

**INEO Tech Corp.**

**Interim Condensed Consolidated Financial Statements**

As at and for the six months ended December 31, 2023, and 2022

(Unaudited - Expressed in Canadian Dollars)

**MANAGEMENT’S RESPONSIBILITY FOR FINANCIAL REPORTING**

Management of the Company is responsible for the preparation of the accompanying unaudited interim condensed consolidated financial statements. The unaudited interim condensed consolidated financial statements have been prepared using accounting policies in compliance with International Financial Reporting Standards (“IFRS”) for the preparation of interim condensed financial statements and are in accordance with *International Accounting Standard (“IAS”) 34 – Interim Financial Reporting.*

The Company’s auditor has not performed a review of these interim condensed consolidated financial statements in accordance with the standards established by the Canadian Institute of Chartered Professional Accountants for a review of interim financial statements by an entity’s auditor.

|  |  |  |  |
| --- | --- | --- | --- |
|  | ***Notes*** | **December 31, 2023** | June 30, 2023 |
| **Assets** |  |  |  |
| **Current assets** |  |  |  |
| Cash |  | **$ 14,815** | $ 362,510 |
| Accounts receivable | *5* | **255,322** | 252,599 |
| Inventory | *4, 6* | **232,232** | 263,962 |
| Prepaid expenses | *7* | **33,270** | 96,380 |
| Note Receivable | *8* | **26,897** | 25,393 |
| GST recoverable |  | **7,780** | 14,415 |
|  |  | **570,316** | 1,015,259 |
| **Non-current assets** |  |  |  |
| Property and equipment | *9* | **1,586,867** | 1,509,388 |
| Right-of-use asset | *20* | **36,227** | 51,753 |
| Intangibles | *4* | **2,169** | 3,254 |
|  |  | **1,625,263** | 1,564,395 |
| **Total assets** |  | **$ 2,195,579** | $ 2,579,654 |
| **Liabilities and Shareholders' Equity (Deficit)** |  |  |  |
| **Current liabilities** |  |  |  |
| Accounts payable and accrued liabilities | *10* | **$ 1,133,754** | $ 674,537 |
| Loans payable | *11* | **187,500** | 181,250 |
| Government grant | *14* | **119,138** | 111,380 |
| Interest payable | *12, 13* | **79,460** | 13,973 |
| Current portion of lease liability | *21* | **39,115** | 36,352 |
| Due to related parties | *17* | **11,021** | 9,950 |
|  |  | **1,569,988** | 1,027,442 |
| **Non-current liabilities** |  |  |  |
| Notes payable | *12* | **881,235** | 856,112 |
| Bank loan payable | *13* | **350,000** | - |
| Non-current portion of lease liability | *21* | **7,030** | 27,266 |
|  |  | **1,238,265** | 883,378 |
| **Total liabilities** |  | **2,808,253** | 1,910,820 |
| **Shareholders' equity (deficit)** |  |  |  |
| Share capital | *15* | **14,968,979** | 14,968,979 |
| Reserves | *15* | **1,057,549** | 945,182 |
| Deficit |  | **(16,639,202)** | (15,245,327) |
|  |  | **(612,674)** | 668,834 |
| **Total liabilities and shareholders' equity (deficit)** |  | **$ 2,195,579** | $ 2,579,654 |

The accompanying notes are an integral part of these unaudited interim condensed consolidated financial statements. Nature and continuance of operations (Note 1)

Approved on behalf of the Board on February 22, 2024:

|  |  |
| --- | --- |
|  |  |
| Steve Matyas - Director | Eugene Syho – Director |

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  |  | **For the three months ended December 31** | | **For the six months ended December 31** | |
|  | ***Notes*** | **2023** | 2022 | **2023** | 2022 |
| **Sales** | *22* | $ **519,619** | $ 386,425 | **$ 885,550** | $ 802,511 |
| **Cost of Sales** | *22* | **(331,096)** | (205,215) | **(553,292)** | (413,655) |
| **Gross Profit** |  | **188,523** | 181,210 | **332,258** | 388,856 |
| **Expenses** |  |  |  |  |  |
| General and administrative expenses | *16* | **422,402** | 491,486 | **859,929** | 830,573 |
| Selling |  | **160,237** | 441,279 | **363,724** | 719,330 |
| Research and development |  | **179,114** | 197,000 | **377,458** | 384,686 |
|  |  | **761,753** | 1,129,765 | **1,601,111** | 1,934,589 |
| **Net loss before other income (expenses)** |  | **(573,230)** | (948,555) | **(1,268,853)** | (1,545,733) |
|  |  |  |  |  |  |
| **Other income (expenses)** |  |  |  |  |  |
| Other income, net | *8* | **(206)** | - | **542** | - |
| Foreign exchange gain (loss) |  | **(6,625)** | (5,480) | **(9,924)** | 8,439 |
| Interest expense, net | *11,12,13,14* | **(63,274)** | (27,672) | **(115,640)** | (35,027) |
|  |  | **(70,105)** | (33,152) | **(125,022)** | (26,588) |
| **Loss and comprehensive loss** |  | **$ (643,335)** | $ (981,707) | **$ (1,393,875)** | $ (1,572,321) |
| **Weighted average number of common shares outstanding - basic and diluted** |  | **76,143,709** | 67,820,107 | **76,143,709** | 64,005,122 |
| **Basic and diluted loss per share** |  | **(0.01)** | (0.01) | **(0.02)** | (0.02) |

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

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|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
|  | **Notes** | **Number of shares** | **Amount** | **Reserves** | **Deficit** | **Total Shareholders' Equity (Deficit)** |
| Balance, June 30, 2022 |  | 60,190,138 | $ 13,535,082 | $ 727,115 | $ (11,913,836) | $ 2,348,361 |
| Share issuance during the period |  |  |  |  |  |  |
| Private placement | *15* | 14,525,000 | 1,743,000 | - | - | 1,743,000 |
| Bonus shares | *15* | 1,428,571 | 171,429 | - | - | 171,429 |
| Stock-based compensation |  | - | - | 156,564 | - | 156,564 |
| Share issuance costs | *15* | - | (419,029) | - | - | (419,029) |
| Warrants issued for Short Form prospectus | *15* | - | (61,503) | 61,503 | - | - |
| Net loss and comprehensive loss |  | - | - | - | (3,331,491) | (3,331,491) |
| Balance, June 30, 2023 |  | 76,143,709 | $ 14,968,979 | $ 945,182 | $ (15,245,327) | $ 668,834 |
| Stock-based compensation |  | **-** | **-** | **112,367** | **-** | **112,367** |
| Net loss and comprehensive loss |  | **-** | **-** | **-** | **(1,393,875)** | **(1,393,875)** |
| **Balance, December 31, 2023** |  | **76,143,709** | **$ 14,968,979** | **$ 1,057,549** | **$ (16,639,202)** | **$ (612,674)** |

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

|  |  |  |  |
| --- | --- | --- | --- |
|  |  | **For the six months ended December 31** | |
|  |  | **2023** | 2022 |
|  |  |  |  |
| Cash flows used in operating activities: |  |  |  |
| Net loss for the period |  | **$ (1,393,875)** | $ (1,572,321) |
| Items not involving cash: |  |  |  |
| Depreciation and amortization on property, equipment, and intangible asset |  | **187,106** | 84,417 |
| Interest expense, net |  | **119,167** | 40,574 |
| Stock-based compensation |  | **112,367** | 68,786 |
| Provision for inventory write-down |  | **30,842** | - |
| Bad Debts Expense |  | **17,958** | - |
| Amortization of right-of-use asset |  | **15,526** | 15,525 |
| Change in non-cash operating working capital: |  |  |  |
| Accounts receivable |  | **(20,681)** | (198,367) |
| Prepaid expenses |  | **63,110** | 205,413 |
| Inventory |  | **888** | (171,168) |
| Accounts payable and accrued liabilities |  | **459,217** | 74,284 |
| Due to related parties |  | **1,071** | (97) |
| GST recoverable |  | **6,635** | 4,348 |
|  |  | **(400,669)** | (1,448,606) |
| Cash flows used in investing activities: |  |  |  |
| Purchase of equipment |  | **(263,500)** | (226,464) |
|  |  | **(263,500)** | (226,464) |
| Cash flows provided by financing activities: |  |  |  |
| Proceeds from bank loan |  | **350,000** | - |
| Payments for lease obligations |  | **(21,000)** | (20,580) |
| Interest paid |  | **(12,526)** | - |
| Proceeds from loan |  | - | 1,000,000 |
| Proceeds from the issuance of shares |  | - | 1,743,000 |
| Payments for share issuance cost |  | - | (407,381) |
|  |  | **316,474** | 2,315,039 |
| Change in cash |  | **(347,695)** | 639,969 |
| Cash, beginning of period |  | **362,510** | 1,706,048 |
| Cash, end of period |  | **$ 14,815** | $ 2,346,017 |

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

# NATURE AND CONTINUANCE OF OPERATIONS

INEO Tech Corp. (the “Company” or “INEO”) is a Canadian company incorporated under the laws of the Province of British Columbia on March 4, 2008. The Company’s shares trade on the TSX Venture Exchange (“TSX-V”) under the symbol ‘INEO.’ The Company’s corporate head office and records office are located at 105 – 19130 24 Avenue, Surrey, BC, V3Z 3S9.

INEO is the inventor and operator of the *INEO Media Network* for retailers, which provides retail analytics and targeted advertising through its cloud-based IoT (Internet of Things) and AI (Artificial Intelligence) technology. The Company operates the *INEO Media Network* using a SaaS-based model for retail stores.

These consolidated financial statements, including comparatives (the ’Financial Statements’), have been prepared in accordance with International Financial Reporting Standards (“IFRS”) with the going concern assumption, which assumes that the Company will continue operations for the foreseeable future and, accordingly, will be able to realize its assets and discharge its liabilities in the normal course of operations. The Company’s ability to realize its assets and discharge its liabilities depends upon the Company obtaining the necessary financing and, ultimately, upon its ability to achieve profitable operations.

For significant expenditures, the Company will depend on external capital. Such external capital will include the issuance of additional equity shares. There can be no assurance that capital will be available, as necessary, to meet the Company’s operating commitments and development plans. The issuance of additional equity securities by the Company may result in the dilution of current shareholders’ equity interests.

The Company’s future capital requirements will depend on many factors, including the cash flows from its operating activities, costs of research and developing its products, operating costs, the current capital market environment, and global market conditions.

The continued operations of the Company are dependent on its ability to generate revenues, develop a sufficient financing plan, receive continued financial support from related parties, complete sufficient public equity financing, and ultimately generate profitable operations in the future. The Company has no assurance that it will be successful in its efforts. If the Company cannot obtain financing in the amounts and on terms deemed acceptable, the business's future success could be adversely affected. These matters result in material uncertainties, which may cast significant doubt on whether the Company will continue as a going concern.

**2. BASIS OF CONSOLIDATION AND PREPARATION**

The Financial Statements, including comparatives, have been prepared in accordance with IFRS issued by the International Accounting Standards Board ("IASB") and interpretations of the IFRS Interpretations Committee (“IFRIC”).

These Financial Statements have been prepared on a historical cost basis except for certain financial instruments, measured at fair value. In addition, these Financial Statements have been prepared using the accrual basis of accounting, except for the cash flow information.

These Financial Statements were authorized for issue by the Board of Directors on February 22, 2024.

These Financial Statements, except as otherwise stated, are presented in Canadian dollars and include the accounts of the Company and its wholly-owned subsidiaries, each having a Canadian functional currency.

|  |  |  |  |
| --- | --- | --- | --- |
| **Entity** | **Parent** | **Country of Incorporation** | **Effective Interest** |
| INEO Solutions Inc. | INEO Tech Corp. | Canada | 100% |
| FG Manufacturing Inc. (“FG”) | INEO Solutions Inc. | Canada | 100% |

These Financial Statements include the accounts of the Company and its subsidiaries of which it has control. All intercompany balances, transactions, and any unrealized gains and losses arising from intercompany transactions have been eliminated.

**Use of estimates and judgments**

The preparation of these Financial Statements requires management to make judgments, estimates, and assumptions that affect the application of policies and reported amounts of assets, liabilities, revenues, and expenses. Estimates and associated assumptions applied in determining asset or liability values are based on historical experience and various other factors, including other sources that are believed to be reasonable under the circumstances but are not necessarily readily apparent or recognizable when such estimate or assumption is made. Actual results may differ from these estimates.

The information about significant areas of estimation uncertainty considered by management in preparing the Financial Statements is as follows:

*Inventories*

Inventories are valued at the lower of cost and net realizable value. Cost of inventory includes cost of purchase (purchase price, import duties, transport, handling, and other costs directly attributable to the acquisition of inventories) and other costs incurred in bringing the inventories to their present location and condition. Net realizable value for inventories is the estimated selling price in the ordinary course of business, less the estimated completion costs and costs necessary to make the sale. Provisions are made in profit or loss in the period for any difference between book value and net realizable value.

*Equipment*

The estimated useful lives of assets are reviewed by management and adjusted if necessary. To estimate equipment’s useful life, management uses its experience with the same or similar assets and may review industry practices for similar pieces of equipment and apply statistical methods to assist in its determination of useful life.

## **2. BASIS OF CONSOLIDATION AND PREPARATION (CONTINUED)**

**Use of estimates and judgments (continued)**

*Income taxes*

Tax provisions are based on enacted or substantively enacted laws. Changes in those laws could affect amounts recognized in profit or loss both in the period of change, which would include any impact on cumulative provisions, and in future periods. Deferred tax assets (if any) are recognized only to the extent it is considered probable that those assets will be recoverable. This involves assessing when those deferred tax assets are likely to reverse and a judgment as to whether or not there will be sufficient taxable profits available to offset the tax assets when they do reverse. This requires assumptions regarding future profitability and is therefore inherently uncertain. To the extent assumptions regarding future profitability change, there can be an increase or decrease in the amounts recognized in respect of deferred tax assets and the amounts recognized in profit or loss in the year in which the change occurs.

*Share-based compensation*

Management assesses the fair value of stock options granted in accordance with the accounting policy stated in Note 3. The fair value of stock options granted is measured using the Black-Scholes option pricing model, which was created to estimate the fair value of freely tradable, fully transferable options. The Company’s stock options have characteristics significantly different from those of traded options, and changes in the highly subjective input assumptions can materially affect the calculated values. The fair value of stock options granted using the Black-Scholes option pricing model does not necessarily provide a reliable measure of the fair value of the Company’s stock option awards.

The information about significant areas of judgment considered by management in preparing these Financial Statements is as follows:

*Going concern*

The assessment of the Company's ability to continue as a going concern, as discussed in Note 1, involves judgment regarding future funding available for its operations and working capital requirements.

*Business combinations*

Business combinations require management to exercise judgment in determining whether a group of assets constitutes a business and measuring the fair value of assets acquired and liabilities and contingent liabilities incurred or assumed. Judgment is also required in determining what qualifies as part of consideration paid.

# SIGNIFICANT ACCOUNTING POLICIES

In preparing these Financial Statements, the significant accounting policies and judgements made by management in applying the Company’s significant accounting policies and key sources of estimation uncertainty were the same as those that applied to the Company’s audited financial statements for the year ended June 30, 2023.

Interim results are not necessarily indicative of the results expected for the financial year. Annual results may differ from interim estimates. The significant judgments made by management applied in the preparation of these Financial Statements are consistent with those applied and disclosed in the Company's audited consolidated financial statements for the year ended June 30, 2023.

## **4. VITTAGE ASSET ACQUISITION**

On December 22, 2021, the Company acquired all of the assets of Vittage Ltd. in exchange for US$35,000 in cash. The purpose of the acquisition was primarily to acquire the Securitytags.com domain name and its inventories for resale.

In accordance with IFRS 3, using the asset concentration test, the acquisition met the definition of an asset acquisition as substantially all of the fair value is in the inventories.

The following table summarizes the fair value of the consideration transferred and the fair values assigned to each asset acquired on the acquisition date:

**Consideration transferred**

Cash **$43,939**

**Identifiable assets required**

Inventories $37,431

Intangible assets $ 6,508

**Total identifiable assets acquired** **$43,939**

Intangible assets acquired include domain names, websites, social media accounts, and customer listings, which are amortized over their estimated useful life of 3 years. During the six months ended December 31, 2023, the Company recognized $1,085 (December 31, 2022 - $1,085) in amortization related to the intangible assets.

# 5. ACCOUNTS RECEIVABLE

Accounts receivable as at December 31, 2023, amounted to $255,322 (June 30, 2023 – $252,599). The Company generally does not hold any collateral as security for accounts receivables. During the six months ended December 31, 2023, the Company recognized expected credit losses of $17,958., (December 31, 2022 - $Nil). As of December 31, 2023, cumulative expected credit losses totalled $28,406 (June 30, 2023 - $10,448).

# 6. INVENTORY

Inventory of finished goods held by the Company as at December 31, 2023, was $232,232 (June 30, 2023 - $263,962). Finished goods inventory consists of EAS products held for resale. During the six months ended December 31, 2023, INEO made a provision for the inventory write-down of $30,842 (December 31, 2022 - $Nil). The cumulative provision for inventory write-down as at December 31, 2023 totalled $30,842 (June 30, 2023 - $Nil). During the six months ended December 31, 2023, the Company recognized $335,289 of inventory in cost of sales (December 31, 2022 - $237,130).

# 7. PREPAID EXPENSES

The components of prepaid expenses are as follows:

|  |  |  |
| --- | --- | --- |
|  | **December 31, 2023** | June 30, 2023 |
| Prepaid Insurance | **$ 18,525** | $ 31,861 |
| Security deposit | **615** | 615 |
| Other prepaids | **14,130** | 63,904 |
| **Total** | **$ 33,270** | $ 96,380 |

Other prepaid consist of vendor prepayments for goods and services delivered subsequent to the period-ending December 31, 2023.

# 8. NOTE RECEIVABLE

On May 3, 2023, a third party issued a promissory note in favour of the Company amounting to $25,000, with a maturity date of April 4, 2024. The unsecured promissory note bears an annual interest rate of 12% in the first year of the commitment period and 15% after that. During the six months ended December 31, 2023, the interest income accrued from the note receivable amounted to $1,504 (December 31, 2022 - $Nil).

The reconciliation of opening and closing balances of notes receivable follows:

|  |  |
| --- | --- |
|  | **Amount** |
| Balance, June 30, 2022 | $ - |
| Note receivable during the year | 25,000 |
| Interest accrued | 393 |
| Balance, June 30, 2023 | $ 25,393 |
| **Interest accrued** | **1,504** |
| **Balance, December 31, 2023** | **$ 26,897** |

# 9. EQUIPMENT

The movements in the balance of equipment follows:

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
|  | **Furniture and Equipment** | **Computer Hardware** | **Motor Vehicle** | **Welcoming Pedestals -Installed Units** | **WIP Installed Units** | **Total** |
| **Costs:** |  |  |  |  |  |  |
| Balance, June 30, 2022 | $ 108,134 | $ 79,256 | $ 13,800 | $ 621,667 | $ 314,429 | $ 1,137,286 |
| Additions | 43,796 | 1,071 | - | 447,972 | 425,138 | 917,977 |
| Transfer of WIP to Installed units | - | - | - | 455,695 | (455,695) | - |
| Balance, June 30, 2023 | 151,930 | 80,327 | 13,800 | 1,525,334 | 283,872 | 2,055,263 |
| Additions | - | - | - | 168,254 | 95,246 | 263,500 |
| Transfer of WIP to Installed units | - | - | - | 94,929 | (94,929) | - |
| **Balance, December 31, 2023** | **151,930** | **80,327** | **13,800** | **1,788,517** | **284,189** | **2,318,763** |
| **Accumulated Depreciation:** |  |  |  |  |  |  |
| Balance, June 30, 2022 | 95,136 | 59,872 | 4,205 | 197,364 | - | 356,577 |
| Amortization | 5,381 | 3,943 | 1,773 | 178,201 | - | 189,298 |
| Balance, June 30, 2023 | 100,517 | 63,815 | 5,978 | 375,565 | - | 545,875 |
| Amortization | 9,739 | 1,722 | 750 | 173,810 | - | 186,021 |
| **Balance, December 31, 2023** | **110,256** | **65,537** | **6,728** | **549,375** | **-** | **731,896** |
| **Net Book Value:** |  |  |  |  |  |  |
| June 30, 2023 | $ 51,413 | $ 16,512 | $ 7,822 | $ 1,149,769 | $ 283,872 | $ 1,509,388 |
| **December 31, 2023** | **$ 41,674** | **$ 14,790** | **$ 7,072** | **$ 1,239,142** | **$ 284,189** | **$ 1,586,867** |

# 10. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

The components of accounts payable and accrued liabilities are as follows:

|  |  |  |
| --- | --- | --- |
|  | **December 31, 2023** | June 30, 2023 |
| Accounts payable | **$ 856,921** | $ 394,529 |
| Accrued liabilities | **276,833** | 280,008 |
| **Total** | **$ 1,133,754** | $ 674,537 |

Accounts payable are generally non-interest bearing and are settled on 30 to 60-day payment terms.

Accrued liabilities include accruals for remuneration and benefits, other expenses billed, and collections received from customers for sales delivered after the reporting date. Accrued liabilities are generally settled within 12 months from year-end.

# 11. LOANS PAYABLE

On December 16, 2016, INEO received $100,000 as a loan, bearing an annual interest rate of 12.5% from a related party. This loan is due on demand and unsecured. The loan balance as at December 31, 2023, amounted to $187,500 (June 30, 2023 - $181,250). During the six months ended December 31, 2023, the Company incurred $6,250 in interest expense (December 31, 2022 – $6,250). The reconciliation of opening and closing balances of loan payable follows:

|  |  |
| --- | --- |
|  | **Amount** |
| Balance, June 30, 2022 | $ 168,750 |
| Interest accrued | 12,500 |
| Balance, June 30, 2023 | 181,250 |
| **Interest accrued** | **6,250** |
| **Balance, December 31, 2023** | **$ 187,500** |

# 12. NOTE PAYABLE

On November 17, 2022, INEO received a $1,000,000 unsecured promissory note bearing an annual interest rate of 12.0% from Pathfinder Asset Management Limited. Repayment of this note is due November 17, 2025. In connection with the note, the Company issued 1,428,571 common shares with a fair value of $171,428 (Note 15). The shares issued were considered debt issuance costs resulting in a discount and amortized using the effective interest method over the credit term of three (3) years with an effective annual interest rate of 19.6%. During the six months ended December 31, 2023, the Company incurred $85,616 in interest expense (December 31, 2022 – $20,159). The reconciliation of opening and closing balances of note payable follows:

|  |  |  |  |
| --- | --- | --- | --- |
|  | **Note Payable** | **Accrued Interest** | **Total** |
| Balance, June 30, 2022 | $ - | $ - | $ - |
| Proceeds | 1,000,000 | - | 1,000,000 |
| Debt issuance cost | (171,428) | - | (171,428) |
| Interest Expense | 27,540 | 73,973 | 101,513 |
| Interest paid | - | (60,000) | (60,000) |
| Balance, June 30, 2023 | $ 856,112 | $ 13,973 | $ 870,085 |
| Interest Expense | 25,123 | 60,493 | 85,616 |
| **Balance, December 31, 2023** | **$ 881,235** | **$ 74,466** | **$ 955,701** |

# 13. BANK LOAN PAYABLE

On September 14, 2023, the Company received a secured bank loan amounting to $350,000 from the Business Development Bank of Canada (BDC). The loan is payable in 72 equal monthly installments starting July 31, 2024, to June 30, 2030. The interest on the loan is equivalent to BDC’s Floating Base Rate plus a variance of 7.50% per year. During the six months ended December 31, 2023, the BDC’s Floating Base rate is at 9.3% and the Company incurred $17,237 in interest expense (December 31, 2022 - $Nil). The reconciliation of the opening and closing balances of the bank loan follows:

|  |  |  |  |
| --- | --- | --- | --- |
|  | **Principal** | **Interest** | **Total** |
| Balance, June 30, 2023 and 2022 | $ - | $ - | $ - |
| Proceeds | 350,000 | - | 350,000 |
| Interest Expense | - | 17,237 | 17,237 |
| Payment | - | (12,243) | (12,243) |
| **Balance, December 31, 2023** | **$ 350,000** | **$ 4,994** | **$ 354,994** |

# 14. GOVERNMENT GRANT

Due to the global outbreak of the Novel Coronavirus (“COVID-19”), the federal government of Canada introduced the Canada Emergency Business Account (“CEBA”). CEBA provides eligible businesses with an interest-free loan (“CEBA Loan”) of $40,000. The CEBA Loan has an initial term that expires on December 31, 2022, throughout which the CEBA Loan remains interest-free—repayment of $30,000 by December 31, 2022, results in a $10,000 loan forgiveness. If the balance is not paid before December 31, 2022, the remaining balance will be converted to a 3-year term loan at 5% annual interest, paid monthly, effective January 1, 2023. The entire balance must be repaid by December 31, 2025. On May 6, 2020, INEO Solutions and FG Manufacturing each received $40,000 in loans from the Government as part of the CEBA.

On December 4, 2020, the federal government of Canada expanded CEBA, and eligible businesses facing financial hardship due to the pandemic could access a second loan of up to $20,000. Half of this additional financing, up to $10,000, will be forgivable if the loan is repaid by December 31, 2022. If the balance is not paid before December 31, 2022, the remaining balance will be converted to a 3-year term loan at 5% annual interest, paid monthly, effective January 1, 2024. The entire balance must be repaid by December 31, 2026. On April 7, 2021, INEO Solutions and FG Manufacturing each received an additional $20,000 in loans from the Government as part of CEBA.

Under *IAS 20, Accounting for Government Grant and Disclosure of Government Assistance*, the benefit of a government loan at a below-market rate is treated as a government grant and measured in accordance with *IFRS 9, Financial Instruments*. The benefit of below-market-rate shall be measured as the difference between the initial carrying value of the loan (being the present value of a similar loan at market rates) and the proceeds received. The Company has estimated the initial carrying value of each initial CEBA loan at $26,880 and additional loans at $15,408, using a discount rate of 15%, which was the estimated rate for a similar loan without the interest-free component. The difference will be accreted to each CEBA loan liability over the term of the CEBA Loan and offset to other income on the statements of loss and comprehensive loss.

# 14. GOVERNMENT GRANT (CONTINUED)

On January 12, 2022, the government extended the loan repayment deadline to December 31, 2023. If the loan balance remains unpaid after December 31, 2023, the outstanding loans will convert to two-year term loans with an interest of 5% per annum commencing on January 1, 2024, with the loans entirely due by December 31, 2025. The Company has estimated the new carrying value of the CEBA loan at $103,381, using a discount rate of 15%, which was the estimated rate for a similar loan without the interest-free component. Furthermore, the Company has estimated that the loan remeasurement resulted in a gain of $8,620. The difference will be accreted to each CEBA loan liability over the term of the CEBA Loan and offset to other income (expenses) on the statements of loss and comprehensive loss.

On September 14, 2023, the government extended the loan repayment deadline to January 18, 2024. Additionally, repaying the balance of the loan on or before said date will result in loan forgiveness of up to 33% or up to $20,000. Furthermore, CEBA loan holders who submit a refinancing loan application to their financial institution provider by January 18, 2024, requiring a grace period can still qualify for partial loan forgiveness if the outstanding principal of their CEBA loan, plus any applicable interest is repaid by March 28, 2024. The Government of Canada also extended the final loan maturity date from December 31, 2025, to December 31, 2026, with the same interest rate of 5% per annum.

During the six months ended December 31, 2023, the total interest expense recognized for the CEBA grants amounted to $9,185 (December 31, 2022 - $8,618). The reconciliation of opening and closing balances of government grants follows:

|  |  |  |
| --- | --- | --- |
|  | **December 31, 2023** | June 30, 2023 |
| Beginning balance | **$ 111,380** | $ 111,382 |
| Interest accrued | **9,185** | 8,618 |
| Discount on loan due to remeasurement | **(1,427)** | (8,620) |
| **Ending balance** | **$ 119,138** | $ 111,380 |

# 15. SHARE CAPITAL AND RESERVES

**Authorized share capital**

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

**Shares held in escrow**

On January 24, 2023, all common shares held in escrow were released to shareholders. As of December 31, 2023, nil shares were held in escrow. (June 30, 2023 – nil shares held in escrow).

**Issued share capital**

The Company had no capital stock transactions during the period ended December 31, 2023.

# 15. SHARE CAPITAL AND RESERVES (CONTINUED)

During the year ended June 30, 2023, the Company had the following capital stock transactions:

On November 17, 2022, the Company completed a brokered short-form prospectus offering (the ‘Offering’), issuing 14,525,000 units for $0.12 per unit for aggregate proceeds of $1,743,000. Each unit consisted of one common share and one-half of one common share purchase warrant. Each warrant will entitle the holder to acquire one common share of the Company at an exercise price of $0.19 per common share for a period of 36 months from the date of issuance. The warrants were allocated a value of $nil using the residual value allocation method. In connection with the Offering, the Company incurred $419,029 in share issuance cost and issued 923,721 broker warrants with a fair value of $61,503. The broker warrants were valued using the Black Scholes option pricing model with the following assumptions: volatility rate of 83.04%, risk-free rate of 3.86%, weighted average life of 3 years. Each broker warrant entitles the holder to purchase one common share at a price of $0.12 per share for a period of three years. The Company also issued 1,428,571 bonus shares in connection with a non-brokered private placement of the $1,000,000 unsecured promissory note. The bonus shares have a fair value of $171,428 and were considered debt issuance costs (Note 12).

**Stock options**

The Company has adopted a stock option plan that allows the Company to issue options to certain directors, officers, employees, and consultants to acquire up to 10% of the issued and outstanding common stock. The exercise price of each option cannot be less than the market price of the Company's stock as calculated on the date of grant. The options can be granted for a maximum term of 10 years. Stock options granted under the plan vest immediately subject to vesting terms, which may be imposed at the directors' discretion.

The summary of changes in stock options during the six months ended December 31, 2023, and the year ended June 30, 2023, are as follows:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | **December 31, 2023** | | June 30, 2023 | |
|  | **Number of options** | **Weighted average exercise price** | Number of options | Weighted average exercise price |
| Options outstanding, beginning | **6,930,863** | **$ 0.204** | 4,350,863 | $ 0.262 |
| Options granted | **815,000** | **0.050** | 2,855,000 | 0.120 |
| Options forfeited | **(270,000)** | **0.233** | (275,000) | 0.260 |
| Options outstanding, ending | **7,475,863** | **$ 0.187** | 6,930,863 | $ 0.204 |
| Options exercisable, ending | **2,725,863** | **$ 0.261** | 2,732,113 | $ 0.261 |

# 15. SHARE CAPITAL AND RESERVES (CONTINUED)

**Stock options (continued)**

Details of options outstanding as at December 31, 2023, are as follows:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Expiry date** | **Number of options** | **Weighted average exercise price** | **Weighted average contractual life** | **Number of Options exercisable** |
| January 23, 2025 | 175,863 | 0.089 | 1.32 | 175,863 |
| April 14, 2030 | 2,250,000 | 0.260 | 6.55 | 1,687,500 |
| April 14, 2030 | 500,000 | 0.350 | 6.55 | 375,000 |
| October 16, 2030 | 100,000 | 0.260 | 7.05 | 75,000 |
| June 16, 2031 | 500,000 | 0.260 | 7.72 | 250,000 |
| July 26, 2031 | 250,000 | 0.260 | 7.82 | 125,000 |
| October 25, 2031 | 75,000 | 0.260 | 8.07 | 37,500 |
| February 28, 2033 | 2,825,000 | 0.120 | 9.42 | - |
| September 18, 2033 | 800,000 | 0.050 | 9.98 | - |
|  | **7,475,863** | **0.187** | **8.02** | **2,725,863** |

During the six months ended December 31, 2023, the Company recognized stock-based compensation related to stock options of $112,367 (December 31, 2022 - $68,786). The fair value of stock options granted was determined using the Black-Scholes Option Pricing Model using the following assumptions:

|  |  |  |
| --- | --- | --- |
|  | **December 31, 2023** | June 30, 2023 |
| Expected life of options | **10 years** | 10 years |
| Annualized volatility | **106%** | 106% |
| Risk-free interest rate | **3.75%** | 3.33% |
| Dividend rate | **0%** | 0% |
| Weighted average fair value per option granted | **0.05** | 0.11 |
| Stock Price | **0.05** | 0.12 |

**Warrants**

The summary of changes in warrants during the six months ended December 31, 2023, and the year ended June 30, 2023, are as follows:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | **December 31, 2023** | | June 30, 2023 | |
|  | **Number of warrants** | **Weighted average exercise price** | Number of warrants | Weighted average exercise price |
| Warrants outstanding, beginning | **8,186,221** | **$ 0.18** | 11,209,508 | $ 0.52 |
| Warrants issued | **-** | **-** | 7,262,500 | 0.19 |
| Broker Warrants issued | **-** | **-** | 923,721 | 0.12 |
| Warrants expired | **-** | **-** | (11,209,508) | 0.52 |
| Warrants outstanding, ending | **8,186,221** | **0.18** | 8,186,221 | 0.18 |
| Warrants exercisable, ending | **8,186,221** | **$ 0.18** | 8,186,221 | $ 0.18 |

# 15. SHARE CAPITAL AND RESERVES (CONTINUED)

**Warrants (continued)**

Details of warrants outstanding as at December 31, 2023, are as follows:

|  |  |  |  |
| --- | --- | --- | --- |
| **Expiry date** | **Number of warrants** | **Exercise price** | **Number of warrants exercisable** |
| November 17, 2025 | 7,262,500 | $ 0.19 | 7,262,500 |
| November 17, 2025 | 923,721 | 0.12 | 923,721 |
|  | 8,186,221 |  | 8,186,221 |

# 16. BREAKDOWN OF EXPENSES

General and administrative expenses are composed of the following:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | **For the three months ended December 31** | | **For the six months ended December 31** | |
|  | **2023** | 2022 | **2023** | 2022 |
| Remuneration and benefits (Note 17) | **$ 146,905** | $ 277,352 | **$ 305,299** | $ 431,288 |
| Amortization and depreciation (Note 9,20) | **104,363** | 56,211 | **202,632** | 99,941 |
| Office expenses | **80,108** | 72,618 | **163,869** | 137,593 |
| Stock-based compensation (Note 15,17) | **51,472** | 17,453 | **85,525** | 32,516 |
| Accounting and legal | **13,391** | 46,557 | **39,506** | 87,682 |
| Rent (Note 21) | **9,826** | 9,325 | **21,800** | 19,056 |
| Insurance | **9,517** | 9,313 | **19,813** | 16,950 |
| Bad debt (Note 5) | **5,192** | - | **17,958** | - |
| Lease interest (Note 21) | **1,628** | 2,657 | **3,527** | 5,547 |
| **Total** | **$ 422,402** | $ 491,486 | **$ 859,929** | $ 830,573 |

# 17. RELATED PARTY TRANSACTIONS

**Key management personnel:**

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 and corporate officers. Related party transactions are in the ordinary course of operations and measured at the exchange amount, which is the amount of consideration established and agreed upon by the related parties. Amounts due to or from related parties are non-interest-bearing and unsecured unless specified.

As at December 31, 2023, the Company has $11,021 due to an officer of the Company (June 30, 2023 - $9,950).

# 17. RELATED PARTY TRANSACTIONS (CONTINUED)

During the six months ended December 31, 2023, and 2022, the Company incurred the following key management compensation:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | **For the three months ended December 31** | | **For the six months ended December 31** | |
|  | **2023** | 2022 | **2023** | 2022 |
| Remuneration and benefits | **$ 118,269** | $ 231,924 | **$ 205,769** | $ 333,039 |
| Stock-based compensation | **44,052** | 12,182 | **84,765** | 25,071 |
| Total | **$ 162,321** | $ 244,106 | **$ 290,534** | $ 358,110 |

# 18. CAPITAL MANAGEMENT

The Company defines capital as consisting of shareholders’ equity. The Company’s objectives when managing capital are to support the further advancement of the Company’s business objectives and existing product lines, as well as to ensure that the Company can meet its financial obligations as they become due.

The Company manages its capital structure to maximize its financial flexibility, adjusting it in response to changes in economic conditions and the risk characteristics of the underlying assets and business opportunities. The Company relies on the expertise of the Company’s management to sustain the future development of the business. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the Company's relative size, is reasonable. The approach to capital management has not changed since the prior year, and the Company is not subjected to externally imposed capital requirements.

# 19. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

**a) Fair value risk**

The Company’s financial instruments consist of cash, accounts receivable, notes receivable, accounts payable and accrued liabilities, due to related parties, loans payable, notes payable, interest payable, bank loan payable, and government grants.

Financial instruments recorded at fair value on the statements of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The three levels of the fair value hierarchy are as follows:

* Level 1: Unadjusted 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., derived from prices); and
* Level 3: Inputs that are not based on observable market data

Cash under the fair value hierarchy is based on Level 1 quoted prices in active markets for identical assets or liabilities. Accounts receivable, notes receivable, accounts payable, and accrued liabilities, due to related parties and loans payable approximate their fair value due to their short-term maturities. The fair value of notes payable, bank loans payable, and government grants also approximates the carrying value since they are discounted using market rates

# 19. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (CONTINUED)

1. **Market risk**

Market risk is the risk that a financial instrument's fair value or future cash flows will fluctuate because of changes in market prices or prevailing conditions. Market risk comprises three types of risk: currency risk, interest rate risk, and price risk, and are disclosed as follows:

* 1. **Currency risk**

Currency risk is the risk of change in profit or loss that arises from fluctuations in foreign exchange rates and the degree of volatility of these rates. The Company’s exposure to the risk of changes in foreign exchange rates relates to its operational activities. The Company does not use derivative instruments to reduce its exposure to foreign currency risk. The Company’s international sales and purchases of goods and services from foreign companies are denominated in US Dollars and are exposed to foreign exchange fluctuations. Due to these fluctuations, operating results may differ materially from expectations, resulting in significant gains and losses on the remeasurements associated with these transactions. As the company continues its expansion in the US, the exposure to exchange rate fluctuations also increases.

As at December 31, 2023, and June 30, 2023, a summary of the quantitative information of the exposure due to foreign currencies is provided as follows:

|  |  |  |
| --- | --- | --- |
|  | **December 31, 2023** | June 30, 2023 |
|  | ***in US Dollar*** | *in US Dollar* |
| Cash | **$ 3,479** | $ 36,381 |
| Accounts receivable | **66,450** | 56,258 |
| Prepaid expenses | **10,000** | 47,805 |
| Accounts payable and accrued liabilities | **(295,575)** | (157,812) |
| Net liabilities denominated in foreign currency | **$ (215,646)** | $ (17,368) |

The most significant closing exchange rates and the approximate average exchange rates of Canadian Dollar per US dollar used in these Financial Statements were as follows:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | **December 31, 2023** | | June 30, 2023 | |
| **Currency** | **Closing** | **Average** | Closing | Average |
| U.S. Dollar | **1.32** | **1.35** | 1.32 | 1.34 |

A 5% change in the U.S. dollar would have increased or decreased the Company’s profit or loss for the six months ended December 31, 2023 by $14,233.

1. **Interest rate risk**

Interest rate risk is the risk that future cash flows will fluctuate due to changes in market interest rates. As at December 31, 2023, the Company is exposed to interest rate risks primarily on the floating interest rate corresponding to $350,000 long-term bank loan with BDC (see Note 13). A hypothetical 1% increase or decrease in interest rate, with all other variables held constant, would have a nominal impact on the Company’s profit or loss.

# 19. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (CONTINUED)

**(iii) Price risk**

Equity price risk is defined as the potential adverse impact on the Company’s earnings due to movements in individual equity prices or general movements in the level of the stock market. The Company does not hold any securities or investments which could expose it to stock prices volatility.

**c) Credit risk**

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations.

All of the Company’s cash is held through Canadian chartered banks; accordingly, the Company’s exposure to credit risk is limited. The Company’s GST recoverable are refunds due from the Government of Canada, and the exposure to credit risk on these amounts is considered limited.

The Company’s accounts receivable consist of amounts due from various customers. The maximum exposure to credit risk is equal to the carrying value of accounts receivable. The business models of the Company’s respective segments require credit risk analysis specific to each business line. The Company’s historic rate of bad debts is low.

The Company applies the simplified approach to providing for expected credit losses prescribed by IFRS 9, which permits using the lifetime expected loss provision for all accounts receivable. To measure the expected credit losses, accounts receivable are assessed primarily on days past due combined with the Company’s knowledge of past bad debts. During the six months ended December 31, 2023, expected credit losses for the Company were $17,958 (December 31, 2022 - $Nil).

**d) Liquidity risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. As at December 31, 2023, the Company has a cash balance of $14,815 (June 30, 2023 – $362,510) and current liabilities balance of $1,569,988 (June 30, 2023 – $1,027,442). The Company manages its liquidity risk by attempting to maintain sufficient cash balances to enable settlement of transactions on the due date. As the Company has limited sources of revenue, additional financing is necessary to accomplish its long-term strategic objectives.

# 20. RIGHT-OF-USE ASSET

On March 6, 2020, the Company entered into a 5-year lease agreement for leased premises in Surrey, British Columbia, commencing April 1, 2020, and ending on March 9, 2025. The minimum monthly base rent for years 1 to 5 of the 5-year lease is $3,290 for year 1, $3,360 for year 2, $3,430 for year 3, $3,500 for year 4, and $3,570 for year 5, respectively. In accordance with IFRS 16, the Company recognized a right-of-use asset of $155,260 as at March 6, 2020, equal to the present value of all remaining lease payments discounted at an incremental borrowing rate of 12.5%. The Company depreciates the right-of-use assets on a straight-line basis over the lease term.

|  |  |
| --- | --- |
| **Cost** | **Amount** |
| Balance, June 30, 2022, 2023, and December 31, 2023 | $ 155,260 |
|  |  |
| **Accumulated depreciation** |  |
| Balance, June 30, 2022 | $ (72,455) |
| Additions | (31,052) |
| Balance, June 30, 2023 | (103,507) |
| Additions | (15,526) |
| **Balance,** **December 31, 2023** | **(119,033)** |
|  |  |
| **Net Book Value** |  |
| Balance, June 30, 2023 | $ 51,753 |
| **Balance, December 31, 2023** | **$ 36,227** |

# 21. LEASE LIABILITY

The lease liability is initially measured at the present value of the lease payments to be made over the lease term, using the effective interest method for the present value determination. As the rate implicit in the lease cannot be readily determined, the Company applied an average incremental borrowing rate. The Company used a discount rate of 12.5% to calculate the present value of its lease payments. Total interest expense on lease liabilities for the six months ended December 31, 2023, was $3,527 (December 31, 2022 - $5,547). The following table represents the lease obligation for the Company:

|  |  |  |
| --- | --- | --- |
|  | **December 31, 2023** | June 30, 2023 |
| Current | **$ 39,115** | $ 36,352 |
| Non-current | **7,030** | 27,266 |
| **Total lease obligation** | **$ 46,145** | $ 63,618 |

The following table shows the roll forward of lease obligations for the six months ended December 31, 2023 and for the year ended June 30, 2023:

|  |  |  |
| --- | --- | --- |
|  | **December 31, 2023** | June 30, 2023 |
| Beginning balance | **$ 63,618** | $ 94,934 |
| Interest expense | **3,527** | 10,124 |
| Lease payments | **(21,000)** | (41,440) |
| **Ending balance** | **$ 46,145** | $ 63,618 |

# 21. LEASE LIABILITY (CONTINUED)

The following table presents the contractual undiscounted cash flows for lease obligation for the six months ended December 31, 2023 and for the year ended June 30, 2023:

|  |  |  |
| --- | --- | --- |
|  | **December 31, 2023** | June 30, 2023 |
| Less than one year | **$ 42,700** | $ 42,280 |
| One to five years | **7,140** | 28,560 |
| **Total undiscounted lease obligation** | **$ 49,840** | $ 70,840 |

During the six months ended December 31, 2023, the Company expensed $21,800 in short-term and low-value leases (December 31, 2022 – $19,056).

# 22. SEGMENTED INFORMATION

The Company has the following reporting segments: corporate and administration, loss prevention, retail media, and fabrication.

Reportable segments are defined as components of an enterprise for which separate financial information is available. They are evaluated regularly by the chief operating decision maker when deciding how to allocate resources and assess performance.

# 22. SEGMENTED INFORMATION (CONTINUED)

The reportable segments were determined based on the nature of the services provided and goods sold. Loss Prevention refers to sales of security technology, electronic article surveillance systems, and supplies. Fabrication specializes in precision CNC cutting, routing, and drilling for various industries and sectors. Retail media refers to advertising services.

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  |  |  | **For the six months ended December 31, 2023** | | |
|  | **Loss Prevention** | **Fabrication** | **Retail Media** | **Corporate and administration** | **Total** |
| Sales | **$ 751,966** | **$ 61,531** | **$ 72,053** | **$ -** | **$ 885,550** |
| Cost of Goods Sold | **(510,477)** | **(32,548)** | **(10,267)** | **-** | **(553,292)** |
| Gross Profit | **241,489** | **28,983** | **61,786** | **-** | **332,258** |
| Operating Expenses | **(128,814)** | **(11,301)** | **(182,262)** | **(1,076,101)** | **(1,398,478)** |
| Interest expense, net | **(3,878)** | **(3,878)** | **-** | **(107,884)** | **(115,640)** |
| Amortization, Equipment | **(3,817)** | **(9,479)** | **(173,810)** | **-** | **(187,106)** |
| Amortization, Right of Use of Asset | **(3,882)** | **-** | **(3,882)** | **(7,763)** | **(15,527)** |
| Foreign exchange loss | **-** | **-** | **-** | **(9,924)** | **(9,924)** |
| Other Income, net | **-** | **-** | **-** | **542** | **542** |
|  | **(140,391)** | **(24,658)** | **(359,954)** | **(1,201,130)** | **(1,726,133)** |
| Net income (loss) and comprehensive income (loss) | **$ 101,098** | **$ 4,325** | **$ (298,168)** | **$ (1,201,130)** | **(1,393,875)** |
|  |  |  |  |  |  |
|  |  | For the six months ended December 31, 2022 | | | |
|  | Loss Prevention | Fabrication | Retail Media | Corporate and administration | Total |
| Sales | $ 656,189 | $ 63,434 | $ 82,888 | $ - | $ 802,511 |
| Cost of Goods Sold | (375,661) | (32,254) | (5,740) | - | (413,655) |
| Gross Profit | 280,528 | 31,180 | 77,148 | - | 388,856 |
| Operating Expenses | (182,753) | (7,120) | (182,752) | (1,462,021) | (1,834,646) |
| Interest expense | (10,559) | (4,309) | - | (20,159) | (35,027) |
| Amortization, Equipment | (1,406) | (2,472) | (77,454) | (3,085) | (84,417) |
| Amortization, Right of Use of Asset | - | - | - | (15,526) | (15,526) |
| Foreign exchange gain | - | - | - | 8,439 | 8,439 |
|  | (194,718) | (13,901) | (260,206) | (1,492,352) | (1,961,177) |
| Net income (loss) and comprehensive income (loss) | $ 85,810 | $ 17,279 | $ (183,058) | $ (1,492,352) | $ (1,572,321) |

*\*Operating expenses include Administration, Selling, Marketing, and Research and Development costs.*

Loss Prevention has one customer, accounting for 20% of revenue (December 31, 2022 – 4 customers accounting for 31%). Fabrication Operations has three customers, accounting for 85% of revenue (December 31, 2022 – one customer accounting for 54%). Retail Media has two customers accounting for 85% of revenue (December 31, 2022 – 2 customers accounting for 74%)

The Company’s chief operation decision makers are the CEO, President, Corporate Secretary, and CFO. They review the operations and performance of the Company. All of the Company’s assets are in Canada.

# 22. SEGMENTED INFORMATION (CONTINUED)

Sales by geographical locations are as follows:

|  |  |  |
| --- | --- | --- |
|  | **For the six months ended December 31** | |
|  | **2023** | 2022 |
| Canada | **$ 392,081** | $ 429,925 |
| USA | **323,437** | 355,268 |
| Colombia | **152,623** | - |
| Mexico | **17,409** | 17,318 |
|  | **885,550** | 802,511 |

# 23. SUBSEQUENT EVENTS

On January 11, 2024, the Company announced an offering of a non-brokered private placement of unsecured convertible debentures in the aggregate principal amount of up to $700,000. Each Debenture is convertible into common shares in the capital of the Company (each, a “Share”) at a conversion price of $0.085 per Share for the first year from the date of issuance and thereafter at an adjusted conversion price of $0.10 per Share until the date which is three (3) years from the date of issuance (the “Maturity Date”) and bears interest at the rate of 12.0% per annum for a period expiring on the Maturity Date.

An insider participated in the Offering. The insider’s participation constitutes a “related party transaction” within the meaning of Multilateral Instrument 61-101 – Protection of Minority Securityholders in Special Transactions (“MI 61-101”). The transaction is exempted from the formal valuation and minority shareholder approval requirements of MI 61-101 pursuant to sections 5.5(a) and 5.7(1)(a) of MI 61-101 as neither the fair market value of any securities issued to nor the consideration paid by such person, exceeds 25% of the Company’s market capitalization. In connection with the Offering, the Company paid finders’ fees to certain eligible finders, as permitted by the policies of the TSX Venture Exchange (the “Exchange”).

Upon a change of control, the Company may redeem the principal amount and any unpaid interest of the Debentures in cash, without penalty, at any time before the Maturity Date by providing a ten (10) day notice period to the debenture holder by way of a written notice.

The Shares issuable upon the conversion of the Debentures will be subject to a statutory hold period of four (4) months plus a day from the date of issuance in accordance with applicable securities legislation. The Company intends to use the net proceeds of the Offering for general corporate purposes. The Debentures were not listed or posted for trading on any exchange.

On January 31, 2024, the Company announced that further to its news release dated January 11, 2024, it had closed the first tranche of its non-brokered private placement (the “Offering”) of convertible debentures (each, a “Debenture”) for gross proceeds of $510,000.

On February 16, 2024, the Company announced that further to its news releases dated January 11, 2024, and January 31, 2024, it had closed a second tranche of its non-brokered private placement (the “Offering”) of convertible debentures (each, a “Debenture”) for gross proceeds of $60,000. INEO also announced it is no longer accepting investment in this Offering.