Impact Development Group Inc.

Condensed Consolidated Interim Financial Statements

For the Three Months ended March 31, 2025, and 2024

(Unaudited)

(Expressed in US Dollars)

NOTICE OF NO AUDITOR REVIEW OF CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the condensed consolidated interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim consolidated financial statements have been prepared by and are the responsibility of management.

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

Impact Development Group Inc.
Condensed Consolidated Interim Statements of Financial Position
(Expressed in US Dollars)
As at March 31, 2025

As at	**Note**		**March 31, 2025**		**December 31, 2024**
Assets					
Current					
Cash and cash equivalents	14	**$**	**498,607**	$	330,708
Other accounts receivable	12		**338,696**		488,904
Property and other inventories	10		**6,080,534**		5,921,319
Land held for development	8		**3,497,938**		3,497,938
Prepayments and other short-term assets	11		**116,217**		86,184
Current assets			**10,531,992**		10,325,053
Non-current					
Machinery and equipment	7		**35,460**		44,265
Intangibles	9		**567,267**		354,767
Non-current assets			**602,727**		399,032
Total assets		**$**	**11,134,719**	$	10,724,085
Liabilities and shareholder's equity					
Current					
Accounts payable and accrued liabilities	13	**$**	**3,196,204**	$	3,104,024
Borrowings – Current	18		**6,611,766**		5,057,738
Advances received from customers			**65,287**		78,771
Current liabilities			**9,873,257**		8,240,533
Non-current					
Provisions for employee benefits			**68,102**		64,194
Borrowings – Non-Current	18		**4,406,481**		4,737,068
Deferred tax liabilities			**23,470**		23,470
Non-current liabilities			**4,498,053**		4,824,732
Share capital	15		**53,525,110**		53,525,110
Contributed surplus	15,16		**2,099,831**		2,034,250
Deficit			**(58,743,786)**		(57,779,387)
Accumulated other comprehensive income			**17,860**		14,452
Complementary tax			**(135,605)**		(135,605)
Total shareholder's deficit			**(3,236,590)**		(2,341,180)
Total liabilities and shareholder's equity		**$**	**11,134,719**	$	10,724,085

Nature of operations and continuance of business (Note 1)
Going concern (Note 2)

Approved and authorized by the Board on May 21, 2025

/s/ "Thomas Wenz" Director
Thomas Wenz

/s/ "Sophie Galper-Komet" Director
Sophie Galper-Komet

(Expressed in US Dollars)

Three months ended March 31	**Note**		**2025**		2024
Sales		**$**	**659,958**	$	1,641,967
House sales			*547,043*		*1,641,967*
Software license subscriptions			*112,915*		-
Cost of sales			**(566,768)**		(1,352,223)
House sales			*(488,094)*		*(1,352,223)*
Software license subscriptions			*(78,674)*		-
Sales expenses			**(31,956)**		(76,981)
Employee benefits expense			**(39,722)**		(42,545)
Depreciation and amortization	7,9		**(38,369)**		(22,188)
Overhead and administrative expenses			**(305,870)**		(447,763)
Operating loss			**(322,727)**		(299,733)
Other income			**-**		13,723
Interest expense	18		**(247,697)**		(124,168)
Accretion expense on debt	18		**(166,396)**		-
Write-down of receivables	26		**(162,000)**		(81,500)
Share-based compensation	16		**(65,580)**		(170,556)
Loss before taxes			**(964,399)**		(662,235)
Other comprehensive income			**3,408**		-
Net loss and comprehensive loss		**$**	**(960,991)**	$	(662,235)
Weighted average number of shares outstanding			**17,151,168**		15,392,476
Loss per share, basic	21	**$**	**(0.06)**	$	(0.04)
Loss per share, diluted		**$**	**(0.06)**	$	(0.04)

See accompanying notes to the condensed consolidated interim financial statements

Impact Development Group Inc.

Condensed Consolidated Interim Statement of Changes in Shareholder's Equity (Deficiency)

(Expressed in US Dollars)

Three months ended March 31, 2025 and 2024

		Share capital		Contributed surplus	Accumulated Deficit	Comprehensive loss	Complementary tax	Total
	Note	**Shares**	**Amount**					
Balance, January 1, 2024		14,141,928	$ 50,269,701	$ 1,440,926	$ (35,442,474)	-	$ (135,605)	$ 16,132,548
Warrants issued	16	-	-	673,340	-	-	-	673,340
Common shares issued on exercise of warrants	15	1,250,548	1,337,974	(1,337,974)	-	-	-	-
Share-based compensation	16	-	-	170,556	-	-	-	170,556
Net loss		-	-	-	(662,235)	-	-	(662,235)
Balance, March 31, 2024		15,392,476	$ 51,607,675	$ 946,848	$ (36,104,709)	-	$ (135,605)	$ 16,314,209
Balance, January 1, 2025		**17,151,168**	**$ 53,525,110**	**$ 2,034,250**	**$ (57,779,387)**	**$ 14,452**	**$ (135,605)**	**$ (2,341,180)**
Share-based compensation	16	-	-	65,580	-	-	-	65,580
Net loss		-	-	-	(964,399)	3,408	-	(960,991)
Balance, March 31, 2025		**17,151,168**	**53,525,110**	**$ 2,099,830**	**$ (58,743,786)**	**$ 17,860**	**$ (135,605)**	**$ 3,236,590**

See accompanying notes to the condensed consolidated interim financial statements

Impact Development Group Inc.
Condensed Consolidated Interim Statement of Cash Flows
(Expressed in US Dollars)
Three months ended March 31, 2025 and 2024

Three months ended March 31	**Note**	**2025**	2024
Net loss		**$ (964,399)**	$ (662,235)
Adjustments:			
Depreciation and amortization	9,11	**38,369**	28,063
Interest expense	18	**247,697**	126,369
Share-based compensation	16	**65,580**	170,556
Provision for warranties	13	**4,855**	16,000
Write-down of receivables	22	**162,000**	81,500
Accretion expense	18	**166,396**	-
Changes in non-cash working capital		**(125,710)**	(832,116)
Other accounts receivables		**(8,361)**	(10,051)
Property and other inventories		**(159,215)**	125,680
Prepayments and other short-terms assets		**(30,032)**	(243,656)
Other account payables		**80,244**	(784,730)
Advances received from customers		**(12,254)**	76,054
Provisions for employee benefits		**3,908**	4,587
Other		**55,107**	85,404
Net Cash used in operating activities		**(350,105)**	(986,459)
Investing Activities			
Cash spent on development of intangible asset	9	**(243,000)**	-
Net Cash used in investing activities		**(243,000)**	-
Financing Activities			
Proceeds from borrowings	18	**1,259,000**	2,140,000
Interests paid on borrowings	18	**(45,282)**	(114,310)
Repayments of borrowings	18	**(452,713)**	(606,008)
Interests paid on lease liabilities		**-**	(1,711)
Repayment of lease liabilities		**-**	(22,408)
Net Cash from financing activities		**761,005**	1,395,563
Net change in cash & cash equivalents		**167,900**	409,104
Cash and cash equivalents, January 1		**330,708**	71,523
Cash and cash equivalents, March 31		**$ 498,607**	$ 480,627
Income taxes paid		**$ -**	$ -

See accompanying notes to the condensed consolidated interim financial statements

1. **Nature of operations**

Impact Development Group Inc. ("IDG" or the "Company") formerly Yubba Capital Corp. ("Yubba"), was incorporated under the Ontario Business Corporations Act on January 8, 2021 and was a Capital Pool Company ("CPC") as defined in the Policy 2.4 of the TSX Venture Exchange. Upon the closing of the Reverse Takeover (the "RTO Transaction), Yubba changed its name to Impact Development Group Inc. The registered head office of the Company is located at 1 Adelaide Street East Suite 801, Toronto, ON, M5C 2V9.

As described below, the Company completed the acquisition of Impact Housing Corporation ("IHC") through an acquisition agreement (the "RTO Transaction") whereby the Company acquired all of the issued and outstanding shares of IHC on November 30, 2023, with the former shareholders of IHC obtaining control over the Company. As a result of the completion of the RTO Transaction, the shareholders of IHC held 98.59% of the issued and outstanding common shares of the Company and the shareholders of Yubba held the remaining 1.41%.

IHC was incorporated under the laws of the Commonwealth of The Bahamas as a limited liability company on September 5th, 2017, under the International Business Companies Act 2000. IHC is a Panamanian real estate developer that provides affordable housing solutions to middle class market in Panama. IHC acquires land and develops high-quality residential and commercial buildings. IHC also provides services including financing, architectural, engineering, off-site manufacturing, general contracting, property management, and administration.

On October 24, 2025, the Company acquired 100% of the issued and outstanding shares of Fusion Software LLC. ("Fusion"), a software company located in Ohio, the United States. Fusion are the creators of an innovative software platform designed to streamline the administration of Low-Income Housing Tax Credits for tax credit investors, tax credit syndicators and affordable housing developers.

On December 12, 2023, the common shares of the Company commenced trading on the TSX Venture Exchange under the trading symbol "IMPT".

The condensed consolidated interim financial statements were approved by the Company's Board of Directors on May 21, 2025.

2. **Going concern assessment**

These condensed consolidated interim financial statements have been prepared assuming that the Company will continue as a going concern. However, as of the date of these financial statements, the Company's ability to continue as a going concern is subject to significant uncertainty due to the following factors:

- Liquidity - The Company has experienced a significant decline in revenue in the current year, primarily due to unfavourable economic conditions in the Republic of Panama. During the three months ended March 31, 2025, the Company generated a net loss of $964,399 (2023 – $662,235), operating loss of 322,727 (2024 - $299,733) and net cash flows used in operating activities of $350,105 (2024 – $986,459). As of March 31, 2025, the Company has an accumulated deficit of $3,236,590 (December 31, 2024 – $2,341,180) and working capital surplus of $658,735 (2024 - $2,084,520). The Company's cash flow from operations is insufficient to cover its current obligations in the next 12 months from the date of these financial statements.

- Dependence on external financing - The continuation of the Company is dependent on its ability to achieve positive cash flow from operations, to obtain the necessary equity or debt financing to expand construction and operations, including continued support from its lenders, but there is no guarantee that such financing will be secured on favorable terms or at all.

- Management's Plans - In response to these conditions, management is undertaking a series of strategic initiatives to improve liquidity and financial performance. These initiatives include cost-cutting measures, the sale of non-core assets, and efforts to restructure existing debt. Management believes these actions will improve the Company's financial position and enable it to continue operations for the foreseeable future.

The condensed consolidated interim financial statements do not include any adjustments that might result from the outcome of these uncertainties. If the Company is unable to secure additional financing or achieve its planned strategic initiatives, it may be unable to continue as a going concern, and significant adjustments may be required to the carrying values of assets and liabilities.

Management monitors recent developments in relation to global tariffs and does not anticipate any material impacts on the financial position of the Company.

These conditions raise substantial doubt about the Company's ability to continue as a going concern for the next 12 months from the date of these financial statements.

3. Basis of preparation

a. Statement of compliance

The condensed consolidated interim financial statements have been prepared by management in accordance with IFRS® Accounting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

b. Basis of measurement

These condensed consolidated interim financial statements have been prepared on a historical cost basis, except for financial instruments classified at fair value through profit or loss ("FVTPL"). In addition, these condensed consolidated interim financial statements have been prepared using the accrual basis of accounting except for cash flow information.

c. Basis of consolidation

These condensed consolidated interim financial statements comprise the financial statements of the Company and its wholly owned subsidiaries. Subsidiaries are entities controlled by the Company. Control exists when the Company has the power to govern the financial and operating policies of an entity to obtain benefits from its activities. Subsidiaries are fully consolidated from the date of acquisition, being the date on which the Company obtains control, and continue to be consolidated until the date that such control ceases. The financial statements of the subsidiaries are prepared for the same reporting period as the parent company, using consistent accounting policies. All intercompany balances and transactions are eliminated upon consolidation in preparing the financial statements. These condensed consolidated interim financial statements of the Company include the following wholly owned subsidiaries.

Name of Subsidiary	Principal activity	Domicile
Impact Housing Corporation	Administrative services	Republic of Panama
Impact Housing Management Corporation	Administrative services	Republic of Panama
Promotora Santiago Development Corp.	Project Developer	Republic of Panama
Promotora Soná, S. A.	Project Developer	Republic of Panama
Promotora Capellania, S. A.	Project Developer	Republic of Panama
Impact Equipos, S. A.	Machinery and Equipment manager	Republic of Panama
Impact Santiago, S. A.	Payroll manager	Republic of Panama
Promotora Los Faros de Santiago, S.A.	Project Developer	Republic of Panama
Impact Construction, S.A.	Construction manager	Republic of Panama
Promotora Villas de Vizcaya, S.A.	Project Developer	Republic of Panama
Promotora Villas de Valencia, S.A.	Project Developer	Republic of Panama
Promotora Villas de Alicante, S.A.	Project Developer	Republic of Panama

Promotora Santiago Comercial, S.A.	Project Developer	Republic of Panama
Fusion Software LLC	Software licensing	United States

d. Functional and presentation currency

The condensed consolidated interim financial statements are presented in United States Dollar. The Canadian parent company has Canadian Dollar as the functional currency. The Company's subsidiaries in note 3 c), except Fusion Software LLC, operate in the Republic of Panama. The functional currency of these subsidiaries is the United States Dollar, which is the currency transacted in Republic of Panama. The functional currency of Fusion Software LLC operating in the United States is United States Dollar.

Transactions in currencies other than an entity's functional currency are recognized at the rates of exchange prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the prevailing exchange rate at the reporting date. Non-monetary assets and liabilities, and revenue and expense items denominated in foreign currencies are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. Foreign exchange differences are recognized in profit or loss in the period in which they arise.

The assets and liabilities of parent company with a functional currency that differs from the presentation currency are translated to the presentation currency as follows:
- Assets and liabilities are translated at the closing rate on the consolidated statements of financial position date;
- Income and expenses are translated at average exchange rates (unless the average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case, income and expenses are translated at the rate on the dates of the transactions) for the year or period presented;
- Equity transactions are translated using the exchange rate at the date of the transaction; and
- All resulting exchange differences are recognized as a separate component of equity as a reserve for foreign currency translation.

4. Summary of material accounting policies

These condensed interim consolidated financial statements have been prepared in accordance with the International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") applicable to the presentation of interim financial statements, including IAS 34 Interim Financial Reporting. The condensed interim consolidated financial statements should be read in conjunction with the annual audited financial statements for the year ended December 31, 2024, which have been prepared in accordance with IFRS as issued by the IASB.

The Company uses the same accounting policies and methods of computation as in the annual financial statements for the year ended December 31, 2024.

5. Critical accounting judgments, assumptions and estimates

There have been no changes to the critical accounting estimates and judgements. Refer to the Company's annual consolidated financial statements and notes for the year ended December 31, 2024.

6. Acquisition

On October 24, 2024, the Company acquired 100% of the issued and outstanding shares of Fusion Software LLC., a software company located in Ohio, the United States. Fusion are the creators of an innovative software platform designed to streamline the administration of Low-Income Housing Tax Credits for tax credit investors, tax credit

(Expressed in US Dollars)

syndicators and affordable housing developers. The acquisition is completed to further the Company's commitment to affordable housing solutions.
The consideration paid consisted of:

a) 1,666,667 common shares, each issued at a price of $0.98 ("Consideration shares"); and
b) 1,166,668 common shares ("Earn-Out shares"), conditional upon the satisfaction of revenue milestones on the first, second, and third year anniversaries of the closing of this transaction. These shares were fair valued using a Monte Carlo simulation and fair valued at nil on acquisition date.

Under the terms of the Securities Purchase Agreement, for 38 months after the closing date of the transaction (the "Closing Date"), the Company will contribute a total of USD$3,000,000 to Fusion to help it meet the Revenue Milestones, as follows:

- USD$1,000,000 in the first 14 months following the Closing Date;
- An additional USD$1,000,000 in the first 26 months following the Closing Date; and
- An additional USD$1,000,000 in the first 38 months following the Closing Date.

Acquisitions are accounted for using the acquisition method whereby the assets acquired and the liabilities assumed are recorded at their fair values with the surplus of the aggregate consideration relative to the fair value of the identifiable net assets recorded as goodwill. The results of operations are included in the Corporation's consolidated financial statements from the respective date of acquisition.

The intangible assets recognized relates to the proprietery technology and software platform developed specifically for the administration of Low-Income Housing Tax Credits and was fair valued at $124,000 on acquisition date.

The receivables and payables acquired at acquisition date had fair values which approximated its carrying values and were settled within 90 days from acquisition date.

The following summarizes the assets acquired and liabilities assumed related to the acquisition:

Consideration:

Consideration shares	$	1,637,118
Earn-out shares		-
Total consideration		**1,637,118**
Assets and liabilities acquired:		
Intangible acquired		124,000
Accounts receivable		88,831
Accounts payable and accrued liabilities		(90,110)
Deferred tax liabilities on intangibles acquired		(26,040)
		96,681
Goodwill		1,540,437
Total identifiable net assets	**$**	**1,637,118**

Goodwill of $1,540,437 recognized from the Fusion acquisition was allocated the US operating segment. The Company assessed the indicators of impairment at the end of December 31, 2024 and impaired the goodwill to nil.

The Company incurred certain legal and advisory fees of $117,998 related to the acquisition which were included in overhead and administrative expenses in the consolidated statement of earnings and comprehensive income (loss) for the year ended December 31, 2024.

The proforma revenues earned for the year ended December 31, 2024, as if the acquisition of Fusion had occured on January 1, 2024, are $489,040. For the period between acquisition date and December 31, 2024, the Company earned revenues of $73,486 and net loss of $6,422 from Fusion.

(Expressed in US Dollars)

7. Machinery and equipment

Machinery and equipment consists of the following:

Cost	**Heavy equipment**	**Rolling equipment**	**Machinery**	**Molds**	**Total**
Balance at January 1, 2025	$ 826,849	$ 83,148	$ 100,901	$ 395,436	$ 1,406,334
Balance at March 31, 2025	**$ 826,849**	**$ 83,148**	**$ 100,901**	**$ 395,436**	**$ 1,406,334**

Depreciation and impairment					
Balance at January 1, 2025	**$ 810,958**	**$ 83,148**	**$ 94,659**	**$ 373,304**	**$ 1,362,069**
Depreciation	3,973	-	1,338	3,495	8,805
Balance at March 31, 2025	**$ 814,931**	**$ 83,148**	**$ 95,997**	**$ 376,798**	**$ 1,370,874**
Net book value at March 31, 2025	**$ 11,918**	**$ -**	**$ 4,904**	**$ 18,638**	**$ 35,460**

Cost	**Heavy equipment**	**Rolling equipment**	**Machinery**	**Molds**	**Total**
Balance at January 1, 2024	**$ 1,074,911**	**$ 257,098**	**$ 100,901**	**$ 395,436**	**$ 1,828,346**
Transfer from ROU assets [(1)]	187,250	-	-	-	187,250
Disposals [(2)]	(435,312)	(173,950)	-	-	(609,262)
Balance at December 31, 2024	**$ 826,849**	**$ 83,148**	**$ 100,901**	**$ 395,436**	**$ 1,406,334**

Depreciation and impairment					
Balance at January 1, 2024	**$ 1,016,950**	**256,484**	**89,309**	**359,323**	**1,722,066**
Transfer from ROU assets[(1)]	187,250	-	-	-	187,250
Disposals [(2)]	(427,406)	(173,950)	-	-	(601,356)
Depreciation [(3)]	34,164	614	5,350	13,981	54,109
Balance at December 31, 2024	**810,958**	**83,148**	**94,659**	**373,304**	**1,362,069**
Net book value at December 31, 2024	**$ 15,891**	**$ -**	**$ 6,242**	**$ 22,132**	**$ 44,265**

(1) The assets were purchased by the Company from the lessor of the leased assets at the end of the lease period resulting in classification of assets from Right of Use assets to Machinery and Equipment.

(2) During the year ended December 31, 2024, the Company disposed of heavy and rolling equipment that resulted in a gain on disposal of $93,294 recorded as other income in the consolidated statements of earnings and comprehensive income (loss).

(Expressed in US Dollars)

(3) For the year ended December 31, 2024, the depreciation includes $14,377 capitalized to property and other inventories for houses under construction in progress and $39,731 recorded directly as expense in the consolidated statements of earnings and comprehensive income (loss).

8. Land held for development

Land held for development, held at the Sona, Santiago and Capellania project sites, consists of the following:

	March 31, 2025	December 31, 2024
Opening balance – January 1	$ 3,497,938	$ 13,541,131
Transfer to Property and other inventories	-	(50,714)
Impairment (1)	-	(10,348,525)
Closing balance	**$ 3,497,938**	$ 3,497,938

(1) As at December 31, 2024, the impairment wass calculated as lower of cost and net realizable value of the land held for development. The net realizable value wass measured based on the appraised valuation of $9,933,198 from a third party accredited real estate valuator in Republic of Panama and the associated costs to sell of $415,327. The impairment is triggered by unfavourable economic activity and forecast in construction of social interest subsidized housing following the suspension of the MIVOT Solidarity Housing Fund program effective July 1, 2024.

9. Intangible

Intangible asset consists of the proprietary technology and software platform developed specifically for the administration of Low-Income Housing Tax Credits acquired from Fusion on October 24, 2024 (refer to Note 6 for details). Subsequent to the acquisition date, the Company capitalized the development work related to the enhancement of the software platform. The asset was amortized over an economic life of five years.

Fair value of technology acquired	**$ 124,000**
Additions	**243,000**
Amortization	**(12,233)**
Balance at December 31, 2024	**$ 354,767**
Additions	243,000
Amortization	(30,500)
Balance at March 31, 2025	**$ 567,267**

10. Property and other inventories

Property and other inventories consist of the following:

Under construction or development		
Los Sueños de Santiago – Phase 4	**4,020,153**	4,041,616
Los Sueños de Santiago – Phase 5	**694,749**	549,332
Los Sueños de Santiago – Phase 8	**675,464**	635,062
La Reserva Social	**378,906**	372,990
	5,769,272	5,599,000
Materials	**311,260**	322,319
Total property and other inventories	**$ 6,080,534**	$ 5,921,319

(Expressed in US Dollars)

Changes in the carrying value of property and other inventories as at March 31, 2025 and December 31, 2024 were as follows:

	March 31, 2025	December 31, 2024
Opening balance	**$ 5,921,319**	$ 11,181,591
Costs incurred in development	**559,874**	3,466,766
Capitalized interest	**49,341**	279,787
Write-down of cost to net realizable value [1]	**-**	(4,654,820)
Cost of goods sold [1]	**(450,000)**	(4,352,005)
Closing balance	**$ 6,080,534**	$ 5,921,319

[1] Recognized as cost of sales in the consolidated statements of earnings and comprehensive loss.

11. Prepayments and other short- term assets

Prepayment and other short-term assets were comprised as follows:

	March 31, 2025	December 31, 2024
Advances on expenses	**$ 54,813**	$ 33,721
Taxes	**50,866**	41,297
Others	**10,538**	11,166
Total	**$ 116,217**	$ 86,184

12. Other accounts receivables

Other accounts receivable were comprised as follows:

	March 31, 2025	December 31, 2024
Solidarity bonus subsidy	**$ 1,230,000**	$ 1,220,000
Electrical system reimbursement	**159,786**	159,786
Customer and employee	**75,277**	73,485
Expected credit losses (Note 21)	**(1,126,367)**	(964,367)
Total	**$ 338,696**	$ 488,904

13. Warranty provision

Warranty provision, estimated for general warranties provided by the Company on the houses sold for a period of five years after the possession date, is included in accounts payable and accrued liabilities in the consolidated statements of financial position and cost of sales in the consolidated statements of earnings and comprehensive loss. The provision for three months ended March 31, 2025 and the year ended December 31, 2024 is as follows:

Balance – January 1, 2024	$ 174,540
Additions	189,616
Reversal	(251,185)
Balance – December 31, 2024	112,971
Additions	4,855
Reversal	(64,929)
Balance – March 31, 2025	**$ 52,897**

(Expressed in US Dollars)

Provision for future development costs

Provision for future development costs, presented as accounts payable and accrued liabilities in the consolidated statements of financial position and cost of sales in the consolidated statements of earnings and comprehensive loss, as at March 31, 2025 and as at December 31, 2024 is as follows:

Balance – January 1, 2024	$	1,630,597
Additions		224,381
Cost spent in the year		(763,011)
Balance – December 31, 2024	$	1,091,969
Costs spent in the period		(111,050)
Balance – March 31, 2025	**$**	**980,919**

14. Cash and cash equivalents

		March 31, 2025		December 31, 2024
Cash on hand		**903**	$	3
Deposits in bank		**497,704**		330,705
Total	**$**	**498,607**	$	330,708

As of March 31, 2025, and December 31, 2024, the Company had no restrictions on its cash placed in deposits in bank.

15. Share Capital

The Company has authorized an unlimited number of common shares and 12,104,027 shares are held in escrow as at March 31, 2025 (December 31, 2024 - 12,104,027.) Outstanding common shares as at March 31, 2025 and December 31, 2024, are as follows:

	Common shares	Common shares in Escrow		Amount
Balance, December 31, 2023	**3,259,703**	**10,882,225**	**$**	**50,269,701**
Shares issued on exercise of warrants (1)	-	1,250,548		1,337,974
Shares issued on debt financing (2)	92,025	-		280,317
Shares issued on acquisition (3)	1,666,667	-		1,637,118
Escrow shares release on December 8, 2024	28,746	(28,746)		-
Balance, December 31, 2024	**5,047,141**	**12,104,027**	**$**	**53,525,110**
Balance, March 31, 2025	**5,047,141**	**12,104,027**	**$**	**53,525,110**

(1) The 1,250,548 warrants issued to management pursuant to the RTO Transaction on November 30, 2023 were exercised on March 12, 2024.

(2) On July 11, 2024, the Company issued 92,025 shares to DC Investment Fund pursuant to the terms of a private loan; refer to note 18 for details.

(3) On October 24, 2024, the Company issued 1,666,667 Consideration shares fair valued at $0.98 per share to Fusion; refer to note 6 for details. The fair value per share of $0.98 is based on the trading share price on acquisition date of $1.12 with a discount of 12.3%.

(Expressed in US Dollars)

16. Share-based Compensation

Warrants

Outstanding warrants as at March 31, 2025 and December 31, 2024 are as follows:

	Warrants	Warrants in escrow		Weighted average exercise price	Weighted average remaining contractual life (years)
Balance, December 31, 2023	**6,807**	**2,914,462**	**$**	**2.07**	**2.92**
Warrants exercised – March 12, 2024 [(1)]	-	(1,250,548)		-	-
Warrants issued on debt financing [(2)]	1,394,014	-	$	3.63	3.00
Bonus warrants issued on debt financing [(3)]	788,851	-	$	1.25	3.00
Balance, December 31, 2024	**2,189,672**	**1,663,914**	**$**	**3.14**	**2.22**
Balance, March 31, 2025	**2,189,672**	**1,663,914**	**$**	**3.14**	**1.97**
Number of warrants exercisable	**1,689,325**	**-**			

(1) Pursuant to the Company issued 1,250,548 warrants to the Chief Executive Officer with an expiry date of November 30, 2026, and vested immediately on issuance. These were exercised on March 12, 2024.

(2) Pursuant to the senior secured debenture agreement entered into on January 25, 2024, the Company issued 1,394,014 warrants on various dates in the six months ended June 30, 2024. The warrants were fair valued at $1,343,117 using Black-Scholes pricing model and the following assumptions:

Risk free interest rate	3.79% - 4.23%
Expected life (years)	3
Expected dividend yield	0%
Expected volatility	41.92%
Share price	$ 2.76 - $ 3.69
Exercise price	$ 3.04 - $ 4.06
Fair value	$ 0.80 -$ 1.07

(3) Pursuant to the operating loan agreement entered into on October 24, 2024, the Company issued 788,581 bonus warrants during the fourth quarter of 2024. The warrants were fair valued at $316,659 using Black-Scholes pricing model and the following assumptions:

Risk free interest rate	2.90% - 3.13%
Expected life (years)	3
Expected dividend yield	0%
Expected volatility	41.92%
Share price	$1.22- $ 1.30
Exercise price	$1.22 - $ 1.30
Fair value	$ 0.38- $ 0.41

(Expressed in US Dollars)

Stock options

Outstanding stock options as at March 31, 2025 and December 31, 2024, are as follows:

	Options	Weighted average exercise price	Weighted average remaining contractual life (years)
Balance, December 31, 2023	**11,498**	**$2.61**	**2.74**
Balance, December 31, 2024	**11,498**	**$2.61**	**1.74**
Balance, March 31, 2025	**11,498**	**$2.61**	**1.49**
Number of options exercisable	**11,498**		

Restricted share units

Pursuant to the RTO Transaction, certain directors, management and employee personnel were granted 427,414 restricted share units ("RSUs") on November 30, 2023 and 116,568 RSUs on February 7, 2024 which are held in escrow as at March 31, 2025. The RSU's will vest 25% every six months over two years, with the first portion vesting after the first six months from grant date of November 30, 2023, and subsequent portions vesting every six months after that.

The fair value of the RSUs at grant date was $855,442. During the three months ended March 31, 2025 and March 31, 2024, an share-based compensation expense of $65,580 and $170,556 was recorded respectively.

17. Loss per share

Basic loss per share is calculated by dividing the net comprehensive loss by the weighted-average number of common shares outstanding during the period.

	For the three months ended	
	March 31, 2025	March 31, 2024
Net loss	**$ (960,991)**	$ (662,235)
Weighted average number of common shares outstanding	**17,151,168**	15,392,476
Loss per share, basic	**$ (0.06)**	$ (0.04)
Loss per share, diluted	**$ (0.06)**	$ (0.04)

The effect of dilution from stock options, warrants and RSUs was excluded from the calculation of weighted-average number of shares outstanding for diluted loss per share for the three months ended March 31, 2025 and March 31, 2024, as they are anti-dilutive.

(Expressed in US Dollars)

18. Borrowings

Borrowings as at March 31, 2025 and December 31, 2024 are comprised as follows:

	Current		Non-current	
	March 31, 2025	December 31, 2024	**March 31, 2025**	December 31, 2024
Banks' borrowings	**-**	$ -	**1,950,526**	$ 2,373,419
Private Loans	**-**	-	**1,639,496**	1,590,649
Shareholder loans	**6,305,766**	4,736,738	**816,459**	773,000
Other loans	**306,000**	321,000	**-**	-
Total	**$ 6,611,766**	$ 5,057,738	**$ 4,406,481**	$ 4,737,068

Changes in the borrowings were as follows:

	March 31, 2025	December 31, 2024
Balance at January 1	**$ 9,794,806**	$ 6,968,684
Cash inflows from issuances	**1,259,000**	4,893,000
Cash outflows from repayments	**(452,713)**	(1,950,934)
Cash outflows from interest payments	**(45,282)**	(266,240)
Interest accrued	**296,040**	977,307
Debt financing costs (1)	**-**	(1,280,582)
Accretion expense on debt (1)	**166,396**	453,571
Closing balance	**$ 11,018,247**	$ 9,794,806

(1) Refer to shareholder loans below and note 16 on the fair value of warrants issued pursuant to the secured debenture agreement and operating loan agreement which is offset against the debt fair value. The allocated debt value is accreted to the gross cash proceeds over the maturity term of the agreement.

Bank borrowings

Bank borrowing comprises of a credit loan facility with Multibank Inc. to finance the Project Sueños de Santiago – Phase 4, which is secured by a mortgage on the land earmarked as Phase 4. The interest is paid monthly and the principal is repaid as the sale of houses build under Phase 4 project is completed with the maturity date of December 31, 2026. The credit facility was renewed on March 12, 2025 with an update to the expiry date from October 19, 2024 to December 31, 2026 with no other significant changes to the terms and conditions and resulted in no gain or loss on modification of the credit facility.

Description	**Starting date**	**Expiry date**	**Amount**	**Interest rate**	**March 31, 2025**	**December 31, 2024**
Houses Credit Line	Aug 24, 2019	Dec 31, 2026	$ 4,141,787	9.25%	**$ 1,252,052**	$ 1,290,469
Infrastructure Credit Line	Aug 24, 2019	Dec 31, 2026	$ 2,459,291	9.25%	**698,474**	689,700
Interests Capitalization	Apr 9, 2021	Dec 31, 2026	$ 446,741	9.25%	**-**	393,249
Total					**$ 1,950,526**	$ 2,373,418

Private Loans

On July 11, 2024, the Company signed a loan agreement with DC Investment Fund (DCIF) which replaced the previous promissory note with DCIF executed on September 6, 2017, with a maturity of 80 months and an interest rate of 15% per annum. The new loan has an interest rate of 12% per annum, payable every quarter, with the maturity date of March 31, 2026. As per terms of the new loan agreement, on July 11, 2024, the Company made a cash payment of $181,230 and issued 92,025 common shares of the Company. The Company derecognized the outstanding principal on previous promissory note and recognized the liability of the new loan at amortized cost of $1,480,265. The 92,025 common shares issued were recognized at fair value $3.08 per share as debt financing costs of $280,317 in the consolidated statement of earnings and comprehensive income (loss) for the year ended December 31, 2024.

Shareholder loan

On December 31, 2023, the Company signed an unsecured, non-interest bearing, on demand promissory note with a shareholder for $990,000. On January 25, 2024, the promissory note was cancelled and the Company replaced the promissory note with a senior secured debenture loan for proceeds of up to $4,500,000. Pursuant to the terms of the financing, the debenture bears an interest at rate of 12% per annum, payable quarterly, with a scheduled maturity date of November 30, 2025. Interest payments are deferred and accrued with the first interest payment occurring on January 31, 2025. Funds were be advanced to the Company each month with the final Tranche advanced on or before July 31, 2024. In connection with the financing, the Company issued warrants exercisable for the purchase of common shares of the Company (refer to note 16 for details and fair valuation of the warrants). As at December 31, 2024 the Company received $4,610,000 (December 31, 2023 - $990,000) and issued 1,394,014 warrants. The gross proceeds were allocated between the shareholder loan and warrants using a relative fair value approach of $3,569,919 and $1,040,081 respectively. The allocated debt value of $3,569,919 is accreted to its gross proceeds over the maturity term of the agreement. The accretion expense for the three months ended March 31, 2025 is $152,937 (2024 – nil).

On October 24, 2024, the Company entered into an unsecured draw down loan agreement dated October 24, 2024 for principal amount to a maximum of $1,000,000, advanced in four tranches as follows:

- The initial advance of $250,000 paid on the effective date of the loan agreement;
- The second advance of $333,333.33 payable on the date that is on or prior to 1 month following the effective date of the loan agreement,
- The third advance of $333,333.34 payable on the date that is on or prior to 2 months following the effective date of the loan agreement; and
- One or more final advance of $133,333.33 payable on the date that is on or prior to 3 months following the effective date of the loan agreement.

Interest is accrued at a rate of 12% per annum and the loan has maturity date of October 31, 2028. In connection with the financing, the Company issued bonus warrants exercisable for the purchase of common shares of the Company (refer to note 16 for details and fair valuation of the warrants). As at December 31, 2024, the Company received advances totalling to $1,000,000 and issued 788,581 bonus warrants. The gross proceeds were allocated between the shareholder loan and bonus warrants using a relative fair value approach of $759,498 and $240,502 respectively. The allocated debt value of $759,498 is accreted to its gross proceeds over the maturity of the agreement. The accretion expense for the three months ended March 31, 2025 is $13,459 (2024 – nil).

On December 31, 2024, the Company signed an unsecured, on demand promissory note at interest rate of 12% per annum with a shareholder for $273,000.

On March 31, 2025, the Company signed an unsecured, on demand promissory note at interest rate of 12% per annum with a shareholder for $1,259,000.

Other loans

On July 20, 2022, the Company amended its loan agreement with Panama Equities, Inc. originally entered into on July 27, 2020 to extend the maturity term to February 20, 2023 with an interest rate of 14% per annum. Post the maturity date of February 20, 2023, the loan became payable on demand.

(Expressed in US Dollars)

Interest expense

Interest expense for the three months ended March 31, 2025 of $247,697 (March 31, 2024 - $124,168) comprised of interest on borrowings of $246,700 (March 31, 2024 - $121,429) and accretion of lease liabilities of $nil (March 31, 2024 - $1,712) and other fees and charges of $997 (March 31, 2024 - $1,027).

19. Related party disclosures

The Company entered into several transactions with key management personnel and entities wholly owned by those personnel. The Company considers the executive officers and directors as the key management of the Company. The remuneration of key management personnel includes those persons having the authority and responsibility for the planning, directing, and controlling of the activities of the Company are as follows:

	Three months ended			
		March 31, 2025		March 31, 2024
Remuneration for services				
Salaries and Wages	**$**	**160,622**	$	159,477
RSUs (Note 16)		**65,580**		170,556
	$	**226,202**	$	330,033

Amounts due to and from related parties as at March 31, 2025 and December 31, 2024 are as follows:

Related party assets (liabilities)		**March 31, 2025**		December 31, 2024
Key management personnel	**$**	**(96,881)**	$	(13,034)
Shareholder loan (note 18)	**$**	**(7,782,840)**	$	(6,336,750)

The amount due to key management personnel, included in other accounts payable, relates to unpaid remuneration and reimbursement of business-related travel expense.

20. Segment reporting

Operating segments are defined as components of an enterprise for which separate financial information is available that is regularly evaluated by the chief operating decision maker in deciding how to allocate resources and in assessing performance. For the purpose of segment reporting, the Company's Chief Executive Officer (CEO) is the Chief Operating Decision Maker (CODM).

As at March 31, 2024, the Company had one operating and reporting segment. After the acquisition of Fusion on October 24, 2024, the Company had two operating and reporting segments. Although the Company prepares financial results at each subsidiary level, the overall financial and operational performance of the Company is analyzed, and forecasts are prepared for the two segments based on the two product lines - the construction and sale of houses in Republic of Panama and the Fusion software in United States. There is no customer that amounts to 10 percent or more of the total revenues earned in the three months ended March 31, 2025, and 2024.

(Expressed in US Dollars)

The segmented information for the three months ended March 31, 2025 is as follows:

	Panama	US	Consolidated [1]
Three months ended March 31		2025	
Sales	$ 547,043	$ 112,915	$ 659,958
Cost of sales	(488,094)	(78,674)	(566,768)
Sales expenses	(31,956)	-	(31,956)
Employee benefits expense	(39,722)	-	(39,722)
Depreciation	(7,896)	(30,500)	(38,369)
Administrative expenses	(237,783)	(10,496)	(248,279)
Corporate overhead	-	-	(57,591)
Operating loss	(258,408)	(6,755)	(322,726)
Interest expense	(247,697)	-	(247,697)
Accretion expense on debt	-	-	(166,396)
Write-down of receivables	(162,000)	-	(162,000)
Share-based compensation	-	-	(65,580)
Loss before taxes	(668,105)	(6,755)	(964,399)

	Panama	US	Consolidated [1]
As at December 31		2025	
Segmented assets	$ 9,908,400	$ 1,013,740	$ 11,134,720
Segmented liabilities	12,547,503	900,697	14,345,271

[1] Consolidated includes costs not allocated to Panama and US such as corporate overhead, interest and accretion expense and debt financing costs related to borrowings, share-based compensation and intercompany eliminations.

21. Capital and risk management

The objectives of capital management are to ensure the Company's ability to continue as a going concern and provide an adequate return to shareholders, as well as to maintain an optimal capital structure that reduces the costs of raising capital. The Company's capital as at March 31, 2025 comprises of shareholder's deficit of $3,236,591 (December 31, 2024 - $2,341,180) and total debt of $11,018,247 (December 31, 2024 - $9,794,806). The Company manages its capital structure and makes changes based on economic conditions, risks that impact the consolidated operations and future significant capital investment opportunities. To maintain or adjust its capital structure, the Company may issue new equity instruments or considers other financing opportunities.

The Company is exposed to the symptoms and effects of global economic conditions and other factors that could adversely affect its business, financial condition, and operating results. Many of the risk factors are beyond the Company's direct control. The Company's management and Board of Directors plan an active role in monitoring the Company's key risks and in determining the polices that are best suited to manage these risks.
The Company does not actively participate in the business of financial assets for speculative purposes.

The Company's strategy with respect to capital risk management has not changed since the year ended December 31, 2024.

Liquidity risk
Liquidity risk refers to the possibility that the Company will not meet its contractual obligations, mainly in respect of its accounts payable and repayment of principal and interest on borrowings.

The Company manages its liquidity needs by monitoring scheduled payments defined in the terms and conditions of each financing contract, as well as forecasts of cash inflows and outflows on a day-to-day basis. Long-term liquidity needs for a 180-day and 360-day monitoring period are identified monthly. The Company's objective is to maintain cash to meet its liquidity requirements for periods of at least 30 days.

In the event of requiring additional contribution to its real estate development projects, the Company may choose to seek access to bank financing or equity funding. Additionally, it may be able to sell long-term non-financial assets.

Contractual obligations as at March 31, 2025 and December 31, 2024 are as follows:

March 31, 2025	**Contractual obligations**				
	In 6 months	**7 to 12 months**	**More than 1 year up to 5 years**	**More than 5 years**	**Total**
Accounts payable	**$ 2,033,068**	**$ 1,163,136**	**$ -**	**$ -**	**$ 3,196,204**
Advances received from customers	**65,287**	**-**	**-**	**-**	**65,287**
Bank loans	**-**	**-**	**1,950,526**	**-**	**1,950,526**
Private loans	**-**	**-**	**1,639,496**	**-**	**1,639,496**
Shareholder loan	**1,554,600**	**5,190,800**	**1,037,500**	**-**	**7,782,900**
Other loans	**306,000**	**-**	**-**	**-**	**306,000**
TOTAL	**$ 3,958,955**	**$ 6,353,936**	**$ 4,627,522**	**$ -**	**$ 14,940,413**

December 31, 2024	Contractual obligations				
	In 6 months	7 to 12 months	More than 1 year up to 5 years	More than 5 years	Total
Accounts payable and accrued liabilities	$ 1,154,914	$ 1,949,212	$ -	$ -	$ 3,104,126
Advances received from customers	78,771	-	-	-	78,771
Bank loans	-	-	2,373,418	-	2,373,418
Private loans	-	-	1,590,649	-	1,590,649
Shareholder loans	276,750	5,052,500	1,007,500	-	6,336,750
Other loans	321,000	-	-	-	321,000
TOTAL	$ 1,831,435	$ 7,001,712	$ 4,971,567	$ -	$ 13,804,714

Foreign Currency risk
The Company's functional and reporting currency is the United States dollar but it is exposed to foreign currency risk with respect to the expenditures incurred by its Canadian parent entity which are denominated in Canadian dollar. As of March 31, 2025, the Company has not entered into any hedging agreements to mitigate foreign currency as the foreign currency risk was deemed to be low. A change in 10% in USD/CAD exchange rate as of March 31, 2025 would not have a material impact.

(Expressed in US Dollars)

Interest rate risk
Interest rate risk is the risk that the value of a financial instrument might be adversely affected by a change in the interest rates. In seeking to minimize the risks from interest rate fluctuations, the Company manages exposure through its normal operating and financing activities. As at March 31, 2025, the Company is not exposed to interest rate cash flow risk as none of the agreements have a floating interest rate, which will fluctuate with interest rates change. Fixed-interest instruments are subject to fair value risk but not interest rate cash flow 4risk. For each 0.25% change in the interest rate, the Company's net loss for the period ended March 31, 2025, would be impacted by $nil (2024 - Nil.)

Credit Risk

Credit risk is the risk one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company's main credit risks relate to its accounts receivable resulting from sale of finished properties in the normal course of its operations and cash deposited in the banks.

The credit risk of accounts receivable arising from the sale of property inventory is managed by mandating advance payments from customers or account credits prior to the transfer of the property, thus substantially eliminating the Company's credit risk in this regard. The Company has the backing of the bank letters of promise to pay the differential not covered directly by the customers. A provision for expected credit loss is established based upon historic trends and forward-looking information and revised when there are changes in circumstances that would create doubt over the receipt of funds. Such reviews are conducted on a continued basis through the monitoring of outstanding balances as well as the frequency of payments received. Accounts receivables are completely written off once management determines the probability of collection to be remote. Such reviews are conducted on a forward-looking basis and reviewed when changes in client or economic circumstances exist that would create doubt over the receipt of funds within the next twelve months. For the three months ended March 31, 2025, $162,000 of receivables were written off (2024 – $81,500).

The aging for other accounts receivable as at March 31, 2025 are:

	Current	**60-180 days**	**Over 180 days**	**Total**
Solidarity bonus receivable	$ 10,000	$ 20,000	$ 1,200,000	$ 1,230,000
Electrical systems reimbursement	20,374	-	139,412	159,786
Customers	75,278			75,277
TOTAL	**$ 105,652**	**$ 20,000**	**$ 1,339,412**	**$ 1,465,063**

Changes in the provision for expected credit losses at March 31, 2025 result from the following:

Balance – December 31, 2023	$	807,612
Allowance made during the year		846,755
Provision reversed		(6,90,000)
Balance – December 31, 2024	$	964,367
Allowance made during the year		162,000
Balance, March 31, 2025	$	1,126,367

The Company maintains current bank accounts of less than one year, with local banks with a minimum credit rating of "A" and therefore, the risk of loss on cash and cash equivalents is immaterial.

22. Fair value measurement of financial instruments

The Company's financial instruments consist of cash, account payables and accrued liabilities, and borrowings.

Financial assets and liabilities measured at fair value in the consolidated statement of financial position are characterized into three levels of a fair value hierarchy depending on the degree to which the inputs are observable. During the three months ended March 31, 2024, no transfers between fair value hierarchy occurred. The fair value hierarchy is as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: items other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3: unobservable items for assets or liabilities.

A financial instrument is classified to the lowest level hierarchy for which a significant input has been used in measuring fair value.

The carrying amounts for cash, and accounts payable and accrued liabilities approximate their respective fair values based on level 1 due to the short-term maturities of those instruments.

The estimated fair value of current and long-term borrowings and loans, categorized as Level 2, has been estimated using discounted cash flow techniques, applying interest rates in effect for debts with similar remaining maturities and credit risk. As at March 31, 2025 and December 31, 2024, the fair value of borrowings is $13,107,703 and $12,380,868 respectively.

23. Contingencies

In the year ended December 31, 2022, the Company filed a lawsuit against a contractor for damages for non-compliance of contractual commitments and quality standards. The court ruled the decision in favor of the Company for damages of $474,458 and lawyer fees. However, the Company has so far not been successful in collecting the damages from the contractor. The Company has not recorded a contingency gain for this amount.