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INDEPENDENT AUDITORS' REPORT

To the Members of PetSmart Charities of Canada

Opinion

We have audited the accompanying financial statements of PetSmart Charities of Canada (the "Organization"), which comprise the statement of financial position as at January 28, 2024, and the statements of operations and changes in fund balances, and cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of PetSmart Charities of Canada as at January 28, 2024, and its results of operations and its cash flows for the year then ended in accordance with Canadian accounting standards for not-for-profit organizations.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. 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 the Organization in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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 Canadian accounting standards for not-for-profit organizations, and for such internal control as management determines is necessary to enable the preparation 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 the Organization's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Organization or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Organization'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 a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of

users taken on the basis of these financial statements. As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to
 fraud or error, design and perform audit procedures responsive to those risks, and obtain audit
 evidence that is sufficient and appropriate to provide a basis for our opinion. 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.
- 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 the Organization's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Organization's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Organization to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

June 26, 2024 Brantford, Ontario CHARTERED PROFESSIONAL ACCOUNTANTS
Licensed Public Accountants

Millard, house & Rosebragh LLP

PETSMART CHARITIES OF CANADA STATEMENTS OF FINANCIAL POSITION YEARS ENDED JANUARY 28, 2024 AND JANUARY 29, 2023

	January 28, 2024		J	anuary 29, 2023
ASSETS				
CURRENT ASSETS Cash and Cash Equivalents Investments (Note 4) Receivable from PetSmart Canada (Note 3C) Other Receivables Other Assets	\$	3,475,146 4,305,101 349,228 43,563 2,871	\$	2,025,880 4,066,926 1,065,644 - 5,575
Total Current Assets		8,175,909		7,164,025
NONCURRENT ASSETS Property and Equipment, Net (Note 5) Total Noncurrent Assets Total Assets	\$	1,052 1,052 8,176,961	\$	4,207 4,207 7,168,232
LIABILITIES AND FUND BALANCES				
LIABILITIES Accounts Payable and Accrued Liabilities Due to PetSmart Canada (Note 3C) Due to PetSmart Charities, Inc. (Note 3C) Total Liabilities	\$	63,610 43,610 10,748 117,968	\$	135,936 80,124 37,692 253,752
FUND BALANCES Operating Fund - Unrestricted Total Fund Balances		8,058,993 8,058,993		6,914,480 6,914,480
Total Liabilities and Fund Balances	\$	8,176,961	\$	7,168,232

Approved and authorized on behalf of the board:

signed by Jim Persinger Director

signed by Malcolm Khan Director

PETSMART CHARITIES OF CANADA STATEMENTS OF OPERATIONS AND CHANGES IN FUND BALANCES YEARS ENDED JANUARY 28, 2024 AND JANUARY 29, 2023

				Tot			
	(Operating	J	anuary 28,	J	anuary 29,	
		Fund		2024		2023	
REVENUE, PUBLIC SUPPORT, AND GAINS							
Individual Contributions	\$	4,803,043	\$	4,803,043	\$	5,013,331	
PetSmart Canada Contributions (Note 3A)		2,364,353		2,364,353		2,467,782	
Corporate, Foundations, and							
Vendor Contributions		153,699		153,699		164,604	
Investment Income, Net (Note 4)		397,604		397,604		59,133	
Total Revenue, Public Support, and Gains		7,718,699		7,718,699		7,704,850	
EVENIOR							
EXPENSES							
Program Services:		0.445.400		0.445.400		0.055.050	
Animal Welfare Organization Grants (Note 7)		3,415,400		3,415,400		3,955,658	
Other Program Expenses (Note 7)		2,849,493		2,849,493		2,953,991	
Total Program Services		6,264,893		6,264,893		6,909,649	
Supporting Services:							
Fundraising		142,831		142,831		150,064	
Management and General		166,462		166,462		184,144	
Total Supporting Services	_	309,293	_	309,293		334,208	
Total Supporting Services		303,233		309,293		334,200	
Total Expenses		6,574,186		6,574,186		7,243,857	
EXCESS OF REVENUE OVER EXPENSES		1,144,513		1,144,513		460,993	
		.,,		.,,		.00,000	
Fund Balance - Beginning of Year		6,914,480		6,914,480		6,453,487	
FUND BALANCE - END OF YEAR	\$	8,058,993	\$	8,058,993	\$	6,914,480	

PETSMART CHARITIES OF CANADA STATEMENTS OF CASH FLOWS YEARS ENDED JANUARY 28, 2024 AND JANUARY 29, 2023

	2024			2023		
CASH FLOWS FROM OPERATING ACTIVITIES		<u> </u>				
Excess of Revenue Over Expenditures	\$	1,144,513	\$	460,993		
Items not Affecting Cash:						
Realized Gains on Investments		(1,428)		-		
Unrealized (Gains) Losses on Investments		(177, 138)		27,866		
Amortization of Property and Equipment		3,155		4,786		
Changes in Operating Assets and Liabilities:						
Decrease (Increase) in:						
Receivable from PetSmart Canada		716,416		(661,549)		
Receivable from PetSmart Charities, Inc.		-		63		
Other Receivables		(43,563)		65,335		
Increase (Decrease) in:		, ,		,		
Accounts Payable and Accrued Expenses		(72,326)		(19,810)		
Due to PetSmart Canada		(36,514)		36,435		
Due to PetSmart Charities, Inc.		(26,944)		(17,416)		
Net Cash Provided (Used) from Operating Activities		1,508,875		(103,297)		
CASH FLOWS FROM INVESTING ACTIVITIES						
Proceeds from Sale of Investments		17,415		21,793		
Purchase of Investments		(77,024)		(57,489)		
Net Cash Used for Investing Activities		(59,609)		(35,696)		
CHANGE IN CASH DURING THE YEAR		1,449,266		(138,993)		
Cash - Beginning of Year		2,025,880		2,164,873		
CASH - END OF YEAR	\$	3,475,146	\$	2,025,880		
SUPPLEMENTAL DISCLOSURE OF NONCASH TRANSACTIONS Contributed Bont, Coods, and Sontiage	Φ.	4 000 707	•	0.400.404		
Contributed Rent, Goods, and Services	\$	1,993,707	\$	2,133,184		

NOTE 1 NATURE OF ACTIVITIES

Organization

PetSmart Charities of Canada (Organization) is a registered charity incorporated under letters patent under the 1987 Canada Corporations Act and is exempt from tax under the provisions of the Income Tax Act (Canada). In fiscal year ended 2014, the Organization completed a legal reorganization to comply with the Canada Not-for-profit Corporations Act. As a result, the Organization established one member, PetSmart Charities, Inc., a related party, as its sole member.

PetSmart Charities of Canada envisions a world where communities unite in support of pets together with their families. Founded in 1999, the Organization's mission is to make the world a better place by investing in community partners that advocate and care for the well-being of pets and all who love them. PetSmart Charities of Canada grants more money to directly help pets in need than any other animal welfare group across Canada.

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Reporting

The Organization has prepared these financial statements in accordance with Canadian accounting standards for not-for-profit organizations (ASNPO), which are a part of Canadian generally accepted accounting principles (GAAP). All amounts are stated in Canadian dollars.

Fiscal Year

The Organization's fiscal year ends on the Sunday nearest January 31. The fiscal year ended in 2024 and the fiscal year ending in 2023 comprised of 52 weeks.

Revenue and Expense Recognition

The Organization follows the restricted fund method of accounting for contributions. Unrestricted general donations are recognized as revenue of the Operating Fund in the year received. Restricted contributions are recognized as revenue in the Restricted Fund in the year received. There were no restricted contributions for the fiscal year ended in 2024 and 2023. Unrestricted interest and other investment income are recognized as revenue when earned.

Expenses are recognized when an expenditure or previously recognized asset does not have future economic benefit, there is an appropriate basis of measurement and a reasonable estimate of the amount involved can be made. The costs of providing the various programs and other activities of the Organization have been summarized on a functional basis. Marketing and advertising was applied to program expenses based on the cost of these materials used directly to promote the various programs (see Note 7). Accordingly, certain costs have been allocated among the programs and supporting services benefited based on goods and services received under the management services agreement (see Note 3) and other appropriate allocation methods.

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Revenue and Expense Recognition (Continued)

The Organization earns royalty income from certain campaigns in which intellectual property of the Organization is licensed and recognized as revenue as it accrues in accordance with the terms of the relevant agreement.

Contributed Services and In-Kind Donations

The fair value of contributed materials, services, and store space that would otherwise have to be purchased is recognized as revenue with a corresponding expenditure. (See Note 3).

Cash

Cash includes cash deposits in banks.

Property and Equipment and Related Amortization

Purchased property and equipment is recorded at cost less accumulated amortization. Donated property and equipment is recorded at fair value at the date of contribution to the organization. Maintenance and repairs are charged to operations when incurred.

Betterments or renewals in excess of \$2,500 and which have a useful life greater than one year are capitalized. When property and equipment is sold or otherwise disposed of, the asset and related accumulated depreciation accounts are relieved, and any gain or loss is included in operations. Amortization is computed on a straight-line basis over the estimated useful life of capital assets ranging from 3 to 5 years.

Financial Instruments

The Organization accounts for its investments in accordance with CPA Canada Accounting Handbook Section 3856, *Financial Instruments*, the Organization reports investments in equity securities that have readily determinable fair values, and all investments in debt securities, at fair value. The fair values are based on quoted market prices.

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Canadian generally accepted accounting principles has established a framework for measuring fair value and established a fair value hierarchy based on the inputs used to measure fair value. This framework maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the observable inputs be used when available.

Observable inputs are inputs that market participants would use in pricing the asset or liability based on market data obtained from independent sources. Unobservable inputs reflect assumptions that market participants would use in pricing the asset or liability based on the best information available in the circumstances. The hierarchy is broken down into three levels based on the transparency of inputs as follows:

Level 1 – Quoted prices are available in active markets for identical assets or liabilities as of the report date. A quoted price for an identical asset or liability in an active market provides the most reliable fair value measurement because it is directly observable to the market.

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial Instruments (Continued)

Level 2 – Pricing inputs are other than quoted prices in active markets, which are either directly or indirectly observable as of the report date. The nature of these securities include investments for which quoted prices are available but traded less frequently and investments that are fair valued using other securities, the parameters of which can be directly observed.

Level 3 – Securities that have little to no pricing observability as of the report date. These securities are measured using management's best estimate of fair value, where the inputs into the determination of fair value are not observable and require significant management judgment or estimation.

Inputs are used in applying the various valuation techniques and broadly refer to the assumptions that market participants use to make valuation decisions, including assumptions about risk. Inputs may include price information, volatility statistics, specific and broad credit data, liquidity statistics, and other factors.

Financial Instruments - Recognition and Measurement

Initial Measurement

The Organization initially measures its financial assets and financial liabilities originated or exchanged in arm's length transactions at fair value. Transaction costs related to financial assets that will be subsequently measured at fair value are recognized in the statement of operations in the year in which they are incurred.

Financial assets and financial liabilities originated or exchanged in related party transactions, except for those that involve parties whose sole relationship with the organization is in the capacity of management, are initially measured at cost. The cost of a financial instrument in a related party transaction depends on whether the instrument has repayment terms.

Subsequent Measurement

At each reporting date, the Organization measures its financial assets and liabilities at cost or amortized cost (less impairment in the case of financial assets), except for equity and debt securities which are subsequently measured at fair value. The financial instruments measured at cost are cash, accounts payable, and accruals and amounts due to and from related parties.

For financial assets measured at cost or amortized cost, the Organization regularly assesses whether there are any indications of impairment. If there is an indication of impairment, and the Organization determines that there is a significant adverse change in the expected timing or amount of future cash flows from the financial asset, it recognizes an impairment loss in the statement of operations. Any reversals of previously recognized impairment losses are recognized in operations in the year the reversal occurs.

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Use of Estimates and Assumptions

The preparation of the Organization's financial statements requires management to make estimates and assumptions. These estimates and assumptions affect the reported amounts of assets and liabilities and the 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.

Examples of significant estimates include:

- a) Timing of revenue recognition;
- b) Valuation of in-kind contributions;
- c) Estimated useful life of property and equipment;
- d) Asset impairment test.

NOTE 3 TRANSACTIONS WITH PETSMART CANADA AND PETSMART CHARITIES, INC.

A. Revenue and Contributions

The Organization is highly dependent upon the viability of PETM Canada Corporation ("PetSmart Canada") as this is the primary source of donated revenue received in the stores from customers and from PetSmart Canada employees included in individual contributions as well as in-kind contributions from PetSmart Canada noted below.

The following revenue amounts were received from PetSmart Canada and are included in total revenue in the accompanying statements of operations and changes in net assets:

January 28, 2024			January 29 2023		
\$	1,448,576		\$	1,738,378	
	228,887			227,642	
	205,881			56,255	
	470,781			429,219	
	10,228			16,288	
\$	2,364,353	_	\$	2,467,782	
		\$ 1,448,576 228,887 205,881 470,781 10,228	\$ 1,448,576 228,887 205,881 470,781 10,228	\$ 1,448,576 \$ 228,887 205,881 470,781 10,228	

NOTE 3 TRANSACTIONS WITH PETSMART CANADA AND PETSMART CHARITIES, INC. (CONTINUED)

A. Revenue and Contributions (Continued)

Contributed rent, other goods and services, supplies, office space, management personnel and utilities for pet adoption centers, products and supplies, and advertising were received from PetSmart Canada. Contributions have been allocated in the accompanying statements of operations and changes in net assets based on the type of support received from PetSmart Canada:

	J	anuary 28, 2024	J	lanuary 29, 2023
Other Program Expenses	\$	1,832,654	\$	1,985,983
Fundraising		17,579		9,515
Management and Administration		33,111		26,777
Total	\$	1,883,344	\$	2,022,275

Royalty income is generated on specific campaigns where the Organization receives a percentage of the purchase price on selected merchandise items sold in PetSmart Canada stores that bear its trademark during a certain timeframe. These transactions occurred at rates as mutually agreed and were recorded at fair market value.

In fiscal year ended 2013, the Organization entered into a license agreement with PetSmart Canada for the usage of its pin pad system. The transaction was measured at the exchange amount paid by the Organization, which is recorded in the license agreement, net on the statement of financial position. This asset is carried at cost, net of any related amortization. The asset is fully amortized.

B. Management Services

During the current fiscal year, the Organization entered into a management services agreement with PetSmart Canada to cost-effectively outsource certain business and administrative management services. The fees paid to PetSmart Canada are capped annually and the value of contributed rent, other goods and services, supplies, office space, utilities, and management personnel received by the Organization under the agreement exceeds the payments made to PetSmart Canada.

These services were measured at the exchange value of the outsourced services and allocated based on goods and services received under the management services agreement:

	Ja 	nuary 28, 2024	Ja 	nuary 29, 2023
Other Program Expenses	\$	388,148	\$	385,432
Fundraising		4,427		1,984
Management and Administration		12,626		5,584
Total	\$	405,201	\$	393,000

NOTE 3 TRANSACTIONS WITH PETSMART CANADA AND PETSMART CHARITIES, INC. (CONTINUED)

B. Management Services (Continued)

During the current fiscal year, the Organization entered into a management services agreement with PetSmart Charities, Inc., a U.S. charitable organization related through common management. The agreement documents prior practice whereby PetSmart Charities, Inc. provided certain management services at cost to the Organization. The Organization recorded management fees of approximately \$128,000 and \$124,000, respectively, for the years ended January 28, 2024 and January 29, 2023 to PetSmart Charities, Inc. Revenue and expense transactions occurred at mutually agreed rates and were recorded at the respective exchange amounts throughout the year. Payables and receivables were measured at cost, determined using their undiscounted cash flows. No differences resulted from these transactions.

C. Due to/from PetSmart Canada and PetSmart Charities, Inc.

Receivables from PetSmart Canada of \$349,228 and \$1,065,644 at January 28, 2024 and January 29, 2023, respectively, are unsecured, noninterest bearing, currently due, and represent in-store donations and PetSmart Canada employee contributions that have not yet been remitted in cash to the Organization.

The amounts payable to PetSmart Canada and PetSmart Charities, Inc. are unsecured, noninterest bearing and recorded as current. Amounts payable to PetSmart Canada and PetSmart Charities, Inc. are generally remitted one month in arrears.

NOTE 4 INVESTMENTS

Investments consists of:

	January 28,		J	anuary 29,
	2024			2023
Bonds and Notes	\$	2,414,733	\$	2,380,945
Equities		1,883,754		1,676,165
Investments Subtotal		4,298,487		4,057,110
Money Market Fund		6,614		9,816
Total Investments	\$	4,305,101	\$	4,066,926

NOTE 4 INVESTMENTS (CONTINUED)

Investment income consists of:

	January 28, 2024			
Unrealized Gain (Loss)	\$	177,138	\$	(27,866)
Realized Gain (Loss)		1,428		-
Interest and Dividend Income		260,904		127,434
Investment Fees		(41,866)		(40,435)
Total Investments Income	\$	397,604	\$	59,133

Investments are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such change could materially affect amounts reported in the accompanying financial statements.

The following tables summarize the valuation of the Organization's financial instruments by the categories described in Note 2 as of January 28, 2024:

	م ا	vel 1	ا م	vel 2	ا م	vel 3	Н	sets Not leld at ir Value		Total
		VEI I		/CI Z	LEV	/EI 3	га	ii value		TUlai
Investments:										
Money Market Fund	\$	-	\$	-	\$	-	\$	6,614	\$	6,614
Bonds and Notes		-	2,4	14,733		-		-	2	,414,733
Equities	1,8	383,754						_	1	,883,754
Total Investments	\$ 1,8	383,754	\$ 2,4	14,733	\$		\$	6,614	\$ 4	,305,101

The following tables summarize the valuation of the Organization's financial instruments by the categories described in Note 2 as of January 29, 2023:

	l ev	rel 1	l ev	rel 2	l ev	vel 3	Н	sets Not leld at ir Value		Total
Investments:				<u> </u>						
Money Market Fund	\$	-	\$	-	\$	-	\$	9,816	\$	9,816
Bonds and Notes		-	2,3	80,945		-		-	2	,380,945
Equities	1,6	76,165		-				-	1	,676,165
Total Investments	\$ 1,6	76,165	\$ 2,3	80,945	\$		\$	9,816	\$ 4	,066,926

NOTE 5 PROPERTY AND EQUIPMENT

Property and equipment consists of:

Cost or Donated Value:	January 28, 2024		
Store Fixtures	\$ 33,713	\$	33,713
Less Accumulated Amortization	 (32,661)		(29,506)
Property and Equipment, Net	\$ 1,052	\$	4,207

Amortization expense charged to operations was \$3,155 and \$4,786 for the years ended January 28, 2024 and January 29, 2023, respectively.

NOTE 6 COMMITMENTS AND CONTINGENCIES

The Organization makes commitments to certain charitable organizations for future grants, which are contingent future installments of a current grant. The grants are contingent upon the continued fulfillment of the original conditions in the grant request. The Organization has approximately \$1,760,000 and \$541,000 of commitments for future contingent grants at January 28, 2024 and January 29, 2023, respectively.

NOTE 7 PROGRAM SERVICES

The Organization disbursed funds through the following animal welfare organizations grants and other program expenses:

	January 28, 2024		January 29, 2023	
Animal Welfare Organization Grants:				
Adoption Preparation	\$	370,000	\$	650,000
Access to Veterinary Care		2,029,157		1,882,100
Adoption Rewards		350,507		281,652
Adoption Event Grants		26,380		90,750
Preserving Families		-		565,000
Transport		150,000		150,000
Disaster Response		187,356		-
Pet Food Insecurities		150,000		150,000
Other		152,000		205,000
Return of Prior Year Grants				(18,844)
Total	\$	3,415,400	\$	3,955,658
Other Program Expenses:				
In-Kind PetSmart Canada Admin Service and Other Grants	\$	1,943,017	\$	2,096,893
Admin Service Agreement Management Fee		392,374		385,432
Management Fee		82,568		83,625
Marketing and Advertising		238,904		310,966
Travel		45,039		35,688
Consulting		115,392		-
Other		32,199		41,387
Total	\$	2,849,493	\$	2,953,991

Included in the table above are \$147,000 and \$201,000 of animal welfare grants awarded to board member affiliated organizations for the years ended January 28, 2024 and January 29, 2023, respectively.

NOTE 8 SUBSEQUENT EVENTS

The Organization has evaluated subsequent events through June 26, 2024, the date which the financial statements were available to be issued.