IC Group Holdings Inc. Unaudited Interim Condensed Consolidated Financial Statements

For the six months ended June 30, 2025 and 2024 (Expressed in Canadian Dollars)

NOTICE OF NO AUDITOR REVIEW OF INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
<u>Under National Instrument 51-102, Part 4, subsection 4.3(3(a)), if an auditor has not performed a review of the interim condensed consolidated financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.</u>
The accompanying unaudited interim condensed consolidated financial statements of the Company have been prepared by and are the responsibility of the Company's management.
The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

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IC Group Holdings Inc. Interim Condensed Consolidated Statements of Financial Position

As at June 30, 2025 and December 31, 2024 Expressed in Canadian dollars

		Expressed in Oa	
	N. C.	· · · · · · · · · · · · · · · · · · ·	December 31,
A	Note	2025	2024
Assets		(Unaudited)	(Audited)
Current	_	444.000	404.000
Cash	7	441,228	101,329
Restricted cash	8	9,228,888	4,769,602
Accounts and other receivables		4,209,165	3,281,059
Income taxes recoverable	E	21,050	166,244
Short-term debentures	5	206 446	388,900
Prepaid expenses and other assets		306,146	185,632
Total current assets		14,206,477	8,892,766
Non-current assets			
Investments	5	-	347,500
Property and equipment	9	1,858,624	1,884,285
Intangible assets	5 and 10	6,261,365	5,207,230
Goodwill	10	9,402,767	4,370,000
Total assets	-	31,729,234	20,701,781
Liebilities ====			
Liabilities			
Current	45	E 424 C24	2 000 054
Accounts payable and accrued liabilities	15	5,131,621	3,909,854
Deferred revenue	11	1,240,939	1,122,505
Customer deposits – prizing Current portion of debentures	5	8,914,362 624,468	4,475,018
Current portion of dependings Current portion of bank indebtedness	12	1,475,815	1,387,387
Current portion of bank indebtedness Current portion of notes payable	12	1,473,013	196,871
Total current liabilities		17,387,205	11,808,302
Total current naminies		17,367,203	11,000,302
Non-current liabilities			
Bank indebtedness	12	6,926,513	7,688,224
Debentures payable	5	1,214,825	-
Notes payable		104,387	73,436
Advances from shareholders	5 and 14	400,000	716,667
Deferred tax liability		1,002,200	1,037,000
Total liabilities		27,035,130	20,606,962
Shareholders' Equity	13		
Share capital		10,454,153	3,178,877
Retained earnings (deficit)		(7,167,486)	(3,815,671)
Reserves		1,407,437	731,613
Shareholders' equity		4,694,104	94,819
Total liabilities and shareholders' equity		31,729,234	20,701,781
2 : (1) (1)			

Going concern (Note 1)

Duncan McCreadyFraser ElliottDirectorDirector

IC Group Holdings Inc. Interim Condensed Consolidated Statements of Income (Loss) and Other Comprehensive Income (Loss)

and Other Comprehensive Income (Loss)
For the three and six months ended June 30, 2025 and 2024
Expressed in Canadian dollars (unaudited)

	Note	For the three months ended June 30.		For the six m	
		2025	2024	2025	2024
Revenue					
Contract and prizing revenue		2,240,799	1,840,763	4,321,461	3,443,468
Override rebates		730,973	523,471	1,376,488	1,034,944
Profit and sales commissions		338,127	476,946	697,297	622,489
Mobile messaging		3,153,005	1,522,723	5,984,132	3,036,259
Rating site and administrative income		28,153	62,526	128,670	146,390
Total revenue		6,491,057	4,426,429	12,508,048	8,283,550
Cost of sales					
Brokerage commissions		110,460	207,815	280,614	295,770
Direct labour		527,337	511,040	1,035,729	929,217
Fulfillment costs		400,346	444,643	768,086	796,083
Mobile messaging carrier costs		2,454,829	923,012	4,709,502	1,802,507
Total cost of sales		3,492,972	2,086,510	6,793,931	3,823,577
Gross profit		2,998,085	2,339,919	5,714,117	4,459,973
Operating expenses					
Operating and administrative expenses	16	(3,269,232)	(3,289,381)	(7,042,874)	(6,136,162)
Other income (expense)	16	(149,014)	(31,093)	(13,390)	235,028
Operating (loss) income		(420,161)	(980,555)	(1,342,147)	(1,441,161)
Listing expense	6	-	-	(1,741,646)	-
Investment income		56,880 (230,816)	57,736 (146,747)	108,676 (411,498)	104,084 (296,495)
Interest expense Income (loss) before income taxes		(594,098)	(1,069,566)	(3,386,615)	(1,633,572)
		(594,096)	(1,009,500)	(3,300,013)	(1,033,372)
Income tax expense (recovery) Current		(1,250)	(125,770)	(2,250)	(163,070)
Deferred		(16,250)	(53,860)	(32,550)	(72,360)
		(-,,	(179,630)	(34,800)	(235,430)
Income tax expense (recovery)		(17,500)	(173,030)	(34,000)	(200,400)
Net income (loss) and comprehensive income		(576,598)	(889,936)	(3,351,815)	(1,398,142)
(loss)					
Net income (loss) attributable to:		(F70 F00)	(005,005)	(2.254.045)	(4.004.000)
Parent Non-controlling interest		(576,598)	(885,685) (4,251)	(3,351,815)	(1,364,923) (33,219)
Non-controlling interest		(576,598)	(889,936)	(3,351,815)	(1,398,142)
Basic earnings per share		(0.02)	(0.04)	(3,351,615)	(0.06)
Diluted earnings per share		(0.02)	(0.04)	(0.11)	(0.06)
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IC Group Holdings Inc. Interim Condensed Consolidated Statements of Shareholders' Equity

For the six months ended June 30, 2025 and 2024 Expressed in Canadian dollars (unaudited)

	Note	Number of Class A common shares	Share capital	Retained earnings	Non- controlling interest in subsidiaries	Reserves	Total shareholders' equity
December 31, 2023		2,882,946	257,102	2,325,043	(175,482)	-	2,406,663
Net income (loss) and comprehensive income (loss)		-	-	(1,398,142)	-	-	(1,398,142)
Non-controlling interest in subsidiaries		-	-	33,219	(33,219)	-	-
Acquisition of non-controlling interest		-	-	(708,701)	208,701	-	(500,000)
Issuance of common shares		116,253	784,000	-	-	-	784,000
June 30, 2024		2,999,199	1,041,102	251,419	-	-	1,292,521
December 31, 2024		3,269,803	3,178,877	(3,815,671)	-	731,613	94,819
Net income (loss) and comprehensive income (loss)		-	-	(3,351,815)	-	-	(3,351,815)
Issuance of common shares	5, 6, 13	7,632,926	7,275,276	-	-	-	7,275,276
Issuance of warrants	6 and 13	-	-	-	-	372,841	372,841
Issuance of share options	6 and 13	-	-	-	-	64,090	64,090
Amortization of management share options		-	-	-	-	238,893	238,893
June 30, 2025		10,902,729	10,454,153	(7,167,486)	-	1,407,437	4,694,104

^{*}In conjunction with a business combination and equity financing transaction (Note 6), the Company effected a 7.89:1 share split on February 21, 2025. All share and per share amounts have been retrospectively presented to reflect this share split.

IC Group Holdings Inc. Interim Condensed Consolidated Statements of Cash Flows

For the six months ended June 30, 2025 and 2024 Expressed in Canadian dollars (unaudited)

Cash provided by (used for) the following activities Coparating activities Operating activities (3,351,815) (1,398,142) Net income (loss) and comprehensive income (loss) (3,351,815) (1,398,142) Adjustments for non-cash items: 1411,498 296,495 Income tax expense (recovery) (34,800) (235,430) Foreign exchange loss (gain) 13,330 (172,528) Listing expense 6 1,741,646 (37,416,646) Amortization of property and equipment 9 30,703 33,704 Amortization of share option expense (28,654) (614,676) Changes in working capital accounts (26,0546) (614,676) Changes in working capital accounts (4459,286) (2,619,612) Accounts and other receivables (803,139) (499,111) Prepaid expenses and other assets (112,789) 19,336 Accounts payable and accrued liabilities 973,610 2,214,148 Deferred revenue (133,913) 177,386 Customer deposits – prizing 4,439,344 2,370,007 Interest paid (335,7		•		
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Operating activities (3,351,815) (1,388,142) Adjustments for non-cash items: 111,498 296,495 Interest expense 411,498 296,495 Income tax expense (recovery) (34,800) (235,430) Foreign exchange loss (gain) 13,390 (172,528) Listing expense 6 1,741,646 - Amortization of property and equipment 9 30,703 33,704 Amortization of intangible assets 10 689,393 661,225 Amortization of share option expense 238,893 - Changes in working capital accounts (4,459,286) (2,619,612) Change in restricted cash (4,459,286) (2,619,612) Accounts and other receivables (803,139) (499,111) Prepaid expenses and other assets (112,789) 19,936 Accounts payable and accrued liabilities 973,610 2,214,144 Deferred revenue (133,913) 177,386 Customer deposits – prizing (356,720) 848,074 Interest paid (356,720) 848,074	Cook provided by (used for) the following activities			
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Issuance of common shares 2,141,887 (0) Issuance of stock options and warrants 325,061 - Advances from shareholders - 533,334 Repayments of notes payable (165,920) - Repayments of debentures (143,896) - Investing activities - (1,456,255) (237,762) Investing activities 9 (2,695) (1,891) Additions to internally developed software 10 (137,147) (340,944) Acquisition of internally developed software (348,073) - - Advances of notes receivable - (175,781) (175,781) Investment in debentures (20,333) (30,000) Increase (decrease) in cash resources 353,289 (259,912) Cash resources, beginning of period 101,329 1,176,270 Effect of changes in exchange rates on cash held (13,390) 172,528		12	(700,877)	
Issuance of stock options and warrants 325,061 - Advances from shareholders - 533,334 Repayments of notes payable (165,920) - Repayments of debentures (143,896) - Investing activities 1,456,255 (237,762) Purchases of property and equipment 9 (2,695) (1,891) Additions to internally developed software 10 (137,147) (340,944) Acquisition of internally developed software (348,073) - Advances of notes receivable - (175,781) Investment in debentures (20,333) (30,000) Increase (decrease) in cash resources (508,248) (548,616) Cash resources, beginning of period 101,329 1,176,270 Effect of changes in exchange rates on cash held (13,390) 172,528	·			
Repayments of notes payable Repayments of debentures (165,920) - Repayments of debentures (143,896) - Investing activities 1,456,255 (237,762) Purchases of property and equipment Additions to internally developed software 9 (2,695) (1,891) Additions to internally developed software Acquisition of internally developed software (348,073) - Advances of notes receivable Investment in debentures - (175,781) Increase (decrease) in cash resources (508,248) (548,616) Increase (decrease) in cash resources 353,289 (259,912) Cash resources, beginning of period Effect of changes in exchange rates on cash held 101,329 1,176,270 Effect of changes in exchange rates on cash held (13,390) 172,528	Issuance of stock options and warrants		325,061	· -
Repayments of debentures	Advances from shareholders		-	533,334
1,456,255 (237,762)	Repayments of notes payable		(165,920)	-
Investing activities	Repayments of debentures		(143,896)	-
Purchases of property and equipment 9 (2,695) (1,891) Additions to internally developed software 10 (137,147) (340,944) Acquisition of internally developed software (348,073) - Advances of notes receivable - (175,781) Investment in debentures (20,333) (30,000) Increase (decrease) in cash resources 353,289 (259,912) Cash resources, beginning of period 101,329 1,176,270 Effect of changes in exchange rates on cash held (13,390) 172,528			1,456,255	(237,762)
Additions to internally developed software 10 (137,147) (340,944) Acquisition of internally developed software (348,073) - Advances of notes receivable - (175,781) Investment in debentures (20,333) (30,000) Increase (decrease) in cash resources 353,289 (259,912) Cash resources, beginning of period 101,329 (13,390) 172,528 Effect of changes in exchange rates on cash held (13,390) 172,528	Investing activities			,
Acquisition of internally developed software (348,073) - Advances of notes receivable - (175,781) Investment in debentures (20,333) (30,000) Increase (decrease) in cash resources 353,289 (259,912) Cash resources, beginning of period 101,329 1,176,270 Effect of changes in exchange rates on cash held (13,390) 172,528	Purchases of property and equipment	9	(2,695)	(1,891)
Advances of notes receivable Investment in debentures - (175,781) (30,000) Increase (decrease) in cash resources (508,248) (548,616) Cash resources, beginning of period Effect of changes in exchange rates on cash held 101,329 (13,390) 172,528		10	(137,147)	(340,944)
Investment in debentures (20,333) (30,000) Increase (decrease) in cash resources (508,248) (548,616) Cash resources, beginning of period 101,329 1,176,270 Effect of changes in exchange rates on cash held (13,390) 172,528	Acquisition of internally developed software		(348,073)	-
Increase (decrease) in cash resources (548,616) Cash resources, beginning of period 101,329 1,176,270 Effect of changes in exchange rates on cash held (13,390) 172,528	Advances of notes receivable		-	(175,781)
Increase (decrease) in cash resources Cash resources, beginning of period Effect of changes in exchange rates on cash held 101,329 1,176,270 (13,390) 172,528	Investment in debentures		(20,333)	(30,000)
Cash resources, beginning of period Effect of changes in exchange rates on cash held 101,329 1,176,270 (13,390) 172,528			(508,248)	(548,616)
Cash resources, beginning of period Effect of changes in exchange rates on cash held 101,329 1,176,270 (13,390) 172,528	Increase (decrease) in each recourses		353.289	(259.912)
Effect of changes in exchange rates on cash held (13,390) 172,528	increase (decrease) in cash resources		333,233	(200,0:2)
Effect of changes in exchange rates on cash held (13,390) 172,528	Cash resources, beginning of period		101,329	1,176,270
			·	

Interim Condensed Consolidated Statements of Cash Flows

For the six months ended June 30, 2025 and 2024 Expressed in Canadian dollars (unaudited)

The following material non-cash transactions are not reflected in the above Interim Condensed Consolidated Statement of Cash flows for the period ended June 30, 2025:

Acquisition of Cuspis Capital II Ltd. (Note 6)	
Change in prepaid expenses and other assets	(183)
Change in accounts payable and accrued liabilities	24,246
Reduce retained earnings for listing expense	(1,741,646)
Issuance of common shares	1,680,445
Issuance of share options	37,138
Total	-
Conversion of Advances from Shareholders (Note 6 and 13)	
Issuance of common shares	241,934
Issuance of warrants	74,733
Conversion advances from shareholders	(316,667)
Total	-
Acquisition of Emotion Media Inc. (Note 5)	
Change in accounts and other receivables	(124,934)
Change in short-term debentures	409,233
Change in prepaid expenses and other assets	(7,540)
Change in investments	347,500
Change in property and equipment	(2,346)
Change in intangible assets	(1,084,615)
Change in goodwill	(5,205,309)
Change in accounts payable and accrued liabilities	223,851
Change in deferred revenue	252,279
Change in current bank indebtedness	9,515
Change in non-current bank indebtedness	18,072
Change in debentures payable	1,953,285
Issuance of common shares	3,211,009
Total	-

Interim Condensed Consolidated Statements of Cash Flows For the six months ended June 30, 2025 and 2024

Expressed in Canadian dollars (unaudited)

The following material non-cash transactions are not reflected in the above Interim Condensed Consolidated Statement of Cash Flows for the period ended June 30, 2024:

Acquisition of minority interest in Insured Creativity Inc. (Note 13)	
Eliminate non-controlling interest deficit	208,701
Reduce retained earnings for non-controlling interest deficit and acquisition cost	(708,701)
Issuance of common shares	450,000
Issuance of note payable	50,000
Total	-
Acquisition of Pickaw S.A.S	
Additions to intangible assets	(597,648)
Issuance of note payable	220,307
Conversion of notes receivable	377,341
Total	-
Shares issued as compensation for services provided	
Issuance of common shares	334,000
Change in accounts payable and accrued liabilities	(334,000)
Total	-

Notes to the Interim Condensed Consolidated Financial Statements

For the six months ended June 30, 2025, and 2024 Expressed in Canadian dollars (unaudited)

1. Nature of operations and going concern

Nature of operations

IC Group Holdings Inc. (formerly Cuspis Capital II Ltd.) ("IC Group" or the "Company") was incorporated September 3, 2019, pursuant to the provisions of the Business Corporations Act (Ontario).

On February 21, 2025, the Company completed a Reverse Takeover (the "Transaction") with 11197894 Canada Ltd., operating as IC Group Inc. ("ICG") (Note 6). 11197894 Canada Ltd. was incorporated on January 15, 2019, under the Canada Business Corporations Act for the purpose of effecting an amalgamation of predecessor related legal entities. ICG is a leading marketing services technology company, powering consumer engagement and promotions for Fortune 500 Brands. It has over 30 years of experience delivering impactful digital promotions, loyalty, rebate, mobile messaging and speciality insurance solutions in global jurisdictions.

ICG is deemed to be the acquirer for accounting purposes in the Transaction. Therefore, its assets, liabilities and operations are included in the consolidated financial statements at their historical carrying value. The Company's operations are considered to be a continuance of the business and operations of ICG, as are those of the comparative periods. The Company's results of operations are those of ICG, with the Company's operations being included from February 21, 2025, the closing date of the Transaction, onwards. Immediately prior to the closing of the Transaction, all existing shares of the Company were consolidated on the basis of a 1 to 4.31 basis and those of 11197894 Canada Ltd. were split on a 7.89 to 1 basis. Any relevant share amounts have been retroactively restated.

In connection with the closing of the Transaction, the Company changed its name to IC Group Holdings Inc. The Company's registered head office is located at 77 King Street West, Suite 700, Toronto, Ontario, Canada, M5K 1G8 and its corporate and tax year-end is December 31. Starting on February 28, 2025, the Company's stock commenced trading on the TSX Venture Exchange under the symbol "ICGH".

Going Concern

These interim condensed consolidated financial statements have been prepared using International Financial Reporting Standards ("IFRS") that are applicable to a going concern, which contemplates the Group will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business. The Group's future operations are dependent upon its ability to attain profitable operations and generate funds therefrom, and to continue to obtain financing sufficient to meet current and future obligations.

The Group has recognised net losses for the six-month period ended June 30, 2025 of \$3,351,815 and has Shareholder's Equity at June 30, 2025 of \$4,694,104. Cash flows from operations were (\$594,718) for the six-month period ended June 30, 2025. Management believes operations will continue to be funded out of operating cash flows and that the Group has sufficient assets and access to financing to meet liabilities due in the immediate future (Note 15). This includes obtaining confirmation from lenders that they will not demand repayment of loans prior to January 1, 2026 (Note 12). Based on these factors, management has a reasonable expectation that the Group will have adequate resources to continue in operational existence for at least the next 12 months from the date of these interim condensed consolidated financial statements.

These interim condensed consolidated financial statements do not reflect adjustments in the carrying values of the Group's assets and liabilities, revenues and expenses, and the interim condensed consolidated statements of financial position classifications used, that would be necessary if the going concern assumptions were not appropriate. Such adjustments could be material.

2. Basis of preparation

Statement of compliance

These unaudited interim condensed consolidated financial statements of the Group for the six-month period ended June 30, 2025, have been prepared by management in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and with interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). The unaudited interim condensed consolidated financial statements are in compliance with IAS 34.

Notes to the Interim Condensed Consolidated Financial Statements

For the six months ended June 30, 2025, and 2024 Expressed in Canadian dollars (unaudited)

The notes presented in these interim condensed consolidated financial statements include only significant events and transactions occurring since the Company's last fiscal year end and they do not include all the information required in the Company's most recent annual consolidated financial statements. Except as noted below, these condensed consolidated interim financial statements follow the same accounting policies and methods of application as the Company's annual financial statements and should be read in conjunction with the Company's most recent audited consolidated financial statements which were prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the IASB. The unaudited interim condensed consolidated financial statements were authorized for issue by the Company's board of directors on August 26, 2025.

Principles of consolidation

The Group consolidates its interest in entities which it controls. Control is achieved over an entity when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. All intercompany balances and transactions have been eliminated on consolidation. The following subsidiaries of the Group have been consolidated:

Name of antity	Principal place of business	% Ownership	Functional
Name of entity		•	currency
11197894 Canada Ltd.	Canada	100%	CAD dollar
IC Group Inc.	Canada	100%	CAD dollar
IC U.S. Corp.	United States of America	100%	CAD dollar
IC LP Subco Ltd.	Canada	100%	CAD dollar
Insured Creativity Inc.	Canada	100%	CAD dollar
Emotion Media Inc.	Canada	100%	CAD dollar
IC Europe Inc.	Canada	100%	CAD dollar
Pickaw S.A.S.	France	100%	Euro

Basis of presentation

These interim condensed consolidated financial statements have been prepared on the historical cost basis except for the investments and notes receivable which have been recorded at fair value.

Functional and presentation currency

These consolidated financial statements are presented in the Canadian dollar ("CAD Dollar" or "\$") which is Company's functional currency. All amounts have been rounded to nearest dollar, unless otherwise indicated.

3. Future Accounting Standards

Presentation and Disclosure of Financial Statements:

In April 2024, the IASB issued IFRS 18 "Presentation and Disclosure in Financial Statements" to improve reporting of financial performance. IFRS 18 replaces IAS 1 "Presentation of Financial Statements". It carries forward many requirements from IAS 1 unchanged. IFRS 18 applies for annual reporting periods beginning on or after January 1, 2027 with early adoption permitted. The Group is currently assessing the impact of this new standard and does not intend to early adopt IFRS 18 in its consolidated financial statements.

The following new and amended accounting standards are not expected to have a significant impact on the Group's consolidated

financial statements:

- I. Lack of Exchangeability (Amendments to IAS 21)
- II. Classification and Measurement of Financial Instruments (Amendments to IFRS 9 and IFRS 7)

Notes to the Interim Condensed Consolidated Financial Statements

For the six months ended June 30, 2025, and 2024 Expressed in Canadian dollars (unaudited)

4. Material accounting policies

The accounting policies followed by the Company are set out in Note 2 to the audited consolidated financial statements for the year ended December 31, 2024 and have been consistently followed in the preparation of these condensed consolidated interim financial statements.

Critical accounting judgments, estimates and assumptions

The preparation of the Company's interim condensed consolidated 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 interim condensed consolidated financial statements and reported amounts of income 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.

In preparing these interim condensed consolidated financial statements, the significant estimates and critical judgements were those stated in Note 2 to the audited financial statements as at and for the year ended December 31, 2024 and those related to the valuation of share options issued to management described in Note 13.

5. Business Combination

On February 21, 2025, as previously announced and immediately preceding the below described reverse take over and equity financing, the Company acquired the 85.9% of the common shares of Emotion Media Inc. (the "Acquisition") that it did not already own in exchange for \$250,054 of cash, 3,211,009 common shares of the Company and the assumption of Emotion Media Inc.'s negative working capital and debenture principal and accrued interest. There is no contingent consideration related to the Acquisition. No dividends had been received from Emotion Media Inc.

Emotion Media Inc. has developed a next-generation SaaS platform, purpose-built for brands, teams and venues in the live sports and entertainment industry. Integration of the platform and customer relationships with ICG's Digital Promotions operating segment is expected to accelerate ICG's initiatives to expand the customer segments to which it reaches through its brand-sponsored digital promotions. ICG also intends to capitalize on the vast amount of data captured through the Emotion Media Inc. platform.

Prior to close of the Acquisition, ICG's investments in Emotion Media Inc. were comprised of 5,500 (pre-split) common shares (14.1% ownership) at a cost of \$347,500 and \$409,233 of debentures.

The fair values of the assets acquired, liabilities assumed and consideration are summarized as follows:

Consideration paid	
Common shares (3,211,009)	3,211,009
Cash	250,054
Pre-acquisition investments in Emotion Media Inc.	
Common share investment	347,500
Debentures	409,233
Total consideration transferred	4,217,796

Notes to the Interim Condensed Consolidated Financial Statements

For the six months ended June 30, 2025, and 2024 Expressed in Canadian dollars (unaudited)

Acquired Assets and Liabilities	
Cash	30,546
Net working capital	(362,767)
Property and equipment	2,477
Internally developed software	1,347,928
Customer Relationships	259,000
Bank indebtedness	(29,121)
Debentures and accrued interest	(2,063,034)
Total identifiable net assets acquired	(814,971)

Goodwill	5,032,767
Fair value of identifiable net assets acquired	(814,971)
Total Consideration paid	4,217,796

Goodwill primarily represents the synergistic benefits of combining the Emotion Media Inc. business with ICG's Digital Promotions operating segment. Additionally, goodwill is attributed to the assembled workforce of Emotion Media Inc., the value pertaining to the Company being able to immediately utilize the acquired staff. These benefits would be available to other market participants.

The debentures accrue interest at a rate of 12.0% per annum. On the closing of the Acquisition the assumed obligation of \$2,083,367 was comprised of \$1,568,846 of principal and \$514,521 of accrued interest. The agreed repayment schedule for the debenture principal and accrued interest is as follows:

	Date	Amount
Debenture repayment #1	Paid on closing – February 21, 2025	312,234
Debenture repayment #2	September 1, 2025	156,117
Debenture repayment #3	October 1, 2025	156,117
Debenture repayment #4	November 1, 2025	156,117
Debenture repayment #5	December 1, 2025	156,117
Debenture repayment #6	July 1, 2026	585,439
Debenture repayment #7	December 1, 2026	689,178
Total		2,211,319

6. Reverse Take Over and Equity Financing

On November 15, 2024, the Company, a Capital Pool company listed on the TSX Venture Exchange, and ICG entered into a Business Combination Agreement (the "Agreement") which provided for a "three-cornered" amalgamation whereby ICG would amalgamate with a wholly-owned subsidiary of the Company (the "Transaction").

In anticipation of the Transaction, on November 7, 2024, the Company and ICG closed a brokered private placement offering (the "Offering") of subscription receipts of IC Group ("Subscription Receipts") at a price of \$1.00 per Subscription Receipt for aggregate gross proceeds of \$1,205,250. Each subscription receipt entitled the holder, on a post-share split basis as described below, to one IC Group common share and one common share purchase warrant (each warrant, an "Underlying Warrant"). Each Underlying Warrant entitles the holder to purchase one IC Group common share at an exercise price equal to \$1.20 until the date that is 48 months following the closing date of the Proposed Transaction.

Notes to the Interim Condensed Consolidated Financial Statements

For the six months ended June 30, 2025, and 2024 Expressed in Canadian dollars (unaudited)

In conjunction with the above-described private placement offering, certain shareholders converted an aggregate \$316,667 of advances from shareholders to 316,667 Subscription Receipts. Interest on the remaining \$400,000 balance will continue to accrue at a rate of 10% per annum and be paid monthly.

ICG had a total of 29,000,000 shares outstanding (post split) prior to the closing of the Offering and following the completion of the acquisition of Emotion Media Inc. Following the share split, holders of common shares of ICG, including those shares acquired by way of the Offering received one post-amalgamation common share of the Company in exchange for each ICG share. In addition, upon completion of the Transaction, all options exercisable for ICG common shares outstanding at completion of the Transaction were exchanged for options exercisable for Resulting Issuer common shares, on the same economic terms and conditions as such original outstanding securities.

Under the terms of the Agreement, the Company consolidated all of its issued and outstanding common shares and options on a 1 to 4.31 basis. All of the outstanding shares of the Company were exchanged for common shares of ICG on a one-to-one basis. The Transaction was completed on February 21, 2025. In consideration for the Transaction, the Company issued a total of 22,519,187 common shares of the Company. Prior to closing of the transaction, the Company had 290,000 (post-share consolidation) options outstanding exercisable at \$0.86 expiring on December 11, 2025. The fair value per option was estimated to be \$0.22 based on the Black—Scholes Option Pricing Model using the following assumptions: expected dividend yield -0%, expected volatility -50.65%, risk-free interest rate -2.90% and an expected remaining life -0.5 years. Upon completion of the Transaction, the Acquisition, the Offering, and the conversion of advances from shareholders, shareholders of ICG held 71.26% of the Resulting Issuer Shares.

As a result of the Transaction, the former shareholders of ICG acquired control of the Company, thereby constituting a reverse takeover of the Company. The Reverse Take Over is considered a purchase of the Company's net assets by the shareholders of ICG. The Company did not qualify as a business according to the definition in IFRS 3 as there were no substantive business operations in place, therefore the Transaction does not constitute a business combination. The transaction has been accounted for in accordance with guidance provided in IFRS 2 Share-Based Payment as an issuance of shares by ICG for the net assets of the Company and the Company's listing status with ICG as the continuing entity. Under a reverse acquisition accounting, any difference in the fair value of the consideration and the fair value of the net asset acquired is recorded as a listing expense charge in the consolidated statement of income (loss) and comprehensive income (loss). The listing expense was as follows:

	Consideration	Amount (\$)
Number of common shares issued (Fair value = \$1.00 per share)	2,900,000	2,900,000
Number of replacement options issued (Fair value = \$0.22 per option)	290,000	64,090
Total consideration		2,964,090

Fair value of net assets acquired	
Cash	1,246,507
Net working capital assumed	(24,063)
Excess (listing expense)	1,741,646

Notes to the Interim Condensed Consolidated Financial Statements

For the six months ended June 30, 2025, and 2024 Expressed in Canadian dollars (unaudited)

7. Cash

The Group has an operating loan available to a maximum of \$875,000 and a \$500,000 working capital loan, bearing interest at prime plus 2%. A general security agreement and guarantee from a related party has been provided as security. As at June 30, 2025, neither of these credit facilities were utilized (December 31, 2024 – nil). Cash (expressed in \$CAD equivalent) held by financial institutions, as at June 30, 2025 and December 31, 2024, were as follows:

Financial Institution	2025	2024
Petty cash	1,195	1,161
Bank of Montreal	9,248,439	4,107,649
Bank Qonto	85,805	54,565
Royal Bank of Canada	334,677	677,741
HSBC Bank USA	-	29,815
Total cash	9,670,116	4,870,931
Less: Restricted cash (Note 8)	9,228,888	(4,769,602)
Operating cash	441,228	101,329

As at June 30, 2025, restricted cash of \$8,990,421 (December 31, 2024 - \$4,538,712) was held with Bank of Montreal, \$238,467 (December 31, 2024 - \$230,890) was held with Royal Bank of Canada and \$nil (December 31, 2024 - \$nil) was held with HSBC Bank USA.

8. Restricted cash

Restricted cash includes funds held for the purposes of fulfilling future prizing obligations and funds held in trust for insurance premiums collected on behalf of insurance carriers or syndicates.

Restricted cash at June 30, 2025 and December 31, 2024 was comprised of the following:

Prizing	2025 8,990,421	2024 4,538,682
Insurance premiums	238,467	230,920
Total	9,228,888	4,769,602

9. Property and equipment

Cost	Land	Buildings	Computer equipment and software	Equipment, furniture and fixtures	Leasehold improvements	Total
Balance, December 31, 2023	875,000	1,165,373	352,640	154,942	147,455	2,695,410
Additions (12 months)	-	-	1,891	8,741	13,821	24,453
Balance, December 31, 2024	875,000	1,165,373	354,531	163,683	161,276	2,719,863
Additions (6 months)	-	-	3,000	634	-	3,634
Additions from acquisition (Note 5)	-	-	1,351	57	-	1,408
Balance, June 30, 2025	875,000	1,165,373	358,882	164,374	161,276	2,724,905

Notes to the Interim Condensed Consolidated Financial Statements

For the six months ended June 30, 2025, and 2024 Expressed in Canadian dollars (unaudited)

Accumulated depreciation						
Balance, December 31, 2023	-	232,780	324,749	101,927	109,120	768,576
Depreciation (12 months)	-	28,194	15,818	10,603	12,387	67,002
Balance, December 31, 2024	-	260,974	340,567	112,530	121,507	835,578
Depreciation (6 months)	-	13,489	4,774	6,247	6,193	30,703
Balance, June 30, 2025	-	274,463	345,341	118,777	127,700	866,281
Net book value						
At December 31, 2024	875,000	904,399	13,964	51,153	39,769	1,884,285
At June 30, 2025	875,000	890,910	13,541	45,597	33,576	1,858,624
Intangible assets and goodwill						
Cost	Goodwill	Internally developed software	Customer relationships	•	ed licenses and related software	Total
Balance, December 31, 2023	4,370,000	4,606,229	2,635,000		495,000	12,106,229
Additions (12 months)	-	475,412	_,000,000		-	475,412
Additions from acquisition	_	597,648	_		_	597,648
Disposal	-	-	-		(495,000)	(495,000)
Balance, December 31, 2024	4,370,000	5,679,289	2,635,000		-	12,684,289
Additions (6 months)	-	137,147	-		-	137,147
Additions from acquisition (Note 5)	5,032,767	1,347,928	259,000		-	6,639,695
Balance, June 30, 2025	9,402,767	7,164,364	2,894,000		-	19,461,131
Accumulated amortization						
Balance, December 31, 2023	-	1,979,654	87,833		330,000	2,397,487
Amortization (12 months)	-	512,572	527,000		165,000	1,204,572
Disposal	-	-	-		(495,000)	(495,000)
Balance, December 31, 2024	-	2,492,226	614,833		-	3,107,059
Amortization (6 months)	-	417,189	272,750		-	689,939
Balance, June 30, 2025	-	2,909,415	887,583		-	3,796,998

11. Deferred revenue

Net book value At December 31, 2024

At June 30, 2025

10.

	2025	2024
Deferred revenue – Projects	1,079,970	1,080,749
Deferred revenue - Software as a service	160,969	41,756
	1,240,939	1,122,505

3,187,063

4,254,949

2,020,167

2,006,417

4,370,000

9,402,767

9,577,230

15,664,133

Notes to the Interim Condensed Consolidated Financial Statements

For the six months ended June 30, 2025, and 2024 Expressed in Canadian dollars (unaudited)

Deferred revenue is expected to be earned in the next 12 months, hence it has been classified as a current liability. The transaction volume for the year and six-month period ended December 31, 2024 and June 30, 2025 is shown in the below table:

Balance, December 31, 2023	1,147,214
Amount invoiced during the year	7,197,973
Revenue earned during the year	(7,222,682)
Balance, December 31, 2024	1,122,505
Amount invoiced during the period	4,470,124
Revenue earned during the period	(4,351,690)
Balance, June 30, 2025	1 240 939

12. Bank indebtedness

	2025	2024
Bank of Montreal term loan, maturing April 30, 2025 repayable in monthly principal payments of \$5,208, plus interest at 3.0% per annum.	-	20,833
Bank of Montreal term loan, maturing May 31, 2025 repayable in monthly principal payments of \$15,625, plus interest at 3.0% per annum.	-	78,125
Bank of Montreal term loan, maturing December 31, 2025 repayable in monthly principal payments of \$5,208, plus interest at 3.4% per annum.	31,250	62,500
Bank of Montreal term loan, maturing August 31, 2026 repayable in monthly principal installments of \$28,230, plus interest at 5.5% per annum.	395,222	564,603
Bank of Montreal term loan, maturing November 30, 2026 repayable in monthly principal payments of \$62,500 through October 31, 2025 and \$100,000 per month thereafter, plus interest at 6.6% per annum.	6,250,000	6,625,000
Royal Bank of Canada term loan, maturing January 20, 2029 repayable in blended monthly installments of \$837, including interest at Prime plus 2.14% per annum.	28,330	-
Bank of Montreal mortgage term loan, maturing March 30, 2030 repayable in blended monthly installments of \$11,455 including interest at a fixed rate of 5.19% per annum.	1,697,526	1,724,550
	8,402,328	9,075,611
Less: current portion of bank indebtedness	(1,475,815)	(1,387,387)
	6,926,513	7,688,224

The terms of the above Bank of Montreal loans require that certain measurable covenants be met. On May 22, 2024, the Group obtained from the lender a waiver to defer the application of covenant tests until June 30, 2025. Subsequently, on January 23, 2025, the lender amended the original agreement to have the date of the application of covenant tests changed to January 1, 2026.

As at June 30, 2025, management understands that the Group may not be able to meet the requirements of covenants that will be enforced by the lender on January 1, 2026, without raising sufficient capital and increasing its revenues significantly. In case of a breach of a covenant when testing resumes on January 1, 2026, all of the debt would become due on demand.

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Additional borrowings and repayments of long-term debt for the year and six-month periods ended December 31, 2024 and June 30, 2025, respectively, are summarized below:

Balance January 1, 2024	10,538,908
Additions	-
Repayments of principal	(1,463,297)
Balance December 31, 2024	9,075,611
Additions	29,121
Repayments of principal	(702,404)
Balance June 30, 2025	8,402,328

13. Share capital

Issued - IC Group Holdings Inc.	June 30, 2025	December 31, 2024
33,421,907 Class A common shares (2024 – 25,802,894)	10,454,153	3,178,877

During the period ended June 30, 2025 the Group issued 7,632,926 Class A common shares for the following purposes:

	Class A Common Shares Issued	Amount (\$)
Acquisition of Emotion Media Inc.	3,211,009	3,211,009
Reverse Takeover transaction of Cuspis Capital II	2,900,000	2,900,000
Brokered private placement subscription offering	1,205,250	922,016
Shareholder loans settled in share subscription	316,667	242,250
	7,632,926	7,275,275

As part of the brokered private placement offering, subscribers received, at a price of \$1.00, a subscription receipt which entitled the holder to, on a post-share split basis, one Group common share and one common share purchase warrant (each warrant, an "Underlying Warrant"). Each Underlying Warrant entitles the holder to purchase one Group common share at an exercise price equal to \$1.20 until the date that is 48 months following the closing date of the Proposed Transaction. As part of compensation for leading the private placement offering, the broker received warrants which entitle the holder to purchase one IC Group common share at an exercise price equal to \$1.00 per warrant received until the date that is 48 months following the closing date of the Qualified Transaction.

During the six-month period ended June 30, 2025 the Group issued 1,572,552 warrants related to the Offering. The fair values of these warrants were estimated using the Black Scholes pricing model with the following inputs as at the transaction close date of February 21, 2025:

	Warrants	Risk-Free	Average Exercise		Dividend	Strike	
	subscribed	Interest Rate	Term (years)	Volatility	yield	Price	Fair Value
Private Placement							
Subscription	1,205,250	2.75%	2	50.65%	-	1.20	283,233
Shareholder Loan							
settlement	316,667	2.75%	2	50.65%	-	1.20	74,417
Broker							
compensation	50,635	2.75%	2	50,65%	-	1.00	15,191
	1,572,552						372,841

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Issuance of share options

Management options

On July 2, 2024, the Board of Directors approved a stock option plan for management of the Company. On September 17, 2024, the Company communicated the initial granting of 2,077,251 management share options at an exercise price of \$0.73 per option. These options vest 50% on each of January 1, 2025 and 2026 and expire September 16, 2034.

On April 10, 2025, the Company granted an aggregate of 75,000 executive stock options at an exercise price of \$0.65 per share. These options vest 50% on each of April 9, 2026 and 2027 and expire April 9, 2035.

On June 30, 2025, the Company granted an aggregate of 325,346 stock options at an exercise price of \$0.54 per share to six executives as partial settlement of their 2024 performance bonuses. These options vest 50% on each of June 29, 2026 and 2027 and expire June 29, 2035.

The following table summarizes the Company's stock option activity for the six-month ended June 30, 2025:

	Options	Weighted Average Exercise Price Options
Balance, December 31, 2024	2,077,251	0.73
Granted	400,346	0.56
Cancelled/expired	(44,061)	0.73
Exercised	-	-
Balance, June 30, 2025	2,433,536	0.70

The fair values of these options were estimated using the Black Scholes pricing model with the following inputs:

		Risk-Free	Average Exercise		Dividend	Forfeiture	
Vesting Date	Options	Interest Rate	Term (years)	Volatility	yield	rate	Fair Value
January 1, 2025	1,038,625	2.90%	5.25	50.65%	-	-	586,270
January 1, 2026	1,038,626	2.90%	5.75	58.81%	-	-	651,969
April 9, 2026	37,500	2.75%	5.50	50.65%	-	-	11,924
April 9, 2027	37,500	2.75%	6.00	58.81%	-	-	13,825
June 29, 2026	162,673	3.31%	5.50	50.65%	-	-	43,717
June 29, 2027	162,673	3.31%	6.00	58.81%	-	-	50,502
	2,477,597						1,358,207

The estimated fair value of the management options will be expensed over their respective vesting periods. During the six-month period ended June 30, 2025, expense of \$238,893 (2024 – \$nil) was recognized in operating and administrative expenses.

The following table presents information related to stock options outstanding as at June 30, 2025:

Exercise price	Number of options outstanding	Weighted Average remaining contractual life (years)	Number of options exercisable
0.70	2,433,536	9.34	1,038,625

Employee options

On September 18, 2024, the Company granted 2,134,259 share options which vested immediately, to certain long-standing employees, at an exercise price of \$0.001 per option. All options were exercised on September 23, 2024. The fair value of the underlying shares at the time of exercise was estimated to be \$1.00 per share. The total exercise value net of the exercise cost, equated to \$2,131,552 and was recognized in other expense at the time of option exercise, with a corresponding increase in share capital, recognizing the issuance of new shares.

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Acquisition of Minority Interest in Insured Creativity Inc.

On June 21, 2024, the Group acquired the 12.62% minority interest in its Insured Creativity Inc. subsidiary for total consideration of \$500,000, consisting of \$50,000 of cash plus 459,545 Class A common shares of 11197894 Canada Ltd.

Earnings per Share

Period ended June 30,	2025	2024
Numerator:		
Net profit attributable to shareholders – basic and diluted	(3,351,815)	(1,398,142)
Denominator:	, , , ,	, ,
Weighted-average number of common shares	31,259,255	23,119,378

^{*}In conjunction with a business combination and equity financing transaction, the Company effected a 7.89:1 share split on February 21, 2025. All share and per share amounts have been retrospectively presented to reflect this share split.

14. Related party transactions

Key management personnel are those persons having oversight or authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly.

Share-based payments below are measured at the grant date fair value of the options and/or share awards issued in the period. Key management compensation incurred for the six-month periods ending June 30, 2025 and 2024 are as follows:

	2025	2024
Short-term compensation	854,640	605,803
Share-based payments	27,500	150,000
Total	882,140	755,803

Included in short-term compensation is \$50,000 to a former director that is proposed to be settled by the issuance of 66,666 common shares, pending regulatory approval.

During the prior year period, certain shareholders committed to lending the Company up to \$800,000. These shareholder loans bear interest at a rate of 10.0% per annum, payable monthly. On December 20, 2024 the Company obtained from the lending shareholders an extension of the repayment period to July 1, 2026. On February 21, 2025, in conjunction with the business combination and equity financing (Note 6), \$316,667 of these advances were restructured into share issuance.

During the prior year period, four shareholders, who are active employees in IC Group, agreed to a 25% salary deferral from January 15, 2024 to January 31, 2025 to be repaid, with accrued interest calculated at a rate of 8.0% per annum. As at June 30, 2025, cumulative deferred salaries of \$288,171 plus accrued interest of \$20,993 were included in accounts payable and accrued liabilities.

15. Financial instruments

The Group, as part of its operations, carries a number of financial instruments. It is management's opinion that the Group is not exposed to significant interest, currency, credit, liquidity or other price risks arising from these financial instruments except as otherwise disclosed.

Notes to the Interim Condensed Consolidated Financial Statements

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Liquidity risk

Liquidity risk is the risk that the entity will encounter difficulty in meeting obligations associated with financial liabilities. The Group manages its liquidity risk by forecasting its operations and anticipating its operating and investing activities. The contractual cash flows of the Group's undiscounted financial liabilities are as follows:

As at June 30, 2025	Less than 1 year	1 year to 5 years	Greater than 5 years
Accounts payables and accrued liabilities	5,131,621	-	-
Customer deposits – prizing	8,914,362	-	-
Advances from shareholders*	-	400,000	-
Notes payable	69,591	34,796	_
Bank indebtedness	1,475,815	5,108,818	1,817,696
Debentures payable	624,468	1,150,430	•
	16.215.857	6.694.044	1.817.696

As at December 31, 2024	Less than 1 year	1 year to 5 years	Greater than 5 years
Accounts payables and accrued liabilities	3,909,854	-	-
Customer deposits – prizing	4,475,018	_	-
Advances from shareholders*	716,667	-	-
Notes payable	196,871	73,436	-
Long-term debt	1,387,387	5,297,338	2,390,886
	10,685,797	5,370,774	2,390,886

^{*}Shareholder advances were restructured on February 21, 2025 and their maturity was extended (Note 6).

Credit concentration risk

Financial instruments that potentially subject the Group to concentrations of credit risk consist primarily of trade accounts receivable and advances to related parties. Group sales are concentrated in the technology sector. An allowance for doubtful accounts is established based upon factors surrounding credit risk of specific customers, historical trends and other information.

As at June 30, 2025, three customers accounted for 36% of total accounts receivable. As at December 31, 2024, three customers accounted for 46% of total accounts receivable.

For the six-month period ending June 30, 2025, approximately 74% of total revenue was earned from 5 customers. For the six-month period ended June 30, 2024, approximately 62% of total revenue was earned from 4 customers.

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: foreign currency risk, interest rate risk and other price risk. The Group is mainly exposed to foreign currency risk.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign currency exchange rates. The Group enters into transactions denominated in Australian Dollars, Euros, Great British Pounds, and United States Dollars for which the related revenues, expenses, accounts receivable and accounts payable balances are subject to exchange rate fluctuations.

Due to materiality, United States Dollar denominated exposures are the only foreign currency exposures actively managed by the Company. Further, as at June 30, 2025 and December 31, 2024, the only material exposures to foreign currencies were from transactions denominated in United States Dollars. At these dates, the following items, recorded in Canadian dollars, are denominated for settlement in United States currency:

Notes to the Interim Condensed Consolidated Financial Statements

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	2025	2024
	CAD\$	CAD\$
Cash	185,970	420,566
Restricted cash	9,051,127	4,556,116
Accounts receivable	1,450,423	1,309,371
Accounts payable and accrued liabilities	(766,011)	(387,663)
Deferred revenue	(1,080,617)	(1,081,852)
Customer deposits – prizing	(8,914,362)	(4,397,077)
	(73,470)	419,462

A 10% increase change in the CAD foreign exchange rate would result in the following changes:

	June 30, 2025		Decemb	er 31, 2024
	Increase	Decrease	Increase	Decrease
Cash	(16,906)	18,597	(38,233)	42,057
Restricted cash	(822,830)	905,113	(414,192)	455,612
Accounts receivable	(131,857)	145,042	(119,034)	130,937
Accounts payable and accrued liabilities	69,637	(76,601)	35,242	(38,766)
Deferred revenue	98,238	(108,062)	98,350	(108, 185)
Customer deposits – prizing	810,397	(891,436)	399,734	(439,708)
	6,679	(7,347)	(38,133)	41,946

Credit Risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfil its payment obligations. The Group's credit risk is primarily attributable to cash including restricted cash, accounts receivables and short-term debentures. Cash consists of cash on hand deposited with reputable financial institutions, which is closely monitored by management. Receivables are amounts typically received within 30-60 days from reputable sources. Management believes credit risk with respect to financial instruments is minimal. Credit risk of receivables is mitigated through active collections management and working with organizations with good reputations and who are in good standing.

The Company's maximum exposure to credit risk is the carrying value of cash and receivables as follows as at:

	June 30, 2025	December 31, 2024
Cash and restricted cash	9,670,116	4,870,931
Accounts and other receivables	4,209,165	3,281,059
Short term debentures	<u>-</u>	388,900
Total	13,879,281	8,540,890

The following table sets out the aging details of the Group's accounts and other receivables balances outstanding based on when the receivable was due and payable and related allowances for expected credit losses:

_	June 30, 2025	December 31, 2024
Current (not past due)	3,224,039	2,151,229
1 – 30 days past due	467,903	890,685
31 – 60 days past due	268,075	117,370
More than 60 days past due	249,148	121,775
Less: allowance for expected credit losses	-	<u>-</u>
Total	4,209,165	3,281,059

As at June 30, 2025 and December 31, 2024, the Group believes that the credit risk for its accounts and other receivables is mitigated due to 77% (December 31, 2024 - 66%) being within 30 days of the agreed upon payment terms with customers, the overall high credit worthiness of the customer base and historically low credit losses.

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16. Operating expenses

The following table presents the main expense categories that comprise Operating and Administrative expenses for the six-month periods ended June 30, 2025 and 2024:

	2025	2024
Personnel	4,284,474	3,757,285
Amortization	720,642	710,112
Office and administration	434,164	399,110
Professional fees	660,666	729,096
Hosting Services	347,118	245,670
Insurance	187,748	158,554
Premises	123,925	98,270
Advertising and promotion	284,137	38,065
	7,042,874	6,136,162
The following table presents the main items that comprise Other Income (Expense):		
	2025	2024
Foreign exchange gain (loss) SR&ED investment tax credits	(13,390) -	172,528 62,500
	(13,390)	235,028

17. Segmented Reporting

The Company's management measures performance across three operating segments. These segments are defined primarily by their product and service offerings, as described below:

General and administrative expenses directly related to the Company's operating segments are included as operating expenses for those segments. All other general and administrative expenses are reported as part of the Corporate segment.

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Summary of segmented operations for the six-month period ended June 30, 2025 are as per below:

Six months ended June 30, 2025	Digital Promotions	Mobile Messaging	Insurance Solutions	Corporate	Elimination	Total
Revenue						
Contract and prizing revenue	4,321,461	-	-	-	-	4,321,461
Override rebates	1,376,488	-	-	-	-	1,376,488
Profit and sales commissions	-	-	697,297	-	-	697,297
Mobile messaging traffic	-	5,984,132	-	-	-	5,984,132
Rating site and administrative income	-	-	128,670	-	-	128,670
Rental income	-	-	-	159,485	(159,485)	-
Total revenue	5,697,949	5,984,132	825,967	159,485	(159,485)	12,508,048
Cost of Sales						
Brokerage commissions	-	-	280,614	-	-	280,614
Direct labour	1,035,729	-	-	-	-	1,035,729
Fulfillment costs	768,086	-	-	-	-	768,086
Mobile messaging traffic charges	-	4,709,502	-	-	-	4,709,502
Total cost of sales	1,803,814	4,709,502	280,614	-	-	6,793,931
Gross Margin	3,894,134	1,274,630	545,353	159,485	(159,485)	5,714,117
Operating expenses						
Amortization	(231,143)	(264,156)	(185,987)	(39,356)	-	(720,642)
Operating and administrative expenses	(2,902,343)	(1,154,947)	(581,900)	(1,842,527)	159,485	(6,322,232)
Other income (expense)	(1,425)	-	(11,662)	(303)	-	(13,390)
Operating income (loss)	759,223	(144,473)	(234,196)	(1,722,701)	-	(1,342,147)
Listing expense	-	-	-	(1,741,646)	-	(1,741,646)
Investment Income	100,856	-	121	7,699	-	108,676
Interest expense	-	-	-	(411,498)	-	(411,498)
Earnings (loss) before income taxes	860,079	(144,473)	(234,075)	(3,868,146)	-	(3,386,615)
Income tax expense (recovery)	(2,250)	(32,550)	-	-	-	(34,800)
Net earnings (loss)	862,329	(111,923)	(234,075)	(3,868,146)	-	(3,351,815)
Net earnings (loss) attributable to:						
Parent	862,329	(111,923)	(234,075)	(3,868,148)	-	(3,351,815)
Non-controlling interest	· -	-	-	-	-	-
	862,329	(111,923)	(234,075)	(3,868,148)	-	(3,351,815)
Segment assets	15,801,607	7,222,851	1,919,317	6,785,459	-	31,729,234
Segment liabilities	12,964,680	4,082,586	450,426	9,537,439	-	27,035,131

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Summary of segmented operations for the six-month period ended June 30, 2024 are as per below:

Six months ended June 30, 2024 Revenue	Digital Promotions	Mobile Messaging	Insurance Solutions	Corporate	Elimination	Total
Contract and prizing revenue	3,443,468	_	_	_	_	3,443,468
Override rebates	1,034,944	-	-	-	-	1,034,944
Profit and sales commissions	-	-	622,489	-	-	622,489
Mobile messaging traffic	_	3,036,259	-	-	-	3,036,259
Rating site and administrative income	-	-	146,390	-	-	146,390
Rental income	-	-	-	160,571	(160,571)	-
Total revenue	4,478,412	3,036,259	768,879	160,571	(160,571)	8,283,550
Cost of Sales						
Brokerage commissions	-	-	295,770	-	-	295,770
Direct labour	929,217	-	-	-	-	929,217
Fulfillment costs	796,083	-	-	-	-	796,083
Mobile messaging fees	-	1,802,507	-	-	-	1,802,507
Total cost of sales	1,725,300	1,802,507	295,770	=	-	3,823,577
Gross Margin	2,753,112	1,233,752	473,109	160,571	(160,571)	4,459,973
Operating expenses						
Amortization	(79,955)	(429,957)	(186,102)	(14,098)	-	(710,112)
Operating and administrative expenses	(2,432,190)	(1,464,694)	(548,430)	(1,141,307)	160,571	(5,426,050)
Other income (expense)	233,872	-	1,156	-	-	235,028
Operating income (loss)	474,839	(660,899)	(260,267)	(994,834)	-	(1,441,161)
Investment Income	103,962	-	(7)	129	-	104,084
Interest expense	-	-	-	(296,495)	-	(296,495)
Earnings (loss) before income taxes	578,801	(660,899)	(260,274)	(1,291,200)	-	(1,633,572)
Income tax expense (recovery)	-	(235,430)	-	-	-	(235,430)
Net earnings (loss)	578,801	(425,469)	(260,274)	(1,291,200)	-	(1,398,142)
Net earnings (loss) attributable to:						
Parent	578,801	(425,469)	(227,055)	(1,291,200)	-	(1,364,923)
Non-controlling interest	-	-	(33,219)	-	-	(33,219)
	578,801	(425,469)	(260,274)	(1,291,200)	-	(1,398,142)
Segment assets	10,170,708	7,770,706	2,382,019	3,144,940		23,468,373
Segment liabilities	8,108,631	2,914,842	377,860	10,786,342	-	22,187,675