

Boardwalktech Software Corp.
Condensed Interim Consolidated Financial Statements
As at and for the three and nine months ended December 31, 2025

Stated in United States dollars
(Unaudited)

Notice of No Auditor Review of Condensed Interim Consolidated Financial Statements

In accordance with National Instrument 51-102 released by the Canadian Securities Administrators, the Company discloses that its auditors have not reviewed these unaudited condensed interim consolidated financial statements as at and for the three and nine months ended December 31, 2025.

Boardwalktech Software Corp.

Condensed Interim Consolidated Statements of Financial Position

(United States dollars)

(Unaudited)

As at	December 31 2025	March 31 2025
ASSETS		
Current assets		
Cash	92,286	358,510
Trade and other receivables (Note 3)	443,654	600,073
Prepaid expenses and deposits	177,796	222,042
Total current assets	713,736	1,180,625
Non-current assets		
Property and equipment	3,182	4,271
Right-of-use assets (Note 4)	262,506	491,857
Total assets	979,424	1,676,753
LIABILITIES and SHAREHOLDERS' DEFICIENCY		
Current liabilities		
Accounts payable and accrued liabilities (Note 5)	1,219,052	912,985
Credit facility (Note 6)	2,529,448	2,622,017
Deferred compensation (Note 11)	745,887	177,762
Deferred revenue (Note 7)	783,413	707,415
Current portion of lease liabilities (Note 8)	359,673	353,167
Total current liabilities	5,637,473	4,773,346
Non-current liabilities		
Lease liabilities (Note 8)	—	267,816
Total liabilities	5,637,473	5,041,162
Shareholders' deficit		
Share capital (Note 13)	44,965,496	44,582,334
Contributed surplus	7,647,211	7,426,200
Accumulated other comprehensive loss	(3,796)	(11,059)
Deficit	(57,215,633)	(55,319,120)
Total deficit attributed to shareholders	(4,606,722)	(3,321,645)
Non-controlling interest (Note 2)	(51,327)	(42,764)
Total shareholders' deficit	(4,658,049)	(3,364,409)
Total liabilities and shareholders' deficit	979,424	1,676,753

Going concern (Note 1)

Subsequent event (Note 18)

Approved by the Board of Directors:

(signed) "Andrew T. Duncan"
Director

(signed) "Steve Bennet"
Director

Boardwalktech Software Corp.

Condensed Interim Consolidated Statements of Loss and Comprehensive Loss

(United States dollars)

(Unaudited)

	For the three months ended December 31		For the nine months ended December 31	
	2025	2024	2025	2024
Revenue (Note 9)	968,082	1,292,348	2,835,525	3,819,212
Cost of sales	126,986	150,167	404,985	446,087
Gross margin	841,096	1,142,181	2,430,540	3,373,125
Expenses				
Salaries, wages and benefits	632,550	1,050,960	2,313,686	3,311,531
Share-based payments (Note 14)	26,922	116,638	97,538	489,854
General and administration (Note 10)	72,789	98,633	277,592	343,813
Professional fees	88,765	108,044	294,731	405,969
Consulting	84,198	140,302	204,775	339,782
Deferred compensation (Note 11)	195,098	31,832	570,875	31,832
Depreciation (Note 4)	76,095	77,370	229,074	232,552
Total expenses	1,176,417	1,623,779	3,988,271	5,155,333
Operating loss before other expenses	(335,321)	(481,598)	(1,557,731)	(1,782,208)
Credit facility interest and fee amortization (Note 6)	(89,657)	(89,533)	(276,728)	(268,849)
Imputed lease interest (Note 8)	(10,518)	(18,912)	(38,121)	(62,483)
Other interest	—	—	(32,496)	—
Loss for the period	(435,496)	(590,043)	(1,905,076)	(2,113,540)
Other comprehensive income (loss)				
Items that may be reclassified to profit or loss				
Exchange differences on translation of subsidiaries	491	626	7,263	46,778
Comprehensive loss for the period	(435,005)	(589,417)	(1,897,813)	(2,066,762)
Loss attributable to:				
Non-controlling interest	(1,812)	—	(8,563)	—
Boardwalktech Software Corp. shareholders	(433,684)	(590,043)	(1,896,513)	(2,113,540)
	(435,496)	(590,043)	(1,905,076)	(2,113,540)
Comprehensive loss attributable to:				
Non-controlling interest	(1,801)	—	(8,419)	—
Boardwalktech Software Corp. shareholders	(433,204)	(589,417)	(1,889,394)	(2,066,762)
	(435,005)	(589,417)	(1,897,813)	(2,066,762)
Loss per share (Note 15)				
Basic and diluted	(0.01)	(0.01)	(0.03)	(0.04)

Boardwalktech Software Corp.

Condensed Interim Consolidated Statements of Changes in Shareholders' Deficit

(United States dollars)

(Unaudited)

	Share Capital	Contributed Surplus	Accumulated Other Comprehensive Income (Loss)	Deficit	Non-controlling Interest	Total
Balance, March 31, 2025	44,582,334	7,426,200	(11,059)	(55,319,120)	(42,764)	(3,364,409)
Unit private placement (Note 12)	441,586	117,083	—	—	—	558,669
Share issue costs (Note 12)	(58,424)	6,390	—	—	—	(52,034)
Share-based payments (Note 14)	—	97,538	—	—	—	97,538
Net loss	—	—	—	(1,896,513)	(8,563)	(1,905,076)
Exchange differences on translation of subsidiaries	—	—	7,263	—	—	7,263
Balance, December 31, 2025	44,965,496	7,647,211	(3,796)	(57,215,633)	(51,327)	(4,658,049)

	Share Capital	Contributed Surplus	Accumulated Other Comprehensive Income (Loss)	Deficit	Non-controlling Interest	Total
Balance, March 31, 2024	43,871,564	6,716,856	(56,496)	(52,121,627)	(479)	(1,590,182)
Warrant issuance	—	15,000	—	—	—	15,000
Share-based payments (Note 14)	—	489,854	—	—	—	489,854
Net loss	—	—	—	(2,113,540)	—	(2,113,540)
Exchange differences on translation of subsidiaries	—	—	46,778	—	—	46,778
Balance, December 31, 2024	43,871,564	7,221,710	(9,718)	(54,235,167)	(479)	(3,152,090)

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

Boardwalktech Software Corp.

Condensed Interim Consolidated Statements of Cash Flows

(United States dollars)

(Unaudited)

For the nine months ended December 31	2025	2024
Cash provided by (used in) the following activities:		
Operating activities		
Net loss for the period	(1,905,076)	(2,113,540)
Depreciation (Note 4)	229,074	232,552
Share-based payments (Notes 14)	97,538	489,854
Credit facility interest and fee amortization (Note 6)	276,728	268,849
Imputed lease interest (Note 8)	38,121	62,483
Unrealized foreign exchange	7,633	47,205
Changes in non-cash working capital:		
Trade and other receivables	193,189	(69,210)
Prepaid expenses and deposits	44,246	72,190
Accounts payable and accrued liabilities	281,227	74,187
Deferred revenue	75,998	(793,757)
Deferred compensation	570,875	(209,475)
Cash flows used in operating activities	(90,447)	(1,938,662)
Financing activities		
Credit facility proceeds (Note 6)	1,574,014	2,614,958
Credit facility repayments (Note 6)	(1,713,700)	(2,225,520)
Credit facility interest paid (Note 6)	(197,115)	(196,556)
Lease payments (Note 8)	(298,120)	(290,252)
Proceeds from unit private placements (Note 12)	511,493	—
Share issuance costs (Note 12)	(52,034)	—
Cash flows from (used in) financing activities	(175,462)	(97,370)
Change in cash	(265,909)	(2,036,032)
Foreign exchange effect on cash held in foreign currencies	(315)	(378)
Cash, beginning of period	358,510	2,231,652
Cash, end of period	92,286	195,242
Taxes paid	—	21,313

Boardwalktech Software Corp.

Notes to Condensed Interim Consolidated Financial Statements

For the three and nine months ended December 31, 2025

(United States dollars unless otherwise disclosed)

(Unaudited)

1. Description of Business

Boardwalktech Software Corp. ("Boardwalk" or the "Company") was originally incorporated pursuant to the Business Corporations Act of Alberta. The Company operates from locations in the United States and India and provides enterprise software-as-a-service ("SaaS") to global customers. Boardwalk is a publicly traded company whose shares are listed on the TSX Venture Exchange under the symbol BWLK and on the OTCQB under the symbol BWLKF. The address of the Company's corporate and registered office is 10050 N Wolfe Road, Cupertino, CA, 95014 USA.

Boardwalktech designs and licenses industry-leading enterprise software solutions based upon its unique patented digital ledger technology. The Company has over 40 employees and full-time contractors at its Cupertino, California headquarters and its wholly owned subsidiary in Mumbai, India. Through its extensive data management/database technology expertise, Boardwalktech was first to market in 2005 with a proprietary and patented positional, cell data management technology (aka "digital ledger") - what we call "transaction chaining"- which addresses the digital transformation issues companies face when working with multiple parties and exchanging information in real-time. The Company's solutions resolve two enterprise business problems: (1) connecting multiple users in the enterprise value chain to improve planning and results, and (2) the alignment of data from various/multiple enterprise systems of record used in planning and information exchange processes. Boardwalk's unique technology allows multiple users secure simultaneous access to the same data in a relational database environment which supports concurrent access to record objects while being edited. Another key enterprise problem that is solved with Boardwalk's technology is the chaining of transactions in a database to support provenance and immutable versioning and change management/change history. Concurrent with the Company's initial go-to-market activities, a patent was filed to protect the IP associated with versioned sharing, consolidating, and reporting enterprise information. Also, in 2014 the Company applied for a patent to protect the IP associated with cell-based data management and this patent was issued in September 2018 which coincides with an existing patent issued July 2005 for managing time-based data at the cell or atomic unit level. Boardwalk's revenue comes primarily from new and recurring license subscription agreements, maintenance, and service contracts. Boardwalk's customers include over 20 companies in the Global 1000 / Fortune 500.

Going Concern

These unaudited condensed interim consolidated financial statements have been prepared on a going concern basis, which implies the Company will continue to realize its assets and discharge its liabilities in the normal course of business. During the nine months ended December 31, 2025, the Company generated a loss of \$1,905,076 and reported \$90,447 of cash flows used by operating activities. As of December 31, 2025, the Company had an accumulated deficit of \$57,215,633 and a working capital deficit of \$4,923,737. These conditions indicate the existence of material uncertainty which may cast significant doubt on the Corporation's ability to continue as a going concern. The Company's ability to continue as a going concern is dependent upon its ability to achieve and maintain profitable operations and to generate funds therefrom and to continue to raise equity or debt financing sufficient to meet current and future obligations.

Management has been proactive in seeking sources of funding to continue to advance operations. There can be no assurance that such financing will be available on a timely basis under terms acceptable to the Company.

If the going concern assumption is not appropriate, adjustments may be necessary to the carrying amounts and the classification of the Corporation's assets and liabilities. The accompanying unaudited condensed interim consolidated financial statements do not include any adjustments that may result if the Corporation is unable to continue as a going concern, and such adjustments could be material.

2. Basis of Presentation

Statement of compliance

These unaudited condensed interim consolidated financial statements have been prepared in accordance with IFRS® Accounting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB") in effect at April 1, 2025 and adhere to the guidance of International Accounting Standard 34 – Interim Financial Reporting. Certain information and disclosures included in the March 31, 2025 audited consolidated financial statements, prepared in accordance with IFRS, have been condensed or omitted. The Company has consistently applied the same accounting policies throughout all periods presented. These unaudited condensed interim consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto for the year ended March 31, 2025.

These unaudited condensed interim consolidated financial statements were authorized for issue in accordance with a resolution of the Board of Directors on February 26, 2026.

Boardwalktech Software Corp.

Notes to Condensed Interim Consolidated Financial Statements

For the three and nine months ended December 31, 2025

(United States dollars unless otherwise disclosed)

(Unaudited)

Consolidation

These unaudited condensed interim consolidated financial statements include the accounts of the following entities:

Name of entity	Principle activity	Place of business and operations	Legal ownership
Boardwalk	Legal parent	Canada	–
Boardwalktech, Inc. ("Boardwalktech")	Accounting parent and operating company	United States	100% owned by Boardwalk
Boardwalktech Solutions Private Limited ("BWSPL")	Research and development company	India	98% owned by Boardwalktech

Functional and presentation currency

The functional currency of Boardwalk is the Canadian dollar ("CAD"), the functional currency of Boardwalktech is the United States dollar ("USD") and the functional currency of BWSPL is the Indian Rupee ("INR"). The presentation currency of the Company is the USD.

3. Trade and Other Receivables

The Company's trade and other receivables are exposed to the risk of financial loss if the counterparty fails to meet its contractual obligations. Trade and other receivables credit exposure is minimized by entering into transactions with creditworthy counterparties and monitoring the age and balances outstanding on an ongoing basis. Most of the Company's credit exposures are with counterparties in the consulting and technology industries and are subject to normal industry credit risk. Payment terms with customers are 30 days from invoice date.

The Company's maximum exposure to credit risk at December 31, 2025 is in respect of \$443,654 (March 31, 2025 – \$600,073) of trade and other receivables. The Company's trade and other receivables consist of:

	December 31 2025	March 31 2025
Trade receivables for professional services	32,049	155,880
Receivables from contracts with customers	374,835	444,193
Share subscription receivable (Note 12(a)) collected in January 2026	36,770	–
	443,654	600,073

As of December 31, 2025, four customers accounted for 90% of trade and other receivables (March 31, 2025 – four customers; 70%), each with balances greater than 10%.

The Company's trade and other receivables are aged as follows:

	December 31 2025	March 31 2025
Current 0 to 30 days	307,884	586,993
Past due 31 to 89 days	24,000	–
Past due for greater than 90 days	111,770	13,080
	443,654	600,073

As at December 31, 2025, the Company evaluated the collectability of trade and other receivables and lifetime expected credit losses and recognized \$15,000 (March 31, 2025 – \$15,000) provision for expected credit losses. The assessment of expected credit losses due to doubts of collectability resulted in no change to the allowance for credit losses.

4. Right-Of-Use Assets

The Company has recognized right-of-use ("ROU") assets and corresponding lease liabilities (Note 8) related to office premises. The ROU assets are depreciated on a straight-line basis over the term of the related lease.

	United States	India	Total
Carrying amount, March 31, 2025	453,790	38,067	491,857
Depreciation	(204,210)	(23,955)	(228,165)
Foreign exchange translation	–	(1,186)	(1,186)

Boardwalktech Software Corp.

Notes to Condensed Interim Consolidated Financial Statements

For the three and nine months ended December 31, 2025

(United States dollars unless otherwise disclosed)

(Unaudited)

Carrying amount, December 31, 2025	249,580	12,926	262,506
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During the nine months ended December 31, 2025, the Company recognized \$229,074 of depreciation expense comprised of \$228,165 for ROU assets and \$909 for property and equipment (nine months ended December 31, 2024 – \$232,552 of depreciation expense comprised of \$229,144 for ROU assets and \$3,408 for property and equipment).

5. Accounts Payable and Accrued Liabilities

	December 31 2025	March 31 2025
Accounts payable (United States)	1,021,367	617,807
Accounts payable (India)	162,092	204,083
Total accounts payable	1,183,459	821,890
Accrued liabilities (United States)	35,593	91,095
	1,219,052	912,985

6. Credit Facility

On March 28, 2024, the Company secured a three-year \$4 million credit facility with Celtic Bank, for which the available amount is based 60% of trailing 12-month annual recurring revenue. The credit facility matures on March 27, 2027, at which time the principal amount plus any unpaid interest is due in full and requires interest-only payments during the initial three-year term at an interest rate based on The Wall Street Journal Prime rate (December 31, 2025 – 6.75%; March 31, 2025 – 7.5%) plus 4%. In connection with the credit facility, the Company paid \$187,441 of fees which have been net against the credit proceeds and will be amortized over the term of the credit facility.

Principal amount outstanding	2,746,407
Unamortized credit facility fees	(124,390)
Balance, March 31, 2025	2,622,017
Advances	1,574,014
Repayments	(1,713,700)
Amortization of credit facility fees	47,117
Balance, December 31, 2025	2,529,448

The credit facility agreement contains a liquidity covenant requiring the Company maintain “gross working capital” of at least \$500,000 at all times, measured quarterly. Gross working capital, for the purposes of the financial covenant, is defined as the sum of (1) cash on hand plus (2) the borrowing base less the outstanding principal balance of the loan. The financial covenant was not met as of December 31, 2025.

During the nine months ended December 31, 2025, the Company recognized \$229,611 (nine months ended December 31, 2024 – \$221,218) of interest expense on the credit facility of which \$197,115 (nine months ended December 31, 2024 – \$196,556) was paid.

On January 22, 2026, the Company and Celtic agreed to the following amendments to the credit facility:

- A decrease in the liquidity covenant from \$500,000 to \$100,000 from January 31, 2026 to May 31, 2026;
- An over advance up to \$250,000 above the borrowing base until May 31, 2026. And
- A back-end payment of \$100,000 due upon maturity of the loan

7. Deferred Revenue

Balance, March 31, 2025	707,415
Invoiced in the year, excluding amount recognized directly in revenue	2,502,019
Amount recognized as revenue	(2,426,021)
Balance, December 31, 2025	783,413

8. Lease Liabilities

The Company incurs lease payments related to office premises.

Boardwalktech Software Corp.

Notes to Condensed Interim Consolidated Financial Statements

For the three and nine months ended December 31, 2025

(United States dollars unless otherwise disclosed)

(Unaudited)

	United States	India	Total
Balance, March 31, 2025	578,821	42,162	620,983
Imputed interest	35,915	2,206	38,121
Lease payments	(268,844)	(29,276)	(298,120)
Foreign currency translation	—	(1,311)	(1,311)
Balance, December 31, 2025	345,892	13,781	359,673

The current and non-current portions of lease liabilities are as follows:

	United States	India	Total
Balance, December 31, 2025	345,892	13,781	359,673
Current portion	(345,892)	(13,781)	(359,673)
Non-current portion	—	—	—

As of December 31, 2025, the annual future undiscounted lease payments under the office lease agreements are as follows:

	United States	India	Total
Fiscal year ended March 31, 2026	90,784	9,552	100,336
Fiscal year ended March 31, 2027	273,599	4,543	278,142
	364,383	14,095	378,478

9. Revenue

The following table presents the Company's revenue disaggregated by type:

	For the three months ended December 31		For the nine months ended December 31	
	2025	2024	2025	2024
Software-as-a-service (SaaS)	715,214	937,966	2,162,755	3,029,976
Legacy (hosting and maintenance)	93,904	73,502	263,266	216,226
Software subscriptions and services	809,118	1,011,468	2,426,021	3,246,202
Professional services	158,964	280,880	409,504	573,010
Total revenue	968,082	1,292,348	2,835,525	3,819,212

As of December 31, 2025, trade and other receivables (Note 3) included \$374,835 of receivables from software subscriptions and services customers (March 31, 2025 – \$444,193) and \$32,049 of receivables from professional services customers (March 31, 2025 – \$155,880).

The Company's revenue is generated in the United States. For the nine months ended December 31, 2025, 52.9% of the Company's revenue was earned through sales to one major customer (nine months ended December 31, 2024 – 54.4% of revenue, two major customers), each with revenues of 10% or greater:

For the nine months ended December 31	2025	2024
Customer 1	52.9%	34.4%
Customer 2	7.7%	20.0%
	60.6%	54.4%

10. Nature of Expenses

The nature of the Company's general and administrative expenses is as follows:

	For the three months ended December 31		For the nine months ended December 31	
	2025	2024	2025	2024
Office	34,191	49,484	111,098	143,098

Boardwalktech Software Corp.

Notes to Condensed Interim Consolidated Financial Statements

For the three and nine months ended December 31, 2025

(United States dollars unless otherwise disclosed)

(Unaudited)

Marketing	5,439	3,362	55,533	68,215
Utilities	10,064	9,978	33,973	27,401
Travel and lodging	3,037	23,410	25,289	50,702
Shareholder, regulatory and other	20,058	12,399	51,699	54,397
	72,789	98,633	277,592	343,813

11. Deferred Compensation

During the nine months ended December 31, 2025, the Company recognized \$570,875 of deferred compensation (nine months ended December 31, 2024 – \$31,832).

Balance, March 31, 2025	177,762
Expense	570,875
Unit private placement (Note 12(a))	(2,750)
Balance, December 31, 2025	745,887

12. Share Capital

Issued:	Number of Shares	Amount (\$)
Common shares		
Balance, March 31, 2025	64,449,149	44,582,334
Unit private placements	5,872,112	441,586
Share issue costs		(58,424)
Balance, December 31, 2025	70,321,261	44,965,496

- (a) On June 13, 2025, the Company closed a non-brokered placement of 2,962,692 units at a price of CAD 0.13 per unit for gross proceeds of \$283,240 (CAD 385,150), pursuant to the Listed Issuer Financing Exemption, of which \$36,770 (CAD 50,000) is included trade and other receivables at December 31, 2025 (Note 3) and collected in January 2026 due to a banking issue. Concurrently, the Company issued 115,620 units at a price of \$0.09 (CAD 0.13) per unit to two officers of the Company as settlement of \$2,750 of deferred compensation Note 11 and \$7,656 of accounts payable. Each unit is comprised of one common share and one common share purchase warrant exercisable at a price of CAD 0.25 per share for a period of one year from the date of issuance. In connection with the private placement, the Company paid \$14,679 of commissions to qualified non-related parties, issued 153,542 finders' warrants exercisable at a price of CAD 0.25 per share for a period of one year from the date of issuance.

Gross proceeds from the sale of units were allocated to the respective equity instruments whereby \$196,950 (CAD 267,812) of fair value has been assigned to common shares at a market price of CAD 0.087 per share on the date of issue, with the remaining \$96,696 (CAD 131,488) allocated to the warrants (CAD 0.043 per warrant).

- (b) On July 25, 2025, the Company closed a non-brokered placement of 2,793,800 units at a price of CAD 0.13 per unit for gross proceeds of \$265,023 (CAD 363,194), pursuant to the Listed Issuer Financing Exemption. Each unit is comprised of one common share and one common share purchase warrant exercisable at a price of CAD 0.25 per share for a period of one year from the date of issuance. In connection with private placement, the Company paid \$12,783 of commissions and \$24,572 of other fees to qualified non-related parties and issued 134,750 finders' warrants exercisable at a price of CAD 0.25 per share for a period of one year from the date of issuance.

Gross proceeds from the sale of units were allocated to the respective equity instruments whereby \$244,636 (CAD 335,255) of fair value has been assigned to common shares at a market price of CAD 0.12 per share on the date of issue, with the remaining \$20,387 (CAD 27,939) allocated to the warrants (CAD 0.01 per warrant).

- (c) Finders' warrants have been recorded at their estimated fair value of \$6,390 (CAD 8,718) issue date fair value using the Black-Scholes pricing model based on the following assumptions:

Share price	CAD 0.087 – 0.115	Exercise price	CAD 0.25
Expected volatility	138% - 139%	Expected dividend yield	0%
Expected life	1 year	Risk-free interest rate	2.71% - 2.81%

Boardwalktech Software Corp.

Notes to Condensed Interim Consolidated Financial Statements

For the three and nine months ended December 31, 2025

(United States dollars unless otherwise disclosed)

(Unaudited)

13. Warrants

	Number of Warrants	Weighted Average Exercise Price (USD Equivalent) ⁽¹⁾
Balance, March 31, 2025	17,865,722	0.26
Issued (Note 12)	5,872,112	0.18
Finders' warrants issued (Note 12)	288,292	0.18
Balance, December 31, 2025	24,026,126	0.24

⁽¹⁾ Translated to CAD at the December 31, 2025 USD exchange rate.

Information about the Company's warrants outstanding as of December 31, 2025 is summarized in the following table:

Expiry Date	Number of Warrants Outstanding	Weighted Average Exercise Price	Weighted Average Life Remaining (Years)
March 14, 2026	9,135,569	0.18 ⁽¹⁾	0.2
June 13, 2026	3,231,854	0.18 ⁽¹⁾	0.5
July 25, 2026	2,928,550	0.18 ⁽¹⁾	0.6
December 28, 2026	7,375,246	0.36 ⁽²⁾	1.0
February 26, 2027	544,097	0.36 ⁽²⁾	1.2
November 8, 2029	810,810	0.14 ⁽³⁾	3.9
	24,026,126	0.24	0.7

⁽¹⁾ CAD 0.25, the USD equivalent of which is \$0.18 on December 31, 2025.

⁽²⁾ CAD 0.50, the USD equivalent of which is \$0.36 on December 31, 2025.

⁽³⁾ CAD 0.20, the USD equivalent of which is \$0.14 on December 31, 2025.

14. Share-Based Payments

Stock options:

As of March 31, 2025 and December 31, 2025, the Company had 885,000 stock options outstanding. Information about the Company's stock options outstanding and exercisable as of December 31, 2025 is summarized in the following table:

Expiry Date	Outstanding	Weighted Average Exercise Price	Weighted Average Life Remaining (Years)	Exercisable
January 28, 2026	40,000	0.44	0.1	40,000
April 26, 2026	7,500	0.44	0.3	7,500
February 10, 2028	337,500	2.00	2.1	337,500
October 9, 2029	500,000	0.10 ⁽¹⁾	3.8	500,000
	885,000	0.84	2.9	885,000

⁽¹⁾ CAD 0.14, the USD equivalent of which is \$0.10 on December 31, 2025.

RSUs:

Restricted Stock Units ("RSUs") entitle participants the conditional right to receive one common share of the Company for each share unit.

As of March 31, 2025, the Company had 8,359,875 RSUs outstanding. During the nine months ended December 31, 2025, 717,670 RSUs were forfeited, resulting in a balance of 7,642,205 RSUs outstanding at December 31, 2025, of which 5,654,048 are exercisable.

Vesting information for RSUs outstanding at December 31, 2025 is summarized below:

Vesting Date	Number of RSUs
February 28, 2023	58,331
August 31, 2023	1,799,812
February 28, 2024	97,997

Boardwalktech Software Corp.

Notes to Condensed Interim Consolidated Financial Statements

For the three and nine months ended December 31, 2025

(United States dollars unless otherwise disclosed)

(Unaudited)

August 31, 2024	1,626,531
February 28, 2025	98,004
August 31, 2025	1,973,373
February 28, 2026	40,001
August 31, 2026	1,232,040
August 31, 2027	716,116
	<u>7,642,205</u>

Share-based payments expense:

During the nine months ended December 31, 2025, the Company recognized \$97,538 (nine months ended December 31, 2024 – \$489,854) of share-based payment expense in respect of stock options and RSUs. As of December 31, 2025, the remaining unvested balance of share-based payments was \$81,404.

15. Per Share Amounts

	For the three months ended December 31		For the nine months ended December 31	
	2025	2024	2025	2024
Loss for the period	(435,496)	(590,043)	(1,905,076)	(2,113,540)
Basic and diluted weighted average number of shares	70,321,261	55,622,576	68,314,440	55,622,576
Basic and diluted net loss per share	(0.01)	(0.01)	(0.03)	(0.04)

For the three and nine months ended December 31, 2025 and 2024, all warrants, stock options and RSUs were excluded from the diluted per share amounts as their effect is anti-dilutive.

16. Financial Risk Management

The Company's activities expose it to a variety of financial risks. The primary financial risks to the Company during the nine months ended December 31, 2025 are:

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company generally relies on funds generated from operations, acquisitions and/or equity financing to provide sufficient liquidity to meet budgeted operating requirements.

As of December 31, 2025, maturities of the Company's financial liabilities are as follows:

	Carrying amount	Contractual cash flows	Within 1 year	2 years
Accounts payable and accrued liabilities (Note 5)	1,219,052	1,219,052	1,219,052	–
Credit facility (Note 6)	2,529,448	2,606,720	–	2,606,720
Lease liability (Note 8)	359,673	378,478	378,478	–
Deferred compensation (Note 11)	745,887	745,887	745,887	–
	<u>4,854,060</u>	<u>4,950,137</u>	<u>2,343,417</u>	<u>2,606,720</u>

The Company has current assets of \$713,736 to satisfy its financial liabilities to satisfy liabilities as they come due. See Note 1.

Interest rate risk

The Company is not exposed to interest rate risk as there are no investments of excess cash in short-term money market investments at variable rates of interest. The credit facility (Note 6) bears interest based on the prime rate plus 4%. A 1% increase/decrease in the prime rate of interest would increase/decrease interest expense and net loss for the nine months ended December 31, 2025 by approximately \$19,230.

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17. Capital Management

The Company's objectives when managing capital are to:

- Deploy capital to provide an appropriate return on investment to its shareholders;
- Maintain financial flexibility in order to preserve the Company's ability to meet financial obligations; and
- Maintain a capital structure that provides financial flexibility to execute on strategic opportunities.

The Company's strategy is formulated to maintain a flexible capital structure consistent with the objectives as stated above and to respond to changes in economic conditions and the risk characteristics of the underlying assets. The Board of Directors does not establish quantitative return on capital criteria for management but rather promotes year-over-year sustainable profitable growth. The Company is subject to a financial covenant in respect of the credit facility (Note 6) whereby the Company must maintain "gross working capital" of at least \$500,000 at all times, measured quarterly. There are no other externally imposed capital requirements.

The Company's capital structure consists of shareholders' equity (deficit) and working capital surplus (deficit). In order to maintain or alter the capital structure, the Company may adjust capital spending, obtain credit facilities, raise new debt and issue share capital.

	December 31 2025	March 31 2025
Deficit attributed to shareholders of Boardwalktech Software Corp.	(4,606,722)	(3,321,645)
Working capital deficit	(4,923,737)	(3,592,721)

18. Subsequent Event

In January 2026, the Company and Celtic Bank agreed to temporary amendments to the credit facility as described in note 6.