



Blueberries
Medical Corp.

BLUEBERRIES MEDICAL CORP.

CONSOLIDATED FINANCIAL STATEMENTS

**FOR THE FOR THE YEARS ENDED
DECEMBER 31, 2024 and 2023**

(EXPRESSED IN CANADIAN DOLLARS)

Management's Comments on Consolidated Financial Statements

The accompanying audited consolidated financial statements of Blueberries Medical Corp. (the "Company" or "Blueberries") were prepared by management in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS"). Management is responsible for the presentation of the consolidated financial statements and believes that they fairly represent the Company's financial position and the results of its operations in accordance with IFRS. Management has included amounts in the Company's consolidated financial statements based on estimates, judgments, and policies that it believes are reasonable in the circumstances.

The consolidated financial statements were prepared by the management of the Company, reviewed by the Audit Committee of the Board of Directors, and approved by the Board of Directors.

To discharge its responsibilities for financial reporting and for the safeguarding of assets, management believes that it has established appropriate systems of internal accounting control which provide reasonable assurance, at appropriate cost, that the assets are maintained and accounted for in accordance with its policies and that transactions are recorded accurately on the Company's books and records.

April 23, 2025

"Facundo Garreton"
Chairman & CEO

"Thomas Rodriguez Prats"
Chief Financial Officer

Independent Auditor's Report

To the Shareholders of Blueberries Medical Corp.:

Opinion

We have audited the consolidated financial statements of Blueberries Medical Corp. and its subsidiaries (the "Company"), which comprise the consolidated statements of financial position as at December 31, 2024 and December 31, 2023, and the consolidated statements of loss and comprehensive loss, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at December 31, 2024 and December 31, 2023, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with IFRS® Accounting Standards as issued by the International Accounting Standards Board.

Basis for Opinion

We conducted our audits 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 Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audits of the consolidated 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.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the consolidated financial statements, which indicates that the Company has incurred a net loss during the year ended December 31, 2024 and December 31, 2023. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

In addition to the matter described in the Material Uncertainty Related to Going Concern section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter Description

Assessment of fair value on Assets Held for Sale

As at December 31, 2024, the Company's assets held for sale amounted to \$288,292. In accordance with IFRS 5 Non-current Assets Held for Sale and Discontinued Operations, management is required to measure the assets held for sale at the lower of their carrying amount and fair value less cost to sell. The Company estimated the fair value less cost to sell using various assumptions.

These assumptions require significant judgment from management, particularly in evaluating both internal and external factors such as changes in market conditions, expected selling prices, and the probability and timing of sale transactions.

We determined that this is a key audit matter due to (i) the significance of the assets held for sale balance; (ii) the complexity in evaluating significant management judgment in determining the recoverable amount of the assets held for sale; and (iii) the significant audit effort and subjectivity in applying audit procedures to evaluate management's assessment as to whether there are indicators of impairment and the complexity in auditing the impairment test.

Audit Response

We responded to this matter by performing procedures over the impairment of assets held for sale. Our audit work in relation to this included, but not restricted to, the following:

- We obtained an understanding of the impairment methodology and inputs used by management and evaluated management's key assumptions.
- We assessed the reasonableness of fair value less cost to sell analysis provided by management;
- Evaluated management's estimate of the fair value less cost to sell;
- Evaluated offer received during the year;
- Assessing the reasonableness of the fair value less cost to sell by evaluating to comparable asset sales;
- We assessed the adequacy of the Company's disclosures included in Note 5 of the consolidated financial statements in relation to this matter.

Other Information

Management is responsible for the other information. The other information comprises Management's Discussion and Analysis.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audits of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements, or our knowledge obtained in the audits or otherwise appears to be materially misstated. We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS Accounting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company'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 Company 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 Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated 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 consolidated 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 consolidated 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 Company'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 Company'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 consolidated 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 Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for the purposes of the group audit. We remain solely responsible for our audit opinion..

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Ahlan Veerasamy.

Toronto, Ontario
April 23, 2025

MNP LLP
Chartered Professional Accountants
Licensed Public Accountants

BLUEBERRIES MEDICAL CORP.
Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)

	Notes	December 31, 2024	December 31, 2023
ASSETS			
<i>Current Assets</i>			
Cash		\$ 66,081	\$ 818,158
Accounts receivables	3	391,439	310,364
Inventories	4	245,009	260,708
Prepays		12,173	30,606
Assets held for sale	5	288,292	489,520
		1,002,994	1,909,356
<i>Non-Current Assets</i>			
Property, plant and equipment	6	377,426	507,307
Intangible assets	8	1	1
Total Assets		\$ 1,380,421	\$ 2,416,664
LIABILITIES AND EQUITY			
<i>Current Liabilities</i>			
Trade accounts payable & accrued liabilities		\$ 516,694	\$ 436,923
Employee benefits		17,470	20,996
Current portion of lease liability	7	11,443	1,762
		545,607	459,681
<i>Non-Current Liabilities</i>			
Long-term lease liability	7	-	11,042
Total Liabilities		545,607	470,723
<i>Equity</i>			
Share capital	10	20,228,321	20,228,321
Contributed surplus	11	6,994,798	6,947,205
Accumulated other comprehensive loss		(725,874)	(715,687)
Deficit		(25,662,431)	(24,513,898)
Total equity		834,814	1,945,941
Total liabilities and equity		\$ 1,380,421	\$ 2,416,664
Going concern	1		
Commitments	18		
Subsequent events	20		

On behalf of the Board

"Facundo Garreton"
Facundo Garreton, Director

"Catherine Lathwell"
Catherine Lathwell, Director

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

BLUEBERRIES MEDICAL CORP.
Consolidated Statements of Loss and Comprehensive Loss
(Expressed in Canadian Dollars)

For the years ended December 31,	Notes	2024	2023
Revenue		\$ 471,414	\$ 288,272
Cost of sales		(258,900)	(158,533)
Direct cost of production		(47,997)	(45,514)
Gross profit		\$ 164,517	\$ 84,225
Expenses			
Operating expenses		\$ (37,580)	\$ (69,199)
General and administrative expenses	12	(903,785)	(1,220,813)
Depreciation and amortization	6	(105,196)	(149,744)
Credit loss expense		(31,077)	(20,783)
Finance expense	9	-	(263,839)
Total expenses		(1,077,638)	(1,724,378)
Other income (expense)			
Changes of fair value of derivative liabilities	9	-	57,677
Gain on disposal of property, plant and equipment	6	6,717	17,476
Impairment of property, plant and equipment	6	-	(180,636)
Impairment of assets held for sale	5	(176,025)	-
Foreign exchange (loss) income		(70,495)	147,089
Other income (expense)		4,391	(36,827)
Total other income		(235,412)	4,779
Net loss		\$ (1,148,533)	\$ (1,635,374)
Other Comprehensive Income (Loss)			
Foreign currency translation adjustment		(10,187)	21,094
Net Loss and Comprehensive loss		\$ (1,158,720)	\$ (1,614,280)
Net loss per share - basic and diluted	13	\$ (0.00)	\$ (0.01)
Weighted average number of shares outstanding - basic and diluted	13	399,025,152	219,299,378

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

BLUEBERRIES MEDICAL CORP.
Consolidated Statements of Changes in Equity
(Expressed in Canadian Dollars)

	Notes	Common Shares	Share Capital	Contributed Surplus	Accumulated Other Comprehensive Loss	Deficit	Total
Balance at December 31, 2023		399,025,152	\$ 20,228,321	\$ 6,947,205	\$ (715,687)	\$ (24,513,898)	\$ 1,945,941
Stock option expense	10	-	-	47,593	-	-	47,593
Other comprehensive income		-	-	-	(10,187)	-	(10,187)
Net loss		-	-	-	-	(1,148,533)	(1,148,533)
Balance at December 31, 2024		399,025,152	\$ 20,228,321	\$ 6,994,798	\$ (725,874)	\$ (25,662,431)	\$ 834,814

Balance at December 31, 2022		218,309,152	\$ 18,247,318	\$ 6,835,755	\$ (736,781)	\$ (22,878,524)	\$ 1,467,768
Shares issued -private placement	10	180,716,000	1,987,876	-	-	-	1,987,876
Share issuance costs - private placement	10	-	(6,873)	-	-	-	(6,873)
Stock option expense	11	-	-	111,450	-	-	111,450
Other comprehensive income		-	-	-	21,094	-	21,094
Net loss		-	-	-	-	(1,635,374)	(1,635,374)
Balance at December 31, 2023		399,025,152	\$ 20,228,321	\$ 6,947,205	\$ (715,687)	\$ (24,513,898)	\$ 1,945,941

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

BLUEBERRIES MEDICAL CORP.
Consolidated Statements of Cash Flows
(Expressed in Canadian Dollars)

<i>For the years ended December 31,</i>	Notes	2024	2023
Operating activities			
Net loss		\$ (1,148,533)	\$ (1,635,374)
Adjustment for:			
Depreciation and amortization	6	105,196	149,744
Credit loss expense		31,077	20,783
Gain on disposal of property, plant and equipment	6	(6,717)	(17,476)
Impairment of property, plant and equipment	6	-	180,636
Impairment of assets held for sale	5	176,025	
Changes of fair value of derivative liabilities		-	(57,677)
Share based compensation	11	47,593	111,450
Finance expense: Interest on leases	7	286	20,212
Finance expense: Interest on convertible debentures	9	-	243,627
Change in non-cash working capital	14	(1,775)	(348,465)
Net cash used in operating activities		(796,848)	(1,332,540)
Investing activities			
Purchase of property, plant, and equipment	6	-	(22,353)
Proceeds from advances towards property, plant, and equipment	6	-	380,776
Proceeds from disposal of property, plant and equipment	6	9,003	24,494
Net cash generated from investing activities		9,003	382,917
Financing activities			
Lease payments	7	(1,947)	(48,787)
Lease termination fee payment	7	-	(3,120)
Issuance of shares, net of costs	10	-	1,981,002
Repayment of convertible debentures	9	-	(1,390,000)
Net cash (used in) generated from financing activities		(1,947)	539,095
Decrease in cash		(789,792)	(410,528)
Effects of exchange rate changes on cash		37,715	(184,078)
Cash, beginning of year		818,158	1,412,764
Cash, end of year		\$ 66,081	\$ 818,158
Interest paid		\$ -	\$ 69,333

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

Blueberries Medical Corp.

Notes to the Consolidated Financial Statements
For the years ended December 31, 2024 and 2023
(Expressed in Canadian Dollars)



1. NATURE OF OPERATIONS AND GOING CONCERN

Blueberries Medical Corp. (the “Company”, “Blueberries” or “BBM”), is a licensed producer of both psychoactive and non-psychoactive cannabis derivatives in Colombia. Additionally, the Company distributes functional supplements, wellness products, and innovative natural ingredients.

Blueberries, which formerly operated under the name CDN MSolar Corp. (“CMS”), was incorporated in Canada on March 15, 2013 under the Business Corporations Act (British Columbia). On September 30, 2013, the Company completed an amalgamation with MN Ventures Ltd. (“MN”), a reporting issuer and continued under the name CDN MSolar Corp.

On February 5, 2019, Blueberries completed a transaction (the “Transaction”) with Blueberries Cannabis Corp. (the “Private Company” or “BCC”), a private company registered under the Ontario Business Corporations Act. Simultaneously with the Transaction, CMS legally changed its name to Blueberries Medical Corp. Blueberries carries out its operations through the Private Company’s wholly owned subsidiary, Blueberries S.A.S (“BBSAS”).

The Company’s corporate office and its principal place of business are 8500 West Georgia Street, Suite 2200, Vancouver, BC, V6C 3E8. On February 6, 2019, the common shares of the Company were listed on the Canadian Securities Exchange (the “CSE”) under the symbol “CNSX: BBM”. The common shares are also listed on the Frankfurt Stock Exchange (“FSE”) under the symbol “10A” and on the OTCQB Market in the United States under the ticker symbol “BBRRF”.

These consolidated financial statements have been prepared on a going concern basis, which assumes that the Company will be able to discharge its obligations and realize its assets in the normal course of operations for the foreseeable future. Since incorporation, the Company has incurred a net loss with no significant revenue-generating operations, which were primarily financed from proceeds received through issuance of share capital. For the years ended December 31, 2024, the Company has incurred a net loss of \$1,148,533 (2023 - \$1,635,374) and has a working capital of \$457,387 (2023 - \$1,449,675).

As part of its strategic evolution and in response to global consumer trends, the Company is actively pursuing the development and commercialization of a new product portfolio beyond its core cannabis operations. Blueberries is expanding its business model to include functional supplements, wellness products, innovative natural ingredients, leveraging its expertise in extraction, purification and botanical actives. This diversification strategy aims to position the Company within the broader health and wellness industry, targeting high-growth segments that align with Blueberries’ mission to deliver science-based, plant-derived solutions. By broadening its product offerings and market focus, the Company seeks to reduce reliance on cannabis-specific revenue streams and build a more resilient and scalable business platform for the future.

Until the Company’s assets start generating significant cash flow, it will continue to exhaust its remaining financial resources to fund existing operations. These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Company’s ability to continue as a going concern as it will be contingent upon the Company’s ability to successfully identify and procure necessary capital, which may be by way of strategic transactions to obtain financing and/or generate profitable operations that are beneficial to the Company and its shareholders.

Management believes that the going concern assumption is appropriate for these consolidated financial statements and that the Company will be able to meet its budgeted administrative costs during the upcoming year and beyond when considering the Company’s current financial forecast. However, there is no certainty as to the timing and likelihood of realizing a strategic transaction that would provide additional financial resources beyond those currently retained by the Company. Should the going concern assumption not be appropriate and the Company is not able to realize its assets and settle its liabilities, these consolidated financial statements would require adjustments to the amounts and classifications of assets and liabilities.

Management monitors recent developments in relation to global tariffs and does not anticipate any material impact on the financial position of the Company at this point.

2. BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES

STATEMENT OF COMPLIANCE

The annual consolidated financial statements of the Company have been prepared in accordance with IFRS® Accounting Standards (“IFRS”), as issued by the International Accounting Standards Board (“IASB”) and include the operating results of Blueberries and its subsidiaries.

The preparation of consolidated financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, revenues, and expenses. See Note 3 for critical accounting estimates and judgments.

Blueberries Medical Corp.

Notes to the Consolidated Financial Statements
For the years ended December 31, 2024 and 2023
(Expressed in Canadian Dollars)



These consolidated financial statements as at and for the years ended December 31, 2024 and 2023 were approved by the Company's Board of Directors on April 23, 2025.

a) Basis of measurement and going concern

These consolidated financial statements have been prepared on a going concern basis, under the historical cost convention. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting.

b) Basis of consolidation

These consolidated financial statements as of December 31, 2024 include the accounts of the Company and its subsidiaries. Subsidiaries are included in the consolidated financial results of the Company from the effective date of acquisition of control up to the effective date of disposition or loss of control. All intercompany transactions, balances, income, and expenses are eliminated upon consolidation.

The following table summarizes the Company's subsidiaries, their country of incorporation, and the Company's ownership interest.

Subsidiaries	Country of incorporation	Ownership Interest	
Blueberries Research Corporation ("BRC")	Canada	100%	Holding
Blueberries SAS ("BBSAS")	Colombia	100%	Active
BBV Labs Inc. ("BBV Labs.")	Panama	100%	Inactive
SATIN S.A.S. ("SATIN")	Argentina	75%	Inactive

All intercompany balances and transactions are eliminated upon consolidation in preparing the consolidated financial statements.

c) Functional and presentation currency

Amounts included in these consolidated financial statements are expressed in Canadian dollars ("C\$") unless otherwise noted. \$ is used as presentation currency in view of the Company's Canadian based public market listing and head office location.

The Company's subsidiaries measure the items in their financial statements in their functional currencies (the currency of the primary economic environment they operate in). The functional currency of the Company is the Canadian dollar. The functional currency of the operating subsidiaries in Colombia is the Colombian Peso. The functional currency of Panama and Argentina subsidiaries is U.S. dollar.

Transactions in currencies other than the functional currency are translated into the functional currency using the exchange rates prevailing at the date of such transaction. At each reporting period, monetary assets and liabilities denominated in foreign currencies are translated to the functional currency using the exchange rate at the reporting date. Foreign exchange gains and losses are recognized in the statement of loss and comprehensive loss.

At the financial reporting date, the subsidiaries' assets and liabilities are translated at the reporting period exchange rate, while revenues, expenses and cash flows are translated at the average exchange rate for the period. Shareholders' equity is translated at the rate effective at the time of the transaction. The resulting translation adjustments are recognized in other comprehensive income (loss) ("OCI") and in accumulated OCI in shareholders' equity.

MATERIAL ACCOUNTING POLICIES

a) Cash

Cash comprised of cash on accounts held in reputable banks and financial institutions.

b) Revenue recognition

To determine whether to recognize revenue, the Company follows a 5-step process:

1. Identifying the contract with a customer
2. Identifying the performance obligations
3. Determining the transaction price
4. Allocating the transaction price to the performance obligations
5. Recognizing revenue when/as performance obligation(s) are satisfied.

Blueberries Medical Corp.

Notes to the Consolidated Financial Statements
For the years ended December 31, 2024 and 2023
(Expressed in Canadian Dollars)



Revenue is recognized when control of a good or services is transferred to a customer. For the Company, control typically transfers at a point in time, when delivery is made of products, or the service is completed. Accordingly, revenue is then recognized only when the performance obligation is fulfilled. The Company will recognize the revenue upon satisfaction of the following conditions:

- All parties to the contract have approved the contract and are committed to fulfilling their respective obligations;
- Each party's rights in relation to the goods or services to be transferred can be identified;
- The payments can be identified;

The contract has commercial substance (i.e., the entity expects the risks, timing or amount of the entity's future cash flows to change because of the contract); and

- It is possible (i.e., more likely than not) that the entity will collect the consideration it is entitled to in exchange for the goods or services.

Product revenue represents revenue recognized upon transfer of control of products or services to customers at an amount that reflects the consideration the Company expects to receive in exchange for the products or services transferred, net of discounts and sales taxes. The Company derives revenue primarily from the sale of products and CBD oil extraction services.

c) Assets Held for Sale

The Company classifies non-current assets as held for sale if their carrying amounts will be recovered principally through a sale or disposition rather than through continuing use. Such assets classified as held for sale are measured at the lower of their carrying amount and fair value less costs of disposal ("FVLCD") and are presented separately within the consolidated statements of financial position.

The criteria for held-for-sale classification is regarded as met only when the sale or disposition is highly probable, and the asset is available for immediate sale in its present condition. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. The Company must be committed to the plan to sell the asset, and the sale is expected to be completed within one year from the date of the classification. When the assets or disposal group are sold, the gains or losses on the sale are recognized in other (loss) income within the consolidated statements of loss and comprehensive loss.

d) Property, plant & equipment ("PPE")

Property and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. An item of equipment is derecognized upon disposal or when no future economic benefits are expected from its use. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying value of the asset) is included in the consolidated statement of loss and comprehensive loss in the period the asset is derecognized.

The assets' residual values, useful lives, and methods of depreciation are reviewed at each financial period end and adjusted if appropriate. PPE is depreciated through profit and loss over their estimated useful lives. Assets under construction are not subject to depreciation until they are available for use.

PPE is depreciated over their estimated useful lives using the following methods and rates:

	Method	Estimated useful life
Buildings and construction	Straight-line	10 years
Equipment and vehicles	Straight-line	3 - 5 years
Furniture and fixtures	Straight-line	3 - 5 years

e) Impairment of non-financial assets

The Company reviews and evaluates impairment of its non-financial assets whenever events or changes in circumstances occur that indicate that the carrying amount of the asset will not be recovered from its use or sale. For impairment testing purposes, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating unit or "CGU"). The Company has one CGU being its operations of cannabis cultivation and extraction facilities in Colombia. An impairment loss is recognized for the amount by which the carrying amount of the assets exceeds the higher of its fair value and value in use. Fair value is the amount that can be obtained from the sale of an asset in an open market. The value in use corresponds to the present value of the estimated future cash flows expected to be obtained from the continuing use of the asset and from its sale at the end of its useful life. Impairment losses recognized in previous years are reversed if there is a change in the estimates used on the last time an impairment loss was recognized.

f) Convertible debentures

Convertible debentures are financial instruments which are accounted for separately dependent on the nature of their components: a financial liability and an equity instrument. The identification of such components embedded within a convertible debenture requires significant judgment given that it is based on the interpretation of the substance of the contractual arrangement. Where the conversion option has a fixed conversion rate, the financial liability, which represents the obligation to pay coupon interest on the convertible debentures in the future, is initially measured at its fair value and subsequently measured at amortized cost. The residual amount is accounted for as an equity instrument at issuance. Where the conversion option has a variable conversion rate, the conversion option is recognized as a derivative liability measured at fair value through profit and loss. The residual amount is recognized as a financial liability and subsequently measured at amortized cost. The determination of the fair value is also an area of significant judgment given that it is subject to various inputs, assumptions and estimates including contractual future cash flows, discount rates, credit spreads and volatility.

g) Financial instruments

At initial recognition, the Company classifies its financial instruments in the following categories depending on the purpose for which the instruments were acquired, and measures as follows:

Financial assets

- Cash – classified as fair value through profit and loss (“FVTPL”) and measured at fair value.
- Accounts receivables – classified at amortized costs and measured at amortized cost.

The initial classification of a financial asset depends upon the Company's business model for managing its financial assets and the contractual terms of the cash flows. On initial recognition, the Company may irrevocably designate a financial asset that meets the amortized cost or fair value through other comprehensive income (“FVOCI”) criteria as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

Financial liabilities

- Trade accounts payable and accrued liabilities - classified at amortized cost and measured at amortized cost.
- Debt host of convertible debt - classified at amortized cost and measured at amortized cost.
- Derivative liability – classified as FVTPL and measured at fair value.

Financial liabilities are classified as either financial liabilities at FVTPL or other financial liabilities. Financial liabilities at FVTPL are stated at fair value, with changes being recognized through the consolidated statements of loss and comprehensive loss. Other financial liabilities are initially measured at fair value, net of transaction costs, and are subsequently measured at amortized cost using the effective interest method, with interest expense recognized on an effective yield basis. A financial liability is classified as measured at FVTPL if it is held-for-trading, a derivative, or designated as FVTPL on initial recognition.

All financial instruments are initially recognized at fair value. For financial assets and liabilities not classified as FVTPL, transaction costs directly attributable to the acquisition or issuance of the financial assets or financial liabilities are recognized with the asset or liability. Transaction costs of financial assets and liabilities carried at FVTPL are expensed in profit or loss.

Impairment of financial assets

The Company recognizes loss allowances for Expected Credit Losses (“ECLs”) on its financial assets measured at amortized cost. Due to the nature of its financial assets, the Company measures loss allowances at an amount equal to expected lifetime ECLs. Lifetime ECLs are the anticipated ECLs that result from all possible default events over the expected life of a financial asset. ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e., the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Company expects to receive). ECLs are discounted at the effective interest rate of the related financial asset.

h) Segment reporting

According to IFRS 8, operating segments are identified based on the ‘management approach’. This approach stipulates external segment reporting based on the Company's internal organizational and management structure and on internal financial reporting to the chief operating decision maker. The management of the Company is responsible for measuring and steering the business success of the segments and is considered the chief operating decision maker within the meaning of IFRS 8. The Company operates in one segment being the operations of Cannabis cultivation, product sales and extraction facilities in Colombia.

i) Income taxes

Income tax expense consists of current and deferred tax expense. Current and deferred tax are recognized in profit or loss except to the extent that it relates to items recognized directly in equity or other comprehensive income (loss).

Current tax

Current tax is recognized and measured at the amount expected to be recovered from or payable to the taxation authorities based on the income tax rates enacted or substantively enacted at the end of the reporting period and includes any adjustment to taxes payable in respect of previous years.

Deferred tax

Deferred tax is recognized on any temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable earnings. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized, and the liability is settled. The effect of a change in the enacted or substantively enacted tax rates is recognized in net loss and comprehensive loss or in equity depending on the item to which the adjustment relates. Deferred tax assets are recognized to the extent future recovery is probable. At each reporting period end, deferred tax assets are reduced to the extent that it is no longer probable that sufficient taxable earnings will be available to allow all or part of the assets to be recovered.

Estimates

Provisions for taxes are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors. The Company reviews the adequacy of these provisions at the end of the reporting period. However, it is possible that at some future date an additional liability could result from audits by taxing authorities. Where the outcome of these tax-related matters is different from the amounts that were initially recorded, such differences will affect the tax provisions in the period in which such determination is made.

j) Share capital and warrants

Common shares and warrants are classified as equity instruments. The share capital represents the amount received upon issuance of shares. Incremental costs directly attributable to the issuance of shares or warrants are recognized as a deduction from the proceeds in equity in the period in which the transaction occurs.

k) Share-based compensation

Share-based compensation expense is determined based on the estimated fair value of shares on the date of grant using the Black-Scholes option pricing model. Forfeitures are estimated at the grant date and are subsequently adjusted to reflect actual forfeitures. The expense is recognized over the vesting period, with a corresponding increase to contributed surplus. At the time the stock options are exercised, the issuance of common shares is recorded as an increase to share capital and a corresponding decrease to contributed surplus.

l) Provisions

Provisions are recognized when (i) the Company has a present legal or constructive obligation because of past events; (ii) it is probable that an outflow of resources will be required to settle the obligation; and (iii) a reliable estimate of the amount of the obligation can be made. The Company bases its accruals on developments, estimates of the outcomes of the matters and legal counsel experience in contesting, litigating, and settling matters. As the scope of the liabilities becomes better defined or more information is available, the Company may be required to change its estimates of future costs, which could have a material effect on its results of operations and financial condition or liquidity. Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligations.

m) Related party transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties. The Company's related party transactions are conducted on commercial terms and conditions in the normal course of business.

n) Leases

At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- i. the contract involves the use of an identified asset;
- ii. The Company has the right to obtain substantially all the economic benefits from use of the asset throughout the period of use; and
- iii. the Company has the right to direct the use of the asset.

The Company recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of the costs to dismantle and remove the underlying asset or to restore the underlying asset or site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of plant and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate.

Payments associated with short-term leases and leases of low-value assets are recognized on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less.

A lease modification is accounted for as a separate lease from the original lease if the modification increases the scope of the lease by adding the right to use one or more underlying assets; and the consideration for the lease increase by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract. If the lease modification merely extends the Company's right to use an existing leased asset to which it already has access, the modification is not accounted for as a separate lease. Instead, the Company recalculates the existing lease obligations on the effective date of the lease modification to include the lease payments until the end of the extended period and a corresponding adjustment is also made to the right of use asset. The additional right of use asset and lease obligations relating to the extended period are therefore recognized on the date of modification.

o) Critical accounting estimates and judgments

The preparation of the consolidated financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets and liabilities and income and expenses. Accordingly, actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Significant estimates and judgments made by management in the preparation of these consolidated financial statements are outlined below.

Useful lives of PPE and intangible assets

Depreciation and amortization of property, equipment and intangible assets are dependent upon estimates of useful lives, which are determined through the exercise of professional judgment. The assessment of any impairment of these assets is dependent upon estimates of recoverable amounts that consider factors such as economic and market conditions and the useful lives of the assets.

Impairment testing

At the date of each statement of financial position, the Company reviews the carrying amounts of its finite-life intangible assets and property, plant and equipment, carried at cost to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated to determine the extent, if any, of the impairment loss. Where the asset does not generate cash flows that are independent from other assets, the Company estimates the recoverable amount, being its value in use or fair value less cost to sell of the cash-generating unit to which the asset belongs. Judgement is also applied in determining the Company's CGUs. As part of the impairment testing, estimations would be involved in establishing a recoverable amount, including but not limited to, cash flow forecasts and discount rates.

Expected credit losses

In calculating the expected credit loss on financial instruments, management is required to make a number of judgments including the probability of possible outcomes regarding credit loss, the discount rate to use for time value of money and whether the financial instrument's credit risk has increased significantly since initial recognition.

Convertible debentures

The accounting for convertible debentures involves discounted cash flow technique which includes both inputs that are not based on observable market data and inputs that are available from observable market data. Where available, the Company seeks comparable interest rates and, if unavailable, uses those considered appropriate based on management's assessment of the Company's risk profile.

Derivative liability on convertible debentures

The valuation of the derivative liability involves using the Monte-Carlo simulation model and inputting the current share price of the underlying stock, the interest rate for the option, a risk-free interest rate for the option, the expected conversion option price, and the expected life of the option. The derivative liability is valued at FVPL at each reporting date.

Lease liabilities and right-of-use assets

A lease liability and a corresponding right-of-use asset is recognized at the commencement date of a lease at the present value of the lease payments over the lease term. The Company uses the implicit rate within the lease, if readily available, or the incremental borrowing rate when the rate implicit is not known. The discount rate is based on judgements including economic environment, terms, currency, and the underlying risk inherent to the asset. The carrying balance of the right-of-use asset, lease liability, and resulting interest expense and depreciation expense, may differ due to changes in the market conditions. The lease term is also subject to certain assumptions including the Company's intent regarding extension and termination options of a lease.

p) New, amended and future accounting pronouncements

In January 2020, the IASB issued amendments to IAS 1, Presentation of Financial Statements that clarified the classification of liabilities as current or non-current is based on contractual rights that are in existence at the end of the reporting period. In October 2022, the IASB issued amendments to IAS 1 that specified how an entity assesses whether it has the right to defer settlement of a liability when that right is subject to compliance with covenants within twelve months after the reporting period. These amendments were effective January 1, 2024, with early adoption permitted. Retrospective application is required on adoption. These amendments did not have a material effect on the Company's financial statements.

The following standards, amendments and interpretations have been issued but are not yet effective:

In May 2024, the IASB issued Amendments to the Classification and Measurement of Financial Instruments (Amendments to IFRS 9 and IFRS 7). These amendments updated classification and measurement requirements in IFRS 9 Financial Instruments and related disclosure requirements in IFRS 7 Financial Instruments: Disclosures. The IASB clarified the recognition and derecognition date of certain financial assets and liabilities, and amended the requirements related to settling financial liabilities using an electronic payment system. It also clarified how to assess the contractual cash flow characteristics of financial assets in determining whether they meet the solely payments of principal and interest criterion, including financial assets that have environmental, social and corporate governance ("ESG")-linked features and other similar contingent features. The IASB added disclosure requirements for financial instruments with contingent features that do not relate directly to basic lending risks and costs and amended disclosures relating to equity instruments designated at FVOCI. The amendments are effective for annual periods beginning on or after January 1, 2026 with early adoption permitted. This amendment is not expected to have a material impact on the Company.

In April 2024, the IASB issued IFRS 18 – Presentation and Disclosure in Financial Statements which will replace IAS 1, Presentation of Financial Statements. The new standard on presentation and disclosure in financial statements focuses on updates to the statement of earnings (loss). The key new concepts introduced in IFRS 18 relate to the structure of the statement of earnings (loss), required disclosures in the financial statements for certain earnings (loss) performance measures that are reported outside an entity's financial statements and enhanced principles on aggregation and disaggregation which apply to the primary financial statements and notes in general. Many of the other existing principles in IAS 1 are retained, with limited changes. IFRS 18 will apply for reporting periods beginning on or after January 1, 2027 and also applies to comparative information. The Company is currently evaluating the impact of the adoption of this standard.

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3. ACCOUNTS RECEIVABLES

	December 31, 2024	December 31, 2023
Trade receivable	\$ 289,161	\$ 137,523
Expected credit loss	(54,060)	(25,319)
Recoverable sales tax	153,976	187,679
Other receivable	2,362	10,481
Total	\$ 391,439	\$ 310,364

The expected credit losses is our best estimate of the amount of probable credit losses in our existing accounts receivable. We determine the allowance for credit losses based primarily on current trends and estimates.

The table below shows the activity in the allowance for credit losses:

	December 31, 2024	December 31, 2023
Beginning of the year	\$ 25,319	\$ 4,536
Net charged to credit loss	31,077	20,783
Foreign currency translation	(2,336)	-
End of the year	\$ 54,060	\$ 25,319

4. INVENTORIES

Inventories are measured at the lower of cost and net realizable value ("NRV"). The cost of inventories is based on the weighted-average cost method. Net realizable value is determined by the estimated selling price in the ordinary course of business, less estimated costs to complete and the estimated costs necessary to make the sale.

Inventory recognized as cost of goods sold during the year ended December 31, 2024 was \$258,900 (2023 - \$158,533). As of December 31, 2024, the Company had a total of \$245,009 (2023 - \$260,708) in inventories, which consisted of finished goods.

5. ASSETS HELD FOR SALE

Assets held for sale as of December 31, 2024 consists of a property used as a cultivation facility, located in Guatavita, Colombia, along with the equipment located in the property, both of which were transferred from property, plant and equipment (Note 6). Due to prevailing market conditions, the Company has encountered challenges in selling the property. As a result, the Company recorded an impairment of \$176,025 reflecting the recoverable amount of the assets, determined as fair value less costs to sell, as of December 31, 2024. In determining the fair value less costs to sell, the Company based its estimate on the most recent price negotiated with potential buyers, then adjusted that amount to reflect the anticipated costs associated with the sale of assets.

The Company continues to actively market the property and anticipates completing the sale within a year from the reporting date.

The table below shows the continuity of the assets held for sale:

Balance, December 31, 2022	\$ 464,522
Foreign exchange adjustment	24,998
Balance, December 31, 2023	489,520
Impairment during the year	(176,025)
Foreign exchange adjustment	(25,203)
Balance, December 31, 2024	\$ 288,292

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**6. PROPERTY, PLANT, AND EQUIPMENT**

	Buildings & Construction	Equipment & Vehicles	Furniture & Fixtures	Total
COST				
Balance, December 31 2022	\$ 198,641	\$ 957,336	\$ 22,952	\$ 1,488,636
Additions	-	223,353	-	223,353
Disposals	(4,270)	(27,067)	(1,158)	(32,495)
Impairment	-	(180,636)	-	(180,636)
Foreign exchange translation	11,222	106,521	5,808	123,551
Balance, December 31 2023	\$ 205,593	\$ 1,079,507	\$ 27,602	\$ 1,622,409
Disposals	-	(16,913)	-	(16,913)
Foreign exchange translation	-	(54,153)	-	(54,153)
Balance, December 31 2024	\$ 205,593	\$ 1,008,441	\$ 27,602	\$ 1,551,343
ACCUMULATED DEPRECIATION				
Balance, December 31 2022	\$ (153,729)	\$ (384,233)	\$ (21,614)	\$ (869,283)
Depreciation	(18,778)	(126,681)	(2,409)	(147,868)
Disposals	1,672	22,647	1,158	25,477
Foreign exchange translation	(34,758)	(83,933)	(4,737)	(123,428)
Balance, December 31 2023	\$ (205,593)	\$ (572,200)	\$ (27,602)	\$ (1,115,102)
Depreciation	-	(105,196)	-	(105,196)
Disposals	-	12,403	-	12,403
Foreign exchange translation	-	33,978	-	33,978
Balance, December 31 2024	\$ (205,593)	\$ (631,015)	\$ (27,602)	\$ (1,173,917)
NET BOOK VALUE				
December 31, 2022	\$ 44,912	\$ 573,103	\$ 1,338	\$ 619,353
December 31, 2023	\$ -	\$ 507,307	\$ -	\$ 507,307
December 31, 2024	\$ -	\$ 377,426	\$ -	\$ 377,426

In 2023, the management concluded that an impairment test was required under IAS 36, to provide a valuation related to its equipment. The Company has assessed the recovery value of the equipment. Based on these assessments, the Company recognized an impairment of property, plant and equipment of \$180,636.

7. LEASE LIABILITIES

The Company recognized a lease liability and a corresponding right-of-use asset relating to leased extraction, cultivation and storage facilities in the municipalities of Tocancipá and Guatavita, Colombia, under leases signed in 2019. In 2021, the Company amended the terms of certain leases and impaired its right-of-use assets due to market uncertainties.

In 2022, the Company leased an extraction facility in Tenjo, Colombia, as part of its planned relocation. To operate at the new facility, the Company submitted a change of address application to the Instituto Nacional de Vigilancia de Medicamentos y Alimentos ("INVIMA") in November 2022 and extended its lease in Tocancipá pending approval. In October 2023, INVIMA declined the application, resulting in the termination of the Tenjo lease. The Company subsequently obtained approval to modify its license to include a third-party facility for the manufacture of cannabis derivatives, effective September 14, 2024.

Right-of-use asset

Balance, December 31, 2022	\$ 168,937
Depreciation ⁽¹⁾	(1,875)
Lease termination	(167,945)
Foreign exchange adjustment	883
Balance, December 31, 2023 and 2024	\$ -

⁽¹⁾ The right-of-use assets had been depreciated on a straight-line basis over the lease terms.

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The Company does not have any leases that would be considered right-of-use assets as at December 31, 2024 and 2023.

Long-term lease liability

Balance, December 31, 2022	\$	138,982
Payments		(48,787)
Addition		20,212
Interest expense		(185,330)
Foreign exchange adjustment		36,644
Less - current portion		(1,762)
Balance, December 31, 2023	\$	11,042
Payments		(1,947)
Interest expense		286
Foreign exchange adjustment		300
Less - current portion		(11,443)
Balance, December 31, 2024	\$	-

Lease payments not recognized as a liability

The Company has elected not to recognize lease liability for short-term leases (leases with an expected term of 12 months or less) or for leases of low value assets. Payments made under such leases are expensed on a straight-line basis. In addition, certain variable lease payments are not permitted to be recognized as lease liabilities and are expensed as incurred.

8. INTANGIBLE ASSETS

By December 31, 2021, Blueberries S.A.S. was granted licenses to produce, manufacture, market and export cannabis derivatives and products using extracts in Colombia by the Ministry of Health. The licenses obtained for cannabis operations are as follows:

- a license to use seed for planting as well as their export and use for medical and scientific purposes
- a low THC cultivation license (non-psychoactive, less than 1% THC content)
- a production license authorizing the domestic and international distribution of high and low THC Medicinal Cannabis extracts
- a high THC cultivation license (psychoactive, more than 1% THC content)

The fair value attributed to the licenses are straight-line amortized over their estimated useful life of 5 years. Other finite life intangibles consist of assets such as software related licenses, which are amortized over their estimated useful lives of three years.

In 2021, the management assessed the intangible assets were impaired. Due to continued uncertainty of local and export markets in Colombia, management performed a cash flow analysis. While management continues to believe that the future market for Colombian cannabis products is strong, the timing and amount of future cash flows from potential revenue streams is not projected to be sufficient to meet the current cost structure of the Company.

9. CONVERTIBLE DEBT

On July 16, 2020, Blueberries closed a non-brokered private placement offering (the "Offering") of \$1,000,000 in principal amount of unsecured convertible debentures (the "Initial Debentures"). The Initial Debentures will mature 24 months from the date of closing (the "Maturity Date") and bear interest at a rate of 13% per annum, with an effective interest rate of 32.36%. The Initial Debentures will be convertible at the option of the investors, in whole or in part, into common shares of the Company (the "Shares") at a conversion price of the lower of: (i) \$0.065 per Share or; (ii) the volume-weighted average price of the Shares on the CSE for the 15 consecutive trading day period ending on the conversion date subject to a minimum conversion price of \$0.05 ("Conversion price"). As the conversion option does not meet the fixed for fixed criteria it has been recorded as a derivative liability.

On July 29, 2022, the Company entered into an amendment agreement in connection with the Initial Debentures (the "Amended Debentures") in which the maturity date of the Initial Debentures was extended from July 13, 2022 to July 13, 2023 (the "New Maturity Date"). All the remaining terms of the Amended Debentures, including the Conversion Price, remain the same as the Initial Debentures. As consideration for the extension, the Company agreed to pay a total of \$163,800 to the holders of the Debenture in cash, or at the option of the holders of the Debenture, in the common shares of the Company at a conversion price of \$0.05 per share, on the New Maturity Date. In addition, the Company incurred a total of \$3,761 in legal fees. The amendment was accounted for as a debt extinguishment and recognition of a new liability.

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The table below shows the continuity of the convertible debt liability and derivative liability:

Fair Value of Derivative Liability

Balance at December 31, 2022	\$ 57,677
Change in fair value of derivative liability	(57,677)
Balance, December 31, 2023 and 2024	\$ -

Convertible Debt Liability

Balance, December 31, 2022	\$ 1,146,373
Accrued interest	69,333
Accretion	174,294
Repayment	(1,390,000)
Balance, December 31, 2023 and 2024	\$ -

On July 13, 2023, the Amended Debentures, in the principal amount of \$1,000,000, were matured. The Amended Debentures were repaid in December 2023.

10. SHARE CAPITAL

As of December 31, 2024, the Company was authorized to issue unlimited common shares with no par value, with holders of common shares entitled to one vote per share and to dividends, if declared.

	Number of Shares	Amount
Balance, December 31, 2022	218,309,152	\$ 18,247,318
Shares issued from private placement ⁽¹⁾	180,716,000	1,987,876
Share issue costs ⁽¹⁾	-	(6,873)
Balance, December 31, 2023 and 2024	399,025,152	\$ 20,228,321

⁽¹⁾ On December 29, 2023, the Company completed a non-brokered private placement for an aggregate gross proceed of \$1,987,876 (US\$1,250,000) from the sale of 180,716,000 common shares at a price of \$0.011 ("2023 Private Placement"). In connection with the private placement, the Company incurred a total of \$6,873 of share issued costs.

Key management and Terraflos collectively participated in the 2023 Private Placement with the purchase of 152,679,682 for \$1,679,477.

11. CONTRIBUTED SURPLUS

In connection with the Transaction, the Company adopted the Stock and Incentive Plan (the "Plan") which was approved by the shareholders of CMS on December 6, 2018. The Board establishes vesting and other terms and conditions for options at the time that they are granted. The Plan provides that stock options may be granted up to a number equal to 10% of the Company's outstanding shares. The plan also indicates that the maximum number of shares which may be issued to anyone insider and his or her associates under the plan, together with any other previously established or proposed share compensation arrangements, within a one-year period, shall be 5% of the shares outstanding at the time of the grant. As of December 31, 2024, the Company had 27,577,515 options remaining reserved on common shares.

The following table reflects the continuity of stock options:

	Stock options	Weighted average exercise price (\$)
Balance, December 31, 2022	6,155,000	4.47
Options expired	(455,000)	0.28
Options issued ⁽¹⁾	7,200,000	0.02
Balance, December 31, 2023	12,900,000	0.14
Options expired	(575,000)	0.40
Balance, December 31, 2024	12,325,000	0.04

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(1) On November 1, 2023, Blueberries granted 7,200,000 options to certain directors and officers of the Company to purchase Blueberries' common shares. The options are exercisable at a price of \$0.02 per option for a 5-year term and vesting 40% immediately and 20% on each of the first, second and third anniversaries of the grant date. The fair value of each option was \$0.0143, estimated using the Black-Scholes option pricing model.

The Company used the Black-Scholes option pricing model to calculate the fair value of the stock options issued in 2023 with the following assumptions:

	2023
Risk-free interest rate	3.98%
Estimated stock price	\$0.02
Forfeiture rate	0%
Expected dividend yield	0%
Expected stock price volatility	178.93%
Expected option life	5 years

The following summarizes stock options issued, exercisable and outstanding as of December 31, 2024:

Exercise prices (\$)	Number of options outstanding	Weighted average term to expiry (years)	Number of options exercisable
0.05	1,500,000	2.50	1,000,000
0.10	300,000	0.24	300,000
0.10	75,000	1.92	75,000
0.13	500,000	1.42	500,000
0.13	2,250,000	1.05	2,250,000
0.14	500,000	1.09	500,000
0.02	7,200,000	3.84	4,320,000
0.06	12,325,000	2.86	8,945,000

During the year ended December 31, 2024, the Company recognized a total share-based compensation expense of \$47,593 (2023 – \$111,450) in the consolidated statements of loss and comprehensive loss.

12. GENERAL AND ADMINISTRATIVE EXPENSES

For the years ended December 31,	2024	2023
Audit and tax	\$ 145,317	\$ 144,719
Consulting	125,444	195,390
Director and management fees	298,885	294,465
Filing and transfer agent fees	68,973	71,550
General office	19,235	45,357
Insurance	66,286	80,608
Legal	20,823	32,762
Other	8,195	16,149
Salary, wages, and benefits	103,034	228,363
Share based compensation expense	47,593	111,450
Total	\$ 903,785	\$ 1,220,813

13. BASIC AND DILUTED LOSS PER SHARE

For the years ended December 31, 2024 and 2023, there is no difference between the calculated basic and diluted loss per share. All purchase warrants, finder's warrants, and stock options have been excluded from the calculation as they have an anti-dilutive effect on loss per share.

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14. SUPPLEMENTAL CASH FLOW INFORMATION

For the years ended December 31,	2024	2023
Accounts receivables	\$ (112,152)	\$ (75,225)
Inventories	15,699	(248,397)
Prepays	18,433	9,518
Trade accounts payable and other accounts payable	79,771	(12,490)
Employee benefits	(3,526)	(21,871)
Change in non-cash working capital	\$ (1,775)	\$ (348,465)

15. RELATED PARTY TRANSACTIONS

- The Company has defined key management personnel as senior executive officers, as well as the Board of Directors. The total remuneration of key management personnel and the Board of Directors for the years ending December 31, 2024, was \$335,508 (2023 - \$463,913), including \$36,623 (2023 - \$94,496) of share-based compensation. Included in accounts payable and accrued liabilities as of December 31, 2024 was \$30,187 (2023 - \$Nil) due to key management personnel.
- During the year ended December 31, 2024, the Company incurred total consulting fees of \$20,293 (US\$ 14,700) (2023 - \$Nil) from a director. Included in accounts payable and accrued liabilities as of December 31, 2024 was \$13,815 (US\$ 9,600) (2023 - \$Nil) due to the director.
- Key management and Terraflos collectively participated in the 2023 Private Placement with the purchase of 152,679,682 for \$1,679,477 (Note 10)

16. FINANCIAL INSTRUMENTS

As of December 31, 2024, the Company's financial instruments consist of cash, accounts receivable, accounts payable and accrued liabilities and lease liability. The fair values of these financial instruments approximate their carrying values due to the short-term maturity of these instruments.

The Company characterizes its fair value measurements of financial instruments into a three-level hierarchy depending on the degree to which the inputs are observable, as follows:

- Level 1 inputs are quoted prices in active markets for identical assets and liabilities.
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the assets or liabilities either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

A financial instrument is classified to the lowest level hierarchy for which a significant input has been used in measuring fair value. The Company measures cash at fair value. Cash is classified as Level 1 input in the fair value hierarchy.

The Company has exposure to the following risks from its use of financial instruments:

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient cash resources in order to finance operations, fund capital expenditures, and to repay debt and other liabilities of the Company as they come due, without incurring unacceptable losses or risking harm to the Company's reputation.

As of December 31, 2024, the Company's financial liabilities consist of trade accounts payable and accrued liabilities, lease liability, which have contractual payment obligations within one year, except for lease liabilities. The Company manages its liquidity risk by reviewing its capital requirements on an ongoing basis.

Credit risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfil its contractual obligations. Financial instruments subject to credit risk include cash, and accounts receivable. All the Company's cash is held at reputable financial institutions. Accounts receivables consist mainly of harmonized sales tax and general sales tax receivables that the Company expects to receive from the Government of Canada and Colombia respectively. As such credit risk is deemed to be low on these instruments. The Company also has trade receivables of \$289,161, of which \$54,060 has been provided for as potentially uncollectible.

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Market risk

Market risk is the risk or uncertainty that changes in price, foreign exchange rates, and interest rates will affect the Company's net earnings and the value of financial instruments. Blueberries is exposed to two types of market risk, foreign currency risk and interest rate risk as outlined below.

Foreign currency risk

Foreign currency risk is the risk that the fair value of future cash flows will fluctuate as a result of changes in foreign currency exchange rates. The Company's functional and reporting currency, except for the Colombia, Argentina and Panama subsidiaries, is the Canadian dollar. The Colombian subsidiaries incur expenditures in Colombian pesos, which is their functional currency. Therefore, the Company is exposed to the risk of fluctuations in foreign exchange rates between Colombian pesos and Canadian dollars. Blueberries does not anticipate a significant impact on its consolidated financial statements as a result of a 5% change in the exchange rate between the two currencies.

Interest rate risk

Interest rate risk is the risk that future cash flows will fluctuate because of changes in prevailing market interest rates. As of December 31, 2024, the fluctuations of interest rates would not have had a significant impact on the consolidated financial statements.

Capital risk management

The Company's objectives when managing capital are to ensure the Company will have sufficient financial capacity, liquidity, and flexibility to fund the Company's operations, growth, and ongoing developmental activities. The Company is dependent on funding these activities through a combination of available cash, debt, and equity, which it considers to be the components of its capital structure as outlined below. There were no changes to the Company's capital management during the year, except the issuance of convertible debt. The Company is not exposed to any external capital requirements.

17. INCOME TAXES

Reconciliation of effective tax rate

For 2023, the Company's statutory tax rate is 27% (2023 - 27%), composed of a 15% rate of Canadian Federal corporate tax and the 12% rate of British Columbia provincial tax. The reconciliation of the combined Canadian income tax to the effective tax rate is as follows:

	2024		2023	
Net Loss before recovery of income taxes	\$	(1,148,533)	\$	(1,635,374)
Expected income tax recovery		(310,104)		(441,551)
Difference in foreign tax rates		(10,665)		(29,972)
Share based compensation and non-deductible expenses		101,590		64,289
Changes in fair value of derivative liabilities		-		15,573
Book to filing adjustments		-		157,921
Change in tax benefits not recognized		219,179		233,740
Income tax (recovery) expense	\$	-	\$	-

Recognized deferred tax assets

Deferred taxes are provided as a result of temporary differences that arise due to the differences between the income tax values and carrying amount of assets and liabilities. As of December 31, 2024 and 2023, the Company had a total deferred assets of \$Nil (2023 - \$Nil) and deferred liabilities of \$Nil (2023 - \$Nil).

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Unrecognized deferred tax assets

The following table summarizes deductible temporary differences for which no deferred tax asset has been recognized:

	2024	2023
Tax losses - Colombia	\$ 7,733,655	\$ 7,249,887
Non-capital losses carried forward - Canada	7,055,682	6,481,217
Share issuance costs - 20(1)(e) - Canada	85,612	174,426
Property, plant and equipment - Colombia	56	-
Intangible assets	254,408	279,556
Investment in joint venture	566,217	566,217
Reserve and others	-	6,205
Lease liability	-	12,803
Total	\$ 15,695,630	\$ 14,770,311

Share issue and financing costs will be fully amortized in 2027. The Company has available non-capital losses which may be carried forward to reduce taxable income in future years.

The Company's Canadian unrecognized non-capital income tax losses expire as follows:

2039	\$ 2,060,938
2040	1,151,588
2041	850,113
2042	986,485
2043	1,267,115
2044	739,443
	\$ 7,055,682

The Company's Colombian unrecognized non-capital income tax losses expire as follows:

2030	\$ 393,634
2031	1,978,265
2032	1,647,734
2033	2,278,086
2034	793,601
2035	512,326
2036	130,009
	\$ 7,733,655

Deferred tax assets have not been recognized in respect of these items because it is not probable that future taxable profit will be available against which the group can utilize the benefits therefrom.

18. COMMITMENTS

A summary of the Company's commitments as of December 31, 2024, are as follows:

Lease	Lease Term	2025	2026 and after	Total
Cultivation area (Guatavita - El Amarillal)	November 4, 2025	\$ 1,795	\$ -	\$ 1,795
Total		\$ 1,795	\$ -	\$ 1,795

19. GEOGRAPHICAL SEGMENT INFORMATION

The Company is engaged in the growth, cultivation, and development of medicinal cannabis and related products with operations in Colombia. Management has defined the operating segments of the Company based on geographical areas, identifying operations held in Colombia as a separate geographic segment. The Canada segment reflects balances and expenses related to all Company operations in Canada, which collectively represent the corporate operations of the Company.

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The following tables show information regarding the Company's segments for the years ended December 31, 2024 and 2023:

For the year ended December 31, 2024	Colombia	Canada	Total
Revenues			
Products revenue	\$ 319,891	\$ -	\$ 319,891
Extraction services	145,631	-	145,631
Others	5,892	-	5,892
	\$ 471,414	\$ -	\$ 471,414
Cost of Sales			
Products revenue	\$ (208,126)	\$ -	\$ (208,126)
Extraction services	(48,502)	-	(48,502)
Others	(2,272)	-	(2,272)
Direct cost of production	(47,997)	-	(47,997)
Expenses:			
Operating expenses	(37,580)	-	(37,580)
General and administrative expenses	(168,428)	(735,357)	(903,785)
Depreciation and amortization	(105,196)	-	(105,196)
Credit loss expense	(31,077)	-	(31,077)
Gain on disposal of property, plant and equipment	6,717	-	6,717
Impairment of assets held for sale	(176,025)	-	(176,025)
Foreign exchange loss	(61,881)	(8,614)	(70,495)
Other expense	4,391	-	4,391
Net Loss	(404,562)	(743,971)	(1,148,533)
Assets - December 31, 2024	1,284,450	95,971	1,380,421
Liabilities - December 31, 2024	\$ 366,493	\$ 179,114	\$ 545,607

For the year ended December 31, 2023	Colombia	Canada	Total
Revenues			
Products revenue	\$ 287,497	\$ -	\$ 287,497
Others	775	-	775
	\$ 288,272	\$ -	\$ 288,272
Cost of Sales - product revenues			
Products revenue	\$ (157,897)	\$ -	\$ (157,897)
Others	(636)	-	(636)
Direct cost of production	(45,514)	-	(45,514)
Expenses:			
Operating expenses	(69,199)	-	(69,199)
General and administrative expenses	(345,859)	(874,954)	(1,220,813)
Depreciation and amortization	(149,744)	-	(149,744)
Credit loss expense	(20,783)	-	(20,783)
Finance expense	(20,212)	(243,627)	(263,839)
Change of fair value of derivative liabilities	-	57,677	57,677
Foreign exchange loss	227,808	(80,719)	147,089
Gain on disposal of property, plant and equipment	17,476	-	17,476
Impairment of property, plant and equipment	(180,636)	-	(180,636)
Other expense	(84,644)	47,817	(36,827)
Net Loss	(541,568)	(1,093,806)	(1,635,374)
Assets - December 31, 2023	2,059,622	357,042	2,416,664
Liabilities - December 31, 2023	\$ 316,462	\$ 154,261	\$ 470,723

20. SUBSEQUENT EVENTS

On March 25, 2025, the Company successfully completed a non-brokered private placement, issuing a total of 96,064,935 common shares at a price of \$0.011 per share, for aggregate gross proceeds of \$1,056,714. The entire offering was subscribed to by two members of the Company's Board of Directors and by Terraflos.