



# STRATEGEM CAPITAL

*Strength Through Strategy*

## STRATEGEM CAPITAL CORPORATION

### CONDENSED INTERIM FINANCIAL STATEMENTS

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024

Suite 210 – 240 11 Ave. SW, Calgary, Alberta T2R 0C3

TSX-V: SGE

### **NOTICE OF NO AUDITOR'S REVIEW OF INTERIM FINANCIAL STATEMENTS**

The accompanying unaudited condensed interim financial statements of Strategem Capital Corporation (the "Company") have been prepared by the management and approved by the Company's Audit & Corporate Governance Committee and by the Company's Board of Directors.

The accompanying unaudited condensed interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

**The Company's independent auditor has not performed a review of these unaudited condensed interim financial statements.**

**STRATEGEM CAPITAL CORPORATION**  
**CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION**  
(EXPRESSED IN THOUSANDS OF CANADIAN DOLLARS)  
(UNAUDITED)

	Notes	September 30, December 31,	
		2024	2023
<b>ASSETS</b>			
<b>Current assets</b>			
Cash and cash equivalents		\$ -	\$ 231
Short-term investments	6	10,925	9,583
<b>Total current assets</b>		10,925	9,814
<b>TOTAL ASSETS</b>		\$ 10,925	\$ 9,814
<b>LIABILITIES</b>			
<b>Current liabilities</b>			
Cash overdraft		\$ 503	\$ -
Accounts payable and accrued liabilities		19	29
Due to related parties	9	-	2
<b>Total current liabilities</b>		522	31
<b>TOTAL LIABILITIES</b>		\$ 522	\$ 31
<b>EQUITY</b>			
Share capital	7	11,487	11,508
Deficit		(1,084)	(1,725)
<b>Total equity</b>		10,403	9,783
<b>TOTAL EQUITY AND LIABILITIES</b>		\$ 10,925	\$ 9,814

**Subsequent Event - Note 7(d)**

These financial statements were authorized for issue by the Board of Directors on November 20, 2024.

These financial statements are signed on the Company's behalf by:

(signed) "Hon. Stockwell Day"  
Director

(signed) "Desmond Balakrishnan"  
Director

**STRATEGEM CAPITAL CORPORATION**
**CONDENSED INTERIM STATEMENTS OF COMPREHENSIVE LOSS**

(EXPRESSED IN THOUSANDS OF CANADIAN DOLLARS, EXCEPT PER SHARE DATA)

(UNAUDITED)

		Three months ended September 30,		Nine months ended September 30,	
	Notes	2024	2023	2024	2023
<b>Revenues</b>					
Interest, dividends and other income		\$ 107	\$ 160	\$ 268	\$ 350
Net gain on sale of investments		13	-	167	-
Net unrealized gain (loss) on investments		(61)	(1,157)	506	(1,546)
Total revenue (losses)		59	(997)	941	(1,196)
<b>Expenses</b>					
Management fees	9	55	55	191	190
Salaries		-	75	-	255
Director and committee fees	9	-	-	5	64
Professional fees	9	5	12	40	54
Office and general		-	5	12	16
Interest expense		11	-	27	-
Shareholder information and filing fees		4	1	7	11
Commission expense		3	-	26	1
Total expenses		78	148	308	591
<b>Other items</b>					
Foreign exchange gain (loss)		(6)	6	8	-
<b>Net income (loss) and comprehensive income (loss) for the period</b>					
		\$ (25)	\$ (1,139)	\$ 641	\$ (1,787)
Earnings (loss) per share - basic and diluted	8	\$ (0.00)	\$ (0.12)	\$ 0.07	\$ (0.19)

**STRATEGEM CAPITAL CORPORATION**  
**CONDENSED INTERIM STATEMENTS OF CHANGES IN EQUITY**  
 (EXPRESSED IN THOUSANDS OF CANADIAN DOLLARS)  
 (UNAUDITED)

	Class A Number of Shares	Class A Share Capital	Class B Number of Shares	Class B Share Capital	Retained Earnings (Deficit)	Total Equity
Issued and outstanding						
<b>Balance as at January 1, 2023</b>	9,309,528	\$ 11,597	220	\$ 1	\$ 4	\$ 11,602
Net loss for the period	-	-	-	-	(1,787)	(1,787)
Normal course issuer bid	(83,000)	(76)	-	-	-	(76)
<b>Balance as at September 30, 2023</b>	9,226,528	11,521	220	1	(1,783)	9,739
Net income for the period	-	-	-	-	58	58
Normal course issuer bid	(25,500)	(14)	-	-	-	(14)
<b>Balance as at December 31, 2023</b>	9,201,028	\$ 11,507	220	\$ 1	\$ (1,725)	\$ 9,783
Net income for the period	-	-	-	-	641	641
Normal course issuer bid	(44,500)	(21)	-	-	-	(21)
<b>Balance as at September 30, 2024</b>	9,156,528	\$ 11,486	220	\$ 1	\$ (1,084)	\$ 10,403

**STRATEGEM CAPITAL CORPORATION**  
**CONDENSED INTERIM STATEMENTS OF CASH FLOWS**  
 (EXPRESSED IN THOUSANDS OF CANADIAN DOLLARS)  
 (UNAUDITED)

	<b>For the Nine Months Ended</b>	
	<b>September 30,</b>	
	<b>2024</b>	<b>2023</b>
<b>Cash flow from operating activities</b>		
Net income (loss)	\$ 641	\$ (1,787)
Adjustments to reconcile to net cash flows from operating		
Gain on sale of investments	(167)	-
Unrealized loss (gain) on investments	(506)	1,546
Interest income	(78)	(94)
Interest expense	27	-
Foreign exchange gain	(8)	-
	(91)	(335)
Changes in non-cash working capital items:		
Accounts payable and accrued liabilities	(10)	1
Due to related parties	(2)	32
	(12)	33
Changes in other items:		
Proceeds from sale of investments	3,742	4,652
Purchase of investments	(4,352)	(5,759)
	(610)	(1,107)
<b>Net cash used in operating activities</b>	<b>(713)</b>	<b>(1,409)</b>
<b>Cash flow from financing activities</b>		
Normal course issuer bid	(21)	(76)
<b>Net cash used in financing activities</b>	<b>(21)</b>	<b>(76)</b>
<b>Net change in cash and cash equivalents</b>	<b>(734)</b>	<b>(1,485)</b>
<b>Cash and cash equivalents, beginning of the period</b>	<b>231</b>	<b>1,780</b>
<b>Cash (overdraft), end of the period</b>	<b>\$ (503)</b>	<b>\$ 295</b>
<b>Supplemental cash flow information</b>		
Dividends received	\$ 190	\$ 245
Interest received	\$ 73	\$ 82

## **1. Nature of operations and continuance of operations**

Strategem Capital Corporation (the “Company” or “Strategem”) invests in resource exploration and development opportunities, mining, energy production and agricultural protein products and is listed on the TSX Venture Exchange (the “TSX-V” or the “Exchange”). The Company’s objective since inception in December 1994 is to own and manage operating businesses. The Company’s head office is: Suite 210, 240 11 Avenue SW, Calgary, Alberta, Canada, T2R 0C3. The Company’s Class A shares trade under the symbol “SGE” on the TSX Venture Exchange.

These condensed interim financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) applicable to a going concern, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. During the three and nine months ended September 30, 2024, the Company reported a net loss of \$25 and net income of \$641, respectively (three and nine months ended September 30, 2023 – losses of \$1,139 and \$1,787). As at September 30, 2024, the Company had a cash overdraft of \$503 (December 31, 2023 – cash and cash equivalents of \$231) and working capital of \$10,403 (December 31, 2023 - \$9,783).

## **2. Basis of preparation**

These condensed interim financial statements are prepared in accordance with IFRS, including International Accounting Standard (“IAS”) 34 Interim Financial Reporting, as issued by the IASB. These condensed interim financial statements should be read in conjunction with the annual financial statements for the year ended December 31, 2023, which have been prepared in accordance with IFRS and include information necessary or useful to understanding the Company’s business and financial statement presentation.

These financial statements have been prepared on a historical cost basis (other than investments which are valued using fair value basis). In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. Actual results may differ from these estimates.

These financial statements, including comparatives, have been prepared on the basis of IFRS standards that are published at the time of preparation.

## **3. Material accounting policies**

The accounting policies applied in these condensed interim financial statements are consistent with those applied in the preparation of the Company’s annual financial statements. These condensed interim financial statements should be read in conjunction with the annual financial statements for the year ended December 31, 2023. Areas of judgement that have the most significant effect on the amounts recognized in the interim financial statements are disclosed in Note 3(a) of the Company’s financial statements for the year ended December 31, 2023. There have been no significant changes to the areas of estimation and judgement during the three and nine months ended September 30, 2024.

In the opinion of management, all adjustments considered necessary for fair presentation of the Company’s financial position, results of operations and cash flows have been included. Operating results for the three and nine months ended September 30, 2024 are not necessarily indicative of the results that may be expected for the year ending December 31, 2024.

#### 4. Management of capital

The Company manages its common shares, stock options and warrants as 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 suitable equity investments and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk.

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 attempt to issue new shares, issue new debt, acquire or dispose of assets or adjust the amount of cash and cash equivalents. The Company does not have any externally imposed capital requirements.

#### 5. Financial risk factors

In the normal course of business, the Company's activities expose it to a variety of financial risks that may affect its operating performance. These risks are credit risk and market risk (including interest rate risk, currency risk and other price risk). The level of risk to which the Company is exposed depends on the type of investments the Company holds. The value of investments can fluctuate daily as a result of changes in prevailing interest rates, economic and market conditions and company specific news.

These condensed interim financial statements do not include all financial risk management information and disclosures required in the annual financial statements. These statements should be read in conjunction with the annual financial statements as at December 31, 2023. There have been no changes in the risk management or any risk management policies since year end.

#### 6. Short-term Investments

The Company held the following short-term investments as at September 30, 2024:

	<b>Cost</b>	<b>Fair Market Value</b>
Public company securities	\$ 19,569	\$ 9,211
Term deposits	1,261	1,314
Private company	302	400
<b>Total Investments</b>	<b>\$ 21,132</b>	<b>\$ 10,925</b>

The Company held the following short-term investments as at December 31, 2023:

	<b>Cost</b>	<b>Fair Market Value</b>
Public company securities	\$ 16,766	\$ 5,918
Term deposits	3,234	3,273
Private company	302	392
<b>Total Investments</b>	<b>\$ 20,302</b>	<b>\$ 9,583</b>

Short-term investments in public company securities are held for trading and are classified as Level 1 Financial Instruments. Short-term investments in term deposits are held for a minimum of 90 days and are classified as Level 1 Financial Instruments. Short-term investments in private companies are classified as Level 3 Financial Instruments.

**7. Share capital**

**(a) Authorized:**

- Unlimited Class A voting common shares without par value;
- Unlimited Class B voting common shares without par value; and
- Unlimited Class A non-voting preference shares without par value.

**(b) Issued and outstanding**

<b>Class A Shares</b>	<b>Number of Shares</b>	<b>Value</b>
Balance, December 31, 2023	9,201,028	\$ 11,507
Normal Course Issuer Bid	(44,500)	(21)
<b>Balance, September 30, 2024</b>	<b>9,156,528</b>	<b>\$ 11,486</b>

<b>Class B Shares</b>	<b>Number of Shares</b>	<b>Value</b>
<b>Balance, September 30, 2024 and December 31, 2023</b>	<b>220</b>	<b>\$ 1</b>

As at September 30, 2024, the Company had 9,156,528 Class A common shares and 220 Class B common shares issued and outstanding. Each Class B common share can be exchanged for one Class A common share. Upon exchange, the Class B voting common shares will be cancelled by the Company.

**(c) Warrants**

The Company's warrants as at September 30, 2024 are:

	<b>Number of Warrants</b>	<b>Weighted-Average Exercise Price</b>
Balance, December 31, 2023	5,191,229	\$ 2.75
Expired May 17, 2024	(5,191,229)	\$ (2.75)
<b>Balance, September 30, 2024</b>	<b>-</b>	<b>\$ -</b>

Each warrant entitled the holder to purchase one common share of the Company at a price of \$2.75 per share on or before May 17, 2024. On May 17, 2024, the warrants expired.

**(d) Normal Course Issuer Bid**

On October 15, 2024, the Company obtained an approval from the Exchange to undertake a Normal Course Issuer Bid to allow the Company to purchase up to 457,826 of its Class A common shares, representing approximately 5% of its issued and outstanding shares. Purchases may be made on the open market through the facilities of the Exchange by the designated broker until October 14, 2025.

During the nine months ended September 30, 2024, 44,500 Class A common shares (nine months ended September 30, 2023 – 83,000 Class A common shares) were purchased for \$21 (nine months ended September 30, 2023 – \$76) under the previously approved Normal Course Issuer Bid. These common shares were returned to treasury and cancelled.

**(e) Stock options**

There were no options outstanding as of September 30, 2024 and December 31, 2023.



**8. Earnings per share**

	Three months ended September 30,		Nine months ended September 30,	
	2024	2023	2024	2023
Income (loss) attributable to common shareholders	\$ (25)	\$ (1,139)	\$ 641	\$ (1,787)
Weighted average shares outstanding - basic and diluted	9,178,032	9,226,728	9,181,513	9,246,266
Earnings (loss) per share - basic and diluted	\$ (0.00)	\$ (0.12)	\$ 0.07	\$ (0.19)

**9. Key management compensation and related party expenses**

	Three months ended September 30,		Nine months ended September 30,	
	2024	2023	2024	2023
Management fees	\$ 55	\$ 55	\$ 191	\$ 190
Salaries	-	75	-	255
Director fee & committee fees	-	-	5	64
Legal fees	-	7	23	41
Commission expense	2	-	2	1
	\$ 57	\$ 137	\$ 221	\$ 551

At September 30, 2024, key management personnel includes five directors and four members of the management executive team (December 31, 2023 - five directors and four members of the management executive team). For the three and nine months ended September 30, 2024, two of the four members of the management executive team waived their compensation. For the three and nine months ended September 30, 2024, four of the five directors waived their director fees. One director is a partner of McMillan LLP, a firm which provides legal services to the Company. For the three and nine months ended September 30, 2024, legal fees paid to this related party were \$nil and \$23 (three and nine months ended September 30, 2023 – \$7 and \$41). One director is the Head of Private Client Group, Canada for Canaccord Genuity Wealth Management. For the three and nine months ended September 30, 2024, commission paid to the related party was \$2 (three and nine months ended September 30, 2023 – \$nil and \$1 respectively).

At September 30, 2024, \$nil payable to McMillan LLP was included in due to related parties (December 31, 2023 - \$2 payable to McMillan LLP).



# STRATEGEM CAPITAL

*Strength Through Strategy*

## **Board of Directors**

Honourable Stockwell Day, Chairman  
Desmond Balakrishnan  
Matthew Cicci, CFA  
Gordon Flatt  
Dickson Gould

## **Executive Officers**

Jo-Anne O'Connor, President & Chief Executive Officer  
Carol Fozo, CPA, CMA, Chief Financial Officer and Secretary  
Gordon Flatt, Managing Partner & Chief Investment Strategist  
Dr. John Waterer, PhD, Consultant

## **Legal**

McMillan LLP

## **Auditor**

DeVisser Gray LLP, Chartered Professional Accountants  
Vancouver, British Columbia, Canada

## **Committees**

### *Audit & Corporate Governance Committee*

Desmond Balakrishnan, Chairman  
Matthew Cicci  
Honourable Stockwell Day

### *Office of the President*

Gordon Flatt, Chairman  
Jo-Anne O'Connor

### *Science and Technology Advisory Committee (STAC)*

Graydon Flatt, Chairman  
Dr. John Waterer, PhD  
Gordon Flatt

### *Global Investment Advisory Committee (GIAC)<sup>1</sup>*

Honourable Stockwell Day – Canada  
Gordon Flatt – Bermuda  
Angelina Ho – Hong Kong  
William Molson – USA / Canada  
Lars Rodert – Sweden  
Pablo Vizcaino – Argentina

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<sup>1</sup> Countries of residency