

**NOVUS ROBOTIC INC.**

7669 Kimbel Street Mississauga, ON Canada  
905-672-7669  
www.dnrt.com  
info@dnrtechnology.com

**Quarterly Report**

**For the period ending June 30, 2025 (the "Reporting Period")**

**Outstanding Shares**

The number of shares outstanding of our Common Stock was:

34,296,641 as of June 30, 2025 (*Current Reporting Period Date or More Recent Date*)

34,296,641 as of December 31, 2024 (*Most Recent Completed Fiscal Year End*)

**Shell Status**

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes:  No:

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes:  No:

**Change in Control**

Indicate by check mark whether a Change in Control<sup>4</sup> of the company has occurred during this reporting period:

Yes:  No:

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<sup>4</sup> "Change in Control" shall mean any events resulting in:

- (i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
- (ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
- (iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
- (iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

**1) Name and address(es) of the issuer and its predecessors (if any)**

In answering this item, provide the current name of the issuer and names used by predecessor entities, along with the dates of the name changes.

Novus Robotics Inc The Issuer was originally incorporated under the name of Guano Distribution Inc. in Nevada. The Issuer changed its name to Ecoland International Inc. on June 28, 2006 and subsequently changed its name to Novus Robotics Inc. on March 13, 2012

Current State and Date of Incorporation or Registration: Nevada on June 24, 2005  
Standing in this jurisdiction: (e.g. active, default, inactive): Active

Prior Incorporation Information for the issuer and any predecessors during the past five years:  
NONE

Describe any trading suspension or halt orders issued by the SEC or FINRA concerning the issuer or its predecessors since inception:  
NONE

List any stock split, dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

NONE

Address of the issuer's principal executive office:

7669 Kimbel Street Mississauga, ON L5S 1A7 Canada

Address of the issuer's principal place of business:

Check if principal executive office and principal place of business are the same address:

XX

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years?

No:  Yes:  If Yes, provide additional details below:

**2) Security Information**

**Transfer Agent**

Name: Manhattan Transfer Registrar Co.  
Phone : 631-928-7655  
Email: Arta Nezaaj arta@mtrco.com  
Address: 60 East 42nd Street Suite 1201 New York, NY 10165

**Publicly Quoted or Traded Securities:**

*The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.*

Trading symbol:	NRBT	
Exact title and class of securities outstanding:	Common Stock	
CUSIP:	6700 11H207	
Par or stated value:	.001	
Total shares authorized:	500,000,000	as of date: June 30, 2025
Total shares outstanding:	34,296,641	as of date: June 30, 2025
Total number of shareholders of record:	62	as of date: June 30, 2025

Please provide the above-referenced information for all other publicly quoted or traded securities of the issuer.

Trading symbol:	NRBT	
Exact title and class of securities outstanding:	Preferred Stock Series B	
CUSIP:	6700 11H207	
Par or stated value:	.001	
Total shares authorized:	1,000,000	as of date: June 30, 2025
Total shares outstanding:	1,000,000	as of date: June 30, 2025
Total number of shareholders of record:	2	as of date: June 30, 2025

**Other classes of authorized or outstanding equity securities that do not have a trading symbol:**

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g., preferred shares that do not have a trading symbol). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of the security:	_____	
Par or stated value:	_____	
Total shares authorized:	_____	as of date: _____
Total shares outstanding:	_____	as of date: _____
Total number of shareholders of record:	_____	as of date: _____

Please provide the above-referenced information for all other classes of authorized or outstanding equity securities.

**Security Description:**

The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:

**1. For common equity, describe any dividend, voting and preemption rights.**

Our bylaws have not been amended or restated since 2010. No dividends have been declared or paid by the Board of Directors

**2. For preferred stock, describe the dividend, voting, conversion, and liquidation rights as well as redemption or sinking fund provisions.**

No dividends have been declared nor paid by our Board of Directors. Series B preferred stock votes of acts by written consent together without common stock as a single class. Each share of Series B preferred stock shall have that number of votes equal to 5,000 shares of common stock. No fractional shares of common stock shall be issued upon conversion of Preferred Stock.

**3. Describe any other material rights of common or preferred stockholders.**

NONE

**4. Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.**

NONE

**3) Issuance History**

The goal of this section is to provide disclosure with respect to each event that resulted in any changes to the total shares outstanding of any class of the issuer's securities in the past two completed fiscal years and any subsequent interim period.

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares, or any other securities or options to acquire such securities, issued for services. Using the tabular format below, please describe these events.

**A. Changes to the Number of Outstanding Shares for the two most recently completed fiscal years and any subsequent period.**

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

No:  Yes:  (If yes, you must complete the table below)

Shares Outstanding <u>Opening Balance</u> : Date _____ Common: _____ Preferred: _____			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to.  ***You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
Shares Outstanding on Date of This Report:  Date _____ <u>Ending Balance</u> : Common: _____ Preferred: _____									

**Example:** A company with a fiscal year end of December 31<sup>st</sup> 2024, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2023 through December 31, 2024 pursuant to the tabular format above.

Any additional material details, including footnotes to the table are below:

## B. Convertible Debt

The following is a complete list of the Company's Convertible Debt which includes all promissory notes, convertible notes, convertible debentures, or any other debt instruments convertible into a class of the issuer's equity securities. The table includes all issued or outstanding convertible debt at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this Certification.

Check this box to confirm the Company had no Convertible Debt issued or outstanding at any point during this period.

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion <sup>5</sup>	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)

**Total Outstanding Balance:**

**Total Shares:**

Any additional material details, including footnotes to the table are below:

NONE

### 4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. Ensure that these descriptions are updated on the Company's Profile on [www.OTCMarkets.com](http://www.OTCMarkets.com).

A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")

The Issuer is engaged in the business of engineering, designing and manufacturing Robotic and Automation solutions for Tube forming Systems. Through the Issuers wholly owned subsidiary, D&R Technology Inc. the Issuer provides state of the art technology for the Automotive Industry in passenger seating and for Aluminum applications for automotive panels and bumpers.

B. List any subsidiaries, parent company, or affiliated companies.

Our wholly owned subsidiary is D&R Technology Inc

C. Describe the issuers' principal products or services.

The Issuers principal products are Tube forming machines, spare parts, service a& automation for the Automotive industry in North America.

### 5) Issuer's Facilities

*The goal of this section is to provide investors with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer and the extent in which the facilities are utilized.*

<sup>5</sup> The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any "blockers" or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

The Issuer currently occupies a stand-alone facility in Mississauga, Ontario Canada comprising approximately 18,000 sq. feet on a 3 year lease beginning August 1, 2022. We do not lease any other assets or property. Assets such as our machining equipment are owned by us.

## 6) All Officers, Directors, and Control Persons of the Company

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities.

If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

*The goal of this section is to provide investors with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial owners.*

Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)	Position/Company Affiliation (ex: CEO, 5% Control person)	City and State (Include Country if outside U.S.)	Number of Shares Owned (List common, preferred, warrants and options separately)	Class of Shares Owned	Percentage of Class of Shares Owned (undiluted)
Berardino Paolucci	CFO CEO Director Owner of more than 5%	Mississauga, ON	15,094,400	Common	42.76%
Drasko Karanovic	Director	Toronto, ON	15,047,200	Common	42.6%
Beth Carey	Director	Orangeville, ON	0		

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, log in to [www.OTCIQ.com](http://www.OTCIQ.com) to update your company profile.

## 7) Legal/Disciplinary History

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

NO

2. Been the subject of the entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, financial- or investment-related, insurance or banking activities;

NO

3. Been the subject of a finding, disciplinary order or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, a state securities regulator of a violation of federal or state securities or commodities law, or a foreign regulatory body or court, which finding or judgment has not been reversed, suspended, or vacated;

NO

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above; or

NO

5. Been the subject of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

NO

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

NO

- B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party to or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

NONE

## 8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, update your company profile.

### Securities Counsel

Name: William H Caffee  
Firm: : White Summers Caffee and James LP  
Address 1: 805 SW Broadway #2440 Portland, OR 97205  
Phone: 503-419-3000  
Email: Wcaffee@white-summers.com

### Accountant or Auditor

Name: Jaimie MacPherson  
Firm: Lieu & MacPherson Financial Services Inc.  
Address 1: 100 King Street West Suite 5600  
Address 2: Toronto, ON M5X 1C9  
Phone: 416-847-1858  
Email: [jaimie@lieumacpherson.ca](mailto:jaimie@lieumacpherson.ca)

### Investor Relations

Name: NONE  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

#### *All other means of Investor Communication:*

X (Twitter): NONE  
Discord: \_\_\_\_\_  
LinkedIn: \_\_\_\_\_  
Facebook: \_\_\_\_\_  
[Other ]: \_\_\_\_\_

### Other Service Providers

Provide the name of any other service provider(s) that **that assisted, advised, prepared, or provided information with respect to this disclosure statement**. This includes counsel, broker-dealer(s), advisor(s), consultant(s) or any entity/individual that provided assistance or services to the issuer during the reporting period.

Name: NONE  
Firm: \_\_\_\_\_  
Nature of Services: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

## **9) Disclosure & Financial Information**

A. This Disclosure Statement was prepared by (name of individual):

Name: Beth Carey  
Title: Secretary  
Relationship to Issuer: Director

B. The following financial statements were prepared in accordance with:

IFRS  
 U.S. GAAP

C. The following financial statements were prepared by (name of individual):

Name: Jaimie MacPherson  
Title: Owner  
Relationship to Issuer: Accountant  
Describe the qualifications of the person or persons who prepared the financial statements:<sup>6</sup> CPA< CA

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<sup>6</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

Provide the following qualifying financial statements:

- Audit letter, if audited;
- Balance Sheet;
- Statement of Income;
- Statement of Cash Flows;
- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- Financial Notes

**Financial Statement Requirements:**

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

**10) Issuer Certification**

*Principal Executive Officer:*

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Berardino Paolucci certify that:

1. I have reviewed this Disclosure Statement for Novus Robotics Inc.
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

August 13, 2025

"/s/Berardino Paolucci") CFO

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

*Principal Financial Officer:*

I, Berardino Paolucci certify that:

1. I have reviewed this Disclosure Statement for Novus Robotics Inc.
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

August 13, 2025

"/s/Berardino Paolucci") CFO

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

**NOVUS ROBOTICS INC.**

## Consolidated Balance Sheets

(Unaudited)

	June 30,2025	December 31, 2024
<b>ASSETS</b>		
<b>Current assets</b>		
Cash	\$ 1,450,346	\$ 1,413,132
Amounts receivable, net	397,617	1,123,652
Inventory	1,770,312	1,820,332
Sales tax recoverable	-	88,784
Security deposits	9,671	9,170
Prepaid expense	2,168	607
Total current assets	<u>3,630,114</u>	<u>4,455,677</u>
<b>Fixed assets</b>		
Fixed assets, net of depreciation	<u>219,113</u>	<u>153,880</u>
<b>Total assets</b>	<u>\$ 3,849,227</u>	<u>\$ 4,609,557</u>
<b>LIABILITIES</b>		
<b>Current liabilities</b>		
Accounts payable and accrued expenses	\$ 40,789	\$ 126,570
Sales tax payable	-	-
Customer deposits	2,588,293	3,217,847
Warranty provision	22,463	25,055
Obligation under capital lease		
Lease liabilities	<u>11,521</u>	<u>75,439</u>
Total current liabilities	<u>2,663,066</u>	<u>3,444,911</u>
<b>Long term liabilities</b>		
Deferred income taxes	3,646	10,537
Long term portion of lease liabilities	<u>-</u>	<u>-</u>
Total liabilities	<u>2,666,712</u>	<u>3,455,448</u>
<b>COMMITMENTS AND CONTINGENCIES - Note 8</b>	<u>-</u>	<u>-</u>
<b>STOCKHOLDERS' EQUITY</b>		
Preferred Stock		
50,000,000 shares authorized with a par value of \$0.001;		
Series A - 100 designated, none outstanding	-	-

Series B - 49,999,900 designated, 1,000,000 issued and outstanding (December 31, 2024 - 1,000,000)	1,000	1,000
Common Stock		
500,000,000 shares authorized with a par value of \$0.001, 34,296,641 issued and outstanding		
(December 31, 2024 - 34,296,641 common shares)	34,296	34,296
Accumulated other comprehensive loss	(637,278)	(777,934)
Retained earnings	1,784,497	1,896,747
Total stockholders' equity	<u>1,182,515</u>	<u>1,154,109</u>
	\$	\$
<b>Total liabilities and stockholders' equity</b>	<u><u>3,849,227</u></u>	<u><u>4,609,557</u></u>

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

Consolidated Statements of Operations and Comprehensive Income (Loss)

(Unaudited)

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2025	2024	2025	2024
Revenue	\$ 732,421	\$ 481,327	\$ 1,238,826	\$ 875,561
Cost of sales	671,485	340,961	962,024	604,581
Gross Profit	60,936	140,365	276,802	270,980
Expenses				
Compensation	119,415	34,261	239,731	88,390
Occupancy costs	15,947	17,237	65,130	66,522
Travel	2,959	4,704	10,655	15,157
Professional fees	100,338	96,659	195,959	229,281
Communication	2,307	2,116	4,539	8,636
Office and general	8,975	19,342	34,148	96,076
Total operating expenses	249,940	174,318	550,162	504,062
Loss before other income	-189,004	-33,953	-273,360	-233,082
Other income				
Foreign exchange gain	100,750	-4,681	134,860	-8,627
Loss before income taxes	-88,254	-38,634	-138,500	-241,709
Recovery of income taxes	-26,249	0	-26,249	-101,257
Net loss	-62,005	-38,634	-112,251	-140,452
Other comprehensive income (loss)				
Foreign exchange adjustment	49,306	17,816	140,656	-112,067
Comprehensive income (loss)	-12,699	-20,818	28,405	-252,519
Basic loss per share	\$0.00	\$0.00	\$0.00	\$0.00
Diluted loss per share	\$0.00	\$0.00	\$0.00	\$0.00
Weighted average number of shares outstanding - basic	34,296,641	34,296,641	34,296,641	34,296,641
Weighted average number of shares outstanding - diluted	34,296,641	34,296,641	34,296,641	34,296,641

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

**NOVUS ROBOTICS INC.**

## Consolidated Statements of Cash Flows

(Unaudited)

For the Six Months Ended June 30,	2025	2024
<b>Cash flow from operating activities</b>		
Net loss	\$ (112,251)	\$ (140,452)
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Depreciation of fixed and right of use assets	62,580	65,537
	(49,671)	(74,915)
<b>Changes in operating assets and liabilities</b>		
Decrease (increase) in accounts receivable	726,035	1,261,863
Decrease (increase) in inventory	50,020	(1,421,234)
Decrease (increase) in prepaid expenses	(1,561)	25,551
Decrease (increase) in security deposits	(501)	336
Increase (decrease) in accounts payable and accrued expense	(85,781)	(189,636)
Increase (decrease) in customer deposits	(629,554)	216,873
Increase (decrease) in warranty payable	(2,592)	(7,810)
Increase (decrease) in taxes recoverable/payable	88,784	35,369
Increase (decrease) in operating lease liability	(63,918)	(68,145)
Net cash provided by operating activities	31,261	(221,748)
<b>Cash Flow from investing activity</b>		
Purchase of fixed assets	-	(1,209)
Net cash used in investing activity	-	(1,209)
<b>Cash Flow from financing activity</b>		
Capital lease liability, net of repayment	-	-
Net cash used in financing activity	-	-
<b>Effect of foreign exchange rate on changes in cash</b>	5,953	(101,200)
<b>Change in cash</b>	37,214	(324,157)
<b>Cash, beginning of period</b>	1,413,132	1,700,891
<b>Cash, end of period</b>	\$ 1,450,346	\$ 1,376,734

**Non-monetary transaction**

Common shares retired in exchange for fixed assets	\$	\$
	-	-

### Supplemental Disclosure of cash flow information

Cash paid for during the period:

Interest paid	\$	-	\$	-
Taxes paid (recovered)	\$	-	\$	-
	(26,249)	-	(101,257)	-

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

### NOVUS ROBOTICS INC.

Consolidated Statements of Stockholders' Equity

For The Period Ended June 30, 2025

(Unaudited)

	Preferred Stock Series A		Preferred Stock Series B		Common Stock		Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total
	Shares	Amount	Shares	Amount	Shares	Amount				
<b>Balance, December 31, 2023</b>	-	\$ -	1,000,000	\$ 1,000	34,296,641	\$ 34,296	-	\$ 2,139,768	\$ (617,492)	\$ 1,557,572
Effect of foreign exchange rates	-	\$ -	-	\$ -	-	\$ -	\$ -	\$ -	\$ (129,883)	(129,882)
Net loss	-	\$ -	-	\$ -	-	\$ -	\$ -	(101,818)	\$ -	(101,818)
<b>Balance, June 30, 2024</b>	-	\$ -	1,000,000	\$ 1,000	34,296,641	\$ 34,296	\$ -	\$ 2,037,950	\$ (747,375)	\$ 1,325,872
Effect of foreign exchange rates	-	\$ -	-	\$ -	-	\$ -	\$ -	\$ -	\$ (30,559)	(30,559)
Net loss	-	\$ -	-	\$ -	-	\$ -	\$ -	(141,202)	\$ -	(141,202)
<b>Balance, December 31, 2024</b>	-	\$ -	1,000,000	\$ 1,000	34,296,641	\$ 34,296	\$ -	\$ 1,896,748	\$ (777,934)	\$ 1,154,109
Effect of foreign exchange rates	-	\$ -	-	\$ -	-	\$ -	\$ -	\$ -	\$ 140,656	140,656
Net earnings	-	\$ -	-	\$ -	-	\$ -	\$ -	(112,251)	\$ -	(112,251)
<b>Balance, June 30, 2025</b>	-	\$ -	1,000,000	\$ 1,000	34,296,641	\$ 34,296	\$ -	\$ 1,784,497	\$ (637,278)	\$ 1,182,515

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

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**1. Basis of Presentation and Continuance**

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Novus Robotics Inc. (“Novus” or “the Company”), formerly known as Ecoland International Inc. (“Ecoland”), a Nevada corporation, was incorporated on June 24, 2005, under the name Guano Distributors, Inc. for the purpose of selling Dry-Bar Cave bat guano. On June 28, 2006, the articles of incorporation were amended to change its name to Ecoland. On March 13, 2012, the articles of incorporation were amended to change the Company’s name to Novus. The Company carries on business in one segment, being the engineering, design and the manufacturing of automated tube processing solutions for the automotive industry.

**2. SIGNIFICANT ACCOUNTING POLICIES**

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**Basis of presentation**

These interim consolidated financial statements and related notes are presented in accordance with accounting principles generally accepted in the United States and are expressed in US dollars. The functional currency of Novus is the Canadian Dollar.

The interim consolidated financial information furnished herein reflects all adjustments, which, in the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair statement of results in accordance with General Accepted Accounting Principles in the United States (“U.S. GAAP”), have been included and properly prepared within reasonable limits of materiality and within the framework of the significant accounting policies summarized below. The interim consolidated financial information should be read in conjunction with the Company’s latest quarterly report on Form 10-Q.

**Principles of Consolidation**

The interim consolidated financial statements include the accounts and operations of Novus and its wholly owned subsidiaries D&R Technologies Inc. and D&R Tooling Inc. All inter-company accounts and transactions have been eliminated on consolidation.

**Use of Estimates**

The preparation of interim consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the interim consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Financial statement items subject to significant judgment include expense accruals, as well as income taxes and loss contingencies. Actual results could differ from those estimates.

The areas which require management to make significant judgments, estimates and assumptions in determining carrying values include, but are not limited to:

*Assets’ carrying values and impairment charges*

Assets, including property and equipment and inventory, are reviewed for impairment whenever events or changes in circumstances indicate that their carrying amount exceeds their recoverable amounts. In the determination of carrying values and impairment charges, management looks at the higher of recoverable amount or fair value less costs to sell in the case of assets and at objective evidence, significant or prolonged decline of fair value on financial assets indicating impairment. These determinations and their individual assumptions require that management make a decision based on the best available information at each reporting period.

## NOVUS ROBOTICS INC.

### Notes to Interim Consolidated Financial Statements

June 30, 2025

(Unaudited)

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## 2. SIGNIFICANT ACCOUNTING POLICIES - continued

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### *Income taxes and recoverability of potential deferred tax assets*

In assessing the probability of realizing income tax assets recognized, management makes estimates related to expectations of future taxable income, 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 the application of existing tax laws in each jurisdiction. The Company considers whether relevant tax planning opportunities are within the Company's control, are feasible, and are within management's ability to implement. Examination by applicable tax authorities is supported based on individual facts and circumstances of the relevant tax position examined in light of all available evidence. Where applicable tax laws and regulations are either unclear or subject to ongoing varying interpretations, it is reasonably possible that changes in these estimates 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 tax assets. The Company reassesses unrecognized income tax assets at each reporting period.

### *Warranty provision*

In assessing the warranty provision, management makes estimates related to expectations of the future repair cost needed to service new seat frame sales under its one-year warranty term. These determinations and their individual assumptions require that management make a decision based on the best available information at each reporting period.

### **Long-lived Assets**

In accordance with the Financial Accounting Standards Board ("FASB") ASC No. 360, "Property, Plant and Equipment", the carrying value of intangible assets and other long-lived assets is reviewed on a regular basis for the existence of facts or circumstances that may suggest impairment. The Company recognizes impairment when the sum of the expected undiscounted future cash flows is less than the carrying amount of the asset. Impairment losses, if any, are measured as the excess of the carrying amount of the asset over its estimated fair value.

### **Regulatory Matters**

The Company is subject to a variety of federal, provincial and state regulations governing land use, health, safety and environmental matters. The Company's management believes it has been in substantial compliance with all such regulations.

### **Cash and Cash Equivalents**

The Company considers all highly liquid instruments with maturities of three months or less at the time of issuance to be cash equivalents. On June 30, 2025, the Company had no cash equivalents. The Company maintains its cash in bank deposit accounts which may exceed federally insured limits. As of June 30, 2025, the Company's accounts are insured for \$100,000 CDN by Canadian Deposit Insurance Corporation for Canadian bank deposits and are insured for \$250,000 by FDIC for US bank deposits.

## NOVUS ROBOTICS INC.

### Notes to Interim Consolidated Financial Statements

June 30, 2025

(Unaudited)

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## 2. SIGNIFICANT ACCOUNTING POLICIES - continued

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### Allowance for Doubtful Accounts

The Company extends credit to customers in the normal course of business. The allowance for doubtful accounts represents the Company's best estimate of the amount of probable credit losses in the Company's existing accounts receivable. The Company determines the allowance based on specific customer information, historical write-off experience and current industry and economic data. Account balances are charged off against the allowance when the Company believes it is probable the receivable will not be recovered. Management believes that there are no concentrations of credit risk for which an allowance has not been established. Although management believes that the allowance is adequate, it is possible that the estimated amount of cash collections with respect to accounts receivable could change. As of June 30, 2025, the Company has not deemed any accounts uncollectible.

### Inventory

Inventory is stated at the lower of cost or market using the first-in, first-out ("FIFO") method. Cost of work in progress and finished goods includes raw materials, direct labor, and indirect manufacturing costs. The Company's inventory balance on June 30, 2025, and December 31, 2024, was comprised of work-in-progress. This policy requires D&R to make estimates regarding the market value of our inventory, including an assessment of excess or obsolete inventory. The Company determines excess and obsolete inventory based on an estimate of the future demand and estimated selling prices for its products.

### Fixed Assets

Fixed assets are stated at cost. Depreciation is recorded on a straight-line basis reflective of the useful lives of the assets. Expenditure for maintenance and repairs are charged to operations when incurred, while additions and betterments are capitalized. When assets are retired or disposed, the asset's original cost and related accumulated depreciation are eliminated from accounts, and any gain or loss is reflected in income.

	Estimated Useful Life
Office equipment	5 years
Computer equipment	5 years
Delivery trucks	5 years
Shop and Machinery equipment	5 to 10 years

### Foreign Currency Translation

Gains and losses arising upon settlement of foreign currency denominated transactions or balances are included in the determination of income. The Company's functional currency is the Canadian dollar. Transactions in foreign currency are translated into Canadian dollars then translated into U.S. dollars for reporting in accordance with the ASC 830-30 as follows:

- For assets and liabilities, the exchange rate on the balance sheet date shall be used.
- For revenues, expenses, gains, and losses, the exchange rate at the dates on which those elements are recognized shall be used.

Translation adjustments are included in the accumulated other comprehensive income (loss), a separate component of shareholders' equity.

**Notes to Interim Consolidated Financial Statements**

June 30, 2025

(Unaudited)

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**2. SIGNIFICANT ACCOUNTING POLICIES - continued**

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**Financial Instruments**

The carrying values of the Company's financial instruments, which comprise cash, accounts receivable, accounts payable, payroll liabilities, loan payable, taxes payable and due to officers/shareholders, approximate their fair values due to the immediate or short-term maturity of these instruments. Currently, the Company does not use derivative instruments to reduce its exposure to foreign currency risk.

**Fair Value Measurements**

The authoritative guidance for fair values establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. Level 1, defined as observable inputs such as quoted prices in active markets; Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions.

**Income Taxes**

Potential benefits of income tax losses are not recognized in the accounts until realization is more likely than not. The Company has adopted ASC 740, "Accounting for Income Taxes," as of its inception. Pursuant to ASC 740, the Company is required to compute tax asset benefits for net operating losses carried forward. The potential benefits of net operating losses have not been recognized in these financial statements because the Company cannot be assured it is more likely than not it will be able to utilize the net operating losses carried forward in future years. The Company had no loss carry forwards at the end of June 30, 2025, period.

Recorded in other (income) and expenses are monies recovered relating to non-refundable, federal government Scientific Research & Experimental Development ("SR&ED") tax credits. Due to the uncertain nature of these expenditures, the Company does not record any amount until such time as the deduction is approved by Canadian provincial and federal governments. No SRED credits had been applied for in the current fiscal year or remained uncollected on June 30, 2025.

**Advertising Costs**

Advertising costs are expensed as incurred. No advertising costs have been incurred by the Company to date.

**Revenue Recognition**

The Company recognizes revenue in accordance with ASC 606, "Revenue from Contracts with Customers" ("ASC 606"). In accordance with ASC 606, Novus applies the following methodology to recognize revenue:

- i. Identify the contract with a customer.
- ii. Identify the performance obligations in the contract.

iii. Determine the transaction price.

iv. Allocate the transaction price to the performance obligations in the contract.

v. Recognize revenue when (or as) the entity satisfies a performance obligation.

## NOVUS ROBOTICS INC.

### Notes to Interim Consolidated Financial Statements

June 30, 2025

(Unaudited)

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## 2. SIGNIFICANT ACCOUNTING POLICIES - continued

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### Revenue Recognition - continued

Accordingly, the Company recognizes specific components of revenue as described below:

1. **Seat Frames and tooling** – Performance obligation to deliver system. Recognition of revenue at a point in time, given recognition overtime criteria not met pursuant to 606-10-25-24. Final transfer of control passed to customer upon installation, training, and final acceptance. Progress invoicing to the customer is recorded as deferred revenue. When the projects are installed and accepted by the customer the final invoice is issued, and all deferred revenue is recognized along with the related work in process costs for the project. Systems generally take 20-28 weeks to design, manufacture, assemble, and then ship to our various customers. As of June 30, 2025, and December 31, 2024, customer deposits were \$2,588,293 and \$3,217,847, respectively.
2. **Spare parts** – Performance obligation to deliver “x” parts. recognized over time, as products are made/shipped. Typically, there is not a large volume of parts (recently), thus contract price allocated to performance obligations (ratable parts) as shipped.
3. **Service** – “Right to invoice” practical expedient pursuant to 606-10-55-18, billed at hourly rates plus parts.

D&R provides standard warranties for its product from the date of shipment. Estimated warranty obligations are recorded at the time of sale and amortized over a one-year warranty period. As of June 30, 2025, and December 31, 2024, warranty liability was \$22,463 and \$25,055, respectively.

### Earnings per Common Share

Net income per share is provided in accordance with ASC 260-10, “Earnings per Share”. We present basic income per share (“EPS”) and diluted EPS the face of the statement of operations. Basic EPS is computed by dividing reported net income (loss) applicable to common shareholders by the weighted average number of common shares outstanding during the period. Except where the result would be anti-diluted to income from continuing operations, diluted earnings per share would be computed assuming the conversion of the convertible long-term debt and the elimination of the related interest expense, and the exercise of stock warrants. Income per common share has been computed using the weighted average number of common shares outstanding during the year. No dilutive instruments were outstanding as of June 30, 2025, and December 31, 2024.

### Comprehensive Income

The Company has adopted ASC 220, "Comprehensive Income," which establishes standards for reporting and the display of comprehensive income, its components and accumulated balances. Comprehensive income (loss) is defined to include all changes in equity except those resulting from investments by owners or distributions to owners. Among other disclosures, ASC 220 requires that all items that are required to be recognized under the current accounting standards as a component of comprehensive income be reported in a financial statement that is displayed with the same prominence as other financial statements. Comprehensive income (loss) is displayed in the balance sheet as a component of shareholders' equity.

#### **Government assistance**

The Company makes periodic applications for financial assistance under government incentive programs. Government assistance received for current expenses is included in the determination of net income (loss) in the year received.

### **NOVUS ROBOTICS INC.**

#### **Notes to Interim Consolidated Financial Statements**

June 30, 2025

(Unaudited)

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## **2. SIGNIFICANT ACCOUNTING POLICIES - continued**

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### **Leases**

The Company applies Accounting Standards Updated ("ASU") No. 2016-02, Leases (Topic 842) ("ASU 2016-02" or "ASC 842") to account for its leases. At the inception of an arrangement, the Company determines whether the arrangement is or contains a lease based on the unique facts and circumstances present in the arrangement. Leases with a term greater than one year are recognized on the balance sheet as right-of-use assets and current and non-current lease liabilities, as applicable.

Operating lease liabilities and their corresponding right-of-use assets are initially recorded based on the present value of lease payments over the expected remaining lease term. Certain adjustments to the right-of-use asset may be required for items such as incentives received. The interest rate implicit in lease contracts is typically not readily determinable. As a result, the Company utilizes its incremental borrowing rate to discount lease payments, which reflects the fixed rate at which the Company could borrow on a collateralized basis the amount of the lease payments in the same currency, for a similar term, in a similar economic environment. The Company adjusts the right-of-use assets for straight-line rent expense, or any incentives received and remeasure the lease liability at the net present value using the same incremental borrowing rate that was in effect as of the lease commencement date. The Company typically only includes an initial lease term in its assessment of a lease arrangement. When Novus has the option to extend a lease, management uses its judgement to determine whether or not an option would be reasonably certain to be exercised. Management considers all the facts and circumstances including their past practice and any cost that will be incurred to change the asset if an option to extend is not taken, to help them determine the lease term.

Assumptions made by the Company at the commencement date are re-evaluated upon the occurrence of certain events, including a lease modification. A lease modification results in a separate contract when the modification grants the lessee an additional right of use not included in the original lease and when lease payments increase commensurate with the standalone price for the additional right of use. When a lease modification results in a separate contract, it is accounted for in the same manner as a new lease.

### **Recent Accounting Pronouncements**

The Company evaluated the following recent accounting updates and are evaluating the potential impact upon adoption:

- ASU 2024-02 related to investments – equity method and joint ventures

## NOVUS ROBOTICS INC.

### Notes to Interim Consolidated Financial Statements

June 30, 2025

(Unaudited)

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#### . FIXED ASSETS

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Fixed assets are comprised of the following:

	June 30, 2025	December 31, 2024
Office equipment	\$ 8,528	\$ 8,086
Computer equipment	299,221	283,707
Delivery trucks	19,496	19,111
Shop and machinery equipment	456,281	432,625
Right-of-use asset	364,465	345,569
Accumulated depreciation	(928,878)	(935,219)
Total fixed assets	\$ 219,113	\$ 153,880

Depreciation expense for the quarter ended June 30, 2025, was \$1,849 (2024 - \$2,450). Right-of-use asset depreciation expense relating to the office lease for the quarter ended June 30, 2025, was \$31,011 (2024 - \$29,839), included in occupancy costs.

#### 4. LEASE LIABILITIES

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The Company leases premises totaling 18,000 square feet with monthly lease payments of \$10,627 in year one, \$11,386 in year two, and \$12,145 in year three plus HST and property tax to the lease expiration date on July 31, 2025. The Company has adopted ASC 842 – Lease Accounting which requires previously categorized operating leases to be recorded in the balance sheet at the inception of the lease effective August 1, 2022. Novus has reflected these remaining lease payments as a liability on the balance sheet accordingly. Right-of-use assets related to leased properties that do not meet the definition of an investment property are presented as property and equipment (see note 3).

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June 30,

December 31,

	2025	2024
Beginning lease liabilities	\$ 75,438	\$ 212,908
Accrued interest on lease liabilities	1,399	7,733
Lease payments during the year	(69,442)	(127,991)
Effect of foreign exchange rates	(4,125)	(17,212)
Ending lease liabilities	11,520	75,438
Current	11,520	75,438
Non-current	-	-
Total lease liabilities	\$ 11,520	\$ 75,438

## NOVUS ROBOTICS INC.

### Notes to Interim Consolidated Financial Statements

June 30, 2025

(Unaudited)

## 5. COMMON AND PREFERRED STOCK

Each share of Series A Preferred Stock is convertible on a one-for-one basis into common stock, has all of the voting rights that the holders of the common shares and has the ability to elect three directors.

The Series B Preferred Stock (Series B') has voting rights whose holders must vote together with the common stock. Each Series B share has the same number of votes equal to 5,000 common shares and in the event of a stock split, share dividend or otherwise for the common shares will retain this voting proportion.

## 6. RELATED PARTY TRANSACTION

Novus paid to a company owned by the President consulting fees for the quarter ended and six months ended June 30, 2025, in the amount of \$46,969 (2024 - \$43,848) and \$93,867 (2024 - \$95,753). The consulting fees were agreed upon after discussion between Novus and Mr. Paolucci.

Novus also paid to a company owned by the Chief Executive Officer consulting fees for the quarter ended and six months ended June 30, 2025, in the amount of \$46,969 (2024 - \$43,848) and \$93,867 (2024 - \$84,631). The consulting fees were agreed upon after discussion between Novus and Mr. Karanovic.

## **7. OTHER COMMITMENTS AND CONTINGENCIES**

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D&R Technology failed to comply with Section 5 of the Securities Act of 1933 regarding registration of its common shares issued to shareholders of D Mecatronics in connection with its spin-off of D&R Technology in 2011. In management's opinion, any legal liability with this failure to comply has been deemed remote.

All events were evaluated from the period end through date of filing, noting nothing is required for disclosure.