

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Quarterly Period Ended: December 31, 2025

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from:

Commission File Number: 000-56692

VERSES AI INC.

(Exact name of registrant as specified in its charter)

British Columbia, Canada

(State or other jurisdiction of
incorporation or organization)

88-2921736

(I.R.S. Employer
Identification No.)

2121 Avenue of the Stars, 8th Floor, Los Angeles, CA

(Address of principal executive offices)

90067

(Zip Code)

(310) 988-1944

(Registrant's telephone number, including area code)

Not applicable

(Former name, former address and former fiscal year, if changed since last report)

Securities registered pursuant to Section 12(b) of the Act: **None.**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The number of the issuer's Class A Subordinate Voting Shares, without par value, outstanding at February 13, 2026 was 12,680,005.

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS AND INDUSTRY DATA

This Quarterly Report on Form 10-Q contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Any statements in this Quarterly Report on Form 10-Q about our expectations, beliefs, plans, objectives, assumptions or future events or performance are not historical facts and are forward-looking statements. These statements are often, but not always, made through the use of words or phrases such as “believe,” “will,” “expect,” “anticipate,” “estimate,” “intend,” “plan” and “would.” For example, statements concerning financial condition, possible or assumed future results of operations, growth opportunities, industry ranking, plans and objectives of management, markets for our Class A Subordinate Voting Shares and future management and organizational structure are all forward-looking statements. Forward-looking statements are not guarantees of performance. They involve known and unknown risks, uncertainties and assumptions that may cause actual results, levels of activity, performance or achievements to differ materially from any results, levels of activity, performance or achievements expressed or implied by any forward-looking statement.

Any forward-looking statements are qualified in their entirety by reference to the risk factors discussed in this Quarterly Report on Form 10-Q. Some of the risks, uncertainties and assumptions that could cause actual results to differ materially from estimates or projections contained in the forward-looking statements include, but are not limited to:

- the competitive and business strategies of the Company (as defined below);
- the Company’s research roadmap and expectations regarding the Company’s development of artificial intelligence (“AI”);
- the Company’s participation in AI benchmark challenges and expectations regarding the public release timeline of Genius (as defined herein);
- market prices, values and other economic indicators;
- receipt and timing of any required governmental, regulatory and third-party approvals, licenses and permits;
- the performance of the Company’s business and operations;
- the intention to grow the business, operations and potential activities of the Company;
- the Company’s competitive positioning;
- the Company’s anticipated partnerships and agreements with third parties and the expected outcomes of such partnerships and agreements;
- possible events, conditions or financial performance that is based on assumptions about future economic conditions and courses of action;
- timing, costs and potential success of future activities on the Company’s facilities and projects;
- future outlook and goals relating to the Company’s strategy;
- whether the Company will have sufficient working capital and its ability to raise additional financing required in order to continue development of its business and continue operations;
- the Company’s expected reliance on key management personnel, advisors and consultants;
- the Company’s intended compensation policy and practices and compensation structure;
- the capabilities of Genius and Genius-based applications;
- the development and roll-out of Genius and Genius-based applications;
- the expected competitive aspects of Genius and Genius-based applications in the market;
- the scalability of the Spatial Web (as defined herein) and Genius;
- beliefs and intentions regarding the ownership or potential ownership of any material patents, trademarks and domain names used in connection with the Company’s products and services;
- analyses and other information based on expectations of future performance and planned products;
- planned expenditures and budgets and the execution thereof; and
- anticipated results and developments in the Company’s operations in future periods and other matters which may occur in the future.

Forward-looking information is not a guarantee of future performance and is based upon a number of estimates and assumptions of management in light of management's experience and perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances, including, without limitation, assumptions about:

- possible events, conditions or financial performance that is based on assumptions about future economic conditions and courses of action;
- general economic, financial market, regulatory and political conditions in which the Company operates;
- general demand and consumer interest in the Company's products;
- the competitive environment in which the Company operate;
- the ability of the Company to grow its market share and the Company's growth outlook;
- anticipated and unanticipated costs that the Company may face;
- estimated contracted revenue, revenue structures and revenue from operations;
- there being no significant delays in the development and commercialization of Genius and other products and services;
- the ability of the Company to raise any necessary capital on acceptable terms;
- the ability of the Company to anticipate future needs of clients and partners;
- the ability of the Company to maintain and effect sufficient research and development capabilities;
- the ability of the Company to execute the Company's growth, sales and customer acquisition strategies;
- the ability of the Company to attract and retain skilled personnel;
- the ability of the Company to obtain qualified staff and in a timely and cost-efficient manner;
- there being no significant barriers to the acceptance of the Company's products and services;
- the continued adoption and acceptance of the Spatial Web;
- stability in financial and capital markets;
- fluctuations in capital markets and share prices;
- the accuracy of budgeted costs and expenditures;
- future currency exchange rates and interest rates;
- the timely receipt of any required governmental, regulatory and third-party approvals, license and permits on favorable terms and any required renewals of the same;
- legislation and regulation favoring the furtherance of AI applications; and
- requirements under applicable laws.

While the Company considers these assumptions to be reasonable, the assumptions are inherently subject to significant business, social, economic, political, regulatory, competitive and other risks and uncertainties, contingencies and other factors that could cause actual actions, events, conditions, results, performance or achievements to be materially different from those projected in the forward-looking information. Many assumptions are based on factors and events that are not within the control of the Company and there is no assurance they will prove to be correct.

Furthermore, by their very nature, forward-looking information involves a variety of known and unknown risks, uncertainties and other factors which may cause the actual plans, intentions, events, results, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking information. Such risks, uncertainties and other factors include, without limitation: industry-wide risks; fluctuations in capital markets and share prices; price volatility; risks related to the ability to obtain financing needed to fund the continued development of the Company's business; changes in the Company's business plans; risks related to the Company's limited operating history; the Company requiring additional funding to maintain operations; risks related to the Company's negative cashflow from operating activities; the Company's failure to implement its growth strategy; risks related to conflicts of interest involving the Company's management; risks related to the uncertainty of the Company's use of available funds; risks related to proprietary AI algorithms; the failure of the Company to manage its growth; risks related to the Company's reliance on strategic partnerships; risk associated with security breaches; risk associated with software errors or defects; risks associated with insufficient insurance coverage; the Company's failure to maintain, promote and enhance its brand; the Company's dependence on customer Internet access and use of Internet for commerce; risks associated with privacy and security of sensitive information; risks associated with changes in technology affecting the Company's business and products; risks associated with the competitive environment of the Company's industry; risks associated with the uncertainty of market opportunity estimates and growth forecasts; risks associated with reputational damage; the Company's inability to protect its intellectual property; the volatility of the global economy; the Company's dependence on management and key personnel; risks associated with government regulation affecting the Company; the Company being subject to civil or other legal proceedings; risks related to reporting requirements arising from the Company's reporting issuer status; risks associated with future acquisitions; risks related to the maintenance of effective internal controls by the Company; the potential that no active or liquid market for the Class A Subordinate Voting Shares may develop or be sustained; the speculative nature of an investment in the Class A Subordinate Voting Shares; risk that the market price of the Class A Subordinate Voting Shares may not represent the Company's performance or intrinsic value; risks associated with the influence of reports published by securities or industry analysts on the trading market of the Class A Subordinate Voting Shares; risks associated with price volatility of publicly traded securities; risks associated with the future dilution of the Company's securities; risks associated with the payment of dividends; and other risks discussed under "*Risk Factors*" below.

The foregoing is not an exhaustive list of the risks and factors that may affect the Company's forward-looking information. Although the Company has attempted to identify important factors that could affect the Company and may cause actual actions, events, conditions, results, performance or achievements to differ materially from those described in the forward-looking information, there may be other factors that cause actions, events, conditions, results, performance or achievements not to be as anticipated, estimated or intended. In addition, we cannot assess the impact of each factor on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.

The Company cautions that the foregoing lists of important assumptions and factors are not exhaustive. Other events or circumstances could cause actual results to differ materially from those estimated or projected and expressed in, or implied by, the forward-looking information contained in this Quarterly Report on Form 10-Q. You should read this Quarterly Report on Form 10-Q and the documents that we reference herein and have filed as exhibits to the Quarterly Report on Form 10-Q, completely and with the understanding that our actual future results may be materially different from what we expect. There can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. You should assume that the information appearing in this Quarterly Report on Form 10-Q is accurate as of the date hereof. Accordingly, readers should not place undue reliance on forward-looking information. Except as required by law, the Company undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which the statement is made or to reflect the occurrence of unanticipated events.

We qualify all of the information presented in this Quarterly Report on Form 10-Q, and particularly our forward-looking statements, by these cautionary statements.

This Quarterly Report on Form 10-Q may include market data and certain industry data and forecasts, which we may obtain from internal surveys, market research, publicly available information and industry publications. Such reports generally state that the information contained therein has been obtained from sources believed to be reliable, but the accuracy or completeness of such information is not guaranteed. Although we believe this information is reliable, we have not independently verified, nor can we guarantee, the accuracy or completeness of that information.

Throughout this Quarterly Report on Form 10-Q, the "Company," "VERSES," "we," "us," and "our" refers to Verses AI Inc., individually, or as the context requires, collectively with its subsidiaries.

PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS.

VERSES AI INC.

**CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED DECEMBER 31, 2025 and 2024**
(Expressed in United States dollars)

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VERSES AI INC.

Condensed Consolidated Interim Balance Sheet

(Expressed in United States dollars)

	<u>Notes</u>	<u>December 31, 2025</u> <u>(Unaudited)</u>	<u>March 31, 2025</u> <u>(Audited)</u>
ASSETS			
CURRENT			
Cash and restricted cash	3	\$ 67,954	\$ 4,816,906
Accounts receivable		164,000	-
Deferred financing costs		-	118,546
Work in progress		-	6,654
Tax receivable		761,962	604,912
Prepaid expenses	12	1,105,789	636,064
		<u>2,099,705</u>	<u>6,183,082</u>
Due from related parties	8	70,449	68,080
Equipment	6, 13	120,290	125,413
TOTAL ASSETS		<u>\$ 2,290,444</u>	<u>\$ 6,376,575</u>
LIABILITIES			
CURRENT			
Accounts payable	8	\$ 3,141,081	\$ 2,036,916
Accrued liabilities		79,891	41,736
Deferred grant	3	41,739	67,732
Deferred revenue		-	100,000
Provision for legal claim	22	9,640,094	8,948,085
Convertible debentures	15	1,832,770	-
Restricted share unit liability	7	611,592	3,911,823
		<u>15,347,167</u>	<u>15,106,292</u>
Loans payable	6	141,036	139,039
TOTAL LIABILITIES		<u>15,488,203</u>	<u>15,245,331</u>
SHAREHOLDERS' DEFICIENCY			
Class A Subordinate Voting Shares, without par value: unlimited authorized; 12,618,775 and 7,825,571 issued and outstanding, respectively	10	118,580,460	105,477,150
Additional paid-in capital	10, 11	23,368,424	15,891,737
Accumulated other comprehensive loss		(601,456)	(675,018)
Deficit		(154,545,187)	(129,562,625)
TOTAL SHAREHOLDERS' DEFICIENCY		<u>(13,197,759)</u>	<u>(8,868,756)</u>
TOTAL LIABILITIES AND SHAREHOLDERS' DEFICIENCY		<u>\$ 2,290,444</u>	<u>\$ 6,376,575</u>

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

VERSES AI INC.

Unaudited Condensed Consolidated Interim Statements of Operations

For the three and nine months ended December 31, 2025 and 2024

(Expressed in United States dollars)

	Three months ended		Nine months ended	
	December 31,		December 31,	
	2025	2024	2025	2024
REVENUE	\$ 417,932	\$ -	\$ 818,632	\$ 155,000
COST OF REVENUE (excluding depreciation)	(292,552)	-	(547,103)	(145,000)
GROSS PROFIT	<u>125,380</u>	<u>-</u>	<u>271,529</u>	<u>10,000</u>
Operating expenses:				
Selling, general and administrative expenses	<u>(5,534,743)</u>	<u>(13,259,580)</u>	<u>(25,175,456)</u>	<u>(33,826,482)</u>
OPERATING INCOME (EXPENSE)	<u>(5,409,363)</u>	<u>(13,259,580)</u>	<u>(24,903,927)</u>	<u>(33,816,482)</u>
Other income/(expense), net	<u>(67,298)</u>	<u>(3,551,470)</u>	<u>(78,635)</u>	<u>(457,994)</u>
NET LOSS	<u>(5,476,661)</u>	<u>(16,811,050)</u>	<u>(24,982,562)</u>	<u>(34,274,476)</u>
Loss Per Class A Subordinate Voting Shares - Basic and Diluted	\$ (0.47)	\$ (2.63)	\$ (2.50)	\$ (7.12)
Loss Per Class B Proportionate Voting Shares - Basic and Diluted	\$ (2.94)	-	\$ (15.60)	-
Class A Subordinate Voting Shares used in computing earnings per share - Basic and Diluted	11,253,519	6,386,293	9,858,896	4,811,546
Class B Proportionate Voting Shares used in computing earnings per share - Basic and Diluted	<u>61,082</u>	<u>-</u>	<u>23,909</u>	<u>-</u>

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

VERSES AI INC.

Unaudited Condensed Consolidated Interim Statements of Comprehensive Loss

For the three and nine months ended December 31, 2025 and 2024

(Expressed in United States dollars)

	Three months ended		Nine months ended	
	December 31,		December 31,	
	2025	2024	2025	2024
NET LOSS	<u>(5,476,661)</u>	<u>(16,811,050)</u>	<u>(24,982,562)</u>	<u>(34,274,476)</u>
Change in foreign currency translation	(9,741)	562,012	73,562	340,038
NET COMPREHENSIVE LOSS	<u>\$ (5,486,402)</u>	<u>\$ (16,249,038)</u>	<u>\$ (24,909,000)</u>	<u>\$ (33,934,438)</u>

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

VERSES AI INC.

Unaudited Condensed Consolidated Interim Statements of Shareholders' Deficiency

For the three and nine months ended December 31, 2025 and 2024

(Expressed in United States dollars)

	Number of Class B Proportionate Voting Shares	Number of Class A Subordinate Voting Shares	Share Capital	Additional paid-in capital	Obligation to Issue Shares	Accumulated Other Comprehensive Loss	Deficit	Total Shareholders' Deficiency
Balance, March 31, 2024	370,370	3,205,319	\$ 62,472,187	\$13,342,560	\$ -	\$ (920,958)	\$ (86,569,901)	\$ (11,676,112)
Exercise of options and warrants	-	102,383	2,713,826	(987,543)	-	-	-	1,726,283
Stock options granted	-	-	-	1,380,843	-	-	-	1,380,843
Conversion of Class B Proportionate Voting shares into Class A Subordinate Voting shares	(370,370)	2,314,815	-	-	-	-	-	-
Shares issued for services	-	1,852	49,714	-	-	-	-	49,714
Special warrants proceeds received converted to shares (net)	-	370,370	6,758,974	181,394	-	-	-	6,940,368
Issuance of units for cash (net)	-	231,481	3,231,158	134,813	-	-	-	3,365,971
Foreign exchange difference	-	-	-	-	-	(221,974)	-	(221,974)
Net loss	-	-	-	-	-	-	(19,129,427)	(19,129,427)
Balance, September 30, 2024	-	6,226,220	\$ 75,225,859	\$14,052,067	\$ -	\$ (1,142,932)	\$ (105,699,328)	\$ (17,564,334)
Exercise of options and warrants	-	22,223	291,522	-	-	-	-	291,522
Stock options granted	-	-	-	793,124	-	-	-	793,124
Special warrants proceeds received (net)	-	-	-	58,290	1,139,570	-	-	1,197,860
Issuance of units for cash (net)	-	310,123	2,701,865	107,228	-	-	-	2,809,093

RSU settlement	-	12,346	284,417	-	-	-	-	284,417
Foreign exchange difference	-	-	-	-	-	562,012	-	562,012
Net loss	-	-	-	-	-	-	(16,811,050)	(16,811,050)
Balance, December 31, 2024	-	6,570,911	\$ 78,503,663	\$15,010,709	\$1,139,570	\$ (580,920)	\$(122,510,378)	\$ (28,437,356)
Balance, March 31, 2025	-	7,825,571	\$105,477,150	\$15,891,737	\$ -	\$ (675,018)	\$(129,562,625)	\$ (8,868,756)
Stock options granted	-	-	-	3,088,086	-	-	-	3,088,086
Additional interest convertible debenture	-	4,254	3,668	-	-	-	-	3,668
Issuance of Units for cash (net)	-	1,924,430	12,013,902	1,156,535	-	-	-	13,170,437
Exercise of options and warrants	-	250,000	2,900,227	(1,327,787)	-	-	-	1,572,440
RSUs converted	-	133,686	1,137,392	-	-	-	-	1,137,392
Conversion of Class A Subordinate Voting shares into Class B Proportionate Voting shares	198,517	(1,240,741)	-	-	-	-	-	-
Foreign exchange difference	-	-	-	-	-	83,303	-	83,303
Net loss	-	-	-	-	-	-	(19,505,901)	(19,505,901)
Balance, September 30, 2025	198,517	8,897,200	\$121,532,339	\$18,808,571	\$ -	\$ (591,715)	\$(149,068,526)	\$ (9,319,331)
RSUs converted	-	7,500	20,550	-	-	-	-	20,550
Stock options granted	-	-	-	1,096,220	-	-	-	1,096,220
Warrants granted convertible debenture	-	-	-	45,361	-	-	-	45,361
Equity financing with contingent consideration (net)	-	2,473,334	495,880	-	-	-	-	495,880
Equity financing -	-	-	(3,468,309)	3,418,272	-	-	-	(50,037)

issuance costs									
Conversion of Class B Proportionate Voting shares into Class A Subordinate Voting shares	(198,517)	1,240,741	-	-	-	-	-	-	-
Foreign exchange difference	-	-	-	-	-	(9,741)	-	(9,741)	
Net loss	-	-	-	-	-	-	(5,476,661)	(5,476,661)	
Balance, December 31, 2025	<u>-</u>	<u>12,618,775</u>	<u>\$118,580,460</u>	<u>\$23,368,424</u>	<u>\$</u>	<u>-</u>	<u>\$ (601,456)</u>	<u>\$(154,545,187)</u>	<u>\$ (13,197,759)</u>

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

VERSES AI INC.

Unaudited Condensed Consolidated Interim Statements of Cash Flows

For the nine months ended December 31, 2025 and 2024

(Expressed in United States dollars)

For the period ended	December 31, 2025	December 31, 2024
Cash provided by (used in):		
OPERATING ACTIVITIES		
Net loss	\$ (24,982,562)	\$ (34,274,476)
Adjustments to reconcile net losses to net cash used in operating activities:		
Accretion expense	3,155	719,195
Depreciation	70,408	138,088
Fair value gain on derivative liability	-	(546,121)
Foreign exchange effect on convertible debenture	-	204,694
Interest due from related parties loan	(2,369)	(2,369)
Interest expense	25,291	545,000
Issuance of shares for advisory units	-	49,714
Provision for contract settlement	-	1,252,076
Provision for legal claim	692,009	-
Restricted shares units	(3,300,231)	-
Share based payments	5,336,681	8,855,582
Changes in operating assets and liabilities:		
Accounts payable and accrued liabilities	1,134,893	289,726
Accounts receivable	(164,000)	100,000
Contract assets and unbilled revenue	6,654	(242,959)
Deferred financing costs	118,546	80,993
Deferred revenue	(100,000)	100,000
Prepaid expenses	(469,725)	(58,082)
Provision for legal claim	-	(1,791,000)
Tax receivable	(157,050)	(182,822)
Net cash used in operating activities	(21,788,300)	(24,762,761)
INVESTING ACTIVITIES		
Investment in equipment	(65,285)	(30,580)
Net cash used in investing activities	(65,285)	(30,580)
FINANCING ACTIVITIES		
Deferred grant	(25,993)	122,748
Proceeds from issuance of contingent consideration	495,880	-
Contingent consideration issuance costs	(50,037)	-
Proceeds from issuance of convertible debentures	1,934,170	10,000,000
Convertible debentures issuance costs	(69,527)	-
Proceeds from issuance of Units	14,930,232	6,690,340
Units issuance costs	(1,759,795)	(515,276)
Proceeds from issuance of special warrants	-	8,511,105
Special warrant issuance costs	-	(372,877)
Proceeds from issuance of equity instruments	1,572,440	2,017,805
Repayments of loans	(1,938)	(2,005,815)
Net cash provided by financing activities	17,025,432	24,448,030
Foreign exchange effect on cash	79,201	329,535
Net change in cash during the period	(4,748,952)	(15,776)
Cash, beginning of the period	4,816,906	892,727
Cash, end of the period	\$ 67,954	\$ 876,951

Supplemental cash flow information (Note 19).

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

1. NATURE OF BUSINESS AND GOING CONCERN

Verses is a cognitive computing company focused on developing next generation artificial intelligence software, known as agentic AI, that is designed to support and improve decision making and take actions, we intend to license this software-as-a-service to individuals and companies. Our software is based on the fundamental principles of neuroscience and the way that the human brain learns and makes decisions in a process known as Active Inference, which we have configured to create a proprietary process. Active inference focuses on making predictions based on learning and dynamic reasoning from new and changing information, unlike many existing AI processes like Large Language Models (LLMs) that rely solely on fixed rules, large amounts of historical data, or static models.

In early 2024 we launched a private beta program of our software with a few select users with whom we had existing business relationships, and during the second half of 2024 we launched a public beta program for a broader number of users and developers. In April 2025, we released our flagship product, an innovative agentic software platform called Genius, which uses our proprietary technology based Active Inference to support and improve domain-specific decision making by providing insight when where there is volatility, uncertainty, complexity, or ambiguity in the input data. Genius integrates key customer inputs with internally generated and externally sourced data to develop cause and effect models with explainable probabilistic projections, forecasts, and comparative results. The Company intends to continue to develop Genius to improve the ease of integrating Genius into a client's existing technology stack, data architecture, governance, and workflows as well as increase its predictive accuracy, transparency, and auditability. To make Genius available to a larger universe of potential users, we offer a range of pricing packages that includes flat fee or profit share options, as well as variable pricing options based on complexity and usage criteria such as number of users, transactions, inferences, transactions, and input parameters.

Based on user feedback and the results of our beta program, we have implemented a highly targeted a go-to-market strategy which we call our "Lighthouse" strategy that will initially focus our efforts to license an enterprise version of Genius to financial institutions and asset managers that manage more than \$100 million of assets under management such as pension funds and other institutional fund managers including: sovereign funds, insurance companies, university and other endowments, hedge funds, and family offices, all of whom are estimated to collectively manage hundreds of trillions of dollars in long-duration capital. Genius is designed to help these funds improve their performance by integrating their key internal inputs such as asset performance assumptions, portfolio constraints, and investment strategies, with third-party market, economic, and other data to developed structured and auditable multi-year investment risk and return projections, probabilistic forecasts, and comparative results based on various asset allocation, portfolio rebalancing, and liquidity criteria.

Our targeted financial institutions are high-value, high-impact entities that manage large, diversified portfolios of various asset classes, and Genius can assist their investment teams to make class allocation decisions that increase returns and manage risk. Genius helps investment teams compare and optimize various asset allocation mixes by projecting how different mixes and different portfolio strategies may perform across a range of scenarios. Each target client will provide us with real world results that will allow us to continue to develop and improve Genius that can then be applied to other clients in the same sector and other sectors. During the coming quarters, we plan to expand from our initial target sector into others, such as robotics, logistics, and infrastructure management.

On June 28, 2022, the Subordinate Class A shares of the Company were listed and started trading on the NEO Exchange in Canada ("NEO") ("Listing") under the symbol "VERS".

On October 4, 2022, the Company announced that the Company's Class A shares have commenced trading on the OTCQX® Best Market, an over-the-counter public market in the United States, under the ticker symbol "VRSSF". VERSES will continue to trade on the NEO Exchange in Canada, as its primary listing.

On July 20, 2023, the Company was downgraded from the OTCQX and started trading on OTCQB® Venture Market under the same ticker symbol "VRSSF".

The Company's head office and registered and records office is located at 1111 West Hastings Street, 15th Floor, Vancouver, British Columbia, V6E 2J3, Canada.

For the nine-month period ending December 31, 2025, the Company incurred a net loss of \$24,982,562 (December 31, 2025 - \$34,274,476), which was primarily funded by the issuance of Units, exercise of equity instruments (Note 10), and convertible debentures. As of December 31, 2025, the Company has an accumulated deficit of \$154,545,187 (March 31, 2025 - \$129,562,625). The Company's ability to continue its operations and to realize its assets at their carrying values is dependent upon obtaining additional financing and generating revenues sufficient to cover its operating costs and working capital deficit.

The ability of the Company to raise additional capital sufficient to continue operations is dependent, in part, on the progress of its technology development and continued investor support. The material uncertainty of these items raises substantial doubt about the Company's ability to continue as a going concern. These consolidated financial statements do not give effect to any adjustments, which would be necessary should the Company be unable to raise additional capital to continue as a going concern. In such circumstances, the Company would be required to realize its assets and discharge its liabilities outside of the normal course of business, and the amounts realized could differ materially from those reflected in these consolidated financial statements.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a) Basis of presentation

The condensed consolidated interim financial statements include the accounts of VERSES AI Inc. and its wholly owned subsidiaries ("Subsidiaries") (collectively "VERSES" or the "Company") have been prepared in accordance with U.S. generally accepted accounting principles ("GAAP") as defined by the Financial Accounting Standards Board (FASB).

b) Consolidation

These consolidated financial statements include the accounts of the Company and its wholly owned Subsidiaries. The results of the Subsidiaries will continue to be included in the consolidated financial statements of the Company until the date that the Company's control over the Subsidiaries ceases. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. All intercompany transactions are eliminated on these consolidated financial statements.

Details of the Company's Subsidiaries at December 31, 2025 and March 31, 2025 are as follows:

<u>Name</u>	<u>Place of Incorporation</u>	<u>December 31, 2025</u> <u>Interest</u>	<u>March 31, 2025</u> <u>Interest</u>
Verses Technologies USA, Inc. (formerly Verses Labs Inc.) ("VTU")	Wyoming, USA	100%	100%
Verses Operations Canada Inc. ("VOC")	British Columbia, CA	100%	100%
Verses Logistics Inc. ("VLOG")	Wyoming, USA	100%	100%
Verses Realities Inc. ("VRI")	Wyoming, USA	Dissolved	100%
Verses Inc. ("VINC")	Wyoming, USA	100%	100%
Verses Health Inc. ("VHE")	Wyoming, USA	Dissolved	100%
Verses Global BV ("VBV")	Netherlands	100%	100%
Verses Solutions Inc ("VSI")	Wyoming, USA	100%	100%

c) Significant accounting estimates and judgments

The preparation of these condensed consolidated interim financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and reported amounts of expenses during the reporting period. These consolidated financial statements include estimates that, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the consolidated financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions, and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual outcomes could differ from these estimates.

The significant judgements made by management in the Company's accounting policies and key sources of estimation uncertainty were the same as those applied in the annual audited consolidated financial statements for the year ended March 31, 2025.

3. DEFERRED GRANT

The Company's subsidiary, VBV, entered into a grant agreement (along with other beneficiaries) with the Horizon Europe, which is a program delegated under the European Commission, to provide technical expertise on artificial intelligence.

Under the grant agreement, VBV received \$226,877 (€209,056) on July 24, 2024 and \$169,000 (€146,339) on November 7, 2025. The funds under this agreement are to reimburse the Company for amounts spent on the project. The Company is required to submit their costs incurred related to the project and only approved expenses under the project are reimbursed.

Of the expenses incurred in connection with the grant agreement, \$14,699 (March 31, 2025 - \$17,944) are included in accounts payable, with \$28,609 (March 31, 2025 - \$67,732) remaining in restricted cash as of December 31, 2025. Grant income of \$210,339 (December 31, 2024 - \$98,105) was recognized during the nine months ended December 31, 2025.

	<u>December 31, 2025</u>	<u>March 31, 2025</u>
Balance, beginning of the year	\$ 67,732	\$ -
Grant received	169,000	226,877
Expenses on the project	(199,959)	(156,885)
Exchange difference	4,966	(2,260)
Balance, end of the period	<u>\$ 41,739</u>	<u>\$ 67,732</u>

4. REVENUE

The Company recognized revenues from contracts with customers in accordance with the following timing under ASC 606 *Revenue from Contracts with Customers*.

	<u>Three months ended</u>		<u>Nine months ended</u>	
	<u>December 31,</u>		<u>December 31,</u>	
	<u>2025</u>	<u>2024</u>	<u>2025</u>	<u>2024</u>
Recognized at a point in time (1)	\$ 385,250	\$ -	\$ 685,250	\$ 155,000
Recognized over the duration of contracts (2)	32,682	-	133,382	-
Total	<u>\$ 417,932</u>	<u>\$ -</u>	<u>\$ 818,632</u>	<u>\$ 155,000</u>

(1) Includes revenues from completed Proof of Concept contracts ("POCs") and software implementation services.

(2) Includes revenue from Software as a Service ("SaaS").

On August 14, 2024, the Company announced the existing SaaS contract with its customer was terminated by both parties. As a result, the Company has recorded a provision for the contract settlement for \$1,252,076 on June 30, 2024.

5. COST OF REVENUE

The Company's cost of revenue is summarized as follows:

	<u>Three months ended</u>		<u>Nine months ended</u>	
	<u>December 31,</u>		<u>December 31,</u>	
	<u>2025</u>	<u>2024</u>	<u>2025</u>	<u>2024</u>
Cost of Revenue from POCs and software implementation	\$ 269,675	\$ -	\$ 479,675	\$ 145,000
Cost of Revenue from SaaS	22,877	-	67,428	-
	<u>\$ 292,552</u>	<u>\$ -</u>	<u>\$ 547,103</u>	<u>\$ 145,000</u>

6. LOANS PAYABLE

Loan activity consisted of the following:

<i>For the period ended</i>	<i>December 31, 2025</i>	<i>March 31, 2025</i>
Balance, beginning of the year	\$ 139,039	\$ 140,904
Repayment	(1,938)	(7,106)
Interest expense	3,935	5,241
Balance, end of the period	\$ 141,036	\$ 139,039

On June 5, 2020, the Company received a \$142,400 loan from the U.S. Small Business Administration. The loan is secured by all tangible and intangible personal property of VTU, and bears interest of 3.75% per annum and requires monthly payments of \$646 starting in June 2021 with a maturity of 30 years.

7. SHARE BASED PAYMENTS

a) Stock Options

The Company has an Omnibus Equity Incentive Plan (the “Plan”) available to employees, directors, officers, and consultants with grants under the Plan approved from time to time by the Board of Directors. Under the Plan, the Company is authorized to issue options (“Options”) to purchase an aggregate of up to 25% of the Company’s issued and outstanding Subordinate Voting Shares. Each option can be exercised to acquire one Subordinate Voting Share of the Company (“Share”). The exercise price for an option granted under the Plan may not be less than the prevailing market price at the date of grant.

Options to purchase Subordinate Voting Shares have been granted to directors, employees, and consultants as follows:

Expiry date	<i>Average Remaining Contractual Life in Years</i>	<i>Exercise Price (CAD\$)</i>	<i>Exercise Price (USD\$ equivalent) ⁽¹⁾</i>	<i>Outstanding</i>
June 16, 2027	1.46	21.60	15.76	103,703
September 4, 2027	1.68	7.44	5.43	125,000
September 16, 2027	1.71	27.00	19.70	19,072
April 28, 2028	2.33	44.55	32.50	3,703
December 15, 2028	2.96	32.85	23.97	345,204
December 23, 2028	2.98	30.51	22.26	136,290
April 15, 2029	3.29	30.78	22.46	8,794
July 3, 2029	3.51	29.01	21.17	142,808
May 26, 2030	4.40	12.57	9.17	33,334
September 19, 2030	4.72	6.90	5.03	261,726
October 1, 2030	4.75	7.55	5.51	105,000
	2.91	20.23	14.76	1,284,634

(1) Converted at balance sheet rate.

A summary of the Company's Options as of December 31, 2025, and changes for previous financial year end is as follows:

	<i>Number of stock options</i>	<i>Weighted Average Exercise Price (CAD\$)</i>	<i>Weighted Average Exercise Price (USD\$ equivalent) ⁽¹⁾</i>
Outstanding, March 31, 2024	542,334	\$ 32.09	\$ 23.42
Granted	364,099	27.39	19.98
Exercised	(51,235)	23.22	16.94
Cancelled	(84,314)	35.37	25.81
Outstanding, March 31, 2025	770,884	30.10	21.96
Granted	775,060	7.89	5.76
Exercised	(250,000)	8.66	6.32
Expired	(11,310)	33.89	24.73
Outstanding, December 31, 2025	1,284,634	20.23	14.76
Exercisable, December 31, 2025	1,039,271	\$ 23.64	\$ 17.25

(1) Converted at balance sheet rate.

During the nine month period ended December 31, 2025:

- 11,310 Options at an average exercise price of CAD\$33.89 (\$24.73 at balance sheet rate) belonging to inactive employees expired according to the Plan.
- 250,000 Options, which were granted on July 24, 2025 to Consultant "B", were exercised at an exercise price of CAD\$8.66 for the net proceeds of \$1,572,440. The original fair value of these Options of \$1,327,787 was reclassified from additional paid-in capital to share capital upon exercise.

On October 1, 2025, the Company 105,000 Options to the consultants listed below at an exercise price of CAD\$7.55 (\$5.51 at balance sheet rate), vesting on the grant date, that expire 5 years after the date of grant.

- Consultant "E" 37,500
- Consultant "F" 37,500
- Consultant "P" 20,000
- Consultant "I" 10,000

These Options were fair valued at \$470,072 using the Black-Scholes option pricing model with the following assumptions:

	CAD\$	\$
Share price at grant date	\$ 7.55	\$ 5.51
Risk-free interest rate	2.73%	2.73%
Expected life	5 years	5 years
Expected volatility	118.4%	118.4%
Expected forfeitures	0%	0%
Expected dividends	Nil	Nil
Grant date fair value per option	\$ 6.24	\$ 4.48

On October 1, 2025, what remains subject to shareholder approval, the Company repriced 849,263 outstanding Options to acquire Class A Common shares of the Company to an exercise price of CAD\$7.55 (\$5.51 at balance sheet rate).

Original vesting terms and expiry date of the repriced stock options were maintained according to the original certificate agreement.

On October 1, 2025, the Company cancelled an aggregate of 90,313 Options and 46,296 RSUs in accordance with the rescission agreements as these Options and RSUs were initially granted to entities and not individuals as required by the Plan.

A total of 90,313 Options (the "Replacement Options") and 46,296 RSUs (the "Replacement RSUs") were granted on the same date to individuals related to the original entities. Original vesting terms and exercise price of the Replacement Options and

Replacement RSUs were maintained according to the original certificate agreement. The Replacement Options have a 5-year expiry. The Company did not incur any additional costs related to the Replacement Options and Replacement RSUs.

On September 19, 2025, the Company granted 261,726 Options to employees and independent contractors of the Company with an exercise price of CAD\$6.90 (\$5.03 at balance sheet rate), expiring in 5 years, of which 218,247 will vest 25% every quarter subsequent to the vesting start date, and 43,479 will vest 25% on the date that is one (1) year from the vesting start date and 6.25% every subsequent quarter.

These Options were fair valued at \$1,092,915 using the Black-Scholes option pricing model with the following assumptions:

	CAD\$	\$
Share price at grant date	\$ 6.90	\$ 5.00
Risk-free interest rate	2.74%	2.74%
Expected life	5 years	5 years
Expected volatility	120.6%	120.6%
Expected forfeitures	0%	0%
Expected dividends	Nil	Nil
Grant date fair value per option	\$ 5.76	\$ 4.18

During the nine month period ended December 31, 2025, the Company recognized \$739,732 as share-based payment for these Options using the graded vesting method over the vesting period.

On September 4, 2025, the Company granted 125,000 Options to the consultant "B" with an exercise price of CAD\$7.44 (\$5.43 at balance sheet rate), expiring in 2 years, and vesting on the grant date. These Options were fair valued at \$414,244 using the Black-Scholes option pricing model with the following assumptions:

	CAD\$	\$
Share price at grant date	\$ 7.44	\$ 5.45
Risk-free interest rate	2.47%	2.47%
Expected life	5 years	5 years
Expected volatility	120.6%	120.6%
Expected forfeitures	0%	0%
Expected dividends	Nil	Nil
Grant date fair value per option	\$ 4.58	\$ 3.31

On July 24, 2025, the Company granted 250,000 Options to the consultant "B" with an exercise price of CAD\$8.66 (\$6.32 at balance sheet rate), expiring in 5 years, and vesting on the grant date. These Options were fair valued at \$1,327,787 using the Black-Scholes option pricing model with the following assumptions:

	CAD\$	\$
Share price at grant date	\$ 8.66	\$ 6.35
Risk-free interest rate	3.10%	3.10%
Expected life	5 years	5 years
Expected volatility	120.6%	120.6%
Expected forfeitures	0%	0%
Expected dividends	Nil	Nil
Grant date fair value per option	\$ 7.24	\$ 5.31

On May 26, 2025, the Company granted 16,667 Options to the consultant “E” and 16,667 Options to the consultant “F” with an exercise price of CAD\$12.57 (\$9.17 at balance sheet rate), expiring in 5 years, and vesting on the grant date. These Options were fair valued at \$258,056 using the Black-Scholes option pricing model with the following assumptions:

	CAD\$	\$
Share price at grant date	\$ 12.57	\$ 9.21
Risk-free interest rate	2.92%	2.92%
Expected life	5 years	5 years
Expected volatility	123.9%	123.9%
Expected forfeitures	0%	0%
Expected dividends	Nil	Nil
Grant date fair value per option	\$ 10.63	\$ 7.74

On December 23, 2024, the Company granted 49,444 Options to employees and independent contractors of the Company with an exercise price of CAD\$30.51 (\$22.26 at balance sheet rate), expiring in 5 years, with 25% vesting on the date that is one (1) year from the vesting start date and 6.25% every subsequent quarter.

During the nine month period ended December 31, 2025, the Company recognized \$201,281 as share-based payment for these Options using the graded vesting method over the vesting period.

On December 23, 2024, the Company granted 86,852 Options to consultants of the Company with an exercise price of CAD\$30.51 (\$22.26 at balance sheet rate), expiring in 5 years, where 33.33% of these Options vested on the grant date and 33.33% will vest every 6 months after the grant date.

During the nine month period ended December 31, 2025, the Company recognized \$406,762 as share-based payment for these Options using the graded vesting method over the vesting period.

On July 3, 2024, the Company granted 85,682 Options to employees and independent contractors of the Company with a weighted average exercise price of CAD\$29.10 (\$21.23 at balance sheet rate), expiring in 5 years, with 25% vesting on the date that is one (1) year from the vesting start date and 6.25% every subsequent quarter.

During the nine month period ended December 31, 2025, the Company recognized \$235,341 as share-based payment for these Options using the graded vesting method over the vesting period.

On April 15, 2024, the Company granted 4,260 Options to employees and independent contractors of the Company with a weighted average exercise price of CAD\$33.86 (\$24.70 at balance sheet rate), expiring in 5 years, with 25% vesting on the date that is one (1) year from the vesting start date and 6.25% every subsequent quarter.

During the nine month period ended December 31, 2025, the Company recognized \$9,720 as share-based payment for these Options using the graded vesting method over the vesting period.

On December 15, 2023, the Company granted 347,952 Options to employees and independent contractors of the Company with an exercise price of CAD\$36.45 (\$26.59 at balance sheet rate), expiring in 5 years, where 173,186 of these Options vest on the grant date, based on previous commitments, and 6.25% every subsequent quarter.

During the nine month period ended December 31, 2025, the Company recognized \$121,317 as share-based payment for these Options using the graded vesting method over the vesting period.

The table below consolidates the position of the Options granted related to consultants of the Company:

<i>Consultant</i>	<i>Total granted amount</i>	<i>Exercised - Inception to March 31, 2025</i>	<i>Outstanding March 31, 2025</i>	<i>Granted Q3-2026 (ytd)</i>	<i>Exercised Q3-2026 (ytd)</i>	<i>Cancelled Q3-2026 (ytd)</i>	<i>Outstanding December 31, 2025</i>	<i>% of the total</i>
A	64,815	(55,556)	9,259	-	-	-	9,259	2.5%
B	64,814	(9,259)	55,555	375,000	(250,000)	-	180,555	47.8%
C	55,555	(44,444)	11,111	-	-	-	11,111	2.9%
D	44,444	-	44,444	-	-	-	44,444	11.8%
E	23,889	-	23,889	16,667	-	-	40,556	10.7%
F	3,704	-	3,704	16,667	-	-	20,371	5.4%
G	14,815	(14,815)	-	-	-	-	-	0.0%
H	14,815	-	14,815	-	-	-	14,815	3.9%
I	12,963	-	12,963	-	-	-	12,963	3.4%
J	12,963	(10,556)	2,407	-	-	-	2,407	0.6%
K	9,259	(9,259)	-	-	-	-	-	0.0%
L	7,407	-	7,407	-	-	-	7,407	2.0%
M	6,481	-	6,481	-	-	-	6,481	1.7%
N	6,481	-	6,481	-	-	-	6,481	1.7%
O	4,457	-	4,457	-	-	-	4,457	1.2%
P	3,704	-	3,704	-	-	-	3,704	1.0%
Q	3,704	-	3,704	-	-	-	3,704	1.0%
Others	10,577	(1,235)	9,342	-	-	(617)	8,725	2.3%
Total	<u>364,847</u>	<u>(145,124)</u>	<u>219,723</u>	<u>408,334</u>	<u>(250,000)</u>	<u>(617)</u>	<u>377,440</u>	<u>100.0%</u>

b) Restricted Shares Units

Pursuant to the Plan, the Company may grant RSUs to employees, directors, officers, and consultants. The RSUs can be settled at the election of the holder for Subordinate Voting Shares (“Shares”), cash, or a combination of Shares and cash. The RSUs are determined to be a liability instrument, and the fair value will be recognized as an expense using the graded vesting method over the vesting period.

On December 30, 2025, the Company’s Board of Directors approved the cancellation of all outstanding RSUs held by certain consultants, including RSUs that had previously vested and been settled in shares. Pursuant to executed rescission agreements, all unvested RSUs were canceled without consideration, and all vested shares previously issued upon settlement of RSUs were surrendered by the grantees and canceled.

As a result of the rescission, the Company recorded the following during the period a reversal of previously recognized share-based compensation expense related to unconverted RSUs of \$181,887. Details of the canceled RSUs are as follows:

- Consultant “P” - 20,000 RSUs - USD38,397
- Consultant “E” - 37,037 RSUs - USD71,745
- Consultant “F” - 37,037 RSUs - USD71,745

On December 1, 2025, the Company converted 7,500 RSUs issued to independent contractors granted on September 19, 2025. These RSUs were valued based on the prevailing market price of one Share on the conversion date, and the Company recognized \$20,550 as share capital.

On October 1, 2025, the Company granted 20,000 RSUs to consultant “P” vesting on the grant date. The Company recognized \$38,397 as share-based payment during the nine month period ended December 31, 2025.

On September 19, 2025, the Company granted 30,000 RSUs to independent contractors of the Company, expiring in 5 years, which vest 25% every quarter after the grant date. These RSUs were fair valued based on the prevailing market price of one Share on the balance sheet date. The Company recognized \$32,054 as share-based payment during the nine month period ended December 31, 2025.

On July 28, 2025, the Company converted 40,742 RSUs, of which 18,519 RSUs to consultant "E" and 18,519 RSUs to consultant "F" based on the completion of the milestones of funding the company in aggregate greater than CAD\$50 million. The Company also converted 3,704 to other consultants. These RSUs were valued based on the prevailing market price of one Share on the completion date, and the Company recognized an expense of \$230,491 during the nine month period ended December 31, 2025.

On July 3, 2025, the Company granted converted a total of 92,944 RSUs, of which 42,592 RSUs to consultant "B", 18,519 RSUs to consultant "E", 18,519 RSUs to consultant "F", 351 to other consultants, and 12,963 to directors and officers of the Company. These RSUs were valued based on the prevailing market price of one Share on the conversion date, and the Company recognized \$253,541 as share capital.

On May 26, 2025, the Company granted 33,333 RSUs to consultant "B", expiring in 5 years, and vest on July 1, 2025. These RSUs were fair valued based on the market price of one Share on the balance sheet date. The Company recognized \$344,431 as share-based payment during the nine month period ended December 31, 2025.

The table below consolidates the position of the RSUs granted related to consultants of the Company:

<i>Consultant</i>	<i>Total granted amount</i>	<i>Converted - Inception to March 31, 2025</i>	<i>Outstanding March 31, 2025</i>	<i>Granted Q3-2026 (ytd)</i>	<i>Converted Q3-2026 (ytd)</i>	<i>Cancelled Q3-2026 (ytd)</i>	<i>Outstanding December 31, 2025</i>	<i>% of the total</i>
A	7,407	(2,469)	4,938	-	-	-	4,938	3.5%
B	46,296	(9,259)	37,037	33,333	(42,592)	-	27,778	19.7%
E	111,111	(37,037)	74,074	-	(37,037)	(37,037)	-	0.0%
F	111,111	(37,037)	74,074	-	(37,037)	(37,037)	-	0.0%
L	1,852	-	1,852	-	-	-	1,852	1.3%
Others	20,371	(3,704)	16,667	20,000	(4,055)	(20,000)	12,612	8.9%
Total	298,148	(89,506)	208,642	53,333	(120,721)	(94,074)	141,254	100.0%

On September 30, 2025, the balance of 585,020 RSUs granted in the previous periods, were revalued based on the prevailing market price of one Share on the revaluation date, and the Company derecognized \$2,611,348 as share-based payment for RSUs during the nine month period ended December 31, 2025.

A summary of the Company's restricted shares units as at December 31, 2025, and changes for the years then ended is as follows:

	<i>Number of RSUs</i>
Balance, March 31, 2024	24,075
Issued, April 15, 2024	1,852
Issued, June 20, 2024	37,037
Issued, July 3, 2024	359,817
Issued, September 13, 2024	74,074
Issued, December 23, 2024	296,296
Cancelled	(5,926)
Converted	(101,852)
Balance, March 31, 2025	685,373
Issued, May 26, 2025	33,333
Issued, September 19, 2025	30,000
Issued, October 1, 2025	20,000
Cancelled	(94,074)
Converted	(141,186)
Balance, December 31, 2025	533,446
Exercisable, December 31, 2025	1,481

A reconciliation of share based payments is as follows:

Share based payments	<i>Stock Options</i>	<i>RSUs</i>	<i>Total</i>
Previous years graded vesting	860,673	-	860,673
Revaluation RSUs 2023	-	(62,339)	(62,339)
New grants Q1 2025	196,119	56,989	253,108
New grants Q2 2025	1,178,861	3,771,684	4,950,545
New grants Q3 2025	1,334,636	2,927,997	4,262,633
Cancelled options / RSUs	(1,396,321)	(12,717)	(1,409,038)
Balance, December 31, 2024	\$ 2,173,968	\$ 6,681,614	\$ 8,855,582
Previous years graded vesting	1,337,858	-	1,337,858
Previous years RSUs revaluation	-	(2,611,348)	(2,611,348)
New grants Q1 2026	258,056	344,431	602,487
New grants Q2 2026	2,118,326	32,054	2,150,380
New grants Q3 2026	470,072	38,397	508,469
RSU milestone conversion	-	230,491	230,491
RSUs cancellation	-	(181,887)	(181,887)
Balance, December 31, 2025	\$ 4,184,312	\$ (2,147,862)	\$ 2,036,450

As of December 31, 2025, the fair value of RSUs was \$611,592 (March 31, 2025 - \$3,911,823).

8. RELATED PARTY TRANSACTIONS AND BALANCES

The Company's related parties consist of the directors, executive officers and key management personnel, who have authority and responsibility for planning, directing, and controlling the Company's activity and companies controlled by them. Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources, services, or obligations between related parties.

Transactions are measured at the exchange amount, which is the amount agreed to by the parties.

Key management personnel include those with authority and responsibility for planning, directing, and controlling the company's activities. The Company has determined that key management personnel consist of executive and non-executive members of its Board of Directors and senior officers.

During the three and nine month periods ended December 31, 2025 and 2024, related party transactions were as follows:

	<i>Three months ended</i>		<i>Nine months ended</i>	
	<i>December 31, 2025</i>		<i>December 31, 2025</i>	
	<i>2025</i>	<i>2024</i>	<i>2025</i>	<i>2024</i>
Management fees	\$ 75,000	\$ 49,753	\$ 195,000	\$ 134,334
Management salaries and benefits included in personnel expenses	442,626	347,051	1,343,496	1,117,687
Share-based payments	(168,813)	302,201	(363,732)	626,013
	<u>\$ 348,813</u>	<u>\$ 699,005</u>	<u>\$ 1,174,764</u>	<u>\$ 1,878,034</u>

Included in accounts payable as due from related parties at December 31, 2025, were amounts totaling \$60,000 due to Michael Blum, the Chairman (March 31, 2025 – \$20,000), \$7,500 due to David Scott, director (March 31, 2025 – \$Nil) \$nil due to James Hendrickson, President and Chief Operating Officer (March 31, 2025 - \$83,500), and \$nil due to Kevin Wilson, the Chief Accounting Officer (March 31, 2025 - \$2,299).

Also included as due from related parties at December 31, 2025, is an unsecured loan made on April 28, 2023 of \$70,449 (March 31, 2025 - \$68,080) to Michael Wadden, the Chief Commercial Officer of the Company. The loan has an annual interest rate of 5% and requires principal and interest to be paid in full by May 1, 2033. No repayments were made during the nine month period ended December 31, 2025.

On December 23, 2024, the Company granted 7,407 Options to James Hendrickson, President and Chief Operating Officer, with an exercise price of CAD\$30.51 (\$22.26 at balance sheet rate), expiring in 5 years, where 25% will vest within one year of the grant date, and 6.25% every subsequent quarter.

During the nine month period ended December 31, 2025, the Company recognized \$30,154 as share-based payment for stock these Options using the graded vesting method over the vesting period.

On December 23, 2024, the Company granted 7,408 RSUs to two independent directors of the Company, 3,704 to Gordon Scott Paterson (former director) and 3,704 to Jonathan de Vos. These RSUs have no exercise price and expire in 5 years. They vest 33.33% within one year of the grant date and 33.33% yearly thereafter. The Company revalued the RSUs based on the prevailing market price of one Share on the revaluation date. The Company derecognized \$7,346 as share-based payment for these RSUs during the nine month period ended December 31, 2025.

On September 13, 2024, the Company granted 74,074 RSUs to Michael Blum, the Chairman, with no exercise price and expire in 10 years. 24,691 RSUs vest 12 months after the grant date and 8.33% every three months afterwards. During the period ended September 30, 2025, the Company revalued these RSUs based on the prevailing market price of one Share on the revaluation date. The Company derecognized \$330,191 as share-based payment for RSUs during the nine month period ended December 31, 2025.

On July 3, 2024, the Company granted 3,704 Options to James Hendrickson, President and Chief Operating Officer and 1,852 to Kevin Wilson, its Chief Accounting Officer. The Options have an exercise price of CAD\$28.89 (\$21.08 at balance sheet rate) and expire in 5 years. 25% of the options will vest 12 months after the grant date and 6.25% every subsequent quarter.

During the nine month period ended December 31, 2025, the Company recognized \$19,210 as share-based payment for these stock options using the graded vesting method over the vesting period.

On July 3, 2024, the Company granted 1,852 RSUs to Kevin Wilson, its Chief Accounting Officer and 16,665 to the three independent directors of the Company, 5,555 to Gordon Scott Paterson (former director) and 5,555 to Jonathan de Vos. The RSUs have no exercise price and expire in 10 years. 33.33% vest every 12 months after the grant date. The Company revalued the RSUs based on the prevailing market price of one Share on the revaluation date. The Company derecognized \$51,219 as share-based payment for during the nine month period ended December 31, 2025.

On December 23, 2023, the Company granted 16,278 stock options to Kevin Wilson, its Chief Financial Officer and 1,852 stock options to James Hendrickson, its Chief Operating Officer with an exercise price of CAD\$36.45 (\$26.18 at balance sheet rate), expiring in 5 years, where 16,278 vested on the grant date, and 1,852 will vest 25% within one year of the grant date, and 6.25% every subsequent quarter.

During the nine month period ended December 31, 2025, the Company recognized \$1,866 as share-based payment for these Options using the graded vesting method over the vesting period.

On December 31, 2025, the remaining unvested 6,172 RSUs granted to Gordon Scott Paterson (former director) in the year ended March 31, 2023, were valued based on the market price of one Subordinate Voting Share on the revaluation date, of which \$26,206 is derecognized in the nine month period ended December 31, 2025.

9. COMMITMENTS

The Company has an obligation to pay royalties to Cyberlab, LLC (“Cyberlab”) (a company controlled by Dan Mapes, a director and officer). Cyberlab shall be entitled to receive a share of the gross revenue derived from the sales, licensing, and other commercial activities involving Spatial Domain Names, pursuant to the following schedule:

- Years 1 through 10 of the Spatial Domain Program: Cyberlab shall be entitled to retain Five Percent (5%) of all gross revenue from the Spatial Domain Program, while VERSES shall retain the remaining Ninety-Five Percent (95%) to allocate between itself and other Spatial Domain Program stakeholders (e.g., registries, registrars, etc.) as it sees fit.
- Years 11 through 14 of the Spatial Domain Program: Cyberlab shall be entitled to retain Four Percent (4%) of all gross revenue from the Spatial Domain Program, while VERSES shall retain the remaining Ninety-Six Percent (96%).
- Years 15 through 17 of the Spatial Domain Program: Cyberlab shall be entitled to retain Three Percent (3%) of all gross revenue from the Spatial Domain Program, while VERSES shall retain the remaining Ninety-Seven Percent (97%).
- Years 18 and 19 of the Spatial Domain Program: Cyberlab shall be entitled to retain Two Percent (2%) of all gross revenue from the Spatial Domain Program, while VERSES shall retain the remaining Ninety-Eight Percent (98%).
- Years 20 to 25 of the Spatial Domain Program: Cyberlab shall be entitled to retain One Percent (1%) of all gross revenue from the Spatial Domain Program, while VERSES shall retain the remaining Ninety-Nine Percent (99%).

As of December 31, 2025, no amounts are payable under the royalty agreement.

The Company may grant stock options (“Options”), deferred share units (“DSU”), or restricted stock units (“RSU”) to qualifying consultants and employees based on their respective contracts, to be determined at the grant date based on the prevailing market price of the Company’s shares. As of December 31, 2025, the outstanding commitment balance is 143,510 (March 31, 2025 – nil) to be granted as Options, RSUs or DSUs, of which 37,510 stock options is for the new Board of Directors member, David Scott, 33,000 is for Hari Thiruvengada (Chief Technology Officer), 33,000 is for James Hendrickson (President and Chief Operating Officer), and 1,481 RSUs to Expansion Project Technologies Holding 9 SPV RSC Ltd in connection with CAD\$400,000 in revenues derived by Verses from the commercial agreements it enters into with affiliates of G42.

The Company has entered into severance agreements with Gabriel Rene (Chief Executive Officer and Director), Dan Mapes (President Emeritus and Global Ambassador and Director), James Christodoulou (Chief Financial Officer), Kevin Wilson (Chief Accounting Officer), Donald Moody (General Counsel and Chief Legal Officer), Capm Petersen (Chief Innovation Officer), Steven Swanson (Chief Experience Officer), Michael Wadden (Chief Commercial Officer), James Hendrickson (President and Chief Operating Office), and Hari Thiruvengada (Chief Technology Officer). In the case of involuntary termination or a change in control, the executives are entitled to a monetary payment of base salary, continuation of medical and dental insurance, and immediate, accelerated vesting of all stock options, equity, and related compensation.

10. SHARE CAPITAL

a) Authorized shares

Effective July 20, 2021, the Company amended its Articles to create an unlimited number of Class A Subordinate Voting Shares and unlimited number of Class B Proportionate Voting Shares. Each Subordinate Voting Share shall entitle the holder thereof to one vote. Each Class B share shall entitle the holder thereof to 6.25 votes and such proportionate dividends and liquidation rights. Each Class B share is convertible, at the holder's option, into 6.25 Subordinate Voting Shares.

On May 30, 2024, all 370,370 Class B Proportionate Voting Shares were converted to 2,314,815 Class A Subordinate Voting Shares.

On September 26, 2025, 1,240,741 Class A Subordinate Voting Shares were converted to 198,517 Class B Proportionate Voting Shares.

On October 29, 2025, 198,517 Class B Proportionate Voting Shares were converted back to 1,240,741 Class A Subordinate Voting Shares.

b) Issued

On December 1, 2025, 7,500 RSUs were settled into Shares with a value of \$20,550 based on the prevailing share price and exchange rate on the settlement date.

On November 10, 2025, the Company entered into a private placement financing and a related sharing agreement with Sorbie Bornholm LP and Sorbie Investments LLP (collectively, "Sorbie"). The Company issued 2,333,334 units issued pursuant to the private placement and. Each unit was issued at a price of CAD\$6.00 (\$4.38 at balance sheet rate) per unit, for total gross proceeds of CAD\$14,000,000 (\$9,917,600). Each unit consisted of one Class A subordinate voting share and one-half of one common share purchase warrant. Each whole warrant is exercisable for one Class A subordinate voting share at an exercise price of CAD\$7.00 (\$5.11 at balance sheet rate) per share and expires three years from the date of issuance.

At closing, CAD\$700,000 (USD495,880) of the gross proceeds was released to the Company in cash. The remaining proceeds were delivered in accordance with the terms of the related Sharing Agreement.

Concurrently with the closing of the private placement, the Company entered into a Sharing Agreement with Sorbie, pursuant to which the Company is entitled to receive variable monthly cash settlements over an 11-month term, based on the performance of the Company's share price relative to a benchmark price of CAD\$7.75 (\$5.65 at balance sheet rate). Settlement amounts are determined monthly based on the volume-weighted average trading price of the Company's shares and are not subject to a contractual maximum. The Company has no obligation to issue additional shares under the Sharing Agreement. An additional 140,000 units were issued in accordance with the terms of the transaction as CAD\$840,000 (\$595,056) compensation for the Sharing Agreement.

On July 29 and August 13, 2025, a total of 250,000 options granted to consultant "B" were exercised.

On July 28, 2025, 40,742 RSUs were settled into Shares with a value of \$253,541 based on the prevailing share price and exchange rate on the settlement date.

On July 11, 2025, the Company closed an offering by way of prospectus supplement. Pursuant to the Offering, the Company raised gross proceeds of approximately CAD\$9,573,758 (US\$7,000,331) by issuing 1,007,764 units of the Company (the “Units”) at a price of CAD\$9.50 (US\$6.946) per Unit.

Each Unit is comprised of one Class A Subordinate Voting Share of the Company (a “Share”) and one-half of one Share purchase warrant (each whole Share purchase warrant, a “Warrant”). Each Warrant entitles the holder to purchase one Share of the Company (a “Warrant Share”) at an exercise price of CAD\$11.50 (\$8.26 at balance sheet rate) per Warrant Share at any time until the date that is 36-month from the date of issuance, subject to adjustment in certain events.

The Offering was completed pursuant to an agency agreement dated July 9, 2025 between the Company, A.G.P. Canada Investments ULC and A.G.P./Alliance Global Partners. Each of A.G.P. Canada Investments ULC and A.G.P./Alliance Global Partners acted as co-lead agents, on behalf of a syndicate of agents including Imperial Capital, LLC and Haywood Securities Inc.

In connection with the Offering, the Company agreed to pay the agents a cash commission of CAD\$400,000 (\$292,480), and further agreed to issue to the agents 35,271 of compensation warrants (the “Compensation Warrants”). Each Compensation Warrant is exercisable into a Share at an exercise price of CAD\$11.50 (US\$8.409) per Share until the date that is 36 months after the date of issuance. In addition, the Company paid a cash fee of US\$250,000 and issued 75,000 corporate finance fee warrants to TriView Capital Ltd., a financial advisor of the Company, with such corporate finance fee warrants having identical terms to the Compensation Warrants.

On July 3, 2025, 92,944 RSUs were settled into Shares with a value of \$883,851 based on the prevailing share price and exchange rate on the settlement date.

On May 9, 2025, in connection with the conversion of the convertible debentures, the Company issued 4,253 Shares as an interest remainder.

On April 28, 2025, the Company closed an offering by way of prospectus supplement (the “Offering”). Pursuant to the Offering, the Company raised gross proceeds of \$7,929,900 (CAD\$11,000,000) by issuing 916,666 Units of the Company (the “Units”) at a price of US\$8.64 (CAD\$12.00) per Unit.

Each Unit is comprised of one Class A Subordinate Voting Share of the Company (a “Share”) and one-half of one Share purchase warrant (each whole Share purchase warrant, a “Warrant”). Each Warrant entitles the holder to purchase one Share of the Company (a “Warrant Share”) at an exercise price of CAD\$15.00 (\$11.00 at balance sheet rate) per Warrant Share at any time until the date that is 36-month from the date of issuance, subject to adjustment in certain events.

The Offering was completed pursuant to an agency agreement dated April 23, 2025 between the Company, A.G.P. Canada Investments ULC, Clear Street LLC and A.G.P./Alliance Global Partners.

In connection with the Offering, the Company agreed to pay the agents a cash commission equal to \$575,655, incurred in legal fees of \$242,418, and agreed to issue 70,334 compensation warrants (the “Compensation Warrants”) valued at \$495,635 (Note 11). Each Compensation Warrant is exercisable into a Share at an exercise price of CAD\$12.00 (\$8.80 at balance sheet rate) per Share until the date that is 36 months after the date of issuance. The cash commission and the number of Compensation Warrants was reduced from 7% to 2.0% in respect to the portion of aggregate gross proceeds of the Offering attributable to subscribers identified by the Company.

The Offering was completed in Canada pursuant to a prospectus supplement dated April 25, 2025 (the “Supplement”) to the Company’s base shelf prospectus receipted on September 26, 2024 (the “Base Shelf Prospectus”).

11. WARRANTS

On December 18, 2025, in connection with the Convertible Debentures issuance (Note 15), the Company issued 434,764 warrants. Each whole warrant is exercisable for one Class A subordinate voting share at an exercise price of CAD\$7.00 (\$5.11 at balance sheet rate) per share and expires three years from the date of issuance. The Company also issued 23,026 Broker Units. Each Broker Unit has an exercise price of CAD\$3.04 (\$2.22 at balance sheet rate) per unit and consisted of one Class A subordinate voting share and one-half of one common share purchase warrant. Each whole warrant is exercisable for one Class A subordinate voting share at an exercise price of CAD\$7.00 (\$5.11 at balance sheet rate) per share and expires three years from the date of issuance.

The total fair value of Broker Units was \$45,361, estimated using the Black-Scholes option pricing model with the following weighted average assumptions:

	CAD\$	\$
Share price at grant date	\$ 3.04	\$ 2.21
Risk-free interest rate	2.59%	2.59%
Expected life	3 years	3 years
Expected volatility	118.4%	118.4%
Expected dividends	Nil	Nil
Grant date fair value per warrant	\$ 1.85	\$ 1.34

On November 6, 2025, in connection with the Sorbie financing (Note 10), the Company issued 1,236,667 warrants. Each whole warrant is exercisable for one Class A subordinate voting share at an exercise price of CAD\$7.00 (\$5.11 at balance sheet rate) per share and expires three years from the date of issuance. The Company also issued 186,667 Broker Units. Each Broker Unit has an exercise price of CAD\$6.00 (\$4.38 at balance sheet rate) per unit and consisted of one Class A subordinate voting share and one-half of one common share purchase warrant. Each whole warrant is exercisable for one Class A subordinate voting share at an exercise price of CAD\$7.00 (\$5.11 at balance sheet rate) per share and expires three years from the date of issuance.

The total fair value of these Warrants was \$2,774,214 and the Broker Units was \$644,058, estimated using the Black-Scholes option pricing model with the following weighted average assumptions:

	CAD\$	\$
Share price at grant date	\$ 4.88	\$ 3.46
Risk-free interest rate	2.39%	2.39%
Expected life	3 years	3 years
Expected volatility	118.4%	118.4%
Expected dividends	Nil	Nil
Grant date fair value per warrant	\$ 3.29	\$ 2.33

On July 11, 2025, in connection with the Prospectus Supplement offering closed, the Company issued 503,882 warrants and 110,271 Compensation Warrants (Note 10). Each Warrant entitles the holder to purchase one Share of the Company (a "Warrant Share") at an exercise price of CAD\$11.50 (\$8.26 at balance sheet rate) per Warrant Share at any time until the date that is 36-month from the date of issuance, subject to adjustment in certain events.

The total fair value of these Compensation Warrants was \$660,900, estimated using the Black-Scholes option pricing model with the following weighted average assumptions:

	CAD\$	\$
Share price at grant date	\$ 11.46	\$ 8.38
Risk-free interest rate	2.72%	2.72%
Expected life	3 years	3 years
Expected volatility	120.6%	120.6%
Expected dividends	Nil	Nil
Grant date fair value per warrant	\$ 8.20	\$ 5.99

On May 9, 2025, in connection with the Prospectus Supplement offering closed, the Company issued 458,333 warrants and 70,334 Compensation Warrants (Note 10).

The total fair value of these Compensation Warrants was \$495,635, estimated using the Black-Scholes option pricing model with the following weighted average assumptions:

	CAD\$	\$
Share price at grant date	\$ 13.20	\$ 9.52
Risk-free interest rate	2.61%	2.61%
Expected life	3 years	3 years
Expected volatility	123.9%	123.9%
Expected dividends	Nil	Nil
Grant date fair value per warrant	\$ 9.78	\$ 7.05

Warrants outstanding as at December 31, 2025 are summarized below:

	<i>Number of warrants</i>	<i>Weighted Average Exercise Price (CAD\$)</i>	<i>Exercise Price (USD\$ equivalent) ⁽¹⁾</i>
Balance, March 31, 2024	878,061	\$ 41.10	\$ 29.99
Issued	1,340,158	40.16	29.30
Exercised	(122,993)	24.09	17.58
Expired	(2)	21.60	15.76
Balance, March 31, 2025	<u>2,095,224</u>	<u>\$ 41.50</u>	<u>\$ 30.28</u>
Issued	3,023,944	8.84	6.45
Expired	(368,303)	26.54	19.36
Balance, December 31, 2025	<u>4,750,865</u>	<u>\$ 21.87</u>	<u>\$ 15.96</u>

(1) Converted at balance sheet rate.

As of December 31, 2025, the Company's outstanding share purchase warrants expire as follows:

<u>Expiry date</u>	<u>Weighted Average Remaining Contractual Life in Years</u>	<u>Exercise Price (CAD\$)</u>	<u>Exercise Price (USD\$ equivalent) (1)</u>	<u>Outstanding</u>
April 15, 2026	0.29	10.80	7.88	46,296
April 17, 2026	0.29	27.00	19.70	3,348
April 29, 2026	0.33	27.00	19.70	6,618
May 16, 2026	0.37	27.00	19.70	1,702
July 6, 2026	0.51	55.35	40.38	29,227
July 6, 2026	0.51	68.85	50.23	294,694
August 15, 2026	0.62	27.00	19.70	45,496
August 17, 2026	0.63	40.50	29.55	126,853
August 30, 2026	0.66	40.50	29.55	43,062
September 17, 2026	0.71	40.50	29.55	12,494
December 22, 2026	0.98	32.40	23.64	809
January 8, 2027	1.02	40.50	29.55	28
June 20, 2027	1.47	40.50	29.55	255,185
September 26, 2027	1.74	21.60	15.76	10,562
September 26, 2027	1.74	32.40	23.64	114,354
November 8, 2027	1.85	13.50	9.85	14,444
November 8, 2027	1.85	18.90	13.79	85,699
November 15, 2027	1.87	13.50	9.85	2,229
November 15, 2027	1.87	18.90	13.79	15,290
December 9, 2027	1.94	13.50	9.85	3,707
December 9, 2027	1.94	18.90	13.79	28,519
January 9, 2028	2.02	52.92	38.61	235,906
January 9, 2028	2.02	42.39	30.93	26,420
February 25, 2028	2.15	52.92	38.61	257,312
March 9, 2028	2.19	18.90	13.79	66,667
April 28, 2028	2.33	15.00	10.94	458,333
April 28, 2028	2.33	12.00	8.76	70,334
July 11, 2028	2.53	11.50	8.39	614,153
November 6, 2028	2.85	6.00	4.38	186,667
November 6, 2028	2.85	7.00	5.11	1,236,667
December 18, 2028	2.97	3.04	2.22	23,026
December 18, 2028	2.97	7.00	5.11	434,764
	<u>2.24</u>	<u>\$ 21.87</u>	<u>\$ 15.96</u>	<u>4,750,865</u>

Notes:

(1) Converted at balance sheet rate.

(2) Warrants expiring July 6, 2026

Pre-Consolidation Exercise Terms: 1 Warrant + CAD\$2.55 (\$1.86 at balance sheet rate) = 1 Class A Subordinate Voting share.

Post-Consolidation Exercise Terms: 27 Warrants + CAD\$68.85 (\$50.23 at balance sheet rate) = 1 New Class A Subordinate Voting share.

For presentation purposes, the Company divided the total outstanding warrants by 27 to reflect 1 warrant + CAD\$68.85 (\$50.23 at balance sheet rate) = 1 New Class A Subordinate Voting share.

12. PREPAID EXPENSES

Prepaid expenses consisted of the following:

	<u>December 31, 2025</u>	<u>March 31, 2025</u>
Deposit	\$ 50,399	\$ 10,000
Retainer	269,311	251,983
Prepaid insurance	482,796	106,084
Subscriptions	303,283	267,997

Balance, end of the period

\$ 1,105,789

\$ 636,064

13. EQUIPMENT

<i>Cost</i>	<i>Equipment</i>
Balance, March 31, 2025	\$ 580,751
Additions	65,285
Balance, December 31, 2025	\$ 646,036
<i>Accumulated depreciation</i>	<i>Equipment</i>
Balance, March 31, 2025	\$ 455,338
Additions	70,408
Balance, December 31, 2025	\$ 525,746
Net book value, March 31, 2025	\$ 125,413
Net book value, December 31, 2025	\$ 120,290

14. CONTINGENT RECEIVABLE

On November 10, 2025, in connection with the financing agreement with Sorbie Bornholm LP, the Company entered into a Sharing Agreement tranches to be paid, Sorbie must have freely trading shares without a restrictive legend. Currently, the securities issued under the Offering are not freely trading and are subject to a statutory hold period of four months plus a day from the date of issuance in accordance with applicable securities legislation in Canada.

The Sharing Agreement calculates each additional tranche, as the Transfer Amount of CAD\$1,209,091 (\$882,152 at balance sheet rate) minus the difference between the Benchmark Price of CAD\$7.75 (\$5.65 at balance sheet rate) and the trailing 20-day Value Weighted Average Price times 164,223 (Transfer Amount – ((Benchmark Price – 20-day VWAP)*164,223). The Company is responsible to pay 8% brokerage fee with each tranche.

For tranches under the Sharing Agreement to be payable, Sorbie must hold freely tradable shares without a restrictive legend. As of the date of issuance of these Condensed Consolidated Interim Financial Statements, the shares issued under the Sharing Agreement remain subject to a restrictive legend. Accordingly, the contingent receivable cannot be measured or recognized at this time.

Any subsequent cash proceeds received will be recorded directly in Shareholders' Equity.

15. CONVERTIBLE DEBENTURE

On December 19, 2025, the Company announced that it had closed a non-brokered private placement offering (the "Offering") of secured convertible debenture units (the "Units") for gross proceeds of CAD\$2,651,000 (\$1,923,566) of which CAD\$2,415,000 (\$1,752,324) was in cash. Each Unit consists of CAD\$1,000 (\$730 at balance sheet rate) principal amount of secured convertible debentures (the "Convertible Debentures") and 164 detachable share purchase warrants (the "Warrants"). The Convertible Debentures are convertible into Class A Subordinate Voting Shares of the Company (the "Shares"), at the election of the holder, at a conversion price of CAD\$3.04 (\$2.22 at balance sheet rate) per Share (the "Conversion Price"), subject to customary anti-dilution adjustments. The Warrants are exercisable at a price of CAD\$7.00 (\$5.11 at balance sheet rate) per Share until December 18, 2028. The Convertible Debentures mature on December 18, 2027 (the "Maturity Date") and bear interest at a rate of 15% per annum, payable in arrears on the earlier of conversion, prepayment, or the Maturity Date, in either cash or, at the option of the holder, by the issuance of Shares at the Conversion Price, subject to approval of Cboe Canada Inc. (the "Exchange"). The Convertible Debentures are secured by a first-ranking security interest over all present and after-acquired property and assets of the Company.

A reconciliation of the contingent receivable is as follows:

Convertible debenture

Balance, March 31, 2025	\$	-
Proceeds from issuance		1,934,170
Issuance costs cash paid		(69,527)
Issuance costs warrants granted		(45,361)
Interest payable		10,261
Accretion expense		3,155
Foreign exchange on convertible debt		72
Balance, December 31, 2025	\$	<u>1,832,770</u>

16. CONTINGENT LIABILITY

On or about November 7, 2025, a subsidiary of the Company (VTU) was served with a copy of a summons and complaint for a Wyoming civil action for, inter alia, breach of contract and unjust enrichment from a Florida resident (Philip Plough) based upon a ~\$35,000 loan (paid in cryptocurrency) made to an unrelated third party entity (XYZ Global Technologies, Inc.), and entity which Mr. Mapes and Mr. Rene, Officers and Directors of the Company were associated with. Along with XYZ, VTU and the Company, Mr. Mapes and Mr. Rene were also named in the Complaint as individuals along with a law firm (Gresham International America LLC) that specializes in fintech compliance services. The Complaint seeks \$1,856,000 in compensatory damages, as well as punitive / exemplary damages and injunctive relief. On or about January 8, 2026, counsel for Plaintiff served a group of applications for “default judgment” against several defendants — including some that appear to have never been properly served or that have filed challenges to the court’s jurisdiction. The Company was also included, even though it too never accepted service of process or consented to personal jurisdiction.

However, because VTU is a Wyoming corporation, it did not challenge proper service or jurisdiction, and an Answer was filed on its behalf in late December 2025. VTU denied the allegations made against it, highlighting that the loan document in question (i.e. a promissory note) makes no mention of VTU or the Company, and that to the best of its knowledge neither one ever had any involvement with or received any funds from the 2018 loan to XYZ. XYZ has never done any business with VTU or the Company, and neither the Company nor VTU have any stock or other ownership interest in or day-to-day involvement with XYZ. Likewise, XYZ owns no stock in and has no day-to-day involvement with the Company or VTU. The case is otherwise still in its early stages. No hearings have been held and no discovery has been taken by either side.

17. FINANCIAL INSTRUMENTS

As of December 31, 2025, the Company’s financial instruments consist of cash and restricted cash, accounts receivable, accounts payable and accrued liabilities, restricted share unit liability, provision for legal claim, convertible debenture, and loans payable.

In accordance with ASC 820, Fair Value Measurement, the Company categorizes financial assets and liabilities measured at fair value into a three-level hierarchy based on the inputs used in the valuation techniques. The hierarchy gives the highest priority to quoted prices in active markets (Level 1) and the lowest priority to unobservable inputs (Level 3).

The levels of the fair value hierarchy are defined as follows:

- Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company can access at the measurement date.
- Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, such as quoted prices for similar assets or liabilities in active or inactive markets.
- Level 3 – Unobservable inputs for the asset or liability, which are used to measure fair value to the extent that observable inputs are not available, and which are significant to the overall fair value measurement.

<u>As of December 31, 2025</u>	<u>Level 1 (\$)</u>	<u>Level 2 (\$)</u>	<u>Level 3 (\$)</u>	<u>Total (\$)</u>
Assets:				
Cash and restricted cash	67,954	-	-	67,954
Accounts receivable	164,000	-	-	164,000
Due from related parties	70,449	-	-	70,449
Liabilities:				
Accounts payable	3,141,081	-	-	3,141,081
Accrued liabilities	79,891	-	-	79,891
Provision for legal claim	9,640,094	-	-	9,640,094
Convertible Debenture	1,832,770	-	-	1,832,770
Restricted share unit liability	-	611,592	-	611,592
Loans payable	141,036	-	-	141,036
<u>As of March 31, 2025</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Assets:				
Cash and restricted cash	4,816,906	-	-	4,816,906
Due from related parties	68,080	-	-	68,080
Liabilities:				
Accounts payable	2,036,916	-	-	2,036,916
Accrued liabilities	41,736	-	-	41,736
Provision for legal claim	8,948,085	-	-	8,948,085
Restricted share unit liability	-	3,911,823	-	3,911,823
Loans payable	139,039	-	-	139,039

Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The financial instrument that potentially subjects the Company to concentrations of credit risk consists principally of cash, accounts receivable, and due from related parties. To minimize the credit risk, the Company places its cash with large financial institutions.

Amounts due from related parties of \$70,449 as of December 31, 2025 (March 31, 2025 - \$68,080) represent receivables from an unsecured loan to a key member of the management team. The loan has an annual interest rate of 5% and requires principal and interest to be paid in full by May 1, 2033 (Note 8).

As of December 31, 2025, management assessed that there is no need to provide a credit loss allowance.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's operations on an ongoing basis. The Company strives to ensure that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations, cash holdings, and anticipated future financing transactions.

The Company has historically raised capital to fund operations, primarily through debt and equity investors, although there is no assurance that it will be able to raise funds in the future. The Company will continue to rely on such financings to generate sufficient amounts of cash and cash equivalents to cover its operating costs, satisfy short and long term capital requirements, and meet growth objectives.

Contractual cash flow requirements as of December 31, 2025, were as follows:

	<i><1 year</i>	<i>1-2 years</i>	<i>2-5 years</i>	<i>>5 years</i>	<i>Total</i>
	<u>\$</u>	<u>\$</u>	<u>\$</u>	<u>\$</u>	<u>\$</u>
Accounts payable	3,141,081	-	-	-	3,141,081
Accrued liabilities	79,891	-	-	-	79,891
Convertible Debenture	-	1,832,770	-	-	1,832,770
Loans payable	7,752	7,752	23,256	102,276	141,036
Total	<u>3,228,724</u>	<u>1,840,522</u>	<u>23,256</u>	<u>102,276</u>	<u>5,194,778</u>

As of December 31, 2025, the Company had a working capital deficit of \$13,247,462 (March 31, 2025 - \$8,923,210).

Foreign exchange risk

Foreign exchange risk is the risk that the fair value or future cash flows will fluctuate due to changes in foreign exchange rates. The Company has financial assets denominated in Euros and Canadian dollars and is therefore exposed to exchange rate fluctuations. As of December 31, 2025, the Company had the equivalent of \$2,321,007 net financial liabilities in Canadian dollars (March 31, 2025 - net financial liabilities of \$223,534) and \$13,761 in net financial assets denominated in Euros (March 31, 2025 - \$104,416).

The foreign exchange risk exposure of the Company financial instruments as at December 31, 2025 is as below:

Financial Instrument Type	<i>Currency</i>		<i>+/- 10% fluctuation Increase/(decrease)</i>	
	<u>CAD\$</u>	<u>\$</u>	<u>\$ impact</u>	
Cash	17,019	12,417	1,242	(1,242)
Tax receivable	1,041,333	759,756	75,976	(75,976)
Prepaid expenses	1,053,483	768,621	76,862	(76,862)
Accounts payable	(751,698)	(548,439)	(54,844)	54,844
Accrued liabilities	(81,569)	(59,513)	(5,951)	5,951
Convertible debentures	(2,512,020)	(1,832,770)	(183,277)	183,277
Restricted share unit liability	(1,087,554)	(793,479)	(79,348)	79,348
	<u>(2,321,007)</u>	<u>(1,693,407)</u>	<u>(169,340)</u>	<u>169,340</u>

Financial Instrument Type	<i>Currency</i>		<i>+/- 10% fluctuation Increase/(decrease)</i>	
	<u>EURO</u>	<u>\$</u>	<u>\$ impact</u>	
Restricted cash	24,427	28,609	2,861	(2,861)
Tax receivable	1,884	2,206	221	(221)
Accounts payable	(12,550)	(14,698)	(1,470)	1,470
	<u>13,761</u>	<u>16,117</u>	<u>1,612</u>	<u>(1,612)</u>

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The interest earned on cash balances approximates fair value rates, and the Company is not subject to significant risk due to fluctuating interest rates. As of December 31, 2025, the Company does not hold any liabilities that are subject to fluctuations in market interest rates.

Price risk

Price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk or currency risk. The Company is not exposed to other price risk.

18. MANAGEMENT OF CAPITAL

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development of their technology. The Company considers the items in shareholders' equity as capital. There has been no change to what the Company considers capital from the prior year. The Company does not have any externally imposed capital requirements to which it is subject to.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may issue Subordinate Voting Shares, dispose of assets or adjust the amount of cash. There has been no change to how capital is managed from the prior year.

19. SUPPLEMENTAL CASH FLOW INFORMATION

The supplemental cash paid and received by the Company as of December 31, 2025 is as below:

	<i>For three months ended</i>		<i>For nine months ended</i>	
	<i>December 31,</i>		<i>December 31,</i>	
	<i>2025</i>	<i>2024</i>	<i>2025</i>	<i>2024</i>
Cash paid for interest	\$ -	\$ 1,307	\$ 248	\$ 3,940
Cash received for interest	\$ 43,114	\$ 18,056	\$ 91,350	\$ 68,026

20. SEGMENT REPORTING

Operating segments comprised of the components of an entity in which separate information is available for evaluation by the Company's Chief Operating Decision Maker ("CODM"), the Company's Chief Executive Officer, or group of decision makers, in determining how to allocate resources in evaluating performance.

The CODM has determined that the Company consists of a single reporting segment providing Software as a Service, which includes proof of concept and software implementation services.

The accounting policies of the services segment are as described in the summary of significant accounting policies. The CODM evaluates the performance of the services segment based on the Company's net income (loss) as reported in the Statements of Operations.

The CODM reviews performance based on gross profit, operating profit, and net earnings. Operating profit is reviewed to monitor the operating and administrative expenses of the Company. The Company does not have any operations or sources of revenue outside of the United States. Accordingly, the CODM considers the revenue, operating expenses, and other income (expenses) of our single operating segment as reported on the statement of operations and considers our current and total assets as recorded on the balance sheet. There are no additional expense or asset information that are supplemental to those disclosed in these consolidated financial statements that are regularly provided to the CODM.

21. OTHER INCOME

Other income consisted of the following:

	<i>For three months ended</i>		<i>For nine months ended</i>	
	<i>December 31,</i>		<i>December 31,</i>	
	2025	2024	2025	2024
Accretion expense	\$ (3,155)	\$ (265,356)	\$ (3,155)	\$ (719,195)
Grant Income	128,430	42,071	210,339	68,026
Interest earned	6,297	18,056	91,350	98,105
Loss on derivative liability	-	(3,010,994)	-	(546,121)
Interest expense	(13,037)	(251,962)	(25,291)	(545,000)
Legal claim expense	(185,833)	-	(768,086)	1,666,000
Provision for losses on related party transactions	-	(83,285)	-	(479,809)
R&D tax credits	-	-	416,208	-
	<u>\$ (67,298)</u>	<u>\$ (3,551,470)</u>	<u>\$ (78,635)</u>	<u>\$ (457,994)</u>

22. PROVISION FOR LEGAL CLAIM

On July 13, 2022, David Thomson, a former independent contractor, filed a claim against one of the Company's U.S. subsidiaries, VTU, Cyberlab LLC, and two directors/officers of the Company in Los Angeles Superior Court. The claim alleged violations of various sections of the California Corporations Code, breach of contract, breach of the implied covenant of good faith and fair dealing, and unjust enrichment. Plaintiff claimed as much as \$5,000,000 in damages, subject to proof.

On September 1, 2022, VTU filed an answer denying any wrongdoing, and also made its own counterclaim against Mr. Thomson. The cross-claims against David Thomson included: (i) misappropriation of trade secrets; (ii) breach of contract; (iii) violation of the California Computer Data Access and Fraud Act ("CDAFA"); and (iv) violation of the Economic Espionage Act along with three additional cross-claims (alleging violation of the Computer Fraud and Abuse Act, conversion, violation of the Stored Communications Act, respectively) that were subsequently dismissed by the Court. VTU, for its part, sought to recover both compensatory and punitive damages from Mr. Thomson, as well as restitution of any ill-gotten gains and an award of reasonable attorneys' fees.

The arbitration was conducted for a total of 13 days over a period from February 5 through April 3, 2024, via a single arbitrator at the American Arbitration Association. The CDAFA claim was dismissed by the Arbitrator, but the claims for trade secret misappropriation, breach of contract and unjust enrichment were allowed to move forward. A final arbitration award was issued on May 17, 2024.

The final award imposed liability against: (i) VTU, jointly and severally with Cyberlab, LLC, a company owned by the Company's former president and current President Emeritus, Director of Global Development and a director of the Company, Dan Mapes, in the amount of \$6,307,258, inclusive of interest; and (ii) Cyberlab, LLC, VTU and its principals, Gabriel René and Dan Mapes, jointly and severally, for damages in the amount of \$1,900,000, interest of \$709,973 costs of \$64,303 and the fees of plaintiff's counsel totaling \$920,231. To resolve their part of joint and several liability, Mr. René and Mr. Mapes are working toward satisfying the portion of the award that applies to them as individuals, including \$1,666,000 proceeds from insurance. The remaining liability belongs to VTU. Initial good faith payments of \$1,791,000 have been made to the claimant.

On January 24, 2025, Mr. Thomson filed a Petition to Confirm the Arbitration Award with the Los Angeles Superior Court. A hearing on the Petition was held and on May 8, 2025, the Petition was confirmed for approximately \$9,900,000 together with interest accrued thereon. The Company recorded the total amount of this award as an expense incurred during our fiscal year ended March 31, 2024, while in the following fiscal year we recorded as income the \$1,666,000 insurance payment received by Mr. Mapes and Mr. René, which was partially offset by an aggregate of \$817,787 of interest that accrued on the total award during the most recently completed fiscal year ended.

On August 11, 2025, Mr. Thomson served counsel for VTU with a motion seeking \$500,000 in additional attorneys' fees and costs. Mr. Thomson has applied for an order compelling the individual defendants (Mapes and René) to turn over an allotment of their individually-owned VAI shares (1,158,333 each, for a combined total of 2,316,666) towards the aforementioned judgment. A hearing on that application is currently scheduled for January 20, 2026.

A reconciliation of the legal claim provision is provided in the table below:

	<u>December 31, 2025</u>	<u>March 31, 2025</u>
Beginning of the year	8,948,085	9,921,298
Payments in the year	(1,121)	(1,791,000)
Interest	693,130	817,787
Balance, end of the period	<u>9,640,094</u>	<u>8,948,085</u>

23. SUBSEQUENT EVENTS

January 13, 2026, the Company granted 61,230 RSUs to two independent contractors of the Company, expiring in 5 years, vesting immediately.

January 19, 2026, the Company entered into a loan agreement with Susie Zamora for \$75,000. The loan bears interest rate of 15% and was repaid in full on Jan 26, 2026.

January 29, 2026, the Company granted 450,000 Options to the consultants listed below at an exercise price of CAD\$0.87 (\$0.63 at balance sheet rate), vesting on the grant date, that expire 5 years after the date of grant.

- Consultant "E" 250,000
- Consultant "F" 200,000

January 30, 2026, the Company entered into a loan agreement with Susie Zamora for \$25,000. The loan bears interest rate of 15% and was not repaid until the issuance of this Condensed Consolidated Interim Financial Statements date.

February 8, 2026, Gabriel Rene, the Company's Chief Executive Officer and member of the Company's board of directors, resigned his positions as Chief Executive Officer and as a director on the Company's board of directors, and the Company's board of directors appointed David Scott, a current member of the Company's board of directors, to serve as interim Chief Executive Officer while the Company's board of directors conducts a search for a permanent replacement. Dan Mapes, President Emeritus and Global Brand Ambassador and director on the Company's board of directors, also resigned his positions with the Company. The Company's board merged the Chief Accounting Officer position with the Chief Financial Officer position, and consequently, Kevin Wilson, the Company's Chief Accounting Officer and Corporate Secretary, is no longer employed by the Company. The responsibilities of Chief Accounting Officer will be assumed by James Christodoulou, the Company's Chief Financial Officer, and the responsibilities of Corporate Secretary will be assumed by Donald Moody, the Company's General Counsel.

February 20, 2025, in connection with the Board Resolution dated December 30, 2025 (Note 7), 148,150 shares issued from vested RSUs held by certain consultants were canceled. Pursuant to executed rescission agreements, all vested shares previously issued upon settlement of RSUs were surrendered by the grantees and canceled without consideration.

- Consultant "E" - 74,075 shares
- Consultant "F" - 74,075 shares

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion and analysis of our financial condition and results of operations together with our financial statements and the related notes appearing elsewhere in this Quarterly Report on Form 10-Q. In addition to historical information, this discussion and analysis contains forward-looking statements that involve risks, uncertainties and assumptions. Our actual results may differ materially from those discussed below. Factors that could cause or contribute to such differences include, but are not limited to, those identified below, and those discussed in the section titled "Risk Factors" included in our Annual Report on Form 10-K for the fiscal year ended March 31, 2025 as may be amended, supplemented or superseded from time to time by other reports we file with the SEC. Unless stated otherwise or the context otherwise requires, in this Quarterly Report on Form 10-Q, references to "CAD\$" are to Canadian dollars and references to "\$" are to United States dollars. On December 31, 2025, the noon buying rates in New York City for cable transfers in foreign currencies as certified for customs purposes by the Federal Reserve Bank of New York, referred to as the "Noon Buying Rate", for the conversion of Canadian dollars into United States dollars was CAD\$1.00 equals \$0.7296.

Unless the context otherwise requires, references to "we", "our", "us", the "Company" or "VERSES" mean Verses AI Inc. and its subsidiaries.

Overview

Verses is a cognitive computing company focused on developing next generation artificial intelligence software, known as agentic AI, that is designed to support and improve decision making and take actions, we intend to license this software-as-a-service to individuals and companies. Our software is based on the fundamental principles of neuroscience and the way that the human brain learns and makes decisions in a process known as Active Inference, which we have configured to create a proprietary process. Active inference focuses on making predictions based on learning and dynamic reasoning from new and changing information, unlike many existing AI processes like Large Language Models (LLMs) that rely solely on fixed rules, large amounts of historical data, or static models.

In early 2024 we launched a private beta program of our software with a few select users with whom we had existing business relationships, and during the second half of 2024 we launched a public beta program for a broader number of users and developers. In April 2025, we released our flagship product, an innovative agentic software platform called Genius, which uses our proprietary technology based Active Inference to support and improve domain-specific decision making by providing insight when where there is volatility, uncertainty, complexity, or ambiguity in the input data. Genius integrates key customer inputs with internally generated and externally sourced data to develop cause and effect models with explainable probabilistic projections, forecasts, and comparative results. The Company intends to continue to develop Genius to improve the ease of integrating Genius into a client's existing technology stack, data architecture, governance, and workflows as well as increase its predictive accuracy, transparency, and auditability. To make Genius available to a larger universe of potential users, we offer a range of pricing packages that includes flat fee or profit share options, as well as variable pricing options based on complexity and usage criteria such as number of users, transactions, inferences, transactions, and input parameters.

Based on user feedback and the results of our beta program, we have implemented a highly targeted a go-to-market strategy which we call our "Lighthouse" strategy that will initially focus our efforts to license an enterprise version of Genius to financial institutions and asset managers that manage more than \$100 million of assets under management such as pension funds and other institutional fund managers including: sovereign funds, insurance companies, university and other endowments, hedge funds, and family offices, all of whom are estimated to collectively manage hundreds of trillions of dollars in long-duration capital. Genius is designed to help these funds improve their performance by integrating their key internal inputs such as asset performance assumptions, portfolio constraints, and investment strategies, with third-party market, economic, and other data to developed structured and auditable multi-year investment risk and return projections, probabilistic forecasts, and comparative results based on various asset allocation, portfolio rebalancing, and liquidity criteria.

Our targeted financial institutions are high-value, high-impact entities that manage large, diversified portfolios of various asset classes, and Genius can assist their investment teams to make class allocation decisions that increase returns and manage risk. Genius helps investment teams compare and optimize various asset allocation mixes by projecting how different mixes and different portfolio strategies may perform across a range of scenarios. Each target client will provide us with real world results that will allow us to continue to develop and improve Genius that can then be applied to other clients in the same sector and other sectors. During the coming quarters, we plan to expand from our initial target sector into others, such as robotics, logistics, and infrastructure management.

Recent Developments

February 8, 2026, Gabriel Rene, the Company's Chief Executive Officer and member of the Company's board of directors, resigned his positions as Chief Executive Officer and as a director on the Company's board of directors, and the Company's board of directors appointed David Scott, a current member of the Company's board of directors, to serve as interim Chief Executive Officer while the Company's board of directors conducts a search for a permanent replacement. Dan Mapes, President Emeritus and Global Brand Ambassador and director on the Company's board of directors, also resigned his positions with the Company, and the Company's board merged the Chief Accounting Officer position with the Chief Financial Officer position, and consequently, Kevin Wilson, the Company's Chief Accounting Officer and Corporate Secretary, is no longer employed by the Company. The responsibilities of Chief Accounting Officer will be assumed by James Christodoulou, the Company's Chief Financial Officer, and the responsibilities of Corporate Secretary will be assumed by Donald Moody, the Company's General Counsel.

December 18, 2025, the Company issued an aggregate of 2,650 secured convertible debenture units (the "Debenture Units") to an accredited investor in a private placement offering for an aggregate value of CAD\$2,650,000 before transaction fees and the exchange of obligations of or commitments by the Company to the investor. Each Debenture Unit consists of one 15% senior secured convertible debenture (a "Debenture") in the principal amount of CAD\$1,000 and 164 detachable share purchase warrants (the "Debenture Warrants"). Each Debenture Warrant is exercisable for a period of three years from the date of issuance for one Class A Subordinate Voting Share of the Company at an exercise price of CAD\$7.00 per share. As a result, the Company issued Debentures with an aggregate principal amount of CAD\$2,650,000 and 434,600 Debenture Warrants in exchange for CAD\$2,400,000 cash after fees.

The Debenture will mature on December 18, 2027 ("Debenture Maturity Date"). The Debenture bears interest at a rate of 15% per annum, payable in arrears on the earlier of conversion, prepayment, or the Maturity Date. Interest will be paid in either cash or, at the option of the holder, by the issuance of Class A Subordinate Voting Shares, subject to approval of Cboe Canada Inc., whereby the interest on the Debenture will be converted to Class A Subordinate Voting Share based on a conversion price of CAD\$3.04 (the "Debenture Conversion Price"). The Debenture will rank senior to all other existing and future indebtedness of the Company and are secured by a first-ranking security interest over all present and after-acquired property and assets of the Company.

At any time during the term of the Debenture, a holder thereof may elect to convert the outstanding principal and any accrued and unpaid interest thereon into Class A Subordinate Voting Share at the Conversion Price. The proceeds of the offering of the Debenture Units are expected to be used for general working capital purposes.

November 10, 2025, the Company closed a financing agreement with Sorbie Bornholm LP for a notional value of CAD\$14,000,000 in exchange for the issuance of an aggregate of 2,333,334 units, including finder's fees. Each such unit (the "Sorbie Units") consists of one Class A subordinated voting share of the Company and one-half warrant (each whole warrant, a "Sorbie Warrant"), where each Sorbie Warrant will entitle the holder to acquire one additional common share of the Company at an exercise price of CAD\$7.00 for a period of 36 months from the closing of this offering. In addition to the 2,333,334 Sorbie Units described above, at closing, the Company issued an additional 140,000 Sorbie Units at a price of CAD\$6.00 per Unit in satisfaction of a corporate finance fee of CAD\$840,000.

Upon closing, the Company received CAD\$700,000 representing the first tranche of this offering, and expects to receive eleven Sharing Agreement (defined herein) tranches, expected to be paid periodically, subject to the terms of the Sharing Agreement. The Sharing Agreement calculates each additional tranche, as CAD\$1,209,091 times the percent increase or decrease between the benchmark price of CAD\$7.75 and the trailing 20-day value weighted average price. The Company is responsible to pay 8% brokerage fee with each tranche.

For Sharing Agreement tranches to be paid, Sorbie must have freely trading shares without a restrictive legend, currently the securities issued under this offering are not freely trading and are subject to a statutory hold period of four months plus a day from the date of issuance in accordance with applicable securities legislation in Canada.

SELECTED FINANCIAL INFORMATION

FINANCIAL RESULTS FOR THE QUARTER ENDED DECEMBER 31, 2025, COMPARED TO THE QUARTER ENDED DECEMBER 31, 2024

	Quarter ended December 31,		\$ Change	% Change
	2025	2024		
REVENUE	\$ 417,932	\$ -	\$ 417,932	N/A
COST OF REVENUE (excluding depreciation)	(292,552)	-	(292,552)	N/A
GROSS PROFIT	125,380	-	125,380	N/A
OPERATING EXPENSES				
<u>Cash expenses</u>				
Accounting fees	(61,755)	(77,957)	16,202	-21%
Consulting fees	(382,808)	(419,854)	37,046	-9%
Investor relations and marketing	(174,201)	(1,250,035)	1,075,834	-86%
Legal fees	(236,549)	(202,403)	(34,146)	17%
Board fees	(81,568)	(49,753)	(31,815)	64%
Office and general	(506,617)	(475,807)	(30,810)	6%
Personnel expenses	(738,472)	(768,718)	30,246	-4%
Rent	(5,208)	(15,408)	10,200	-66%
Research and development	(3,318,796)	(2,984,580)	(334,216)	11%
Travel and meals	(58,060)	(77,026)	18,966	-25%
	(5,564,034)	(6,321,541)	757,507	-12%
<u>Non-cash expenses</u>				
Depreciation	(24,514)	(44,181)	19,667	-45%
Provision for contract settlement	-	-	-	N/A
Share based payments	53,805	(6,893,858)	6,947,663	-101%
	29,291	(6,938,039)	6,967,330	-100%
TOTAL EXPENSES	(5,534,743)	(13,259,580)	7,724,837	-58%
OTHER ITEMS:				
Grant income	128,430	42,071	86,359	205%
Other income	6,297	18,056	(11,759)	-65%
Loss on derivative liability	-	(3,010,994)	3,010,994	-100%
Accretion expense	(3,155)	(265,356)	262,201	-99%
Interest expense	(13,037)	(251,962)	238,925	-95%
Legal claim expense	(185,833)	-	(185,833)	N/A
Provision for losses on related party transactions	-	(83,285)	83,285	-100%
NET LOSS	(5,476,661)	(16,811,050)	11,334,389	-67%
Loss Per Class A Subordinate Voting Shares - Basic and Diluted	\$ (0.47)	\$ (2.63)	\$ 2.16	-82%
Loss Per Class B Proportionate Voting Shares - Basic and Diluted	\$ (2.94)	\$ -	\$ (2.94)	N/A
Class A Subordinate Voting Shares used in computing earnings per share - Basic and Diluted	11,253,519	6,386,293	4,867,226	76%
Class B Proportionate Voting Shares used in computing earnings per share - Basic and Diluted	61,082	-	61,082	N/A

QUARTER ENDED DECEMBER 31, 2025, COMPARED TO THE QUARTER ENDED DECEMBER 31, 2024

	<u>December 31, 2025</u>	<u>% of</u> <u>Revenue</u>	<u>December 31, 2024</u>	<u>% of</u> <u>Revenue</u>	<u>\$ Change</u>	<u>%</u> <u>Change</u>
REVENUE	\$ 417,932		\$ -		\$ 417,932	N/A
COST OF REVENUE (excluding depreciation)	(292,552)	70%	-	0%	(292,552)	N/A
GROSS PROFIT	125,380	30%	-	0%	125,380	N/A

Revenue was \$417,932 for the quarter ended December 31, 2025, which consisted of revenue from a Genius Platform customer (\$385,250) and subscriptions to the Genius platform (\$32,682). We did not generate revenue for the quarter ended December 31, 2024.

Cost of revenue consists of personnel and contractors' costs directly related to the delivery of services to the customers. Cost of Revenue was \$292,552 for the quarter ended December 31, 2025, which relates to the revenue referenced above. We did not incur any Cost of revenue for the quarter ended December 31, 2024 as we did not generate any revenue for that period. Cost of revenue as a percentage of revenue was 70% for the quarter ended December 31, 2025.

Gross profit represents revenue minus the cost of revenue. Gross profit was \$125,380 for the quarter ended December 31, 2025. We did not generate any net revenue the quarter ended December 31, 2024 as we did not generate any revenue or incur any cost of revenue for that period. Gross profit as a percentage of revenue was 30% for the quarter ended December 31, 2025.

Operating expenses are allocated between cash and non-cash expenses. We allocate expenses on this basis to calculate and understand the Company's cash flow from operations and liquidity, which we believe are important financial and operating metrics.

Cash expenses consist of the items below. Total Cash Expenses (“TCE”) decreased by \$757,507, or 12%, to \$5.56 million for the quarter ended December 31, 2025, compared to \$6.32 million for the quarter ended December 31, 2024.

	December 31, 2025	% of TCE	December 31, 2024	% of TCE	\$ Change	% Change
Cash expenses						
Accounting fees	(61,755)	1%	(77,957)	1%	16,202	-21%
Consulting fees	(382,808)	7%	(419,854)	7%	37,046	-9%
Investor relations and marketing	(174,201)	3%	(1,250,035)	20%	1,075,834	-86%
Legal fees	(236,549)	4%	(202,403)	3%	(34,146)	17%
Board fees	(81,568)	1%	(49,753)	1%	(31,815)	64%
Office and general	(506,617)	9%	(475,807)	8%	(30,810)	6%
Personnel expenses	(738,472)	13%	(768,718)	12%	30,246	-4%
Rent	(5,208)	0%	(15,408)	0%	10,200	-66%
Research and development	(3,318,796)	60%	(2,984,580)	47%	(334,216)	11%
Travel and meals	(58,060)	1%	(77,026)	1%	18,966	-25%
Total Cash Expenses (TCE)	(5,564,034)	100%	(6,321,541)	100%	757,507	-12%

Accounting Fees are related to accounting staff and external audit fees. Accounting fees decreased by \$16,202, or 21%, to \$61,755 for the quarter ended December 31, 2025, compared to \$77,957 for the quarter ended December 31, 2024. Accounting Fees were 1% of TCE for the quarter ended December 31, 2025, compared to 1% for the quarter ended December 31, 2024. The decrease of \$16,202 is primarily due lower assurance costs compared to the quarter ended December 31, 2024.

Consulting Fees are related to financial advisory and general consulting services. Consulting Fees decreased by \$37,046, or 9%, to \$382,808 for the quarter ended December 31, 2025, compared to \$419,854 for the quarter ended December 31, 2024. Consulting Fees were 7% of TCE for both periods.

- Financial advisory services was \$192,488 for the quarter ended December 31, 2025, compared to \$237,867 for the quarter ended December 31, 2024. The decrease of \$45,379 is primarily due to less fees paid to financial advisors in connection with funds raised by the Company: The Company raised \$2.31 million in net proceeds during the quarter ended December 31, 2025, compared to \$4.01 million during the quarter ended December 31, 2024.
- General consulting services was \$190,320 for the quarter ended December 31, 2025, compared to \$181,987 for the quarter ended December 31, 2024. The increase of \$8,333 is primarily due to a consulting firm hired to provide business and technology insights (\$40,432) during the nine months ended December 31, 2025.

Investor Relations and Marketing are related to messaging, marketing, and advertising of the Company and its products to potential users, to develop general Company and brand awareness as well as investor relations initiatives in media, roadshows, and on social media. Investor Relations and Marketing decreased by \$1.08 million or 86% to \$174,201 for the quarter ended December 31, 2025, compared to \$1.25 million for the quarter ended December 31, 2024. Investor Relations and Marketing was approximately 3% of TCE for the quarter ended December 31, 2025, compared to 20% for the quarter ended December 31, 2024.

These expenses are currently combined, as the initiatives to market the product and services of the Company and investment in the Company are intertwined and indistinguishable. As the Company begins to market its core products and services, marketing and investor relations expenses will be separated. The decrease in Investor Relations and Marketing is due to:

- Marketing and investor awareness decreased by \$668,812 or 79% to \$173,201 for the quarter ended December 31, 2025, compared to \$843,013 for the quarter ended December 31, 2024. The decrease is a result of fewer consultants engaged to perform marketing and investor awareness activities during the quarter ended December 31, 2025 compared to the quarter ended December 31, 2024.
- Business development decreased by \$407,022 or 100% to \$Nil for the quarter ended December 31, 2025, compared to \$407,022 for the quarter ended December 31, 2024. The decrease is a result of fewer consultants engaged to perform business development activities during the quarter ended December 31, 2025 compared to the quarter ended December 31, 2024.

Legal Fees are related to fees paid to external counsel in the US and Canada.

Legal fees increased by \$34,146, or 17%, to \$236,549 for the quarter ended December 31, 2025, compared to \$202,403 for the quarter ended December 31, 2024. Legal fees represented 4% of TCE for the quarter ended December 31, 2025 compared to 3% for the quarter ended December 31, 2024. The increase of \$34,146 is primarily due to increased legal costs associated with the Company becoming a U.S. SEC reporting on April 1, 2025, which requires additional disclosure and reporting.

Board Fees are related to costs associated with Board members. Board Fees increased by \$31,815, or 64%, to \$81,568 during the quarter ended December 31, 2025, compared to \$49,753 for the quarter ended December 31, 2024. Board Fees were 1% of TCE for the quarter ended December 31, 2025 and for the quarter ended December 31, 2024. The increase of \$31,815 is due to increased fees paid to board members for the quarter ended December 31, 2025, compared to the quarter ended December 31, 2024.

Office and General Expenses are related to subscriptions, insurance, transaction fees, and general expenses of the Company. Office and general expenses increased by \$30,810, or 6%, to \$506,617 for the quarter ended December 31, 2025, compared to \$475,807 for the quarter ended December 31, 2024. Office and General Expenses was 9% of TCE for the quarter ended December 31, 2025, compared to 8% for the quarter ended December 31, 2024. The increase of \$30,810 is primarily due to higher Directors and Officers (“D&O”) insurance premium costs of \$123,424 resulting from increased coverage as the Company became a U.S. SEC reporting on April 1, 2025, which requires additional disclosure and reporting.

Personnel expenses are related to general and administrative payroll costs, including benefits and payroll taxes. Personnel expenses decreased by \$30,246, or 4%, to \$738,472 for the quarter ended December 31, 2025, compared to \$768,718 for the quarter ended December 31, 2024. Personnel expenses were 13% of TCE for the quarter ended December 31, 2025, compared to 12% for the quarter ended December 31, 2024. The decrease is primarily due to the workforce reduction that was implemented on October 31, 2025.

Rent is related to payments for office and other spaces utilized by the Company. Rent decreased by \$10,200, or 66%, to \$5,208 for the quarter ended December 31, 2025, compared to \$15,408 for the quarter ended December 31, 2024. Rent expense accounted for less than 1% of TCE for the quarter ended December 31, 2025 and for the quarter ended December 31, 2024.

Research and Development (R&D) is related to payroll and contractor costs associated with developing the Company’s product. R&D increased by \$334,216, or 11%, to \$3.32 million for the quarter ended December 31, 2025, compared to \$2.98 million for the quarter ended December 31, 2024. R&D was 59% of TCE for the quarter ended December 31, 2025, compared to 47% for the quarter ended December 31, 2024. The increase of \$334,216 is primarily due to the higher salaries and fees paid to personnel for the quarter ended December 31, 2025, compared to the salaries and fees paid to personnel for the quarter ended December 31, 2024.

Travel and Meals are related to expenses related to meals, airfare, transportation, and other related expenses. Travel and Meals decreased by \$18,966, or 25%, to \$58,060 for the quarter ended December 31, 2025, compared to \$77,026 for the quarter ended December 31, 2024. Travel and Meals were approximately 1% of TCE for the quarter ended December 31, 2025 and for the quarter ended December 31, 2024.

NON-CASH EXPENSES – Consisted of the items below. Non-Cash Expenses decreased by \$6.97 million, or 100%, to non-cash income of \$29,291 for the quarter ended December 31, 2025, compared to non-cash expense of \$6.94 million for the quarter ended December 31, 2024. The decrease of non-cash expense of \$6,97 million to create non-cash income of \$29,291, is primarily due to a reduction in the value of the RSUs, which are tied to the Class A Subordinate Voting Share price as of the balance sheet date for the quarter ended December 31, 2025, compared to the quarters ended December 31, 2024.

	<u>December 31, 2025</u>	<u>% of TNCE</u>	<u>December 31, 2024</u>	<u>% of TNCE</u>	<u>\$ Change</u>	<u>% Change</u>
<u>Non-cash expenses</u>						
Depreciation	(24,514)	-84%	(44,181)	1%	19,667	-45%
Share based payments	53,805	184%	(6,893,858)	99%	6,947,663	-101%
Total Non Cash Expenses (TNCE)	<u>29,291</u>	<u>100%</u>	<u>(6,938,039)</u>	<u>100%</u>	<u>6,967,330</u>	<u>-100%</u>

Depreciation is related to the decrease in the useful life of computer and other equipment. Depreciation decreased by \$19,667, or 45%, to \$24,514 for the quarter ended December 31, 2025, compared to \$44,181 for the quarter ended December 31, 2024. The decrease for the quarter ended December 31, 2025 is due to certain assets reaching the end of their three-year useful life.

Share based payments are related to the Black-Scholes valuation and vesting of stock options (“Options”) and Restricted Share Units (RSUs) granted to the Company’s employees, contractors, and consultants. Share-based payments decreased by \$6.97 million, or 101%, to a gain of \$53,805 for the quarter ended December 31, 2025, compared to a non-cash expense of \$6.89 million for the quarter ended December 31, 2024. This decrease is primarily due to the decline in the fair value of RSUs, which are tied to the Class A Subordinate Voting Share price as of the balance sheet date for the quarter ended December 31, 2025, compared to the quarter ended December 31, 2024. The decrease during the quarter ended December 31, 2025 was partially offset by a higher number of Options granted during the quarter ended December 31, 2025. For a detailed breakdown of the changes, please refer to the table below.

<u>Share based payments</u>	<u>Stock Options</u>	<u>RSUs</u>	<u>Total</u>
Previous years graded vesting	458,448	-	458,448
Revaluation RSUs 2023	-	189,053	189,053
New grants Q1 2024	119,332	30,321	149,653
New grants Q2 2024	151,409	2,966,079	3,117,488
New grants Q3 2024	1,334,636	2,927,997	4,262,633
Cancelled options / RSUs	(1,270,700)	(12,717)	(1,283,417)
Balance, December 31, 2024	<u>\$ 793,125</u>	<u>\$ 6,100,733</u>	<u>\$ 6,893,858</u>
Previous years graded vesting	626,148	-	626,148
Previous years RSUs revaluation	-	(1,029,973)	(1,029,973)
New grants Q2 2026	-	23,438	23,438
New grants Q3 2026	470,072	38,397	508,469
RSUs/Shares cancellation	-	(181,887)	(181,887)
Balance, December 31, 2025	<u>\$ 1,096,220</u>	<u>\$ (1,150,025)</u>	<u>\$ (53,805)</u>

Total Operating expenses decreased by \$7.72 million, or 58%, to \$5.53 million for the quarter ended December 31, 2025, compared to \$13.26 million for the quarter ended December 31, 2024. The decrease of \$7.72 million during the quarter ended December 31, 2025 is primarily due to the decrease of \$6.95 million in non-cash expenses associated with share based payments during the quarter ended December 31, 2025, as well as a decrease in expenses associated with investor relations and marketing, which decreased by \$1.08 million. The decrease during the quarter ended December 31, 2025 was partially offset by an increase in research and development fees of \$334,216 during the quarter ended December 31, 2025.

Other Items consisted of the items below. Other Items resulted in a loss of \$67,298 for the quarter ended December 31, 2025, compared to a loss of \$3.55 million for the quarter ended December 31, 2024.

	<u>December 31, 2025</u>	<u>% TOI</u>	<u>December 31, 2024</u>	<u>% TOI</u>	<u>\$ Change</u>	<u>% Change</u>
OTHER ITEMS:						
Grant income	128,430	-191%	42,071	-1%	86,359	205%
Other income	6,297	-9%	18,056	-1%	(11,759)	-65%
Loss on derivative liability	-	0%	(3,010,994)	85%	3,010,994	-100%
Accretion expense	(3,155)	5%	(265,356)	7%	262,201	-99%
Interest expense	(13,037)	19%	(251,962)	7%	238,925	-95%
Legal claim expense	(185,833)	276%	-	0%	(185,833)	N/A
Provision for losses on related party transactions	-	0%	(83,285)	2%	83,285	-100%
Total Other Items (TOI)	<u>(67,298)</u>	<u>100%</u>	<u>(3,551,470)</u>	<u>100%</u>	<u>3,484,172</u>	<u>-98%</u>

Grant Income is related to reimbursing expenses for amounts spent on project activities related to the grant agreement with Horizon Europe, which is a program delegated by the European Commission. Grant income was \$128,430 for the quarter ended December 31, 2025, compared to \$42,071 for the quarter ended December 31, 2024. This project is expected to end in August 2026.

Other Income is related to interest received from interest-bearing bank accounts. Other income decreased by \$11,759, or 65%, to \$6,297 for the quarter ended December 31, 2025, compared to \$18,056 for the quarter ended December 31, 2024.

Loss on derivative liability is the result of measuring the derivative liability embedded in the convertible debenture using the Monte-Carlo binomial valuation model. Based on estimates for the quarter ended December 31, 2024, the fair value of derivative liability of the convertible debenture of \$3.01 million. There was no such expense during the quarter ended December 31, 2025.

Accretion Expense is related to the increase in the carrying value of the discounted value of the convertible debenture converted in 2025. Accretion expense was 3,155 for the quarter ended December 31, 2025, compared to an expense of \$265,356 for the quarter ended December 31, 2024.

Interest Expense is related to interest incurred in the conversion of the convertible debenture converted in the nine months ended December 31, 2024, interest incurred in the loan payable, and the interest related to the financing of the director's and officer's insurance. Interest expense decreased by \$238,925, or 95%, to \$13,037 for the quarter ended December 31, 2025, compared to an expense of \$251,962 for the quarter ended December 31, 2024. This decrease is primarily due to the conversion of the convertible debenture during the quarter ended December 31, 2024.

Legal Claim Expense was \$185,833 for the quarter ended December 31, 2025, there was no such expense for the quarter ended December 31, 2024. This amount is interest accrued in connection with the David Thomson arbitration award, which was confirmed by the Los Angeles Superior Court in the quarter ended June 30, 2025. There was no such expense in the quarter ended December 31, 2024.

Provision for Loss on Related Party Transactions was \$83,285 for the quarter ended December 31, 2024. There was no provision for the quarter ended December 31, 2025. The provision for loss on related party transactions includes amounts due from Cyberlab LLC (“Cyberlab”) and the Spatial Web Foundation (“SWF”), entities controlled or associated with the Company’s founders, Dan Mapes and Gabriel Rene.

- The related expenses arose primarily from payments made by the Company on behalf of these related parties to third-party vendors.
- Although these amounts are expected to be settled through future service agreements, management performed a credit assessment in accordance with the current expected credit loss (“CECL”) model under ASC 326. Based on this assessment, management determined that there is significant uncertainty regarding the timing and collectability of these receivables. As of December 31, 2025, management concluded that full repayment is not probable within a reasonable timeframe.

Net Loss decreased by \$11.33 million, or 67%, to \$5.48 million for the quarter ended December 31, 2025, compared to a net loss of \$16.81 million for the quarter ended December 31, 2024.

FINANCIAL RESULTS FOR THE NINE MONTHS ENDED DECEMBER 31, 2025, COMPARED TO THE NINE MONTHS ENDED DECEMBER 31, 2024

SELECTED FINANCIAL INFORMATION

	Nine months ended December 31,		\$ Change	% Change
	2025	2024		
REVENUE	\$ 818,632	\$ 155,000	\$ 663,632	428%
COST OF REVENUE (excluding depreciation)	(547,103)	(145,000)	(402,103)	277%
GROSS PROFIT	271,529	10,000	261,529	2615%
OPERATING EXPENSES				
<u>Cash expenses</u>				
Accounting fees	(454,115)	(428,364)	(25,751)	6%
Consulting fees	(1,877,768)	(2,240,308)	362,540	-16%
Investor relations and marketing	(2,365,692)	(4,089,656)	1,723,964	-42%
Legal fees	(1,715,773)	(1,066,515)	(649,258)	61%
Board fees	(200,910)	(134,334)	(66,576)	50%
Office and general	(1,603,715)	(1,416,785)	(186,930)	13%
Personnel expenses	(2,616,144)	(2,530,730)	(85,414)	3%
Rent	(42,582)	(75,487)	32,905	-44%
Research and development	(11,862,632)	(11,246,495)	(616,137)	5%
Travel and meals	(329,267)	(352,062)	22,795	-6%
	(23,068,598)	(23,580,736)	512,138	-2%
<u>Non-cash expenses</u>				
Depreciation	(70,408)	(138,088)	67,680	-49%
Provision for contract settlement	-	(1,252,076)	1,252,076	-100%
Share based payments	(2,036,450)	(8,855,582)	6,819,132	-77%
	(2,106,858)	(10,245,746)	8,138,888	-79%
TOTAL EXPENSES	(25,175,456)	(33,826,482)	8,651,026	-26%
OTHER ITEMS:				
Grant income	210,339	98,105	112,234	114%
Other income	507,558	68,026	439,532	646%
Loss on derivative liability	-	(546,121)	546,121	-100%
Accretion expense	(3,155)	(719,195)	716,040	-100%
Interest expense	(25,291)	(545,000)	519,709	-95%
Legal claim expense	(768,086)	1,666,000	(2,434,086)	-146%
Provision for losses on related party transactions	-	(479,809)	479,809	-100%
NET LOSS	(24,982,562)	(34,274,476)	9,291,914	-27%
Loss Per Class A Subordinate Voting Shares - Basic and Diluted	\$ (2.50)	\$ (7.12)	\$ 4.63	-65%

Loss Per Class B Proportionate Voting Shares - Basic and Diluted	\$ (15.60)	\$ -	\$ (15.60)	N/A
Class A Subordinate Voting Shares used in computing earnings per share - Basic and Diluted	9,858,896	4,811,546	5,047,351	105%
Class B Proportionate Voting Shares used in computing earnings per share - Basic and Diluted	<u>23,909</u>	<u>-</u>	<u>23,909</u>	<u>N/A</u>

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NINE MONTHS ENDED DECEMBER 31, 2025, COMPARED TO THE NINE MONTHS ENDED DECEMBER 31, 2024

	<u>December 31, 2025</u>	<u>% of Revenue</u>	<u>December 31, 2024</u>	<u>% of Revenue</u>	<u>\$ Change</u>	<u>% Change</u>
REVENUE	\$ 818,632		\$ 155,000		\$ 663,632	428%
COST OF REVENUE (excluding depreciation)	(547,103)	67%	(145,000)	94%	(402,103)	277%
GROSS PROFIT	<u>271,529</u>	<u>33%</u>	<u>10,000</u>	<u>6%</u>	<u>261,529</u>	<u>2615%</u>

Revenue was \$818,632 for the nine months ended December 31, 2025, which consisted of revenue from Genius Platform customers (\$685,250) and subscriptions to the Genius platform (\$133,382). Revenue for the nine months ended December 31, 2024 was \$155,000, which is related to the conclusion of a proof-of-concept project.

Cost of revenue consists of personnel and contractors' costs directly related to the delivery of services to the customers. Cost of Revenue was \$254,551 for the nine months ended December 31, 2025, which related to the revenue referenced above. Cost of revenue for the nine months ended December 31, 2024 was \$145,000, which is related to the conclusion of a proof-of-concept project. Cost of revenue as a percentage of revenue was 64% for the quarter ending December 31, 2025, compared to 94% for the quarter ending December 31, 2024, which reflects the economics associated with our core Genius Platform.

Gross profit represents the revenue minus the cost of revenue. Gross profit was \$271,529 for the nine months ended December 31, 2025, compared to \$10,000 reported for the nine months ended December 31, 2024. Gross profit as a percentage of revenue was 33% for the quarter ending December 31, 2025, compared to 6% for the quarter ending December 31, 2024, which reflects the economics associated with our core Genius Platform.

Operating expenses are allocated between cash and non-cash expenses. We allocated expenses on this basis to calculate and understand the Company's cash flow from operations and liquidity, which we believe are important financial and operating metrics.

Cash expenses consist of the items below. Total Cash Expenses ("TCE") decreased by \$512,138, or 2%, to \$23.01 million for the nine months ended December 31, 2025, compared to \$23.58 million for the nine months ended December 31, 2024.

	<u>December 31, 2025</u>	<u>% of TCE</u>	<u>December 31, 2024</u>	<u>% of TCE</u>	<u>\$ Change</u>	<u>% Change</u>
<u>Cash expenses</u>						
Accounting fees	(454,115)	2%	(428,364)	2%	(25,751)	6%
Consulting fees	(1,877,768)	8%	(2,240,308)	10%	362,540	-16%
Investor relations and marketing	(2,365,692)	10%	(4,089,656)	17%	1,723,964	-42%
Legal fees	(1,715,773)	7%	(1,066,515)	5%	(649,258)	61%
Board fees	(200,910)	1%	(134,334)	1%	(66,576)	50%
Office and general	(1,603,715)	7%	(1,416,785)	6%	(186,930)	13%
Personnel expenses	(2,616,144)	11%	(2,530,730)	11%	(85,414)	3%
Rent	(42,582)	0%	(75,487)	0%	32,905	-44%
Research and development	(11,862,632)	51%	(11,246,495)	48%	(616,137)	5%
Travel and meals	(329,267)	1%	(352,062)	1%	22,795	-6%
Total Cash Expenses (TCE)	<u>(23,068,598)</u>	<u>100%</u>	<u>(23,580,736)</u>	<u>100%</u>	<u>512,138</u>	<u>-2%</u>

Accounting Fees are related to accounting staff and external audit fees. Accounting fees increased by \$25,751, or 6%, to \$454,115 for the nine months ended December 31, 2025, compared to \$428,364 for the nine months ended December 31, 2024. Accounting Fees were 2% of TCE for the nine months ended December 31, 2025 and for the nine months ended December 31, 2024. The increase of \$25,751 is primarily due to additional costs associated with translating our financial statements to USGAAP and complying with new SEC reporting requirements.

Consulting Fees are related to financial advisory and general consulting services. Consulting Fees decreased by \$362,540, or 16%, to \$1.88 million for the nine months ended December 31, 2025, compared to \$2.24 million for the nine months ended December 31, 2024. Consulting Fees were 8% of TCE for the nine months ended December 31, 2025, compared to 10% for the nine months ended December 31, 2024.

- Financial advisory services was \$1.30 million for the nine months ended December 31, 2025, compared to \$1.73 million for the nine months ended December 31, 2024. The decrease of \$429,522 is primarily due to less fees paid to financial advisors in connection with funds raised by the Company: The Company raised \$17.03 million in net proceeds during the nine months ended December 31, 2025, compared to \$24.45 million during the nine months ended December 31, 2024.
- General consulting services was \$581,872 for the nine months ended December 31, 2025, compared to \$514,890 for the nine months ended December 31, 2024. The increase of \$66,982 is primarily due to a consulting firm hired to provide business and technology insights (\$94,449) during the nine months ended December 31, 2025.

Investor Relations and Marketing are related to messaging, marketing, and advertising of the Company and its products to potential users, and to develop general Company and brand awareness as well as investor relations initiatives in media, roadshows, and on social media. Investor Relations and Marketing decreased by \$1.72 million, or 42%, to \$2.37 million for the nine months ended December 31, 2025, compared to \$4.09 million for the nine months ended December 31, 2024. Investor Relations and Marketing was 10% of TCE for the nine months ended December 31, 2025, compared to 17% for the nine months ended December 31, 2024. These expenses are currently combined, as the initiatives to market the product and services of the Company and investment in the Company are intertwined and indistinguishable. As the Company begins to market its core products and services, marketing and investor relations expenses will be separated. The decrease in Investor Relations and Marketing is due to:

- Marketing and investor awareness decreased by \$1.06 million or 37% to \$1.78 million for the nine months ended December 31, 2025, compared to \$2.84 million for the nine months ended December 31, 2024. The decrease is a result of fewer consultants engaged to perform marketing and investor awareness activities during the nine months ended December 31, 2025 compared to the nine months ended September 20, 2024.
- Business development decreased by \$666,151 or 53% to \$583,098 for the nine months ended December 31, 2025, compared to \$1.25 million for the nine months ended December 31, 2024. The decrease is a result of fewer consultants engaged to perform business development activities during the nine months ended December 31, 2025 compared to the nine months ended September 20, 2024.

Legal Fees are related to fees paid to external counsel in the US and Canada. Legal fees increased by \$649,258, or 61%, to \$1.71 million for the nine months ended December 31, 2025, compared to \$1.07 million for the nine months ended December 31, 2024. Legal fees were 7% of TCE for the nine months ended December 31, 2025, compared to 5% for the nine months ended December 31, 2024. The increase of \$649,258 for the nine months ended December 31, 2025 was primarily due to increased legal costs associated with the Company becoming a U.S. SEC reporting on April 1, 2025, which requires additional disclosure and reporting.

Board Fees are related to costs associated with Board members. Board Fees increased by \$66,576, or 50%, to \$200,910 for the nine months ended December 31, 2025, compared to \$134,334 for the nine months ended December 31, 2024. Board Fees were 1% of TCE for the nine months ended December 31, 2025 and for the nine months ended December 31, 2024. The increase of \$66,576 is due to increased fees paid to board members during the nine months ended December 31, 2025, compared to the nine months ended December 31, 2024.

Office and General Expenses are related to subscriptions, insurance, transaction fees, and general expenses of the Company. Office and general expenses increased by \$186,930, or 13%, to \$1.60 million for the nine months ended December 31, 2025, compared to \$1.42 million for the nine months ended December 31, 2024. Office and General Expenses was 7% of TCE for the nine months ended December 31, 2025, compared to 6% for the nine months ended December 31, 2024. The increase of \$186,930 for the nine months ended December 31, 2025 is primarily due to higher Directors and Officers (“D&O”) insurance premium cost of \$249,884 resulting from increased coverage as the Company became a U.S. SEC reporting on April 1, 2025, which requires additional disclosure and reporting.

Personnel expenses are related to general and administrative payroll costs, including benefits and payroll taxes. Personnel expenses increased by \$85,414, or 3%, to \$2.61 million for the nine months ended December 31, 2025, compared to \$2.53 million for the nine months ended December 31, 2024. Personnel expenses were 11% of TCE for the nine months ended December 31, 2025 and for the nine months ended December 31, 2024. The increase of \$85,414 in personnel expenses is primarily due to the higher salaries paid to personnel during the nine months ended December 31, 2025, compared to the salaries and fees paid to personnel during the nine months ended December 31, 2024.

Rent is related to payments for office and other spaces utilized by the Company. Rent decreased by \$32,905, or 44%, to \$42,582 for the nine months ended December 31, 2025, compared to \$75,487 for the nine months ended December 31, 2024. Rent expense accounted for less than 1% of TCE for the nine months ended December 31, 2025 and for the nine months ended December 31, 2024.

Research and Development (R&D) is related to payroll and contractor costs associated with developing the Company’s product. R&D increased by \$616,137, or 5%, to \$11.86 million for the nine months ended December 31, 2025, compared to \$11.25 million for the nine months ended December 31, 2024. R&D was 51% of TCE for the nine months ended December 31, 2025, as compared to 48% for the nine months ended December 31, 2024. The increase of \$616,137 is primarily due to the higher salaries and fees paid to personnel during the nine months ended December 31, 2025, compared to the salaries and fees paid to personnel during the nine months ended December 31, 2024.

Travel and Meals are related to expenses related to meals, airfare, transportation, and other related expenses. Travel and Meals decreased by \$22,795, or 6%, to \$329,267 for the nine months ending December 31, 2025, compared to \$352,062 for the nine months ended December 31, 2024. Travel and Meals were 1% of TCE for the nine months ended December 31, 2025 and for the nine months ended December 31, 2024.

NON-CASH EXPENSES – Consisted of the items below. Non-Cash Expenses decreased by \$8.14 million, or 79%, to \$2.10 million for the nine months ended December 31, 2025, compared to \$10.25 million for the nine months ended December 31, 2024.

	<u>December 31, 2025</u>	<u>% of TNCE</u>	<u>December 31, 2024</u>	<u>% of TNCE</u>	<u>\$ Change</u>	<u>% Change</u>
Non-cash expenses						
Depreciation	(70,408)	3%	(138,088)	1%	67,680	-49%
Provision for contract settlement	-	0%	(1,252,076)	12%	1,252,076	-100%
Share based payments	(2,036,450)	97%	(8,855,582)	86%	6,819,132	-77%
Total Non Cash Expenses (TNCE)	<u>(2,106,858)</u>	<u>100%</u>	<u>(10,245,746)</u>	<u>100%</u>	<u>8,138,888</u>	<u>-79%</u>

Depreciation is related to the decrease in the useful life of computer and other equipment. Depreciation decreased by \$67,680, or 49%, to \$70,408 for the nine months ended December 31, 2025, compared to \$138,088 for the nine months ended December 31, 2024. The decrease of \$67,680 for the nine months ended December 31, 2025 is due to certain assets reaching the end of their three-year useful life.

Provision for contract settlement is related to the unbilled balance of the SaaS project terminated in August 2024. Provision for contract settlement was \$1.25 million for the nine months ended December 31, 2024. There was no comparable expense for the nine months ended December 31, 2025.

Share based payments are related to the Black-Scholes valuation and vesting of stock options and Restricted Share Units (RSUs) granted to the Company's employees, contractors, and consultants. Share-based payments decreased by \$6.82 million, or 77%, to \$2.03 million for the nine months ended December 31, 2025, compared to \$8.86 million for the nine months ended December 31, 2024. This decrease is primarily due to the decline in the fair value of RSUs, which are tied to the Class A Subordinate Voting Share price as of the balance sheet date for the nine months ended December 31, 2025, compared to nine months ended December 31, 2024. The decrease for the nine months ended December 31, 2025 was partially offset by a higher number of Options granted during the nine months ended December 31, 2025. For a detailed breakdown of the changes, please refer to the table below.

<u>Share based payments</u>	<u>Stock Options</u>	<u>RSUs</u>	<u>Total</u>
Previous years graded vesting	860,673	-	860,673
Revaluation RSUs 2023	-	(62,339)	(62,339)
New grants Q1 2024	196,119	56,989	253,108
New grants Q2 2024	1,178,861	3,771,684	4,950,545
New grants Q3 2024	1,334,636	2,927,997	4,262,633
Cancelled options / RSUs	(1,396,321)	(12,717)	(1,409,038)
Balance, December 31, 2024	<u>\$ 2,173,968</u>	<u>\$ 6,681,614</u>	<u>\$ 8,855,582</u>
Previous years graded vesting	1,337,858	-	1,337,858
Previous years RSUs revaluation	-	(2,611,348)	(2,611,348)
New grants Q1 2026	258,056	344,431	602,487
New grants Q2 2026	2,118,326	32,054	2,150,380
New grants Q3 2026	470,072	38,397	508,469
RSU milestone conversion	-	230,491	230,491
RSUs/Shares cancellation	-	(181,887)	(181,887)
Balance, December 31, 2025	<u>\$ 4,184,312</u>	<u>\$ (2,147,862)</u>	<u>\$ 2,036,450</u>

Total Operating expenses decreased by \$8.65 million, or 26%, to \$25.18 million for the nine months ended December 31, 2025, compared to \$33.83 million for the nine months ended December 31, 2024. The decrease of \$8.65 million for the nine months ended December 31, 2025 is primarily due to \$6.82 million in non-cash expense associated with share based payments, \$1.25 million in non-cash expenses associated with the provision for contract settlement during the nine months ended December 31, 2024 that was not present during the nine months ended December 31, 2025, as well as a decrease in expenses associated with investors relation and marketing, which decreased by \$1.72 million. The decrease during the nine months ended December 31, 2025 was partially offset by increases in legal fees of \$649,258 and R&D of \$616,137 during the nine months ended December 31, 2025.

Other Items consisted of the items below. Other Items resulted in a loss of \$78,635 for the nine months ended December 31, 2025, compared to a loss of \$457,994 for the nine months ended December 31, 2024.

	<u>December 31, 2025</u>	<u>% TOI</u>	<u>December 31, 2024</u>	<u>% TOI</u>	<u>\$ Change</u>	<u>% Change</u>
OTHER ITEMS:						
Grant income	210,339	-267%	98,105	-21%	112,234	114%
Other income	507,558	-645%	68,026	-15%	439,532	646%
Loss on derivative liability	-	0%	(546,121)	119%	546,121	-100%
Accretion expense	(3,155)	4%	(719,195)	157%	716,040	-100%
Interest expense	(25,291)	32%	(545,000)	119%	519,709	-95%
Legal claim expense	(768,086)	977%	1,666,000	-364%	(2,434,086)	-146%
Provision for losses on related party transactions	-	0%	(479,809)	105%	479,809	-100%
Total Other Items (TOI)	<u>(78,635)</u>	<u>100%</u>	<u>(457,994)</u>	<u>100%</u>	<u>379,359</u>	<u>-83%</u>

Grant Income is related to the reimbursement of expenses for amounts spent on project activities related to the grant agreement with Horizon Europe, which is a program delegated by the European Commission. Grant income was \$210,339 for the nine months ended December 31, 2025, compared to \$98,105 for the nine months ended December 31, 2024. This project is expected to end in August 2026.

Other Income is related to R&D tax credits and interest received from interest-bearing bank accounts. Other income increased by \$439,532, or 646%, to \$507,558 for the nine months ended December 31, 2025, compared to \$68,026 for the nine months ended December 31, 2024. This increase is primarily due to \$416,208 of R&D tax credits received during the nine months ended December 31, 2025.

Loss on derivative liability is the result of measuring the derivative liability embedded in the convertible debenture using the Monte-Carlo binomial. Based on estimates during the nine months ended December 31, 2024, the fair value of derivative liability of the convertible debenture was \$546,121. There was no such expense during the nine months ended December 31, 2025.

Accretion Expense is related to the increase in the carrying value of the discounted value of the convertible debenture converted in 2025. Accretion expense was \$3,155 for the nine months ended December 31, 2025, compared to an expense of \$719,195 during the nine months ended December 31, 2024.

Interest Expense is related to interest incurred in the conversion of the convertible debenture converted in the nine months ended December 31, 2024, interest incurred in the loan payable, and the interest related to the financing of the director's and officer's insurance. Interest expense decreased \$519,709, or 95%, to \$25,291 for the nine months ended December 31, 2025, compared \$545,000 for the nine months ended December 31, 2024. This decrease is primarily due to the conversion of the convertible debenture during the nine months ended December 31, 2024.

Legal Claim Expense was \$768,086 for the nine months ended December 31, 2025, compared to a gain of \$1.67 million for the nine months ended December 31, 2024. This amount is interest accrued in connection with the David Thomson arbitration award, which was confirmed by the Los Angeles Superior Court during the nine months ended December 31, 2025. The gain reported in the nine months ended December 31, 2024 was related to insurance proceeds received by the Company.

Provision for Loss on Related Party Transactions was \$479,809 for the nine months ended December 31, 2024. There was no provision for the nine months ended December 31, 2025. The provision for loss on related party transactions includes amounts due from Cyberlab LLC ("Cyberlab") and the Spatial Web Foundation ("SWF"), entities controlled or associated with the Company's founders, Dan Mapes and Gabriel Rene.

- The related expenses arose primarily from payments made by the Company on behalf of these related parties to third-party vendors.
- Although these amounts are expected to be settled through future service agreements, management performed a credit assessment in accordance with the current expected credit loss ("CECL") model under ASC 326. Based on this assessment, management determined that there is significant uncertainty regarding the timing and collectability of these receivables. As of December 31, 2025, management concluded that full repayment is not probable within a reasonable timeframe.

Net Loss decreased by \$9.29 million, or 27%, to \$24.98 million for the nine months ended December 31, 2025, compared to a net loss of \$34.27 million for the nine months ended December 31, 2024.

LIQUIDITY AND CAPITAL RESOURCES

Verses is a development-stage technology cognitive computing company specializing in researching, developing, and selling next generation intelligence software systems. We are primarily focused on developing an intelligence-as-a-service smart software platform called Genius. As described above, for the nine month period ended December 31, 2025, we reported Total Cash Expense ("TCE") of \$17.50 million, and for the nine month period ended December 31, 2024, we reported TCE of \$17.26 million. Our largest cash expense is associated with research and development, comprising \$8.54 million or 49% of TCE for the nine months ended December 31, 2025; \$8.26 million or 48% of TCE for the nine month period ended December 31, 2024. We anticipate that research and development will continue to be our largest expense, and that we will continue to have negative operating cash flow for the foreseeable future as we continue to invest in research and product development, as well as commercialization, marketing and sales of our systems and cannot accurately project when we will generate positive operating cash flow. Our average monthly cash used by operating activities, as described below, was \$2.69 million per month for the past 24 months and \$2.73 million for the past 3 months, which reflects an increase in research and development. We anticipate that our average monthly cash used in operations activity will increase as we commercialize, market, and sell our systems and that over time, the revenue generated from product sales will offset the increased costs of commercialization, marketing, and sales and will position the company to generate positive operating cash flow. Our approach to managing liquidity is to ensure, to the extent possible, that we always have sufficient liquidity to meet our obligations as they become due, and we do so by monitoring cash flow and performing budget-to-actual analysis on a regular basis.

The Company has historically raised capital to fund operations, primarily through debt and equity investors, although there is no assurance that it will be able to raise funds in the future. The Company will continue to rely on such financings to generate sufficient amounts of cash and cash equivalents to cover its operating costs, satisfy short and long term capital requirements, and meet growth objectives. The ability of the Company to arrange additional financing in the future will also depend, in part, on prevailing capital market conditions. Any quoted market for the Company's shares may be subject to market trends generally, notwithstanding any potential success of the Company in creating new revenues, cash flows or earnings.

The Company's ability to continue its operations and to realize its assets at their carrying values is dependent upon obtaining additional financing and generating revenues sufficient to cover its operating costs. The ability of the Company to raise sufficient capital to fund operations are conditional primarily through the continuation of its agreements and investor support. The material uncertainty associated with these events and conditions may cast substantial doubt about the Company's ability to continue as a going concern. The Company's financial statements do not give effect to any adjustments, which would be necessary should the Company be unable to continue as a going concern. In such circumstances, the Company would be required to realize its assets and discharge its liabilities outside of the normal course of business, and the amounts realized could differ materially from those reflected in the accompanying condensed consolidated interim financial statements.

The Company's consolidated financial statements have been prepared as a going concern, which assumes that the Company will continue to operate for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business. The Company has incurred losses since inception and has not yet achieved profitable operations. The Company has been relying on debt and equity financing to fund its operations in the past. While the Company has been successful in securing financing to date, there can be no assurances that it will be able to do so in the future. As noted in the report of our independent public accountants for our financial statements for the year ended March 31, 2025, the aforementioned factors raise substantial doubt about the Company's ability to continue as a going concern within one year after the date that such audited annual financial statements were issued.

Historically, the Company has used net proceeds from issuances of debt and equity to provide sufficient funds to meet its near-term operating expenses and other contractual obligations when due. Management plans to fund operations of the Company with its current working capital and through additional equity and/or debt financings.

In view of these matters, continuing as a going concern is dependent upon continued operations of the Company, which in turn is dependent upon the Company's ability to, meets its financial requirements, raise additional capital, and the success of its future operations.

The Company's long-term capital requirements may vary materially from those currently planned and will depend on many factors, including net sales, the timing and extent of spending on research and development efforts and other initiatives, sales and marketing activities, the timing of new products, and overall economic conditions. Any quoted market for the Subordinate Voting Shares may be subject to market trends generally, notwithstanding any potential success of the Company in creating new revenues, cash flows or earnings. The sale of additional equity would result in additional dilution to the Company's shareholders. The incurrence of debt financing would result in debt service obligations and the instruments governing such debt could provide for operating and financing covenants that may restrict our operations. There can be no assurances that we will be able to raise additional capital on terms that are attractive to us or at all. The inability to raise capital would adversely affect our ability to achieve our business objectives.

	<u>December 31, 2025</u>	<u>March 31, 2025</u>
Cash	67,954	4,816,906
Current assets, including cash	2,099,705	6,183,082
Total Assets	\$ 2,290,444	\$ 6,376,575
Current liabilities	15,347,167	15,106,292
Other liabilities	141,036	139,039
Shareholder's deficiency	(13,197,759)	(8,868,756)
Total liabilities and shareholder's deficiency	\$ 2,290,444	\$ 6,376,575

Cash decreased to \$67,954 as of December 31, 2025, compared to \$4.82 million as of March 31, 2025. Working capital is current assets minus current liabilities, including the current portion of long-term debt. The Company had a working capital deficit of \$8.04 million as of December 31, 2025, compared to a working capital deficit of \$8.92 million as of the fiscal year ended March 31, 2025.

<i>For the nine months ended</i>	December 31, 2025	December 31, 2024	<i>Change</i>
Cash provided by (used) in operating activities	\$ (21,788,300)	\$ (24,762,761)	\$ 2,974,461
Cash provided by (used) in investing activities	(65,285)	(30,580)	(34,705)
Cash provided by (used) in financing activities	17,025,432	24,448,030	(7,422,598)
Foreign exchange effect on cash	79,201	329,535	(250,334)
Net change in cash during the period	<u>\$ (4,748,952)</u>	<u>\$ (15,776)</u>	<u>\$ (4,733,176)</u>

Cash used in operating activities is comprised of net loss, add-back of non-cash expenses, and net change in non-cash working capital items. Cash used in operating activities decreased by \$2.98 million to \$21.79 million during the nine months ended December 31, 2025, compared to \$24.76 million during the nine months ended December 31, 2024. The increase is primarily due to a higher provision for legal claim (\$2.48 million) and higher accounts payable (\$899,887).

Cash used in investing activities primarily reflects purchases of computer equipment. During the nine months ended December 31, 2025, the Company capital expenditures associated with computers and other equipment increased by \$34,704 to \$65,285, compared to \$30,580 during the nine months ended December 31, 2024.

Cash provided by financing activities relates to the instruments used by the Company to fund its working capital needs. Cash provided by financing activities was \$17.02 million during the nine months ended December 31, 2025 compared to \$24.48 million during the nine months ended December 31, 2024.

- During the nine months ended December 31, 2025 the Company received (used)
 - Received \$13.17 million net proceeds from the issuance of Units.
 - Received \$1.57 million net proceeds from the issuance of equity instruments.
 - Received \$495,880 net proceeds from the issuance of contingent receivable.
 - Received \$1.86 million net proceeds from the issuance of convertible debentures.
 - Used \$(25,993) as expenses related to the European Grant (Horizon Europe, which is a program delegated under the European Commission).
 - Used \$(1.938) on the repayment of loans.
- During the nine months ended December 31, 2024 the Company received (used)
 - Received \$10.00 million for the issuance of convertible debentures.
 - Received \$8.14million net proceeds from the issuance of special warrants.
 - Received \$6.17 million net proceeds from the issuance of Units.
 - Received \$2.02 million from the issuance of equity instruments.
 - Received \$122,748 from the European Grant (Horizon Europe, which is a program delegated under the European Commission).
 - Used \$(2.00) million on the repayment of promissory notes.

CRITICAL ACCOUNTING ESTIMATES

Equipment

The Company reviews its estimate of the useful lives of depreciable assets at each reporting date, based on the expected remaining useful life of the assets. Uncertainties in these estimates relate to technical obsolescence that may change the utilization of equipment.

Recoverability of accounts receivable, contracts assets, and unbilled revenues, and allowance for credit loss

The Company provides an allowance for expected credit losses based on an assessment of the recoverability of accounts receivable. Allowances are applied to accounts receivable at initial recognition based on the probability of default. Management analyzes its debts, customer concentrations, customer creditworthiness, current economic trends, and changes in customer payment terms when making a judgment to evaluate the adequacy of the allowance for expected credit losses. Where the expectation is different from the original estimate, such difference will impact the carrying value of accounts receivable.

Functional currency

The determination of the functional currency of each entity within the Company requires management judgment in determining the currency that mainly influences the sale price of services and costs of providing services.

Revenue recognition

When the Company enters into an agreement for software development which is longer in nature (longer than 1 year), the Company records a contract asset which is representative of receivables from the agreements not yet billed to the customer. Significant judgment is made to determine the performance obligations and whether each performance obligation is satisfied at a point in time or over the term of the contracts.

Contingent asset

The contingent receivable represents the Company's right to receive 11 variable monthly cash installments, times the percent increase or decrease between the benchmark price of CAD\$7.75 (\$5.65 at balance sheet rate) and the trailing 20-day Value Weighted Average Price. The Company is responsible to pay 8% brokerage fee with each tranche. The amounts ultimately received may be greater or less than the scheduled installments depending on future share price performance, and there is no guaranteed minimum amount.

Changes in key assumptions, particularly expected share price volatility or future share price performance relative to the benchmark price, could result in material changes to the estimated fair value of the contingent receivable and impact the Company's results of operations. Management believes the assumptions used are reasonable; however, actual outcomes may differ materially from those estimates.

Going concern

The assessment of the Company's ability to continue as a going concern. The determination that the Company will be able to continue as a going concern is subject to critical judgments of management with respect to assumptions surrounding the short and long-term operating budget and financing activities. Should these judgments prove to be inaccurate, management's continued use of the going concern assumption may be inappropriate.

JOBS Act

On April 5, 2012, the Jumpstart Our Business Startups Act of 2012 (the “JOBS Act”) was enacted. Section 107 of the JOBS Act provides that an “emerging growth company” can take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act for complying with new or revised accounting standards. In other words, an “emerging growth company” can delay the adoption of certain accounting standards until those standards would otherwise apply to private companies.

We have chosen to take advantage of the extended transition periods available to emerging growth companies under the JOBS Act for complying with new or revised accounting standards until those standards would otherwise apply to private companies provided under the JOBS Act. As a result, our financial statements may not be comparable to those of companies that comply with public company effective dates for complying with new or revised accounting standards.

Subject to certain conditions set forth in the JOBS Act, as an “emerging growth company,” we intend to rely on certain of these exemptions, including, without limitation, (i) providing an auditor’s attestation report on our system of internal controls over financial reporting pursuant to Section 404(b) of the Sarbanes-Oxley Act of 2002, as amended, and (ii) complying with any requirement that may be adopted by the Public Company Accounting Oversight Board regarding mandatory audit firm rotation or a supplement to the auditor’s report providing additional information about the audit and the financial statements, known as the auditor discussion and analysis. We will remain an “emerging growth company” until the earliest of (i) the last day of the fiscal year in which we have total annual gross revenues of \$1.235 billion or more; (ii) the last day of our fiscal year following the fifth anniversary of the date of our initial public offering; (iii) the date on which we have issued more than \$1 billion in nonconvertible debt during the previous three years; or (iv) the date on which we are deemed to be a large accelerated filer under the rules of the SEC.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company is not required to provide the information required by this Item as it is a “smaller reporting company,” as defined in Rule 12b-2 of the Exchange Act.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Principal Executive Officer and Principal Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of December 31, 2025, the end of the period covered by this Quarterly Report on Form 10-Q. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost benefit relationship of possible controls and procedures. Based on such evaluation, our Principal Executive Officer and Principal Financial Officer have concluded that, as of the end of the period covered by this report, our disclosure controls and procedures were not effective to ensure that the information required to be disclosed by us in the reports that we file or submit under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in SEC’s rules and forms and (ii) accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosures.

Identified Material Weakness

In connection with the audit of our financial statements as of March 31, 2025, we identified material weaknesses in our internal control over financial reporting. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis.

The material weaknesses that we have identified relate to:

1. Insufficient written policies and procedures to ensure the correct application of accounting and financial reporting with respect to the current requirements of GAAP and SEC disclosure requirements.
2. Due to the Company's size and nature, segregation of all conflicting duties may not always be possible and may not be economically feasible.
3. Although the Company does have a written procedure for the approval, identification and reporting of related-party transactions may be limited.

Remediation Plan

We are taking actions to remediate the material weakness described above by reviewing and updating our internal policies and human resources allocations.

Changes in Internal Control Over Financial Reporting

Other than as described above, there have been no changes in our internal control over financial reporting that occurred during our last fiscal quarter ended December 31, 2025 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

From time to time, we may become involved in various lawsuits and legal proceedings, which arise in the ordinary course of business. Litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm our business. Other than as set forth below, we are currently not aware of any such legal proceedings or claims that will have, individually or in the aggregate, a material adverse effect on our business, financial condition or operating results.

On July 13, 2022, David Thomson, a former independent contractor, filed a claim against one of the Company's U.S. subsidiaries, Verses Technologies USA Inc. ("VTU"), Cyberlab LLC ("Cyberlab"), and two directors/officers of the Company in Los Angeles Superior Court. The claim alleged violations of various sections of the California Corporations Code, breach of contract, breach of the implied covenant of good faith and fair dealing, and unjust enrichment. Plaintiff claimed as much as \$5,000,000 in damages, subject to proof. On September 1, 2022, VTU filed an answer denying any wrongdoing, and also made its own counterclaim against Mr. Thomson. The cross-claims against David Thomson included: (i) misappropriation of trade secrets; (ii) breach of contract; (iii) violation of the *California Computer Data Access and Fraud Act* ("CDAFA"); and (iv) violation of the *Economic Espionage Act* along with three additional cross-claims (alleging violation of the Computer Fraud and Abuse Act, conversion, violation of the Stored Communications Act, respectively) that were subsequently dismissed by the Court. VTU, for its part, sought to recover both compensatory and punitive damages from Mr. Thomson, as well as restitution of any ill-gotten gains and an award of reasonable attorneys' fees. The arbitration was conducted for a total of 13 days over a period from February 5 through April 3, 2024, via a single arbitrator at the American Arbitration Association. The CDAFA claim was dismissed by the Arbitrator, but the claims for trade secret misappropriation, breach of contract and unjust enrichment were allowed to move forward. A final arbitration award was issued on May 17, 2024. The final award imposed liability against: (i) VTU, jointly and severally with Cyberlab, LLC, a company owned by the Company's former president and current President Emeritus, Director of Global Development and a director of the Company, Dan Mapes, in the amount of \$6,307,258, inclusive of interest; and (ii) Cyberlab, LLC, VTU and its principals, Gabriel René and Dan Mapes, jointly and severally, for damages in the amount of \$1,900,000, interest of \$709,973 costs of \$64,303 and the fees of plaintiff's counsel totaling \$920,231. To resolve their part of joint and several liability, Mr. René and Mr. Mapes are working toward satisfying the portion of the award that applies to them as individuals, including \$1,666,000 proceeds from insurance. The remaining liability belongs to VTU. Initial good faith payments of \$1,791,000 have been made to the claimant. On January 24, 2025, Mr. Thomson filed a Petition to Confirm the Arbitration Award with the Los Angeles Superior Court. A hearing on the Petition was held and on May 8, 2025, the Petition was confirmed for approximately \$9,900,000 together with interest accrued thereon. We recorded the total amount of this award as an expense incurred during our fiscal year ended March 31, 2024, while in the following fiscal year we recorded as income the \$1,666,000 insurance payment received by Mr. Mapes and Mr. Rene, which was partially offset by an aggregate of \$817,787 of interest that accrued on the total award during the most recently completed fiscal year ended.

On August 10, 2024, the Company learned that a complaint (the “Complaint”) had been filed in the Los Angeles Superior Court on June 21, 2024 by a former employee (the “Complainant”) against one of the Company’s US subsidiaries (VERSES, Inc. or “VINC”) and one of its employees in their individual capacity. The Complainant worked for VINC but had been terminated several weeks prior by VINC for poor work performance. The Complaint alleges, *inter alia*, gender harassment; gender discrimination; race discrimination; race harassment; retaliation; and wrongful termination, while seeking to recover as much as US\$3,500,000 in general and special compensatory damages, subject to proof. The Company (and VINC) for its part, disputes the allegations, and considers the Complainant’s termination to have been completely proper and justified under applicable law. VINC was properly served with a copy of the Complaint (and associated summons) and it filed an Answer to the allegations raised therein on September 24, 2024. The employment contract with the Complainant contained an arbitration clause, and VINC’s counsel timely moved to compel arbitration (the “VINC Motion”) and a hearing was held on April 1, 2025. The tentative ruling from the Los Angeles Superior Court (the “Court”) denied the VINC Motion, finding that the Ending Forced Arbitration of Sexual Assault and Sexual Harassment Act of 2021 (“EFAA”) was applicable to the Complainant’s “gender harassment” claim and that the Complainant had the option to bring her claims to the Court instead of arbitration. The Court allowed for limited oral advocacy during which VINC’s counsel argued that the arbitration clause should be enforced. The Court took the matter under submission but, after due deliberation, reaffirmed its original conclusions. The Complainant served VINC with discovery requests, and responses were sent on May 8, 2025. The Court assigned a trial date of July 10, 2026, and also asked the parties to engage in informal mediation via a court sponsored alternative dispute resolution program. A post-mediation status conference is scheduled for Sept. 15, 2025 where the parties have been instructed to summarize the outcome of the mediation process.

On August 11, 2025, David Thomson (“Complainant”) made a motion with the Court seeking from VTU, Cyberlab and two directors/officers of the Company, an aggregate of \$495,543 for attorney’s fees and related costs incurred by the Complainant after the May 17, 2024, final arbitration award. This motion is based on the Court’s judgment on May 28, 2025, which gave the Court discretion to award the Complainant attorney’s fees and expenses incurred by the Complainant after May 17, 2024. A hearing date has been set for April 21, 2026. We are currently evaluating this motion and intend to respond to it in due course.

Other than the above, we are not currently involved in any material legal proceedings. We may be involved from time to time in various claims and legal actions arising in the ordinary course of business, including proceedings involving employee claims, contract disputes, and other general liability claims, as well as trademark, copyright, and related claims and legal actions. In the opinion of our management, the ultimate disposition of these matters will not have a material adverse effect on our consolidated financial position, results of operations or liquidity.

On or about November 7, 2025, a subsidiary of the Company (VTU) was served with a copy of a summons and complaint for a Wyoming civil action for, *inter alia*, breach of contract and unjust enrichment from a Florida resident (Philip Plough) based upon a ~\$35,000 loan (paid in cryptocurrency) made to an unrelated third party entity (XYZ Global Technologies, Inc.), and entity which Mr. Mapes and Mr. Rene, Officers and Directors of the Company were associated with. Along with XYZ, VTU and the Company, Mr. Mapes and Mr. Rene were also named in the Complaint as individuals along with a law firm (Gresham International America LLC) that specializes in fintech compliance services. The Complaint seeks \$1,856,000 in compensatory damages, as well as punitive / exemplary damages and injunctive relief. On or about January 8, 2026, counsel for Plaintiff served a group of applications for “default judgment” against several defendants — including some that appear to have never been properly served or that have filed challenges to the court’s jurisdiction. The Company was also included, even though it too never accepted service of process or consented to personal jurisdiction.

However, because VTU is a Wyoming corporation, it did not challenge proper service or jurisdiction, and an Answer was filed on its behalf in late December 2025. VTU denied the allegations made against it, highlighting that the loan document in question (i.e. a promissory note) makes no mention of VTU or the Company, and that to the best of its knowledge neither one ever had any involvement with or received any funds from the 2018 loan to XYZ. XYZ has never done any business with VTU or the Company, and neither the Company nor VTU have any stock or other ownership interest in or day-to-day involvement with XYZ. Likewise, XYZ owns no stock in and has no day-to-day involvement with the Company or VTU. The case is otherwise still in its early stages. No hearings have been held and no discovery has been taken by either side.

ITEM 1A. RISK FACTORS

Risk factors that affect our business and financial results are discussed in Part I, Item 1A “Risk Factors,” in our Annual Report on Form 10-K for the year ended March 31, 2025 as filed with the SEC on July 14, 2025 (“Annual Report”). There have been no material changes in our risk factors from those previously disclosed in our Annual Report. You should carefully consider the risks in our Annual Report which could materially affect our business, financial condition or future results. The risks in our Annual Report are not the only risks we face. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition, and/or operating results. If any of the risks actually occur, our business, financial condition, and/or results of operations could be negatively affected.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 5. OTHER INFORMATION

Rule 10b5-1 Trading Plans

During the fiscal quarter ended December 31, 2025, none of the Company’s directors or executive officers adopted or terminated any contract, instruction or written plan for the purchase or sale of Company securities that was intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) or any “non-Rule 10b5-1 trading arrangement.”

ITEM 6. EXHIBITS

Exhibit No.	Description
31.1*	Certification of Chief Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2*	Certification of Chief Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1**	Certification of the Chief Executive Officer and Chief Financial Officer pursuant to Rule 13a-14(b) of the Exchange Act and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS*	Inline XBRL Instance Document
101.SCH*	Inline XBRL Taxonomy Extension Schema Document
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104*	Cover Page Interactive Data File - the cover page from the Registrant's Quarterly Report on Form 10-Q for the quarter ended December 31, 2025 is formatted in Inline XBRL

* Filed herewith.

** Furnished herewith.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

VERSES AI INC.

Date: February 20, 2026

By: /s/ David Scott

David Scott
Chief Executive Officer
(Principal Executive Officer)

Date: February 20, 2026

By: /s/ James Christodoulou

James Christodoulou
Chief Financial Officer
(Principal Financial Officer)

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