



**CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

**As at and for the three and nine months ended September 30, 2024 and 2023**

(Expressed in United States dollars)

(Unaudited)

## **RIWI CORP.**

### **NOTICE OF NO AUDITOR REVIEW OF CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

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

The accompanying unaudited condensed consolidated interim financial statements of RIWI Corp. (the "Company") have been prepared by management and approved by the Audit Committee and Board of Directors of the Company. They include appropriate accounting principles, judgment, and estimates in accordance with International Financial Reporting Standards for interim financial statements.

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

**RIWI CORP.**

## Condensed Consolidated Interim Statements of Financial Position

As at September 30, 2024 and December 31, 2023

(Unaudited and expressed in U.S. dollars)

	<b>September 30, 2024</b>	December 31, 2023
<b>Assets</b>		
<b>Current assets</b>		
Cash and cash equivalents (Note 5)	\$ 2,126,002	\$ 3,094,542
Accounts receivable (Note 11(a))	543,490	637,894
Unbilled revenue (Note 8(b))	63,170	81,948
Contract costs	4,318	43,182
Prepaid expenses and other assets	134,372	53,571
<b>Total current assets</b>	<b>2,871,352</b>	3,911,137
Property and equipment	27,759	3,116
Intangible assets (Note 6)	557,712	151,381
<b>Total assets</b>	<b>\$ 3,456,823</b>	\$ 4,065,634
<b>Liabilities</b>		
<b>Current liabilities</b>		
Accounts payable and accrued liabilities	\$ 404,501	\$ 472,703
Contingent consideration liability (Note 4)	128,244	-
Deferred revenue (Note 8(b))	522,400	902,884
<b>Total current liabilities</b>	<b>1,055,145</b>	1,375,587
<b>Long-term liabilities</b>		
Contingent consideration liability (Note 4)	64,274	-
<b>Total liabilities</b>	<b>1,119,419</b>	1,375,587
<b>Shareholders' equity</b>		
Share capital (Note 7)	4,940,930	4,940,930
Contributed surplus (Note 7)	2,955,410	2,833,137
Accumulated deficit	(5,558,936)	(5,084,020)
<b>Total shareholders' equity</b>	<b>2,337,404</b>	2,690,047
<b>Total liabilities and shareholders' equity</b>	<b>\$ 3,456,823</b>	\$ 4,065,634

Approved and authorized for issuance on behalf of the Board on November 20, 2024.

'Greg Wong' (signed)

Greg Wong

Chief Executive Officer

'Annette Cusworth' (signed)

Annette Cusworth

Chair of the Audit Committee

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

**RIWI CORP.**

Condensed Consolidated Interim Statements of Changes in Equity  
For the three and nine months ended September 30, 2024 and 2023  
(Unaudited and expressed in U.S. dollars)

	Number of Shares	Share Capital Amount	Contributed Surplus	Accumulated Deficit	Total Equity
Balance, December 31, 2022	18,004,428	\$ 4,940,930	\$ 2,477,931	\$ (4,270,679)	\$ 3,148,182
Share-based payment expense	-	-	95,586	-	95,586
Net loss and comprehensive loss for the period	-	-	-	(127,943)	(127,943)
Balance, March 31, 2023	18,004,428	\$ 4,940,930	\$ 2,573,517	\$ (4,398,622)	\$ 3,115,825
Share-based payment expense	-	\$ -	\$ 34,668	\$ -	\$ 34,668
Net loss and comprehensive loss for the period	-	-	-	(162,190)	(162,190)
Balance, June 30, 2023	18,004,428	\$ 4,940,930	\$ 2,608,185	\$ (4,560,812)	\$ 2,988,303
Share-based payment expense	-	\$ -	\$ 97,268	\$ -	\$ 97,268
Net and comprehensive income for the period	-	-	-	(393,177)	(393,177)
Balance, September 30, 2023	18,004,428	\$ 4,940,930	\$ 2,705,453	\$ (4,953,989)	\$ 2,692,394
Balance, December 31, 2023	18,004,428	\$ 4,940,930	\$ 2,833,137	\$ (5,084,020)	\$ 2,690,047
Share-based payment expense	-	-	32,442	-	32,442
Net income and comprehensive income for the period	-	-	-	27,087	27,087
Balance, March 31, 2024	18,004,428	\$ 4,940,930	\$ 2,865,579	\$ (5,056,933)	\$ 2,749,576
Share-based payment expense	-	\$ -	\$ 41,699	\$ -	\$ 41,699
Net loss and comprehensive loss for the period	-	-	-	(108,826)	(108,826)
Balance, June 30, 2024	18,004,428	\$ 4,940,930	\$ 2,907,278	\$ (5,165,759)	\$ 2,682,449
Share-based payment expense	-	\$ -	\$ 48,132	\$ -	\$ 48,132
Net loss and comprehensive loss for the period	-	-	-	(393,177)	(393,177)
<b>Balance, September 30, 2024</b>	<b>18,004,428</b>	<b>\$ 4,940,930</b>	<b>\$ 2,955,410</b>	<b>\$ (5,558,936)</b>	<b>\$ 2,337,404</b>

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

**RIWI CORP.**

## Condensed Consolidated Interim Statements of Loss and Comprehensive Loss

For the three and nine months ended September 30, 2024 and 2023

(Unaudited and expressed in U.S. dollars)

	Three months ended September 30		Nine Months Ended September 30	
	2024	2023	2024	2023
Revenues (Note 8)	\$ 1,059,034	\$ 1,144,838	\$ 3,220,993	\$ 3,274,493
Operating expenses				
General and administrative (Note 9)	484,602	461,906	1,177,642	1,488,159
Operations (Note 9)	561,216	-	1,597,307	-
Technology costs (Note 9)	148,834	479,265	364,749	1,361,012
Sales and marketing (Note 9)	191,429	214,095	508,149	718,735
Total operating expenses	1,386,081	1,155,266	3,647,847	3,567,906
Operating loss before other income (expense)	(327,047)	(10,428)	(426,854)	(293,413)
Other income/(expense)				
Interest income	21,490	23,553	73,110	66,427
Gain on asset disposal	-	-	-	971
Other expenses (Note 9)	(87,620)	-	(121,173)	(37,228)
Total other income/(expense)	(66,130)	23,553	(48,063)	30,170
Net income/(loss) before income taxes	(393,177)	13,125	(474,917)	(263,243)
Income tax recovery/(expense)	-	1,163	-	(12,601)
Net income/(loss) and comprehensive income/(loss) for the period	\$ (393,177)	\$ 14,288	\$ (474,917)	\$ (275,844)
Net loss per share				
Basic	\$ (0.02)	\$ 0.00	\$ (0.03)	\$ (0.02)
Diluted	N/A	\$ 0.00	N/A	N/A
Weighted average number of common shares outstanding				
Basic and diluted	18,004,428	18,004,428	18,004,428	18,004,428

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

**RIWI CORP.**

## Condensed Consolidated Interim Statements of Cash Flows

For the three and nine months ended September 30, 2024 and 2023

(Unaudited and expressed in U.S. dollars)

	Three months ended September 30		Nine months ended September 30	
	2024	2023	2024	2023
<b>Operating activities</b>				
Net income/(loss) for the period	\$ (393,177)	\$ 14,288	\$ (474,917)	\$ (275,845)
Non-operating interest income	(21,490)	(23,553)	(73,110)	(66,427)
Items not involving cash				
Amortization	42,672	10,754	62,636	53,341
Deferred tax liability	-	(1,163)	-	(2,326)
Share-based payment expense	48,132	97,268	122,273	227,522
	<b>(323,863)</b>	97,594	<b>(363,118)</b>	(63,735)
Changes in non-cash operating working capital:				
Accounts receivable	132,102	(81,866)	94,404	243,764
Unbilled revenue	(25,768)	31,438	18,778	(54,763)
Contract costs	12,954	-	38,864	-
Prepaid expenses and other assets	(29,091)	55,264	(80,801)	48,642
Accounts payable and accrued liabilities	222,372	103,046	(68,202)	(76,237)
Deferred revenue	45,047	(127,847)	(386,298)	(56,692)
Net cash provided/(used) by operating activities	<b>33,753</b>	77,629	<b>(746,373)</b>	40,979
<b>Investing activities</b>				
Interest income	21,490	23,553	73,110	66,427
Additions of property and equipment	(1,565)	(1,270)	(3,277)	(2,551)
Acquisition of business, net of cash acquired (Note 4)	-	-	(292,000)	-
Net cash provided/(used) by investing activities	<b>19,925</b>	22,283	<b>(222,167)</b>	63,876
<b>Financing activities</b>				
Lease payments	-	-	-	(17,305)
Net cash used by financing activities	-	-	-	(17,305)
Change in cash and cash equivalents	<b>53,678</b>	99,912	<b>(968,540)</b>	87,550
Effect of exchange rates on cash and cash equivalents	-	(2)	-	(4,718)
Cash and cash equivalents, beginning of the period	<b>2,072,324</b>	2,333,640	<b>3,094,542</b>	2,350,718
Cash and cash equivalents, end of the period	<b>\$ 2,126,002</b>	\$ 2,433,550	<b>\$ 2,126,002</b>	\$ 2,433,550

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

## **RIWI CORP.**

Notes to the Condensed Consolidated Interim Financial Statements  
For the three and nine months ended September 30, 2024 and 2023  
(Unaudited and expressed in U.S. dollars)

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### **1. NATURE OF OPERATIONS**

RIWI Corp. ("RIWI" or the "Company") is a public company and its shares are all common shares listed on the TSX Venture Exchange (TSXV: RIWI). The Company was originally incorporated under the laws of Canada pursuant to the Canada Business Corporations Act on August 17, 2009. The Company's head office is located at 33 Bloor Street East, 5th Floor, Toronto, Ontario, M4W 3H1 and RIWI's registered office is located at Suite 4100, 66 Wellington St W, Toronto, Ontario, M5K 1B7.

RIWI is a global trend-tracking and prediction technology firm. The Company's patented, cloud-based software solutions provide a global digital intelligence platform to clients seeking real-time consumer and citizen sentiment data anywhere in the world in order to improve business performance, evaluate program effectiveness, enhance customer engagement, and to monitor emerging threats and violent conflict.

These unaudited condensed interim financial statements of the Company for the nine months ended September 30, 2024 (the "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 normal course of business for the foreseeable future.

### **2. BASIS OF PRESENTATION**

These Financial Statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to interim financial information, as outlined in International Accounting Standard ("IAS") 34, Interim Financial Reporting and using the accounting policies consistent with those in the audited financial statements as at and for the year ended December 31, 2023. These Financial Statements do not include all disclosures normally provided in annual financial statements and should be read in conjunction with the annual financial statements as at and for the year ended December 31, 2023. Interim results are not necessarily indicative of the results expected for the fiscal year. Certain comparative figures have been reclassified to conform with the presentation adopted for the current period. These Financial Statements have been prepared on the historical cost basis except for certain financial instruments, which are measured at amortized cost, consistent with the Company's significant accounting policies. The Company's functional and reporting currency is the United States Dollar.

The Financial Statements were authorized for issuance by RIWI's Board of Directors on November 20, 2024.

### **3. SUMMARY OF MATERIAL ACCOUNTING POLICIES**

#### *(a) Use of estimates and judgments*

The preparation of these Financial Statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies regarding certain types of assets, liabilities, revenues and expenses. Actual results could differ from those estimates.

**RIWI CORP.**

Notes to the Condensed Consolidated Interim Financial Statements  
For the three and nine months ended September 30, 2024 and 2023  
(Unaudited and expressed in U.S. dollars)

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**3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)***(a) Use of estimates and judgments (continued)*

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the year in which the estimates are revised and in any future quarter affected. Information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts are as follows:

*(i) Asset carrying values and impairment charges*

The assessment of any impairment of property and equipment, and intangible assets, is dependent upon estimates of recoverable amounts that take into account factors, such as economic and market conditions and the useful lives of assets, that are determined through the exercise of judgment. The Company tests for impairment whenever events or changes in circumstances indicate the carrying amount of the assets may not be recoverable. The recoverable amount of assets is the greater of an asset's fair value less cost to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of the time value of money and the risks specific to the asset. Key estimates and judgements used by management when calculating the recoverable amount include the Company's future cash flows and the discount rate used.

*(ii) Business combinations*

In order to determine the acquisition date fair values of the assets acquired and liabilities assumed in a business combination, the Company uses appropriate valuation techniques which are generally based on a forecast of the total expected future net discounted cash flows and a discount rate that would be assumed by a market participant. See Note 4 details regarding the estimates.

*(iii) Income taxes and recoverability of potential deferred income tax assets*

In assessing the probability of realizing income tax assets recognized, management makes estimates related to expectations of future taxable income considering applicable tax planning opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified. Estimates of future taxable income are based on forecasted cash flows from operations and judgements regarding the application of existing tax laws. Where applicable tax laws and regulations are either unclear or subject to ongoing varying interpretations, it is reasonably possible that changes in these estimates and judgements can occur that materially affect the amounts of income tax assets recognized. Also, future changes in tax laws could limit the Company from realizing the tax benefits from the deferred income tax assets. The Company reassesses unrecognized income tax assets on an annual basis.



## **RIWI CORP.**

Notes to the Condensed Consolidated Interim Financial Statements  
For the three and nine months ended September 30, 2024 and 2023  
(Unaudited and expressed in U.S. dollars)

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### **3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)**

#### *(a) Use of estimates and judgments (continued)*

##### *(iv) Measurement of share-based compensation*

Management determines costs for share-based payments using market-based valuation techniques. The fair value of the share awards are determined at the date of grant using the Black-Scholes Method. Assumptions are made and judgment used in applying valuation techniques. These assumptions and judgments include estimating the future volatility of the stock price, expected dividend yield, future employee turnover rates and future employee stock option exercise behaviors.

##### *(v) Revenue*

The Company exercises judgement in measuring its progress towards complete satisfaction of its performance obligations in project revenue contracts, which are satisfied over time. RIWI uses the output method to measure progress for performance obligations associated with project revenues for which revenue is recognized over time. Each of the Company's project revenue contracts is comprised of one performance obligation comprising a number of milestones, and the Company assesses the stage of completion of satisfying the performance obligation at each milestone as well as the consideration to be allocated to each milestone.

#### *(b) Basis of consolidation*

These consolidated financial statements include the accounts of the Company and its subsidiaries.

A subsidiary is an entity controlled by the Company. The financial statements of the subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. The Company's wholly-owned subsidiaries, Research on Mobile ("ROM") and RIWI US Corp are incorporated in France and the United States of America, respectively. Intercompany balances and transactions are eliminated upon consolidation and preparation of these financial statements.

### **4. BUSINESS ACQUISITION - COOLTOOL INC.**

On April 24, 2024, the Company acquired the majority of the assets and specific liabilities of CoolTool Inc. ("CoolTool"). This transaction is accounted for as an asset acquisition as the assets acquired met the concentration test under IFRS 3 Business Combinations. In consideration for the acquisition, the Company paid \$292,000 in cash and granted the vendors a variety of earn-outs of up to three years following acquisition valued at \$192,518 on the acquisition date based on the projected revenue of CoolTool and customer acquisition targets ("the CoolTool Earn-out Payments"). The CoolTool Earn-out Payments are payable on an annual basis in cash.

**RIWI CORP.**

Notes to the Condensed Consolidated Interim Financial Statements  
 For the three and nine months ended September 30, 2024 and 2023  
 (Unaudited and expressed in U.S. dollars)

**4. BUSINESS ACQUISITION - COOLTOOL INC. (continued)**

The following table shows the allocation of the purchase consideration to assets acquired and liabilities assumed including a summary of the identifiable classes of consideration transferred, and amounts by category of assets acquired and liabilities assumed at the acquisition date:

<b>Purchase consideration</b>	
Fair value of cash consideration	\$ 292,000
Fair value of earn-out consideration (current)	128,244
Fair value of earn-out consideration (long-term)	64,274
<b>Total purchase consideration</b>	<b>\$ 484,518</b>

  

<b>Assets and (liabilities) acquired</b>	
Software technology	\$ 462,742
Property and equipment	27,590
Deferred revenue	(5,814)
<b>Total purchase price allocated</b>	<b>\$ 484,518</b>

The software technology acquired is amortized on a straight-line basis over the estimated useful life of 7 years. The property and equipment acquired is amortized on a straight-line basis over the estimated useful life of 3 years.

The CoolTool Earn-out Payments constitute consideration for the asset acquisition and are recorded as a contingent consideration liability. The contingent consideration liability will be remeasured to fair value at each reporting date, until such time as the earn-out periods are over, with changes to fair value included in the consolidated statements of loss and comprehensive loss.

The purchase price allocation is preliminary. The final purchase price allocation could result in changes to the fair value of assets acquired and liabilities assumed.

**5. CASH AND CASH EQUIVALENTS**

	<b>September 30</b>	December 31
	<b>2024</b>	2023
Cash	\$ 1,294,307	\$ 762,847
Short-term deposits	831,695	1,831,695
Short-term investments	-	500,000
	<b>\$ 2,126,002</b>	<b>\$ 3,094,542</b>

Short-term investments represented a non-redeemable term deposit which earned annual interest of 5.5%, and matured June 3, 2024.

**RIWI CORP.**

Notes to the Condensed Consolidated Interim Financial Statements  
For the three and nine months ended September 30, 2024 and 2023  
(Unaudited and expressed in U.S. dollars)

**6. INTANGIBLE ASSETS AND GOODWILL**

Intangible assets consist of a patent, domain names, trademarks, website, technology acquired and customer relationships.

The Company owns US Patent #8,069,078. This patent, which expires in July 2030, relates to a method of obtaining a representative online polling sample or ad test globally. The Company classified the patent as a finite life intangible asset and is amortizing it using the straight-line method over 20 years.

The Company purchased Internet domain names in 2017 which have strategic value for ongoing intellectual property development. The Company classified the domain names as finite life intangible assets and is amortizing them using the straight-line method over 10 years.

In 2020, RIWI obtained the trademarks of the word mark "RIWI" in the US and the EU, and in 2021, obtained the trademark in Canada. The Company classified the trademarks as finite life intangible assets. The Company is amortizing the trademarks using the straight-line method over 10 years.

In 2022, the Company acquired technology and customer relationships in its acquisition of ROM. These assets are being amortized using the straight-line method over 5 and 7 years respectively.

In 2024, the Company acquired technology in its acquisition of the majority of the assets of CoolTool Inc. (see note 4). This asset is being amortized using the straight-line method over 7 years.

Cost	Patent	Domain names	Trade-marks	Website	Technology	Customer relationships	Goodwill	Total
Balance, Dec. 31, 2022	\$ 21,239	\$ 80,810	\$ 7,016	\$ 16,568	\$ 93,000	\$ 61,000	\$ 291,074	\$ 570,707
Additions	-	-	-	-	-	-	-	-
Impairment of goodwill	-	-	-	-	-	-	(291,074)	(291,074)
Balance, Dec. 31, 2023	21,239	80,810	7,016	16,568	93,000	61,000	-	279,633
Additions due to acquisition (Note 4)	-	-	-	-	462,742	-	-	462,742
<b>Balance, Sept. 30, 2024</b>	<b>\$ 21,239</b>	<b>\$ 80,810</b>	<b>\$ 7,016</b>	<b>\$ 16,568</b>	<b>\$ 555,742</b>	<b>\$ 61,000</b>	<b>\$ -</b>	<b>\$ 742,375</b>
Accumulated Amortization	Patent	Domain names	Trade-marks	Website	Technology	Customer relationships	Goodwill	Total
Balance, Dec. 31, 2022	\$ 14,425	\$ 44,109	\$ 2,474	\$ 12,801	\$ 9,300	\$ 4,357	\$ -	\$ 87,466
Amortization	908	8,081	716	3,767	18,600	8,714	-	40,786
Balance, Dec. 31, 2023	15,333	52,190	3,190	16,568	27,900	13,071	-	128,252
Amortization	681	6,060	537	-	42,596	6,537	-	56,411
<b>Balance, Sept. 30, 2024</b>	<b>\$ 16,014</b>	<b>\$ 58,250</b>	<b>\$ 3,727</b>	<b>\$ 16,568</b>	<b>\$ 70,496</b>	<b>\$ 19,608</b>	<b>\$ -</b>	<b>\$ 184,663</b>
Net Book Value	Patent	Domain names	Trade-marks	Website	Technology	Customer relationships	Goodwill	Total
Balance, Dec. 31, 2023	\$ 5,906	\$ 28,620	\$ 3,826	\$ -	\$ 65,100	\$ 47,929	\$ -	\$ 151,381
<b>Balance, Sept. 30, 2024</b>	<b>\$ 5,225</b>	<b>\$ 22,560</b>	<b>\$ 3,289</b>	<b>\$ -</b>	<b>\$ 485,246</b>	<b>\$ 41,392</b>	<b>\$ -</b>	<b>\$ 557,712</b>

**RIWI CORP.**

Notes to the Condensed Consolidated Interim Financial Statements  
For the three and nine months ended September 30, 2024 and 2023  
(Unaudited and expressed in U.S. dollars)

**6. INTANGIBLE ASSETS AND GOODWILL (continued)**

Amortization in the amount of \$35,625 has been included under general and administrative expenses for the three months ended September 30, 2024 (2023 – \$10,080) and in the amount of \$56,411 for the nine months ended September 30, 2024 (2023 - \$31,352).

**7. SHARE CAPITAL, STOCK OPTIONS AND CONTRIBUTED SURPLUS**

The Company's authorized share capital consists of an unlimited number of common shares without par value. The Company has 18,004,428 common shares outstanding as of September 30, 2024 as indicated below:

	Number of Common Shares	Common Shares \$
Outstanding, December 31, 2022	18,004,428	\$ 4,940,930
Issuance of common shares	-	-
Outstanding, December 31, 2023	18,004,428	4,940,930
Issuance of common shares	-	-
<b>Outstanding, September 30, 2024</b>	<b>18,004,428</b>	<b>\$ 4,940,930</b>

The Company has a stock option plan under which it is authorized to grant options to directors, employees, and consultants enabling them to acquire in aggregate up to maximum of 3,600,885 shares of the Company. Under the plan, the exercise price of each option shall equal the market price of RIWI's common share on grant date, a minimum price, or a discounted amount of the Company's common share price as calculated on the date of grant. The options can be granted for a maximum term of five years and are subject to vesting provisions as determined by the Board of Directors of the Company. During the three and nine months ended September 30, 2024, no shares were issued as a result of stock options being exercised (no shares issued for the three and nine months ended September 30, 2023).

The following tables reflect the movement and status of the Company's stock options:

	September 30, 2024		December 31, 2023	
	Number of Options	Weighted Average Exercise Price (CAD)	Number of Options	Weighted Average Exercise Price (CAD)
Options Outstanding				
Balance, beginning of the period	2,762,271	\$ 1.25	1,837,917	\$ 2.01
Options granted during the period	544,936	0.75	1,483,654	0.59
Options expired during the period	(370,000)	3.25	(390,000)	2.00
Options forfeited during the period	(66,666)	0.80	(169,300)	0.69
Balance, end of period	2,870,541	\$ 0.99	2,762,271	\$ 1.25

**RIWI CORP.**

Notes to the Condensed Consolidated Interim Financial Statements  
For the three and nine months ended September 30, 2024 and 2023  
(Unaudited and expressed in U.S. dollars)

**7. SHARE CAPITAL, STOCK OPTIONS AND CONTRIBUTED SURPLUS (continued)**

Exercise Price	Options Outstanding September 30, 2024		Options Exercisable September 30, 2024	
	Weighted		Weighted	
	Average		Average	
	Remaining		Remaining	
	Number of	Contractual	Number of	Contractual
	Options	Life (Years)	Options	Life (Years)
\$ 0.55	484,264	3.7	427,009	3.9
\$ 0.58	456,470	3.7	456,470	4.0
\$ 0.64	398,620	3.3	99,655	3.5
\$ 0.75	544,936	4.6	-	-
\$ 0.80	66,666	2.8	16,667	3.0
\$ 0.92	331,529	2.4	331,529	2.7
\$ 1.70	354,104	2.0	177,052	2.2
\$ 2.47	145,140	1.4	145,140	1.7
\$ 3.56	88,812	0.6	88,812	0.9
	2,870,541	3.2	1,742,334	3.2

Exercise Price	Options Outstanding December 31, 2023		Options Exercisable December 31, 2023	
	Weighted		Weighted	
	Average		Average	
	Remaining		Remaining	
	Number of	Contractual	Number of	Contractual
	Options	Life (Years)	Options	Life (Years)
\$ 0.55	484,264	4.4	407,924	4.4
\$ 0.58	456,470	4.5	342,353	4.5
\$ 0.64	398,620	4.0	-	-
\$ 0.80	133,332	3.5	33,333	3.5
\$ 0.92	331,529	3.2	331,529	3.2
\$ 1.70	354,104	2.7	177,052	2.7
\$ 2.47	145,140	2.2	145,140	2.2
\$ 3.25	370,000	0.4	370,000	0.4
\$ 3.56	88,812	1.4	88,812	1.4
	2,762,271	3.2	1,896,143	2.9

Share-based compensation expense in the amount of \$48,132 has been included under general and administrative expenses for the three months ended September 30, 2024 (2023 - \$97,268) and \$122,273 for the nine months ended September 30, 2024 (2023 - \$227,522).

**RIWI CORP.**

Notes to the Condensed Consolidated Interim Financial Statements  
 For the three and nine months ended September 30, 2024 and 2023  
 (Unaudited and expressed in U.S. dollars)

**7. SHARE CAPITAL, STOCK OPTIONS AND CONTRIBUTED SURPLUS (continued)**

The Black-Scholes option pricing model used by the Company to determine fair values was developed for use in estimating the fair value of freely traded options, which are fully transferable and have no vesting restrictions. The Company's stock options are not transferable and cannot be traded and are subject to vesting restrictions and exercise restrictions under the Company's black-out policy which would tend to reduce the fair value of the Company's stock options. Changes to subjective input assumptions used in the model can cause a significant variation in the estimate of the fair value of the options.

All outstanding share options expected to vest were measured in accordance with IFRS 2, "Share-based Payment" at their market-based measure at the acquisition date. Options were priced using the Black-Scholes option pricing model. Where relevant, the expected life used in the model has been adjusted based on management's best estimate for the effects of non-transferability, exercise restrictions, and behavioral considerations. Expected volatility is based on the historical share price volatility. The fair value has been estimated assuming no expected dividends and the following weighted average assumptions:

	<b>2024</b>	2023
Weighted average grant date fair value	<b>\$ 0.43</b>	\$ 0.27
Risk-free interest rate	<b>3.67% - 3.89%</b>	3.17% - 4.03%
Expected life	<b>3.0 - 4.5 years</b>	3.0 - 4.5 years
Expected volatility	<b>99% - 108%</b>	101% - 196%
Forfeiture rate	<b>10%</b>	10%

Contributed surplus represents the amortized fair value of stock options granted under the stock option plan, determined using the Black-Scholes option pricing model. The fair value is amortized to income on a graded, vested basis over the vesting period with a corresponding increase to contributed surplus. Upon exercise of stock options, the consideration paid by the holder is included in share capital and the related contributed surplus associated with the stock options exercised is transferred into share capital.

	<b>Sept. 30 2024</b>	December 31 2023
Contributed surplus		
Balance, beginning of the period	<b>\$ 2,833,137</b>	\$ 2,477,931
Options expensed in the period	<b>122,273</b>	355,206
Balance, end of the period	<b>\$ 2,955,410</b>	\$ 2,833,137

**RIWI CORP.**

Notes to the Condensed Consolidated Interim Financial Statements  
For the three and nine months ended September 30, 2024 and 2023  
(Unaudited and expressed in U.S. dollars)

**8. REVENUE***(a) Revenue streams*

The Company generates revenue primarily from the provision of analytical solutions to its clients in the form of compilation, analysis and communication of real-time data. All the Company's revenue is generated from contracts from customers in relation to the Company's principal activities. The Company has three revenue streams; project revenue, subscription or recurring revenue, and transaction revenue. RIWI's revenue disaggregated by geographical locations is analyzed in Note 12.

	Three months ended September 30		Nine months ended September 30	
	2024	2023	2024	2023
Project revenues	\$ 510,152	\$ 382,449	\$ 1,074,439	\$ 1,183,519
Subscription or recurring revenues	410,999	324,165	1,219,281	994,164
Transaction revenues	137,883	438,224	927,273	1,096,810
	<b>\$ 1,059,034</b>	<b>\$ 1,144,838</b>	<b>\$ 3,220,993</b>	<b>\$ 3,274,493</b>

*(b) Unbilled revenue and deferred revenue*

Unbilled revenue relates to RIWI's right to consideration for work completed but not yet billed. RIWI transfers unbilled revenue to accounts receivable on invoicing. A summary of unbilled revenue from contracts with customers and the significant changes in those balances during the nine months ended September 30, 2024 and 2023 follows.

	September 30	
	2024	2023
Unbilled revenue		
Balance, beginning of the period	\$ 81,948	\$ 64,463
Additions during the period	196,942	479,357
Reclassification of unbilled revenue to accounts receivable	(215,720)	(424,594)
	<b>\$ 63,170</b>	<b>\$ 119,226</b>

Deferred revenue primarily relates to advance consideration received from customers for services yet to be performed. Deferred revenue will be recognized as revenue over time as RIWI achieves the delivery milestones. A summary of deferred revenue from contracts with customers and the significant changes in those balances during the nine months ended September 30, 2024 and 2023 follows.

**RIWI CORP.**

Notes to the Condensed Consolidated Interim Financial Statements  
For the three and nine months ended September 30, 2024 and 2023  
(Unaudited and expressed in U.S. dollars)

**8. REVENUE (continued)**

*(b) Unbilled revenue and deferred revenue (continued)*

	September 30	
	2024	2023
Deferred revenue		
Balance, beginning of the period	\$ 902,884	\$ 298,430
Additions during the period	867,973	955,510
Deferred revenue recognized as revenue during the period	<b>(1,248,457)</b>	(1,012,202)
	<b>\$ 522,400</b>	\$ 241,738

**9. EXPENSES**

*(a) General and administrative*

	Three months ended September 30		Nine months ended September 30	
	2024	2023	2024	2023
Personnel costs	\$ 216,992	\$ 135,922	\$ 543,130	\$ 476,524
Director cash compensation	57,304	28,517	114,622	122,877
Consulting and professional fees	45,373	127,391	152,183	481,755
Share-based payment expense	48,132	97,268	122,273	227,522
Occupancy and office costs	60,604	49,110	169,274	163,522
Expected credit losses	13,525	-	13,525	-
Depreciation	42,672	10,754	62,636	53,341
Foreign exchange loss/(gain)	-	12,944	-	(37,381)
	<b>\$ 484,602</b>	\$ 461,906	<b>\$ 1,177,642</b>	\$ 1,488,159

*(b) Operations*

	Three months ended September 30		Nine months ended September 30	
	2024	2023	2024	2023
Personnel costs	\$ 28,411	\$ -	\$ 85,308	\$ -
Third party consulting fees	187,591	-	321,623	-
Project costs	252,933	-	557,560	-
Transaction revenue costs	92,281	-	632,816	-
	<b>\$ 561,216</b>	\$ -	<b>\$ 1,597,307</b>	\$ -



**RIWI CORP.**

Notes to the Condensed Consolidated Interim Financial Statements  
For the three and nine months ended September 30, 2024 and 2023  
(Unaudited and expressed in U.S. dollars)

**9. EXPENSES (continued)***(c) Technology costs*

	Three months ended September 30		Nine months ended September 30	
	2024	2023	2024	2023
Personnel costs	\$ 60,129	\$ 45,801	\$ 157,750	\$ 129,993
Third party consulting fees	88,705	34,228	206,999	90,732
Project costs	-	399,236	-	1,140,287
	<b>\$ 148,834</b>	<b>\$ 479,265</b>	<b>\$ 364,749</b>	<b>\$ 1,361,012</b>

*(d) Sales and marketing*

	Three months ended September 30		Nine months ended September 30	
	2024	2023	2024	2023
Personnel costs	\$ 55,840	\$ 49,641	\$ 152,105	\$ 196,029
Third party consulting fees	117,670	53,914	304,900	158,671
Promotion and travel	17,919	67,060	51,144	286,805
Recruiting fees	-	43,480	-	77,231
	<b>\$ 191,429</b>	<b>\$ 214,095</b>	<b>\$ 508,149</b>	<b>\$ 718,735</b>

*(e) Other expenses*

	Three months ended September 30		Nine months ended September 30	
	2024	2023	2024	2023
Acquisition costs	\$ 8,343	\$ -	\$ 43,197	\$ 37,228
Foreign exchange loss	11,759	-	10,458	-
Other acquisition costs	67,518	-	67,518	-
	<b>\$ 87,620</b>	<b>\$ -</b>	<b>\$ 121,173</b>	<b>\$ 37,228</b>

Other acquisition costs related to a writeoff of related accounts receivable incurred during unsuccessful negotiations to purchase the assets of a US-based corporation.

**RIWI CORP.**

Notes to the Condensed Consolidated Interim Financial Statements  
For the three and nine months ended September 30, 2024 and 2023  
(Unaudited and expressed in U.S. dollars)

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**10. RELATED PARTY TRANSACTIONS**

For the three months ended September 30, 2024, the Company provided compensation in the form of salaries and short-term benefits to directors, executives and related parties of the executives of the Company in the amount of \$269,707 (2023 - \$173,681) and for the nine months ended September 30, 2024 in the amount of \$791,670 (2023 - \$540,033). For the three months ended September 30, 2024, the Company recognized share-based payment expenses in the amount of \$46,382 (2023 - \$92,615) for stock options granted to the directors and executives of the Company and for the nine months ended September 30, 2024 in the amount of \$115,712 (2023 - \$208,578). Additionally, Neil Seeman, the Company's founder and a director of the Company, acted as a consultant for the Company and the Company incurred cash based compensation of \$nil for his consulting services in the three months ended September 30, 2024 (2023 - \$4,996) and \$nil for the nine months ended September 30, 2024 (2023 - \$63,245).

**11. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT**

As at September 30, 2024, the Company's financial instruments are comprised of cash and cash equivalents, accounts receivable, unbilled revenue and accounts payable and accrued liabilities. The carrying values of these financial instruments reflected in the statement of financial position are carrying amounts and approximate their fair values due to their short-term nature. These financial instruments are classified as follows:

- Cash and cash equivalents – amortized cost
- Accounts receivable – amortized cost
- Accounts payable and accrued liabilities – other financial liabilities

The evaluation of the financial instruments that are measured subsequent to initial recognition at fair value are grouped into Levels 1 to 3 based on the degree to which the fair value is observable.

- Level 1 of the fair value hierarchy includes unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 of the hierarchy includes inputs that are observable for the asset or liability, either directly or indirectly; and
- Level 3 includes inputs for the asset or liability that are not based on observable market data.

The Company has no financial instruments measured at FVTPL.

**RIWI CORP.**

Notes to the Condensed Consolidated Interim Financial Statements  
 For the three and nine months ended September 30, 2024 and 2023  
 (Unaudited and expressed in U.S. dollars)

**11. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)**

The following is a discussion of the Company's risk exposures:

*(a) Credit risk*

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Company's trade accounts receivable are due from customers and are subject to normal credit risk. The following table provides information regarding the aged trade receivables:

	Current	31-60 days	61-90 days	91 days +
September 30, 2024	62%	12%	16%	11%
December 31, 2023	40%	24%	28%	8%

The following table identifies customers comprising 10% or more of the Company's accounts receivable as at September 30, 2024 and December 31, 2023:

	September 30 2024	December 31 2023
Customer A	6%	11%
Customer B	2%	12%
Customer C	5%	27%
Customer D	19%	7%
Customer E	16%	0%
Customer F	11%	0%

The Company applies the IFRS 9 simplified approach to measuring expected credit losses using a lifetime expected credit loss provision for trade receivables. To measure expected credit losses on a collective basis, trade receivables and contract assets are grouped based on similar credit risk and aging.

The expected loss rates are based on the Company's historical credit losses experienced over the three year period prior to year end. The historical loss rates are then adjusted for current and forward-looking information on macroeconomic factors affecting the Company's customers. The Company has identified the gross domestic product, unemployment rate and inflation rate as the key macroeconomic factors in the countries where the Company operates.

The Company has a \$nil balance for expected credit losses as at September 30, 2024 and December 31, 2023. The Company recognized \$13,525 expected credit losses during the three months ended September 30, 2024 (2023 - nil) and \$13,525 expected credit losses during the nine months ended September 30, 2024 (2023 - nil).

**RIWI CORP.**

Notes to the Condensed Consolidated Interim Financial Statements  
For the three and nine months ended September 30, 2024 and 2023  
(Unaudited and expressed in U.S. dollars)

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**11. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)**

The following table identifies customers comprising 10% or more of the Company's revenue for the nine months ended September 30, 2024 and September 30, 2023:

	<b>September 30</b>	September 30
	<b>2024</b>	2023
Customer A	<b>23%</b>	13%
Customer B	<b>10%</b>	17%
Customer C	<b>7%</b>	10%

*(b) Liquidity risk*

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they are due. The Company has in place a planning and budgeting process which helps determine the funds required to ensure the Company has the appropriate liquidity to meet its operating and growth objectives.

The Company's financial liabilities consist of accounts payable and accrued liabilities comprised of invoices and accruals payable to trade suppliers for operating expenses, wages and salaries payable, and other expenses and are paid within one year.

The Company expects to fund these liabilities through the use of existing cash resources and its continuing operations.

*(c) Market risk*

Market risk is the risk that changes in market prices, such as interest rates and foreign exchange rates will affect the Company's net earnings or the value of financial instruments. The objective of the Company is to manage and mitigate market risk exposures within acceptable limits, while maximizing returns.

*(i) Interest rate risk:* The Company has cash balances and no interest-bearing debt, and is not exposed to any significant interest rate risk.

*(ii) Foreign currency risk:* The Company's activities are primarily conducted in foreign jurisdictions; a portion of the Company's cash and cash equivalents is denominated in Canadian dollars. The Company has not entered into foreign exchange rate contracts to mitigate this risk.

**RIWI CORP.**

Notes to the Condensed Consolidated Interim Financial Statements  
For the three and nine months ended September 30, 2024 and 2023  
(Unaudited and expressed in U.S. dollars)

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**11. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)**

As at September 30, 2024, CAD\$ financial instruments were converted at a rate of CAD\$1.00 to USD\$0.7408. Balances denominated in CAD\$ as at September 30, 2024 were as follows:

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	In CAD	Converted to USD
Cash and cash equivalents	\$ 1,174,501	\$ 870,070
Accounts receivable	\$ 81,413	\$ 60,311
Accounts payable and accrued liabilities	\$ 188,932	\$ 139,961

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The estimated impact on net income for the nine months ended September 30, 2024 with a +/- 10% change in exchange rates is approximately \$79,000 (2023 – \$8,000).

As at September 30, 2024, EUR financial instruments were converted at a rate of EUR \$1.00 to USD \$1.1147. Balances denominated in EUR as at September 30, 2024 were as follows:

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	In EUR	Converted to USD
Cash and cash equivalents	€ 4,227	\$ 4,711
Accounts receivable	€ 175	\$ 195
Accounts payable and accrued liabilities	€ 13,091	\$ 14,592

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The estimated impact on net income for the nine months ended September 30, 2024 with a +/- 10% change in exchange rates is approximately \$1,000 (2023 – \$28,000).

*(d) Capital management*

The Company's capital is defined to be shareholders' equity. The Company's objective in managing capital is to ensure it has adequate working capital to meet day to day needs and access to sources of capital sufficient to finance its operations and to make planned capital expenditures or capital acquisitions as opportunities present themselves. The Company manages its capital structure and makes changes to it in light of changes in economic conditions, anticipated or planned capital expenditures, opportunities for acquisitions and the risk characteristics of the underlying investments.

The Company is not subject to any externally imposed capital requirements.

**RIWI CORP.**

Notes to the Condensed Consolidated Interim Financial Statements  
For the three and nine months ended September 30, 2024 and 2023  
(Unaudited and expressed in U.S. dollars)

**12. SEGMENT REPORTING**

The Company is required to disclose certain information regarding operating segments, products, services and geographic areas. Operating segments are defined as components of an enterprise for which separate financial information is available that is regularly evaluated by the chief operating decision maker in deciding how to allocate resources and in assessing performance. The Company's chief operating decision maker is its Chief Executive Officer.

The approximate sales revenue based on geographic location of customers for the three and nine months ended September 30, 2024 and 2023 is as follows:

	Three months ended Sept. 30		Nine months ended Sept. 30	
	2024	2023	2024	2023
United States	\$ 713,006	\$ 746,633	\$ 1,884,463	\$ 2,072,181
Canada	268,823	163,691	918,588	595,119
Europe	52,732	207,702	365,855	502,415
Other	24,473	26,812	52,087	104,778
	<b>\$ 1,059,034</b>	<b>\$ 1,144,838</b>	<b>\$ 3,220,993</b>	<b>\$ 3,274,493</b>

	September 30 2024	December 31 2023
Total non-current assets held in Canada	\$ 32,277	\$ 41,468

The Company had two operating segments for the nine months ended September 30, 2024, being the Company's respondent marketplace and the Company's RIWI operations excluding the respondent marketplace segment. All of the Company's Transaction revenues were generated in the respondent marketplace operating segment, and all other revenues were generated in the RIWI operating segment.

	Three months ended September 30, 2024		Nine months ended September 30, 2024	
	RIWI	Respondent Marketplace	RIWI	Respondent Marketplace
Revenues	\$ 921,151	\$ 137,883	\$ 2,293,720	\$ 927,273
Net income (loss)	\$ (350,732)	\$ (42,445)	\$ (509,588)	\$ 34,671
Interest income	\$ 21,490	\$ -	\$ 73,110	\$ -
Depreciation and amortization	\$ 35,843	\$ 6,829	\$ 42,150	\$ 20,486

All overhead and administrative costs are absorbed by the RIWI segment.

**RIWI CORP.**

Notes to the Condensed Consolidated Interim Financial Statements  
For the three and nine months ended September 30, 2024 and 2023  
(Unaudited and expressed in U.S. dollars)

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**12. SEGMENT REPORTING (continued)**

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As at September 30, 2024	RIWI	Respondent Marketplace
Non-current assets	\$ 492,928	\$ 92,543
Total assets	\$ 3,090,744	\$ 366,079
Total liabilities	\$ 1,081,350	\$ 38,069

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**13. SUBSEQUENT EVENT**

On October 10, 2024, the Board of Directors of the Company approved the acquisition of 100% of the shares of TheoremReach, Inc. ("TheoremReach") for \$2,400,000 cash plus contingent consideration pursuant to an agreement dated the same day. The contingent consideration is an earnout of up to \$1 million if a profitability target is met in fiscal 2025.

TheoremReach is a survey monetization platform that connects app and website developers seeking user monetization with researchers seeking insights. The Company acquired TheoremReach to strengthen the revenue and profitability of its Respondent Marketplace segment and achieve cost synergies. The Company has determined that the acquisition qualifies as a business combination.