Veritas Group Limited

Registration Number: 51919 (Bermuda)

Independent Auditor's Report & Audited Financial Statements
For the Years Ended December 31, 2021, and 2020

Registration Number: 51919 (Bermuda)

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Integrität
Audit, Accounting & Advisory, LLC

9858 Clint Moore Road, Suite C111-166, Boca Raton, FL 33496
Office: 561-210-7284 | **Fax:** 561-325-8205
Email: info@integritatcpa.com | **Website:** www.integritatcpa.com

To the Board of Directors and Shareholders
of Veritas Group Limited

Opinion

We have audited the accompanying financial statements of Veritas Group Limited ("VGL", "the Company"), which comprise the statement of financial position as of December 31, 2021, and 2020, and the related statements of profit or loss and other comprehensive income, changes in equity, and cash flows for the year then ended, and the related notes to the financial statements.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of VGL as of December 31, 2021, and 2020, and the results of its operations and its cash flows for the year then ended in accordance with International Financial Reporting Standards issued by the International Accounting Standards Board.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America and in accordance with International Standards on Auditing. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of VGL in accordance with the relevant ethical requirements in the United States of America and the International Ethics Standards Board for Accountants' *Code of Ethics for Professional Accountants*, and we have fulfilled our other ethical responsibilities in accordance with those requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Substantial doubt about the Entity's Ability to Continue as a Going Concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2 to the financial statements, the Company's losses from operations as of December 31, 2021, and 2020 were $66,368 and $147,667, respectively, and the accumulated deficit as of December 31, 2021, and 2020 were $1,143,420, and $907,546, respectively raise substantial doubt about its ability to continue as a going concern.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing VGL's ability to continue as a going concern for at least twelve months from the end of the reporting period, disclosing, as applicable, matters related to going concern, and using the going concern basis of accounting, unless management either intends to liquidate VGL or to cease operations or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with generally accepted auditing standards in the United States of America and International Standards on Auditing will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with generally accepted auditing standards in the United States of America and International Standards on Auditing, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of VGL's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about VGL's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Integritat Audit, Accounting & Advisory, LLC
Boca Raton, FL
July 7, 2023

Balance Sheets
(Expressed in US Dollars)

December 31,		Deconsolidated 2021		Consolidated 2020
Assets				
Current Assets				
Cash and cash equivalents	$	-	$	6,214
Inventories		-		316,000
Other receivables		-		126,450
Due from related parties		-		7,370
Total Current Assets	**$**	**-**	**$**	**456,034**
Non-Current Assets				
Investment	$	-	$	146,934
Intangible		-		**50**
	$	**-**	**$**	**146,984**
Total Assets	**$**	**-**	**$**	**603,018**
Liabilities and Shareholders' Deficit				
Current Liabilities				
Trade and other payables	$	459,758	$	238,694
Due to related parties		-		251,889
Loan to related parties		113,549		530,678
Convertible note payable		10,000		10,000
Total Current Liabilities		**583,307**		**1,031,261**
Total Liabilities	**$**	**583,307**	**$**	**1,031,261**
Shareholders' Deficit				
Common stock - $0.0001 par value, 90,000,000 shares authorized, 4,215,616 and 3,985,440 shares issued and outstanding on December 31, 2021 and 2020, respectively	$	421	$	398
Preferred stock - $0.0001 par value, 30,000,000 shares authorized, 4,500,000 shares issued and outstanding on December 31, 2021 and 2020.		450		450
Additional paid in capital		559,242		472,654
Accumulated other comprehensive income		-		5,801
Accumulated deficit		(1,143,420)		(907,546)
Total Shareholders' Deficit	**$**	**(583,307)**	**$**	**(428,243)**
Total Liabilities and Shareholders' Deficit	**$**	**-**	**$**	**603,018**

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

Veritas Group Limited

Statements of Operations (Expressed in US Dollars)

Years Ended December 31,	Deconsolidated 2021	Consolidated 2020
Revenue		
Net sales	$ -	$ -
Cost of sales	-	-
Gross Profit	-	-
Operating Expenses		
Compensation	$ 23	$ 450
Professional	49,345	95,091
Other general and administrative	17,000	52,126
Total Operating Expenses	**66,368**	**147,667**
Loss from Operations	**(66,368)**	**(147,667)**
Other Income (Expense)		
Deconsolidation loss	$ (155,884)	$ -
Interest expense	-	(29,983)
Other Income	-	394,026
Total Other Income (Expense)	**(155,884)**	**364,043**
Net (Loss) Income	**(222,252)**	**216,376**
Basic and dilutive net (loss) income per common share	$ (0.054)	$ 0.334
Weighted average number of common shares outstanding - basic and dilutive	4,100,000	647,332

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

Veritas Group Limited

Statements of Changes in Shareholders' Deficit
For the Years Ended December 31, 2021 and 2020
(Expressed in US Dollars)

	Common Stock		Preferred Stock					
	Number of Shares	**Amount at $0.0001 Par**	**Number of Shares**	**Amount at $0.001 Par**	**Additional Paid In Capital**	**Accumulated Other Comprehensive Income**	**Accumulated Deficit**	**Total Shareholders' Deficit**
Balance - December 31, 2019	**25,437,680**	**$ 2,544**	**-**	**$ -**	**$ 156,932**	**$ -**	**$ (1,126,057)**	**$ (966,581)**
Common shares cancelled	(25,000,000)	(2,500)	-	-	-	-	-	(2,500)
Share issuances:								-
Common shares issued for cconversoin of debt	41,601	4	-	-	315,722	-	-	315,726
Preferred Shares issued as compensation - related party	-	-	4,500,000	450	-			450
Common Shares issued as compensation for services - related party	1,402,659	140	-	-	-	-	-	140
Common Shares issued for acquisition of subsidiaries and associates	1,603,500	160	-	-	-	-	-	160
Common Shares issued for acquisition of intangible assets	500,000	50	-	-	-	-	-	50
Foreign currency translation adjustment	-	-	-	-	-	5,801	-	5,801
Net income	-	-	-	-	-	-	216,376	216,376
Prior Period adjustment	-	-	-	-	-	-	2,135	2,135
Consolidated Balance - December 31, 2020	**3,985,440**	**$ 398**	**4,500,000**	**$ 450**	**$ 472,654**	**$ 5,801**	**$ (907,546)**	**$ (428,243)**
Unrealized loss on currency translation adjustment								
Share issuances:								
Common Shares issued as compensation for services - related party	230,176	23	-	-	-	-	-	23
Net loss							(222,252)	(222,252)
Adjustment to equity for deconsolidation					86,588	(5,801)	(13,622)	67,165
Dividends paid	-	-					-	-
Deconsolidated Balance - December 31, 2021	**4,215,616**	**$ 421**	**4,500,000**	**$ 450**	**$ 559,242**	**$ -**	**$ (1,143,420)**	**$ (583,307)**

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

Statements of Cash Flows
(Expressed in US Dollars)

Years Ended December 31,		2021		2020
Cash flows used in operating activities				
Net (loss) income	$	(222,252)	$	(548,328)
Adjustments to reconcile net (loss) income to net cash used in operating activities:				
Share-based compensation		23		-
Loss from deconsolidation		155,884		-
Changes in operating assets and liabilities:				
(Increase) decrease in operating assets:				
Investment		-		-
Other receivable		-		-
Loan from related party		-		
Intangible		-		
Increase (decrease) in operating liabilities:				
Trade and other payable		8,787		
Loan to related party		-		
Convertible note		-		
Net cash used in operating activities	**$**	**(57,558)**	**$**	**(548,328)**
Cash flows provided by investing activities				
Proceeds from sale of assets	$	-	$	54,634
Net cash provided by investing activities	**$**	**-**	**$**	**54,634**
Cash flows provided by (used in) financing activities				
Proceeds from loan issuance - related party		51,344		541,646
Net cash provided by (used in) financing activities	**$**	**51,344**	**$**	**-**
Net change in cash	$	(6,214)	$	(6,682)
Cash, beginning of year		6,214		12,041
Foreign exchange adjustments to cash		-		855
Cash, end of year	**$**	**-**	**$**	**6,214**
Supplemental disclosure of cash flow information:				
Cash paid for interest	$	-	$	-
Cash paid for income taxes	$	-	$	-
Supplemental disclosure of non-cash investing and financing activities:				
Writeoff net value of assets, liabilities and equity in deconsolidation	$	182,696	$	-

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

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Notes to the Financial Statements
For the years ended December 31, 2021, and 2020

NOTE 1 – REPORTING ENTITY & NATURE OF OPERATIONS

Veritas Group Limited ("Veritas" or the Company) was incorporated on October 10, 2016, in Bermuda as an exempt corporation. The Registrar of Companies for the Ministry of Finance, Bermuda has granted assurance of tax-exempt status to the Company and such assurance shall be in effect until March 31, 2035. The Company is in the business of identifying and evaluating opportunities for the acquisition of interests in assets or businesses with a view to providing strategic planning, restructuring, and development. The head office of the Company is located at 65 Court Street, 6th Floor, Hamilton HM 12, Bermuda.

The financial statements have a December 31st, fiscal year-end.

NOTE 2 – GOING CONCERN ASSUMPTION

The financial statements reported net losses (income) of $(222,252), and $216,376 during the fiscal years ended December 31, 2021, and 2020 respectively.

The Company had no cash balances on December 31, 2021, and $6,214 on December 31, 2020, and negative working capital of $583,307 and $575,227, respectively. Shareholders' equity is $583,307 and $428,243 on December 31, 2021, and 2020, respectively. The Company generated negative cash flows from operations in the amount of $57,558 and $ 548,328 for the year ended December 31, 2021, and 2020, respectively.

Management's plan regarding going concern.
The Company intends to become a listed issuer on the Bermuda Stock Exchange ("BSX") with an active public quote. It projects that from its ability to raise capital from an active public quote and its industry knowledge and resources, the Company can establish operations to meet the needs of the growing markets related to business acquisitions it pursues.

NOTE 3 – BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation
The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as adopted by Canada. The consolidated and separate annual financial statements have been prepared on the going concern basis in accordance with, and in compliance with, the International Financial Reporting Standards ("IFRS") and International Financial Reporting Interpretations Committee ("IFRIC") interpretations issued and effective at the time of preparing these annual financial statements and the Companies Act, 1981 of the Island of Bermuda., and are expressed in US Dollars. Further, significant accounting policies applicable to the Company are summarized as follows:

NOTE 3 – SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Use of estimates

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Deconsolidation

The issuance of IFRS 10, Consolidated Financial Statements [“IFRS 10”] results in significant effects on the investment management industry. A more comprehensive assessment is required when determining whether a parent company has control in the entities claimed as subsidiaries for consolidation and consequently, whether they will need to consolidate those entities in their own financial statements. The control assessment may be relatively straightforward in cases where an investee is controlled by means of equity instruments that give the holder majority voting rights. However, in more complex cases an investee may be designed in a manner that voting rights relate only to administrative tasks and that relevant activities are directed through contractual arrangements. In such cases further consideration would need to be given to the risks to which the investee was designed to be exposed, the risks it was designed to pass on to the parties involved with it, and the risks to which the investor is exposed.

In the year ended December 30, 2020, the Company reported as a consolidation which was comprised of the parent Veritas Group Limited, and its wholly owned subsidiaries First Argentum Group Inc. (“FArg”), RG Upneck Investments (Pty) Ltd (“RG”), RG Upneck Investments 1000 (Pty) Ltd (“RG1”) and RG Upneck Investments 2000 (Pty) Ltd. (“RG2”). The subsidiaries were acquired on December 21, 2020.

The Company acquired biogas intellectual property through these subsidiaries and equity interest in Low Voltage Switchboards (Pty) Ltd (“LVS”). On December 31, 2020, the intellectual property was held on the books at a value of $50 and its equity interest LVS was held on the books at a value of $146,934. In January 2021 the Company lost control of subsidiaries to their objectives not aligning with that of the parent Company and as of December 31, 2021, the Company is a single reporting entity. The biogas assets were under the control of the subsidiaries and therefore the Company lost rights to these assets as well.

Cash and cash equivalents

For purposes of reporting within the statements of cash flows, the Company considers all cash on hand, cash accounts not subject to withdrawal restrictions or penalties, and all highly liquid debt instruments purchased with a maturity of 90 days or less to be cash and cash equivalents.

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NOTE 3 – SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Intangible assets

The Company accounts for intangible assets in accordance with the following:

IFRS 3.18 and IAS 38.27 - Brand names and customer lists acquired in a business combination that qualify for separate recognition are recognized as intangible assets at their fair values. The estimated useful lives of property plant & equipment range from 3 to 5 years.

IAS 38.54 - Internally developed software

Expenditure on the research phase of projects to develop new customized software for IT and telecommunication systems are recognized as an expense as incurred.

Costs that are directly attributable to a project's development phase are recognized as intangible. assets, provided they meet all of the following recognition requirements:

- The development costs can be measured reliably.
- The project is technically and commercially feasible.
- The Company intends to and has sufficient resources to complete the project.
- The Company has the ability to use or sell the software, and
- The software will generate probable future economic benefits.

Development costs not meeting these criteria for capitalization are expensed as incurred. Directly attributable costs include employee costs incurred in software development along with an appropriate portion of relevant overheads and borrowing costs.

All finite-lived intangible assets, including capitalized internally developed software, are accounted for using the cost model whereby capitalized costs are amortized on a straight-line basis over their estimated useful lives. Residual values and useful lives are reviewed at each reporting date. In addition, they are subject to impairment testing. Any capitalized internally developed software that is not yet complete is not amortized but is subject to impairment testing.

Amortization has been included within depreciation, amortization, and impairment of non-financial assets. Subsequent expenditures on the maintenance of computer software and brand names are expensed as incurred.

When an intangible asset is disposed of, the gain or loss on disposal is determined as the difference between the proceeds and the carrying amount of the asset and is recognized in profit or loss within other income or other expenses.

Related party disclosures

Under IFRS 24 "Related Party Transactions" an entity or person is considered to be a "related party" if it has control, significant influence or is a key member of management personnel or affiliate thereto. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties. The Company in accordance with IFRS 24 presents disclosures about related party transactions and outstanding balances with related parties, see Note 8.

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Borrowings and Convertible Debentures
The Company adheres to IAS 39 "Financial Instruments: Recognition and Measurement" for recognition of financial instruments including financial liabilities and the special rules for convertible notes with embedded derivatives. Accordingly, debt is accounted for at the amortized costs and the related conversion feature is

accounted for as a derivative when the underlying meets a net settlement criterion and is readily convertible to cash. The convertible notes of the Company are convertible to the Company's common shares (the underlying). These common shares in 2021 and 2020 were considered to not meet the net settlement criteria because the stock's fair value could not be measured reliably, as a result, the convertible notes are only accounted for at the amortized cost. When the Company's common shares are traded on a stock exchange and can be measured reliably, the underlying could meet the net settlement criteria, and valuing the embedded conversion feature could require derivative accounting. When the criteria are met the convertible notes (host loan) will be accounted for at amortized cost, with an embedded derivative liability, and adjustments to the derivative liability's fair value would be recorded in the statement of operations.

Under the IFRS Framework, IFRS does not have a concept of beneficial conversion feature (BCF), as the compound instruments are already accounted for based on their components. The Company's stock had no trading value and therefore no derivative was determined on its convertible features.

Equity
In accordance with IFRS 9 "Equity" the Company considers an equity instrument to be any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. The Company's common and preferred shares are classified as equity instruments. Incremental costs directly attributable to the issuance of new shares are recognized in equity as a deduction from the gross proceeds received from the issued shares.

Share-Based Compensation
The Company accounts for share-based payments in accordance with the provision of IFRS 2 "Share-based Payment", which requires that all share-based payments issued to acquire goods or services be recognized in the statement of operations based on their fair values, net of estimated forfeitures. The Company accounts for share-based compensation awards issued to non-employees, such as consultants, for services, as prescribed by IFRS 2, at either the fair value of the services rendered or the fair value of the instruments issued in exchange for such services, whichever is more readily determinable, using the guidelines in IFRS 2. Employee share-based compensation awards are valued at the fair values of instruments issued as compensation.

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For the years ended December 31, 2021, and 2020

NOTE 3 – SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Basic and diluted earnings per share

Under IAS 33 "Earnings Per Share," the Company presents basic and diluted earnings (loss) per share ("EPS") amounts on the face of the statements of operations. Basic EPS is computed by dividing income (loss) available to common stockholders (the numerator) by the weighted-average number of common shares outstanding (the denominator) during the period. Shares issued during the period and shares reacquired during the period are weighted for the portion of the period that was outstanding. The computation of diluted EPS is similar to the computation of basic EPS except that the denominator is increased to include the number of additional common shares that would have been outstanding if the dilutive potential common shares had been issued. There were no potentially dilutive securities outstanding on December 31, 2021, and 2020. Accordingly, basic, and diluted earnings (loss) per share are the same for both fiscal years.

Diluted net income (loss) per common share on the potential exercise of the equity-based financial instruments is not presented were anti-dilutive. The Company accounts for basic and diluted loss per share accordingly and as presented in the statement of operations.

Fair value of financial instruments

In accordance with IFRS 13 'Fair Value Measurement," the Company categorizes financial instruments in a 'fair value hierarchy,' which categorizes the inputs used in valuation techniques into three levels. The hierarchy gives the highest priority to (unadjusted) quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The following are the three categories related to the fair value measurement of such assets or liabilities:

- Level 1 inputs are quoted prices in active markets for identical assets or liabilities that the Company can access at the measurement date, it holds a position in a single asset or liability, and the asset or liability is traded in an active market.
- Level 2 inputs are inputs other than quoted market prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. Inputs are derived principally from or corroborated by observable market data by correlation or other means ('market-corroborated inputs').
- Level 3 inputs are unobservable for the asset or liability. An entity develops unobservable inputs using the best information available in the circumstances, which might include the entity's own data, taking into account all information about market participant assumptions that is reasonably available.

The Company has no financial instruments assets requiring hierarchy classification and disclosure. The Company has financial instrument liabilities in the form of convertible notes and loans payable that are classified in Level 3 of the hierarchy due to the data used in determining its fair value not being quoted or observable but rather contractual between the Company and its debtholders.

Financial instruments held by the Company would be valued in accordance with the provisions of IFRS 9 "Financial Instruments" as follows:

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NOTE 3 – SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial assets which are equity instruments:

- Mandatorily at fair value through profit or loss; or
- Designated as at fair value through other comprehensive income. (This designation is not available to equity instruments which are held for trading, or which are contingent considerations in a business combination).

The carrying value of the Company's current assets and liabilities on December 31, 2021, and 2020 are deemed to approximate fair value due to short-term nature.

Taxation

The Company has an undertaking from the Minister of Finance, pursuant to section 2 of the Exempted Undertakings Tax Protection Act 1966 of Bermuda, that, in the event of there being enacted in Bermuda any legislation imposing tax computed on profits or income or computed on any capital asset, gain or appreciation, or any tax in the nature of estate duty or inheritance tax, then the imposition of any tax described herein shall not be applicable to such undertakings or to any of its operations or the shares, debentures or other obligations of the said undertakings. This tax assurance has been granted to the Company and shall be in effect until March 31, 2035.

Current tax expenses in relation to the South African subsidiaries, are measured at the amount expected to be paid to the tax authorities, using the South African tax rates that have been enacted or substantively enacted by the end of the reporting period.

Revenue recognition

The Company recognizes revenue under the guidance of IFRS 15, "Revenue from Contracts with Customers." Under IFRS 15, the Company 1) identifies the contract with the customer 2) identifies the performance obligations in the contract 3) determines the transaction price, 4) determines if an allocation of that transaction price is required to the performance obligations in the contract, and 5) recognizes revenue when or as the Company satisfies a performance obligation. The Company has no current revenue streams.

Recent accounting pronouncements

On January 1, 2022 (Amendments to IAS 16) were made effective. This IAS 16 amendment prohibits an entity from deducting from the cost of a PPE the proceeds received from selling items produced by the PPE before it is ready for its intended use. The sales proceeds would have met the revenue definition and therefore should be recognized in profit or loss.

The Company has reviewed all other prospective and recently enacted accounting pronouncements and has determined that none have a material effect on its financial statements.

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NOTE 4 – CONCENTRATION OF CREDIT RISK AND FINANCIAL RISK MANAGEMENT

Concentration of credit risk

Financial instruments, which potentially subject the Company to credit risk, consist principally of cash and accounts receivable. Cash is maintained with major financial institutions in the USA that are creditworthy. The Company maintains all cash in bank accounts insured up to $250,000 by the Federal Deposit Insurance Corporation. On December 31, 2021, and 2020, the Company held a no-cash balance with a financial institution in excess of federally insured limits. On December 31, 2021, and 2020 all related party amounts owed were owed to Prichardia Ltd and there was a loan owed to a single loan holder.

Financial risk management objectives and policies

The Company is exposed to various financial risks resulting from its operations. The Company's management, with the Board of Directors' oversight, manages financial risks. Where material, these risks are reviewed and monitored by the Board of Directors.

Financial risks

The Company's main financial risk exposure and its financial risk management policies are as follows:

- **Credit risk –** The risk of loss associated with a counter-party's inability to fulfill its payment obligations. Credit risk is limited to the carrying value amount on the balance sheet.

- **Liquidity risk –** The risk the Company will not be able to meet its financial obligations as they fall due. The Company manages its liquidity needs by carefully monitoring cash outflows required for day-to-day operations. The Company is constantly seeking capital from debt and equity relationships to have access to cash as needed to sustain its operations and pay its debts as they become due.

- **Market and other risk -** The risk of uncertainty arising primarily from possible movements in the market in which the Company is, and their impact on the future economic viability of the Company's existence and its ability to raise capital and initiate operations to generate revenues.

The COVID-19 pandemic and interrelated economic uncertainties continue to create significant volatility. The extent to which COVID-19 continues to impact the Company's operations, results of operations, liquidity, and financial condition will depend on future developments regarding consumer preferences, in consideration of potential threats.

These market risks are evaluated by monitoring changes in key economic indicators and market information on an ongoing basis and adjusting operations and budgets accordingly.

Regulatory requirements are constantly being revised to protect the markets' interests. More stringent reporting and disclosure requirements are inevitable. To mitigate the risk of noncompliance the Company regularly consults with its BSX legal counsel.

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NOTE 5 – INVESTMENT IN SUBSIDIARIES

The company acquired 100% of the equity interest of First Argentum Group Inc, a group of companies, incorporating RG Upneck Investments (Pty) Ltd, RG Upneck Investments 1000 (Pty) Ltd, and RG Upneck Investments 2000 (Pty) Ltd, on December 21, 2020, for the consideration of 603 500 Veritas Group Limited common shares at the issue price of $0.0001 per share. First Argentum Inc operates in the real estate development industry and is incorporated in the USA and is subsidiaries in South Africa. The Company has entered into various agreements for the option to purchase and development of certain real estate in South Africa. RG Upneck Investments (Pty) Ltd is the only subsidiary that had operational activities in 2020. These operations were related to the development of a real estate project. It made a deposit of approximately $122,000 for the acquisition of property and capitalized inventory costs of $316,000 for the project development. These assets were fully written off as a loss in 2021 due to the deconsolidation.

In the company's separate financial statements, the carrying amounts of subsidiaries are shown at cost, net of impairment losses.

NOTE 6 – INVESTMENT IN ASSOCIATES

The company acquired 48% of the equity interest of Low Voltage Switchboards (Pty) Ltd on January 4, 2020, for the consideration of 1,000, 000 Veritas Group Limited common shares at the issue price of $0.0001 per share. The company operates in the manufacturing and distribution of low-voltage switchgear switchboard systems industry. In 2020 the company recognized a bargain purchase gain to the value of $129,156 on an acquisition of the investment. This asset was fully written off as a loss in 2021 due to the deconsolidation.

NOTE 7 – INTANGIBLE ASSETS

The company acquired certain Intellectual Properties from K2018515354 (South Africa) (Pty) Ltd, t/a iRCB Biogas. The effective date of the transaction was November 18, 2020, in exchange for 500,000 Common shares in the company. The intellectual property related to containerized biogas production, project information, and the Memorandum of Understanding for Morocco and Africa Rice. In 2020 the Company has impaired the value of this asset to $50, the par value of its shares issued as consideration. This asset was fully written off as a loss in 2021 due to the deconsolidation.

NOTE 8 – DUE TO RELATED PARTY

Related party transactions occurred in the normal course of business to facilitate obtaining services for the ongoing operations of the Company and its subsidiaries. As the effect of discounting is not material, the carrying value of these loans approximates their fair value.

NOTE 9 – TRADE AND OTHER PAYABLES

As of December 31, 2021, and 2020, the Company has trades and other payables in the amount of $459,758 and $238,694, respectively which principally represent amounts owed to vendors and professional services.

NOTE 10 – CONVERTIBLE NOTES

Convertible notes at December 31, 2021, and 2020 total $10,000 and $10,000, respectively. No derivative liabilities were determined for notes outstanding due to the Company's stock not having a determinable stock price on the open market as of December 31, 2021, and not being listed on an exchange. All finance costs incurred in each fiscal year were expenses on the statement of comprehensive income.

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NOTE 11 – EQUITY

During 2020, the Company issued 4,500,000 Preferred Shares at par to a related party for consulting services rendered in the ordinary course of business.

During 2021 the Company issued 230,176 common shares at par to a related party for consulting services rendered in the ordinary course of business.

NOTE 12 – COMMITMENTS AND CONTINGENCIES

From time to time, the Company may be involved in litigation or disputes relating to claims arising out of its operations in the normal course of business.

A former CEO and CFO issued a demand for payment letter for amounts owed to them, which total $85,412 and $119,125, respectively. These amounts are included in trade and other payables as of December 31, 2021 and 2020.

As of December 31, 2021, and 2020, the Company is not involved in any other such litigation or disputes.

NOTE 13 – SUBSEQUENT EVENTS

The Company has evaluated subsequent events or transactions occurring through July 7, 2023, the date on which the financial statements were available to be issued, and determined that the following events or transactions are required to be disclosed herein.

During the first quarter of 2023, the Company acquired Loulu Palm Farms LLC ("LLPalms"). LLPalms was acquired for 200,000 VGL Common Shares. The Company's Directors are of the view this purchase and its marketing and licensing agreements to manufacture and market the nanofertilizer MineralGro will be synergistic to increasing future cash flows.

Additionally, during the first quarter of 2023, the Company incorporated a wholly owned Bermuda Captive company, Equitas Global Financial Guarantee Ltd. The Company is now positioned to provide Capital Investment Principal Guarantees backed by premium grade United States Treasuries instruments for the VGL BIO GREEN and other VGL Capital Projects.

Also, The Company purchased the mineral rights to Pedry Mining Development Limited in the first quarter of 2023 from Worldwide Holiness Church for 100,000 VGL Common Shares. JORC Code Report and 43-101 report are available upon requests and signed Non-Disclosure Agreements.