BOTHWELL ROAD CAPITAL CORP.

Financial Statements

For the period from July 20, 2022 (date of incorporation) to January 31, 2023

(Expressed in Canadian Dollars)

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

Independent Auditor's Report

To the Shareholders of Bothwell Road Capital Corp.

Opinion

We have audited the financial statements of Bothwell Road Capital Corp. (the "Company"), which comprise the statement of financial position as at January 31, 2023 and the statements of comprehensive loss, changes in equity and cash flows for the period from July 20, 2022 (date of incorporation) to January 31, 2023 and notes to the financial statements, including a summary of significant accounting policies (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 January 31, 2023 and its financial performance and its cash flows for the period from July 20, 2022 (date of incorporation) to January 31, 2023 in accordance with International Financial Reporting Standards.

Basis for Opinion

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

Material Uncertainty Related to Going Concern

We draw attention to Note 1 to the financial statements, which indicates that the had no operations during the period ended January 31, 2023. 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 International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS
Vancouver, BC
May 31, 2023

BOTHWELL ROAD CAPITAL CORP.
STATEMENT OF FINANCIAL POSITION
(Expressed in Canadian Dollars)

As at	Note	January 31, 2023
ASSETS		
Current Assets		
Cash		$ 1
TOTAL ASSETS		$ 1
SHAREHOLDERS' EQUITY		
Share Capital	6	$ 1
TOTAL SHAREHOLDERS' EQUITY		$ 1
Nature of Operations and Going Concern	1	

These financial statements were approved by the Board of Directors on May 31, 2023, by

"Jared Carroll"
Director

"Bruce Langstaff"
Director

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

BOTHWELL ROAD CAPITAL CORP.
STATEMENT OF COMPREHENSIVE LOSS
(Expressed in Canadian Dollars)

	For the period from July 20, 2022 (date of incorporation) to January 31, 2023
Expenses	$ -
Net loss and comprehensive loss	$ -
Basic and diluted income per share	$ 0.00
Weighted average number of common shares outstanding, basic and diluted:	3,360,182

The accompanying notes are an integral part of these financial statements

BOTHWELL ROAD CAPITAL CORP.

Statements of Changes in Equity

For the period from July 20, 2022 (date of incorporation) to January 31, 2023

(Expressed in Canadian Dollars)

	Share Capital			
	Shares	**Amount**	**Retained Earnings/ Deficit**	**Total Shareholders' Equity**
Issued at incorporation, July 20, 2022	3,342,000	$ 1	$ -	$ 1
Allotted to CRCC, January 27, 2023	712,750	-	-	-
Net income for the period	-	-	-	-
Balance, January 31, 2023	**4,054,750**	**$ 1**	**$ -**	**$ 1**

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

BOTHWELL ROAD CAPITAL CORP.

STATEMENT OF CASH FLOWS

(Expressed in Canadian Dollars)

	For the period from July 20, 2022 (date of incorporation) to January 31, 2023
Financing Activities	
Issuance of common shares	**$ 1**
Cash flows from operating and investing activities	-
Net change in cash during the period	-
Cash, beginning	-
Cash, ending	**$ 1**

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

1. NATURE OF OPERATIONS AND GOING CONCERN

Bothwell Road Capital Corp. (the "Company"), was incorporated on July 20, 2022 under the *Business Corporations Act* (British Columbia). Its principal business is to effect mergers, arrangements, reverse takeover transactions and other corporate transactions with other entities with a view to providing liquidity to the owners of such entities in connection with "go public" transactions. The Company's head office is located at 217 Queen Street West, Toronto, Ontario M5V 0R2.

The Company was a wholly-owned subsidiary of Copland Road Capital Corporation ("CRCC") until a plan of arrangement under Division 5 of Part 9 of the BCBCA was implemented on January 31, 2023 (the "SpinCo Arrangement") under which 2,732,747 of the Company's common shares were distributed to shareholders of CRCC on a pro-rata basis (Notes 6 and 8). The holders of CRCC approved the plan of arrangement on December 13, 2022, which involved, among other things, that the then current shareholders of CRCC would exchange the existing common shares of the Company in exchange for:

a) new common shares of CRCC, on a 1:1 basis; plus

b) common shares of each of its then wholly owned subsidiaries (together, the "SpinCos" and each a "SpinCo"), on a 0.25 for one basis:

   (i) the Company;

   (ii) Broomloan Road Capital Corp.;

   (iii) Edmiston Drive Capital Corp.;

   (iv) Goram Capital Corp.; and

   (v) James Bell Capital Corp.

CRCC retained 1,253,253 shares representing a 30.9% interest in each of the SpinCos, including the Company. 68,750 shares of the Company were reserved for issuance to holders of CRCC Restricted Stock Units ("RSUs") when such RSUs vest. The SpinCo Arrangement became effective on January 31, 2023.

These financial statements have been prepared in Canadian Dollars, which is the Company's functional currency. These financial statements have been prepared assuming the Company will continue as a going concern, which contemplates the realization of assets and discharge of liabilities in the normal course of business. As at January 31, 2023, the Company had no operations. The continuation of the Company is dependent upon obtaining necessary financing to meet its anticipated overhead expenditures. These factors, among others, indicate the existence of a material uncertainty that may cast significant doubt upon the Company's ability to continue as a going concern and, therefore, that it may be unable to discharge its liabilities in the normal course of business. Additional funds will be required to enable the Company to continue its operations and there can be no assurance that financing will be available on attractive terms, or at all. These financial statements do not give effect to any adjustments to the amounts and classifications of assets and liabilities which might be necessary should the Company be unable to continue its operations as a going concern. Such adjustments could be material.

2. BASIS OF PREPARATION

a. Statement of compliance

The Company's financial statements have been prepared in accordance with and using accounting policies in full compliance with the IFRS and International Accounting Standards ("IAS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

These financial statements were authorized by the Board of Directors of the Company on May 31, 2023.

2. BASIS OF PREPARATION (continued)

b. Basis of preparation

The financial statements are presented in Canadian dollars, which is the Company's functional and reporting currency.

The financial statements have been prepared on the historical cost basis except for certain financial instruments, which are measured at fair value, as explained in the accounting policies set out in Note 3. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information.

c. Use of management estimates, judgments and measurement uncertainty

The preparation of these financial statements in conformity with IFRS requires the Company's management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and in any future periods affected. Significant areas requiring the use of estimates includes the fair value of share-based payments and unrecognized deferred income tax assets.

The assessment of whether the going concern assumption is appropriate requires management to take 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. The Company is aware that material uncertainties related to events or conditions may cast significant doubt upon the Company's ability to continue as a going concern.

Significant estimates and judgments made by management in the preparation of these financial statements are outlined below:

Calculation of share-based payments and warrants

The Black-Scholes Option Pricing Model is used to determine the fair value for the share-based payments and warrants and utilizes subjective assumptions such as expected price volatility and expected life of the option or warrant. Discrepancies in these input assumptions can significantly affect the fair value estimate.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a. Income Taxes

Income tax expense represents the sum of tax currently payable and deferred income tax.

Current income tax

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in the statement of operations. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred income tax

Deferred income tax is provided using the liability method on temporary differences at the date of the statement of financial position between the tax base of assets and liabilities and their carrying amounts for financial reporting purposes.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

a. Income Taxes (continued)

Deferred income tax liabilities are recognized for all taxable temporary differences, except:

- where the deferred income tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- in respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred income tax assets are recognized for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized except:

- where the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- in respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred income tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

The carrying amount of deferred income tax assets is reviewed at each statement of financial position date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Unrecognized deferred income tax assets are reassessed at each statement of financial position date and are recognized to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the statement of financial position date.

Deferred income tax relating to items recognized directly in equity is recognized in equity and not in the statement of comprehensive loss.

Deferred income tax assets and deferred income tax liabilities are offset if, and only if, a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or entities which intend to either settle current tax liabilities and assets on a net basis, or to realize the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax assets or liabilities are expected to be settled or recovered.

b. Per Share Amounts

Basic loss per share is computed by dividing net loss by the weighted average number of common shares outstanding during the period. The diluted loss per share reflects the potential dilution of common share equivalents, such as outstanding stock options and common share purchase warrants, in the weighted average number of common shares outstanding during the period, if dilutive. Diluted loss per share assumes that the proceeds from the exercise of options and warrants are used to repurchase common shares at the average market price during the period. As at January 31, 2023 the Company had no dilutive instruments outstanding.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

c. Financial Assets

Financial assets classified as FVTPL are measured at fair value with realized and unrealized gains and losses recognized through net income. As at January 31, 2023, the Company did not have any assets classified as FVTPL.

Financial assets classified as FVOCI are measured at fair value with unrealized gains and losses recognized in other comprehensive income except for losses in value that are considered other than temporary, in which case the losses are recognized in the statement of comprehensive loss. As at January 31, 2023, the Company had no assets classified as FVOCI.

Financial assets classified as amortized cost are initially measured at fair value. Subsequently they are measured at amortized cost. The Company's cash is classified at amortized cost.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognized on the settlement date.

Transaction costs associated with FVTPL financial assets are expensed as incurred, while transaction costs associated with all other financial assets are included in the initial carrying amount of the asset.

d. Financial liabilities

All financial liabilities are initially recorded at fair value and designated upon inception as FVTPL or amortized cost.

Financial liabilities classified as amortized cost are initially recognized at fair value less directly attributable transaction costs. After initial recognition, they are subsequently measured at amortized cost using the effective interest method. The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability or, where appropriate, a shorter period. The Company's trade and other payables are measured at amortized cost.

Financial liabilities classified as FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as FVTPL. Derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Fair value changes on financial liabilities classified as FVTPL are recognized through the statement of comprehensive loss. As at January 31, 2023, the Company has no financial liabilities classified as FVTPL.

e. Impairment of financial assets

The Company assesses at each statement of financial position date whether a financial asset is impaired.

Assets carried at amortized cost

If there is objective evidence that an impairment loss on assets carried at amortized cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the financial asset's original effective interest rate. The carrying amount of the asset is then reduced by the amount of the impairment. The amount of the loss is recognized in the statement of comprehensive loss. If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed. Any subsequent reversal of an impairment loss is recognized in the statement of comprehensive loss.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

e. Impairment of financial assets (continued)

In relation to trade receivables, a provision for impairment is made and an impairment loss is recognized in the statement of comprehensive loss when there is objective evidence (such as the probability of insolvency or significant financial difficulties of the debtor) that the Company will not be able to collect all of the amounts due under the original terms of the invoice. The carrying amount of the receivable is reduced through use of an allowance account. Impaired debts are written off against the allowance account when they are assessed as uncollectible. Impairment of financial assets is determined by measuring the assets' expected credit loss ("ECL"). Accounts receivable are due within one year and are not considered to have a significant financing component and a lifetime ECL is measured at the date the accounts receivable is initially recognized.

FVTPL

If an FVTPL asset is impaired, an amount comprising the difference between its cost and its current fair value, less any impairment loss previously recognized in net income or loss, is recognized in net income in the period in which the impairment takes place.

FVOCI

If an FVOCI asset is impaired, an amount comprising the difference between its cost and its current fair value, less any impairment loss previously recognized in net income or loss, is transferred from equity to the statement of comprehensive loss.

f. Derecognition

Financial assets

The Company derecognizes financial assets only when the contractual rights to cash flows from 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.

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 generally recognized in profit or loss.

g. 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, which includes key management and family of key management. Parties are also considered to be related if they are subject to common control or common significant influence, and 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. Related party transactions that are in the normal course of business and have commercial substance are measured at fair value.

4. CAPITAL MANAGEMENT

The Company manages its capital with the objectives of ensuring sufficient financial flexibility to achieve the ongoing business objectives including funding of future growth opportunities, and pursuit of accretive acquisitions; and optimizing the Company's cost of capital and maximizing shareholder return.

The Company monitors its capital structure and makes adjustments according to market conditions in an effort to meet its objectives given the current outlook of the business and the industry in general. The Company may manage its capital structure by issuing new shares, repurchasing outstanding shares, adjusting capital spending, or disposing of assets. The capital structure is reviewed by management and the Board of Directors on an ongoing basis.

The Company considers its capital to be equity, comprising share capital which at January 31, 2023 totaled $1.

The Company manages capital through its financial and operational forecasting processes. The Company reviews its working capital and forecasts its future cash flows based on operating and capital expenditures, and other investing and financing activities. Selected information is provided to the Board of Directors of the Company. The Company is not subject to any external capital requirements.

5. FINANCIAL RISK MANAGEMENT

i) Fair value hierarchy and fair value

Financial instruments recorded at fair value on the statement of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

> *Level 1* - valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
>
> *Level 2* - valuation techniques based on 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);
>
> *Level 3* - valuation techniques using inputs for the asset or liability that are not based on observable market data.

As at January 31, 2023 the Company did not have any financial instruments measured at fair value other than cash, which is classified as Level 1. As at January 31, 2023, the carrying and fair value amounts of the Company's financial instruments are approximately equivalent due to the relatively short periods to maturity of these instruments.

Fair value estimates are made at a specific point in time, based on relevant market information and information about financial instruments. These estimates are subject to and involve uncertainties and matters of significant judgment, and therefore cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

A summary of the Company's risk exposures as it relates to financial instruments are reflected below:

i) Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's exposure to credit risk is limited to the carrying value amount carried on the statement of financial position.

The Company's cash balance is held on-site and management views the risk of loss to be remote and manageable.

5. FINANCIAL RISK MANAGEMENT (continued)

ii. Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a budgeting process in place to determine the funding levels required to support its operating requirements.

iii. Interest rate risk

The Company is not exposed to significant interest rate risk due to the short-term nature of its monetary assets and liabilities.

6. SHARE CAPITAL

The Company is authorized to issue an unlimited number of common shares without par value. The issued and outstanding common shares consist of the following:

The Company was incorporated on July 20, 2022 and allotted 3,342,000 common shares to CRCC for $1. On January 27, 2023, the Company allotted an additional 712,750 shares to CRCC for no additional consideration. On January 31, 2023, CRCC and the Company (among others) implemented the SpinCo Arrangement that had the effect of distributing 2,732,747 common shares of the Company to the holders of CRCC common shares on a *pro rata* basis (Notes 1 and 8). When the SpinCo Arrangement became effective, 68,750 common shares were reserved for issuance to the holders of CRCC RSUs when such RSUs vested. Such vesting occurred subsequent to year end and the shares were transferred to the RSU holders.

7. INCOME TAXES

Income Tax Provision

During the period from incorporation on July 20, 2022 to January 31, 2023, the Company did not have any operations and as such no provision for income taxes was made during the period. The Company expects that it will attract tax at the Canadian statutory income tax rate of 27%, comprised of the federal income tax rate of approximately 15% and the provincial income tax rate of approximately 12%.

8. RELATED PARTY TRANSACTIONS

a. Key management personnel compensation

The Company did not pay employment-based remuneration to directors, officers or other members of key management for the period ended January 31, 2023.

b. Plan of Arrangement

Subsequent to the SpinCo Arrangement, CRCC no longer controls the Company but retains 30.9% of the Company's outstanding shares. The officers and directors of the Company are also officers and directors of CRCC. As a result of these and other factors, the Company considers CRCC to be a related party. There were no transactions between CRCC and the Company in the period ended January 31, 2023.