

**April 29, 2024**

**Notice to Reader**

The Company is amending its management's discussion and analysis for the three and nine months ended September 30, 2023 ("Q3 2023 MD&A") to address certain disclosure deficiencies. Accordingly, updates have been made to the Company's Q3 2023 MD&A as previously filed to clarify and provide additional disclosure.

Details of the changes are fully described in Note 16 to the Company's amended unaudited condensed interim financial statements for the three and nine months ended September 30, 2023 and 2022 as filed on SEDARPLUS on November 28, 2023.

The Q3 2023 MD&A was originally filed by the Company on SEDARPLUS on November 28, 2023. This amended Q3 2023 MD&A replaces and supersedes the previously filed Q3 2023 MD&A. Such previously filed Q3 2023 MD&A should be disregarded.

**AXCAP VENTURES INC.**

**AMENDED MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2023 AND 2022**

**(EXPRESSED IN CANADIAN DOLLARS)  
(UNAUDITED)**

## **GENERAL**

The following amended Management's Discussion and Analysis ("amended MD&A") of the financial position and results of Axcap Ventures Inc. ("Axcap" or the "Company") should be read in conjunction with the amended unaudited condensed interim consolidated financial statements for the three and nine months ended September 30, 2023 and 2022, and the accompanying notes therein (the "amended financial statements"). IN this amended MD&A, "Axcap", the "Company", or the words "we", "us", or "our", collectively refer to Axcap Ventures Inc. The information provided in this document is not intended to be a comprehensive review of all matters and developments concerning the Company.

The amended financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and interpretations of the International Financial Reporting Interpretations Committee, applicable to the preparation of interim financial statements including International Accounting Standard 34 *Interim Financial Reporting*. All amounts are expressed in Canadian dollars unless otherwise stated. Other information contained in this document has been prepared by management and is consistent with the information contained in the amended financial statements.

The Company's certifying officers are responsible for ensuring that the amended financial statements and amended MD&A do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made. The Company's certifying officers certify that the amended financial statements together with the other financial information included in the filings fairly present in all material respects the financial condition, financial performance, and cash flows of the Company as of the date of and for the periods presented in the filings.

The first, second, third and fourth quarters of the Company's fiscal years are referred to as "Q1", "Q2", "Q3" and "Q4", respectively. The nine months ended September 30, 2023 is referred to as "YTD 2023" and the nine months ended September 30, 2022 is referred to as "YTD 2022".

This amended MD&A provides management's comments on the Company's operations for the three and nine months ended September 30, 2023 and 2022, and the Company's financial condition as at September 30, 2023, as compared with the prior fiscal year-end.

The Company's Board of Directors provide an oversight role with respect to all public financial disclosures by the Company.

For complete understanding of the Company's business environment, risk and uncertainties and the effect of accounting estimates on its results of operations and financial condition, this amended MD&A should be read together with the Company's amended financial statements and audited annual financial statements and MD&A for the years ended December 31, 2022 and 2021.

Information in this amended MD&A is presented as of April 29, 2024.

## **CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

Certain statements in this document constitute forward-looking information under applicable securities legislation. Forward-looking information typically contains statements with words such as "anticipate", "believe", "estimate", "will", "expect", "plan", "intend", or similar words suggesting future outcomes or an outlooks. Forward-looking information in this document includes, but is not limited to:

- our business plan and investment strategy, and
- general business strategies and objectives.

Such forward-looking information is based on a number of assumptions, which may prove to be incorrect. Assumptions have been made with respect to the following matters, in addition to any other assumptions identified in this document, which includes, but is not limited to:

- taxes and capital, operating and administrative and other costs;
- general business, economic and market conditions;
- the ability of the Company to obtain the required capital to finance its investment strategy and meet its commitments and financial obligations;

- the ability of the Company to obtain services and personnel in a timely manner and at an acceptable cost to carry out activities; and
- the timely receipt of required regulatory approvals.

Although the Company believes that the expectations reflected in such forward-looking information are reasonable, undue reliance should not be placed on them as there can be no assurance that such expectations will prove to be correct. Forward-looking information is based on expectations, estimates and projections that involve a number of risks and uncertainties, which could cause actual results to differ materially than anticipated and described in the forward-looking information. The material risks and uncertainties include, but are not limited to:

- meeting current and future commitments and obligations;
- general business, economic and market conditions;
- the uncertainty of estimates and projections relating to future costs and expenses;
- changes in, or in the interpretation of, laws, regulations or policies;
- the ability to obtain required regulatory approvals in a timely manner;
- the outcome of existing and potential lawsuits, regulatory actions, audits and assessments; and
- other risks and uncertainties described elsewhere in this document.

The foregoing list of risks is not exhaustive. For more information relating to risks, see the section titled "Risks and Uncertainties" herein. The forward-looking information contained in this document is made as of the date hereof and, except as required by applicable securities law, the Company undertakes no obligation to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise.

## **DESCRIPTION OF BUSINESS**

Axcap Ventures Inc. was incorporated on February 20, 1987 under the Business Corporation Act (Ontario). On August 31, 2018, the Company filed a Certificate of Continuance in the Province of British Columbia and adopted Articles of Continuance as a BC company under the Business Corporations Act of British Columbia (the "BCBCA"). These consolidated 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 rather than through a process of forced liquidation.

Axcap Ventures is a public company which is listed on the Canadian Securities Exchange ("CSE") under the new symbol "AXCP". The trading of the Company's common shares have been halted but are expected to trade under the new symbol once trading commences following completion of the Company's change of business to an investment issuer. The Company's head office is 1030 West Georgia Street, Suite 1507, Vancouver, BC, V6E 2Y3, and registered and records office is located 1055 W. Georgia Street, Suite 1500, PO Box 11117, Vancouver, BC, V6E 4N7.

On August 17, 2020, the Company announced that it will be pursuing a change of business from an industrial issuer to an investment company under the rules and policies of the Canadian Securities Exchange ("CSE"). The Company has adopted an investment policy to outline the nature, scope and character of the investments that the Company will undertake. On April 20, 2022, the Company officially changed its name to Axcap Ventures Inc. The Company will focus on investing in various industries, including life sciences, mining and exploration, industrial, and technology.

The Company has made several investments in compliance with the investment policy adopted, including: Havn Life Sciences, a public health science company (in the psychedelic field), Freeman Gold Corp., a public natural resource exploration issuer, Newt Corporation, a private financial technology company and Alpha Esports Tech Inc., a public technology company (in the esports field).

The change of business disclosed herein is subject to the approval of the CSE and the requirements of Policy 8 (Fundamental Changes) of the CSE policies.

In February 2022, the Company closed the first tranche of its non-brokered private placement comprising of 15,654,825 Units of the Company at \$0.11 per Unit for gross proceeds of \$1,722,031. Each Unit consisted of one common share and one transferable common share purchase warrant. Each warrant is exercisable into one additional share at an exercise price of \$0.115 per warrant on or before February 7, 2027.

In connection with the first tranche of the financing, the Company paid aggregate cash finder's fees totaling \$172,203 and issued 1,565,582 finder's warrants to certain qualified arm's length finders. Each finder's warrant is exercisable into one share at an exercise price of \$0.115 per finder's warrant on or before February 7, 2027.

In March 2022, the Company closed the second tranche of its non-brokered private placement comprising of 1,181,661 Units of the Company at \$0.11 per Unit for gross proceeds of \$129,983. Each Unit consisted of one common share and one transferable common share purchase warrant. Each warrant is exercisable into one additional share at an exercise price of \$0.115 per warrant on or before March 31, 2027.

In connection with the second tranche of the financing, the Company issued 118,166 finders' units and 118,166 finder's warrants to certain qualified arm's length finders. Each finder's unit consists of one share and one finder's unit warrant. Each finder's warrant and finder's unit warrant is exercisable into one finder's warrant share at an exercise price of \$0.115 per finder's warrant share on or before March 31, 2027.

The proceeds of the private placement are for satisfaction of listing requirements and for investments that the Company will be making in the future.

## **OVERALL PERFORMANCE**

As at September 30, 2023, the Company had cash of \$241,368 compared to \$208,264 as at December 31, 2022, and a working capital surplus of \$414,078 compared to working capital surplus of \$797,808 as at December 31, 2022.

For the nine months ended September 30, 2023, cash provided by operating activities was \$525,067 (2022 - \$(467,741)), cash used in investing activities was \$491,963 (2022 - \$799,601), and cash provided by financing activities was \$nil (2022 - \$1,679,819) relating to proceeds received from the issuance of private placement shares, partly offset by payment for share issuance costs.

The Company reported a net loss and comprehensive loss of \$1,119,080 during Q3 2023 compared to \$804,300 during Q3 2022. The period over period change was primarily driven by loss on sale of equity investments, write down of loan receivables and loss on change in fair value of equity investments.

## **RESULTS OF OPERATIONS**

The following tables summarize the results of operations from the Company's amended financial statements:

	Q3 2023	Q3 2022	YTD 2023	YTD 2022
	(\$)	(\$)	(\$)	(\$)
<b>Operating Expenses</b>				
Consulting fees	7,875	-	40,405	-
Legal and professional fees	7,600	2,200	74,590	47,860
Marketing and advertising	-	-	118	-
Office and administrative	9,303	2,677	19,603	128,511
Rent	-	-	-	4,500
Transfer agent and regulatory fees	9,291	35,755	23,351	75,915
Travel	148	-	15,148	-
	<b>34,217</b>	<b>40,632</b>	<b>173,215</b>	<b>256,786</b>
<b>Other Income (Expenses)</b>				
Interest income	3,360	9,843	4,418	15,764
Interest expense	-	(23)	(1,606)	(713)
Foreign exchange gain (loss)	1,946	61,006	(3,109)	59,454
Gain on excess GST write-off	(1,410)	(445)	(7,818)	(8,669)
Gain (loss) on sale of equity investments	(60,302)	14,610	(170,868)	7,328
Gain (loss) on change in fair value of equity instruments	(687,201)	54,394	(342,882)	(620,678)
Write down on loan receivables	(424,000)	-	(424,000)	-
	<b>(1,167,607)</b>	<b>139,385</b>	<b>(945,865)</b>	<b>(547,514)</b>
<b>Net loss and comprehensive loss</b>	<b>(1,201,824)</b>	<b>98,753</b>	<b>(1,119,080)</b>	<b>(804,300)</b>

**a) Q3 2023 compared to Q3 2022**

The Company reported a net loss of \$1,201,824 compared to a net profit \$98,753 in the prior year comparable period. Majority of the Company's operating and other expenses have increased over the prior year comparable period primarily due to engaging consultants and professionals as the Company transitioned to an investment company; as well as the Company incurred higher losses on changes in the fair value of its equity investments as well as when selling its equity investments, in addition to writing down of its loan receivables.

**b) YTD 2023 compared to YTD 2022**

The Company reported a net loss of \$1,119,080 compared to \$804,300 in the prior year comparable period. The increase in net loss in the current period can be attributed mainly to an increase in consulting fees, and the Company incurred higher losses on changes in the fair value of its equity investments as well as when selling its equity investments, in addition to writing down of its loan receivables.

**SUMMARY OF QUARTERLY RESULTS**

The following summarizes quarterly financial results of the Company for the last eight most recently completed quarters:

	Q3 2023	Q2 2023	Q1 2023	Q4 2022
	(\$)	(\$)	(\$)	(\$)
Net loss and comprehensive loss	(1,201,824)	(222,067)	(304,811)	(96,901)
Basic and diluted loss per share	(0.08)	(0.01)	(0.01)	(0.00)
Total assets	1,583,203	2,826,992	3,025,810	2,712,870
Working capital surplus	414,078	76,238	496,620	797,808

  

	Q3 2022	Q2 2022	Q1 2022	Q4 2021
	(\$)	(\$)	(\$)	(\$)
Net income (loss) and comprehensive income (loss)	98,753	(1,188,612)	(285,559)	50,942
Basic and diluted loss per share	0.00	(0.05)	(0.02)	0.01
Total assets	2,783,090	2,669,278	3,836,282	2,171,822
Working capital surplus	1,162,762	1,110,997	1,474,632	382,234

**Discussion of Results**

Total assets are relatively consistent for most quarters, which consist of cash, loans receivable and equity investments. The decrease in Q3 2023 total assets was due to the Company writing off a loan receivable as management deemed the loan to be uncollectible.

Working capital increased in Q1 2022 due to an increased cash balance from a private placement, and then working capital decreased over the quarters due to decreasing cash balances as cash was used to settle payables and general corporate costs.

Net income (loss) fluctuated over the quarters mainly due to the Company's loss on change in the fair value of its equity investments, as well as the gains or losses from the sale of equity investments.

## **CAPITAL RESOURCES**

The Company defines capital as consisting of shareholder's equity and due to a related party. The Company manages its capital structure to maximize its financial flexibility making adjustments to it in response to changes in economic conditions and the risk characteristics of the underlying assets and business opportunities. The Company does not presently utilize any quantitative measures to monitor its capital, but rather relies on the expertise of the Company's management to sustain the future development of the business. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

As at September 30, 2023 and December 31, 2022, the Company is not subject to any externally imposed capital requirements or debt covenants. There was no change to the Company's approach to capital management during the nine months ended September 30, 2023 and the year ended December 31, 2022.

## **LIQUIDITY**

The Company's objective in managing liquidity risk is to maintain sufficient liquidity in order to meet operational and investing requirements. The Company has historically financed its operations primarily through the sale of share capital by way of private placements.

At September 30, 2023, the Company had cash of \$241,368 (December 31, 2022 - \$208,264) and working capital of \$414,078 (December 31, 2022 - \$797,808). The change in working capital at September 30, 2023 and December 31, 2022 was significant as the Company received \$720,000 in other receivables and disposed some of its investments during the nine months ended September 30, 2023 generating a loss, while the Company acquired more equity investments in 2022.

Cash provided by operating activities was \$525,067 during the nine months ended September 30, 2023, compared to \$467,741 used in operating activities during same period in the prior year. The change in operating cash flows in 2023 is attributed primarily to a collection from a receivable in 2023.

Cash used in investing activities was \$491,963 during the nine months ended September 30, 2023, compared to \$799,601 during the same period in the prior year. The change in investing cash flows is attributed primarily to the sales of the Company's marketable securities which generated cash for the Company and the purchase of marketable securities which used up cash of the Company.

Cash provided by financing activities was \$nil during the nine months ended September 30, 2023, compared to \$1,679,819 during the same period in the prior year. The change in financing cash flows is attributed to the financing the Company raised during 2022.

The continued operation of the Company in the future may depend on the Company's ability to obtain additional financings. In the past years, the Company has relied on shareholder loans and cash generated from operations to meet its cash requirements. Future developments, in excess of funds on hand, will depend on the Company's ability to obtain financing through equity financing, debt financing or other means. There can be no assurances that the Company will be successful in obtaining any such financing; failure to obtain such additional financing could have a material adverse effect on the Company's operations.

## **RELATED PARTY TRANSACTIONS**

### *Key Management Personnel Compensation*

Key management personnel include the Company's Board of Directors and members of senior management. The Company's related parties include key management personnel, and companies related by way of management and directors in common, such as:

- a. Lannister Mining – an investee of the Company whereby the CFO of Lannister Mining was the former CFO of the Company, and the interim CEO of Lannister Mining is a director of the Company.
- b. Purpose ESG – an investee of the Company whereby the CFO of Purpose ESG was the former CFO of the Company.

During the three and nine months ended September 30, 2023 and 2022, the Company paid and/or accrued salaries, commissions, consulting and professional fees to management personnel and directors:

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>September 30, 2023</b>	<b>September 30, 2022</b>	<b>September 30, 2023</b>	<b>September 30, 2022</b>
Management (current and former)	\$ 7,500	\$ 2,625	\$ 17,371	\$ 84,000
Directors (current and former)	-	2,200	-	14,820
	\$ 7,500	\$ 4,825	\$ 17,371	\$ 98,820

During the three and nine months ended September 30, 2023, the Company incurred legal expenses of \$nil and \$nil (September 30, 2022 - \$nil and \$nil) respectively, to a law firm, a partner of which is a director of the Company.

#### **Due to Related Parties**

As at September 30, 2023 and December 31, 2022, the Company has the following amounts due to related parties:

	<b>September 30, 2023</b>	<b>December 31, 2022</b>
Accounts payable and accrued liabilities	\$ -	\$ 88,832

The amounts due to related parties are unsecured, non-interest bearing and due on demand.

#### **OFF BALANCE SHEET ARRANGEMENTS**

The Company currently has no off-balance sheet arrangements.

#### **FINANCIAL INSTRUMENTS AND RISK MANAGEMENT**

Financial assets and liabilities are classified in the fair value hierarchy according to the lowest level of input that is significant to the fair value measurement. Assessment of the significance of a particular input to the fair value measurement requires judgement and may affect placement within the fair value hierarchy levels.

The hierarchy is as follows:

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3 fair value measurements are those derived from inputs that are unobservable inputs for the asset or liability.

The Company's cash and marketable securities are measured at fair value. The Company considers that the carrying amount of its trade and other payables recognized at amortized cost in the financial statements approximates their fair value due to the demand nature of these instruments.

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

#### **Financial Risk Factors**

The Company's risk exposure and the impact on the Company's financial instruments are summarized below:



*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. Credit risk arises from cash held with banks, cash on deposit with fiat to cryptocurrency exchanges and from outstanding trade receivables. The Company minimizes credit risk associated with its cash balance substantially by dealing with financial institutions deemed to be reliable due to their history of operations. The Company assessed its credit risk to be low.

*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 currently settles its financial obligations with cash. The ability to do this relies on the Company raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs. The Company is exposed to liquidity risk, but has assessed liquidity risk to be low.

*Foreign Currency Risk*

Currency risk is the risk that the value of financial assets and liabilities denominated in currencies, other than the functional currency of the Company, will fluctuate due to changes in foreign currency exchange rates. The Company does not use derivative instruments to reduce its exposure to foreign currency risk. The Company previously was exposed to foreign currency risk through cash in banks and cash on deposit with fiat to cryptocurrency exchanges which are denominated in United States dollars (USD).

*Price Risk*

The Company's net income or loss, and financial condition were subject to price risk due to fluctuations of the following:

Equity Price Risk

The Company is exposed to equity price risk through its equity investments and unfavourable market conditions could result in dispositions of marketable securities at less than favourable prices, especially during periods of overall market instability. The Company manages its equity price risk by having a portfolio of equity investments not singularly exposed to any one issuer.

**OUTSTANDING SHARE DATA**

As at September 30, 2023 and the date of this amended MD&A, the Company has the following securities issued and outstanding:

	September 30, 2023 (#)	Date of this amended MD&A (#)
Common shares	21,811,241	21,811,241
Options	54,371	-
Warrants	18,638,400	18,638,400

**BUSINESS RISKS AND UNCERTAINTIES**

Additional information on risks and uncertainties relating to the Company's business is provided in GAR's Listing Statement dated February 28, 2018, under the heading "Risk Factors".

**CONTRACTUAL OBLIGATIONS**

The Company presently has no contractual obligations pursuant to which the Company has any payments owing in the next five years.

## **CRITICAL ACCOUNTING ESTIMATES**

The preparation of the Company's financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and reported amounts of income and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes may differ significantly from these estimates.

The following discusses the most significant accounting judgements, estimates and assumptions that the Company has made in the preparation of its financial statements.

Areas of judgment:

- **Going concern**

Determining if the Company has the ability to continue as a going concern is dependent on its ability to achieve profitable operations. Certain judgments are made when determining if the Company will be able to continue as a going concern.

- **Deferred tax assets**

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Management applies judgment in determining the likelihood of future taxable profits.

- **Determination of fair values**

Certain of the Company's assets and liabilities are measured at fair value. In estimating fair value, the Company uses market-observable data to the extent it is available. In certain cases where Level 1 inputs are not available the Company estimates the fair value based on the criteria described under Note 4(viii) in the financial statements for the year ended December 31, 2022. Significant judgement is required for the Company's investment in non-public companies using Level 2 and Level 3 inputs.

- **Tax assets and liabilities**

Provisions for income taxes are made using the best estimate of the amount expected to be paid or recovered based on a qualitative assessment of all relevant factors. The Company reviews the adequacy of these provisions at the end of each reporting period. However, it is possible that at some future date an additional liability could result from audits by tax authorities. Where the final outcome of these tax-related matters is different from the amounts that were initially recorded, such differences will affect the tax provisions in the period in which such determination is made. Deferred tax assets and liabilities contain estimates about the nature and timing of future permanent and temporary differences as well as the future tax rates that will apply to those differences. Changes in tax laws and rate as well as changes to the expected timing of reversals may have a significant impact on the amounts recorded for deferred tax assets and liabilities. Management closely monitors current and potential changes to tax law and bases its estimates on the best available information at each reporting date.

- **Share-based payments**

The Company utilizes the Black-Scholes Option Pricing Model ("Black-Scholes") to estimate the fair value of stock options granted to directors, officers and consultants. The use of Black-Scholes requires management to make various estimates and assumptions that impact the value assigned to the stock options including the forecast future volatility of the stock price, the risk-free interest rate, dividend yield and the expected life of the stock options. Any changes in these assumptions could have a material impact on the share-based compensation calculation value, however, the most significant estimate is the volatility.

## SIGNIFICANT ACCOUNTING POLICIES

The Company's significant accounting policies are summarized in Note 4 to the audited financial statements for the years ended December 31, 2022 and 2021.

## RESTATEMENT OF THE PREVIOUSLY REPORTED UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS

During the preparation of the annual financial statements for the year ended December 31, 2023, management realized a loan of \$400,000 to an unrelated party was not identified separately from its investment portfolio, which resulted in an understatement in loans receivable and an overstatement of loss on change in fair value of equity investments. As a result, management is restating the Q3 2023 Financial Statements.

The cumulative effect of the adjustments on the statement of financial position is presented below:

	Previously Reported (\$)	Change (\$)	Restated (\$)
<b>ASSETS</b>			
Current Assets			
Cash and cash equivalents	241,368	-	241,368
Loans receivable	-	403,016	403,016
	241,368	403,016	644,384
Equity investments	938,819	-	938,819
<b>Total Assets</b>	<b>1,180,187</b>	<b>403,016</b>	<b>1,583,203</b>
<b>Liabilities</b>			
Current Liabilities			
Trade and other payables	230,306	-	230,306
<b>Equity</b>			
Share capital	23,834,296	-	23,834,296
Contributed surplus	760,511	-	760,511
Reserves	5,162,969	-	5,162,969
Deficit	(28,807,895)	403,016	(28,404,879)
<b>Total Equity</b>	<b>949,881</b>	<b>403,016</b>	<b>1,352,897</b>
<b>Total Liabilities and Equity</b>	<b>1,180,187</b>	<b>403,016</b>	<b>1,583,203</b>

The cumulative effect of the adjustments on the statement of loss and comprehensive loss for the three months ended September 30, 2023, is presented below:

	Previously Reported (\$)	Change (\$)	Restated (\$)
<b>OPERATING EXPENSES</b>			
Consulting fees	7,875	-	7,875
Legal and professional fees	7,600	-	7,600
Marketing and advertising	-	-	-
Office and administrative	9,303	-	9,303
Rent	-	-	-
Transfer agent and regulatory fees	9,291	-	9,291
Travel	148	-	148
	<b>34,217</b>	<b>-</b>	<b>34,217</b>
<b>OTHER INCOME (EXPENSES)</b>			
Interest income	344	3,016	3,360
Interest expense	-	-	-
Foreign exchange loss	1,946	-	1,946
Gain on excess GST write-off	(1,410)	-	(1,410)
Gain (loss) on sale of equity investments	(60,302)	-	(60,302)
Gain (loss) on change in fair value of equity investments	(1,087,201)	400,000	(687,201)
Write down on loan receivables	(424,000)	-	(424,000)
	<b>(1,604,840)</b>	<b>-</b>	<b>(1,201,824)</b>
<b>BASIC AND DILUTED EARNINGS PER SHARE</b>	<b>(0.07)</b>	<b>0.02</b>	<b>(0.06)</b>
<b>WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING (BASIC AND DILUTED)</b>	<b>21,811,241</b>		<b>21,811,241</b>

The cumulative effect of the adjustments on the statement of loss and comprehensive loss for the nine months ended September 30, 2023, is presented below:

	Previously Reported (\$)	Change (\$)	Restated (\$)
<b>OPERATING EXPENSES</b>			
Consulting fees	40,405	-	40,405
Legal and professional fees	74,590	-	74,590
Marketing and advertising	118	-	118
Office and administrative	19,603	-	19,603
Rent	-	-	-
Transfer agent and regulatory fees	23,351	-	23,351
Travel	15,148	-	15,148
	<b>173,215</b>	<b>-</b>	
<b>OTHER INCOME (EXPENSES)</b>			
Interest income	1,401	3,017	4,418
Interest expense	(1,606)	-	(1,606)
Foreign exchange loss	(3,109)	-	(3,109)
Gain on excess GST write-off	(7,818)	-	(7,818)
Gain (loss) on sale of equity investments	(170,868)	-	(170,868)
Gain (loss) on change in fair value of equity investments	(742,882)	400,000	(342,882)
Write down on loan receivables	(424,000)	-	(424,000)
	<b>(1,522,097)</b>	<b>403,017</b>	<b>(1,119,080)</b>
<b>BASIC AND DILUTED EARNINGS PER SHARE</b>	<b>(0.07)</b>	<b>0.02</b>	<b>(0.05)</b>
<b>WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING (BASIC AND DILUTED)</b>	<b>21,811,241</b>		<b>21,811,241</b>

The cumulative effect of the adjustments on the statement of cash flow for the nine months ended September 30, 2023, is presented below:

	Previously Reported (\$)	Change (\$)	Restated (\$)
<b>OPERATING ACTIVITIES</b>			
Net income (loss)	(1,522,096)	403,016	(1,119,080)
Adjustments for items not affecting cash:			
Loss (gain) on sale of equity investments	170,868	-	170,868
Loss (gain) on change in fair value of equity investments	742,882	(400,000)	342,882
Interest income	-	(3,016)	(3,016)
Write down of loan receivables	424,000	-	424,000
Changes in non-cash working capital:			
Trade and other receivables	720,000	-	720,000
Prepaid expenses	-	-	-
Trade and other payables	(10,587)	-	(10,587)
Cash provided by operating activities	525,067	-	525,067
<b>INVESTING ACTIVITIES</b>			
Purchase of equity investments	(2,322,945)	400,000	(1,922,945)
Sale of equity investments	1,720,545	-	1,720,545
Loans advanced	-	(400,000)	(400,000)
Interest received from loans advanced	-	-	-
Repayment of loan to unrelated party	110,437	-	110,437
Cash used in investing activities	(491,963)	-	(491,963)
Change in cash during the period	33,104	-	33,104
Cash, beginning of period	208,264	-	208,264
Cash, end of period	241,368	-	241,368

**AXCAP VENTURES INC.**  
**AMENDED MANAGEMENT'S DISCUSSION AND ANALYSIS**  
**FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2023**  
(Expressed in Canadian dollars)

**Amended and Restated**

The cumulative effect of the adjustments on the statement of changes in shareholders' equity for the nine months ended September 30, 2023, is presented below:

	Common Share (#)	Amount (\$)	Contributed Surplus (\$)	Reserves (\$)	Deficit (\$)	Total (\$)
<b>Previously Reported</b>						
Balance – December 31, 2022	21,811,241	23,834,296	760,511	5,162,969	(27,285,799)	2,471,977
Net and comprehensive income for the period	-	-	-	-	(1,522,096)	(1,522,096)
Balance – September 30, 2023	21,811,241	23,834,296	76,511	5,162,969	(28,807,895)	949,881
<b>Changes</b>						
Balance – December 31, 2022	-	-	-	-	-	-
Net and comprehensive income for the period	-	-	-	-	403,016	403,016
Balance – September 30, 2023	-	-	-	-	403,016	403,016
<b>Restated</b>						
Balance – December 31, 2022	21,811,241	23,834,296	760,511	5,162,969	(27,285,799)	2,471,977
Net and comprehensive income for the period	-	-	-	-	(1,119,080)	(1,119,080)
Balance – September 30, 2023	21,811,241	23,834,296	760,511	5,162,969	(28,404,879)	1,352,897