

SPIRIT BLOCKCHAIN CAPITAL INC.

Condensed Interim Consolidated Financial Statements

For the three months ended March 31, 2026 and 2025

(Unaudited - Expressed in Canadian dollars, unless otherwise noted)

Notice of Disclosure of Non-auditor Review of the Condensed Interim Consolidated Financial Statements for the Three Months Ended March 31, 2026 and 2025

Pursuant to National Instrument 51-102 *Continuous Disclosure Obligations*, part 4, subsection 4.3(3)(a) issued by the Canadian Securities Administrators, if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim consolidated financial statements of Spirit Blockchain Capital Inc. for the interim periods ended March 31, 2026 and 2025, have been prepared in accordance with the International Accounting Standard 34 *Interim Financial Reporting*, as issued by the International Accounting Standards Board, and are the responsibility of management.

The independent auditors, SRCO Professional Corporation, have not performed a review of these unaudited condensed interim consolidated financial statements.

May 25, 2026

SPIRIT BLOCKCHAIN CAPITAL INC.
Condensed Interim Consolidated Statements of Financial Position
(Unaudited - Expressed in Canadian dollars, unless otherwise noted)

	Note	March 31, 2026	December 31, 2025
		\$	\$
ASSETS			
Current			
Cash		46,868	50,391
Amounts receivable	5	4,850	4,816
Prepaid expenses	7	1,863	59,256
		53,581	114,463
Investment	8	34,848	34,265
Convertible notes receivable	9	85,352	82,236
Total assets		173,781	230,964
LIABILITIES			
Current			
Accounts payable and accrued liabilities	10,14	2,497,519	2,419,221
Due to related party		70,314	-
Current portion of convertible debentures	11,14	78,008	-
		2,645,841	2,419,221
Convertible debentures	11,14	37,596	110,317
Total liabilities		2,683,437	2,529,538
SHAREHOLDERS' DEFICIENCY			
Share capital	12(b)	23,370,232	23,370,232
Contributed surplus		6,582,927	6,582,927
Accumulated other comprehensive loss		(83,365)	(79,112)
Deficit		(32,379,450)	(32,172,621)
Total shareholders' deficiency		(2,509,656)	(2,298,574)
Total liabilities and shareholders' deficiency		173,781	230,964

Nature of operations and going concern (Note 1)
Subsequent event (Note 18)

Approved and authorized for issue on behalf of the Board of Directors:

/s/ Don Stewart
Director

/s/ Raymond O'Neill
Director

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

SPIRIT BLOCKCHAIN CAPITAL INC.**Condensed Interim Consolidated Statements of Loss and Comprehensive Loss**

(Unaudited - Expressed in Canadian dollars, except number of shares)

		Three months ended	
	Note	2026	March 31,
		\$	2025
		\$	\$
Operating expenses			
Consulting fees	13	114,167	66,500
Filing fees		3,812	4,356
General and administrative		23,765	65,930
Marketing fees (recovery)		(94,445)	293,000
Professional fees		152,760	399,059
IT development		-	231,433
Share-based compensation	12,13	-	422
		200,059	1,060,700
Other income (expenses)			
Accretion expense	11	(3,068)	(2,535)
Change in fair value of digital assets		-	(9,895)
Foreign exchange gain (loss)		1,893	(3,237)
Interest expense	11	(2,219)	(2,219)
Other income		1,697	3,644
Write-off of GST receivable		(5,073)	(50,064)
		(6,770)	(64,306)
Current income tax expense		-	(260)
Net loss		(206,829)	(1,125,266)
Other comprehensive loss			
Unrealized loss on digital assets		-	(2,944)
Change in foreign currency translation		(4,253)	(6,934)
Net loss and comprehensive loss		(211,082)	(1,135,144)
Net loss per common share:			
Basic and diluted		(0.00)	(0.01)
Weighted average number of common shares:			
Basic and diluted		154,163,955	143,496,350

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

SPIRIT BLOCKCHAIN CAPITAL INC.
Condensed Interim Consolidated Statements of Cash Flows
(Unaudited - Expressed in Canadian dollars, unless otherwise noted)

	Three months ended	
	2026	March 31, 2025
	\$	\$
Operating activities		
Net loss	(206,829)	(1,125,266)
Adjustments for:		
Share-based compensation	-	422
Accretion expense	3,068	2,535
Change in fair value of digital assets	-	9,895
Unrealized foreign exchange (gain) loss	(2,008)	202
Interest expense	2,219	2,219
Other income	(1,691)	(3,539)
Write-off of GST receivable	5,073	50,064
Changes in non-cash working capital items:		
Amounts receivable	(5,107)	(47,495)
Prepaid expenses	57,393	(880,300)
Accounts payable and accrued liabilities	78,298	288,097
Due to related party	70,314	-
Cash provided by (used in) operating activities	730	(1,703,166)
Financing activities		
Proceeds from issuance of units	-	58,096
Proceeds from issuance of LIFE Offering	-	2,113,274
Cash share issuance costs	-	(271,559)
Cash provided by financing activities	-	1,899,811
Effect of exchange rate on changes in cash	(4,253)	(7,254)
Change in cash	(3,523)	189,391
Cash, beginning of the period	50,391	929,194
Cash, end of the period	46,868	1,118,585
Supplemental cash flow information:		
Cash interest received	6	105
Cash interest expense paid	-	-
Fair value of shares issued for share issuance costs	-	50,000
Fair value of warrants issued for share issuance costs	-	19,889
Fair value of compensation options issued for share issuance costs	-	140,819
Fair value of shares issued for conversion of convertible debentures	-	1,105,024

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

SPIRIT BLOCKCHAIN CAPITAL INC.**Condensed Interim Consolidated Statements of Changes in Shareholders' Deficiency**

(Unaudited - Expressed in Canadian dollars, except number of shares)

	Number of shares	Share capital	Contributed surplus	Accumulated other comprehensive loss	Deficit	Total shareholders' deficiency
	#	\$	\$	\$	\$	\$
Balance, December 31, 2024	130,997,646	20,604,802	5,889,941	(51,623)	(27,690,058)	(1,246,938)
Private Placement	883,009	101,270	44,426	-	-	145,696
LIFE Offerings	14,088,491	1,497,182	616,092	-	-	2,113,274
Share issuance costs	333,333	(19,889)	19,889	-	-	-
Share issuance costs (compensation options)	-	(140,819)	140,819	-	-	-
Share issuance costs (cash)	-	(271,559)	-	-	-	(271,559)
Shares issued on conversion of convertible notes	6,470,588	1,105,024	-	-	-	1,105,024
Derivative liability reclassified to share capital	-	153,003	-	-	-	153,003
Share-based compensation	-	-	422	-	-	422
Change in fair value on digital assets	-	-	-	(2,944)	-	(2,944)
Change in foreign currency translation	-	-	-	(6,934)	-	(6,934)
Net loss for the period	-	-	-	-	(1,125,266)	(1,125,266)
Balance, March 31, 2025	152,773,067	23,029,014	6,711,589	(61,501)	(28,815,324)	863,778
Shares issued for settlement of debts	4,435,417	199,594	-	-	-	199,594
Shares issued on exercise of warrants	239,541	84,957	(72,980)	-	-	11,977
Shares issued on conversion of RSUs	533,334	56,667	(56,667)	-	-	-
Share-based compensation	-	-	985	-	-	985
Change in foreign currency translation	-	-	-	(17,611)	-	(17,611)
Net loss for the period	-	-	-	-	(3,357,297)	(3,357,297)
Balance, December 31, 2025	157,981,359	23,370,232	6,582,927	(79,112)	(32,172,621)	(2,298,574)
Change in foreign currency translation	-	-	-	(4,253)	-	(4,253)
Net loss for the period	-	-	-	-	(206,829)	(206,829)
Balance, March 31, 2026	157,981,359	23,370,232	6,582,927	(83,365)	(32,379,450)	(2,509,656)

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

SPIRIT BLOCKCHAIN CAPITAL INC.
Notes to the Condensed Interim Consolidated Financial Statements
For the three months ended March 31, 2026 and 2025
(Unaudited - Expressed in Canadian dollars, except where noted)

1. NATURE OF OPERATIONS AND GOING CONCERN

Spirit Blockchain Capital Inc. (the "Company") was incorporated under the Business Corporations Act on January 19, 2021 in British Columbia, Canada. The purpose of the Company is to offer products and services to the digital assets and blockchain ecosphere. The Company holds a portfolio of crypto-currencies, some of which it has staked, and invests in other companies operating in this ecosphere. The Company also provides blockchain and advisory services to third parties. The Company can mine crypto-currencies, lend both fiat money and crypto coins (royalties and streaming), provide consulting services and undertake merger and acquisition activity. The Company's registered and records office is located at Suite 1570, 505 Burrard Street Vancouver, British Columbia, V7X 1M5. On September 14, 2022, the Company common shares began trading on the Canadian Securities Exchange (the "CSE") under the symbol "SPIR". On April 22, 2025, the Company became listed on the OTCQB Venture Market (the "OTCQB") under the symbol "SBLCF".

These unaudited condensed interim consolidated financial statements for the three months ended March 31, 2026 and 2025 ("financial statements") have been prepared on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the ordinary course of business in the foreseeable future. Historically, the Company has not earned sufficient income to finance day-to-day activities through operations. The Company's ability to continue a going concern basis is dependent upon its ability to generate future cash flows or raise equity capital or borrowings sufficient to meet current and future obligations. Although the Company has been successful in obtaining financing in the past, there is no assurance that such financing will be available or be available on favourable terms in the future. An inability to raise additional financing may impact the future assessment of the Company as a going concern.

As at March 31, 2026, the Company has a working capital deficiency of \$2,592,260 (December 31, 2025 - \$2,304,758), has not yet achieved profitable operations, and has an accumulated deficit of \$32,379,450 (December 31, 2025 - \$32,172,621). On May 1, 2026, the Company announced a non-brokered private placement of units comprised of one common share and one common share purchase warrant at a price of \$0.014 per unit. This non-brokered private placement closed on May 22nd for gross proceeds of up to \$441,334. However, the ability to continue as a going concern remains dependent upon the Company's capacity to generate future cash flows or raise equity capital or borrowings sufficient to meet current and future obligations. These conditions create a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

Should the Company be unable to continue as a going concern, asset and liability realization values may be substantially different from their carrying values. These financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. Such adjustments could be material

2. BASIS OF PREPARATION

a) Statement of compliance

These financial statements were approved by the Board of Directors and authorized for issue on May 24, 2026.

These financial statements have been prepared in accordance with IFRS[®] Accounting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations issued by the International Reporting Interpretation Committee for all periods presented. These financial statements do not include all disclosures required for annual audited financial statements. Accordingly, they should be read in conjunction with the notes to the Company's audited financial statements for the years ended December 31, 2025 and 2024 (the "Annual Financial Statements").

b) Basis of presentation

These financial statements have been prepared using the historical cost basis, except for certain financial assets and liabilities which are measured at fair value, as specified by IFRS for each type of asset, liability, income, and expense as set out in the accounting policies below. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information.

c) Functional and presentation currency

These financial statements are presented in Canadian dollars ("CAD"), which is the functional and presentation currency of the Company. The functional currency is the currency of the primary economic environment in which an entity operates. References to "US\$" or "USD" are to United States dollars and references to "CHF" are to Swiss francs.

2. BASIS OF PREPARATION (continued)

SPIRIT BLOCKCHAIN CAPITAL INC.
Notes to the Condensed Interim Consolidated Financial Statements
For the three months ended March 31, 2026 and 2025
(Unaudited - Expressed in Canadian dollars, except where noted)

d) Basis of consolidation

These financial statements include the accounts of the Company and its subsidiaries. All intercompany transactions and balances are eliminated on consolidation. Control exists where the parent entity has power over the investee and is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Subsidiaries are included in the consolidated financial statements from the date control commences until the date control ceases.

A summary of the Company's subsidiaries included in these financial statements as at March 31, 2026 and 2025 is as follows:

Name of subsidiary	Country of incorporation	Percentage Ownership	Functional Currency	Principal Activity
Spirit Blockchain AG	Switzerland	100%	CHF	Holding company
Spirit Blockchain Holdings Inc.	Canada	100%	CAD	Holding company
Spirit Digital AG	Switzerland	100%	CHF	Holding company
Dogecoin Portfolio Holdings Corp.	Canada	100%	CAD	Holding company

e) Reclassification of prior period presentation

Prior period Marketing expenses were split from general and administrative expenses for consistency with the current period presentation of the statement of loss and comprehensive loss. These reclassifications had no effect on the reported net loss or comprehensive loss, or on the statement of cash flows or the statement of shareholders' equity.

3. MATERIAL ACCOUNTING POLICIES

In the preparation of these financial statements, the Company used the same accounting policies as those applied and disclosed in the notes to the Annual Financial Statements

4. SIGNIFICANT JUDGMENTS AND SOURCES OF ESTIMATION UNCERTAINTY

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, and expenses.

The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances and which form the basis of making judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised, if the revision affects only that period, or in the period of the revision and further periods if the revision affects both current and future periods.

In the preparation of these financial statements, the Company used the same accounting estimates and judgments as those applied and disclosed in the notes to the Annual Financial Statements.

5. AMOUNTS RECEIVABLE

As at March 31, 2026, the Company has amounts receivable of \$4,850 (December 31, 2025 - \$4,816).

During the three months ended March 31, 2026, the Company wrote off \$5,073 (2025 - \$50,064), taxes receivable due to uncertainty surrounding the recovery of GST claims.

SPIRIT BLOCKCHAIN CAPITAL INC.
Notes to the Condensed Interim Consolidated Financial Statements
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6. DIGITAL ASSETS

The Company has a brokerage account with Crypto Finance AG in Zurich, Switzerland, Bitcoin Suisse AG in Grafenauweg, Switzerland, and other wallets.

During the year ended December 31, 2025, management determined that the Company no longer had access to certain digital assets, as the private keys to the wallet addresses holding the assets were not recoverable. As a result, management concluded that the Company no longer retained control over these digital assets and recognized an impairment of \$28,271.

During the three months ended March 31, 2026, the Company recorded a change in fair value of digital assets of \$nil (2025 - loss of \$9,895), a realized change on sale of digital assets of \$nil (2025 - gain of \$nil) both recognized through consolidated statements of loss and comprehensive loss, and a loss of \$nil (2025 - \$2,944) recognized through other comprehensive income.

7. PREPAID EXPENSES

A summary of the Company's prepaid expenses is as follows:

	March 31, 2026	December 31, 2025
	\$	\$
Marketing and investor relations	-	55,556
Rent	1,863	3,700
	1,863	59,256

8. INVESTMENT

A summary of the Company's investment is as follows:

	CryptoSlam
	\$
Balance, December 31, 2024	71,945
Change in fair value	(34,265)
Foreign exchange loss	(3,415)
Balance, December 31, 2025	34,265
Foreign exchange gain	583
Balance, March 31, 2026	34,848

Investment in CryptoSlam SAFE

On March 7, 2024, the Company entered into a simple agreement for future equity ("SAFE") with CryptoSlam. Pursuant to the SAFE, the Company invested \$67,595 (US\$50,000 - the "Purchase Amount") to support CryptoSlam's innovation program.

In the event that CryptoSlam completes an equity financing, CryptoSlam will automatically issue to the Company the greater of:

- The number of shares of the preferred stock equal to the Purchase Amount divided by the lowest price per share of the preferred stock; and
- The number of shares of preferred stock equal to the Purchase Amount divided by the safe price (equal to price per preferred share equal to CryptoSlam's post-money valuation capitalization divided by CryptoSlam's total number of common shares issued and outstanding immediately prior to the equity financing).

In the event of CryptoSlam's liquidation before the conversion of the SAFE to equity of CryptoSlam, the Company will receive an amount equal to the greater of:

- the Purchase Amount; and
- the amount payable on the number of ordinary shares equal to the Purchase Amount divided by the liquidity price (equal to CryptoSlam's post-money valuation cap divided by CryptoSlam's total number of shares issued and outstanding immediately prior to the liquidation event).

8. INVESTMENT (continued)

SPIRIT BLOCKCHAIN CAPITAL INC.
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(Unaudited - Expressed in Canadian dollars, except where noted)

In the event of CryptoSlam's dissolution before the conversion of the SAFE to equity of CryptoSlam, the Company will receive the Purchase Amount.

During the year ended December 31, 2025, management reassessed the fair value of the SAFE and determined that there was a decline in fair value based on recent capital raise and other third-party market transactions, which resulted in uncertainty regarding its ability to achieve a qualifying financing or other conversion event. As a result, a loss on change in fair value of \$34,265 was recorded.

As at March 31, 2026, the SAFE had a balance of \$34,848 (December 31, 2025 - \$34,265) and has not been converted to shares of CryptoSlam as no triggering events have taken place since the issuance of the SAFE.

9. CONVERTIBLE NOTES RECEIVABLE

A summary of the Company's convertible notes receivable is as follows:

	\$
Balance, December 31, 2024	158,279
Interest earned	13,977
Change in fair value	(82,236)
Foreign exchange loss	(7,784)
Balance, December 31, 2025	82,236
Interest earned	1,691
Foreign exchange gain	1,425
Balance, March 31, 2026	85,352

On December 5, 2023, the Company entered into an agreement to acquire an unsecured, 10% convertible notes receivable (the "Notes") with a principal amount of \$133,310 (US\$100,000), convertible into common shares of CoinChange Financials Inc ("CoinChange"). The transaction closed on January 4, 2024. The Notes mature on December 5, 2026 ("Maturity Date") and accrue interest at 10% per annum. The outstanding principal amount of the Notes plus all accrued and unpaid interest becomes due and receivable in cash on December 5, 2026.

The convertible notes receivable may be converted into shares of CoinChange as a result of the following four conditions:

1. A financing for aggregate gross proceeds for at least US\$5,000,000 - excluding conversion of the Notes and CoinChange's other debts (a "Qualified Financing"). In the event of a Qualified Financing, the Notes plus any unpaid accrued interest will automatically convert into the highest-ranking common shares of CoinChange at a conversion price equal to the lesser of:
 - 80% of the price per share paid by investors participating in the Qualified Financing; and
 - US\$25,000,000 divided by the number of all issued and outstanding shares of CoinChange immediately prior to the Qualified Financing, calculated on a fully-diluted basis.
2. An initial public offering of its common shares on a recognized stock exchange in Canada with net proceeds of US\$50,000,000 (an "IPO").

SPIRIT BLOCKCHAIN CAPITAL INC.**Notes to the Condensed Interim Consolidated Financial Statements****For the three months ended March 31, 2026 and 2025**

(Unaudited - Expressed in Canadian dollars, except where noted)

9. CONVERTIBLE NOTES RECEIVABLE (continued)

3. A consolidation or merger of CoinChange with or into any other corporation resulting in a surviving entity in which shareholders of CoinChange continue to hold a majority of voting power; or any transaction or series of transactions to which CoinChange is a party resulting in more than 50% of CoinChange's voting power is maintained; or a sale, lease, exclusive license or other disposition of all or substantially all of CoinChange's assets (collectively referred to as "Sale of Corporation").
4. In the event of an IPO or Sale of Corporation, the Company has the option to convert the Notes plus any unpaid accrued interest into the highest-ranking common shares of CoinChange at a conversion price equal to US\$25,000,000 divided by the number of all issued and outstanding shares of CoinChange, calculated on a fully-diluted basis, on the conversion date.

If the Notes have not been converted pursuant to any of the events above, the Company has the option to convert the Notes plus any unpaid accrued interest into highest-ranking common share of CoinChange at a conversion price equal to US\$25,000,000 divided by the number of all issued and outstanding shares of CoinChange, calculated on a fully-diluted basis, on the conversion date, which must be at least 10 days prior to the Maturity Date.

During the year ended December 31, 2025, management reassessed the fair value of the Notes and determined that there was a decline in fair value due to ongoing operating and cash flow losses for the last two years and delay in going public, which resulted in uncertainty regarding its ability to repay the Notes. As a result, a loss on change in fair value of \$82,236 was recognized.

As at March 31, 2026, the Notes have not been converted due to no triggering events taking place since the issuance of the Notes and had a balance of \$85,352 (December 31, 2025 - \$82,236). During the three months ended March 31, 2026, the Company recorded a foreign exchange gain of \$1,425 (2025 - \$136) and accrued interest income of \$1,691 (2025 - \$3,539).

10. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

A summary of the Company's accounts payable and accrued liabilities is as follows:

	March 31, 2026	December 31, 2025
	\$	\$
Trade payables	2,151,377	2,202,144
Accrued liabilities	304,761	169,761
Convertible debentures interest payable (Note 11)	27,275	27,275
Balance with custodian secured against digital assets	14,106	20,041
	2,497,519	2,419,221

11. CONVERTIBLE DEBENTURES

A summary of the Company's convertible debentures is as follows:

	EOS Tranche	Third Tranche	Fourth Tranche	Total
	\$	\$	\$	\$
Balance, December 31, 2024	1,105,024	65,364	29,446	1,199,834
Interest expense	-	6,000	3,000	9,000
Interest payment	-	(4,570)	-	(4,570)
Accretion expense	-	7,626	3,451	11,077
Conversion of convertible debentures	(1,105,024)	-	-	(1,105,024)
Balance, December 31, 2025	-	74,420	35,897	110,317
Interest expense	-	1,479	740	2,219
Accretion expense	-	2,109	959	3,068
Balance, March 31, 2026	-	78,008	37,596	115,604

SPIRIT BLOCKCHAIN CAPITAL INC.
Notes to the Condensed Interim Consolidated Financial Statements
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(Unaudited - Expressed in Canadian dollars, except where noted)

11. CONVERTIBLE DEBENTURES (continued)

a) EOS Tranche

On December 5, 2023, the Company completed a non-brokered private placement of convertible debentures with an affiliated entity and received \$1,000,000 in EOS tokens (the "EOS Tranche").

The EOS Tranche bears interest at 10% per annum, payable on maturity date of December 5, 2024.

On January 21, 2025, following the maturity of the EOS Tranche on December 5, 2024, the Company settled \$1,105,024 of EOS Tranche convertible notes principal and interest by issuing 6,470,588 common shares at a share price of approximately \$0.17 per share, which is the volume weighted average price of the Company's shares for 30 days prior to conversion. The derivative liability of \$153,003 relating to the EOS Tranche was reclassified to share capital (Note 11((a))).

During the three months ended March 31, 2026, the Company recorded an accretion expense of \$nil (2025 -\$nil) and an interest expense of \$nil (2025 - \$nil) on the EOS Tranche.

b) Third Tranche

On March 28, 2024, the Company completed a non-brokered private placement (the "Third Tranche") of convertible debentures for gross proceeds of \$440,000. The convertible debentures are unsecured, bear interest at 7.5% per annum, payable semi-annually and mature three years after the date of issue on March 28, 2027. Each convertible debenture is convertible into common shares at a price of \$0.18 per common share until September 28, 2025 and \$0.24 per common share afterwards until March 28, 2027.

On December 2 and December 10, 2024, the Company settled \$360,000 of Third Tranche convertible notes principal by issuing 1,999,999 common shares at a price of \$0.18 per share. The value of the conversion feature for these settled convertible debentures was transferred from contributed surplus to share capital in the amount of \$108,387. Accrued interest payable of \$18,272 unsettled at the time of conversion was reclassified to accounts payable and accrued liabilities and disclosed as convertible notes interest payable (Note 11). This amount was paid in cash during the year ended December 31, 2025.

During the three months ended March 31, 2026, the Company recorded an accretion expense of \$2,109 (2025 - \$1,747) and an interest expense of 1,479 (2025 - \$1,479) on the Third Tranche. Accrued interest payable of \$4,570 was paid in cash during the year ended December 31, 2025.

c) Fourth Tranche

On October 2, 2024, the Company completed a non-brokered private placement (the "Fourth Tranche") of convertible debentures for gross proceeds of \$40,000. The convertible debentures are unsecured, bear interest at 7.5% per annum, payable semi-annually and mature three years after the date of issue on October 2, 2027. Each convertible debenture is convertible into common shares at a price of \$0.18 per common share until April 2, 2026 and \$0.24 per common share afterwards until October 2, 2027. The fair value of the liability component was determined using the rate of interest that would apply to an identical financial instrument without the conversion option. As a result, fair value of \$27,957 was allocated to the liability component and \$12,043 was allocated to the equity component representing the conversion feature.

During the three months ended March 31, 2026, the Company recorded accretion expense of \$959 (2025 - \$788) and interest expense of \$740 (2025 - \$740) on the Fourth Tranche.

12. SHARE CAPITAL

a) Authorized share capital

The Company is authorized to issue an unlimited number of common shares without par value.

b) Issued and outstanding

During the three months ended March 31, 2026, the Company had no share capital transactions

SPIRIT BLOCKCHAIN CAPITAL INC.
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12. SHARE CAPITAL (continued)

c) Stock options

During the three months ended March 31, 2026, the Company did not have any stock option transactions.

A summary of Company's stock option activity is as follows:

	Number of stock options	Weighted average exercise price
	#	\$
Balance, December 31, 2024	2,133,711	0.113
Cancelled	(1,600,378)	0.125
Balance, March 31, 2026 and December 31, 2025	533,333	0.078

A summary of the Company's stock options outstanding and exercisable as at March 31, 2026 is as follows:

Expiry date	Number of options outstanding	Number of options exercisable	Weighted average exercise price	Weighted average remaining life
	#	#	\$	Years
July 31, 2026	200,000	200,000	0.125	0.33
November 1, 2027	333,333	333,333	0.050	1.59
	533,333	533,333	0.078	1.12

During the three months ended March 31, 2026, the Company recorded share-based compensation expense of \$nil (2025 - \$260) related to the vesting of previously issued stock options.

d) Restricted share units ("RSUs")

During the three months ended March 31, 2026, the Company did not have any RSU transactions.

A summary of Company's RSUs activity is as follows:

	Number of RSUs	Weighted average fair value
	#	\$
Balance, December 31, 2024 and 2023	910,222	0.109
Cancelled	(321,332)	0.125
Converted to common shares	(533,334)	0.106
Balance, December 31, 2025	55,556	0.035

A summary of the Company's outstanding RSUs as at March 31, 2026, is as follows:

Vesting date	Number of warrants outstanding	Weighted average exercise price
	#	\$
November 1, 2025	55,556	0.035
	55,556	0.035

During the three months ended March 31, 2026, the Company recorded share-based compensation expense of \$nil (2025 - \$162) related to the vesting of previously issued RSUs.

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12. SHARE CAPITAL (continued)

e) Share purchase warrants

A summary of Company's warrant activity is as follows:

	Number of warrants	Weighted average exercise price
	#	\$
Balance, December 31, 2024	19,960,708	0.10
Issued in private placements and LIFE Offering	7,652,416	0.25
Exercised	(239,541)	0.05
Expired	(1,200,436)	0.18
Balance, December 31, 2025	26,173,147	0.10
Expired	(700,000)	0.18
Balance, March 31, 2026	25,473,147	0.10

A summary of the Company's outstanding warrants as at March 31, 2026, is as follows:

Expiry date	Number of warrants outstanding	Weighted average exercise price	Weighted average remaining life
	#	\$	Years
October 2, 2026	100,000	0.18	0.51
November 22, 2026	13,760,459	0.05	0.65
December 17, 2026	3,960,272	0.26	0.72
January 16, 2027	441,505	0.26	0.80
February 18, 2027	7,210,911	0.25	0.89
	25,473,147	0.14	0.73

Of the 25,473,147 warrants, 4,501,775 warrants that were issued in private placements may be exercised at a fixed price or on a cashless basis.

A summary of the Company's weighted average inputs used in the Black-Scholes option pricing model for the share purchase warrants issued during the year ended December 31, 2025, is as follows:

	2025
Share price	\$0.15
Exercise price	\$0.25
Expected life	2 years
Risk-free interest rate ⁽¹⁾	2.81%
Expected volatility ⁽²⁾	209.02%
Expected annual dividend yield	0.00%

(1) The risk-free interest rate of periods within the expected life of the stock options is based on the Canadian government bond rate.

(2) The computation of expected volatility was based on the Company's historical price volatility, over a period which approximates the expected life of the instrument at issuance date.

f) Compensation options

In connection with the LIFE Offering, the Company issued 1,127,079 broker warrants referred to as compensation options. Each compensation option entitles the holder to purchase one common share of the Company at a price of \$0.15 per share until February 18, 2027. The compensation options are valued using the Black-Scholes option pricing model and has a fair value of \$140,819. The compensation options were issued as standalone awards and are not part of the Company's stock option plan.

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12. SHARE CAPITAL (continued)

A summary of Company's compensation options activity is as follows:

	Number of compensation options	Weighted average exercise price
	#	\$
Balance, December 31, 2024	-	-
Issued in PP	1,127,079	0.15
Balance, March 31, 2026 and December 31, 2025	1,127,079	0.15

A summary of the Company's weighted average inputs used in the Black-Scholes option pricing model for the compensation options issued during the year ended December 31, 2025, is as follows:

	2025
Share price	\$0.15
Exercise price	\$0.15
Expected life	2 years
Risk-free interest rate ⁽¹⁾	2.80%
Expected volatility ⁽²⁾	208.79%
Expected annual dividend yield	0.00%

(1) The risk-free interest rate of periods within the expected life of the stock options is based on the Canadian government bond rate.

(2) The computation of expected volatility was based on the Company's historical price volatility, over a period which approximates the expected life of the option.

As at March 31, 2026, the Company had 1,127,079 compensation options outstanding (December 31, 2025 - 1,127,079) with a weighted average exercise price of \$0.15 that expires on February 18, 2027. As at March 31, 2026, the weighted average remaining life of these options was 0.89 years.

13. RELATED PARTY TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

The Company's related parties include directors, key management personnel of the Company, including the Chief Executive Officer, and Chief Financial Officer.

A summary of the Company's related party transactions in consolidated statements of loss and comprehensive loss is as follows:

	Three months ended March 31,	
	2026	2025
	\$	\$
Consulting fees and general and administrative expenses	84,167	206,500
Share-based compensation	-	422
	84,167	206,922

As at March 31, 2026, amounts due to related parties included in accounts payable and accrued liabilities were \$701,294 (December 31, 2025 - \$589,707). The amounts due to related parties are unsecured, non-interest bearing, and due on demand.

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14. FINANCIAL INSTRUMENTS AND DIGITAL ASSETS RISK MANAGEMENT

As at March 31, 2026, the Company's financial instruments consist of cash, convertible notes receivable, investment, due to related party, accounts payable and accrued liabilities and convertible debentures.

The Company classifies its fair value measurements in accordance with an established hierarchy that prioritizes the inputs in the valuation techniques used to measure fair value as follows:

- Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 - Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 - Inputs that are not based on observable market data.

The carrying value of cash and accounts payable and accrued liabilities approximate their respective fair values because of their short-term nature.

The Company's investment and convertible notes receivable are classified as FVTPL and are recorded at fair value using unobservable inputs and are therefore classified as level 3 within the fair value hierarchy.

The Company's digital assets are measured using the revaluation model, as prescribed by IAS 38 *Intangible assets*. Initial recognition of digital assets is at fair value, which is the transaction price to purchase the digital asset.

The Company's risk exposures and the impact on the Company's financial instruments and digital assets are summarized below:

a) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty fails to meet an obligation under contract.

A summary of the Company's credit risk results from the financial assets are as follows:

	March 31, 2026	December 31, 2025
	\$	\$
Cash	46,868	50,391
Investment	34,848	34,265
Convertible notes receivable	85,352	82,236
Total credit risk associated with financial assets	167,068	166,892

The Company's exposure to credit risk associated with cash is minimal as the cash balances are held with major Canadian financial institutions and in trusts with a reputable law firm. The Company's credit risk primarily relates to convertible notes receivable. The maximum exposure to credit risk is equal to the carrying value of such financial asset.

b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they come due. The Company is exposed to liquidity risk through accounts payable and accrued liabilities, convertible debentures and subscription deposits. The Company controls liquidity risk by ensuring that it has sufficient cash resources to pay for its financial obligations. As the Company's operations do not generate cash, financial liabilities are discharged using funding through the issuance of common shares or debt as required.

As at March 31, 2026, the Company's cash balance of \$46,868 (December 31, 2025 - \$50,391) will not be sufficient to meet its current obligations related to its accounts payable and accrued liabilities balance of \$2,497,519 (December 31, 2025 - \$2,419,221). To date, the Company has generated net losses and net cash outflows from operations (Note 1) and has relied on equity and debt financing to fund its operations and will need to continue to secure additional funding for operations. Although the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that financing will be on terms advantageous to the Company.

c) Market risk

Market risk is the risk that changes in market prices will affect the Company's earnings or the value of its financial instruments. The objective of market risk management is to manage and control exposures within acceptable limits, while maximizing returns.

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14. FINANCIAL INSTRUMENTS AND DIGITAL ASSETS RISK MANAGEMENT (continued)

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to interest rate risk as at March 31, 2026.

Price risk

Price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk or foreign currency risk. The Company is exposed to price risk through its holding of digital assets and SAFE investment. As at March 31, 2026, the Company did not hold any digital assets as it no longer retained control over such assets following the loss of access to the related private keys. Accordingly, the Company had no exposure to price risk associated with digital assets.

The Company's SAFE investment is exposed to equity price risk, as its fair value is directly influenced by changes in the issuer's valuation and the expected price of the equity to be received upon conversion. As the SAFE is measured at FVTPL, fluctuations in the issuer's estimated enterprise value result in corresponding changes in the carrying amount of the instrument. During the year ended December 31, 2025, a loss on change in fair value of the SAFE investment of \$34,265 was recognized. The Company assessed the price risk relating to the SAFE investment as high.

Foreign currency risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company is exposed to foreign currency risk, as certain monetary financial instruments and digital assets are denominated in currencies other than the Company's functional currency.

A summary of the Company's financial assets and liabilities and digital assets denominated in foreign currencies, expressed in Canadian dollars, is as follows:

	March 31, 2026	December 31, 2025
	\$	\$
Assets		
Cash	6,985	6928
Investment	34,848	34,265
Convertible notes receivable	85,352	82,236
	127,185	123,429
Liabilities		
Accounts payable and accrued liabilities	627,340	621,094
	(500,155)	(497,665)

The Company has not entered any foreign currency contracts to mitigate this risk. A 5% shift in the exchange rates relative to Canadian dollars would result in a foreign exchange gain or loss of approximately \$6,200 (December 31, 2025 - \$50,000).

d) Custody risk

The Company holds its digital assets with several third-party custodians. The Company's custody strategy is designed to maximize liquidity and efficient sourcing of its digital assets by making those assets readily available to deploy. The Company constantly monitors its cash and the digital assets balance it maintains with its custodians.

14. FINANCIAL INSTRUMENTS AND DIGITAL ASSETS RISK MANAGEMENT (continued)

Prior to onboarding a new custodian, the Company performs extensive due diligence procedures, which include, but are not limited to, internal control procedures to ensure security, availability, integrity and confidentiality of custodian's information and systems. The Company's custodian is SOC 2 Type II and ISAE 3402 certified and undergo a SOC 2 Type II and ISAE 3402 review on an ongoing basis. The Company reviews its custodian's SOC 2 and ISAE 3402 report to ensure they maintain a secure technology infrastructure and that their systems are designed and operating effectively. Additionally, the Company reviews its own complementary user entity controls in conjunction with the custodian's controls to ensure that applicable trust services criteria can be met. The Company has no reason to believe it will incur any expense associated with security breach, computer malware and computer hacking attacks because (i) it has no known or historical experience of claims to use as a basis of measurement, (ii) it accounts for and continually certifies the amount of digital assets within its controls, and (iii) it has established security around custodial private keys to minimize the risk of theft or loss.

e) Loss of access risk

The loss of access to the private keys associated with the Company's digital assets holdings may be irreversible and could adversely affect an investment. Digital assets controllable only by an individual that possesses both the unique public key and private key or key relating to the "digital wallet" in which the cryptocurrency is held. To the extent a private key is lost, destroyed or otherwise compromised and no backup is accessible, the Company may be unable to access the digital assets. As at March 31, 2026, the Company's digital assets have been impaired due to loss of access.

15. CAPITAL MANAGEMENT

The Company's capital structure consists of all components of shareholders' equity. The Company's objective when managing capital is to maintain adequate levels of funding to support the current operations and the necessary corporate and administrative functions to facilitate these activities. This is done primarily through equity financing. Future financings are dependent on market conditions and there can be no assurance the Company will be able to raise funds in the future.

The Company invests all capital that is surplus to its immediate operational needs in digital assets in various accounts. The Company is not subject to externally imposed capital requirements. There have been no changes to the Company's capital management policy during the three months ended March 31, 2026.

16. SEGMENT REPORTING

Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. The Company uses the management approach to determine reportable operating segments. The management approach considers the internal organization and reporting used by the Company's chief operating decision maker for making decisions, allocating resources and assessing performance.

Based on the management's assessment, the Company determined that it has only one operating segment.

17. COMMITMENTS AND CONTINGENCIES

On June 10, 2024, a lawsuit was filed in BC Supreme Court against the Company by a former contractor alleging breach of contract with the claim amount not quantified. The Company is contesting the matter while the outcome cannot be presently determined. Accordingly, management has accrued a provision of \$45,000, included in accounts payable and accrued liabilities.

18. SUBSEQUENT EVENTS

On April 13, 2026, Raymond O'Neill was appointed Interim Chief Executive Officer, Interim Chief Financial Officer and Company Secretary following the departure of Lewis Bateman.

On April 16, 2026, the Company entered into a settlement agreement with Troon Technologies Canada Inc. ("Troon"), to whom the Company had previously provided a loan in the amount of \$133,620. The outstanding loan balance was fully written off as at December 31, 2024. Pursuant to the settlement agreement, Troon agreed to settle the loan through two cash payments amounting to \$60,000 which have been received by the Company.

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On May 22, 2026, the Company closed a non-brokered private placement of units comprised of one common share and one common share purchase warrant at a price of \$0.014 per unit for gross proceeds of up to \$441,334. The exercise price of the warrants is \$0.05.