HARRYS MANUFACTURING INC.

Condensed Interim Consolidated Financial Statements

January 31, 2025

Expressed in Canadian Dollars

(Unaudited – Prepared by Management)

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the condensed interim financial statements, they must be accompanied by a notice indicating that the condensed interim financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim financial statements of the Company have been prepared by and are the responsible of the Company's management. The unaudited condensed interim financial statements have been prepared using accounting policies in compliance with International Financial Reporting Standards for the preparation of unaudited condensed interim financial statements and are in accordance with International Accounting Standard 34 - Interim Financial Reporting.

The Company's independent auditor has not performed a review of these unaudited condensed interim financial statements in accordance with standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

HARRYS MANUFACTURING INC.

Condensed Interim Consolidated Statements of Financial Position

Expressed in Canadian Dollars

(Unaudited – Prepared by Management)

	January 31, 2025 $	**July 31, 2024 $**
ASSETS		
Current assets		
Cash	**11,705**	10,840
Amounts receivable (Note 4)	**24,727**	30,883
Prepaid expenses (Note 5)	**10,000**	1,855
Total current assets	**46,432**	43,578
Non-current assets		
Deposits (Note 5)	**30,000**	30,000
Property and equipment	**-**	857
Total assets	**76,432**	74,435
LIABILITIES		
Current liabilities		
Accounts payable and accrued liabilities (Notes 6 and 7)	**617,875**	488,590
Wages payable (Note 7)	**53,016**	53,016
Total liabilities	**670,891**	541,606
SHAREHOLDERS' DEFICIT		
Share capital (Note 8)	**22,053,560**	21,966,820
Reserves (Note 8)	**4,174,056**	4,174,056
Subscriptions received in advance	**-**	12,000
Deficit	**(26,822,075)**	(26,620,047)
Total shareholders' deficit	**(594,459)**	(467,171)
Total liabilities and shareholders' deficit	**76,432**	74,435

Nature of operations and going concern (Notes 1 and 2)
Commitments (Note 11)

Approved and authorized for issue by the Board of Directors on March 31, 2025:

/s/ "Ken Storey"
Ken Storey, Director

/s/ "Byron Striloff"
Byron Striloff, Director

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

HARRYS MANUFACTURING INC.

Condensed Interim Consolidated Statements of Loss and Comprehensive Loss

Expressed in Canadian Dollars

(Unaudited – Prepared by Management)

	Three months ended January 31, 2025 $	Three months ended January 31, 2024 $	Six months ended January 31, 2025 $	Six months ended January 31, 2024 $
Revenue (Note 4)	20,885	21,633	31,541	28,925
Cost of sales	(16,391)	(21,776)	(25,786)	(27,540)
Gross income (loss)	4,494	(143)	5,755	1,385
Expenses				
Amortization and depreciation	434	423	857	845
Consulting fees (Note 7)	25,000	3,000	50,000	3,000
Management fees (Note 7)	60,000	42,500	120,000	57,500
Office and administrative	10,489	10,248	19,674	18,426
Professional fees	37,390	49,142	74,257	87,282
Shareholder communications	85	5,150	1,166	7,247
Transfer agent and filing fees	10,329	7,869	14,884	10,539
Travel	–	1,991	55	1,991
Total expenses	(143,727)	(120,323)	(280,893)	(186,830)
Net loss before other income (expense)	(139,233)	(120,466)	(275,138)	(185,445)
Other income (expense)				
Recovery of expenses (Note 5)	–	–	–	10,000
Gain on settlement of debt (Note 7)	–	–	73,110	–
Net loss and comprehensive loss	(139,233)	(120,466)	(202,028)	(175,445)
Loss per share, basic and diluted	(0.00)	(0.00)	(0.00)	(0.00)
Weighted average common shares outstanding	105,172,125	99,335,125	104,086,973	97,928,386

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

HARRYS MANUFACTURING INC.
Condensed Interim Consolidated Statements of Changes in Shareholders' Deficit
Expressed in Canadian Dollars
(Unaudited – Prepared by Management)

	Share Capital					
	Number of shares	Amount	Reserves	Subscriptions received in advance	Deficit	Total Shareholders' Deficit
	#	$	$	$	$	$
Balance, as at July 31, 2023	95,336,126	21,826,448	4,035,256	–	(26,104,484)	(242,780)
Units issued on private placements	3,998,999	119,970	–	–	–	119,970
Share issuance costs	–	(9,598)	4,800	–	–	(4,798)
Net loss for the period	–	–	–	–	(175,445)	(175,445)
Balance, as at January 31, 2024	99,335,125	21,936,820	4,040,056	–	(26,279,929)	(303,053)
Units issued on private placements	1,500,000	30,000	–	–	–	30,000
Share-based payments	–	–	134,000	–	–	134,000
Subscriptions received in advance	–	–	–	12,000	–	12,000
Net loss for the period	–	–	–	–	(340,118)	(340,118)
Balance, as at July 31, 2024	100,835,125	21,966,820	4,174,056	12,000	(26,620,047)	(467,171)
Units issued on private placements	1,900,000	38,000	–	(12,000)	–	26,000
Shares issued for debt settlement	2,437,000	48,740	–	–	–	48,740
Net loss for the period	–	–	–	–	(202,028)	(202,028)
Balance, as at January 31, 2025	105,172,125	22,053,560	4,174,056	–	(26,822,075)	(594,459)

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

HARRYS MANUFACTURING INC.
Condensed Interim Consolidated Statements of Cash Flows
Expressed in Canadian Dollars
(Unaudited – Prepared by Management)

	Six months ended January 31, 2025 $	Six months ended January 31, 2024 $
Operating activities		
Net loss for the period	(202,028)	(175,445)
Adjustment for non-cash items:		
Amortization	857	845
Gain on settlement of debt	(73,110)	–
Changes in non-cash operating working capital items:		
Amounts receivable	6,156	(14,013)
Inventory	-	346
Prepaid expenses	(8,145)	21,163
Accounts payable and accrued liabilities	251,135	45,895
Net cash used in operating activities	(25,135)	(121,209)
Financing activities		
Proceeds received from share issuances	26,000	119,970
Share issuance costs	–	(4,798)
Net cash provided by financing activities	26,000	115,172
Change in cash	865	(6,037)
Cash, beginning of period	10,840	16,869
Cash, end of period	11,705	10,832
Supplementary cash flow information		
Shares issued on settlement of debt	48,740	–
Fair value of brokers' warrants	–	4,800

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

1. Nature of Operations

Harrys Manufacturing Inc. (the "Company") was incorporated under the laws of the Province of British Columbia on July 31, 2007. ("Westridge"). The Company's common shares are listed for trading on the Canadian Securities Exchange (the "CSE") under the symbol "HARY". The Company's principal business is tobacco sales in Canada.

The registered and records office of the Company is located at 250-750 W. Pender Street, Vancouver, BC V6C 2T7.

The condensed interim consolidated financial statements were authorized for issuance on March 31, 2025, by the Board of Directors.

2. Basis of Preparation

Going Concern

These condensed interim consolidated financial statements have been prepared on the going concern basis, which assumes that the Company will be able to realize its asset and discharge its liabilities in the normal course of business. To date the Company has incurred losses and further losses are expected in the future. Management is aware, in making its assessment, of material uncertainties related to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern, and therefore, it may be unable to realize its assets and discharge its liabilities in the normal course of business.

The Company's continuation as a going concern is dependent upon its ability to attain profitable operations and generate funds from there and/or raise equity capital or borrowings sufficient to meet its current and future obligations. Management intends to finance operating costs over the next twelve months from working capital, cash flow from operations and, if necessary, from loans from directors and companies controlled by directors and/or exercise of outstanding options and warrants and private placement of common shares. Management cannot provide assurance that the Company will ultimately achieve profitable operations or become cash flow positive, or raise additional debt and/or equity capital. If the Company is unable to achieve profitability or raise additional capital, management expects that the Company may need to curtail operations, liquidate assets, seek additional capital on less favorable terms and/or pursue other remedial measures. These condensed interim consolidated financial statements do not include any adjustments related to the recoverability and classification of assets or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. These adjustments could be material.

Statement of Compliance and Principles of Consolidation

These condensed interim consolidated financial statements have been prepared in accordance with IFRS Accounting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") applicable to the preparation of condensed interim consolidated financial statements, including IAS 34, Interim Financial Reporting. These condensed interim consolidated financial statements should be read in conjunction with the annual financial statements for the year ended July 31, 2024, which have been prepared in accordance with IFRS as issued by the IASB. The Company uses the same accounting policies and methods of computation as in the annual financial statements.

These condensed interim consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary, Harrys International Manufacturing Inc ("HIMI"). All intercompany transactions and balances have been eliminated on consolidation.

2. Basis of Preparation (continued)

Basis of Measurement

These condensed interim consolidated financial statements have been prepared on a historical cost basis and are presented in Canadian dollars, which is also the Company's functional currency.

Significant judgements, estimates and assumptions:

The preparation of the Company's condensed interim consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the condensed interim consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results could differ from these estimates by a material amount. Matters that require management to make significant judgments, estimates and assumptions in determining carrying values include, but are not limited to:

Share-based payments

Share-based payments are determined using the Black-Scholes Option Pricing Model based on estimated fair values of all share-based awards at the date of grant. The Black-Scholes Option Pricing Model utilizes assumptions such as expected price volatility, the expected life of the option and the number of options that may be forfeited. Changes in these input assumptions may affect the fair value estimate.

Deferred taxes

The Company recognizes the deferred tax benefit of deferred tax assets to the extent their recovery is probable. Assessing the recoverability of deferred tax assets requires management to make significant estimates of future taxable profit. In addition, future changes in tax laws could limit the ability of the Company to obtain tax deductions from deferred tax assets.

Going concern

These condensed interim consolidated financial statements have been prepared in accordance with IFRS on a going concern basis, which assumes the realization of assets and discharge of liabilities in the normal course of business within the foreseeable future. Management uses judgment in determining assumptions for cash flow projections, such as anticipated financing, anticipated sales and future commitments to assess the Company's ability to continue as a going concern. A critical judgment is that the Company continues to raise funds going forward and satisfy their obligations as they become due.

Allowance for doubtful accounts

Accounts receivable are recorded at invoiced amount and generally do not bear interest. An allowance for doubtful accounts is established, as necessary, based on past experience and other factors which, in management's judgment, deserve current recognition in estimating bad debts. Such factors include growth and composition of accounts receivable, the relationship of the allowance for doubtful accounts to accounts receivable, and current economic conditions. The determination of the collectability of amounts due requires the Company to make judgments regarding future events and trends. Allowances for doubtful accounts are determined based on assessing the Company's portfolio on an individual customer and on an overall basis.

2. Basis of Preparation (continued)

<u>Allowance for doubtful accounts</u> *(continued)*

The significant accounting policies that have been applied in the preparation of these condensed interim consolidated financial statements are summarized below.

3. Material accounting policy information

These accounting policies have been used throughout all periods presented in the condensed interim consolidated financial statements.

Revenue Recognition

The Company follows IFRS 15 *Revenue from Contracts with Customers*, which establishes a five-step model to account for revenue arising from contracts with customers:

- identify the contract with a customer;
- identify the performance obligations in the contract;
- determine the transaction price, which is the total consideration provided by the customer;
- allocate the transaction price among the performance obligations in the contract based on their relative fair values; and
- recognize revenue when the relevant criteria are met for each performance obligation.

The Company generates revenue principally from the sale and distribution of tobacco cigarettes. Revenue is recognized at a point of time when the control of the products has transferred to an external party, when all significant contractual obligations have been satisfied and there is no unfulfilled obligation that could affect the customer's acceptance of the products. These are generally met when products are shipped to the customer, the risks of obsolescence and loss have been transferred to the customer, and either the customer has accepted the products in accordance with the sales order, the acceptance provisions have lapsed, or the Company has objective evidence that all criteria for acceptance have been satisfied.

Revenue is measured based on the price specified and provided to the customer.

Share-based payments

The Company operates an employee stock option plan. Share-based payments to employees are measured at the fair value of the instruments issued and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of goods or services received or the fair value of the equity instruments issued, if it is determined that the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The corresponding amount is recorded to contributed surplus. The fair value of options is determined using a Black-Scholes Option Pricing Model which incorporates all market vesting conditions. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognized for services received as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest.

3. Material accounting policy information (continued)

Valuation of Equity Units Issued in Private Placements

The Company has adopted a residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to the most easily measured component based on fair value and then the residual value, if any, to the less easily measurable component

The fair value of the common shares issued in a private placement is determined to be the more easily measurable component and are valued at their fair value, as determined by the closing quoted bid price on the announcement date. The balance, if any, is allocated to the attached warrants. Any fair value attributed to the warrants is recorded as reserves

Financial instruments

Financial instruments are accounted for in accordance with IFRS 9 *Financial Instruments: Classification and Measurement*.

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(i) Recognition and classification

The Company's financial instruments consist of cash, receivables, accounts payable and wages payable. Receivables are initially recognized when they are originated. All other financial assets and liabilities are initially recognized when the Company becomes a party to the contractual provisions of the instrument.

On initial recognition, a financial asset is classified as measured at: amortized cost; fair value through other comprehensive income ("FVOCI") – debt investment; FVOCI - equity investment; or fair value through profit or loss ("FVTPL"). Financial assets are not reclassified subsequent to their initial recognition unless the Company changes its business model for managing financial assets in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

Financial liabilities are classified as measured at amortized cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition.

Financial assets / liabilities	Classification
Cash	FVTPL
Amounts receivable	Amortized cost
Accounts payable	Amortized cost
Wages payable	Amortized cost

3. Material accounting policy information (continued)

Financial instruments (continued)

(ii) Measurement

Financial assets: Initial measurement

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

Financial assets: Subsequent measurement and gains and losses

Financial assets at amortized cost: These assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in the condensed interim consolidated statement of loss and comprehensive loss. Any gain or loss on derecognition is recognized in the condensed interim consolidated statement of loss and comprehensive loss.

Financial liabilities

Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in the condensed interim consolidated statement of loss and comprehensive loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in the condensed interim consolidated statement of loss and comprehensive loss. Any gain or loss on derecognition is also recognized in the condensed interim consolidated statement of loss and comprehensive loss.

(iii) Derecognition

Financial assets

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset. The Company enters into transactions whereby it transfers assets recognized in its condensed interim consolidated statement of financial position but retains either all or substantially all of the risks and rewards of the transferred assets. In these cases, the transferred assets are not derecognized.

Financial liabilities

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognizes a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognized in the condensed interim consolidated statement of loss or comprehensive loss.

3. Material accounting policy information (continued)

Income taxes

Current tax:

Current tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date, in the countries where the Company operates and generates taxable income.

Current tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax:

Deferred tax is provided using the liability method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Loss per share

The Company presents basic and diluted loss per share data for its common shares. Basic earnings per share is calculated by dividing the profit or loss attributable to the common shareholders of the Company by the weighted average number of common shares outstanding during the reporting period. Diluted earnings per share is calculated by adjusting the profit or loss attributable to common shareholders and the weighted average number of common shares outstanding for the effects of all dilutive potential common shares, which comprise share options granted. For the years presented, basic loss per share equals diluted loss per share as the impact of options and warrants would be antidilutive.

Expressed in Canadian Dollars

3. Material accounting policy information (continued)

Related party transactions

Parties are considered 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 related if they are subject to common control. 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 or obligations between related parties.

New accounting standards and interpretations

The Company has performed an assessment of new standards issued by the IASB that are not yet effective. The Company has assessed that the impact of adopting these accounting standards on its financial statements would not be significant.

4. Amounts Receivable

	January 31, 2025 $	July 31, 2024 $
Sales tax receivable	4,858	19,656
Accounts receivable	19,869	11,227
	22,727	30,883

The Company's revenue consists of sales of cigarette cartons. During the period ended January 31, 2025, the Company had sales of $31,541 (2023 – $28,925).

During the period ended January 31, 2025, three customers accounted for aggregated 83% (35%, 26% and 23%) of the Company's total revenue.

5. Prepaid Expenses

	January 31, 2025 $	July 31, 2024 $
Lease deposit	10,000	–
Provincial tobacco tax deposit	30,000	30,000
Prepaid expenses	-	1,855
	40,000	31,855

During the period ended January 31, 2025, the Company signed a memorandum of understanding with We Wai Kai Nation, a First Nation government for the lease of property located in Campbell River, BC. The Company paid $10,000 deposit which will be returned if a definitive lease agreement is not executed.

During the year ended July 31, 2023, a settlement agreement was signed to recoup the previous deposit and note receivable to a third party, which was impaired during the year ended July 31, 2022. During the year ended July 31, 2024, the Company recovered $10,000 (2023 - $40,000) of previously expensed amounts.

Expressed in Canadian Dollars

6. Accounts Payable and Accrued Liabilities

	January 31,2025 $	July 31, 2024 $
Accounts payable	415,208	410,265
Accrued liabilities	202,667	78,325
	617,875	488,590

7. Related Party Transactions and Balances

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company. The Company has determined that key management personnel consist of members of the Company's Board of Directors and corporate officers.

Related party transactions

The Company incurred key management compensation as follows:

	Six months ended January 31, 2025 $	Six months ended January 31, 2024 $
Management fees accrued or paid to the President and CEO, CFO, directors and former officers and directors	120,000	57,500
Consulting fees	50,000	–
	170,000	57,500

During the period ended January 31, 2025, the Company settled payable amounts of $121,850 owed to a company controlled by the vice president of the Company in consideration of 2,437,000 shares and recorded a gain of $73,110.

As at January 31, 2025, $25,500 (July 31, 2024 - $116,600) was owed to the Vice-President of the Company and a company owned by the President of the Company, which is included in accounts payable and accrued liabilities.

As at January 31, 2025, $52,500 (July 31, 2024 - $22,500) was owed to CEO of the Company, which is included in accounts payable and accrued liabilities.

As at January 31, 2025, $3,048 (July 31, 2024 - $3,048) was owed to a company owned by the former CFO of the Company, which is included in accounts payable and accrued liabilities.

As at January 31, 2025, $80,000 (July 31, 2024 - $20,000) was owed to a Director of the Company and a company owned by a Director of the Company, which is included in accrued liabilities.

As at January 31, 2025, $66,667 (July 31, 2024 - $16,667) was owed to Director of the Company, which is included in accrued liabilities.

7. Related Party Transactions and Balances

As at January 31, 2025, $53,016 (July 31, 2024 - $53,016) in wages payable is outstanding in relation to transactions with former related parties, which are non-interest bearing, unsecured and due on demand.

8. Share Capital and Reserves

(a) Authorized

Unlimited number of common shares without nominal or par value.

(b) Share transactions

During the period ended January 31, 2025:

i) On August 23, 2024, the Company completed the second tranche of non-brokered private placement of 1,900,000 units for proceeds of $38,000, of which $12,000 was received during the year ended July 31, 2024. Each unit consisted of one common share and one transferable warrant, which is exercisable into one additional common share at an exercise price of $0.05 per share on or before August 23, 2026. The warrant portion of the private placement was valued at $Nil under the residual value method.

ii) On September 18, 2024, the Company issued 2,437,000 common shares valued at $48,740 for the settlement of $121,850 of accounts payable and accrued liabilities owed to a company controlled by a director of the Company, of which resulted in a gain of $73,110 (Note 7).

During the year ended July 31, 2024:

i) On September 29, 2023, the Company completed a non-brokered private placement of 1,299,000 units at $0.03 per unit for proceeds of $38,970. Each unit consisted of one common share and one warrant, which is exercisable into one additional common share at an exercise price of $0.05 per share on or before September 29, 2024. In connection with the issuance, the Company paid a cash finder's fee of $3,118, and issued 103,920 compensation warrants, which is exercisable into one additional common share at an exercise price of $0.05 per share until September 29, 2024. The warrant portion of the private placement was valued at $Nil under the residual value method.

ii) On October 6, 2023, the Company completed a non-brokered private placement of 2,699,999 units at $0.03 per unit for proceeds of $81,000. Each unit consisted of one common share and one warrant, which is exercisable into one additional common share at an exercise price of $0.05 per share on or before October 6, 2024. In connection with the issuance, the Company paid a cash finder's fee of $1,680, and issued 56,000 compensation warrants, which is exercisable into one additional common share at an exercise price of $0.05 per share until October 6, 2024. The warrant portion of the private placement was valued at $Nil under the residual value method.

Expressed in Canadian Dollars

8. Share Capital and Reserves (continued)

(b) Share transactions (continued)

iii) On July 5, 2024, the Company completed the first tranche of non-brokered private placement of 1,500,000 units at $0.02 per unit for proceeds of $30,000, Of this amount, $15,000 was invested by a director of the Company. Each unit consisted of one common share and one warrant, which is exercisable into one additional common share at an exercise price of $0.05 per share on or before July 5, 2026. The warrant portion of the private placement was valued at $Nil under the residual value method.

(c) Warrants

The changes in warrants are as follows:

	January 31, 2025		July 31, 2024	
	Number of warrants #	Weighted average exercise price $	Number of warrants #	Weighted average exercise price $
Warrants outstanding, beginning	6,158,919	0.06	6,846,235	0.16
Issued	1,900,000	0.05	5,658,919	0.05
Expired	(4,158,919)	0.05	(6,346,235)	0.16
Warrants outstanding, ending	3,900,000	0.06	6,158,919	0.06

A summary of the Company's outstanding warrants as at January 31, 2025 is as follows:

Number of warrants	Exercise price $	Expiry date	Remaining life (in years)
500,000	0.15	November 19, 2025	0.80
1,500,000	0.05	July 5, 2026	1.42
1,900,000	0.05	August 23, 2026	1.56
3,900,000			

The following weighted average assumptions were used for the Black-Scholes valuation of compensation warrants granted or vested during the period ended January 31, 2025 and year ended July 31, 2024 assuming no expected dividends or forfeitures:

	January 31, 2025	July 31, 2024
Risk-free interest rate	-	4.85%
Expected life of options	-	1 year
Annualized volatility	-	194.40%

Expressed in Canadian Dollars

8. Share Capital and Reserves (continued)

(d) Stock options

The Company has a stock option plan under which it is authorized to grant options to the Company's officers, directors, employees and consultants enabling them to acquire up to 10% of the issued and outstanding common shares of the Company. Under the plan, the exercise price of each option equals the market price of the Company's shares, less applicable discount, as calculated on the date of grant. The options can be granted for a maximum term of 10 years with vesting determined by the board of directors.

A summary of stock option transactions are as follows:

	January 31, 2025		July 31, 2024	
	Number of options #	Weighted average exercise price $	Number of options #	Weighted average exercise price $
Outstanding and exercisable, beginning	7,250,000	0.07	5,590,000	0.09
Granted	-	-	5,000,000	0.05
Cancelled/Expired	(250,000)	0.25	(3,340,000)	0.08
Outstanding and exercisable, ending	7,000,000	0.06	7,250,000	0.07

The following stock options were outstanding and exercisable as at January 31, 2025:

Number of options	Exercise price $	Expiry date	Remaining life (in years)
1,000,000	0.045	February 22, 2026	1.06
500,000	0.16	February 26, 2026	1.07
500,000	0.11	January 14, 2027	1.95
1,000,000	0.05	June 10, 2029	4.36
4,000,000	0.05	June 11, 2029	4.36
7,000,000			

On June 10, 2024, the Company granted 1,000,000 options at $0.05 per share to a consultant of the Company. The stock options vested on the grant date and are exercisable until June 10, 2029. Share-based payments recognized and expensed during the year ended July 31, 2024 for this was $22,900.

On June 11, 2024, the Company granted 4,000,000 options at $0.05 per share to consultants, directors and officers of the Company. The stock options vested on the grant date and are exercisable until June 11, 2029. Share-based payments recognized and expensed during the year ended July 31, 2024 for this was $111,100.

Expressed in Canadian Dollars

8. Share Capital and Reserves (continued)

(d) Stock options (continued)

The following weighted average assumptions were used for the Black-Scholes valuation of stock options granted or vested during the period ended January 31, 2025 and year ended July 31, 2024 assuming no expected dividends or forfeitures:

	January 31, 2025	July 31, 2024
Risk-free interest rate	-	3.50%
Expected life of options	-	5 years
Annualized volatility	-	165.88%

(e) Reserves

Reserves relates to stock options, agents' unit options, and compensatory warrants that have been issued by the Company. The Company uses the Black-Scholes valuation model to value stock options and compensatory warrants.

On September 29, 2023, the Company granted 103,920 compensation warrants pursuant to a private placement at a value of $3,100.

On October 6, 2023, the Company granted 56,000 compensation warrants pursuant to a private placement at a value of $1,700.

9. Financial Risk Management

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board of Directors has established the Audit and Risk Management Committee, which is responsible for developing and monitoring the Company's compliance with risk management policies and procedures. The committee reports regularly to the Board of Directors on its activities.

The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment, in which all employees understand their roles and obligations.

(a) Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash held in bank accounts. The majority of cash is deposited in bank accounts held with major banks in Canada. As most of the Company's cash is held by one bank there is a concentration of credit risk. This risk is managed by using major banks that are high credit quality financial institutions as determined by rating agencies. The Company also has minimal risk relating to smaller amounts of refundable sales taxes and accounts receivable.

9. Financial Risk Management (continued)

(b) Liquidity risk

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

As at January 31, 2025, the Company's current liabilities consisted of accounts payable and accrued liabilities of $617,875 (July 31, 2024 – $488,590) and wages payable of $53,016 (July 31, 2024 – $53,016). The Company's cash was $11,705 (July 31, 2024 - $10,840) as at January 31, 2025 and wasn't sufficient to fulfil these liabilities.

Historically, the Company's sole source of funding has been the issuance of equity securities for cash, primarily through private placements, and loans from related parties. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant funding.

(c) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market price risk is comprised of three types of market price changes: foreign currency exchange rates, interest rates and commodity price.

(d) Foreign currency risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company's risk to foreign exchange is limited since it holds only Canadian dollars.

(e) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company does not carry significant financial instruments that are exposed to interest rate risk. In addition, the Company manages interest rate risk by maintaining an investment policy that focuses primarily on preservation of capital and liquidity. Accordingly, the Company is not subjected to interest rate risk.

(f) Commodity price risk

The Company does not hold any financial instruments that have direct exposure to commodity or other price risks.

10. Capital Disclosures

The Company manages its capital in a manner consistent with the risk characteristics of the assets it holds. All financing, including equity and debt, are analyzed by management and approved by the Board of Directors.

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern and provide returns for shareholder. The Company is meeting its objective of managing capital through its detailed review and performance of due diligence on all potential acquisitions, preparing short-term and long-term cash flow analysis to ensure an adequate amount of liquidity and monthly review of financial results. The Company considers cash, shareholder loans and shareholders' equity to be capital. The Company does not have any externally imposed requirements on its capital.

There have been no changes in the Company's approach to capital management from the previous year.

11. Commitments

On April 21, 2020, the Company entered into a distribution agreement with a distributor for an initial term of 10 years. Pursuant to the agreement, the Company appointed the party as the agent to distribute, market sell and supply tobacco products manufactured by for the Company for sale in Canada and granted the agent a non-exclusive, non-transferable, royalty-free license to use any all trademarks and trade names owned by the Company.