
CAPTOR CAPITAL CORP.

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

THREE MONTHS ENDED JUNE 30, 2025

(EXPRESSED IN CANADIAN DOLLARS)

(UNAUDITED)

Notice To Reader

The accompanying unaudited condensed interim consolidated financial statements of the Company have been prepared by and are the responsibility of management. The unaudited condensed interim consolidated financial statements have not been reviewed by the Company's auditors.

CAPTOR CAPITAL CORP.

Condensed Interim Consolidated Statements of Financial Position

(Expressed in Canadian Dollars)

Unaudited

	As at June 30, 2025	As at March 31, 2025
ASSETS		
Current		
Cash and cash equivalents	\$ 2,857,274	\$ 4,927,583
Amounts receivable, prepaid expenses and deposits (Note 4)	1,607,133	1,618,214
Investments at fair value (Note 5)	10,539,641	8,684,017
	\$ 15,004,048	\$ 15,229,814
LIABILITIES AND SHAREHOLDERS' EQUITY		
Liabilities		
Current		
Accounts payable and accrued liabilities (Note 12)	\$ 477,273	\$ 449,119
Derivative liability (Note 6)	29,108	-
Convertible loan (Note 6)	587,370	-
	1,093,751	449,119
Shareholders' Equity		
Share capital (Note 7)	116,143,585	116,143,585
Contributed surplus	32,773,917	32,773,917
Deficit	(135,007,205)	(134,136,807)
	13,910,297	14,780,695
	\$ 15,004,048	\$ 15,229,814

NATURE OF OPERATIONS (Note 1)

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

CAPTOR CAPITAL CORP.

Condensed Interim Consolidated Statements of Income (Loss) and Comprehensive Income (Loss) (Expressed in Canadian Dollars) Unaudited

	Three Months Ended June 30,	
	2025	2024
Net Investment Income		
Gain on transition to an investment entity (Note 3)	\$ -	\$ 31,096,785
Unrealized loss on investments at fair value	(241,838)	(174,784)
	(241,838)	30,922,001
Other Income		
Interest income	73,727	60,613
Dividend income	3,298	-
	77,025	60,613
Expenses		
General and administrative expenses (Note 10)	225,799	351,227
Foreign exchange loss	479,786	353,564
	(705,585)	(704,791)
Net income (loss) for the period	\$ (870,398)	\$ 30,277,823
Income (loss) per share - basic and diluted (Note 9)	\$ (0.25)	\$ 8.72

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

CAPTOR CAPITAL CORP.

Condensed Interim Consolidated Statements of Cash Flows

(Expressed in Canadian Dollars)

Unaudited

	Three Months Ended June 30,	
	2025	2024
Cash (used in) provided by:		
Operating Activities		
Net income (loss) for the period	\$ (870,398)	\$ 30,277,823
Adjustment for non-cash items		
Unrealized loss on investments at fair value	241,838	174,784
Foreign exchange loss	373,084	193,838
Gain on transition to an investment entity	-	31,096,785
Accrued interest on loans	(50,697)	-
Accretion	2,542	-
	(303,631)	(450,340)
Changes in non-cash working capital items:		
Amounts receivable, prepaid expenses and deposits	61,778	(993,468)
Accounts payable and accrued liabilities	28,154	41,971
	89,932	(951,497)
Net additions in investments		
Purchase of investments at fair value	(671,190)	(69,157)
Cash eliminated on transition to an investment entity	-	(2,330,829)
Loan to investees	(1,807,005)	(517,621)
	(2,478,195)	(2,917,607)
Cash Flows Used in Operating Activities	(2,691,894)	(4,319,444)
Financing Activities		
Proceeds from convertible loan	621,585	-
Cash Flows Provided by Financing Activities	621,585	-
Foreign exchange effect	-	74,436
Change in cash and cash equivalents	(2,070,309)	(4,319,444)
Cash and cash equivalents, beginning of period	4,927,583	12,125,570
Cash and cash equivalents, end of period	\$ 2,857,274	\$ 7,880,562
SUPPLEMENTAL INFORMATION:		
Interest received	\$ 23,030	\$ 60,613

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

CAPTOR CAPITAL CORP.**Condensed Interim Consolidated Statements of Changes in Shareholders' Equity****(Expressed in Canadian Dollars)****Unaudited**

	Share Capital	Contributed Surplus	Accumulated Other Comprehensive Loss	Deficit	Non-controlling Interest	Total
Balance, March 31, 2024	\$ 116,143,585	\$ 32,773,917	\$ (1,510,103)	\$ (141,836,500)	\$ (480,966)	\$ 5,089,933
Eliminated on transition to an investment entity	-	-	1,510,103	-	480,966	1,991,069
Comprehensive income for the period	-	-	-	30,277,823	-	30,277,823
Balance, June 30, 2024	\$ 116,143,585	\$ 32,773,917	\$ -	\$ (111,558,677)	\$ -	\$ 37,358,825
Balance, March 31, 2025	\$ 116,143,585	\$ 32,773,917	\$ -	\$ (134,136,807)	\$ -	\$ 14,780,695
Comprehensive loss for the period	-	-	-	(870,398)	-	(870,398)
Balance, June 30, 2025	\$ 116,143,585	\$ 32,773,917	\$ -	\$ (135,007,205)	\$ -	\$ 13,910,297

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

CAPTOR CAPITAL CORP.

Notes to Condensed Interim Consolidated Financial Statements

Three Months Ended June 30, 2025

(Expressed in Canadian Dollars, unless otherwise indicated)

(Unaudited)

1. NATURE OF OPERATIONS

Captor Capital Corp. (the "Company" or "Captor") was incorporated under the laws of the Province of Ontario, Canada by Articles of Incorporation dated September 26, 2003. On October 30, 2017, the common shares of Captor commenced trading on the Canadian Securities Exchange ("CSE") under the symbol "CPTR". The primary office is located at 4 King Street West, Suite 401, Toronto, Ontario, M5H 1B6, Canada.

The Company is a Canadian investment and merchant banking firm focusing its resources on diversified investments in other companies. Effective April 1, 2024, the Company changed the construction of its financial statements, in the context of an "Investment Entity" as defined in IFRS 10, Consolidated Financial Statements. The investment objective of the Company is to provide its shareholders with long-term capital growth by investing in a diversified portfolio of public and private companies.

The consolidated financial statements were approved by the Board of Directors on August 29, 2025.

2. MATERIAL ACCOUNTING POLICIES

(a) Statement of compliance

The Company applies International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations issued by the IFRS Committee ("IFRIC"). These unaudited condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting. Accordingly, they do not include all of the information required for full annual financial statements required by IFRS as issued by IASB and interpretations issued by IFRIC.

The policies applied in these unaudited condensed interim consolidated financial statements are based on IFRSs issued and outstanding as of August 29, 2025, the date the Board of Directors approved the statements. The same accounting policies and methods of computation are followed in these unaudited condensed interim consolidated financial statements as compared with the most recent annual consolidated financial statements for the year ended March 31, 2025, except as noted below. Any subsequent changes to IFRS that are given effect in the Company's annual consolidated financial statements for the year ending March 31, 2026 could result in restatement of these unaudited condensed interim consolidated financial statements.

(b) Basis of presentation

These unaudited condensed interim consolidated financial statements have been prepared on a historical cost basis, with the exception of revaluation of investments at fair value. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information.

In the preparation of these consolidated financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the period. Actual results could differ from these estimates. Of particular significance are the estimates and assumptions used in the recognition and measurement of items included in note 2(v).

(c) Basis of Consolidation

Subsidiaries consist of entities over which the Company is exposed to, or has rights to, variable returns as well as the ability to affect those returns through the power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date control is transferred to the Company and are deconsolidated from the date control ceases. The financial statements include all the assets, liabilities, revenues, expenses and cash flows of the Company and its subsidiary after eliminating inter-entity balances and transactions.

CAPTOR CAPITAL CORP.

Notes to Condensed Interim Consolidated Financial Statements

Three Months Ended June 30, 2025

(Expressed in Canadian Dollars, unless otherwise indicated)

(Unaudited)

2. MATERIAL ACCOUNTING POLICIES (Continued)

(c) Basis of Consolidation (continued)

The following are criteria within IFRS 10 – Consolidated Financial Statements, which the Company used to evaluate and determine that it continues to meet the definition of an Investment Entity:

- Obtain funds from one or more investors for the purpose of providing those investor(s) with investment management services;
- Commits to its investor(s) that its business purpose is to invest funds solely for returns from capital appreciation, investment income, or both; and
- Measures and evaluates the performance of substantially all its investments on a fair value basis.

The Company has evaluated the above criteria and determine that Captor meets the definition of an Investment Entity (see Note 3).

The Company has two wholly-owned subsidiaries, I-5 Holdings Ltd. and Fesanta Investment Ltd., which are not considered investee companies for purposes of IFRS 10 application, and accordingly are consolidated.

(d) Functional Currency

These consolidated financial statements have been prepared in Canadian dollars, which is also the functional currency of the Company. The functional currency is the currency of the primary economic environment in which the Company operates.

(e) Recent accounting pronouncements

At the date of authorization of these consolidated financial statements, certain pronouncements were issued by the IASB and the IFRIC that are effective for annual periods beginning on or after January 1, 2025. Many are not applicable or do not have a significant impact to the Company and have been excluded. The Company has assessed that the adoption of the following amendments will not have any material impact on its consolidated financial statements:

IFRS 18 – Presentation and Disclosure of Financial Statement (“IFRS 18”)

In April 2024, the IASB issued the new standard of IFRS 18. The standard aims to bring more transparency and comparability to the financial performance of companies, enabling investors to make better investment decisions. IFRS 18 introduces three sets of new requirements: improved comparability of the profit or loss statement (statement of income), improved transparency of management-defined performance measures, and more useful grouping of information in financial statements. IFRS 18 will replace IAS 1 – Presentation of Financial Statements. This standard becomes effective for years beginning on or after January 1, 2027, and companies may apply it earlier subject to authorization by relevant regulators. The Company is assessing the impacts to ensure that all information complies with the standard.

CAPTOR CAPITAL CORP.

Notes to Condensed Interim Consolidated Financial Statements

Three Months Ended June 30, 2025

(Expressed in Canadian Dollars, unless otherwise indicated)

(Unaudited)

2. MATERIAL ACCOUNTING POLICIES (Continued)

(e) Recent accounting pronouncements (continued)

IFRS 9 and IFRS 7

In May 2024, the IASB issued narrow scope amendments to IFRS 9 and IFRS 7. The amendments were incorporated into Part I of the CPA Canada Handbook – Accounting in October 2024. The amendments provide clarification that a financial liability is derecognized on the ‘settlement date’, i.e., the date on which the liability is extinguished as the obligation specified in the contract is discharged or cancelled or expired and provide an accounting policy option to derecognize a financial liability that is settled in cash using an electronic payment system before the settlement date if specified criteria are met. An entity that elects to apply this derecognition option shall apply it to all settlements made through the same electronic payment system. The amendments also clarify how to assess the contractual cash flow characteristics of financial assets with contingent features, including environmental, social and corporate governance (ESG) linked features and clarify that, for a financial asset to have ‘non-recourse’ features, the entity’s ultimate right to receive cash flows must be contractually limited to the cash flows generated by specified assets. The amendments also include factors that an entity should consider when assessing the cash flows underlying a financial asset with non-recourse features (the ‘look through’ test), clarify the characteristics of the contractually linked instruments that distinguish them from other transactions; and add new disclosure requirements for investments in equity instruments designated at fair value through other comprehensive income and financial instruments that have certain contingent features. The amendments are effective for annual reporting periods beginning on or after January 1, 2026. Earlier application is permitted. The amendments are to be applied retrospectively. In applying the amendments, an entity is not required to restate comparative periods.

3. TRANSITION TO IFRS 10 INVESTMENT ENTITY

On April 1, 2024, as a result of the Company's evolving business model and board mandate, the Company prospectively applied the IASB issued Investment Entities as defined in IFRS 10 - Consolidated Financial Statement. IFRS requires an investment entity to measure investments at fair value through profit or loss. As an investment company, the Company will focus its resources on investments in other companies. The investment objective of the Company is to provide its shareholders with long-term capital growth by investing in a diversified portfolio of public companies private companies and lending arrangements.

Previously, the Company consolidated Captor Acquisition Corp., Captor Retail Group and certain subsidiaries (collectively "Captor Acquisition Group"), but as it has changed its mandate to be an investment entity, the Company's investee companies and loans are measured at fair value with changes recognized in the statements of loss and comprehensive loss.

As at April 1, 2024, the Company deconsolidated Captor Acquisition Group resulting in a gain on transition to an investment entity of \$6,209,471 and recorded an investment at fair value of \$nil.

On transition to an investment entity, the Company recognized an investee loan to the Captor Acquisition Group in an amount of \$4,772,181 (principal value: US\$18,709,976). Previously the loan was eliminated on consolidation. This amount is unsecured, does not bear interest and is payable on demand.

CAPTOR CAPITAL CORP.

Notes to Condensed Interim Consolidated Financial Statements
 Three Months Ended June 30, 2025
 (Expressed in Canadian Dollars, unless otherwise indicated)
 (Unaudited)

4. AMOUNTS RECEIVABLE, PREPAID EXPENSES AND DEPOSITS

	As at June 30, 2025	As at March 31, 2025
Sales tax receivable - Canada	\$ 15,254	\$ 3,732
Amounts receivable and deposits (i)	1,414,752	1,488,052
Interest receivable accrual - investee loans	177,127	126,430
	\$ 1,607,133	\$ 1,618,214

(i) Included in the amounts receivable and deposits is a deposit to Evtac Automotive of \$1,364,300 (US\$1,000,000) for planned investment in Evtac Automotive.

5. INVESTMENTS AT FAIR VALUE

The Company's investments portfolio consisted of the following as at June 30, 2025:

Investments	Fair Value			
	Level 1	Level 2	Level 3	Total
Equities	\$ 1,701,457	\$ -	\$ 439,552	\$ 2,141,009
Loans	-	4,169,301	4,229,331	8,398,632
Total investments	\$ 1,701,457	\$ 4,169,301	\$ 4,668,883	\$ 10,539,641

The Company held certain debt investments of investee companies of which management had assessed that there was a low probability of collection. During the year ended March 31, 2025, the Company recorded an allowance for ECL of \$266,019.

The Company's investments portfolio consisted of the following as at March 31, 2025:

Investments	Fair Value			
	Level 1	Level 2	Level 3	Total
Equities	\$ 1,248,489	\$ -	\$ 463,168	\$ 1,711,657
Loans	-	2,515,799	4,456,561	6,972,360
Total investments	\$ 1,248,489	\$ 2,515,799	\$ 4,919,729	\$ 8,684,017

Level 3 fair value hierarchy

The following table presents the changes in fair value measurements classified at Level 3 of the fair value hierarchy. The financial instruments are measured at fair value utilizing non-observable market inputs. The net realized loss on disposals of investments and the net change in unrealized loss on investments are recognized in the statements of loss and comprehensive loss.

Level 3 investments	Opening balance	Purchases/ acquisitions	Proceeds	Realized gain (loss)	Unrealized gain (loss)	Ending balance
June 30, 2025	\$ 463,168	\$ -	\$ -	\$ -	\$ (23,616)	\$ 439,552

CAPTOR CAPITAL CORP.

Notes to Condensed Interim Consolidated Financial Statements Three Months Ended June 30, 2025 (Expressed in Canadian Dollars, unless otherwise indicated) (Unaudited)

6. CONVERTIBLE LOAN

On May 27, 2025, Captor announced the issuance of unsecured convertible loan notes (the “Notes”) in the aggregate amount of US\$450,000 to a European based institutional investor (the “Noteholder”). The Notes are convertible into common shares in the capital of Captor at a price equal to the closing price of the common shares trading on the CSE on the day immediately before the earlier of May 27, 2026 (the “Maturity Date”) or the conversion of the Notes.

The Notes are unsecured and bear interest at a rate of 6.5%. The Notes are transferable only with Captor’s written consent and in minimum denominations of US\$1,000, ensuring structured and secure transactions.

The conversion terms of the Notes are as follows:

- Upon a qualified equity fundraising of US\$10 million or more.
- Following a share sale resulting in a change of control.
- Prior to the Maturity Date with the consent of the Company.
- On the Maturity Date, if no prior conversion event occurs and with the consent of the Company.

On initial recognition, the Company allocated US\$428,664 (\$592,195) as debt liability and US\$21,336 (\$29,390) as derivative liability. As at June 30, 2025, the debt liability was \$587,370 and derivative liability \$29,108.

7. SHARE CAPITAL

a) Authorized

Unlimited number of common shares with no par value.

b) Issued and outstanding

	Number of shares	Amount
Balance, March 31, 2024 and June 30, 2024	3,486,932	\$ 116,143,585
Balance, March 31, 2025 and June 30, 2025	3,486,932	\$ 116,143,585

8. STOCK OPTIONS

The Company has a stock option plan for the purchase of common shares for its directors, officers, employees and other service providers. The aggregate number of common shares reserved for issuance under the stock option plan is 10% of the issued and outstanding common shares of the Company. The options are non-assignable and non-transferable and may be granted for a term not exceeding five years. The exercise price of the options is fixed by the Board of Directors of the Company at the time of grant, subject to all applicable regulatory requirements. The vesting term of the options is fixed by the Board of Directors of the Company at the time of grant and may vary from immediate vesting to up to 24 months.

The following table reflects the continuity of stock options for the periods presented:

	Number of stock options	Weighted average exercise price
Balance, March 31, 2024 and June 30, 2024	335,575	\$ 1.20
Balance, March 31, 2025 and June 30, 2025	335,575	\$ 1.20

CAPTOR CAPITAL CORP.

Notes to Condensed Interim Consolidated Financial Statements
Three Months Ended June 30, 2025
(Expressed in Canadian Dollars, unless otherwise indicated)
(Unaudited)

8. STOCK OPTIONS (Continued)

The Company had the following stock options outstanding at June 30, 2025:

Outstanding options	Exercisable options	Weighted average remaining contractual life (years)	Weighted average exercise price (\$)	Expiry date
335,575	335,575	1.70	1.20	March 11, 2027

9. INCOME (LOSS) PER SHARE

	Three Months Ended June 30,	
	2025	2024
Net income (loss) for the period	\$ (870,398)	\$ 30,277,823
Net income (loss) per share - basic and diluted	\$ (0.25)	\$ 8.72
Weighted average number of shares outstanding - basic and diluted	3,486,932	3,473,040

(i) Diluted loss per share does not include the effect of warrants and stock options as they are anti-dilutive.

10. GENERAL AND ADMINISTRATIVE EXPENSES

	Three Months Ended June 30,	
	2025	2024
Management and administrative services (Note 12)	\$ 85,000	\$ 115,000
Professional fees	63,512	115,803
Operational expenses	38,870	46,105
Travel expenses	31,116	59,035
Regulatory fees	7,301	15,284
	\$ 225,799	\$ 351,227

11. SEGMENTED INFORMATION

Management is responsible for the Company's entire investments portfolio and considers the business to have a single operating segment. The management's investment decisions are based on a single, integrated investment strategy, and the performance is evaluated on an overall basis. The Company has a single reportable geographic segment, Canada, and all of the Company's management are based in Canada.

CAPTOR CAPITAL CORP.

Notes to Condensed Interim Consolidated Financial Statements

Three Months Ended June 30, 2025

(Expressed in Canadian Dollars, unless otherwise indicated)

(Unaudited)

12. RELATED PARTY TRANSACTIONS AND BALANCES

Related parties include the Board of Directors, close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions.

Remuneration of directors and key management of the Company was as follows:

	Three Months Ended June 30,	
	2025	2024
Directors fees and bonus (i)	\$ 30,000	\$ 60,000
Alegana Enterprises Ltd. ("Alegana") (ii)	55,000	55,000
Marrelli Support Services Inc. ("MSSI") (iii)	12,715	15,545
	\$ 97,715	\$ 130,545

(i) Fees paid to directors of the Company.

(ii) Alegana is a company controlled by Mr. John Zorbas, the President and Chief Executive Officer ("CEO") of the Company. The consulting fees paid to Alegana are for the function of the President which include, but are not limited to, managing the capital structure and current investment portfolio of the Company. Included in accounts payable and accrued liabilities at June 30, 2025 is \$12,219 (March 31, 2025 - \$12,219) owing to Alegana.

(iii) Mr. Jing Peng, the Chief Financial Officer ("CFO"), is a senior employee of MSSI. The management fees paid to MSSI relate to CFO function performed by Mr. Peng which includes the reporting of financial information and the safeguard of the Company's assets. Included in accounts payable and accrued liabilities at June 30, 2025 is \$27,558 (March 31, 2025 – \$13,190) owing to MSSI.