

FORM 5A

ANNUAL LISTING SUMMARY

Introduction

The requirement to file this Form 5A does not apply to NV Issuers. NV Issuers must file a Form 51-102F2 Annual Information Form.

This Annual Listing Summary must be posted on or before the day on which the Issuer's annual financial statements are to be filed under the Securities Act. This statement is not intended to replace the Issuer's obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by the Exchange Policies.

General Instructions

- (a) Prepare this Annual Listing Summary using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the following items must be in narrative form. When the answer to any item is negative or not applicable to the Issuer, state it in a sentence. The title to each item must precede the answer.
- (b) The term "Issuer" includes the Listed Issuer and any of its subsidiaries.
- (c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

Listed Issuer Name: Metaguest.AI

Website:

<https://metaguest.ai>

Listing Statement Date: April 30, 2026

Description(s) of listed securities(symbol/type): METG

Brief Description of the Issuer's Business:

Metaguest.ai Incorporated is a cutting-edge technology company that develops advanced AI platforms for the hospitality industry designed to enhance the guest experience. Our flagship products are comprehensive solutions that addresses all aspects of the guest journey, from pre-arrival to post-departure. Features include on-

property e-commerce with electronic payments, real-time in-room service management, mobile check-out, personalized in-room controls, local experience/event bookings, virtual personal concierge and more. Guests engage in over 16 languages, on any connected device and without the need to download an app or visit a web site. By leveraging the platforms, hotels, resorts and short-term rental property owners can improve their operational efficiency, personalize the guest experience, increase revenue and overall customer satisfaction.

Description of additional (unlisted) securities outstanding

Jurisdiction of Incorporation: Alberta

Fiscal Year End: December 31, 2025

Date of Last Shareholders' Meeting and Date of Next Shareholders' Meeting (if scheduled): October 1, 2025

Financial Information as at: [Date]

| | Current | Previous |
|-------------------------------|-------------|---------------|
| Cash | 39,953 | \$53,984 |
| Current Assets | 106,734 | \$258,836 |
| Non-current Assets | 455,684 | \$834,760 |
| Current Liabilities | 2,660,548 | \$1,539,682 |
| Non-current Liabilities | 18,206 | \$84,110 |
| Shareholders' equity | | (\$530,196) |
| Revenue | 2,574,237 | \$1,496,317 |
| Net Income | (1,716,327) | (\$2,571,248) |
| Net Cash Flow from Operations | (351,940) | (\$1,424,659) |

SUPPLEMENTARY INFORMATION

The supplementary information set out below must be provided when not included in the Schedules. If the required details are included in Schedule A or B, provide specific reference to the page or note.

1. Related party transactions

Provide disclosure of all transactions with a Related Person, including those previously disclosed on Form 10. Include in the disclosure the following information about the transactions with Related Persons:

During the year, the Company incurred contractor fees to individuals and or companies controlled by individuals related to a director of the Company in the amount of \$425,099 (December 31, 2024 - \$114,000).

During the year, the Company incurred professional fees of \$41,716 (December 31, 2024 - \$80,123) from companies related to directors of the Company for legal services.

During the year the Company incurred contractor fees of \$153,063 (December 31, 2024 - \$87,873) from companies related to directors for consulting services.

Included in prepaid expenses is \$nil (December 31, 2024 - \$31,500) for advances on fees for a member of key management. Included in accounts payable and accrued liabilities is \$277,722 (December 31, 2024 - \$72,821) due to directors and officers for consulting, marketing and legal services.

The Company has identified its Chief Executive Officer and Chief Financial Officer as key management personnel. During the year, the Company incurred subcontractor fees related to key management personnel of \$358,633 (December 31, 2024 – \$233,000) and recognized share-based compensation of \$nil (December 31, 2024 – \$133,083). Total compensation to key management personnel for the year amounted to \$358,633 (December 31, 2024 – \$366,083).

2. Summary of securities issued and options granted during the period.

Provide the following information for the Listed Issuer's fiscal year:

- (a) summary of securities issued during the period,

| Date of Issue | Type of Security (common shares, convertible debentures, etc.) | Type of Issue (private placement, public offering, exercise of warrants, etc.) | Number | Price | Total Proceeds | Type of Consideration (cash, property, etc.) | Describe relationship of Person with Issuer (indicate if Related Person) | Commission Paid |
|--|---|--|------------------------|-------|----------------|--|--|-----------------|
| January 30 and March 4, 2025 | Debentures with 50,665 share purchase warrants | Private | 50,665 warrants | n/a | 76,000 | Cash | n/a | n/a |
| May 14, 2025 | Amendment to Convertible Debenture with shares issued of 649,432 as part of amendment | Private | 649,432 Class A shares | n/a | n/a | n/a | n/a | n/a |
| May 14, September 9 and December 3, 2025 | Debentures with shares issued of 541,200 representing a loan advance fee of 12% | Private | 541,200 Class A shares | n/a | \$451,000 | Cash | n/a | n/a |
| July 18, 2025 | Debt Settlement (Shares for debt) | n/A | 79,100 | N/A | \$7,910 | N/A | n/a | n/a |

(b) summary of options granted during the period,

| Date | Number | Name of Optionee if Related Person and relationship | Generic description of other Optionees | Exercise Price | Expiry Date | Market Price on date of Grant |
|------|--------|---|--|----------------|-------------|-------------------------------|
| | | | | | | |
| | | | | | | |
| | | | | | | |

3. Summary of securities as at the end of the reporting period.

Provide the following information in tabular format as at the end of the reporting period:

- (a) description of authorized share capital including number of securities outstanding for each class, dividend rates on preferred shares and whether or not cumulative, redemption and conversion provisions,

Class A common shares 72,046,599

- (b) description of options, warrants and convertible securities outstanding, including number or amount, exercise or conversion price and expiry date, and any recorded value, and

| Type of security | Number | Price | Expiry Date |
|------------------------|-----------|--------|-------------------|
| Options | 2,580,000 | \$0.38 | July/August 2027 |
| Convertible Debentures | 170,000 | \$0.25 | December 31, 2024 |
| Convertible Debentures | 291,230 | \$0.30 | May 14 2026 |
| Warrants | 117,500 | \$0.30 | February 2026 |
| Warrants | 156,661 | \$0.30 | June2026 |
| Warrants | 27,332 | \$0.30 | February 2026 |
| Warrants | 23,333 | \$0.30 | September 2026 |
| Warrants | 522,185 | \$0.50 | February 2026 |

- (c) number of shares in each class of shares subject to escrow or pooling agreements or any other restriction on transfer.

None

4. List the names of the directors and officers and include the position(s) held and the date of appointment, as at the date this report is signed and filed.

Tony Comparelli, Director, March 24, 2021
John Napier, Director, March 24, 2021
Colin Keddy, Director, June 10, 2022
Charlotte Janssen, Director, June 16, 2022
Doug McCartney, Director, June 10, 2022
Robert Lelovic, CFO, April 1, 2025

|

5. Financial Resources

- a) State the business objectives that the Issuer expects to accomplish in the forthcoming 12-month period;

Increase revenue on a monthly and annual basis

- b) Describe each significant event or milestone that must occur for the business objectives in (a) to be accomplished and state the specific time period in which each event is expected to occur and the costs related to each event;

Raise additional capital and add Hotel clients

- c) Disclose the total funds available to the Issuer and the following breakdown of those funds:

- (i) the estimated consolidated working capital (deficiency) as of the most recent month end prior to filing the Listing Statement, and

Working capital deficiency as of December 31, 2025 was \$2,553,814.

- (ii) the total other funds, and the sources of such funds, available to be used to achieve the objectives and milestones set out in paragraphs (a) and (b); and

The company continues to raise funds via private placements and debt.

- (iii) describe in reasonable detail and, if appropriate, using tabular form, each of the principal purposes, with approximate amounts, for which the funds available described under the preceding paragraph will be used by the Issuer.

Proceeds will be used for working capital purposes and hwere required to settle debt

6. Status of Operations

During the fiscal year, did the Listed Issuer

- (a) reduce or impair its principal operating assets; or

No

- (b) cease or substantively reduce its business operations with respect to its stated business objectives in the most recent Listing Statement?

No

Provide details:

7. Business Activity

a) Activity for a mining or oil and gas Listed Issuer

- (i) For the most recent fiscal year, did the Listed Issuer have positive cash flow, significant revenue from operations, or \$50,000 in exploration or development expenditures?

Provide details.

N/A

- (ii) If the response to (i) above is “no”, for the three most recent fiscal years did the Listed Issuer have an aggregate of \$100,000 in exploration or development expenditures?

Provide details.

N/A

b) Activity for industry segments other than mining or oil & gas

- (i) For the most recent fiscal year, did the Listed Issuer have positive cash flow, or \$100,000 in revenue from operations or \$100,000 in development expenditures?

Provide details.

N/A

- (ii) If the response to (i) above is “no”, for the three most recent fiscal years, did the Listed Issuer have either \$200,000 in operating revenues or \$200,000 in expenditures directly related to the development of the business?

Provide details.

N/A

SCHEDULE A: AUDITED ANNUAL FINANCIAL STATEMENTS

METAGUEST.AI INCORPORATED
CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2025



INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Metaguest.ai Incorporated

Opinion

We have audited the accompanying consolidated financial statements of Metaguest.ai Incorporated (the "Company"), which comprise the statement of financial position as at December 31, 2025, and the statements of loss and comprehensive loss, changes in shareholders' deficit and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2025, and its financial performance and cash flows for the years then ended, in accordance with International Financial Reporting Standards (IFRSs).

Basis for Opinion

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

Material Uncertainty Related to Going Concern

We draw attention to Note 2 in the consolidated financial statements, which indicates that the Company incurred a net loss of \$1,716,327 during the year ended December 31, 2025 (December 31, 2024: \$2,571,248) and, as of that date, the Company's current liabilities exceeded its total assets by \$2,098,130 (December 31, 2024: \$446,086). As stated in Note 2, these events or conditions, along with other matters as set forth in Note 2, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

knowing you.

Kreston GTA LLP is a partnership
registered in Ontario, Canada.

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Key Audit Matter

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

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

Other Matter – Comparative information

The consolidated financial statements for the year ended December 31, 2024 were audited by another auditor who expressed an unmodified opinion on those consolidated financial statements on April 29, 2025.

Other Information

Management is responsible for the other information. The other information comprises Management's Discussion and Analysis.

Our opinion on the consolidated financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon. In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in this auditor's report. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

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

We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.



Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (continued)

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Akil Pervez.

Kreston gTA LLP

Chartered Professional Accountants
Markham, Canada
April 30, 2026

METAGUEST.AI INCORPORATED
Consolidated Statements of Financial Position

| As at | December 31 2025 | December 2024 |
|---|-----------------------------|--------------------------|
| Assets | | |
| Current assets | | |
| Cash | \$ 39,953 | \$ 53,984 |
| Accounts receivable | 38,612 | 40,134 |
| Prepaid expenses | 24,589 | 56,459 |
| Deposits | 3,580 | - |
| GST/HST receivable | - | 108,259 |
| | <u>106,734</u> | <u>258,836</u> |
| Non-current assets | | |
| Deposits | - | 3,580 |
| Equipment | 1,006 | 1,437 |
| Right of use asset (note 7) | 104,652 | 217,197 |
| Intellectual property (note 6) | 350,026 | 612,546 |
| Total assets | <u>\$ 562,418</u> | <u>\$ 1,093,596</u> |
| Liabilities | | |
| Current liabilities | | |
| Accounts payable and accrued liabilities | \$ 1,136,239 | \$ 579,862 |
| Deferred revenue (note 10) | 181,151 | 177,101 |
| Convertible debentures on demand (note 8) | 170,000 | 170,000 |
| Convertible debentures net of issuance costs (note 8) | 286,177 | 258,991 |
| Loans (note 9) | 796,941 | 222,645 |
| Lease liability (note 7) | 90,040 | 131,083 |
| | <u>2,660,548</u> | <u>1,539,682</u> |
| Non-current liabilities | | |
| Lease liability (note 7) | 18,206 | 84,110 |
| Total liabilities | <u>2,678,754</u> | <u>1,623,792</u> |
| Shareholders' deficit | | |
| Share capital (note 11) | 5,502,390 | 5,373,749 |
| Shares to be issued (note 11) | - | 15,000 |
| Contributed surplus (note 11) | 1,130,646 | 1,127,863 |
| Equity portion of debentures (note 8, 9) | 44,675 | 30,912 |
| Deficit | <u>(8,794,047)</u> | <u>(7,077,720)</u> |
| Total shareholders' deficit | <u>(2,116,336)</u> | <u>(530,196)</u> |
| Total liabilities and shareholders' deficit | <u>\$ 562,418</u> | <u>\$ 1,093,596</u> |

NOTES:

Going concern (note 2)

Subsequent events (note 18)

Approved on behalf of the Board

"Colin Keddy" Director

"Charlotte Jannsen" Director

See accompanying notes to consolidated financial statements.

METAGUEST.AI INCORPORATED
Consolidated Statements of Loss and Comprehensive Loss

| For the years ended December 31 | 2025 | 2024 |
|---|----------------|----------------|
| Net revenue | | |
| Revenue | \$ 2,574,237 | \$ 1,496,317 |
| Cost of sales | (359,385) | (243,378) |
| | \$ 2,214,852 | \$ 1,252,939 |
| Expenses | | |
| Salaries, wages and benefits | 1,401,773 | 1,729,336 |
| Share based compensation (note 11(c)) | - | 324,261 |
| Subcontractors | 1,139,101 | 547,139 |
| Amortization and depreciation | 400,879 | 377,868 |
| Professional fees | 212,975 | 137,038 |
| Office and administration | 485,826 | 503,423 |
| Interest and accretion | 177,745 | 87,246 |
| Travel | 36,988 | 117,876 |
| | 3,855,287 | 3,824,187 |
| Loss before other items | (1,640,435) | (2,571,248) |
| Loss on recognition of financial instruments (note 8,9) | 75,892 | - |
| Loss and comprehensive loss | \$ (1,716,327) | \$ (2,571,248) |
| Basic and diluted loss per share | \$ (0.02) | \$ (0.04) |
| Weighted average number of shares outstanding | 71,422,077 | 65,097,036 |

METAGUEST.AI INCORPORATED
Consolidated Statements of Changes in Shareholders' Deficiency

| | Number of shares | Share capital | Shares to be issued | Contributed Surplus | Convertible Debentures | Deficit | Total |
|---|---------------------|---------------------|------------------------|------------------------|---------------------------|-----------------------|-----------------------|
| Balance as at December 31, 2023 | 61,429,934 | \$ 3,965,246 | \$ 55,843 | \$ 789,549 | \$ 17,479 | \$ (4,506,472) | \$ 321,645 |
| Shares issued in private placement (note 12(a)) | 2,444,054 | 733,215 | (55,843) | - | - | - | 677,372 |
| Warrants exercised | 6,752,879 | 675,288 | - | - | - | - | 675,288 |
| Warrants issued (note 11 (d)) | - | - | - | 14,053 | - | - | 14,053 |
| Shares to be issued | - | - | 15,000 | - | - | - | 15,000 |
| Equity portion of debentures (note 9) | - | - | - | - | 13,433 | - | 13,433 |
| Stock options issued (note 12(c)) | - | - | - | 324,261 | - | - | 324,261 |
| Net and comprehensive loss for the period | - | - | - | - | - | (2,571,248) | (2,571,248) |
| Balance as at December 31, 2024 | 70,626,867 | \$ 5,373,749 | \$ 15,000 | \$ 1,127,863 | \$ 30,912 | \$ (7,077,720) | \$ (530,196) |
| Balance as at December 31, 2024 | 70,626,867 | \$ 5,373,749 | \$ 15,000 | \$ 1,127,863 | \$ 30,912 | \$ (7,077,720) | \$ (530,196) |
| Share issuances (note 11(a)) | 1,419,732 | 22,910 | (15,000) | - | - | - | 7,910 |
| Equity portion of debenture issuances (note 8, 9) | - | 105,731 | - | - | 13,763 | - | 119,494 |
| Warrants issued (note 11(d)) | - | - | - | 2,783 | - | - | 2,783 |
| Net and comprehensive loss for the period | - | - | - | - | - | (1,716,327) | (1,716,327) |
| Balance as at December 31, 2025 | 72,046,599 | \$ 5,502,390 | \$ - | \$ 1,130,646 | \$ 44,675 | \$ (8,794,047) | \$ (2,116,336) |

See accompanying notes to consolidated financial statements.

METAGUEST.AI INCORPORATED
Consolidated Statements of Cash Flows

For the years ended December 31

2025

2024

Operating activities

Net and comprehensive loss \$ (1,716,327) \$ (2,571,248)

Non-cash items

Amortization and depreciation 400,879 377,868

Interest and accretion 177,745 64,004

Share based compensation - 324,261

Loss on recognition of financial instruments 75,892 -

Changes in non-cash working capital

GST/HST receivable 108,259 (66,550)

Accounts receivable 1,522 (29,530)

Prepaid expenses 31,870 (42,536)

Deferred revenue 4,050 130,921

Accounts payable and accrued liabilities 564,170 388,151

(351,940) (1,424,659)

Financing activities

Shares issued - 1,352,660

Shares to be issued - 15,000

Settlement of debt - (235,000)

Proceeds from issuance of debt 505,421 235,000

Interest paid (17,000) -

Advance on bridge loan - 235,000

Lease liability (150,512) (127,494)

337,909 1,475,166

(Decrease) increase in cash

(14,031) 50,507

Cash, beginning of period

53,984 3,477

Cash, end of period

\$ 39,953 \$ 53,984

METAGUEST.AI INCORPORATED
Notes to Audited Consolidated Financial Statements
Years ended December 31, 2025, and 2024

1. Nature of operations

METAGUEST.AI INCORPORATED and its wholly owned subsidiary METAGUEST INCORPORATED (the "Company") were incorporated under the laws of Alberta on February 4, 2021, and Delaware on May 21, 2021, respectively.

The Company operates a digital platform that enables in-room and on-location commerce within partner hotels. The Company owns intellectual property related to its proprietary software applications, including METAGUEST, BNSELLIT and BNBUYIT, which operate on iOS and Android platforms.

The Company's corporate office is at 122 Judge Road, Unit 2, Toronto, Ontario, M8Z 5B7. The Company's Class A common shares are listed on the Canadian Securities Exchange under the symbol METG and on the OTCQB under the symbol MGSTF.

2. Going concern

These consolidated financial statements have been prepared on a going concern basis, which assumes that the Company will continue its operations for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations.

For the year ended December 31, 2025, the Company incurred a net and comprehensive loss of \$1,716,327 (December 31, 2024 – \$2,571,248) and, as at December 31, 2025, had an accumulated deficit of \$8,794,047 (December 31, 2024 – \$7,077,720).

The Company's ability to continue as a going concern is dependent upon its ability to achieve profitable operations and obtain additional financing to meet its obligations and fund its ongoing operations. Management has assessed the Company's ability to continue as a going concern and has concluded that material uncertainties exist that may cast significant doubt upon the Company's ability to continue as a going concern.

These consolidated financial statements do not include any adjustments to the carrying amounts and classification of assets and liabilities, revenues and expenses, that would be necessary if the going concern assumption were not appropriate. Such adjustments could be material.

3. Statement of compliance

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB").

The consolidated financial statements were authorized for issue by the Board of Directors on April 27, 2026.

4. Material accounting policies

a) Basis of presentation

These consolidated financial statements have been presented in Canadian dollars ("CAD"), which is the functional currency of the Company and its wholly owned subsidiary.

METAGUEST.AI INCORPORATED
Notes to Audited Consolidated Financial Statements
Years ended December 31, 2025, and 2024

4. Material accounting policies, continued

b) Consolidation

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiary. A subsidiary is an entity controlled by the Company. Control exists when the Company has power over the investee, exposure to variable returns from its involvement with the investee, and the ability to use its power to affect those returns.

The assets, liabilities, income and expenses of the subsidiary are included in the consolidated financial statements from the date that control is obtained until the date that control ceases. All intercompany balances, transactions, income and expenses are eliminated in full upon consolidation.

c) Functional currency and foreign currency translation

The consolidated financial statements are presented in Canadian dollars (“CAD”), which is the functional currency of the Company and its wholly owned subsidiary. Items included in the consolidated financial statements of the Company and its subsidiary are measured using the currency of the primary economic environment in which each entity operates (the functional currency).

Transactions in currencies other than the functional currency are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. At the end of each reporting period, monetary assets and liabilities denominated in foreign currencies are translated at the exchange rate in effect at the reporting date and foreign exchange gains and losses arising from settlement of foreign currency transactions and from the translation at period end of monetary assets and liabilities are recognized in net loss.

Non-monetary items measured at historical cost in a foreign currency are translated using the exchange rate at the date of the transaction and are not subsequently retranslated. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rate at the date when the fair value was determined.

d) BSELLIT platform intellectual property

BSELLIT platform intellectual property (the “IP”) is measured at cost less accumulated amortization and impairment losses. The IP is amortized over its five-year useful life upon being put in use. The estimated useful life, amortization method and carrying amount are reviewed at each reporting date and adjusted prospectively if appropriate.

METAGUEST.AI INCORPORATED
Notes to Audited Consolidated Financial Statements
Years ended December 31, 2025, and 2024

4. Material accounting policies, continued

e) Impairment of non-financial assets

The Company's non-financial assets, including intangible assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the recoverable amount of the asset or cash-generating unit ("CGU") is estimated. A CGU is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets. The recoverable amount is the greater of its value in use and its fair value less costs of disposal. An impairment loss is recognized if the carrying amount of the asset or CGU exceeds its recoverable amount. Impairment losses are recognized in net loss.

Impairment losses recognized in prior periods are assessed at each reporting date for any indication that the impairment loss has decreased or no longer exists. An impairment loss is reversed only to the extent that the carrying amount of the asset does not exceed the carrying amount that would have been determined, net of amortization, had no impairment loss been recognized.

f) Leases

At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

For leases other than short-term leases and leases of low-value assets, the Company recognizes a right-of-use asset and a lease liability at the lease commencement date.

The right-of-use asset is initially measured at cost and comprises the initial amount of the lease liability, any lease payments made at or before the commencement date, less any lease incentives received, and any initial direct costs incurred. The right-of-use asset is subsequently measured at cost less accumulated amortization and impairment losses and is amortized on a straight-line basis over the shorter of the lease term or the useful life of the underlying asset.

The lease liability is initially measured at the present value of lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Lease payments included in the measurement of the lease liability include fixed payments, including in-substance fixed payments, variable lease payments that depend on an index or rate, amounts expected to be payable under residual value guarantees, and the exercise price of a purchase option if the Company is reasonably certain to exercise that option.

The lease liability is subsequently measured at amortized cost using the effective interest method and is remeasured when there is a change in future lease payments arising from a change in an index or rate, a change in the lease term, or a change in the assessment of an option to purchase the underlying asset. The Company has elected not to recognize right-of-use assets and lease liabilities for short-term leases with a lease term of twelve months or less and leases of low-value assets. Lease payments associated with these leases are recognized as an expense in net loss on a straight-line basis over the lease term.

METAGUEST.AI INCORPORATED
Notes to Audited Consolidated Financial Statements
Years ended December 31, 2025, and 2024

4. Material accounting policies, continued

g) Revenue recognition

The Company earns subscription fees from customers for featured digital listings within partner hotels. Subscription arrangements provide customers with continuous access to digital listing services over the contractual subscription period. The Company's performance obligation is satisfied over time as the customer simultaneously receives and consumes the benefits of the services as they are provided.

Subscription fees are typically billed and collected in advance. Amounts received in advance are recorded as deferred revenue and recognized as revenue on a straight-line basis over the subscription period, which reflects the pattern in which the services are provided.

The Company has determined that it acts as principal in these arrangements, as it controls the services before they are transferred to the customer. Accordingly, revenue is recognized on a gross basis

h) Income taxes

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

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

i) Financial instruments

Recognition

Financial assets and financial liabilities are recognized on the Company's statement of financial position when the Company becomes a party to the contractual provisions of the instrument.

Classification

Financial assets are classified and subsequently measured at amortized cost or fair value through profit or loss on the basis of both the Company's business model for managing the financial assets and the contractual cash flow characteristics of the financial asset. The classification of subsequently measured at amortized cost is used when the objective of the business model is to hold assets and collect contractual cash flows, and the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Cash and accounts receivable are subsequently measured at amortized cost.

METAGUEST.AI INCORPORATED
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Years ended December 31, 2025, and 2024

4. Material accounting policies, continued

i) Financial instruments, continued

Financial liabilities are classified as subsequently measured at amortized cost, unless required to be measured at fair value through profit or loss.

The accounts payable and accrued liabilities, loan and convertible debentures are subsequently measured at amortized cost.

Measurement

Financial assets and financial liabilities classified as subsequently measured at amortized cost are initially measured at fair value plus or minus transaction costs that are directly attributable to the acquisition of the financial asset or issue of the financial liability. Subsequently, the financial assets and liabilities are measured at amortized cost using the effective interest rate method.

Impairment

Financial assets classified as subsequently measured at amortized cost reflect the Company's assessment of expected credit losses. Expectations reflect historical credit losses, adjusted for forward looking factors. The expected credit loss provision is based on expectations for the next twelve months unless there has been a significant increase in the customer's credit risk, resulting in the provision being based on expectations for the remaining lifetime of the asset.

j) Loss per share

Basic loss per share is calculated by dividing net loss attributable to common share holders of the Company by the weighted average number of common shares outstanding during the year. The Company uses the treasury stock method for calculating diluted loss per share. Under this method, the dilutive effect on earnings per share is calculated on the use of the proceeds that could be obtained upon exercise of in-the-money options, warrants and similar instruments. It assumes that the proceeds of such exercise would be used to purchase common shares at the average market price during the period. However, the calculation of diluted loss per share excludes the effects of various conversions and the exercise of options and warrants that would be anti-dilutive.

k) Share based payments

When share options are granted to officers and directors pursuant to specific share option agreements, they are accounted for as equity-settled share-based payments at fair value using accepted valuation techniques. Compensation expense is recognized in the consolidated statements of net and comprehensive loss over the vesting period of the share options granted, with a corresponding amount recorded in contributed surplus.

On exercise of the share options, any amount previously recorded in contributed surplus together with the consideration paid is credited to share capital.

l) Warrants issued in private placements

The Company uses the residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to the most easily measurable component based on fair value (typically common shares) and then the residual value, if any, to the less easily measurable component (typically warrants).

METAGUEST.AI INCORPORATED
Notes to Audited Consolidated Financial Statements
Years ended December 31, 2025, and 2024

4. Material accounting policies, continued

m) Compound financial instruments

Compound financial instruments issued by the Company comprise convertible debentures that may be converted to common shares of the Company at the option of the holder and in some instances by the option of the Company where certain variables are present, when the number of common shares to be issued is fixed and does not vary with changes in fair value.

The liability component of compound financial instruments is initially recognized at the fair value of a similar liability that does not have an equity conversion option. The equity component is initially recognized as the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component. Any directly attributable transaction costs are allocated to the liability and equity components in proportion to their initial carrying amounts.

Subsequent to initial recognition, the liability component of a compound financial instrument is measured at amortized cost using the effective interest rate method. The equity component of a compound financial instrument is not remeasured.

Interest expense on the liability component is recognized in profit or loss using the effective interest rate method. On conversion of the debentures into common shares, the carrying amount of the liability component is reclassified to share capital together with the equity component, and no gain or loss is recognized.

n) Standards issued but not yet effective

Certain new standards, amendments and interpretations have been issued but are not yet effective for the year ended December 31, 2025, and have not been early adopted by the Company.

IFRS 18, Presentation and Disclosure in Financial Statements – IFRS 18 was issued in April 2024 and is effective for annual reporting periods beginning on or after January 1, 2027. IFRS 18 replaces IAS 1 and introduces new requirements for presentation and disclosure in the financial statements, including specified subtotals in the statement of profit or loss and enhanced disclosures regarding management-defined performance measures. The Company is currently evaluating the impact of adopting IFRS 18 on its consolidated financial statements.

Amendments to IFRS 9 and IFRS 7 – Amendments to the Classification and Measurement of Financial Instruments – These amendments are effective for annual periods beginning on or after January 1, 2026. The Company is currently assessing the impact of these amendments on its consolidated financial statements. The Company does not expect any other standards issued but not yet effective to have a material impact on the consolidated financial statements, or the impact has not yet been determined.

METAGUEST.AI INCORPORATED
Notes to Audited Consolidated Financial Statements
Years ended December 31, 2025, and 2024

5. Use of estimates and judgements

The preparation of the consolidated financial statements in conformity with International Financial Reporting Standards (“IFRS”) requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, revenues and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognized prospectively in the period in which the estimates are revised and in any future periods affected.

Key sources of estimation uncertainty

Estimates that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next financial year include:

- a. Fair value of loan and convertible debentures – Management is required to estimate the market interest rate used to determine the fair value of the liability component of loans and convertible debentures at initial recognition. These estimates affect the carrying amount of liabilities, accretion expense, and any gain or loss recognized on initial recognition or modification.

Significant judgments made by management in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements include:

- a. Going concern – Management exercises judgment in assessing whether the Company is able to continue as a going concern and whether it is appropriate to prepare the consolidated financial statements on a going concern basis (note 2).
- b. Indicators of impairment of IP – Management assesses, at each reporting date, whether there are indicators that an intangible asset may be impaired. This assessment requires judgment and consideration of both internal and external sources of information.

METAGUEST.AI INCORPORATED
Notes to Audited Consolidated Financial Statements
Years ended December 31, 2025, and 2024

6. BSELLIT platform intellectual property

| | Intellectual property |
|-------------------------------------|----------------------------------|
| Cost | |
| As at December 31, 2023 | \$1,312,598 |
| Additions | - |
| As at December 31, 2024 | <u>1,312,598</u> |
| Additions | - |
| As at December 31, 2025 | <u>\$1,312,598</u> |
| Accumulated amortization | |
| As at December 31, 2023 | \$ 437,533 |
| Amortization for the year | <u>262,519</u> |
| As at December 31, 2024 | <u>700,052</u> |
| Amortization for the year | <u>262,520</u> |
| As at December 31, 2025 | <u>\$ 962,572</u> |
| Net Book Value | |
| As at December 31, 2024 | <u>\$ 612,546</u> |
| As at December 31, 2025 | <u>\$ 350,026</u> |

Amortization expense for the year ended December 31, 2025, was \$262,520 (2024 – \$262,519) and is included in profit or loss.

METAGUEST.AI INCORPORATED
Notes to Audited Consolidated Financial Statements
Years ended December 31, 2025, and 2024

7. Right of use asset and lease liability

On December 1, 2023, the Company entered into a lease for an office facility. The lease has a term of 36 months and expires November 30, 2026, with an interest rate of 10.2% per annum.

On August 1, 2024, the Company entered into a lease for an office facility in the United States. The lease had a term of 14 months expiring September 30, 2025, with an interest rate of 10.0% per annum.

On January 1, 2025, the company commenced a lease of a business machine. The lease has a term of sixty-six months, expiring June 30, 2030. The incremental borrowing rate of 12% was used to determine the fair value of the lease obligation.

Interest expense on lease liabilities for the year ended December 31, 2025, was \$18,184 (2024 – \$24,685).

Right of use assets

| | |
|-------------------------|-------------------|
| As at December 31, 2023 | \$ 274,528 |
| Additions | 65,028 |
| As at December 31, 2024 | <u>\$ 339,556</u> |
| Additions | 25,385 |
| As at December 31, 2025 | <u>\$ 364,941</u> |

Accumulated amortization

| | |
|-----------------------------|-------------------|
| As at December 31, 2023 | \$ 7,626 |
| Amortization for the period | 114,733 |
| As at December 31, 2024 | <u>\$ 122,359</u> |
| Amortization for the period | 137,930 |
| As at December 31, 2025 | <u>\$ 260,289</u> |

Net Book Value

| | |
|-------------------------|-------------------|
| As at December 31, 2024 | <u>\$ 217,197</u> |
| As at December 31, 2025 | <u>\$ 104,652</u> |

Lease liability

| | |
|-------------------------|-------------------|
| As at December 31, 2023 | \$ 259,168 |
| Additions | \$ 57,345 |
| Lease interest | 24,685 |
| Lease payments | (127,494) |
| Foreign exchange gain | 1,489 |
| As at December 31, 2024 | <u>\$ 215,193</u> |
| Additions | 25,385 |
| Lease interest | 18,184 |
| Lease payments | (151,318) |
| Foreign exchange | 802 |
| | <u>\$ 108,246</u> |
| Less: current portion | (90,040) |
| As at December 31, 2025 | <u>\$ 18,206</u> |

METAGUEST.AI INCORPORATED
Notes to Audited Consolidated Financial Statements
Years ended December 31, 2025, and 2024

8. Convertible debentures

a) \$0.25 Debentures

On June 6, 2022 (\$100,000), June 30, 2022 (\$46,000), July 4, 2022 (\$90,000), September 12, 2022 (\$95,000), October 21, 2023 (\$112,000), November 9, 2022 (\$50,000), January 31, 2023 (\$25,000), February 28, 2023 (\$15,000), and March 2, 2023 (\$25,000), the Company issued 10% convertible debentures in the aggregate principal amount of \$558,000.

The convertible debentures mature eighteen months from the issue date and are convertible at any time prior to maturity, at the option of the holders, into Class A common shares of the Company at a price of \$0.25 per share. Interest on the principal amount outstanding is calculated and payable monthly.

If the volume weighted average price of the Class A common shares on the Canadian Securities Exchange for ten consecutive trading days equals or exceeds \$0.60, the Company may force conversion of the principal amount of the convertible debentures at the conversion price upon providing fifteen days' advance written notice to the holders.

Upon initial recognition, the Company allocated the proceeds between the liability and equity components based on the fair value of the liability component, with the residual amount allocated to equity. The fair value of the liability component of \$501,540 was determined using a market rate of 17%. The value of the equity component amounted to \$56,460.

On April 21, 2023, the Company settled \$388,000 of the convertible debentures for units of the Company at \$0.06 per unit.

The Company amended the maturity date of the remaining \$170,000 in convertible debentures to December 31, 2024.

As at December 31, 2025, the debentures have not been repaid or converted and are in default. Interest continues to be paid on the debentures which are classified as current in the statement of financial position.

The outstanding balances associated with the convertible debentures are as follows:

| | December 31 | December 31 |
|---|--------------------|--------------------|
| | 2025 | 2024 |
| Liability component of the convertible debenture | | |
| Opening balance | \$ 170,000 | \$ 166,235 |
| Additions | - | - |
| Repayment on settlement | - | - |
| Loss on settlement | - | - |
| Accretion | - | 3,765 |
| Interest | 17,000 | 17,047 |
| Interest paid | (17,000) | (17,047) |
| | <u>\$ 170,000</u> | <u>\$ 170,000</u> |
| Less: Current portion | <u>\$ 170,000</u> | <u>170,000</u> |
| | <u>\$ -</u> | <u>\$ -</u> |

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Notes to Audited Consolidated Financial Statements
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8. Convertible debentures, continued

b) \$0.30 Debentures

On February 8, 2024, the Company issued a secured convertible debenture in the principal amount of \$235,000 with a private lender, a company with common officers and directors of the Company. The debenture bears interest at 12% per annum, is convertible into common shares of the Company at a price of \$0.30 per share and had an original maturity date of February 6, 2025. The Company also issued 117,500 share purchase warrants to the lender, exercisable for two years at a price of \$0.30 per share. The debenture is secured by a general security agreement. Proceeds from the debenture were used to repay the \$210,000 secured bridge loan (note 9).

Upon initial recognition, the Company allocated the proceeds between the liability and equity components based on the fair value of the liability component, with the residual amount allocated to equity. The fair value of the liability component of \$221,567 was determined using a market rate of 16%. The value of the equity component amounted to \$13,433.

On May 14, 2025, the Company and the lender executed an amending agreement to modify the terms of the debenture. The principal amount was increased to \$270,674, reflecting principal and accrued and unpaid interest, and the maturity date was extended to May 14, 2026. In connection with the amendment, the Company issued 649,432 Class A common shares, comprised of a 12% amendment fee, paid by issuing 324,716 shares at a deemed price of \$0.10 per share, and a 12% participation fee, also paid by issuing 324,716 shares at a deemed price of \$0.10 per share, in consideration for the lender agreeing to rank pari passu with newly issued secured debentures (note 9(d)) and relinquishing its previously exclusive security interest.

The amendment was assessed under IFRS 9 and determined to constitute a substantial modification, as the contractual cash flows and associated rights and obligations changed significantly. Accordingly, the original financial liability was derecognized and the amended debenture was recognized as a new financial liability at its fair value of \$255,911, based on a market discount rate of 18%. The conversion feature of the amended debenture was assessed under IAS 32 and determined to meet the fixed-for-fixed criterion for equity classification, with a value of \$13,763.

The equity consideration of \$58,449 (649,432 shares at \$0.9 per share) was recognized in equity with a corresponding charge to profit or loss. The amended debenture is subsequently measured at amortized cost using the effective interest rate method.

The outstanding balances associated with the convertible debentures are as follows:

| | December 31 | December 31 |
|---|--------------------|--------------------|
| Liability component of the convertible debenture | 2025 | 2024 |
| Opening balance | \$ 258,991 | \$ - |
| Interest | 10,325 | - |
| Accretion | 1,358 | - |
| Settlements | (270,674) | - |
| Additions | 270,674 | 235,000 |
| Fair value discounts | (13,763) | (13,433) |
| Interest | 20,556 | 25,349 |
| Accretion | 8,710 | 12,075 |
| | <u>\$ 286,177</u> | <u>\$ 258,991</u> |
| Less: Current portion | <u>\$ 286,177</u> | <u>\$ 258,991</u> |
| | <u>\$ -</u> | <u>\$ -</u> |

METAGUEST.AI INCORPORATED
Notes to Audited Consolidated Financial Statements
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9. Loans

a) 2022 Loan

On December 14, 2022, the Company entered into a \$210,000 loan facility with an arm's length individual investor. The loan bears an interest rate of 12%, a 2% structuring fee and was due on or before April 14, 2023. The loan was repaid on February 8, 2024.

As at December 31, 2025, the outstanding balances associated with the bridge loan were as follows:

| Loan | December 31 | |
|-------------------|--------------------|-------------|
| | 2025 | 2024 |
| Opening balance | \$ - | \$ 232,374 |
| Payments | - | (210,000) |
| Accretion | - | - |
| Interest and fees | - | 2,626 |
| Interest paid | - | (25,000) |
| | <u>\$ -</u> | <u>\$ -</u> |

b) 2024 Loan

On December 17, 2024, the Company closed loans in the amount of \$235,000 with numerous arm's length lenders. The loans bear an interest rate of 12% and had a maturity date of December 17, 2025. The Company has the right to extend the maturity date for an additional six months. The Company also issued 156,661 share purchase warrants to the lenders with a conversion price of \$0.30 expiring on June 17, 2026. Proceeds of the loan were used for working capital purposes.

Upon initial recognition, the Company allocated the proceeds between the components based on the fair value of the debt and the residual to the equity (warrants) component. The fair value of the liability component of \$220,947 was determined using a market rate of 17%. The value of the equity component (warrants) amounted to \$14,053.

In December 2025, the Company exercised its option to extend the maturity date of the loans to June 17, 2026. The modification was assessed under IFRS 9 and did not result in derecognition of the financial liability, as the change in contractual cash flows was not considered substantial based on the quantitative "10 percent" test. Accordingly, the extension was accounted for as a modification of the existing financial liability.

The carrying amount of the liability was adjusted to reflect the present value of the modified cash flows, discounted at the original effective interest rate. As a result of the modification, the Company recognized a gain of \$6,904 in profit or loss.

The loans continue to be measured at amortized cost using the effective interest rate method.

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Notes to Audited Consolidated Financial Statements
Years ended December 31, 2025, and 2024

9. Loans, continued

b) 2024 Loan, continued

As at December 31, 2025, the outstanding balance associated with the loans were as follows.

| Loan | December 31 2025 | December 31 2024 |
|----------------------|-----------------------------|-----------------------------|
| Balance | \$ 222,645 | \$ - |
| Additions | - | 235,000 |
| Gain on modification | (6,904) | (14,053) |
| Interest and fees | 28,200 | 1,159 |
| Accretion | 13,981 | 539 |
| | <u>\$ 257,922</u> | <u>\$ 222,645</u> |

c) 2025 Loan 1

On January 30, 2025, and March 4, 2025, the Company closed loans in the amounts of \$41,000 and \$35,000 respectively with numerous arm's length lenders. The loans bear an interest rate of 12%, having maturity dates of January 30, 2026, and March 4, 2026, respectively. The Company has the right to extend the maturity dates for an additional six months (note 18). The Company also issued 50,665 share purchase warrants to the lenders with a conversion price of \$0.30 expiring on June 17, 2026. Proceeds of the loan were used for working capital purposes.

Upon initial recognition, the Company allocated the proceeds between the components of equity (warrants) and debt using the residual method. The fair value of the liability component of \$72,752 was determined using a market rate of 18%. The value of the equity component (warrants) amounted to \$3,248.

Transaction costs \$8,258 directly attributable to the issuance were allocated between the liability and equity components on a pro rata basis. Costs allocated to the liability component were deducted from the carrying amount of the financial liability and are amortized using the effective interest rate method, while costs allocated to the equity component were recognized as a reduction of equity.

As at December 31, 2025, the outstanding balances associated with the loans were as follows.

| Loan | December 31 2025 | December 31 2024 |
|--|-----------------------------|-----------------------------|
| Balance | \$ - | \$ - |
| Additions | 76,000 | - |
| Fair value discounts and transaction costs | (11,041) | - |
| Interest and fees | 8,016 | - |
| Accretion | 9,705 | - |
| | <u>\$ 82,680</u> | <u>\$ -</u> |

METAGUEST.AI INCORPORATED
Notes to Audited Consolidated Financial Statements
Years ended December 31, 2025, and 2024

9. Loans, continued

d) 2025 Secured loan 2

On May 14, September 9, and December 3, 2025, the Company closed loans totaling \$193,000, \$224,000 and \$34,000 with multiple arm's length lenders. The loans bear interest at 12% per annum, payable at maturity one year from inception. The Company has the right to extend the maturity date for an additional six-month period at its sole discretion. The loans are secured by a general security agreement ranking pari passu with other secured lenders.

In connection with the financings, the Company issued 541,200 Class A common shares to the lenders as a loan advance fee, representing 12% of the principal amounts. While the agreements specified a deemed price of \$0.10 per share, the shares were measured at their fair value on the respective issuance dates, being \$0.09, \$0.09 and \$0.055 per share for the May, September and December tranches, respectively.

Upon initial recognition, the Company allocated the proceeds between the liability and equity components using the residual method, whereby the fair value of the liability component was determined first, with the residual amount attributed to equity. The fair value of the liability components was determined by discounting the contractual cash flows using a market interest rate of 18%, reflecting the Company's estimated borrowing rate for similar instruments. The fair value of the liability component was determined to be \$183,186 for the May tranche, \$212,610 for the September tranche, and \$32,271 for the December tranche.

The equity components recognized in respect of the share issuances were \$9,814 for the May tranche, \$11,390 for the September tranche and \$1,729 for the December tranche.

Transaction costs of \$13,321 directly attributable to the issuance were allocated between the liability and equity components on a pro rata basis. Costs allocated to the liability component were deducted from the carrying amount of the financial liability and are amortized using the effective interest rate method, while costs allocated to the equity component were recognized as a reduction of equity.

As the fair value of the consideration transferred to lenders, including the shares issued, exceeded the fair value of the financial liabilities recognized, the Company recorded a day one loss of \$24,347 in profit or loss.

The loans are subsequently measured at amortized cost using the effective interest rate method.

The outstanding balances associated with the loans are as follows:

| Loan | December 31 | |
|--|--------------------|-------------|
| | 2025 | 2024 |
| Balance | \$ - | \$ - |
| Additions | 451,000 | - |
| Fair value discounts and transaction costs | (36,254) | - |
| Interest and fees | 23,292 | - |
| Accretion | 18,301 | - |
| | <u>\$ 456,339</u> | <u>\$ -</u> |

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Notes to Audited Consolidated Financial Statements
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10. Deferred revenue

Deferred revenue represents amounts billed and collected in advance for subscription services to be provided in future periods.

| | December 31 | December 31 |
|---|--------------------|--------------------|
| | 2025 | 2024 |
| Deferred revenue | | |
| Opening balance | \$ 177,101 | \$ 46,180 |
| Earned revenue | \$ (177,101) | \$ (46,180) |
| Additions from contracts with customers | 181,151 | 177,101 |
| | <u>\$ 181,151</u> | <u>\$ 177,101</u> |
| Less: Current portion | \$ 181,151 | \$ 177,101 |
| | <u>\$ -</u> | <u>\$ -</u> |

11. Share capital

(a) Capital

Authorized with an unlimited number of the following shares:

Class A voting common shares
Class B non-voting common shares

Issued:

| Class A common shares | Number of | | Value |
|---------------------------------|-------------------|-----------|------------------|
| | Shares | | |
| Balance at December 31, 2023 | 61,429,934 | \$ | 3,965,246 |
| Issued (iv-vi) | 9,196,933 | | 1,408,503 |
| Balance at December 31, 2024 | 70,626,867 | \$ | 5,373,749 |
| Issued (i-iii) | 1,419,732 | | 128,641 |
| Balance as at December 31, 2025 | <u>72,046,599</u> | <u>\$</u> | <u>5,502,390</u> |

- (i) On July 9, 2025, the Company settled certain trade payables valued at \$7,910 for 79,100 Class A Common Shares.
- (ii) On May 14, 2025, and subsequently on September 9, 2025, and December 3, 2025, the Company closed loans totaling \$193,000, \$224,000 and \$34,000 respectively, with multiple arm's length lenders. In connection with the financing, the Company issued 541,200 Class A Common Shares to the lenders as a loan advance fee, representing 12% of the principal amount at a deemed price of \$0.10 per share resulting in a residual equity component of \$22,933, recognized in share capital.
- (iii) On May 14, 2025, the Company issued 649,432 class A common shares, comprised of a 12% amendment fee, paid by issuing 324,716 shares at a deemed price of \$0.10 per share, and a 12% participation fee, also paid by issuing 324,716 shares at a deemed price of \$0.10 per share in consideration for the lender agreeing to rank pari passu with newly issued secured debentures (note 9(d)), relinquishing their previously exclusive security interest. The total equity consideration of \$58,449 (649,432 shares at fair value of \$0.09 per share) was recorded in share capital.
- (iv) On October 25, 2024, the Company received \$15,000 for the exercise of 150,000 share purchase warrants. The Class A common shares were issued on March 31, 2025.

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11. Share capital, continued

- (v) On January 16, 2024, March 12, 2024, April 12, 2024, June 26, 2024, August 14, 2024, and August 30, 2024, the Company issued 2,444,054 units at a deemed issue price of \$0.30 per unit for gross proceeds of \$733,216. Each unit consisted of one Class A common share and one half of one Class A common share purchase warrant, exercisable at \$0.50 for 18 months. The Company allocated the full value of the units to the shares using the residual method and estimating the fair value of the Class A common share.
- (vi) During the year ended December 31, 2024, the Company issued 6,752,879 shares from the exercise of \$0.10 warrants for gross proceeds of \$675,288.

(b) Shares to be issued

On October 25, 2024, the Company received \$15,000 for the exercise of 150,000 share purchase warrants. The Class A common shares were issued on March 31, 2025.

(c) Stock option plan

On October 1, 2025, the shareholders of the Company reapproved the stock option plan (the "Plan") under which the directors of the Company may grant options to qualified directors, officers and consultants of the Company. The exercise price of the options cannot be less than the closing price of the Company's shares on the trading day preceding the date of grant and the trading day. The maximum term of any option cannot exceed ten years. The maximum aggregate number of common shares under option at any time under the Plan shall not exceed 10% of the issued and outstanding Class A common shares on a non-diluted basis at any time.

A summary of the Company's stock option activity for the year ended December 31, 2025, is as follows:

| | Number Of Options | Weighted- Average Exercise Price |
|--|-------------------------|---|
| Outstanding, December 31, 2023 | 3,410,000 | 0.375 |
| Outstanding, December 31, 2024 | 3,410,000 | 0.375 |
| Cancelled due to churn during the year | (830,000) | 0.375 |
| Outstanding, December 31, 2025 | 2,580,000 | 0.375 |

On July 20, 2022, the Company granted 3,205,000 stock options to employees, directors and consultants at a price of \$0.375 expiring five years from the grant date. On August 9, 2022, the Company granted 105,000 stock options to employees and consultants at a price of \$0.375 expiring five years from the grant date. On December 20, 2022, the Company granted 300,000 stock options to an officer at a price of \$0.375 expiring 4 years from the grant date. All options vest over two years with one-third vesting immediately, one-third vest one year from the grant date and one-third vest two years from the grant date. The fair value of warrants issued was determined using the Black-Scholes option pricing model. The underlying expected volatility was determined by reference to historical data of the Company's shares over the expected life of the options. The assumptions were volatility of 227%, 228% and 227%, respectively, risk free interest rate of 3.17%, 2.97% and 3.17%, respectively, expected life of five years, five years and three years, respectively.

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11. Share capital, continued

The weighted average remaining contractual life and weighted average exercise price of options outstanding and of options exercisable as at December 31, 2025, are as follows:

| Exercise Price | Options Outstanding | | | Options Exercisable | |
|----------------|---------------------|---------------------------------|--|---------------------|---------------------------------|
| | Number Outstanding | Weighted-Average Exercise Price | Average Remaining Contractual Life (years) | Number Exercisable | Weighted-Average Exercise Price |
| \$0.375 | 2,580,000 | \$0.375 | 1.55 | 2,580,000 | \$0.375 |

(d) Warrants

| Warrants | Number of Warrants | Value |
|---|--------------------|-----------|
| Balance as at December 31, 2023 | 7,308,178 | \$ - |
| Warrants exercised (iii) | (6,902,879) | - |
| Warrants expired (iv) | (231,966) | - |
| Warrants issued for cash (11(a)) and (v) | 1,222,027 | - |
| Warrants issued for debt (8(b)) and (vi) | 117,500 | - |
| Warrants issued for debt (9(b)) and (vii) | 156,661 | 14,053 |
| Balance as at December 31, 2024 | 1,669,521 | \$ 14,053 |
| Warrants issued for debt (9(c)) and (i) | 50,665 | 2,783 |
| Warrants expired (ii) | (873,175) | - |
| Balance as at December 31, 2025 | 847,011 | \$ 16,836 |

- (i) During the year ended December 31, 2025, 50,665 warrants were issued exercisable at a price of \$0.30. Of the warrants issued, 27,332 warrants expire on July 30, 2026, and 23,333 warrants expire on September 4, 2026.
- (ii) During the year ended December 31, 2025, 873,175 warrants at a price of \$0.50 expired.
- (iii) During the year ended December 31, 2024, 6,902,879 warrants at a price of \$0.10 were exercised. 150,000 of the warrants exercised during the year were issued subsequent to December 31, 2024 (note 11(b)).
- (iv) During the year ended December 31, 2024, 231,966 warrants at a price of \$0.10 expired.
- (v) During the year ended December 31, 2024, 1,222,027 warrants were issued exercisable at a price of \$0.50 expiring 18 months from the issue date (July 16, 2025 – 125,050, September 12, 2025 – 216,825, October 12, 2025 – 156,275, December 26, 2025 – 201,692, February 15, 2026 – 333,325 and February 28, 2026 – 188,860).
- (vi) On February 8, 2024, 117,500 warrants were issued exercisable at a price of \$0.30 expiring on February 8, 2026.
- (vii) On December 17, 2024, 156,661 warrants were issued exercisable at a price of \$0.30 expiring on June 17, 2026.

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Notes to Audited Consolidated Financial Statements
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12. Related party transactions

During the year, the Company incurred contractor fees to individuals and or companies controlled by individuals related to a director of the Company in the amount of \$425,099 (December 31, 2024 - \$114,000).

During the year, the Company incurred professional fees of \$41,716 (December 31, 2024 - \$80,123) from companies related to directors of the Company for legal services.

During the year the Company incurred contractor fees of \$153,063 (December 31, 2024 - \$87,873) from companies related to directors for consulting services.

Included in prepaid expenses is \$nil (December 31, 2024 - \$31,500) for advances on fees for a member of key management. Included in accounts payable and accrued liabilities is \$277,722 (December 31, 2024 - \$72,821) due to directors and officers for consulting, marketing and legal services.

The Company has identified its Chief Executive Officer and Chief Financial Officer as key management personnel. During the year, the Company incurred subcontractor fees related to key management personnel of \$358,633 (December 31, 2024 – \$233,000) and recognized share-based compensation of \$nil (December 31, 2024 – \$133,083). Total compensation to key management personnel for the year amounted to \$358,633 (December 31, 2024 – \$366,083).

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Notes to Audited Consolidated Financial Statements
Years ended December 31, 2025, and 2024

13. Operating Segments

The Company operates as one business segment, being connecting guests staying in hotels with in-room and on-location commerce driven by artificial intelligence. The Company has two reportable segments based on geographic location as the Company operates the business in the United States of America and Canada. The breakdown of the Company's net income by location and assets by location is as follows:

| For the year ended December 31 | 2025 | | | 2024 | | |
|---|----------------|--------------|----------------|----------------|--------------|----------------|
| | Canada | USA | Total | Canada | USA | Total |
| Revenue | | | | | | |
| Revenue | \$ 2,566 | \$ 2,571,671 | \$ 2,574,237 | \$ 1,824 | \$ 1,494,493 | \$ 1,496,317 |
| Cost of sales | (15) | (359,370) | (359,385) | (46) | (243,332) | (243,378) |
| | \$ 2,551 | \$ 2,212,301 | \$ 2,214,852 | \$ 1,778 | \$ 1,251,161 | \$ 1,252,939 |
| Expenses | | | | | | |
| Salaries, wages and benefits | \$ 1,185,816 | \$ 215,957 | \$ 1,401,773 | \$ 1,631,170 | \$ 98,166 | \$ 1,729,336 |
| Share based compensation | - | - | - | 324,261 | - | 324,261 |
| Subcontractors | 556,623 | 582,478 | 1,139,101 | 478,172 | 68,967 | 547,139 |
| Amortization and depreciation | 359,075 | 41,804 | 400,879 | 354,644 | 23,224 | 377,868 |
| Professional fees | 209,027 | 3,948 | 212,975 | 136,488 | 550 | 137,038 |
| Office and administration | 280,099 | 205,727 | 485,826 | 365,595 | 137,829 | 503,424 |
| Interest and accretion | 176,043 | 1,702 | 177,745 | 85,183 | 2,063 | 87,246 |
| Travel | 8,678 | 28,310 | 36,988 | 19,785 | 98,091 | 117,876 |
| Total expenses before other items | \$ 2,775,361 | \$ 1,079,926 | \$ 3,855,287 | \$ 3,395,298 | \$ 428,890 | \$ 3,824,188 |
| Loss on recognition of financial Instruments | 75,892 | - | 75,892 | - | - | - |
| (Loss) income and comprehensive (loss) income | \$ (2,848,702) | \$ 1,132,375 | \$ (1,716,327) | \$ (3,393,520) | \$ 822,271 | \$ (2,571,249) |

| As at | December, 2025 | | | December 31, 2024 | | |
|-----------------------|----------------|-----------|------------|-------------------|-----------|--------------|
| | Canada | USA | Total | Canada | USA | Total |
| Assets | | | | | | |
| Current assets | | | | | | |
| Cash | \$ 39,654 | \$ 299 | \$ 39,953 | \$ 49,574 | \$ 4,410 | \$ 53,984 |
| Accounts receivable | - | 38,612 | 38,612 | - | 40,134 | 40,134 |
| Deposits | 3,580 | - | 3,580 | - | - | - |
| Prepaid expenses | 20,777 | 3,812 | 24,589 | 56,459 | - | 56,459 |
| GST/HST receivable | - | - | - | 108,259 | - | 108,259 |
| | \$ 64,011 | \$ 42,723 | \$ 106,734 | \$ 214,292 | \$ 44,544 | \$ 258,836 |
| Deposits | - | - | - | 3,580 | - | 3,580 |
| Equipment | 1,006 | - | 1,006 | 1,437 | - | 1,437 |
| Right of use asset | 104,652 | - | 104,652 | 175,393 | 41,804 | 217,197 |
| Intellectual property | 350,026 | - | 350,026 | 612,546 | - | 612,546 |
| Total Assets | \$ 519,695 | \$ 42,723 | \$ 562,418 | \$ 1,007,248 | \$ 86,348 | \$ 1,093,596 |

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Notes to Audited Consolidated Financial Statements
Years ended December 31, 2025, and 2024

14. Income taxes

Income taxes reported differ from the amount computed by applying the statutory federal and provincial/state income tax rates to income before taxes. The reasons for these differences and their tax effects at a rate of 26.5% (2024 – 26.5%) are as follows:

| | December 31, 2025 | December 31, 2024 |
|--|--------------------------|--------------------------|
| Net Loss before Tax | \$ (1,716,327) | \$ (2,516,544) |
| Statutory rate | 26.50% | 26.50% |
| Income tax recovery at statutory rate | (454,827) | (666,884) |
| share issue costs and other | - | 68,162 |
| Right of use asset and lease liability | 36,551 | 8,551 |
| Accretion | 18,612 | 4,509 |
| Stock based compensation | - | 85,929 |
| Meals and entertainment | 212 | - |
| Penalties (non-deductible) | 17,370 | - |
| Amount not recognized | 382,081 | 506,053 |
| Income tax expense | \$ - | \$ - |

The Company's deferred tax assets have not been recognized in respect of the following deductible temporary differences and non-capital losses carried forward. As set out below, the Company had the following deductible temporary differences available to reduce future taxable income.

| | December 31, 2025 | December 31, 2024 |
|---|--------------------------|--------------------------|
| The deferred tax asset is comprised of the following: | | |
| Tax affected non-capital losses carried forward | \$ 1,537,340 | \$ 1,366,284 |
| Intellectual property | 58,872 | 81,162 |
| Share issue costs and other | 4,708 | 820 |
| Equipment, right of use asset and lease liability | 19,853 | 113 |
| Total unrecognized deferred tax asset | \$ 1,620,773 | \$ 1,448,379 |

The Company has Canadian non-capital loss carry forwards of \$5,618,114 which expire as disclosed in the table below and US non-capital loss carry forwards of \$978,000 which have no set expiry.

Canadian non-capital loss carry forwards expire as follows:

| | |
|--------------|---------------------|
| 2041 | \$ 643,341 |
| 2042 | 1,373,531 |
| 2043 | 1,017,287 |
| 2044 | 1,586,609 |
| 2045 | 997,346 |
| Total | \$ 5,618,114 |

15. Capital management

The Company's objectives when managing capital is to safeguard its ability to continue as a going concern, provide adequate working capital and maintain cash on hand. The Company defines capital as the Company's shareholders' equity. At December 31, 2025, the Company had a deficit of \$8,794,047 (December 2024 - \$7,077,720) and a shareholder's deficiency of \$2,116,336 (December 31, 2024 – \$530,196) The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets.

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Notes to Audited Consolidated Financial Statements
Years ended December 31, 2025, and 2024

16. Financial instruments and risk management

Fair value measurements

Financial instruments carried at fair value on the statement of financial position are assessed using the following hierarchy based on the amount of observable inputs used to value the instrument.

- ♦ Level 1 – Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions occur in sufficient frequency and volume to provide pricing information on an ongoing basis.
- ♦ Level 2 – Pricing inputs are other than quoted prices in active markets included in Level 1. Prices in Level 2 are either directly or indirectly observable as of the reporting date. Level 2 valuations are based on inputs, including quoted forward prices for commodities, time value and volatility factors, which can be substantially observed or corroborated in the marketplace.
- ♦ Level 3 – Valuations in this level are those with inputs for the asset or liability that are not based on observable market data. Assessment of the significance of a particular input to the fair value measurement requires judgment and may affect the placement within the fair value hierarchy level.

The Company's exposure to credit risk on accounts receivable is limited, as substantially all customer payments are collected in advance through a third-party payment platform. Amounts outstanding at year-end primarily represent settlement timing differences for funds already collected. Accordingly, management has concluded that the expected credit loss allowance as at December 31, 2025 is \$nil (December 31, 2024 - \$nil).

Due to the short-term nature of the cash, accounts receivable and accounts payable and accrued liabilities the carrying value approximates its fair value. The loan and convertible debenture have been recorded at fair value using market rates for debt with similar terms.

Liquidity risk

Liquidity risk is the potential for the Company to have difficulty in meeting its obligations associated with financial liabilities as they become due. The Company's financial liabilities consist of the accounts payable and accrued liabilities, loan and convertible debentures. The accounts payable and accrued liabilities, loan and the current portion of convertible debentures have contractual maturities of less than one year.

| | Payments Due By Period | | | |
|--------------------------|-------------------------------|-----------------|-----------------|---------------------|
| | < 1 year | 2-3 Years | 4-5 Years | Total |
| Accounts payable | \$ 1,136,239 | | | \$ 1,136,239 |
| Convertible secured debt | 456,176 | | | 456,176 |
| Secured debt | 456,339 | | | 456,339 |
| Unsecured debt | 340,602 | | | 340,602 |
| Lease obligations | 90,040 | 9,466 | 8,740 | 108,246 |
| Total | \$ 2,479,396 | \$ 9,466 | \$ 8,740 | \$ 2,497,602 |

The composition of accounts payable and accrued liabilities as at the year end specified is set out in the table below.

| | December 31 | | December 31 | |
|---------------------|--------------------|------------------|--------------------|----------------|
| | 2025 | | 2024 | |
| Trade payables | \$ | 548,055 | \$ | 376,607 |
| Accrued liabilities | | 159,629 | | 59,121 |
| Payroll liabilities | | 428,555 | | 144,134 |
| Total | \$ | 1,136,239 | \$ | 579,862 |

METAGUEST.AI INCORPORATED
Notes to Audited Consolidated Financial Statements
Years ended December 31, 2025, and 2024

17. Contingencies

The Company received a statement of claim from a former capital markets service provider (the “Claimant”), stating that the Company did not provide a notice of termination of its marketing agreement (the “Agreement”). In July 2022, the Company and the Claimant amended the Agreement whereby the Claimant covenanted that it shall continue to perform its services as set forth in the Agreement until the expiration of the initial period (being October 5, 2022). The Company believed the allegations made in the statement of claim were entirely without merit and the action was vigorously defended by the Company.

18. Subsequent events

During January and again in March 2026, the Company extended certain maturities of certain debt obligations for which it is entitled to do so under the terms of certain agreements. As a result, the maturity date of the amounts loaned on January 30, 2025, set to expire on January 30, 2026 (note 9 (c)), were extended to July 30, 2026, and the amounts loaned on March 4, 2025, set to expire on March 4, 2026 (note 9 (c)) were extended to September 4, 2026.

The statement of claim from a former capital markets service provider (the “Claimant”), stating that the Company did not provide a notice of termination of its marketing agreement (the “Agreement”) (note 17) was subsequently settled for a nominal amount.

In April 2026, a former sales manager of the Corporation, who had converted from employee to independent contractor in early 2025, alleged a breach of obligations by the Corporation and has threatened to issue a claim. The claim has not yet been issued or received. The Corporation intends to vigorously defend any such claim. As the matter arose subsequent to year-end and does not relate to conditions existing at the reporting date, no provision has been recognized in these financial statements.

SCHEDULE B: MANAGEMENT DISCUSSION AND ANALYSIS



Management Discussion and Analysis

For the year ended December 31, 2025

This Management's Discussion and Analysis ("MD&A") provides an analysis of the business, financial condition and results of operations of Metaguest.AI Incorporated and its wholly owned subsidiary (collectively, the "Company") for the year ended December 31, 2025. This MD&A should be read in conjunction with the audited consolidated financial statements and the related notes for the year ended December 31, 2025, which have been prepared in accordance with International Financial Reporting Standards ("IFRS").

The Company's reporting currency is the Canadian dollar and all amounts in this MD&A are expressed in Canadian dollars unless otherwise indicated. Additional information relating to the Company is available on SEDAR+ at www.sedarplus.ca. This MD&A is current as of April 27, 2026.

CAUTION ON FORWARD LOOKING STATEMENTS

The MD&A contains certain forward-looking statements concerning anticipated developments in the Company's operation in future periods. Forward-looking statements are frequently but not always

identified by words such as “expects”, “anticipates”, “believes”, “intends”, “estimates”, “potential”, “possible” and similar expressions, or statements that events, conditions or results “will”, “may”, “could” or “should” occur or be achieved. The forward-looking statements in the MD&A may include statements regarding budgets, capital expenditures, timelines, strategic plans, or other statements that are not statements of fact. Forward-looking statements are statements about the future and are inherently uncertain, and actual achievements of the Company may differ materially from those reflected in forward-looking statements due to a variety of risks, uncertainties and other factors. The Company’s forward-looking statements are based on the beliefs, expectations and opinions of management on the date the statements are made, and the Company does not assume any obligation to update forward-looking statements if circumstances or management’s beliefs, expectations or opinions should change except as required by law. For the reasons set forth above, investors should not place undue reliance on forward-looking statements. Important factors that could cause actual results to differ materially from the Company’s expectations include uncertainties involved in disputes, arbitration and litigation; uncertainty of estimates of capital and operating costs, the need to obtain additional financing to develop products and contents; uncertainty as to the availability and terms of future financing; the possibility of delay in research or development programs and uncertainty in meeting anticipated milestones; uncertainty as to timely availability of permits and other government approvals and other risks and uncertainties disclosed in other information released by the Company from time to time and filed with the appropriate regulatory agencies.

OVERALL PERFORMANCE AND BUSINESS HISTORY

Metaguest.AI Incorporated is a technology company that connects guests staying in hotels with in-room and on-location commerce driven by AI. Metaguest offers hotel operators with a variety of licensing options that include white label, private branding and hybrid solutions to maximize per-stay revenue and guest satisfaction at each property. The Metaguest suite of products re-envisions the guest experience and hospitality industry by integrating AI-driven solutions into every aspect of a guest’s stay. Through simple QR/NFC tokens throughout each hotel property guests gain access to a world of convenience and luxury previously only available at 5-star hotels.

The future of Metaguest delivers these guest experiences through AI avatars that together with the Metaguest product suite, redefine hospitality and bring an unparalleled way to connect with hotels and the businesses around them. These AI avatars are always available and connect each node together into one cohesive ecosystem - from creating itineraries, booking reservations, delivering towels to a guestroom, absorbing guest feedback and handling any request through advanced language models.

Metaguest On-Demand Services empowers guests to effortlessly request hotel services like housekeeping, room services and property amenities anywhere on the property. Together, with Metaguest Payments this allows guests to enjoy frictionless payment solutions for in-room minibars and lobby snack bars, rewards programs and more. Metaguest Experiences provides guests access to AI curated lists of local attractions, events, wellness, dining, retail options and more all tailored to each guest’s unique tastes and preferences.



Metaguest earns revenue from transaction fees on transactions that flow across the payment's platform together with subscription revenue from local attractions, businesses and enterprise partners offering services through the Metaguest platform.

The Company was incorporated pursuant to the Business Corporations Act (Alberta) on February 4, 2021. The Company changed its name from BnSellit Technology Inc. to Metaguest.AI Incorporated on October 17, 2023. The Company's head office is located at 122 Judge Road Unit 2, Toronto, ON, M8Z 5B7 and its registered office is located at 210 - 2020 4th Street SW, Calgary, Alberta T2S 1W3. The Company has one wholly-owned subsidiary, BnSellit Technology (US) Inc (Metaguest Incorporated). which was incorporated pursuant to the General Company Law of the State of Delaware on May 20, 2021. The registered office of Metaguest Incorporated is located at 2140 S Dupont Hwy, Camden, Delaware, USA 19934.

Since the Company was incorporated, it has purchased the intellectual property in the Metaguest platform from a related company (RT7 Incorporated), obtaining a listing on the CSE (CSE: METG (Formerly BNSL)), added platform updates and improvements, built a distribution network, signed agreements with hotel partners to increase platform reach and has grown the internal team.

The Company officially launched as an STR platform in the US in October 2021. The Company originally concentrated on onboarding short-term rental ("STR") hosts to the platform and offered hosts a way to increase per-stay revenue by offering items within their rental property for sale. This was later paired

with a concierge service that allowed guests to book local activities nearby. Later in 2022, these products expanded to hotels and resort properties.

The Company partnered with its first hotel property during Q1-2022, offering both the payments platform and experiences service to guests. Today, over 431 hotels with well over 20,000 rooms use the Metaguest platform. The Company changed its name to Metaguest.AI Incorporated to better reflect the Company's present technology and business strategy directed to hotels and driven by AI. The fusion of generative AI for content, communication and information together with proprietary transaction AI results in a new way to enhance the guest experience and drive increased sales throughout the hospitality segment.

On May 1, 2024, the Company announced its significant expansion in Miami, Florida. Metaguest had grown its partnerships to include 29 new hotel properties in the downtown Miami, South Beach, Brickell and surrounding areas, which all now feature Metaguest's digital concierge services and offerings. This strategic growth came just in time for the highly anticipated Formula 1 Grand Prix weekend, positioning Metaguest at the forefront of enhancing visitor experiences in its partner hotel properties during the marquee event.

On May 8, 2024, the Company announced a significant milestone in its expansion efforts, now reaching 50 hotel partners in New York City. This development marks a major achievement in the Metaguest mission to transform guest experiences in cities across the US. The Company's digital concierge service is now available in 50 premier hotel brands throughout Manhattan, promising to deliver personalized guest experiences on an unprecedented scale.

On May 16, 2024, the Company announced the addition of 30 new hotel partners as part of its Florida expansion in Fort Lauderdale, FL. and West Palm Beach, FL. The Metaguest portfolio of hotels in Florida has reached in excess of 60 properties and underscores the Company's vision to enhance travel experiences across Florida's key destinations. This expansion builds on the Company's recent surge in hotel partnerships in Miami further solidifying its presence of AI concierge services in Florida.

On May 28, 2024, the Company announced its expansion into Nashville, Tennessee with the addition of 20 new hotel partners. This launch continues Metaguest's US expansion strategy and introduces Nashville travelers and hotel operators to a new era of guest services enhanced by AI.

On July 3, 2024, the Company announce its expansion into Atlanta, GA. with 20 premier, choice, and boutique hotel brands in the vibrant Atlanta market. This expansion not only enhances the guest experience at each partner property but also supports local businesses by providing access to Metaguest's AI concierge that streamlines operations and elevates service standards in hotels.

Current Partner Network

As of the date of this MD&A, the Company's partner network has expanded to 431 hotel partners across the United States. This includes 79 partners in Florida, 102 in Texas, 23 in Illinois, 11 in Georgia, 16 in Massachusetts, 27 in Tennessee, 11 in Louisiana, 13 in New Jersey, 15 in the District of Columbia, and 130 in New York.

On April 4, 2025, the Company announced that Robert Lelovic had been appointed the Company's Chief Financial Officer. Mr. Lelovic brings with him a wealth of experience across the retail, technology, and energy sectors, having led high-performing finance teams, implemented robust risk protocols, and advanced financial reporting frameworks for both private and public companies.

On May 16, 2025, Doug McCartney, a member on the Company's Board of Directors, resigned. The Company thanked him for his service and noted that it would commence the search for a replacement board member.

On March 6, 2026, Antonio Comparelli resigned as CEO of the Company and shortly thereafter Janelle Howard resigned as CEO from Metaguest USA. William Sutherland was contracted during a transition period of an initial 90 days. William Sutherland serves as Senior Board Advisor to Metaguest, providing strategic guidance on operations and capital markets. He brings over 25 years of experience in business development, M&A, and fiduciary roles, supporting the Board and management in evaluating strategic opportunities, capital allocation, and value creation initiatives.

The Company was featured in two publications. The Canadian Securities Exchange Magazine where Metaguest.AI is showcased among six cutting-edge technology firms leveraging AI and nanotech to transform industries across Canada. Find the link to that article here:

https://issuu.com/thecse/docs/canadian_security_exchange_magazine_September_2025.

Capital Magazine—Ottawa's premier business publication—has included Metaguest.AI in its Spring/Summer 2025 feature titled "METAGUEST: Evolution in Action for the AI Age of Hospitality". The article positions Metaguest as a model of AI-driven evolution for Ottawa's tech ecosystem, emphasizing how the Company's multilingual, app-free concierge platform is transforming hotel operations and guest satisfaction across the hospitality industry. Find the link to that article here:

https://issuu.com/gordongroup/docs/capital_mag_spring-summer_2025_-_revised/46.

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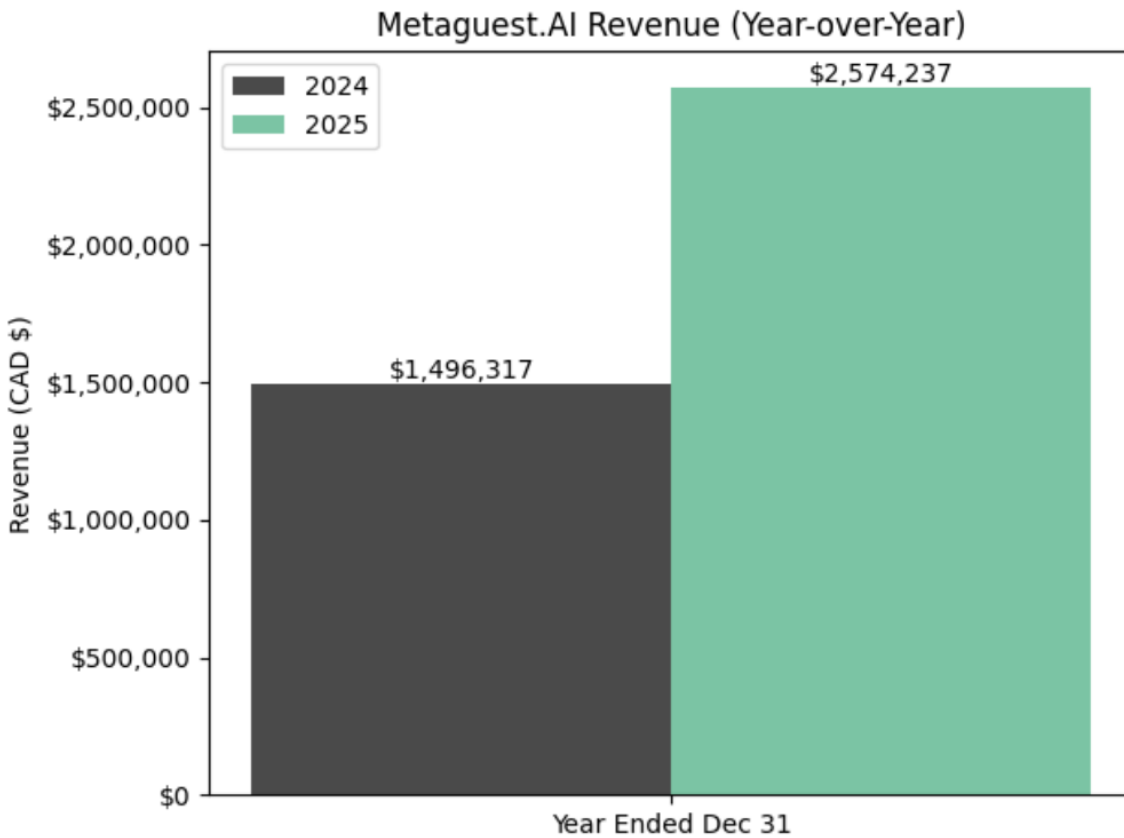
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FINANCIAL HIGHLIGHTS

For the year ended December 31

| | 2025 | 2024 |
|---------------|------------------|------------------|
| Revenue | \$ 2,574,237 | \$ 1,496,317 |
| Cost of sales | <u>(359,385)</u> | <u>(243,378)</u> |
| | \$ 2,214,852 | \$ 1,252,939 |

For the year ended December 31, 2025, the Company reported revenue of \$2,574,237, representing an increase of 72% compared to \$1,496,317 for the year ended December 31, 2024. The increase in revenue is primarily attributed to growth in the number of hotel partners and increased utilization of the platform. Cost of sales increased to \$359,385 from \$243,378 in the prior year, consistent with increased transaction volume and platform usage.

| For the three months ended December 31 | 2025 | 2024 |
|--|-------------------|-------------------|
| Revenue | \$ 643,760 | \$ 487,416 |
| Cost of sales | (71,946) | (99,045) |
| | <u>\$ 571,814</u> | <u>\$ 388,371</u> |

During the three-month period ended December 31, 2025, the Company experienced an increase in sales, rising 32 percent to \$643,760 from the prior period's three month's sales of \$487,416. Cost of sales was \$71,946 for the three months ended December 31, 2025, down 27% from \$99,045 for the corresponding period of the prior year. The lower cost of sales quarter on quarter is primarily due to the Company lowering the commission rate payable to hotels during the latter half of 2025.

OUTLOOK

Metaguest operates within the U.S. hospitality sector, and its performance is influenced by travel demand, hotel occupancy levels, and the adoption of technology solutions by hotel operators.

The U.S. hospitality market is primarily driven by domestic travel demand. While certain international inbound travel segments, including travel from Canada and other regions, may experience variability due to macroeconomic and geopolitical factors, domestic travel remains the dominant driver of hotel occupancy across many U.S. markets.

Hotel operators continue to focus on enhancing guest experience while managing labour constraints and operating costs. This has contributed to increased adoption of digital and AI-enabled solutions that streamline operations and enable incremental revenue generation. Management believes these trends support continued demand for the Company's platform.

The Company's growth strategy is focused on expanding its enterprise hotel network and increasing monetization per hotel through transaction volume and subscription-based services. As of the date of this MD&A, the Company has established a presence across multiple U.S. markets, providing a foundation for continued growth.

Management expects growth to be driven by continued onboarding of hotel partners, increased utilization within existing properties, and expansion of transaction-based revenue streams.

The Company intends to finance its operations through a combination of operating cash flows, debt and equity financing. There can be no assurance that such financing will be available on acceptable terms. These factors indicate the existence of material uncertainties that may cast significant doubt on the Company's ability to continue as a going concern.

RESULT OF FINANCIAL OPERATIONS

Summary of Annual Results

| For the Year Ended | Dec 31/ 2025 | Dec 31/ 2024 | Dec 31/2023 |
|---------------------------------|--------------|--------------|-------------|
| Total revenue | \$ 2,574,237 | \$ 1,496,317 | \$ 295,906 |
| Loss for the year | 1,716,327 | 2,571,248 | 1,843,252 |
| Net loss per share | 0.02 | 0.04 | 0.03 |
| Total assets | 562,418 | 1,093,596 | 1,217,313 |
| Long term financial liabilities | 18,206 | 84,110 | 177,481 |
| Dividends paid | - | - | - |

For the year ended December 31

| | 2025 | 2024 |
|--|----------------|----------------|
| Revenue | \$ 2,574,237 | \$ 1,496,317 |
| Cost of sales | (359,385) | (243,378) |
| | \$ 2,214,852 | \$ 1,252,939 |
| Expenses | | |
| Salaries, wages and benefits | \$ 1,401,773 | \$ 1,729,336 |
| Share based compensation | - | 324,261 |
| Subcontractors | 1,139,101 | 547,139 |
| Amortization and depreciation | 400,879 | 377,868 |
| Professional fees | 212,975 | 137,038 |
| Office and administration | 485,826 | 503,423 |
| Interest and accretion | 177,745 | 87,246 |
| Loss on recognition of financial instruments | 75,892 | - |
| Travel | 36,988 | 117,876 |
| Total Expenses | \$ 3,931,179 | \$ 3,824,187 |
| Loss and comprehensive loss | \$ (1,716,327) | \$ (2,571,248) |

For the year ended December 31, 2025

For the year ended December 31, 2025, the Company experienced a significant increase in sales, rising by 72% to \$2,574,237 from the prior year's sales figure of \$1,496,317. Cost of sales was \$359,385 for the year ended December 31, 2025, up from \$243,378 from the prior year. Given the increased number of hotels signing up for the Company's services as well as the focus of increasing subscribers, the Company anticipated increased sales and cost of sales.

Salaries, wages and benefits for the year ended December 31, 2025, are down when compared to the prior year. Overall, the Company has focused on reducing salaried employees in favor of contractors and therefore, expected an increase in contractor fees. When aggregated, it is noted that total salaries and contractors' expense is \$2,540,874 compared to the December 31, 2024, total of \$2,276,475. The decline year on year is due to a more seasoned sales team requiring a lower head count during the latter half of 2025. The decline is partially offset from different contractor arrangements.

Professional fees include legal and audit fees as well as professional services which, for the year ended December 31, 2025, were \$212,975 (December 31, 2024 - \$137,038) The Company anticipated the increased costs due to investor relation activities, transaction load for audit and operational growth.

Share based compensation expense the year ended December 31, 2025, was \$nil (December 31, 2024, 2024 - \$324,261). During 2024, the remaining stock options issued had vested. Share-based compensation is dependent on whether options are issued, the value attributed to them and the vesting conditions contained therein.

Office and administration costs for the year ended December 31, 2025, were \$485,826 (December 31, 2024 - \$503,423). The decrease is tied to a variety of factors including conscious expense reduction in areas that do not affect sales efforts as well as reduced office locations if needed, noting specifically that an office lease location in the US had effectively ended part way through the year. The decrease is partially offset from higher interest costs not tied to financings.

Interest and accretion for the year ended December 31, 2025, were \$177,745 (December 31, 2024 - \$87,246). The Company records interest and accretion expense on its bridge loans and convertible and non-convertible debentures. The amount of accretion incurred will vary depending on the amount and type of debt the Company carries at a particular point in time as well as discounts to fair value and financing costs incurred.

Amortization and depreciation for the year ended December 31, 2025, was \$400,879 (December 31, 2024 - \$377,868). Amortization and depreciation expense increased over the prior year due to the addition of a copier lease which met the IFRS criteria to be capitalized as a right of use asset.

Travel expense for the year ended December 31, 2025, was \$36,988 (December 31, 2024 - \$117,876). Travel can vary period over period and would be dependent localized headcount which travels less than non-localized headcount. In 2025, headcount was reduced and became more localized enabling the Company to save on travel.

Loss on recognition of financial instruments for the year ended December 31, 2025 was \$75,892. The amount represents certain equity settled financing costs which get treated as expenses as opposed to being set off against the liabilities they pertain to. They can arise on the issuance of debt as well as the derecognition and re-recognition of liabilities when amendments or modifications are present.

Total expenses for the year ended December 31, 2025, were \$3,931,179, (December 31, 2024, \$3,824,187). The Company's loss and comprehensive loss stayed relatively stable year on year. As more specifically explained above, certain expense were down due to head count and a focused reduction on spending however, certain expenses increased due to debt load and greater transactional costs. The Company will continue to focus on reduced spending where it can while staying focused on increasing revenue year on year.

| For the three months ended December 31 | 2025 | 2024 |
|--|---------------------|---------------------|
| Revenue | \$ 643,760 | \$ 487,416 |
| Cost of sales | <u>(71,946)</u> | <u>(99,045)</u> |
| | \$ 571,814 | \$ 388,371 |
| Expenses | | |
| Salaries, wages and benefits | \$ 153,264 | \$ 460,832 |
| Share based compensation | - | 9,897 |
| Subcontractors | 495,762 | 174,019 |
| Amortization and depreciation | 93,230 | 102,576 |
| Professional fees | 49,391 | 31,222 |
| Office and administration | 73,264 | 263,340 |
| Interest and accretion | 38,475 | 22,447 |
| Loss on recognition of financial instruments | 75,892 | - |
| Travel | 3,438 | 21,524 |
| Total Expenses | \$ 982,716 | \$ 1,085,857 |
| Loss and comprehensive loss | <u>\$ (410,902)</u> | <u>\$ (697,486)</u> |

During the three-month period ended December 31, 2025, the Company experienced an increase in sales, rising 32 percent to \$643,760 from the prior year's three month's sales of \$487,416. Cost of sales was \$71,946 for the three months ended December 31, 2025, down 27% from \$99,045 for the corresponding period of the prior year. The lower cost of sales quarter on quarter is primarily due to the Company lowering the commission rate payable to hotels during the latter half of 2025.

Salaries, wages and benefits for the three-month period ended December 31, 2025, are down when compared to the prior comparative period. Overall, the Company has focused on reducing salaried employees in favor of contractors during the year and therefore expected the increase in contractor fees in the period. When aggregated, it is noted that total salaries and contractors' expenses are \$649,026 compared to the three months ended December 31, 2024, total of \$634,851. The increase period on period is due to a more seasoned sales team requiring a lower head count but having higher sales volume which draw sales commissions and which are included contracting fees.

Professional fees include legal and audit fees as well as professional services which, for the three months ended December 31, 2025, were \$49,391 (three months ended December 31, 2024 - \$31,222). The Company anticipates increased costs due to investor relation activities, transaction load for audit and operational growth.

Share-based compensation expenses for the three months ended December 31, 2025, were \$nil (three months ended December 31, 2024 - \$9,897). During 2024, the remaining stock options issued, vested. Share-based compensation should be lower in the coming quarters, unless new options are issued.

Office and administration costs for the three months ended December 31, 2025, were \$73,264 (three months ended December 31, 2024 - \$263,340). The Company had an extra office location that it did not have in the current year's comparative. In addition, the Company has been focused on cost reduction.

Interest and accretion for the three months ended December 31, 2025, were \$38,475 (three months ended December 31, 2024 - \$22,477). The Company records interest and accretion expense on its bridge loans and convertible and non-convertible debentures. The recorded amount will vary depending on the amount and type of debt the Company carries at a particular point in time as well as discounts to fair value and financing costs incurred in a given period.

Amortization and depreciation expense for the three months ended December 31, 2025, was \$93,230 (three months ended December 31, 2024 - \$102,576). Depreciation expense for the period is lower than the comparative prior period due to a right of use asset on a US based lease being fully depreciated during 2025 and therefore reducing the amount of expense recognized in the current period. Included in amortization and depreciation is the amortization of the Company's intellectual property, equipment and right of use assets.

Travel expense for the three-month period ended December 31, 2025, was \$3,438 (three months ended December 31, 2024 - \$21,524). Travel can vary period over period and would be dependent on localized headcount which travels less than non-localized headcount. In 2025, headcount was reduced and became more localized enabling the Company to save on travel.

Loss on recognition of financial instruments for the three month period ended December 31, 2025 was \$75,892. The amount represents certain equity settled financing costs which get treated as expenses as opposed to being set off against the liabilities they pertain to. They can arise on the issuance of debt as well as the derecognition and re-recognition of liabilities when amendments or modifications are present.

Total expenses for the three months ended December 31, 2025, were \$982,716 (three months ended December 31, 2024, - \$1,085,856). Loss and comprehensive loss for the three months ending December 31, 2025, was \$410,902, down 41% from the three months ending December 31, 2024, which had a net loss of \$697,486. The loss per share quarter over quarter has remained the same.

QUARTERLY RESULTS

| | Q4-2025 | Q3-2025 | Q2-2025 | Q1-2025 |
|-----------------------|----------------|----------------|----------------|----------------|
| Revenue | \$643,760 | \$625,623 | \$645,198 | \$659,656 |
| Loss | \$410,902 | \$494,449 | \$363,764 | \$447,212 |
| Loss per share | \$0.01 | \$0.01 | \$0.01 | \$0.01 |

| | Q4-2024 | Q3-2024 | Q2-2024 | Q1-2024 |
|-----------------------|----------------|----------------|----------------|----------------|
| Revenue | \$487,416 | \$452,978 | \$327,908 | \$228,015 |
| Loss | \$697,486 | \$615,017 | \$719,536 | \$539,209 |
| Loss per share | \$0.01 | \$0.01 | \$0.01 | \$0.01 |

LIQUIDITY AND CAPITAL RESOURCES

As at December 31, 2025, the Company had current assets of \$106,734 down from December 31, 2024's current assets of \$258,836 and current liabilities of \$2,660,548 (December 31, 2024 - \$1,539,682). As at December 31, 2025, the Company had negative working capital of \$2,553,814 (December 31, 2024 - \$1,280,846).

On December 31, 2025, the Company had cash of \$39,953 (December 31, 2024- \$53,984). During the year ended December 31, 2025, the Company had cash outflows from operations of \$351,940 (December 31, 2024 - \$1,424,659).

On May 14, September 9, and December 3, 2025, the Company closed loans totaling \$193,000, \$224,000 and \$34,000 with multiple arm's length lenders. The loans bear interest at 12% per annum, payable at maturity one year from inception. The Company has the right to extend the maturity date for an additional six-month period at its sole discretion. The loans are secured by a general security agreement ranking pari passu with other secured lenders.

In connection with the financings, the Company issued 541,200 Class A common shares to the lenders as a loan advance fee, representing 12% of the principal amounts. While the agreements specified a deemed price of \$0.10 per share, the shares were measured at their fair value on the respective issuance dates, being \$0.09, \$0.09 and \$0.055 per share for the May, September and December tranches, respectively.

Also on May 14, 2025, the Company amended the terms of an existing \$235,000 secured convertible loan that was originally closed on February 6, 2024, and announced on February 8, 2024. The amendments include an extension of the maturity date of the loan to May 14, 2026, a revision to the principal amount from \$235,000 to \$270,674, a 12% amendment fee, payable by issuing 324,716 Class A Common Shares at \$0.10 per share, and participation in the first-ranking security, also for a 12% fee, payable by issuing 324,716 Class A Common Shares. All other terms of the convertible loan remain unchanged.

On January 30, 2025, and March 4, 2025, the Company closed loans in the amounts of \$41,000 and \$35,000 respectively with numerous arm's length lenders. The loans bear an interest rate of 12%, having maturity dates of January 30, 2026, and March 4, 2026, respectively. The Company has the right to extend the maturity dates for an additional six months which it has exercised. The new maturity dates are July 30, 2026, and September 4, 2026, respectively. The Company also issued 50,665 share purchase warrants to the lenders with a conversion price of \$0.30 expiring on June 17, 2026. Proceeds of the loan were used for working capital purposes.

The Company is in discussions with certain of its convertible and non-convertible debenture holders to amend terms and extend maturity dates not already discussed above.

The financial statements have been prepared in accordance with International Financial Reporting

Standards (“IFRS”) applicable to a going concern, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuation of the Company as a going concern is dependent on its ability to obtain necessary financing for its commitments.

There is no guarantee that management will be successful in securing future financings due to current market conditions.

Future Cash Requirements

The Company’s future capital requirements will depend on many factors, including, among others, its ability to earn cash flow from operations. Should the Company wish to pursue current and future business opportunities, additional funding will be required. If additional funds are raised through the issuance of securities, the percentage ownership of current shareholders will be reduced, and such securities may have rights, preferences, or privileges senior to those of the holders of the Company’s common stock. No assurance can be given that additional financing will be available, or that it can be obtained on terms acceptable to the Company and its shareholders. If adequate funds are not available, the Company may not be able to meet its contractual requirements.

FINANCIAL INSTRUMENTS

Recognition

Financial assets and financial liabilities are recognized on the Company’s statement of financial position when the Company becomes a party to the contractual provisions of the instrument.

Classification

Financial assets are classified as subsequently measured at amortized cost or fair value through profit or loss on the basis of both the Company’s business model for managing the financial assets and the contractual cash flow characteristics of the financial asset. The classification of subsequently measured at amortized cost is used when the objective of the business model is to hold assets and collect contractual cash flows, and the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Cash is subsequently measured at amortized cost.

Financial liabilities are classified as subsequently measured at amortized cost, unless they meet the criteria for measurement at fair value or other prescribed measurements. The accounts payable and accrued liabilities are subsequently measured at amortized cost.

Measurement

Financial assets and financial liabilities classified as subsequently measured at amortized cost are initially measured at fair value plus or minus transaction costs that are directly attributable to the acquisition of the financial asset or issue of the financial liability. Subsequently, the financial assets and liabilities are measured at amortized cost using the effective interest rate method.

Impairment

Financial assets classified as subsequently measured at amortized cost reflect the Company's assessment of expected credit losses. Expectations reflect historical credit losses, adjusted for forward-looking factors. The expected credit loss provision is based on expectations for the next twelve months unless there has been a significant increase in the customer's credit risk, resulting in the provision being based on expectations for the remaining lifetime of the asset.

Capital management

The Company's policy is to maintain a strong capital base so as to maintain investor and creditor confidence and to sustain future development of the business. The capital structure of the Company consists of equity, net of cash and cash equivalents. The Company is not subject to any externally imposed capital requirements.

Off-Balance Sheet Arrangements & Proposed Transactions

The Company has no off-balance sheet arrangements or proposed transactions.

Transactions between Related Parties

During the year, the Company incurred contractor fees to individuals and or companies controlled by individuals related to a director of the Company in the amount of \$425,099 (December 31, 2024 - \$114,000).

During the year, the Company incurred professional fees of \$41,716 (December 31, 2024 - \$80,123) from companies related to directors of the Company for legal services.

During the year the Company incurred contractor fees of \$153,063 (December 31, 2024 - \$87,873) from companies related to directors for consulting services.

Included in prepaid expenses is \$nil (December 31, 2024 - \$31,500) for advances on fees for a member of key management. Included in accounts payable and accrued liabilities is \$277,722 (December 31, 2024 - \$72,821) due to directors and officers for consulting, marketing and legal services.

The Company has identified its Chief Executive Officer and Chief Financial Officer as key management personnel. During the year, the Company incurred subcontractor fees related to key management personnel of \$358,633 (December 31, 2024 – \$233,000) and recognized share-based compensation of \$nil (December 31, 2024 – \$133,083). Total compensation to key management personnel for the year amounted to \$358,633 (December 31, 2024 – \$366,083).

OUTSTANDING SHARE DATA

The following share capital data is as of:

| | April 27, 2026 | December 31, 2025 | December 31, 2024 |
|---|----------------|-------------------|-------------------|
| Class A common shares | 72,005,799 | 72,046,599 | 70,626,867 |
| Stock options (\$0.375 options expiring July/August 2027) | 2,580,000 | 2,580,000 | 3,410,000 |
| Warrants (\$0.30 warrants expiring Feb – Sep 2026) | 207,326 | 324,826 | 274,161 |
| Warrants (\$0.50 warrants expiring Feb 2026) | - | 522,185 | 1,395,360 |

Additional Disclosure for Venture Issuers Without Significant Revenue

- (a) capitalized or expensed exploration and development costs - none
- (b) expensed research and development costs – See below
- (c) deferred development costs - none
- (d) general and administration expenses – other than detailed above in the results of operations, office and administration costs totaled \$485,826 for the year ended December 31, 2025 (December 31, 2024 - \$503,423). Included in office and administration is marketing & promotion of \$66,592 (December 31,

2024- \$208,974), research and development of \$29,716 (December 31, 2024 - \$56,141, subscription fees of \$109,674 (December 31, 2024 - \$58,586), freight & delivery of \$12,608 (December 31, 2024 - \$18,022), insurance of \$24,784 (December 31, 2024 - \$8,281), office supplies of \$41,167 (December 31, 2024 - \$99,387), rent of \$46,408 (December 31, 2024 - \$37,580), technology costs of \$8,793 (December 31, 2024 - \$11,014), interest costs of \$69,289 (December 31, 2024 - \$nil), other of \$70,524 (December 31, 2024 - \$Nil) and bank charges of \$6,271 (December 31, 2024 - \$5,438).

Critical Accounting Estimates

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

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Estimates that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next financial year include:

- Fair value of loan and convertible debentures – Management is required to estimate the market interest rate used to determine the fair value of the liability component of loans and convertible debentures at initial recognition.

Significant judgments made by management in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements include:

- Going concern – Management exercises judgment in assessing whether the Company is able to continue as a going concern and whether it is appropriate to prepare the consolidated financial statements on a going concern basis.
- Indicators of impairment of IP – Management assesses, at each reporting date, whether there are indicators that intangible assets may be impaired. This assessment requires judgment and consideration of both internal and external sources of information.

Consolidation

Assets, liabilities, income and expenses of the subsidiary are included in the consolidated financial statements from the date that the Company gains control until the date that the Company ceases to control the subsidiary. All intercompany balances and transactions have been eliminated on consolidation.

ADDITIONAL INFORMATION

Additional information pertaining to the Company is available on the SEDAR+ website.

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Annual Listing Summary.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 5 Quarterly Listing Statement is true.

Dated April 30, 2026.

Robert Lelovic _____
Name of Director or Senior Officer

"Robert Lelovic" _____
Signature

CFO _____
Official Capacity

| | | | |
|---------------------------|--|------------------|-----------------------|
| Issuer Details | | For Year Ended | Date of Report |
| Name of Issuer | | December 31, | YY/MM/D 2026/04/30 |
| Metaguest.AI Incorporated | | 2025 | |
| Issuer Address | | | |
| 122 Judge Road, Unit 2 | | | |
| City/Province/Postal Code | | Issuer Fax No. | Issuer Telephone No. |
| Toronto, Ontario, M8Z 5B7 | | () | () |
| Contact Name | | Contact Position | Contact Telephone No. |
| Robert Lelovic | | CFO | |
| Contact Email Address | | Web Site Address | |
| robert@metaguest.ai | | Metaguest.ai | |