years ended September 30, 2025, 2024 and 2023
- Interim unaudited financial statements of S3D for the six months ended March 31, 2026
- Pro-forma consolidated statement of financial position

Additional historical financial statements for the Company can be found under the Company's profile on SEDAR+.

CERTIFICATE OF THE ISSUER

Pursuant to a resolution duly passed by its Board of Directors, **Secur3D Holdings Inc.** (the "Company") hereby applies for the listing of its common shares on the CSE. The foregoing contains full, true and plain disclosure of all material information relating to the Company. It contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in light of the circumstances in which it was made.

Dated at Vancouver, B.C., this 15th day of July, 2026.

"Otis Perrick"	*"Sheri Rempel"*
Otis Perrick, CEO	Sheri Rempel, CFO
"Kylie Dickson"	*"Scott Souter"*
Kylie Dickson, Director	Scott Souter, Director

"Otis Perrick"

Otis Perrick, Promoter

APPENDIX A

Audited financial statements of the Company
for the fiscal years ended May 31, 2025 and 2024
and interim unaudited financial statements of the Company
for the nine months ended February 28, 2026

POLAR RESOURCES CORP.

FINANCIAL STATEMENTS

For the Years Ended May 31, 2025 and 2024

(Presented in Canadian dollars)

DeVISSER GRAY LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

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Vancouver BC V6C 1L6
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INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Polar Resources Corp.

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Polar Resources Corp. (the "Company"), which comprise the statements of financial position as at May 31, 2025 and 2024, and the statements of loss and comprehensive loss, changes in shareholders' deficiency and cash flows for the years then ended and notes to the financial statements, including a summary of material accounting policy information.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at May 31, 2025 and 2024 and its financial performance and its cash flows for the years then ended in accordance with IFRS Accounting Standards ("IFRS").

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 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 indicates that the continued operations of the Company are dependent upon its ability to obtain additional financing. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

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

Except for the matter described in the *Material Uncertainty Related to Going Concern* section, we have determined that there are no other key audit matters to communicate in our auditor's report.

Other Information

Management is responsible for the other information. The other information comprises the information included in "Management's Discussion and Analysis" but does not include the financial statements and our auditor's report thereon.

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 or otherwise 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. 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 IFRS, 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 G. Cameron Dong.

Chartered Professional Accountants

De Visser Gray LLP

Vancouver, BC, Canada
September 26, 2025

POLAR RESOURCES CORP.
Statements of Financial Position
(Presented in Canadian Dollars)

	May 31, 2025 ($)	May 31, 2024 ($)
ASSETS		
Cash	994	4,933
	994	4,933
LIABILITIES		
Current		
Accounts payable and accrued liabilities (Note 6)	218,200	215,902
Loans payable (Note 4)	7,800	-
	226,000	215,902
SHAREHOLDERS' EQUITY (DEFICIENCY)		
Share Capital (Note 5)	8,145,729	8,145,729
Reserves	235,494	235,494
Deficit	(8,606,229)	(8,592,192)
	(225,006)	(210,969)
	994	4,933

Nature of Operations and Going Concern *(Note 1)*

ON BEHALF OF THE DIRECTOR:

"*Scott Davis*" Director

- See Accompanying Notes -

POLAR RESOURCES CORP.
Statements of Loss and Comprehensive Loss
(Presented in Canadian Dollars)

	Year Ended May 31, 2025 ($)	Year Ended May 31, 2024 ($)
Expenses		
Accounting and audit (Note 6)	8,375	52,503
Legal	541	17,098
Office	470	351
Transfer agent and filing fees	4,651	7,160
Loss and comprehensive loss for the year	(14,037)	(77,112)
Loss per share - basic and diluted	(0.00)	(0.00)
Weighted average number of common shares outstanding	159,113,120	159,113,120

- See Accompanying Notes -

POLAR RESOURCES CORP.
Statements of Changes in Shareholders' Deficiency
(Presented in Canadian Dollars)

	Number of Shares	Share Capital ($)	Reserves ($)	Deficit ($)	Total ($)
Balance as at May 31, 2023	**159,113,120**	**8,145,729**	**235,494**	**(8,515,080)**	**(133,857)**
Loss for the year	-	-	-	(77,112)	(77,112)
Balance as at May 31, 2024	**159,113,120**	**8,145,729**	**235,494**	**(8,592,192)**	**(210,969)**
Loss for the year	-	-	-	(14,037)	(14,037)
Balance as at May 31, 2025	**159,113,120**	**8,145,729**	**235,494**	**(8,606,229)**	**(225,006)**

- See Accompanying Notes -

POLAR RESOURCES CORP.
Statement of Cash Flow
(Presented in Canadian Dollars)

	Year ended May 31, 2025 ($)	Year Ended May 31, 2024 ($)
Cash provided by (used in)		
Operating activities		
Loss for the year	(14,037)	(77,112)
Changes in non-cash working capital items:		
Accounts payable and accrued liabilities	2,298	70,498
Cash used in operating activities	(11,739)	(6,614)
Financing activities		
Loan proceeds received	7,800	-
Cash provided by financing activities	7,800	-
Change in cash	(3,939)	(6,614)
Cash – beginning of year	4,933	11,547
Cash – end of year	994	4,933

There were no supplemental disclosures with respect to cash flows for the years ended May 31, 2025 and 2024.

- See Accompanying Notes -

1. Nature of Operations and Going Concern

Polar Resources Corp. (the "Company") was incorporated under the laws of the province of British Columbia, Canada. The Company's shares were listed on the NEX board of the TSX Venture Exchange ("TSX-V") under the trading symbol of "RSN.H". On July 7, 2016, the Company's shares were delisted from the TSX-V for failure to pay its annual sustaining fee. The Company's registered office is located at 2900 – 733 Seymour Street, Vancouver, BC.

The Company has been inactive since 2015 and received a cease trade order issued by the British Columbia Securities Commission on October 6, 2015 for the failure to file its annual financial statements and Management Discussion and Analysis (MD&A) for the year ended May 31, 2015. On November 17, 2022, the Company received a revocation order to the cease trade order previously issued by the British Columbia Securities Commission, and to the reciprocal cease trade order issued by the Alberta Securities Commission by filing its (i) annual financial statements for the fiscal years ended May 31, 2022, 2021 and 2020, with corresponding Management's Discussion and Analysis ("MD&A") and certifications; and (ii) interim financial statements for the three months ended August 31, 2022, with corresponding MD&A and certifications.

These financial statements have been prepared assuming the Company will continue on a going-concern basis and be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. For the year ended May 31, 2025, the Company reported a loss of $14,037 (2024 – $77,112) and an accumulated deficit of $8,606,229 at that date. The Company had a working capital deficiency of $225,006 at May 31, 2025. These circumstances lend significant doubt as to the ability of the Company to continue as a going concern.

Continuing operations as a going concern are dependent upon management's ability to raise adequate financing in the capital markets and to ultimately achieve profitable operations in the future. Although management has been successful in the past; there is no assurance that these initiatives will be successful in the future.

These financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary were the going concern assumption inappropriate, and these adjustments could be material.

2. Basis of Preparation and Significant Accounting Judgments, Estimates and Assumptions

These financial statements have been prepared using accounting policies consistent IFRS Accounting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

These financial statements have been prepared on a historical cost basis, modified where applicable. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

These financial statements are presented in Canadian Dollars, which is also the Company's functional currency, unless otherwise indicated.

The Director approved these financial statements on September 26, 2025.

2. Basis of Preparation and Significant Accounting Judgments, Estimates and Assumptions - *Continued*

The preparation of these financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Estimates and 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.

a) Significant judgments

The most significant judgments in applying the Company's accounting policies include the assessment of the Company's ability to continue as a going concern.

b) Significant estimates and assumptions

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

The effect of a change in an accounting estimate is recognized prospectively by including it in comprehensive income/loss in the period of the change, if the change affects that period only, or in the period of the change and future periods, if the change affects both.

There are no estimates and assumptions where there is a significant risk of material adjustments to assets and liabilities in future accounting periods.

3. Material Accounting Policy Information

a) Financial Instruments

The Company recognizes financial assets and liabilities on the statement of financial position when it becomes a party to the contractual provisions of the instrument.

At initial recognition, financial assets are measured at fair value and classified as subsequently measured at amortized cost, fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL"). At initial recognition, financial liabilities are measured at fair value and classified as, subject to certain exceptions, subsequently measured at amortized cost. For financial assets and financial liabilities not at FVTPL, fair value is adjusted for transaction costs that are directly attributable to the acquisition or issue of the financial asset or financial liability.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

3. Material Accounting Policy Information - *Continued*

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as FVTPL:

- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

An equity investment that is held for trading is measured at FVTPL. For other equity investments that are not held for trading, the Company may irrevocably elect to designate them as FVOCI. This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortized cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortized cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or the Company has elected to measure them at FVTPL.

The Company classifies its financial instruments as follows:

Financial Instrument	**IFRS 9 Classification**
Cash	Amortized cost
Accounts payable and accrued liabilities	Amortized cost

<u>Subsequent measurement</u>

The following accounting policies apply to the subsequent measurement of financial instruments:

Financial assets at FVTPL
These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in profit or loss.

Financial assets at amortized cost
These assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.

Equity investments at FVOCI
These assets are subsequently measured at fair value. Dividends are recognized as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognized in OCI and are never reclassified to profit or loss.

3. Material Accounting Policy Information - *Continued*

Debt investments at FVOCI
These assets are subsequently measured at fair value. Interest income is calculated using the effective interest rate method, foreign exchange gains and losses and impairment are recognized in profit or loss. Other net gains and losses are recognized in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

Impairment of financial instruments

The Company assesses at each reporting date whether there is objective evidence that a financial asset or a group of financial assets is impaired.

For financial assets measured at amortized cost the Company applies the expected credit loss impairment model.

b) Provisions

Provisions are recorded when a present legal or constructive obligation exists as a result of past events where it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation estimated at the end of each reporting period, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, it carrying amount is the present value of those cash flows. When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount receivable can be measured reliably.

c) Income Taxes

Income tax on the profit or loss for the periods presented comprises current and deferred tax. Income tax 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 expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at year end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is provided using the asset and liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the financial position reporting date applicable to the period of expected realization or settlement. A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

3. Material Accounting Policy Information - *Continued*

d) Share Capital

Common shares issued for non-monetary consideration are recorded at their fair market value based upon the date of share issuance. Costs incurred to issue common shares are deducted from share capital.

e) Loss Per Share

The Company presents basic and diluted loss per share data for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted loss per share does not adjust the loss attributable to common shareholders or the weighted average number of common shares outstanding when the effect is anti-dilutive.

f) 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. 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.

g) Adoption of New Accounting Standards

The Company adopted the following amendments which are effective for annual reporting periods beginning on or after January 1, 2023:

- *Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2)*

  This amendment requires companies to provide more specific disclosures about their accounting policies and the judgments made in applying these policies that have the most significant effect on the financial statements. The new definition of significant accounting policies, now material accounting policy information, is broader in scope, capturing accounting policy information that is important to understanding the judgments made in preparing the financial statements, and those policies that require the most significant judgments and estimates by the Company. The adoption of this amendment for annual reporting periods beginning January 1, 2023 did not have a material impact on the financial statements.

- *Definition of Accounting Estimates (Amendments to IAS 8)*

  This amendment replaces the definition of a change in accounting estimates with a definition of accounting estimates. Under the new definition, accounting estimates are “monetary amounts in financial statements that are subject to measurement uncertainty”. The Company will apply the amendments to changes in accounting estimates and errors, if any, as they arise in future periods. The adoption of this amendment for annual reporting periods beginning January 1, 2023 did not have a material impact on the financial statements.

- *Deferred Tax related to Assets and Liabilities arising from Single Transaction (Amendment to IAS 12)*

  This amendment clarifies the accounting for deferred tax arising from single transactions, such as business combinations and asset acquisitions, by requiring companies to recognize deferred tax for temporary differences that arise from the initial recognition of assets and liabilities in a single transaction. The adoption of this amendment for annual reporting periods beginning January 1, 2023 did not have a material impact on the financial statements.

3. Material Accounting Policy Information – *Continued*

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

  This amendment clarifies that the classification of liabilities as current or non-current is based on rights that are in existence at the end of the reporting period. This amendment is effective for annual reporting periods beginning on or after January 1, 2024 and the adoption of this amendment did not have a material impact on its financial statements.

h) New accounting standards issued but not yet effective

The company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The company does not anticipate any material changes to the financial statements upon adoption of these new revised accounting pronouncements.

4. Loans Payable

During the year ended May 31, 2025, the Company received loans from third parties for aggregate proceeds of $7,800. The loans are unsecured, non-interest bearing with no repayment terms.

5. Share Capital

The authorized share capital of the Company consists of an unlimited number of common shares without par value. At May 31, 2025, there were 159,113,120 common shares outstanding.

There were no share issuances during the years ended May 31, 2025 and May 31, 2024.

No stock options, warrants or other securities convertible into common shares were outstanding as at or during the years ended May 31, 2025 and 2024.

6. Related Party Transactions

Related party transactions were in the normal course of operations and measured at the exchange amount, which is the amount established and agreed to by the related parties. Key management personnel are the persons responsible for planning, directing and controlling the activities of the Company, and include both executive and non-executive directors, and entities controlled by such persons. The Company considers all directors and officers of the Company to be key management personnel.

During the year ended May 31, 2025, the Company incurred $Nil in accounting fees (2024 - $45,000) to an accounting firm of which a director of the Company is a partner. As at May 31, 2025, there was $90,000 (May 31, 2024 - $90,000) due to this firm, included in accounts payable and accrued liabilities. This amount is non-interest bearing with no stated terms of payment.

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.

7. Financial Instruments and Risk Management - *Continued*

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

a) *Credit risk*

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. 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.

b) *Liquidity risk*

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. Accounts payable and accrued liabilities are due within the current operating year.

c) *Market risk*

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

d) *Interest rate risk*

Interest rate risk is the risk that the fair value of 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. Surplus cash, if any, is placed on call with financial institutions.

8. Capital Risk Management

The Company defines its capital as all components of shareholders' equity. The Company's objectives when managing capital are to safeguard its ability to continue as a going concern.

In order to maintain its capital structure, the Company is dependent on equity funding and when necessary, raises capital through the issuance of equity instruments, primarily comprised of common shares. The Company manages its capital structure and makes adjustments to it in light of economic conditions. The Company, upon approval from its Board of Directors, will make changes to its capital structure as deemed appropriate under the specific circumstances.

The Company is not subject to any externally imposed capital requirements or debt covenants, and does not presently utilize any quantitative measures to monitor its capital. There were no changes to the Company's approach to managing capital during the years ended May 31, 2025 and 2024.

(Presented in Canadian Dollars)

9. Income Taxes

a) Income tax expense differs from the amount that would result from applying the Canadian federal and provincial income tax rates to earnings before income taxes. These differences result from the following items:

For the years ended:		May 31, 2025		May 31, 2024
Loss before income taxes	$	14,037	$	77,112
Canadian federal and provincial income tax rates		27.00%		27.00%
Income tax recovery		3,790		20,820
Unrecognized tax benefits arising from temporary differences		(3,790)		(20,820)
Income tax expense (recovery)	$	-	$	-

b) Deferred income tax assets for which no tax benefit has been recognized are as follows:

		May 31, 2025		May 31, 2024
Non-capital losses	$	367,614	$	363,824
Exploration and evaluation asset costs		534,805		534,805
Equipment		811		811
Total	$	903,230	$	899,440

c) The Company has non-capital losses for Canadian tax purposes of $1,361,535 (2024 – 1,347,497) that are available for deduction against future income and that begin to expire in 2027.

The Company also has tax pools with no expiry date totalling approximately $1,981,000 (2024 - $1,981,000) in respect of exploration and evaluation costs incurred by the Company. In addition, the Company has tax pools with no expiry date totalling approximately $3,005 (2024 - $3,005) in respect of property, plant and equipment.

The non capital losses expire as follows:

Year of Expiry	Non-Capital losses	
2027-2041	$	1,175,395
2042		20,985
2043		74,006
2044		77,112
2045		14,037
	$	1,361,535

POLAR RESOURCES CORP.

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the Nine Months Ended February 28, 2026 and 2025

(Presented in Canadian dollars)

(Unaudited – Prepared by Management)

POLAR RESOURCES CORP.
Condensed Consolidated Interim Statements of Financial Position
(Presented in Canadian Dollars)
(Unaudited – Prepared by Management)

	February 28, 2026 ($)	May 31, 2025 ($)
ASSETS		
Cash	1,357	994
	1,357	994
LIABILITIES		
Current		
Accounts payable and accrued liabilities (Note 6)	204,555	218,200
Loans payable (Note 4)	31,000	7,800
	235,555	226,000
SHAREHOLDERS' EQUITY (DEFICIENCY)		
Share Capital (Note 5)	8,145,729	8,145,729
Reserves	235,494	235,494
Deficit	(8,615,421)	(8,606,229)
	(234,198)	(225,006)
	1,357	994

Nature of Operations and Going Concern *(Note 1)*

ON BEHALF OF THE BOARD OF DIRECTORS:

"Colin Watt" Director

"Jeff Lightfoot" Director

- See Accompanying Notes -

POLAR RESOURCES CORP.

Condensed Consolidated Statements of Loss and Comprehensive Loss
(Presented in Canadian Dollars)
(Unaudited – Prepared by Management)

	Three Months Ended February 28, 2026 ($)	Three Months Ended February 28, 2025 ($)	Nine Months Ended February 28, 2026 ($)	Nine Months Ended February 30, 2025 ($)
Expenses				
Accounting and audit	-	-	-	875
Legal	-	-	-	541
Office	122	120	366	350
Transfer agent and filing fees	5,340	475	8,826	4,652
Loss and comprehensive loss for the period	(5,462)	(595)	(9,192)	(6,418)
Loss per share - basic and diluted	(0.00)	(0.00)	(0.00)	(0.00)
Weighted average number of common shares outstanding	159,113,120	159,113,120	159,113,120	159,113,120

- See Accompanying Notes -

POLAR RESOURCES CORP.
Condensed Consolidated Statements of Changes in Shareholders' Deficiency
(Presented in Canadian Dollars)
(Unaudited – Prepared by Management)

	Number of Shares	Share Capital ($)	Reserves ($)	Deficit ($)	Total ($)
Balance as at May 31, 2024	**159,113,120**	**8,145,729**	**235,494**	**(8,592,192)**	**(210,969)**
Loss for the period	-	-	-	(6,418)	(6,418)
Balance as at February 28, 2025	**159,113,120**	**8,145,729**	**235,494**	**(8,598,610)**	**(217,387)**
Balance as at May 31, 2025	**159,113,120**	**8,145,729**	**235,494**	**(8,606,229)**	**(225,006)**
Loss for the period	-	-	-	(9,192)	(9,192)
Balance as at February 28, 2026	**159,113,120**	**8,145,729**	**235,494**	**(8,615,421)**	**(234,198)**

- See Accompanying Notes -

POLAR RESOURCES CORP.

Condensed Consolidated Interim Statements of Cash Flows
For the nine months ended February 28,
(Presented in Canadian Dollars)
(Unaudited – Prepared by Management)

	2026 ($)	2025 ($)
Cash provided by (used in)		
Operating activities		
Net loss for the period	(9,192)	(6,418)
Changes in non-cash working capital:		
Accounts payable and accruals	(13,645)	(5,201)
Cash used in operating activities	(22,837)	(11,619)
Financing activities		
Loan proceeds received	23,200	7,800
Cash provided by financing activities	23,200	7,800
Change in cash	363	(3,819)
Cash – beginning of period	994	4,933
Cash – end of period	1,357	1,114

There were no supplemental disclosures with respect to cash flows for the periods ended February 28, 2026 and 2025.

- See Accompanying Notes -

1. Nature of Operations and Going Concern

Polar Resources Corp. (the "Company") was incorporated under the laws of the province of British Columbia, Canada. The Company's registered office is located at 2900 – 733 Seymour Street, Vancouver, BC. The Company has been inactive since 2015. On October 27, 2025, the Company incorporated a wholly-owned subsidiary, 17428154 Canada Inc., in Canada. The subsidiary was established in connection with the proposed acquisition of Secur3D Inc. (Note 9).

As at February 28, 2026, the Company held 100% ownership of the subsidiary, which had no material assets, liabilities, or operations.

The Company's shares were previously listed on the NEX board of the TSX Venture Exchange ("TSX-V") under the trading symbol of "RSN.H". On October 6, 2015 the Company became subject to a cease trade order issued by the British Columbia Securities Commission for the failure to file its annual financial statements and MD&A for the year ended May 31, 2015. On July 7, 2016, the Company's shares were delisted from the TSX-V for failure to pay its annual sustaining fee. On November 17, 2022, the Company obtained a revocation of the cease trade order previously issued by the British Columbia Securities Commission, and to the reciprocal cease trade order issued by the Alberta Securities Commission by filing its (i) annual financial statements for the fiscal years ended May 31, 2022, 2021 and 2020, with corresponding MD&A and certifications; and (ii) interim financial statements for the three months ended August 31, 2022, with corresponding MD&A and certifications.

These condensed consolidated interim financial statements have been prepared assuming the Company will continue on a going-concern basis and be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. For the period ended February 28, 2026, the Company reported a net loss of $9,192 and an accumulated deficit of $8,615,421 at that date. The Company had a working capital deficiency of $234,198 at February 28, 2026. These circumstances lend significant doubt as to the ability of the Company to continue as a going concern.

Continuing operations as a going concern are dependent upon management's ability to raise adequate financing in the capital markets and to ultimately achieve profitable operations in the future. Although management has been successful in the past; there is no assurance that these initiatives will be successful in the future.

These condensed consolidated interim financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary were the going concern assumption inappropriate, and these adjustments could be material.

2. Basis of Preparation and Significant Accounting Judgments, Estimates and Assumptions

These condensed consolidated interim financial statements have been prepared using accounting policies consistent with International Accounting Standard ("IAS") 34 Interim Financial Reporting.

These condensed consolidated interim financial statements include the accounts of the Company and its wholly-owned subsidiary, 17428154 Canada Inc., which was incorporated on October 27, 2025. The subsidiary is fully consolidated from the date of incorporation. All intercompany balances and transactions have been eliminated on consolidation.

These condensed consolidated interim financial statements have been prepared on a historical cost basis, modified where applicable. In addition, these condensed consolidated interim financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

These condensed consolidated interim financial statements are presented in Canadian Dollars, which is also the Company's functional currency, unless otherwise indicated.

2. Basis of Preparation and Significant Accounting Judgments, Estimates and Assumptions - *Continued*

The Board of Directors approved these condensed consolidated interim financial statements on April 28, 2026.

The preparation of these condensed consolidated interim financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the condensed consolidated interim financial statements and reported amounts of revenues and expenses during the reporting period. Estimates and 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.

a) Significant judgments

The most significant judgments in applying the Company's accounting policies include the assessment of the Company's ability to continue as a going concern.

b) Significant estimates and assumptions

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

The effect of a change in an accounting estimate is recognized prospectively by including it in comprehensive income/loss in the period of the change, if the change affects that period only, or in the period of the change and future periods, if the change affects both.

There are no estimates and assumptions where there is a significant risk of material adjustments to assets and liabilities in future accounting periods

3. Material Accounting Policy Information

The preparation of financial data is based on accounting principles and practices consistent with those used in the preparation of the audited annual financial statements as at May 31, 2025. These unaudited condensed consolidated interim financial statements should be read in conjunction with the Company's audited financial statements for the year ended May 31, 2025.

4. Loans Payable

During the period ended February 28, 2026, the Company received loans for aggregate proceeds of $23,200 (year ended May 31, 2025 - $7,800). The loans are unsecured, non-interest bearing with no repayment terms. As at February 28, 2026, total loans outstanding were $31,000 (May 31, 2025 - $7,800), of which $26,000 (May 31, 2025 - $2,800) were due to related parties (Note 6).

5. Share Capital

The authorized share capital of the Company consists of an unlimited number of common shares without par value. At February 28, 2026, there were 159,113,120 common shares outstanding.

There was no share issuances during the period ended February 28, 2026.

No stock options, warrants or other securities convertible into common shares were outstanding as at or during the period ended February 28, 2026 and the year ended May 31, 2025.

6. Related Party Transactions

Related party transactions were in the normal course of operations and measured at the exchange amount, which is the amount established and agreed to by the related parties. Key management personnel are the persons responsible for planning, directing and controlling the activities of the Company, and include both executive and non-executive directors, and entities controlled by such persons. The Company considers all directors and officers of the Company to be key management personnel.

As at February 28, 2026, there was $90,000 (May 31, 2025 - $90,000) due to an accounting firm of which Scott Davis, a director of the Company is a partner, included in accounts payable and accrued liabilities. This amount is non-interest bearing with no stated terms of payment.

During the period ended February 28, 2026, Colin Watt and David Patterson were appointed as directors of the Company. As at February 28, 2026, the Company has loans outstanding of $21,000 from Colin Watt and $5,000 from David Patterson (Note 4).

In addition to the loans, as at February 28, 2026, the Company owed $9,298 to Colin Watt for expense reimbursements; and $28,042 to a legal firm of which Jeff Lightfoot, a director of the Company, is an associated lawyer.

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 Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

7. Financial Instruments and Risk Management *-Continued*

a) *Credit risk*

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. 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.

b) *Liquidity risk*

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. Accounts payable and accrued liabilities are due within the current operating period.

c) *Market risk*

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

d) *Interest rate risk*

Interest rate risk is the risk that the fair value of 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. Surplus cash, if any, is placed on call with financial institutions.

8. Capital Risk Management

The Company defines its capital as all components of shareholders' equity. The Company's objectives when managing capital are to safeguard its ability to continue as a going concern.

In order to maintain its capital structure, the Company is dependent on equity funding and when necessary, raises capital through the issuance of equity instruments, primarily comprised of common shares. The Company manages its capital structure and makes adjustments to it in light of economic conditions. The Company, upon approval from its Board of Directors, will make changes to its capital structure as deemed appropriate under the specific circumstances.

The Company is not subject to any externally imposed capital requirements or debt covenants, and does not presently utilize any quantitative measures to monitor its capital. There were no changes to the Company's approach to managing capital during the period.

9. Proposed Acquisition

On January 28, 2026, the Company entered into an amalgamation agreement (the "Agreement") with SECUR3D Inc. ("S3D") and 17428154 Canada Inc. (a wholly owned subsidiary of the Company), whereby the Company will acquire all of the issued and outstanding securities of S3D by means of a "three-cornered amalgamation" (the "Acquisition").

Under the terms of the Agreement, the Company will acquire from the shareholders of S3D all the issued and outstanding securities of S3D in exchange for securities of the Company. As consideration for acquiring all of the S3D securities, the Company will issue one Post-Consolidation Share (as defined below) for every S3D Share. The Company will also issue convertible securities in exchange for the convertible securities of S3D, if unexercised prior to closing of the Acquisition, on the same exchange ratio.

As a condition of closing of the Acquisition, the Company will complete a consolidation of its common shares on the basis that the Company will have a total of 3,900,000 post-consolidation shares outstanding prior to closing (the "Post-Consolidation Shares").

The Acquisition is conditional upon, among other things, (i) the Company changing its name to Secur3D Holdings Inc., (ii) the appointment of new directors and officers of the resulting issuer, (iii) conditional approval from the Canadian Securities Exchange to the listing of the resulting issuer's shares, and (iv) such other conditions that are customary for this type of transaction.

The transaction is subject to customary closing conditions and has not been completed as at February 28, 2026.

APPENDIX B

MD&A of the Company for the fiscal year ended May 31, 2025
and MD&A of the Company for the nine months ended February 28, 2026

This Management Discussion and Analysis (this "MD&A") of Polar Resources Corp. (the "Company") has been prepared by management in accordance with the requirements of National Instrument 51-102 ("NI 51-102") as of September 26, 2025 and should be read in conjunction with the audited financial statements of the company for the years ended May 31, 2025 and 2024, and the related notes contained therein which have been prepared under International Financial Reporting Standards ("IFRS"). The information contained herein is not a substitute for detailed investigation or analysis on any particular issue. The information provided in this document is not intended to be a comprehensive review of all matters and developments concerning the Company.

All financial information in this MD&A has been prepared in accordance with IFRS and all dollar amounts are quoted in Canadian dollars, the reporting and functional currency of the Company, unless specifically noted.

Description of Business

The Company was incorporated under the laws of the province of British Columbia, Canada. The Company's shares were listed on the NEX board of the TSX Venture Exchange ("TSX-V") under the trading symbol of "RSN.H" On July 7, 2016, the Company's securities were delisted from the TSX-V for failure to pay its annual sustaining fee and a cease trade order was issued by the British Columbia Securities Commission on October 6, 2015 (the "CTO") for failure to file its annual financial statements and MD&A for the fiscal year ended May 31, 2015. On November 17, 2022, the Company received a revocation order to the cease trade order previously issued by the British Columbia Securities Commission, and to the reciprocal cease trade order issued by the Alberta Securities Commission by filing its (i) annual financial statements for the fiscal years ended May 31, 2022, 2021 and 2020, with corresponding MD&A and certifications; and (ii) interim financial statements for the three months ended August 31, 2022, with corresponding MD&A and certifications.

The Company's registered office is located at 2900 – 733 Seymour Street, Vancouver, BC.

The Company has been inactive since 2015, however upon revocation of the CTO the Company is seeking new business opportunities. Historically, the Company has been a resource exploration company, however, the Company anticipates considering new business opportunities in all sectors. No new business opportunities have been identified as of the date hereof, and there is no assurance any new opportunities will be determined.

Results of Operations

Annual Results

The information below has been extracted from the Company's annual audited financial statements:

Years Ended		**May 31, 2025**		**May 31, 2024**		**May 31, 2023**
Total revenues	$	Nil	$	Nil	$	Nil
Net loss	$	(14,037)	$	(77,112)	$	(74,006)
Net loss per share	$	(0.00)	$	(0.00)	$	(0.00)
Total assets	$	994	$	4,933	$	11,547
Total long-term debt	$	Nil	$	Nil	$	Nil

Quarterly Results

The following table summarizes the results of operations for the most recent eight quarters:

	May 31, 2025	February 28, 2025	November 30, 2024	August 31, 2024
Revenues	Nil	Nil	Nil	Nil
Net income (loss)	(7,619)	(595)	(2,484)	(3,339)
Net loss per share	(0.00)	(0.00)	(0.00)	(0.00)
	May 31, 2024	**February 29, 2024**	**November 30, 2023**	**August 31, 2023**
Revenues	Nil	Nil	Nil	Nil
Net income (loss)	(40,179)	(1,348)	(18,944)	(16,641)
Net loss per share	(0.00)	(0.00)	(0.00)	(0.00)

Results for the year ended May 31, 2025

The Company had a net loss of $14,037 for the year ended May 31, 2025, compared to a net loss of $77,112 for year ended May 31, 2024. The expenses are made up of accounting and audit fees of $8,375 (2024 - $52,503), legal fees of $541 (2024 - $17,098), office expenses of $470 (2024 - $351) and transfer agent and filing fees of $4,651 (2024 - $7,160).

Results for the three months ended May 31, 2025

The Company had a net loss of $7,619 for the three months ended May 31, 2025, compared to a net loss of $40,179 for the three months ended May 31, 2024. The expenses are made up of accounting and audit fees of $7,500 (2024 - $22,503), legal fees of $Nil (2024 - $16,745), office expenses of $120 (2024 - $80) and transfer agent and filing fees of $nil (2024 - $851).

Liquidity and Capital Resources

The Company will require funds to meet its ongoing day-to-day operating expenses and will continue to rely on equity financing during such period. There can be no assurance that financing will be available on terms satisfactory to the Company. The Company does not have any other commitments for material capital expenditures over the near and long term plus normal operating expenses.

The Company had a working capital deficiency of $225,006 as at May 31, 2025. The Company's management is considering raising capital to meet working capital requirements, as further financing is required to meet obligations as they become due. The Company's ability to continue as a going concern depends on management's success in raising funds.

Since incorporation, the Company's capital resources have been limited. The Company has relied principally upon the issue of equity securities.

During the year ended May 31, 2025, the Company received loans from third parties for aggregate proceeds of $7,800. The loans are unsecured, non-interest bearing with no repayment terms.

Critical Accounting Estimates

The preparation of financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual reports could differ from management's estimates.

Related Party Transactions

Key management personnel are the persons responsible for the planning, directing and controlling the activities of the Company and include both executive and non-executive directors, and entities controlled by such persons. The Company considers all Directors and Officers of the Company to be key management personnel.

During the year ended May 31, 2025, the Company incurred $Nil in accounting fees (2024 - $45,000) to an accounting firm of which a director of the Company is a partner. As at May 31, 2025, there was $90,000 (May 31, 2024 - $90,000) due to this firm, included in accounts payable and accrued liabilities. This amount is non-interest bearing with no stated terms of payment.

Share Capital

As at the date of this report, the Company had the following:

- 159,113,120 shares outstanding
- No stock options outstanding
- No warrants outstanding

Off Balance Sheet Arrangements

There are no off-balance sheet arrangements to which the Company is committed.

Adoption of new and amended accounting standards

Please refer to the May 31, 2025 audited financial statements.

Financial Instruments

Please refer to the May 31, 2025 financial statements.

Proposed Transactions

There are no proposed transactions.

Contingencies

There are no contingent liabilities.

Internal Controls over Financial Reporting

Changes in Internal Control over Financial Reporting ("ICFR")

In connection with National Instrument 52-109 ("NI 52-109") adopted in December 2008 by each of the securities commissions across Canada, the Chief Executive Officer and Chief Financial Officer of the Company will file a Venture Issuer Basic Certificate with respect to financial information contained in the unaudited condensed interim financial statements and the audited annual financial statements and respective accompanying Management's Discussion and Analysis. The Venture Issue Basic Certification does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109.

Forward-looking information

Certain information in this MD&A, including all statements that are not historical facts, constitutes forward-looking information within the meaning of applicable Canadian securities laws. Such forward-looking information may include, but is not limited to, information which reflect management's expectations regarding the Company's future growth, results of operations, performance (both operational and financial) and business prospects and opportunities. Often, this information includes words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate" or "believes" or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved.

This MD&A contains information on risks, uncertainties and other factors relating to the forward-looking information (see "Risks and Uncertainties"). Although the Company has attempted to identify factors that would cause actual actions, events or results to differ materially from those disclosed in the forward-looking information, there may be other factors that cause actual results, performances, achievements or events not to be anticipated, estimated or intended. Also, many of the factors are beyond the Company's control. Accordingly, readers should not place undue reliance on forward-looking information. The Company undertakes no obligation to reissue or update forward looking information as a result of new information or events after the date of this MD&A except as may be required by law. All forward-looking information disclosed in this document is qualified by this cautionary statement.

Risks and Uncertainties

No Active Business – Need for additional funds

The Company has no history of profitable operations and it has no active business at the present time. As such, the Company is subject to many risks common to such enterprises, including undercapitalization, cash shortages and limitations with respect to personnel, financial and other resources and the lack of revenues. There is no assurance that the Company will be successful in achieving a return on shareholders' investments and the likelihood of success must be considered in light of its early stage of operations.

The Company has no source of operating cash flow and no assurance that additional funding will be available. The Company has not been successful in the past in obtaining financing through equity, therefore there can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favorable.

Price Volatility

In recent years securities markets have experienced extremes in price and volume volatility. The market price of securities of many early-stage companies, among others, have experienced fluctuations in price which may not necessarily be related to the operating performance, underlying asset values or prospects of such companies. It may be anticipated that any market for the Company's securities will be subject to market trends generally and the value of the Company's securities may be affected by such volatility. In addition, as the Company's securities are not currently listed on a stock exchange, this may further impact the market for, and value of, the Company's securities.

Economic Conditions

Unfavorable economic conditions may negatively impact the Company's financial viability as a result of increased financing costs and limited access to capital markets.

Dependence on Management

The Company is very dependent upon the personal efforts and commitment of its existing management. To the extent that management's services would be unavailable for any reason, a disruption to the operations of the Company could result, and other persons would be required to manage and operate the Company.

Conflicts of interest

The Company's directors and officers may serve as directors and officers or may be associated with other reporting companies or have significant shareholdings in other public companies. To the extent that such other companies may participate in business or asset acquisitions, dispositions or ventures in which the Company may participate, the directors and officers of the Company may have a conflict of interest in negotiating and concluding terms respecting the transaction. If a conflict of interest arises, the Company will follow the provisions of applicable corporate law in dealing with conflicts of interest. These provisions state that where a director/officer has such a conflict, the director must arrange a meeting of the board to disclose his interest and must refrain from voting on the matter unless otherwise permitted. In accordance with the laws of the Province of British Columbia, the directors and officers of the Company are required to act honestly, in good faith and in the best interests of the Company.

This Management Discussion and Analysis (this "MD&A") of Polar Resources Corp. (the "Company") has been prepared by management in accordance with the requirements of National Instrument 51-102 ("NI 51-102") as of April 28, 2026 and should be read in conjunction with the condensed consolidated interim financial statements of the Company for the nine months ended February 28, 2026, the audited financial statements for the years ended May 31, 2025 and 2024 and the related notes contained therein which have been prepared under IFRS Accounting Standards ("IFRS"). The information contained herein is not a substitute for detailed investigation or analysis on any particular issue. The information provided in this document is not intended to be a comprehensive review of all matters and developments concerning the Company.

All financial information in this MD&A has been prepared in accordance with International Accounting Standards ("IAS") 34, Interim Financial Reporting, and all dollar amounts are quoted in Canadian dollars, the reporting and functional currency of the Company, unless specifically noted.

Description of Business

The Company was incorporated under the laws of the province of British Columbia, Canada. The Company's shares were previously listed on the NEX board of the TSX Venture Exchange ("TSX-V") under the trading symbol of "RSN.H" On October 6, 2015 a cease trade order was issued against the Company by the British Columbia Securities Commission (the "CTO") for failure to file its annual financial statements and MD&A for the fiscal year ended May 31, 2015. On July 7, 2016, the Company's securities were delisted from the TSX-V for failure to pay its annual sustaining fee. On November 17, 2022, the Company obtained a revocation of the cease trade order previously issued by the British Columbia Securities Commission, and to the reciprocal cease trade order issued by the Alberta Securities Commission by filing its (i) annual financial statements for the fiscal years ended May 31, 2022, 2021 and 2020, with corresponding MD&A and certifications; and (ii) interim financial statements for the three months ended August 31, 2022, with corresponding MD&A and certifications. The Company's shares are not currently listed for trading on any stock exchange.

The Company's registered office is located at 2900 – 733 Seymour Street, Vancouver, BC.

Corporate Activities

On January 28, 2026, the Company entered into an amalgamation agreement (the "Agreement") with SECUR3D Inc. ("S3D") and 17428154 Canada Inc. (a wholly owned subsidiary of the Company), whereby the Company will acquire all of the issued and outstanding securities of S3D by means of a "three-cornered amalgamation" (the "Acquisition").

Under the terms of the Agreement, the Company will acquire from the shareholders of S3D all the issued and outstanding securities of S3D in exchange for securities of the Company. As consideration for acquiring all of the S3D securities, the Company will issue one Post-Consolidation Share (as defined below) for every S3D Share. The Company will also issue convertible securities in exchange for the convertible securities of S3D, if unexercised prior to closing of the Acquisition, on the same exchange ratio.

As a condition of closing of the Acquisition, the Company will complete a consolidation of its common shares on the basis that the Company will have a total of 3,900,000 post-consolidation shares outstanding prior to closing (the "Post-Consolidation Company Shares").

The Acquisition is conditional upon, among other things, (i) the Company changing its name to Secur3D Holdings Inc., (ii) the appointment of new directors and officers of the resulting issuer, (iii) conditional approval from the Canadian Securities Exchange to the listing of the resulting issuer's shares, and (iv) such other conditions that are customary for this type of transaction. There is no assurance the Acquisition will be completed on the terms as agreed to, or at all.

S3D is a private company existing under the federal laws of Canada. SECUR3D Inc. is an emerging enterprise technology company focused on proactive detection and protection of brands, copyright, and intellectual property ("IP") across digital content ecosystems. SECUR3D Inc. is commercializing a platform that uses proprietary 3D geometry fingerprinting technology and computer vision to discover, score, and stop misuse of 3D assets, textures, renders, and thumbnails on creator marketplaces, social/game platforms, and partner sites.

Results of Operations

Quarterly Results

The following table summarizes the Company's results of operations for the most recent eight quarters:

	February 28, 2026	November 30, 2025	August 31, 2025	May 31, 2025
Revenues	Nil	Nil	Nil	Nil
Net loss	(5,462)	(2,761)	(969)	(7,619)
Net loss per share	(0.00)	(0.00)	(0.00)	(0.00)

	February 28, 2025	November 30, 2024	August 31, 2024	May 31, 2024
Revenues	Nil	Nil	Nil	Nil
Net loss	(595)	(2,484)	(3,339)	(40,179)
Net loss per share	(0.00)	(0.00)	(0.00)	(0.00)

Results for the nine months ended February 28, 2026

The Company had a net loss of $9,192 for the nine months ended February 28, 2026, compared to a net loss of $6,418 for the nine months ended February 28, 2025. The expenses are made up of accounting and audit fees of $Nil (2025 - $875), legal fees of $Nil (2025 - $541), office expenses of $366 (2025 - $350) and transfer agent and filing fees of $8,826 (2025- $4,652).

Results for the three months ended February 28, 2026

The Company had a net loss of $5,462 for the three months ended February 28, 2026, compared to a net loss of $595 for three months ended February 28, 2025. The expenses are made up of office expenses of $122 (2025 - $120) and transfer agent and filing fees of $5,340 (2025 - $475).

Liquidity and Capital Resources

The Company will require funds to meet its ongoing day-to-day operating expenses and will continue to rely on equity financing during such period. There can be no assurance that financing will be available on terms satisfactory to the Company. The Company does not have any other commitments for material capital expenditures over the near and long term outside of normal operating expenses.

The Company had a working capital deficiency of $234,198 as at February 28, 2026. In conjunction with the proposed amalgamation with S3D, the Company is considering raising capital to meet expected higher working capital requirements, to meet obligations as they become due. The Company's ability to continue as a going concern depends on management's success in raising funds.

Since incorporation, the Company's capital resources have been limited. The Company has relied principally upon the issue of equity securities.

During the period ended February 28, 2026, the Company received loans for aggregate proceeds of $23,200 (year ended May 31, 2025 - $7,800). The loans are unsecured, non-interest bearing with no repayment terms. As at February 28, 2026, total loans outstanding were $31,000 (May 31, 2025 - $7,800), of which $26,000 (May 31, 2025 - $2,800) were due to related parties.

Critical Accounting Estimates

The preparation of consolidated financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenue and expenses during the reporting period. Actual reports could differ from management's estimates.

Related Party Transactions

Key management personnel are the persons responsible for the planning, directing and controlling the activities of the Company and include both executive and non-executive directors, and entities controlled by such persons. The Company considers all Directors and Officers of the Company to be key management personnel.

As at February 28, 2026, there was $90,000 (May 31, 2025 - $90,000) due to an accounting firm of which Scott Davis, a director of the Company is a partner, included in accounts payable and accrued liabilities. This amount is non-interest bearing with no stated terms of payment.

During the period ended February 28, 2026, Colin Watt and David Patterson were appointed as directors of the Company. As at February 28, 2026, the Company has loans outstanding of $21,000 from Colin Watt and $5,000 from David Patterson.

In addition to the loans, as at February 28, 2026, the Company owed $9,298 to Colin Watt for expense reimbursements; and $28,042 to a legal firm of which Jeff Lightfoot, a director of the Company, is an associated lawyer.

Share Capital

As at the date of this report, the Company had the following:

- 159,113,120 shares outstanding
- No stock options outstanding
- No warrants outstanding

Directors and Management

Scott Davis, CEO and CFO
Colin Watt
Jeff Lightfoot
David Patterson

At the Company's Annual General Meeting of Shareholders on December 23, 2025, Scott Davis, David Patterson, Colin Watt and Jeff Lightfoot were appointed to the Company's board of directors.

Off Balance Sheet Arrangements

There are no off-balance sheet arrangements to which the Company is committed.

Adoption of new and amended accounting standards

Please refer to the May 31, 2025 audited financial statements.

Financial Instruments

Please refer to the February 28, 2026 condensed consolidated interim financial statements.

Proposed Transactions

On January 28, 2026, the Company announced that it had entered into an amalgamation agreement to acquire SECUR3D Inc. ("S3D") by way of a three-cornered amalgamation. See *Corporate Activities* above.

The acquisition is subject to a number of conditions precedent, including regulatory approvals, and there can be no assurance that the transaction will be completed as currently contemplated.

As of the date of this MD&A, the transaction has not yet been completed.

Contingencies

There are no contingent liabilities.

Internal Controls over Financial Reporting

Changes in Internal Control over Financial Reporting ("ICFR")

In connection with National Instrument 52-109 ("NI 52-109") adopted in December 2008 by each of the securities commissions across Canada, the Chief Executive Officer and Chief Financial Officer of the Company will file a Venture Issuer Basic Certificate with respect to financial information contained in the unaudited condensed consolidated interim financial statements and the audited annual financial statements and respective accompanying Management's Discussion and Analysis. The Venture Issue Basic Certification does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109.

Forward-looking information

Certain information in this MD&A, including all statements that are not historical facts, constitutes forward-looking information within the meaning of applicable Canadian securities laws. Such forward-looking information may include, but is not limited to, information which reflect management's expectations regarding the Company's future growth, results of operations, performance (both operational and financial) and business prospects and opportunities. Often, this information includes words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate" or "believes" or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved.

This MD&A contains information on risks, uncertainties and other factors relating to the forward-looking information (see "Risks and Uncertainties"). Although the Company has attempted to identify factors that would cause actual actions, events or results to differ materially from those disclosed in the forward-looking information, there may be other factors that cause actual results, performances, achievements or events not to be anticipated, estimated or intended. Also, many of the factors are beyond the Company's control. Accordingly, readers should not place undue reliance on forward-looking information. The Company undertakes no obligation to reissue or update forward looking information as a result of new information or events after the date of this MD&A except as may be required by law. All forward-looking information disclosed in this document is qualified by this cautionary statement.

Risks and Uncertainties

No Active Business – Need for additional funds

The Company has no history of profitable operations and it has no active business at the present time. As such, the Company is subject to many risks common to such enterprises, including undercapitalization, cash shortages and limitations with respect to personnel, financial and other resources and the lack of revenues. There is no assurance that the Company will be successful in achieving a return on shareholders' investments and the likelihood of success must be considered in light of its early stage of operations.

The Company has no source of operating cash flow and no assurance that additional funding will be available. The Company has not been successful in the past in obtaining financing through equity, therefore there can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favorable.

Price Volatility

In recent years securities markets have experienced extremes in price and volume volatility. The market price of securities of many early-stage companies, among others, have experienced fluctuations in price which may not necessarily be related to the operating performance, underlying asset values or prospects of such companies. It may be anticipated that any market for the Company's securities will be subject to market trends generally and the value of the Company's securities may be affected by such volatility. In addition, as the Company's securities are not currently listed on a stock exchange, this may further impact the market for, and value of, the Company's securities.

Economic Conditions

Unfavorable economic conditions may negatively impact the Company's financial viability as a result of increased financing costs and limited access to capital markets.

Dependence on Management

The Company is very dependent upon the personal efforts and commitment of its existing management. To the extent that management's services would be unavailable for any reason, a disruption to the operations of the Company could result, and other persons would be required to manage and operate the Company.

Conflicts of interest

The Company's directors and officers may serve as directors and officers or may be associated with other reporting companies or have significant shareholdings in other public companies. To the extent that such other companies may participate in business or asset acquisitions, dispositions or ventures in which the Company may participate, the directors and officers of the Company may have a conflict of interest in negotiating and concluding terms respecting the transaction. If a conflict of interest arises, the Company will follow the provisions of applicable corporate law in dealing with conflicts of interest. These provisions state that where a director/officer has such a conflict, the director must arrange a meeting of the board to disclose his interest and must refrain from voting on the matter unless otherwise permitted. In accordance with the laws of the Province of British Columbia, the directors and officers of the Company are required to act honestly, in good faith and in the best interests of the Company.

APPENDIX C

Audited financial statements of S3D
for the fiscal years ended September 30, 2025, 2024 and 2023
and interim unaudited financial statements of S3D
for the six months ended March 31, 2026

SECUR3D INC.

Consolidated Financial Statements

Years Ended September 30, 2025, 2024 and 2023

(expressed in Canadian Dollars)

Independent Auditor's Report

To the Shareholders of Secur3D Inc.

Opinion

We have audited the consolidated financial statements of Secur3D Inc. (the “Company”), which comprise the consolidated statements of financial position as at September 30, 2025, 2024 and 2023, and the consolidated statements of loss and comprehensive loss, changes in shareholders’ equity and cash flows for the years then ended, and notes to the consolidated financial statements, including material accounting policy information (collectively referred to as the “financial statements”).

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at September 30, 2025, 2024 and 2023, and its financial performance and its cash flows for the years then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board.

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 to the financial statements, which indicates that as at September 30, 2025, the Company has an accumulated deficit of $5,737,173. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate 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.

Other Information

Management is responsible for the other information. The other information comprises the information included in Management’s Discussion and Analysis.

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 identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, 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, 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 Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board, 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.

DMCL LLP

DMCL LLP
CHARTERED PROFESSIONAL ACCOUNTANTS
Vancouver, BC

July 15, 2026

SECUR3D INC.
Consolidated Statements of Financial Position
As at September 30, 2025, 2024 and 2023
(expressed in Canadian Dollars)

As at

	30-Sep-25	30-Sep-24	30-Sep-23
ASSETS			
CURRENT			
Cash	$1,383,758	$66	$266,438
Amounts receivable *(Note 4)*	380,487	400,659	389,913
Deposits and prepaid expenses	2,532	-	1,863
	1,766,777	400,725	658,214
PROPERTY AND EQUIPMENT (Note 5)	40,027	3,853	8,561
	$1,806,804	$404,578	$666,775
LIABILITIES			
CURRENT			
Accounts payable and accrued liabilities	$230,844	$59,749	$114,193
Employee deductions payable	230,034	113,942	22,461
Lease inducement liability	-	-	12,500
Lease liability (Note 8)	31,777	-	-
	492,655	173,691	149,154
LEASE LIABILITY *(Note 8)*	8,765	-	-
DUE TO RELATED PARTIES *(Note 6)*	-	27,738	-
	501,420	201,429	149,154
SHAREHOLDERS' EQUITY			
SHARE CAPITAL *(Note 9)*	5,572,001	3,594,001	3,172,001
CONTRIBUTED SURPLUS	1,470,556	1,233,789	756,686
DEFICIT	(5,737,173)	(4,624,641)	(3,411,066)
	1,305,384	203,149	517,621
	$1,806,804	$404,578	$666,775

Nature of operations and going concern *(Note 1)*
Subsequent events *(Note 16)*

APPROVED AND AUTHORIZED FOR ISSUE ON BEHALF OF THE BOARD OF DIRECTORS ON July 15, 2026

/s/ Otis Perrick _______________ *Director*

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

SECUR3D INC.

Consolidated Statements of Loss and Comprehensive Loss

For the Years Ended September 30, 2025, 2024 and 2023

(expressed in Canadian Dollars)

	2025	2024	2023
EXPENSES			
Accounting fees	37,500	10,475	41,250
Advertising and promotion	14,998	12,830	9,237
Amortization *(Note 5)*	25,096	4,709	5,369
Consulting fees	7,816	-	30,218
Interest and bank charges	10,650	1,181	862
Legal fees	16,465	11,247	11,936
Office	14,216	13,638	6,241
Share based compensation *(Notes 6, 10)*	172,436	361,053	175,014
Rental	9,000	19,000	35,000
Research and development *(Note 12)*	877,388	816,358	703,432
Salaries and wages *(Note 6)*	345,969	458,633	350,480
Travel	21,586	10,213	11,651
Computer and internet expenses	21,834	14,804	6,103
LOSS FROM OPERATIONS	(1,574,954)	(1,734,141)	(1,386,793)
OTHER INCOME (EXPENSES)			
Other income (Note 11)	63,500	-	-
Accretion expense (Note 8)	(6,271)	-	-
Interest income	-	2	2,522
Foreign exchange loss	380	(1,379)	(2,560)
SR&ED tax credit (Note 4)	368,994	399,762	493,816
IRAP (Note 4)	35,819	122,181	-
	462,422	520,566	493,778
NET LOSS AND COMPREHENSIVE LOSS	($1,112,532)	($1,213,575)	($893,015)

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

SECUR3D INC.
Consolidated Statements of Cash Flows
For the Years Ended September 30, 2025, 2024 and 2023
(expressed in Canadian Dollars)

	2025	2024	2023
OPERATING ACTIVITIES			
Net loss	($1,112,532)	($1,213,575)	($893,015)
Items not affecting cash:			
Amortization of equipment	25,096	4,709	5,369
Share based compensation	236,767	477,103	237,139
Accretion expense	6,271	-	-
	(844,398)	(731,763)	(650,507)
Changes in non-cash working capital:			
GST receivable	20,172	2,597	4,286
Accounts payable and accrued liabilities	171,096	(54,804)	89,768
SR&ED tax credit receivable	-	(13,343)	(386,419)
Deposits and prepaid expenses	(2,532)	1,862	8,338
Employee deductions payable	116,092	91,481	1,732
Lease inducement liability	-	(12,500)	12,500
	304,828	15,653	(269,795)
Cash flow used by operating activities	(539,570)	(716,110)	(920,302)
INVESTING ACTIVITIES			
Purchase of equipment	-	-	(8,340)
Cash flow used by investing activity	-	-	(8,340)
FINANCING ACTIVITIES			
Advances from related parties	(27,738)	27,738	-
Common share issuances	1,978,000	422,000	620,000
Lease payments	(27,000)	-	-
Loan advance	50,000	-	-
Loan repayment	(50,000)	-	-
Cash flow from financing activities	1,923,262	449,738	620,000
INCREASE (DECREASE) IN CASH FLOW	1,383,692	(266,372)	(308,642)
Cash - beginning of year	66	266,438	575,080
CASH - END OF YEAR	$1,383,758	$66	$266,438

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

SECUR3D INC.
Consolidated Statements of Changes in Shareholders' Equity
For the Years Ended September 30, 2025, 2024 and 2023
(expressed in Canadian Dollars)

	Common shares	Share capital	Contributed Surplus	Accumulated Deficit	Total shareholders' equity (deficiency)
Balance, September 30, 2022	42,040,200	$2,552,001	$519,547	($2,518,051)	$553,497
Issuance of shares for cash	3,100,000	$620,000	-	-	$620,000
Share Based Compensation	-	-	$237,139	-	$237,139
Net loss for the year	-	-	-	($893,015)	($893,015)
Balance, September 30, 2023	45,140,200	$3,172,001	$756,686	($3,411,066)	$517,621
Issuance of shares for cash	1,406,666	$422,000		-	$422,000
Share Based Compensation	-	-	$477,103	-	$477,103
Net loss for the year	-	-	-	($1,213,575)	($1,213,575)
Balance, September 30, 2024	46,546,866	$3,594,001	$1,233,789	($4,624,641)	$203,149
Issuance of shares for cash	6,593,333	$1,978,000	-	-	$1,978,000
Share Based Compensation	-	-	$236,767	-	$236,767
Net loss for the year	-	-	-	($1,112,532)	($1,112,532)
Balance, September 30, 2025	**53,140,199**	**$5,572,001**	**$1,470,556**	**($5,737,173)**	**$1,305,384**

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

1. NATURE OF OPERATIONS AND GOING CONERN

Secur3D Inc. (the "Company") was incorporated under the Canada Business Corporations Act on March 22, 2022. The principal business activity is the development of an artificial intelligence ("AI") online product.

The registered and records office of the Company is located at 2900 - 595 Burrard Street, Vancouver BC, V7X 1J5. The principal address of the Company's operations is located at 215 - 1080 Mainland Street, Vancouver BC V6B 2T4.

These consolidated financial statements have been prepared on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. As at September 30, 2025, the Company has generated minimal revenues from operations and has an accumulated deficit of $5,737,173. The continued operations of the Company are dependent on its ability to generate future cash flows from operations or obtain additional financing. These conditions indicate the existence of a material uncertainty that may cast significant doubt on the Company’s ability to continue as a going concern. These financial statements do not reflect any adjustments that may be necessary if the Company is unable to continue as a going concern. These adjustments could be material. Management intends to finance operating costs over the next 12 months with private placements of common shares and loans from shareholders. While management has been successful in obtaining sufficient funding for its operating and capital requirements from the inception of the Company to date, there is no assurance that additional funding will be available to the Company, when required, or on terms which are acceptable to management.

2. BASIS OF PREPARATION

a) Statement of compliance

These consolidation financial statements have been prepared in accordance with IFRS Accounting Standards (“IFRS”) as issued by the International Accounting Standards Board (the “IASB”).

These consolidated financial statements were approved by the Board of Directors and authorized for issued on July 15, 2026.

b) Basis of measurement

These consolidated financial statements have been prepared on a historical cost basis since inception, except for those assets and liabilities that are measured as fair value at the end of each reporting period. Additionally these consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information. These consolidated financial statements have been prepared on the basis that the Company will continue as a going concern, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business.

c) Basis of consolidation

These consolidated financial statements include the accounts of the Company, and its wholly owned subsidiary GEO AI Mesh Protocol Inc. Control is achieved when the Company is exposed, or has rights, to variance returns from its involvement with the investee and can affect those returns through its power over the investee. Intercompany balances and transactions have been eliminated in preparing these consolidated financial statements.

d) Functional currency and presentation currency

These consolidated financial statements are presented in Canadian Dollars, the Company’s presentation currency. The functional currency of the Company and all of its subsidiaries is the Canadian Dollar.

e) Critical accounting judgments, estimates and assumptions

The Company’s management makes judgements in the process of applying the Company’s accounting policies in the preparation of its consolidated financial statements. In addition, the preparation of the consolidated financial statements requires that the Company’s management makes assumptions and estimates of effects of uncertain future events on carrying amounts of the

2. BASIS OF PREPARATION *(continued)*

Company's assets and liabilities, as well as expenses at the end of the reporting period. Actual future outcomes could differ from present estimates and assumptions, potentially having material future effects on the Company's consolidated financial statements. Estimates are reviewed on an ongoing basis and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates and the resulting effects on the carrying amounts of the Company's assets and liabilities are accounted for prospectively. The Company is also required to make critical judgements in applying certain of the Company's accounting policies.

The significant assumptions about future or other major sources of estimation uncertainty or application of judgement in applying the Company's accounting policies at the end of the reporting period that have a significant risk of resulting in a material adjustment to the carrying amounts of the Company's assets and liabilities are as follows:

i. Income taxes

Significant judgement is required in determining the provision for income taxes. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The Company recognizes liabilities and contingencies for anticipated tax audit issues based on the Company's current understanding of the tax law. For matters where it is probable that an adjustment will be made, the Company records its best estimate of the tax liability including the related interest and penalties in the current tax provision. Management believes they have adequately provided for the probable outcome of these matters; however, the final outcome may result in a materially different outcome than the amount included in the tax liabilities.

In addition, the Company recognizes deferred tax assets relating to tax losses carried forward to the extent there are sufficient taxable temporary differences (deferred tax liabilities) relating to the same taxation authority and the same taxable entity against which the unused tax losses can be utilized. However utilization of the tax losses also depends on the ability for the taxable entity to satisfy certain tests at the time the losses are recouped.

ii. Going concern

Management has applied judgements in the assessment of the Company's ability to continue as a going concern when preparing its consolidated financial statements for the year ended September 30, 2025. Management prepares the consolidated financial statements on a going concern basis unless management either intends to liquidate the entity or to cease trading, or has no realistic alternative but to do so. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but is not limited to, 12 months from the end of the reporting period. Management considered a wide range of factors relating to debt repayment schedules and potential sources of financing. As a result of the assessment, management concluded the going concern basis of accounting is appropriate based on cash flow forecasts and potential access to financing for future twelve months.

iii. Research and development

Evaluating whether or not costs incurred by the Company in research and development of its software applications meet the criteria for capitalizing as intangible assets. Management determined that as at September 30, 2025, 2024 and 2023, it was not able to demonstrate with sufficient certainty that it is probable the economic benefits will flow to the Company. Salaries and wages comprise the bulk of Research and Development expenditures.

iv. Share based compensation

In determining the fair value of share-based compensation, the Company uses the Black-Scholes Option Pricing Model. The Black-Scholes Option Pricing Model requires the input of highly subjective assumptions such as the expected life of the options, estimates of interest rates and share price volatility that can materially affect the fair value estimate.

3. MATERIAL ACCOUNTING POLICY INFORMATION

The material accounting policy information used in the preparation of these consolidated financial statements are as follows:

Property and equipment

Equipment is stated at cost or deemed cost less accumulated amortization and is amortized over its estimated useful life on a declining balance basis at the following rates and methods:

Computer equipment	55%	declining balance method

The Company regularly reviews its equipment to eliminate obsolete items. Government grants are treated as a reduction of equipment cost.

Equipment acquired during the year but not placed into use are not amortized until they are placed into use.

Leases

The Company assesses whether a contract is or contains a lease, at inception of a contract. A contract contains a lease when the contract conveys a right to control the use of an identified asset for a period of time in exchange for consideration. The Company recognizes a right-of-use ("ROU") asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, at the commencement of the lease, with the following exceptions: (i) the Company has elected not to recognize ROU assets and liabilities for leases where the total lease term is less than or equal to 12 months, or (ii) for leases of low value.

The ROU asset is initially measured based on the present value of lease payments, lease payments made at or before the commencement day, and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses. The ROU asset is depreciated over the shorter of the lease term or the useful life of the underlying asset. The ROU asset is subject to testing for impairment if there is an indicator of impairment.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease, if this rate cannot be readily determined, the Company uses its incremental borrowing rate. The incremental borrowing rate is the rate which the Company would have to pay to borrow over a similar term and with similar security, the funds necessary to obtain an asset of similar value to the ROU asset in a similar economic environment. Lease payments include fixed payments less any lease incentives, and any variable lease payments where variability depends on an index or rate. When the lease contains an extension or purchase option that the Company considers reasonably certain to be exercised, the cost of the option is included in the lease payments.

ROU assets are included in Property and Equipment and the lease liabilities are presented as a Lease liability on the Statements of Financial Position.

Income taxes

Income tax expense comprises of current and deferred tax. Current tax and deferred tax are recognized in net loss/income except to the extent that it relates to a business combination or items recognized directly in equity or in other comprehensive loss/income.

Current income taxes are recognized for the estimated income taxes payable or receivable on taxable income or loss for the current year and any adjustment to income taxes payable in respect of previous years. Current income taxes are determined using tax rates and tax laws that have been enacted or substantively enacted by the yearend date.

Deferred tax assets and liabilities are recognized where the carrying amount of an asset or liability differs from its tax base, except for taxable temporary differences arising on the initial recognition of goodwill and temporary differences arising on the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction affects neither accounting nor taxable profit or loss.

3. MATERIAL ACCOUNTING POLICY INFORMATION *(continued)*

Recognition of deferred tax assets for unused tax losses, tax credits and deductible temporary differences is restricted to those instances where it is probable that future taxable profit will be available against which the deferred tax asset can be utilized. At the end of each reporting year, the Company reviews unrecognized deferred tax assets. The Company recognizes a previously unrecognized deferred tax asset to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Share capital

The Company's common shares and share options are classified as equity instruments to the extent they do not meet the definition of a financial liability. Common shares issued in the Company's equity are recorded at the net proceeds received which is the fair value of the consideration received less costs incurred in connection with the issue.

Share based compensation

The Company grants stock options to employees and consultants as determined by the Company's Board of Directors. Stock options granted to the directors of the Company are granted subject to approval of the Company's shareholders. The Company does not repurchase stock options from optionees.

Compensation costs attributable to all stock options granted are measured at fair value at the grant date, using the Black-Scholes Model, and are expensed over the vesting period with a corresponding increase to contributed surplus. The Black-Scholes Model requires the input of highly subjective assumptions including expected stock price volatility. Differences in input assumptions can materially affect the fair value estimate and therefore the existing models do not necessarily provide a reliable single measure of the fair value of any stock options granted.

The Company credits contributed surplus for the stock option expense recorded over the vesting period. Upon the exercise of stock options, consideration received together with the amount previously recognized in contributed surplus is recorded as an increase to share capital.

SR&ED investment tax credits

The Company claims federal investment tax credits as a result of incurring scientific research and experimental development ("SR&ED") expenditures recoverable form the Canadian federal and provincial governments. The amounts claimed un the program represent amounts based on management estimates of eligible research and development costs incurred during the year. Realization is subject to government approval. Refundable SR&ED tax credits claimed relating to qualifying expenditures are recorded to other income.

Subscription-based services

The Company offers subscriptions for software as a service (SaaS), which allows customer access to the Company's software platform over the contract period. The revenue from this subscription service is recognized ratably over the contract period, commencing on the date the customer enters into the subscription agreement and the customer has the right to use and access the platform. Contract assets representing unbilled services rendered are included in "Receivables" in the consolidated statements of financial position. Contract liabilities representing amounts invoiced before the recognition of services are presented under "Deferred revenue" in the consolidated statements of financial position.

3. MATERIAL ACCOUNTING POLICY INFORMATION *(continued)*

Research and development

Research costs are expensed when incurred. Internally-generated software costs, including personnel costs of the Company's research and development activities, are capitalized as intangible assets when the Company can demonstrate that the technical feasibility of the project has been established; the Company intends to complete the asset for use or sale and has the ability to do so; the asset can generate probable future economic benefits; the technical and financial resources are available to complete the development; and the Company can reliably measure the expenditure attributable to the intangible asset during its development. After initial recognition, internally-generated intangible assets are recorded at cost less accumulated amortization and accumulated impairment changes. These costs are amortized on a straight-line basis over the estimated useful life of the asset.

Impairment of non-financial assets

At each reporting period, the Company assesses whether there are indicators of impairment for its non-financial assets. If indicators exist, the Company determines if the recoverable amount of the asset or cash generating unit ("CGU") is greater than its carrying amount. A CGU is defined as the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or groups of assets.

If the carrying amount exceeds the recoverable amount, the asset or CGU is recorded at its recoverable amount with the reduction recognized in profit or loss. The recoverable amount is the greater of the value in use or fair value less costs to sell. Fair value is the amount the asset could be sold for in an arm's length transaction. The value in use is the present value of the estimated future cash flows of the asset from its continued use. The fair value less costs to sell considers the continued development of a property and market transactions in a valuation model.

Impairments are reversed in subsequent periods when there has been an increase in the recoverable amount of a previously impaired asset or CGU and these reversals are recognized in profit or loss. The recovery is limited to the original carrying amount less amortization, if any, that would have been recorded had the asset not been impaired.

Financial instruments

Classification and measurement

Financial assets

The classification and measurement of financial assets is based on the Company's business models for managing its financial assets and whether the contractual cash flows represent solely payments of principal and interest ("SPPI"). Financial assets are initially measured at fair value and are subsequently measured at either (i) amortized cost; (ii) fair value through other comprehensive income, or (iii) at fair value through profit or loss.

i) Amortized cost

Financial assets classified and measured at amortized cost are those assets that are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows, and the contractual terms of the financial asset give rise to cash flows that are SPPI. Financial assets classified at amortized cost are measured using the effective interest method. The Company's amounts receivable are classified as amortized cost.

ii) Fair value through other comprehensive income ("FVTOCI")

Financial assets classified and measured at FVTOCI are those assets that are held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets, and the contractual terms of the financial asset give rise to cash flows that are SPPI. The Company does not have any assets classified and measured at FVTOCI.

3. MATERIAL ACCOUNTING POLICY INFORMATION *(continued)*

iii) Fair value through profit or loss ("FVTPL")

Financial assets classified and measured at FVTPL are those assets that do not meet the criteria to be classified at amortized cost or at FVTOCI. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets held at FVTPL are included in profit or loss in the period in which they arise. The Company's cash is classified and measured at FVTPL.

Financial liabilities

All financial liabilities are initially recognized at fair value plus or minus transaction costs that are directly attributable to issuing the financial liability. Financial liabilities are measured at amortized cost unless they are required to be measured at FVTPL. The Company's accounts payable and accrued liabilities, and due to related parties are classified as amortized cost.

Impairment of financial assets

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

Derecognition

Financial asset

The Company derecognizes financial assets only when the contractual rights to cash flows form the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in the statement of loss and comprehensive loss.

Financial liabilities

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled or expire. The Company also derecognizes a financial liability when the terms of the liability are modified such that the terms and/or cash flows of the modified instrument are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value. Gains and losses on derecognition are recognized in profit or loss.

Recent accounting pronouncements

There are new accounting standards, amendments to accounting standards and interpretation that are effective for periods on or after October 1, 2025 with early adoption permitted. These have not been applied in preparing the consolidated financial statements for the year ended September 30, 2025. These standards and interpretations are not expected to have a material impact on the Company's consolidated financial statements other than the following:

In April 2024, the IASB issued IFRS 18 Presentation and Disclosure in Financial Statements, replacing IAS 1. IFRS 18 includes requirements for all entities applying IFRS Accounting Standards for the presentation and disclosure of information in the financial statements. IFRS 18 introduces new totals, subtotals, and categories for income and expenses in the income statement, and requires disclosures about management-defined performance measures and additional requirements regarding the aggregation and disaggregation of certain information. IFRS 18 will be effective on or after January 1, 2027, with earlier adoption permitted. It must be adopted on a retrospective basis. The Company is currently evaluating the impact on its financial statements.

(expressed in Canadian Dollars)

4. AMOUNTS RECEIVABLE

	2025	2024	2023
GST receivable	$11,493	$897	$3,494
SR&ED tax credit receivable	368,994	399,762	386,419
	$380,487	$400,659	$389,913

As at September 30, 2025, Scientific Research and Development (SR&ED) tax credit of $368,994 (2024- $399,762, 2023 - $386,419, 2022 - $Nil) pertaining to fiscal 2025 was accrued as receivable.

During the year ended the Company received $35,819 (2024 - $122,181, 2023 - $Nil) from Industrial Research Assistance Program ("IRAP") funding for reimbursement of research and development project costs.

5. PROPERTY AND EQUIPMENT

Cost:	Right-of-use asset	Computer equipment	Total
At March 17, 2022	$ -	$ -	$ -
Additions	-	$7,712	7,712
At September 30, 2022	-	$7,712	7,712
Additions	-	$8,339	8,339
At September 30, 2023	-	16,051	16,051
Additions	-	-	-
At September 30, 2024	-	16,051	16,051
Additions	61,271	-	61,271
At September 30, 2025	$ 61,271	$ 16,051	$ 77,322
Accumulated depreciation:			
At March 17, 2022	$ -	$ -	$ -
Depreciation for the period	-	2,121	2,121
At September 30, 2022	-	2,121	2,121
Depreciation for the year	-	5,369	5,369
At September 30, 2023	-	7,490	7,490
Depreciation for the year	-	4,709	4,709
At September 30, 2024	-	12,199	12,199
Depreciation for the year	22,977	2,119	25,096
At September 30, 2025	$ 22,977	$ 14,318	$ 37,295
Net book value:			
September 30, 2023	$ -	$ 8,561	$ 8,561
September 30, 2024	$ -	$ 3,852	$ 3,852
September 30, 2025	$ 38,294	$ 1,733	$ 40,027

(expressed in Canadian Dollars)

6. RELATED PARTY TRANSACTIONS AND BALANCES

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors, the Chief Executive Officer, President and Head of Technology.

The following is a summary of the company's related party transactions:

	2025	2024	2023
Related party transactions			
Disruptive Media Publishers Canada Inc.			
(common shareholders)			
Loan advances	$ -	$ 27,738	$ -
Loan repayments	(27,738)	-	-
	$ (27,738)	$ 27,738	$ -

On September 30, 2025, accounts payable and accrued liabilities included $187,600 (2024- $36,738, 2023 - $22,500, 2022 - $nil) due to a company controlled by the CEO of the Company.

During the year ended September 30, 2025, the Company incurred the following transactions with related parties:

The Company made sales of $63,500 (2024 - $Nil, 2023 - $Nil) to a company controlled by the CEO of the Company.

The Company incurred $475,749 (2024 -$380,000, 2023 - $380,000) in salaries and wages to directors and officers.

The Company incurred $200,000 (2024- $Nil, 2023 - $Nil,) in contracting service to a company controlled by the CEO of the Company.

The Company incurred $36,000 (2024-$19,000, 2023 - $35,000, 2022 - $Nil) in rent to a company controlled by the CEO of the Company.

The Company granted nil stock options (2024 – Nil, 2023 – 4,125,000) to key management personnel, and recognized stock based compensation of $204,035 (2024 - $460,785, 2023 - $219,894) related to the vesting of these stock options.

These transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

7. LOAN PAYABLE

On October 1, 2024, the Company obtained an unsecured loan of $50,000 bearing interest of 8.5% per annum with repayment of outstanding interest and principal due on or before October 1, 2025. During the year ended September 30, 2025, the Company incurred interest expense of $4,250 (2024 - $Nil). The loan was repaid in full on June 25, 2025.

(expressed in Canadian Dollars)

8. LEASE LIABILITY

On January 1, 2025, the Company entered into an office lease with a Company controlled by the CEO of the Company.

A continuity of the lease liability for the year ended September 30, 2025 is as follows:

	2025	2024	2023
Lease liability, beginning of year	$ -	$ -	$ -
Additions	61,271	-	-
Lease payments	(27,000)	-	-
Interest expense	6,271	-	-
Total lease liability	40,542	-	-
Less: current portion	(31,777)	-	-
Total non-current lease liability	$ 8,765	$ -	$ -

The maturity analysis of the undiscounted contractual balances of the lease liability is as follows:

Less than one year	$ 36,000
One to two years	9,000
Total undiscounted lease liability at September 30, 2025	$ 45,000

9. SHARE CAPITAL

Common shares

Authorized
Unlimited Class "A" common voting shares
Issued and outstanding
46,546,866 Class "A" common voting shares

During the year ended September 30, 2025, the Company issued 6,593,333 units as part of a private placement at $0.30 per unit for gross proceeds of $1,978,000. Each unit consists of one common share and one half common share purchase warrant. A fair value of $Nil has been allocated to the common share purchase warrants.

During the year ended September 30, 2024, the Company issued 1,406,666 units as part of a private placement at $0.30 per unit for gross proceeds of $422,000. Each unit consists of one common share and one half common share purchase warrant. A fair value of $Nil has been allocated to the common share purchase warrants.

During the year ended September 30, 2023, the Company issued 3,100,000 common shares as part a private placement of $0.20 per share for gross proceeds for $620,000.

During the period ended September 30, 2022, the Company issued 12,040,200 common shares as part of private placements ranging from $0.005 to $0.20 per share for gross proceeds of $1,002,001.

During the period ended September 30, 2022, the Company issued 30,000,000 common shares in exchange for the software asset known as The Animator's Modeler ("TAM"). The transaction was reported as a Subsection 85 (1) rollover with an elected value of $10 and a fair market value of $1,550,000.

(expressed in Canadian Dollars)

9. SHARE CAPITAL *(continued)*

Warrants

During the year ended September 30, 2025, the Company issued 3,313,000 common share purchase warrants in connection with the private placements. The warrants entitle the holder to purchase one common share of the Company at a price of $0.45 on or before April 17, 2026, August 1, 2026 and August 20, 2026.

The continuity schedule of warrants is as follows:

	Number of warrants
Balance at March 17, 2022, September 30, 2022, 2023 and 2024	703,334
Granted	3,313,000
Expired	(339,999)
Balance at September 30, 2025	3,676,335

As at September 30, 2025, the continuity schedule of warrants is as follows:

Weighted average exercise price	Remaining contractual life (years)	Number of warrants outstanding	Expiry dates
$0.45	0.29	363,335	January 14, 2026
$0.45	0.55	680,000	April 17, 2026
$0.45	0.84	133,000	August 1, 2026
$0.45	0.89	2,500,000	August 20. 2026

10. SHARE BASED COMPENSATION PLAN

The Company has a stock option plan (the "Option Plan"). Share-based payments to employees are measured at the grant date at fair value and recognized over the vesting period. Share-based payments to non-employees are measured at the fair value of goods or services received or the fair value of the equity instrument issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The corresponding amount is credited to the share-based payment reserves. The fair value of stock options is determined using the Black-Scholes option pricing model. 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 as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest.

Under the plan, options reserved for issuance cannot exceed 20% of outstanding common shares.

The Company issues stock options to senior executives, management, and consultants who are involved in the development of the business. Each stock option grants the holder the right to purchase one common share at a specified exercise price. Options vest at variable periods. All options expire at the earlier of 10 years from the date of grant or 60 months after a triggering event. The options expiring May 24, 2032 vest 25% on the first anniversary of the date of grant, with an additional 25% every 12 months thereafter. The options expiring June 21, 2032 vest 12.5% on the first 6-month anniversary of the date of grant, with a further 12.5% every six months thereafter until fully vested. The options expiring September 15, 2032 vest 25% on the first anniversary of the date of grant, with an additional 25% every 12 months thereafter. The options expiring September 15, 2023 vest 25% on the date of the grant with an additional 25% every 12 months thereafter. The options expiring September 15, 2023 granted to a consultant vest 50% after 12 months from the date of grant, and the remaining 50% 12 months thereafter.

(expressed in Canadian Dollars)

10. SHARE BASED COMPENSATION PLAN *(continued)*

During the year, 30,000 (2024 – NIL, 2023 – 4,620,000) options were granted, of which none were exercised or expired. The fair value of the options was determined using the Black-Scholes pricing model using the following inputs:

	2025	2024	2023
Expected life (years)	7	-	9
Risk free rate	2.79%	-	3.80%
Volatility	129%	-	138%
Share price	$0.30	-	$0.20
Exercise price	$0.30	-	$0.20
Dividend rate	-	-	-

Volatility is estimated based on the average of three comparable peer group companies for the expected life of the options.

The weighted average exercise price as at September 30, 2025 was $0.14 (2024 - $0.14, 2023 - $0.14), and the weighted average remaining contractual life as at September 30, 2025 was 6.65 (2024 – 7.68, 2023 – 8.68) years. As at September 30, 2025, 9,592,500 of the 11,780,000 stock options issued were exercisable.

Total share based compensation costs relating to stock options in 2025 were $235,425 (2024 - $477,105, 2023 - $237,139).

	Number	Exercise Price		Grant Date	Expiry Date*
As at September 30, 2025					
Chief Executive Officer	5,000,000	$	0.10	May 25,2022	July 1, 2031
Founding partners	2,000,000	$	0.10	May 25, 2022	July 1, 2031
Board of Directors	2,500,000	$	0.20	June 22, 2022	July 1, 2031
Lead software engineer	100,000	$	0.20	June 22, 2022	July 1, 2031
Marketing coordinator	30,000	$	0.20	June 22, 2022	July 1, 2031
Consultants	80,000	$	0.20	Sep 15, 2023	July1 , 2031
Internal accountant	50,000	$	0.20	Sep 15, 2023	July 1, 2031
Senior software engineer	50,000	$	0.20	Sep 15, 2023	July 1, 2031
Founding partners	1,500,000	$	0.20	Sep 15, 2023	July 1, 2031
Board of Directors	125,000	$	0.20	Sep 15, 2023	July 1, 2031
Lead software engineer	50,000	$	0.20	Sep 15, 2023	July 1, 2031
Marketing coordinator	25,000	$	0.20	Sep 15, 2023	July 1, 2031
Senior software engineer	25,000	$	0.20	Sep 15, 2023	July 1, 2031
Junior software developer	85,000	$	0.20	Sep 15, 2023	July 1, 2031
Cloud development engineer	55,000	$	0.20	Sep 15, 2023	July 1, 2031
Internal accountant	25,000	$	0.20	Sep 15, 2023	July 1, 2031
Consultant	50,000	$	0.20	Sep 15, 2023	July 1, 2031
Junior Web Developer	30,000	$	0.30	Sep 12, 2025	July 1, 2031

*The stock options outstanding have an expiry date of 5 years after the Company's IPO or listing date, which is expected to occur in July 2026.

(expressed in Canadian Dollars)

10. SHARE BASED COMPENSATION PLAN *(continued)*

As of September 30, 2025, 1,151,960 (2024 – 7,095,313, 2023 – 7,235,980) stock options were issued in excess of the Option Plan's maximum 20% of the issued and outstanding common shares of the Company. The co- founders of the Company who held 8,500,000 (2024 - 8,500,000, 2023 - 8,500,000) of the 11,780,000 (2024 – 11,750,000, 2023 – 11,750,000) stock options granted have waived their right to exercise until such time that there are sufficient issued and outstanding common shares to enable the transaction within the Option Plan.

11. OTHER INCOME

	2025	2024	2023
Software subscription fees	$ 63,500	$ -	$ -
	$ 63,500	$ -	$ -

For the year ended September 30, 2025, there was one customer that comprised of 100% of other income for use of the Company's software currently in the development stage, which customer is a company controlled by the CEO of the Company.

12. RESEARCH AND DEVELOPMENT

During the years ended September 30, 2025, 2024 and 2023 the Company incurred expenses related to its research and development activities as follows:

	Year Ended		
	September 30, 2025	September 30, 2024	September 30, 2023
Salaries and wages	$571,872	$700,308	$572,807
Consulting fees	41,185	-	68,500
Data and software licensing costs	200,000	-	-
Share based compensation	64,331	116,050	62,125
	$877,388	$816,358	$703,432

(expressed in Canadian Dollars)

13. INCOME TAXES

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

	2025	2024	2023
Loss for the year	($1,112,532)	($1,213,575)	($893,015)
	27%	27%	27%
Expected income tax recovery	(300,000)	(328,000)	(241,000)
Non-deductible expenses and other	278,000	(2,000)	168,000
Permanent differences	(34,000)	130,000	68,000
Chang in unrecognized deductible temporary differences	56,000	200,000	5,000
Total income tax recovery	$ -	$ -	$ -

The Company had deductible temporary differences and unused tax losses for which no deferred tax assets have been recognized as follows:

	2025	2024	2023
Non-capital loss carry-forwards	$ 381,000	$ 325,000	$ 126,000
Computer equipment	1,000	1,000	-
	382,000	326,000	126,000
Unrecognized deferred tax assets	(382,000)	(326,000)	(126,000)
Net deferred tax assets	$ -	$ -	$ -

The Company has non-capital losses of $1,412,000 available for carryforward to reduce future years' income for income tax purposes. The losses expire from 2042 to 2044. Tax attributes are subject to review, and potential adjustment by tax authorities.

14. FINANCIAL INSTRUMENTS AND RELATED RISKS

Fair value

The Company's financial instruments at September 30, 2025 include cash, amounts receivable, accounts payable and accrued liabilities and due to related parties. The fair values of these instruments approximate their carrying values due to their short-term nature.

IFRS 13 *Fair Value Measurement* establishes a fair value hierarchy for financial instruments measured at fair value that reflects the significance of inputs used in marking fair value measurements as follows:

Level 1 – quoted prices in active markets for identical assets or liabilities;

Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., form derived prices); and

Level 3 – inputs for the asset or liabilities that are not based upon observable market data.

The fair value of cash is based on Level 1 inputs. The Carrying values of amounts receivable, accounts payable and accrued liabilities and due to related parties approximate their respective fair values due to the short-term nature of these items.

The Company is exposed to various risks through its financial instruments and has a comprehensive risk management framework to monitor, evaluate and manage these risks. The following analysis provides information about the company's risk exposure and concentration as of September 30, 2025.

14. FINANCIAL INSTRUMENTS AND RELATED RISKS

Credit risk

Credit risk arises from the potential that a counter party will fail to perform its obligations. The Company is exposed to credit risk in respect to cash. All of the Company's cash is held by one bank, consequently there is a concentration of credit risk. This risk is managed by using a major bank that is a high credit quality financial institution as determined by rating agencies. Credit risk is assessed as low.

Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The Company is exposed to this risk mainly in respect of accounts payable and employee payroll remittances. The Company's management oversees the Company's liquidity risk to ensure the Company has access to enough readily available funds to cover its financial obligations as they come due.

Unless otherwise noted, it is management's opinion that the company is not exposed to significant other price risks arising from these financial instruments.

15. CAPITAL MANAGEMENT

The Company's objectives when managing capital are to ensure that there are adequate capital resources to safeguard the Company's ability to execute on it strategic operating plan, continue as a going concern and to maximize its financial flexibility by maintaining strong liquidity and by utilizing alternative sources of capital including equity, debt and bank loans or lines of credit to fund continued growth. In the management of capital, the Company includes the components of shareholders' equity and short-term liabilities, as well as cash. The Company sets the amount of capital in proportion to risk and based on the availability of funding sources. The Company manages its capital structure and adjusts it in light of changes in economic conditions and the risk characteristics of the underlying assets. Additional debt and/or equity financing may be pursued in the future as deemed appropriate to balance debt and equity. To maintain or adjust the capital structure, the Company may issue new shares, take on additional debt or sell assets to reduce debt. The Company is not subject to any externally imposed capital requirements and the Company does not pay out dividends. There were no changes in the Company's approach to capital management during the period.

16. SUBSEQUENT EVENTS

a) Amalgamation transaction

On June 29, 2026 the Company completed the amalgamation transaction (the "Transaction") as per the Amalgamation Agreement (the "Agreement") entered into on December 8, 2025 with Polar Resources Corp. ('Polar'), and 17428154 Canada Inc. ('Subco'), a wholly owned subsidiary of Polar, whereby Polar acquired all of the issued and outstanding securities of the Company by way of a three-cornered amalgamation. Pursuant to the terms of the Transaction, the Company amalgamated with Subco and become a wholly owned subsidiary of Polar. As consideration for the acquisition of all of the outstanding common shares of the Company, Polar issued one post-consolidation common share of Polar for every Company share.

In connection with the Transaction, Polar intends to seek the listing of its common shares on the Canadian Securities Exchange under the name "Secur3D Holdings Inc." (the "Resulting Issuer")

16. SUBSEQUENT EVENTS *(continued)*

In addition, the completion of the Transaction triggered a fee payable to Strategic Alternatives, LLC under a Client Services Agreement entered into on October 31, 2024. The fee payable is an amount equal to 5% of the post-consolidated Polar Shares issued under the Transaction, which fee will be paid in post-consolidation Polar Shares.

Although the Resulting Issuer is the legal acquirer, the former shareholders of the Company obtained control of the Resulting Issuer upon completion of the Transaction. Accordingly, the Transaction represents a reverse takeover for accounting purposes, with the Company identified as the accounting acquirer and Polar as the legal acquirer. The Company's acquisition of Polar constitutes an asset acquisition as Polar did not meet the definition of a business, as defined in IFRS 3 – Business Combinations. The Transaction has been accounted for as an asset acquisition in accordance with IFRS 2 – Share-Based Payments.

b) On October 17, 2025, the Company issued 158,666 units at a price of $0.30 per unit for gross proceeds of $47,600. Each unit consists of one common share and one-half warrant, each warrant has an expiry date of one year from the date of issuance and an exercise price of $0.45 per share.

c) On November 7, 2025, the Company issued 178,154 common shares as part of a Debt Conversion Agreement with a vendor in exchange for outstanding amounts owing by the Company of $38,005 USD.

d) On January 14, 2026, the Company issued 540,000 units at a price of $0.30 per unit for gross proceeds of $162,000. Each unit consists of one common share and one-half warrant, each warrant has an expiration date of one year from the date of issuance and an exercise price of $0.45 per share. As part of this issuance, the Company paid finders fees of $1,260 and issuance of 4,200 warrants with an exercise price of $0.45 and an expiry date one year from the date of issuance.

e) On March 31, 2026, the Company issued 203,333 units at a price of $0.30 per unit for gross proceeds of $61,000. Each unit consists of one common share and one-half warrant, each warrant has an expiry date of one year from the date of issuance and an exercise price of $0.45 per share.

f) On May 14, 2026, the Company issued 666,668 units at a price of $0.30 per unit for gross proceeds of $200,000. Each unit consists of one common share and one-half warrant, each warrant has an expiry date of one year from the date of issuance and an exercise price of $0.45 per share. As part of this issuance, the Company paid finders fees of $14,000 and issuance of 46,667 warrants with an exercise price of $0.45 and an expiry date one year from the date of issuance

SECUR3D INC.

Interim Condensed Consolidated Financial Statements

(Unaudited)

For the three and six months ended

March 31, 2026 and 2025

(expressed in Canadian Dollars)

SECUR3D INC.

Interim Condensed Consolidated Statements of Financial Position

As at March 31, 2026

(Unaudited)

As at **(expressed in Canadian Dollars)**

	31-Mar-26	30-Sep-25
ASSETS		
CURRENT		
Cash	$ 714,282	$ 1,383,758
Amounts receivable *(Note 4)*	22,046	380,487
Deposits and prepaid expenses	-	2,532
	736,328	1,766,777
PROPERTY AND EQUIPMENT (Note 5)	26,510	40,027
	$ 762,838	$ 1,806,804
LIABILITIES		
CURRENT		
Accounts payable and accrued liabilities	$ 8,688	$ 230,844
Employee deductions payable	20,935	230,034
Lease liability (Note 7)	25,285	31,777
	54,908	492,655
LEASE LIABILITY (Note 7)	-	8,765
DUE TO RELATED PARTIES *(Note 6)*	142,125	-
	197,033	501,420
SHAREHOLDERS' EQUITY		
SHARE CAPITAL *(Note 7)*	5,896,047	5,572,001
CONTRIBUTED SURPLUS	1,528,805	1,470,556
DEFICIT	(6,859,047)	(5,737,173)
	565,805	1,305,384
	$ 762,838	$ 1,806,804

NATURE OF OPERATIONS AND GOING CONCERN (*Note 1*)
SUBSEQUENT EVENT *(Note 13)*

APPROVED AND AUTHORIZED FOR ISSUE ON BEHALF OF THE BOARD OF DIRECTORS ON July 15 2026

/s/ Otis Perrick ________________ *Director*

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

SECUR3D INC.

Interim Condensed Consolidated Statements of Loss and Comprehensive Loss

For the Three and Six Months Ended March 31, 2026 and 2025

(Unaudited)

(expressed in Canadian Dollars)

	For the three months ended March 31, 2026	For the three months ended March 31, 2025	For the six months ended March 31, 2026	For the six months ended March 31, 2025
EXPENSES				
Accounting fees	$ -	$ 7,500	$ 20,000	$ 7,500
Advertising and promotion	19,950	10,957	220,987	14,352
Amortization	8,417	8,189	16,833	8,719
Consulting fees	3,905	1,125	60,463	1,750
Interest and bank charges	1,755	198	2,134	571
Legal fees	8,551	5,912	27,819	3,530
Office	1,865	3,247	7,845	11,430
Rent	-	-	-	9,000
Research and development *(Note 10)*	336,851	174,514	476,226	350,248
Share based compensation *(Notes 6, 9)*	20,020	44,011	39,799	89,218
Salaries and wages *(Note 6)*	89,733	94,205	228,468	182,892
Travel	20,997	11,701	27,145	21,422
Computer and internet expenses	10,830	5,355	18,035	10,233
LOSS FROM OPERATIONS	(522,874)	(366,914)	(1,145,754)	(710,865)
OTHER INCOME (EXPENSES)				
Accretion Expense	(1,220)	(2,363)	(2,743)	(2,363)
Other income	27,300	15,875	27,300	32,400
Foreign exchange loss	1,317	-	(677)	-
IRAP (Note 4)	-	786	-	35,819
	27,397	14,298	23,880	65,856
NET LOSS AND COMPREHENSIVE LOSS	$ (495,477)	$ (352,616)	$ (1,121,874)	$ (645,009)

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

SECUR3D INC.
Interim Condensed Consolidated Statements of Cash Flows
For the Six Month Periods Ended March 31, 2026 and 2025
(Unaudited)
(expressed in Canadian Dollars)

	2026	2025
OPERATING ACTIVITIES		
Net loss	$ (1,121,874)	$ (645,009)
Items not affecting cash:		
Amortization of equipment	16,833	8,719
Share based compensation	58,249	120,591
Accretion expense	2,743	2,363
	(1,044,049)	(513,336)
Changes in non-cash working capital:		
Amounts receivable	358,441	365,544
Accounts payable and accrued liabilities	(168,711)	(26,082)
Deposits and prepaid expenses	2,532	-
Employee deductions payable	(209,099)	(8,639)
	(16,837)	330,823
Cash flow used by operating activities	$ (1,060,886)	$ (182,513)
INVESTING ACTIVITIES		
Purchase of equipment	$ (3,315)	$ -
Cash flow used by investing activity	$ (3,315)	$ -
FINANCING ACTIVITIES		
Advances from related parties	$ 142,125	$ -
Repayments to related parties	-	(27,738)
Advances of loan proceeds	-	50,000
Issuance of units for cash	270,600	-
Unit subscriptions received	-	204,000
Lease payments	(18,000)	(9,000)
Cash flow from financing activities	$ 394,725	$ 217,262
INCREASE (DECREASE) IN CASH FLOW	$ (669,476)	$ 34,749
Cash - beginning of the period	1,383,758	66
CASH - END OF PERIOD	$ 714,282	$ 34,815

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

SECUR3D INC.

Interim Condensed Consolidated Statements of Changes in Shareholders' Equity

For the Six Month Periods Ended March 31, 2026 and 2025

(expressed in Canadian Dollars)

(Unaudited)

	Common shares	Share capital	Contributed Surplus	Accumulated Deficit	Total shareholders' equity (deficiency)
Balance, September 30, 2024	46,546,866	$3,594,001	$1,233,789	($4,624,641)	$203,149
Issuance of shares for cash	-	-	-	-	-
Share Based Compensation	-	-	120,591	-	120,591
Net loss for the period	-	-	-	(645,009)	(645,009)
Balance, March 31, 2025	46,546,866	3,594,001	1,354,380	(5,278,650)	(321,269)
Issuance of shares for cash	6,593,333	1,978,000	-	-	1,978,000
Share Based Compensation	-	-	116,176	-	116,176
Net loss for the period	-	-	-	(467,523)	(467,523)
Balance, September 30, 2025	53,140,199	5,572,001	1,470,556	(5,737,173)	1,305,384
Issuance of shares for cash	901,999	270,600	-	-	270,600
Debt for shares settlement	178,154	53,446	-	-	53,446
Share Based Compensation	-	-	58,249	-	58,249
Net loss for the period	-	-	-	(1,121,874)	(1,121,874)
Balance, March 31, 2026	54,220,352	$5,896,047	$1,528,805	($6,859,047)	$565,805

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

1. NATURE OF OPERATIONS AND GOING CONERN

Secur3D Inc. (the "Company") was incorporated under the Canada Business Corporations Act on March 22, 2022. The principal business activity is the development of an artificial intelligence ("AI") online product.

The registered and records office of the Company is located at 2900 - 595 Burrard Street, Vancouver BC, V7X 1J5. The principal address of the Company's operations is located at 215 - 1080 Mainland Street, Vancouver BC V6B 2T4.

These consolidated financial statements have been prepared on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. As at March 31, 2026, the Company has an accumulated deficit of $6,859,046. The continued operations of the Company are dependent on its ability to generate future cash flows from operations or obtain additional financing. These conditions indicate the existence of a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. These financial statements do not reflect any adjustments that may be necessary if the Company is unable to continue as a going concern. These adjustments could be material. Management intends to finance operating costs over the next 12 months with private placements of common shares and loans from shareholders. While management has been successful in obtaining sufficient funding for its operating and capital requirements from the inception of the Company to date, there is no assurance that additional funding will be available to the Company, when required, or on terms which are acceptable to management.

2. BASIS OF PREPARATION

a) Statement of compliance

The Company's interim condensed consolidated financial statements have been prepared in accordance with International Accounting Standards 34, Interim Financial Reporting, as issued by the International Accounting Standards Board ("IASB"). The interim condensed consolidated financial statements do not include all disclosures required by IFRS Accounting Standards ("IFRS") as issued by the IASB for annual financial statements and should be read in conjunction with the Company's consolidated financial statements for the year ended September 30, 2025. These interim condensed consolidated financial statements were approved by the Board of Directors and authorized for issued on July 15, 2026.

b) Basis of measurement

These consolidated financial statements have been prepared on a historical cost basis since inception, except for those assets and liabilities that are measured as fair value at the end of each reporting period. Additionally these consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information. These consolidated financial statements have been prepared on the basis that the Company will continue as a going concern, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business.

c) Basis of consolidation

These consolidated financial statements include the accounts of the Company, and its wholly owned subsidiary GEO AI Mesh Protocol Inc. Control is achieved when the Company is exposed, or has rights, to variance returns from its involvement with the investee and can affect those returns through its power over the investee. Intercompany balances and transactions have been eliminated in preparing these consolidated financial statements.

d) Critical accounting judgments, estimates and assumptions

The Company's management makes judgements in the process of applying the Company's accounting policies in the preparation of its consolidated financial statements. In addition, the preparation of the consolidated financial statements requires that the Company's management makes assumptions and estimates of effects of uncertain future events on carrying amounts of the Company's assets and liabilities, as well as expenses at the end of the reporting period. Actual future outcomes could differ from present estimates and assumptions, potentially having material future effects on the Company's consolidated financial statements. Estimates are reviewed on an

2. BASIS OF PREPARATION *(continued)*

ongoing basis and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates and the resulting effects on the carrying amounts of the Company's assets and liabilities are accounted for prospectively. The Company is also required to make critical judgements in applying certain of the Company's accounting policies.

The significant assumptions about future or other major sources of estimation uncertainty or application of judgement in applying the Company's accounting policies at the end of the reporting period that have a significant risk of resulting in a material adjustment to the carrying amounts of the Company's assets and liabilities are as follows:

i. Income taxes

Significant judgement is required in determining the provision for income taxes. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The Company recognizes liabilities and contingencies for anticipated tax audit issues based on the Company's current understanding of the tax law. For matters where it is probable that an adjustment will be made, the Company records its best estimate of the tax liability including the related interest and penalties in the current tax provision. Management believes they have adequately provided for the probable outcome of these matters; however, the final outcome may result in a materially different outcome than the amount included in the tax liabilities.

In addition, the Company recognizes deferred tax assets relating to tax losses carried forward to the extent there are sufficient taxable temporary differences (deferred tax liabilities) relating to the same taxation authority and the same taxable entity against which the unused tax losses can be utilized. However utilization of the tax losses also depends on the ability for the taxable entity to satisfy certain tests at the time the losses are recouped.

ii. Going concern

Management has applied judgements in the assessment of the Company's ability to continue as a going concern when preparing its consolidated financial statements for the period ended March 31, 2026. Management prepares the consolidated financial statements on a going concern basis unless management either intends to liquidate the entity or to cease trading, or has no realistic alternative but to do so. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but is not limited to, 12 months from the end of the reporting period. Management considered a wide range of factors relating to debt repayment schedules and potential sources of financing. As a result of the assessment, management concluded the going concern basis of accounting is appropriate based on cash flow forecasts and potential access to financing for future 12 months.

iii. Research and development

Evaluating whether or not costs incurred by the Company in research and development of its software applications meet the criteria for capitalizing as intangible assets. Management determined that as at March 31, 2026 and September 30, 2025, its was not able to demonstrate with sufficient certainty that it is probable the economic benefits will flow to the Company. Accordingly, all research and development costs incurred to date have been expensed.

iv. Share based compensation

In determining the fair value of share-based compensation, the Company uses the Black-Scholes Option Pricing Model. The Black-Scholes Option Pricing Model requires the input of highly subjective assumptions such as the expected life of the options, estimates of interest rates and share price volatility that can materially affect the fair value estimate.

(expressed in Canadian Dollars)

3. AMOUNTS RECEIVABLE

		31-Mar-26		30-Sep-25
Trade Receivable	$	9,100	$	-
GST receivable		12,946		11,493
SR&ED tax credit receivable		-		368,994
	$	22,046	$	380,487

As at March 31, 2026, Scientific Research and Development (SR&ED) tax credit of $Nil (September 30, 2025 - $368,994) pertaining to fiscal 2025 was accrued as receivable.

4. PROPERTY AND EQUIPMENT

Cost:		Right-of-use asset		Computer equipment		Total
At September 30, 2024	$	-	$	16,051	$	16,051
Additions		61,271		-		61,271
At September 30, 2025		61,271		16,051		77,322
Additions		-		3,315		3,315
At March 31, 2026	$	61,271	$	19,366	$	80,637
Accumulated depreciation:						
At September 30, 2024	$	-	$	12,199	$	12,199
Depreciation for the year		22,977		2,119		25,096
At September 30, 2025		22,977		14,318		37,295
Depreciation for the period		15,318		1,515		16,833
At March 31, 2026	$	38,295	$	15,833	$	54,128
Net book value:						
September 30, 2024	$	-	$	3,852	$	3,852
September 30, 2025	$	38,294	$	1,733	$	40,027
March 31, 2026	$	22,976	$	3,533	$	26,509

5. RELATED PARTY TRANSACTIONS AND BALANCES

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors, the Chief Executive Officer, President and Head of Technology.

(expressed in Canadian Dollars)

5. RELATED PARTY TRANSACTIONS AND BALANCES *(continued)*

The following is a summary of the company's related party transactions:

On March 31, 2026, accounts payable and accrued liabilities included $142,125 (September 30, 2025 - $187,600) due to companies controlled by the CEO of the Company.

During the six-month period ended March 31, 2026, the Company incurred the following transactions with related parties:

The Company incurred $179,592 for the six months ending March 31, 2026 (2024 - $250,320) in salaries and wages to directors and officers.

The Company incurred $18,000 for the six months ended March 31, 2026 (2024 - $18,000) in rent to a company controlled by the CEO of the Company.

The Company incurred $200,000 for the six months ended March 31, 2026 (2024 – $Nil) in contracting service to a company controlled by the CEO of the Company.

The Company incurred $49,387 for the six months ended March 31, 2026 (2024 - $107,386) in share based compensation to directors and officers of the Company.

During the three-month period ended March 31, 2026, the Company incurred the following transactions with related parties:

The Company incurred $93,194 for the three months ending March 31, 2026 (2025 - $129,739) in salaries and wages to directors and officers.

The Company incurred $9,000 for the three months ended March 31, 2026 (2025 - $9,000) in rent to a company controlled by the CEO of the Company.

The Company incurred $200,000 for the three months ended March 31, 2026 (2025 – $Nil) in contracting service to a company controlled by the CEO of the Company.

The Company incurred $24,661 for the three months ended March 31, 2026 (2025 - $52,702) in share based compensation to director and officers of the Company.

These transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

6. LOAN PAYABLE

On October 1, 2024, the Company obtained an unsecured loan of $50,000 bearing interest of 8.5% per annum with repayment of outstanding interest and principal due on or before October 1, 2025. The loan was repaid in full on June 25, 2025. During the three and six month period ended March 31, 2026 the Company incurred interest expense of $Nil and $Nill (2025 - $1,417 and $2,833).

7. LEASE LIABILITY

On January 1, 2025, the Company entered into an office lease with a company controlled by the CEO of the Company.

A continuity of the lease liability for the six month period ended March 31, 2026 and year ended September 30, 2025 is as follows:

	March 31, 2026	September 30, 2025
Lease liability, beginning of year	$ 40,542	$ -
Additions	-	61,271
Lease payments	(18,000)	(27,000)
Interest expense	2,743	6,271
Total lease liability	25,285	40,542
Less: current portion	-	(31,777)
Total non-current lease liability	$ -	$ 8,765

(expressed in Canadian Dollars)

7. LEASE LIABILITY *(continued)*

The maturity analysis of the undiscounted contractual balances of the lease liability is as follows:

Less than one year	$ 27,000
Total undiscounted lease liability at March 31, 2026	$ 27,000

8. SHARE CAPITAL

Common shares

Authorized
Unlimited Class "A" common voting shares

Issued and outstanding
54,220,352 Class "A" common shares

During the period ended March 31, 2026, the Company issued 901,999 units as part of a private placement at $0.30 per unit for gross proceeds of $270,600. Each unit consists of one common share and one-half common share purchase warrant. A fair value of $Nil has been allocated to the common share purchase warrants.

During the six month period ended March 31, 2026, the Company issued 178,154 common shares with a fair value of $53,446 to settle accounts payable of $53,446 with a third party vendor of the Company.

During the year ended September 30, 2025, the Company issued 6,593,333 units as part of a private placement at $0.30 per unit for gross proceeds of $1,978,000. Each unit consists of one common share and one half common share purchase warrant. A fair value of $Nil has been allocated to the common share purchase warrants.

Warrants

During the six-month period ending March 31, 2026, the Company issued 455,203 common share purchase warrants in connection with a private placement. Each warrant entitles the holder to purchase one common share of the Company at a price of $0.45 on or before one year from the date of issuance.

During the year ended September 30, 2025, the Company issued a total of 3,313,000 common share purchase warrants in connection with the private placements. Each warrant entitles the holder to purchase one common share of the Company at a price of $0.45 on or before April 17, 2026, August 1, 2026 or August 20, 2026.

The continuity schedule of warrants is as follows:

	Number of warrants
Balance at September 30, 2024	703,334
Granted	3,313,000
Expired	(339,999)
Balance at September 30, 2025	3,676,335
Granted	455,203
Expired	(363,335)
Balance at March 31, 2026	3,768,203

(expressed in Canadian Dollars)

8. SHARE CAPITAL *(continued)*

As at March 31, 2026, the continuity schedule of warrants is as follows:

Weighted average exercise price	Remaining contractual life (years)	Number of warrants outstanding	Expiry dates
$0.45	0.05	680,000	April 17, 2026
$0.45	0.34	133,000	August 1, 2026
$0.45	0.39	2,500,000	August 20. 2026
$0.45	0.55	79,333	October 17, 2026
$0.45	0.78	274,203	January 9, 2027
$0.45	1.00	101,667	March 31, 2027

9. SHARE BASED COMPENSATION PLAN

The Company has a share option plan (the "Option Plan"). Share-based payments to employees are measured at the grant date at fair value and recognized over the vesting period. Share-based payments to non-employees are measured at the fair value of goods or services received or the fair value of the equity instrument issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The corresponding amount is credited to the share-based payment reserves. The fair value of share options is determined using the Black-Scholes option pricing model. 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 as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest.

Under the plan, options reserved for issuance cannot exceed 20% of outstanding common shares.

The Company issues share options to senior executives, management, and consultants who are involved in the development of the business. Each stock option grants the holder the right to purchase one common share at a specified exercise price. Options vest at variable periods. All options expire at the earlier of 10 years from the date of grant or 60 months after a triggering event. The options granted May 25, 2022 vest one-quarter on the first anniversary of the date of grant, and a further quarter each year thereafter. The options granted June 22, 2022 extended to the lead software engineer vest 12.5% on the first 6-month anniversary of the date of grant, and a further 12.5% every six months until fully vested. The options granted September 15, 2023 vest one-quarter on the first anniversary of the date of grant, and a further quarter on each year thereafter. The options granted September 15, 2023 extended to management of the Company vest one-quarter on the date of the grant, with an additional quarter each year thereafter. The options granted September 15, 2023 extended to a consultant vest 50% every year until fully vested. The fair value of these options was determined to be nominal.

During the period, NIL (2025 – 30,000) options were granted, and no options were exercised or expired.

The weighted average exercise price as at March 31, 2026 was $0.14 (September 30, 2025 - $0.14), and the weighted average remaining contractual life as at March 31, 2026 was 6.15 (September 30, 2025 – 6.65) years. As at March 31, 2026, 9,612,500 of the 11,780,000 stock options issued were exercisable. Total share based compensation costs relating to stock options in 2026 Q2 was $58,249 (2025 - $120,591).

(expressed in Canadian Dollars)

9. SHARE BASED COMPENSATION PLAN (continued)

	Number	Exercise Price		Grant Date	Expiry Date
As at March 31, 2026					
Chief Executive Officer	5,000,000	$	0.10	May 25,2022	July 1, 2031
Founding partners	2,000,000	$	0.10	May 25, 2022	July 1, 2031
Board of Directors	2,500,000	$	0.20	June 22, 2022	July 1, 2031
Lead software engineer	100,000	$	0.20	June 22, 2022	July 1, 2031
Marketing coordinator	30,000	$	0.20	June 22, 2022	July 1, 2031
Consultants	80,000	$	0.20	Sep 15, 2023	July 1, 2031
Internal accountant	50,000	$	0.20	Sep 15, 2023	July 1, 2031
Senior software engineer	50,000	$	0.20	Sep 15, 2023	July 1, 2031
Founding partners	1,500,000	$	0.20	Sep 15, 2023	July 1, 2031
Board of Directors	125,000	$	0.20	Sep 15, 2023	July 1, 2031
Lead software engineer	50,000	$	0.20	Sep 15, 2023	July 1, 2031
Marketing coordinator	25,000	$	0.20	Sep 15, 2023	July 1, 2031
Senior software engineer	25,000	$	0.20	Sep 15, 2023	July 1, 2031
Junior software developer	85,000	$	0.20	Sep 15, 2023	July 1, 2031
Cloud development engineer	55,000	$	0.20	Sep 15, 2023	July 1, 2031
Internal accountant	25,000	$	0.20	Sep 15, 2023	July 1, 2031
Consultant	50,000	$	0.20	Sep 15, 2023	July 1, 2031
Junior Web Developer	30,000	$	0.30	Sep 12, 2025	July 1, 2031

As of March 31, 2026, 935,930 (September 30, 2025 – 1,151,960) stock options were issued in excess of the Option Plan's maximum 20% of the issued and outstanding common shares of the Company. The co- founders of the Company who held 8,500,000 (September 30, 2024 - 8,500,000) of the 11,780,000 (September 30, 2025 – 11,780,000) stock options granted have waived their right to exercise until such time that there are sufficient issued and outstanding common shares to enable the grants within the Option Plan.

10. RESEARCH AND DEVELOPMENT

During the three and six month periods ended March 31, 2026 and 2025 the Company incurred expenses related to its research and development activities as follows:

	Three month period ended		Six month period ended	
	March 31, 2026	March 31, 2025	March 31, 2026	March 31, 2025
Salaries and wages	$111,167	$153,167	$222,776	$313,042
Consulting fees	17,500	5,833	35,000	5,833
Data and software licensing costs	200,000	-	200,000	-
Share based compensation	8,184	15,514	18,450	31,373
	$336,851	$174,514	$476,226	$350,248

11. FINANCIAL INSTRUMENTS AND RELATED RISKS

Fair value

The Company's financial instruments at September 30, 2025 include cash, amounts receivable, accounts payable and accrued liabilities and due to related parties. The fair values of these instruments approximate their carrying values due to their short-term nature.

IFRS 13 *Fair Value Measurement* establishes a fair value hierarchy for financial instruments measured at fair value that reflects the significance of inputs used in marking fair value measurements as follows:

Level 1 – quoted prices in active markets for identical assets or liabilities;

Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., form derived prices); and

Level 3 – inputs for the asset or liabilities that are not based upon observable market data.

The fair value of cash is based on Level 1 inputs. The Carrying values of amounts receivable, accounts payable and accrued liabilities and due to related parties approximate their respective fair values due to the short-term nature of these items.

The Company is exposed to various risks through its financial instruments and has a comprehensive risk management framework to monitor, evaluate and manage these risks. The following analysis provides information about the company's risk exposure and concentration as of March 31, 2026.

Credit risk

Credit risk arises from the potential that a counter party will fail to perform its obligations. The Company is exposed to credit risk in respect to cash. All of the Company's cash is held by one bank, consequently there is a concentration of credit risk. This risk is managed by using a major bank that is a high credit quality financial institution as determined by rating agencies. Credit risk is assessed as low.

Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The Company is exposed to this risk mainly in respect of accounts payable and employee payroll remittances. The Company's management oversees the Company's liquidity risk to ensure the Company has access to enough readily available funds to cover its financial obligations as they come due.

Unless otherwise noted, it is management's opinion that the company is not exposed to significant other price risks arising from these financial instruments.

12. CAPITAL MANAGEMENT

The Company's objectives when managing capital are to ensure that there are adequate capital resources to safeguard the Company's ability to execute on its strategic operating plan, continue as a going concern and to maximize its financial flexibility by maintaining strong liquidity and by utilizing alternative sources of capital including equity, debt and bank loans or lines of credit to fund continued growth. In the management of capital, the Company includes the components of shareholders' equity and short-term liabilities, as well as cash. The Company sets the amount of capital in proportion to risk and based on the availability of funding sources. The Company manages its capital structure and adjusts it in light of changes in economic conditions and the risk characteristics of the underlying assets. Additional debt and/or equity financing may be pursued in the future as deemed appropriate to balance debt and equity. To maintain or adjust the capital structure, the Company may issue new shares, take on additional debt or sell assets to reduce debt. The Company is not subject to any externally imposed capital requirements and the Company does not pay out dividends. There were no changes in the Company's approach to capital management during the period.

13. SUBSEQUENT EVENTS

a) Amalgamation transaction

On June 29, 2026 the Company completed the amalgamation transaction (the "Transaction") as per the Amalgamation Agreement (the "Agreement") entered into on December 8, 2025 with Polar Resources Corp. ('Polar'), and 17428154 Canada Inc. ('Subco'), a wholly owned subsidiary of Polar, whereby Polar acquired all of the issued and outstanding securities of the Company by way of a three-cornered amalgamation. Pursuant to the terms of the Transaction, the Company amalgamated with Subco and become a wholly owned subsidiary of Polar. As consideration for the acquisition of all of the outstanding common shares of the Company, Polar issued one post-consolidation common share of Polar for every Company share.

In connection with the Transaction, Polar intends to seek the listing of its common shares on the Canadian Securities Exchange under the name "Secur3D Holdings Inc." (the "Resulting Issuer")

In addition, the completion of the Transaction triggered a fee payable to Strategic Alternatives, LLC under a Client Services Agreement entered into on October 31, 2024. The fee payable is an amount equal to 5% of the post-consolidated Polar Shares issued under the Transaction, which fee will be paid in post-consolidation Polar Shares.

Although the Resulting Issuer is the legal acquirer, the former shareholders of the Company obtained control of the Resulting Issuer upon completion of the Transaction. Accordingly, the Transaction represents a reverse takeover for accounting purposes, with the Company identified as the accounting acquirer and Polar as the legal acquirer. The Company's acquisition of Polar constitutes an asset acquisition as Polar did not meet the definition of a business, as defined in IFRS 3 – Business Combinations. The Transaction has been accounted for as an asset acquisition in accordance with IFRS 2 – Share-Based Payments.

b) On May 14, 2026, the Company issued 666,668 units at a price of $0.30 per unit for gross proceeds of $200,000. Each unit consists of one common share and one-half warrant, each warrant has an expiry date of one year from the date of issuance and an exercise price of $0.45 per share. As part of this issuance, the Company paid finders fees of $14,000 and issuance of 46,667 warrants with an exercise price of $0.45 and an expiry date one year from the date of issuance.

APPENDIX D

Pro-Forma Consolidated Statement of Financial Position

Secur3D Holdings Inc.

Pro forma Consolidated Statement of Financial Position
As at March 31, 2026

(Prepared by Management)
(Expressed in Canadian Dollars)

Secur3D Holdings Inc. (formerly Polar Resources Corp.)

Pro Forma Consolidated Statement of Financial Position
As at March 31, 2026
(Unaudited - prepared by management)
(Expressed in Canadian Dollars)

	Secur3D Inc. March 31, 2026	Polar Resources Corp. February 28, 2026	Pro Forma Adjustments	Note 5	Pro Forma Balance Combined
ASSETS					
Current assets					
Cash	$ 714,282	$ 1,357	$ 200,000	b	$ 915,639
Amounts receivable	22,046	-			22,046
Total current assets	736,328	1,357	200,000		937,685
Non-current assets					
Property and equipment	26,510	-			26,510
TOTAL ASSETS	$ 762,838	$ 1,357	$ 200,000		$ 964,195
LIABILITIES					
Current liabilities					
Account payable and accrued liabilities	$ 8,688	$ 204,555	$ (143,246)	a	$ 69,997
Employee deductions payable	20,935	-			20,935
Loans payable	-	31,000	(31,000)	a	-
Lease liability	25,285	-			25,285
Total current Liabilities	54,908	235,555	(174,246)		116,217
Due to related parties	142,125	-			142,125
TOTAL LIABILITIES	197,033	235,555	(174,246)		258,342
SHAREHOLDERS' EQUITY (DEFICIENCY)					
Share capital	5,896,047	8,145,729	109,246	a	8,089,352
			200,000	b	
			1,993,305	c	
			(8,254,975)	d	
Contributed surplus and reserves	1,528,805	235,494	(235,494)	d	1,528,805
Deficit	(6,859,047)	(8,615,421)	8,615,421	d	(8,912,305)
			(1,993,305)	c	
			(59,952)	d	
Total equity (deficiency)	565,805	(234,198)	374,246		705,853

1. Basis of Presentation

This pro-forma consolidated statement of financial position as at March 31, 2026 (the "Pro-forma Financial Statement") of Secur3D Holdings Inc. (formerly Polar Resources Corp.) ("Polar") has been prepared by management to reflect Polar's acquisition of the issued and outstanding common shares of Secur3D Inc. ("S3D") (the "Transaction") by way of an amalgamation agreement (the "Amalgamation Agreement") dated December 8, 2025.

The Pro-forma Financial Statement has been prepared by management in accordance with IFRS Accounting Standards ("IFRS") from information derived from the consolidated financial statements of Polar and the consolidated financial statements of S3D together with other information available to Polar.

The Pro-forma Financial Statements have been compiled from and should be read in conjunction with the following:

- The condensed interim consolidated financial statements of Polar for the nine month period ended February 28, 2026.
- The consolidated financial statements of S3D for the six month period ended March 31, 2026.

The Pro-forma Financial Statement has been prepared as if the Transaction had occurred as of March 31, 2026 and is for illustration purposes only and may not be indicative of the combined results or financial position had the Transaction been in effect at the date indicated.

The acquisition is dependent upon fair value estimates and assumptions as at the closing date of the Transaction. There are instances where adequate information is not available at the time of the preparation of these Pro-forma Financial Statements to perform an estimate of fair value. Polar will finalize all amounts as it obtains the information necessary to complete the measurement process. Accordingly, the pro-forma adjustments are preliminary and have been made solely for the purpose of providing the Pro-forma Financial Statement.

Differences between preliminary estimates and final amounts may occur and these differences could be material to the accompanying Pro-forma Financial Statement of Polar and Polar's future performance and financial position of NSI.

The consolidated entity would be subject to an effective income tax rate of 27.0%.

The Pro-forma Financial Statement is presented in Canadian dollars which is the functional currency of Polar.

2. Summary of Material Accounting Policy Information

The Pro-forma Financial Statement has been compiled using material accounting policies as set out in the audited consolidated financial statements of Polar as at and for the year ended May 31, 2025. There are no material differences in the accounting policies between Polar and S3D.

3. Transaction

Pursuant to the Amalgamation Agreement:

- Polar completed a consolidation of its outstanding common shares, reducing the number issued and outstanding to 3,900,000 shares;
- Polar changed its name from Polar Resources Corp. to Secur3D Holdings Inc.;
- S3D and 17428154 Canada Inc. (Polar's wholly owned subsidiary), amalgamated, continuing under the name Secur3D Inc., such that S3D became a wholly owned subsidiary of Polar;

(Expressed in Canadian Dollars)

3. Transaction (cont'd)

- all of the former S3D shareholders received corresponding shares of Polar on the basis of one post-consolidation share of Polar for each S3D share held, and as a result (i) a total of 57,631,371 Polar shares, inclusive of a transaction fee of 2,744,351 shares paid to Strategic Alternatives, LLC, were issued, (ii) the former S3D shareholders collectively became the majority shareholders of Polar, and (iii) the transaction amounted to a "reverse take-over" (for accounting purposes) of Polar by the S3D shareholders;
- all of the former holders of options and warrants in the capital of S3D received replacement options and warrants in the capital of Polar, on equivalent terms;
- new directors and officers of Polar were appointed; and
- the business of S3D became the business of Polar.

4. Acquisition

A summary of the purchase price is as follows:

Share consideration	$	1,170,000
Transaction fee		823,305
Total consideration		1,993,305
Polar net liabilities (after debt settlements and forgiveness of debt)		(59,952)
Listing expense	$	2,053,257

Share consideration was measured based on 3,900,000 post-consolidated common shares issued at a price of $0.30 per common share, which is the same as the recent financings completed by S3D.

5. Pro-forma Assumptions and Adjustments

The Pro-forma Financial Statement gives effect to the following assumptions and adjustments. The actual fair values of assets acquired, and liabilities assumed will be determined as of the closing date and may differ materially from those recorded in this Pro-forma Financial Statement. The following adjustments have been made to reflect the Transaction:

a) Polar issued 364,152 post-consolidated common shares at $0.30 per share in a series of debt settlements and a concurrent forgiveness of debt of $65,000.

b) S3D issued 666,668 common shares at $0.30 per share for gross proceeds of $200,000. These shares have been included in the balance presented in (c).

c) Polar issued 57,631,371 post-consolidated common shares at $0.30 per share (note 4).

d) The equity balance of Polar will be eliminated, and the excess of the purchase consideration over the fair value of net liabilities of Polar in the amount of $59,952 has been accounted for as a listing expense and charged to deficit on the Pro-forma Financial Statement.

(Expressed in Canadian Dollars)

6. Pro-forma Continuity of Share Capital

Common shares	Note 5	Number	Amount
Opening balance		159,113,120	$ 5,896,047
Share consolidation		(155,577,272)	-
Post-consolidation debt settlements	a	364,152	109,246
S3D common shares issued	b	-	200,000
Shares issued in connection with the Transaction	c	57,631,371	1,993,305
Elimination of Polar equity	d	-	(109,246)
		61,531,371	$ 8,089,352

Warrants	Number	Exercise Price
Opening balance - Polar	-	$0.00
Warrants outstanding at March 31, 2025 - S3D	3,768,203	$0.45
Warrants expired unexercised - S3D	(680,000)	$0.45
Warrants issued May 14, 2026 private placement - S3D	380,001	$0.45
	3,468,204	$0.45

Stock Options	Number	Weighted Average Exercise Price
Opening balance - Polar	-	$0.00
Options outstanding - S3D	11,780,000	$0.14
	11,780,000	$0.14